



## BOARD OF DIRECTORS – MEETING MINUTES

<b>Meeting Date</b>	March 6, 2020	<b>Time</b>	2:30PM
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	A. Lai	<b>Location</b>	USC Board Room
<b>Recording Secretary</b>	J. Higgins	<b>Call to Order</b>	2:36PM

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	A. Lai, N. Bottger-Malaga, N. Kaur, M. Matyashin, S. Chavez, S. Jiwani, S. Ge and B. Jalayer	
<b>Management</b>	J. Armour, N. Soave, D. Hodgins, V. Macauley and K. Pacheco	
<b>Guests</b>	C. Harasym, M. Parkin, R. Sapra, and M. Reesor	
<b>Disclosures of Interest</b>	N/A	

### 3. Changes to and Adoption of the Agenda:

<b>Motion to approve the agenda.</b>					
<b>Moved</b>	S. Chavez	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

### 4. Comments from the Chairperson:

This has been a tough year for the USC, and a big testament to the staff. Great work by the Board doing our fiduciary duty. Thank you for coming prepared and allowing the USC to thrive in this new environment.

Returning and Incoming Directors: please make sure that your calendars up to date.

Upcoming dates: Incoming directors will need to be at AGM on Sunday March 8<sup>th</sup> to be ratified.

Returning do not need to attend, but welcome to attend.

Chair Election Meeting (March 18): Anyone interested has to submit a written proposal one week prior to the elections meeting. Once in they will be posted to the Drive. Anyone running at the elections meeting will answer questions and then there will be an election. Available for election is the Chair of the Board and Committee Chairs. I recommend that new directors run for Committee Chair, especially in Governance or HR. If interested, please feel free to reach out to current chairs to chat. It is a tough learning curve, but it is doable.

### 5. Approval of Minutes February 7, 2020 Meeting:

Please correct the spelling of Sophia and Maxim's names.

<b>Motion to approve the minutes from the February 7, 2020 Meeting.</b>					
<b>Moved</b>	S. Ge	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

**6. Reports from Board Committees:**

<b>6.1.</b>	<b>Finance Report</b>	<b>S. Ge</b>			
We reviewed the January 2020 Statements and Budget. Declan spoke to the budget and then Vicki reviewed the statements. No major issues were raised and everything discussed was well answered. We got through all the budget and financial statement items. We voted unanimously to accept the statements and approve the budgets.					

<b>6.1.1.</b>	<b>January 2020 Financial Statements</b>	<b>S. Ge</b>			
It was a short portion of the meeting, questions around post retirement budget and Spoke performance.					
<b>BIRT the Board of Directors accept the January 2020 Financial Statements.</b>					
<b>Moved</b>	S. Ge	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

<b>6.1.2.</b>	<b>F2021 USC Corporate Budget</b>	<b>S. Ge</b>			
There are a couple main themes, with the main discussion surrounding the increase in capital expenditures, because of SCI. We were able to budget a lot more conservatively this year and reinvest that money moving forward. We have invested \$120,000 into the student feedback, and increased our investment in programming. Overall, a good presentation and all questions were discussed and addressed.					
<b>BIRT the Board of Directors approve the F2021 USC Corporate Budget.</b>					
<b>Moved</b>	S. Ge	<b>Second</b>	S. Chavez	<b>Approved</b>	Unanimous

<b>6.2.</b>	<b>Human Resources Report</b>	<b>S. Jiwani</b>			
Exit interviews will go out right after this meeting.					
We had a high turn out for this round of Board Evaluations. Thank you for taking the time. The results will be analyzed over the next few months and will be reported on at BOCO. I will leave it to the next round of leadership to make sure we are making this an ongoing process.					
We have discussed adding more opportunities for the Directors of the Board for personal and professional development. Board Directors will be formally invited to all leadership sessions being offered to the USC volunteer and part time staff. A strengths finder session will also be provided at BOCO, to help understand your skill set and your gaps. This will help make sure we are all growing as people. The goal setting piece on the Board Evaluation stated that Directors were hoping to do more personal development. We are also doing this for members of Council. It will provide a nice opportunity to provide optional development and programming.					

Questions:

S. Chavez – Will the feedback from the exit interviews be provided at the same time as the Board Evaluation?

S. Jiwani – Yes.

<b>6.2.1.</b>	<b>HR Policy Review</b>					<b>S. Jiwani</b>
We conducted a quick review of policies under HR, at this time we didn't make any material changes, mostly just wording changes. We are looking for approval of changes on the policies.						
<b>BIRT the Board of Directors approve the updates in the HR Policy Review, which include the USC Health &amp; Safety Policy, the USC Harassment, Discrimination &amp; Violence Prevention Policy, the USC Harassment, Discrimination &amp; Violence Prevention Procedure, the USC Responsibilities of Managers &amp; Supervisors Policy, and the USC Health &amp; Safety Networking Policy.</b>						
<b>Moved</b>	S. Jiwani	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous	

<b>6.3.</b>	<b>Governance Committee</b>					<b>S. Chavez</b>
We are working on implementing a Policy Review Plan, to allow us to be more systematic in review and updates. A draft calendar has been made and we will be splitting the policies up into 3 year cycles, so nothing slips through.						

<b>6.3.1.</b>	<b>Membership &amp; Committee Chair Eligibility</b>					<b>S. Chavez</b>
There were some small amendments made to remove redundancies.						
<b>BIRT the Board of Directors approve Bylaw 1, Agenda Committee Terms of Reference, Finance Committee Terms of Reference, Governance Committee Terms of Reference and Human Resources Committee Terms of reference as amended.</b>						
<b>Moved</b>	S. Chavez	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous	

<b>6.3.2.</b>	<b>Board Committee Terms of Reference</b>					<b>S. Chavez</b>
There were small changes to positions and wording to make sure the document was consistent with our practise.						
<b>BIRT the Board of Directors approve the removal of the Board Committee Terms of Reference.</b>						
<b>Moved</b>	S. Chavez	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous	

## 7. Reports and Presentations for Information:

<b>7.1.</b>	<b>Operations Report</b>					<b>J. Armour</b>
Purple Fest Excess Funds – These are from the return on A\$AP Rocky. The Community Impact Fund was created with \$100,000 to put towards events or programs that fall within three pillars: mental health, gender based violence and equity. It is similar to the USC Grants Program. A large number of applications have been received, and we are creating a lot of good will, while managing reputational risk.						
Purple Finale Talent Acquisition – This is a new bucket of work under the COO.						

Transition – One of our biggest risks to the organization is the changeover of Executives year over year. Matt (incoming President) being here and the incoming Board viewing the meeting, is all part of transition. We are always pleased to see what the team in People & Development come up with to help smooth out the process.

Recruitment – In the midst of one of our best hiring processes yet for the USC Communications Manager. On the posting, Nico added a piece providing information on the landscape of the USC. The candidates know we are not Western. Kudos to Nico and the team in People & Development.

Onboarding – In terms of getting new hires, Executives and Directors into the organization. What are the best practises on how we bring them into the organization?

Capital Planning – We have really started to look at our capital plan and how we are investing. We have had this on hold for a few years, first with the rise in minimum wage and then SCI, we have been in a holding pattern.

Questions:

S. Chavez – Have any priorities come forward in terms of capital investing?

J. Armour – Space is a priority. Clubs, study space, and the Mustang Lounge are all topics of conversation.

D. Hodgins – We are focusing on space. We are in an interesting position as we had a little windfall financially and need to make sure we are not sitting on piles of cash, but also not doing it in such a way that there is a hike in spending in one year. A good medium is spending on our spaces and improvements.

J. Armour – We are hoping to maximize the space we currently have, then be deliberate about how we bucket those spaces like keep Clubs and Student Services together.

A. Lai - Will there be an influx of space following the Thames renovations?

D. Hodgins – There are no guarantees from the University right now. We have asked them, and we have been pushing on square feet per full time equivalent (FTE) student. Our last expansion was in 1995. As we grow as an organization, the amount of space we want to see should be tied to a fixed square foot per FTE. That is our biggest priority.

<b>7.2.</b>	<b>Executive Report</b>	<b>B. Jalayer</b>
Next year’s Executive Team results will be announced on Sunday March 8 <sup>th</sup> at AGM.		
The Broughdale Task Force have started meeting this week, which begins another Broughdale cycle. I will provide updates as necessary, but nothing as of yet.		

<b>Motion to accept 6.1, 6.2, 6.3, 7.1 and 7.2 : the Executive, Operation and all Committee Reports.</b>					
<b>Moved</b>	N. Kaur	<b>Second</b>	S. Ge	<b>Approved</b>	Unanimous

**8. For Decision:**

N/A

**9. Confidential Session**

<b>Motion to go in camera.</b>			
<b>Time</b>	3:08PM	<b>Return</b>	4:04PM
<b>Moved</b>	B. Jalayer	<b>Second</b>	N. Kaur

**10. Inquiries and Other Business:**

N/A

**11. Adjournment of Public Meeting:**

<b>Motion to adjourn at 4:05PM</b>					
<b>Moved</b>	N. Kaur	<b>Second</b>	S. Jiwani	<b>Approved</b>	Unanimous

**Action Items:**

<b>Item (#)</b>	<b>Description</b>	<b>Owner</b>	<b>Due Date</b>