



## BOARD OF DIRECTORS – MEETING MINUTES

<b>Meeting Date</b>	May 1, 2020	<b>Time</b>	4:00PM
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	S. Chavez	<b>Location</b>	Virtual
<b>Recording Secretary</b>	J. Higgins	<b>Call to Order</b>	4:04PM

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	N. Bottger-Malaga, M. Matyashin, S. Chavez, S. Ge, R. Sapra, M. Parkin, C. Harasym, V. Vijay and B. Jalayer	
<b>Management</b>	J. Armour, N. Soave, D. Hodgins, V. Macauley and K. Pacheco	
<b>Guests</b>	M. Reesor and M. St. Pierre	
<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>	N. Bottger-Malaga	<b>Second</b>	C. Harasym	<b>Approved</b>	Unanimous

### 4. Comments from the Chairperson:

Happy May! We are more than a month into this situation, but the students are now done exams and into summer. Spring is here! It's been tough but we are getting through it.

This month has given me a much greater appreciation for the USC and the impact for students. Cat/Nick with the federal aide package. Bardia with the student relief fund. Everyone I have talked to in relation to the fees at the BOG said that Declan killed it. Even the smaller things, like the social media content, those people going to Ricks every week. It shows how important the USC is to students and those who have attended Western. It's been amazing how quickly we have been able to pivot and deliver that same level of service and impact to students. We all need to pat ourselves on the back and be proud. Being on this board is cool and needs to be acknowledged and celebrate those small victories.

There are challenges ahead, but with every meeting we make progress and are solving issues. We are still providing students with entertainment, opportunities and support. I appreciate all of you in this, and the role you play within the larger community. The board can be a thankless job sometimes but everyone has been doing awesome. If anyone needs anything feel free to reach out to me. With that being said, we are talking about important and sensitive items. Keep that in mind for these decisions. Be

honest and loud about your opinion and any issues you may have. I'll remind everyone about our confidentiality rules. Land labour law is confidential. Everything else should be recorded publicly.

BOCO is looking weird to do in person in early July. Not ruling it out for now, but we are having those conversations about what this could look like going forward. BOCO was very helpful for me, and we want those development pieces to still be there. Just like the exec have made it work with transition, we will have a plan for BOCO.

**5. Approval of Minutes April 3, 2020 Meeting:**

<b>Motion to approve the minutes from the April 3, 2020 Meeting.</b>					
<b>Moved</b>	C. Harasym	<b>Second</b>	B. Jalayer	<b>Approved</b>	Unanimous

**6. Reports and Presentations for Information:**

<b>6.1.</b>	<b>CEO/COO Report</b>	<b>B. Jalayer &amp; J. Armour</b>
<p>B. Jalayer – There are two or three sections to this, an overview, then the more detailed is in confidential. The COVID plan is going ahead and the reports provided, we will talk about upcoming plans in the confidential section. Transition is going and we are going into the intensive part of transition that's full time. The USC budget was passed by Western Property and Finance and passed onto the Board of Governors. Our fee schedule has been approved. Our team did a great job lobbying the government for students, and some of our recommendations were directly used. We are now going to RFP for our health plan. Our online programming is going well. Everyone has pulled together through this and it is very impressive.</p> <p>J. Armour – The senior management team from the beginning were thinking of every project we thought we would never get to. Like training online over the summer, to a comprehensive history of the USC as a form of knowledge management. We are doing a lot of work that will help us down the road.</p> <p>Questions:</p> <p>M. Matyashin – For last meeting we spent a lot of time discussing the federal wage subsidy programs with little information. Did we qualify for a program? What impact does that have on our financial position?</p> <p>B. Jalayer – We still do not know. We spoke to our contact in parliament and put in an application, but we still don't know at this point.</p> <p>J. Armour – The portal opened on Monday or Tuesday earlier this week and on that day Vicki started to process our application which is very long and detailed. The minister's office needs to make sure we are a separate entity from Western. As the fees go through the registrar is it look like Western funds us. We were the only student association in Canada who applied for the subsidy. What they do with us will set a precedent across the country.</p> <p>V. Macauley – First of all, we do qualify from a reduction in revenue perspective. Regardless of if you have employees, you have to show that reduction in revenue. Second, there is a very complicated list, we have 343 employees that apply to part one. When you drill down, its not 75% of the salary you paid, its an average based on prior 5 weeks to that. That being said, I can't tell you exactly what we are going to get. I would assume, and hopeful, we will get 50% of the wages we pay out in subsidization. It's a convoluted process to get all that data into a spreadsheet and then download into a government spreadsheet. I'm going to send it to our accounting manager to make sure we are</p>		

correct. I would love to throw a dollar figure, but that changes as well. Every reporting period we have a change in the number of people on the payroll, and that impacts the amount of subsidy we get back. I believe we will qualify based on revenue and employees on payroll.

M. Matyashin – From the report, there are plans underway for a possible partial reopening in June, and Doug Ford released safety precautions for reopening. Will we have issues implementing those guidelines.

B. Jalayer – The main people who use our facility won't be there, the students. Our tenants would like to reopen as long as we are following those guidelines. In terms of limitations, it would be within the staffing, but our managers are all still working.

J. Armour – I put that line in the report, because I didn't want you to think we weren't doing modeling. Since then, the Premeir has come out with his phased approach, which is great in theory. However, there are other barriers. It doesn't make sense for us to open the Purple Store when there aren't students there. Western might have their own set of restrictions. We are preparing for every possible permutation. It's risk mitigation, as we don't want in the middle of June to realize we should have been working on something. We will walk in stride with Western.

M. Matyashin – In terms of transition, are we concerned the incoming will not be able to build the same relationships with our connections at Western without the face to face events?

B. Jalayer – The face to face is a concern, but we have one on ones with admin scheduled on Zoom. The only event that we can't replicate digitally is the Partner's Reception. We will look to do that when the school opens. The people they need to know now at Western, the City or the Province, they will know. Those transition pieces are happening, only online.

C. Harasym –Western provided any ideas or models on what could happen?

J. Armour –The decision will probably come in August, but ultimately we won't open up before they open up.

B. Jalayer – I have spoke with Alan and Lynn, and they still say it's too early to make the call on September. Western has confirmed that summer will be online. The first step will be the opening of their offices, then they will begin opening buildings one by one. They are going through all of their options in terms of classes and residences.

K. Pacheco – Even if the restrictions lift, until we are set up to have everyone in the building safely, in terms of USC policy, we won't be able to move forward. I'm sure HR Committee will be busy creating that policy. Yesterday, the Prime Minister said not to skip ahead ordering PPE for your staff. That's a big consideration that we are tempted to move ahead with due to perceived shortages in things like PPE. Until we know Western's standards, we won't be able to set our own. We are keeping health and safety a priority.

J. Armour – Flexibility is going to be key moving forward for us. If the USC offices are open we need all of our staff to feel safe at work. We might need to utilize staggered shifts, or other work arrangements. We will be flexible. In terms of our reputation, we want to stay ahead of everyone else in terms of care for the staff. We don't want to rush this. Not only do we want to be safe, but we have a very high standard we want to adhere to for our staff.

<b>Motion to accept the CEO/COO Report.</b>					
<b>Moved</b>	M. Parkin	<b>Second</b>	M. Matyashin	<b>Approved</b>	Unanimous

**7. Confidential Session**

<b>Motion to go in camera.</b>			
<b>Time</b>	4:35PM	<b>Return</b>	5:27PM
<b>Moved</b>	N. Bottger-Malaga	<b>Second</b>	C. Harasym

## 8. Reports from Board Committees:

<b>8.1.</b>	<b>Finance Report</b>	<b>S. Ge</b>	
<p>At the Finance Committee we discussed the March 2020 Financials and the Government Wage Subsidy. Overall, we are financially sound. Vicki has done well keeping up with various developments from the government regarding what we can see from employee subsidies. Non-revenue generating items are trending normally. Especially, the savings from cash outflows due to the closures. A couple items got a bit more detail like the Spoke and the Wave. After the closure the shortfall was further extended as they were already tracking behind. However, since most anomalies and external shocks have been accounted for in these budgets, they should normalize in the coming months. For government wage subsidy – We are monitoring this, and do not have a clear conclusion of how much they will factor in. If we do end up qualifying, we will need to go back and retroactively change the statements. Cash flow wise we are still very strong and in a good spot to weather the storm. Even without the Wage Subsidy we are still doing well cash wise.</p>			

<b>8.1.1.</b>	<b>F2020 March Financial Statements</b>	<b>S. Ge</b>			
<b>BIRT the Board of Directors accept the F2020 March Financial Statements.</b>					
<b>Moved</b>	N. Bottger-Malaga	<b>Second</b>	R. Sapra	<b>Approved</b>	Unanimous

<b>8.2.</b>	<b>Governance Report</b>	<b>R. Sapra</b>			
<p>The Governance Committee is focusing on transparency this year. We met and set out a plan for the year and what we are doing, with broad objectives. The main thing we did was tasked staff with reorganizing the policy tracker. The update will divide it up into each committee. This will show when each policy was reviewed and tentative plan for when they should be reviewed next. The HR and Finance are not bound by this, and we are wanting it to be helpful.</p>					

<b>Motion to accept items 8.1. and 8.2. the Finance and Governance Committee Reports.</b>					
<b>Moved</b>	C. Harasym	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

## 9. For Decision:

<b>9.1.</b>	<b>HR Staff Plan</b>	<b>J. Armour</b>			
<b>BIRT the Board of Directors approve the HR Staffing Plan as outlined in the confidential CEO/COO Report.</b>					
<b>Moved</b>	M. Matyashin	<b>Second</b>	B. Jalayer	<b>Approved</b>	Unanimous

## 10. Inquiries and Other Business:

K. Pacheco – If it is okay with the Board, we will fast track your fiduciary responsibility training with John McNair to the next meeting, and you can ask him some questions directly about legal concerns.

**11. Adjournment of Public Meeting:**

<b>Motion to adjourn at 5:38PM</b>					
<b>Moved</b>	B. Jalayer	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous