



**BOARD OF DIRECTORS – MEETING MINUTES**

<b>Meeting Date</b>	February 16, 2018	<b>Time</b>	1:00PM
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	R. Little	<b>Location</b>	USC Board Room
<b>Recording Secretary</b>	J. Higgins	<b>Call to Order</b>	1:01PM

	<b>Attendees</b>	<b>Regrets</b>
<b>Board</b>	A. Karmali, K. Luu, S. Scott, T. Solebo, S. Hong, and B. Wong	A. Katyukha and P. Hill
<b>Management</b>	J. Armour, V. Macauley, E. McCauley and K. Pacheco	N. Soave
<b>Guests</b>	N/A	
<b>Disclosures of Interest</b>	N/A	

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

1. Add in 6.2. – Governance Committee & 6.3. – Gazette Committee

<b>Motion to approve the adoption of the amended agenda.</b>					
<b>Moved</b>		<b>Second</b>		<b>Approved</b>	Unanimous

**4. Comments from the Chairperson:**

R. Little to Chair in place of A. Katyukha.

**5. Approval of Minutes:**

<b>Motion to approve the minutes from the January 26, 2018 meeting.</b>					
<b>Moved</b>		<b>Second</b>		<b>Approved</b>	Unanimous

**6. Reports from Board Committees:**

<b>6.1.</b>	<b>Human Resources</b>	<b>A. Karmali</b>
<ol style="list-style-type: none"> <li>1. HR Policies for Approval – routine policy review – reflect recent department change from HR to People and Development. Recommendation for approval.</li> <li>2. Chair of the Board Final Report Procedure – honoraria in exchange for a final report to help with transition.</li> </ol>		

<b>6.1.1.</b>	<b>Health &amp; Safety Policies</b>	<b>A. Karmali</b>
BIRT the HR Committee of the Board of Directors recommend to the Board of Directors that they accept the revised Health & Safety policies.		

<b>Moved</b>	A. Karmali	<b>Second</b>	K. Luu	<b>Approved</b>	Unanimous
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<b>6.1.2.</b>	<b>Board Chair Final Report Procedure</b>	<b>A. Karmali</b>
<p>BIRT the HR Committee of the Board of Directors recommend to the Board of Directors that they accept the Board Chair Final Report Procedure as well as compensate the Board Chair with a \$1,000.00 honoraria per annum.</p> <p>Question (R. Little): Is the Procedure attached somewhere?  Answer (K. Pacheco): It has been added to the final report procedure for the Executive. All that was added was that the Chair was added as another person.</p> <p>Question (E. McCauley): There is no amendment in this version?  Answer (K. Pacheco): I will get you the amended version, but the only change is that the Chair of the Board is added.</p> <p><b>**Tabled – will send them the amended document for approval next meeting.**</b></p>		

<b>6.2.</b>	<b>Governance Committee</b>	<b>S. Hong</b>
<ol style="list-style-type: none"> <li>1. Project Ovidius – some delays, looking for a soft deadline of May or June.</li> <li>2. Board Member Evaluation – looking to collaborate with the HR Committee to task other people to come up with objective measures that are relevant to our Board.</li> <li>3. Policy Audit Program – Ensure we are compliant with our policies at the sub committee, committee or Board level. Discussed how to better implement this – idea – monitoring clause. For every report or agenda report there will be a clause at the end, a series of checklists in a way, to ensure we are compliant. Still in the process of ironing this out.</li> <li>4. COO &amp; President Report – Information may be missed, best interest in Board to discuss how we should change this process – perhaps create parameters around the information we do want. Perhaps an agenda with a template – information on every department – needs to be a Board discussion.</li> </ol> <p>Information (K. Pacheco) – HR Committee Report coming to Board with all of the feedback: feedback survey, start/stop/continue feedback and exit interviews. That will come to the next Board meeting.</p> <p>Question (A. Karmali) – Why was there such a delay with Project Ovidius?  Answer (E. McCauley) – The project has reshaped from what it was originally formed as. Instead of having one final report, now its working solutions. We have Pillar as a resource to the corporation. A lot of the time was spent building up the foundation of the Project.</p> <p>Question (A. Karmali) – Do those working solutions include policies and things like that?  Answer (E. McCauley) – One of the things to come from this will be an active policy book, which will be completed for the AGM timeline, and everything in that book will be ratified. We’re going through that now to see what is relevant and compliant.</p> <p>Question (R. Little) – There will be a timeline on that at the next Governance Committee meeting, correct?</p>		

Answer (E. McCauley) – Yes.

Question (S. Scott) – So at the next Board Meeting, we can expect a more detailed product?

Answer (E. McCauley) – We’re going to try and have a Governance committee meeting the first week back from Reading Week, and if not, it will come directly to the Board.

**Motion to task the Governance Committee to come up with a proposal for the COO & CEO Reports to the Board.**

<b>Moved</b>	K. Luu	<b>Second</b>	S. Scott	<b>Approved</b>	Unanimous
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**6.3. Gazette Committee**

**S. Scott**

1. Difficulty with them, as the relationship is awkward and needs improvement. Sydney feels very unaware in what is going on in this committee.

Question (S. Scott) - Is there a terms of reference for this committee?

Answer (E. McCauley) – Not that I’m aware of. Both Nick and I know sort of the same amount on the Committee, and there isn’t anything known about that committee as it hasn’t been properly flushed out.

Question (S. Scott) – Is that something we could start working on, as it is a committee of the Board? It seems important for it to be flushed out more. Would it make sense to have a Terms of Reference made as a first step?

Answer (E. McCauley) – Absolutely, however the complicated part of that, is that the Chair of that committee isn’t from this Board, to see if he’s comfortable with that. We need to figure out if it’s our committee or theirs.

Question (S. Scott) – Should I wait for the next committee meeting or go straight to the Chair of that committee?

Answer (E. McCauley) – You could just reach out to the Chair and work on pieces to bring to that next meeting. (T. Solebo) – Adding onto that, I recently had a meeting with Editor in Chief (Amy), and there is a large gray area in our relationship with the Gazette. Candidly, I think a lot of the chips fall in our hands, but we choose not to as they are editorially independent. Maybe this is a place where we look at our entire relationship with the Gazette. I don’t know how to approach it, but there is definitely a need for what you are looking at.

Question (S. Scott) – Would it be smart to have a meeting with a couple different stakeholders to have a conversation on how to move forward?

Answer (T. Solebo) – Having a conversation about where we need to start drawing lines, is a good start. I can reach out to Amy and see who from each side needs to be in that conversation to start a way forward. (J. Armour) – No one in the organization should have to figure out where those lines are, it’s really a legal situation, we want to know where the lines are and what the risks are. It should all be very clearly laid out. If it starts organically, we can figure out the relationship and how to draw lines from there, it won’t be as aggressive as going through lawyers.

<b>Motion to accept all Board reports.</b>					
<b>Moved</b>	B. Wong	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous

## 7. Confidential Session

<b>Motion to go in camera.</b>			
<b>Time</b>	1:23PM	<b>Return</b>	2:20PM
<b>Moved</b>	S. Scott	<b>Second</b>	T. Solebo

## 8. Inquiries and Other Business:

<b>8.1.</b>	<b>Foundation Contract Approval</b>	K. Pacheco			
<b>Motion to table the decision on the Foundation Contract until the March 2<sup>nd</sup> meeting.</b>					
<b>Moved</b>	S. Scott	<b>Second</b>	S. Hong	<b>Approved</b>	Unanimous

<b>8.2.</b>	<b>Board Transition and Elections</b>	T. Solebo			
<p>We can't run the next committee cycle for the April meeting, as outgoing Board would be de-ratified and the incoming wouldn't have the chance to elect a chair or any committee chairs. Internally, it would be difficult to run a Board cycle, as there wouldn't be anyone to run the cycle.</p> <p>Question (R. Little): When is the last meeting of this Board?  Answer (T. Solebo): March 2<sup>nd</sup>, and you are de-ratified at AGM on March 11<sup>th</sup>.</p> <p>Question (R. Little): So between March 2<sup>nd</sup> and March 11<sup>th</sup> we're still members and the new Board meets on April 6<sup>th</sup>?  Answer (T. Solebo): An idea I had was delaying de-ratification until the end of April, which I'm not even sure is possible, and running one more Board cycle to let the new members sit in on the committee meetings and at that April 6<sup>th</sup> meeting electing the Chairs of the Committees and the Chair of the Board, then their first meeting would be the summer meeting.</p> <p>Question (B. Wong): So if you push back de-ratification, won't we have too many members, and doesn't Council need to vote?  Answer (T. Solebo): Instead of the motion saying "effective immediately" it will say "effective April 15<sup>th</sup>" – it would still go to Council for a vote on March 11<sup>th</sup>, but the "effective" date would change.</p> <p>Question (T. Solebo): Did we have an April meeting last year?  Answer (R. Little): Yes, we had a meeting following AGM - where we elected the Chair and ratified the Secretary Treasurer. Committee chairs were elected in the same meeting. (J. Armour) The subcommittees weren't working as effectively last year, so they weren't as active. (E. McCauley) The Bylaw states that the Board term ends and begins on the AGM date.</p> <p>Question (T. Solebo): So it looks like we have to have a meeting on March 11<sup>th</sup> and elect the Chair and Committee Chairs that day? It's up to the Board if that's effective, and can continue operating into the next cycle.</p>					

<b>8.3.</b>	<b>Staff Reports</b>	R. Little
<p>The current focus is what you're working on and any accomplishments, which is fair, but it would be more helpful to have a template of fixed items that we want information on. Of course you can add whatever your focus is, but there should be certain items that are always addressed.</p> <p>Question (T. Solebo): What are some of those things you would like to see?  Answer (S. Scott): We thought that could be tasked to Committee. (R. Little) That's also the problem, that we're not sure which information we need. If there were headings for each department, but I'm not sure which information we need from each department.</p> <p>Question (T. Solebo): Can you look at our previous SLT Agenda, where all the SMT managers and Exec do updates on what they have been doing and are working on. (J. Armour) The report for this position used to be very long. (T. Solebo) Would we want to use the same template for the SLT Agenda, but just take the high level information. (J. Armour) What you would have heard from Tobi about this, would be the LTC Contract being ratified. The COO report used to be very long, covering all of this, but now they're going to subcommittees. The working of the organization is going into the subcommittees, so we need to see what's missing from the subcommittees and that's the stuff we highlight in our reports without being buried in things like website statistics.</p> <p>Question (R. Little): Can you explain how you would use this document?  Answer (T. Solebo): The high level information in the SLT Agenda is already covered, if it's constant updates you want on each of these pieces, it would be taking the large updates from each section and condensing them to two sentences, so you can still ask questions and dig deeper, but not providing a 20-page document.</p> <p>Question (R. Little): It might be a useful exercise, for you guys to take that document and condense it how you see fit, and give the same one to the Governance Committee and figure out what they would have wanted from it. It would be an interesting contrast.  Answer (J. Armour): We are always happy to share as much as possible.</p>		

**10. Adjournment of Public Meeting:**

<b>Motion to adjourn at 2:34PM.</b>					
<b>Moved</b>	B. Wong	<b>Second</b>	A. Karmali	<b>Approved</b>	Unanimous

**Action Items:**

<b>Item (#)</b>	<b>Description</b>	<b>Owner</b>	<b>Due Date</b>
6.1.2.	Board Chair Final Report Procedure – Send out proper document for review and approval	K. Pacheco	March 2/18
6.2.	Governance Committee to create a proposal for COO and CEO Report Templates	S. Hong	March 2/18
8.1.	Foundation Contract – Further review to be done and decision at next Board meeting	All Members	March 2/18

8.3.	Share SLT Meeting Templates with Governance Committee	J. Armour	February 22/18
8.3.	Governance Committee to review SLT Meeting Templates and pull out information they deem relevant	S. Hong	March 2/18
8.3.	COO and CEO to review SLT Meeting Templates and pull out information they deem relevant	J. Armour & T. Solebo	March 2/18