BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	January 26, 2018	**Time**	2:00PM
Meeting Title	Board Meeting	**Type**	Regular
Meeting Chair	A. Katyukha	**Location**	USC Board Room
Recording Secretary	J. Higgins	**Call to Order**	2:15PM

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

3. Changes to and Adoption of the Agenda:

Motion to approve the adoption of the agenda.					
Moved	P. Hill	**Second**	R. Little	**Approved**	Unanimous

4. Comments from the Chairperson:

- Trevor Hunter – facilitating sessions at Board Retreat – to view our structure

5. Approval of Minutes:

Motion to approve the minutes from the December 1, 2017 Board Meeting.					
Moved	A. Karmali	**Second**	B. Wong	**Approved**	Unanimous

6. Reports & Presentations:

Item (#)	**Presentation**
6.1	Report from the President – T. Solebo
	Overview • Minimum wage – students understand that things have to be adjusted to compensate – perception and moral seems good • Promotions Dept. – Looking to make more efficient & best ways to promote • Government Services – CRO and DRO to move into this department, moving away from the political executive • Project Ovidius – last recommendations will come soon

	Question: With the changes to the Secretary Treasurer, will anything change between the Board and the Secretary Treasurer? Answer: No – just the CRO and DRO shift and elections. No actual change with Board relationship.
6.2	Report from the COO – J. Armour
	Overview • Min Wage Strategy – increase price? Decrease opportunity? We took a multipronged approach to maintain the service levels where they're at. Between 3% and 5% increase on some of the higher affect items. In this year, within budget, it was difficult to make up the shortfall, but going forward into next year the aim is a zero balance budget. • Budget – Erin and Vicki doing the heavy lifting with Tobi's high level direction. • SMT PA – Ongoing from the projects. Goal and initiatives discussion. • New Hires – filled vacancy in IT, someone who was good at IT and the ability to teach. • Clubs Support Reorg – Integrated a little of the production/events side support, not just through the risk management lens. • Informal Working Groups – Looking at not just with existing but also with new ones we want to onboard and creat/how do these groups work together? • Maximizing Revenue Streams – maximize assets during downtime in the organization (summer)? Don't inhibit student service during student times. A wedding or large conference that isn't student friendly, exploring more commercialization. Staff is doing the work but directly under Tobi's authority – managing the cost benefit. Question: What happens when Tobi leaves, in terms of maximizing revenue streams? Answer: It will be transitioned, and Jeff will remain as an asset. Question: If it lives with the president, does it stay with the president or does it go to a staff member? Answer: It's not Tobi's direct hand, as Erin is sitting on the Commercial Opportunities working group, as well as 2 SMT – when the next group comes in, they can be brought up to date on where they're at and the best way to continue. Question: Are the working groups students or staff or both? Answer: Both. For example: PEG – Josh Clark (SMT), Mac (SPO), Promos team, etc. Come together biweekly to go over upcoming events and marketing plans. Copying that into other functions. Question: Informal Working Group sounds like an ad hoc thing that could disband, might be better to allow some sort of permanency than "working group"? Answer: It may start as one thing and end up as something else with different people around the table, after 18 months or so, then we will write a terms of reference around it. Right now it stems from a comment that Karen made, about what if one staff member left? We have back ups in the short term if someone were to leave the operation. We don't want to make it a thing until it's working, start informal then go to a formal structure. Allows transition expectation for new staff in the short term, in the long term it will be in the job description. Question: Is there one working group? Answer: There are 6 or 7 currently; budget/clubs/peg/advocacy/commercial partnerships.

	Question: Was the change to Clubs, partially politically motivated or maternity leave based? Answer: Instigated by maternity leave and took advantage.

7. Reports from Board Committees:

7.1	Governance	S. Scott

1) Policy Audit – Audit of Governance Policies – done retroactively, looking back at past decisions, then used proactively. First step is to look at a list of all policies and see how they apply to the board. Content of that policy, and the first audit of that decision will take place with the new board.

Question: This is a policy for auditing decisions that the Board makes, those decisions are based on other bylaws and policies that we already have. Are we doing a review of those existing regulations and policies, etc.? As I know that was a key priority last year to figure out how we make decisions.
Answer: That is a governance overhaul that Erin's portfolio is working on with outside consultants. Outside consultants are doing policy for the USC as a whole. This policy will be for when the board makes a decision, we can look back and see the policy that had to be followed and ensure it was in line. For departments like HR, we can have the manger sign off that our policies were followed – similarly to the Compliance Waiver in Finance.

7.2.	Finance	B. Wong

1) Q2 Report – looks good. Focus was the minimum wage impact – which has been a focus in all reports. Suggestions were discussed, but overall looks good, healthy financial position.
2) Initiatives – How to improve the financial governance of the organization. Three key things: review other financial policies of other student governments/ policy on utilization of USC reserve fund/ auditing policy as an amendment to the financial reporting policy.

Question: Is this auditing policy independently done or internally done?
Answer: This one will be internal, not necessarily a policy for how we select our auditors more to auditing the decisions that we make in respect to the financial protocols and how we report financial decisions.

Question: There are a bunch of other policies that would coincide with this, so how will they compliment one another?
Answer: Same as the governance policy.

7.3.	Human Resources	P. Hill

1) Board Winter Retreat – Feb 10, 9AM to 6PM, Trevor is sitting in to help facilitate that session. Theory and practise, general theories and then cases on big picture problems that not for profits face. Good example of the difficulties that not for profits face. Debrief after case and how it can apply to the USC. New members of board will attend the march board meeting. Committee Chairs should present their roles and what's included.
2) Board Nomination Committee – extended the application process and released a promotional video. 30 applications total. Interviews will start Monday.

Motion to accept all Board reports.					
Moved	R. Little	**Second**	S. Scott	**Approved**	Unanimous

8. Confidential Session

Motion to go in camera.			
Time	2:44PM	**Return**	3:48PM
Moved	S. Scott	**Second**	P. Hill

9. Inquiries and Other Business:

9.1.	**Re-evaluation of Bylaw 2**			**A. Katyukha**	
BIRT the Board of Directors task the Governance Committee of the Board of Directors to re-evaluate bylaw 2, as it relates to campaigning and candidate resignation.					
Moved	S. Scott	**Second**	K. Luu	**Approved**	Unanimous

9.2.	**PVP Election Recommendation**			**A. Katyukha**	
BIRT the Board recommend to the Elections Governance Committee, that if a PVP candidate was to drop out during the campaign period, the Board recommends to allow the remaining individual on the PVP slate to campaign independently and seek election.					
Moved	T. Solebo	**Second**	A. Karmali	**Approved**	Unanimous

10. Adjournment of Public Meeting:

Motion to adjourn at 3:49PM					
Moved	S. Scott	**Second**	K. Luu	**Approved**	Unanimous

Action Items:

Item (#)	Description	Owner	Due Date
7.3.	Committee Chairs to create short presentation with Committee descriptions for Winter Retreat	P. Hill, S. Hong, and B. Wong	February 10, 2018
9.1.	Governance Committee to review the bylaws as they are written for the PVP	S. Hong	February 12, 2018