



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	March 2, 2018	Time	2:00PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	A. Katyukha	Location	UCC 369
Recording Secretary	J. Higgins	Call to Order	2:08PM

	Attendees	Regrets
Board	A. Karmali, K. Luu, S. Scott, T. Solebo, S. Hong, R. Little, P. Hill and B. Wong	
Management	J. Armour, V. Macauley, E. McCauley and N. Soave	K. Pacheco
Guests	A. Lai, A. Li, B. Ream Neal, S. Williams and S. Jiwani	N. Kaur
Disclosures of Interest	T. Solebo & J. Armour – Foundation Services Agreement	

3. Changes to and Adoption of the Agenda:

Motion to approve the adoption of the amended agenda.					
Moved	K. Luu	Second	S. Scott	Approved	Unanimous

4. Comments from the Chairperson:

Welcome Steph Williams who will be taking over for Jaclyn.

Thank you everyone for a good year. Committee chairs did a great job. It's been lovely serving as board chair.

The Board has accomplished a great deal; renovations, policies, increased oversight, and we can be proud of what we accomplished in such a small amount of time. Urge the next board to continue this process. Be thoughtful. Be creative and have fun. Thank you for all the board members who have served with me.

5. Approval of Minutes:

Motion to approve the minutes from the February 16, 2018 meeting.					
Moved	K. Luu	Second	A. Karmali	Approved	Unanimous

6. Confidential Session

Motion to go in camera.			
Time	2:11PM	Return	2:50PM

Moved	S. Scott	Second	P. Hill
--------------	----------	---------------	---------

Motion to return from confidential session.					
Moved	P. Hill	Second	T. Solebo	Approved	Unanimous

7. Foundation Service Agreement

Foundation Service Agreement				T. Solebo	
<p>BIRT the Board of Directors approve the Service Agreement between the USC Foundation and the University Students' Council.</p> <p>There was concern from the Board surrounding the lack of guarantee that the President and COO will be able to hold their position on the Foundation Board, without approval from Council. It has been recommended, that the Secretary Treasurer create a plan to formalize their positions on the Foundation Board and have it approved by Council.</p>					
Moved	R. Little	Second	S. Hong	Approved	Unanimous & 1 Abstain – T. Solebo

8. Reports from CEO & COO

Item (#)	Presentation
8.1	Report from the President – T. Solebo
	<p>Main points of report: AGM, USC Foundation, USC Student Survey, Hiring and Recruitment, and the Completion of the Student Services Committee cycle.</p> <p>Question (K. Luu): Based on all this data is there a thought we would use this data for strategic planning at the board level? Answer (T. Solebo): We could task the next president to bring forward some of the high level items from that data to the Board.</p> <p>Question (B. Wong): What are some of the goals of the survey? Answer (T. Solebo): Jana (Communications Officer) has been trying to use the Strategic Plan as the main theme of the survey – matching the areas of focus – to analyze if we are achieving our goals.</p> <p>Question (S. Hong): Which groups are tasked with putting together these surveys? Answer (T. Solebo): Jana and Geoff (Senior Manager, Information Systems) have taken the lead with the questions being driven by the Executive and Senior Management Team.</p> <p>Question (A. Katyukha): Crafting a survey to get unbiased results takes a very specific skillset. In the future would it be wise to engage with someone that has experience making surveys?</p>

	Answer (J. Armour): In a Strategic Plan year, we hire a Academica Group, but Geoff can carry through that methodology as a cost savings measure. When you review the data at the summer Board Meeting we can evaluate if we need a more specific survey.
8.2	Report from the COO – J. Armour
	<p>Main points of report: Minimum Wage, Staff Culture/Engagement Survey, Budget, and Recruitment.</p> <p>Question (S. Hong): As some areas felt an impact from the minimum wage increase, do we see this impact as a cause for concern moving forward?</p> <p>Answer (J. Armour): The difficulty was in areas where there weren't revenues to offset the increase, like in Events. Next year we budgeted for it, so we don't see any concern in the next budget, more clarity will come as each month passes.</p>

9. Reports from Board Committees:

9.1.	Finance Committee	B. Wong
<p>Main points from Report: Auditor Policy and Reserve Fund Policy.</p> <p>Question (K. Luu): The reserve is basically set up for a contingency plan should we run out of funds, but it's a huge fund (Appx. 3.5 million) and we don't know how we are allowed or should be using it. Is the position of the Finance Committee that it is too high?</p> <p>Answer (E. McCauley): Yes. Dipesh (PWC) said most not for profit had about 3 months of expenses in their account, which would make ours would between 1.5 and 2 million. We are much higher than that. We're going out and getting that information to form this discussion.</p> <p>Comment (A. Katyukha): Many non profits rely on grants for funding, which are not stable, our income from student fees is stable.</p> <p>Question (K. Luu): What is the next step for dealing with this?</p> <p>Answer (E. McCauley): We are developing a more detailed policy. A couple points came out of the initial conversation, but it will be up to the next Secretary Treasurer and Board to move it forward and make a more informed decision. As we haven't evaluated this in so long, there is the potential that it might be a million higher than it needs to be, so we do we use that surplus to pay off the Spoke Renovation project, as it just so happens those are occurring in the same year, and then we write a policy saying that moving forward if we're more effectively managing these funds, we won't have such a surplus in one year to use towards capital, but we will be ensuring we are using it for something like taking out a certain amount of returns every year or compensation packages or rainy days.</p>		

9.1.1.	2018-2019 USC Budget Approval	B. Wong			
BIRT the Board of Directors approve the 2018/2019 University Students' Council Budget.					
Moved	B. Wong	Second	T. Solebo	Approved	Unanimous

9.1.2.	Financial Approvals Process Revision	B. Wong
---------------	---	----------------

BIRT the Board of Directors approve the recommendation of the Finance Committee to amend the Financial Approvals Process as provided.

Question (R. Little): How are we going to keep track that 5 years have gone by?

Answer (J. Armour): It will be on our Legislative Calendar, like when we know our Risk Report comes forward, and automates these things.

Moved	B. Wong	Second	A. Karmali	Approved	Unanimous
--------------	---------	---------------	------------	-----------------	-----------

9.2.	Governance Committee	S. Scott
-------------	-----------------------------	-----------------

Main points of report: Project Ovidius Update, CEO & COO Report Template, Policy Audit Program, and Committee Transition Report.

Question (S. Scott): Was the Board added to the events email list?

Answer (T. Solebo): I talked to Mac, and there is an email that goes to the Gazette every week that outlines all the advocacy meetings/events and can have the Board added to that email.

Comment (R. Little): I suggested this, as we often feel disconnected from the USC, but I don't want to hear about events in the board meeting, but getting that email would offer the information.

Question (K. Luu): Was a template created for the CEO and COO Reports?

Answer (R. Little): We're not at a point where we have a template but need more conversations about what we need.

Question (K. Luu): So do we need to task that to the next committee?

Answer (R. Little): As it's with the standing committee, it should stand onto the next.

Answer (J. Armour): It created a higher conversation, in general, about information versus, subcommittee, versus email. And how you are getting that information and what fits where? If something in my report should have gone to Finance Committee, or vice versa, that is a problem.

Question (A. Katyukha): With the way it is written right now, it says the monitoring clauses will be added to various policies of the USC. That's not what the policy was, its not just adding a clause that you have to monitor this policy, its having an actual policy in place that the Board will get all the decisions that have been made that we have purview over and ensure we are compliant. That's how I was hoping it would be structured. I'm hoping that we actually ensure that happens.

Answer (S. Scott): I believe that is just the wording in the report, the spirit of what you are talking about it correct.

Answer (R. Little): The idea of having those monitoring clauses is different than the Policy Audit Program, it's just in the policies we want to have some sort of monitoring part that this policy is being followed.

Comment (A. Katyukha): Okay great, so it's two different things. I'm happy with that.

Question (T. Solebo): Maybe I'm mistaken, but it was basically that opposed to having the Board go through every decision every year, it more changes the duty of who is monitoring the policies. I thought we were going to do that instead of the decision at the committee level.

Answer (A. Katyuka): That's similar to how we do things with Finance, we go with Vicki to sign off that all the policies have been adhered to, same with Karla in HR that she can sign off on those decisions. This is in terms specific to Board decisions; we need to make sure we are compliant and that is the mandate of this policy. The rest of that I totally agree, to have a template that the Senior Manager sign off, like that all hiring practices in HR have been followed.

9.2.1.	Committee Transition Report					S. Hong
BIRT the Board of Directors approve the Committee Transition plan as outlined in the Committee Transition Report.						
Moved	S. Scott	Second	P. Hill	Approved	Unanimous	

Motion to accept all Board reports.						
Moved	S. Scott	Second	A. Karmali	Approved	Unanimous	

10. Inquiries and Other Business:

10.1.	Interim Final Report Procedure					T. Solebo
BIRT the Board of Directors accept the recommendation of the HR Committee, to approve the amended Interim Final Report Procedure, to include a \$1,000.00 honoraria for the Board Chair’s Final Report.						
Moved	T. Solebo	Second	A. Karmali	Approved	Unanimous & 1 Abstain – A. Katyukha	

10.2.	COO Contract					T. Solebo
BIRT the Board of Directors approve the permanent contract of the Chief Operating Officer, Jeff Armour.						
Moved	T. Solebo	Second	R. Little	Approved	Unanimous	

10.3.	Foundation Board Membership Plan					A. Katyukha
BIRT the Board of Directors task the Secretary Treasurer to create a plan to ensure the membership of both the USC President and USC COO on the USC Foundation Board.						
Moved	P. Hill	Second	K. Luu	Approved	Unanimous & 1 Abstain – T. Solebo	

10.4.	Survey Results					A. Katyukha
BIRT the Board of Directors task the President Elect to bring forward to the Board highlights from the USC Student Survey and the COO is tasked to bring forward highlights of the Staff Engagement Survey, with a view to incorporate those highlights into strategic plan by the summer Board Meeting.						
Moved	B. Wong	Second	K. Luu	Approved	Unanimous	

10.5.	Reserve Fund	A. Katyukha			
BIRT the Board of Directors task the next Secretary Treasurer to research effective policy and managing of the reserves and bring forward a recommendation to the Finance Committee in September to report to the Board at the September Board Meeting.					
Moved	S. Scott	Second	B. Wong	Approved	Unanimous

10.6.	Gazette	S. Scott			
Question (S. Scott): The Gazette meeting is upcoming, has a conversation been had with Amy, as per our discussion in the last Board Meeting?					
Answer (T. Solebo): An email has been sent, but I have not heard back from her.					
Answer (J. Armour): I had a happenstance conversation with her, where she brought up the M.O.U. that you guys have been discussing, and that we should meet about it.					
Comment (T. Solebo): I will send another email.					

11. Adjournment of Public Meeting:

Motion to adjourn at 3:48PM					
Moved	S. Scott	Second	P. Hill	Approved	Unanimous

Action Items:

Item (#)	Description	Owner	Due Date
7.0.	Formalize the position of the President and COO on the Foundation Board of Directors	Secretary Treasurer	Next Council Meeting
8.1.	Highlights of Student Survey to Board of Directors	President Elect	Summer Board Meeting
8.2.	Highlights of Staff Engagement Survey to Board of Directors	J. Armour	Summer Board Meeting
9.1.	Reserve Fund Policy	Incoming Secretary Treasurer	September Board Meeting
9.1.2.	Track long term review, 5 years on Auditor Policy	J. Higgins	March 2023
9.2.	Board of Directors to receive the events email that goes to the Gazette	T. Solebo	April Board Meeting
10.6.	Email Amy re. Gazette Publishing Committee	T. Solebo	April Board Meeting