



Board of Directors Meeting Minutes

Meeting Date	November 25 2016	Time	2:00 PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	S. Franchetto	Location	USC Boardroom
Recording Secretary	C. Curry	Call to Order	2:09PM

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Attendees		Regrets	
Board	I. Jacobi, E. Avila, B. Wong, M. Farfan, A. Katyukha, S. Franchetto, H. Zafari, M., K. Luu		
Management	J. Armour, N. Soave, C. Passi, M. Leonard, K. Pacheco		
Guests	none	none	
Disclosures of Interest		No Conflicts Declared	

Approval of Minutes

Nov-04				
	no changes			
Moved	B. Wong	Second	C. Maidment	Approved Unanimous

Comments From The Chair

Cancel Dec 2 strategy meeting. Leave Dec 9 meeting in place.
Need to get reports submitted on time. Winter Retreat date set for Feb. 11 2017

Changes to and Adoption of the Agenda				
Strategy Update 9.05				
Moved	A. Katyukha	Second	H. Zafari	Approved Unanimous

Action Items From Previous Meetings

Number	Action Item	Owner	Due Date

Item (#)	Presentations
	<p>Corporate Governance - Alvin Shidlowski</p> <p>Background provided by S. Franchetto</p> <p>Look at Corporate Governance from directing perspective - roles/responsibilities</p> <p>Set goals/objectives</p> <p>Macro vs. Micro goals/objectives</p> <p>Macro goals are the same in many cases, used metaphor of music, Conductor and the management dilemma, transmit information, get result without speaking</p> <p>BOD is conductor - USC are musicians</p> <p>Audience, admin, faculty is constituents</p> <p>Used 3 directors/styles as demonstration:</p>

6.01	<p>Vienna orchestra as example: conductor brings happiness, opens the space so that the music and performance is about everyone. actions enable musicians to interpret music and play; audience to participate; collective result greater than his story so everyone shares the story</p>
	<p>(kaidem?) View of conductor: Worst thing is to rigidly instruct them, take away ability to listen to each other, should force each other to think about how they interact, listen to others, figure out how to play listen to what's going on around you, become part of the unison, if you don't listen, you don't opportunity to interpret, so that their story can be told</p> <p>many ways to lead, can you govern, direct without forcibly instructing: allow them to participate so their story becomes relevant</p>
	<p>modern conductor - Bernstein</p> <p>conducts with his face, players have enjoyed playing the piece while conductor listened to how they played. Played with joy. Enabled them to interpret so that their stories are being told within the story of the performance. ppl wanted to play for b. who opened up opportunity to add, experiment and interpret, not be tied but to be part of that</p>
	<p>macro objective not always obvious. Part of it is to create environment where students can come to and be part of orchestra and open space for them to learn, interpret, participate, fulfill need they had to start with. Get out of it, create the vehicle and give people the vehicle, find way to create space where interested, involved ppl can bring ideas and have the experience decisions will not always be right but importance is in having the opportunity, don't be afraid to make mistakes</p>
6.02	<p>New Budget Format - C. Passi and I. Jacobi</p>
	<p>Exec Budget - Base Fee Corporate Budget - Operations goal is one budget Expenses grouped in themes: Discussion about cost centres: creative services/promotions: admin vs. separate comparative budget: this year vs last year Discussion about new vs current style of budget: theme vs Executive/Corporate - how to make the budget accessible, provide context, - helpful to have an example for discussion - look to have consistency, sustainability in budget, mitigate against turnover in process and format - What were previous problems: fee schedule on last page last year, demonstrate where money is going for fees, how corporate drives revenue; access and transparency, getting understanding that everything corporate does is tied into Executive; what information shows thematic and portfolio's for Executive - base fee - exec: admin fee - operations minus profits: show how each operation makes contribution to reducing the fees</p>
	<p>Spoke Renovation - C. Passi, M. Leonard</p>

6.03	<p>Current work in background is part of capital plan, doing groundwork to get information to make good decisions on reno</p> <ul style="list-style-type: none"> - Consultant will take holistic view: potential dimension changes, repositioning of space, current health and safety deficiencies, seating and kitchen capacity, queueing management - seating capacity can be reconfigured to maximize revenue - Timeline presented for consultation and renovation: closed end of May, reopen September - Student survey, feedback opportunities discussed 			
6.04	<p>Annual Report - I. Jacobi</p> <p>Physical document provided</p> <p>Document increases knowledge management</p> <p>Communications will be launching campaign to provide info on FB ideally published in September in future years, this was first one</p> <p>Being forwarded to members of UWO community and community at large</p>			
Item (#)	Reports Requiring Board Action			
7.01	<p><i>Operating Policy Procedure - I. Jacobi</i></p> <p>Purpose of document: ensure all policies have effective implementation, ownership, communication and monitoring guidelines</p> <ul style="list-style-type: none"> - in the past, policies have not been effectively communicated/implemented disseminated/enforced/monitored <p>Identified top 10 policies to review, assigned staff: make new procedures so that we can audit.</p>			
	Motion	Moved	Seconded	Approved
	Pass policy in current form	M. Farfan	A. K.	Unanimous
Item (#)	Reports For Information and Discussion			
8.01	<p><i>Report from the COO</i></p> <p>deferred to next meeting</p>			
8.02	<p><i>Report from the President</i></p> <p>deferred to next meeting</p>			
8.03	<p><i>Report from the Secretary Treasurer</i></p> <p>deferred to next meeting</p>			
9.05	<p><i>Strategic Plan Update</i></p> <p>deferred to next meeting</p>			
	Motion	Moved	Seconded	Approved
	Move to receive all five reports			unanimous
Item (#)	Board Committees			
9.01	<p><i>Nominating Committee:</i></p> <p>Members: A. Katyukha, I. Jacobi, S. Franchetto</p> <p>deferred to next meeting</p>			
	<i>Board Evaluation Committee</i>			

7.02	Members: E. Avila, C. Maidment, A. Katyukha			
	deferred to next meeting			
7.03	<i>Governance Committee</i>			
	Members: K. Luu, B. Wong, I. Jacobi, S. Franchetto, H. Zafari			
	deferred to next meeting			
7.04	<i>Finance Committee</i>			
	Members: I. Lalani, C. Maidment, I. Jacobi, S. Franchetto			
	deferred to next meeting			
Motion		Moved	Seconded	Approved
Receive all reports		B. Wong	E. Avila	Unanimous
Inquiries and Other Business				
None				
Motion to go In Camera		Time:	5:07	Return
Moved	E. Avila	Second	A. K.	Approved
				Unanimous
Action Items				
Action Item (#)	Description		Owner	Due Date
1				
Adjournment of Board Meeting			Time	5:12 00 PM

Secretary

Chair