



Board of Directors Meeting Minutes

Meeting Date	Sept 30 2016	Time	2:00 PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	S. Franchetto	Location	USC Board Ro
Recording Secretary	C. Curry	Call to Order	2:04PM

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

Approval of Minutes

April 8th

April modifications:

- Adjust date to April 15, 2016 from April 8, 2016

Moved	B. Wong	Second	A. Katyukha	Approved
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July 9th

July modifications:

- S.Franchetto:
 1. Isaac as director (item 12 as moving), to be corrected
 2. Moved to approve M. Farfan and B. Wong for strategy plan meeting, before reports fr

Moved	M. Farfan	Second	K. Luu	Approved
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Comments From The Chair

Welcome to the board and guests and thank you all for an excellent start. Additional thanks to those who attended the strategy weekend, B. Wong, M.Farfan I. Jacobi and S. Franchetto. We attended the Board Development Project field trip in Toronto to meet with alumni and build for sessions/committees. The presentations/sessions will begin in October. Apologies for the delay in agenda/supporting documents being available for review. In order to have an appropriate amount of time for reviewing documents prior to the meeting, it is essential that documents considered for inclusion in the agenda for upcoming Board of Directors meetings be submitted with correct supporting documentation.

Motion to go In Camera	Time:		Return
Moved	Second		Approved
Changes to and Adoption of the Agenda			

Add report by the Strategic Plan Committee in Reports for Information and Discussion, Item 9.04
Motion to move Items 3 and 6 after Item 10, moved by A. Katyukha, seconded by H. Zafari unanimously

Motion to permit Recording Secretary to reconcile ad-hoc changes to the agenda at the meeting. Approved unanimously

Actual order of the meeting with reference to original Agenda:
 1, 2, 4, 5, 6, 8.03, 8.04, 9.01, 7.02, In-Camera, 8.01, 7.01, 9.02, 9.03, 9.04, 8.02, 10 (7.01-7.04),

Moved	E. Avila	Second	A. Katyukha	Approved
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Action Items From Previous Meetings

Number	Action Item	Owner

Item (#) Presentations

John Mc Nair, Managing Partner at McKenzie Lake

Duties and Obligations of the Board provided

Directors have more legal obligations now than in past: examples listed

- Responsibility for management is vested in board (legal responsibility)
- Directors delegate day to day to COO and management
- Act within context of a reasonable person
- Fiduciary Obligation – act in good faith and loyalty with the duty to corporation, putting interests of corporation ahead of personal interest
 - Cannot use directorship to create personal advantage to yourself, such amendments to change executive to suit personal aims
 - If a conflict of interest may be possible, err on side of disclosing
 - Liability in tort, not liable for negligence of corp., but responsible for omissions
 - Ex: comments published in gazette or other public place.
 - Cannot permit unsafe conditions to exist, both environmental or workplace
 - supervision of employees
 - Statutory responsibilities (financial) in cases of dismissal of an employee
 - 3 months unpaid wages, unpaid remittances, Tax, CPP, EI

Questions:

Can active board member campaign, endorse candidates running for office?

- Yes, directors are not disqualified from political participation, however, use directorship to create bylaws, etc to give a candidate a better chance to
- When does liability for Board related issues end upon resignation?

- Instantly. One cannot be held liable as director once no longer a director

7.01

Motion	Moved	Seconded
Recess for 10 minutes	B. Wong	A. Katyukha

Mr. Parmar, Senior Manager and Jenn Costa, Price Waterhouse Cooper

7.02	Presented the Audited Financial Statements and Related Findings			
	<ul style="list-style-type: none"> - Described potential risks of fraud and revenue and management override - No current concerns noted from board Appendix B: <ul style="list-style-type: none"> - Minor changes noted regarding revenue vs deferred revenue and costs vs - Controls noted and suggested: <ul style="list-style-type: none"> - Implement whistleblower policy - Exec credit cards policy (more robust reporting of expenses) - Draft Audit opinion provided with no questions required of Board 			
	Motion to go In Camera	Time:	2:42 PM	Return
Moved	C. Maidment	Second	H. Zafari	Approved

Item (#)	Reports Requiring Board Action		
8.01	<i>Approval of Audited Financial statements</i>		
	Motion	Moved	Seconded
	Approve the audited financial statements subject to remaining due diligence by Price Waterhouse Cooper	E. Avila	B. Wong
8.02	<i>Approval of the Events and Services Capital Plan 2016/17</i>		
	Additional information requested from Board regarding financial analysis and investment vs equipment rentals. It was determined that the Finance Committee will develop a list of specific required in order for this item and future capital purchases to be considered. Motion to purchase Portability package was defeated. 4 no, 2 undecided, 2		
	Motion	Moved	Seconded
	Approve the purchase of the Portability Package	A. Katyukha	M. Farfan - dissenting
	Motion	Moved	Seconded
	Table Approval of the Events and Services Capital Plan 2016/17 to October meeting for further discussion	A. Katyukha	M. Farfan
8.03	<i>Approval of Executive Discipline and Accountability Policy</i>		
	A loophole was identified where it would be difficult to submit complaints. Policy was amended as described in document		
	Motion	Moved	Seconded
	Complaints will now be submitted to the Board Chair to initiate the disciplinary process.	E. Avila	H. Zafari
	<i>Approval of Board Attendance Policy</i>		

8.04	Discussion occurred regarding how the policy would apply to the President a Exception 3.02 created whereby concerns regarding Board Attendance of the and/or COO would be actionable under the Executive Discipline and Account		
	Motion	Moved	Seconded
	Approve ammended policy whereby concerns regarding Board Attendance of the President and/or COO would be actionable under the Executive Discipline and Accountability Policy.	B. Wong	C. Maidment

Item (#)	Reports For Information and Discussion		
9.01	<i>Report from the President</i>		
	Verbal report provided highlighting key points from document		
9.02	<i>Report from the COO</i>		
	Verbal report provided highlighting three main priorities 1: Keep strategic planning process moving forward 2: Attending the Amicus regional conference with the leadership team 3: Developing job descriptions with senior leaders, definin roles. Will hire c position evaluation for internal equity		
9.03	<i>Report from the Secretary Treasurer</i>		
	Finances looking strong - Draft bylaw 6 change coming soon Q: infographic where posted: physical, posted via many channels Digital tracking of who's looking, engagement, expected target groups descri Information will be used for product placement opportunities to corporate p A question was asked regarding the timeline for the survey strategic plan There is a meeting next week for discussion and the timeline will be updated Key Information: Information from the previous year ending May 31st will summarize the pre year as a "looking back" Looking into a research firm Annual report: ideally process, will occur following years		
9.04	<i>Report From the Strategic Planning Committee</i>		
	Verbal report provided stated that the report from the President covered the information		
Motion		Moved	Seconded
Move to receive all four reports		B. Wong	I. Lalani

Item (#)	Board Committees		
	<i>Nominating Committee:</i>		

7.01	Members: A. Katyukha, I. Jacobi, S. Franchetto		
	Role Detail: - Starting nominations process earlier this year - Suggested a newer member so there will be continuity, way to share info next years committee		
	Motion	Moved	Seconded
	Approve members as nominated	H. Zafari	B. Wong
7.02	<i>Board Evaluation Committee</i>		
	Members: E. Avila, C. Maidment, A. Katyukha		
	Role Detail: Project based 1. Evaluate board self-eval tools and group performance, feedback, board p functions. Identify what processes in place 2. Monitor chair performance 2.b. Evaluate the role of the Chair Self evaluation to be developed by December		
	Motion	Moved	Seconded
	Approve members as nominated	H. Zafari	I. Lalani
7.03	<i>Governance Committee</i>		
	Members: K. Luu, B. Wong, I. Jacobi, S. Franchetto, H. Zafari		
	Role Detail: - Building policy library but need to determine if we're compliant, 1. Disseminate policies down through the organization 2. Fill the gaps in corporate policy and reporting framework 3. Find ways to vet compliance - Long-term process - Any bylaw changes, policy changes flow through governance committee		
	Motion	Moved	Seconded
	Approve members as nominated	A. Katyukha	E. Avila
7.04	<i>Finance Committee</i>		
	Members: I. Lalani, C. Maidment, I. Jacobi, S. Franchetto		
	Role Details: - Financial reporting with a greater role in budget review - Terms Of Reference described - Create a Capital Request policy		
	Motion	Moved	Seconded
	Approve members as nominated	M. Farfan	B. Wong
Inquiries and Other Business			
None			
Action Items			

Action Item (#)	Description	Owner		
1				
Adjournment of confidential Board Meeting		<table border="1"> <tr> <td data-bbox="927 293 1126 331">Time</td> <td data-bbox="1126 293 1329 331">17:28</td> </tr> </table>	Time	17:28
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