



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	Mar 1, 2019	Time	2:00pm
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	R. Little	Location	USC Boardroom
Recording Secretary	S. Williams		

Attendees		Regrets
Board	R. Little, A. Li, S. Hong, S. Scott, N. Kaur, S. Jiwani, A. Lai, E. Rubman	M. Pratt
Management	J. Armour, N. Soave, V. Macauley, K. Pacheco, A. Bejan, S. Williams	-
Guests	M. Matyashin, S. Chavez, N. Bottger (all 2019-20 Directors)	-

1. Call to Order: 2:06pm

2. Disclosures of Conflicts of Interest: None

3. Changes to and Adoption of the Agenda:

R. Little: Remove current 8.2.1. and 8.2.2. and replace with:

8.2.1. Investment Service Provider Update

8.2.2. Reserve Fund Discussion

8.2.3. SPO Spending Policy and Student Choice Initiative

Motion to approve the amended agenda.					
Moved	S. Scott	Second	A. Li	Approved	Unanimous

4. Comments from the Chairperson: We have a duly called meeting next Friday. Reminder to attend the AGM for all returning and new Directors. For anyone interested in running for Board Chair or Committee Chair, please submit your application to Stephanie by Friday March 8th @ 3:00pm. Board Chair & Committee Chairs will be elected Sunday March 10th at AGM, and Vice Chair will be elected in the summer at BOCO.

5. Approval of Minutes:

Motion to approve the minutes from the February 8, 2019 Board Meeting.					
Moved	N. Kaur	Second	A. Li	Approved	Unanimous

6. Confidential Session

Motion to go in camera.			
Time	2:09pm	Return	2:24pm

Moved	S. Scott	Second	E. Rubman
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7. Reports & Presentations for Information:

Item	Presentation
7.1	USC Executive Report – J. Armour & M. Pratt
	<p><i>See Report for full details.</i></p> <p>R. Little: I have seen in the news more details around FOCO. How is this going? J. Armour: Mikaela, Mitch, Carina, and myself went to a London Community meeting regarding street parties. Our Executives handled this quite well, however there was anger from the community pointed at the students. What we learned is that community members need to be engaged. Years ago, there was a community group that would come to the University to express their concerns. Only about fifteen percent of the conversation was around Broughdale and FOCO. The rest of the conversation centered around the community feeling they are not being included. They understand the parties will continue, but they feel like they are being left out of this community. This was the first time in the years I have been involved in FOCO that everyone was at the table: London Police, Western, the USC, the Community, etc. We are getting more partners involved. The USC is a centre point of it all, it is not just a Western problem or a London or Ontario problem. This is a problem everywhere: Alberta and Quebec are the only areas that do not have this issue. This is because their drinking age is 18. It is not a coincidence. A. Bejan: We announced at the last Council meeting that Purple Fest will happen again in 2019.</p> <p>R. Little: Let's make sure our elected President and Vice President invited to the Duly meeting next week. And the elected President & newly hired Secretary Treasurer to the April Board meeting. <i>(See Action Items)</i></p> <p>N. Kaur: The Foundation sounds like it is more work for the USC staff. J. Armour: There is currently no money in the Foundation bank account. Karla has taken this on from day one. However, once it takes off it has to be an entity of it's own. We will cross that bridge when we get there. K. Pacheco: It is complicated as the Foundation Board is USC Alumni, and the current and outgoing President sit on this Board. We are working towards making the Foundation Board a working Board. I think the USC President will also play a major role. Once we get set-up hopefully it will be less work. If we can raise money and have someone work externally for the Foundation, with administrative work, that would be great. Right now it is about the relationships with the Alumni, which Jeff and I have. It is a lot of work for the Finance department as well, issuing charitable receipts, etc. It is in our best interest to gain these funds. If I ever become over my head I will tell Jeff.</p> <p>7.1.1. Student Choice Initiative Update A. Li: Why are we not presenting budget at the March P&F Committee? A. Bejan: We asked for a later date so we could prepare something solid and well thought out. The University had no problems with this.</p> <p>N. Kaur: To clarify, the USC will not see the effects of the opt-outs until the coming school year?</p>

J. Armour: Andreea is working on our fee structure. Mandatory and optional. How you design that is what we are currently working on. For example, we have to pay full insurance, we cannot pay based on opt-ins. There will be some items at the bottom: Clubs administration, Peer Programs, the Marching Band, etc. Marching Band risk is zero as it is in and out. Peer Programs may mean we have to adjust mid-year based on the opt-outs. Clubs would have to be a pay-per-use model.

A. Bejan: We can put stress tests on the items that are optional, and get an idea of how much money we are dealing with. We will be creating a plan moving into the summer.

N. Kaur: Will you rely on the projections next year for what is collected this upcoming school year?

J. Armour: We have hired an external firm to do a branding exercise, so we the USC becomes well-known. We need to start telling our stories. For example, we give a bus pass that would of cost \$900 and now costs \$200. That's what we do administratively with \$80 that we collect. That is a story we have to tell. We are going to get our numbers wrong: we are either going to be collecting too much money or not enough. As a not for profit we cannot make money, but we also do not want to be too far under. If we are under, we can make some changes to programming, etc. but not everything. We need to pay a certain amount of money to insurance for example. This also leads to our reserves: we do not want to pull large amounts from our reserves over and over again, so that there will be no USC in the future. We will make changes to the fee bill, to our occupancy, etc. to hopefully avoid this situation. We need good partners within the University to ensure we are on the same page. This will prevent the USC from collapsing.

S. Hong: Is there anything happening outside of our organization regarding the details of the SCI?

A. Bejan: We just will not know the opt-out numbers.

J. Armour: We will have class drop outs, etc. that will effect the numbers. But then will have people joining second semester, so the numbers will increase again.

R. Little: Should we not have a solid idea by August when tuition is due?

A. Bejan: We do not have a set plan from Western in terms of opt-outs, we do not know how long the opt-out period will be.

J. Armour: Ruban (Chelladurai) from Western University said that they will have an IT plan and keep us posted as soon as possible.

N. Soave: The OSAP piece is that you can defer your tuition payments until OSAP comes in, so it could be late September at the earliest before we have an idea of our numbers.

R. Little: I would think that you can forecast once the first round of opt-outs come in.

A. Bejan: It is hard to predict when the majority of opt-outs will be. Perhaps after the first year we will be able to predict this better.

R. Little: Do we have the ability to allow students to opt back in? For example, if a student realizes that they would like to be part of the USC?

A. Bejan: We did want an opt-back in process.

J. Armour: The registrar is making this difficult. For example, if someone wants to opt-in to clubs, we can take the money right from them using our Finance Department. The problem would be that the information would be off. We have to figure out the piece of, for example, a student who opted-out would like to use the Peer Support Centre. We want to provide service to this student still but they have not paid that fee. There may be a point in the

summer, maybe at BOCO, where we discuss if we want to still supply that service to those who did not pay, and perhaps lose money. This is also where that PR firm comes in. Fee Bill comes first: what people are going to have from the registrar. The communication and strategy comes next.

A. Bejan: We are not sure if, at least this year, we can have an opt-in option. There are other conversations, for example having a table at Clubs Week for students to pay to the USC directly. Also, from the registrar – if a student clicks opt-out, there would be a message which would let them know what would happen. “If you continue opting-out you will not be able to join a club, or you will have to pay later”, etc.

S. Hong: So this is all done online?

A. Bejan: Western is building this out now.

S. Hong: Are we concerned that first year students will see this as an easy way to get money back? Is there a way to make it more difficult to opt-out?

R. Little: The government has made it mandatory that it is easy for students to do online.

S. Jiwani: Is the opt-out process controlled by different regulations? The government controls our ability in terms of opt-out, what about health or dental insurance?

J. Armour: Health care for example, we need students to show proof they have coverage. So this will likely be done by the traditional means.

R. Little: The government is saying that the fees have to be easily opt-out-able.

A. Lai: Do you know what percentage of the USC fees will be mandatory?

A. Bejan: Not now, however we are planning on presenting this to you next Friday at the duly called meeting.

R. Little: Timeline for messaging. As people will be making a decision in the summer, has the effort started now to communicate the importance of the USC?

J. Armour: Sagecomm is ready to go right away, our Communications Officer is working on approving their campaign. There is a major campaign with individual campaigns within. This is ready to go right away; we are waiting on the resources from Western, i.e. Communications. We have a meeting scheduled with Western Communications next Friday March 8th.

R. Little: Are optional fees going to be grouped together or broken out?

A. Bejan: It will be broken out. Next Friday March 8th at the duly called meeting we will present to you what the breakdown is. The government has said we cannot bundle everything together. Mandatory fees will also be broken out: transit pass, etc.

S. Hong: Not having enough fees brought in is a risk, however another risk is, do we have the policies in place to police what has been collected? To monitor?

A. Bejan: There are some fees, for example Peer Support, that we are not going to monitor. We will not reject a student from using this service. Clubs is on the other hand; we will definitely charge a student who is interested in joining a club. Mental health support, minority communities, we will not police.

A. Li: Monitoring itself is a fee to the organization. Is there a plan in place?

A. Bejan: That is one of the largest concerns. All of this requires time and effort. However we cannot build this into the mandatory fee, so it will have to be spread out into multiple fees.

S. Hong: There has to be a good mechanism to the services. I agree that for example mental health is important and should be an exception.

K. Pacheco: We just did our USC job fair, most students we spoke to had no idea it was the USC who offered these options. That is another interesting piece – employment and volunteer opportunities. We can also lean on the USC Foundation for money, where students do not have to pay per use and our donors could financially support the services. We need a funding model that will allow those services to be endowed. Also, Vicki and I went to a PwC session. We were looking at it for the Foundation, what we found is that there are approximately 6,000 grants that the USC could apply for. These grants are hard to apply for because they are not advertised. We have a meeting with PwC next week to talk about the program they have, to search with the USC’s unique perimeters to see what we can apply for.

V. Macauley: This would shelter us from loss on the opt-out side.

K. Pacheco: We shifted interns to be in the summer, so we could apply for summer job grants that could bring in over \$50,000.

N. Kaur: So are you saying that the USC is not going to stop those who opted-out to being employed by the USC?

K. Pacheco: I think barring students from opportunities is the worse thing we can do. The more brand recognition we have, the better.

R. Little: There is no employment fee.

N. Kaur: These positions are competitive. I think that students who support the USC financially should have preference over those who did not support the USC and opted-out of the fees.

K. Pacheco: We hire before the opt-outs happen. So we cannot use this as a tool to decide who to hire. Also, I think using all the amazing things the USC does is a great way to show our brand. Have students be ambassadors for our operations.

R. Little: We have to think of this as a spectrum as there will be multiple fees students can opt-in and out of.

S. Jiwani: Is there a plan in terms of donations from the Foundation? A goal, where a certain percentage goes to this item, etc.

K. Pacheco: We had this discussion at our Foundation Board meeting. Having donors donate to general purposes vs. donors who want to donate to something specific. Our hope is that the majority of our donors are okay with our general purposes. Mental Health, Experiential Learning, Sexual Violence Prevention and Training. We may appeal to more specific donors who are interested in for example the Peer Support Centre. We showed a video at our Foundation Launch and we had 18 people committed to donate.

R. Little: Any further questions?
All: None.

Motion: BIRT the USC Board of Directors approves the Financial Approval Process as outlined in this report.					
Moved	A. Li	Second	N. Kaur	Approved	Unanimous

Motion to accept all For Information reports.					
Moved	N. Kaur	Second	E. Rubman	Approved	Unanimous

8. Reports from Board Committees:

8.1	Governance	S. Hong
<i>See report for full information.</i>		
S. Scott: For reference purposes, the date of the Report should read 2019 not 2018.		
R. Little: We will table the Department Approval Policy to the next Board meeting, to be included and the motion to take place then. <i>(See Action items)</i>		
8.1.1. Board Rules of Procedure		
E. Rubman: The numbering is off. Item 3.03 for example says 2.03.		
R. Little: We will make an amendment to the wording.		
E. Rubman: Section 3.03, why are we changing from four weeks to two weeks?		
R. Little: We have this changed because the Committee meetings are two weeks before the Board meetings.		
E. Rubman: It says the videos are available for the public to view, however they are not.		
R. Little: Amendment to "3.01" which should be 4.01 that public meetings will be available by request to the USC.		
S. Jiwani: The language around Secretary, Recording Secretary, Executive Assistant is confusing. Is this all part of the Executive Assistant position?		
A. Lai: Section 5.0 notes that that Executive Assistant is the Recording Secretary of the Board of Directors.		
N. Soave: We can change this document to have the same phrase for the entire document.		
R. Little: We can approve this Rules of Procedure, with the caveat that the numbers will be fixed, the terminology around the Recording Secretary will be fixed. We will have an amendment stating that the videos will be available to public upon request.		
<i>(See action items)</i>		
8.1.2. Strategic Plan		
S. Hong: At the Committee level, we looked at the pros and cons to extending or not extending the Strategic Plan. Obviously this is pertinent to the members of the Board and Jeff was not able to attend so we felt it would be useful to have a discussion at the Board level.		
J. Armour: When we produced this with Eddy, I made note that 3 years was not enough time to live a strategic plan.		
S. Scott: I agree that we are living the current strategic plan, however I am concerned because of what is going on with the government, should we be changing out strategic plan? Put something into the current plan, but not completely changing the current plan.		
J. Armour: Collaboration and Engagement is the one pillar that we are not doing well. The Job Fair that Karla spoke of is the first time that I have felt we are doing this well. Working with this PR firm regarding the Student Choice Initiative will help us engage.		

K. Pacheco: We do not collect a lot of data, it is always our opinion. That is another piece we need to focus on, objective data. We tried to do that with our applications this year.

S. Hong: Would we need to amend our strategic plan?

S. Scott: I think the current Strategic Plan is set. We can stick with this and figure out how to better achieve our goal.

J. Armour: We wrote the Strategic Plan this way as the previous versions were too high level. We have to live the pillars, and not get into the specifics themselves. I want to be able to show you as the Board that we are working on the Collaboration and Engagement piece. This is why we are hiring the PR firm.

K. Pacheco: The Strategic Plan is being wrapped into job descriptions for current hirings – i.e. Secretary Treasurer.

R. Little: In the next year we are going to have to go through some major shifts, however I do not believe the Strategic Plan should be changed. I do think we will need to in the future. I am going to suggest we extend the timeline. Jeff what timeline would you like have?

J. Armour: In the minutes, Eddy had stated it was 3 years long. I think 5 years would be better fit.

S. Jiwani: Do we feel like we do not need to add anything to this for another few years?

R. Little: My concern with shifting things is that it could be reactive. To change the Strategic Plan right now would not make sense. There might be space within the Strategic Plan to add an addendum, an appendix. Should we send this to Governance Committee: to see if there is an appendix to add? Also, we can extend the timeline and then we can revisit at anytime.

N. Soave: It takes a full year to make. So if you extend it by two years, we still have to look at it in another year.

R. Little: I am going to suggest the motion to extend by two years, and task the Governance Committee to see if there is anything to add, addendum or appendix. And the Board can revisit this at any time. *(See action items)*

J. Armour: You can ask for a tactical plan, which asks the Executive yearly how they will live the current Strategic Plan.

R. Little: The tactical plan would not be a change.

Motion: BIRT the USC Board of Directors approves the Rules of Procedure as amended.

Moved	S. Hong	Second	A. Lai	Approved	Unanimous
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Motion: BIRT the USC Board of Directors extend the Strategic Plan by two years from the current timeline.

Moved	N. Kaur	Second	S. Jiwani	Approved	Unanimous
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8.2. Finance A. Li

See report for further information.

8.2.1. Investment Service Provider Update

No further questions.

8.2.2. Reserve Fund Discussion

No further questions.
See motions.

8.2.3. SPO Spending Policy and Student Choice Initiative

No further questions.

Motion: BIRT the USC Board of Directors motion to close the funds approved in the Reserve Fund Management Report from September 25, 2015.

Moved	S. Scott	Second	E. Rubman	Approved	Unanimous
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Motion: BIRT the USC Board of Directors approves the recommendation to amend the \$500,000 that was approved on January 10th, 2019, to \$100,000.

Moved	S. Hong	Second	A. Li	Approved	Unanimous
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Motion: BIRT the USC Board of Directors approves the recommendation to hold staff accountable to a monitoring mechanism to inform the Board after \$20,000 of the approved funds are spent and of every \$10,000 thereafter.

Moved	S. Scott	Second	S. Hong	Approved	Unanimous
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8.3.	Human Resources	S. Scott
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See report for full detail.

S. Scott: There were two Directors who wrote “strongly disagree” or “disagree” to every point. We are concerned about this, if you have concerns please come forward. I do recommend that the survey be conducted again in September as a touch-point for our Board. *(See action items)*

E. Rubman: If anyone is honestly dissatisfied with the Board, they should come forward.

K. Pacheco: I would encourage everyone to go back and see their results to see if they accidentally selected something they did not mean to.

R. Little: If you are dissatisfied, please feel free to approach someone. You should want to fix it our considering your position on the Board.

Motion to accept all Sub committee reports.

Moved	A. Lai	Second	S. Hong	Approved	Unanimous
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9. For Decision

9.1	Ratify S. Scott to Communications Officer Hiring Committee	K. Pacheco
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No comments.

Motion: BIRT the USC Board of Directors ratifies S. Scott to the Communications Officer Hiring Committee.					
Moved	N. Kaur	Second	E. Rubman	Approved	Unanimous. S. Scott abstained.

10. Inquiries and Other Business:

S. Hong: When we discussed the Board Chair Honorarium, we had decided to invest in Board Chair support.

K. Pacheco: We discussed this with Trevor Hunter, the person who he suggested was just removed from their Board. We will continue looking into this internally. For outgoing, please complete the exit interviews. We will be creative and will have suggestions for the Board Chair training at the April 5th Board meeting. (*See action items*) Regarding the Chair Final Report, it is up to the Board as to who it is for.

N. Soave: I would recommend it is from the current Chair to the new Chair.

K. Pacheco: I would suggest that we institute there is a report written, and we schedule a meeting between the outgoing Board Chair and the incoming Board Chair.

R. Little: Last year we had a two-on-two for the incoming and outgoing Chairs and incoming and outgoing President. This will be tasked to HR Committee to discuss. (*See action items*)

11. Adjournment of Public Meeting:

Motion to adjourn at					
Moved	S. Scott	Second	S. Scott	Approved	Unanimous

Action Items:

Item (#)	Description	Owner	Due Date
7.1	Invite President-elect (Bardia) and Vice President-elect (Catherine) to both the scheduled Duly-called meeting March 8 th and Board Meeting April 5 th	Stephanie	March 5, 2019
8.1	Table the approval of the Department Approval Policy to the next Board meeting	Stephanie	Board Meeting April 5, 2019
8.1.1	Make amendments to the Board Rules of Procedure as per section 8.1.1	N. Soave	ASAP
8.1.2	Task Governance Committee to review the current Strategic Plan & discuss any amendments or appendices that should be added	Governance Committee	Governance Committee March 2019
8.3	Board to complete online survey for Board Evaluation	Board	September 2019
10.0	Suggest options for Board Chair Training	K. Pacheco	HR Committee March 2019
10.0	Discuss meetings for outgoing and incoming Chair: with incoming and outgoing President, etc.	HR Committee	HR Committee March 2019