



**BOARD OF DIRECTORS – MEETING MINUTES**

<b>Meeting Date</b>	November 29, 2019	<b>Time</b>	2:00PM
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	A. Lai	<b>Location</b>	USC Board Room
<b>Recording Secretary</b>	J. Higgins	<b>Call to Order</b>	2:17PM

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	A. Lai, N. Bottger-Malaga, N. Kaur, M. Matyashin, S. Chavez, S. Jiwani, B. Jalayer, S. Ge, and E. Rubman	
<b>Management</b>	J. Armour, D. Hodgins, K. Pacheco, N. Soave and V. Macauley	
<b>Guests</b>	J. Stebbing	
<b>Disclosures of Interest</b>	N/A	

**3. Changes to and Adoption of the Agenda:**

<b>Motion to approve the agenda.</b>					
<b>Moved</b>	N. Kaur	<b>Second</b>	S. Chavez	<b>Approved</b>	Unanimous

**4. Comments from the Chairperson:**

Thanks for coming, but let's get right into it.

**5. Ratification of New Board Member, Sophia Ge:**

<b>Motion to ratify Sophia Ge to the Board of Directors.</b>					
<b>Moved</b>	A. Lai	<b>Second</b>	B. Jalayer	<b>Approved</b>	Unanimous

**6. Approval of Minutes October 4, 2019 Meeting:**

<b>Motion to approve the minutes from October 4, 2019.</b>					
<b>Moved</b>	N. Kaur	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous (1 Abstain – S. Ge)

**7. Reports and Presentations for Information:**

<b>7.1.</b>	<b>Executive Report</b>	<b>B. Jalayer</b>
Highlights of Report:		

- Conference in Queens Park/ OUSA GA.
- Executive Restructuring was passed unanimously at Council, and next year there will be a six-member Executive.
- USC Budget, Declan has been working with everyone very well.
- Student Choice Initiative Court Ruling – The legislation was deemed unlawful based on process, not the mandate. The mandate could not have been put in place with an executive directive. Now the path on how to do it properly has been written. The government may appeal, legislate something, or leave it be. This doesn't really affect us, as regardless of the decision, we are still budgeting as is. No point to speculate.
- Community Impact Fund – this was created out of the Purple Fest profits - \$100,000 that will operate similar to our grants system and applications will be looked at by a committee including the President and 3 Councillors. Any profit in excess of \$100,000 will go towards bolstering the SPO Portfolio.

Questions

M. Matayashin – Did the MPs at the OUSA Conference say anything about the SCI court ruling?

B. Jalayer – It was ruled unlawful the day we left.

M. Matayashin – How have other universities reacted to the news?

B. Jalayer – Some universities have rolled out the confetti, which we believe is the wrong move. We don't want to celebrate this as a victory, we want to wait to see what happens next. What SCI did do, was show us we needed to be better as Student Associations across the country.

S. Ge – Is the Community Impact Fund for students or groups?

B. Jalayer – Undergraduate and Graduate students.

S. Ge – How can students apply?

B. Jalayer – An application can be submitted, but it needs to be a project or initiative that links to the three pillars of the Fund.

N. Kaur – Have you prepared for the government to circumvent or push back against this ruling?

B. Jalayer – We are prepared, but not actively prepared. We were able to survive the initial SCI ruling, and we are confident that whatever happens we can respond effectively, but we are not going to prepare ahead as we don't know what to expect.

A. Lai – Will the Board need to have a representative sit on hiring committee for the new Executive positions?

B. Jalayer – Yes. The process for Secretary Treasurer will remain unchanged. The Vice President Communications and Vice President Student Support and Programming will have an elected member of council, president elect, and a student at large rather than a member of the board.

N. Bottger-Malaga – What is the impact on budget of the additional position?

D. Hodgins – The impact on the budget that will be directly traced to this change will be \$70 to \$80k.

<b>7.2.</b>	<b>Operations Report</b>	<b>J. Armour</b>
Highlights of Report:		

- Elimination of vacation liability – we changed the way our time off works in the CBA negotiations. This forced everyone to plan to take their time. It also changed how staff pay into health and dental to avoid deficits. Now it is fluctuating around \$0, which is pretty close to balanced. These savings can go towards adding another voice towards advocacy.
- Organizational Change & Financial Performance – there has been no lack of service, and a great reflection of the SLT with Jeff being the center point to bring it all together.

**8. Reports from Board Committees:**

<b>8.1.</b>	<b>Governance Report</b>	<b>S. Chavez</b>
Highlights of Report: <ul style="list-style-type: none"> <li>• Appeals Board – we decided to hold off making a decision.</li> <li>• Risk Register – tasked to find out if the wording allowed for the risk update to happen at BOCO, so we will make a small change to the wording.</li> <li>• Modernization of Board Policies – some name changes have occurred. We went through each policy for correctness, and recommended a policy transfer.</li> </ul>		

<b>8.1.1. Risk Identification Policy</b>					
BIRT the Board of Directors approve the amended version of the Risk Identification Policy, as recommended by the Governance Committee.					
<b>Moved</b>	S. Chavez	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

<b>8.1.2. Board Policy Modernization</b>					
BIRT the Board of Directors approve all of the recommended amendments made to the Board Policies included in the Board Policy Modernization Package presented, including clerical changes.					
<u>Questions:</u>					
M. Matayashin – Why did you deem the Associate/Coordinator guidelines obsolete?					
D. Hodgins – There is also still a policy in place. There are a few areas of our organization where a policy is in place, and when a change needs to occur, sometimes a new policy is created instead of instead of changing the original policy. There were three policies guiding Associates and Coordinators. Regulation was there that was outside the scope of the Board. There is a lump of policies that were created when the Board and Exec were the same.					
M. Matayashin – Are we planning to go through this process again when the Exec structure changes?					
D. Hodgins – No, those are just clerical changes.					
<b>Moved</b>	S. Chavez	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

<b>8.1.3. Associates &amp; Coordinators</b>					
BIRT the Board of Directors approve the striking of the Associate & Coordinator Selection Guidelines and the Associate & Coordinator Selection Complaints Procedure.					
<b>Moved</b>	S. Chavez	<b>Second</b>	B. Jalayer	<b>Approved</b>	Unanimous

<b>8.1.4. Social Responsibility Audit</b>					
BIRT the Board of Directors approve the transfer of the Social Responsibility Audit Policy to the Executive Council.					
<b>Moved</b>	S. Chavez	<b>Second</b>	E. Rubman	<b>Approved</b>	Unanimous

<b>8.2.</b>	<b>Finance Report</b>	<b>A. Lai</b>			
Highlights of Report:					
<ul style="list-style-type: none"> <li>Audited Statements - most attended the Audited Statements meeting with PwC. Good feedback from the members that were there and had some edits, and have received the final Audited Statements with all the changes that we recommended. It looks good and we are ready to approve.</li> </ul>					

<b>8.2.1. Audited Statements</b>					
BIRT the Board of Directors accept the Audited 2018/2019 Financial Statements as presented by Dipesh Parmar of PwC upon completion of the agreed upon changes.					
<b>Moved</b>	A. Lai	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

<b>8.2.2. September 2019 Executive Summary</b>					
BIRT the Board of Directors accept the September 2019 Executive Summary.					
M. Matayashin – Why is there such a large variance for PCP Admin?					
V. Macauley – The \$30k is sponsorship revenue from PurpleFest that we haven't yet transferred.					
<b>Moved</b>	A. Lai	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

<b>8.2.3. Reserve Fund Policy</b>					
BIRT the Board of Directors replace the current Reserve Fund Policy with the proposed Reserve Fund Policy.					
<p>We maintain a reserve fund at the USC. This policy is quite simple; most is just listing possible uses of the reserve fund. It basically replaces an old policy that was relatively unnecessary. We have simplified it to make it as clear as possible. The new policy is only one pool, sets a target for that fund at 5 million (2019 dollars – to be adjusted by CPI), and in addition to internal profitability in the situation there is a short fall of the target in the budget process we are required to budget 10% of that short fall to the reserve fund. If there is a withdrawal from the reserve fund, it needs to be a board approved motion.</p>					
<u>Questions:</u>					
N. Bottger-Malaga – Did the Exec structure change affect this?					
D. Hodgins – Earnings are independent of the reserve fund.					
A. Lai – Assuming this is passed, we will see it as a line item on next years' budget?					
D. Hodgins – Yes.					
<b>Moved</b>	A. Lai	<b>Second</b>	N. Kaur	<b>Approved</b>	Unanimous

<b>8.3.</b>	<b>Human Resources Report</b>	<b>S. Jiwani</b>
<p>Highlights of Report:</p> <p>Board Evaluation Survey - compared results of evaluation survey from last year to this year and found improvements across the board. Everyone believes strongly in the communication from the COO. There were a few things we tried to target on the last cycle, such as preparedness and differing points of view. Ideally we will continue to see improvement next year.</p> <p>Director Hiring: Angus and Sagar went to visit an Organizational Behaviour class on Monday to try and recruit those with an HR focus, and chatted with a few interested students after. The last set of hiring had a lack of diversity on the committees that those individuals wanted to sit on.</p> <p>K. Pacheco – I know diversity has been top of mind. We had equal applicants for male and female, so we are attracting an even distribution. When speaking with the instructor, there is a higher female pool in the HR so it allows a more intentional way in hiring females. This opens up a new way for us to recruit, to start earlier which allows us to reopen the posting if we don't get the right candidates.</p> <p>A. Lai – The posting is live until December 6<sup>th</sup> – if everyone is able to share on your portals, it would be greatly appreciated.</p> <p><u>Questions</u></p> <p>N. Bottger-Malaga – Which year are we looking to hire?</p> <p>A. Lai – First or second, as the contract would go through to 2022.</p>		

<b>8.4.</b>	<b>Gazette Publishing Committee</b>	<b>S. Chavez</b>
<p>Highlights of Report:</p> <ul style="list-style-type: none"> <li>• Gazette Internal Structure – the Gazette had to do a lot of internal restructure and cuts. The nature of the Gazette as a whole has changed. Print production is very expensive and down to one this year so far. They are not sure if they are a newspaper or a media outlet now. They have been very proactive in their approach and will end this year in a surplus. They just need to decide what the Gazette will look like in the future. They are missing some key expertise and need to figure out what skill sets they will need in the future, financial decisions that they are working through right now.</li> <li>• USC Employees - The Gazette is not like CHRW, the Gazette employees are USC employees and includes one vacant union position. The USC and the Gazette made the decision to leave those positions vacant. If we saw changes in the USC, such as bumping, that would affect the Gazette as well.</li> </ul> <p><u>Questions:</u></p> <p>M. Matayashin – What was the reason behind losing tech savvy staff, when they were going more tech routed?</p> <p>S. Chavez – It was just a tough financial decision. Some of the staff moved to Creative Services, and are working for the Gazette on a per task basis, instead of all the time. This allowed them to not lose the expertise but help the budget.</p> <p>N. Soave – The person they are referring to also found another job and left of his own accord. There is still access to those resources, through the USC, but they are no longer in the Gazette.</p>		

N. Bottger-Malaga – Are they in the works of developing a strategy for the future, and do they have a timeline?

S. Chavez – At the end of the day, we don't want to get involved in where the Gazette goes in the future. How they decide to move forward is their choice. They will be doing focus issues, but no decisions or timelines have been set. It is developing as they go.

<b>Motion to accept the Executive, Operation and all Committee Reports.</b>					
<b>Moved</b>	N. Bottger-Malaga	<b>Second</b>	M. Matayashin	<b>Approved</b>	Unanimous

**9. Confidential Session**

<b>Motion to go in camera.</b>			
<b>Time</b>	3:02 PM	<b>Return</b>	3:25 PM
<b>Moved</b>	N. Bottger-Malaga	<b>Second</b>	N. Kaur

**10. Inquiries and Other Business:**

N/A

**11. Adjournment of Public Meeting:**

<b>Motion to adjourn at 3:26PM</b>					
<b>Moved</b>	M. Matayashin	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

**Action Items:**

<b>Item (#)</b>	<b>Description</b>	<b>Owner</b>	<b>Due Date</b>



## EXECUTIVE REPORT TO THE UNIVERSITY STUDENTS' COUNCIL BOARD OF DIRECTORS

MEETING DATE: FRIDAY, FEBRUARY 7TH, 2020

Item:	Executive Reports
Presenter:	Bardia Jalayer, President
Purpose of Report:	For Information

### **Background**

The President leads the day to day of the organization and drives the political and advocacy based activities as well as providing direction for the entire organization based on the voice of students. These activities dictate the work of the services and operations within the USC and therefore inform the areas overseen by the COO.

### **Highlights**

**USC Elections:** At time of writing, currently in the closing stages of campaigning. By the time we meet, the new President will have been elected. Further Elections and Hiring will be happening soon.

**Advocacy Priorities:** Currently working with Cat and her team on priorities of Off-Campus Housing, Sustainability on Campus, and Self-Reported Absences. Have held meetings with partners both internal and external to continue these. Should see progress soon.

**Space:** The former SOGS Space on the 2nd floor of the UCC has been acquired by the USC. This will serve as a student space, currently undergoing analysis to see what it would serve best. Options that have been discussed include but are not limited to bookable space for clubs, Peer Programs Space, larger space for the Peer Support Centre, Clubs Space, amongst others. Will keep everyone informed on Progress.

Further, because of the new VP Position that will be added, the current office utilized by the Vice President will be split into two with the addition of a wall.

**Budget Process:** Supporting Declan in the ongoing budget process at time of writing. By the time of the meeting, the budget and fee bill should be close to finalization. Included in this process was the renegotiation of an MOU with SOGS, as well as what will be occurring, a renegotiation of the Affiliate Agreement.

**Midnight Breakfast:** Midnight Breakfast was a big success with over 1500 plates served over

the course of three nights. Very happy.





## AGENDA REPORT TO BOARD OF DIRECTORS

MEETING DATE: February 7, 2020

Item:	COO Update
Presenters:	Jeff Armour (COO)
Purpose of Report:	For Information

### Recommendation:

The Board of Directors receives this report for information.

### Background:

The Chief Operating Officer is the sole employee of the Board of Directors, and it is the Board's responsibility to supervise the management of the affairs of the corporation." A report from the Chief Operating Officer will be provided at each meeting, and is one tool to assist you with that responsibility. Please note that members of the Board have access to the Chief Operating Officer in between meetings, and are welcome to ask questions, seek clarification, and engage with that role as needed.

### Highlights:

#### AMICCUS-C Board Site Visit

In June we will be hosting the annual AMICCUS (Association of Managers in Canadian College University and Student Centres) Conference. We are expecting approximately 200 managers from student unions across the country to attend. In December, we hosted their Board of Directors and laid out a foundational plan for the upcoming conference. Karla and Jaclyn are largely handling the planning, while I will be providing session and informational value during the conference. This is a great opportunity for recognition for all the great services and operations we run at the USC, but also an opportunity for teamwork and collaboration across the country.

#### Transition Planning

We are revamping our transition program this year and planning began a few weeks ago between myself, Karla, Jaclyn and the Executives. We laid out a program that we think will best set up the incoming Executives for success. Each week of May has a theme and a goal that we aim to align all sessions and programming with.

#### Budget Update

The first two weeks back in January saw the budget team, which includes Vicki, Declan, Bardia and myself have one on one meetings with each manager that was submitting a departmental budget. The overall budget is in the final stages, and we are very happy with the result. A huge thanks goes to Vicki and Declan with this undertaking, as it is a huge amount of work and they have done an exceptional job. We are also working with Western to build our fee bill which has many considerations due to the uncertainty around SCI and the challenge to the appeal from the Government.



**Staff Enhancements**

Following the announcement of the Student Choice Initiative last January, the USC decided to put a hiring freeze on all non-essential positions. After the volunteer attrition and other staffing changes, we opted not to hire all positions immediately, and instead to wait, review, and then decide what the organization truly needed to add to be the most successful. With a lot of help and input from the Executive team, we are now in the process of creating job descriptions and hiring three new positions.

A *Communications Manager* who will work under the leadership of Nick Vassiliou and will be a direct support to the Vice President Communications and Public Relations.

A *Social Media Coordinator* will be replacing the Marketing Co-op, as we found this role required more institutional memory that we cannot get out of one year positions. This will be a union position.

A *Feedback Manager* in the IS Department under the leadership of Geoff Pimlatt. There is a large desire to better know what our students want and we are investing in better ways to gather that information. Instead of investing in hiring external third party vendors such as SageComm the executive and staff feel that paying someone in-house will return much more value per dollar spent.

All of this has been communicated to both management and union staff, and as of now, we do not expect any issues to come from the union on these changes.

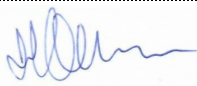
**Arkells Concert**

The Arkells had a very successful Purple Frost concert on January 29th to a sold out crowd. I was more involved in this concert than I have been in the past, supporting Hannah (Associate Programming) and Cecilia (Student Program Officer) through from booking to ticket sales. This is an area of my job that I think needs my personal attention in order to maintain success and consistency.

**Campus Trust**

We were in Toronto for the Campus Trust AGM on January 27th. We have been a member with Campus Trust since its inception, and have held approximately 50% of all membership. Due to ongoing issues, we decided to consider breaking ties with Campus Trust. We will be moving forward with exploring setting up a new trust and then doing an RFP (request for proposal) for a new benefits administrator and consultant. We expect this process to begin in the spring and be finalized before September.

**Sign-offs:**

Chair of the Board		
COO	Jeff Armour	



## Board of Directors Committee Report

Meeting Date: January 15, 2019

Item:	Governance Committee Meeting Report
Author:	Sebastian Chavez, Governance Committee Chair
Purpose of Report:	Information

### Committee Terms of Reference

Due to last cycle's review of the Appeals Board Policy, the committee decided to review the Board's current committee terms of reference (ToRs) and policies for all of its committees. Based on this review, the committee concluded that the central Board Committee Terms of Reference document was redundant and obsolete, as it was inconsistent with current practices and often pointed to each individual committee's ToR. However, some additional work had to be completed before this policy could be stricken, namely an amendment to Bylaw 1, revising current committee ToRs and creating an Agenda Committee ToR. Staff was tasked with completing these tasks by next cycle, at which point they will be reviewed by the committee and the amendments recommended to the Board in an omnibus package.

### Policy Review

In an effort to solidify the way in which the committee and the Board review policy, the committee discussed potential mechanisms through which the policy review process could be improved upon. In order to make our policy review system more systematic, the committee discussed the potential of creating a three-year policy review cycle. Staff was tasked with providing some options as to what this could look like in practice and how current policies could be separated into the three groups for review. Further updates will be provided in future meetings as the committee continues to work on this file.

**No further actions required at this time.**

### Sign Offs:

Board Chairperson	
Chief Operating Officer	

USC President:

Author of Report



## Board of Directors Committee Report

Meeting Date: February 7th, 2019

Item:	Finance Committee Meeting Report
Author:	Angus Lai, Interim Finance Committee Chair
Purpose of Report:	For Information/Discussion/Approval

### Recommendations:

#### The Finance Committee recommends that the Board:

- **accepts the F2020 Q2 Financial Statements**
- **repeals the Internal Borrowing Policy**

The Finance committee met on January 17th for discussion on a number of topics. A brief summary is included below.

#### Review of F2020 Q2 Financial Statements

- The committee received and reviewed the 2nd Quarterly Financial Report from management and had the chance to ask questions regarding the Q2 2020 Narrative.
- The following items were discussed by the committee - there were no items of concern after management explanation
  - Spoke and Wave, Purple Store, the Media department, and Health and Dental Plan Support
- Motion to accept the 2nd Quarterly Report for F2020 | unanimous

#### Discussion on the Internal Borrowing Policy

- The USC Secretary-Treasurer proposed that the Internal Borrowing Policy be repealed as it has not been utilized since ratification and is no longer consistent with the USC's practices. The committee reviewed and discussed the policy and agreed with the USC Secretary-Treasurer's proposal.
- Motion to repeal the Internal Borrowing Policy | unanimous

#### Discussion on the Finance Committee Chair Role

- Angus Lai announced his intention to resign as interim committee chair as the Board has completed the hiring of a replacement director. Although there is only one Board cycle remaining in the school year, this vacancy would provide a valuable learning opportunity for any Director considering applying for a committee chair role in the future.

- Both Nicolas Bottger and Sophia Ge indicated interest in applying for the role of the Finance Committee Chair. Both candidates will be given the chance to speak for 45 seconds, followed by an election to be held at the February 7th Board meeting.

**Sign Offs:**

Board Chairperson	
Chief Operating Officer	
USC President	
Author of Report	



## Board of Directors Committee Report Recommendation

**Meeting Date: February 7, 2020**

Item:	Review of F2020 Q2 Financial Statements
Author:	A. Lai
Purpose of Report:	Decision

BIRT the Board of Directors accept the 2<sup>nd</sup> Quarterly Report for F2020.

### Sign Offs:

Board Chairperson:	
USC Chief Operating Officer:	
President or Secretary-Treasurer:	
Author of Report:	



## Board of Directors Committee Report Recommendation

**Meeting Date: February 7, 2020**

Item:	Internal Borrowing Policy
Author:	A. Lai
Purpose of Report:	Decision

BIRT the Board of Directors repeal the Internal Borrowing Policy.

### Sign Offs:

Board Chairperson:	
USC Chief Operating Officer:	
President or Secretary-Treasurer:	
Author of Report:	





## Board of Directors Committee Report

Meeting Date: February 7th, 2020

Item:	Human Resources Committee Meeting Report
Author:	Sagar Jiwani Human Resources Committee Chair
Purpose of Report:	Information, Motion

The Human Resources Committee met on Wednesday, January 15th to discuss updates on a variety of topics.

### Nomination Committee Updates

All members of the 2020/2021 (wow doesn't that feel weird!) USC Board of Directors have been selected and have accepted their new roles. The five new directors are Chris Harasym, Vishal Vijay, Rahul Sapra, and Matthew Parkin, and Sophia Ge. They will join us at Winter Retreat in February and will have the opportunity to observe at the February and March board meetings.

### COO Performance Appraisal

Performance appraisal has been completed by CEO and President of the USC, Bardia Jalayer. The Human Resources Committee has accepted the COO PA.

### Recommendations:

"BIRT that the Board accept the COO Performance Appraisal submitted by Bardia Jalayer, USC President"

### Sign Offs:

Board Chairperson	
Chief Operating Officer	
USC President:	
Author of Report	



## Board of Directors Committee Report

### Gazette Publishing Committee

**Meeting Date: January 21, 2019**

Item:	Gazette Publishing Committee Meeting Report
Author:	Sebastian Chavez, BoD Representative on GPC
Purpose of Report:	Information

The GPC recently met to discuss and formalize a Front Office Hiring procedure. Originally, the Gazette Front Office (FO), composed of the Editor-in-Chief (EIC) and Managing Editor (ME), were positions directly elected by Gazette members. Due to a variety of factors, the GPC decided to move to an ad-hoc hiring committee for the FO last year. To lessen uncertainty and formalize the process, it was imperative for the committee to decide whether to continue with the hiring model or return to the elections before the process took place this year.

After a thorough discussion which included direct feedback from Gazette members, the GPC decided to definitively move forward with a hiring model for FO selection. However, some changes were made to last year's process, most notably the introduction of a student feedback mechanism to make the process more democratic and the decision to make the hiring committee smaller.

#### Sign Offs:

Board Chairperson	
Chief Operating Officer	
USC President:	
Author of Report	

Eran Rubman

January 30, 2020

Angus Lai

Chair, Board of Directors

University Students Council at Western University

**Re: Letter of Resignation**

Dear Angus Lai,

Please accept this letter as my resignation from my position as a director at the University Students Council at Western University, effective immediately. Due to personal circumstances, I am no longer able to serve a director on the board.

It has been a pleasure serving on the board. I am proud of all we have accomplished during my tenure. I have no doubt the board will continue to have successes in the future under your leadership.

Sincerely,

Eran Rubman