



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	April 5, 2019	Time	2:00pm
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	A. Lai	Location	USC Boardroom
Recording Secretary	S. Williams		

Attendees		Regrets
Board	A. Lai, A. Li, N. Kaur, S. Jiwani, E. Rubman, S. Chavez, N. Bottger-Malaga, M. Matyashin, M. Pratt	
Management	J. Armour, N. Soave, V. Macauley, K. Pacheco, A. Bejan, S. Williams	-
Guests	D. Hodgins (2019-2020 Secretary Treasurer)	-

1. **Call to Order:** 2:01pm
2. **Disclosures of Conflicts of Interest:** None.
3. **Changes to and Adoption of the Agenda:**

Motion to approve the agenda.					
Moved	N. Bottger	Second	N. Kaur	Approved	Unanimous

4. Comments from the Chairperson:

A. Lai: I wanted to set directions. For the new Directors, you were hired for a reason and we value your point of view. There are not any stupid questions here, ask for clarification if you need it. For returning Directors, please ensure you are bringing up any questions as they arise. Do not feel you have to chime in for each item, but do speak if you have a genuine point or question. With the SCI, these Board meetings are very important. Please be sure to check your Board emails over the summer. This year we had an Emergency meeting called within 24 hours, so please be sure to check your emails. Ensure you have time cleared for BOCO, it should be a priority. Lastly, I am here as a resource for the Board. Feel free to chat with me about any questions.

5. Consent Agenda:

A. Lai: Items grouped into the Consent Agenda are items that are no consequence to the Board, items that do not require discussion. Any Board member has the opportunity to remove any item from the consent agenda for discussion. There are no conflicts of interest with this Consent Agenda.

Motion to approve the Consent Agenda, items 5.1. to 5.6.					
Moved	A. Li	Second	M. Matyashin	Approved	Unanimous

6. Reports & Presentations for Information:

Item	Presentation
6.1	<p data-bbox="256 296 787 321">USC Executive Report – J. Armour & M. Pratt</p> <p data-bbox="256 327 565 352"><i>See Report for full details.</i></p> <p data-bbox="256 401 1242 426">S. Chavez: What are the constraints in how the Foundation donations will be used?</p> <p data-bbox="256 432 1377 533">M. Pratt: The USC Foundation three pillars are experiential learning, mental health, and sexual violence. These pillars are where we will direct our funds. With the SCI, we will definitely be focusing on experiential learning.</p> <p data-bbox="256 539 1235 564">S. Chavez: Will the Foundation fund specific projects or donate money as a whole?</p> <p data-bbox="256 571 1356 638">M. Pratt: We cannot issue charitable tax receipts, as a non-profit. It is a separate entity. We need to have specific deliverables and metrics.</p> <p data-bbox="256 644 1372 745">A. Bejan: The Foundation is not part of the USC. We will apply based on certain initiatives and the USC Foundation will have jurisdiction on what is donated. The Foundation Board makes the ultimate decision on what to fund.</p> <p data-bbox="256 751 1323 819">M. Pratt: We are exploring how individuals donating to the USC Foundation can donate to specific causes.</p>
6.2	<p data-bbox="256 869 901 894">2019-2020 Board Cycle Dates – N. Soave & S. Williams</p> <p data-bbox="256 900 565 926"><i>See Report for full details.</i></p> <p data-bbox="256 974 1377 1041">N. Bottger: If we are unable to attend a Board meeting due to class schedule conflict, can that meeting be moved?</p> <p data-bbox="256 1047 1323 1115">S. Williams: As long as you give notice, we will do our best to accommodate that change if possible.</p> <p data-bbox="256 1121 1323 1146">N. Soave: Historically, Friday afternoons have been the only time that works for everyone.</p> <p data-bbox="256 1194 1295 1257">N. Soave: Regarding Committee meetings, we do one May one way, and if we decide to change that we can change for the August cycle.</p> <p data-bbox="256 1264 1036 1289">M. Matyashin: How would Committee meetings over email work?</p> <p data-bbox="256 1295 813 1320">A. Lai: It would be an email discussion, a chain.</p> <p data-bbox="256 1327 1295 1394">E. Rubman: During the summer it is hard to get people together, however I worry email committee meetings will be inefficient. I do not see it being productive.</p> <p data-bbox="256 1400 1317 1467">A. Li: I think it is Committee specific. If there are set amendments to be made, it can be a simple email vote.</p> <p data-bbox="256 1474 1328 1499">A. Lai: For the three Committee Chairs, do you believe items could be decided over email?</p> <p data-bbox="256 1505 1193 1530">S. Chavez: For Governance I think we will request a phone Committee meeting.</p> <p data-bbox="256 1537 1063 1562">S. Jiwani: As of now, there is nothing that will require a full meeting.</p> <p data-bbox="256 1568 1170 1593">S. Chavez: Are we concerned about security using a teleconference meeting?</p> <p data-bbox="256 1600 1356 1667">N. Soave: We have a service called GoToMeeting. We have the option to record parts of the meeting if we would like.</p> <p data-bbox="256 1673 1300 1740">A. Li: We will give the power to the Committee Chairs to decide, based on the individual Committee Agendas, to decide if it will be email or teleconference. (See action items)</p>

Motion to accept all For Information reports.					
Moved	M. Matyashin	Second	E. Rubman	Approved	Unanimous

7. Reports from Board Committees:

7.1	Governance	S. Chavez
<i>See report for full information.</i>		
<p>N. Bottger: Are the submission letters for Chair election publicly visible? S. Chavez: No, this information stays within the Board, as we did this year however the timeline will be longer. A. Li: I agree with this process in eliminating the speeches. I believe this is something we should note to the Nominations Committee, to ensure Board members being hired are comfortable with public speaking. This is something to note when hiring new Board members. S. Chavez: We will have questions; however, they can be submitted ahead of time. N. Bottger: Will the candidates receive the questions in real time? E. Rubman: That was part of the debate. A combination of the two is fine: submitting questions ahead of time or asking at the meeting where you would like to see how the candidate would react on the spot.</p>		
7.1.1. Department Procedure Approval Policy		
<i>No questions at this time.</i>		

Motion: BIRT the USC Board of Directors approves the Department Procedure Approval Policy.					
Moved	S. Jiwani	Second	S. Chavez	Approved	Unanimous

7.2.	Finance	A. Li
<i>See report for further information.</i>		
<p>E. Rubman: Can you speak about the impact of snow days on food and beverage? A. Li: We had USC Senior Managers at this meeting. We saw there were variances so they came in so they could explain. For food and beverage, they are busiest mid-week. A Wednesday would be \$40,000 from both The Spoke and The Wave. So this was a major loss.</p>		
7.2.1. 3rd Quarterly Report		
<i>No questions at this time.</i>		

Motion: BIRT the USC Board of Directors accepts the 3rd Quarterly Report for F2019.					
Moved	N. Kaur	Second	N. Bottger	Approved	Unanimous

7.3.	Human Resources	S. Jiwani
<i>See report for full detail.</i>		

A. Li: The last point, asking the ultimate goal is to have a stronger Board presence. Our priorities should be about oversight of the organization.

S. Jiwani: A lot of people within the USC do not know we exist, or have a working knowledge of what we do. For example, at the AGM, people probably thought we were public attendees. While we are in the background, people should know what we are doing and raise awareness.

A. Lai: When we have opportunities to engage, to Council, for example, there was a mixer where Council, Board, Associates, Coordinators were invited. Organically this helps with engagement.

M. Pratt: Structure informs culture.

N. Kaur: From a strategic perspective, while we trust our Executives to deliver anything that Council has to say regarding the Board role, it would be great to have Board members in touch with Councillors.

M. Pratt: Angus has done a great job in terms of raising awareness in his first Board report to Council.

A. Lai: Everyone is welcome to attend Council. If you do come, speaking rights are limited to the Board's jurisdiction.

7.3.1. Board Evaluation Template and Survey

S. Jiwani: We want to make it aware to the Board, that if there are any updates on the feedback survey structure or the issues that arise, this is something we want to improve upon and encourage. (See action items)

Motion to accept all Sub committee reports.					
Moved	A. Li	Second	S. Chavez	Approved	Unanimous

8. Confidential Session

Motion to go in camera.			
Time	2:36pm	Return	3:05pm
Moved	N. Bottger	Second	E. Rubman

9. Presentation

9.1	Fee Table and Preliminary Operating Budget	A. Bejan
<p>S. Chavez: The expense budget has the wrong year on there.</p> <p>A. Bejan: We will fix this, thank you. (See action items)</p> <p>A. Li: In terms of the projections for The Purple Store, can we discuss the work going on with that department? Are the projections a conservative estimate?</p> <p>A. Bejan: Decisions like developing The Purple Store would have to come after opt-outs. We can start the planning, however investing money right now would perhaps be a poor decision right now. We kept this conservative in terms of previous estimates.</p> <p>A. Li: Are we expecting anything to change?</p> <p>J. Armour: I would say yes, we are expecting things to change. We can longer take chances. For example, we have been selling Huron clothing, as it was an additional service to the students but did not make us any money. The way we were approaching things are gone. For example, we have the option of selling tickets etc. from The Purple Store, out of The Rec Room. We are looking for strides forward, but we are not sure what those are yet. It is going to come from the student leadership.</p>		

A. Bejan: On paper we have kept it conservative, however this does not mean we are not thinking about solutions.

A. Bejan: I did change the numbers slightly on the People & Development section as it was including Council, so to avoid double-counting those I removed them.

M. Pratt: I would like to discuss the Board's role in the opt-outs.

S. Chavez: I think our role is setting boundaries regarding how much flexibility we give the Executive.

A. Li: If everything closes down, we want to ensure we have the money there to wrap-up. At the end of the day, we want to make sure we are not personally liable. We are in a good situation. I continue to have faith. The Board's role would be when the numbers start looking weird.

M. Pratt: Council has to be the voice piece, and the Board should be assessing the risk. The interaction between Council, the Executive, and Board will be crucial.

A. Lai: We will have a conversation about this at BOCO, as we may have more information about this. The role between Council, the Executive, and where the Board fits in. Who approves the Executive budget?

A. Bejan: Council will approve the Executive budget.

Motion: BIRT the USC Board of Directors approves the updates to the Fee Schedule as presented.

Moved	A. Li	Second	M. Matyashin	Approved	Unanimous.
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Motion: BIRT the USC Board of Directors approves the preliminary corporate budget.

Moved	M. Pratt	Second	N. Kaur	Approved	Unanimous.
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10. Inquiries and Other Business:

J. Armour: We agreed to pay for a video for Sagecomm, when we get that bill we will be above our \$20,000 spending for SCI so will begin to send updates as per the Board's request.

11. Adjournment of Public Meeting:

Motion to adjourn at 3:19pm

Moved	M. Pratt	Second	N. Bottger	Approved	Unanimous
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Action Items:

Item (#)	Description	Owner	Due Date
6.2.	Discuss with Committee Chairs the option of a teleconference or email committee meeting for May	S. Williams	April 19, 2019
7.3.1.	Make suggestions for Board Evaluation Template	Directors	Ongoing
9.1.	Correct year on Expense Budget	A. Bejan	April 12, 2019