



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	September 25, 2020	Time	2:30PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	S. Chavez	Location	Virtual
Recording Secretary	J. Higgins	Call to Order	2:35PM

Attendees		Regrets
Board	S. Chavez, Chair S. Ge, Finance Committee Chair M. Matyashin, HR Committee Chair R. Sapra, Governance Committee Chair M. Reesor, USC President N. Bottger-Malaga C. Harasym M. Parkin V. Vijay	
Management	J. Armour, Chief Operating Officer V. Macauley, Senior Manager Finance and Compliance K. Pacheco, Senior Manager People and Development N. Soave, Senior Manager Government and Advocacy Services M. St.Pierre, VP Governance and Finance	
Disclosures of Conflict of Interest	There were no conflicts of interest.	

3. Changes to and Adoption of the Agenda:

Motion to approve the agenda.					
Moved	C. Harasym	Second	R. Sapra	Approved	Unanimous

4. USC Mission Moment:

The productions team and staff that made O-Week possible were unbelievable. They are the quiet force that students don't recognize, which made me so proud to be a part of this organization. The frosh don't know who spent hours put up fencing and the lightening rod, but it really made the experience. The USC by all extensions, may not be known for the depth of effort put in by our teams, but makes us one of (if not the best) student union in Canada.

5. Comments from the Chairperson:

Thank you to the Executive and Management, on a successful Orientation Week. I hope everyone is staying safe. It's good to note that we are entering the weird COVID-19 territory again, but its similar to what we faced a few months ago, and we are far better prepared this time. We had such a productive summer, and I want to recognize that, the amount of meeting we had this summer was half of our total meetings last year. Thank you all for that. The debrief for the Board Evaluation Survey will be after this meeting. It's good to discuss the survey and results, as well as tangible steps for improvement.

6. Approval of Minutes August 27, 2020 Meeting:

Motion to approve the minutes from the August 27, 2020 Meeting.					
Moved	R. Sapra	Second	M. Reesor	Approved	Unanimous

7. Reports for Information:

7.1.	Executive/COO Report	M. Reesor & J. Armour
	<p>J. Armour - The directive from Western administration was to avoid clusters or groups of people on campus. This is why we stopped Wave service and dine in at the Spoke. In Phase Three, many staff members weren't in, whereas now if you need to be in you can. It is a hybrid phase three. We can still operate a lot of the backroom stuff, but the front facing is what Western wanted to halt. We slipped right back into our working from home module and it's going well.</p> <p>M. Reesor – We have reviewed models at other schools, and are in the process of hiring a Diversity Intern. They will work in an advisory role to the Executives, as well as in a research role.</p> <p><u>Questions:</u></p> <p>C. Harasym – Has there been any indication from Administration or the Health Unit on when will be return to a Phase Four?</p> <p>M. Reesor – The senior Administration are going day by day, and it is purely context driven. Returning to Phase Three was a Western decision, and was not required by the Health Unit. They don't want to move back and forth between Phases, when they go back to Phase Four they want to stay there.</p> <p>J. Armour – They are tracing the cases, and what Western is doing is working. The Health Unit has stated that if Western was a problem, they would shut down the in person classes. Western has stated this is a pause.</p> <p>R. Sapra – Can you provide more context in the decisions of closing the Wave and moving the Spoke to take out only?</p> <p>M. Reesor – The main sentiment from Western was to limit group gatherings. The Wave was not practical, in having people travel through the building and sit at tables. Offering the Spoke take out, we can still serve students and enhance their experience. We are confident in the procedures the Spoke has been carrying out (contact tracing, cleaning, etc.).</p> <p>M. Matyashin – Have the Senior Managers and Executive made a plan for what would happen if campus did close, and how we keep our value proposition?</p> <p>M. St.Pierre – We have set ourselves up in a way that every fee charged has online component</p>	

available. We shifted the Peer Support Centre, Clubs Week and Food Bank all online. We plan to reinvest back in our students as well.

S. Chavez – What is our messaging for the potential FOCO Broughdale gatherings?

M. Reesor – It has been delicate to make sure the information is there on how to stay safe, without guiding or steering them towards a party. Our messaging is the same as it has been with partying in general, like the importance of staying in your bubble. Another message campaign is, “wear your f***ing mask”. We are trying to make sure that students know about potential fines as well. We want students to be educated.

S. Chavez – Western has mentioned applying the code of conduct more strongly. How have you been handling the usage of that? It was a big concern last year when the code got mixed up with the police.

M. Reesor – I know that there have been calls for that from students, that want expulsion for those who aren’t compliant in keeping each other safe. A lot of the consequences for this weekend will be bylaw but they are willing to use the code of conduct.

Motion to accept the Executive/COO Report.

Moved	C. Harasym	Second	M. Matyashin	Approved	Unanimous
--------------	------------	---------------	--------------	-----------------	-----------

8. Reports from Board Committees:

8.1.	HR Committee	M. Matyashin
Diversity Survey Questions:		
M. Matyashin - – There was concern at HR Committee that the last question which asked individuals to self identify a disability, was a little too in depth and could make individuals uncomfortable responding. Does anyone share this concern?		
R. Sapra – There is the option to check “prefer not to disclose”, so I’m not concerned.		
K. Pacheco – For the approach, I was trying to take the same route as the other categories. More data is always good if people are willing to share it. Disability can be hard for some people to see themselves in, so we aimed to gather as many categories as we could.		
N. Bottger-Malaga – What are the storage guidelines and how we store this information?		
K. Pacheco – It is similar to all confidential data held for HR purposes. It is anonymous, and therefore the information can’t be attributed to individuals. This is a Survey Monkey account that only I can see, and will be distributed how you decide. The data is not meant to be confidential, as the goal is to encourage transparency, but I can attest that the survey is anonymous.		
R. Sapra – This survey is intended to be used on the Board as a pilot before broader USC. What are we evaluating from the Board and whether this goes to the broader USC?		
K. Pacheco – With the Board we would start recruiting in December with a campaign in November. If we want to identify areas of weakness we would have objective data through the survey. We are trying to use the survey to provide data for Board recruitment, then roll out a broader Diversity and Inclusion program for the organization.		
S. Ge – Are we looking to gather this data during recruitment from potential members?		

K. Pacheco – Our legal opinion is that we do not gather this information from applicants as a basis of evaluating their application. Having that information opens us up to human rights liability and opens us up to more bias, when we are selecting interviews knowing those things. We can ask once they are selected for an interview, but it can't be the basis that they are selected on. We need to do this objectively, cast a wider net and create more inclusion. If we want a certain number of seats that have specific attributes, we need to work out how to do that. We could require parity for gender representations, different years of study, different programs, ethnicities, etc. We would need to decide that after we see the data.

S. Ge – Is there a certain point where we are allowed to ask existing members of the USC, but not allowed to ask anyone outside of the organization these questions for the purpose of applying?

K. Pacheco – We do not hire the Board; we select the Directors who volunteer. While anyone could file a human rights complaint or discrimination complaint against the USC, it wouldn't be in the same context as if they were hired. We can get around some things with the Board that we couldn't with staff who are paid. There are two different acts of legislation to follow. There will be people who aren't comfortable giving this information. We will have to grapple with that too. What will be our percentage of completion on the board and how will that go the first time we recruit. We can't guarantee anything will work and we will have to improve. We just need to find a starting point. For employees, we would try to create a program statement and why we are doing this. Work with the union for a data gathering exercise, not a means to get rid of anyone, and again completely voluntary.

S. Chavez – This is a pilot project. EDI is a tough and quite unexplored subject. This is about making an effort, starting the project, and improving as we go.

M. Matyashin – This will be a topic for the foreseeable future at HR Committee, we are just starting.

V. Vijay – As there are only nine Directors, there is a small sample size and it would be fairly easy to attribute certain identities to people. For this pilot of nine people, that's a concern confidentiality wise. As all the questions are submitted in one survey, if someone chooses a certain ethnicity, it's easy to decipher who submitted the survey. Could the questions be broken up and submitted individually for further confidentiality? Also on this surveys, there is a veteran status question that is asked as well. Could veteran status be explored?

K. Pacheco – We are just working to define the questions right now.

V. Vijay – The way the questions are asked should be more consistent. Either a drop down fill in the blank for all, or a multiple checkbox option. It either needs to be broader or more specific.

M. Matyashin – We will be talking about this next HR Committee meeting before we decide if the survey is sent out to the general USC, and will be tweaking how the survey is structured. We are not going to get this right the first time, this is just a place to start. Every question is optional and if you are uncomfortable, there is no expectation to answer. With that, the HR committee has recommended that this survey be approved for implementation within the board.

K. Pacheco – I'm happy to make another option, taking into account some of Vishal's concerns. The original survey was very general, then at HR committee we decided we wanted it more specific. We should take Vishal's feedback to try again and then decide our direction.

S. Chavez – There is a motion on deck, so we can create a new motion to send this back to the HR Committee if the Board feels this needs more work.

C. Harasym – If we do send it back to HR for more work, I echo Vishal's sentiment of checkboxes. The less typing involved the better for data analytics. If you are rebuilding anyways, I agree with Vishal that more checkboxes and less text boxes create more utility.

8.1.1.	Diversity and Inclusion Survey	M. Matyashin
---------------	---------------------------------------	---------------------

BIRT the Board of Directors refer the Diversity & Inclusion Survey back to HR Committee for improvements.					
Moved	R. Sapra	Second	V. Vijay	Approved	Unanimous
8.1.2.	Executive Reports			M. Matyashin	
BIRT the Board of Directors accept all the Executive Final Reports.					
Moved	M. Matyashin	Second	R. Sapra	Approved	Unanimous

8.2.	Finance Committee			S. Ge	
<p>The day of our meeting was the day Western’s outbreak was announced, and there was a lot of uncertainty. Our surplus from last year was \$600,000, which will be invested in COVID related activities, half allocated into student bursaries and grants (ratified at October Council), quarter to additional operating expenses (Wave/Spoke increased staff, cleaning supplies, etc.), and a quarter to specific Executive initiatives in helping students adjust to the blended model of study</p> <p><u>Questions:</u> S. Chavez – What is the total figure of the expenses? S. Ge - \$600,000 from last year’s surplus.</p>					
8.2.1.	F2020 July Financial Statements			S. Ge	
BIRT the Board of Directors accept the F2020 July Financial Statements.					
Moved	R. Sapra	Second	N. Bottger-Malaga	Approved	Unanimous
8.2.2.	Rebalance Investments			S. Ge	
BIRT the Board of Directors approve the USC COVID-19 F2021 Financial Response.					
Moved	M. Parkin	Second	R. Sapra	Approved	Unanimous

8.3.	Governance Committee			R. Sapra	
<p>We will return next cycle for the Media Spokesperson Policy and Procedure. There was a slight change made to the Social Responsibility Audit. The Policy Tracker was unveiled to all the committees, and it’s a positive tool. The side thing to note of the policy tracker, the checklist we will use for policy review, it’s not mandatory and we will add to it as we go.</p> <p><i>S. Chavez motioned to amend the original Social Responsibility Audit motion. Seconded by R. Sapra. The motion carried.</i></p>					
8.3.1.	Social Responsibility Audit			R. Sapra	
BIRT the Board of Directors approve the amendment to the Social Responsibility Audit Policy which grants authority over the policy to the Executive Council.					
Moved	R. Sapra	Second	C. Harasym	Approved	Unanimous
8.3.2.	Policy Tracker			R. Sapra	
Whereas policies not currently assigned to a committee of the Board will be reviewed and assigned to the appropriate committee by the Governance committee. BIRT that the Board of Directors approve the Policy Tracker as attached. (as amended)					
Moved	C. Harasym	Second	S. Ge	Approved	Unanimous

Motion to accept the Committee Reports: items 8.1., 8.2., and 8.3.					
Moved	N. Bottger-Malaga	Second	M. Parkin	Approved	Unanimous

9. Confidential Session

Motion to go in camera.			
Time	3:35PM	Return	4:15PM
Moved	C. Harasym	Second	N. Bottger-Malaga

10. Inquiries and Other Business:

10.1.	Board Chair Designate			S. Chavez	
Until a Vice Chair is elected, we would like to select a designate to fulfill my responsibilities if I'm unable. According to the Chair and Vice Chair Election Procedures, if they are unavailable, it would likely be a committee chair that took over.					
Motion to add R. Sapro as Chair Designate in the circumstance that S. Chavez is unavailable to fulfill his duties as Chair for the upcoming Board cycle.					
Moved	C. Harasym	Second	M. Matyashin	Approved	Unanimous

11. Adjournment of Public Meeting:

Motion to adjourn at					
Moved	C. Harasym	Second	R. Sapro	Approved	Unanimous