



**BOARD OF DIRECTORS – MEETING MINUTES**

<b>Meeting Date</b>	November 6, 2020	<b>Time</b>	2:00PM
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	S. Chavez	<b>Location</b>	Virtual
<b>Recording Secretary</b>	J. Higgins	<b>Call to Order</b>	2:02PM

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	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	
<b>Management</b>	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	
<b>Disclosures of Conflict of Interest</b>	<b>There were no conflicts of interest.</b>	

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

<b>Motion to approve the agenda.</b>					
<b>Moved</b>	C. Harasym	<b>Second</b>	R. Sapra	<b>Approved</b>	Unanimous

**4. USC Mission Moment – J. Armour:**

The push from the Executive to continue to enhance to undergraduate experience of students, when they can't come to campus, resulted in the Exec bringing the experience to them. They did a campaign on Broughdale where they brought coffee and bagels, so students walked out of their house and were handed a coffee and a bagel from the Exec. It fulfilled the mission, the needs of the students, and didn't sit back and accept defeat. We talked to the city, and Western, and we got the right approvals. We even had a City Councillor show up. That keeps me, and the staff, excited to keep going. If our work doesn't enhance the mission, then we're not doing our job right. We are proud of the executive for making that happen.

**5. Comments from the Chairperson:**

As no submissions were received, we will do an on the spot nomination for Vice Chair at the end of the meeting.

**6. Approval of Minutes September 25, 2020 Meeting:**

<b>Motion to approve the minutes from the September 25, 2020 Meeting.</b>					
<b>Moved</b>	M. Parkin	<b>Second</b>	N. Bottger-Malaga	<b>Approved</b>	Unanimous

**7. Reports for Information:**

<b>7.1.</b>	<b>Executive Report</b>	<b>M. Reesor</b>			
<p>Highlights – September was reactive, but we are now in a holding pattern. Jeff and my team have been able to have thought and long term conversations. Sustainability was something I ran on and really wanted to cash in on. You will be seeing things along those lines for projects and aspects to set the USC in a good direction for years to come.</p> <p><u>Questions:</u></p> <p>S. Chavez – Has COVID thrown a wrench in any of the Foundation’s plans? My assumption would be that the contributions would have reduced.</p> <p>M. Reesor – Wrangling former presidents who are busy and living on Zoom is not easy. In the past there would be lots of Toronto trips to meet, so that’s more difficult. Fundraising is also easier if you can do events, but cold calls and Zoom calls are harder. We are in a good position thanks to the staff supports and the lead taken by former president, and current Foundation Director Sophie Helpard.</p> <p>C. Harasym – Students have been very engaged with Proctortrack, and the USC has been very vocal on their stance and that’s great. Where are we at on a 2<sup>nd</sup> wave of communication?</p> <p>M. Reesor – Our VP Communication, Cam, has been absolutely crushing that. In terms of now that it has been reinstated (other than Ivey), our VP University Affairs, Victoria has been back on it as the lead from our team. She’s spoken with Jeff Hutter and Andy Hrymak putting our stance in. I don’t have the exact communication plan, but we have received good feedback about being open with our stances. We are trying to do that more. We will communicate what we are doing, and so students know we are still at it, but from what I’ve heard it will be a process. Administration believes there is need for online proctor system.</p>					
<b>Motion to accept the Executive Report.</b>					
<b>Moved</b>	R. Sapra	<b>Second</b>	C. Harasym	<b>Approved</b>	Unanimous

<b>7.2.</b>	<b>COO Report</b>	<b>J. Armour</b>			
<p>Highlights – The live COVID document can be checked in on anytime, it doesn’t change as much anymore, but it is updated as needed. Karla completed the third round of work from home assessments with the staff to understand expectations. Talks to extend the union MOU have begun, which allows us to work outside the normal union constraints. We don’t anticipate any hiccups. We</p>					

are paying extra attention to benefits held back, like the wellness benefits, we want to make sure that people can take care of themselves, so we may acquiesce on that to give the benefit but otherwise status quo. We met this morning with Western's Health and Safety designate to walk through Mustang Lounge and we got a green light for a temporary study space. We have a few spaces we acquired, and one thing we can do right now are renovations, as operations are closed anyways. We have our existing capital plan and our plan for next year and an improved plan for this year, but we are not buying a lot of that. We will move some of those pieces around then bring it back to the board to show what we can do with the cash flow and capital plans and how we would need to borrow ahead. That's the paper trail of how it works, the compare that the cash flow situation. You don't need to worry about planning the spaces, but the funding piece will need to be looked at by the board to give us the green light. We want the USC to come back with a wow factor.

Questions:

C. Harasym – Does Western require approval for space booking, or is for their information? If I recall, there was some incentive to maintain a bit of autonomy from Western to make sure the USC remains independent. We don't want to start down a path of asking for approvals for things that are within our purview.

M. St.Pierre – I have made it very clear in meetings with all administrative levels that this is not a long term plan. We have our own staff and policies. Lynn wants an understanding of what's happening in the space. Our staff will do the final reservation piece. Its clear with Lynn that we will do this for COVID, but not otherwise. I was very clear and will continue to push back if they bring it up.

C. Harasym – So is this a final check or approval? Can they veto?

M. St.Pierre – Western has protocols on how they do anything on campus for COVID safety. We have always mimicked their protocol. And then it will be a final check. In essence they could veto, but most Admin believes as long as we are approving it they wont push back. It is inherently their space, but I don't see it happening.

S. Chavez – For the renovations, is the idea to convert those spaces to student space or for new tenants?

J. Armour – The YMCA space which was technically a tenant (in kind), in which we will provide an enhanced Peer Support, like the Kings meditation room. When you walk in you pass food support or peer support or catch some programming. Its an enhanced peer support. On the 2<sup>nd</sup> floor, it was ¼ peer support, ½ SOGS, and ¼ food support. This will now be clubs support. Tenants are a concern at the lower level and we are working on a strategy. These are converting non revenue spaces into enhanced student support in more accessible spaces. Not revenue based.

**Motion to accept the COO Report.**

<b>Moved</b>	R. Sapa	<b>Second</b>	S. Ge	<b>Approved</b>	Unanimous
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**8. Reports from Board Committees:**

<b>8.1.</b>	<b>HR Committee</b>	<b>M. Matyashin</b>
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Diversity – We took a step back, and the committee believes we got caught in the little details for the survey. As such we created long term and short term goals. For this recruitment cycle we pin pointed where we wanted to focus. The short term goal has been to increase gender diversity on the Board. We started to evaluate our efforts last year in achieving this goal and saw that the recruitment strategy worked with increasing the number of applicants, but that did not translate into how many were selected for the position. There was a barrier, which was identified as these individuals did not understand the Board. In order to combat that, the HR committee wants to distribute info packages to all applicants of the Board so everyone is on the same page about what we do on the Board to better evaluate their skills and fit.

S. Ge – Have we looked into people who were already a part of the USC for positions? Why isn't there greater engagement?

K. Pacheco – We went and broke down all the applicants from last year. We don't have data on how those people identify, so there is some margin of error, but the majority of candidates were from Ivey at which the distribution is not equal of males and females. What we found in the appeals board recruitment that we just did, we put a targeted recruitment posting with Law and Law is must more evenly distributed than Ivey and we came up with too many qualified applicants. We have some candidates from that which would be a great fit, and we can shoulder tap those applicants. Especially these two recruitments as there are not similar opportunities. A coordinator is not likely interested in the Board, but by going through faculties that are distributed more heavily towards females will provide a more targeted approach. We will also have the Councillor on the Nom Com that is female. We will provide information on the Board to better inform applicants, and hope to receive testimonials from past female directors. Those are the strategies when we talk about direct recruitment. We start on the timeline later in November, we would be allowed to run another round after the winter break if needed, as an insurance policy.

S. Ge – If it doesn't work the first round, will there be a deliberation process to make sure next time we get the right results?

K. Pacheco – We will have to see what happens and look at who applied and from where. We will be deliberate in how we reach out. If it doesn't work, we will try something different. We have put the opportunity out to the clubs. It will just be regrouping and add aspects if things didn't work. We will pivot as necessary. In appeals board, when deliberate, it makes a big difference.

M. Matyashin – This will remain a conversation at HR Committee, this is only the beginning. Long term we are looking to create diversity on the board. This will continue every year and for every recruitment cycle. It's a good start and we will see what happens.

N. Soave – The applicants for Appeals Board were fantastic and it was very difficult decision. We rejected candidates in any other year we would have hired. There were just so many fantastic people with a much better gender balance.

K. Pacheco – In the past we have looked for this problem to solve itself, this time we are going out to solve it ourselves. We can't dispute that our Board has had a lot of Ivey students represented. We need to look outside of that, and look at our interview guide. We need to make sure our questions reflect what we are looking for. The recruitment is one thing and the selection is another. We are committed to changing everything to see if it works.

S. Chavez – Its good to see how we have evolved on this issue. Last year the idea of a more representative Board was briefly mentioned, and now it's a regular discussion in our meetings. I'm very impatient with this at times, but its worth it that we are progressing and we know our goal and issues. We will wait, but I'm confident.

M. Reesor – It's going to take some initiative and work on our end to be deliberate. We need to ask people, who will then ask people. I'm optimistic, but I do feel good about everything that we have seen. When the time comes it will be deliberate action and I know we're ready to do so.

Nom Com – This will be talked about at the next meeting. It will include Sebastian as the Chair, one Councillor, and a director to be selected by the Board and we will discuss who at HR committee.

K. Pacheco – We would start recruiting before our next meeting. The Board would pass that nomination in December, but we would start before then.

S. Chavez – Who is interested in being on the Nom Com?

M. Matyashin – I'm interested.

S. Chavez – The Board representative we would put forward is Maxim.

***Motion to confirm M. Matyashin as our Nominations Committee Board Representative. Moved by S. Chavez. Seconded by M. Parkin. The motion passed.***

<b>8.1.1.</b>	<b>Board Recruitment</b>			<b>M. Matyashin</b>	
<b>BIRT the Board of Directors approves the plan to distribute informational packages about the Board to all applicants to the Board of Directors.</b>					
<b>Moved</b>	M. Matyashin	<b>Second</b>	M. Parkin	<b>Approved</b>	Unanimous
<b>8.1.2.</b>	<b>Nomination Committee</b>			<b>M. Matyashin</b>	
<b>BIRT the Board of Directors approves the formation of the Nominations Committee with the Board representative, Maxim Matyashin, being selected by the Board.</b>					
<b>Moved</b>	R. Sapra	<b>Second</b>	S. Ge	<b>Approved</b>	Unanimous

<b>8.2.</b>	<b>Finance Committee</b>			<b>S. Ge</b>	
S. Ge reviewed her committee report and allowed for questions.					
<u>Questions:</u>					
S. Chavez – The entire surplus is being allocated to the Reserve Fund?					
S. Ge – It was approved for \$600,000 to go to the COVID financial response, and the remaining surplus to the Reserve Fund.					
M. St. Pierre – The total surplus from last year was 1.1 million, so \$600k will go to the COVID response and the remaining balance will go to the Reserve Fund.					
<b>8.2.1.</b>	<b>F2020 Audited Financial Statements</b>			<b>S. Ge</b>	
<b>BIRT the Board of Directors approve the F2020 Audited Financial Statements as provided by PwC.</b>					
<b>Moved</b>	R. Sapra	<b>Second</b>	V. Vijay	<b>Approved</b>	Unanimous
<b>8.2.2.</b>	<b>F2021 Q1 Financial Statements</b>			<b>S. Ge</b>	
<b>BIRT that the Board of Directors accepts the F2021 Q1 Financial Statements.</b>					
<b>Moved</b>	M. Parkin	<b>Second</b>	M. Reesor	<b>Approved</b>	Unanimous
<b>8.2.3.</b>	<b>USC Surplus Reserve Fund Allocation</b>			<b>S. Ge</b>	
<b>BIRT the Board of Directors approve the USC Surplus Reserve Fund allocation.</b>					
<b>Moved</b>	M. Parkin	<b>Second</b>	M. Reesor	<b>Approved</b>	Unanimous

<b>8.3.</b>	<b>Governance Committee</b>			<b>R. Sapra</b>	
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Governance met twice this cycle. Management was tasked with looking at external auditors to review our risk management; to ensure we are doing it correctly. We continued our review of Media Spokesperson Policy and Procedure. We added the Board of Directors to the policy, and specified that the Chair has the right to speak to media. Basically, as a committee, we recognized that the Chair speaking to the media is not common, just occasionally when appropriate. We decided to amend the policy tracker. It listed the policies by year. Other committee chairs now have more flexibility on when they do the policy. Governance shouldn't set dates for Finance or Human Resources.

Questions:

J. Armour – When is management expected to bring the risk register consultation results?

R. Sapra – For the January meeting.

<b>8.3.1.</b>	<b>Media Spokesperson &amp; Policy Tracker</b>	<b>R. Sapra</b>			
<b>BIRT the Board of Directors approves the amended Media Spokesperson Policy and Procedure.</b>					
<b>BIFRT the Board of Directors approves the amended Policy Tracker. Move rahul second chris unanimous</b>					
<b>Moved</b>	R. Sapra	<b>Second</b>	C. Harasym	<b>Approved</b>	Unanimous

<b>Motion to accept the Committee Reports: items 8.1., 8.2., and 8.3.</b>					
<b>Moved</b>	M. Matyashin	<b>Second</b>	C. Harasym	<b>Approved</b>	Unanimous

**9. Confidential Session**

<b>Motion to go in camera.</b>					
<b>Time</b>	3:09PM	<b>Return</b>	3:28PM		
<b>Moved</b>	M. Matyashin	<b>Second</b>	C. Harasym		

**10. Inquiries and Other Business:**

<b>10.1.</b>	<b>Vice Chair Election</b>	<b>S. Chavez</b>			
No submissions. If anyone wants to put their name forward we could ask questions. R. Sapra puts his name forward.					
R. Sapra – I'm hoping this will help me with Governance Chairing, by allowing me to shadow Sebastian. I genuinely enjoy chairing Governance, and this would be a good way to improve my skills.					
<u>Questions:</u>					
C. Harasym – Having been a member of Governance, Rahul does an exceptional job chairing and should the need arise he would be capable in stepping into Sebastian's shoes. I'm relatively aware of all your commitments, how will you fit this into your already extraordinarily busy schedule?					
R. Sapra – I'm done all my assignments for the term. I'm very good at time management.					
<b>Motion to confirm R. Sapra as Vice Chair for the 2020-2021 year.</b>					
<b>Moved</b>	S. Chavez	<b>Second</b>	C. Harasym	<b>Approved</b>	Unanimous

**11. Adjournment of Public Meeting:**

<b>Motion to adjourn at 3:34PM.</b>					
<b>Moved</b>	R. Sapa	<b>Second</b>	C. Harasym	<b>Approved</b>	Unanimous