



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	August 15, 2021	Time	10:06AM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	R. Sapra	Location	InterContinental Hotel, Toronto

Attendees		Regrets
Board	R. Sapra, Chair V. Vijay, Finance Committee Chair M. Parkin, HR Committee Chair C. Harasym, Governance Committee Chair Z. Fakirani, USC President K. Arora, Director C. Balas, Director I. Berry, Director P. Liang, Director	
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 N. Szierer, Incoming USC Vice President Governance and Finance	
Recording Secretary	J. Higgins, Leadership Support Manager	

1. Call to Order:

The meeting was called to order a 10:06am.

2. Land Acknowledgement

3. Disclosures of Conflict of Interest:

R. Sapra is the Chair bringing forward changes to the Board Chair Terms of Reference.

4. Adoption of Agenda:

MOTION - M. Parkin motioned to adopt the agenda. I. Berry seconded the motion. The motion was approved.

5. Comments from the Chair:

R. Sapra welcomed everyone and is happy to be meeting in person.

6. USC Mission Moment:

Z. Fakirani spoke about the Executive alumni meetings held over the past week. It was a wonderful opportunity to hear about what has changed, and also what has remained the same. The strength of our alumni network, and thus our organization, shows the impact that the USC has.

7. Approval of Minutes:

7.1.	June 24, 2021 Minutes				
Motion to approve the minutes from the June 24, 2021 meeting.					
Moved	I. Berry	Second	P. Liang	Approved	Unanimous

8. Reports for Information:

8.1.	Executive & COO Report	Z. Fakirani & J. Armour
<p>J. Armour reviewed the return to work plan, vaccine validation, main office changes, full time staff updates, and union issues. J. Armour stated that his top priority right now is ensuring the consistency of the USC, and as such he needs to be heavily focused on the staff.</p> <p>P. Liang inquired what was temporary about the new management positions for web development and student interns. K. Pacheco stated that there is a learning curve to working at the USC, so we create positions in a temporary format. She continued that the positions are likely to be permanent, but it allows flexibility in the individuals. She explained that the Purple Store had a union member bump into the role recently and there was no one to train her; therefore, we are adding a management position for a year to see if the individual being bumped will apply and train her.</p> <p>Z. Fakirani provided updates on the alumni networking, and a team retreat in Blue Mountain where the Executive established some norms for the year. He included an update on Council and the recent issues with a lack of Councillor engagement. The Executive is proposing reforms at the August meeting. The first change is to split each Council meeting into two meetings. The first meeting would be to review the motions being presented, and then allow for a week of constituency engagement. The second meeting would be to vote on the motions. The other proposed change is to move the AGM date to the end of May to align with the Executive year. With the date as is, there is an issue of accountability and cross over of leadership. This would extend Council and Board terms from March to May. If approved at Council, there will need to be Board approval in September. We are trying to encourage engagement of the Councillors.</p> <p>C. Harasym inquired on if Councillors have been consulted. Z. Fakirani stated that it passed at the Governance and Finance Committee, and was made through results of a Councillor Feedback survey last year.</p>		

C. Harasym inquired if the issue of double voting at AGM has been corrected or if it remains an issue. Z. Fakirani stated that it is still an issue. C. Harasym was curious if it could be addressed as well. R. Sapra stated it should be left with Council. Z. Fakirani stated that he would bring it to his team for discussion.

M. Parkin inquired if there are any bylaws that need to be rewritten if we graduate in April. N. Soave stated that theoretically, yes, but that there wouldn't be a lot of governance work in May, and he doesn't foresee an issue. J. Armour stated that the bigger problem we are trying to fix, is the authority alignment, to keep the President accountable to Council until the end of their term.

V. Vijay inquired if the change in timeline will allow for the same shadowing and mentorship period. Z. Fakirani stated that shadowing and mentorship would still occur, but will force us to use the time more effectively.

J. Armour stated that sustainability and EDI will be standing items on the report. The CCDI report is not complete, but reviewed the conversations that have been had at the senior management level.

V. Vijay inquired if there is any tracking of the USC carbon footprint or if there are any goals for net neutrality. J. Armour stated that the UCC is Western's building and so is the custodial staff, so we need Western's practices to change. He continued that their new strategic plan is very committed to this and has been tasked to this, including analysis of the building. He elaborated that for the USC, the operations will be able to put forth the greatest impact.

V. Vijay inquired on the extent to which the USC can explore voluntary offset. J. Armour stated that there would be the need for a consultant to come in and do that audit for us.

J. Armour provided some bad news in terms of delay and cost of the renovations, but ensured that there is a plan and it's being managed.

Motion to accept the COO & Exec Report.

Moved	M. Parkin	Second	I. Berry	Approved	Unanimous
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9. Reports from Board Committees:

9.1.	HR Committee	M. Parkin
<p>M. Parkin summarized the HR Committee Report.</p> <p>P. Liang inquired on what development opportunities will be available. K. Pacheco stated that the schedule is still in development, but there will be imposter training, conflict management, some individual concerns that could help individual directors, also EDI training. She continued that a calendar will be released with everything, likely by September.</p> <p>K. Arora inquired if we plan to evaluate the efficacy of the training. M. Parkin inquired if there were surveys to gage that. K. Pacheco stated that the USC is testing that out on our Peer Support Training this week. She continued that Geoff Pimlatt has developed a short way to evaluate training, so we are</p>		

going to test it out on that group of 80 people. From that, we will implement the same system for the other training.

C. Harasym inquired on how CCDI was in terms of information and as a consultant. K. Pacheco stated that we will use the tactical plan to guide us this year, and our partnership on training is with them. Another part of that partnership is the ability to tailor an EDI session, we can do a webinar for a group of 1000 or we can do a tailored workshop to the fulltime staff. There is money within the budget.

9.2.	Finance Committee	V. Vijay
	<p>V. Vijay summarized the Finance Committee Report.</p> <p>R. Sapra inquired as to what the overpayment was with respect to the LTC. V. Macauley stated that we don't know if we underpay or overpay until year end when they send us the final fee schedule. She continued, that this year we overpaid because we overestimated enrollment, and in turn we will reduce our payment to in September. K. Pacheco continued that we complicated it further by adding a second semester option, and we worked with the Registrar daily, it should never be this complicated again.</p> <p>N. Szierer summarized the surplus recommendation report, and highlighted the recommendations on using the surplus to support students. He continued that funding for O-Week, PurpleFest, First Year Prom, etc. is intended to get the name of the USC out to students.</p> <p>R. Sapra highlighted the importance of our role in reviewing this decision. He clarified that the role of the Directors is not to decide how to use the money, but to make sure that how they spend that money is in line with the mission, vision and values of the USC.</p> <p>C. Harasym inquired if the capital budget has been increased for the future? N. Szierer stated that the \$600k isn't going into the capital plan, but to free up more space. V. Vijay stated that the \$600k will go back.</p> <p>C. Harasym inquired if this money has already been spent. J. Armour stated it's in the bank, as this bill likely won't arrive until the spring. He continued that we are asking to take that surplus cash, move it out of the operating account and temporarily into money market, as we want to have it available if we need it. C. Harasym stated that as cash management is a management function, and should not require Board approval. V. Macauley just stated it's for transparency. J. Armour stated that management and the Executive are regularly having these discussions. V. Macauley stated that we are a non-profit, so we don't budget for a large surplus but CRA does state that we can have a surplus as long as there is a plan for spending.</p> <p>K. Arora inquired on how these decisions were made and priorities were set in terms of the surplus allocation. She continued to inquire if there are other plans for the \$100k for O-Week if we don't use the full amount. N. Szierer stated that all of these recommendations are coming from the Executive with support from management. We believe the finalization of these spaces will be immensely valuable to those who access the clubs and peer support network. In terms of the programming costs, predominately discussed with the Executive and VPSSP. For the amount allocated for O-Week, if we don't use the full amount there is no alternative plan, but since it's available it could potentially be</p>	

rolled back. We do not foresee it all used during that period, just with the uncertainty, we wanted the buffer room without having to come back again and ask for more.					
9.2.1.	F2022 June Financial Statements				V. Vijay
BIRT the Board of Directors accept the F2022 June Financial Statements.					
Moved	V. Vijay	Second	P. Liang	Approved	Unanimous
9.2.2.	Financial Reporting Policy				V. Vijay
BIRT the Board of Directors approve the changes made to the Financial Reporting Policy.					
Moved	I. Berry	Second	V. Vijay	Approved	Unanimous
9.2.3.	Surplus Strategy				V. Vijay
BIRT the Board dissolves the previously approved motions for \$40,000 and \$600,000 of funding for the Clubs Space and Peer Support Centre demolitions and renovations as per the Surplus Strategy.					
BIFRT the Board approves \$300,000 to be allocated evenly between the F2022 and F2023 USC capitals plans to fund the completion of the Clubs Space and Peer Support Centre Renovations					
BIFRT the Board approves \$500,000 to be allocated to the Internally Restricted Reserve fund					
BIFRT the Board accepts the additional allocation recommendations from USC management					
Moved	I. Berry	Second	V. Vijay	Approved	Unanimous

9.3.	Governance Committee				C. Harasym	
C. Harasym summarized the Governance Committee Report. There were no questions.						
9.3.1.	Board Chair Terms of Reference				C. Harasym	
BIRT the Board of Directors approve the changes made to the Board Chair Terms of Reference.						
Moved	C. Harasym	Second	M. Parkin		Approved	Unanimous

Motion to accept the Committee Reports: items 9.1., 9.2., and 9.3.					
Moved	Z. Fakirani	Second	M. Parkin	Approved	Unanimous

10. Confidential Session

Motion to go in camera.					
Time	11:20am		Return	11:28am	
Moved	C. Harasym		Second	M. Parkin	

11. For Approval

11.1.	Executive Final Reports				
K. Pacheco stated that we have received all six final reports. She clarified that the Board’s role is the trust us to gather the reports, but we require approval for payment.					
BIRT the Board of Directors approve the 2020-2021 Executive Reports for payment as per the Interim & Final Reports Procedure.					
Moved	Z. Fakirani	Second	I. Berry	Approved	Unanimous

12. Inquiries and Other Business:

13. Adjournment of Public Meeting:

Motion to adjourn at 11:29am.
