



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	December 7, 2020	Time	3:30PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	S. Chavez	Location	Virtual
Recording Secretary	J. Higgins	Call to Order	3:35PM

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	Max – 7.1. – Residence Staff and works with the code at times. Friends in O-Staff and OCO.	

3. Changes to and Adoption of the Agenda:

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

4. Comments from the Chairperson:

Members of the Senior Management Team may come as observers to future meetings. Recruitment is underway, with our Nominating Committee meeting tomorrow and then interview in the new year. We have received 34 applications, distributed evenly among the faculties.

5. USC Mission Moment – J. Armour:

M. Reesor – The creation of the USC Study Space in the Mustang Lounge to help students. We asked for it and within a week we had space, graphics, and everything set up. The combination of student need,

the Executive noticing it, then going to the staff to execute so efficiently. We are proud of this, and the students are appreciating it.

6. Approval of Minutes November 6, 2020 Meeting:

Motion to approve the minutes from the November 6, 2020 Meeting.					
Moved	M. Parkin	Second	S. Ge	Approved	Unanimous

7. Reports for Information:

7.1.	Executive Report	M. Reesor
	<p>M. Reesor summarized the report provided to the Board of Directors. He highlighted the “Phoenix Concept” which he envisioned the USC returning better than when students left it before the pandemic; to be stronger, newer and better. The EDI component of the report will be discussed following questions of the rest of the report.</p> <p><u>Report Questions (No EDI):</u></p> <p>C. Harasym – What is your ideal state of Orientation?</p> <p>M. Reesor – The USC levies the fee, and it’s something we have always been responsible to produce, but it’s become muddled with too many hands in the pot. We are trying to lay out who is responsible for what and set some clear lines.</p> <p>R. Sapra – Could we have Board candidates sit in on the Election prep presentations as well?</p> <p>M. Reesor – They have already occurred.</p> <p>R. Sapra – Is there anything concerning that the Board should be aware of in terms of the extension of the holiday break?</p> <p>M. Reesor – We needed to pivot our legislative calendar to accommodate for people being home, and accessibility of this election is important. We wanted to ensure its all an even playing field, so we had to pass that at Council.</p> <p>S. Chavez – How is the manifesto and frameworks different from the current strategic plan?</p> <p>M. Reesor – The thought is a little more detail within the current strategic plan. Through the pillars and from that the framework we will provide the lens that we have the organization work through. It will also provide guidelines and a manual of how to run within those parameters. The main pillars will be EDI and Sustainability. From those frameworks we want policy papers and take those further to clearly outline of stances and position. Then further down will have each Exec team to complete a one-year tactical plan, which will be the roadmap we released this year. It allows each team to pick their priorities. That’s the entire concept.</p> <p>S. Chavez – A Strategic Plan is actionable and provides guidance to the Senior Managers and Board. If we don’t have mechanisms of how this is implemented and strategy, that’s a concern. It’s developing, but we need to understand the long term trajectory of the organization.</p>	

M. Reesor – We will keep that in account, and address that in January.

EDI Discussion

M. Reesor - This has felt daunting, in terms of where to start. We felt like we needed to address our roots and start somewhere before jumping in with actionable items.

K. Pacheco – For the past two years, this conversation has been ongoing in terms of where to start with EDI. Michael Bach is a leader in diversity and inclusion, and he highlighted a lot of issues that we had, and we set up a meeting to discuss our specific issues. He was helpful in giving tips, and he picked up on our structure very quickly, which is our downside when working with consultants. He makes people feel comfortable when discussing EDI. All our EDI goals will not be completed, but to have a business plan to stand behind, and to have this Executive finish the framework is our primary goal. We spoke about where the responsibility should lie, and he thinks it should stay with Jeff.

J. Armour - We want to start this on January 1st. This will be a yearly review to bring in the change slowly and carefully.

M. Reesor – With us introducing the frameworks, we are hoping they will live annually. This will lead us a good way forward.

EDI Questions

S. Chavez – What are the reasons for the variance in cost and what will affect the final number?

K. Pacheco – All costs are based on the per hour rate of the consultant. It depends how involved we want them to be and how long it takes to speak to all relevant parties. With the USC, we have a lot of information to provide them with, and I'd imagine we would be in the middle, based on the amount of work and stakeholders. There was some consideration on the short time line to be complete by May.

S. Chavez – What does the service level look like from low to high? I'm hesitant to release the full \$60,000 without knowing the value for that.

K. Pacheco – We can negotiate a cost where we are comfortable, and can make sure the contract reflects a certain amount. This quote was put together quickly to have something in time for the Board Meeting. There has not been any negotiation yet. The best thing would be the Board to let us know what they're comfortable with, then him seeing what he can do with that amount and we do some of the leg work ourselves.

J. Armour – Is it possible to approve it as it is, and bring back a full plan in January with exactly it will look like? We just want some leg room before the next Board meeting at the end of January. It's not like we write a cheque tomorrow and that's it, this will continue for the year.

S. Ge – I agree with Jeff. Timeliness is important and get started as soon as possible. Is there a system in place to assess the effectiveness of the consultant process? Like internal controls or feedback system?

K. Pacheco – A lot will have to do with measurements that come down the line like short, middle and long term goals. A lot of initiatives in the past had no way to follow up, and he did speak for

mechanisms for that like a business plan on how to measure it after. To measure the actual consultancy that will be up to us to implement the things they recommend and to measure. A mini plan (framework) will be established, and making goals then measuring. It would be akin to the Board, set goals on where we need to be and then find a way to measure it.

S. Ge – If we approve a consultancy for EDI, its important that it proves to be effective. We want to see a tangible change and have a feedback or assessment system in place throughout the course, or at least before the consultancy ends. When it ends we should have a plan to implement and we will know it will be effective before we end the consultancy. Keep it a fluid conversation.

J. Armour – We want to test how effective it's being. The goal might be in different phases of the project, but the first thing will be the experience and right now there might be a barrier to them even interfacing or interacting with the USC. We need to get as many of those groups involved, then figure out how we can do things better. That's the most challenging piece, and why it's a wide range, he needs to learn more about what it is to engage with all students at Western. Then we will ask them to grade us.

N. Bottger-Malaga – The plan and proposal is based on a statement of work that has already been outlined, and we are looking at January to May. Are we expecting any mid point, or just a final?

M. Reesor – The hope is to have something to hand off to my successors in May. This doesn't need to be over in May, if we are finding them helpful. The midterm report, we didn't have anything planned, given we are on a tight schedule as is. We can happily have a two-month review in February/March of how the framework is coming along. We don't have a mid term evaluation confirmed or considered.

N. Bottger-Malaga – That might be helpful for them to provide something to show they're moving along properly.

J. Armour – We can definitely include that in the statement of work. Each consultant will likely provide a report, but we can bring that back.

S. Chavez motioned an amendment to the original motion, BIRT Board of Directors approve spending of up to \$60,000 from preapproved funds towards a consultancy agreement with CCDI with regular updates provided to the relevant committee of the Board, to BIRT the Board of Directors approve spending of up to \$40,000 from pre-approved funds towards a consultancy agreement with CCDI, with the Board reviewing the total amount approved once a complete engagement plan and estimate of costs is presented. This amendment was seconded by M. Matyashin. The amendment was approved by a vote of 7 to 2.

C. Harasym – I voted against the amendment, as I found \$60,000 to be reasonable to approve. The extra step of coming back for a second approval, which will very likely be approved, is just extra work. I think it's a justifiable spend, and a one time cost for an important thing. I can't contemplate a situation where this adds anything but an extra procedural step.

M. Matyashin – I would like to see a plan before we commit to spending all \$60,000 of the funds. If we get a lackluster plan, there is a lot that can happen, I don't expect it to but because of that

possibility I want to add a check and balance.

R. Sapra – I’m partial to Chris, if we think it’s going to be bad, why are we giving them money in the first place? We are just authorizing staff to spend if you see fit. It just seems funny to cap it at \$40,000 and not the full \$60,000. CCDI looks like they provide considerable value. The challenge with consultants and the USC, is understanding the intricacies of the organization, and it seems like they understand quite well. I’m good with the full \$60,000 off the bat.

C. Harasym – I understand Maxim’s point, but I have faith that Jeff and Karla will not spend money on ineffective consultants. They have shown they can be trusted. If it’s not productive that’s a management decision to make. Us being able to pull the plug doesn’t add enough risk mitigation.

S. Chavez – For me it’s balancing expediency with fiduciary duty. There is a difference between \$40,000 and \$60,000. I’m uncomfortable releasing the full amount until I know how it will be used and what it will cover. There is a need for expediency, so I’m open to release some money, but I would like to err on the side of caution until we have a clear understanding of the work plan and costs involved.

S. Ge – Is it stopping at \$40,000 going to cause a problem? They wouldn’t spend all of that by January anyways. I would predict \$40,000 would be more than enough to get through to the next round of fund approval.

J. Armour – It’s a good Board debate. As long as we are not going to the side of not signing an engagement letter. I want to get us from A to B. There are so many people who oversee and consult on this. It will have the oversight, its just if the Board wants to make that statement of go for it, or go for it and check or don’t do it. As long as we can go forward.

K. Pacheco – We pushed Michael to have this ready for the Board meeting. We can get more details. Without knowing how the plan is working in his head its hard for me to give my opinion. He is waiting to hear from us. I can get more information for the Board and send that out and we can go from there. I’m confident before the break he could have something with more detail.

S. Chavez – For me it’s just more prudent to wait and see what the full engagement looks like before releasing the full amount. Balance the expediency with the prudence and fiduciary duty.

M. Reesor – I voted in favour of the amendment, I have no doubt that Karla and Jeff will take us down a good path. In terms of \$40,000 instead of \$60,000, its just dipping our toes in first. I feel confident that we are in a good path regardless.

S. Chavez motioned the approved amended motion, BIRT the Board of Directors approve spending of up to \$40,000 from pre-approved funds towards a consultancy agreement with CCDI, with the Board reviewing the total amount approved once a complete engagement plan and estimate of costs is presented. It was seconded by M. Matyashin. The motion was approved unanimously.

7.2.	COO Report	J. Armour
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We are still in a modified Phase 3 for the University which is already the provincial guideline of Orange, so nothing has changed at Western.

Questions:

M. Matyashin – What steps have we taken in the Mustang Lounge to ensure safety, and what risk do we have from spread or outbreak in the Lounge?

J. Armour – It is staffed, and treated like a space to book. All spaces are distanced, masks are required, each space is cleaned after use and we keep records for contact tracing. We have received Western’s support, as they sent their health and safety person to review. We are compliant. As with most things, the best way to protect ourselves is to wrap ourselves around the University and get their approval, then we are in it together.

Motion to accept the COO & Exec Report.

Moved	R. Sapra	Second	S. Ge	Approved	Unanimous
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8. Reports from Board Committees:

8.1.	HR Committee	M. Matyashin
M. Matyashin summarized his report. There were no questions.		

8.2.	Finance Committee	S. Ge
S. Ge summarized her report. There were no questions.		

8.2.1.	F2020 September & October Financial Statements	S. Ge
BIRT the Board of Directors accept the F2020 September & October Financial Statements.		

Moved	R. Sapra	Second	S. Ge	Approved	Unanimous
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8.2.2.	Grants Fund Policy	S. Ge
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BIRT the Board of Directors approve the removal of the Grants Fund Policy from under the Board Policy Manual.

Moved	M. Parkin	Second	S. Ge	Approved	Unanimous
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8.2.3.	USC Short Term Capital Budget	S. Ge
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BIRT that the USC Board of Director

Moved	S. Ge	Second	R. Sapra	Approved	Unanimous
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8.3.	Governance Committee	R. Sapra
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R. Sapra summarized his report.

Questions:

M. Matyashin – What is the proposed change to Bylaw-2?

M. St.Pierre – The first is removing the violation policy stuff to it’s own policy and out of the bylaw. The other was force majeure clause, and if anything exponential happened, EGC has the power to make changes along with the bylaw jurisdiction with Council having overarching authority.

R. Sapra motioned to amend the motion attached to the agenda, to be BIRT the Board of Directors approve the amendments to Bylaw-2. C. Harasym seconded the motion. The motion was approved as amended.

8.3.1.	By-law 2 Approval					R. Sapra
BIRT the Board of Directors approve the amendments to Bylaw-2.						
Moved	C. Harasym	Second	R. Sapra	Approved	Unanimous	

Motion to accept the Committee Reports: items 8.1., 8.2., and 8.3.

Moved	M. Parkin	Second	S. Ge	Approved	Unanimous	
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9. Confidential Session

Motion to go in camera.

Time	5:11PM	Return	5:13PM	
Moved	C. Harasym	Second	M. Parkin	

10. Inquiries and Other Business:

11. Adjournment of Public Meeting:

Motion to adjourn at 5:13PM.

Moved	R. Sapra	Second	C. Harasym	Approved	Unanimous	
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