



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	August 30, 2022	Time	5:00pm
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	P. Liang	Location	Virtual

Attendees		Regrets
Board	P. Liang, Chair K. Arora, Governance Committee Chair C. Balas, HR Committee Chair A. Chen, Finance Committee Chair E. Garnder, USC President I. Berry J. Liu R. Mohamad K. Henricus	K. Henricus
Management	J. Armour, COO K. Pacheco, Senior Manager People and Development E. Biswurm, VP Governance and Finance	V. Macauley N. Soave
Recording Secretary	J. Higgins, Leadership Support Manager	
Guests	D. Foster, Legal Representative, McKenzie Lake J. Oware, USC Finance Manager	

1. Call to Order:

The meeting was called to order at 5:07pm.

2. Land Acknowledgement

3. Disclosures of Conflict of Interest:

There were no disclosures of conflict of interest.

4. Adoption of Agenda:

Motion – A. Chen motioned to approve the agenda. C. Balas seconded the motion. The motion was approved.

5. Comments from the Chair:

Excited to have this year start up and see everyone back in person. I think we'll all have a great school year and after the retreat we know everyone better, and we will continue to grow together this year.

6. USC Mission Moment:

J. Armour provided this month’s mission moment. He provided an introduction for Juliet Oware, the new USC Finance Manager and David Foster, our legal representative who took over following John McNair’s retirement. He continued to share about an experience with his EMBA, and the importance of connecting your purpose to what you do everyday.

7. Approval of Minutes:

7.1.	July 17, 2022 Meeting Minutes
Motion to approve the minutes from the July 17, 2022 meeting. C. Balas motioned to approve. J. Liu seconded the motion. The motion was approved.	

8. Confidential Session

Motion to go in camera.					
Time	5:15pm	Return	6:19pm		
Moved	A. Chen	Second	K. Arora		
8.1.	Board Mandate of Support Amendments			P. Liang	
Motion to approve the amended mandate of support, as determined in the confidential session.					
Moved	I. Berry	Second	J. Liu	Approved	Unanimous

9. Reports for Information:

9.1.	Executive & COO Report	J. Armour & E. Gardner			
<p>J. Armour summarized the staff hiring and culture updates from the report. E. Gardner summarized the Orientation portion of the report.</p> <p>P. Liang inquired if there were any risks to the USC regarding the mask and vaccine mandates. E. Gardner stated that Western announced their policy last week, and there has definitely been concern from students, but largely the vocal concern has been from non-students. He highlighted the difficulty of sifting through the information. He provided an example that the USC sent out a survey and received 6000 responses, however the majority were not students, many are not even from Ontario or Canada. He stated that at tomorrow’s Council Meeting, there will be a vote in support or opposition to the mandates, but there should not be any direct impact to the Board.</p> <p>K. Arora requested some information on what the student perspective is on the mandates. E. Gardner stated that those against the mandates appear to be a vocal minority, while the majority of the students don’t care one way or the other. J. Armour stated that for USC staff, the mask mandate does not affect us as we hold no educational space. He continued that everyone already has three or four doses, and on the corporate side we do not foresee any push back. K. Pacheco stated that this pressure is coming from UWOFA members do not want to be teaching in spaces without masks, so the position they’re in with having faculty not wanting to teach without PPE, just another angle to consider. J. Armour clarified that the motion of Council does not affect us, as the organization is separate from the actions of Council.</p>					

10. Reports from Board Committees:

10.1.	HR Committee	C. Balas
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C. Balas summarized the HR Report. She stated that the current Org Structure has been provided in the meeting documents for the Board to review.

C. Balas inquired if the Directors would prefer the structure to be reviewed through HR Committee, specifically Gap Analysis, or in the COO Report. There were no questions, so the Directors will review, and move forward with the process through HR Committee. K. Pacheco stated this came out of Jeff's Performance Assessment at BOCO, as they wanted to follow up and provide that context.

P. Liang stated that a presentation would be helpful to clarify. K. Pacheco stated that Gap Analysis will come up in November, but Jeff can lead this in the next meeting for how all these departments work and will provide more contextual knowledge prior to the Gap Analysis. J. Armour stated that he will explain at a high level which each bucket looks like, as opposed to what the Café Supervisor at the Spoke does. P. Liang stated that the key relationship highlights would be most helpful to the Board.

K. Pacheco stated that Western would be validating all part-time staff's vaccine's, and in turn this will validate them as students as well. Our full-time staff heard the news last week, and there were no complaints, and we do not anticipate any issues.

10.2.	Finance Committee				A. Chen
A. Chen summarized the Finance Committee Report.					
K. Arora inquired how a living wage of \$16.55/hour for part-time staff would affect our financials. J. Armour stated that in the short term, we would see an impact through our salary contingency line. He continued that what we have in our cash flow will compensate for that. He continued that this will create a variance, which will need to be tracked and allocated, but it will be manageable. He stated that longer term, that some of that money will need to be built into our services and initiatives and some of it we will be able to compensate for.					
10.2.1.	F2023 June Financial Statements				A. Chen
BIRT the Board of Directors accept the F2023 June Financial Statements.					
Moved	I. Berry	Second	J. Liu	Approved	Unanimous

10.3.	Governance Committee				K. Arora
K. Arora summarized the Governance Committee Report. There were no questions.					
10.3.1.	Appeals Board Final Report				K. Arora
BIRT the Board of Directors accept the final report provided by the Appeals Board Chair, Will Fawcett.					
Moved	R. Mohamed	Second	K. Arora	Approved	Unanimous

Motion to accept the reports provided by the Executive/COO, HR Committee, Finance Committee and Governance Committee.					
Moved	J. Liu	Second	I. Berry	Approved	Unanimous

11. For Decision

11.1.	2021-2022 Executive Final Reports				K. Pacheco
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BIRT the USC Board of Directors accept the 2021-2022 Executive Reports for payment as per the Interim & Final Reports Procedure.

Moved	R. Mohamed	Second	I. Berry	Approved	Unanimous
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12. Inquiries and Other Business:

13. Motion to adjourn at 7:04pm. C. Balas motioned to adjourn. I. Berry seconded the motion. The motion was approved.