



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	July 16, 2023	Time	10:00am
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	K. Henricus	Location	Boardroom

Attendees		Regrets
Board	K. Henricus, Chair A. Chen, Governance Committee Chair R. Mohamed, HR Committee Chair J. Liu, Finance Committee Chair S. Ajak, USC President G. Wu S. Rambharack A. Vafaei	
Management	J. Armour, COO K. Pacheco, Senior Manager People and Development M. Kamphuis, Senior Manager Advocacy and Government Services	
Recording Secretary	J. Higgins, Leadership Support Manager	
Guests		

1. Call to Order:

The meeting was called to order at 10:30am.

2. Land Acknowledgement

3. Disclosures of Conflict of Interest:

There were no disclosures of conflict of interest.

4. Adoption of Agenda:

Motion – R. Mohamed motioned to approve the agenda. J. Liu seconded the motion. The motion was approved.

5. Comments from the Chair:

K. Henricus wished a happy first board meeting to everyone!

6. USC Mission Moment: J. Armour took the opportunity to speak to our mission moment and why we do it. We centre ourselves on what we are here to discuss and our purpose. I was moved on Friday, going back 15 years ago when we split the Board from Council and the Executive and seeing it's growth. Seeing all the directors and all those people who volunteered their time. Everyone is here to enhance

the undergraduate experience because they believe our mission. It's a give and get relationship and I'm proud to be a part of it. It's not often we take time to reflect as the wheel never stops spinning, but moments like at our Board Alumni event make you go wow, this is awesome.

7. Approval of Minutes:

7.1.	March 31, 2023 Meeting Minutes
Motion to approve the minutes from the March 31, 2023 meeting. J. Liu motioned to approve. R. Mohamed seconded the motion. The motion was approved. [S. Rambharack, G. Wu and A. Vafaei abstain]	
7.2.	June 1, 2023 Meeting Minutes
Motion to approve the minutes from the June 1, 2023 meeting. J. Liu motioned to approve. R. Mohamed seconded the motion. The motion was approved.	

8. Reports for Information:

8.1.	Executive & COO Report	J. Armour & E. Gardner
<p>J. Armour and S. Ajak summarized their report.</p> <p>K. Henricus inquired on the transition period of the PurpleCare Trustees and whether their training could be moved earlier to alleviate that gap. K. Pacheco stated that unofficially, the outgoing trustees will remain active until the incoming team is trained, so in this situation the outgoing Trustees were informed. Next year the term might end August 1st. We used to do virtual training which could be done anytime, but we wanted an in person session this year. J. Armour emphasized that we haven't spoken with one upset student regarding the data breach.</p> <p>J. Liu inquired if we had a lot of tenant options and we picked the Dugout for the fit of it. J. Armour stated that many businesses were hesitant to grow following COVID. Intentionally, split out how we spend our dollars in our heads, we use earned revenue as opposed to fees. When we have empty spots and we're intentionally looking for spots that fit into what we need and what we do. If we put a service there and lose the tenant revenue, it's a comparison of it it's worth it. K. Pacheco spoke to storage, as we did a space audit as the senior management team and we have no plan for storing anything and students come with a lot of stuff. All the events we do require storage. We were hesitant to bring in a new tenant, but this one has a plan for the summer and it fit with Sunday's platform.</p> <p>R. Mohamed asked what training or USC knowledge tenants have to adhere to. J. Armour stated that they sign a tenant's lease, and are set up as an associate person at Western (giving them WiFi, parking, and an email), so Western takes on the liability for that. There is no employee relationship, they sign off on their affiliation with Western, they share in that in their lease.</p> <p>R. Mohamed vintage clothing stores pull from anywhere. She inquired if there a reputation risk of something vulgar or something that doesn't align with the USC's values goes up on the wall. J. Armour stated that he would like to have a manager that checks in with the tenants and can spot issues before students. The goal would be to flag issues, and then inform them it's not appropriate, and they'll get used to our parameters. That's something we need to do better, to give our tenants more service.</p>		

K. Henricus inquired if Western administration has given any indication of high level changes they will want to institute for OWeek 2023. S. Ajak stated that they are looking to restructure the One Love program to make it less triggering and more supportive, and after lots of discussion we were able to successfully structure that. That event is being rebranded and will be called Welcome Waves, similar content but more supportive feel. That has been the biggest point of contention thus far, but overall they have been open to our suggestions and feedback with no big clashes.

9. Reports from Board Committees:

9.1.	Governance Committee			A. Chen	
A. Chen summarized the Governance Committee Report . There were no questions.					
9.1.1.	Appeals Board Terms of Reference Amendment			A. Chen	
BIRT the Board of Directors approve the amendments made to the Appeals Board Terms of Reference.					
Moved	S. Rambharack	Second	G. Wu	Approved	Unanimous

9.2.	Finance Committee			J. Liu	
J. Liu summarized the Finance Committee Report .					
<p>R. Mohamed inquired on the internal controls for the payable to club’s/faculty councils section, as the number gets higher due to the robust clubs system. J. Liu stated Clubs has a clear procedure to access their bank account with us and it comes out in cheques. J. Armour stated that we do predeterminations in advance, and make it clear that the money is set aside internally to make sure they don’t overspend, which is communicated through the club presidents. That mechanism might need to be improved upon or easier for the clubs to do events, especially if we want to grow clubs.</p> <p>R. Mohamed stated that events and galas are very expensive, and inquired if there controls for clubs that book events externally. J. Armour stated that there is a check list for venues to have a determination, but once they are outside our doors we can’t prevent damage or overspending, as there’s only so much we can control. The space audit is our attempt to service more clubs in a non-linear fashion.</p> <p>R. Mohamed inquired what software was purchased as part of the legal software/audit increase. J. Armour that during his EMBA he learned that the digital absorptive capacity of an organization will be a limiting factor in an organizations ability to grow. If there is pushback from members of the organization on a software that can make us better, we need a higher capacity. There is a lot more legal advice now, these are growth things in new world environment and we need to budget more as this isn’t going to change. K. Pacheco we are paying from our corporate legal lines for Clubs investigations, and those take a long time.</p> <p>R. Mohamed inquired if there any focuses in our investment portfolio. J. Armour stated the original strategy on investment was to buy shares in the companies we wanted to change. Zamir changed that goal to avoid all companies with drills in the ground. Our investors at TD were given 3 years to get out, and we have about one more year to fully divest. K. Henricus stated everyone should try to attend the Investment meeting at Finance Committee.</p>					

K. Henricus inquired if Free the Dot has no money because of the funding received from Western. J. Armour confirmed this, and stated the money is just in a separate account.

K. Henricus inquired on how successful the transition has been from VP Governance and Finance to VP Student Services. S. Ajak stated Bianca Gouveia is the perfect person for this new role. She has been phenomenal in preparing the students through Peer Support, Food Support and Free the Dot. J. Armour stated that we are now one organization, not a corporate and political side, the President gets the budget passed through Board and Council and presents to Board of Governors. The finance role was not resounding with purpose, there is no pillar in the strategic plan for student finances, but student services is there. K. Pacheco stated we might have more money in the budget next year for training and development in those portfolios.

9.2.1.	F2023 Q4 Financial Statements			J. Liu	
BIRT the Board of Directors accept the F2023 Q4 Financial Statements.					
Moved	A. Chen	Second	J. Liu	Approved	Unanimous

9.3.	HR Committee			R. Mohamed	
R. Mohamed summarized the HR Committee Report .					
J. Liu inquired we have unions aside fro part-time productions. K. Pacheco stated that our CBA with the full-time bargaining unit expires in 2025, so this is it for now.					
9.3.1.	Interim and Final Reports Procedure Amendment			R. Mohamed	
BIRT the Board of Directors approve the amendments made to the Interim and Final Reports Procedure.					
Moved	S. Rambharack	Second	S. Ajak	Approved	Unanimous

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

10. Confidential Session

Motion to go in camera.					
Time	12:12pm		Return	1:25pm	
Moved	S. Rambharack		Second	G. Wu	

11. For Decision:

11.1.	COO Performance Appraisal			K. Pacheco	
BIRT the Board of Directors accept the COO Performance Appraisal as presented in the confidential session.					
BIFRT the Board of Directors approve the COO Compensation Strategy.					
BIFRT the Board of Directors task Karla Pacheco to provide a recommendation on the management pay structure.					
Moved	A. Chen	Second	J. Liu	Approved	Unanimous

12. Inquiries and Other Business:

13. Motion to adjourn at 1:26pm. S. Rambharack motioned to adjourn. S. Ajak seconded the motion. The motion was approved.