



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	February 2, 2024	Time	1:30pm
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	K. Henricus	Location	Boardroom

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

1. Call to Order:

The meeting was called to order at 1:33pm.

2. Land Acknowledgement

3. Disclosures of Conflict of Interest:

There were no disclosures of conflict of interest.

4. Adoption of Agenda:

Motion – E. Berry motioned to approve the agenda. S. Rambharack seconded the motion. The motion was approved.

5. Comments from the Chair: Let me know if you need a break. Welcome back in person to Razan. Enjoying the full room today and hearing from everyone.

6. USC Mission Moment: S. Ajak spoke to the current election season. He spoke positively to the support to the CRO/DRO and that he has heard nothing but positive feedback to the election season. He thanked the Board and the staff for the policy and improvements that have been made.

7. Approval of Minutes:

7.1.	November 21, 2023
Grace’s name is spelt incorrectly in adopting the agenda. Motion to approve the minutes from the November 21, 2023 meeting. A. Vafaei motioned to approve. J. Liu seconded the motion. The motion was approved.	
7.2.	January 12, 2024 Meeting Minutes
Motion to approve the minutes from the January 12, 2024 meeting. S. Rambharack motioned to approve. J. Liu seconded the motion. The motion was approved.	

8. Reports for Information:

8.1.	Executive & COO Report	J. Armour & S. Ajak
<p>J. Armour and S. Ajak summarized the COO & Executive Report. K. Pacheco spoke to the impact elections can have on the candidate’s mental health, and explained how to support them we have provided them with access to the USC’s EAP program. She also spoke to the work done by the EDI Committee and how it has resulted in the development of the upcoming Inspire Conference. S. Ajak highlighted the advocacy pillar items.</p> <p>J. Liu inquired on the international student visa cap and whether or not that will affect USC fees in the future. J. Armour stated that Western will continue to max their enrollment, even if there are fewer international students, so the impact to us will be negligible.</p> <p>J.Liu inquired if there have been any successes in our advocacy on housing affordability. M. Kamphuis stated that while universities will not have access the newly announced housing accelerator fund, the piece harder to influence is the logistics, but in terms of trying to create more options and funding we have been able to cash in a bit that way.</p> <p>K. Henricus provided her thanks to VPOP and VPUA for their good work.</p>		

9. Reports from Board Committees:

9.1.	Governance Committee	A. Vafaei
A. Vafaei summarized the Governance Committee Report .		
9.1.1.	Media Spokesperson Policy	A. Vafaei
<p>S. Rambharack inquired on how people distinguish who has speaking authority. K. Henricus stated that there are spokespeople on behalf of the organization. She continued that this is just to confirm and make it clear that only these people should speak on behalf of the organization. M. Kamphuis stated that we are not worried about the language people use to say no, but for people to understand that if you are not authorized to speak, that you shouldn’t. K. Pacheco stated that all Interns, AVPs, Coordinators and full-time staff are trained on it each year, so people know they shouldn’t speak if they are approached.</p>		

BIRT that the Board of Directors approve the amendments to the Media Spokesperson Policy .					
Moved	E. Berry	Second	S. Rambharack	Approved	Unanimous
9.1.2.	Agenda Subcommittee Terms of Reference			A. Vafaei	
BIRT that the Board of Directors approve the amendments to the Agenda Subcommittee Terms of Reference .					
Moved	A. Vafaei	Second	R. Mohamed	Approved	Unanimous

9.2.	Finance Committee			J. Liu	
J. Liu summarized the Finance Committee Report .					
9.2.1.	F2024 Q2 Financial Statements			J. Liu	
S. Rambharack inquired on reduced income in Productions. J. Armour stated the importance of weighing student use and service versus for profit bookings.					
R. Mohamed requested a clarification on the operating profit numbers. J. Liu determined it was a typo that would be adjusted.					
BIRT that the Board of Directors accept the F2024 Q2 Financial Statements .					
Moved	S. Rambharack	Second	R. Mohamed	Approved	Unanimous

9.3.	HR Committee			R. Mohamed	
R. Mohamed summarized the HR Committee Report .					
K. Henricus inquired on the reason behind removing the wellness policy. K. Pacheco stated it was an outdated committee that was not in use, and it likely should not have been a policy in the first place. She continued that wellness initiatives shouldn't sit at the Board level, as it's more just something we do rather than a high level item.					
J. Liu inquired if a procedure was going to take the place of this policy. K. Pacheco stated that she doesn't think it belongs on the health and safety side in terms of compliance. She offered a report back regarding USC wellness initiatives, but clarified that they are investments in the culture and allowing staff to do what they want on their own. <i>Task Karla to bring forward a report on what it looks like now that the policy has been removed.</i>					
9.3.1.	Health & Safety/Human Resources Policy Review			R. Mohamed	
BIRT the Board of Directors approve the updates in the Health & Safety/Human Resources Policy Review .					
Moved	E. Berry	Second	S. Rambharack	Approved	unanimous

11.4.	Gazette Publishing Committee Report			E. Berry	
E. Berry summarized the GPC Report . There were no questions in the public meeting.					

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

10. Confidential Session

Motion to go in camera.			
Time	2:20pm	Return	4:09pm
Moved	S. Ajak	Second	R. Mohamed

11. For Decision:

11.1.	COO Performance Appraisal			S. Ajak	
BIRT the Board of Directors accept the COO Performance Appraisal, as discussed in the confidential session.					
Moved	S. Rambharack	Second	E. Berry	Approved	Unanimous
11.2.	Gap Analysis			K. Pacheco	
BIRT the Board of Directors accept the Gap Analysis, as discussed in the confidential session.					
Moved	A. Vafaei	Second	R. Mohamed	Approved	Unanimous
11.3.	Governance Committee Chair Election			K. Henricus	
BIRT the Board of Directors approve the election of Alex Vafaei to sit as Governance Committee Chair following Annie Chen stepping down from the role.					
Moved	S. Rambharack	Second	J. Liu	Approved	Unanimous

12. Inquiries and Other Business:

13. Motion to adjourn at 4:13pm. E. Berry motioned to adjourn. J. Liu seconded the motion. The motion was approved.