



## BOARD OF DIRECTORS – MEETING MINUTES

<b>Meeting Date</b>	November 21, 2023	<b>Time</b>	3:34pm
<b>Meeting Title</b>	Board Meeting	<b>Type</b>	Regular
<b>Meeting Chair</b>	K. Henricus	<b>Location</b>	Boardroom

<b>Attendees</b>		<b>Regrets</b>
<b>Board</b>	K. Henricus, Chair R. Mohamed, HR Committee Chair J. Liu, Finance Committee Chair S. Ajak, USC President G. Wu A. Vafaei E. Berry	A. Chen S. Rambharack
<b>Management</b>	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	
<b>Recording Secretary</b>	J. Higgins, Leadership Support Manager	
<b>Guests</b>	D. Parmar & J. Costa, PwC D. Murray, Executive Assistant	

### 1. Call to Order:

The meeting was called to order at 3:34pm.

### 2. Land Acknowledgement

### 3. Disclosures of Conflict of Interest:

There were no disclosures of conflict of interest.

### 4. Adoption of Agenda:

**Motion** – G. Lu motioned to approve the agenda. A. Vafaei seconded the motion. The motion was approved.

**5. Comments from the Chair:** Attended Campaign School and feels like our democracy is in good hands. There was a great turn out, and a huge risk for us is if people don't run, so it's great to see people from many faculties there.

**6. USC Mission Moment:** J. Armour provided his mission moment regarding Campaign School and echoed K. Henricus’ sentiment regarding the success of the program. He cannot say enough how impressed he was with the number of people, the questions, and the clear planning of the day. He stated that we could sit back and relax as everything is in order but we continue to push forward doing great things. Secondly, the response for this week’s Purple Week programming and hearing the excitement from the student on the activities that were missed for some upper year students during the COVID-19 pandemic.

**7. For Decision:**

<b>7.1.</b>	<b>F2023 Audited Statements</b>	<b>D. Parmar &amp; J. Costa</b>			
<p>D. Parmar outlined the process and summarized the <a href="#">F2023 Audited Statements</a>. J. Costa reviewed the significant risks that they are required to check, and there were no exceptions to report back on. J. Costa reviewed the audit findings, and any unadjusted findings which are consistent with prior year and not a cause for concern. D. Parmar stated that there is no fraud that they found this year, and informed the Directors to go to them if they have fraud concern in the future. D. Parmar asked the Directors if they are aware of any fraud in the organization. There was no concern for fraud.</p> <p>J. Liu inquired on the adjusted and unadjusted items and wanted to know the reasoning on which to adjust and which not to adjust, as they look similar. J. Costa stated the last two impact net assets, which impact opening balance net assets, and relates to a prior year and would be corrected in this year. D. Parmar stated if it was material they would restate the comparative figures and note a correction of error, and there is more that goes along with it that occurs for material errors.</p> <p>J. Liu inquired on the adjusted versus unadjusted items for the health and dental plan. J. Costa stated that historically it’s unadjusted as it’s not material to the statements in this year. D. Parmar stated that it is more of a reclassification and doesn’t change the material numbers.</p> <p>G. Wu inquired on how they arrived at the material level that was used. D. Parmar stated that they used audit standards, which is 3% of revenue which is allocated as materiality.</p>					
<b>**Motion after confidential session** BIRT the Board of Directors accepts the F2023 Audited Statements. Ethan berry abstained.</b>					
<b>Moved</b>	A. Vafaei	<b>Second</b>	J. Liu	<b>Approved</b>	Unanimous

**8. Confidential Session**

<b>Motion to go in camera.</b>			
<b>Time</b>	4:10pm	<b>Return</b>	4:19pm
<b>Moved</b>	J. Liu	<b>Second</b>	A. Vafaei

**9. Approval of Minutes:**

<b>9.1.</b>	<b>October 11, 2023 Meeting Minutes</b>		
<b>Motion to approve the minutes from the October 11, 2023 meeting. E. Berry motioned to approve. A Vafaei seconded the motion. The motion was approved.</b>			

**10. Reports for Information:**

10.1.	Executive & COO Report	J. Armour & S. Ajak
<p>J. Armour and S. Ajak summarized the <a href="#">COO &amp; Executive Report</a>. S. Ajak highlighted that we have reorganized the report to reflect the USC's pillars.</p> <p>K. Henricus inquired on our role with UCRU. M. Kamphuis stated that we are members but they don't have any fulltime staff, so it's difficult for them to do research effectively. She continued that CASA has more staff and resources to do their advocacy work.</p> <p>K. Henricus inquired whether or not the USC had an entrepreneurship business supporting entity. K. Pacheco state that yes, it was a program called Biz Inc. that operated out of a room in our basement, and now it's grown to a building next door.</p> <p>J. Liu inquired on whether the Morrissette Institute for Entrepreneurship partnership would be for this year or next school year. S. Ajak stated that his goal is for this year with a launch in mid January with training from the institute for those who want to get involved. He continues that from there they can do a Dragon's Den sort of experience for us to provide support for them to launch next year.</p> <p>G. Wu inquired on how the integration of Brescia clubs into the USC system would work if there was overlap. S. Ajak stated that it will be up to the Clubs Executives to decide. He continued that there are a lot of loose ends, but an overarching promise was made that we'll allow them to keep the club if they want to. J. Armour stated that phase one is how to legally close out this situation. He continued that once that's done, we can see how it looks like to preserve the spirit of Brescia. At the end of the day, they are undergraduates and we are supporting them.</p>		

## 11. Reports from Board Committees:

11.1.	Governance Committee	A. Chen
<p>A. Vafaei summarized the <a href="#">Governance Committee Report</a>.</p> <p>K. Henricus clarified that the advertising policy does not affect the Gazette.</p> <p>K. Henricus disclosed that she sits on Senate and the elections for student Senators are run through the USC, but Senate as a body sits under Western. She is considering running again on Senate and doesn't know if she should be voting on elections policy. She stated that anyone considering running for another position likely shouldn't vote on elections policy. K. Henricus will abstain from elections vote.</p> <p>K. Pacheco stated that we are getting ready to send the leave of absence policy out to the organization and we should have a bigger discussion with the Board in terms of what being a Director gets you as far as information, etc. She continued that if you sit on the Board for two years and run for an Executive position, does that give you access above the average student, is that good to know the confidential side of the corporate organization? She stated that it's not a good look for the Board. She stated that we need to consider this for new hired Directors moving forward. K. Henricus recommended updating the Board Terms of Reference. M. Kamphuis stated that the Board Terms of Reference would go to the Governance Committee.</p>		

M. Kamphuis reviewed the proposed changes to the Elections Policies. The Directors had a long discussion about the changes and how the changes would impact elections in practice.

There were concerns regarding the financial sanctions in the elections policy. E. Berry stated that financial sanctions for students makes him uncomfortable and the whistle blower piece would work really well, but inquired if it would be public to the Gazette. M. Kamphuis stated that it would be up to the digression of the CRO. She continued that it could be clearly stipulated that only the candidate knows, but the plan is not to publish it but to provide procedural justice. K. Henricus raised a concern with legitimate concerns from within campaign teams not coming forward. M. Kamphuis stated that statistically speaking, these claims come from opposing teams and not from within teams.

K. Henricus recommended a clause on the whistleblower policy, and up to the digression of EGC to decide whether or not the name goes public. K. Pacheco stated that you can't file an anonyms harassment complaint, so you shouldn't be able to file any confidential elections complaint.

S. Ajak spoke in favour of the policy changes, as it gives candidates managing their team more responsibility to actually look for a violation rather than not liking what someone is doing.

J. Liu asked S. Ajak if the financial sanctions would have significantly changed the way he campaigned. S. Ajak stated that the onus on the candidate and their team to give complaints with foresight. M. Kamphuis stated that the changes are just giving the EGC slight teeth in enforcing the rules. K. Pacheco stated that when someone is not an employee, similar to clubs, in that procedure there is measures meant to act as a deterrent for poor behaviour continuing, the rest is just punitive. We need a disincentive, and if there is nothing other than removal, it creates a problematic system with no deterrent. M. Kamphuis stated that from a financial barrier perspective, if the candidates follow the rules, there is no financial impact. She continued that the \$25 is not the first option, that they get a warning first then increments up to a threshold. She added that we don't have many repeat offenders with violations.

The Board of Directors agreed to review the policy, it's impact and the election process as a whole at BOCO 2024.

<b>11.1.1.</b>	<b>Advertising Materials Policy</b>	<b>A. Chen</b>
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**Whereas** the USC needs to balance the importance of freedom of speech with compliance with the need for a campus free from discrimination and harassment; and

**Whereas** the USC also needs to comply with university and government policies and regulations; and,

**Whereas** the USC's existing Advertising Materials Policy contains clauses better served in a procedure;

**BIRT** that the Board of Directors approve the amendments to the Advertising Materials Policy.

<b>Moved</b>	G. Wu	<b>Second</b>	A. Vafaei	<b>Approved</b>	Unanimous
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<b>11.1.2.</b>	<b>Elections Policy Updates</b>	<b>A. Chen</b>
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**Whereas** the USC Elections are over regulated and difficult to understand;

**Whereas** the way in which the USC Elections rules are written acts as a barrier to easy entry for

students into student politics;

**BIRT the Board of Directors approves the attached policies as amended.**

**BIFRT the Board of Directors task the CRO to provide a report prior to the completion of their term to be reviewed at the summer Board Conference in 2024.**

<b>Moved</b>	J. Liu	<b>Second</b>	G. Wu	<b>Approved</b>	Unanimous (K. Henricus, Abstain)
<b>11.1.3.</b>	<b>Risk Register</b>			<b>A. Chen</b>	
<b>BIRT the Board of Directors accept the updated Risk Register.</b>					
<b>Moved</b>	E. Berry	<b>Second</b>	A. Vafaei	<b>Approved</b>	Unanimous

<b>11.2.</b>	<b>Finance Committee</b>			<b>J. Liu</b>	
J. Liu summarized the <a href="#">Finance Committee Report</a> . The Directors inquired on the possibility of receiving the investment presentation at BOCO 2024.					

<b>11.3.</b>	<b>HR Committee</b>			<b>R. Mohamed</b>	
R. Mohamed summarized the <a href="#">HR Committee Report</a> . There were no questions.					
<b>11.3.1.</b>	<b>HR Policies</b>			<b>R. Mohamed</b>	
<b>BIRT the Board of Directors accepts the changes to the policies: Early &amp; Safe Return to Work, Emergency Preparedness, Ergonomic and Musculoskeletal Disorder Prevention, First Aid, Hazard Reporting, Health and Safety Responsibilities of Workers, and Health and Safety Work Refusal.</b>					
<b>Moved</b>	G. Wu	<b>Second</b>	A. Vafaei	<b>Approved</b>	Unanimous

<b>11.4.</b>	<b>Gazette Publishing Committee Report</b>			<b>E. Berry</b>	
E. Berry summarized the <a href="#">GPC Report</a> . J. Armour stated that these decisions are not being made with the support of the Board. J. Armour suggested the Board provide suggestions. He continued that as a support of student leadership, he does not like a strategic plan to be developed when leadership is turning over, and I would appreciate them rethinking that.					
The Board tasked management on his recommendations. E. Berry can call a meeting of our subcommittee, along with M. Kamphuis, G. Pimlatt, J. Armour and any Directors who are interested. For now, Board nor staff should not touch the Western professor piece, and we could be assuming some risk. Just the first recommendation.					
<b>BIRT the Board of Directors task management with a review of the Gazette Terms of Reference and proposed timelines for strategic plan creation and present to Board at the next meeting.</b>					
<b>Moved</b>	J. Liu	<b>Second</b>	A. Vafaei	<b>Approved</b>	Unanimous

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

**12. Confidential Session**

<b>Motion to go in camera.</b>			
<b>Time</b>	5:53pm	<b>Return</b>	6:09pm
<b>Moved</b>	E. Berry	<b>Second</b>	A. Vafaei

**13. For Decision:**

<b>13.1.</b>	<b>Student Experience Enhancement</b>			<b>J. Liu</b>	
<b>BIRT</b> the Board of Directors accept the proposed Student Experience Enhancement, as discussed in the confidential session.					
<b>Moved</b>	E. Berry	<b>Second</b>	A. Vafaei	<b>Approved</b>	Unanimous

**12. Inquiries and Other Business:**

**13. Motion to adjourn at 6:09pm. A. Vafaei motioned to adjourn. E. Berry seconded the motion. The motion was approved.**