



## BOARD OF DIRECTORS – MEETING MINUTES

<b>Meeting Date</b>	January 12, 2024	<b>Time</b>	2:04pm
<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 S. Rambharack A. Vafaei E. Berry	A. Chen, Governance Committee Chair
<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>		

### 1. Call to Order:

The meeting was called to order at 2:04pm.

### 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. G. Wu seconded the motion. The motion was approved.

**5. Comments from the Chair:** Happy second semester and thank you to staff for the support this far. I hope everything is going well for everyone, and we should be done quickly today.

### 6. Reports for Information:

<b>6.1.</b>	<b>Bylaw 1 Amendments</b>	<b>M. Kamphuis</b>			
<p>K. Henricus stated that the main changes are eligibility for candidates in the election to run for either an Executive or Director position. M. Kamphuis stated that they are creating a cooling off period, to avoid leaves of absence and conflict of interest. K. Pacheco stated that this has been addressed elsewhere in the organization through the conflict of interest for paid employees policy, as we understand the perception of influence for those in USC roles. She continued that we want internal people to have access, but we don't want to perpetuate the reputation that we are exclusively promoting from within; the goal is to treat everyone equitably.</p> <p>G. Wu inquired if we have a similar cool off period for Council members running for Executive. K. Henricus stated that they do not, as everything that happens at Council is public. M. Kamphuis clarified that the amendment does not say that a Director can never be an Executive, but you just need a bit of a cooling off period before going for it. K. Henricus highlighted the importance of passing the change now, before we hire the next round of Directors.</p> <p>J. Liu inquired the length of time that is considered for a term. M. Kamphuis stated that Western looks at the academic calendar in three terms: summer, fall and winter. She continues to clarify that the cooling off period would be for the summer and fall term following their completed Board term and allow them to run in the following winter election. K. Pacheco stated that this policy only needs to be understood by Executives and Directors, as it doesn't apply to anyone else.</p> <p>K. Henricus highlighted the importance of aligning this policy with other policies, with term limits and cooling off period, to bring everything to the same standard.</p> <p><b>Motion:</b>  <b>BIRT</b> the Board of Directors approve the amendments to Bylaw 1.</p>					
<b>Moved</b>	S. Rambharack	<b>Second</b>	A. Vafaei	<b>Approved</b>	Unanimous

<b>6.2.</b>	<b>Board Procedures &amp; Policies</b>	<b>K. Henricus</b>			
<p>K. Henricus reviewed the updates made to the Board of Directors Rules of Procedure and Board of Directors Chairperson Terms of Reference. M. Kamphuis stated the urgency on this one was to have it done before we hire the next group of Directors. There were no questions.</p> <p><b>Motion:</b>  <b>BIRT</b> that the Board approve the following BOD Rules of Procedure and BOD Chairperson Terms of Reference.</p>					
<b>Moved</b>	J. Liu	<b>Second</b>	G. Wu	<b>Approved</b>	Unanimous

<b>6.3.</b>	<b>Elections Policies</b>	<b>M. Kamphuis</b>			
<p>M. Kamphuis reviewed the changes made to Bylaw 2.</p> <p>K. Henricus inquired on those candidates who are in dual degree programs if the signatures on their nominations must be in the department they're running in, or if they can also be in the same dual degree. M. Kamphuis stated it can also be the dual degree. M. Kamphuis stated that it's based on what they are registered in right now, not based on switches.</p>					

J. Liu inquired if this is just formalizing a process that was already in practice. M. Kamphuis clarified that when we get the nomination form a staff member checks the form and signatories and flags anything that looks off, and they inform the CRO who will get back to the candidate. She continues to state that it's just formalizing the process.

**Motion:**

**Whereas** amendments to Bylaw 2 require the creation of a policy to address circumstances in which dual degree students wish to change the constituency they are assigned to by the Office of the Registrar,

**BIRT** the Board of Directors approves the Elections Policy on Dual Degree Students.

<b>Moved</b>	E. Berry	<b>Second</b>	J. Liu	<b>Approved</b>	Unanimous
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**7. Inquiries and Other Business:**

**8. Motion to adjourn at 2:27pm. E. Berry motioned to adjourn. S. Ajak seconded the motion. The motion was approved.**