



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	September 13, 2024	Time	3:00pm
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	E. Berry	Location	USC Office
Recording Secretary	J. Higgins	Call to Order	3:02pm

Attendees		Regrets
Board	E. Berry, Board Chair E. Kalaydjian, USC President G. Wu, Vice Chair & Finance Committee Chair A. Vafaei, Governance Committee Chair K. Hyles, HR Committee Chair M. Haas B. Yu J. Liu E. Ouellette	
Management	J. Oware, Finance Manager M. Kamphuis, Senior Manager Advocacy & Government Services K. Pacheco, Senior Manager, People & Development J. Armour, Chief Operating Officer	
Guests		

2. Land Acknowledgement

3. Disclosures of Conflict of Interest

There were no conflicts of interest.

4. Adoption of Agenda

MOTION – B. Yu motioned to adopt the agenda. J. Liu seconded the motion. The agenda was approved.

5. Comments from the Chair: It’s nice to be back, excited to be here today.

6. USC Mission Moment: J. Armour provided today’s mission moment, showcasing the USC shirts that the staff wore today. He appreciates the ability to connect our staff, at the same point having the staff be identifiable to our student leadership.

7. Approval of Minutes:

7.1.	July 21, 2024
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Motion to approve the minutes from the July 21st, 2024 meeting. G. Wu motioned to approve. K. Hyles seconded the motion. The motion was approved.

8. Reports for Information:

8.1.	Executive & COO Report	J. Armour & E. Kalaydjian
<p>J. Armour and E. Kalaydjian summarized the COO & Executive Report. E. Kalaydjian added a note regarding a policy on anti-camping, as well as a procedure which stipulates times you can protest on campus and it must be approved by Western. She stated that she did not receive any heads up on this policy/procedure from administration. Administration has now reached out as said they would be pausing on moving this forward and will do more consultations.</p> <p>M. Haas inquired if any other unions are set to be in a striking or in a negotiating position in the next couple years. K. Pacheco stated that Western has twenty-three unions which negotiate on a rolling basis, and this strike sets a precedent for other negotiations. She stated that both of the USC unions are CUPE, which has begun to make a name for itself in strike action and encouraging their unions to strike.</p> <p>B. Yu inquired when our union agreements expire. K. Pacheco stated that the USC full-time agreement ends in May 2025 and part-time end in the summer of 2025. She continued to state that the full-time agreement is usually for three years. B. Yu inquired on how that negotiation will go. K. Pacheco stated that the full-time contingent is very good, and doubts any of them would strike over any issues.</p> <p>A. Vafaei inquired what the USC’s role would be in the policy on campus protests. E. Kalaydjian stated if they consult with us and move forward with the policy anyways, then we are powerless. She continued that we would then use media to voice the student opinion.</p> <p>G. Wu inquired on the USC’s role with the Live Nation concerts from a risk perspective. J. Armour stated that liability would come down to venue. He continued that if the show is outside our venue, our soul role is to help them sell tickets, but if it’s in our venue we’re responsible.</p>		

9. Reports from Board Committees:

9.1.	Governance Committee	A. Vafaei
<p>A. Vafaei summarized the Governance Committee Report.</p> <p>B. Yu spoke to his thoughts on the attendance policy and the importance of having flexibility, and suggests the policy be simplified. M. Haas prefers to remove the exceptions, but increase the number of demerit points.</p> <p>K. Pacheco stated that with the current Board culture the policy could be simplified, however we cannot guarantee this will always be the case. M. Kamphuis stated that the policy is set to review every three years, so we can always revisit this in the next three years if the culture were to shift. A. Vafaei stated that we don’t currently have an attendance issue, and simplification will work better for transparency among directors.</p>		

G. Wu asked if there were any accountability metrics for the Chair’s role in monitoring and enforcement. M. Kamphuis responded that while tracking procedures exist, they aren’t formalized in policy, as they rely on trust in the Chair. K. Pacheco noted it’s important to consider accountability, and mentioned that J. Higgins will track attendance at each meeting; if the Chair is absent, J. Higgins could inform the Vice Chair.

B. Yu motioned to refer the Attendance Policy back to the Governance Committee. M. Haas seconded the motion. The motion was approved.

9.1.1.	Policy Review Calendar			A. Vafaei	
BIRT that the Board approve the recommended Policy Calendar for the 2024-2025 Board term.					
Moved	M. Haas	Second	G. Wu	Approved	Unanimous
9.1.2.	Election Policy Update			A. Vafaei	
BIRT that the Board of Directors accept the timeline change from September to October for the Election Policy Review.					
Moved	M. Haas	Second	K. Hyles	Approved	Unanimous

9.2.	Finance Committee			G. Wu	
G. Wu summarized the Finance Committee Report .					
M. Haas asked about a specific finance investing policy outlining permitted and restricted investments. G. Wu advised attending next week’s training session for more details. K. Pacheco noted that when consulting with TD investments, they discussed the importance of being proactive about investment perceptions, especially on social media. E. Berry suggested addressing audits and investment strategies more proactively, so responses to complaints are informed rather than reactive. K. Pacheco emphasized that questions about investments will eventually arise, so board members should be informed about investment choices and ask any necessary questions.					
9.2.1.	F2024 March & April Financial Statements			G. Wu	
BIRT that the Board of Directors accept the F2025 June and July Financial Statements.					
Moved	J. Liu	Second	E. Berry	Approved	Unanimous

9.3.	HR Committee			K. Hyles	
K. Hyles summarized the HR Committee Report .					
K. Pacheco suggested updating the PA Policy to adjust timelines, enabling the board to conduct both mid-year and final appraisals within one year, rather than doing it at the BOCO meeting. She proposed scheduling the final appraisal meeting for April to complete it in person. A. Vafaei supported this timing, highlighting that it would provide closure to the President's term and avoid overlap with an incoming president.					
J. Liu raised a concern about the Chair missing committee-related insights if not a part of those committees. K. Pacheco suggested a policy change for the Chair to consult all committee chairs to ensure comprehensive feedback is collected. K. Pacheco also suggested a process where the Board Chair would attend each committee meeting prior to the COO’s PA cycle.					

B. Yu emphasized the importance of the board's role in COO management, stating discomfort with limited board involvement in appraisals. E. Kalaydjian clarified that this adjustment would involve directors more actively in the appraisal process, adding structure and ensuring board involvement.					
9.3.1.	COO Performance Appraisal Structure			K. Hyles	
BIRT that the Board of Directors accept to try the new structure for the mid-year COO Performance Appraisal.					
BIFRT the Board of Directors task HR Committee to review the Performance Appraisal Procedure for the next Board Meeting.					
Moved	J. Liu	Second	E. Ouellette	Approved	Unanimous
9.3.2.	EDI Committee Terms of Reference			K. Hyles	
BIRT that the Board of Directors approve the changes to the USC EDI Committee Terms of Reference as proposed by the HR Committee.					
M. Haas inquired on the difference between monthly and quarterly. K. Pacheco stated that we couldn't get it done in the summer or September, then we figured set the base as quarterly as it's more lining policy with practice.					
Moved	A. Vafaei	Second	E. Kalaydjian	Approved	Unanimous
9.3.3.	Executive Final Reports			K. Hyles	
BIRT that the Board of Directors approve payments to Sunday Ajak, Meredith MacFarlane, Tamsen Long, Bianca Gouveia, and Maria Farooq for their final report submissions.					
Moved	B. Yu	Second	A. Vafaei	Approved	Unanimous

9.4.	Gazette Publishing Committee			K. Hyles	
K. Hyles summarized the Gazette Publishing Committee Report .					
J. Liu inquired if GPC member replacements should be journalists or general Western community members, noting that older journalists may lack student connections. K. Hyles clarified they are seeking new members unaffiliated with <i>The Gazette</i> . M. Kamphuis added they are finalizing the GPC terms, which broadly require media familiarity but don't specify <i>The Gazette</i> .					
E. Berry inquired about the push for external GPC members, and M. Kamphuis noted that while the provision exists, it has never been enforced.					

Motion to accept the reports provided by the Executive/COO, Finance Committee, Governance Committee, HR Committee and Gazette Publishing Committee.					
Moved	M. Haas	Second	K. Hyles	Approved	Unanimous

11. Inquiries and Other Business:

It was requested that all Board Directors be included on Committee Meeting invitations as optional.

12. Motion to adjourn at 4:39pm. E. Kalaydjian motioned to adjourn. J. Liu seconded the motion. The motion was approved.