



**BOARD OF DIRECTORS – MEETING MINUTES**

|                            |                  |                      |         |
|----------------------------|------------------|----------------------|---------|
| <b>Meeting Date</b>        | December 6, 2024 | <b>Time</b>          | 3:30pm  |
| <b>Meeting Title</b>       | Board Meeting    | <b>Type</b>          | Regular |
| <b>Meeting Chair</b>       | E. Berry         | <b>Location</b>      | Virtual |
| <b>Recording Secretary</b> | J. Higgins       | <b>Call to Order</b> | 3:31pm  |

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

**2. Land Acknowledgement**

**3. Disclosures of Conflict of Interest**

There were no conflicts of interest.

M. Haas stated a potential conflict of interest with a candidate in the upcoming election. The Board did not see any conflict with the meeting agenda.

**4. Adoption of Agenda**

**MOTION** – G. Wu motioned to adopt the agenda. B. Yu seconded the motion. The agenda was approved.

**5. Comments from the Chair:** E. Berry stated his expectations for a successful meeting on zoom, as the school was closed due to bad weather.

**6. USC Mission Moment** J. Armour shared that the Executives, he and K. Pacheco went on a retreat in October focused on discussing the budget and proposed changes, emphasizing a student-led perspective. This led to meaningful conversations about executive-level changes, such as remuneration and portfolio supports. With K. Pacheco facilitating and E. Kalaydjian leading her team, they achieved a significant milestone: completing the executive budget with changes and full agreement for the first time in his experience. Typically, this process takes months, making it a proud and transformative student-led moment. The experience also highlighted improvements in governance, oversight, and transparency, marking a rewarding and impactful achievement.

**7. Approval of Minutes:**

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| <b>7.1.</b>                                                                                                                                                     | <b>November 8, 2024</b> |
| <b>Motion to approve the minutes from the November 8, 2024 meeting. J. Liu motioned to approve. E. Kalaydjian seconded the motion. The motion was approved.</b> |                         |

**8. Reports for Information:**

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| <b>8.1.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>Executive Report</b> | <b>E. Kalaydjian</b> |
| <p>E. Kalaydjian summarized the <a href="#">Executive Report</a>. She highlighted the importance of the human rights motion that will be going through Council. She stated that our USC fulltime staff will work to create a survey and work with the student groups to gather the necessary feedback. She stated that Western admin is aware.</p> <p>E. Berry inquired about Western administration's stance on the human rights motion. E. Kalaydjian explained that while they agree with the sentiment, divestment is complex due to their investment portfolios. She has discussed this with senior administration since June, emphasizing that they prefer structured conversations with her rather than random students. The administration plans to form a group to consult on ethical investing, and E. Kalaydjian suggested having a council motion or recommendation to ensure a student representative on that review board is from the Council. This would improve internal communication and representation. Overall, the administration was open and collaborative, reflecting a positive relationship.</p> <p>B. Yu asked about the vote on the human rights motion. E. Kalaydjian confirmed she voted in favor, aligning with the students, as opposing a good human rights process was not an option. The motion passed with 97% support and 1% abstention, clearly demonstrating strong backing. There was little disagreement or debate during the council discussion, as the decision was viewed as a clear directive. Students have entrusted them to take this forward. B. Yu clarified if this was an advocacy stance, and E. Kalaydjian agreed, noting as far as board impact, it could be reputational and has influenced advocacy efforts at other schools.</p> <p>G. Wu asked if the passed motion was related to the earlier referendum issue. E. Kalaydjian explained that during a three-hour standing committee meeting, they transitioned it from a referendum to a motion, achieving the best possible outcome. She emphasized that this reflects how advocacy is meant to function. While she wished a survey could have preceded it, this approach aligned with what students wanted.</p> |                         |                      |
| <b>8.2.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>COO Report</b>       | <b>J. Armour</b>     |
| <p>J. Armour summarized the <a href="#">COO Report</a>. He highlighted the changes in the Creative/Promos Departments, and the solutions for coverage during M. Kamphuis' maternity leave. He commended K.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                         |                      |

Pacheco for her work rolling out the CliftonStrengths assessment to our full time staff as it's a lot of work, but the affect and connecting everyone has been wonderful.

**9. Reports from Board Committees:**

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| <b>9.1.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Governance Committee</b> | <b>A. Vafaei</b> |
| <p>A. Vafaei summarized the <a href="#">Governance Committee Report</a>, highlighting potential changes if a more conservative government comes to power. This shift could necessitate rethinking the philosophy regarding public funding relationships, focusing on maintaining existing programs rather than advocating for new funding. Strategically, it's wiser to preserve the status quo than risk overextending and losing what is already in place.</p> <p>E. Kalaydjian discussed advocacy efforts with various groups and the importance of strategizing for effective outcomes. Advocacy groups have struggled with the current government, and challenges are expected to persist. With the new hire J. Armour mentioned and additional governance team support, there's hope for improvement. M. Kamphuis has been reviewing city council documents diligently, but such tasks require more support. While the political climate poses risks, there is optimism for navigating it.</p> <p>A. Vafaei emphasized the importance of student relationships, referencing a feedback plan that has been developed. The USC has invested in staff to develop a consistent and measurable feedback system. This initiative, tied to operations like The Spoke where it's connection to the USC can go unseen, aims to address ambiguities and establish metrics to evaluate the USC's effectiveness and identify areas for improvement. Over the next 12 months, this investment will help maintain a pulse on student opinions and the USC's performance.</p> <p>J. Liu raised concerns about reaching students who don't follow USC's Instagram. E. Kalaydjian explained that they have feedback booths at events, with the feedback intern actively engaging students in person. While Instagram is used, efforts are made to meet students where they are, ensuring accessibility and inclusivity in gathering feedback.</p> <p>G. Wu asked whether The Spoke's connection to the USC could harm either entity. A. Vafaei noted that the data from this initiative could help identify and address any negative perceptions. E. Kalaydjian added that, despite risks, convenience often outweighs concerns about social responsibility for the average student. For example, Western recently opened a second Starbucks despite a national boycott, demonstrating that convenience often drives purchasing decisions. J. Armour highlighted the importance of proactive investment in resources to detect reputational risks before they escalate, emphasizing the value of ongoing feedback and monitoring systems.</p> |                             |                  |
| <b>9.1.1.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Risk Register</b>        | <b>A. Vafaei</b> |
| <b>BIRT</b> the Board of Directors approve the updated Risk Register.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                             |                  |
| <b>Moved</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>E. Berry</b>             | <b>Second</b>    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>J. Liu</b>               | <b>Approved</b>  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                             | <b>Unanimous</b> |

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| <b>9.2.</b>                                                                                                                                                                                                                                                                                                            | <b>HR Committee</b> | <b>K. Hyles</b> |
| <p>K. Hyles summarized the <a href="#">HR Committee Report</a>. K. Pacheco provided an update on the AODA audit, noting that the direction provided to organizations is unclear. No official guidance is sent to employers, and the USC's relationship with Western complicates compliance since we do not own the</p> |                     |                 |

building, and many AODA requirements are building-related. While non-compliance carries fines, the USC is in a good position with the auditor handling their case.

E. Berry asked about the deadline for part-time staff compliance. K. Pacheco confirmed that if full-time staff meet the December 13 deadline, an extension will be granted for part-time staff.

B. Yu inquired whether the audit was random or triggered by a report. K. Pacheco explained that it was random, and the USC is frequently selected for such audits. She noted a positive outcome: the policies being updated stem from a Workwell audit conducted 13–14 years ago, ensuring the USC remains up to date and fully compliant.

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| <b>9.2.1.</b>                                                                                                                                                                                                  | <b>HR Policy Updates</b>             |               |                  | <b>K. Hyles</b> |                  |
| <b>BIRT</b> the Board of Directors accept the updated HR Policies.                                                                                                                                             |                                      |               |                  |                 |                  |
| <b>Moved</b>                                                                                                                                                                                                   | <b>E. Berry</b>                      | <b>Second</b> | <b>J. Liu</b>    | <b>Approved</b> | <b>Unanimous</b> |
| <b>9.2.2.</b>                                                                                                                                                                                                  | <b>Nomination Committee</b>          |               |                  | <b>K. Hyles</b> |                  |
| <b>Hiring Panel Representatives:</b>                                                                                                                                                                           |                                      |               |                  |                 |                  |
| <b>Board of Directors Chair + (1): E. Berry &amp; G. Wu</b>                                                                                                                                                    |                                      |               |                  |                 |                  |
| <b>Clubs Governance Board (1): B. Yu</b>                                                                                                                                                                       |                                      |               |                  |                 |                  |
| <b>CRO (1): A. Vafaei</b>                                                                                                                                                                                      |                                      |               |                  |                 |                  |
| <b>Hired VPs (3): M. Haas, J. Liu, E. Berry</b>                                                                                                                                                                |                                      |               |                  |                 |                  |
| <b>BIRT</b> the Board of Directors approve the Nomination Committee for the Board representatives on the Board of Directors, Clubs Governance Board, Chief Returning Officer and Vice President hiring panels. |                                      |               |                  |                 |                  |
| <b>Moved</b>                                                                                                                                                                                                   | <b>G. Wu</b>                         | <b>Second</b> | <b>M. Haas</b>   | <b>Approved</b> | Unanimous        |
| <b>9.2.3.</b>                                                                                                                                                                                                  | <b>New Director Mentorship Cycle</b> |               |                  | <b>K. Hyles</b> |                  |
| <b>BIRT</b> the Board of Directors approve the new Director mentorship plan.                                                                                                                                   |                                      |               |                  |                 |                  |
| <b>Moved</b>                                                                                                                                                                                                   | <b>B. Yu</b>                         | <b>Second</b> | <b>A. Vafaei</b> | <b>Approved</b> | Unanimous        |

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| <b>9.3.</b>                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Gazette Publications Committee</b> |  |  | <b>K. Hyles</b> |  |
| K. Hyles summarized the <a href="#">Gazette Publications Committee Report</a> .                                                                                                                                                                                                                                                                                                                                          |                                       |  |  |                 |  |
| J. Liu asked how Kaitlyn found the GPC opportunity. G. Pimlatt explained it was advertised on LinkedIn, the USC hiring site, and through USC socials.                                                                                                                                                                                                                                                                    |                                       |  |  |                 |  |
| J. Liu also inquired about the unexpected costs and budget overages. G. Pimlatt clarified that there was a misunderstanding, particularly around legal fees. The GPC chair often defaulted to consulting the lawyer for answers, many of which didn't require legal input. These fees were not previously itemized but will now be addressed by setting aside a portion of Gazette student fees for legal consultations. |                                       |  |  |                 |  |
| J. Liu asked if this issue would recur. K. Pacheco confirmed measures are being put in place to avoid it, including coding all legal invoices from the appeals board and ensuring accountability. Legal bills will now go through a single channel, and committees must budget accordingly. If they fail to comply, the costs will still be billed to them. A formal process is now in place.                            |                                       |  |  |                 |  |

E. Berry questioned the new \$10,000 GPC budget and its source. G. Pimlatt explained it would come from their existing budget, with funds reallocated starting in the next fiscal year. The reorganization of finances to establish this fund will begin in June.

Regarding the GPC Terms of Reference, G. Pimlatt noted they aim to reinforce that the GPC is a committee of the board. Moving forward, they plan to hire a student for a large position and recruit new GPC members, allowing long-serving members (10–15 years) to retire and bring fresh perspectives.

M. Haas asked for clarification on the two-year term for the newly ratified member and the board member, referencing point 1.1.1. J. Armour suggested edits could improve clarity. M. Kamphuis will revise the document this week and resubmit it.

|                                                                                                             |                                             |               |               |                 |           |
|-------------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------|---------------|-----------------|-----------|
| <b>9.3.1.</b>                                                                                               | <b>Student at Large Member Ratification</b> |               |               | <b>K. Hyles</b> |           |
| BIRT the Board of Directors ratify Yu-Kei Kaitlyn Chan as a GPC At-Large member.                            |                                             |               |               |                 |           |
| <b>Moved</b>                                                                                                | <b>E. Berry</b>                             | <b>Second</b> | <b>G. Wu</b>  | <b>Approved</b> | Unanimous |
| <b>9.3.2.</b>                                                                                               | <b>GPC Terms of Reference</b>               |               |               | <b>K. Hyles</b> |           |
| BIRT the Board of Directors approve the <a href="#">Gazette Publications Committee Terms of Reference</a> . |                                             |               |               |                 |           |
| <b>Moved</b>                                                                                                | <b>M. Haas</b>                              | <b>Second</b> | <b>J. Liu</b> | <b>Approved</b> | Unanimous |

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| <b>9.2.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>Finance Committee</b>                |               |                 | <b>G. Wu</b>    |           |
| G. Wu summarized the <a href="#">Finance Committee Report</a> .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                         |               |                 |                 |           |
| M. Haas raised concerns about the potential for the government to revisit the student fee structure or introduce a future fee issue. He asked which tranche would be used to cover a shortfall if extra funds were needed for one year. G. Wu explained that a large fee increase would draw from tranche 2, and replenishing tranche 2 would come from cash reserves in tranche 1. J. Armour added that the response would depend on the severity of the situation. The approach involves creating layers of financial buffers. Cash on hand is used to keep fees lower, while the board-restricted fund acts as a rainy-day fund. Any significant fee changes could be treated as a rainy-day scenario, with tranches 3 and 4 specifically separating board-restricted funds for such cases. |                                         |               |                 |                 |           |
| <b>9.2.1.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>F2025 August Financial Statement</b> |               |                 | <b>G. Wu</b>    |           |
| BIRT that the Board of Directors accept the F2025 September and October Financial Statements.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                         |               |                 |                 |           |
| <b>Moved</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>E. Berry</b>                         | <b>Second</b> | <b>K. Hyles</b> | <b>Approved</b> | Unanimous |

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

## 10. Confidential Session

|                                |               |               |          |  |  |
|--------------------------------|---------------|---------------|----------|--|--|
| <b>Motion to go in camera.</b> |               |               |          |  |  |
| <b>Time</b>                    | 4:54pm        | <b>Return</b> | 5:29pm   |  |  |
| <b>Moved</b>                   | E. Kalaydjian | <b>Second</b> | K. Hyles |  |  |

## 11. For Decision

|                                                                                                                                  |                                  |                                     |         |                 |           |
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| <b>11.1.1.</b>                                                                                                                   | <b>COO Performance Appraisal</b> | <b>E. Kalaydjian &amp; E. Berry</b> |         |                 |           |
| <b>BIRT that the Board of Directors accept the mid-year COO Performance Appraisal, as presented in the confidential session.</b> |                                  |                                     |         |                 |           |
| <b>Moved</b>                                                                                                                     | G. Wu                            | <b>Second</b>                       | M. Haas | <b>Approved</b> | Unanimous |

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| <b>11.2.1.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>USC Accessibility Policy</b> | <b>K. Pacheco</b> |          |                 |           |
| <p>K. Pacheco stated that all of this was dictated by the ministry through the AODA audit. This is exactly what they told us that it needs to be. J. Liu agreed if this policy is what they require, then there isn't much room for them to adjust it.</p> <p>E. Berry inquired on what the fines would be for non-compliance. K. Pacheco stated they are \$15,000 per item. The USC had four items that we needed to comply on, and she believes our auditor will accept what we have done and we will not incur fines.</p> |                                 |                   |          |                 |           |
| <b>BIRT that the Board of Directors approve the USC Accessibility Policy.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                 |                   |          |                 |           |
| <b>Moved</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | J. Liu                          | <b>Second</b>     | K. Hyles | <b>Approved</b> | Unanimous |

**12. Inquiries and Other Business:**

**13. Motion to adjourn at 5:38pm. J. Liu motioned to adjourn. G. Wu seconded the motion. The motion was approved.**