BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	July 31, 2025	**Time**	8:00pm
Meeting Title	Board Meeting	**Type**	Regular
Meeting Chair	G. Wu	**Location**	Virtual
Recording Secretary	J. Higgins	**Call to Order**	8:04pm

Attendees		**Regrets**
Board	G. Wu, Board Chair K. Henricus, USC President B. Yu, Vice Chair & HR Committee Chair M. Haas, Governance Committee Chair S. Sunner, Finance Committee Chair S. Nar D. Khandelwal H. Yang K. Hyles	
Management	J. Oware, Finance Manager K. Pacheco, Senior Manager, People & Development J. Armour, Chief Operating Officer	
Guests	K. George	

2. Land Acknowledgement

3. Disclosures of Conflict of Interest

There were no conflicts of interest.

4. Adoption of Agenda

MOTION – M. Haas motioned to adopt the agenda. S. Nar seconded the motion. The agenda was approved**.**

5. Comments from the Chair: G. Wu took the opportunity to thank everyone for meeting outside normal business hours for this important meeting.

6. For Decision

6.1.	**Director Ratification**	**G. Wu**
G. Wu reviewed the Director Ratification report.		

M. Haas asked why K. Hyles would remain eligible to serve on hiring panels as an Alternate Director. K. Pacheco explained that the bylaw only requires a Board representative, and this unique situation is the first time the Alternate Director provision is being applied.

B. Yu cited the bylaw stating that an Alternate Director assumes a Director's role only if the Director resigns or becomes unqualified, and asked whether K. Hyles was resigning. K. Pacheco said it could qualify as she cannot attend meetings, but B. Yu argued that the definition of "qualifications" does not fit this case. He shared M. Haas's concern that allowing a non-Director on a hiring panel sets a precedent and stated that, in his view, K. Hyles's absence amounts to a resignation, making her ineligible.

M. Haas asked if K. Hyles planned to return in the second semester. K. Hyles said her internship lasts four months and she intended to serve as Alternate for the full year. K. Pacheco reiterated that this is the first time the Alternate role is being used, making discussion important.

K. George asked about the term length. K. Pacheco clarified that Alternate Directors serve one-year terms, while Directors serve two, and since K. Hyles is in the second year of her term, K. George would complete the remainder.

Most Directors agreed K. Hyles should either resign and appoint an Alternate or remain a full Director. K. Hyles expressed her desire to continue contributing, particularly on the EDI Committee.

K. Henricus recommended splitting the motion into three parts: K. Hyles's resignation, K. George's ratification, and K. Hyles's appointment as Alternate. She compared the situation to a recent Soph/Councillor case where a bylaw change had unintended interim effects, stressing the importance of balancing compliance with providing students a positive experience. K. Pacheco added that having a trained Director involved is valuable.

K. Henricus also noted the need to avoid creating a culture where Directors hide capacity issues to keep their positions, emphasizing that K. Hyles's situation stems from a professional opportunity, not non-compliance. She recommended revisiting the bylaw wording and creating a clearer process for appointing Alternates.

B. Yu welcomed K. Hyles to continue attending Board meetings and committee work but raised concerns about Director liability and protections related to hiring. He supported splitting the motion.

G. Wu asked about the EDI Committee's time commitment. K. Pacheco said it meets four times a year and is advisory only. D. Khandelwal asked if the issue was capacity or physical location, and G. Wu confirmed it was attendance at board meetings. B. Yu added that because the EDI Committee is advisory, K. Hyles's participation is fine, but as Alternate Director she should not serve on hiring panels.

BIRT the Board of Directors accept the resignation of Kyra Hyles.					
Moved	**B. Yu**	**Second**	**K. Hyles**	**Approved**	Unanimous
BIRT the Board of Directors ratify Kenny George as a full member of the Board of Directors for 2025-2026 effective immediately.					
Moved	**M. Haas**	**Second**	**S. Nar**	**Approved**	Unanimous

BIRT the Board of Directors ratify Kyra Hyles as the Alternate Director for 2025-2026 effective Immediately.					
Moved	**B. Yu**	**Second**	**K. Henricus**	**Approved**	Unanimous

7. Reports from Committees:

7.1.	**Governance Committee**	**M. Haas**

M. Haas reviewed the Governance Committee Report. K. Pacheco summarized the current status of discussions, addressing earlier questions from B. Yu and M. Haas. K. Henricus explained that the proposal had been shared with Council to identify any major concerns. Because Council's deadline is Monday, the Board must reach an agreement today to move forward this year. K. Henricus noted that Council members have been highly engaged and are asking questions comparable to those raised by the Board.

K. Pacheco reviewed the logistical items highlighted in yellow, which reflect timing uncertainties related to the October by-elections. She hopes to hold another meeting to finalize these details, emphasizing that they do not affect the overall intent of the Electoral Code changes. If the Board approves the concept, Council can finalize the change by the end of August.

G. Wu questioned how the independent investigator could be confirmed to have no conflicts of interest with candidates if hired before candidates are known. K. Pacheco responded that, as B. Yu noted, the goal is to select someone outside the University to minimize potential conflicts, and McKenzie Lake could also serve as a backup if the investigator is unavailable. G. Wu accepted this explanation.

G. Wu then asked if the Board should pass the motion now and continue refining the details. K. Pacheco said the primary issue is ensuring a system to investigate complaints, particularly in cases of quorum or conflict among the Elections Governance Board Members (EGBMs). She stressed that conflicts can exist without compromising objectivity if properly disclosed. Training for EGBMs is straightforward and provided by McKenzie Lake, with contingencies in place if someone withdraws during the election period. Given the low likelihood of such issues, B. Yu said his concerns were addressed and he supports the model.

K. Pacheco asked how many EGBMs should be hired, noting it must be an even number. M. Haas recommended hiring six to allow for alternates and reduce pressure if members are ill or face conflicts, and G. Wu agreed.

K. Pacheco also clarified a minor policy point regarding email use. Candidates must register an official email for all election communications. Incorrect email use is considered a mild offense because some candidates previously claimed they missed hearing notices to delay investigations. B. Yu agreed and requested that this clarification be explicitly written into the Code of Conduct, which will return to the Board for final approval.

7.1.1.	**Elections Reform**			**M. Haas**	
BIFRT the Board of Directors approve the decision to increase the number of EGBMs from four to six.					
Moved	**M. Haas**	**Second**	**S. Nar**	**Approved**	Unanimous
BIRT the Board of Directors approve the decision that in the case that quorum can't be reached amongst the EGBM's, the external investigator shall make a determination regarding the					

violation/sanction considering the investigation findings and the appropriate sanction as prescribed by the USC' s Electoral Code.					
Moved	**M. Haas**	**Second**	**K. George**	**Approved**	Unanimous
BIRT the Board of Directors approve the draft electoral policy from the USC team and recommends that the USC General Assembly endorse a completed electoral code reform package.					
Moved	**K. Henricus**	**Second**	**S. Sunner**	**Approved**	Unanimous

Motion to accept the report provided by the Governance Committee.					
Moved	**M. Haas**	**Second**	**K. George**	**Approved**	Unanimous

8. Inquiries and Other Business:

K. Pacheco noted that since the agenda was sent we had CUPE respond for part time bargaining, the Productions part-time staff (40 or so people). This is separate from our fulltime agreement, and they confirmed dates for bargaining, so that negotiation will come back to the Board once it's complete.

9. Motion to adjourn at 9:11pm. M. Haas motioned to adjourn. S. Sunner seconded the motion. The motion was approved.