CUS Board of Directors Minutes
October 31st, 2011

Start Time: 5:34pm

Present: Emmet, Armin, Lilian, Mandy, Anna, Tim, Jacky, Aldora, Johannes, Jackie, (Sara), (Dylan), (Chris), (Riley), (Michael), (Cole), (DavidL- phone-in)
Late: Klazina
Regrets: -

Call to order and adoption of the agenda
               - Attendance
               - Approval of Minutes

Voting Phase

Motion: Mandy, David

BIRT the CUS Board of Directors approve the minutes from the previous meeting of the CUS Board of Directors dated October 17th, 2011.

For: Unanimous
Minutes are approved.

-     **Adoption of the Agenda**

Governance Review Task Force Discussion/ Update- Chad and Johannes- *see powerpoint*

- *Re: new article:* The reason why we axed AGMs in the past was because nobody went to them; the AGM is a good time to give updates from, say, the VP Finance about how the budget is doing this year. There is also a report from the building committee, now that we have a $500 fee in place, it's important to know what is going on with our building; it's also a good time to gather feedback and force a referendum (if needed) without going through full procedures. It gives power back to students and gives them control of their society
- Points of interest to be discussed: hired vs. elected execs, business professionals on the board, and first/second year representation

- Business professionals on the board: the executives have expressed strong opposition to this, and first and second year representation
- Johannes: to summarize the proposed structure, we have our board→ executives→ student council → student body in terms of who reports to whom
- Our board consists of alumni, faculty members, and then students. These would be appointed by a nominating committee, which is very standard for an organization
- The nominating committee will consist of 75% students, 25% alumni; we want to make sure that we have as much student representation as possible- we're looking at two board representatives, four members at large, two past executives, three alum, for a total of 11 people on the nominating committee
- The student body would decide on ratifying the roster of the board at the AGM before the reading break
- The main purpose of the board is for strategic guidance, accountability, and a long-term perspective

Questions/ Discussion thus far

- Dylan: the executive could influence where the board is going?
  - the executives are elected by the student body
  - we're looking at a board that doesn't make decisions for us, but is there for strategic and long-term guidance
- Jacky: you're concentrating too much power to the executive team, you're supposed to be separating the power between the execs and the board. In this structure, the execs will be picking their choices for the board, and it's unlikely that the board will say no to the execs. Once you start this loop, you stop people from being interested in getting into this structure
  - This year the execs would pick the next execs for the board
  - Chad: this is something the CUS has trouble with every year, my take on this is with the two executives, the MALS would probably have to be non-executives, it's a valid point that you have
  - Johannes: if there was an election for MALS, would that solve the problem?
- Klazina: I think that that overcomplicates it, and it could be abused. At some point some executive is going to abuse this system
- David: what's the exact purpose of the board? As an advising body or are they making decisions?
  - Executives provide decision-making for almost everything, and then certain decisions (say over $10,000) would have to be ratified by the board, they're there to have that strategic element so that the execs can focus on operations
  - It would provide strategic vision for the CUS and help in creating a golden 3-5 year plan, unfortunately in the past three years, the board of directors have been tied up with the operations of the CUS and it's become inefficient, the fail point is not considering the social dynamics of students and what their needs are and what they want
- Dylan: it seems complicated, nobody would try to go for a board spot because they don't know what is going on; I see this alienating people that want to get involved. This

new structure adds 3-4 times more red tape into the society, you have a nominating committee made up of four different types of bodies, one of which is picked by other people, then an alumnus that may have no experience with the board

- o Jacky: we have to vote for the execs, they pick the nominating committee, and they will decide on the board, it's adding extra layers
- DavidH: what's the time line?
    - o Execs would be elected at the end of January, the board process would be going on concurrently at the AGM, and the execs would be elected and all would be approved by the end of February
- Anna: all of March would there be a job shadowing?
    - o There's a period after the AGM, there was a period this year where the board didn't have anything to do and were unable to make decisions, we'd like to change the transition period to say, two weeks after elections were done

Presentation Cont'd

- Johannes: The nominating committee, policy committee, and internal audit committee come from the board; right now there's an issue of continuity, being keepers of the data and the success of the CUS
- For the execs, the VP First and Second year would be involved, as would the AMS rep; in the past, elected executives existed and created a bond between the executives and the students, the executives were accountable to the students

Questions/ Discussion

- Dylan: can you elaborate on the tasks of the VP First and Second years?
    - o You have a portfolio of the MALS, similar to like we used to have in 2008
- DavidH: are they considered execs?
    - o Yes; their purpose is to hold events for the first and second years to build spirit within Sauder, these were the change agents for the CUS and would take on higher roles in the CUS and encourage their friends to join
- Jacky: I disagree that the executive team should be elected, I've seen other VPs being elected, and you'll see a lot of activist VPs, once they achieve their cause that's it, they're done; a lot are elected by popularity, you'll run into the risk of people just wanting to be elected; when the execs are hired, we make sure they're the top students to lead and that's what makes us different; I also disagree that the executive should be a body of representation, the board should represent, we need people who are competent
    - o Johannes: In my experience, there was zero difference in quality, there have been mistakes, and we can't compare ourselves to other schools, what's most important is we have a board that can hold the execs accountable
    - o There are a lot of student governments across Canada who are affected by their AMS. I'm leaning towards elected can work, hired can work too, it comes down to what you want out of them and who they're reporting to; at the end of the day we have a strong society and we need to trust our student bodies

- Jacky: I think the first years voted for our first year reps because they wanted them to represent them, but when we're talking about executives, I think people deserve good service and the proposal doesn't guarantee this
- Armin: I feel with the execs and their portfolio, those things make up the culture in Sauder and a lot of the things in Sauder, so if you're going to elect people, it's a little risky
- DavidH: you never know who you're going to get in the elected position, if someone is elected into the board of directors it's less of an impact
- Klazina: you want to look at capabilities and that's the upside of hiring, and through the election process they'll be able to engage better throughout their term. One option would be to have a committee screen them and then the competent people can run, the downside is it's longer and arduous, as a board when we were hiring we looked at how these people worked together
- Michael: we only switched to the hiring of the exec body recently, why did we first switch from elected to hiring, and has the reason we moved held true and what's the reason?
    - Dylan: one of the reasons, in first year we had an elected system and quality of represented people started to waiver, I'd like to think the other past 17 execs have been of very high quality
- Johannes: that's a difficult argument to make, when you're talking about performance it's hard to say who made the mistakes
    - Klazina: we wanted more representation so we had the board here for oversight
    - Chad: the idea was to create the strategic vision for the CUS, we had grown so large that we needed to take this next step; it made sense to have execs hired, and it was a nice perk that you could look at their qualifications. Having said that, we didn't necessarily believe that changing over to a hired system would provide better candidates, it'd provide a different type of candidate
- Michael: how do these changes affect why we changed to a different system?
    - Chad: we're bringing in alumni- you guys can't elect alumni, at some point you need an elected body to oversee the operations of the CUS. With the board as it currently stands, this is where the mish-mash came through, now with the elected executives, the board, not the taxpayers are thinking of the society as a whole and directing the executives
- Johannes: we can't hire both board and execs, when we're looking at variability of equality, lets say we have an elected board but hired executive, there we have high variability for the top body, and low variability for the other body; when we're looking at appointed board and elected exec, you have low variability vs. high variability, there's less risk of lower quality, the board would be high quality to make sure the execs are held accountable
- Enzo: the board is supposed to be the face and voice of a certain demographic, and I feel like the execs are like the head of a company giving direct orders and they're supposed to direct downward. When we hired them, I feel like one of the things we were talking about is whether the team would work really well together. When it's up for voting, the team dynamic isn't necessarily going to be controllable; in some cases we had better candidates but we picked others because they'd work better together, I was

looking at Queens, and they have a tiny executive council and a big additional council on top of that, some are hired vs. elected, I feel that the team feeling is most important, I like the control that we have now personally

- o Even with a hired execs, we've had teams that don't work effectively together, we've also had electives who haven't worked well together
- o Dylan: I disagree with this
- Chris: the main priority here and the reason for this force is to look at the board and look at the strategic value of the board and where it's going, it's difficult because of continuity, if you have a board you have strategic insight for more than one year, it's hard to hire for that, if you hire they're bad then you have them for two years, if they're appointed you can get rid of them; if you're looking for strategic long term vision, the main priority is to produce a board that can give strategic long-term advice, and that comes from perspectives that are from non-students; how do you choose the students on this board- the nominating committee needs to be a completely separate entity, that's another option that could be looked at, I'd choose that the board hires the exec, but for that to happen someone has to appoint the board and the nominating committee has to be elected, they should be partners with the exec and work together to make the best experience for students
- Aldora: I think the CUS quality relies on the execs, the exec team is what makes everything happen. Being elected as ombudsperson, I don't think a person that's elected can do the job that they can
- Jacky: if these executive services tank within their portfolio, they tank. If corporate relations messes up, we lose sponsors, and we can't have variability, we need a mixture that is as steady as possible and we can't do that with elected members; I also don't want to see someone not paying a fee be of equal status in the CUS
  - o Johannes: the alumni has no voting power , they're there for advice and to provide guidance and accountability
- Tim: I think it'd be helpful to have an objective in mind for the end of the discussion, as board members
  - o Johannes: we're looking for feedback
- Tim: if this went into referendum, when would we as a board decide?
  - o November 14th
- Tim: looking at this structure, I think there are a lot of changes that can be made, but at the end of the day this can be very simple, for the purpose of this discussion, those who have a strong opinion should come to the next GRTF meeting, I think we have a good idea of the concerns, the big one is hiring vs. electing members, I think there might be concerns over the BCom convocation, I think if we have a better answer by the 14th and if others sleep on this and take in some further consideration of this matter, I think it's unfair to half debate and ask for more information, perhaps we should have these meetings instead
- Johannes: I'd be okay with this, I'd encourage the board to look at the past GRTF minutes, if we want to keep on being strategic we need to continue to do our job
- Klazina: is the chairperson an extra person?
  - o Most likely would be elected from within, it's still up in the air

- Johannes: we've discussed the student members being elected vs. hired, this is what we've come up with
  - We've had three years for the board to do one task, and that was to foster a strategic vision, and I believe this is why it's been a problem with elected members, many don't understand the board, and they get too involved with the executive jobs
- Anna: the board doesn't understand what their function is, it doesn't matter whether they're elected or not
- Johannes: I think there are a lot of things that can be done in the current structure that can be done better, I think this structure is bringing clarification to answers that we don't have, I think this will give us institutionalized mentorship and longer term care

Motion to table.

Updates

- Chris: no updates
- Dylan: I've been helping Julie with getting free coffee in the student lounge, we have a company that we think will be really awesome, I'd like to get your feedback on it because it will help the every day Sauder student; JDC is going well, I got a chance to judge at one of the MCCs and we've grown younger and gone for the potential and I think what we've seen are a lot of passionate people who are learning a lot about the subject they have in the case, it'll be a great team; the BCC funding stuff, the BoC is going through the extra $30,000 and deciding whether to approve that or not
- Johannes: meeting with Dean Dan about building issues, just to make sure our memorandum of understanding for the 24 hour access is going well, he said by Friday we should have that; we've been having a lot of CSSEC meetings and talking to potential architects; GRTF have had a few meetings, getting feedback and writing that into policy, hope to get that up and running in due time; we're looking for a new BAFCOM representative for the AMS, so we've put out a request for that
- Jacky: I spoke with Emmet about him joining the Academic Committee, I'm pushing the Senate to recognize Social Justice 12 for Sauder and UBC
- Mandy: I've been updating the Facebook page, met with the BoC yesterday
- Tim: AMS- they've been approached to talk to Youth Action Canada, they're a youth summit on climate change, this year it's happening in Vancouver, the AMS will be guaranteeing 1000 tickets as a partner; they're $20 and it's in March at the Vancouver Convention Centre, we can decide whether we want to subsidize students or not; the AMS approved to buy a software system that that maps out all of the postal codes of all students on UBC so it'll know where people live, to lobby Translink to see who the commuters are and who the drivers are and where they're coming from to implement rapid transit; otherwise the AMS will be presenting the Performance Accountability Restriction; all execs have been given pay raises, and they will be based on these restrictions, they're a bonus structure to ensure the execs are operating in a way that's beneficial to society
- Anna: I've been trying to look at resources for COOL students and internships

- Emmet: Armin and I have been meeting about the GRTF and how to get first years informed about this, we'll be getting a classroom next week; I talked to Jacky about getting involved with the Policy Committee
- Armin: I've decided which committees I'd like to be on; I'm working on Five Days for the Homeless
- DavidH: few updates
- Enzo: I spoke with Jacky; the Policy Committee is going well, Cole is a great addition; we've been working on the admissions committee, we're playing the waiting game, there were some changes with first year admissions; I've also been talking to general members at large in second year, they're very happy with the lounge
- Lilian: I've been working with the BoC, we went over the BCC funding, there's an extra $30K they're requesting, we went over a few issues we had with some of the line items and met with Linda today to clarify them, I'll be looking to meet with my team again and bring it to the board soon to get it passed
- Aldora: I had a lot of people stopping by my office this week which was great
- Sara: my portfolio is going well, Movember is starting tomorrow, blood donation challenge is coming up soon; Mr Sauder is next week, CSSEC is doing well right now

Confirmation of GRTF Minutes Posting- Jackie

BIRT the CUS Board of Directors approve, upon ratification and initial approval, the posting of the Government Review Task Force minutes on the CUS website for public viewing for the 2011/2012 year

Motion: Lilian, David

Voting Phase

For: Unanimous

Motion passed.

Service Council Meeting Update- Jackie

Please attend this meeting on Thursday

NIBC Update- DLam

- (via phone): NIBC is going well, we had a record number of teams signing up, in terms of sponsorship and firms participating we have major banks on board, Scotia Capital and BMo Capital are on board, the conference is going in to planning stage, tickets will be sold in two weeks, the objective is to make sure people know what's happening

Five Year Plan/ Outlook for the BoD (why are we here?)- follow up

- *Consensus: currently there is a divide over strategy via discussion with the GRTF*

In- Camera Discussion

Motion to move in-camera: Johannes, Lilian, 7:35pm

Motion to move out of camera: Johannes, Lilian, 8:13pm

Coffee- Dylan

- We've been looking at a coffee system that works for the CUS; in my first year we served coffee to all CUS students and we charged for the cups, in the past our snack bar (Common Sense) was the only thing under the portfolio that paid and we paid them $10 an hour to manage the snack bar; we provided free coffee, once Common Sense closed we didn't provide free coffee, since then we had the Sauder Café come in and provide coffee for about $1.94 after tax; we felt this needs to change, we want to provide value to the everyday student. I think they deserve free coffee, I think it's a great thing we can do for students who don't get involved. We talked to Aramark which is a commercial coffee distributor, and their quote was $6-$8000, we have to brew the coffee ourselves and pour it, we're looking for something similar to a vending machine; we talked to an organic coffee producer Salt Spring Coffee, any coffee we get is within 3-4 days of being roasted, which is very good quality. They gave us Thirst First who are distributors. They have a coffee vending machine, and it offers coffee, lattes, mochas, hot chocolate, etc. They partner with Salt Spring coffee, we'd get the best coffee on campus I would say. I talked to the business development manager, and their quote was $13.95 per large package of coffee, I estimated based on demand for the year that it'd be $9-$10,000 for the coffee and it could go up, if it got really popular to $15,000. Do we want to take the step of providing premium coffee to CUS members or do we want to go with a smaller quote and try and get the same service that was can
- The most complaints we got when we used to have a vending machine for coffee was that it was broken; it was incredibly popular, even if it broke for an hour people'd complain, it's all automated, they refill the coffee on their own, they're based in Richmond so they can come right away for service

Questions/ Discussion

- DavidH: could we reach a multi-year agreement wit them to lower the costs?
  - It's based on how much coffee we give to students; we could also charge for extra things like cups, cream, etc
  - We could also put vending machines or ATMS around the CUS office; we could put a charge on the ATMS and get revenue through people using the ATM or we could get a commission from the vending machines
- Johannes: this is one of the most visible things we can do as a society to add value to

- students; with the upper bound of $14-$15K we provide unlimited coffee to all students for $5. I think that is an excellent return on student funds. 2800 students, $14K, $5 overall.
- Dylan: that might work if they had a code, but what if other people use their codes?
- Johannes: you can't prevent that
- Dylan: there is a lot of demand, the constraint is the supply, it takes 30 seconds to make a cup of coffee, the wait and the limited supply will be because the coffee machine can't produce the supply; we could also start making more CUSustainability mugs and selling them, and if you bought one you could get free coffee access
- Johannes: I think it'd be appropriate to put forward a motion to approve a certain amount for this expenditure, this expenditure we feel provides better value to students and needs the approval of the board
- Dylan: the cost would be recurring, service fee is included in buying the coffee
- Klazina: how much did it cost us before when we were paying someone to man the coffee station?
    - $4000 a year
- Aldora: do you believe in the honor system?
- Dylan: we can see what the demand of the coffee is at the start and base our funding on the demand
- DavidH: what does David Lam think about this?
    - He was fine with it
- Tim: the purpose of having this $15,000 is so we get the best coffee on campus?
    - No, to provide coffee to students
- Tim: are there alternatives to provide at a lower cost?
    - Yes; we could go with those alternatives and the execs could have approved this on their own, there are a lot of things that the CUS holds in terms of values that we want organic coffee for sustainability reasons, making the coffee ourselves will be problematic, we don't know what the demand is like, and we felt we'd need a vending machine-type concept
- Tim: I agree with the idea of it being self-serviced, is organic coffee the only means? I'm socially responsible to a certain extent, assuming we go with a self-service vending machine, how much less would it be without organic coffee?
    - I can get back to you on that, giving the discount they're giving us, it'd be $17-$18 retail per package
- Sara: I see where he's coming from, I think students are happy for free coffee
- Tim: I'm fine with any amount, but if we're incurring an additional cost for it being organic, nobody's going to know if it's organic
    - It's marketed as organic
- Tim: I'd like to look at the costs and weigh it at the benefits
- Johannes: what would the cost differentiation be between inorganic vs. organic coffee
    - Tim: point of reference plus what is paid to the manager, I'd compare maybe $10-$11,000
- Dylan: if it wasn't much of a discount, then we could go with organic
- Tim: agreed, I'd like to have the numbers; can we approve the execs to make the decision, taking the board's feedback into consideration

BIRT the CUS Board of Directors grants permission to the CUS Executive Council to approve up to $15,000 in funding for coffee for the CUS constituents for the 2011/2012 fiscal year.

<u>*Voting Phase*</u>

Motion: Johannes, Armin

For: Unanimous

Motion passed

Next Meeting: November 14th, 5:30pm
Adjournment
     BIRT the meeting is adjourned

End time: 8:39pm

revised article proposal for 2012 cus constitution

cus governance review committee
october 19th, 2011

commerce
undergraduate
society

→ article 1: preamble

- Current:
  - Organization name and mission
- Revised:
  - No changes required

cus commerce undergraduate society

→ article 2: membership

- Current:
  - Membership is limited to undergrad students at Sauder who have paid their fees
  - All members are equal
- Revised:
  - Membership is limited to undergrad students at Sauder **and honourary members of the CUS**
- Equality is status based (honourary or general membership)

commerce undergraduate society

→ article 3: definitions

- Definitions will be updated as required

commerce
undergraduate
society

article 4: board of directors

- Current:
  - Representation: students at Sauder
  - Structure: Pres, Senator, AMS Rep, 8 Year Reps
  - Speaker of the Board is appointed
  - Meetings at least once a month
  - Term: one year

cus

commerce
undergraduate
society

→ article 4: board of directors

- Revised:
  - Structure: **Total of 15**
    - **President (elected)**
    - **6 student reps (nominated)**
      - **3rd year (2), 4th year (2), any year (2)**
    - **1 Sauder faculty/staff member (nominated)**
    - **6 members of the Sauder BCom Convocation (nominated)**
    - **1 chairperson of the board (nominated; student, staff, faculty, or alum)**

cus

commerce
undergraduate
society

article 5: executive council

- Current:
  - Appointed
  - Purpose: Ops with direction from BoD
  - Structure: President plus appointed Execs
- Revised:
  - **Elected**
  - Structure: **President, Current VP's, Senator, AMS Rep, VP 1st Year, VP 2nd Year**

cus commerce undergraduate society

→ article 6: president

- No changes

→ article 7: ams rep

- No changes

→ article 8: senator

- No changes

commerce
undergraduate
society

→ article 9: student council

- Minor change: change it back to *Service* Council

commerce
undergraduate
society

→ article 10: ombudsperson

- No changes

→ article 11: committees

- Current:
  - Committees are formed based on need from BoD
  - Non-binding decisions
- Revised:
  - **Constitutionalize Standing Committees**
    - **Internal Audit Committee (Former BOC)**
    - **Policy and Procedures Committee**
    - **Nominating Committee (Former EHC)**

cus
commerce
undergraduate
society

→ article 12: cus policies

- No change

commerce
undergraduate
society

→ article 13: annual budget

- No changes

commerce
undergraduate
society

article 14: elections and turnover

- Will be completely re-written to reflect new structure

- Turnover at annual general meeting (before reading break)

- Reference Turnover and Annum Policy

CUS commerce undergraduate society

→ new article: annual general meetings

- Purpose:
  - **Ratify BoD nominations, elected positions, and honourary membership**
  - **Outgoing VP finance makes presentation on current finance situation**
  - Report from building committee operations
  - Gather feedback on current operations and generate new ideas from students
  - Students can force referendum

visit **cus.sauder.ubc.ca**

cus
commerce
undergraduate
society

→ article 15: annual appointments

- No changes
- Discipline policy?

→ article 16: clubs

- No changes

→ article 17: governance

- No changes

→ article 18: record of constitution

- No changes
- Add clause about auto-compliance?

→ article 19: referendums

- Current:
  - Accepted with
    - 15% voting
    - 50% majority
- Revised
  - Accepted with
    - 10% voting
    - 66.6% super majority

commerce
undergraduate
society

→ article 20: recall

- Revise to new structure

commerce
undergraduate
society

→ article 21....

(So apparently there isn't one...)

cus

commerce
undergraduate
society

→ article 22: in term vacancies

- No changes

commerce
undergraduate
society

→ article 23: amendments

- No changes

commerce
undergraduate
society

→ article 24: implementation

- Revise to new date

cus commerce undergraduate society

Mission of the CUS

*"To enhance the value of the UBC Sauder School of Business' Bachelor of Commerce degree while cultivating **social**, **professional** and **academic** success in students."*

CUS

commerce
undergraduate
society

→ Purpose of this Presentation

Analysis of Board/Constitutional Reforms up to Present

Our Next Steps

CUS
commerce
undergraduate
society

HISTORY OF THECUS CONSTITUTION

Before 2000, there was a general lack of structure and involvement
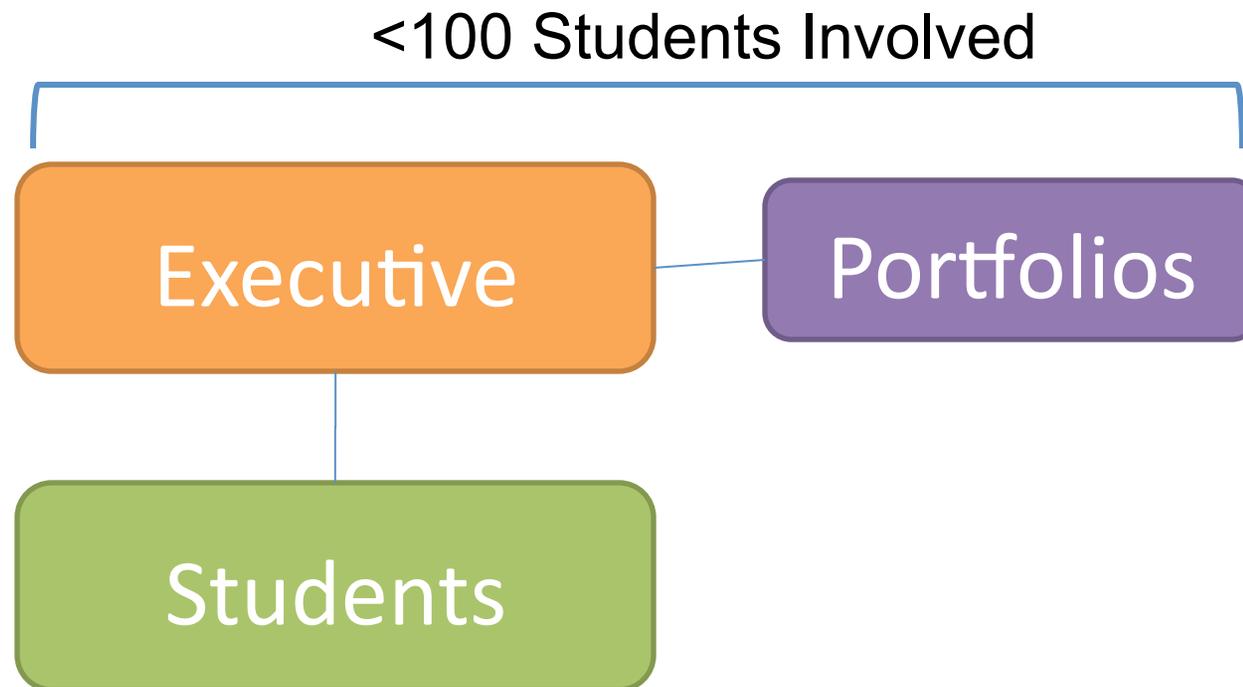
<100 Students Involved

Executive

Portfolios

Students

CUS — commerce undergraduate society

HISTORY OF THE CUS CONSTITUTION

In 2000, major fee and constitution reform brought new energy to the CUS

Student Fees
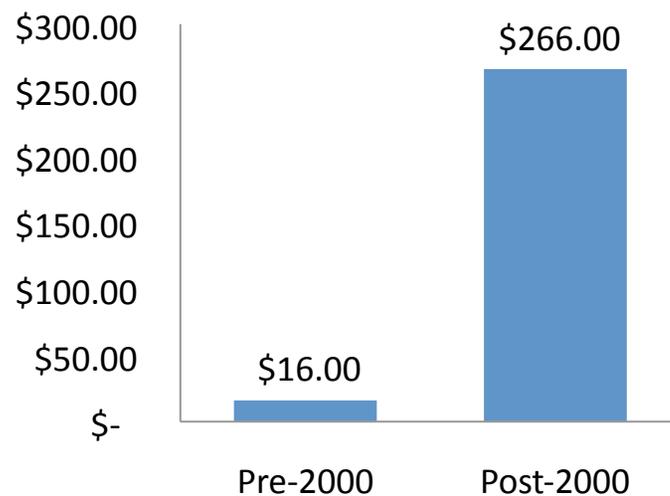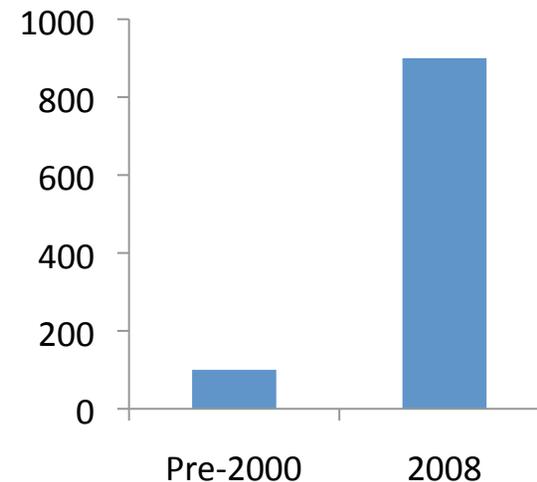
Pre-2000	$16.00
Post-2000	$266.00

Students Involved

Pre-2000	~100
2008	~900

CUS
commerce
undergraduate
society

HISTORY OF THE CUS CONSTITUTION

→

In 2000, major fee and constitution reform brought new energy to the CUS
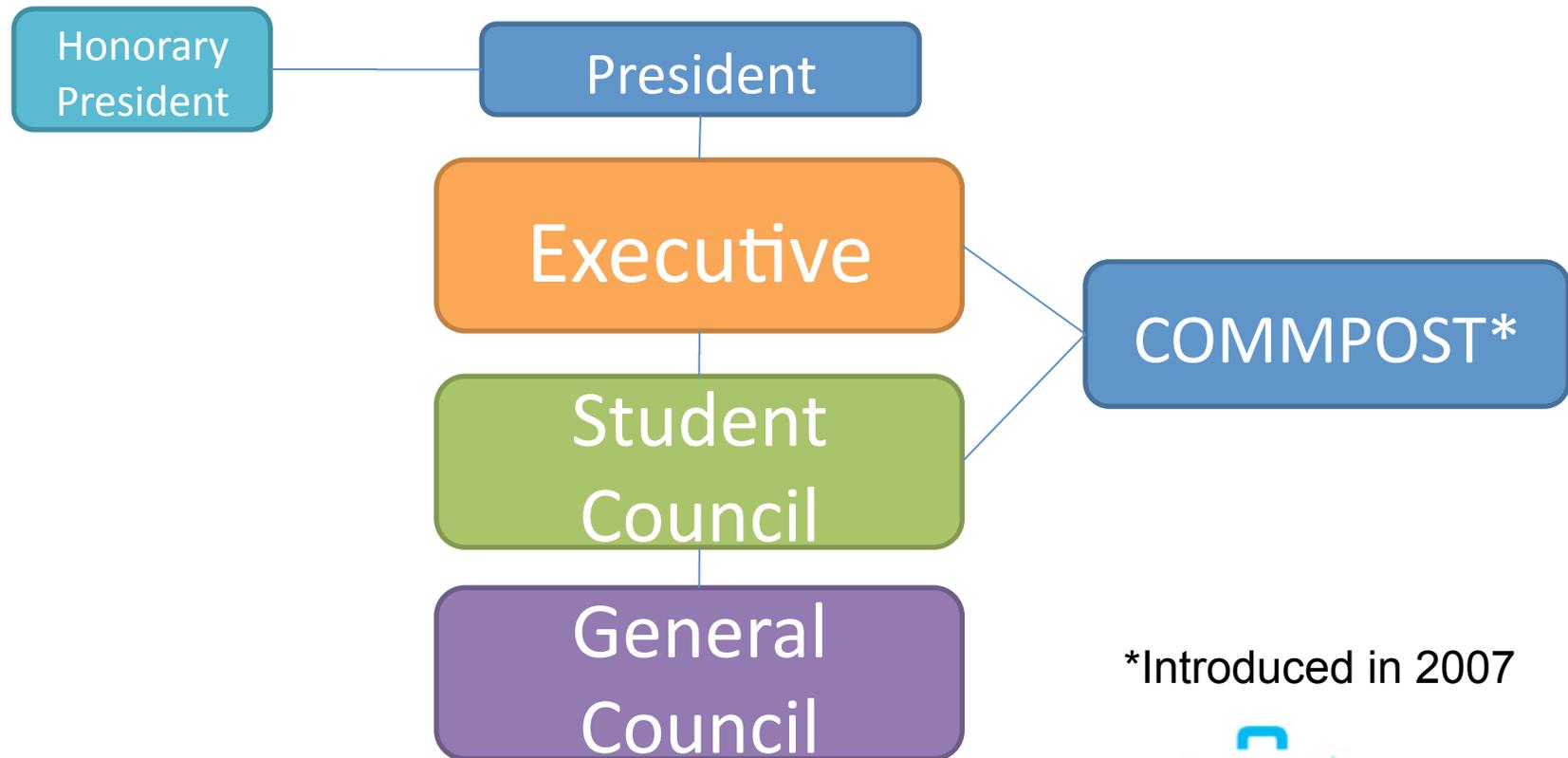
Frosh	Enterprize	SCMP
JDC	Me Inc.	Awards Night

CUS
commerce
undergraduate
society

HISTORY OF THE CUS CONSTITUTION

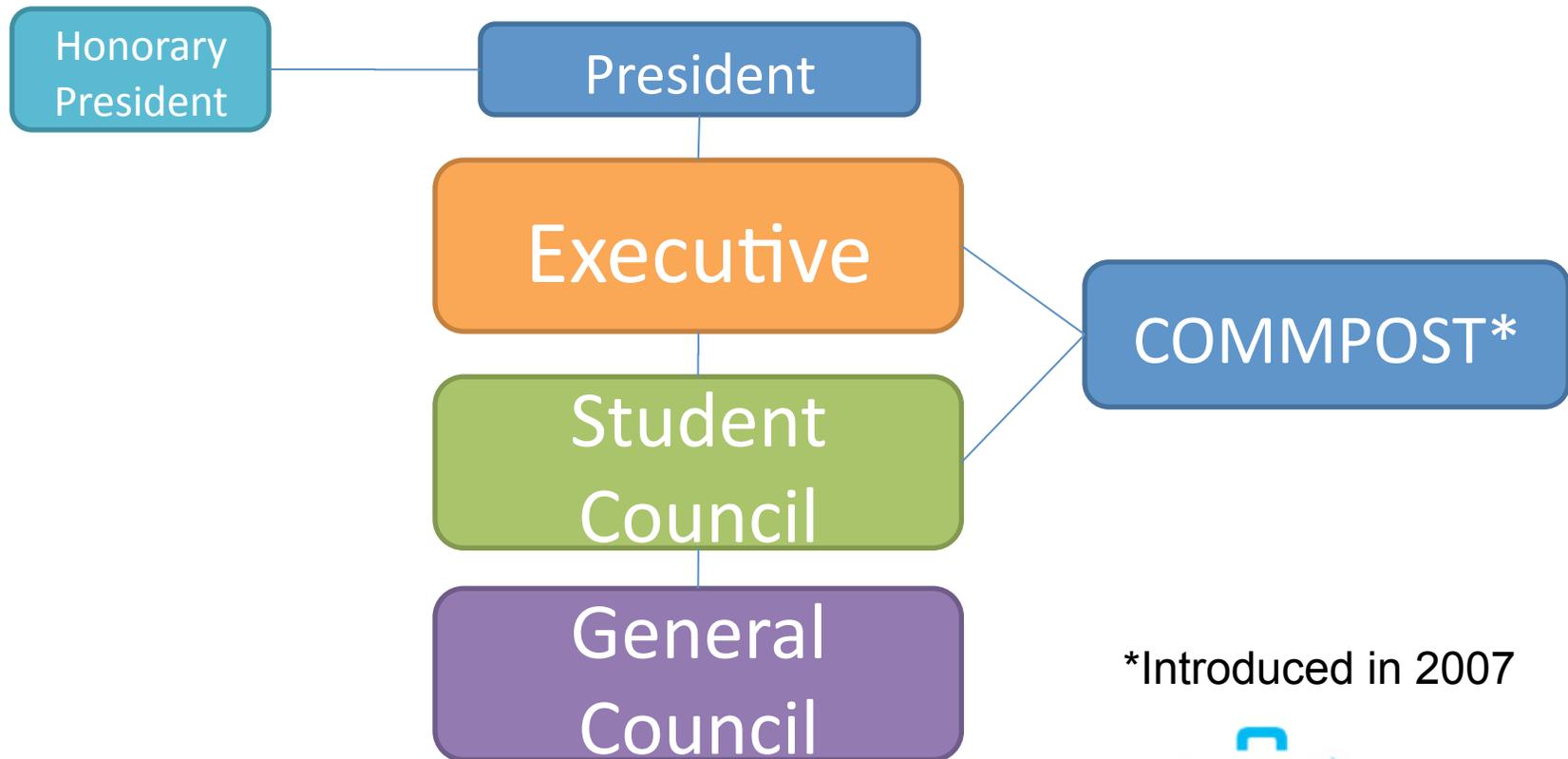**In 2008, issues regarding the accountability of the CUS Structure were raised**

Honorary President

President

Executive

COMMPOST*

Student Council

General Council

*Introduced in 2007

CUS commerce undergraduate society

HISTORY OF THE CUS CONSTITUTION

As a result, a constitutional review was undertaken and a new structure replete with a board was recommended
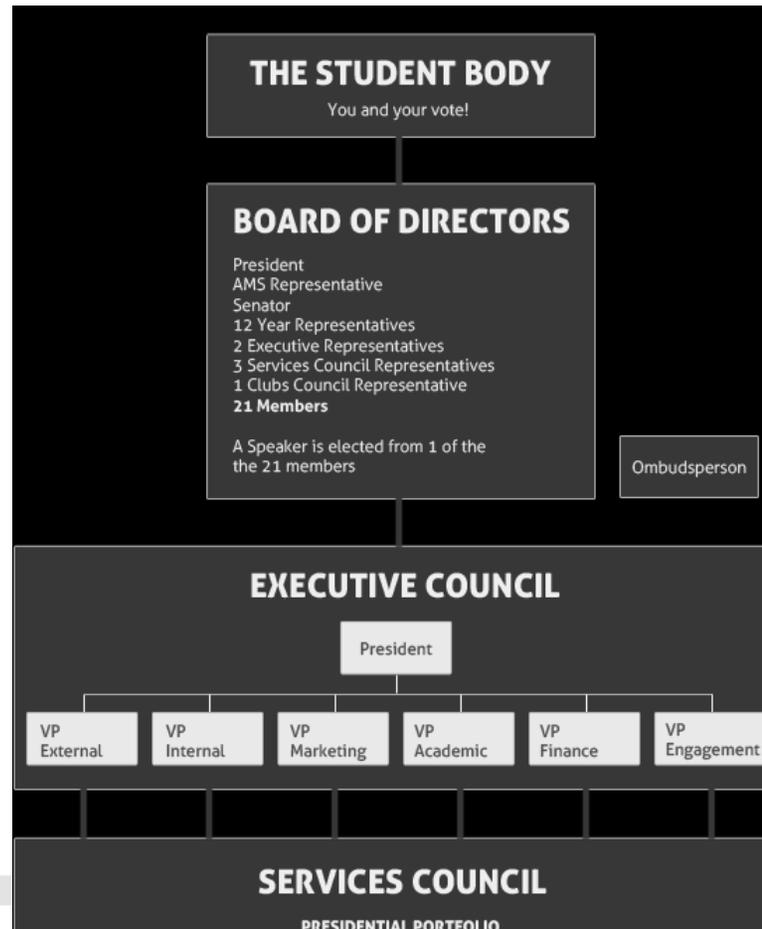
commerce undergraduate society

Purpose of a NPO Board

The Main Focus of an effective NPO Board is oversight, strategic visioning, and the delivery of the organization's mission
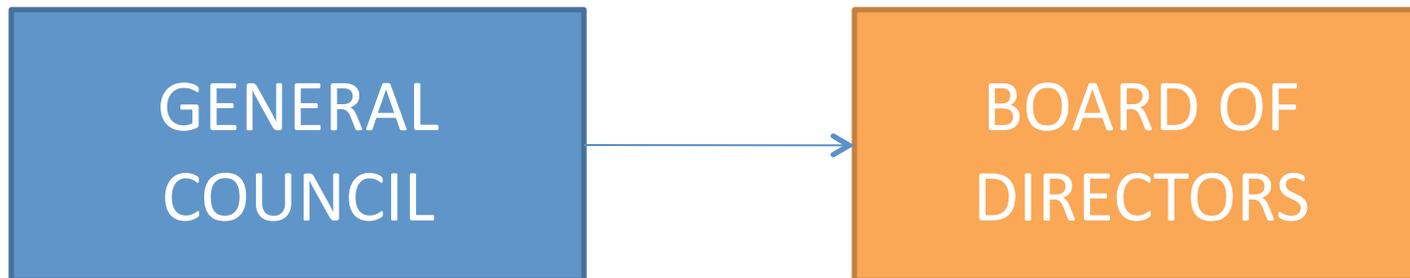
Representation

Accountability/Oversight

Strategic Visioning

cus

commerce
undergraduate
society

→ Representation

On the whole, representation hasn't necessarily improved or worsened; more so it has changed in its format

GENERAL COUNCIL → BOARD OF DIRECTORS

cus commerce undergraduate society

Purpose of a NPO Board

The Main Focus of an effective NPO Board is oversight, strategic visioning, and the delivery of the organization's mission
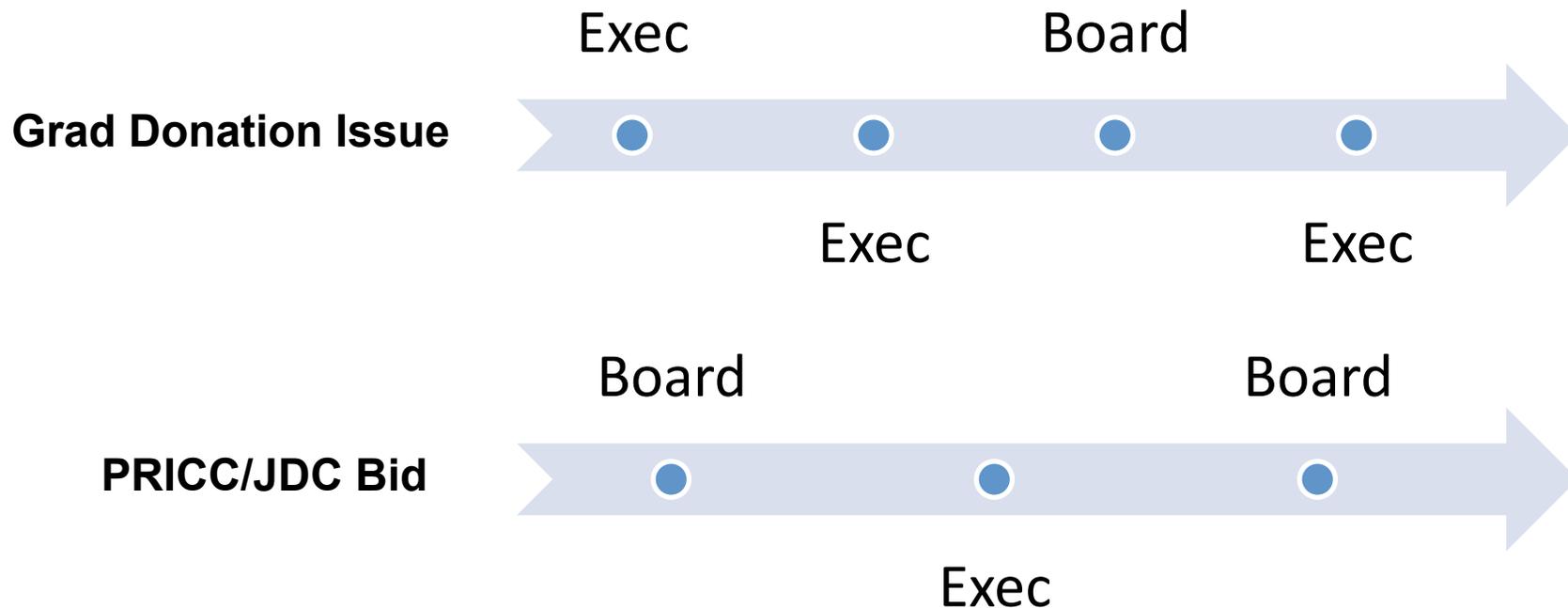
Representation

=

Accountability/Oversight
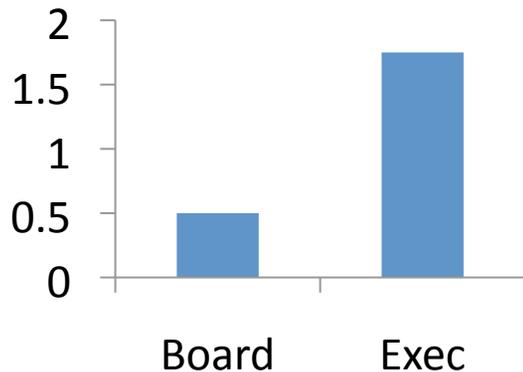
Strategic Visioning

→ Accountability/Oversight

Power/Information Asymmetry
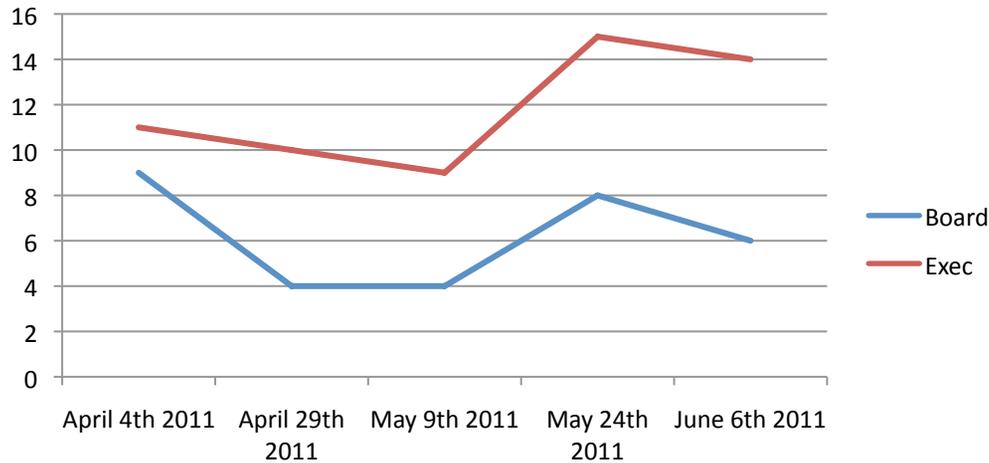
Execs Providing more Comments on average during meetings

Execs on Average Have More Years of Experience

visit **cus.sauder.ubc.ca**

cus commerce undergraduate society

Purpose of a NPO Board

The Main Focus of an effective NPO Board is oversight, strategic visioning, and the delivery of the organization's mission

Representation =

Accountability/Oversight X

Strategic Visioning

Strategic Visioning

One year terms and turnover rates of 100% make strategic planning difficult

| Before 2008 | = | After 2008 |

CUS
commerce
undergraduate
society

→ Purpose of a NPO Board

The Main Focus of an effective NPO Board is oversight, strategic visioning, and the delivery of the organization's mission

Representation	**=**
Accountability/Oversight	**X**
Strategic Visioning	**X**

commerce
undergraduate
society

Constitutional Reform Issues

Transition!

Policy Gaps

Role of Speaker

Confusion

cus commerce undergraduate society

1. Possible alternative scenarios
2. Create a group to push forward change
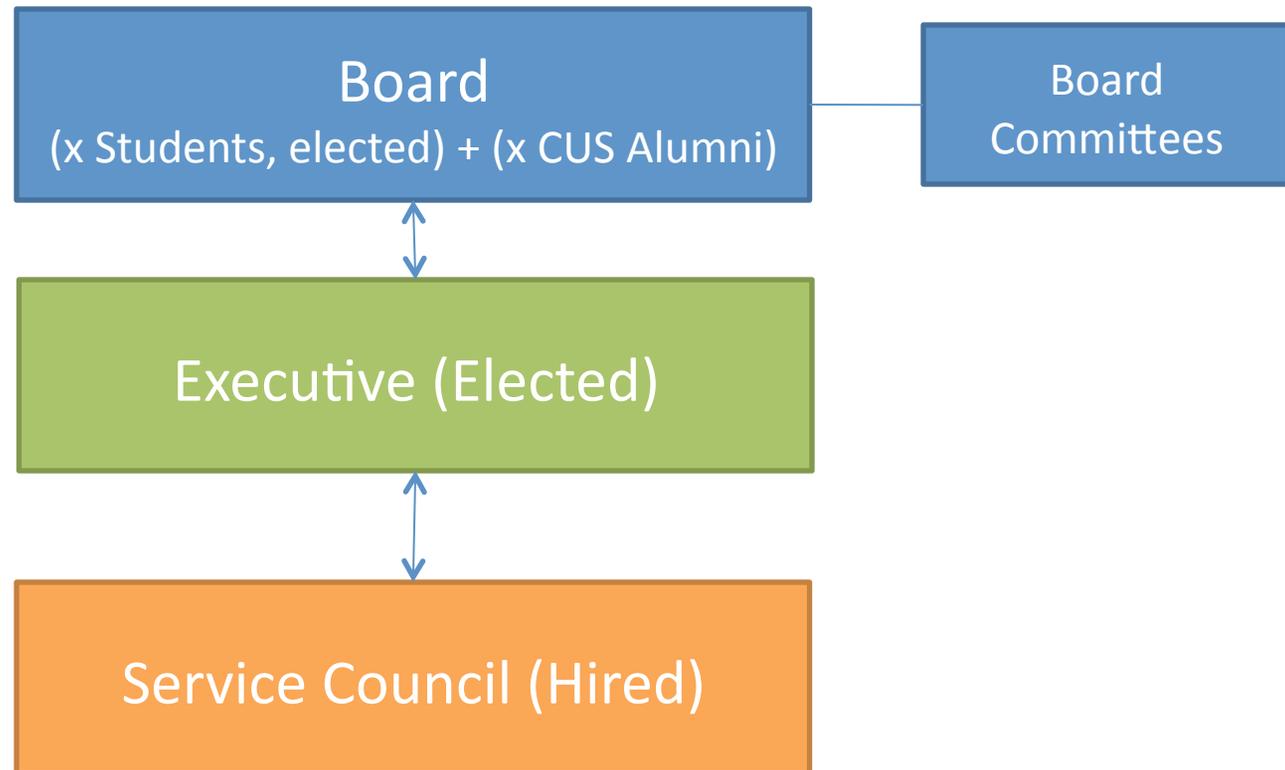
Next Steps

Action Item	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12
Pre-Consulting Board Members/Execs/Alums	▉	▉									▉
Forming Governance Committee		▉									▉
Interviewing/Collecting Information from CUS Members		▉	▉								▉
Building Draft			▉	▉							▉
Student Consultation				▉	▉	▉					▉
Final version of constitution developed						▉					▉
Referendum Marketing					▉	▉	▉				▉
Board Member Recruitment							▉	▉			▉
Turnover/Transition/Implementation								▉	▉	▉	▉
Success!											▉

visit **cus.sauder.ubc.ca**

commerce undergraduate society

→ Next Steps

1. Two-Three People to put together Governance Review Committee terms of reference
2. Next meeting, staff the committee
3. Get the wheels moving on making the organization work more effectively!

cus commerce undergraduate society

→ Thanks!

Questions?

cus commerce undergraduate society

CUS GRT Force Minutes
November 7th, 2011

Start Time: 5:03pm

Present: Jackie, Emmet, Riki, Johannes, Tim, Jacky, Chris, Aldora, (Cole)
Late: -
Regrets: Graham, Chad, Klazina

<u>Updates</u>

- Johannes: I'd like to preface the conversations I've had since Monday's meeting, and frame our discussion around that. Monday was one of the best meetings we've ever had, and it made clear what the real issues are with the board structure that we need to discuss. Some of the main issues were a really poor understanding of the expectations of the board, whether they're written in the bylaws or not, people don't understand how the board is supposed to function; there were points brought up of the execs speaking 75% of the meeting, and perhaps that's more a matter of emphasizing that the board should be speaking at a board meeting. Also emphasizing that people should be held accountable to their attendance, preparation, and ensure there are board procedures in place because the board of procedures was supposed to be written up but we were counting on one person to do this. I think our operations are also poor, we had a really good conversation between myself and others, however what happened instead of a consulting process, the entire board turned into a committee trying to figure out what to do. Composition can and does help to a certain extent, I think there's still value in bringing alumni on board, it's not as big in how the board actually operates. Armin and Emmet reaffirmed my belief that first years can bring unique and articulate opinions and discussion points to meetings, that isn't to say there isn't value in bringing alumni on board to discuss those more difficult issues. Any feedback to this?
- Jacky: I think Johannes is doing a great job, you're the first president has dared to change something, I applaud your courage.
- Johannes: I would like to commend Chris, Jacky, and Tim for driving the conversation on Monday in a positive direction
- Johannes: there are some people who knew Roberts' Rules very well and jump into the conversation on Monday, another issue is there isn't a clear division between the execs and the board, there isn't a distinct leader of the board, it's hard for Jackie to take minutes and lead at the same time

- Johannes: after taking on the feedback, the main changes that are proposed:
  - Transition time back to March 1 or two weeks after the transition period
    - It's better to get our feet wet and have a clear idea of our position before the end of classes
  - Elected speaker from amongst the board members, right now there's a conflict of interest where the execs hire the speaker
  - Institutionalizing board procedures (not part of the referendum)
    - There is a document that lays out some of the main things that a board should be doing (creating the main processes, for example there should be a template of monthly updates from the execs)
    - Alex Monegro sent me a great template of a monthly 1-page report detailing objectives and where they are with these objectives
  - Four alumni board members
    - Similar structure, super majority students but there are four alumni who provide that extra support and engagement
  - Creating an equitable nominating structure
    - I propose that a nominating committee from the current board nominate some individuals for a two-year term the following year
- I'm having a meeting with Sheldon on Wednesday for input, ideally my goal is to decide what each of these points looks like, I'll write these up and present them to Sheldon for proofreading
- Tim: I like how these changes are proposed, my original fear with the previous suggestions was that the message to the students would be "this isn't working right now and we have to change everything". This proposal seems much more positive, "we can make it better", I think it'll be much more receptive to the CUS in general. Three referendums in three years is unheard of and risky in establishing confidence in the student body, if it shows we're not starting from scratch every year it maintains confidence
- Johannes: the next step is cleaning up everything, instead of having all of these policies laying around, having a code and constitution where only things that need to be done by referendum are under the constitution
- Tim: have you thought of hiring or getting external help? We're students and aren't experts, I'd be willing to put money into it
- Jacky: I would encourage you to constitutionalize your board procedures
- Tim: but board procedures can change
- Jacky: more fixed things that wont be changing
- Chris: with the alumni part, there was some talk, and Andrea brought up the mentorship program she's proposing that we might look at this closer to the end of the year
- Cole: there is a lot that needs to be cleaned up, there are abstracts provided for some of the policies, but to make them more readable for students
- Johannes: reimbursement policy was made to be much easier when a video was made
- Johannes: Any opposition to changing the transition time back to March?
- Tim: what's our current turnover date?
  - Last day of classes
- Tim: has the election date changed?

- Johannes: they're January to February
- Tim: so we're cutting short the board members' terms?
    - Yes, the point is to allow shadowing, it'll be happening anyway, you're empowering the new people to make decisions, and you'll be there for assistance
- Tim: this makes more sense, I'd suggest that there has to be a way to make shadowing a more formal thing
- Riki: we were talking about on-paper transitioning, but it's different than in-person transitioning
- Jacky: Maria Sun (elections officer) was looking at having board member job descriptions
- Johannes: alternative: what's the difference between March 1st and two weeks after elections?
- Riki: I think March 1st is good
- Chris: what about things under the budget that fall under our year?
    - They've already approved the budget, the spending has been approved
- Tim: the budget will stay the same, but requests post March-1st will be handled by the new board; any previous decisions continues, the risk of transitioning is always there
- Johannes: elected speaker vs. hired?
- Riki: if the board elects within the board, that person should be capable
- Jacky: the name "chairperson" is more professional
- Johannes: agreed
- Johannes: Institutionalizing board procedures?
- Johannes: four alumni board members, I think I've motivated my side
- Riki: it's not exactly that they'll directly contribute, but it'll set the tone, I think it's good functionally and good for appearance and professionalism
- Tim: why four?
    - Two rotating each year
- Johannes: for any super majority vote for anything needing 75% of the vote, you need at least one alumni in support
- Tim: I'm fine with this as long as there is 2/3 majority
- Riki: I like it because the students have the power but alumni still have a say
- Chris: will the meetings be monthly?
    - Yes
    - The operations would be student bodies presenting to the exec and them presenting a recommendation to the board and the board making decisions so they can spend less time talking about operational stuff and more time on strategic things
- Tim: over the weekend I had a chance to listen to Robert Lee who's a member of the board of governors, and he told us the story that happened when he was a board member for the school, and he used his connections to reach out and do so much for the Vancouver community, I think it could take us places we could never have imagined
- Jacky: I'm concerned about the genre of alumni
    - Our current board will help to decide that, so we don't get inadequate people, I would hope most people would have good judgment for this

- Aldora: what if the decision needs to be made in the middle of the month and it's a monthly meeting?
    - It's the same with meeting bi-weekly, there's nothing we can do, if it's serious we can hold an emergency meeting or do an email vote, if we communicate the importance of monthly meetings, we can't cater to them necessarily
- Chris: we should put policies in place for monthly reports from the execs
- Johannes: and we can have larger quarterly reports
- Johannes: now creating equitable nominating structures, this is something I don't have an answer for
- Tim: so we'll do a staggered nomination the first year this happens? Two alumni will be chosen by the last board and two by the new board?
    - No, we're picking four and asking two to be two years and two for one year
- Tim: and then it'll always be the previous board that picks the new alumni
- Riki: what about AGMs? Even if they aren't in favor at the AGM isn't it equitable?
- Johannes: the student board elections should be ratified, and then also the alumni
- Riki: who will be directly affected by the decision? The board and the exec, but do we really need members at large?
- Tim: in terms of getting student representation isn't it redundant? You already have student representation from the board, I don't think we need MALS, and I don't think there are high conflicts of interest because the last board is electing the new members

End Time: 6pm