



commerce  
undergraduate  
society

## CUS Board of Directors Minutes

October 31<sup>st</sup>, 2011

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**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 17<sup>th</sup>, 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

- 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?
  - 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?
  - 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?
  - You have a portfolio of the MALS, similar to like we used to have in 2008
- DavidH: are they considered execs?
  - 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
  - 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
  - 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

- 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
- 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
  - 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
  - Johannes: we're looking for feedback
- Tim: if this went into referendum, when would we as a board decide?
  - November 14<sup>th</sup>
- 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 14<sup>th</sup> 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?
  - 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 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 with 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.*

*Voting Phase*

*Motion: Johannes, Armin*

**For: Unanimous**

*Motion passed*

**Next Meeting: November 14<sup>th</sup>, 5:30pm**

**Adjournment**

*BIRT the meeting is adjourned*

**End time: 8:39pm**