

BOARD OF GOVERNORS

DOCUMENT 2016-5-03

FEBRUARY 3RD 2017

MCGREER 100, 3:00 P.M. TO 6:15 P.M.

MINUTES

Chair: Robert Hall

Present: Jane Brydges, Michael Goldbloom, Kerry Hull, Deborah Langford, Michel Marleau, Nadia Martel, Cathy McLean, Chelsea McLellan, Ross Osmun, Luce Samoisette, Andrew Stritch, James Sweeny

Regrets: Brian Levitt, Tova White

Senior Administration: Jackie Bailey, Marie-Josée Berger, France Gervais, Isabelle Goyette, Matt McBrine, Michele Murray, Francine Turmel, Miles Turnbull

Secretary: Victoria Meikle

ITEM 1: CHAIR'S WELCOME

The Chair called the meeting to order at 3:08 p.m.

ITEM 2: APPROVAL OF THE AGENDA

James Sweeny moved approval of the Agenda as distributed, and Michel Marleau seconded the motion.

The motion carried.

ITEM 3: APPROVAL OF MINUTES, NOVEMBER 25TH MEETING

James Sweeny moved approval of the minutes as distributed, and Michel Marleau seconded the motion.

The motion carried.

ITEM 4: BUSINESS ARISING

There was no business arising from the minutes.

ITEM 5: AMENDMENT TO CRITERIA OF ELIGIBILITY FOR EXTERNAL GOVERNORS

At the November 25th 2016 meeting of the Board of Governors, the Secretary General gave notice that a motion would be made at the February 3rd 2017 meeting of the Board to amend the eligibility requirements for External Governors as set out in s. 3.1 of Division II of the Statutes.

The Chair of the Board, M^e Robert Hall, introduced the proposed amendment and asked for questions or comments on the text of the resolution. There being no questions or comments, the Board voted on the resolution.

**RESOLUTION 2016-4-01 TO AMEND
THE STATUTES OF BISHOP'S UNIVERSITY
TO BE MADE AT THE MEETING OF THE BOARD OF GOVERNORS
SCHEDULED FOR FEBRUARY 3RD 2017**

Section 3 of Division II of the Statutes of Bishop's University sets out the criteria for the eligibility to sit as an External Governor or External Community Member.

BE IT RESOLVED THAT Section 3 of Division II is amended to read as set out below.

Criteria for Eligibility as an External Governor or External Community Member

3.1 Eligibility

Subject to s. 3.3, to qualify as an External Governor or an External community member, as the case may be, a person cannot be someone who:

3.1.1 is in the employ of the University or has been in such employ in the three (3) years preceding appointment to office;

3.1.2 has an immediate family member, as defined herein, who is an employee of the University; or

3.1.3 is a student attending the University registered in more than one taught course or research activity or registered in an activity leading to a degree, a diploma or a certificate.

3.2 Definition of Immediate Family Member

An "immediate family member" shall mean a spouse or partner (by marriage or common law), a parent, a child or a sibling.

3.3 Determination of eligibility

Where an External Governor or External Community member, or a prospective External Governor or External community member, would be ineligible to sit under ss. 3.1 and 3.2, the Governance and Ethics Committee shall review the situation and make a determination regarding the independence and perceived independence of the External Governor or External community member, or the prospective External Governor or External community member.

Where the Governance and Ethics Committee concludes that, in all the circumstances, the independence of the External Governor or External community member or prospective External Governor or External community member would not be compromised, the Committee shall recommend to the Board of Governors that the Governor or community member be deemed eligible to sit.

The Board shall determine eligibility by majority vote in which the Governor in question shall not participate.

Moved by: Nadia Martel

Seconded by: Deborah Langford

The motion carried, James Sweeny opposed.

ITEM 6: CONFIRMATION OF AN EXTERNAL GOVERNOR

The Chair introduced a motion to reaffirm Cathy McLean in her position as an External member of the Board of Governors on the recommendation of the Governance and Ethics Committee.

RESOLUTION 2016-4-02 TO CONFIRM THE APPOINTMENT OF AN EXTERNAL BOARD MEMBER FOR A TERM ENDING ON JUNE 30TH 2019

WHEREAS the Nominating Committee of the Board of Governors recommended the reappointment of Cathy McLean for a three-year term to end on June 30th 2019;

WHEREAS Ms McLean was reappointed to the Board of Governors on October 2nd 2016 for a three-year term to end on June 30th 2019;

WHEREAS Ms McLean's son signed a contract of employment with Bishop's University on November 3rd 2016, rendering her ineligible to serve on the Board under the then s. 3.3 of Division II of the Statutes;

WHEREAS s. 3.3 of Division II the Statutes now provides that the Governance and Ethics Committee may make a recommendation as to the eligibility of a Governor who has an immediate family member to sit as an independent External Governor;

AND WHEREAS the Governance and Ethics Committee has recommended that Cathy McLean's appointment as an External Governor for a term ending on June 30th 2019 be confirmed;

BE IT RESOLVED THAT the Board confirms the reappointment of Cathy McLean to the Board of Governors for a term to end on June 30th 2019.

Moved by: Nadia Martel

Seconded by: James Sweeny

The motion carried.

ITEM 7: PRINCIPAL'S REPORT

Deaths of Three Members of the Bishop's Community

The Principal reported to the Board that the Bishop's community had responded in a very supportive way in the case of each of the three recent deaths in the community: those of Dr. Gerry Coulter, Clinton Munkittrick and Tuan Luu.

Announcement of Two Major Infrastructure Projects

Major renovations to the John-Bassett Memorial Library and to labs in the Andrew S. Johnson Science Building were announced on January 18th 2017. The Principal reported that the Minister responsible for Higher Education, M^{me} H el ene David, had been exceptionally supportive of Bishop's in comments delivered at the announcement.

The Chair of the Board congratulated the Principal and his team on their success in attracting this infrastructure funding.

Prime Minister's Visit

Bishop's students had appreciated the visit to the Bishop's campus of Prime Minister Justin Trudeau, made during a stop in Sherbrooke as part of his cross-Canada tour.

Journ ees de r eflexion sur les violences   caract ere sexuel

The Minister responsible for Higher Education planned to organise five days of discussion around the prevention of and responses to incidents of sexual violence on campus. Like other universities, Bishop's would submit a list of best practices, implemented on our campus by Dean of Student Affairs Dr. Jackie Bailey and Sexual Health Coordinator Katherine H ebert-Metth e, as well as practices and policies for which we will need additional financial resources.

Senior administration

In closing, the Principal announced the departure of two members of the Executive Group, Dean of Student Affairs Dr. Jackie Bailey and Vice-Principal Finance and Administration France Gervais.

Jackie Bailey joined Bishop's in November of 2010. An inspiring teacher, she has enhanced the range and quality of services that we provide to our students. By working closely with them, Jackie and her team have helped to set new standards for the support we provide to our students and for how they conduct themselves.

France Gervais joined Bishop's in the spring of 2015, serving during two of the most challenging years as Bishop's worked to develop a recovery plan and to balance the university's operating budget. She has been an important leader of our Executive team and a critical support to the Board and the Principal.

ITEM 8 AD HOC SEARCH COMMITTEES

Dean of Student Affairs

Jane Brydges moved and James Sweeny seconded the establishment of an Ad Hoc Search Committee for a Dean of Student Affairs composed as set out below. [*The membership has been updated to include nominations made since the February 3rd 2017 Board meeting.*]

S. 7.9 of Division V of the Statutes provides that the members of the ad hoc committee in respect of the Dean of Student Affairs shall be:

- ♦ the Principal and Vice-Chancellor, as Chair;
- ♦ one (1) External member of the Board of Governors or External community member named by the Board of Governors;
- ♦ one (1) Academic Officer, named by the Principal and Vice-Chancellor;
- ♦ one (1) member of the senior administration named by the Principal and Vice-Chancellor;
- ♦ one (1) faculty member named by the Faculty Council;
- ♦ one (1) manager named by the Managers' Council;
- ♦ two (2) staff members named by Staff Council; and
- ♦ three (3) full-time students, named by the Students' Representative Council.

Chair:	Michael Goldbloom, <i>ex officio</i>
External Governor (1):	Nadia Martel
Academic Officer (1)	Michele Murray
Senior administration (1):	Nick Andrews

Faculty member (1):

Manager (1):

Staff members (2):

Students (3):

Dan Seneker

Jamie Berwick
Daniel Ramage

Jessica Goodsell
Marilyn Hardy
Abigail Vandzura

The motion carried.

Vice-Principal Finance and Administration

James Sweeny moved and Nadia Martel seconded the establishment of an Ad Hoc Search Committee for a Vice-Principal Finance and Administration as set out below. [*The membership has been updated to include nominations made since the February 3rd 2017 Board meeting.*]

S. 7.8 of Division V of the Statutes provides that the membership of an Ad Hoc Search Committee for a Vice-Principal Finance and Administration shall be:

- ♦ the Principal and Vice-Chancellor, as Chair;
- ♦ two (2) External members of the Board of Governors or External community members named by the Board of Governors;
- ♦ one (1) member of the senior administration named by the Principal and Vice-Chancellor;
- ♦ one (1) manager named by Managers' Council;
- ♦ one (1) full-time faculty member, named by the Faculty Council;
- ♦ one (1) staff member named by the Staff Council; and
- ♦ one (1) student named by the Students' Representative Council.

Chair:

Michael Goldbloom, *ex officio*

External Governors (2):

Michel Marleau
Luce Samoisette

Senior administration (1):

Miles Turnbull

Manager (1):

Andrea Roberts

Faculty member (1):

Staff member (1): Melanie Roarke

Student (1): Morgan Gagnon

ITEM 9: ACADEMIC REPORT

Tenure-Stream and Sessional Positions

The Academic Report provided an overview of the criteria and process used by Senate Planning Committee and Senate for the recommendation of tenure stream positions.

For the first time, the RAM score (Resource allocation model score), an indicator of the ability of a Department or program to cover the costs of an additional position, was used by Senate Planning Committee in setting priorities for hiring faculty. Senate had approved the recommendations of Senate Planning Committee.

In addition, Senate had recommended the assignment of a half-position to the Department of History to 'regularise' an existing half tenured position, and a one-year sessional position for the School of Education to take care of the education practicum.

In response to a question, the Vice-Principal Academic explained that Departments do not 'own' the positions. Priorities are set by Senate Planning Committee and Senate on an annual basis, and when a faculty member leaves the University or retires, priorities are reassessed.

The Principal had consulted members of the Executive Group in considering his recommendation to the Board regarding tenure stream hiring and the ability to cover Senate recommendations within the operating budget. As a matter of transparency, the outcome of this consultation was included in material provided to the Board.

The Finance Committee had concluded that the financial recovery plan would not be impacted in the short-term if the Board were to decide to approve the Senate recommendation for a half-position in the Department of History. It was noted that there would be two retirements from that Department in 2018. The Finance Committee recommended that the History Department use the half-position to generate the additional registrations needed to improve its RAM score and cover the additional expense.

**RESOLUTION 2016-4-04
FOR THE APPROVAL OF TENURE-STREAM AND SESSIONAL POSITIONS
FOR 2017-18**

WHEREAS Senate adopted a new resource allocation policy at its September 19th 2016 meeting to govern the setting of priorities among request for tenure-stream and sessional positions and the allocation of part-time credits;

WHEREAS, at its October 24th meeting, Senate approved the recommendation of Senate Planning Committee in relation to two tenure-stream positions, and the disciplinary priorities among those positions:

1. Sports Studies Program;
2. Department of Psychology

WHEREAS Senate further approved the recommendation that a 0.5 tenure-stream resource be allocated to the Department of History, independently of other tenure-stream requests, and, in the event the Board did not approve the 0.5 tenure-stream resource, that a half-sessional position be allocated to the Department of History;

WHEREAS Senate approved the recommendation of Senate Planning Committee in relation to an exceptional ten-month sessional position in the School of Education to teach and to coordinate the practicum;

WHEREAS the senior administration has produced a projection for 2016-17 that includes funding for these positions;

AND WHEREAS the Finance Committee has discussed the University's current financial projections within the parameters of a financial recovery plan and has supported the Senate's recommendations for:

- ♦ two tenure-stream positions, beginning July 1st 2017
- ♦ 1.5 sessional positions beginning July 1st 2017, and
- ♦ 0.5 tenure-stream position to regularize the existing 0.5 tenure-stream position in the Department of History beginning July 1st 2018;

BE IT RESOLVED THAT the Board of Governors approves:

- ♦ two tenure-stream positions to be allocated as of 2017-18 in accordance with the priorities established by Senate, one to the Sports Studies program and one to the Department of Psychology;
- ♦ one ten-month sessional to be allocated to the School of Education for 2017-18;
- ♦ 0.5 of a tenure-stream position to be allocated to the Department of History as of July 1, 2018 and
- ♦ an official half-sessional position to be accorded to the Department of History for the 2017-18 year.

Moved by: Michael Goldbloom

Seconded by: Andrew Stritch

The motion carried, none opposed.

ITEM 10: UPDATE ON PROJECTIONS FOR THE RECOVERY PLAN

Vice-Principal Finance and Administration France Gervais spoke to document 2016-4-10, her report on the impact of lower-than-targeted Fall registrations on the Recovery Plan.

Ms Gervais explained that the assumptions in the Plan were conservative and reviewed the impact of the actual Fall 2016 enrolment sector by sector, pointing to steps that could be taken to make up for projected shortfalls.

She concluded by advising the Board that, since she had prepared her Report, information about Winter 2017 term enrolment had become available. Registrations were better than projected, and a positive impact on revenues was expected.

ITEM 11: FINANCE COMMITTEE REPORT

The Finance Committee met January 19th 2017. In addition to recommendations for tenure-stream and sessional hiring, it had reviewed the updated forecast for 2016-17.

Assistant Vice-Principal Finance and Operations Isabelle Goyette spoke to the updated forecast. After reviewing variances, she reported that the University is on target to hit the budgeted deficit of \$3.5M despite lower revenues resulting from lower Fall registrations.

During the course of discussion, Ms Goyette undertook to look into the possibility of covering the cost of moving the library in the capital budget.

Ms Goyette concluded with an update on negotiations to sell land to the Ministry of Transportation for the completion of Highway 410. The Ministry had refused Bishop's offer to sell at \$1.50 a square metre. Since then the Ministry had offered a piece of land in exchange for the land needed for the highway.

ITEM 12: RECOMMENDATION FOR THE HIRING OF TENURE-STREAM PROFESSORS

This item was dealt with under the Academic Report, Item 9 above.

ITEM 13: STUDENT RECRUITMENT STRATEGY

The Vice-Principal Updated the Board on enrolment for the 2017 Winter Term. Retention from Fall to Winter was the best since 2009.

ITEM 13: REPORT OF THE AD HOC COMMITTEE ON THE HOUSING PLAN

Cathy McLean, Chair of the Ad Hoc Committee on the Housing Plan, reported that the Committee had recruited a new member with experience in the construction industry.

Deborah Langford, Director of Residence and Conference Services, presented the Housing Plan developed to guide renovations and construction projects valued at a total of \$44M before financing costs.

She summarised new research on the value of residences for student success. Analyses demonstrated that residence living had a positive impact on the retention of high school students and their performance during their first year at the University.

Ms Langford outlined the trade-offs involved in ensuring that residences cover their costs while maintaining a student-centred approach, and in managing fluctuating capacity during the renovation of different residences.

The Committee decided to go to tender for architects for three years for three projects:

- ♦ a feasibility study on renovations to Norton-Pollock;
- ♦ a plan and design for a new residence that would eventually replace McKinnon; and
- ♦ the rejuvenation and renovation of Munster Hall.

ITEM 15: REPORT OF THE PRESIDENT OF THE STUDENTS' REPRESENTATIVE COUNCIL

Chelsea McLellan provided a summary of recent activities of the Students' representative Council, including referenda to adopt new requirements to succeed in a referendum and to increase in support to the Refugee Sponsorship Committee.

Ms McLellan advised Governors that the SRC had decided to join the *Union étudiante du Québec*, a new umbrella student association.

She reported that Morgan Gagnon, currently Vice-President Academic of the SRC, was the only candidate for President for 2017-18.

ITEM 16: CONTRACT FOR WORK ON COULTER FIELD

Isabelle Goyette explained the need for a resolution authorizing Les Services **exp** to sign documents required by the Ministry of Sustainable Development related to the upgrading of installations on Coulter Field to bring them up to current electrical standards.

She noted that the project is not eligible for government infrastructure funding, and will be financed in part from a reserve for the Sports Centre and in part by the Bishop's Foundation.

Jane Brydges moved approval of and Kerry Hull seconded the following motion:

RÉSOLUTION 2016-4-05
DU CONSEIL DES GOUVERNEURS
DE L'UNIVERSITÉ BISHOP'S

ADOPTÉE EN DATE DU : 3 FÉVRIER 2017

Mise aux normes électriques du terrain de sport Coulter Field à Sherbrooke

IL EST RÉSOLU d'autoriser Les Services **exp** inc. à signer tous documents concernant la demande d'autorisation du projet « Mise aux normes électriques du terrain de sport Coulter Field à Sherbrooke » auprès du ministère du Développement durable, de l'Environnement et de la Lutte contre les changements climatiques (MDDELCC) en vertu de l'article 22 de la *Loi sur la qualité de l'environnement*.

Proposé par : Jane Brydges

Appuyé par : Kerry Hull

The motion carried.

ITEM 16: APPOINTMENT OF AUDITORS

Following a public call for tenders, the Committee recommended that the contract for the 2017 audit be awarded to KPMG.

RESOLUTION 2016-4-06
FOR THE APPOINTMENT OF UNIVERSITY AUDITORS
FOR 2016-17

WHEREAS a public call for tenders was issued for Audit services in December of 2016;

WHEREAS the selection committee recommended that KPMG be appointed as auditors of the University for the fiscal year ending April 30th 2017;

BE IT RESOLVED THAT KPMG are appointed auditors for Bishop's University for the fiscal year ending April 30th 2017;

BE IT FURTHER RESOLVED THAT Isabelle Goyette, Assistant Vice-Principal Finance and Operations, is authorized to sign any and all documents relating to this contract.

Moved by: Nadia Martel

Seconded by: Kerry Hull

The motions carried.

The Board resolved to minute thanks to Raymond Chabot Grant Thornton for the audit work they had carried out for Bishop's Universities over the past five years.

Moved by: Nadia Martel

Seconded by: Kerry Hull

The motion carried.

ITEM 17: OTHER BUSINESS

The Chair of the Board, M^e Robert Hall, reported to Governors on a meeting with a potential External Board member.

Principal Michael Goldbloom left the meeting at this point.

The Secretary G reported on membership in the Ad Hoc Committee for the review of the Principal and Vice-Chancellor. [*The membership has been updated to include nominations made since the February 3rd 2017 Board meeting.*]

Chair	Robert Hall
Vice-Chair	Nadia Martel
External Governors or External members of the community (3):	Jane Brydges Luc Vinet Tova White
Academic Officer (1):	Francine Turmel
Member of the Alumni Association	Mark Lawson
Faculty members (4):	Hafid Agourram Darren Bardati Corrine Haigh Jessica Riddell
Student member (1):	Chelsea McLellan
Manager (1):	Hans Rouleau
Staff member (1):	Charlene Marion

M^e Hall reported that the Principal had indicated that he would seek a renewal of his mandate.

ITEM18: CLOSED SESSION

There being no further business for the open session, the meeting moved into closed session.



Robert Hall, Chair



Victoria Meikle

