

APRIL 29<sup>TH</sup>, 2011  
MCGREER 100, 16H TO 18H30

REVISED AGENDA

- |    |   |   |              |
|----|---|---|--------------|
| 1. | Chair's welcome   |   | R. Gordon    |
| 2. | Approval of Agenda  |   | R. Gordon    |
| 3. | Approval of minutes of the March 11 <sup>th</sup> meeting of the Board of Governors | <i>Document 2010-5-03, attached<br/>For approval</i>                          | R. Gordon    |
| 4. | Principal's Report  | <i>Document 2010-5-04, attached<br/>For information</i>                       | M. Goldbloom |
| 5. | Québec Budget   | <i>Document 2010-5-05, attached<br/>For information</i>                       | H. St-Amand  |
| 6. | Academic Report   | <i>Document 2010-5-06, attached<br/>For information</i>                       | M. Childs    |
| 7. | Report of Finance Committee on 2011-12 budget                                       | <i>Documents 2010-5-07, 07i, 07ii<br/>and 07iii attached<br/>For approval</i> | G. Blenkhorn |
| 8. | Approval of 2011-12 Frais institutionnels obligatoires (FIO)                        | <i>Document 2010-5-08, attached</i>   | H. St-Amand  |
| 9. | Report of the Governance and Ethics Committee                                       | <i>No document<br/>For information</i>  | S. Lloyd     |

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|-----|---|---|-----------------|---------|
| 10. | Approval of a purchase of software for the Student Information System         | <i>Documents 2010-5-10, attached;<br/>For approval</i>        | H. St-Amand     | 20 mins |
| 11. | Endorsement of grant application: Centennial Theatre                          | <i>Document 2010-5-11, attached;<br/>For approval</i>         | J. Crooks       | 10 mins |
| 12. | Approval of bank signing authorities  | <i>Documents to follow<br/>For approval</i>                   | H. St-Amand     | 5 mins  |
| 13. | Report of the Chair of the Committee on Life at the University and of the SRC | <i>Document 2010-5-13, attached;<br/>For information</i>      | P. Johnson      | 10 mins |
| 14. | Other business  |   |                 |         |
|     | i. 2011-12 dates for meeting of the Board of Governors                        | <i>Document 2010-5-14i,<br/>attached;<br/>For information</i> | Victoria Meikle |         |
| 15. | Closed session  |   |                 |         |



**BOARD OF GOVERNORS**

**DOCUMENT 2010-6-03**

MEETING OF APRIL 29<sup>TH</sup>, 2011  
MCGREER 100, 16H

**MINUTES**

*Chair:* Robert Gordon

*Present:* Benoit-Antoine Bacon, Gesner Blenkhorn, Michael Goldbloom, Paige Johnson, Deborah Langford, Drew Leyburne, Stephen Lloyd, Nadia Martel, Kelly Murumets, Royal Orr, Jessica Riddell, Elaine Roper, Luce Samoissette, James Sweeny

*Senior Administration:* Jackie Bailey, Michael Childs, James Crooks, Steve Harvey, David McBride, H el ene St-Amand

*Secretary:* Victoria Meikle

**ITEM 1: CHAIR'S WELCOME**

The Chair called the meeting to order.

**ITEM 2: APPROVAL OF AGENDA**

Stephen Lloyd moved approval of the agenda as circulated and Scott Griffin seconded the motion.

**The motion carried.**

**ITEM 3: APPROVAL OF MINUTES OF THE MACH 11<sup>TH</sup>, 2011 MEETING OF THE BOARD OF GOVERNORS**

James Sweeny moved approval of the minutes as distributed, and William Robson seconded the motion.

**The motion carried.**

#### **ITEM 4: APRIL PRINCIPAL'S REPORT**

##### *Death of Dr. Gerald Tucker*

The Principal advised Governors that Dr. Gerald Tucker of the Department of Political Studies had passed away, and that a memorial service was planned for September.

He suggested that, going forward, departments would be asked to provide a written tribute for members of the community who pass away, that would be appended to the minutes.

##### *June Retreat of the Board of Governors*

The Strategic Orientations Steering Committee would meet on April 30<sup>th</sup> to review the agenda for the June Board retreat. Among the sessions will be discussions aimed at finding a common perspective on vision, mission and values, a discussion of priority opportunities for the University, a session on the optimal size for Bishop's, and a presentation on what a liberal education at Bishop's might be.

##### *Campaign Preparation*

Campaign Counsel KCI has undertaken a consultation with friends of the University, and will report at the June Board retreat.

##### *Convocation*

Convocation 2011 will take place on May 28<sup>th</sup>. The Principal announced that Gregory Charles, Monique Leroux, Andrew Molson and Reed Scowen would be awarded honorary degrees, and that William Turner would be made Chancellor Emeritus.

##### *Emergency Response*

Just before 11:00 a.m. on Wednesday, April 27<sup>th</sup>, the levels of the Massawippi and St. Francis Rivers had risen to levels that threatened flooding on highway 138 (College Street) where it borders on the Bishop's campus. The City of Sherbrooke announced that it would close the highway. The Principal advised staff that the University would remain open, but that those who had to take the highway to get home should make arrangements to leave early. In the event, water levels stabilised, and the City did not close the highway.

James Sweeny thanked the Principal and David McBride, Director of Advancement, for the clarity of the communication in relation to potential flooding.

##### *Principal's Board Memberships*

The Principal advised Governors that his mandate on the Board of the *Université de Sherbrooke* had been renewed, noting that there was growing collaboration between the two Sherbrooke universities at many levels. He had also agreed to serve on the Executive Committee of the *Conférence des recteurs et des principaux des universités du Québec* (CREPUQ).

#### **ITEM 5: THE QUÉBEC BUDGET 2011**

Victoria Meikle, Vice-Principal Government Relations, gave an overview of provisions relating to universities in the Quebec budget, and H el ene St-Amand, Vice-Principal Finance and Administration, analysed the impact of these provisions on Bishop's budget.

Ms Meikle explained that Quebec universities face a significant gap in operating revenues per student (tuition fees + ancillary fees + government operating grant per student) relative to universities in other provinces. This gap raises concerns about our ability to maintain the quality of our programmes and to ensure access to them. In their joint budget submission the government of Quebec, universities took the position that tuition would have to increase, and that incentives for philanthropic giving would have to be enhanced. The basis of the university position was that all should do their part: students and their families where they can afford to do so; the government through funding for universities; and individuals and the private sector through philanthropic giving. The 2011 Quebec budget contains provisions addressing each of these sources of revenue.

In relation to tuition fees, the universities argued that a principle of 'inter-generational equity' should apply. Because tuition fees for Quebec students have been frozen for most of the last 42 years, fees paid today are, in real terms, significantly lower than those paid by students in 1968-69. As a matter of equity, tuition fees must be indexed so as to bring them up to levels equivalent in real terms to the fees paid by Quebec students in 1968-69.

Universities had proposed that this indexation take place over three years, beginning in 2012-13, whereas the budget provides that fees increase over five years, so as to match 1968-69 fees indexed to the cost of living by 2016-17. Even when so indexed, tuition paid by Quebec students will remain lower than average tuition paid elsewhere in Canada today. The budget provides increased funding for financial assistance for students, by diverting a portion of new tuition revenues into the Quebec student assistance programme.

For smaller universities, there is a dollar-for-dollar match for philanthropic revenues above levels achieved in previous years, up to a maximum of 8% in additional revenues.

Finally, the government will increase its own contributions to university funding, but nearly half the additional \$430M in government funding is normal indexation of current expenses, and already included in Bishop's budget projections.

Ms St-Amand analysed the impact of the additional investments in the 2011 Quebec budget on Bishop's budget. She noted that the total of \$850M in additional monies for universities will not be reached until 2016-17, and that a significant portion of the additional monies from government consists of the indexation of expenditures that we already make. While these are indeed additional investments, the revenues have been projected in our budgeting process, so they do not imply increased revenues in future years over those we are currently projecting. The increases in tuition rates will generate additional monies for Bishop's, but again, our latest projections assumed increases in tuition revenues. Finally, universities will be expected to generate additional revenues

from such sources as parking and food services; to some extent we are also projecting these.

In order to estimate the impact on our revenues, we have assumed about a 1% share of the additional funding available in each year. Our estimate of Bishop's share of the additional funding has been incorporated into the ten-year plan and our budget for 2011-12.

Tuition fees in Quebec are considered in two parts: a base fee, paid by all students, and a 'forfaitaire', an additional sum paid by those charged out-of-province or international fees. The increase in tuition for Quebec students means that the base fees paid by all students will increase, and it is clear from the numbers projected by the MELS that the Ministry intends to divert a portion of the additional base fee for all students, including Canadian students from outside Quebec, to the financial assistance programme. As a result, students from outside Quebec will contribute to a financial assistance programme to which they don't have access.

The possibility of universities themselves taking over the administration of student assistance programmes was raised during discussion. The Principal indicated that there is virtually no support among Quebec universities for such a move.

#### **ITEM 6: ACADEMIC REPORT**

Michael Childs, Vice-Principal Academic, reported that the Sixth Annual Research Week at Bishop's had been a success. The first annual Research and Creativity Award had been made to Dr. Lorne Nelson. Four students, Éric Blais, Tony Gkotsis, Lauren Oswald and Elizabeth Morin-Lessard, had received prizes for their research, and several investigators had given talks for the community in their areas of expertise.

The Senate Program Academic Review Committee reviews programmes at Bishop's with a view to ensuring that they meet minimum national standards. Evaluations had fallen behind from 2006 to 2008, but the Committee has now made headway and would soon be up to date. Following an evaluation by the Committee, the Academic Deans report to Senate on the implementation of recommendations made by review Committees.

Indications for fall 2011 enrolment remained very positive. The effort to recruit in areas where Bishop's has capacity has been successful, with increased applications, offers of admission and acceptances.

The increase in the number of applications has had an impact on the Registrar's Office, where we are at, if not beyond, the limit of the staff's capacity. A position has been posted for an Admissions Officer, to free up the Admissions Manager to deal with more complex files.

Royal Orr reported feedback from prospective students to the effect that the communications from Bishop's Recruitment Office had been among the best, and had compared well with those from American private universities.

**ITEM 7: REPORT OF THE FINANCE COMMITTEE**

Gesner Blenkhorn, Chair of the Finance Committee, introduced the 2011-12 budget and reported on 2010-11 operating results. The 2011-12 budget as presented respects the deficit target established under the ten-year plan.

Mr. Blenkhorn noted that the surplus of \$350,000 reported as of March 31<sup>st</sup>, 2011 is for the first nine months of the fiscal period. The forecast result for the (exceptional) ten-month fiscal year is a surplus of \$1,752,000, a consequence of the change in university year-end from June 30<sup>th</sup> to April 30<sup>th</sup>. If we account on the basis of a 12-month year, we will be in deficit for 2010-11, though on target to match deficit levels projected in the ten-year plan. Going forward, the University will have to review revenue and expense assumptions in order to ensure that we can meet the ten-year plan target for 2012-13.

Mr. Blenkhorn added that our banking position is satisfactory, in that, although we were into our line of credit for \$8.6M as of March 31st, we are owed \$8M by the MELS relating to PQI funding.

Vice-Principal Finance and Administration H el ene St-Amand reviewed Bishop's budget principles and key assumptions, and reported that controllable expenses for 2011-12 had been reviewed with managers as part of the budget process. She noted that we are not yet taking GAAP into account for budgeting purposes; rather, we are accounting on an operating basis. When comparing the current-year forecast to results for the same period in the previous year, large variances in actual revenues and expenditures are explained by the fact that we are accruing revenues and expenses on a more timely basis than in previous years.

The original ten-year plan made no provision for hiring of academic or other staff, did not provide for the reduction in teaching load negotiated in the last round of collective bargaining, nor did it provide for the salary increases contained in current collective agreements. A significant positive variance in teaching expenses for 2010-11 is due in part to the fact that we reached the threshold number of registrations triggering a reduction in course load for faculty a year before we had budgeted it. It points to a need to improve the alignment of our biggest expenditure assumption, the teaching budget, with our major revenue assumption, projected student enrolment.

The capitalisation of the pension plan must be evaluated by the end of June, and the university expects its contributions to increase by \$1M per year. Governors asked for regular updates on strategies for dealing with the impact of the re-evaluation on the operating budget.

The Vice-Principal Finance and Administration intends to introduce a cash-flow report. A report on profits and losses, and a balance sheet, modified to reflect the university context, can be provided on a quarterly basis. Governors stressed the importance of establishing a set of metrics to assist in assessing university performance, including the number of courses given.

William Robson moved approval of the budget, and James Sweeny seconded the motion.

**The motion carried, none opposed, two abstentions.**

**RESOLUTION 2010-5-01  
APPROVING THE 2011-12 OPERATING BUDGET**

WHEREAS the University submitted a ten-year *Plan de redressement* to the MELS (10YP) in February 2009, which projects an annual deficit of \$428,000 for 2011-12;

AND WHEREAS the Principal undertook to the Board of Governors at the January 28<sup>th</sup> 2011 meeting to present a budget in line with the 10YP;

AND WHEREAS the budgeted 2011-12 Operating deficit of \$428,000 is in line with the ten-year plan;

AND WHEREAS the 2011-12 Operating Budget was prepared using the Guiding Principles and assumptions presented to the Finance Committee and to the Board of Governors;

AND WHEREAS the Finance Committee has reviewed the information provided by the University in support of the proposed 2011-12 Operating Budget;

BE IT RESOLVED THAT the Board of Governors approve the 2011-12 Operating Budget.

**ITEM 8: APPROVAL OF 2011-12 FRAIS INSTITUTIONNELS OBLIGATOIRES**

Approval of the *Frais institutionnels obligatoires* for 2011-12 was deferred to the June 4<sup>th</sup> meeting of the Board of Governors.

**ITEM 9: REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE**

Stephen Lloyd, Chair, reported that the Governance and Ethics Committee would circulate proposed procedural guidelines for Board committees to the Chairs of the committees for feedback, before bringing them back to the Board of Governors for approval in June. He then outlined the timeline for the review of the University statutes mandated by the Corporation at their May 15<sup>th</sup>, 2010 meeting, when the current Statutes were adopted. The timeline for the review of statutes is as follows:



<b>June to August, 2011:</b>	Review of Statutes and list of possible amendments by the Governance and Ethics Committee
<b>August and September, 2011</b>	Drafting of text of proposed amendments by the Governance and Ethics Committee
<b>September and October, 2011</b>	Consultation with internal members of the Governance Task Force
<b>October and November, 2011</b>	Integration of recommendations of the members of the Governance Task Force
<b>November 27<sup>th</sup>, 2011</b>	Notice to Governors of text of proposed amendments to the Statutes

**ITEM 10: APPROVAL FOR THE PURCHASE AND FINANCING OF SOFTWARE FOR THE STUDENT INFORMATION SYSTEM**

The Vice-Principal Finance and Administration introduced a motion to approve the purchase of a new student information system, explaining that Governors were also asked to approve long-term financing for the purchase.

Elaine Roper moved approval of the purchase and financing; Paige Johnson seconded the motion.

**The motion carried.**

**RESOLUTION 2010-5-02  
APPROVING THE PURCHASE OF SOFTWARE FOR THE  
STUDENT INFORMATION SYSTEM  
AND THE FINANCING OF THAT PURCHASE**

WHEREAS Bishop's University has identified an urgent need to replace its Student Information System ("SIS");

AND WHEREAS a public call for tenders was launched for a new SIS and related implementation services in February 2011, and the PowerCAMPUS system by SunGard Higher Education Inc. was chosen by the selection committee;

AND WHEREAS the Finance Committee has reviewed options for financing the project and recommends to the Board of Governors a five-year term loan with a fixed interest rate;

BE IT RESOLVED:

THAT the University is hereby authorized to purchase the selected system and engage the services provided by SunGard Higher Education Inc. substantially on the terms and conditions presented to the Board of Governors;

THAT the Vice-Principal, Finance and Administration, or any Officer of the University, acting alone, is hereby authorized and directed, for and on behalf of the University, to do and perform all such other acts including, without limitation, to sign, execute and deliver all required documents and contracts related to the project contemplated by this resolution;

THAT the University is hereby authorized to enter into a borrowing agreement with a financial or banking institution for the financing of the SIS substantially on the terms and conditions set out in the information provided to the Finance Committee on April 15<sup>th</sup>, 2011 and with such additional terms and conditions as may be otherwise applicable to the University's other credit facilities, from time to time, or are usual and customary;

THAT any two authorized signing officers of the University, acting together, are authorized, for and on behalf of the University, to execute and deliver the borrowing agreement and other related documents, for such amounts and on such conditions and with such additions, deletions and changes thereto as they, in their discretion, may deem appropriate, their signatures thereon being the conclusive evidence of their approval, and that the borrowing agreement as so executed, be binding on the University;

THAT the Vice-Principal, Finance and Administration, or any Officer of the University acting alone is hereby authorized and directed, for and on behalf of the University, to do and perform all such other acts including, without limitation, to sign, execute and deliver all such other documents, bankers' acceptances, agreements and instruments, that he or she may deem necessary or advisable to implement the transactions contemplated by this resolution.

**ITEM 11: ENDORSEMENT OF GRANT APPLICATION FOR CENTENNIAL THEATRE**

*Drew Leyburne indicated that he would abstain from the vote on this matter on the grounds that the funding agency to which the application is made is a federal government entity.*

Nadia Martel moved approval of the resolution endorsing the grant application; Scott Griffin seconded the motion.

**The motion carried, none opposed.**

**RESOLUTION 2010-5-03**  
**ENDORISING AN APPLICATION BY CENTENNIAL THEATRE**  
**FOR FUNDING FROM THE**  
**CANADA ARTS PRESENTATION FUND**

WHEREAS Centennial Theatre is engaged in a range of activities aimed at bringing Canadian professional artists to the Eastern Townships and promoting them to a broad audience in this region;

AND WHEREAS funding is available from the Canada Arts Presentation Fund of the Ministry of Canadian Heritage to support these activities;

BE IT RESOLVED THAT the Board of Governors of Bishop's University endorse Centennial Theatre's application to the Canada Arts Presentation Fund for a total of \$100,000 in funding for the 2012-13 and 2013-14 fiscal years, as attached;

AND BE IT FURTHER RESOLVED THAT the Board of Governors authorize Luce Couture, Director of Centennial Theatre, to sign the application for funding.

**ITEM 12: APPROVAL OF SIGNING AUTHORITIES**

Elaine Roper moved that the Board approve the attached Resolution Regarding Banking and Lending (Royal Bank of Canada form #203 (appended)), and Deborah Langford seconded the motion. Resolution 2010-5-03 authorizes any two of the following Officers to sign on behalf Bishop's University for banking purposes:

The Principal

The Vice-Principal Finance and Administration

The Vice-Principal Academic

**The motion carried.**

**ITEM 13: REPORT OF THE PRESIDENT OF THE STUDENTS' REPRESENTATIVE COUNCIL  
AND THE CHAIR OF THE COMMITTEE ON LIFE AT THE UNIVERSITY**

Paige Johnson reported on S.R.C. activities, including the award of the William and Nancy Turner Prize for teaching. She noted that a number of changes in dining services had significantly increased student satisfaction, and Deborah Langford elaborated on survey results supporting this conclusion.

Ms Johnson indicated that the Committee on Life at the University had recommended a budget for Student Affairs for 2011-12, which had been incorporated into the university's operating budget.

The administration undertook to report back to the Board in June on the spending of the surplus in the 2010-11 Student Affairs budget.

**ITEM 14: ADJOURNMENT OF THE OPEN SESSION**

There being no further business for the Open Session, James Sweeny moved adjournment of the Open Session at 18h40, and Paige Johnson seconded the motion.

Governors to move into closed session.

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Robert Gordon, Chair

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Victoria Meikle, Secretary