

BOARD OF GOVERNORS

DOCUMENT 2011-2-03

DECEMBER 2ND, 2011
MCGREER 100, 16H TO 18H45

AGENDA

- | | | | | |
|-----|---|---|-----------------------|---------|
| 1. | Welcome | | R. Gordon | 5 mins |
| 2. | Approval of Agenda | <i>Document 2011-2-02</i> | R. Gordon | 2 mins |
| 3. | Approval of minutes of the October 14 th meeting | <i>Document 2011-2-03</i> | R. Gordon | 3 mins |
| 4. | Business Arising | | R. Gordon | |
| 5. | Principal's Report | <i>Document 2011-2-05</i>
<i>For information</i> | M. Goldbloom | 15 mins |
| 6. | Academic Report and presentation of data | <i>Document 2011-2-06</i>
<i>For information</i> | M. Childs, J. Phippen | 30 mins |
| 7. | Report of the Governance and Ethics Committee | <i>Documents 2011-2-07, 2011-2-07i and 2011-2-07ii, attached</i>
<i>For information and discussion</i> | S. Lloyd | 45 mins |
| 8. | Report of the Vice-Principal Finance | <i>Document 2011-2-08, attached</i>
<i>For information</i> | H. St-Amand | 10 mins |
| 9. | Authorisation to sign RFA | <i>Document 2011-2-09, attached</i>
<i>For approval</i> | H. St-Amand | 10 mins |
| 10. | Report of the Audit Committee | <i>Document 2011-2-10, attached</i>
<i>For approval</i> | L. Samoissette | 5 mins |
| 11. | Report of the H.R. Committee | <i>No document</i> | E. Roper | 10 mins |
| 12. | Information items | | | |
| | i. Committee on Life at the University | <i>Document 2011-2-11i attached</i> | T. Johnston | |
| 13. | Other business | | | |
| 14. | Closed session | | | |



BOARD OF GOVERNORS

DOCUMENT 2011-3-03

**MEETING OF DECEMBER 2ND, 2011
MCGREER 100, 16H**

MINUTES

Chair: Robert Gordon

Present: Gesner Blenkhorn, Claude Charpentier, Michael Goldbloom, Scott Griffin, Taylor Johnston, Deborah Langford, Drew Leyburne, Stephen Lloyd, Nadia Martel, Michele Murray, Kelly Murumets, Royal Orr, Elaine Roper, James Sweeny

Senior Administration: Benoit-Antoine Bacon, Jackie Bailey, Catherine Beauchamp, Michael Childs, David McBride, Hélène St-Amand

Regrets: William Robson, Luce Samoissette

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 Elaine Roper seconded the motion.

The motion carried.

ITEM 3: APPROVAL OF THE MINUTES OF THE OCTOBER 14TH, 2011 MEETING OF THE BOARD OF GOVERNORS

Michele Murray moved approval of the minutes of the meeting of the Board of Governors on October 14th, 2011 and Nadia Martel seconded the motion.

The motion carried.

ITEM 4: BUSINESS ARISING

There was no business arising.

ITEM 5: PRINCIPAL'S REPORT

The Principal conveyed the regrets of Luce Samoissette, *rectrice* of the Université de Sherbrooke, who had been called away to deal with an urgent labour relations matter. He then added a few comments to those contained in his written report, Document 2011-2-05.

Next 36

Samantha Juraschka, a fourth-year student in the Williams School of Business, was named to the Next 36 for 2012-13. She was selected along with 35 other Canadian undergraduate students to participate in an intensive program lasting about nine months designed to develop their skills as entrepreneurs. The program is run by a professor at the Rotman School of Business in Toronto and affiliated with a number of Canadian Universities. Bishop's has placed a Business student in the Top 36 in each of the two years that this very competitive program has been run.

University Singers

The latest venture of the University Singers, a series of joint concerts with the choir of the Phoenix Rising project based in Halifax, Nova Scotia, drew sell-out crowds in both Lennoxville and Halifax, as well as a good deal of media attention. The CBC national was planning a piece on the project to be broadcast before Christmas.

Donald Lectures

The lecture series has been successful in attracting large crowds this year, with the audience for Kevin O'Leary overflowing Centennial Theatre. Discussions were underway to determine the most appropriate venue for the lecture by Jesse Jackson, expected to attract at least as many members of the community and students from other schools.

Lacrosse Championship

The Bishop's University Lacrosse Team won the 2011 national lacrosse championship. The Principal was impressed by the strong bond that the members of the team had developed over the course of their journey to the championship.

University consortium

The Principal and the Director of Advancement had proposed a meeting with three other Canadian Liberal Arts universities, with the aim of exploring ways to promote distinctive education offered at our institutions together. The meeting was scheduled to take place shortly after the Board meeting.

Tuition for international students

In his 2011 budget, the Minister of Finance had asked universities to provide their perspective on the additional fees to be charged Canadian students from outside Quebec and international students in light of increases to fees charged to Quebecers to be implemented as of 2012-13. A Bishop's document dealing with issues around tuition levels for Canadian and international students had been circulated to Governors. This document had been transmitted to the Office of the Quebec Minister of Finance by Victoria Meikle, Vice-Principal Government Relations; copies were also provided to the Offices of the Ministers of Education and International Relations. Shortly after the transmission of Bishop's document, a study by the *Centre internuniversitaire de recherche en analyse des organisations* (CIRANO) reaching substantially the same conclusions was released. The issues raised are under consideration at the Board of the CREPUQ.

During the course of discussion, the Principal indicated that Bishop's has taken the position that the fees for international students should not be more advantageous than those charged to Canadian students. The decision by the Ontario government to provide financial assistance to families earning up to \$160,000 was noted. This assistance is expected to reduce the cost of tuition for eligible students by approximately 30%, and to have an impact Bishop's ability to attract Ontario students. It was suggested that Bishop's build up the assets in the Foundation available to fund scholarships so as to position us to compete with Ontario universities, and consider moving from scholarships to needs-based assistance.

ITEM 6: ACADEMIC REPORT

The Vice-Principal Academic, Dr. Michael Childs, gave an overview of his report, Document 2011-2-06.

Liberal Education

The Vice-Principal reported on progress in the work of the Ad hoc Senate Committee charged with reviewing the elements of a liberal education and Bishop's approach to delivering them.

Senate Planning Committee

Senate Planning Committee had reported to Senate twice during the fall term, on tenure-stream positions and on course and program changes.

Senate had approved and set priorities among fourteen tenure-stream positions in specific departments, schools and programs on the basis of criteria related to the number of students enrolled, and the capacity to offer the range of courses needed to support honours and majors programs (referred to as 'program integrity'). These recommendations would be brought to Finance Committee and the Board early in 2012 to consider the number of positions that can be filled within the constraints of the University's operating budget.

A number of program and course changes had been approved by Senate at its November meeting, the two most significant being substantial revisions to the Liberal Arts program and the streamlining of Biology programs into the Life Sciences and the Health Sciences.

Recruitment, admissions and enrolment trends

Dr. Childs presented data showing trends in the Applicant pool, the entering class and total registrations over five years, including breakdowns by division and by the students' province or country of origin. Jock Phippen, Director of Enrolment Management, indicated that a survey of the candidates we admit indicates that the competition for Bishop's in Quebec is McGill and Concordia. For students who aren't considering Quebec, the competition is the other Liberal Arts Universities. Ontario students tend to make more applications than students from other provinces.

The Vice-Principal noted that one goal for fall 2012 is to increase the number of applications by 15%, from 2400 to 2800. The conversion rate, which has historically hovered around 50%, is expected to dip somewhat as the strength of our pool, and the options available to the students we admit, increase. We are aiming for high and steady trends in all Divisions, tracking the trend in the School of Education.

A drop in the number of students in the entering class in Business in 2011 as compared to 2010 reflects both more stringent entering averages and a decision to stick to deadlines more systematically. Despite the drop in the entering class, overall registrations in the Williams School of Business are expected to be on target. Registrations in the Humanities and Natural Sciences are increasing, and we will soon have to address the question of whether to cap numbers in some of the programs in the Social Sciences. Senate Planning Committee and various Departments are beginning to address this issue.

There was some discussion of the fact that the number of applicants from Ontario is higher than the number from Quebec, and whether we are doing enough to attract both English and French Cegep students. Mr. Phippen noted that there had been a significant increase in applications over the last five years, and that they make up about 40% of the entering class other than transfer students. It was noted that, generally, more structured programs and shorter programs have better retention and graduation rates.

Governors asked that future presentations on these trends include additional information on entering averages and on retention rates and success.

ITEM 7: REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE ON THE ONE-YEAR REVIEW OF THE STATUTES

Stephen Lloyd, Chair of the Governance and Ethics Committee, thanked members of the Committee for the work they had done in reviewing the statutes. He then gave an overview of the amendments the Committee had considered, set out in 'track changes' form in document 2011-2-07i.

The May 15, 2010 resolution of the Corporation of Bishop's University adopting the current Statutes provided for a review when they had been in force for one year. The review had been undertaken, and changes proposed. There were a few substantive modifications to the Statutes proposed. The majority of the proposed amendments eliminated provisions that would have been required by Quebec's proposed university governance legislation but were inconsistent with Bishop's traditions and practices, or brought the statutes more in line with current practice, or were of a housekeeping nature.

Me Lloyd suggested that Governors give careful consideration to the process for review of the Principal's performance and setting his or her compensation, to the provisions relating to the eligibility of internal and external Governors, and to disclosure requirements. He noted that the addition of an internal Board member to the Governance and Ethics Committee would not have been possible under the legislation Quebec had proposed, but better reflects practice and tradition at Bishop's. The Principal noted that the context in which disclosure requirements were included in the proposed Quebec legislation is one in which most universities hold Board meetings in closed session. Some of the disclosure requirements may therefore be less necessary at Bishop's, where Board meetings are generally held in open session.

Among the substantive changes discussed was the merger of the Sustainable Development and Land Use Committee with the Building Committee. The Secretary General had attended meetings of both committees to get feedback on the proposal. The Chairs of the two Committees reported that members had been open to considering the merger. Drew Leyburne, Chair of the Sustainable Development and Land Use Committee indicated that he supported the merger of the two committees, and relayed the concern of Committee members that sustainability not be diluted in the mandate of a merged committee. Nadia Martel, Chair of the Building Committee, indicated that most members of the Committee supported the merger, but some questions had been raised about the motives for the merger, and a request made that the benefits be more fully explored. The members of each Committee had asked that each mandate be prominently reflected in the mandate of the merged Committee. It was agreed that the consensus position, whether for or against merger of the Committees, would be followed.

The Chair of the Committee on Life at the University and the Dean of Student Affairs both indicated that they supported refinements to the mandate of the Committee, which better reflect current practice.

The Principal spoke to potential modifications to sections of the Statutes relating to Bishop's Council. The proposal that the Council provide advice through the Chair of the Board and the Principal is intended to provide a practical means by which a group of 30 people can provide advice to a group of 17. The Governance and Ethics Committee suggested that two seats be added to the total number for the Council as a means of achieving a full 30-person Council whether or not the Bishops chose to participate.

The role of the Bishops of Quebec and Montreal under the new Statutes was raised. Under the Rules, Orders and Regulations, the Bishops had had a role as visitors which is not reflected in the new Statutes. The Governance Task Force had recommended, and the Corporation had decided, that the Bishops should have seats on the Council *ex officio*, a reflection of traditions dating back to the founding of the University by the Anglican Church.

In terms of next steps, Governors asked the Secretary General to post the proposed amendments to the University web site and solicit feedback from the broader Bishop's community. This feedback would then be brought to the Governance and Ethics Committee for consideration along with feedback received from other bodies.

ITEM 8: REPORT OF THE VICE-PRINCIPAL FINANCE

The Vice-Principal Finance and Administration, H el ene St-Amand, introduced Document 2011-2-08, a Report on variances as of August 31st, 2011. She reported that the University is well within the maximum amounts allowed on our line of credit.

The Vice-Principal undertook to come back to the Board with a further report at the end of January, which would include information on revenues from winter term enrolment.

ITEM 9: RAPPORT FINANCIER ANNUEL

The Vice-Principal Finance and Administration introduced Document 2011-2-09, explaining that the *Rapport financier annuel* sets out financial information contained in our audited statements in a format mandated by the MELS. Gesner Blenkhorn moved approval of a resolution authorising the Principal and the Vice-Principal Finance and Administration to sign the *Rapport financier annuel* once the auditors have signed off; James Sweeny seconded the motion.

The motion carried.

**RESOLUTION 2011-2-01
AUTHORISING THE SIGNATURE BY THE
PRINCIPAL AND THE VICE-PRINCIPAL FINANCE AND ADMINISTRATION
OF THE *RAPPORT FINANCIER ANNUEL***

WHEREAS Bishop's University has completed the *Rapport financier annuel* required by the *r egles budg etaires* of the Government of Qu ebec;

AND WHEREAS the *minist ere de l' ducation, du Loisir et du Sport* asks that the University's auditors provide a clean opinion on this report and its conformity to the audited financial statements;

BE IT RESOLVED THAT Michael Goldbloom, Principal and Vice-Chancellor, and Hélène St-Amand, Vice-Principal of finance and administration, are authorised to approve and sign the 2010-11 RFA on behalf of the Board of Governors, subject to the auditors finalizing the audit and providing a clean opinion.

Moved by: Gesner Blenkhorn

Seconded by: James Sweeny

ITEM 10: REPORT OF THE AUDIT COMMITTEE

Hélène St-Amand introduced Document 2011-2-10, the report of the Audit Committee on the University's call for tenders for the services of External Auditors. Following a review of the submissions, the Audit Committee recommended the appointment of Raymond Chabot Grant Thornton for audits for the fiscal year ending April 30th 2012. There is an option to renew the appointment for four additional years.

Scott Griffin moved approval of the recommendation for the appointment of Raymond Chabot Grant Thornton and also moved that Hélène St-Amand, Vice-Principal Finance and Administration, be authorized to sign any and all documents relating to this contract. Gesner Blenkhorn seconded the motion.

The motion carried.

ITEM 11: REPORT OF THE HUMAN RESOURCES COMMITTEE

Elaine Roper, Chair of the Human Resources Committee, reported that the Committee had met just prior to the Board meeting to canvass issues related to the impact of the pension plan valuation and the job classification process on the operating budget. The University administration had undertaken to come back to the Board in January with additional information on the significance of these impacts.

The Principal assured Governors of the administration's commitment to respect Bishop's undertaking to the MELS to meet the ten-year plan deficit target of \$428M for the 2011-12 fiscal year by undertaking a review of spending for the current year. The impact of the pension valuation is such that it will require deferring expenditures that, under any other circumstances, would be justified. Moreover, though the University continues to forecast a surplus as of 2012-13, it is unlikely to meet the target set for that surplus in the ten-year plan for that and subsequent years.

ITEM 12: REPORT OF THE COMMITTEE ON LIFE AT THE UNIVERSITY

Taylor Johnston, Chair of the Committee on Life and the University spoke to Document 2011-2-11i, the Report of the Committee.

ITEM 13: ADJOURNMENT OF THE OPEN SESSION

The Chair asked for a motion to adjourn the open session at 6:28 p.m. Stephen Lloyd moved adjournment and Nadia Martel seconded the motion. Governors then moved into closed session.

Michael Goldbloom, Chair

Victoria Meikle, Secretary