

January 28th, 2011
McGreer 100, 16h to 18h30

AGENDA

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|-----|---|---|---------------|
| 1. | Chair's welcome | | R. Gordon |
| 2. | Approval of Agenda | | R. Gordon |
| 3. | Approval of minutes of the November 26 th , 2010 meeting of the Board of Governors | <i>Document 2010-3-03
For approval</i> | R. Gordon |
| 4. | Principal's Report | <i>Document 2010-3-04
For information</i> | M. Goldbloom |
| 5. | Report of the Governance and Ethics Committee | <i>Document 2010-3-05
For approval</i> | S. Lloyd |
| 6. | Report of the Audit Committee | <i>Documents 2010-3-06 and 06i
For approval</i> | L. Samoisette |
| 7. | Academic Report | <i>Document 2010-3-07
For information</i> | M. Childs |
| 8. | Report of the Finance Committee | <i>Document 2010-3-08, 08i and 08ii
For information</i> | G. Blenkhorn |
| 9. | Resolution for the approval of tenure stream positions | <i>Documents 2010-3-09
For approval</i> | M. Goldbloom |
| 10. | Resolution for the approval of an investment in MSB ^{IV} | <i>Document 2010-3-10
For approval</i> | M. Childs |

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| 11. | Report of the Chair of the Committee on Life at the University and of the SRC | <i>No document, for information</i> | Paige Johnson |
| 12. | Resolution for the approval of a Servitude over the Johnville Bog | <i>Document 2010-3-12
For approval</i> | M. Goldbloom |
| 13. | Presentation on the JUMP mentorship Programme | <i>Document 2010-3-13
For information</i> | E. Roper |
| 14. | Information items: | | |
| | i. Report of the Sustainable Development and Land Use Committee | Drew Leyburne | <i>Document 2010-3-14i</i> |
| | ii. Report from HR Committee | Elaine Roper | <i>Document 2010-3-14ii</i> |
| 15. | Other business | | |
| 16. | Closed session | | |



BOARD OF GOVERNORS

DOCUMENT 2010-4-03

Meeting of January 28th, 2011
McGreer 100, 16h

MINUTES

Chair: Robert Gordon

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

Regrets: William Robson

Senior Administration: Michael Childs, Jamie Crooks, Steve Harvey, David McBride, H  l  ne St-Amand

Secretary: Victoria Meikle

ITEM 1: CHAIR'S WELCOME

The Chair called the meeting to order at 16h05. He noted that Dr. Jean-Marie Toulouse would join Governors for a working dinner on governance issues.

ITEM 2: APPROVAL OF AGENDA

Nadia Martel moved approval of the Agenda, Luce Samoisette seconded the motion.

The motion carried.

ITEM 3: APPROVAL OF MINUTES OF THE NOVEMBER 26TH, 2010 MEETING OF THE BOARD OF GOVERNORS

James Sweeny noted that there was one 'e' too many in his name, and asked to be added as seconder for Resolution 10-2-03, the reaffirmation of principles of academic freedom.

Stephen Lloyd noted that there had been a cutting and pasting error in relation to the resolution on the Johnville Bog.

Kelly Murumets moved approval of the minutes subject to these changes, and Stephen Lloyd seconded the motion.

The motion carried.

ITEM 4: JANUARY PRINCIPAL'S REPORT

The Principal expressed the sadness of the Bishop's community at the loss of Dr. Walter Stephan of the Physics Department, who had passed away at the age of 51. He offered condolences on behalf of the University.

Strategic Orientations

The Strategic Orientations Steering Committee held a retreat on January 14th and 15th, 2011. The agenda for the retreat included brainstorming sessions on vision, mission and values, a 'SWOT' (strengths, weaknesses, opportunities and threats) analysis, and a preliminary review of five short-term areas of focus for the senior administration. Most of those who participated in the retreat were members of the Board of Governors or of the senior administration.

Going forward, work on vision, mission and values will be edited and redistributed to the Strategic Orientations Steering Committee for review and feedback. A broader consultation with the Bishop's community will follow, and texts will be discussed at the June retreat of the Board of Governors. The SWOT analysis will also be synthesised and brought back to the Strategic Orientations Steering Committee.

'Short-term areas of focus' were discussed in order to ensure that a process for dealing with priority issues was established reasonably quickly. These areas of focus do not reflect the outcome of the strategic orientations process; rather, they are immediate needs that will support Bishop's through a process of setting strategic orientations and developing campaign priorities.

The development of each of the five topics will be led by a member of senior management team:

- ◆ Jackie Bailey, Dean of Student Affairs, will lead a process whose goal is to recommend the optimal size for the University, consider what it means to be small and residential, and establish parameters for a consultation with the Bishop's community.
- ◆ Michael Childs, Vice-Principal Academic, will lead a broadly-based reflection on what a liberal education in our time should be at Bishop's.
- ◆ H el ene St-Amand and Dave McBride will lead in developing a presentation for the June Board retreat on how Bishop's can achieve financial viability and diversify revenues.
- ◆ Michael Goldbloom will lead a reflection on how we can develop our campus in ways that are environmentally responsible and sustainable, informed by the work of the Sustainable Development and Land Use Committee of the Board, and the Ad Hoc Senate Committee on Education for Sustainable Development.
- ◆ Victoria Meikle will lead in developing a template of data required by Governors and other constituent parts of the University to support their work, as well as a cycle of reporting on these data.

The Chancellor suggested that discussion at the Board retreat in June include a session of what makes Bishop's unique, and that this discussion not be limited by our current situation. Stephen Lloyd noted that the experience of students while at Bishop's becomes the foundation for lifetime relationships, and is one element of what makes the University unique.

Student Information System

Bruno Lacasse, Director of Information Technologies and Systems, outlined Bishop's plan to acquire a new Student Information System. He explained how the system would replace existing software, and the order of implementation of different parts of the system. H el ene St-Amand noted that the process of developing the specifications for a new system had involved input from a broad range of prospective users.

Sports and Wellness Centre

Bishop's awaits final approvals on government funding for the Sports and Wellness Centre announced in September of 2009. The Principal advised Governors that he is not aware of any reason to be concerned, and Elaine Roper mentioned that other organisations are also awaiting final approvals under infrastructure programmes.

The Principal advised Governors that the University would be going to tender for a Master Planning process for the Lennoxville campus in the first week of February.

Board Committees

The Principal noted that a number of selection and review committees had reported or were under way. His sense was that they have been working well, that good candidates have come forward for all of the positions advertised, and that external members of the review committees have been outstanding in their participation.

ITEM 5: REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE

Stephen Lloyd, Chair of the Governance and Ethics Committee, reported that the Committee had met once, had planned a number of projects, and had set out timelines for each:

- ◆ development of a Code of ethics for Governors;
- ◆ evaluation of the work of the Board of Governors, through a survey to be administered to Governors;
- ◆ review of the Statutes;
- ◆ a cycle of work for the Board.

He noted that members of the Governance and Ethics Committee had discussed the advantages of joining the Institute of Corporate Directors.

The Governance and Ethics Committee recommended that Governors be entitled to request reimbursement of expenses for travel and accommodation in accordance with existing University policy where these exceed \$50 for a meeting. Maître Lloyd pointed out that reimbursement of expenses was necessary in order to make it attractive for individuals from across Canada and beyond to serve on the Board of Governors. At the same time, Governors would be given the option to make a gift to the University of an amount equal to the expenses for which they were entitled to compensation. During the course of discussion, it was pointed out that Bishop's practice up until now had been to issue a tax receipt for travel expenses.

Stephen Lloyd moved approval of the Travel Expense Reimbursement Policy as proposed; Nadia Martel seconded the motion.

The motion carried, none opposed.

RESOLUTION 10-3-01
REIMBURSEMENT OF TRAVEL AND ACCOMMODATION EXPENSES
FOR MEMBERS OF THE BOARD OF GOVERNORS

WHEREAS the University recognizes that Volunteers with the capacity and the willingness to make a contribution to Bishop's University will be located throughout Canada;

AND WHEREAS it is appropriate to ensure that no disincentives exist to recruiting the best possible Volunteers, wherever they may be based, all while respecting the responsible use of University funds;

AND WHEREAS the University has adopted a policy and practices regarding the reimbursement of travel and accommodation expenses for employees;

AND WHEREAS the Governance and Ethics Committee recommends the adoption of a policy on the reimbursement of travel and accommodation expenses for Governors as set out in Appendix I to this document;

BE IT RESOLVED THAT the Board of Governors approve the policy attached as Appendix I to these minutes.

Moved by: Stephen Lloyd

Seconded by: Nadia Martel

ITEM 6: REPORT OF THE AUDIT COMMITTEE

Luce Samoisette, Chair of the Audit Committee, introduced the report. The Committee recommended approval of the audited financial statements for the 2009-10 fiscal year, and recommended that the University not change auditors at this time.

Professor Samoisette noted that the auditors had indicated that they were satisfied with the performance of the administration both in the Principal's presence and when he left the room. She then moved approval of the audited financial statements for the 2009-10 fiscal year, and of the recommendation in relation to maintaining the auditors; Scott Griffin seconded the motion.

The motion carried.

During the course of discussion, it was suggested that the minutes note a tribute to the Vice-Principal Finance and Administration, H el ene St-Amand, and her team, for the unqualified audit.

RESOLUTION 10-3-02
APPROVAL OF THE 2009-10 AUDITED FINANCIAL STATEMENTS
OF BISHOP'S UNIVERSITY

WHEREAS the Audit Committee of Bishop's University met on December 14th, 2010;

AND WHEREAS the Auditors provided a clean, unqualified audit opinion and stated that there were no unrecorded material variances;

AND WHEREAS the Audit Committee recommends to the Board of Governors the approval of the audited financial statements for the year ended June 30th, 2010, as well as the inter-fund transfers included in the financial statements, as per the requirements of the MELS *Cahier des définitions* (section 2.1);

AND WHEREAS the Audit Committee does not recommend that Bishop's University change auditors at this time;

BE IT RESOLVED THAT the Board of Governors approve the audited financial statements for the year ended June 30, 2010, as well as the inter-fund transfers included in the financial statements, as per the requirements of the MELS Cahier des definitions (section 2.1); and

BE IT RESOLVED THAT Bishop's University remain with current auditors, Samson Belair Deloitte Touche.

Moved by: Luce Samoisette

Seconded by: Scott Griffin

ITEM 7: ACADEMIC REPORT

Tenure-stream positions

Vice-Principal Academic Michael Childs reported on the recommendations of Senate for the establishment of tenured positions for fall 2011.

He noted that, in 2007, in a period of financial restraint, Senate had established stringent numerical criteria as a basis for setting priorities for the allocation of tenure-stream positions. These criteria include student/faculty ratios in a given programme and the number of students registered per faculty member, the latter giving a sense of the contribution of courses to the broader academic endeavour. In 2009, Senate modified the criteria so that issues of programme viability and integrity might also be considered by Senate Planning Committee in making its recommendations.

For the 2011-12 academic year, Senate had endorsed the academic validity of filling ten tenure-stream positions.

Dr. Childs spoke to the centrality of tenured positions in carrying out the academic mission, and noted that the University is committed under the collective agreement with Faculty to a minimum of 109 tenure-stream positions. In response to questions, he explained that while the number of courses taught per faculty member is a relevant consideration, there is little variation among tenure-stream and tenured faculty: most teach five courses, and those with external research grants teach four. Positions are advertised on an individual basis, there is a standard form of advertisement, and search committees are made up of tenured and tenure-stream faculty. He

added that, roughly speaking, one third of courses at Bishop's are given by part-time faculty as opposed to continuing full-time academics, whether tenured/tenure stream or instructors.

Benoit-Antoine Bacon spoke to the stringency of the criteria used by Senate Planning Committee. He noted that the floor of 109 tenured and tenure-stream professors established in the collective agreement was not meant to be the number at which the University operated, and that Bishop's is challenged to offer courses of the size we have promised to our students.

Admissions

Jock Phippen, Director of Enrolment Management, advised that, as of the date of the Board meeting, Bishop's had 1,243 applications for fall entry in 2011. Last year at the same date we had 907 applications, in 2009, we had 746. As of the date of the Board meeting, we had seen a doubling in the applications to Natural Sciences, and a 30% increase in applications to the humanities.

Data on registrations for the winter term were distributed to Governors, showing an increase of 179 students for winter 2011 over winter 2010. Despite this positive comparison year-over-year, the decline in registrations from fall 2010 to winter 2011 was slightly greater than the decline from fall 2009 to winter 2010. Additional analysis is needed to determine to what degree the drop in registrations is due to students completing their programmes, and to what degree it is due to decisions to leave a programme before completion. Dr. Childs noted that, going forward, the graduating classes will be bigger, so a larger entering class will be required to hold registrations steady.

ITEM 8: REPORT OF THE FINANCE COMMITTEE

Gesner Blenkhorn, Chair of the Finance Committee, delivered the Committee's report. He noted that Committee members had had an open and frank discussion, including on difficult issues where perspectives differed.

The discussion at the Board concerned performance in 2010-11, and the decision that Governors would be asked to make on the Principal's recommendation that hiring in six tenure-stream positions be approved for the 2011-12 academic year.

Mr. Blenkhorn noted that Universities are now subject for the first time to Generally Accepted Accounting Principles, which, in requiring us to account for future liabilities, will alter the picture on our balance sheets.

Vice-Principal Finance and Administration H el ene St-Amand noted that budget principles had been approved by the Board, and that the purpose of the updated forecast was to provide Governors with data available as of December 31st, 2010. Bishop's is on track and on budget for fiscal 2011.

The Vice-Principal then pointed to changes to key assumptions from those made in the ten-year plan submitted to the MELS. The net effect of the changed assumptions is a forecast deficit for fiscal 2012 of \$665,000, a negative variance \$237,000, compared to the annual deficit of \$428,000 budgeted in the ten-year plan.

1. In light of registrations in 2010 and admissions data to date, target full-time enrolment for fall 2011 had been revised upward from 2054 to 2163.
2. The assumption of a \$100-a-year increase in tuition paid by Quebec students had been revised in light of the submission by the CREPUQ to the Minister of Education and the Minister of Finance, and of discussions at the *Rencontre des partenaires de l' ducation*, to \$500 a year for the years 2012-13 to 2015-16, with adjustments for contributions to the student assistance programme.
3. Salary expenditures had been revised to reflect increases negotiated in the collective agreements in place through to 2012.
4. Six tenure-stream faculty hires had been assumed for 2011-12.

Finally, Ms St-Amand pointed to a significant risk in relation to the pension amortisation, which must be re-evaluated by June 30th, 2011. Our expectation as of the date of the Board meeting was that the June assessment of the pension fund deficit could be as high as \$17M. This would entail additional costs for the University of \$800,000 annually, as well as additional contributions by active members of the plan. It was noted that a number of members of the University are working to find solutions to the issues raised by the expected pension deficit.

ITEM 9: RESOLUTION FOR THE APPROVAL OF TENURE-STREAM POSITIONS

The Principal introduced a resolution to approve hiring in six tenure-stream positions for fall 2011, noting that, with the new Board structures, processes for approving positions prioritised by Senate have changed. The Chancellor seconded the resolution.

As a result of our success in attracting additional students, Bishop's is facing a situation in which we are not meeting our commitment to offer small classes in all areas of the University. Moreover, we believe that the fundamental nature of our University is to have professors living close to campus and fully engaged in community life. For these reasons, the Principal urged Governors to approve the six tenure-stream positions, undertaking that senior management would come back with a budget that meets the annual deficit target for 2012 of \$428,000 established in the ten-year plan.

The motion carried.

RESOLUTION 10-3-03
APPROVAL TO HIRE IN SIX TENURE STREAM POSITIONS
FOR 2011-12

WHEREAS in 2007 the Senate of Bishop's University established criteria to be applied in determining whether or not a departing faculty member should be replaced or a new faculty position added;

AND WHEREAS these criteria were modified in 2009 to take into account considerations of programme integrity;

AND WHEREAS Senate Planning Committee reported to Senate at its December 13th, 2010 meeting that ten of the tenure-stream positions requested by departments and schools met the criteria established to determine the need for tenure stream positions and priority among requests from different disciplines;

AND WHEREAS Senate approved the recommendation of Senate Planning Committee in relation to the need for ten positions, and the disciplinary priorities among those positions;

AND WHEREAS the Principal and the members of the Executive group are confident that the University can produce a budget for 2011-12 that includes funding for six of these positions while respecting the goals of the ten-year plan agreed with the *Ministère de l'Éducation du Loisir et du Sport*, including the maximum annual deficit established in that plan;

AND WHEREAS the Finance Committee has discussed the University's current financial projections in comparison with the goals of the ten-year plan;

BE IT RESOLVED THAT the Board of Governors approve the recommendation that six tenure-stream faculty be hired to take up their positions in 2011-12, in accordance with the priorities established by Senate.

Moved by: Michael Goldbloom

Seconded by: Scott Griffin

ITEM 10: RESOLUTION FOR THE APPROVAL OF AN INVESTMENT IN MSBⁱV

The Principal moved the approval of the reinvestment of Bishop's set-aside amount in MSBⁱV. James Sweeny seconded the motion.

The motion carried.

**RESOLUTION 10-3-04
AUTHORISING THE INVESTMENT OF
BISHOP'S UNIVERSITY'S MSBⁱ SET-ASIDE AMOUNT
IN MSBⁱV**

WHEREAS, McGill University, the *Université de Sherbrooke* and Bishop's University are founding member of the MSBⁱ investment fund, created in 2003-04 to provide funds for the development into revenue-generating technologies of research carried out at these universities or any of their affiliated research institutes;

AND WHEREAS each University undertook in the agreement creating MSBⁱ to reinvest a portion of the proceeds from the investment, referred to as the 'Set Aside Amount', in a successor fund having objects similar to those of the MSBⁱ investment fund;

AND WHEREAS a fund known as MSBⁱV has been established to act as successor to MSBⁱ in such a way as to leverage funding available from the Quebec *Ministère du Développement économique, de l'Innovation, et de l'Exportation* (MDEIE);

AND WHEREAS all of Bishop's partners – McGill University, the *Université de Sherbrooke* and their affiliated institutions – have indicated their agreement to transfer their Set Aside Amounts to MSBⁱV;

BE IT RESOLVED THAT the Board of Governors approve the transfer of Bishop's University's Set Aside Amount in MSBⁱ to MSBⁱV.

Moved by: Michael Goldbloom

Seconded by: James Sweeny

**ITEM 11: REPORT OF THE CHAIR OF THE COMMITTEE ON LIFE AT THE UNIVERSITY AND
PRESIDENT OF THE S.R.C.**

Paige Johnson, President of the Students' Representative Council, advised Governors of various student activities, including a ski and snowboard showcase, a student trip to *Carnaval* in Quebec City, and a fashion show to raise funds for the Lennoxville women's shelter.

Ms Johnson announced that the S.R.C. would be holding general elections in mid-February, to fill a variety of positions on the Executive, as well as to nominate students for the Golden Mitre and as Valedictorian for Convocation.

The Committee on Life at the University, which is chaired by the President of the S.R.C., would meet for the third time on February 10th, 2011. The Committee was working on a number of issues, including a policy on student employment, and the implementation of a move to using electronic signs for announcements in order to save paper. The Committee had also discussed the idea of a multi-faith campus ministry, in order to meet the needs of an increasingly diverse student body.

ITEM 12: RESOLUTION TO GRANT A SERVITUDE OVER THE JOHNVILLE BOG

The Vice-Principal Academic introduced a resolution to grant a servitude over the Johnville Bog. At their November 38th meeting, Governors had approved the acquisition of the Bog on the understanding that the servitude would be granted. Bishop's subsequently learned that the grant of the servitude required explicit authorisation.

**RESOLUTION 10-3-05
TO AUTHORISE BISHOP'S UNIVERSITY
TO GRANT A SERVITUDE IN PERPETUITY IN FAVOUR OF
THE *Corporation de conservation du Boisé de Johnville Inc.*
OVER THE JOHNVILLE BOG**

WHEREAS the Board of Governors of Bishop's University approved, on November 26th, 2010, the acquisition of the Johnville Bog jointly with the Université de Sherbrooke;

AND WHEREAS the agreement between the City of Sherbrooke and the Universities provided that the Bog would be subject to a servitude in perpetuity in favour of the *Corporation de conservation du Boisé de Johnville Inc.*, preventing the Universities from engaging in, authorising or tolerating activities or interventions that might damage ecosystems, the natural characteristics of the property, or the landscape;

AND WHEREAS the *Corporation de conservation du Boisé de Johnville Inc.* requires that the granting of the servitude be authorised by resolution of the Board of Governors of Bishop's University;

BE IT RESOLVED THAT the Board of Governors authorise the Principal, Mr. Michael Goldbloom, and the Vice-Principal Finance and Administration, Ms Hélène St-Amand, to grant a servitude in perpetuity on behalf of the University in favour of the *Corporation de conservation du Boisé de Johnville Inc.*, preventing Bishop's University from engaging in, authorising or tolerating activities or interventions that might damage ecosystems, or the natural characteristics of the property, or the landscape.

Moved by: Nadia Martel

Seconded by: James Sweeny

ITEM 13: PRESENTATION ON THE JUMP MENTORSHIP PROGRAMME

Elaine Roper spoke briefly to a mentorship programme that has been in operation in Toronto for two years. Twenty-nine recent graduates and the same number of mentors, both Bishop's graduates and others, were participating in 2010-11. The programme is offered to graduates at cost, and covers a number of areas including business etiquette, networking, and financial and career planning. Ms Roper reported that the programme has garnered positive feedback from both mentors and graduates and expressed the hope that the programme can be expanded to Montreal and Ottawa.

The Chancellor offered his congratulations and expressed support for the expansion of the mentorship programme.

ITEM 14: REPORTS FOR INFORMATION

The Reports of the Sustainable Development and Land Use Committee and of the Human Resources Committee were distributed to Governors for information.

ITEM 15: CLOSED SESSION

The Chair invited Governors to move into closed session at 18h19.

Robert Gordon, Chair

Victoria Meikle, Secretary