

BOARD OF GOVERNORS

DOCUMENT 2010-4-02

March 11<sup>th</sup>, 2011  
McGreer 100, 16h to 18h

Agenda

- |     |  |  |               |         |
|-----|--|--|---------------|---------|
| 1.  | Chair's welcome  |  | R. Gordon     | 5 mins  |
| 2.  | Approval of Agenda   |  | R. Gordon     | 2 mins  |
| 3.  | Approval of minutes of the January 28 <sup>th</sup> , 2011 meeting of the Board of Governors | <i>Document 2010-4-03, attached<br/>For approval</i>                 | R. Gordon     | 3 mins  |
| 4.  | Principal's Report   | <i>Document 2010-4-04, attached<br/>For information</i>              | M. Goldbloom  | 15 mins |
| 5.  | Academic Report  | <i>Document 2010-4-05, attached<br/>For information</i>              | M. Childs     | 10 mins |
| 6.  | Report of Finance Committee  | <i>Documents 2010-4-06 and 06i,<br/>attached<br/>For information</i> | G. Blenkhorn  | 10 mins |
| 7.  | Report of the Governance and Ethics Committee  | <i>Document to follow<br/>For approval</i>                           | S. Lloyd      | 15 mins |
| 8.  | Approval of Desjardins Corporate Credit Cards  | <i>Documents 2010-4-08 and 08i,<br/>attached<br/>For approval</i>    | H. St-Amand   | 10 mins |
| 9.  | Sports and Wellness Centre   | <i>Documents 2010-4-09 and 09i,<br/>attached<br/>For approval</i>    | M. Goldbloom  | 15 mins |
| 10. | Report of the Chair of the Committee on Life at the University and of the SRC                | <i>No document<br/>For information</i>                               | Paige Johnson | 5 mins  |

11. Information items:

10 mins

i. Report of the Building Committee Nadia Martel

*Document 2010-4-11i, to follow*

12. Other business

13. Closed session



**BOARD OF GOVERNORS**

**DOCUMENT 2010-5-03**

Meeting of March 11<sup>th</sup>, 2011  
McGreer 100, 16h

**MINUTES**

- Chair:* Scott Griffin
- Present:* Benoit-Antoine Bacon, Gesner Blenkhorn, Michael Goldbloom, Paige Johnson, Deborah Langford, Drew Leyburne, Stephen Lloyd, Nadia Martel, Kelly Murumets, Royal Orr, Jessica Riddell, James Sweeny
- Participating by telephone:* Robert Gordon
- Regrets:* Elaine Roper, Luce Samoisette
- Senior Administration:* Jackie Bailey, Catherine Beauchamp, Michael Childs, Jamie Crooks, Steve Harvey, David McBride, Ruth Sheeran, H el ene St-Amand
- Secretary:* Victoria Meikle

**ITEM 1: CHAIR'S WELCOME**

The Chancellor called the meeting to order at 16h, and requested the permission of Governors to chair the meeting. He explained that the Chair, Dr. Robert Gordon, had been prevented from traveling to Bishop's by weather conditions, and would participate by telephone.

**ITEM 2: APPROVAL OF AGENDA**

The agenda was approved with the following additions:

- ◆ the closing of the University on March 7<sup>th</sup> as a result of a snowstorm under Item 12, Other business; and
- ◆ the Report of the Nominating Committee as Item 6a.

**ITEM 3: APPROVAL OF MINUTES OF THE JANUARY 28<sup>TH</sup>, 2011 MEETING OF THE BOARD OF GOVERNORS**

James Sweeny moved approval of the minutes as distributed, and Gesner Blenkhorn seconded the motion.

**The motion carried.**

**ITEM 4: MARCH PRINCIPAL'S REPORT**

The final version of the Principal's Report is appended to these minutes.

*Memorial Service for Dr. Christopher Nicholl*

The Principal advised Governors that there would be a memorial service on campus for former Principal Dr. Christopher Nicholl, and that Governors would be advised of the date and time.

*Memorial Service for Professor Louise Jamet*

The Principal advised that a service for Professor Louise Jamet would be held on March 12th at the Knowlton campus.

*Bishop's Experiential and Service Term Awards*

Applications for the B.E.S.T. awards increased from 15 in 2010 to 43 in 2011. The Principal noted that the 11 recipients of the 2011 awards are a remarkable group of young people, and expressed his hope that we will find a way to fund the awards on a permanent basis.

*Campaign Counsel*

A decision had been made to hire KCI as campaign counsel for Bishop's. The main considerations were the quality of their presentation, the national presence of the firm and the fact that the CEO of KCI, Marnie Spears, would be part of the team working on the Bishop's campaign.

### *Network of International Business Schools*

The Principal congratulated Dean Steve Harvey of the Williams School of Business on the continuing success of Business students at the N.I.B.S. competition. Bill Robson, coach of the team, noted that Bishop's had come in a strong second to the home team, Memorial University of Newfoundland.

### *Sports and Wellness Centre*

The Principal announced that Bishop's University had received a confirmation from the federal government of the funding for Sports Centre project, a total of \$29.5M from the governments of Canada, Quebec and the City of Sherbrooke. He acknowledged the support of Quebec Minister of Intergovernmental Relations, Monique Gagnon-Tremblay in securing this confirmation, and announced his intention to take some time to review the timeline for the project.

Jackie Bailey, the new Dean of Student Affairs, is taking a lead role in ensuring that the users' perspective is taken into account in the Sports Centre project. Going forward, Paule Corriveau will be the sole project manager.

### *Premier Jean Charest's speech to the Sherbrooke Chambre de Commerce*

The Premier of Quebec addressed the Sherbrooke *Chambre de Commerce* over lunch on March 11th. He had emphasised the importance of both the *Université de Sherbrooke* and Bishop's to Sherbrooke and of universities generally to Quebec, and had made it clear that there would be a reinvestment in universities in the March 17<sup>th</sup> budget.

The Principal closed his remarks by noting that the government's move to require all students in the French-language public school system to take an intensive English course in their sixth year had been extremely well received. This is a positive development from the perspective of the history of language politics in Quebec.

### **ITEM 5: ACADEMIC REPORT**

The Vice-Principal Academic reported that, as of March 11<sup>th</sup>, indications were that enrolment for fall 2011 would equal or surpass that achieved at the height of the Ontario double cohort. In addition, applications to programs where we have capacity were up most significantly.

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

The Chancellor noted that Jock Phippen and his team had done excellent work over the last two years. All members of the recruitment team for 2010-11 will be returning for 2011-12.

**ITEM 6: REPORT OF THE FINANCE COMMITTEE**

Gesner Blenkhorn, Chair of the Finance Committee, introduced updated projections for 2010-11, and preliminary numbers for the 2011-12 budget. He noted that the surplus indicated for 2010-11 is a consequence of the change in year-end to April 30<sup>th</sup>, which has the effect of shortening the 2010-11 fiscal year to ten months. If we account on the basis of a 12-month year, we are in deficit, though on target to match deficit levels projected in the ten-year plan.

Large variances in some cases in the year-over-year comparisons of actual revenues and expenditures are explained by the fact that we are accruing revenues and expenses on a more timely basis than in prior years. The significant positive variance in teaching expenses is accounted for in part by the fact that we reached the threshold number of registrations required to trigger a reduction in work load for faculty a year before we had budgeted it. A cash flow report will be introduced to determine where there may be issues.

The Chair of the Finance Committee congratulated the Vice-Principal Finance and Administration, Ms H el ene St-Amand, and the Director of Finance, Ms Isabelle Goyette, for the continuous improvements in the documentation provided to Committee members. The Chancellor remarked that the reporting of expenses is improving consistently.

**ITEM 6A: REPORT OF THE NOMINATING COMMITTEE**

Robert Gordon addressed two issues: the appointment of the Council of Advisors and the need to renew the mandates of Board members.

*Council*

Dr. Gordon reported that the Nominating Committee had met to consider a proposed short list of about 40 candidates for nomination to the Council in four categories:

1. 'legacy' members, who can contribute a deep knowledge of the Bishop's community;
2. senior alumni, who are in leadership positions in the professional world or in their communities;
3. young alumni; and
4. friends, parents and former employees of the University.

The Principal indicated that he proposed to consult the Council for advice on broad issues, which would be vetted with Governors ahead of time.

The Board endorsed a process whereby Robert Gordon would invite candidates on the short list to sit on the Council up to the total provided in the Statutes.

*Renewal of Governors' mandates*

Dr. Gordon suggested that Governors contact him with their preferences regarding the length of a renewed mandate, with a view to staggering the dates on which Governors' terms end.

**ITEM 7: REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE**

Stephen Lloyd, Chair of the Governance and Ethics Committee, introduced the main elements of the Committee's proposals for the conduct of closed sessions of the Board of Governors. He and moved approval of a resolution adopting the proposed practices, and Kelly Murumets seconded the motion.

**The motion carried, none opposed, no abstentions.**

On a point of clarification, Me Lloyd indicated that, like other members of the senior administration, Academic Deans may be invited to remain in closed session by the Chair where their advice is required.

**RESOLUTION 2010-4-01  
ON PRACTICES AT CLOSED SESSIONS OF  
THE BOARD OF GOVERNORS OF  
BISHOP'S UNIVERSITY**

WHEREAS Section 11.3 of Division I of the Statutes of Bishop's University provide that meetings of the Board of Governors may be held in camera where the Chair determines that "issues of a sensitive or confidential nature" are to be discussed.

AND WHEREAS Section 11.4 of Division I of the Statutes of Bishop's University provides that the Board may establish internal policies and procedures that are supplementary to the Statutes;

AND WHEREAS the Governance and Ethics Committee has recommended guidelines for the preparation, discussion and recording of decisions made in closed sessions of the Board of Governors of Bishop's University;

BE IT RESOLVED THAT the following guidelines apply to the conduct of closed sessions of the Board of Governors of Bishop's University:

1. That the Board of Governors of Bishop's University continue the current practice of dealing with appointments and other sensitive or strategic matters in closed session.
2. That, in addition to the appointment and renewal of members of the senior administration and Academic Officers, the discussion of acquisitions, of mandates

for collective bargaining and of government relations should normally take place in closed session. Where the Chair and the Secretary General determine that matters normally discussed in closed session can be discussed in open session without prejudice to the University or to any individual member of the Bishop's community, the matter will be included on the agenda for the open session of a Board meeting.

3. That a closed session be scheduled for every Board meeting.
4. That items proposed for discussion or decision in the closed session be included in an Agenda circulated by the Secretary General ahead of each Board meeting to Governors only. Individual Governors may raise additional matters for discussion when the Board moves into closed session.
5. That, where a Governor is of the view that an item is not of a confidential, sensitive or strategic nature, and can be discussed in open session without prejudice to individual members of the community or to the interests of the University, he or she may move its removal from the agenda for the closed session and inclusion on the agenda for the open session of a Board meeting. If necessary, the Board will determine where the item should be discussed by majority vote.
6. That the Secretary General attend closed sessions of the Board. Other members of the senior administration whose advice may be required will be invited to attend by the Chair.
7. That decisions of the Board made in closed session be recorded.
8. That the Principal be authorized to make public decisions of the Board made in closed session in the manner and at the time deemed appropriate. Once a decision has been made public, the minute of that decision will be kept in the archives of Bishop's University to which members of the public have access.

**ITEM 8: RESOLUTION ON THE DESJARDINS CORPORATE CARD PROGRAM**

The Vice-Principal Finance and Administration introduced a resolution to authorise the Director of Finance, Isabelle Goyette, to act as primary administrator of the Visa Desjardins Corporate Credit Card Program, and to authorise both the Vice-Principal Finance and the Director of Finance to sign, within the limits of their respective signing authorities, any documents required to give effect thereto by and on behalf of the University.

James Sweeny moved approval of the resolution; Nadia Martel seconded the motion.

**The motion carried, none opposed, no abstentions**

*A copy of Resolution 2010-4-02 is appended to these minutes.*



**ITEM 9: SPORTS AND WELLNESS CENTRE**

The Principal moved the establishment of an Ad Hoc Oversight Committee for the Sports and Wellness Centre project. He explained that the magnitude of the project is such as to warrant asking a small group of Board members to provide oversight for the design, building and equipment of the sports centre. Royal Orr seconded the motion.

**The motion carried, none opposed, no abstentions.**

**RESOLUTION 2010-4-03  
FOR THE ESTABLISHMENT OF AN AD HOC OVERSIGHT COMMITTEE  
FOR THE SPORTS AND WELLNESS CENTRE**

WHEREAS the Statutes of Bishop's University provide in section 3.1 of Division I that the Board may of its own motion create such ad hoc committees and delegate to them such powers as it may deem appropriate;

AND WHEREAS the Principal has recommended the establishment of an Ad Hoc Committee to provide governance oversight for the design, building and equipment of Sports and Wellness Centre;

AND WHEREAS the mandate of the Ad Hoc Committee will consist of ensuring that comprehensive, comprehensible, accurate and timely information is presented to the Board in relation to:

- ◆ compliance with budget parameters and timelines in the design, construction and equipment of the Sports and Wellness Centre;
- ◆ risk assessment in relation to major elements of the project, including budget, schedule, contracts with professionals, contracts with contractors, project management and legal aspects; and
- ◆ compliance with procedures established under funding programmes, University policy and other relevant internal procedures.

AND WHEREAS Gesner Blenkhorn and Nadia Martel have agreed to serve, along with the Principal, on the Ad Hoc Committee;

BE IT RESOLVED THAT the Board of Governors approve the creation of an Ad Hoc Committee to provide governance oversight for the design, building and equipment of Sports and Wellness Centre, with the above mandate and membership;

AND BE IT FURTHER RESOLVED THAT the Ad Hoc Oversight Committee for the Sports and Wellness Centre will be dissolved on completion of the work of designing, building and equipping the Sports and Wellness Centre.

**ITEM 10: REPORT OF THE CHAIR OF THE COMMITTEE ON LIFE AT THE UNIVERSITY AND PRESIDENT OF THE S.R.C.**

*Report of the President of the Students' Representative Council on Council activities*

Paige Johnson, President of the Students' Representative Council, advised Governors of various student activities. Elections were under way for student positions on Senate, for the Golden Mitre, and for valedictorian. The Council had organised a fashion show that raised \$7,000 for the Lennoxville women's shelter.

*Report of the Committee on Life at the University on the distribution of a surplus in the Student Affairs budget*

The Committee on Life at the University is charged under the Statutes with recommending the annual Student Services budget to the Board of Governors. As a consequence of higher than expected enrolments in the 2010-11 academic year, the student services budget was showing a surplus of nearly \$250,000. In order to determine how to allocate the funds, the Committee on Life at the University surveyed student services areas, including athletics, asking each to provide a rationale for additional funding. The Committee had been in a position to respond to all requests for funding.

**ITEM 11: REPORT FOR INFORMATION: BUILDING COMMITTEE**

Nadia Martel, Chair of the Building Committee spoke to the report of the Committee. She described to Governors steps taken by Dr. Lorne Nelson to test the properties of proposed roofing material when exposed to extreme cold.

**ITEM 12: OTHER BUSINESS**

James Sweeny raised issues around the clarity of communications to staff during the most recent emergency weather event, the snowstorm that had resulted in nearly 80 centimetres of snow falling in Sherbrooke the previous Monday, March 7<sup>th</sup>, 2011. Some staff members may have expected that they would not be paid if they did not come in to work, even in conditions made perilous by the inability of snow removal crews to keep up.

The Principal set out his view of the competing considerations that bear on these situations, emphasising that a myriad of factors, both professional and personal, are at play in decisions about whether or not an individual employee comes into work in extreme weather conditions. He stated that his goal is that everyone should be paid whether they come in to work or not, and that individual employees be empowered to make rational decisions about their particular reality. He had asked the Director of Security and the Director of Human Resources to analyse safety protocols, decision-making trees and communications strategies to be deployed in different emergency situations, and report to the Managers group, with recommendations for dealing with these situations in future.

The Chancellor underlined the importance of each employee taking responsibility for decisions about work and about personal safety.

**ITEM 13: CLOSED SESSION**

The Chancellor invited Governors to move into closed session at 17h55.

He took the opportunity to congratulate Board members on the way in which meetings have been conducted over the course of the academic year.

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Scott Griffin, Chair

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Victoria Meikle, Secretary