

**BOARD OF GOVERNORS**

**DOCUMENT 2016-3-03II**

SEPTEMBER 23<sup>RD</sup> 2016

**MINUTES**

**Chair:** Robert Hall

**Present:** Jane Brydges, Michael Goldbloom, Kerry Hull, Michel Marleau, Nadia Martel, Cathy McLean, Chelsea McLellan, Ross Osmun, Andrew Stritch, James Sweeny, Tova White

**Regrets:** Brian Levitt, Luce Samoïsette

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

**Secretary:** Victoria Meikle

**ITEM 1: CHAIR'S WELCOME**

The Chair called the meeting to order at 3:00 p.m. and recognized James Sweeny, who had been nominated for a third term as Governor by Staff Council.

**ITEM 2: BISHOP'S CENTRAIDE CAMPAIGN**

Dean of the Williams School of Business Francine Turmel is the chair of the 2016 Bishop's Centraide campaign which supports 68 agencies in the Estrie region. The goal of the campaign is to raise \$12,000. Five per cent of funds raised will remain with the University to support students' needs. Dean Turmel invited Governors to contribute to the campaign.

**ITEM 3: APPROVAL OF AGENDA**

The agenda was approved as circulated.

**ITEM 4: CLOSED SESSION**

The Board moved into closed session for discussion of one item, and then moved back into open session.

**ITEM 5: Approval of minutes - April 15<sup>th</sup> 2016 meeting**

Michel Marleau moved approval of the minutes as distributed. Nadia Martel seconded the motion.

**The motion carried.**

**ITEM 6: BUSINESS ARISING**

It was noted that the Board had approved a reduction in the application fee to the University during the spring of 2016 but that the new fee had not been posted on the University web site. Assistant Vice-Principal Isabelle Goyette undertook to have the changes made.

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

**a. Reappointment of External Governors**

RESOLUTION FOR THE  
REAPPOINTMENT OF THREE EXTERNAL BOARD MEMBERS  
FOR TERMS ENDING ON JUNE 30<sup>TH</sup> 2019

The first terms of three External Governors came to an end on June 30<sup>th</sup> 2016: the Chancellor, Brian Levitt; the Chair of the Board, Robert Hall; and Cathy McLean. At its June 19<sup>th</sup> meeting, the Board reappointed the three members on a temporary basis, to October 15<sup>th</sup> 2016, in order to allow the Nominating Committee to meet and endorse their reappointment.

The Statutes of Bishop's University provide that External Governors are appointed for a three-year term, which may be renewed twice (s. 1.3.3 of Division I).

All three External members have graciously offered to serve a second three-year term.

WHEREAS the Nominating Committee of the Board of Governors has recommended the reappointment of Robert Hall, Brian Levitt and Cathy McLean for three-year terms to end on June 30<sup>th</sup> 2019.

BE IT RESOLVED THAT Robert Hall, Brian Levitt and Cathy McLean are reappointed for three-year terms to end on June 30<sup>th</sup> 2019.

Moved by: Kerry Hull

Seconded by: Jane Brydges

**The motion carried.**

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***b. Reappointment of the Chair and Vice-Chair***

*Robert Hall and Nadia Martel left the meeting at this point.*

RESOLUTION FOR THE  
REAPPOINTMENT OF THE CHAIR OF THE BOARD OF GOVERNORS

WHEREAS s. 1.4 of Division I of the Statutes of Bishop's University provides that the Chair of the Board of Governors "shall, upon the recommendation of the Nominating Committee, be elected from among the External Governors" to serve in such capacity for a one-year term.

WHEREAS the term of the Chair is renewable;

WHEREAS M<sup>c</sup> Robert Hall was appointed Chair of the Board of Governors on June 11<sup>th</sup> 2014 and was renewed for a one-year term to expire on October 15<sup>th</sup> 2016;

AND WHEREAS the Nominating Committee recommends the reappointment of Robert Hall as Chair of the Board for a one-year-term, to expire on October 15<sup>th</sup> 2017;

BE IT RESOLVED THAT M<sup>c</sup> Robert Hall be reappointed for a one-year term, to expire on October 15<sup>th</sup> 2017.

Moved by: Cathy McLean

Seconded by: Andrew Stritch

**The motion carried.**

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RESOLUTION FOR THE  
REAPPOINTMENT OF THE VICE-CHAIR OF THE BOARD OF GOVERNORS

WHEREAS s. 1.4 of Division I of the Statutes of Bishop's University provides that the Vice-Chair of the Board of Governors "shall, upon the recommendation of the Nominating Committee, be elected from among the External Governors" to serve in such capacity for a one-year term.

WHEREAS M<sup>c</sup> Nadia Martel served as Vice-Chair of the Board of Governors from September 2015 to September 2016;

WHEREAS the Chair of the Board has proposed that M<sup>e</sup> Nadia Martel be reappointed Vice-Chair of the Board for a one-year term, renewable;

AND WHEREAS the Nominating Committee recommends to the Board of Governors that M<sup>e</sup> Nadia Martel be reappointed Vice-Chair of the Board of Governors for a one-year term, to expire on October 15<sup>th</sup> 2017;

Be it resolved that M<sup>e</sup> Nadia Martel is reappointed Vice-Chair of the Board of Governors for a one-year term, to expire on October 15<sup>th</sup> 2017.

Moved by: Cathy McLean

Seconded by: Andrew Stritch

**The motion carried.**

*Robert Hall and Nadia Martel returned to the meeting at this point.*

**c. Appointment and reappointment of members of the Statutory, Standing and Ad Hoc Committees of the Board of Governors**

RESOLUTION FOR THE  
REAPPOINTMENT OF THE MEMBERS OF THE STATUTORY COMMITTEES  
OF THE BOARD OF GOVERNORS

WHEREAS s. 3.4 of Division I of the Statutes of Bishop's University provides that members of committees shall sit for a one-year term, which is renewable;

AND WHEREAS the members of the Audit, Governance and Ethics and Human Resources Committees were appointed on October 2<sup>nd</sup> 2015;

AND WHEREAS the Secretary General has consulted with External and faculty members of the Board of Governors on their Committee loads;

BE IT RESOLVED THAT the members of the Audit, Governance and Ethics and Human Resources Committees as set out in Appendix I to Document 2016-1-07ii, and recommended by the Nominating Committee, be appointed or reappointed for a one-year term to end on October 15<sup>th</sup> 2017.

Moved by: Michel Marleau

Seconded by: Tova White

**The motion carried.**

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RESOLUTION FOR THE APPOINTMENT  
AND REAPPOINTMENT OF THE MEMBERS OF THE  
STANDING COMMITTEES OF THE BOARD OF GOVERNORS

WHEREAS s. 3.4 of Division I of the Statutes of Bishop's University provides that members of committees shall sit for a one-year term, which is renewable;

WHEREAS the members of the Sustainable Development and Finance Committees and the Committee on Life at the University were appointed on October 2<sup>nd</sup>, 2015;

WHEREAS the Secretary General has consulted External members of the Board of Governors on their Committee loads;

AND WHEREAS the Students' Representative Council has nominated Chelsea McLellan as student representative on the Board of Governors;

BE IT RESOLVED THAT the members of the Sustainable Development and Finance Committees, and the Committee on Life at the University, as set out in Document 2016-1-07ii, and recommended by the Nominating Committee, are appointed or reappointed for a one-year term, to expire on October 15<sup>th</sup>, 2017.

Moved by: Michel Marleau

Seconded by: Tova White

**The motion carried**

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RESOLUTION FOR THE  
REAPPOINTMENT OF THE MEMBERS OF THE  
AD HOC COMMITTEES OF THE BOARD OF GOVERNORS

WHEREAS s. 3.4 of Division I of the Statutes of Bishop's University provides that members of committees shall sit for a one-year term, which is renewable;

WHEREAS the members of the Ad Hoc Oversight Committee for the Sports Centre were reappointed on September 26<sup>th</sup> 2014;

WHEREAS the members of the Ad Hoc Oversight Committee on the Housing Plan were appointed on November 27<sup>th</sup> 2015;

WHEREAS the mandate of the Ad Hoc Committee on the Sustainability of the Pension Plan has been overtaken by the passage of the *Loi 13*, legislation for the restructuring of defined-benefit pension plans in the University sector;

AND WHEREAS the Secretary General has consulted External members of the Board of Governors on their Committee loads:

BE IT RESOLVED THAT the members of the Ad Hoc Oversight Committees for the Sports Centre and Bishop's Housing Plan, as set out in Document 2016-1-07ii, and recommended by the Nominating Committee, are reappointed for a one-year term, to expire on October 15<sup>th</sup>, 2017.

AND BE IT FURTHER RESOLVED THAT the Ad Hoc Committee on the Sustainability of the Pension Plan, created on November 22<sup>nd</sup> 2013, is dissolved.

Moved by: Michel Marleau

Seconded by: Tova White

**The motion carried**

**ITEM 8: PRINCIPAL'S REPORT**

*Enrolment*

As of September 23<sup>rd</sup> 2016, new student enrolment was projected to reach 915, making 2016 the largest incoming class in Bishop's history. The projection for full-time head count stood at 2,472 full-time students and 346 part-time students, for a total population of 2,818.

*Government relations*

The Principal reported that, although we had received our conditional grants for the 2014-15 and 2015-16 years, the funding was made conditional upon our reaching an agreement with the government on a recovery plan by the end of September, failing which the government could decide to recoup the funds.

**ITEM 9: ACADEMIC REPORT AND ENROLMENT UPDATE**

Vice-Principal Academic Miles Turnbull informed the Board that four motions were passed at Senate to revise the policy of Senate Planning Committee by incorporating the use of the RAM score into processes for allocating resources. In response to interest on the part of Governors to understand the impact of the new Senate policy, he undertook to circulate the document approved at Senate, and bring further details to a subsequent Board meeting.

**ITEM 10: PRESENTATION ON THE BISHOP'S FOUNDATION**

This item was postponed to the November 25<sup>th</sup> Board Meeting.

**ITEM 11: REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE ON THE BOARD SURVEY**

Cathy McLean, Chair of the Governance and Ethics Committee, spoke to the Summary of the Board survey. The survey tool had been used for a second year, and the results were

similar to the 2015 results. Ms McLean recommended that the Committee focus on the educational needs of the Board during 2016-17, and report back to a later meeting.

**ITEM 12: REPORT OF THE AUDIT COMMITTEE ON THE 2015-16 FINANCIAL RESULTS**

Michel Marleau, CA, CPA, CIRP, member of the Audit Committee, reported that the University's financial results for 2015-16 were \$400,000 better than budgeted.

Isabelle Goyette then reviewed variances between budgeted and actual results, between actual results for 2015-16 and for 2014-15, and reconciled internal and external financial results.

Ms Goyette explained that decisions by the *Ministère de l'Éducation et de l'Enseignement supérieur* on the release of a university's conditional grant were made on the basis of internal results presented in accordance with the Ministry's requirements. External results, on the other hand, are presented in accordance with Generally Accepted Accounting Principles, or GAAP, as for other organisations.

The main differences between the two presentations are:

- ♦ capital assets financed through the operating budget must be presented in the capital fund for the purposes of the external results;
- ♦ the value of future benefits must be included in the presentation of external results, whereas the government requires us to account for them on a cash basis for the purposes of the internal results.

Chantal Lessard, CA, Audit Partner at Raymond Chabot Grant Thornton for Bishop's financial statements, reported that the financial statements present fairly in all material respects the financial position of the University as at April 30<sup>th</sup> 2016, as well as the results of its operations and its cash flows for the year then ended, in accordance with Canadian accounting standards for not-for-profit organisations.

Ms Lessard then reviewed the fund balances, total assets and liabilities, the transfer from the operating fund to the capital fund, employee future benefits, long-term commitments, contingent liabilities and events subsequent to the audit.

The Board was asked to approve the audited financial statements as presented, subject to the correction of a typographical error in the fund balance.

**RESOLUTION 2016-1-01  
FOR THE APPROVAL OF THE 2015-16 FINANCIAL RESULTS AND INTER-FUND TRANSFER**

WHEREAS the Audit Committee of Bishop's University recommends approval of the audited financial statements for the fiscal year ended April 30<sup>th</sup> 2016, and further recommends

approval of the fund transfer of \$5,127,000 from the operating fund to the capital fund, as per the requirements of the *Ministère de l'Éducation et de l'Enseignement supérieur*;

BE IT RESOLVED THAT the Board of Governors approves the audited financial statements for the fiscal year ended April 30<sup>th</sup> 2016.

BE IT FURTHER RESOLVED THAT the transfer of \$5,127,000 from the operating fund to the capital fund is authorized, as per the requirements of the *Ministère de l'Éducation et de l'Enseignement supérieur*.

Moved by: James Sweeny

Seconded by: Michel Marleau

**The motions carried.**

Concluding the report, Mr. Marleau informed the Board that the five-year agreement with RCGT came to an end with the 2015-16 audit, and that the University would go to tender for Audit Services over the course of the fiscal year.

**ITEM 13: REPORT OF THE OF THE FINANCE COMMITTEE ON THE 2016-17 FORECAST**

At the June 2016 Board meeting, the University presented a budget projecting a deficit of \$3.7M for 2016-17. Michel Marleau, Chair of the Finance Committee, reported that the University was managing to the budget presented even though approval of the budget was deferred pending the outcome of talks with the Ministry on a *Plan de redressement*.

**ITEM 14: POLICY FOR THE PREVENTION OF HARASSMENT**

The Secretary General described the consultation process on the new Policy for the Prevention of Harassment within the Bishop's community and proposed a new policy for approval by the Board. She noted that there had been additional feedback from Faculty Council and the APBU since the policy had been distributed to Governors. While she was willing to continue to engage with members of the community on the policy, it was important to those who might be involved in proceedings relating to harassment complaints that the new policy be approved without delay.

In response to feedback received from Andrew Stritch, Ms Meikle proposed a modification to the policy to provide explicitly for the recusal of the Secretary General in cases of conflict of interest. Dr. Stritch indicated his agreement with the modification proposed.

During the course of discussion, it was suggested that the University develop a means of ensuring that members of the community are reminded regularly of both the existence and content of the policy.



RESOLUTION 2016-1-02  
FOR THE APPROVAL OF A POLICY FOR THE PREVENTION OF HARASSMENT

WHEREAS the Secretary General has consulted members of the Bishop's community with experience in harassment issues and the Executive of the A.P.B.U. on the proposed Policy for the Prevention of Harassment, and integrated their feedback to the extent possible;

WHEREAS the Human Resources Committee of the Board of Governors has endorsed the proposed Policy and recommended that it be brought forward to the Board for approval;

BE IT RESOLVED THAT the Policy for the Prevention of Harassment is approved;

BE IT FURTHER RESOLVED THAT the existing Harassment Policy, approved by the Executive Committee of the Corporation on November 20<sup>th</sup> 1998, is rescinded.

Moved by: Kerry Hull

Seconded by: Nadia Martel

**The motions carried.**

**ITEM 15: CONTRACT FOR THE RENTAL OF TRAILERS AS SWING SPACE**

Due diligence

RESOLUTION 2016-1-03  
FOR THE APPROVAL OF A CONTRACT FOR RENTAL OF TEMPORARY SWING SPACE  
FOR VARIOUS CONSTRUCTION PROJECTS

WHEREAS the University needs to create temporary space for buildings vacated for major renovations;

WHEREAS the 2016-17 capital plan calls for capital investments of \$95M over the next five years, including the renovation of the residences at a cost of \$36M;

WHEREAS the University determined that renting trailers was the most financially effective means of providing the needed swing space;

WHEREAS the University issued a public call for tenders for the rental of trailers to serve as swing space;

BE IT RESOLVED THAT the Board of Governors approves the granting of a contract to the successful bidder, AMB Tresec, and authorizes two of the signing officers of Bishop's University (Principal and Vice Chancellor, Vice Principal Finance and Administration, Vice Principal Academic or Assistant Vice Principal Finance and Operations) to sign the construction contracts with AMB Tresec related to the rental of trailers.

Moved by: James Sweeny

Seconded by: Michel Marleau

**The motion carried.**

**ITEM 16: APPROVAL OF LONG-TERM BORROWING**

RESOLUTION 2016-1-04  
FOR THE APPROVAL OF LONG-TERM BORROWING  
FOR CAPITAL EXPENDITURES UNDER THE PQI

WHEREAS the University's Statutes require the approval of the Board of Governors for all contracts or agreements to borrow money;

WHEREAS Bishop's University has been authorized by the *Ministère de l'Éducation et de l'Enseignement supérieur* to borrow up to \$13,835,000 for the purposes of refinancing matured debts and financing capital expenditures under the *Plan quinquennal d'investissements* not yet funded by long-term borrowing;

AND WHEREAS the terms and conditions of the long-term borrowing are set out in the motion contained in Appendix I (identified as Item 16ii), *INSTITUTION D'UN REGIME D'EMPRUNTS A LONG TERME*, attached;

BE IT RESOLVED THAT the Board of Governors approves the borrowing of \$13,835,000 in accordance with the terms set out in Appendix I;

BE IT FURTHER RESOLVED THAT the Board of Governors authorizes two of the signing officers of Bishop's University (Principal and Vice-Chancellor, Vice-Principal Finance and Administration, VP Academic or Assistant VP Finance and Operations) to co-sign any and all documents required to complete this transaction, as outlined in paragraph 6 of the attached motion.

Moved by: Jane Brydges

Seconded by: Tova White

**The motion carried.**

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RESOLUTION 2016-1-05  
FOR THE APPROVAL OF LONG-TERM BORROWING FOR THE SPORTS CENTRE PROJECT

WHEREAS the University's Statutes require the approval of the Board of Governors for all contracts or agreements to borrow money;

WHEREAS the terms and conditions outlined in the attached motion, identified as Item 16iv, *REGIME D'EMPRUNTS À LONG TERME POUR FINANCER LE PROJET DU CENTRE MULTISPORTS COMMUNAUTAIRE*, govern long-term borrowing under the *Fonds Chantier Canada-Québec* program;

AND WHEREAS the long-term debt is to be serviced, both principal and interest, by the government of Quebec;

BE IT RESOLVED THAT the Board of Governors approves the long-term borrowing of \$3,460,918, at any time up until June 30<sup>th</sup> 2017, as per the terms and conditions outlined in the attached motion, *REGIME D'EMPRUNTS À LONG TERME POUR FINANCER LE PROJET DU CENTRE MULTISPORTS COMMUNAUTAIRE*.

BE IT FURTHER RESOLVED THAT two of the signing officers of Bishop's University (Principal and Vice-Chancellor, Vice-Principal Finance and Administration, VP Academic or Assistant VP Finance and Operations) are authorized to co-sign any and all documents, including the attached *CONVENTION DE PRET A LONG TERM*, required to complete this transaction, as outlined in the attached motion.

Moved by: Michel Marleau

Seconded by: Chelsea McLellan

**The motion carried.**

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#### RESOLUTION 2016-1-06

#### FOR THE APPROVAL OF LONG-TERM BORROWING AUTHORIZED IN 2006

WHEREAS Bishop's University was authorized in 2006 to borrow \$815,000 to cover the costs of construction projects;

WHEREAS the long-term debt contracted to finance the project costs will mature in October of 2016;

BE IT RESOLVED THAT the Board of Governors approves the borrowing of the balance of the long-term debt for a five-year term with interest at the rate of 2.14% as set out in Board Document 2016-1-16vi;

BE IT FURTHER RESOLVED THAT the Board of Governors authorizes two of the signing officers of Bishop's University (Principal and Vice-Chancellor, Vice-Principal Finance and Administration, VP Academic or Assistant VP Finance and Operations) to co-sign any and all documents required to complete this transaction, as outlined in paragraph 6 of the attached motion.

Moved by: Kerry Hull

Seconded by: Nadia Martel

**The motion carried**

**ITEM 17: REPORT OF THE AD HOC OVERSIGHT COMMITTEE ON THE HOUSING PLAN**

Cathy McLean gave highlights of the Report of the Ad Hoc Oversight Committee. The Housing Plan developed in 2014 is ambitious, and the Committee is focusing on updating it to match new enrolment targets. It has benchmarked the idea of a required stay in residences, and determined that only one Canadian university has such a policy.

The Committee has asked that the University advance both the renovation to Kuehner Hall Residence and the construction of a new residence. Ideally, a new residence that would eventually replace McKinnon Hall would be built and both would be used until other residence renovation projects have been completed. However, these decisions will depend on how long it takes to get the government approvals required. Once government approvals have been received, the Committee will return to the Board for approval of the projects.

**ITEM 18: REPORT OF THE COMMITTEE ON LIFE AT THE UNIVERSITY**

Chelsea McLellan, President of the Students' Representative Council (SRC), reported that she had surveyed students about orientation week, and would provide data to the Board at the November meeting.

Ms McLellan shared the Strategic Plan of the SRC with Governors, and noted that the Council was embarking on a two-year project to review its constitution, by-laws and policies. Governors commented on the quality of the document. After some discussion of the idea of safe-spaces, it was noted that these spaces should be integrated into the planning of new residential facilities.

**ITEM 19: REPORT OF THE HUMAN RESOURCES COMMITTEE**

Jane Brydges, Chair of the Human Resources Committee, reported that she would provide an update on negotiations the November Board meeting.

**ITEM 20: OTHER BUSINESS**

There being no further business, the Board moved into closed session at 5:30 p.m.



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Robert Hall, Chair



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Victoria Meikle