



SEPTEMBER 25, 2020
MINUTES
VIDEOCONFERENCE

- Chair:** Robert Hall
- Present:** Jane Brydges, Michael Goldbloom, Enzo Evangelisti, Daniel Fournier, Brian Levitt, Charlene Marion, Michel Marleau, Heather McKeen-Edwards, Cathy McLean, Jessica Riddell, Scott Stoddard, Calin Valsan, Tova White
- Regrets:** Abel Bosum, Kent Carson, Pierre Cossette, Patricia Pleszczynska,
- Senior Administration:** Nick Andrews, Reena Atanasiadis, Isabelle Goyette, Claire Grogan, Corinne Haigh, Kerry Hull, Denise Lauzière, Stine Linden-Andersen, Michele Murray, Jacqueline Scott, Miles Turnbull
- Guest:** Sonia Poulin
- Secretary:** Trygve Ugland

ITEM 1: CHAIR'S WELCOME

The Chair called the meeting to order at 3:00 p.m.

ITEM 2: APPROVAL OF AGENDA

Secretary General Trygve Ugland said that he had received a request for Item 8: COVID-19 Task Force Update, to be presented before Item 7: Academic Report. The revised agenda was approved.

Moved by: Jane Brydges

Seconded by: Michel Marleau

Motion carried.

ITEMS 3, 3I AND 3II: APPROVAL OF MINUTES

The Chair asked if there were any changes or corrections to the minutes of the June 12th 2020, the June 29th 2020 or the July 29th 2020 meetings. As there were no changes or corrections to these documents, the Chair proposed an omnibus motion to approve the minutes as presented.

Moved by: Michel Marleau

Seconded by: Cathy McLean

Motion carried.

ITEM 4: BUSINESS ARISING

There was no business arising from prior meetings.

ITEM 5: REPORT OF THE NOMINATING COMMITTEE

Principal Goldbloom presented the report of the Nominating Committee which met on September 14, 2020. The Committee presented its recommendations for the renewal of three External Board members, the re-appointments of the Chair and Vice-Chair and for the memberships of the Board Committees.

Mr. Robert Hall left the meeting.

2020-03-01
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^c Robert Hall was re-appointed Chair of the Board of Governors on September 27th 2019 for a one-year term to expire on October 15th 2020;

AND WHEREAS the Nominating Committee has proposed that M^c Robert Hall be re-appointed Vice-Chair of the Board for a one-year term, renewable;

BE IT RESOLVED THAT the Board of Governors reappoints M^c Robert Hall as Chair of the Board of Governors for a one-year term, to expire on October 15th 2021.

Moved by: Tova White

Seconded by: Brian Levitt

Motion carried.

Mr. Robert Hall returned to the meeting and Ms. Cathy McLean left the meeting.

2020-03-02
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 the term of the Vice-Chair is renewable;

WHEREAS Cathy McLean was appointed Vice-Chair of the Board of Governors on September 27th 2019 for a one-year term to expire on October 15th 2020;

AND WHEREAS the Nominating Committee has proposed that Cathy McLean be re-appointed Vice-Chair of the Board for a one-year term, renewable;

BE IT RESOLVED THAT the Board of Governors appoints Cathy McLean as Vice-Chair of the Board of Governors for a one-year term, to expire on October 15th 2021.

Moved by: Charlene Marion

Seconded by: Jessica Riddell

Motion carried.

Ms. Cathy McLean rejoined the meeting and Ms. Jane Brydges and Mr. Michel Marleau left the meeting.

2020-03-03
RESOLUTION FOR THE
REAPPOINTMENT OF THREE EXTERNAL GOVERNORS

WHEREAS the Nominating Committee has recommended the reappointment of Jane Brydges, Pierre Cossette and Michel Marleau for three-year terms beginning on July 1st 2020 and ending on June 30th 2023;

BE IT RESOLVED THAT Jane Brydges, Pierre Cossette and Michel Marleau be reappointed to the Board of Governors of Bishop's University for terms ending on June 30th 2023.

Moved: Brian Levitt

Seconded: Cathy McLean

Motion carried.

Ms. Jane Brydges and Mr. Michel Marleau rejoined the meeting.

2020-03-04
RESOLUTION FOR THE
APPOINTMENT OR REAPPOINTMENT OF THE MEMBERS OF THE
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 Nominating Committee has proposed members for the Campus Landscape and Built Environment Development Committee, Finance and Audit Committee, Governance and Ethics Committee, Human Resources Committee, Committee on Life at the University, Information Resources Committee, the Sustainable Development Committee and the Ad-hoc Committees of the Board;

BE IT RESOLVED THAT the members of the Board Committees, as set out in Document 2020-03-05 – Appendix 2, be appointed or reappointed for a one-year term to end on October 15th 2021.

Moved by: Michel Marleau

Seconded by: Cathy McLean

Motion carried.

ITEM 6: PRINCIPAL'S REPORT

Principal Goldbloom reported that he had recently met with the Student Representatives' Council (SRC) executive and discussed the challenges of learning online. From a physical and mental health point of view, the health and safety measures put in place on campus are often challenging for students and professors.

The Principal said that the first part of Convocation 2020, a virtual ceremony, which was shared on August 30th 2020, was an opportunity for learning and innovation. The virtual ceremony was also the first time the Abenaki flag was included at the University's Convocation.

The Principal welcomed Associate Vice-Principal Claire Grogan and Dean of Science Kerry Hull to the Board of Governors and welcomed back Dean of Arts Michele Murray following her leave.

Principal Goldbloom said that the Joint Board and Senate Task Force on Equality, Diversity and Inclusion (EDI) had nominated Dr. Jenn Cianca as its Chair. The Principal said that the Task Force had decided to establish working groups on the following issues:

- Athletics
- Curriculum
- Gender Equality / LGBTQIA2S+
- Indigenous Persons
- Persons Living with Disabilities

- Recruitment and Retention
- Student Life
- Training
- Visible Minorities / Racialized Persons

The Principal said he was encouraged by the dedication of the individuals working on the Task Force.

Ms. Cathy McLean thanked Principal Goldbloom and the University leadership team for their passion and creativity in dealing with EDI issues and expressed her appreciation to everyone involved.

ITEM 8: COVID-19 TASK FORCE UPDATE

The Chair of the COVID-19 Task Force, Dean of Student Affairs Stine Linden-Andersen, reported that as of September 25th 2020, there were still no COVID-19 cases on campus. She said that Champlain Regional College had reported a few cases amongst their students, but that there had been no reports of transmission from those initial COVID-19 cases.

Dr. Linden-Andersen said that Bishop's was one of very few universities to offer in-person Orientation Week activities. She congratulated the SRC Orientation Week organizers, students, staff and faculty for contributing to the safety and enjoyment of all participants.

Dr. Linden-Andersen said that the COVID-19 Task Force was very proactive in communicating with the University community with the goal of transparency and information sharing.

Dr. Linden-Andersen briefly presented five COVID-19 protocols, a guide for parents as well as the addendum to the Student Code of Conduct that was passed by the Board on August 31, 2020. She said that the University is in discussions with Public Health authorities to establish a COVID-19 test centre on campus. Dr. Linden-Andersen said that until the test centre is approved and operational, the University is providing taxi fares for students who wish to be tested.

ITEM 7: ACADEMIC REPORT

Vice-Principal Academic and Research Miles Turnbull said that the University welcomed eight new faculty members in September 2020, including Dr. John Ruan the University's nominee for a Tier II Canada Research Chair in Multi-messenger Astrophysics.

Dr. Turnbull presented an update of the Fall 2020 enrolment following the Add/Drop deadline on September 22, 2020. He cautioned that the numbers would likely fluctuate somewhat until the data have been validated.

Dr. Turnbull said that the preliminary numbers show an increase in Quebec enrolment and a decrease in graduate and international student enrolment. He said that the overall impact on the student FTEs (Full-time equivalents) and on the University's budget is complicated as most international students were in deregulated programs and paying higher tuition.

Ms. Cathy McLean asked how the University's Fall 2020 compared with the other Maple League universities. Dr. Jessica Riddell, Executive Director of the Maple League, said that each of the three Atlantic Maple League Universities reported at least one presumed or confirmed COVID-19 case. She said that the cases were isolated and there was no propagation of the virus. Dr. Riddell said that only St. Francis-Xavier (St-FX) had made an announcement of Fall 2020 enrolment numbers and that it had exceeded its enrolment target for Fall 2020.

Dr. Turnbull said that the University was offering the following breakdown of course offerings for Fall 2020:

- 54% fully online (both synchronous and asynchronous);
- 28% hybrid;
- 18% in person only.

Dr. Turnbull said the classroom occupancy rate for in-person-only classes is at 60% of the COVID-19 physically spaced capacity.

Dr. Turnbull said that the Teaching and Learning Centre, with the support of the Information Technology Services and the Maple League Virtual Teaching and Learning Centre, and under the direction of Mr. Scott Stoddard, Dr. Jessica Riddell and Mr. Georges-Philippe Gadoury-Sansfaçon, launched a program called the 'Online Learning and Technology Consultants' or OLTCs. The 25 student OLTCs have been supporting faculty in program delivery transitions.

Dr. Turnbull said that a few universities have announced their decisions on how they will deliver the Winter 2021 session. He said that the University needed to make a public announcement on how the courses will be delivered early so that potential students and their parents can make informed choices for Winter 2021.

Dr. Turnbull said that, assuming the same level of pandemic alert and safety measures, the Executive Team of the University is considering the following:

- 1) Continue with the Hybrid approach
- 2) Longer Christmas Holiday Break (to allow for quarantining before classes start)
- 3) Eliminate Spring Break (Maple League universities proposing this also) – Spread across the semester

Dr. Turnbull said that a longer break between the Fall 2020 and Winter 2021 session would allow for quarantining before classes resume and would also give faculty more time to prepare their Winter 2021 courses. He said that the other Maple League Universities were proposing to eliminate Spring Break to minimize travel to contaminated regions and the subsequent risk

of transmission upon return to campus. Dr. Turnbull said that one option would be to spread study days across the session instead of a Spring Break.

Principal Goldbloom said that at his meeting with the SRC Executive they advocated strongly against giving up the Spring Break, speaking of the need to balance mental health and physical health. The Principal said that more consultations will be conducted before the issue is decided.

ITEM 9: REPORT OF THE FINANCE AND AUDIT COMMITTEE
2019-20 Audited Financial Statements

The Chair of the Finance and Audit Committee, Mr. Michel Marleau, reported that the Committee met on September 9, 2020, to review a draft of the 2019-20 audited financial statements, the auditors' report, the "*Système d'information financière des universités*" (SIFU) and the 2020-21 Forecast.

At the September 9th meeting, the University's auditor, KPMG, presented its audit of the University's financial statements. KPMG provided a clean, unqualified audit opinion and stated that there were no unrecorded material variances.

Mr. Marleau said that the auditors presented two issues of interest to universities across the country, namely:

- Issues related to the COVID-19 pandemic
- Cybersecurity

Mr. Marleau advised that Ms. Sonia Poulin, KPMG Lead Audit Engagement Partner, was connected to the meeting if Governors had questions for the auditors during the presentation.

Mr. Marleau invited Vice-Principal Finance and Administration Isabelle Goyette to present the 2019-20 financial statements and the SIFU.

Ms. Goyette explained the difference between the Ministry of Higher Education (MES) reporting procedure and the Generally Accepted Accounting Principals (GAAP). In order to present the financial data in the MES format, the University must include interfund transfers.

Resolution 2020-03-05
APPROVAL OF THE
2019-20 AUDITED FINANCIAL STATEMENTS
AND INTERFUND TRANSFERS

WHEREAS the Finance & Audit Committee of Bishop's University recommends approval of the audited financial statements for the year ended April 30, 2020, and further recommends approval of the interfund transfer of \$8,850,685 as per the requirements of the *Ministère de l'Enseignement supérieur*,

BE IT RESOLVED THAT the Board of Governors approves the audited financial statements for the year ended April 30, 2020;

AND BE IT FURTHER RESOLVED THAT the interfund transfer of \$8,850,685 is authorized, as per the requirements of the *Ministère de l'Enseignement supérieur*.

Moved by: Michel Marleau

Seconded by: Jane Brydges

Motion carried.

Resolution 2020-03-06
APPROVAL OF THE 2019-20 SIFU

WHEREAS the *Ministère de l'Enseignement supérieur* requires that the Board of Governors approve the SIFU;

WHEREAS the Finance & Audit Committee of Bishop's University recommends approval of the "*Système d'information financière des universités*" for the year ended April 30, 2020;

AND WHEREAS the auditor (KPMG) performed the specified procedures as requested by the *Ministère de l'Enseignement supérieur*, with no deviation noted;

BE IT RESOLVED THAT the Board of Governors approves the 2019-20 "*Système d'information financière des universités*".

Moved by: Tova White

Seconded by: Michel Marleau

Motion carried.

There being no questions for the KPMG representative, Ms. Sonia Poulin left the meeting at 4:20 p.m.

Reappointment of Auditors

Mr. Michel Marleau advised the Board that KPMG was entering the final year of a 5-year contract and that 2020-21 will be the last year of the contract.

2020-03-07
RESOLUTION FOR THE
REAPPOINTMENT OF THE UNIVERSITY'S AUDITORS FOR 2020-21

WHEREAS the Finance & Audit Committee of Bishop's University recommends the reappointment of KPMG as auditors of the University for the year ending April 30, 2021, in accordance with the mandate outlined in the 2016 call for tender;

WHEREAS the fee for the 2020-21 audit is set at \$36,000 (same fee as for the previous year) and any additional mandates will be billed separately;

AND WHEREAS the Finance & Audit Committee recommends that Isabelle Goyette, Vice-Principal Finance and Administration, be authorized to sign any and all documents relating to this contract;

BE IT RESOLVED THAT the Board of Governors approves the reappointment of KPMG as auditors of the University for the year ending April 30, 2021;

AND BE IT FURTHER RESOLVED THAT that Isabelle Goyette, Vice-Principal Finance and Administration, is authorized to sign any and all documents relating to this contract.

Moved by: Charlene Marion

Seconded by: Michel Marleau

Motion carried.

2020-21 Forecast

Vice-Principal Finance and Administration Isabelle Goyette presented an update of the 2020-21 Forecast. Ms. Goyette said that in May 2020, the University prepared a provisional budget which excluded any impact of the COVID-19 pandemic. At the Board of Governors meeting on June 29, 2020 the University presented a forecast for 2020-21 which estimated the impact of COVID-19 on its activities to be a projected shortfall of \$5M.

Ms. Goyette presented an updated shortfall of \$6.3M for 2020-21. She said that the University has identified most of the required \$6.3M in savings so that if the shortfall is lower than the projected \$6.3M, some of the funds could be redistributed. She presented the variances between the pre-COVID-19 budget and the 2020-21 forecast.

Vice-Principal Academic and Research Miles Turnbull said that the University was planning for a conservative student retention rate to account for the potential impact of ongoing COVID-19 health and safety restrictions.

Ms. Cathy McLean asked why there were only 330 residence beds filled rather than the 460 that were available while still respecting health and safety guidelines. Ms. Goyette said that in June there had been 460 applications for residences, however some of the applicants had remained overseas and could not travel. Ms. Goyette said that the University's decision not to run exchange programs for Fall 2020 also affected the occupancy rate in the residences.

ITEM 10: CONFLICT OF INTEREST FORMS

The Chair of the Governance and Ethics Committee, Ms. Tova White, reminded Governors to complete and return their 2020-21 Conflict of Interest forms to the Secretary General.

ITEM 11: COULTER FIELD ENTRANCE – ENVIRONMENTAL PERMITS

Vice-Principal Finance and Administration Isabelle Goyette reported that the Coulter Field Entrance will be renovated over a period of two years in two phases. The Board was asked to authorize EXP Inc. to act on its behalf in procuring the appropriate environmental permits for the project.

2020-03-08

RESOLUTION FOR THE
COULTER FIELD ENTRANCE PROJECT
AUTHORIZING LES SERVICES EXP INC. TO APPLY FOR ENVIRONMENTAL PERMITS
AND
DELEGATION OF SIGNING AUTHORITY FOR THE PROJECT

WHEREAS Bishop's University must obtain an authorization from the *Ministère de l'Environnement et de la Lutte contre les changements climatiques* (MELCC) concerning the project to raise the level of the main entrance to the University (Coulter Field entrance);

BE IT RESOLVED:

THAT Bishop's University mandate and authorize Les Services EXP inc. to prepare and sign, for and on behalf of the University, all documents concerning the authorization request for the entry enhancement project with the MELCC under the Environment Quality Act;

THAT the University undertakes to send, if required and when the work is completed, a certificate of compliance with the MELCC conditions, no later than 60 days after the end of the work;

THAT the University undertakes to pay the fees relating to this request, including any financial contribution determined by the MELCC to compensate, if applicable, for the damage to wetlands or bodies of water provided for in section V.1 of Chapter IV of the Environment Quality Act;

AND BE IT FURTHER RESOLVED that the Board of Governors authorizes either one of the following two signing officers (Isabelle Goyette, Vice-Principal Finance and Administration and Marie-Josée Dufour, General Counsel), to sign documents pertaining to this project.

Moved by: Cathy McLean

Seconded by: Scott Stoddard

Motion carried.

ITEM 12: REPORT OF THE STUDENT REPRESENTATIVES' COUNCIL PRESIDENT

The President of the Student Representatives' Council (SRC), Mr. Enzo Evangelisti, reported that the SRC team had moved into their new offices located in the newly renovated section of the Student Centre.

Dr. Jessica Riddell congratulated the SRC on hosting a fun and safe Orientation Week.

Ms. Cathy McLean asked if Mr. Evangelisti had a sense of how the students behaved off-campus and wondered if he had received any feedback from the Lennoxville community.

Mr. Evangelisti said that the GAIT had officially re-opened and that students were being encouraged to party safely on-campus rather than taking their partying activities into the greater community. He said that the SRC continued to promote dialogue and was encouraging students to be safe.

Dean of Student Affairs Stine Linden-Andersen said that the local police were impressed with the SRC's efforts to educate students on safe behaviour.

The open session ended at 4:46 p.m.



Robert Hall, Chair



Trygve Ugland, Secretary