

SEPTEMBER 28TH, 2012
MCGREER 100, 16H TO 18H45

AGENDA

1.	Welcome		S. Griffin	5 mins
2.	Election of Chair	<i>Document 2012-1-02, attached For approval</i>	S. Griffin	5 mins
3.	Approval of Agenda	<i>Document 2012-1-03</i>	R. Gordon	2 mins
4.	Approval of minutes of the June 8 th meeting	<i>Document 2012-1-04, attached For approval</i>	R. Gordon	3 mins
5.	Business Arising		R. Gordon	2 mins
6.	Principal's Report	<i>Document 2012-1-06, to follow For information</i>	M. Goldbloom	15 mins
7.	Academic Report	<i>Document 2012-1-07, attached For information</i>	M. Childs	10 mins
8.	Report of the Audit Committee	<i>Documents 2012-1-08, 2012-1-08i, attached For approval</i>	L. Samoissette	10 mins
9.	Finance Report			30 mins
	a. Report of the Finance Committee	<i>No document For information</i>	G. Blenkhorn	
	b. Finance Report	<i>Documents 2012-1-09b, 2012-1-09bi, 2012-1-09bii, 2012-1-09biii, attached For information</i>	H. St-Amand	
	c. Long term borrowing	<i>Document 2012-1-09c, attached For approval</i>	H. St-Amand	

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| | d. Capital Project | <i>Document 2012-1-09d, attached
For approval</i> | H. St-Amand | |
| | e. Resolution authorising
the signing of the RFA | <i>Document 2012-1-09e, attached
For approval</i> | H. St-Amand | |
| 10. | Report of the Nominating
Committee | <i>Document 2012-1-02, attached
For approval</i> | R. Gordon | 10 mins |
| 11. | Resolution in relation to a
special project grant for the
Foreman Art Gallery | <i>Document 2012-1-11, attached
For approval</i> | M. Childs | 5 mins |
| 12. | Information items | | | |
| | i. Committee on Life at the University | <i>Document 2012-1-12i,
attached</i> | A.Peabody | |
| 13. | Other business | | | |
| 14. | Closed session | | | |



**BOARD OF GOVERNORS
DOCUMENT 2012-2-03**

MEETING OF SEPTEMBER 28TH, 2012
MCGREER 100, 16H

MINUTES

- Chair:* Scott Griffin/Robert Gordon
- Present:* Gesner Blenkhorn, Claude Charpentier, Paul Gallina, Michael Goldbloom, Deborah Langford, Drew Leyburne, Nadia Martel, Michele Murray, Royal Orr, Adam Peabody, Elaine Roper, Luce Samoisette, James Sweeny
- By telephone:* Stephen Lloyd
- Senior Administration:* Benoit-Antoine Bacon, Jackie Bailey, Cathy Beauchamp, Michael Childs, Bruno Gnassi, Hélène St-Amand, Calin Valsan
- Regrets:* Kelly Murumets
- Secretary:* Victoria Meikle

ITEM 1: CHAIR'S WELCOME

Chancellor Scott Griffin called the meeting to order at 4:04.

ITEM 2: ELECTION OF THE CHAIR

The Chancellor spoke to the first item in Document 2012-1-02, the report of the Nominating Committee. The Committee had recommended the reappointment of Dr. Robert Gordon as Chair of the Board of Governors for a one year term.

There being no comments on the recommendation of the Nominating Committee, the Chancellor moved the reappointment of the Chair, and Drew Leyburne seconded the motion.

The motion carried, none opposed, no abstentions.

Dr. Gordon took the Chair

Dr. Gordon asked Paul Gallina, a member of the Board newly elected by Faculty Council, to introduce himself.

ITEM 3: APPROVAL OF THE AGENDA

At the request of the Vice-Principal Finance and Administration, the Financial Report (Item 9) was moved ahead of the Audit Report (Item 8).

James Sweeny moved approval of the agenda as amended; Luce Samoisette seconded the motion.

The motion carried.

ITEM 4: MINUTES OF THE JUNE 8TH 2012 MEETINGS OF THE BOARD OF GOVERNORS

Nadia Martel moved approval of the minutes as distributed, Claude Charpentier seconded.

The motion carried.

ITEM 5: BUSINESS ARISING

There was no Business Arising.

ITEM 6: PRINCIPAL'S REPORT

The Principal asked Dean of Student Affairs Jackie Bailey to give her presentation on the proposed Sports Centre building.

Following Dr. Bailey's presentation, the Principal invited questions on his report. He explained that, though he had not received the final version of the Master Plan from the architects, we are respecting the principles in the construction projects we are undertaking.

ITEM 7: ACADEMIC REPORT

Dr. Michael Childs, Vice-Principal Academic, spoke to Document 2012-1-07, the Academic Report for September 2012.

Student Recruitment

The Vice-Principal Academic reported that he would provide a full report on recruitment, admissions and registrations at the November Board meeting.

He noted that, generally speaking, the online registration system had worked quite well, though we will need to change some of our practices in light of the new system. A series of debriefing sessions had been scheduled following fall registration.

As of September 28th, we were on track to hit our fall full-time enrolment target of 2400. There had, however, been a drop in part-time enrolment, following a number of years during which it had been fairly constant, this drop would affect the total of Full-time equivalent students which is one of the factors driving funding. Registrations were down in several categories of part-time students totalling just over 100 fewer than in Fall 2011.

The Vice-Principal Academic congratulated the Students' Representative Council on their excellent work in planning and carrying out what he regarded as the best Orientation Week in his more than 20 years at Bishop's. He noted that there had been more participation by faculty than in most years. Michele Murray added her congratulations on Orientation.

ITEM 9: FINANCE REPORT

Item 9a: Report of the Finance Committee

Gesner Blenkhorn summarised the meeting of the Finance Committee held on September 18th, 2012. He congratulated University management on having out-performed the ten-year plan for the fiscal year that ended on April 30th, 2012.

Mr. Blenkhorn spoke to the updated forecast for 2012-13, noting that pension costs were higher than budgeted and that an additional \$100,000 had been added to the reserve to cover contingencies.

Item 9b: Finance Report

The Vice-Principal Finance and Administration, H el ene St-Amand, presented her report, Document 2012-1-09b.

Cost savings had been achieved for the 2011-12 fiscal year by deferring the payment of the pension amortisation for six months, and by reducing spending. The Vice-Principal noted that these are short-term measures, and we will not be in a position to maintain these reductions in spending indefinitely.

Ms St-Amand provided an update on the forecast for 2012-13, document 2012-1-09bii. She noted changes from budget assumptions presented on May 4th, 2012:

1. the new government's decision to roll back tuition increases resulted in a loss in revenues of \$556,000 for Bishop's;
2. anticipated changes to the Pension Plan for Full-time Employees had not been ratified as of July 1st, so the full \$400,000 of savings for fiscal 2013 will not be realised. The budget assumption going forward is that these changes will not be achieved before January 1st, 2013, but we have maintained the anticipated savings for the first four months of 2012 (\$160,000) in our forecast; and
3. the decrease in part-time student registrations is estimated to represent a loss in revenues of \$150,000 when reduced tuition and grant revenues are combined.

The government has announced that it will compensate universities for lost tuition for 2012-13. Bishop's is forecasting \$453,000 in revenues from this compensation, assuming compensation at the rate of \$254 per FTE net of the 35% contribution to the financial assistance programs.

Governors thanked the Vice-Principal and the Director of Finance for the clarity of their presentation of the financial information.

Item 9c: approval of long-term borrowing

RESOLUTION 2012-1-02

FOR THE APPROVAL OF LONG-TERM BORROWING BY BISHOP'S UNIVERSITY

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

AND WHEREAS the *Plan quinquennal d'investissement* (PQI) capital grant from the government of Quebec is funded by means of short-term loans taken out by the University that are periodically converted into long-term loans to cover expenditures under the PQI program;

AND WHEREAS this long-term debt contracted by the University under the PQI program is serviced (principal and interest) by the Government of Quebec as outlined in paragraph 2b) of the long term borrowing plan document (*Régime d'emprunt à long terme*) attached to this resolution;

BE IT RESOLVED THAT the Board of Governors authorize the University to borrow \$6M as per the terms and conditions set out in the attached document.

AND BE IT FURTHER RESOLVED THAT the Board authorize Michael Goldbloom, Principal and Vice-Chancellor, and Hélène St-Amand, Vice-Principal Finance and Administration, to co-sign any and all documents required to complete this transaction, as outlined in paragraph 10 of the attached document.

Moved by: James Sweeny

Seconded by: Gesner Blenkhorn

The motions carried.

Item 9d: Capital Projects

RESOLUTION 2012-1-03

TO AUTHORISE THE SIGNING OF A CONTRACT WITH THE ENGINEERS HIRED FOR THE SPORTS CENTRE PROJECT

WHEREAS in May of 2009 the Executive Committee of the Corporation of Bishop's University approved the submission of a \$29.5M Sports and Wellness Centre project under the Federal Infrastructure Program;

AND WHEREAS the University was notified of the Federal Government's approval in principle of the project in November of 2009 and of the Quebec Government's contribution in March of 2010;

Be it resolved that Michael Goldbloom, Principal and Vice-Chancellor, and H  l  ne St-Amand, Vice-Principal, Finance and Administration, be authorized to sign the contract with the Engineers Consortium EXP / CIMA+ in conformity with the terms set out in Document 2012-1-09d.

Moved by: Nadia Martel

Seconded by: Gesner Blenkhorn

The motion carried.

Item 9e: Resolution authorising the signing of the RFA

RESOLUTION 2012-1-04
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 *règles budgétaires* of the Government of Québec;

AND WHEREAS the *ministère de l'Éducation supérieure, de la Recherche, des Sciences et de la Technologie* 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 without issues require the attention of the Audit Committee.

Moved by: Elaine Roper

Seconded by: Gesner Blenkhorn

The motion carried.

ITEM 8: REPORT OF THE AUDIT COMMITTEE

Chantal Lessard of Raymond Chabot Grant Thornton (RCGT), Auditors for 2011-12, introduced Chantal Tousin, the partner-in-charge of the audit for Bishop's University.

Mme Tousin reminded the Board that the Managers are responsible for the fair presentation of the financial statements and reports. The auditors' role is to express an opinion on whether or not the financial statements and other reports provide a fair representation of the University's financial position in accordance with accounting principles.

RCGT had provided an unqualified audit report, being satisfied that the financial statements represent the financial position of the University fairly in all material respects.

Mme Tousin pointed out that, with the permission of the former auditors, Samson Belair Deloitte Touche, RCGT had restated the 2011 position in relation to early retirement

incentives, described in note 2, p. 8. This restatement had in turn generated changes in employee future benefit liabilities in relation to the 2011 and 2012 fiscal years, an increase in the fund balance, and an increase in the retirement allowance expense for fiscal 2011.

In closing, Mme Tousin noted that the Finance team at Bishop's had been extremely cooperative during the audit process. Luce Samoisette, Chair of the Audit Committee, added that the External members of the Committee had met with the auditors with the Principal, and then on their own. In each case the Auditors had reported that collaboration with the Bishop's Finance team had been very good.

RESOLUTION 2012-1-05

APPROVING THE AUDITED FINANCIAL STATEMENTS OF BISHOP'S UNIVERSITY FOR THE FISCAL YEAR ENDING APRIL 30TH, 2012

WHEREAS the Audit Committee met with members of the University administration and with the Auditors on September 6th, 2012 to review the draft audited financial statements for the Fiscal Year ending April 30th, 2012;

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

AND WHEREAS the Audit Committee recommended the approval of the audited financial statements for the Fiscal Year ending April 30th, 2012;

BE IT RESOLVED THAT the Board of Governors approve the audited financial statements for the year ended April 30th 2012.

AND BE IT FURTHER RESOLVED THAT the inter-fund transfers included in the financial statements be authorized, as per the requirements of section 2.1 of the *Cahier des définitions* of the *ministère de l'Éducation supérieure, de la Recherche, de la Science et de la Technologie*.

Moved by: Luce Samoisette

Seconded by: Deborah Langford

The motion carried.

RESOLUTION 2012-1-06

**APPROVING THE REAPPOINTMENT OF RAYMOND CHABOT GRANT THORNTON AS
AUDITORS FOR BISHOP'S UNIVERSITY
FOR THE FISCAL YEAR ENDING APRIL 30TH, 2013**

WHEREAS the University issued a public call for tenders for a range of year-end audit services in October of 2011 and Raymond Chabot Grant Thornton (RCGT) responded with the winning proposal, at a price of \$40,000;

AND WHEREAS the call for tenders provided for the renewal of the contract for year-end audit services at an annual increase of 2% on condition that the 2012 audit was conducted efficiently and effectively;

BE IT RESOLVED THAT the Board of Governors approve the renewal of the contract with RCGT for the fiscal year ending on April 30th, 2013 in accordance with the mandate outlined in the 2011 call for tender, at a fee of \$40,800.

AND BE IT FURTHER RESOLVED THAT the Vice-Principal Finance and Administration be authorised to sign any and all documents relating to this contract.

Moved by: Luce Samoissette

Seconded by: Deborah Langford

The motion carried.

ITEM 10: REPORT OF THE NOMINATING COMMITTEE

The Chair suggested that the report of the Nominating Committee constituting the Statutory and Standing Committees of the Board of Governors, as set out in Document 2012-1-02, be moved en bloc.

The Secretary General noted that there were two names to be added to the composition of the Committees, as follows:

- ♦ James Bradley is the nominee of Staff Council to the Sustainable Development Committee
- ♦ Valerie Jones is the fourth student representative nominated to the Committee on Life at the University by the Students' Representative Council.

Moved by: Stephen Lloyd

Seconded by: Deborah Langford

The motion carried as amended.

ITEM 11 FOREMAN ART GALLERY

The Vice-Principal Academic introduced resolution 2012-1-11, explaining that following the elimination of a position for a curator as a cost-cutting measure, Vicky Chainey-Gagnon, the Director of Gallery, had secured funding from the *Ministère de la Culture, des Communications et de la Condition féminine* for a temporary position. In order to pay out the funds, the government requires a Board resolution to authorise grant

RESOLUTION 2012-1-08

**AUTHORISING BISHOP'S UNIVERSITY
TO TAKE UP A GRANT OF \$33,000 FROM THE
MINISTÈRE DE LA CULTURE, DES COMMUNICATIONS
ET DE LA CONDITION FÉMININE**

WHEREAS The Foreman Art Gallery has applied for and been awarded \$33,000 in funding from the *Ministère de la Culture, des Communications et de la Condition féminine* (MCCCF) for the year ending on March 31st, 2013, to support community outreach activities;

AND WHEREAS the MCCCF requires the Board to endorse the taking up of the grant by Bishop's University and to authorize the Vice-Principal Academic to sign the notice of award;

BE IT RESOLVED THAT the Board endorse the taking up of this award and that Vice-Principal Academic Michael Childs be authorized to sign the Notice of Award on behalf of the University.

Moved by: Claude Charpentier

Seconded by: Gesner Blenkhorn

The motion carried.

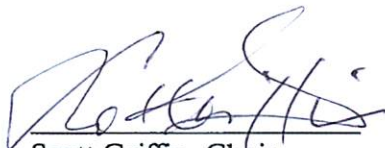
ITEM 12: REPORT OF THE COMMITTEE ON LIFE AT THE UNIVERSITY

Adam Peabody, Chair of the Committee on Life at the University, reported that Orientation Week had been a great success. One factor had been that the entire incoming Executive of the SRC had stayed in Lennoxville over the summer to plan Orientation. Over 140 upper year students had participated in Orientation activities. The responsibilities of the different members of the Committee would be documented for future SRC Executives.

Mr. Peabody reported that the main order of business for the Committee for the 2012-13 academic year would be a review of Student Code of Conduct, with a view to bringing the revised Code to the Board for approval in Spring term.

ITEM 13 ADJOURNMENT OF THE OPEN SESSION

There being no further business, the open session of the Board of Governors adjourned at 5:33 p.m.



Scott Griffin, Chair
Item 2



Robert Gordon, Chair
Items 3 to 13



Victoria Meikle, Secretary