

**BOARD OF GOVERNORS**

**DOCUMENT 2012-6-02**

MARCH 22<sup>ND</sup>, 2013  
MCGREER 100, 16H TO 18H00

**DRAFT AGENDA**

- |     |  |   |              |         |
|-----|--|---|--------------|---------|
| 1.  | Welcome  |   | R. Gordon    | 5 mins  |
| 2.  | Approval of Agenda                                 | <i>Document 2012-6-02</i>                                   | R. Gordon    | 2 mins  |
| 3.  | Approval of minutes:                               | <i>Document 2012-6-03, 03i</i>                              | R. Gordon    | 3 mins  |
|     | ♦ 130110 conference call                           | <i>attached and 03ii to follow</i>                          |              |         |
|     | ♦ 130125 meeting                                   | <i>For approval</i>   |              |         |
|     | ♦ 130314 conference call                           |   |              |         |
| 4.  | Business Arising                                   | <i>No document</i>  |              |         |
| 5.  | Principal's Report                                 | <i>Document 2012-6-05, 05i, attached</i>                    | M. Goldbloom | 10 mins |
|     |  | <i>For information</i>                                      |              |         |
| 6.  | Academic Report                                    | <i>Document 2012-6-06, attached</i>                         | M. Childs    | 10 mins |
|     |  | <i>For information</i>                                      |              |         |
| 7.  | Report on the Planning Process                     | <i>Document 2012-6-07, attached</i>                         | M. Goldbloom | 10 mins |
|     |  | <i>For information</i>                                      |              |         |
| 8.  | Research Strategy                                  | <i>Documents 2012-6-08, 08i, 08ii, attached</i>             | B.-A. Bacon  | 20 mins |
|     |  | <i>For approval</i>   |              |         |
| 9.  | Finance Report                                     | <i>Documents 2012-6-09, 09i, 09ii, 09iii, 09iv attached</i> | H. St-Amand  | 10 mins |
|     | a. Updated forecast, Summary 2012-13               | <i>For approval</i>   |              |         |
|     | b. Updated forecast, Detail 2013-14                |   |              |         |
|     | c. Cash flow budget and authorisation of borrowing |   |              |         |
|     | d. Frais institutionnels obligatoires              |   |              |         |
| 10. | Construction Contract for Sports Center            | <i>Document 2012-6-10, to follow</i>                        | H. St-Amand  | 10 mins |
|     |  | <i>For approval</i>   |              |         |

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|-----|---|--|---------------|---------|
| 11. | C.L.U. Report and Report of the President of the S.R.C. | <i>Document 2012-6-11, attached<br/>For information</i>  | A.Peabody     | 5 mins  |
| 12. | Report of the Audit Committee                           | <i>Document 2012-6-12, attached<br/>For information</i>  | L. Samoisette | 10 mins |
| 13. | Report of the Governance and Ethics Committee           | <i>No document<br/>For information</i>                   | S. Lloyd      | 3 mins  |
| 14. | Meeting dates for 2013-14                               | <i>Document 2012-6-14, to follow<br/>For information</i> | V. Meikle     | 1 min   |
| 15. | Other business  |  |               |         |
| 16. | Documents tabled:                                       | <i>Documents 2012-6-16<br/>For information</i>           |               |         |
|     | ♦ Press release – Chancellor                            |  |               |         |
|     | ♦ Principal’s interview in the Gazette                  |  |               |         |
| 17. | Closed session  |  |               |         |

**BOARD OF GOVERNORS**  
**DOCUMENT 2012-7-03i**

MEETING OF MARCH 22ND, 2013  
MCGREER 100, 16H

**MINUTES**

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

**ITEM 1: CHAIR'S WELCOME**

Vice-Chair Stephen Lloyd welcomed Governors and called the meeting to order at 4:10 p.m.

Adam Peabody introduced incoming President of the Students' Representative Council, Kim Huet, who attended the meeting as an observer. Ms Huet is entering the final-year of a degree in Sociology, with minors in Psychology and Economics. She served as Vice-President, Student Affairs, for the SRC in 2012-13.

**ITEM 2: APPROVAL OF AGENDA**

James Sweeny moved approval of the agenda as proposed, and Adam Peabody seconded.

**The motion carried.**

**ITEM 3: APPROVAL OF MINUTES**

*Item 3a: Approval of the minutes of the January 10<sup>th</sup> conference call of the Board of Governors*

James Sweeny moved approval of the minutes of the January 10<sup>th</sup>, 2013 teleconference of the Board of Governors, and Gesner Blenkhorn seconded.

**The motion carried.**

*Item 3b: Approval of the minutes of the January 25<sup>th</sup> meeting of the Board of Governors*

Luce Samoisette moved approval of the minutes of the January 25<sup>th</sup> meeting of the Board of Governors, and Paul Gallina seconded.

**The motion carried.**

**ITEM 4: BUSINESS ARISING**

There was no Business Arising.

**ITEM 5: THE PRINCIPAL'S REPORT**

The Principal spoke to Document 2012-6-05, the Principal's Report circulated to Governors.

He noted that the reaction to the announcement that Brian M. Levitt would become Bishop's 19<sup>th</sup> Chancellor had been very positive.

On March 18<sup>th</sup>, well-known environmentalist Bill McKibbin had given a presentation in the Donald Lecture Series to kick off Research Week. The Principal reported turnout of community members had been very good, but turnout among students was disappointing. The Principal suggested that we work to better align the lectures with program content at Bishop's.

In response to a question about the Job Classification Appeal Process, the Vice-Principal Finance and Administration indicated that the classification of 35 to 40 positions had been appealed, and that the Appeal Committee was meeting weekly to review appeals.

**ITEM 6: ACADEMIC REPORT**

Vice-Principal Michael Childs updated admissions data, noting that, despite the drop in applications, principally from Ontario, the number of students indicating that they will attend Bishop's is only slightly below the number at the same date in 2012. Director of Enrolment Management Scott Duguay and the recruitment team were working to ensure that registrations for Fall 2013 are as strong as possible, despite the drop in applications.

The Vice-Principal noted that we are entering a period where demographics will provide a challenge to all Canadian universities, as the number of university-age young people begins to decline.



In closing, the Vice-Principal noted that the 2013 edition of Research Week, which was coming to an end on the day of the Board meeting, had been a great success. Dr. Stuart McKelvie of the Department of Psychology had received the third annual research award. Dr. McKelvie is a prolific publisher, and often co-authors publications with students.

**ITEM 7: REPORT ON THE PLANNING PROCESS**

Victoria Meikle, Secretary General and Vice-Principal Government Relations and Planning, gave a brief overview of progress on different aspects of the Planning Process. Hélène St-Amand, Vice-Principal Finance and Administration, provided details of the work undertaken in the Ancillary Services area in collaboration with Raymond Chabot Grant Thornton.

**ITEM 8: RESEARCH STRATEGY**

The Principal introduced the Strategic Research Plan by emphasising the importance of research to Bishop's University. He expressed his conviction that, in 2013, universities must provide research opportunities in order to attract outstanding faculty.

Senate Research Committee had developed the Strategic Research Plan proposed to Governors, and it had received Senate approval. It would replace the current University Research Plan, adopted in 2009 and covering the period 2009-2012.

The Vice-Principal Academic and the Associate Vice-Principal Research pointed to the research clusters established in the 2009-12 Research Plan as important factors in attracting faculty and very strong students who go on to do graduate work. They emphasised that research goes hand in hand with outstanding teaching.

Research performance, which has improved significantly at Bishop's over the last decade, and particularly since the adoption of the 2009-2012 Research Plan, is also an important factor in the reputation of the University. The Director of Enrolment Management confirmed that the unparalleled research opportunities for undergraduates at Bishop's are a significant factor in attracting students to the University.

Governors raised a number of concerns about the impact of the proposed Research Plan on the quality of the undergraduate experience, as well as about the financial implications of pursuing the priorities set out in the Plan. They asked that the Research Plan be connected with the broader Academic Planning exercise being undertaken by the Vice-Principal Academic, and that it be brought back to the Board with more complete information on its financial and strategic implications.

At the conclusion of discussion, the Strategic Research Report was tabled for information, on the understanding that work under the Plan will go forward pursuant to Senate approval.

**ITEM 9: FINANCE REPORT**

Gesner Blenkhorn, Chair of the Finance Committee, spoke to Document 2012-6-09, the Report of the Finance Committee. He reported that the University administration plans to bring forward a balanced budget for 2013-14 at the May 10<sup>th</sup> Board meeting, and expressed his appreciation for the work of the Business Office in bringing forward financial information in a continuously evolving funding context.

*Operating line of credit*

Mr. Blenkhorn moved approval of the 2013-14 line of credit for the operating budget, to a maximum of \$22M, and James Sweeny seconded the motion.

**The motion carried.**

**RESOLUTION 2012-6-01  
FOR THE APPROVAL  
OF THE  
2013-14 OPERATING LINE OF CREDIT**

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

AND WHEREAS the University is subject to the Quebec Financial Administration Act;

AND WHEREAS the authorized line of credit with RBC for 2012-13 is \$22M;

AND WHEREAS the University has provided a cash flow budget showing that its needs during 2013-14 will range, approximately, from \$14.7M to \$21.2M;

BE IT RESOLVED THAT the Board of Governors authorize the University to borrow up to \$22M from RBC for its operations and for the short-term financing of capital expenditures for the 2013-14 fiscal year.

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.

Moved by: Gesner Blenkhorn

Seconded by: James Sweeny



*Sports Centre line of credit*

Mr. Blenkhorn then moved approval of a second line of credit for the Sports Centre, and Luce Samoisette seconded the motion.

**The motion carried.**

There was some discussion of the risk associated with having a separate line of credit for the Sports Centre. It was determined that the risk was appropriate in light of the fact that agreements with the government provide security for the line of credit.

**RESOLUTION 2012-6-02**

**FOR THE APPROVAL OF SHORT-TERM BORROWING  
FOR THE SPORTS CENTRE PROJECT**

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

AND WHEREAS the University is subject to the Quebec Financial Administration Act;

AND WHEREAS, in July of 2011 the University signed an agreement with the *Ministère des affaires municipales, des régions, et de l'occupation du territoire* which outlines financing in the amount of \$26.5 million from the federal and provincial governments for the Sports Centre project;

AND WHEREAS the University has provided a cash flow budget showing that its needs until 2015-16 will range, approximately, from \$12.7 million to \$19 million;

BE IT THEREFORE RESOLVED that the Board of Governors authorize the University to borrow up to \$19M from RBC for the bridge financing of the Sports Centre Project until the end of fiscal 2015-16;

BE IT FURTHER RESOLVED that the Board authorize Michael Goldbloom, Principal and Vice-Chancellor, and Helene St-Amand, Vice-Principal Finance and Administration, to co-sign any and all documents required to complete this transaction.

Moved by: Gesner Blenkhorn

Seconded by: Luce Samoisette



*Frais institutionnels obligatoires*

Adam Peabody moved approval of the \$15 per year increase in technology fees for students and James Sweeny seconded, and of other proposed increases subject to the approval of the Students' Representative Council.

**The motion carried.**

Mr. Peabody advised that the Students' Representative Council would meet in annual assembly the following Sunday to consider proposed fee increases that require SRC agreement.

**RESOLUTION 2012-6-03**

**FOR THE APPROVAL  
OF THE**

**2013-14 *FRAIS INSTITUTIONNELS OBLIGATOIRES***

WHEREAS the maximum permissible increase to Frais Institutionnels Obligatoires without approval of the Student Association is \$15 per year;

AND WHEREAS the University has decided to increase the Information Technology Fee by \$0.50 per credit for a total of \$7.50 per semester or \$15.00 per year;

AND WHEREAS the agreement of the Students' Representative Council will be sought for all other proposed fee increases;

BE IT RESOLVED THAT the Board of Governors of Bishop's University approve proposed increases to the *frais institutionnels obligatoires* for 2013-14 as set out in Appendix I attached.

Moved by: Adam Peabody

Seconded by: James Sweeny

**ITEM 10: CONSTRUCTION CONTRACT FOR SPORTS CENTRE**

The Vice-Principal Finance and Administration spoke to Document 2012-6-10, reporting on the process and outcome of the call for tenders for the construction of the Sports Centre. She reported that Construction Gératek Ltée, which had built, among other projects, the Jocelyn Thibault arena in Sherbrooke, had submitted the lowest bid for construction of the Sports Centre.

The Gératek bid was within the project construction budget, and Me Pierre Huard of Heenan Blaikie had reviewed the bid for compliance with the call for tenders. The Selection Committee established under Quebec Law to review bids has recommended that

the University enter into a contract with Construction Gératek. The University therefore sought authority from the Board of Governors to sign a construction contract in the amount of \$21,647,800 with the winning bidder.

Gesner Blenkhorn moved approval of the contract and Michele Murray seconded the motion.

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

## **RESOLUTION 2012-6-04**

### **TO AUTHORIZE THE SIGNING OF A CONSTRUCTION CONTRACT FOR THE SPORTS CENTRE**

WHEREAS Bishop's University has received external funding totaling \$29.5 million to renovate and expand the John H. Price Sports and Recreation Centre for the Sports Centre Project;

AND WHEREAS the University has conducted a public call for tenders for the selection of a contractor for the construction of the Project;

AND WHEREAS the University received bids from six qualified contractors;

AND WHEREAS the selection committee has selected Construction Gératek Itée based on its bid, which was the lowest bid submitted, and recommends that it be retained as the contractor for the Sports Centre Project, in accordance with the public call for tender;

BE IT THEREFORE RESOLVED THAT the University be authorized to sign a contract with Construction Gératek Itée for the construction of the Sports Centre Project in the amount of \$21,647,800 plus taxes and to proceed with additional change orders not to exceed the available contingency for the project as outlined in the Project Sheet presented to the Board,

BE IT FURTHER RESOLVED THAT Michael Goldbloom, Principal and Vice-Chancellor, and Hélène St-Amand, Vice Principal Finance and Administration, be authorized to sign jointly the contract and all other required documents.

Moved by: Gesner Blenkhorn

Seconded by: Michele Murray



**ITEM 11: C.L.U. REPORT AND REPORT OF THE PRESIDENT OF THE S.R.C.**

Adam Peabody, Chair of the Committee on Life at the University, spoke to Document 2012-6-11. He reported that the Committee had decided to change the Student Services fee structure. The current structure sets up two categories of students, one of which pays full fees and the other which pays no fees. The new structure, which the Committee had concluded would be more equitable, was to establish a per-credit fee for each of the fall and winter terms.

The Students' Representative Council marks its 120<sup>th</sup> anniversary in 2013. Ten past presidents have been invited back to campus for a full day of activities, and will join Governors for dinner following the Board meeting.

Working with the Dean of Student Affairs, the Committee on Life at the University had undertaken a review of the Code of Student Conduct and the Charter of Student Rights and Responsibilities. Following a review of the compliance of recommendations with other University policies, the Dean of Student Affairs would bring forward recommendations for changes to the policy.

**ITEM 12: REPORT OF THE AUDIT COMMITTEE**

Luce Samoisette, Chair of the Audit Committee, spoke to Document 2012-6-12, the report of the Audit Committee, and invited questions from Governors.

**ITEM 13: REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE**

Stephen Lloyd, Chair of the Governance and Ethics Committee reported that the Committee would bring forward a Code of Ethics and Disclosure form for approval by the Board at its May meeting.

The Committee was also working to develop a document on profiles for prospective Board members, so that it could inform decisions of the Nominating Committee on appointments to the Board to fill vacancies.

**ITEM 14: BOARD MEETING DATES FOR 2013-14**

The Secretary General distributed proposed meeting dates for the Board of Governors for the 2013-14 academic year. The fall dates were subsequently revised at the request of a Governor:

October

November

January

March

May

June

**ITEM 15: OTHER BUSINESS**

There was no other business.

**ITEM 16: DOCUMENTS TABLED**

The following documents were tabled for the information of Governors:

- ♦ Press release – Chancellor
- ♦ Principal's interview in the Gazette

**ITEM 17: CLOSED SESSION**

There being no further business for the open session, Adam Peabody moved that the Board move into closed session.

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Stephen Lloyd, Chair



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Victoria Meikle, Secretary



**ITEM 15: OTHER BUSINESS**

There was no other business.

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Stephen Lloyd, Chair  
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Victoria Meikle, Secretary