



BOARD OF GOVERNORS

DOCUMENT 2013-3-03

MEETING OF OCTOBER 4TH, 2013
MCGREER 100, 16H

MINUTES

- Chair:** Brian Levitt/Robert Gordon
- Present:** Claude Charpentier, Michael Goldbloom, Claire Grogan, Robert Hall, Kim Huet, Kerry Hull, Deborah Langford, Cathy McLean, Stephen Lloyd, Nadia Martel, Royal Orr, James Sweeny
- Regrets:** Gesner Blenkhorn, Luce Samoissette
- Senior Administration:** Avril Aitken, Nick Andrews, Jackie Bailey, James Crooks, Bruno Gnassi, Michele Murray, Brigitte Quintal, H el ene St-Amand, Calin Valsan
- Secretary:** Victoria Meikle

ITEM 1: WELCOME

Principal Michael Goldbloom welcomed Governors and called the meeting to order.

He advised Governors that, once the agenda was approved and the re-election of the Chair and Vice-Chair had been dealt with, the Board would proceed with the Closed Session of the meeting.

The Principal asked Dr. Kerry Hull, recently elected to the Board by Faculty Council to introduce herself.

The Principal then asked the Chancellor, M^c Brian Levitt, to chair the meeting for Items 2 and 3.

The Chancellor assumed the chair.

ITEM 2: APPROVAL OF AGENDA

James Sweeny moved approval of the agenda for the Open Session, and it was adopted as proposed.

ITEM 3: ELECTION OF THE CHAIR AND VICE-CHAIR

Royal Orr moved the reappointment of the Chair and Vice-Chair for terms to end on June 30th, 2014; Nadia Martel seconded the motions.

The motions carried.

RESOLUTION RENEWING
THE MANDATE 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.

AND WHEREAS the Nominating Committee of the Board of Governors has recommended the renewal of the mandate of Chair Robert Gordon for a one-year term, to expire on June 30th, 2014.

BE IT RESOLVED THAT Dr. Robert Gordon is reappointed Chair of the Board of Governors for a one-year term, to expire on June 30th, 2014.

Moved by: Royal Orr

Seconded by: Nadia Martel

RESOLUTION RENEWING
THE MANDATE 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.

AND WHEREAS the Nominating Committee of the Board of Governors has recommended the renewal of the mandate of Vice-Chair Stephen Lloyd for a one-year term, to expire on June 30th, 2014.

BE IT RESOLVED THAT M^e Stephen Lloyd is reappointed Vice-Chair of the Board of Governors for a one-year term, to expire on June 30th, 2014.

Moved by: Royal Orr

Seconded by: Nadia Martel

Robert Gordon assumed the chair and the Board moved into Closed Session.

The Open Session resumed at 4:57 p.m.

ITEM 4: APPROVAL OF MINUTES

Nadia Martel moved approval of the minutes of the June 14th meeting of the Board of Governors and Royal Orr seconded the motion.

The motion carried.

ITEM 5: BUSINESS ARISING

There was no Business Arising.

ITEM 6: THE PRINCIPAL'S REPORT

The Principal invited questions on the Principal's Report for October 2013, Document 2013-2-06.

Principal Goldbloom congratulated Kim Huet, President of the Students' Representative Council, and the other members of the Executive, on the change they were effecting in the culture of Orientation Week, and the greater emphasis that had been placed on academic orientation.

In the context of the Principal's renewal, he had had an opportunity to publish an op-ed piece in the Sherbrooke paper *La Tribune*, setting out Bishop's position on the deregulation of fees for international students. He intends to advance this position whenever appropriate opportunities present themselves.

The Principal gave a brief report on a meeting held in Quebec City at the invitation of the Minister of Higher Education, Research, Science and Technology with senior administrators of all Quebec universities.

He and Victoria Meikle then gave brief summaries of the reports of the *Chantiers* on a *Loi cadre* for universities and on a *Conseil national des universités*, working groups that were formed during the February 2013 *Sommet* on Higher Education.

ITEM 7: ACADEMIC REPORT

James Crooks, Vice-Principal Academic, spoke briefly to the Academic Report, Document 2013-2-07.

Dr. Crooks noted that the University had met its enrolment target of 2420 full-time students, no mean feat given that Bishop's is reaching capacity in many programmes, and that the government of Ontario has moved to keep students in province by offering a tuition rebate to those from families with revenues under \$160,000.

He then asked for the approval of Governors for the recommendations of the Academic Administrative Structures Committee on the establishment of a Chair in the School of Education and the deferral of a decision on the establishment of a permanent position of Associate Vice-Principal Research.

RESOLUTION 2013-2-01A
APPROVING THE ESTABLISHMENT OF A
CHAIR OF EDUCATION

WHEREAS the Academic Administrative Structures Committee has recommended that the administrative structures of the School of Education consist of a Dean (as described in the Committee's 2010 report) and a Chair whose workload would be governed (as in the case of all other Chairs) by article 9.12d of the current Collective Agreement.

WHEREAS the Academic Administrative Structures Committee has recommended that the position of Programme Coordinator be folded into the Chair's position and 9.12d ii) be excised from the Collective Agreement.

AND WHEREAS Senate has approved the recommendation of the Academic Administrative Structures Committee that a Chair be established in the School of Education and that the position of Programme Coordinator be abolished;

BE IT RESOLVED THAT the Board of Governors approves the recommendation of the Academic Administrative Structures Committee that a Chair be established in the School of Education and that the position of Programme Coordinator be abolished.

Moved by: Claire Grogan

Seconded by: James Sweeny

The motion carried.

RESOLUTION 2013-2-01B
DEFERRING CHANGES TO THE
ACADEMIC ADMINISTRATIVE STRUCTURES
SUPPORTING RESEARCH

WHEREAS the Academic Administrative Structures Committee recognised that the infrastructure supporting research needs to be strengthened in light of the increased level and amount of research now taking place at Bishop's;

WHEREAS the Committee concluded that there was no clear consensus among stakeholders as to how these structures might best be strengthened;

AND WHEREAS Senate has approved the recommendation of the Academic Administrative Structures Committee that a decision on the issue of how best to reinforce the structures supporting the administration of research be deferred until the Academic Administrative positions currently staffed on an interim basis have been filled;

BE IT RESOLVED THAT the Board of Governors approves the recommendation of the Academic Administrative Structures Committee that a decision on the issue of how best to reinforce the structures supporting the administration of research be deferred until the Academic Administrative positions currently staffed on an interim basis have been filled.

Moved by: Claire Grogan

Seconded by: James Sweeny

The motion carried.

ITEM 8: STRATEGIC RESEARCH PLAN

Vice-Principal Academic James Crooks introduced Document 2013-2-08, the 2013-2016 Strategic Research Plan for Bishop's University, explaining that the Plan required approval by the Board of Governors as the senior body responsible for planning at the University.

Since the Board discussion of the Plan in March of 2013, a section dealing with Canada Research Chairs had been added and a cost analysis of the goals set out in the plan had been carried out.

Royal Orr moved approval by the Board of Governors of the 2013-2016 Strategic Research Plan subject to the availability of funds to pursue the goals set out in relevant university budgets (capital, operating, research), and Stephen Lloyd seconded the motion.

The motion carried.

ITEM 9: REPORT OF THE AUDIT COMMITTEE

Before requesting approval of the Audited Financial Statements, Vice-Principal Finance and Administration Hélène St-Amand presented her Report (Item 10b) highlighting variances between 2012-13 actual results and the budget and the prior year results, and reconciling the internal results and external results as of April 30th, 2013.

On the revenue side,

- i. a cut to the operating grant of \$1.2M had been announced during the course of the fiscal year;
- ii. the government funding to replace budgeted increases in tuition did not fully compensate for expected tuition revenues; and
- iii. a lower than budgeted increase in part-time enrolment negatively impacted grants and tuition revenues. As a result, the actual results showed a negative variance in revenues of \$774,000 when compared to the budget.

The University was able to reduce total expenditures by \$255,000 in comparison to amounts budgeted. Taking into account the decreased revenues and expenditures in comparison to budget, the actual operating deficit for 2012-13 was \$519,000.

Although there was a significant gap in revenues as compared to the budget, the University has positioned itself to meet the Quebec government's expectation that 50% of the 2012-13 cut to our operating budget would be absorbed before the end of the 2013-14 fiscal year. On this basis, the Ministry of Higher Education had released our conditional grant for 2012-13 over the summer of 2013.

Since 2010, universities are required to report employee future benefits according to GAAP principles in the external financial statements.

While the accumulated deficit as at April 30th, 2013 is, at \$4.7M before accounting for employee future benefits, significantly better than that projected in the ten-year plan, a \$32M deficit is reflected in the operating fund in the external financial statements, once these benefits are accounted for consistently with GAAP principles.

The Vice-Principal Finance and Administration concluded her report by highlighting the inter-fund transfers relating to library collections, capital investments, and expenditures for a range of fixed assets that require specific approval by the Board of Governors.

Ms St-Amand then introduced representatives of University auditors Raymond Chabot Grant Thornton, Chantal Lessard and Chantal Touzin and asked them to give their report.

Ms Lessard noted that the University's auditors had issued an unqualified audit opinion for the fiscal year ending April 30th, 2013, and reviewed the highlights of the external financial statement.

During the course of discussion, Governors noted the complexity of reporting practices in relation to future benefits and the pension fund deficit. They asked that time be set aside for them to become better informed on reporting practices so as to enable them to better respond to our financial results.

RESOLUTION 2013-2-03
APPROVING THE UNIVERSITY'S AUDITED FINANCIAL STATEMENTS
FOR THE 2012-13 FISCAL YEAR

WHEREAS the Audit Committee of the Board of Governors met on September 11th, 2013 to review the University's draft financial statements for the fiscal year ending on April 30th, 2013 and to discuss the auditors' report;

AND WHEREAS auditors Raymond Chabot Grant Thornton have delivered an unqualified audit opinion on the 2012-13 financial statements and the Audit Committee has recommended approval of the statements;

BE IT RESOLVED THAT the Board approves the audited financial statements for the fiscal year ending on April 30th, 2013.

Moved by: Robert Hall

Seconded by: James Sweeny

The motion carried.

The Auditors left the meeting at this point.

RESOLUTION 2013-2-04
REAPPOINTING RAYMOND CHABOT GRANT THORNTON AS
UNIVERSITY AUDITORS FOR THE 2013-14 FISCAL YEAR

WHEREAS the Audit Committee recommends that the Board of Governors reappoint Raymond Chabot Grant Thornton as University auditors for the year ending April 30th, 2014, in accordance with the mandate outlined in the 2011 call for tender for audit services.

AND WHEREAS the Audit Committee further recommends that Hélène St-Amand, 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 reappoints Raymond Chabot Grant Thornton as University auditors for the fiscal year ending on April 30th, 2014, in

accordance with the mandate outlined in the 2011 call for tender, and that H el ene St-Amand is authorised to sign any and all documents relating to this contract.

Moved by: Robert Hall

Seconded by: Stephen Lloyd

The motion carried.

ITEM 10: FINANCE REPORT

Item 10c: Long term borrowing

RESOLUTION 2013-2-05
APPROVING LONG-TERM BORROWING

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

WHEREAS the *Plan quinquennal d'investissement* (PQI) capital grant from the government of Quebec is funded by means of the University taking out short-term loans 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 (*R egime d'emprunt   long terme*) attached to this resolution;

BE IT RESOLVED THAT the Board of Governors authorizes the University to borrow \$10M in accordance with the terms and conditions set out in the attached document.

AND BE IT FURTHER RESOLVED THAT the Board authorizes Michael Goldbloom, Principal and Vice-Chancellor, and H el ene 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: Nadia Martel

Seconded by: James Sweeny

The motions carried.

Item 10d: Capital Projects Update

At its meeting on May 4th, 2013, the Board of Governors approved a capital budget of \$22M for 2013-14. The Vice-Principal provided an update on the capital projects under way as set out in Document 2012-3-10d.

ITEM 11: REPORT OF THE NOMINATING COMMITTEE

Robert Gordon, Chair of the Nominating Committee, asked for questions on the Committee Report, Document 2013-2-11.

There being no questions, he moved approval of the recommendations of the Nominating Committee for the membership in the Standing, Statutory and Ad Hoc Committees set out in Appendices I through IV to the Committee's report, and Kim Huet seconded the motion.

The motion carried.

ITEM 12: CHARTE DES VALEURS QUÉBÉCOISES

The Principal reported to the Board of Governors that Bernard Drainville, Minister of Democratic Institutions and Active Citizenship, had come to Sherbrooke on September 26th and 27th to hear from representatives of public institutions about the Quebec government's proposals for a *Charte des valeurs québécoises*. The Minister had invited Luce Samoisette, *rectrice* of the *Université de Sherbrooke*, Marie-France Bélanger, *directrice générale* of the *CEGEP de Sherbrooke*, Michael Murray, representative of Champlain College Lennoxville, as well as the Principal of Bishop's University, to meet with him during his visit.

At that time, Bishop's had not taken a position on the Minister's proposals for a *Charte des valeurs*, so the Principal had shared his personal views with the Minister.

In preparation for the discussion of the proposed *Charte* during the Board meeting, the Secretary General had solicited feedback from the Bishop's community, which was shared with Governors, and a set of principles had been proposed to Governors for their consideration. The feedback from the Bishop's community was shared with Governors.

The Principal suggested that the best strategy for Bishop's would be to join other public institutions in Sherbrooke in a common position on the proposals, and that – as a member of Sherbrooke Ville en santé – he had raised this possibility with the leadership of many of those institutions.

Following the Principal's remarks, the Chair asked Governors:

- i. whether they felt it would be appropriate for the Board to take a formal position on the proposed *Charte*;
- ii. what that position might be.

Following discussion, Stephen Lloyd moved that the Board of Governors endorse the principles on neutrality and freedom of religious expression circulated by the Principal and empower him to:

- i. take these and tie them to the University's Mission Vision and Values;

- ii. express the principles to our community and beyond as he deems appropriate, particularly in order to build consensus with other public institutions.

James Sweeny seconded the motion.

The motion carried.

ITEM 13: REPORT OF THE AD HOC COMMITTEE ON THE SPORTS CENTRE

Vice-Principal H el ene St-Amand spoke to Document 2013-2-13, the Report of the Ad Hoc Committee on the Sports Centre.

As of October 4th, 2013, the construction project was on budget, and on time. Professionals managing the project were of the view that the contingency in the construction budget would be sufficient to meet additional costs that might arise during the construction project.

ITEM 14: INFORMATION ITEMS

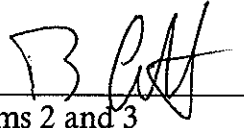
Kim Huet, President of the Students' Representative Council, spoke to Document 2013-3-14a, the Report on the Committee on Life at the University. Ms Huet highlighted several points:

- ♦ changes in the assessment of student services fees approved in 2012-13 and implemented in September of 2013 had been accepted by most students;
- ♦ the new tailgating policy seems to have made a difference to the ambiance at football games;
- ♦ first-year students seemed very happy with their orientation week, thanks to the support of the entire Bishop's community;
- ♦ the Shinorama activity in support of cystic fibrosis research and patient care, raised \$7500, \$1000 over target.

ITEM 15: OTHER BUSINESS

There was no other business.

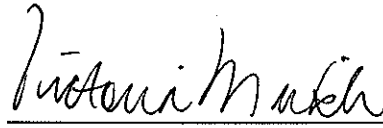
There being no further business, the meeting ended at 7:52 p.m.



Brian Levitt, Chair, Items 2 and 3



Robert Gordon, Chair, Items 4 to 14



Victoria Meikle, Secretary