

MARCH 27, 2020

**MINUTES**  
VIDEOCONFERENCE

***Chair:*** Robert Hall

***Present:*** Abel Bosum, Jane Brydges, Kent Carson, Michael Goldbloom, Marilyn Hardy, Brian Levitt, Charlene Marion, Michel Marleau, Cathy McLean, Daniel Miller, Scott Stoddard, Calin Valsan, Tova White

***Regrets:*** Pierre Cossette, Heather McKeen-Edwards

***Senior Administration:*** Nick Andrews, Reena Atanasiadis, Marie-Josée Dufour, Isabelle Goyette, Claire Grogan, Corinne Haigh, Denise Lauzière, Stine Linden-Andersen, Jacqueline Scott, Miles Turnbull

***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**

The agenda was unanimously approved as presented.

**ITEM 3: APPROVAL OF MINUTES OF THE FEBRUARY 14, 2020 MEETING**

The minutes were unanimously approved as presented.

**ITEM 4: BUSINESS ARISING**

There was no business arising from prior meetings.

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

Prior to addressing the COVID-19 situation and its impact on the University, which will be discussed in Item 6, the Principal brought the Board's attention to several events that had taken place since the February 14<sup>th</sup> Board meeting (and the March 17<sup>th</sup> Board call on COVID-19).

During Reading Week (March 2<sup>nd</sup> – 6<sup>th</sup>, 2020), four students from the Williams School of Business, along with their coaches, travelled to Heilbronn University in Künzelsau, Germany, for the 25<sup>th</sup> edition of the Network of International Business Schools (NIBS) Case Competition. In attendance were teams from 16 universities representing 10 countries, including teams from four other Canadian institutions. Bishop's defeated the host team from Heilbronn University in the finals. Bishop's has won this competition seven times, the most wins of any university. The Principal thanked and congratulated the Dean, Professor. Reena Atanasiadis, and coaches Professor Bill Robson and Ms. Charlene Marion for their dedication and support of the students.

The Bishop's Exceptional Student Talent (B.E.S.T) scholarships have been awarded to 17 students; this is a record number due to the high number of quality projects presented. Given COVID-19, many of the projects may be postponed, but we hope that the students will be able to complete their projects either later this year or in 2021.

## **ITEM 6: COVID-19 UPDATE**

The COVID-19 pandemic is posing unprecedented challenges for the University at all levels of its operations: professors are teaching and evaluating students in context that they have never faced before; students, the majority of whom are at home, are all studying remotely; and our staff, whether from home or on campus, are working in challenging circumstances.

The Principal said that despite this being a very difficult time the University has remained focused on the two main guiding principles: to protect the health of the members of our community; and to do all that is reasonably possible for our students to complete the academic semester. He commended the senior management team on its dedication and flexibility.

The Principal shared two recent incidents that occurred since the last update was emailed to the Governors on March 20<sup>th</sup> 2020. The first incident was that a student in residence became very ill with COVID-19-like symptoms. Following the action plan that had been established by the COVID-19 Task Force, the sick student and other students on the same floor of the residence were moved to separate rooms and placed in quarantine pending the COVID-19 test results. The actions taken by the University were implemented quickly and could have limited the spread of the virus had the test been positive. Fortunately, the test results were negative.

The University had been strongly encouraging students, who could, to leave residence and return home, and on March 25<sup>th</sup>, the government mandated the closure of all residences

except in certain limited situations. In a message to the students, it was emphasised that no one would be required to leave if they did not have a safe place to go unless the public health authorities directed us otherwise. The dining hall has been closed and Sodexo has collaborated with Residences and Conferences whereby food is now being delivered to the approximately 60 remaining students in residence who have nowhere else to go.

The second incident occurred on March 26<sup>th</sup> 2020, when the University was informed that a manager of Sodexo tested positive for the COVID-19 virus. The manager was not directly involved in food preparation or service and had not been on campus since March 13<sup>th</sup>. The University advised the Bishop's community by email of the case.

The Quebec government had asked for any medical supplies that the University could provide. The University sent a truckload of unused supplies, mostly Personal Protection Equipment from the science labs, to the Centre Hospitalier Universitaire de Sherbrooke. Some staff have volunteered to help deliver food to seniors and the government has indicated that the University might be asked to host a blood drive on campus in support of efforts to combat the virus.

The Principal invited the Dean of Student Affairs and Chair of the COVID-19 Task Force, Dr. Stine Linden-Andersen, to report on the work of the Task Force. Dr. Linden-Andersen said that the Task Force was formed on March 9<sup>th</sup> 2020, in accordance with Emergency Preparedness Guidelines, section 12.9.

The COVID-19 Task Force has representatives from Health and Safety, Faculty, Management, Staff, Students as well as Security. It began meeting on a bi-weekly basis, and the frequency of meetings has increased as the magnitude of the pandemic became apparent. The goal of the Task Force is to coordinate the University's operational preparation and response to COVID-19. The Executive Group has been meeting twice daily since March 14<sup>th</sup> and several members are also on the COVID-19 Task Force.

The number of students living in residence has decreased dramatically and all remaining students are required to abide by stringent health and safety rules including physical distancing. Dr. Linden-Andersen said that by April 2<sup>nd</sup>, there should be approximately 50 students in residence.

Many support functions offered by Student Services, such as counselling, are now available online. Accommodation and Accessibility Services are being provided to students. Security and the Health Clinic have maintained their regular hours of operation. The Sports Centre was closed on March 13<sup>th</sup>.

The Principal invited the Vice-Principal Academic and Research, Dr. Miles Turnbull, to present his Academic Report. Dr. Turnbull presented a comparison of preliminary Fall 2020 enrolment statistics (from both before and after March 15<sup>th</sup>) with Fall 2019 statistics taken

from the end of March 2019. The numbers are on track with those from last year. The University is sending out offers of admission at a much faster rate than in previous years in order to secure as many Quebec and Canadian students as possible in anticipation of there being fewer international students coming to Canada in the fall. Dr. Turnbull noted that there are more applications from Quebec students and Graduate students for Fall 2020. The slight decrease in High School applications will be followed closely to see if it is a trend.

There have been a series of virtual campus tours in English, French and Spanish. The Office of Student Recruitment has been very active in contacting students to follow-up on their intention to study at Bishop's. The University has been discussing the creation of new scholarships to encourage new and returning students to choose Bishop's.

Dr. Turnbull congratulated Faculty for having successfully moved much of their activities online under very difficult and rushed conditions. He thanked Information Technology Services and the Teaching and Learning Centre for their support in moving courses and evaluations online. The Library and Learning Commons and the Writing Centre are available virtually. Dr. Turnbull said that there has been good collaboration with the Association of Professors of Bishop's University (APBU), which has facilitated the process for approving some of the COVID-19 initiatives implemented by the University.

Senate has approved many measures intended to alleviate stress for students. These measures include the decision that students will not be required to be present on campus in order to complete the Winter 2020 semester and the decision that the Spring 2020 and Summer 2020 sessions will be exclusively offered online, etc.

The Principal asked Dr. Turnbull to pause his presentation in order to allow Chancellor Brian Levitt to speak.

Chancellor Levitt said that with the COVID-19 situation, it is unlikely that Convocation can be held as planned on June 6<sup>th</sup>. He suggested that a new tentative date be proposed and communicated to students and their families as early as possible to remove uncertainty. Chancellor Levitt noted that as soon as Senate approves their degrees, students will have been deemed to graduate from their respective programs. Convocation, while being a pivotal moment for many, is not required for students to receive their diplomas by mail.

Chancellor Levitt proposed August 29<sup>th</sup> as a new tentative date for the 2020 Convocation. The Degree Committee endorsed his proposal and the Principal said that the Executive Group and Senior Managers also endorsed the new date. Although the Statutes only require that the Chancellor announce the new date for Convocation, the Principal requested that a formal motion be made and voted on.

Resolution 2019-8-01

TO HOLD THE 2020 CONVOCATION ON AUGUST 29, 2020

WHEREAS an annual public meeting of Convocation for conferring degrees shall be held each year on a date to be fixed by the Chancellor, or failing the Chancellor, by the Principal and Vice-Chancellor. (*Statutes Division I, Section 6.7.1.*)

WHEREAS the Covid-19 pandemic has caused the University to take unprecedented measures to ensure the safety of the Bishop's Community;

WHEREAS Chancellor Brian Levitt has proposed that the 2020 Convocation be moved from June 5<sup>th</sup> 2020 to August 29<sup>th</sup> 2020;

AND WHEREAS the Degree Committee of Convocation, the Executive Group and Senior Management are in agreement;

BE IT RESOLVED THAT the Board of Governors of Bishop's supports moving the 2020 Convocation to August 29<sup>th</sup> 2020.

Moved by: Cathy McLean

Seconded by: Charlene Marion

**Motion carried.**

Chancellor Levitt left the meeting.

Dr. Turnbull continued his update with an overview of the COVID-19 Fall 2020 - Contingency Working Group. The Working Group's mandate is to prepare for possible scenarios for Fall 2020 and estimate their associated costs and report back to the Board by April 30<sup>th</sup> 2020.

Ms. Cathy McLean asked whether the number of courses being offered for Spring 2020 was the same as planned. Dr. Turnbull said that the same number of courses will be offered but that all courses will be exclusively offered online for the Spring/Summer 2020 sessions.

Chair Robert Hall suggested that the Contingency Working Group should consider alternate ways of holding classes on campus that respect the physical distancing guidelines and sanitary measures that have been proposed by the government.

The Principal invited the Vice-Principal Finance and Administration, Ms. Isabelle Goyette, to speak to the financial considerations. Ms. Goyette said that the pandemic is triggering major financial impacts, some of which are already being felt by the University, but many of which may affect the University next year and for the years to come. Ms. Goyette suggested

that the University could use the \$700K contingency reserve to offset the short-term financial losses as the 2019-20 fiscal year ends on April 30<sup>th</sup>.

Ms. Goyette presented an updated overview of the 2019-20 budget, provided details about the income lost up to April 30, 2020, due to the pandemic response measures and estimated the potential financial impact on the University's 2020-21 budget of prolonged COVID-19 containment measures imposed by the government.

On a positive note, she said that the action plans established to respond to a situation where normal operation was not possible, for example during a pandemic, were well documented and have been followed. The current situation, where most staff are working from home, has also increased the use of Teams (part of Microsoft Office 365) which facilitates virtual meetings between members of the Bishop's community. The University is also sharing best practices with its Maple League partners as well as the Bureau de coopération interuniversitaire (BCI).

Mr. Kent Carson asked if there had been any dialogue between the University and the governments regarding compensation. Ms. Goyette said that Universities Canada was requesting federal support for the loss of revenue relating to international students. The Principal said that the *Ministère de l'Éducation et de l'Enseignement supérieur* (MEES) has issued broad statements of support for universities, however, in the past these statements often translate to the government accepting that universities increase their deficits rather than the government providing financial assistance. As requested by the MEES, the University is documenting any loss of income or increased expenditures due to the pandemic.

Ms. Goyette invited the Associate Vice-Principal Human Resources, Mr. Nick Andrews, to speak. Mr. Andrews said there is still a small number of staff coming in to work on campus who occupy positions in essential services, for example the Health Clinic, Security, Buildings and Grounds, etc., and need to be supported and safe on campus. There are also challenges for staff working remotely from home, for example balancing childcare and work, etc.

The Chair thanked the presenters for the COVID-19 update.

#### **ITEM 7: ACADEMIC REPORT**

Vice-Principal Academic and Research, Dr. Miles Turnbull had presented the contents of his report during his COVID-19 update in the previous item.

#### **ITEM 8: REPORT OF THE AD HOC COMMITTEE ON SUSTAINABILITY AND RESPONSIBLE INVESTMENT – MANDATE AND COMPOSITION**

Mr. Robert Hall proposed the creation of an Ad hoc Committee on Sustainability and Responsible Investment.

RESOLUTION 2019-8-02  
FOR THE ESTABLISHMENT OF AN  
AD HOC COMMITTEE ON SUSTAINABILITY AND RESPONSIBLE INVESTMENT

WHEREAS the Statutes of Bishop's University provide in section 3.1 of Division I that the Board may of its own motion create such ad hoc committees and delegate to them such powers as it may deem appropriate;

WHEREAS the Principal has recommended the establishment of an Ad Hoc Committee to provide guidance and suggestions for the University's policy on sustainability and responsible investment;

WHEREAS the mandate of the Ad Hoc Committee will consist of:

- ♦ defining the values and objectives with respect to sustainability and responsible investment that should guide the University and its representatives on the Bishop's University Foundation and the Bishop's Pension Plan Committee; and
- ♦ ensuring that the funds invested by Bishop's University Foundation and the Bishop's Pension Plan Committee achieve optimal long-term results.

WHEREAS the Ad Hoc Committee will be composed of:

- Robert Hall, Chair of the Board of Governors, Bishop's University (Chair);
- Tim Griffin, Chair of the Bishop's Foundation Investment Committee;
- Michael Goldbloom, Principal and Vice-Chancellor, Bishop's University;
- Nadia Martel, Foundation member;
- Reena Atanasiadis, Dean, Williams School of Business;
- Josée Lamoureux, Manager of Procurement and Sustainable Development;
- Dawn Wiseman, Faculty member;
- Georges-Philippe Gadoury-Sansfaçon, Student.

AND WHEREAS the resource persons of the Ad Hoc Committee will be:

- Isabelle Goyette, Vice-Principal Finance and Administration and
- Trygve Ugland, Secretary General & Vice-Principal Government Relations and Planning.

BE IT RESOLVED THAT the Board of Governors approves the creation of an Ad Hoc Committee on Sustainability and Responsible Investment with the mandate and proposed composition as detailed in Document 2019-7-07;

AND BE IT FURTHER RESOLVED THAT the Ad Hoc Committee will be dissolved on presenting its final report to the Board of Governors.

Moved by: Michael Goldbloom

Seconded by: Daniel Miller

**Motion carried.**

**ITEM 9: REPORT OF THE AUDIT COMMITTEE ON THE 2019-20 AUDIT PLAN**

The Chair of the Audit Committee, Mr. Michel Marleau, presented the report. At the last Audit Committee meeting held on March 16, 2020, KPMG, the University auditors, presented their audit plan for the 2019-20 fiscal year. The Audit Committee members were comfortable with the audit plan content as presented by KPMG for the 2019-20 fiscal year (Document 2019-8-09i).

Members of the Committee had the opportunity to discuss any matter pertinent to the year-end audit during the meeting and were encouraged to raise issues directly with the auditors. Materiality for 2019-20 is \$1,285,000; in 2018-19 it was \$1,194,000.

The audit on source deductions and employer contributions has been completed by Revenu Québec for the 2016, 2017, and 2018 taxation years. There were no findings during their audit and consequently, no notice of assessment was issued.

The University has created an action plan for the top nine risks (Document 2019-8-09ii). The Audit Committee was comfortable with the mitigation steps in the action plan. The University plans to present the Audit Committee with an action plan for the remaining 14 strategic risks in June 2020.

The Audit Committee also discussed the Government's COVID-19 directives and the implications of these directives for the University.

**ITEM 10: UPDATE ON AMENDING THE STATUTES OF BISHOP'S UNIVERSITY**

The Secretary General, Dr. Trygve Ugland detailed the steps he has taken since the Governance and Ethics Committee requested that he undertake the process of reviewing the Statutes. The proposed changes relate to four issues: Bishop's Council, Senate Composition, terms of the Chair of the Board of Governors, and Board Committees.

Section 12 of Division I of the Statutes of Bishop's University provides that the Statutes may be amended only by resolution of the Board of Governors at a meeting duly called for that purpose. In order for a meeting to be duly called for the purpose of amending the Statutes, written notice of motion incorporating the text of proposed amendments must be submitted to each member of the Board at least 60 days prior to the meeting.

Any amendment of Divisions I and V of the Statutes requires the affirmative vote of at least two thirds (2/3) of the members of the Board of Governors then in office.

At the February 14, 2020 Board meeting the Notice of Motion and the proposed changes to the Statutes were presented. Governors were invited to send feedback to the Secretary General. Dr. Ugland reported that he had only received positive comments and no requests for substantive changes. The proposed changes to the Statutes of Bishop's University will be presented to the Board for approval at the May 1, 2020 Board meeting.



**ITEM 11: REPORT OF THE AD HOC OVERSIGHT COMMITTEE FOR THE CREATION OF AN INDIGENOUS STUDENTS GATHERING SPACE AND RESOURCE CENTRE**

The Chair of the Committee, Ms. Charlene Marion, presented the Board with an update on the progress of the project. When the Committee met on March 12, 2020, the project was on budget but completion was projected to be delayed by three months, with the opening planned for December 2021 instead of September 2021. This delay was mainly due to extra time spent on planning for the circulation around the building and on additional surveys and verifications required due to the complexity of the structure of the building.

When the Committee last met, Quebec construction sites were still operational. Ms. Marion said that the COVID-19 pandemic will likely also affect the project, but the full impact is not yet known.

Mr. Marleau suggested that invitations for tender be announced sooner rather than later in order to avoid the potential increase in costs due to high demand when the ban is lifted.

The Principal said he had received a communication of additional Federal support, however, there will be no official announcement until the current COVID-19 situation is under control.

**ITEM 12: SPORTS CENTRE CUSTODIAL SERVICE CONTRACT**

The Dean of Student Affairs, Dr. Stine Linden-Andersen presented the Sports Centre Custodial Service Contract for the Board's approval.

RESOLUTION 2019-8-03  
FOR THE APPROVAL OF THE  
SERVICE CONTRACT FOR CUSTODIAL SERVICES FOR THE SPORTS CENTRE  
AND DELEGATION OF SIGNING AUTHORITY

WHEREAS the University's Signing Authority Policy requires approval by the Board of Governors for any contract obligating the University where the total amount involved exceeds \$500,000;

BE IT RESOLVED that the Board of Governors approves the contract with GSF Canada Inc., the eligible tenderer who submitted the lowest compliant tender;

AND BE IT FURTHER RESOLVED that the Board of Governors authorizes the following two signing officers (Stine Linden-Andersen, Dean of Student Affairs, and Isabelle Goyette, Vice-Principal Finance and Administration), to sign documents pertaining to this service contract.

Moved by: Michel Marleau

Seconded by: Jane Brydges

**Motion carried.**

**ITEM 13: DEMOLITION PERMIT AND SIGNING AUTHORITY**

The General Counsel, M<sup>e</sup> Marie-Josée Dufour, spoke to the University's intention to demolish the buildings it owns on the eastern edge of the campus, located at 2500, 2510 and 2530 College

Street. The main reason for the University's decision to demolish these buildings is that they are located in a flood plain with a recurrence flood rating of 0-20 years.

Mr. Michel Marleau asked what the estimated costs were of demolishing the buildings and making the space safe. Ms. Goyette said she would follow-up and provide the estimates to him.

RESOLUTION 2019-8-04  
TO DELEGATE SIGNING AUTHORITY FOR THE DEMOLITION PERMITS FOR  
THE BUILDINGS LOCATED ON 2500, 2510 AND 2530 COLLEGE STREET

WHEREAS the University owns the land and buildings identified as 2500, 2510 and 2530 College Street that are located in a 0-20-year flood zone;

WHEREAS the University recommends demolishing the buildings located on 2500, 2510 and 2530 College Street to create a green space;

WHEREAS one or more of these properties have experienced flooding on three occasions in the last decade;

AND WHEREAS the University's Signing Authority Policy requires approval by the Board of Governors for any real estate transaction (*d.II, s12.2.2*);

BE IT RESOLVED THAT any one of the following three people: Vice-Principal of Finance and Administration, Ms. Isabelle Goyette, Secretary General and Vice-Principal Government Relations and Planning, Dr. Trygve Uglund, and General Counsel, M<sup>c</sup> Marie-Josée Dufour, are authorized to sign on behalf of the Board of Governors for the purpose of acquiring the demolish permits for 2500, 2510 and 2530 College Street.

Moved by: Kent Carson

Seconded by: Marilyn Hardy

**Motion carried.**

**ITEM 14: REPORT OF THE SRC PRESIDENT**

The Students' Representative Council President, Ms. Marilyn Hardy presented her report. She highlighted the efforts the SRC has taken to maintain contact with students virtually and to try to lower students' stress levels as much as possible in these unsettled times.

The new SRC Executive will assume their roles on May 1<sup>st</sup>. Ms. Hardy indicated that the onboarding activities have been challenging to arrange virtually, but that the 2019-20 SRC Executive has been very active in communicating with their newly elected counterparts.

**ITEM 15: REPORT OF THE COMMITTEE ON LIFE AT THE UNIVERSITY**

The Chair of the Committee and President of the SRC, Ms. Marilyn Hardy, said that the Committee approved the creation of the Psychological Wellness Committee at its January 24, 2020 meeting.

Ms. Jane Brydges asked if the University was providing virtual assistance to students. Ms. Hardy said that there is a 24/7 virtual counselling service available to all students for whatever their preoccupation, big or small. She added that the SRC has held virtual dance nights with invited DJs in an effort to find creative ways to stay connected.

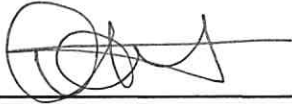
**ITEM 16: BOARD MEETING DATES 2020-21**

The Secretary General, Dr. Trygve Ugland, presented the Board meeting dates for 2020-21.

**ITEM 17: OTHER BUSINESS**

There was no other business.

Open session ended at 4:50 p.m.



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Robert Hall, Chair



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Trygve Ugland, Secretary