

BOARD OF GOVERNORS

DOCUMENT 2018-2-03

28TH SEPTEMBER 2018

**MINUTES
MCGREER 100**

- Chair:** Robert Hall
- Present:** Pierre Cossette, Anthony Di Mascio, Michael Goldbloom, Brian Levitt, Nadia Martel, Cathy McLean, Alexandra Medalsy, Daniel Miller, Scott Stoddard, Andrew Stritch, Tova White
- Present via Video:** Jane Brydges, Michel Marleau, Miles Turnbull
- Regrets:** James Sweeny
- Senior Administration:** Nick Andrews, Corinne Haigh, Isabelle Goyette, Stine Linden-Andersen, Michele Murray, Jacque Scott, Francine Turmel, Trygve Ugland
- Secretary:** Marie-Josée Dufour

ITEM 1: CHAIR'S WELCOME

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

ITEM 2: DISCUSSION WITH PAUL DAVIDSON, PRESIDENT OF UNIVERSITIES CANADA

The Principal introduced Mr. Paul Davidson, President of Universities Canada. Mr. Davidson addressed the Governors on various topics of concern for governors of universities across Canada.

ITEM 3: BISHOP'S CENTRAIDE (UNITED WAY) CAMPAIGN

Dr. Francine Turmel informed the Governors that the Centraide Campaign goal is to raise \$15,000. She encouraged everyone to contribute, as donations collected will go to local

charities directly involved with the Bishop's community. Governors interested in contributing can contact M^e Marie-Josée Dufour who can guide them through the process.

ITEM 4: APPROVAL OF AGENDA

The Chair noted that part of Item 5 - Approval of the minutes of the Closed Session held on June 16, 2018, should be moved to the Closed session. Tova White moved approval of the agenda subject to moving the approval of the June 16, 2018 minutes to the Closed Session Agenda. Alexandra Medalsy seconded the motion.

The motion carried.

ITEM 5: APPROVAL OF MINUTES

Michel Marleau suggested a minor change in the order of sentences for Item 7. Cathy McLean moved approval of the minutes of the June 15th, 2018 meeting subject to integrating the requested change. Alexandra Medalsy seconded the motion.

The motion carried.

ITEM 6: BUSINESS ARISING

There was no business arising from the June 15th, 2018 meeting.

ITEM 7: APPOINTMENTS AND RE-APPOINTMENTS

Robert Hall, Nadia Martel and Tova White left the room while their appointments were discussed. Michael Goldbloom, Vice-Chancellor, assumed the Chair during Robert Hall's recusal.

**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.

AND WHEREAS M^e Robert Hall was re-appointed Chair of the Board of Governors on September 29th 2017 for a one-year term to expire on October 15th 2018.

BE IT RESOLVED THAT the Board of Governors reappoints M^e Robert Hall as Chair of the Board of Governors for a one-year term, to expire on October 15th 2019.

Moved by: Brian Levitt
Seconded by: Pierre Cossette

The motion carried.

**RESOLUTION FOR THE
RE-APPOINTMENT 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 Nadia Martel has served as Vice-Chair of the Board of Governors from September 2015 to September 2018;

AND WHEREAS the Chair of the Board has proposed that Nadia Martel be reappointed Vice-Chair of the Board for a one-year term, renewable.

BE IT RESOLVED THAT the Board of Governors reappoints Nadia Martel as Vice-Chair of the Board of Governors for a one-year term, to expire on June 30th, 2019.

Moved by: Alexandra Medalsy

Seconded by: Scott Stoddard

The motion carried.

**DRAFT RESOLUTION OF THE BOARD OF GOVERNORS
REAPPOINTING AN EXTERNAL GOVERNOR**

WHEREAS the Nominating Committee has recommended the reappointment of Tova White for a three-year term beginning on July 1st 2018 and ending on June 30th 2021;

BE IT RESOLVED THAT Tova White be reappointed to the Board of Governors of Bishop's University for a term ending on June 30th, 2021.

Moved by: Alexandra Medalsy

Seconded by: Cathy McLean

The motion carried.

**RESOLUTION RECOMMENDING THE
REAPPOINTMENT OF THE MEMBERS OF THE
STATUTORY 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 members of the Audit, Governance and Ethics and Human Resources Committees were appointed on September 29th 2017;

Audit Committee

The Chair noted an error in the designation of the Chair of the Audit Committee, Michel Marleau is Interim-Chair, not Robert Hall.

BE IT RESOLVED THAT the members of the Audit Committee as set out in this document be appointed or reappointed for a one-year term to end on October 15th 2019, with Michel Marleau as Interim-Chair.

Moved by: Pierre Cossette

Seconded by: Nadia Martel

The motion carried.

Governance and Ethics Committee

Tova White indicated her interest in serving as a member of the Governance and Ethics Committee.

BE IT RESOLVED THAT the members of the Governance and Ethics Committee as set out in this document, with Tova White added, be appointed or reappointed for a one-year term to end on October 15th 2019.

Moved by: Pierre Cossette

Seconded by: Nadia Martel

The motion carried.

Human Resources Committee

BE IT RESOLVED THAT the members of the Human Resources Committee as set out in this document be appointed or reappointed for a one-year term to end on October 15th 2019.

Moved by: Pierre Cossette

Seconded by: Cathy McLean

The motion carried.

**RESOLUTION RECOMMENDING THE APPOINTMENT AND
REAPPOINTMENT OF THE MEMBERS OF THE
STANDING 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 members of the Sustainable Development and Finance Committees and the Committee on Life at the University were appointed on September 29th, 2017;

AND WHEREAS the Secretary General has consulted External members of the Board of Governors on their Committee loads

AND WHEREAS the Students' Representative Council has nominated Alexandra Medalsy as student representative on the Board of Governors;

BE IT RESOLVED THAT the members of the Sustainable Development and Finance Committees, and the Committee on Life at the University, as set out in this document are appointed or reappointed for a one-year term, to expire on October 15th, 2019.

Sustainable Development

Isabelle Goyette remarked that she is the Sustainable Development Resource Person not Nick Venditti. Cathy McLean asked if the mandate of the committee had changed. She was told that discussions about the mandate were in progress.

BE IT RESOLVED THAT the members of the Sustainable Development Committee, as set out in this document are appointed or reappointed for a one-year term, to expire on October 15th, 2019.

Moved by: Alexandra Medalsy

Seconded by: Nadia Martel

The motion carried.

Finance Committee

BE IT RESOLVED THAT the members of the Finance Committee, as set out in this document are appointed or reappointed for a one-year term, to expire on October 15th, 2019.

Moved by: Alexandra Medalsy

Seconded by: Tova White

The motion carried.

Committee on Life at the University

BE IT RESOLVED THAT the members of the Committee on Life at the University, as set out in this document are appointed or reappointed for a one-year term, to expire on October 15th, 2019.

Moved by: Daniel Miller

Seconded by: Tova White

The motion carried.

**RESOLUTION RECOMMENDING THE
REAPPOINTMENT OF THE MEMBERS OF THE
AD HOC 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;

WHEREAS the members of the Ad Hoc Oversight Committee on the Housing Plan were reappointed on September 29th 2017;

WHEREAS the members of the Ad Hoc Oversight Committee for the Learning Commons and Johnson Labs Projects were appointed on March 24th, 2017;

WHEREAS the mandate of the Ad Hoc Committee on the Sustainability of the Pension Plan has been overtaken by the passage of the *Loi 13*, legislation for the restructuring of defined-benefit pension plans in the University sector;

BE IT RESOLVED THAT the members of the Ad Hoc Oversight Committees for Bishop's Housing Plan and for the Learning Commons and Johnson Labs, as set out in this document, are reappointed for a one-year term, to expire on October 15th, 2019.

Moved by: Cathy McLean

Seconded by: Michel Marleau

The motion carried.

ITEM 8: PRINCIPAL'S REPORT

The Principal invited Michele Murray to share her experience participating in the Time Course with the Maple League. A Mount Allison Physics professor taught the first module. Dr. Murray began her module by asking each student to draft his/her own obituary at the end of a long life. The technology is working and students are reporting that they are enjoying the experience. The Principal thanked Dr. Murray for offering her support despite her already very full plate.

Cathy McLean congratulated the Principal and the team for the events held to honour Bruce Coulter. Alexandra Medalsy shared her sense of pride as a Bishop's athlete and spoke of how meaningful it was to welcome the members of the Coulter family.

The Chair mentioned the outstanding success of the opening of the Library Learning Commons.

ITEM 9: ACADEMIC REPORT

Miles Turnbull gave an overview of the Fall 2018 enrolment. We anticipate exceeding our target by 22 FTE. Dan Seneker will give a detailed report on enrolment at the November Board meeting.

ITEM 10: REPORT OF THE AUDIT COMMITTEE ON THE 2017-18 FINANCIAL RESULTS

The Chair of the committee presented the report and Isabelle Goyette introduced Charly Thivierge-Lortie, on the phone, from the auditor KPMG.

Isabelle Goyette presented the 17-18 financial results. She also explained the differences between the financial statements and the *Système d'information financière des universités* (SIFU). There is a provision for a possible write-off of a \$1.2M receivable owing from employees for contributions made on their behalf by the University to the pension plan.

Charly Thivierge-Lortie reported that KPMG has given an unqualified opinion in support of the approval of the financial statements. Through the Audit committee, the Vice-Principal Finance and Administration has provided the Board with a written declaration confirming that Bishop's has complied with the listed legislation.

RESOLUTION 2018-1-01
FOR THE APPROVAL OF THE 2017-18 FINANCIAL RESULTS AND INTER-FUND
TRANSFER

WHEREAS the Audit Committee of Bishop's University recommends approval of the audited financial statements for the year ended April 30, 2018, and further recommends approval of the interfund transfer of \$5,531,095, as per the requirements of the *Ministère de l'Éducation et de l'Enseignement supérieur*;

BE IT RESOLVED THAT the Board of Governors approves the audited financial statements for the year ended April 30, 2018;

AND BE IT FURTHER RESOLVED THAT the interfund transfer of \$5,531,095 is authorized, as per the requirements of the *Ministère de l'Éducation et de l'Enseignement supérieur*.

Moved by: Pierre Cossette

Seconded by: Nadia Martel

The motion carried.

RESOLUTION 2018-1-02
FOR THE APPROVAL OF THE 2017-2018 "SYSTÈME D'INFORMATION FINANCIÈRE
DES UNIVERSITÉS" (SIFU)

WHEREAS the MEES requires that the Board of Governors approves the SIFU;

AND WHEREAS the auditor (KPMG) performed the specified procedures as requested by the MEES, with no deviation noted;

BE IT RESOLVED THAT the Board of Governors approves the 2017-18 SIFU.

Moved by: Alexandra Medalsy

Seconded by: Cathy McLean

The motion carried.

RESOLUTION 2018-1-03

FOR THE APPOINTMENT OF KPMG AS AUDITORS FOR 2018-2019 AND THE VP
FINANCE AND ADMINISTRATION AS SIGNATORY IN THIS MATTER

The Audit Committee recommends that:

The Board of Governors reappoints KPMG as auditors of the University for the year ending April 30, 2019, in accordance with the mandate outlined in the 2016 call for tender. The fee for the 2018-19 audit is set at \$36,000 (same fee as for the previous year) and any additional mandates will be billed separately.

The Audit Committee also recommends that Isabelle Goyette, Vice-Principal Finance and Administration, be authorized to sign any and all documents relating to this contract.

Moved by: Brian Levitt

Seconded by: Michel Marleau

The motion carried.

ITEM 11: REPORT OF THE FINANCE COMMITTEE ON THE 2018-19 FORECAST

Michel Marleau and Isabelle Goyette presented the 2018-19 Forecast. There is \$200K to \$250K in potential additional revenue based on the extra 22 FTE students. Marleau explained that money has been set aside for renovations for the residences. The Principal asked how the government calculates the cap on matching fundraising. The Finance committee will investigate and report to the Board.

ITEM 12: REPORT OF THE AD HOC COMMITTEE – SIF PROJECTS

Nadia Martel informed the Board that the Library Learning Commons Project is on time and on budget. All risks have been mitigated. The Johnson Labs project, however has been more difficult to manage. One of the big challenges has been that the building must remain open for use during the renovations. The Johnson Labs renovation remains on budget and on time despite the challenges, thanks in part to Kerry Hull for taking on the project leadership role. Our methodology for governance of the projects has proven successful and will be applied to other renovation projects starting up: Stine Linden-Andersen as Project Director for the Student Center and Francine Turmel for the Hamilton Building.

ITEM 13: APPROVAL OF LONG-TERM BORROWING

**RESOLUTION 2018-1-04
FOR THE APPROVAL OF LONG-TERM BORROWING**

Motion:

WHEREAS Bishop's University has been authorized by the MEES (Ministère de l'Éducation et de l'Enseignement supérieur) to borrow up to \$17,629,072 for the purposes of refinancing matured debts and financing capital expenditures under the PQI not yet funded by long-term borrowing;

AND WHEREAS the terms and conditions of the long-term borrowing are set out in the motion contained in Appendix I, *INSTITUTION D'UN REGIME D'EMPRUNTS A LONG TERME* identified as Item 13ii;

BE IT RESOLVED THAT the Board of Governors approves the borrowing of \$17,629,072 in accordance with the terms set out in Appendix I (identified as Item 13ii);

BE IT FURTHER RESOLVED THAT the Board of Governors authorizes two of the signing officers of Bishop's University (Principal and Vice-Chancellor, Vice-Principal Finance and Administration or VP Academic) to co-sign any and all documents required to complete this transaction, as outlined in paragraph 6 of the attached motion.

Moved by: Nadia Martel

Seconded by: Daniel Miller

The motion carried.

ITEM 14: RESOLUTION FOR DESJARDINS ADMINISTRATOR, PROCUREMENT CARD

**RESOLUTION 2018-1-05
FOR THE APPROVAL OF DESJARDINS PROCUREMENT CARD ADMINISTRATOR**

Motion

WHEREAS Desjardins requires a resolution to be approved by the Board to name a Manager of the Visa business card account;

AND WHEREAS the conditions related to this delegation are detailed in the resolution provided by Desjardins attached to this memo (item 14i);

BE IT RESOLVED THAT the Board of Governors names Josée Lamoureux, Manager of Procurement, as a Manager of its Visa business card account and authorizes Isabelle Goyette, Vice-Principal Finance and Administration, to sign the documents required to confirm this appointment.

Moved by: Scott Stoddard
Seconded by: Michel Marleau
The motion carried.

ITEM 15: PROCUREMENT REPORT

Isabelle Goyette presented the Procurement Report. There were no questions.

ITEM 16: CREATION OF AN AD HOC OVERSIGHT COMMITTEE FOR THE RENOVATION OF THE STUDENT CENTRE

Isabelle Goyette explained that the Student Centre renovation has a budget of approximately \$15M. The Ad Hoc committee will have the same function as the other Ad Hoc Oversight renovation committees, namely to report on risks, budget and timelines to the Board.

**RESOLUTION
FOR THE ESTABLISHMENT OF AN AD HOC OVERSIGHT COMMITTEE
FOR THE STUDENT CENTRE**

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;

AND WHEREAS the Principal has recommended the establishment of an Ad Hoc Committee to provide governance oversight for the renovation to the Student Centre;

AND WHEREAS the mandate of the Ad Hoc Committee will consist of ensuring that comprehensive, accurate and timely information is presented to the Board in relation to:

- ♦ compliance with budget parameters and timelines in the renovation, the design of the building and the equipment of the Student Centre;
- ♦ risk assessment in relation to major elements of the project, including budgets, schedules, contracts with professionals and contractors, project management and legal aspects; and
- ♦ compliance with procedures established under funding programs, University policy and other relevant internal procedures.

BE IT RESOLVED THAT the Board of Governors approves the creation of an Ad Hoc Committee to provide governance oversight for the renovation, the design of the building, and the equipment of the Student Centre, with the above mandate;

AND BE IT FURTHER RESOLVED THAT the Ad Hoc Oversight Committee will be dissolved on completion of the work of renovating the Student Centre.

Moved by: Nadia Martel

Seconded by: Brian Levitt

The motion carried.

ITEM 17: RESOLUTION FOR THE TRANSFER OF A GRANT FROM SKI ORFORD TO BISHOP'S

The Club de ski de fond parc Mont Orford, Bishop's partner in the development of the cross-country ski trails on our golf course, has offered to transfer to Bishop's a grant which it had received. Isabelle Goyette explained that the grant would be used to pay for 50% of the cost of adding 1.5 km to the existing 3.5 km track, making it accessible for 5 km cross-country ski training and races. Ski Mont-Orford will be a partner in the ski trail development, with Stine Linden-Andersen and Matt McBrine acting as the project management.

RESOLUTION 2018-1-06

FOR THE APPROVAL OF GRANT TRANSFER FROM SKI ORFORD TO BISHOP'S

BE IT RESOLVED THAT the Board of Governors approves the submission of the proposed project to the "Programme de soutien aux installations sportives et récréatives – phase III" and the transfer of the grant already accorded to the "Club de ski de fond parc Mont Orford" to cover 50% of the cost of that project to the University and authorizes Isabelle Goyette, Vice-Principal and Administration and Matt McBrine, Director of the Athletic and Recreations to co-sign all required documents.

Moved by: Alexandra Medalsy

Seconded by: Andrew Stritch

The motion carried.

ITEM 18: POLICY FOR THE REGULATION OF CANNABIS

Marie-Josée Dufour advised the Board that Bill *C-45-Act Respecting Cannabis* will come into force on October 17, 2018. A draft of Bishop's proposed Cannabis Policy was presented to the Bishop's community and comments were received.

Pierre Cossette advised that *Sherbrooke ville en Santé* will do a survey on the effect of the legalization of cannabis. Dr. Cossette said that the city of Sherbrooke has passed a law prohibiting the consumption of cannabis on its territory. He said that the Université de Sherbrooke would be publishing its cannabis policy in the coming weeks.

Jane Brydges reminded everyone that in April 2019, cannabis consumables would become available so any policy should include these consumables and not only be limited to smoking cannabis. M^c Dufour explained that the policy applies to everyone on Bishop's territory: students, guests, faculty, and staff.

Cathy McLean asked for a correction in section F. Policy Violations, point c). She suggested rewording the sanction to: "Participation in an educational activity."

Andrew Stritch asked that section D. be reworded to: "Prohibited except for those who live on campus."

RESOLUTION 2018-1-07
FOR THE APPROVAL OF
A POLICY FOR THE REGULATION OF CANNABIS

WHEREAS the Secretary General and the Dean of Student Affairs have consulted members of the Bishop's Community on the proposed Policy for the Regulation of Cannabis, and integrated their feedback to the extent possible;

WHEREAS the Executive Group has endorsed the proposed Policy and recommended that it be brought forward to the Board for approval;

BE IT RESOLVED THAT the Policy for the Regulation of Cannabis is approved;

Moved by: Pierre Cossette

Seconded by: Tova White

The motion carried.

ITEM 19: BOARD SURVEY

Nadia Martel presented the survey. Participation was good, 22 surveys were returned compared to 18 last year. In general, the results are in line with the three previous years. The most marked change was for information and resources – which went from 4.6/5 to 4.2/5. Suggestions for improvement were presented. M^c Martel suggested that the distribution of Board materials be available on a shared portal. M^c Martel also requested that the Board Orientation Binders be updated and made available to the new Board members at the November meeting.

ITEM 20: REPORT OF THE PRESIDENT OF THE SRC

The SRC President, Alexandra Medalsy, informed the Board that all SRC vacancies have been filled. Ms. Medalsy highlighted the success of Orientation activities and the fun had by everyone. The Principal noted that we are fortunate in the quality of our student leaderships. The Principal commended the SRC President, her team and the Dean of Student Affairs, Stine Linden-Andersen, for their work in promoting Bishop's values during Orientation week.

ITEM 21: OTHER BUSINESS

No other business.

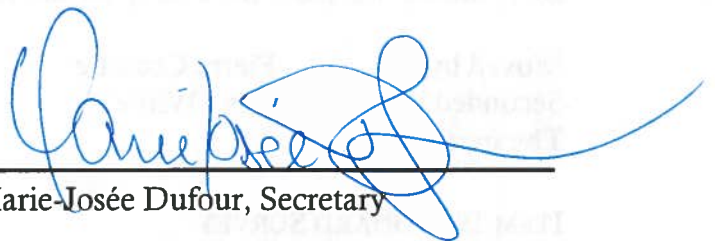
Open session ended at 5:05 p.m.

ITEM 22: CLOSED SESSION

There being no further business, the meeting adjourned at 6:16 p.m.



Robert Hall, Chair



Marie-Josée Dufour, Secretary