



OCTOBER 1<sup>ST</sup> 2021  
**MINUTES**  
VIDEOCONFERENCE

**Chair:** Robert Hall

**Present:** Abel Bosum, Jane Brydges, Kent Carson, Pierre Cossette, Enzo Evangelisti, Daniel Fournier, Michael Goldbloom, Brian Levitt, Michel Marleau, Heather McKeen-Edwards, Cathy McLean, Samia Mihoub, Suzie O'Bomsawin, Jessica Riddell, Scott Stoddard, Calin Valsan, Tova White

**Senior Administration:** Nick Andrews, Reena Atanasiadis, Anthony Di Mascio, Isabelle Goyette, Claire Grogan, Kerry Hull, Denise Lauzière, Stine Linden-Andersen, Michele Murray, Jacqueline Scott, Miles Turnbull

**Guests:** Vicky Boldo, Nadia Martel, Sonia Poulin

**Secretary:** Trygve Ugland

**ITEM 1: CHAIR'S WELCOME**

Chair Robert Hall called the meeting to order at 3:05 p.m. He welcomed Ms. Suzie O'Bomsawin to her first Board of Governors meeting. Suzie O'Bomsawin is Director of the Ndakina Office of the Grand Council of the Wabanaki Nation which represents and supports the Abenaki Councils of Odanak and Wôlinak.

**ITEM 2: APPROVAL OF AGENDA**

The agenda was approved as presented.

Moved by: Michel Marleau

Seconded by: Abel Bosum

**Motion carried.**

**ITEM 3: APPROVAL OF MINUTES**

The minutes of the June 10, 2021 meeting were approved as presented.

Moved by: Kent Carson

Seconded by: Cathy McLean

**Motion carried.**

**ITEM 4: BUSINESS ARISING**

Mr. Robert Hall, the Chair of the Ad Hoc Committee for Responsible Investment, reported that the Board of Governors had received the Committee's preliminary report and recommendations in June 2021 and Governors were encouraged to provide feedback on the recommendations. The Committee's final report will be presented to the Board of Governors later this Fall.

**ITEM 6: NOMINATING COMMITTEE**

Chair Robert Hall presented the Nominating Committee Report. Two External Governors completed their terms this summer. Kent Carson has completed his first term and Tova White has completed her second term.

Mr. Kent Carson and Ms. Tova White left the meeting while their reappointments were being discussed.

RESOLUTION 2021-01-01

REAPPOINTING AN EXTERNAL GOVERNOR

WHEREAS the Nominating Committee has recommended the reappointment of Kent Carson for a three-year term beginning on July 1<sup>st</sup> 2021 and ending on June 30<sup>th</sup> 2024;

BE IT RESOLVED THAT Kent Carson be reappointed to the Board of Governors of Bishop's University for a term ending on June 30<sup>th</sup>, 2024.

Moved: Jane Brydges

Seconded: Michel Marleau

**Motion carried.**

RESOLUTION 2021-01-02

REAPPOINTING AN EXTERNAL GOVERNOR

WHEREAS the Nominating Committee has recommended the reappointment of Tova White for a three-year term beginning on July 1<sup>st</sup> 2021 and ending on June 30<sup>th</sup> 2024;

BE IT RESOLVED THAT Tova White be reappointed to the Board of Governors of Bishop's University for a term ending on June 30<sup>th</sup>, 2024.

Moved: Jane Brydges

Seconded: Michel Marleau

**Motion carried.**

Mr. Kent Carson and Ms. Tova White rejoined the meeting. Mr. Robert Hall stepped out and Vice-Chair Cathy McLean assumed the chair.

RESOLUTION 2021-01-03  
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;

WHEREAS M<sup>c</sup> Robert Hall was re-appointed Chair of the Board of Governors on September 25<sup>th</sup> 2020 for a one-year term to expire on October 15<sup>th</sup> 2021;

AND WHEREAS the Nominating Committee has proposed that M<sup>c</sup> Robert Hall be re-appointed Chair of the Board for a one-year term, renewable;

BE IT RESOLVED THAT the Board of Governors reappoints M<sup>c</sup> Robert Hall as Chair of the Board of Governors for a one-year term to expire on October 15<sup>th</sup> 2022.

Moved by: Tova White

Seconded by: Brian Levitt

**Motion carried.**

Chair Robert Hall rejoined the meeting and Ms. Cathy McLean stepped out.

RESOLUTION 2021-01-04  
REAPPOINTMENT 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 the term of the Vice-Chair is renewable;

WHEREAS Cathy McLean was appointed Vice-Chair of the Board of Governors on September 25<sup>th</sup> 2020 for a one-year term to expire on October 15<sup>th</sup> 2021;

AND WHEREAS the Nominating Committee has proposed that Cathy McLean be re-appointed Vice-Chair of the Board for a one-year term;

BE IT RESOLVED THAT the Board of Governors appoints Cathy McLean as Vice-Chair of the Board of Governors for a one-year term to expire on October 15<sup>th</sup> 2022.

Moved by: Jessica Riddell  
Seconded by: Tova White  
**Motion carried.**

RESOLUTION 2021-01-05  
APPOINTMENTS OR REAPPOINTMENTS TO THE  
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 Nominating Committee has proposed members for the Campus Landscape and Built Environment Development Committee, Finance and Audit Committee, Governance and Ethics Committee, Human Resources Committee, Committee on Life at the University, Information Resources Committee, the Sustainable Development Committee and the Ad-hoc Committees of the Board;

BE IT RESOLVED THAT the members of the Board Committees, as set out in Document 2021-01-05, Appendix 2, be appointed or reappointed for a one-year term to end on October 15<sup>th</sup> 2022.

Moved by: Michel Marleau  
Seconded by: Cathy McLean  
**Motion carried.**

**ITEM 6: PRINCIPAL'S REPORT**

The first part of Convocation for the Class of 2021 took place on August 29<sup>th</sup> with a virtual ceremony that included many of the elements of a traditional Convocation. Principal Goldbloom thanked the organizing team, led by Tim Doherty of the Fine Arts Department and Denise Lauzière, Chief of Staff of the Office of the Principal, for its work.

The Students' Representative Council planned in-person Orientation Week activities that were fun, safe and well attended. Principal Michael Goldbloom said that there are many more students on campus this Fall as compared to Fall 2020. Some second-year students are arriving on campus for the first time as they spent last year online due to the pandemic.

The 2021-2022 season of the Donald Lecture Series began with a lecture from award-winning author and 2019 Bishop's honorary degree recipient Kim Thúy on September 8<sup>th</sup>. In-person access to the lecture was restricted to first-year students, who had each received a copy of Kim Thúy's book *Ru*, in English or French, as part of their Orientation Week welcome kit.

On September 15<sup>th</sup>, the University welcomed photographer, writer, artist, lecturer and gardener Patterson Webster to give the second Donald Lecture of 2021-22. Ms. Webster is the creator of the 750-acre Glen Villa Art Garden in North Hatley. As a complement to the

lecture, Ms. Webster offered guided tours of Glen Villa Art Garden on the Saturday, September 18<sup>th</sup>. Some 50 students, faculty, staff and community members enjoyed the morning exploring the garden and its installations, on tours led by student volunteers under Dr. Claire Grogan's supervision.

Principal Goldbloom reported that the University Senate voted to suspend academic activities on National Day for Truth and Reconciliation, September 30<sup>th</sup>, the only Quebec university to have made this decision.

During the week leading up to the National Day for Truth and Reconciliation, Vicky Boldo, Indigenous Student Support Resource, and Shawna Chatterton-Jerome, Indigenous Student Support Assistant, facilitated the following events to bring awareness about the history of Canada's Indigenous communities:

- Monday, September 27: KAIROS Blanket Exercise
- Tuesday, September 28: "A Story Untold of Walking a Settler Road"
- Wednesday, September 29: Film Screening of "We Were Children"
- Thursday, September 30: Walk for ReconciliACTION

Principal Goldbloom said that he was particularly touched by the candour and courage shown by the Indigenous students who shared their experiences and perspectives.

Principal Goldbloom invited Ms. Vicky Boldo to speak.

Ms. Vicky Boldo spoke briefly of her life and the path that brought her to Bishop's as Special Advisor, Indigenous Student Support Resource. She is a Sixties Scoop adoptee who was taken from her parents at an early age and only reconnected with her Indigenous community as a young adult.

Ms. Boldo said that during the four-weeks of planning leading up to the National Day for Truth and Reconciliation her motto was 'Trust and Respect'.

Vicky Boldo said that Bishop's should be proud of the Indigenous students who have chosen to study here as they are already inspirational leaders. She expressed happiness that Bishop's cancelled classes to allow students to take part in the National Day for Truth and Reconciliation activities.

Principal Goldbloom thanked Ms. Boldo for choosing Bishop's to continue her work.

Chair Robert Hall invited Mr. Abel Bosum to speak.

Mr. Bosum said that he was pleased to have been able to participate in the National Day for Truth and Reconciliation march and activities held in Lennoxville and on campus. At the age of five, Mr. Bosum was removed from his family to attend a residential school. For the next

12 years he attended residential schools, sometimes only returning to his family for the two summer months. He met his wife Sophie while at residential school and together they vowed that they would never let anyone separate them from their children the way they were separated from their parents, families and culture. Many Indigenous communities are struggling with the results of suffering caused by the residential schools.

Mr. Bosum said that the National Day for Truth and Reconciliation is important not only for acknowledging the wrongs of the past but also for building better relationships for the future. He said that the National Day for Truth and Reconciliation is a time to reflect, to honour the survivors of residential schools and those who never made it back, and to learn going forward. He expressed his belief that universities are places to make friendships and gain useful knowledge which can be shared.

Mr. Bosum congratulated Bishop's Indigenous students for organizing the National Day for Truth and Reconciliation activities.

#### **ITEM 7: COVID-19 UPDATE**

The Chair of the COVID-19 Task Force, Dr. Stine Linden-Andersen, reported that Quebec's vaccine passport had been implemented on campus. The vaccination rate of students in residence is more than 98% and unvaccinated students in residence provide weekly saliva tests. Overall, approximately 90% of Bishop's students are fully vaccinated (having received two doses) and all students are encouraged to receive both doses.

During the weekend of September 24<sup>th</sup> to 26<sup>th</sup>, four cases of COVID-19 were reported to the University by students living off-campus. Dr. Linden-Andersen said that since September 26<sup>th</sup>, no new cases had been reported.

#### **ITEM 8: ACADEMIC REPORT**

Vice-Principal Academic and Research Miles Turnbull reported that on August 3<sup>rd</sup> the Honorable Marie-Claire Bibeau was present for the announcement of Dr. John Ruan's appointment as Canada Research Chair in Multi-Messenger Astrophysics.

This Fall, the University will welcome to campus Dr. Simplicie Ayangma Bonoho, a recipient of the prestigious and highly competitive Banting postdoctoral Fellowship. Dr. Ayangma Bonoho's research will focus on Canada's contribution to supporting the development of health services in francophone countries in Africa.

Dr. Turnbull announced that the Annual Research Reception would be held on October 28<sup>th</sup> and invited Governors to attend in-person or virtually as the reception will be live streamed.

The Student Enrolment Management (SEM) team will present its plan to the Board of Governors this Fall.

Preliminary Fall 2021 enrolment results show a shortfall in undergraduate enrolment. Dr. Turnbull said that the Enrolment team and Deans would be analysing the data to understand why the numbers are lower than anticipated and that this information would be shared with the Board at a future meeting.

For Fall 2021, 91% of students are registered in at least one in-person course (versus 43% in Fall 2020) and nine percent of students are registered in only online courses (versus 57% in Fall 2020).

Ms. Cathy McLean asked if class sizes had returned to pre-COVID levels. Dr. Turnbull said that the University has returned to full capacity class sizes as public health guidelines specify that there is no minimum physical distancing when students are seated in classrooms and are wearing masks.

Ms. McLean asked if the Pass/Fail option was in effect for Fall 2022. Dr. Turnbull said that Senate had not deliberated on this topic.

Dr. Heather McKeen-Edwards asked if the enrollment shortfall was related to first-year students or if it included attrition due to falling retention rates. Dr. Turnbull said that the shortfall is principally due to missing the target of new students and that retention rates seem to be holding steady, but that more information would be brought to the Board at its next meeting.

#### **ITEM 9: REPORT OF THE FINANCE AND AUDIT COMMITTEE**

The Chair of the Finance and Audit Committee, Mr. Michel Marleau, reported that the Committee met on September 13, 2021, to review a draft of the 2020-21 audited financial statements, the auditors' report, the "*Système d'information financière des universités*" (SIFU) and the 2021-22 Forecast.

##### 2020-21 Audited Financial Statements

At the September 16<sup>th</sup> meeting, the University's auditor, KPMG, presented its audit of the University's financial statements. KPMG provided a clean, unqualified audit opinion and stated that there were no unrecorded material variances.

Mr. Marleau advised Governors that Ms. Sonia Poulin, KPMG Lead Audit Engagement Partner, was connected to the meeting if Governors had questions for the auditors during the presentation.

Mr. Marleau invited Vice-Principal Finance and Administration Isabelle Goyette to present the 2020-21 financial statements and the SIFU.

2020-21 was the fourth consecutive year in which the University balanced its operating budget. The 2020-21 Preliminary Actual financial results respect the 2020-21 COVID budget approved by the Board and submitted to the Ministère de l'Enseignement supérieur (MES).

Despite the negative impact of the COVID-19 pandemic on revenues, the University was able to preserve all full-time positions, to increase the number of tenured positions from 110 to 115 and to proceed with salary increases. The University also set aside capital reserves to renovate infrastructure that is not covered by the MES capital grant, such as the student residences.

An objective set by the Finance and Audit Committee to reduce the accumulated deficit by \$700K each year. This objective was achieved in 2017-18 & 2018-19, but not in 2019-20. In 2020-21, the University was able to reduce its accumulated deficit by \$473K.

Ms. Goyette explained that the University is required to prepare two sets of financial results. The MES rules compliant financial statements or “Système d’information financière des universités” (SIFU), are the ones used by the government for analysis and planning as well as to determine whether the University has balanced its operating budget for the release of the conditional grant. The University is also required to produce financial statements in compliance with Generally Accepted Accounting Principles (GAAP). Reconciliation between the SIFU and the GAAP compliant financial statements require the University to make interfund transfers.

RESOLUTION 2021-01-06  
APPROVAL OF THE  
2020-21 FINANCIAL STATEMENTS AND INTERFUND TRANSFERS

WHEREAS the Finance & Audit Committee of Bishop’s University recommends approval of the audited financial statements for the year ended April 30, 2021, and further recommends approval of the list and amount of the interfund transfers presented in Document 2021-01-09v of \$8,673,883 as per the requirements of the Ministère de l’Enseignement supérieur;

BE IT RESOLVED THAT the Board of Governors approves the audited financial statements for the year ended April 30, 2021;

AND BE IT FURTHER RESOLVED THAT the list and the amount of the interfund transfers of \$8,673,883 is authorized, as per the requirements of the Ministère de l’Enseignement supérieur.

Moved by: Michel Marleau

Seconded by: Kent Carson

**Motion carried.**

RESOLUTION 2021-01-07  
APPROVAL OF THE 2020-21 SIFU

WHEREAS the *Ministère de l’Enseignement supérieur* requires that the Board of Governors approve the SIFU;



WHEREAS the Finance & Audit Committee of Bishop's University recommends approval of the "*Système d'information financière des universités*" for the year ended April 30, 2021;

AND WHEREAS the auditor (KPMG) performed the specified procedures as requested by the *Ministère de l'Enseignement supérieur*, with no deviation noted;

BE IT RESOLVED THAT the Board of Governors approves the 2020-21 "*Système d'information financière des universités*".

Moved by: Michel Marleau

Seconded by: Kent Carson

**Motion carried.**

Mr. Marleau said that 2020-21 was the last audit of the current contract with KPMG. The appointment of the auditor for the 2021-22 fiscal year will be made later in the year once the public call for tender process is completed. He thanked Ms. Sonia Poulin and the KPMG team for their work with the University in the preparation of the financial audits.

Ms. Sonia Poulin left the meeting.

#### Signing Authority Policy

Ms. Goyette reported that the University's Signing Authority Policy was last updated in 2007 and that it needed to be reviewed to reflect the current governance structure of the University. The main revisions include:

- The addition of guidelines for the approval of electronic payments;
- The threshold amount set for the delegation of signature of purchase orders and contracts was increased from \$10,000 to \$25,000;
- The threshold for manually signed cheques by two signing officers has been changed from \$5,000 to \$10,000.

#### RESOLUTION 2021-01-08

##### APPROVAL OF THE REVISED SIGNING AUTHORITY

WHEREAS the Executive Committee of the University approved the revised Signing Authority Policy;

AND WHEREAS the Finance & Audit Committee of Bishop's University reviewed the revised Signing Authority Policy and recommends its approval to the Board of Governors.

BE IT RESOLVED THAT the Board of Governors approves the revised Signing Authority Policy (Document 2021-01-09x).

Moved by: Michel Marleau

Seconded by: Kent Carson

**Motion carried.**

Annual Accountability Report - Procurement

As per Bishop's University's Policy Respecting the Awarding and Management of Contracts (Policy), the *dirigeante* (CEO) must report to the Board on policy enforcement matters and provide accountability reports pursuant to legislation.

Vice-Principal Finance and Administration Isabelle Goyette reported that for the period of April 1, 2020 to March 31, 2021 she held the CEO position and gave 11 authorizations.

**ITEM 10: LONG-TERM DEBT**

Vice-Principal Finance and Administration Isabelle Goyette presented a long-term debt agreement for the Board's approval.

RESOLUTION 2021-01-09

LONG-TERM DEBT

WHEREAS Bishop's University has been authorized by the MES (*Ministère de l'Enseignement supérieur*) to borrow up to \$14,682,890 for the purpose 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 the *Régime d'emprunts à long terme* (Document 2021-01-10ii);

BE IT RESOLVED THAT the Board of Governors approves the borrowing of \$14,682,890 in accordance with the terms set out in the *Régime d'emprunts à long terme*;

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 Vice-Principal Academic and Research) to co-sign any and all documents required to complete this transaction, as outlined in paragraph 6 of the *Régime d'emprunts à long terme*.

Moved by: Pierre Cossette

Seconded by: Kent Carson

**Motion carried.**

**ITEM 11: AD HOC OVERSIGHT COMMITTEE FOR KWIGW8MNA**

The Chair of the Ad Hoc Committee for Kwigw8mna, Ms. Nadia Martel, reported that the stakeholders approved the building concept design last summer and that the project is now in the phase of developing construction plans and specifications. The expected completion date for the Kwigw8mna building is April 2023 and the exterior work should be completed by August 2023. Ms. Martel reported that the overheated construction market and rising cost of materials may affect the bids that are submitted for the work.

#### **ITEM 12: GOVERNANCE AND ETHICS – CONFLICT OF INTEREST FORMS**

The Chair of the Governance and Ethics Committee, Ms. Tova White, reminded Governors to complete their 2021-22 Conflict of Interest forms and forward them to the Secretary General.

#### **ITEM 13: REPORT OF THE STUDENTS' REPRESENTATIVE COUNCIL PRESIDENT**

The President of the Students' Representative Council, Mr. Enzo Evangelisti, reported on several activities that the SRC had organized since June 2021:

- Pride Crosswalk between the Student Centre and Morris House;
- Student EDI Fund;
- Orientation Week (CosmO-Week);
- National Day for Truth and Reconciliation; and
- Fall 2021 Student Success Week

Mr. Evangelisti said that 157 student volunteers assisted with Orientation Week and that he was impressed with how many returning students wanted to be involved in welcoming the new students on campus. To promote the Student EDI Fund, some members of the graduating class made a video to encourage their fellow graduating classmates to contribute.

Mr. Evangelisti said that it was an honour for him to participate in the Walk for ReconciliACTION and to be invited to speak at Coulter Field during the closing event for the National Day for Truth and Reconciliation. The SRC prepared a banner and orange paint so that students and participants could add their handprint and inscribe an action that they will take to further truth and reconciliation.

The SRC has planned a good balance between academic help and social activities for the Fall Student Success week in the hopes of supporting students' mental health.

#### **ITEM 14: SEARCH COMMITTEES**

Principal Goldbloom reported that Ad Hoc Search Committees would need to be struck for a Dean of the School of Education and a Vice-Principal Academic and Research (VPAR).

Vice-Principal Academic and Research Miles Turnbull informed the Principal in June 2021 that he intended to conclude his term as VPAR in June 2022 so that the University would have ample time to recruit a new Vice-Principal Academic and Research. To give sufficient time for a full search for Dean of the School of Education, the University appointed Dr. Anthony Di Mascio as Interim Dean of the School of Education following Dr. Corinne Haigh's departure on April 1, 2021.

Principal Goldbloom said that External Governors who wish to serve on a Search Committee should inform the Secretary General of their interest.

RESOLUTION 2021-01-10  
FOR THE ESTABLISHMENT OF AN AD HOC SEARCH COMMITTEE  
FOR THE VICE-PRINCIPAL ACADEMIC AND RESEARCH

WHEREAS the Principal and Vice-Chancellor recommends the establishment of an Ad Hoc Search Committee for the Vice-Principal Academic and Research in accordance with Division V of the Statutes of Bishop's University;

BE IT RESOLVED THAT an Ad Hoc Search Committee is established with the mandate and composition set out in the appendix of Document 2021-01-14.

Moved by: Kent Carson  
Seconded by: Scott Stoddard

**Motion carried.**

RESOLUTION 2021-01-11  
FOR THE ESTABLISHMENT OF AN AD HOC SEARCH COMMITTEE  
FOR THE DEAN OF EDUCATION

WHEREAS the Principal and Vice-Chancellor recommends the establishment of an Ad Hoc Search Committee for the Dean of the School of Education in accordance with Division V of the Statutes of Bishop's University;

BE IT RESOLVED THAT an Ad Hoc Search Committee is established with the mandate and composition set out in the appendix of Document 2021-01-14i.

AND BE IT FURTHER RESOLVED THAT Eva Lettner be named as the External community member on the Ad Hoc Search Committee for the Dean of the School of Education.

Moved by: Samia Mihoub  
Seconded by: Kent Carson

**Motion carried.**

The open session ended at 5:04 p.m.

The meeting ended at 5:21 p.m.



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Robert Hall, Chair



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Trygve Ugland, Secretary