



SEPTEMBER 22, 2023
BISHOP'S UNIVERSITY
MCGREER 100 AND VIDEOCONFERENCE
MINUTES

- Chair:** Robert Hall
- Present:** Abel Bosum Mark Caduc, Kent Carson, Daniel Fournier, Chris Gokiert, Sébastien Lebel-Grenier, Murielle Lortie, Heather McKeen-Edwards, Jessica Riddell, Sophia Stacey, Calin Valsan, Tova White
- Regrets:** Pierre Cossette, Suzie O'Bomsawin
- Senior Administration:** Nick Andrews, Reena Atanasiadis, Julie Desjardins, Isabelle Goyette, Kerry Hull, Stine Linden-Andersen, Jean Manore, Matthew Peros, Jacqueline Scott, Andrew Webster
- Guest:** Chantal Lessard (RCGT)
- Secretary:** Denise Lauzière

ITEM 1: CHAIR'S WELCOME

Chair Robert Hall called the meeting to order at 3:05 p.m.

ITEM 2: APPROVAL OF AGENDA

Principal Sébastien Lebel-Grenier requested the removal of Item 15: Notice of Amendment of Statutes. The agenda was approved as revised.

Moved by: Kent Carson
Seconded by: Jessica Riddell

Motion carried.

ITEM 3: APPROVAL OF MINUTES

The minutes of the June 9, 2023 meeting were approved as presented.

Moved by: Murielle Lortie

Seconded by: Jessica Riddell

Motion carried.

The minutes of the August 15, 2023 e-vote were approved as presented.

Moved by: Murielle Lortie

Seconded by: Jessica Riddell

Motion carried.

ITEM 4: BUSINESS ARISING

There was no business arising.

ITEM 5: PRINCIPAL'S REPORT

The Principal opened his remarks by thanking all Board members for speaking with him before this, his first meeting and the first meeting of the academic year. He has been extremely pleased with the community's welcome and aspirations for the University.

He continued by expressing his vision for the Board as the governance body that will ensure that the institution is respecting its mission and governance rules and the decision-making body that will ensure we make the best decisions in the interest of the University. Each member does not sit as a representative of the constituency group that named us but rather as experts who can provide advice and as strategic resources for the University.

The Principal explained that his report will be two-fold: the written report which will highlight the most recent events, individual and group student and employee successes and issues that the Board should be aware of, and a verbal report that will include information and context on issues of strategic importance to Bishop's.

From his written report he highlighted his meetings with alumni at Homecoming and meetings with Minister Marie-Claude Bibeau, MNA Geneviève Hébert, Mayor Évelyne Beaudin and her executive, as well as how he was particularly impressed with the commitment of the Bishop's community here and in the rest of Canada and most importantly with students that he met during Orientation Week and staff and faculty at the coffee and muffin meetings he is organizing.

Principal Lebel-Grenier recognized Michael Goldbloom's contributions of incremental change while keeping true to our identity. One of the ongoing issues is that Bishop's is still the best kept secret which creates challenges for recruitment. In order to assist us with this and with internal and external communications and branding we will be posting for a new Associate

Vice-Principal Recruitment, Marketing and Communications. Another issue to look at is how to support research-intensive faculty. Concerns were raised during the collective agreement process and a parity committee is presently looking at how best to support and encourage research. Senate should assume leadership for both research and academic excellence. Initial observations have led him to understand that the work is being done in silos and needs to better understand how to break these down. Three areas of focus that will be front and centre for the Institution in the coming year are: the role of English language higher education institutions in Quebec, the review of the funding formula and challenges with our built environment.

Principal Lebel-Grenier concluded by informing the Board that we will be begin a strategic planning process and undertaking an employee engagement survey to get a better sense of our employees' aspirations.

ITEM 6: REPORT OF THE STUDENTS' REPRESENTATIVE COUNCIL PRESIDENT

The President of the Students' Representative Council (SRC), Sophia Stacey, reviewed highlights of her report detailing events and activities the SRC has been involved in since the last Board of Governors meeting in June 2023.

Orientation Week welcomed 700 incoming students through social and academic programming. First year students were immersed in the 'Wild Wild Lenn' country theme. The SRC facilitated three mandatory events for all first-year students including 'Can I Kiss You' consent training and active bystander training as well as academic tours to familiarize the students with the campus layout and resources. Safety measures were prioritized throughout the week, including events being held on campus to allow a closer supervision as well as having safety tents offering snacks and water and juices at every event with alcohol consumption.

Over the past four months, the Executive Team and full-time Staff collaboratively developed the annual strategic plan. The plan developed through discussion and reviewing the remaining objectives in the previous annual plan and the Five-Year Strategic Plan. The SRC'S Board Retreat is taking place from this evening through Sunday, September 24 at Quebec Lodge.

Sophia Stacey travelled to Fredericton, New Brunswick to represent Bishop's students and Quebec students at the Canadian Alliance of Student Associations (CASA) Policy & Strategy Conference. The purpose of this conference was to develop a collective strategy for Advocacy Week in November, a week of lobbying to the Federal government for increased support to students.

ITEM 7: MERGING SUSTAINABLE DEVELOPMENT AND CAMPUS AND BUILT ENVIRONMENT COMMITTEES

Principal Lebel-Grenier presented the proposal to merge the Sustainable Development and the Campus and Built Environment Committees as outlined in the document.

After discussions with the Chair of the Board, committee members and senior administration as well as the Chair of the Governance and Ethics Committee, that since the development of the Sustainable Development Policy was completed, the Committee had entered into a monitoring and advisory role which meant that its workload has significantly decreased.

On the other hand, the work being carried out by the Campus Landscape and Built Environment Development Committee includes significant sustainable development implications.

In order to make better use of the Board's resources, the Principal is proposing that the two committees be merged as the Sustainable Development, Campus Landscape and Built Environment Committee and that membership of the two committees be merged and that an additional external community member be added. The proposed mandate and composition is recorded below:

The Sustainable Development, Campus Landscape and Built Environment Committee shall be charged with overseeing the implementation of the Sustainable Development Policy and the Sustainable Development Strategic Plan of the University, as well with recommending actions governing emerging issues pertaining to sustainable development and environmental management.

It is also charged with:

- examining the orientation of the Campus Master Plan and the Architectural Guide and recommending changes and updates before they are presented to the Board of Governors for approval;
- examining and recommending the approval of the University Capital Plan to ensure its contribution to the strategic priorities of the University and its compliance with the orientations of the Campus Master Plan;
- overseeing major building and landscape projects (value of \$5,000,000 and more), including but not limited to project risks, budget, timeline and ensuring that the concept respects the Architectural Guide and the Campus Master Plan of the University, and;
- recommending to the Board of Governors the delegation for the oversight of one or more projects to separate Ad Hoc Oversight Committees when it deems it necessary.

The Sustainable Development, Campus Landscape and Built Environment Committee is composed of:

- Two (2) External Board members;
- Three (3) Internal Board member, two (1) who are members of the faculty and the student member of the Board of Governors;
- Two (2) External community member with expertise in Buildings and Grounds to complete the expertise of the committee, as required;

- The Chair of the Board of Governors; and
- The Principal and Vice-Chancellor.

The VP Finance and Administration and the Manager of Capital Planning and Project shall attend meetings as resource persons in a non-voting capacity.

The Principal noted that Section 3.1 of Division I of the Statutes provides that:

3.1 The Board of Governors shall establish those committees which are required by good governance practice. The Board of Governors may also of its own motion from time to time create, merge or abolish such committees and delegate to them such mandates and powers as it may deem appropriate.

This means that modification of the Board Committee structure does not require following the amendment process outlined at Section 12 of Division I of the Statutes. If the Board so moves, such changes take effect immediately. Should the proposed changes be approved by the Board, corresponding committee descriptions contained at Section 3.2 of Division I and Section 1.6 and 1.7 Division IV will be amended to reflect the merger of the committees and be provided to members at the next Board meeting.

RESOLUTION 2023-02-01

FOR THE APPROVAL OF THE SUSTAINABLE DEVELOPMENT AND CAMPUS LANDSCAPE AND BUILT ENVIRONMENT COMMITTEE

WHEREAS merging of the Sustainable Development and the Campus Landscape and Built Environment Development Committee will allow a more efficient use of the Board of Governor's resources;

BE IT MOVED THAT the Sustainable Development and the Campus Landscape and Built Environment Development Committee be merged into the Sustainable Development, Campus Landscape and Built Environment Committee;

BE IT FURTHER MOVED THAT the mandate and composition of the merged committee be as described in Appendix 1 subject to the review by the merged committee. Any proposed modifications will be presented to the Board for approval.

Moved by: Kent Carson
Seconded by: Murielle Lortie
Motion carried.

ITEM 8: NOMINATING COMMITTEE REPORT

Robert Hall presented the Nominating Committee Report.

RESOLUTION 2023-02-02
APPOINTMENT OR REAPPOINTMENT OF THE MEMBERS OF 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 Sustainable Development Committee, 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 and the Ad-hoc Committees of the Board;

BE IT RESOLVED THAT the members of the Board Committees, as set out in Document 2023-02-08 – Appendix 2, be appointed or reappointed for a one-year term to end on the first Board meeting of the 2024-25 academic year.

Moved by: Mark Caduc
Seconded by Murielle Lortie

Motion carried.

ITEM 9: ACADEMIC REPORT

Vice-Principal Academic and Research Andrew Webster informed the Board of Governors that organizations and institutions, including the higher education sector, around the world are seeking to understand the implications of ‘generative AI’ on their way of working, most visibly new tools such as ChatGPT and other large language models. Over the last ten months, many larger universities have been attempting to develop guidelines for the use of generative AI tools by their faculty and students.

Given our limited resources, it is neither possible nor even desirable for Bishop’s to attempt to develop our own institutional approach independently from the wider academic community.

To this end, he asked Senate, at its meeting on September 15, 2023, to strike a task force on generative AI for Bishop’s. It would be composed members of our academic community who possess a good understanding of generative models and can offer rich and diverse enough perspectives to understand their potential impact.

The task force will meet across the Fall semester with the goal of developing a series of principles, guidelines and resources for the University, with the ambition to present at the December meeting of Senate.

Dr. Webster will keep the Board of Governors abreast of the task force's progress.

At this same Senate meeting, Dr. Webster recommended that Senate strike a short-term working group to review the Senate's Committees. He has observed over the last year that there may be some overlap in committee mandates. To maximize resources and to improve upon the current mix of Senate Committees and their various mandates, a review would be beneficial. This Working Group will be expected to report in early 2024 with its recommendations, for discussion and the approval of Senate.

Part III: Enrolment Overview, Fall 2023

Dr. Webster completed his report by providing an update on the admissions process for the upcoming academic year based on the Admission Report produced by the Registrar's Office as of August 30, 2023.

We have received 600 applications to masters programs (MSc, MED, MA and other individualized Masters programs); we made 394 offers of admission (66%); and received 182 acceptances (46%).

We received 2871 applications for our undergraduate programs for Fall 2023, compared to 2809 at the same time in 2022 and 2166 in 2021. We made 2162 offers of admission (75% of the total applications), and we have had 819 (38% of the total offers) students accept their offer as at August 30. At the same time last year, for Fall 2022 and 2021, we had 758 and 700 acceptances respectively, which demonstrates a continuing upward trend. Altogether, we are well ahead of our planning target for Fall 2023 total admissions of 660 acceptances.

ITEM 10: REPORT OF THE FINANCE AND AUDIT COMMITTEE

The Chair of the Finance and Audit Committee, Murielle Lortie, reported that the Finance and Audit Committee met on September 13, 2023 to review:

- 1) the draft of the 2022-23 audited financial statements;
- 2) the auditors' report;
- 3) the draft "*Système d'information financière des universités*" (SIFU);
- 4) the Budgetary Rule 5.11 governing the remuneration for senior management;
- 5) the 2023-24 Forecast;
- 6) the reappointment of the auditors for the 2023-24 fiscal year;
- 7) the declaration of conformity of the University's legal obligations; and
- 8) the procurement report to the Government.

The Board of Governors is being asked to approve:

- the 2022-23 financial statements,
- the list and amounts of the interfund transfers,
- the “*Système d’information financière des universités*” (SIFU) report,
- the letter confirming compliance with the budgetary rule 5.11, and
- the reappointment of the auditors for 2023-24.

Murielle Lortie welcomed Chantal Lessard of Raymond Chabot Grant Thornton (RCGT), the University’s auditors for 2022-23, and explained to Governors she was present to answer any questions.

Murielle Lortie turned the floor over to Vice-Principal Finance and Administration Isabelle Goyette to provide an overview of the financial documents and to answer any questions prior to approval.

Vice-Principal Goyette began by explaining that the 2022-2023 operating budget was the sixth consecutive year that the University balanced its operating budget.

The 2022-23 Preliminary Actual financial results respect the 2022-23 budget approved by the Board and submitted to the *Ministère de l’Enseignement supérieur* (MES).

The impact of the settlement of the collective agreements is included in the 2022-23 Preliminary Actual (indexation and steps which represent about an additional 2% for employees not at the maximum of their scale).

The University also continued to set aside capital reserves to renovate infrastructure that is not covered by the MES capital grant, such as the student residences. The cumulated amount of capital reserves at the end of April 30, 2023 was \$22.7M of which \$8.5M are earmarked for residence building renovations.

An annual objective set by the Finance and Audit Committee is to reduce the accumulated deficit by \$700K. In 2022-23, the University was able to reduce its accumulated deficit by \$772K largely due to the unused contingency reserve of \$700K included in the 2022-23 Budget. The accumulated deficit was reduced to \$10.7M on April 30, 2023.

Based on these results, we received the MES 2022-23 conditional grant of \$3.4M in July 2023.

Vice-Principal Goyette explained that the University is required to present two sets of financial results. The MES rules compliant financial statements (FS) 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. Therefore, it is based on this form of presentation that the University manages its operating budget. The Board also approves the operating budget in this format.

Although the government uses this presentation of the results to evaluate the performance of the University, it also requires that we produce financial statements in compliance with Generally Accepted Accounting Principles (GAAP). This requirement came into force in 2009-10.

Isabelle Goyette explained that this was the second year that RCGT has been mandated to audit the financial statements of the University. The auditors provided a clean, unqualified audit opinion and reported the following misstatements:

- A presentation misstatement: the understatement of prepaid expenses (\$164,646) related to the payable amount to the insurer for insurance billed to students;
- A recording misstatement: an overstatement of the grant receivable from the MES (\$143,058) related to the matching grant to be received;
- A presentation misstatement: an overstatement of long-term assets (\$964,152) related to tax reimbursements received for an election 211 in respect to tax supply.
- A recording misstatement (impact of unadjusted misstatements at the end of the prior period): a ski groomer purchase was not recorded as a capital asset but as an expense in the financial statements, for a total of \$73,524.

Isabelle Goyette explained that each year, the auditors present recommendations to the Finance & Audit Committee regarding their observations and suggest improvements to controls. There was one minor control deficiency arising from the audit of the fiscal year ending April 30, 2023. The Vice-Principal Finance and Administration and the Manager of Financial Services have already corrected it.

RESOLUTION 2023-02-03
APPROVAL OF THE
2022-23 FINANCIAL STATEMENTS AND INTERFUND TRANSFERS

Motion:

WHEREAS the Finance & Audit Committee of Bishop's University recommends approval of the audited financial statements for the year ended April 30, 2023, and further recommends approval of the list and amount of the interfund transfers presented in Document 2023-02-10iv of \$9,215,107 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, 2023;

AND BE IT FURTHER RESOLVED THAT the list and the amount of the interfund transfers of \$9,215,107 is authorized, as per the requirements of the *Ministère de l'Enseignement supérieur*.

Vice-Principal Goyette continued by explaining to Governors that as part of its annual reporting to the *Ministère de l'Enseignement supérieur* (MES), the University is required to prepare a

report called the “*Système d’information financière des universités*”, or SIFU. The SIFU includes the 2022-23 audited financial results for the three funds (Operating, Restricted and Capital) presented in a specific format in accordance with guidelines provided by the MES.

Moved by: Murielle Lortie

Seconded by Kent Carson

Motion carried.

RESOLUTION 2023-02-04
APPROVAL OF THE 2022-23 SIFU

WHEREAS the *Ministère de l’Enseignement supérieur* requires that the Board of Governors approve the “*Système d’information financière des universités*” ;

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, 2023;

AND WHEREAS the auditor (RCGT) 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 2022-23 “*Système d’information financière des universités*”.

Moved by: Murielle Lortie

Seconded by Kent Carson

Motion carried.

There being no questions for Chantal Lessard, Murielle Lortie thanked her for her work and she left the meeting.

Vice-Principal Goyette continued by introducing the next item for approval. The *Budgetary rule 5.11* outlines the conditions governing the remuneration of the senior management of universities.

RESOLUTION 2023-02-05
LETTER CONCERNING BUDGETARY RULE 5.11

WHEREAS the *Ministère de l’Enseignement supérieur* requires that the Board of Governors submit a letter confirming that the University complied with Budgetary Rule 5.11 governing the remuneration conditions for senior managers in 2022-23;

WHEREAS the University Auditors (RCGT) have performed the specified procedures as requested by the *Ministère de l'Enseignement supérieur* to validate compliance with Budgetary Rule 5.11;

AND WHEREAS the Finance and Audit Committee recommends that the Board of Governors authorizes Chair Robert Hall to sign on its behalf, a letter attesting that the University has complied with Budgetary Rule 5.11 for 2022-23;

BE IT RESOLVED THAT Board of Governors authorizes Chair Robert Hall to sign on its behalf, a letter attesting that the University has complied with Budgetary Rule 5.11 for 2022-23.

Moved by: Murielle Lortie

Seconded by Kent Carson

Motion carried.

Vice-Principal Goyette introduced the final item for approval.

RESOLUTION 2023-02-07
REAPPOINTMENT OF THE AUDITORS

WHEREAS the Finance & Audit Committee of Bishop's University recommends the reappointment of RCGT as auditors of the University for the year ending April 30, 2024, in accordance with the mandate outlined in the 2021 call for tender;

WHEREAS the fee for the 2023-24 audit is set at \$78,750 and any additional mandates will be billed separately;

AND WHEREAS the Finance & Audit Committee recommends that Isabelle Goyette, 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 approves the reappointment of RCGT as auditors of the University for the year ending April 30, 2024;

AND BE IT FURTHER RESOLVED THAT that Isabelle Goyette, Vice-Principal Finance and Administration, is authorized to sign any and all documents relating to this contract.

Moved by: Murielle Lortie

Seconded by Kent Carson

Motion carried.

Vice-Principal Finance and Administration Isabelle Goyette reported that the preliminary FTE students figures show that we will achieve our target for 2023-24, the Spring/Summer 2023 semester was short by about 43 FTE students but the Fall 2023 semester is above by about 42

FTE students (data extraction: Sept. 7, 2023). The percentage of international, domestic and Quebec FTE students are as planned and respect the MES regulation of having 50% of Quebec FTE students and 55% starting in Fall 2026.

In addition, our residences will be used at full capacity and our 654 beds are 100% assigned to students in Fall 2023. The 2023-24 budgeted occupancy rate was assumed at 94% for fall 2023 and winter 2024.

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.

For the period covered for this accountability report – April 1, 2022 to March 31, 2023 – the Vice-Principal Finance and Administration held the CEO position and gave eight (8) authorizations.

One of the past recommendations of the University's auditor was that the Board should ask management to report annually on the respect of the applicable laws for the University. Vice-Principal Goyette referred Board members to the document with states that in her capacity of Vice-Principal, Finance and Administration, she confirms, to the best of her knowledge, and after reasonable validations, that the University is compliant with applicable laws.

ITEM 11: LONG-TERM BORROWING

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

RESOLUTION 2023-02-06

LONG-TERM DEBT

WHEREAS Bishop's University has been authorized by the MES (*Ministère de l'Enseignement supérieur*) to borrow up to \$4,840,628 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 2023-02-11i);

BE IT RESOLVED THAT the Board of Governors approves the borrowing of \$4,840,628 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 (the Principal and Vice-Chancellor and the three Vice-Principals) 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: Kent Carson
Seconded by: Mark Caduc

Motion carried.

ITEM 12: SHORT TERM FINANCING WITH FINANCEMENT QUÉBEC

The University has an agreement (*CONVENTION DE MARGE DE CRÉDIT*) allowing it to borrow by line of credit from *Financement-Québec* for the short-term financing of projects funded by the *Plan quinquennal d'investissements universitaires* (PQI).

RESOLUTION 2023-02-08

LINE OF CREDIT AGREEMENT WITH *FINANCEMENT-QUÉBEC*

WHEREAS changes to the Financial Administration Act - *Regulation respecting borrowings made by a body* (CQLR, chapter A-6.001, r.3), require that all short-term borrowing for PQI projects be made through *Financement-Québec*;

WHEREAS Bishop's University is subject to the *Financial Administration Act*;

WHEREAS the terms and conditions of the short-term borrowing for PQI projects are set out in the *CONVENTION DE MARGE DE CRÉDIT* (document 2023-02-12i);

AND WHEREAS the maximum amount for the line of credit is set by the Ministère de l'Enseignement supérieure;

BE IT RESOLVED THAT the Board of Governors approves the line of credit resolution with *Financement-Québec* as set out in the *CONVENTION DE MARGE DE CRÉDIT*;

BE IT FURTHER RESOLVED THAT the Board of Governors authorizes two of the signing officers of Bishop's University (the Principal and Vice-Chancellor, the Vice-Principal Finance and Administration, the Vice-Principal Academic and Research and the Vice-Principal Student Affairs) to co-sign any and all documents required to complete the *CONVENTION DE MARGE DE CRÉDIT*;

BE IT FURTHER RESOLVED THAT the Board of Governors authorizes one of the following representatives of Bishop's University (the Principal and Vice-Chancellor, the Vice-Principal Finance and Administration, the Vice-Principal Academic and Research, the Vice-Principal Student Affairs and the Manager of Financial Services) to sign any transactional records related to the lines of credit, as outlined in the *CONVENTION DE MARGE DE CRÉDIT*.

AND BE IT FURTHER RESOLVED THAT the present motion replaces any previous resolutions adopted for the same purpose.

Moved by: Murielle Lortie

Seconded by: Sébastien Lebel-Grenier

Motion carried.

(NB: these Minutes reflect the rectification email sent to the Board of Governors on October 18, 2023 providing the correct version of the Convention de marge de credit – document 12i)

ITEM 13: GOVERNANCE AND ETHICS – REVISION TO THE STATUTES

Tova White, Chair of the Governance and Ethics Committee introduced the item by reminding members that they have received the notice of change of Statutes at the June 2023 meeting in compliance with the statutory rule.

The Principal intervened by explaining that the document uploaded to the Board portal last Friday was not the final version presented in June and that the correct document had been sent to the Board earlier in the week.

Board member Chagnon asked for clarification on the use of both the term Faculty and Division in the Statutes as there is mention of both in this document and they may be different contractual implications for faculty and staff to the use of the term of either Faculty of Humanities, Faculty of Social Sciences and Faculty of Natural Sciences and Mathematics or Divisions.

Principal Lebel-Grenier clarified that the intent of this partial change in the Statutes was to reflect the Academic Administrative Structures Committee recommendations however the whole of the Statutes were not revisited which meant that there are inconsistencies in terminology and therefore a lack of clarity.

Principal Lebel-Grenier informed the Board that, given the need to take a closer review of the proposed revisions, Item 15 which was to introduce a second member from Education to Senate, will be retracted and brought back to the Board at a later Board meeting.

Principal Lebel-Grenier explained that in order to ratify the newly appointed Deans and the decisions they have made since their appointment on July 1, 2023 as proposed in Item 14, we need to go forward with the proposed changes as stated in the revised Statutes document being presented today. We will be coming back to the Board with a more robust analysis and proposed changes to the entire Statutes at a later date.

Board member McKeen-Edwards raised the question about the use of the term Faculty versus Division which has been a term used since the 1990s and maintained in 2007 at the time of the change of the Corporation. The term Division has been used even when there were four

units of arts and sciences and included the Williams School of Business. The change in term to Faculty rather than Division impacts a number of various areas of the University including student records and Senate member standing and Senate Committees.

Principal Lebel-Grenier responded by confirming that there is some confusion and after reading the report of the Academic Administrative Structures Committee the proposal included the change in structure to Faculties. He mentioned this is a legacy issue that may have been rushed last winter. He acknowledged that there are inconsistencies and there is an analysis that will need to be completed so that can be coherent. The Statutes govern the institution and all other rules must flow from it. We will have to examine the entirety of the impact the changes will have on the other rules.

Governor McKeen-Edwards asked for clarification on Senators in the arts and sciences units and their standing and who will have standing in October at the next Senate meeting. A complete analysis has not yet been able to be done since last week's Senate meeting and will be done prior to the next Senate meeting, Principal Lebel-Grenier replied.

Governor Chagnon asked for clarification on what the current structure is under the Statutes. Principal Lebel-Grenier explained that currently the structure is status quo, that of a Faculty of Arts and Science and two schools, School of Education and the Williams School of Business. At present a Dean from Arts and Sciences has voting rights but not the other new Deans. The Deans appointed by the Board have been exercising their rights and responsibilities and powers and would continue until the Statutes are revised.

After further discussion, Chair Robert Hall suggested that, given there needs to be further analysis and clarification before Board members can be asked to vote on any proposed changes to the academic structure in the Statutes, that this item and Item 14 be retracted and brought back at a later meeting.

**ITEM 14: RATIFICATION OF DEAN APPOINTMENTS AND DECISIONS
RETRACTED**

ITEM 15: GOVERNANCE AND ETHICS NOTICE OF AMENDMENT OF STATUTES – WITHDRAWN FROM AGENDA

ITEM 16: GOVERNANCE AND ETHICS – CONFLICT OF INTEREST FORMS

The Chair of the Governance and Ethics Committee, Tova White, reminded Governors to complete their 2023-24 Disclosure of Conflict of Interest forms and to send them to the Secretary General.

ITEM 17: WORKING GROUP ON THE SELECTION PROCESS OF THE PRINCIPAL AND VICE-CHANCELLOR

Tova White confirmed that the preliminary work for this review process is underway. The Committee is being populated and should be able to continue its work in the coming weeks.

ITEM 18: CONTRACT FOR THE CITY OF SHERBROOKE DAY CAMP

Vice-Principal Stine Linden-Andersen explained that the three-year contract (January 1, 2023 – December 31, 2025) with the City of Sherbrooke for the summer day camp exceeds the \$500,000 threshold of an Ancillary Revenue and Commercial contract set by the University and must be submitted to the Board of Governors for approval.

RESOLUTION 2023-02-09
FOR THE APPROVAL OF THE
SUMMER DAY CAMP AT THE SPORTS CENTRE
AND DELEGATION OF SIGNING AUTHORITY

WHEREAS the University's Signing Authority Policy requires approval by the Board of Governors for Ancillary and Commercial Revenue contracts obligating the University where the total amount involved exceeds \$500,000;

BE IT RESOLVED that the Board of Governors approves a three-year contract to operate the summer day camp with the City of Sherbrooke.

AND BE IT FURTHER RESOLVED that the Board of Governors authorizes the following two signing officers (Stine Linden-Andersen, Vice-Principal Student Affairs, Isabelle Goyette, Vice-Principal Finance and Administration, Andrew Webster, Vice-Principal Academic and Research or Sebastien Lebel-Grenier, Principal and Vice-Chancellor), to sign documents pertaining to this service contract.

Moved by: Jessica Riddell
Seconded by: Kent Carson

Motion carried.

ITEM 19: AD HOC SEARCH COMMITTEE FOR THE SECRETARY-GENERAL

Robert Hall, Chair of the Board explained that on July 1, 2022 Denise Lauzière, Chief of Staff, Office of the Principal was named Interim Secretary-General. At the same time, an ad hoc Search Committee was constituted and the appropriate bodies appointed their representatives. In January 2023, as Chair of both Search Committees, he made the decision to suspend the search for the Secretary-General to allow the focus to be solely on the search for the Principal and Vice-Chancellor.

In addition, as the process for the next Principal's search proceeded, it was determined that the new Principal should not only be a part of the process for the next Secretary-General but should lead the process for a member of their team.

Given the time span from when the ad hoc Search Committee began its work in spring 2022, and in order for the Principal and Vice-Chancellor to be a full member and Chair of the Committee, he believes that the Committee needs to be reconstituted and the work restarted from the beginning.

Additionally, members of the original ad hoc Search Committee, such as the Academic Officer and the SRC representative will need to be replaced. All the constituency groups will be informed of this development and they will determine how they wish to proceed with naming their representative which may include naming the representative that was initially selected for the original Committee.

RESOLUTION 2023-02-10
FOR THE ESTABLISHMENT OF AN AD HOC SEARCH COMMITTEE
FOR A SECRETARY GENERAL

WHEREAS the Chair of the Board of Governors recommends the establishment of a new Ad Hoc Search Committee for a Secretary General in accordance with Division V of the Statutes of Bishop's University;

BE IT RESOLVED THAT the ad hoc Committee established on March 18, 2022 be abolished and a new Ad Hoc Committee be established with the mandate and composition set out in Appendix I to this document;

AND BE IT FURTHER RESOLVED THAT the External members of the Board of Governors on the Ad Hoc Search Committee for a Secretary General be Robert Hall and Tova White;

Moved by: Kent Carson
Seconded by: Murielle Lortie

ITEM 20: AD HOC SEARCH COMMITTEE FOR THE VICE-PRINCIPAL STUDENT AFFAIRS

Principal Lebel-Grenier explained that Stine Linden-Andersen has informed him that she will be stepping down as Vice-Principal Student Affairs on June 30, 2024. After much reflection, she has decided to return to teaching and to assist the Psychology Department with the newly created PhD program.

Dr. Linden-Andersen will work closely with the Executive Team in the coming year to ensure a smooth transition.

The Principal thanked the Vice-Principal Student Affairs for her years of service to the University and the important contributions to a more student-centred institution.

RESOLUTION 2023-02-11
FOR THE ESTABLISHMENT OF AN AD HOC SEARCH COMMITTEE
FOR A VICE-PRINCIPAL STUDENT AFFAIRS

WHEREAS the Principal and Vice-Chancellor recommends the establishment of an Ad Hoc Search Committee for a Vice-Principal Student Affairs in accordance with Division V of the Statutes of Bishop’s University;

BE IT RESOLVED THAT an Ad Hoc Committee is established with the mandate and composition set out in Appendix I to this document;

AND BE IT FURTHER RESOLVED THAT the External member of the Board of Governors on the Ad Hoc Search Committee for a Vice-Principal Student Affairs be Suzie O’Bomsawin.

Moved by: Sébastien Lebel-Grenier

Seconded by: Sophia Stacey

Motion carried.

ITEM 21: BOARD MEETING SCHEDULE AND METHOD OF PARTICIPATION

Chair Robert Hall explained that after discussion with the Principal and Vice Chancellor, it was determined that the Board of Governors meeting planned for January 26, 2024 was not required.

The Board also discussed which meetings should be held in person or virtually.

RESOLUTION 2023-02-12
BOARD MEETING SCHEDULE 2023-24 AND METHOD OF PARTICIPATION

Whereas the Board of Governors has discussed the date and mode of its 2023-2024 meetings;

BE IT RESOLVED THAT the Board will convene in person or virtually on the following dates:

2023	2024
September 22	March 15
November 3	April 26
December 15 th (virtual)	Board meeting and Retreat Friday, June 14, from 3 p.m. and Saturday, June 15, from 9 a.m. to 3 p.m.

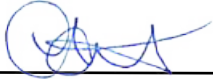
Moved by: Robert Hall

Seconded by: Tova White

Motion carried.

The open session ended at 5:50 p.m.

The meeting ended at 6:17 p.m.



Robert Hall, Chair



Denise Lauzière, Secretary