

SEPTEMBER 29TH 2017

MINUTES

Chair: Robert Hall

Present: Jane Brydges, Anthony Di Mascio, Pierre Cossette, Morgan Gagnon, Michael Goldbloom, Kerry Hull, Deborah Langford, Michel Marleau, Nadia Martel, Cathy McLean, Andrew Stritch, James Sweeny, Tova White

Regrets: Brian Levitt

Senior Administration: Marie-Josée Berger, Isabelle Goyette, Stine Linden-Andersen, Michele Murray, Francine Turmel, Miles Turnbull, Trygve Ugland, Nick Andrews, Matt McBrine

Secretary: Marie-Josée Dufour

Guest: Nancy Beattie, Cathy Beauchamp, Simone Goloven and Stephen Lloyd

ITEM 1: CHAIR'S WELCOME

The Chair called the meeting to order at 3:05 p.m. and welcomed new members.

ITEM 2: BISHOP'S CENTRAIDE CAMPAIGN

Francine Turmel, Dean of the Williams School of Business, is the chair of the 2017 Bishop's Centraide campaign, which supports 68 agencies in the Estrie region. The goal of the campaign is to raise \$16,000. Five per cent of funds raised will remain with the University to support students' needs. Dean Turmel invited Governors to contribute to the campaign.

ITEM 3: APPROVAL OF AGENDA

Miles Turnbull welcomed Nancy Beattie from Champlain College and asked that the approval of Bishop's agreements with Champlain be moved to item 7. The Chair proposed to move the Report of the Finance Committee before the Report of the Audit Committee (item 10). James Sweeny moved approval of the Agenda subject to the proposed modifications, and Michel Marleau seconded the motion.

The motion carried.

ITEM 4: APPROVAL OF MINUTES FOR APRIL 28TH 2017, MAY 11TH 2017, AND JUNE 17TH 2017, MEETINGS

Nadia Martel moved approval of the minutes of the April 28th 2017 meeting as distributed. Kerry Hull seconded the motion.

James Sweeny moved approval of the minutes of the May 11th 2017 meeting as distributed. Cathy McLean seconded the motion.

Deborah Langford mentioned that she was not present at the June 17 meeting. Kerry Hull moved approval of the minutes of the June 17th 2017 meeting, as modified. Michel Marleau seconded the motion.

The motion carried.

ITEM 5: BUSINESS ARISING

There was no business arising from the Minutes.

ITEM 6: APPOINTMENTS AND RE-APPOINTMENTS

a. Reappointment of the Chair and Vice-Chair

Robert Hall left the meeting at this point.

**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^c Robert Hall was re-appointed Chair of the Board of Governors on September 23th 2016 for a one-year term to expire on October 15th 2017;

BE IT RESOLVED THAT the Board of Governors reappoints M^c Robert Hall as Chair of the Board of Governors for a one-year term, to expire on October 15th 2018.

Moved by: Tova White

Seconded by: Jane Brydges

The motion carried.

Nadia Martel left the meeting at this point.

RESOLUTION FOR THE
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 M^c Nadia Martel served as Vice-Chair of the Board of Governors from September 2015 to September 2017;

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

BE IT RESOLVED THAT the Board of Governors reappoints M^c Nadia Martel as Vice-Chair of the Board of Governors for a one-year term, to expire on October 15th 2018.

Moved by: Kerry Hull

Seconded by: Deborah Langford

The motion carried.

Robert Hall and Nadia Martel returned to the meeting at this point.

b. Appointment and reappointment of members of the Statutory, Standing and Ad Hoc Committees of the Board of Governors

RESOLUTION FOR 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 23rd 2016;

BE IT RESOLVED THAT the members of the Audit, Governance and Ethics and Human Resources Committees as set out in this Document 2017-1-06iia be appointed or reappointed for a one-year term to end on October 15th 2018.

Moved by: Michel Marleau

Seconded by: Kerry Hull

The motion carried.

RESOLUTION FOR 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;

WHEREAS the members of the Sustainable Development and Finance Committees and the Committee on Life at the University were appointed on September 23rd, 2016;

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 Morgan Gagnon 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 Document 2017-1-06iib, are appointed or reappointed for a one-year term, to expire on October 15th, 2018.

Moved by: Michel Marleau

Seconded by: Kerry Hull

The motion carried

RESOLUTION FOR 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 for the Sports Centre were reappointed on September 23rd 2016;

WHEREAS the members of the Ad Hoc Oversight Committee on the Housing Plan were reappointed on September 23rd 2016;

WHEREAS the members of the Ad Hoc Oversight Committee for the Learning Commons and Johnson Labs Projects were reappointed 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 *Loi 13*, legislation for the restructuring of defined-benefit pension plans in the University sector;

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

BE IT RESOLVED THAT the members of the Ad Hoc Oversight Committees for the Sports Centre, Bishop's Housing Plan and for the Learning Commons and Johnson Labs, as set out in this Document 2017-1-06iiiic are reappointed for a one-year term, to expire on October 15th, 2018;

AND BE IT FURTHER RESOLVED THAT the Ad Hoc Committee on the Sustainability of the Pension Plan, created on November 22nd 2013, is dissolved.

Moved by: Michel Marleau

Seconded by: Kerry Hull

The motion carried

ITEM 7: APPROVAL OF THE CHAMPLAIN SPACE AND SERVICE CONTRACTS

Isabelle Goyette presented a summary of Champlain Space and Service Agreements.

Nancy Beattie addressed the Board members and thanked Bishop's University for the positive collaboration in negotiating the agreements and looks forward to future partnership.

The Board of Governors is asked to authorize Miles Turnbull, Vice-Principal Academic, and Isabelle Goyette, Vice-Principal Finance and Administration, to jointly sign the contract with Champlain College, as outlined above, on behalf of Bishop's University.

Moved by: Nadia Martel

Seconded by: James Sweeny

The motion carried

ITEM 8: PRINCIPAL'S REPORT

Government Relations

The Principal spoke about the Consultative Committee to the Ministry of Higher Education on University Funding.

Student Experience

The Principal informed the Board about his meeting in Centennial Theatre. He recounted his discussion with a first year student who had said that he was happy at Bishop's because he, and the students he had met, felt safe to be themselves.

Capital Campaign

The Principal spoke about the success of the capital campaign which has raised \$40.5 million. He mentioned that a reception had been held on the TD Terrace for faculty and staff and on a boat on Lake Memphremagog for major donors.

A comment was made about staff contributions not being mentioned in the capital campaign communiqué and in the remarks of the Campaign Co-chairs. The Principal will validate the information and report back to the Board.

ITEM 9: ACADEMIC REPORT AND ENROLMENT UPDATE

Vice-Principal Academic Miles Turnbull presented the Academic Report and informed the Board that the Senate had recently voted to suspend academic programming on the Knowlton campus as of January 2018. Dan Seneker, Director of Enrolment Management, presented the Fall 2017 enrolment update. Bishop's University set a record of 945 new undergraduate students and 2,506 overall full-time students.

ITEM 10: E-PORTFOLIO PRESENTATION

The Vice-Principal Academic introduced Cathy Beauchamp, former Dean of the School of Education and mentor for the e-portfolio project and Simone Goloven, Project Assistant. Dr. Beauchamp and Ms. Goloven presented the e-portfolio project which was developed for students to create a personalized electronic profile of their academic achievements and other work. There are currently 85 participants in the project.

ITEM 11: REPORT OF THE FINANCE COMMITTEE ON THE 2017-18 FORECAST

Michel Marleau, Chair and Isabelle Goyette, Vice-Principal Finance and Administration presented the Financial Report.

ITEM 12: REPORT OF THE AUDIT COMMITTEE ON THE 2016-17 FINANCIAL RESULTS

Vice-Principal Finance and Administration presented the financial results. The Board was asked to approve the audited financial statements as presented.

RESOLUTION 2017-1-01

FOR THE APPROVAL OF THE 2016-17 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, 2017, and further recommends approval of the interfund transfer of \$6,971,865, 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, 2017;

AND BE IT FURTHER RESOLVED THAT the interfund transfer of \$6,971,865 is authorized, as per the requirements of the *Ministère de l'Éducation et de l'Enseignement supérieur*.

Moved by: Michel Marleau

Seconded by: James Sweeny

The motion carried.

RESOLUTION 2017-1-02

FOR REAPPOINTING KPMG AS UNIVERSITY AUDITORS FOR THE 2017-18 FISCAL YEAR

The Board of Governors reappoints KPMG as auditors of the University for the year ending April 30, 2018, in accordance with the mandate outlined in the 2016 call for tenders. The fee

for the 2017-18 audit is set at \$36,000 (same as 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: Michel Marleau

Seconded by: Nadia Martel

The motion carried.

ITEM 13: REPORT OF THE TASK FORCE COMMITTEE ON DIVINITY HOUSE

Stephen Lloyd, Chair, reported on the work of the committee and the recommendations. The renovation costs are estimated at \$7-8 million which would likely be significantly higher than the cost of building a new structure. The Board agreed to follow the recommendation of the Task Force to shore up the building for the next 6 to 12 months while the University further explores possible solutions.

ITEM 14: REPORT OF THE AD HOC COMMITTEE – SIF PROJECTS

Nadia Martel, Chair, spoke briefly about the report of the Committee.

ITEM 15: REPORT OF THE AD HOC HOUSING PLAN COMMITTEE

Cathy McClean, Chair, gave highlights from the Report of the Ad Hoc Housing Plan Committee and talked briefly about the master plan and the location of a new residence. She shared that Kuehner's renovations have started. The Vice-Principal Finance and Administration explained that the committee has decided to wait to begin the construction of the New Residence in light of the important issues described in its report.

ITEM 16: FOLLOW-UP ON THE BOARD RETREAT

Trygve Ugland, Interim Vice-Principal Government Relations and Planning, presented his report and explained the three identified area of improvement:

- Enhancing Bishop's academic reputation
- Retention and recruitment
- Revenue generation

He then presented the details of the Principal's Task Force on the University's Academic Reputation and asked for the input from the Board.

The initiative was welcomed by the Board. It was recommended to increase the Faculty representation considering that the focus of the Task Force is the University's academic reputation. It was also recommended to better define "academic reputation".

ITEM 17: APPROVAL OF LONG-TERM BORROWING

RESOLUTION 2017-1-03
FOR THE APPROVAL OF LONG-TERM BORROWING
FOR CAPITAL EXPENDITURES UNDER THE PQI

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

WHEREAS Bishop's University has been authorized by the MEES to borrow up to \$8,764,481 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 Appendix I, *INSTITUTION D'UN REGIME D'EMPRUNTS À LONG TERME*, identified as Item 17ii;

BE IT RESOLVED THAT the Board of Governors approves the borrowing of \$8,764,481 in accordance with the terms set out in Appendix I (identified as Item 17ii);

AND 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) to co-sign any and all documents required to complete this transaction, as outlined in paragraph 6 of the attached motion.

Moved by: James Sweeny

Seconded by: Michel Marleau

The motion carried.

ITEM 18: REPORT OF THE PRESIDENT OF THE SRC

Morgan Gagnon, President of the Students' Representative Council (SRC), reported that the referendum on accreditation did not pass and the SRC will not be able to obtain its accreditation this year.

ITEM 19: APPROVAL TO APPOINT A REPRESENTATIVE FOR CLICSÉQR

RESOLUTION 2017-1-04
FOR THE APPOINTMENT OF THE INTERIM SECRETARY GENERAL AS REPRESENTATIVE FOR
CLICSEUR

WHEREAS Bishop's University has a business account with Revenue Quebec;

AND WHEREAS Revenue Quebec requires a resolution to appoint a representative to act on behalf of the University;

BE IT RESOLVED THAT the Board of Governors authorizes the Interim Secretary General, Marie-Josée Dufour, to be this representative.

Moved by: Nadia Martel

Seconded by: Kerry Hull

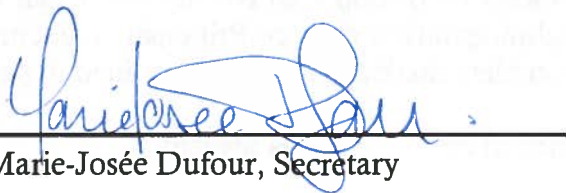
The motion carried.

ITEM 20: OTHER BUSINESS

There being no further business, the Board moved into closed session at 5:55 p.m.



Robert Hall, Chair



Marie-Josée Dufour, Secretary