

**Brandon University Board of Governors
(Open Session)**

**June 21, 2014
Louis Riel Room
8:30 a.m.**

Present: Ms S. Armstrong, Ms J. Biggs, Mr. G. Boyd, Dr. R. Gasse, Ms B. Jolly, Ms L. McDougald-Williams, Ms S. Mutasa, Dr. F. Nichols, Ms K. Phillips, Dr. D. Poff, Mr. B. Schaffer, Ms C. Taylor

Resource: Dr. G. Fearon, Mr. S. Lamont, Ms K. Fisher (Recorder)

Regrets: Mr. J. Cockerill, Mr. M. Decter, Mr. J. Springer, Mr. D. Stewart

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:35 a.m.

2.0 AGENDA AND MINUTES

2.1 Approval of Agenda of June 21, 2014

Motion: Moved and seconded (K. Phillips/J. Biggs)

BE IT RESOLVED THAT the agenda of the June 21, 2014, Board of Governors meeting (Open Session) be approved.

**071 Jun14
CARRIED**

2.2 Move to Closed Session

Motion: Moved and seconded (R. Gasse/K. Phillips)

BE IT RESOLVED THAT the meeting move to Closed Session.

CARRIED

2.3 Approval of Minutes of May 24, 2014

Motion: Moved and seconded (B. Jolly/K. Phillips)

BE IT RESOLVED THAT the minutes of the May 24, 2014, Board of Governors meeting (Open Session) be approved.

072 Jun14
CARRIED

2.4 Motion(s) Raised from Closed Session

The following motions were raised from Closed Session:

BE IT RESOLVED THAT the Board of Governors approve the appointment of Dr. Demetrios Tryphonopoulos as Dean, Faculty of Arts, for a five-year term from January 1, 2015 to December 31, 2019.

BE IT RESOLVED THAT the Board of Governors approve the appointment of Dr. Demetrios Tryphonopoulos as Dean of Graduate Studies for a two-year term commencing January 1, 2015.

BE IT RESOLVED THAT the Board of Governors approve the granting of the designation “Professor Emeritus” to Dr. Ronald Dong of the Department of Physics and Astronomy, Faculty of Science.

BE IT RESOLVED THAT the University address the high and medium priority items up to a maximum of \$100,000 with timing to be determined with the new President.

BE IT RESOLVED THAT the Board of Governors approve the purchase of 215 and 223 – 18th Street for the sum of four hundred and ninety-nine thousand dollars (\$499,000), subject to approval of financing for the purchase by the Province of Manitoba at rates and an amortization period consistent with recent promissory notes. Further, that the Board authorizes the borrowing of four hundred and ninety-nine thousand dollars (\$499,000) from the Province of Manitoba, in April or May 2014, at an interest rate on the outstanding principal sum to be determined at the time of the loan, repayable in monthly installments on the last business day of the month.

3.0 CORRESPONDENCE

There were no items of correspondence.

4.0 REPORTS

4.1 Academic Operations Committee (J. Biggs)

a) Report from the Academic Operations Committee

The Academic Operations Committee met on Friday at 1:30 p.m.

New terms of reference for one award were reviewed as proposed by the Senate.

The Academic Operations Committee passed the following motions in Open Session:

BE IT RESOLVED THAT the Academic Operations Committee recommend to the Board of Governors, for approval, the Terms of Reference for the following new award:

Jerry and Marnie Hemmings Award

4.2 Finance and Audit Committee (B. Schaffer)

a) Report from the Finance and Audit Committee

The Finance and Audit Committee met on Friday at 2:15 p.m.

Ms Jeanne Millis and Mr. Todd Birkan of BDO Canada attended the meeting to present and discuss the results of our annual audit. Ms Susan Hay of the Office of the Auditor General also participated by telephone.

Five items of new business were discussed, and motions were passed regarding the following: Brandon University Audited Financial Statements; Bill 57 – Public Sector Compensation Disclosure; and Compliance with the William D. Ford Federal Direct Loan Program. In addition, the Committee received a copy of the Annual Report for the Brandon University Retirement Plan as well as the bi-annual reports on Contracts/Agreements, Insurance Policies, International Agreements and Telephones/Computers and Maintenance/Warranty Agreements.

Also received for information were the following reports:

- Financial Summary by Object as at May 31, 2014
- Financial Summary by Function as at May 31, 2014
- Transactions of \$25,000 or More from May 1, 2014 – May 31, 2014
- Fund Balances

The following motions were passed:

BE IT RESOLVED THAT the Finance and Audit Committee recommend to the Board of Governors, for approval, the audited Financial Statements for Brandon University for the year ended March 31, 2014.

BE IT RESOLVED THAT the Finance and Audit Committee recommend to the Board of Governors, for approval, the attached document as prepared in accordance with the Public Sector Compensation Disclosure Act.

BE IT RESOLVED THAT the Finance and Audit Committee receive and forward to the Board of Governors the Auditor's Report regarding the University's compliance with the William D. Ford Federal Direct Loan Program for the year ended March 31, 2014.

4.3 Executive Committee (L. McDougald-Williams)

a) Report from the Executive Committee

The Executive Committee met on Friday at 3:00 p.m.

Reports were received from the Academic Operations Committee, the Finance and Audit Committee, the President, and the Vice-Presidents. These reports and all other Executive business are included on the Board of Governors agenda for discussion and approval.

4.4 President (D. Poff)

a) Report from the President

A copy of Dr. Poff's written report was included in the package. The following highlights were discussed:

- A meeting between Drs. Poff and Fearon and Drs. Brian Postl and Charles Penner of the University of Manitoba was held to discuss collaborations in the area of health care. The University will be provided with funding to hire a one-year term to undertake a study for distributed medical education.
- Follow-up meetings with the Minister of Education and Advanced Learning and the Premier have been held to advance to the mature student family housing project.

4.5 Vice-President (Academic and Provost) (G. Fearon)

a) Report from the Vice-President (Academic and Provost)

A copy of Dr. Fearon's written report was included in the package. The following highlights were discussed:

- Dr. Sarah Plosker of our Department of Mathematics has been presented with the gold medal for top graduate student at her Convocation from the University of Guelph.
- Bill 63 – *The Advanced Education Administration Amendment and Council on Post-Secondary Education Repeal Act* has now received its third and final reading and royal ascent.

- Academic Plan – One of the key objectives is to develop and build a shared and common understanding of the academic priorities and the future of the University. A number of key findings were shared, including: identifying our commitment to student success, open-access, research, scholarly and creative activities, teaching and learning, rural education, and community engagement.

Dr. Gasse noted that it will be difficult for the Faculty of Arts to meet the proposed timeline for the establishment of their plan given the leadership transition that is to take place. Dr. Fearon noted that one consideration is to have the faculties stagger their reports so that those who are in a position to move forward can do so and those who require more time (i.e. the Faculty of Arts) are afforded it.

Dr. Gasse questioned the status of our proposals presently before the Council on Post-Secondary Education. Dr. Fearon noted that approval without funding has been received for Exploration Geophysics and that follow-up continues on the remaining two items.

4.6 Vice-President (Administration and Finance) (S. Lamont)

a) Report from the Vice-President (Administration and Finance)

A copy of Mr. Lamont's written report was included in the package. The following highlights were discussed:

- Mature Student Family Housing – in addition to the recent meetings that were held, the University is looking to identify our next steps in terms of estimates.
- Soccer – the University will start playing games this fall. Plans are moving forward to improve the condition of our field but we are unsure as to whether or not it will be ready for play in September.
- COWFLOP (Council of Western Financial Logistics and Operational Professionals) – Brandon University will host the conference this fall.
- Canadian Anti-Spam Legislation – This legislation will come into effect July 1, 2014; its purpose is to control commercial electronic messages. BU's Director of Information Technology Services has been meeting with various units and areas to determine what their needs are and how they may be affected. It has also been a discussion item amongst university business managers and lawyers across the country.

Further discussion regarding the Canadian Anti-Spam Legislation followed. With regards to communicating with our alumni and our student body, it was noted that members of the Alumni Association (membership is automatic upon graduation) and members of BUSU (membership is required for all students) have implied consent, therefore, there will be little to no impact on how we communicate with these groups.

4.7 Brandon University Foundation (Vacant/G. Boyd/C. Taylor)

There has been no meeting to report on.

4.8 Knowles-Douglas Student Centre (S. Armstrong/S. Lamont)

There has been no meeting to report on.

4.9 Board of Trustees of the BU Retirement Plan (S. Lamont)

Mr. Lamont noted that the Board of Trustees last met on June 5th at which time the CIBC Mellon Fee Schedule, Financial Statements, and valuation were approved. In addition, Dr. Bryan Hill was elected as the new Chair, replacing Dr. William Paton.

4.10 Brandon University Senate (R. Gasse)

Dr. Gasse reported that Senate last met on June 17, 2014. This was the first meeting of the 47th Senate of Brandon University.

At this meeting, Senators were elected to various committees, including one of two Senate representatives to the Board of Governors. Several committee positions remain vacant and will be filled in September.

An update on the strategic academic planning process was provided and was followed by a short discussion period.

New courses in English, Native Studies and Rural Development were approved and old courses from the Visual and Aboriginal Arts section of the calendar were deleted.

Changes to Brandon University's English Proficiency Requirements of English as a Second Language (ESL) students and to the membership of External Review Committees were approved. Changes to the Master of Rural Development program were also approved to add the option of a course-based masters.

4.11 Review Committee on the Status of Women (C. Taylor)

Ms Taylor reported that the quinquennial review is progressing. Research assistants have been hired to assist with the review with funding being jointly provided by the Office of the President and the Faculty Association. It was noted that the deadline for survey responses has been extended due to a low response rate.

4.12 Brandon University Alumni Association (D. Stewart)

There was no report.

4.13 Brandon University Students' Union (J. Springer/S. Mutasa)

Ms Mutasa reported that Mr. Nicholas Brown was elected Vice-President (Internal) and a number of vacant council positions have been filled. Preliminary planning is underway for a number of orientation activities that will kick-off the new academic year, including Rock the Block.

5.0 NEW BUSINESS

5.1 Brandon University Audit Results Memorandum 2014

The Chair welcomed Ms Deb Berkan, Director, Financial & Registration Services, to the meeting.

Ms Berkan noted that the audit was conducted in accordance with Canadian public sector accounting standards (PSAS) and that the statements were found to be free from material misstatement.

5.2 Motion: Brandon University Audited Financial Statements

Motion: Moved and seconded (B. Schaffer/K. Phillips)

BE IT RESOLVED THAT the Board of Governors approve the audited Financial Statements for Brandon University for the year ended March 31, 2014.

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Ms Berkan stated that, with us now fully reporting under public sector accounting standards, the financial statements have now converted to the standard two-column structure. The following components were highlighted:

Statement of Financial Position

Long-term Investments – the University now lists assets in this category. Investments with maturity dates that exceed one year are considered long-term.

Cash and cash equivalents – the amount reported in 2014 is significantly less than in 2013 as last year's report included hold-back funds associated with the Healthy Living Centre construction. These funds are to be paid out to the general contractor when the architect deems the work is substantially complete. This transaction has now taken place which accounts for the significant difference.

Unfunded pension liability – this year we are reporting a decrease of just over \$1 million which represents an improvement in our investment returns.

Statement of Operations

Excess of revenue over expenses – this year we are reporting an excess of revenue over expenses of \$40,350 which is a significant decrease from last year.

Miscellaneous revenue – this line includes additional research funding that has been received.

Ms Berkan stated that the Notes section follows the statements and can be referenced for additional information. It is within this section that the relevant principles and policies that are used in preparing the statements are cited.

CARRIED

5.3 Motion: Bill 57 – Public Sector Compensation Disclosure

Motion: Moved and seconded (B. Schaffer/K. Phillips)

BE IT RESOLVED THAT the Board of Governors approve the attached document as prepared in accordance with the Public Sector Compensation Disclosure Act.

074 Jun14

Ms Berkan noted that the University must provide a report of all employees who receive compensation in excess of \$50,000. Compensation includes the total value of salary payments, allowances, overtime payments, retirement or severance payments, vacation payouts, retroactive payments, payments for self-funded research grants, taxable benefits including those for rent and life insurance, and professional dues paid by the employer on behalf of the employee.

Following approval, copies of this report will be made available in the Office of the President, the John E. Robbins Library and online on the Administration and Finance page.

CARRIED

5.4 Motion: Compliance with William D. Ford Federal Direct Loan Program

Motion: Moved and seconded (K. Phillips/G. Boyd)

BE IT RESOLVED THAT the Board of Governors receive the Auditor's Report regarding the University's compliance with the William D. Ford Federal Direct Loan Program for the year ended March 31, 2014.

075 Jun14

Ms Berkan stated that the US Department of Education has very specific rules and regulations for how we are to manage the loans of our US students. The

University is responsible for testing our compliance with these regulations. Given the University's small population of US students, all of our students were reported and no issues were found.

CARRIED

5.5 Annual Report – Brandon University Retirement Plan

Ms Berkan stated that the Financial Statements for the BU Retirement Plan for the year ended December 31, 2013, were received and approved by the Board of Trustees at their last meeting on June 5, 2014.

The Plan is supported by an Investment Manager, Connor, Clark & Lunn Investment Management Ltd., a Custodian, CIBC Mellon Global Securities Services Company, and an Actuary, Eckler Ltd.

The following components of the Annual Report were highlighted:

Statement of Financial Position – net assets available for benefits of \$144,430,417 were reported for 2013, an increase of \$21,038,401 over last year. The Plan deficit is calculated on a going-concern basis, meaning that it is assumed that the operation is going to continue and not wind-up.

Statement of Changes in Net Assets Available for Benefits – the University special payments have decreased from \$3,810,234 in 2012 to \$3,115,006 in 2013. In 2014, this amount will further decrease to approximately \$1,698,000.

General Information – the number of pensioners is increasing relative to the number of active contributing members of the Plan. The category of “Deferred, inactive and pending election” represents former employees who have not chosen to receive a pension. This may be for a number of reasons, including the age at which they left the employment of the University.

Notes to the Financial Statements – this section is intended to provide additional information to assist the reader in understanding the policies and principles that guide the administration of the plan as well as the preparation of the financial statements.

Mr. Lamont spoke to Note 7 – Actuarial Valuation – which provides information on the change in the mortality tables as they have had an effect on the actuarial report.

With respect to the annual valuation, it was noted that our solvency ratio must be greater than 90% before this requirement will be no longer. Our present rate is 84.2% which is a significant improvement (it was 71.0% in 2012).

Mr. Schaffer noted that, when you consider all of the indicators – more pensioners, longer mortality rates, etc. – there is cause for concern. This not only impacts the Retirement Plan but it also impacts our capacity in terms of our operating budget.

Mr. Lamont stated that we must balance the interests of the pensioners, the University, and the Plan. Any adjustments to the plan must receive the Board's approval and it is important that we carefully consider the indicators and the potential impact each time a decision is required.

5.6 Motion: Scholarships-Bursaries – New Terms of Reference

Motion: Moved and seconded (B. Jolly/S. Armstrong)

BE IT RESOLVED THAT the Board of Governors approve the Terms of Reference for the following new award:

Jerry and Marnie Hemmings Award

To be awarded on the recommendation of the Athletics Director, in consultation with the basketball coaches, to returning Bobcat basketball players who best exemplify leadership in basketball and scholastic accomplishment. Preference will be given to students in the Bachelor of Education After Degree program who have completed the Bachelor of Physical Education Studies degree at Brandon University or students in the Bachelor of Physical Education Studies degree program. Awards shall be evenly divided between the Men's and Women's Bobcat basketball teams.

Value: Use income allocation, number and amount will vary.

082 Jun14

Dr. Poff noted that Mr. Hemmings has recently announced his retirement from Brandon University after 40 years of service. This endowed award has been set-up by he and his wife to benefit one player from each of our Men's and Women's Bobcat basketball teams.

CARRIED

5.7 Motion: Brandon University Visual Identity

Motion: Moved and seconded (B. Jolly/K. Phillips)

BE IT RESOLVED THAT the Board of Governors approve the proposed Visual Identity for Brandon University;

AND THAT the University request, from the Chief Herald of Canada, to receive armorial bearings from the Canadian Crown under the powers exercised by the Governor General of Canada.

084 Jun14

Dr. Poff welcomed Mr. Alex Beshara, Communications Officer, Social Media, to the meeting. Dr. Poff reminded members of Mr. Beshara's presentation at the May meeting and stated that this recommendation follows a number of stakeholder consultations. The proposal identity is a clean, contemporary look. Quite a positive response has been received; stakeholders have been less conservative than originally expected.

CARRIED

The members thanked Mr. Beshara for all of his efforts on this item.

6.0 ANY OTHER BUSINESS

No items of other business were discussed.

7.0 INFORMATION

- 7.1 Transactions of \$25,000 or More – May 1, 2014 to May 31, 2014
- 7.2 Contracts/Agreements Report – June 2014
- 7.3 Insurance Policies Report – June 2014
- 7.4 International Agreements Report – June 2014
- 7.5 Telephones/Computers and Maintenance/Warranty Agreements – June 2014
- 7.6 Final List of Graduates – May 30, 2014

Items 7.1 through 7.6 were received for information.

The Chair noted that today is National Aboriginal Day and a number of events are being held at New Era School from 12:00 p.m. – 8:00 p.m. Additional details were available for members.

It was noted that this meeting is the last for a number of our members. The Chair and the President wished everyone well and the members expressed their thanks to the Chair for her leadership and service throughout her term of office.

8.0 ADJOURNMENT

Moved (K. Phillips)

BE IT RESOLVED THAT the meeting adjourn at 10:04 a.m.

CARRIED