

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

**Saturday, November 25, 2017
Louis Riel Room
8:30 a.m.**

Present: D. Stewart (Chair), S. Robinson, N. Brown, T. Corbett, K. Kerkowich, S. Chambers, M. Decter (via teleconference), H. Mumin, C. Stitt, M. Cain, E. Simon, K. Auriat, B. Zander, G. Jackson, J. Gobeil

Resource: M. Serfaty, S. Lamont, K. Fisher, M. Lamontagne (Recorder)

Regrets: R. Sneath

1.0 CALL TO ORDER

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

The Chair welcomed new members to the Board. Roundtable introductions were made.

2.0 AGENDA AND MINUTES

2.1 Approval of Agenda of November 25, 2017

Motion: Moved and seconded (N. Brown/E. Simon)

BE IT RESOLVED THAT the agenda of the November 25, 2017, Board of Governors meeting (Open Session) be approved.

**132 Nov17
CARRIED**

2.2 Approval of Consent Agenda

Motion: Moved and seconded (N. Brown/M. Cain)

BE IT RESOLVED THAT the Consent Agenda be approved as follows:

- a) **Minutes of September 23, 2017 (Open Session)**
- b) **Report from the Acting Vice-President (Academic and Provost)**
- c) **Report from the Vice-President (Administration and Finance)**
- d) **Report – Transactions of \$25,000 or More – September 1 – November 13, 2017**
- e) **Report - Contracts/Agreements – November 2017**

- f) **Report – Telephones/Computers and Maintenance/Warranty Agreements – November 2017**
- g) **Report – Insurance Policies – November 2017**
- h) **Report – International Institutional Agreements Report – November 2017**
- i) **Report – International Agents Agreements – November 2017**
- j) **Final List of October Graduates**

**133 Nov17
CARRIED**

2.3 Moved to Closed Session

Motion: Moved and seconded (T. Corbett/N. Brown)

BE IT RESOLVED that the meeting move to Closed Session.

CARRIED

2.4 Motion(s) Raised from Closed Session

The following motions were raised from Closed Session upon individuals being notified:

BE IT RESOLVED THAT the Board of Governors approve the appointment of Dr. Bernadette Ardelli as Dean, Faculty of Science for a five-year term from January 1, 2018 to December 31, 2022.

BE IT RESOLVED THAT the Board of Governors approve the extension of Dr. Heather Duncan’s appointment as Associate Vice-President (Research) to July 31, 2018.

BE IT RESOLVED THAT the Board of Governors approve the extension of Dr. Dean Care’s appointment as Associate Vice-President (Teaching and Learning) to July 31, 2018.

CARRIED

3.0 CORRESPONDENCE

There were no items of correspondence.

4.0 REPORTS

4.1 Governance and Nominating Committee

- a) Report from the Governance and Nominating Committee (D. Stewart A/Chair)

The Governance and Nominating Committee met on Friday at 4:30 p.m.

Three items of continuing business were discussed including an update on the Board policy review process; an update on Board Committee Vacancies and an update on Board Executive Officer Vacancies.

Two recommendations to the Board of Governors were passed; they include the repeal of the A.I.D.S. Policy and the revisions to the Tripartite Agreement which is an administrative agreement between the University, the Foundation, and the Alumni Association.

4.2 Finance and Audit Committee (D. Stewart A/Chair)

- a) Report from the Finance and Audit Committee

The Finance and Audit Committee met on Friday at 5:15 p.m.

The following regular reports were received for information:

- Financial Summary as at October 31, 2017
- Financial Summary by Object as at October 31, 2017

In addition, and in accordance with By-Law No. 8, the following bi-annual reports were provided:

- Contracts/Agreements
- Telephones/Computers and Maintenance/Warranty Agreements
- Insurance Policies
- International Institutional Agreements
- International Agents Agreements

Finally, there was one item of new business which was a recommendation regarding the annual distribution rate for endowment funds.

4.3 Executive Committee (D. Stewart)

- a) Report from the Executive Committee

The Executive Committee met on Friday at 6:00 p.m.

Reports were received from the Governance and Nominating Committee, Finance and Audit Committee, the President, and the Vice-Presidents. The

reports and all other Executive business are included on the Board of Governors agenda for discussion and approval.

4.4 President (S. Robinson)

a) Report from the Interim President

A copy of Dr. Robinson's written report was included in the package and presented. A set of key priorities have been identified and a number of corresponding activities and engagements that are in support of these priorities were noted.

Dr. Robinson provided the following highlights in addition to his written report:

- President's Executive Council presented the Campus Master Plan at the City Council meeting on November 20, 2017. The presentation was well received and the plan was approved afterwards by City Council;
- Attended the Universities Canada Annual Conference & Meeting in Ottawa which largely focused on inclusive excellence principles relating to accessibility. Free speech was also a topic of discussion and Dr. Robinson noted he would like to engage with the Board on this topic in the future;
- Post-Secondary Education (PSE) Presidents met with the Business Council of Manitoba to discuss the importance of PSE to the Manitoba economy. Both groups will continue to meet to establish labour market outcomes and develop a PSE strategy for the Province with the hope of influencing the Province's strategy;
- Participated in a variety of Homecoming events noting that this year marks BU's 50th Anniversary;
- Attended, along with 8-10 BU representatives, the Building Reconciliation Forum which focused on moving Canadian universities towards reconciliation as a result of the Truth and Reconciliation Commission of Canada Calls to Action;
- Vice-President and accompanying Professor of Dalian University (China) visited BU and communicated that they would like to see more individuals from BU visit their University and expressed the importance of building relationships with universities like BU;
- President's Circle Holiday Reception will be held on December 7, 2017 and Board members are invited to attend.

b) Manitoba Post-Secondary Education Strategy Report

Dr. Robinson provided a verbal report and the following is a summary of his report:

- Province has not yet released a PSE Strategy for Manitoba;
- Multiple engagements with Provincial officials have commenced over the past few months including:

- Meetings with the Minister of Education & Training and members of his staff with individual presidents as well as part of a PSE Presidents meeting;
- Pre-budget consultation with the Minister of Finance; and
- Throne Speech;
- Priorities signalled by the Province by way of these engagements are as follows:
 - Province is transitioning to a focus on labour market outcomes such as the ability for PSE institutions to feed and drive the labour market for increased employment success and economic growth;
 - Value for money and fiscal responsibility;
 - Potential rebalancing of PSE budgets (i.e., shifting funds from senior administration to front-line services);
 - Potential review of Manitoba universities noting that major review of Manitoba colleges is currently underway and issues could be transferrable to universities;
 - Province is showing high degree of interest in completion rates for students to start and finish university in a reasonable time; and
 - Minister of Education & Training indicated the importance of collaboration between BU and ACC noting current collaborations with ACC. Currently our collaborations include: Memorandum of Understanding; residence sharing, administrative professional development initiatives; and collaborative programming (i.e., Public History Program). BU looks to expand on these collaborative approaches in the future.

Dr. Robinson expressed the importance of ensuring that labour market outcomes are considered in future funding requests to the Province for programming.

The Chair provided the following addition to 4.2 a) Report from the Finance and Audit Committee:

An updated Financial Summary Report by Object was distributed at the Finance & Audit Committee meeting noting that as of November 1, 2017, enrolment by head count has increased by 8% since November 1, 2016. Credit hours have also increased by 7% over the same time period.

4.5 Brandon University Foundation (T. Corbett/M. Cain/H. Mumin)

Dr. Corbett was unable to attend the last meeting and requested that Mr. Lamont provide a report. Mr. Lamont reported the following:

- Semi-annual meeting was held on October 6th, 2017;

- Reports were received from the Foundation President, BU Interim President, and the Office of Advancement and External Relations;
- Heathbridge Capital Management presented on the Foundation portfolio noting \$68M in the Foundation as of June 30th. The annual rate of return on investments was approximately 14%, while the median balanced fund had returns of 6.5%. The BU Foundation investments are doing very well; and
- Two motions were passed including the 2017/2018 Distribution Rate and revisions to the Tripartite Agreement.

4.6 Knowles-Douglas Student Centre (S. Lamont/D. Stewart)

Mr. Lamont reported the following from the last meeting:

- Agenda items focused mainly on renovations and repairs including: gender neutral washrooms, repairs to fiber optic cable; waste water line repairs and new security cameras for the Mingling Area;
- Discussion took place regarding the Forbidden Flavours lease noting that their move to the old SUDS location has proven to be successful for both BU and the students; and
- The 2017/18 Budget was reviewed.

4.7 Board of Trustees of the BU Retirement Plan (S. Chambers/S. Lamont)

Mr. Lamont reported the following from the meeting held November 23, 2017:

- Investment managers Conner Clark & Lund reported that there is currently \$177M in the plan and provided a report for the fourth quarter;
- Discussion took place regarding impacts of retirement marriage breakdowns noting that further discussion will take place to determine if changes to the plan are required;
- Some pension reforms are anticipated noting that mortality rates are changing; and
- Eckler provided an education for pensioners on what actuaries do.

4.8 Brandon University Senate (H. Mumin/M. Cain)

Mr. Cain reported the following:

- Last Senate meeting was held on November 14, 2017;
- Course and calendar changes were made for the 2018/19 calendar;
- One new course was approved for the Department of Geology: Advanced Topics in Geoscience;
- New Co-Op courses were approved for the Faculty of Arts & Science: Co-Op Work Term I, II and III; and
- New terms of reference as well as revisions for a number of scholarships and bursaries were approved.

4.9 Status of Women Review Committee (K. Kerkowich)

K. Kerkowich reported the following:

- Committee meets on the third Thursday of each month;
- Women's History Month event was held on October 26th which focused on "Research Around the Edges" where six female faculty members presented a research topic, noting that all were powerful presentations;
- Members were encouraged to attend the Women's History Month event next year;
- Ms. Kerkowich was unable to attend and report on the last SWRC meeting.

4.10 Brandon University Alumni Association (D. Stewart)

Mr. Stewart reported the following:

- Last meeting was held on November 6, 2017;
- Reports were received from the Alumni Association President, Alumni Relations Office, BUSU and the chairs of each of the Homecoming Committee, Nominating Committee and Awards Committee;
- Kayvon Razzaghi was appointed to the Presidential Search Committee;
- Revisions to the Tripartite Agreement were approved;
- Winnipeg Alumni Association Chapter hosted an event on November 17th and are planning an event to coincide with the Bobcats game in January at the University of Winnipeg;
- Alumni Association and the Westman Chapter jointly participated in the Santa Parade on November 18th; and
- Westman Alumni Chapter will host a movie event on November 25th in conjunction with BU's first ever Christmas Tree lighting event.

4.11 Brandon University Students' Union (N. Brown/E. Simon)

Mr. Brown reported the following:

- Graduate student gathering was held on September 25th;
- Light Up the World Purple was held on October 10th;
- Participated in Homecoming events on October 14th;
- Annual Halloween Food Drive was held on October 31st where just under 3,000 pounds of food was donated;
- Formal launch of I.M. Well app was held on November 13, 2017 which was sponsored by the University. The program provides 24/7 counselling services for students;
- Long Night Against Procrastination was held on November 22nd where BUSU provided a variety of activities;
- Working with Student Services to create multi-faith space on campus;
- Rally was held on October 25th in Brandon and October 26th in Winnipeg in opposition to Bill 31 noting that the Bill was passed.

5.0 NEW BUSINESS**5.1 Motion: Public History Program**

Motion: Moved and seconded: (H. Mumin/N. Brown)

BE IT RESOLVED THAT the Board of Governors approve the Brandon University and Assiniboine Community College joint program in the Faculty of Arts, Department of History, Public History;

AND THAT said proposal be forwarded to the Education and Training Division of the Provincial Government.

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Dr. Serfaty spoke to the motion at the request of the Chair. Dr. Serfaty stated that the program was originally approved by the Board in May 2016; however, the original proposal included a financial request for government funding which was later denied. The decision was made to re-submit the proposal without the request for government funding. The cost of the program to the University will be approximately \$22,000, primarily to fund two sessional instructors. The program will allow History students to earn a degree by completing one full year at ACC and three years at BU. It was noted that government requires all new programs to be submitted for approval regardless of funding needs. The program requires Board approval as there are financial implications involved to the University noting that ACC has already approved the program on their end. Once approved, the program application will be submitted to government so that it can hopefully be available to students in 2018. It is anticipated that about 20 students will enroll in the program for 2018.

It was confirmed that the degree would be equal to a full four-year University degree.

It was noted that the program is very likely to be approved given that government will not be required to provide funds.

Dr. Robinson stated that the program is directly tied to labour market demand for historians through museum curating and management and there is a real demand in Manitoba for expertise in those areas.

Member asked for confirmation that the \$22,000 is an expense only and does not take revenue into account. Dr. Serfaty confirmed this to be correct.

Member commented on the positive forecast of the program in terms of revenue and expressed surprise in the level of demand for positions in Manitoba. It was noted that the ACC portion of the program will incorporate media.

Dr. Serfaty stated that BU is currently working with ACC on other initiatives with the hope to report more on these at future Board meeting and that these collaborative approaches are supported by government.

CARRIED

5.2 Motion: Revisions to the Tripartite Agreement

Motion: Moved and seconded (S. Chambers/T. Corbett)

BE IT RESOLVED THAT the Board of Governors approve the proposed changes to the Tripartite Agreement.

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Dr. Robinson stated that the Tripartite Agreement is an agreement between Brandon University, the Brandon University Alumni Association, and the Brandon University Foundation. The agreement serves to address how these three organizations work together to promote advancement activities and fund management and all revisions to the agreement require approval from all three organizations.

The proposed revisions have been approved by the BU Foundation and the Alumni Association with final approval required by the Board. Proposed revisions are mostly “housekeeping” updates noting that one substantive issue was raised and a proposed revision was ultimately not followed through on regarding Item 3 b) iv. D. of the agreement relating to the Foundation recommendation of disbursement rates. The proposed revisions will maintain the tradition of the Foundation and Board of Governors working together to determine and approve disbursement rates.

Mr. Lamont noted another revision regarding Item 4 of the agreement where the Foundation may make changes, in consultation with the donor, to an endowment where a purpose does not exist or no recipient can be found. If such a case occurs, the Foundation will go back to the donor to find another purpose that is similar to the original purpose. This will provide the Foundation with the ability to redirect endowments where no recipients can be found.

Grant Jackson departed the meeting at 11:22 a.m.

As per a question from a member, it was confirmed that if each of the three units cannot reach an agreement, they will be required to continue working together until a mutual agreement can be determined.

CARRIED

5.3 Motion: Annual Distribution Rate – Endowment Funds

Motion: Moved and seconded (T. Corbett/E. Simon)

BE IT RESOLVED THAT the Board of Governors approve the endowment earnings disbursement rate of 5.0% as recommended by the Brandon University Foundation.

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Mr. Lamont shared the background behind the disbursement rate for new members. He reported that the distribution rate is comprised of 4.5% with the additional 0.5% portion used to fund administrative functions of the Office of Advancement and External Relations.

Mr. Lamont shared a report regarding the recommended distribution rate on behalf of the Foundation Management Committee which was also distributed in the Board agenda packages. The following highlights from his report were discussed:

- As of June 30, 2017, the return over the past 3 years was 6.8%; over the past 5 years, it was 11.3%; and over the last 10-20 years has been 7.5 and 9.6%. Therefore, the rate of return on investments has met the long-term objective of the distribution rate plus inflation;
- In comparing the distribution rate to other universities in Canada, it has been found that BU's rate is similar to that of other universities, although slightly to the higher end.

Mr. Lamont stated that he endorses the rate as recommended by the investment manager.

It was noted that Office of Advancement & External Relations expenses are approximately \$1M and that the Foundation supports these expenses, including departmental salaries, by way of an annual transfer of approximately \$440K from a return on endowment. It was noted that investment management fees are covered separately.

Member asked if there is a capital fund that people can contribute to through the Foundation noting that this could be something that would be an ongoing source of funds for capital work. Mr. Lamont confirmed that such a fund does not exist and explained the different types of endowments.

CARRIED

5.4 Motion: EAP Tuition Increase Proposal

Motion: Moved and seconded (S. Robinson/S. Chambers)

BE IT RESOLVED THAT the Board of Governors approve the increase of the English for Academic Purposes Program tuition to \$3500 per term;

AND THAT the fees for permanent residents enrolled in the English for Academic Purposes Program increase to \$2625 per term.

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Dr. Robinson stated that tuition fees for international students are unregulated and that fees are set with a variety of factors in mind such as competitor rates. It was noted that the cost of recruiting agents has increased. At the moment, BU is seeing the highest number of students enrolled in EAP in 25 years and a fair number of those students wish to stay at BU to enter regular courses. The current fees for the EAP program are set at \$3000 per term and it was noted that EAP offers more intensive programming with significant teaching time involved. Costs of the program are increasing with the increase in students and so additional funds are needed to manage the administration of the program and to provide additional services for students. Tuition fees for the program were last set in 2013 and the new fee being proposed is \$3500 per term noting that this fee is still under what competitors are charging. It was noted that Permanent Residents (PRs) are also welcome to enroll in the program and they pay a lower rate which is also being proposed to increase from \$2250 per term to \$2625 per term.

The Chair noted an error in the motion sheet rationale in paragraph 3, and stated that the proposed increases will be effective September 2018 and not September 2015.

As per a question from a member, Dr. Serfaty indicated that he will look into differential fees between PRs and international students at other institutions included in the comparative analysis of the motion sheet and follow up.

Extensive discussion took place regarding the motion. There was significant debate around the differential fees between international students and PRs and whether PRs should pay the same tuition fees for the EAP program as international students. Some members suggested to table the motion to a later date once more information is provided. Dr. Serfaty indicated that recruitment is currently underway and that postponing the motion could cause confusion in regards to tuition fees.

N. Brown stated their opposition to all tuition increases indicating that they are a barrier to education and that increases will drive students away.

Member requested a breakdown of differential fees for international students and PRs at other institutions for future discussions on the topic.

CARRIED

5.5 Motion: Rescinding of A.I.D.S. Policy

Motion: Moved and seconded (H. Mumin/S. Robinson)

BE IT RESOLVED THAT the Board of Governors approve the rescinding of the A.I.D.S. policy.

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S. Robinson stated that the policy is outdated and was due to be reviewed. He confirmed that everything the policy hoped to achieve is now covered under human rights legislation and that such a policy no longer serves a purpose at the University.

CARRIED

5.6 Nominations and Elections for Executive Officers

a) Secretary Position

Motion: Moved and seconded (S. Chambers/H. Mumin)

BE IT RESOLVED THAT Jason Gobeil be nominated as Secretary of the Board of Governors.

The Chair called for nominations or volunteers for the Secretary position three times.

Mr. Gobeil stated that he holds the position in high regard and looks forward to serving as Secretary.

CARRIED

b) Treasurer Position

The Chair called for nominations or volunteers for the Treasurer position three times.

Member nominated Kerry Auriat to serve as Treasurer.

Mr. Auriat confirmed that he would serve as Treasurer, subject to approval of his employer.

The Chair indicated that an e-motion can be conducted if approval is granted.

5.7 Nominations and Elections for Board Committee Representatives

a) Governance and Nominating Committee (OIC Board Representative)

The Chair made a call for nominations or volunteers.

Member nominated Grant Jackson. As Mr. Jackson was not present at the time, there was no motion put forward. K. Fisher will contact Mr. Jackson to inform him of the nomination and determine his interest in serving on the committee.

b) Finance and Audit Committee (OIC Board Representative)

The Chair called for nominations or volunteers three times.

Dr. Corbett agreed to let her name stand as OIC Board Representative on the Finance and Audit Committee.

c) Senate (Any Board Representative)

The Chair called for nominations or volunteers three times. There were no nominations or volunteers.

d) Knowles-Douglas Commission (Any Board Representative)

The Chair called for nominations or volunteers three times.

Member nominated Hamid Mumin to serve on Knowles-Douglas Commission. Dr. Mumin agreed to let his name stand.

Motion: Moved and seconded: (S. Robinson/K. Auriat)

BE IT RESOLVED THAT Trudy Corbett be nominated to serve as OIC member-at-large on the Finance and Audit Committee;

AND THAT Hamid Mumin serve as Board representative on the Knowles-Douglas Commission.

CARRIED

Mr. Chambers suggested that the two absent members be provided with information on the vacant positions and that if there is no interest in serving on the Governance and Nominating Committee, he would let his name stand for that committee.

6.0 ANY OTHER BUSINESS

7.0 INFORMATION

The Chair reminded members that the Service Recognition will take place at Benny's Restaurant at 12:30 p.m.

8.0 ADJOURNMENT

Moved (S. Chambers)

BE IT RESOLVED THAT the meeting adjourn at 12:12 p.m.

CARRIED

Chair, Board of Governors

Secretary, Board of Governors