

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

**Saturday, June 23, 2018
Louis Riel Room
8:30 a.m.**

Present: D. Stewart (Chair); S. Robinson; S. Chambers; H. Mumin; M. Malazdrewicz; E. Simon; K. Auriat; B. Zander; G. Jackson (via Zoom); J. Gobeil; T. Corbett; R. Sneath; K. Kerkowich

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

Regrets: M. Decter; C. Stitt; M. Agavi

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:36 a.m.

Michael Malazdrewicz was introduced as a new member appointed by Senate and round table introductions followed.

2.0 AGENDA AND MINUTES

2.1 Approval of Agenda of June 23, 2018

Motion: Moved and seconded (E. Simon/S. Chambers)

BE IT RESOLVED THAT the agenda of the June 23, 2018, Board of Governors meeting (Open Session) be approved.

**069 Jun18
CARRIED**

2.2 Approval of Consent Agenda

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

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

- a) **Minutes of May 12, 2018 (Open Session)**
- b) **Report from the Vice-President (Academic & Provost)**
- c) **Report from the Vice-President (Administration and Finance)**
- d) **Report – Transactions of \$25,000 or More – April 28 to June 7, 2018**
- e) **Final List of May Graduates**

CARRIED

2.3 Moved to Closed Session

Motion: Moved and seconded (B. Zander/E. Simon)

BE IT RESOLVED that the meeting move to Closed Session.

CARRIED

2.4 Motion(s) Raised from Closed Session

BE IT RESOLVED THAT the Board of Governors approve the renewal of Dr. Heather Duncan as Dean, Faculty of Education, for a five-year term from July 1, 2018 to June 30, 2023.

3.0 REPORTS

3.1 Governance and Nominating Committee

a) Report from the Governance and Nominating Committee (J. Gobeil)

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

One item of continuing business was discussed which was a Board Policy Update.

Three items of new business were discussed and motions carried in regards to revisions to the Sexualized Violence Policy; Appointments to the Board of Trustees of the BU Retirement Plan; and Amendments to By-Law No. 8 – Signing Authorities. These motions were recommended to the Board of Governors and will be discussed at today's meeting.

Member asked about the comprehensive review of best governance practices that will be conducted by the committee.

J. Gobeil stated there is nothing to report at the moment and an update will be provided at the next meeting.

K Fisher said the outcome will likely be a new By-law that touches on the responsibilities of the Board and will be an all-encompassing approach. It was confirmed this would come back to the Board for approval.

Member asked what the current practice is for the release of information in the absence of a policy.

The Chair confirmed that in the absence of a policy, it is the decision of the Chair of whether or not to release requested information.

S. Lamont added that that in accordance to By-law No. 8 in regards to Purchasing of Goods and Services, there are some restrictions particularly as related to quotes or proposals.

Discussion and debate took place regarding what information should be made available to Board members as well as the difference in roles between management and governance.

The Governance and Nominating Committee will do an entire overview of information requests. Any information should be passed on to J. Gobeil and K. Fisher.

3.2 Finance and Audit Committee (K. Auriat)

a) Report from the Finance and Audit Committee

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

Mr. Todd Birkhan of BDO Canada and Mr. Brendan Thiessen of the Office of the Auditor General attended the meeting to present and discuss the results of the annual audit.

Six 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. The Brandon University Retirement Plan Annual Report was also received for information and a motion was passed regarding an Amendment to No. 18/01 to the Brandon University Retirement Plan.

The following regular reports were received for information:

- Financial Summary as at May 31, 2018
- Financial Summary by Object as at May 31, 2018
- Transactions of \$25,000 or More from April 28, 2018 to June 7, 2018

3.3 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.

3.4 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:

- BU's 107th Convocation was held on June 1st and was a success. Efforts were made by a large team of volunteers. A volunteer Thank You event will be held at Prairie Firehouse on June 28th from 3pm-4pm. Board members are welcome to attend;
- Attended alumni events in both Vancouver and Winnipeg. These were well attended and alumni have been positive and enthusiastic.
- Met individually with donors while in Winnipeg and Vancouver for alumni events;
- Dr. Robinson and S. Lamont presented the Campus Master Plan to Manitoba Education and Training. They were interested and enthusiastic about what is going on;
- Attended a presentation by Mr. Paul Beauregard, Secretary to the Treasury Board, regarding Manitoba's Fiscal Framework. The following is a summary of the presentation.
 - Province looking to change some behaviours in PSE and plan to introduce 5-year capital planning tools with a focus on outcomes and evidence to establish value for money as well as balanced score cards;
 - They are taking inventories as part of a program to bring the deficit down to a balanced position by the end of their second term;
 - This is not only for core government but also 180 reporting entities to the Province, including BU;
 - They want institutions to be able to demonstrate a return on investment in advance for infrastructure projects that justifies large amortization costs (related to their efforts to reduce amortization costs). It was noted that the Science building will likely require both federal and provincial funds as federal money does not usually come without provincial.
- BU's 5th annual golf tournament will be held on June 27th and Board members are invited to participate.

S. Lamont was asked to provide an update on the RFP process for the Science Building. He reported the following:

- RFP was sent out to architectural firms;
- Five proposals have been received; one of which was deemed too high;
- Four firms were brought in for review and presented to the committee;
- Prairie Architects was selected and they will look at the condition of the building as well as needs and wants;
- Cost was within \$150k range which was set aside from the sale of University House noting there is sufficient money to do the review;
- A report on the review is expected shortly after Christmas.

S. Lamont reported the following on the Downtown Development:

- Met with two private groups to get sense of what they would like to do following recent guidelines from the Board of Governors;
- Will meet with a third group in mid-July;
- Working on Request for Expressions of Interest to broaden ask to other private developers and are working towards a deadline of December 2018.

In regards to Mr. Beauregard's presentation as part of Dr. Robinson's report, member asked if there was a sense on what outcomes they would be focusing on for PSE.

Dr. Robinson said this was not discussed.

Member asked in terms of value for investment, what steps are being taken for the Science building to demonstrate value.

Dr. Robinson stated that no steps have been taken as of yet. It is a wide field as to how we want to measure outcomes (e.g. quality of graduates, quality of research). Quantifying them and turning them into measures is a difficult process and will require effort.

Member asked if we can lean on Science faculty as they are the ones who want this.

Dr. Robinson agreed that all units should be engaged in this, including Science.

S. Lamont agreed and stated that step one is the assessment and deciding what needs to be done. The next step will be to mechanically produce this kind of product and then focus on fundraising. The stage of asking for money is when we need to make the case as to why people should fund.

Extensive discussion took place and members provided the following feedback and suggestions:

- There is a need to proactively sell our case to the community of what our value proposition is;
- More communications should go out regarding research grants and other positive things the university is doing;
- Would be helpful for Science to provide updates on what they are doing so we can go into “full sales mode” once we know what we need to do;
- There should be a step preceding the final assessment focused around needs of faculty.

In response to some of the discussion, the Chair reminded members that the Board has one employee, the President, and it is therefore not appropriate for the Board to direct another employee as this should be done through the President.

The Chair shared that the Executive Committee discussed Board priorities and agreed to work with administration on a set of principles to guide people forward.

Members suggested the establishment of an ad hoc communications committee. Many members expressed support for this committee and one question was raised about the terms of reference if the committee were formed.

K. Fisher stated this committee could be established if there is interest and conversations can happen in the summer.

It was confirmed that there has never been a committee of this nature in the past.

The following members expressed interest in joining the committee:
K. Auriat; R. Sneath (Committee Chair); D. Stewart; E. Simon; S. Chambers; K. Kerkowich and G. Jackson.

Question was raised as to who is in charge of the BU Instagram account. It was confirmed that the Communications department is responsible for it noting there are separate student life accounts.

Member stated that value on investment does not just support infrastructure but also our future demographic of students looking at the institution. Communications plays a big role in this.

3.5 Brandon University Foundation (T. Corbett/H. Mumin)

Dr. Corbett reported the following:

- No report. Next meeting will be held on September 12th.

3.6 Knowles-Douglas Student Centre (S. Lamont/D. Stewart/H. Mumin)

S. Lamont reported the following:

- No report.

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

S. Lamont reported the following:

- Meeting was held on June 8th;
- Presentation was provided by Conner, Clark and Lund for the period of January to March 31st;
- Investment manager is outperforming benchmarks;
- Annual report of the Retirement Plan was approved by Trustees and a copy has been provided to the Board of Governors for information;
- Renewal of fee schedule for Eckler was renewed for another three-year period. Fees have gone up 6.25% (fixed) for three years;
- Work has been done on BU Pension Plan Trust Agreement. It was last amended in 1999 and so it was felt it was time to review. This will come back to the Board of Governors;
- Normally a valuation of the Pension Plan has been completed by now; however, Eckler is having a capacity issue and were unable to get it completed in May. They will complete it over the summer and a Trustees meeting will be held in September as it has to be filed by the end of September;
- Appointment will need to be made to replace S. Lamont on the Pension Trustees as he can only serve six years. He will go off for a year with plans to re-join next year.

3.8 Brandon University Senate (H. Mumin/M. Malazdrewicz)

H. Mumin reported the following:

- Senate met on May 15th and June 13th
- Changes to various courses and programs were approved;
- Revisions were made and approved in regards to the Dual Credit Policy;
- Grade Relief Policy was approved;
- BU Ethics policies were approved;
- Several new terms of reference for scholarships were approved; and
- Appointments were made to staffing all of Senate's committees for the 2018-19 year noting that Michael Malazdrewicz was appointed to the Board of Governors.

Member asked if Senate has their own list of priorities.

Member stated that there is an institutional Academic Plan and that every faculty has their own unit-level Academic Plan which is to align with the broader institutional plan. The extent to which it is implemented is another story noting there is room for improvement. The problem with priorities is that they come down to funding.

Member expressed dismay about news of ACC launching its own MBA program rather than partnering with BU. Question was raised as to how the Board can signal to faculty that they would like to see more professional programs.

Dr. Serfaty stated that there is history behind this and as a result of miscommunication, relations halted last year between the ACC and BU business programs. The process of reviewing the strategic research plan has begun noting that it expired this past year. Once a new President is selected, that individual will provide leadership regarding the academic direction. Right now, we are in a period of transition so it has been challenging to take care of academic issues. It was noted that relations with ACC remain positive in other areas.

Some members suggested that BU begin a strategic planning process while waiting for a new President so there is something to encourage direction.

Comments were made regarding the competitive relationship between BU and ACC and a suggestion was made that BU be more assertive.

Members stated that academic programming is driven from within the faculties up through Senate and that the role of the administration is to drive the impetus of the faculties through to fruition (i.e. properly resource and ensure approval at the highest level).

Member suggested that we look externally to determine what student demands are and to assess if Brandon University is delivering what is desirable.

3.9 Status of Women Review Committee (K. Kerkowich)

K. Kerkowich reported the following:

- No report.

3.10 Brandon University Alumni Association (D. Stewart)

D. Stewart reported the following:

- Annual General Meeting will be held June 11th;
- New committee members were appointed.

3.11 Brandon University Students' Union (E. Simon/M. Agavi)

E. Simon reported the following:

- Heather Yuri was hired as New Office and Services Manager;

- Corey Norton has moved to the General Manager position and will be moving in July to attend grad school;
- PENT BBQ was held on June 22nd. 75 students attended;
- Attended Canadian Federation of Students Conference. A large campaign focused on decolonizing PSE education. BUSU will consult with the Indigenous Peoples' Centre; Aboriginal Student Council; and the community to discuss next steps;
- Potential for more flag poles on campus. BUSU would like to have Treaty 1 and Treaty 2 flags;
- In process of planning Fall orientation. Looking into laser tag;
- Paw Pass business list has been expanded. Any companies or partners who would like to join are welcome;
- 2nd round of advertising in process for position of BUSU President. Deadline was June 22nd and there were more than two applicants. Hope to have position filled by end of July.

4.0 NEW BUSINESS

4.1 Motion: Sexualized Violence Policy Review

Motion: Moved and seconded (S. Robinson/B. Zander)

BE IT RESOLVED THAT the Board of Governors approve the revisions to the Sexualized Violence Policy.

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Dr. Robinson reported:

- Policy was first approved in March 2017 with condition to be reviewed within one year and every three years thereafter;
- Dr. Serfaty led the group and they have brought forward these changes to enhance the policy before the next three-year review.

Dr. Serfaty reported the following:

- Sexual Assault Advisory Group (SAAG) engaged in thorough review of policy noting that two meetings were conducted;
- All members were asked to provide input on improving the existing policy;
- Sub-committee of SAAG was established to implement changes which are listed in the motion sheet;
- Changes included grammar and style updates; updating resources; moved definitions and roles/responsibilities to the appendix;
- Additions included: conflict of interest section; examples of corrective action; appeals process; reporting options; and rape shield protection;

- BU scores approximately a B in regards to surveys of policies across Canada in accordance with the Our Turn student led action plan. Proposed revisions to the policy will improve the grade;
- Satisfied that revisions make the policy well balanced;
- With policy revisions complete, emphasis will now be placed on education prevention and training;
- The Sexual Violence Education & Prevention (SVEP) Coordinator, Carla Navid, will be going to all faculties and student bodies to provide training;
- SVEP Coordinator provides an annual statistical report of sexualized violence cases on the BU website.

Member asked if bystander training would be mandatory. Dr. Serfaty confirmed it would not be mandatory.

CARRIED

4.2 Brandon University Audit Results Memorandum – 2018

Allison Noto reported:

- Results of the audit were presented by the auditor at the Finance & Audit Committee;
- There were no concerns to report;
- Auditor's statements present BU's financial statements fairly;
- Auditors provide reasonable assurance of no errors or omissions to fraud or error but cannot provide a guarantee.

4.3 Motion: Brandon University Audited Financial Statements

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

BE IT RESOLVED THAT the Board of Governors approve the audited Financial Statements for Brandon University for the year ended March 31, 2018.

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Ms Noto reported the following:

- Once the statements are approved, they will be posted on the Finance webpage;
- Statements were reviewed in detail with the Finance & Audit Committee;
- In regards to the Statement of Financial Position, net assets are just over \$70M;
- Reporting a gain of \$3M in Statement of Operations which is similar to last year;

- Important to note that the financial statements are prepared in accordance with the public sector accounting standards which is different than how we prepare the budget;
- Page 7 includes notes to provide readers with extra understanding of specific accounting policies and how funds are managed, etc.;
- Schedules at the end are not audited but Finance feels they are important (e.g., schedules to prepare program costing for the Province).

Member asked what happens to cash or annual surplus.

S. Lamont stated this is not cash and there is a difference between how we budget and the way financial statements are prepared. The \$3M gain becomes equity measured on an accounting basis noting this is just part of accounting standards.

CARRIED

4.4 Motion: Bill 57 – Public Sector Compensation Disclosure

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

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

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- Report discloses employees who made \$50k or more in a calendar year;
- Report does not reflect that 1400 T4's were issued to individuals working in the BU community;
- Report is required to be made public by June 30th and will be available in the President's Office; Library and on the Vice-President (Administration & Finance) webpage.

Member stated that BU's economic impact should be communicated to the public and that we are an employer of choice with an impact on the community.

CARRIED

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

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

BE IT RESOLVED THAT the Board of Governors approve the Auditor's Report reporting the University's compliance with the William D. Ford Federal Direct Loan Program for the year ended March 31, 2018.

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Ms Noto reported that this report is required in order for Finance to issue US Student Loans. This audit is required to ensure we are complying with the rules set out by the US Department of Education.

CARRIED

4.6 Brandon University Retirement Plan Annual Report – 2017

S. Lamont reported that this report is provided for information only.

4.7 Motion: Amendment No. 18/01 to the Brandon University Retirement Plan

Motion: Moved and seconded (K. Auriat/E. Simon)

BE IT RESOLVED THAT the Board of Governors approve the proposed Amendment No. 18/01 to the Brandon University Retirement Plan.

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Background and rationale were provided in the agenda package. S. Lamont explained the amendments in detail for members and highlighted that any changes made to the Plan require approval from the Brandon University Faculty Association (BUFA) who have already approved the amendment.

CARRIED

4.8 Motion: Appointments to the Board of Trustees of the Brandon University Retirement Plan

Motion: Moved and seconded (J. Gobeil/K. Auriat)

BE IT RESOLVED THAT the Board of Governors approve the appointment of the following individuals to the Board of Trustees of the Brandon University Retirement Plan for the 2018-2019 period.

**Allison Noto (Administration Representative)
Shawn Chambers (Board Representative)**

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S. Lamont reported that Trustees may only serve two three-year periods. He will leave for one year but will still attend meetings and hopefully re-join next year noting this is what he has been doing over the course of his career.

S. Chambers has served a three-year period and is entitled to serve for another three-year period.

S. Lamont's appointment ends in June and there is an important Pension Trustees meeting prior to the September Board of Governors meeting when this appointment would usually be addressed.

CARRIED

4.9 Motion: Amendment to By-Law No. 8 – Signing Authorities

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

BE IT RESOLVED THAT the Board of Governors approve the revisions to By-Law No. 8 – Signing Authorities.

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Dr. Robinson reported that this amendment is an update to bring the By-Law up to current practice.

S. Lamont reported the following:

- The by-law was first created in 2002 and was last updated in 2012;
- Language was incorporated to reflect current practice;
- Purchasing of Goods and Service section has been updated to change the purchasing limits within the Finance department to reflect inflation noting that the Vice-President (Administration & Finance) signs anything over \$10k;
- Banking payroll requirements reflect current practice noting that we now use Avanti and authorization is required to make payroll transfers over a million dollars;
- Signing Authorities section has been updated noting that the Vice-President (Administration & Finance) and the Chief Human Resources Officer are required to sign all payroll and remittances;
- Updates in regards to direct deposits, wire transfers and automatic bank transfers all reflect current practice;
- Individual responsibilities are kept differentiated to ensure that embezzlement does not occur;
- Section regarding the bookstore under Short-Term Investments was removed as the bookstore is now operated by Follett;
- Updates were made to the Employment section to reduce redundancies noting that the President will no longer be required to sign requests for employment contracts and only one Vice-President will be required to sign;
- Approval of position advertisements has been updated so that the CHRO and budget unit heads are the only signatures required;
- Employment contracts for the President & Vice-Chancellor requires the signature of the Board Chair or designate and decanal contracts require the signature of the President & Vice-Chancellor or designate;
- Updates were made under the Library section to clarify signing authority;

- New language under the BU Retirement Plan section was added to incorporate amendments to the Trust Agreement since the original Agreement was made in 1976;
- Trust Agreement, Schedule B Acceptance, requires signatures of all standing Pension Trustees. Signatures of all trustees are also required to agree with trustee changeover;
- Board of Governors cannot make changes to the Pension Plan without Brandon University Faculty Association approval;
- Student housing contracts regarding moving into Residence are now the responsibility of the Residence Manager rather than the Director of Residence Hall Programs;
- Transfers/withdrawals/changes from Residence are authorized by the Ancillary Services Manager rather than the Director of Residence Hall Programs.

CARRIED

5.0 ANY OTHER BUSINESS

Member asked Dr. Robinson how administration will handle the legalization of marijuana in regards to smoking zones on campus or if it will be banned from campus.

Dr. Robinson stated that administration has been preparing and working on policies noting that they will not be identical to the smoking policy. It was noted that the provincial legislation treats tobacco differently.

S. Lamont added that he is unsure that marijuana can be banned for medical reasons. It was noted that there are designated smoking areas for tobacco on campus. Provincial legislation is likely to control the use of marijuana in any public area and that the campus would be considered a public area. BU is working on acceptable use and will be working on updating policies.

6.0 IN CAMERA SESSION

Motion: Moved and seconded (H. Mumin/E. Simon)

BE IT RESOLVED that the meeting move to In Camera Session.

CARRIED

7.0 ADJOURNMENT

Moved (M. Malazdrewicz/R. Sneath)

BE IT RESOLVED THAT the meeting adjourn at 12:47 p.m.

CARRIED

Chair, Board of Governors

Secretary, Board of Governors