

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

**Saturday, November 24, 2018
Louis Riel Room
8:30 a.m.**

Present: S. Robinson; S. Chambers (Vice-Chair); H. Mumin; M. Malazdrewicz; J. Shannon; E. Simon; K. Auriat; G. Jackson; J. Gobeil; M. Archibald; J. Galvin; M. Decter (via teleconference); T. Corbett; B. Zander; K. Kerkowich

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

Regrets: D. Stewart; T. Rourke

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:33 a.m.

2.0 AGENDA AND MINUTES

2.1 Approval of Agenda of November 24, 2018

Motion: Moved and seconded (M. Malazdrewicz/J. Shannon)

BE IT RESOLVED THAT the agenda of the November 24, 2018, Board of Governors meeting (Open Session) be approved.

**111 Nov18
CARRIED**

2.2 Approval of Consent Agenda

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

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

- a) **Minutes of September 22, 2018 (Open Session)**
- b) **Report from the Vice-President (Administration and Finance)**
- c) **Report – Transactions of \$25,000 or More – September 1 to November 8, 2018**
- d) **Contracts/Agreements Report – November 2018**
- e) **International Institutional Agreements Report – November 2018**
- f) **Agent Contracts Report – November 2018**

- g) **Telephones/Computers and Maintenance/Warranty Agreements Report – November 2018**
- h) **Insurance Policies Report**
- i) **List of October Graduates**

**113 Nov18
CARRIED**

3.0 DELEGATIONS

3.1 Mayor Rick Chrest, City of Brandon

The Vice-Chair welcomed Mayor Rick Chrest to join the meeting.

Mayor Chrest introduced himself as the Mayor and a member of the Brandon University Foundation Board. He addressed members of the Board of Governors, spoke of the partnership between the City and the University that has been leveraged to the benefit of the project thus far, and shared his on-going support as well as the support of Brandon's City Council for a Brandon University downtown development. He shared highlights of the City's involvement with the development, including land transfers, and commended the Board for taking a cautious but visionary approach to the project, particularly through the REOI to private developers. As Mayor, he stated that he will continue to support the vision for a downtown project and encouraged the Board to carry on with their efforts. He welcomed questions from Board members.

The following is a summary of discussions as a result of the question period:

- If there is a proposition as a result of the REOI process that involves risk, the City will continue to engage noting that both bodies would be hopeful that proposals come forward with very limited risk. Mayor would also help to advocate for other involvements (e.g. federal, provincial, foundations) if additional resources are required;
- Member expressed concern that city policies and by-laws make it challenging for businesses to move downtown;
- Downtown Development Corporation contributes \$300k per year to incentivize businesses to move downtown noting this amount is matched by the Province. Development grants are also offered for downtown. It was noted that it is more costly to do work on historic buildings which are behind in code;
- Builders can develop from lot line to lot line as there are no side or front yards so that all land can be utilized;
- There are no significant requirements for parking which takes away costs from developers to build parking lots which will compliment potential development;
- Recent opening of the Bass Building (noting building is almost full) and Prairie Firehouse are examples of successful developments where grants were accessed through Brandon Downtown Development Corp.;

- Other PSE institutions have done similar downtown projects that seem to have been highly successful and energizing;
- Important for research to be conducted to learn from others to ensure that mistakes are not repeated and how to avoid them;
- Mayor is aware of BU's Co-op program, however, is unsure if other City departments have been communicated with; and that the City would be more than willing to have discussions if they offer opportunities the Co-op program is looking for;
- Mayor would be happy to see more integration between PSE and the City.

The Vice-Chair stated that until the Board sees proposals, it will be difficult to understand how much risk will be involved. The Board will have the opportunity to discuss this further noting that at this time, it is difficult to speculate.

Dr. Robinson reported that the Co-op program is only in its first step and that as the program grows, there will be more opportunities for students to participate with local government and businesses. The Co-op Coordinator is currently working closely with the Chamber to build relationships with the local business community.

Dr. Robinson stated that there is currently a tripartite agreement between BU, the City and ACC for research purposes and anticipates many opportunities for involvement with the City.

4.0 INFORMATION

4.1 Use or Consumption of Tobacco, Cannabis and E-Materials Policy Revisions

Policy revisions were provided for information. It was noted that the policy was approved prior to the legalization date. Since then, some of the references within the policy required updates.

4.2 By-Law No. 8 Revision

Revisions presented for information as per request at September meeting.

4.3 Report on the Actuarial Valuation of the Brandon University Retirement Plan as at December 31, 2017

Error was noted on the agenda – "...as at December 31, 20187".

Member commented that they have heard the plan is doing well, however, they do not feel the plan is doing well and has lost money.

Mr. Lamont explained that when referring to the health of the plan, it is most important to look at the going concern valuation rather than the solvency valuation. The going concern valuation looks at the university as a continuing entity and considers future revenue flow into the pension plan and future pensions as they come due. On a going concern basis, the plan is 99.4% funded with a 0.6%

shortfall. It was noted that the plan is always open to risk with markets and stated that the plan is in reasonable shape at the moment.

The Chancellor added that equity rates have been good and that rising interest rates will help on the pension and valuation side. These tend to not be as visible noting that gradually rising interest rates are helpful.

Member asked why there was a \$3.8M shortfall. Mr. Lamont confirmed this was mostly due to decreasing of interest rates.

5.0 REPORTS

5.1 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.

Two items were provided for information including reference updates to the Consumption of Tobacco, Cannabis and E-Materials Policy as well as a revision to By-Law No. 8 as was discussed at the September Board of Governors meeting.

Three items of continuing business were discussed including an update on the Board Policy Review, a review of the new draft Board By-Law which focuses on the general procedures of the Board and the upcoming Board of Governors Retreat.

Five items of new business were discussed with motions recommended to the Board of Governors in regards to the Student Non-Academic Misconduct Policy, Rescinding of the Statement of Student Rights and Responsibilities Policy, Collective Bargaining Protocol Review, Bobcat Sports Athlete's Code of Conduct Review and the Rescinding of the Gymnasium Building Use Policy and Guidelines.

On Wednesday, November 21st members of the Governance and Nominating Committee had a teleconference with Nancy Sullivan and Neil Gold of Faculty Bargaining Services. Nancy and Neil will facilitate the workshop on December 7th and 8th. An agenda for the workshop was set and will include small sessions on: the distinctive characteristics of universities and faculty impacting collective bargaining; defining governance and the duties of governors; setting the context – nationally, provincially, and institutionally – for bargaining; and the Board's role in bargaining.

5.2 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.

The following regular reports were received for information:

- Financial Summary by Object as at October 31, 2018;
- Financial Summary as at October 31, 2018;
- Research and Special Purpose Funds from April 1, 2018 to September 30, 2018;
- Transactions of \$25,000 or More Report – September 1 to November 8, 2018;
- Bi-Annual Reports (as per By-Law No. 8)
 - Contracts/Agreements
 - International Institutional agreements
 - Agent Contracts
 - Telephones/Computers and Maintenance/Warranty Agreements
 - Insurance Policies Report

Two items of new business were discussed with two motions recommended to the Board of Governors regarding the Annual Distribution Rate – Endowment Funds and the Borrowing Resolution.

5.3 Executive Committee (S. Chambers for 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.

5.4 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:

- Geology students will be hosting the Western Inter-University Geosciences Conference. The conference will bring students and industry representatives from across Canada in January. These events are a tremendous advantage for the University and can be seen as rare opportunities given our location. When these events do happen, it is a boon to our reputation and drives attention to our campus;
- Homecoming was a success noting a much larger event this year to recognize BU's 50th anniversary as a university. Dr. Robinson thanked members of the Board for participating;
- Provided greetings at Canadian Association of Graduate Studies (CAGS) reception. This was a great opportunity to raise BU's profile;
- Staffing plans have been approved. Restraint has been used to hopefully move towards elimination of a deficit. New positions and replacements were granted in areas with demonstrated need after much deliberation with the President's Administrative Council and the President's Executive Council. Announcements went to budget unit heads on Nov 23rd;
- Attended Royal Canadian Artillery 70th Annual Military Ball;
- Attended Remembrance Day service at Westoba Place. A current student and veteran, Patrick McBurnie, attended along with Dr. Robinson;
- Teaching philosophy course, 262 Metaphysics, in the Winter term (Jan-Apr);
- A Christmas film event will be held this evening followed by a bonfire and tree lighting ceremony. All are welcome to attend.

Member asked if there would be an opportunity to have someone from the Advancement Office attend a portion of the upcoming Geosciences conference to liaise with potential funders/donors.

Member noted that it would be appropriate for the Advancement Office to liaise with industry contacts to begin cultivating relationships.

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

T. Corbett reported the following:

- BU Foundation semi-annual meeting was held on October 19, 2018;
- New board members, Michael Leech and Lawrence Bertram, were approved to sit on the Foundation Management Committee;
- From October 2017 to October 2018 the Annual Fund Appeal has brought in \$372,472 which has more than tripled over the previous 12-month period;
- The BU Foundation 2019 administrative budget was approved at \$26,750;
- The recommended 2018/2019 distribution rate of 5% (4.5% endowment plus 0.5% admin) was approved;

- The revised Investment Policy Statement was approved.

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

S. Lamont reported the following:

- Last meeting was held on October 2nd;
- Draft financial statements were approved;
- Draft 2018-19 budget was approved;
- Some discussion took place regarding a variety of repairs.

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

Mr. Lamont reported that the last meeting was held prior to the September Board of Governors meeting, therefore, there is nothing new to report. Next meeting will be held on November 27th.

5.8 Brandon University Senate (H. Mumin/M. Malazdrewicz/D. Stewart)

H. Mumin reported the following:

- Senate met on October 2nd and October 16th;
- Curriculum and course changes were passed for a number of courses;
- New Senators were introduced: Dr. Christopher LeMoine; Dr. Gautam Srivastava; and Ms. Jada Grant (BUSU);
- Senator appointments were made to the Dean of Health Studies Search Committee;
- New Environmental Geoscience stream was approved noting this was done at no cost to the University and was handled internally within the Geology department. It is expected that this will attract interest. There will be a write-up on this program in the December 2nd educational issue of the Winnipeg Free Press;
- Eliminated the minor from the Geology program due to course load being far too great to handle it;
- New scholarships and terms of reference were approved for departments and faculties including one from Graduate Studies. It was noted that many students do not complete within two years and are constantly applying for renewal. This has been extended to four years to complete the degree rather than a two-year degree.

Member asked why students are not completing within two years. H. Mumin stated that this is due to a variety of reasons, one being that some students are working part-time.

Dr. Serfaty added that more students are working part-time jobs and therefore require more time to complete. Some masters programs only take into account course work, noting there is a thesis requirement, which takes much longer to complete if a student is working. There are a variety of people in programs with different needs.

Dr. Robinson stated that this change was in reference to an error made in the past where a thesis was treated like a course. It was noted that a thesis does not have the same comparable timeline as a course.

Member commented that some students are also teaching full-time in another town and can only attend on Saturdays and another noted that writing skills can also play a factor and students may take longer to write.

5.9 Status of Women Review Committee (K. Kerkowich)

K. Kerkowich reported the following:

- Committee met on October 3rd and November 7th;
- Event to honour research for Women's History Month was cancelled due to Homecoming. Committee will focus efforts on International Women's Day in the Spring;
- Committee is partnering with the Women's Resource Centre to host a Vigil and National Day of Action on Violence Against Women on December 6th;
- Next meeting is scheduled for the first Wednesday in December.

5.10 Brandon University Alumni Association (D. Stewart)

No report.

5.11 Brandon University Students' Union (J. Shannon/E. Simon)

J. Shannon reported the following:

- Election Forum was held on October 17th in Harvest Hall noting that student interest was low;
- BUSU met with Dr. Docherty on October 26th on campus to discuss priorities of BUSU;
- Participated in Manitoba Fiscal Framework presentation;
- Received 5500 pounds of food for the annual Halloween Food Drive. More than 100 students participated in collecting items;
- New subcommittee of Senate has been established for BU's Academic Dishonesty Policy;
- Hosted a graduate student meet and greet event to engage students that are sometimes missed when planning other events (part-time and mature students);
- Long Night Against Procrastination was held on November 21st. BUSU served 200 students at a pancake breakfast the following morning;
- BUSU has been participating in a working group with Scott Lamont regarding posters on campus;
- Canadian Federation of Students conference was held November 16-19 noting that two BUSU members attended;

- BUSU's Annual General Meeting will be held on January 27th in Harvest Hall;
- Pop-up Clinic will be set-up for World AIDS Day;
- In process of planning the Student Holiday Dinner on December 19th. President's Office and Office of International Activities have donated money for the event;
- In process of planning January orientation.

6.0 NEW BUSINESS

6.1 Motion: Student Non-Academic Misconduct Policy

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

BE IT RESOLVED THAT the Board of Governors approve the Student Non-Academic Misconduct Policy.

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Dr. Robinson reported that this policy was developed in response to the board policy review cycle and it was recognized that the Student Rights and Responsibilities Policy was out of date. Development of this new policy was led by Katie Gross, Dean of Students, who has made considerable effort along with a number of other individuals to develop the policy. This policy establishes the nature of processes and needs for students. Further information was provided in the motion sheet rationale. This policy will supersede the Students Rights and Responsibilities Policy.

Dr. Robinson stated that Ms. Gross was in attendance at the meeting and invited her to answer questions for members.

Member asked if this policy applies to students on field trips or off campus noting this has been an issue. Dr. Robinson confirmed that the policy would apply in both of these cases and suggested that the policy be reviewed with students before off campus activities.

Member asked what other institutions were researched prior to developing the policy.

Ms. Gross stated that 45 policies were reviewed from other institutions. In addition, discussions were held with deans from other universities. Ms. Gross stated that safety and security is paramount and mediation plays a big part in this process. Social media has also been included and the policy is as current as it can be. The policy is a result of a year's worth of work and many people have been involved in its development. It was noted that the policy may need to change in the future, however, she is confident that it is up to date and reflects best practices.

Member asked for examples of stresses that students face with social media.

Ms. Gross stated that revenge porn (sharing pictures on social media) is an issue as well as “followers” on social media, noting that students like to have followers and some have a fear of deleting people from their social media contact lists. In addition, there is an issue with students feeling they need to have an immediate response time to social media without taking time for reflection. There is a need to encourage students, faculty and staff to address these issues and make reports.

Vice-Chair asked if the policy will be communicated to the student body.

Ms. Gross confirmed that it would be distributed to the student body through social media and Town Halls. Now that it will be approved, it will also be sent to the campus community and Ms. Gross would be happy to conduct workshops or visit classes to talk about it. It was noted that the Student Rights and Responsibilities Policy did not have an appeal process. It is important to let students know that if there are concerns with other students, there is a mechanism to start a discussion.

Member suggested that a sparks notes version of “Do’s” and “Don’ts” for students be developed and circulated.

CARRIED

6.2 Motion: Rescinding of Statement of Student Rights and Responsibilities Policy

Motion: Moved and seconded (S. Robinson/G. Jackson)

BE IT RESOLVED THAT the Board of Governors approve that the Student Rights and Responsibilities Policy be rescinded.

102 Nov18

Dr. Robinson stated that this policy is redundant as a result of the newly developed Student Non-Academic Misconduct Policy; therefore, the Statement of Student Rights and Responsibilities Policy needs to be rescinded as to not create conflicts between the policies.

CARRIED

6.3 Motion: Collective Bargaining Protocol Review

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

BE IT RESOLVED THAT the Board of Governors approve the revisions to the Collective Bargaining Protocol.

103 Nov18

Dr. Robinson stated that this policy has been updated as per the board policy cycle review and noted the timeliness for the policy to be updated with collective bargaining negotiations soon to begin with BUFA.

CARRIED

6.4 Motion: Bobcat Sports Athlete's Code of Conduct Review

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

BE IT RESOLVED THAT the Board of Governors approve the revised Bobcat Sports Athlete's Code of Conduct.

104 Nov18

Dr. Robinson reported that this policy has also been reviewed as per the policy review cycle.

Mr. Lamont stated that the policy was developed in 2010 and is a requirement to ensure the integrity of student athletes (e.g. dress conduct; consumption of alcohol or drugs when performing and travelling). It was noted there is a higher code of conduct for student athletes compared to other students. No significant changes were made to the policy noting there were general updates. Student athletes are required to sign an agreement noting that coaches review this with each student and allow them the opportunity to ask questions. There have not been many issues with student athletes in recent years noting they are a high performing group. They represent the University nationally so it is important to have a Code of Conduct for them.

Member asked who enforces athletes to keep their grades up.

Mr. Lamont stated that coaches act as mentors for athletes, however, professors are responsible for each class's grades. Coaches will get involved to ensure that athletes do not miss classes and keep their attendance up.

CARRIED

6.5 Motion: Rescinding Gymnasium Building Use Policy and Guidelines

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

BE IT RESOLVED THAT the Board of Governors approve that the Gymnasium Building Use Policy and Guidelines be rescinded.

105 Nov18

Dr. Robinson stated that this policy is now redundant as there were updates made to two administrative policies (Space Allocation on Campus Policy; and Space Allocation on Campus for Non-University Groups Policy) which addresses content regarding the use of the gymnasium.

Member asked if the HLC staff are okay with rentals being covered by these other policies.

Mr. Lamont stated that Russ Paddock is responsible for the HLC and is comfortable with this idea.

CARRIED

6.6 Motion: Annual Distribution Rate – Endowment Funds

Motion: Moved and seconded (K. Auriat/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 stated that as per the Tripartite agreement, the Foundation provides their recommendation for the disbursement rate to the Board of Governors for consideration noting that both parties must agree before it is approved. It was noted that the distribution rate is 4.5% with the remaining 0.5% used as an administrative fee which helps to fund the Office of Advancement and External Relations. This disbursement rate is relative to other universities.

Mr. Lamont noted that in order for us to have a rate of return (distribution rate + CPI), we have to have a history of achieving this, noting this has been achieved.

Member asked what happens if we have another bad year on the markets.

Mr. Lamont stated that the distribution rate is based on a three-year average of markets so there is some smoothing that occurs. If there are losses for a number of years where there is a sense of previous capitalized earnings depleted, this will

require us to look at the distribution and decide if it should be less than 4%. This allows us to smooth it out over time.

CARRIED

6.7 Motion: Borrowing Resolution

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

BE IT RESOLVED THAT the Board of Governors approve the attached borrowing resolution.

115 Nov18

Mr. Lamont reported that the borrowing resolution comes to the Board for approval every five years. The resolution acts like an operating line of credit noting that it is rarely used, however, it is beneficial to have if needed. When receiving quotes from banks upon the previous resolution's expiration, an extension was required from CIBC for the interim. CIBC has indicated that if the University chooses to stay with them, the resolution will be automatically renewed annually which will require the Board to approve the resolution annually rather than every five years.

CARRIED

6.8 Annual Signing of Acknowledgement and Undertaking of Fiduciary Duty and Avoidance of Conflict of Interest Agreement (to be accompanied by a review of the Brandon University Act)

The Vice-Chair shared a PowerPoint presentation regarding the BU Act which accompanied the agreement.

Members in attendance signed their agreements.

Discussion took place as to when it is appropriate to engage with staff outside of board meetings. It was confirmed that it is not the responsibility of board members to direct staff and that this is the responsibility of the President. However, members are free to share their opinions.

Member commented that sections within the Act are fairly broad noting we are able and should be tackling a number of different items. These should not be done exclusive of admin, but in conjunction with them.

The bicameral structure was highlighted for members noting that the Board is in contrast of the Senate.

6.9 Move to Closed Session

Motion: Moved and seconded (G. Jackson/E. Simon)

BE IT RESOLVED that the meeting move to Closed Session.

6.10 Motion(s) Raised from Closed Session

There were no motions raised from Closed Session.

7.0 ADJOURNMENT

Moved (E. Simon)

BE IT RESOLVED THAT the meeting adjourn at 1:07 p.m.

CARRIED

Chair, Board of Governors

Secretary, Board of Governors