

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

**Saturday, November 25, 2023
Louis Riel Room & Zoom
8:30 a.m.**

Present: Edward Bach; Kristal Bayes-McDonald (via Zoom); David Docherty; Julee Galvin (Chair); Michael Juce (via Zoom); Michelle Magnusson (via Zoom); Barbara MacKalski; Mary Jane McCallum (via Zoom); Anugo Okudo; Asit Patel; Ayushi Patel; Quintin Pearce; Kevan Sumner

Resources: Kofi Campbell; Scott Lamont; Meghan Lamontagne (Recorder); Louise Moss; Allison Noto

Regrets: Scott Hayward

Absent: Joy Chikezie; David Huberdeau-Reid

1. CALL TO ORDER

The Chair called the meeting to order at 8:34 a.m.

The Chair acknowledged that Brandon University campuses are located on Treaty 1 and Treaty 2 Lands, the traditional homelands of the Dakota, Anishinaabek, Cree, Oji-Cree, Dene, and the Red River Métis peoples.

2. AGENDA & MINUTES

2.1 Approval of Agenda of November 25, 2023

Motion: Moved and seconded (E. Bach/K. Sumner)

BE IT RESOLVED THAT the agenda of the November 25, 2023, Board of Governors meeting (Open Session) be approved as amended.

**118 Nov23
CARRIED**

2.2 Approval of Consent Agenda

Motion: Moved and seconded (B. MacKalski/E. Bach)

BE IT RESOLVED THAT the consent agenda of the November 25, 2023, Board of Governors (Open Session) meeting be approved as follows:

- 2.2.1 Approval of Minutes of September 23, 2023 (Open Session)**
- 2.2.2 Motion: Revised 2024 Meeting Schedule**
- 2.2.3 Electronic Resolution of October 16, 2023 – Revisions to the Appointment of Non-Academic Administrators Policy**
- 2.2.4 Report from the Vice-President (Administration & Finance)**
- 2.2.5 Report – Transactions of \$100,000 or More – September 1 – October 31, 2023**
- 2.2.6 Report – Financial Summary as at October 31, 2023**
- 2.2.7 Report – Financial Summary by Object as at October 31, 2023**
- 2.2.8 Report – Research & Special Purposes – April 1 to September 30, 2023**
- 2.2.9 Reports – BU Early Learning Centre**
 - 2.2.9.1 Chair and Director AGM 2022-23 Report**
 - 2.2.9.2 2022-23 Financial Statements**
- 2.2.10 Report – Final List of October Graduands**
- 2.2.11 Reports from Representatives on Committees Reporting to the Board**
 - 2.2.11.1 Board of Directors of the BU Foundation**
 - 2.2.11.2 BU Senate**
 - 2.2.11.3 BU Students' Union**
 - 2.2.11.4 Status of Women Review Committee**
 - 2.2.11.5 Governance & Nominating Committee**

**119 Nov23
CARRIED**

3. REPORTS

3.1 Report from President

The President's written report was provided in the agenda package. In addition, the following highlights were made:

- Strategic Enrolment Management
 - Student enrolment (full-time and part-time) data charts were included in the President's report.
 - Enrolment peaked in 2018 and went down slightly in 2019. Enrolment dropped in 2020-2022 due to the pandemic and is

increasing slower than anticipated, which is not unusual and is occurring across the country.

- Our increasing reliance on international students is a direct result of a shrinking cohort of domestic non-Indigenous students.
- Higher attrition rates are being seen for Indigenous students compared to International or domestic non-Indigenous students. Part of this can be attributed to intentionality. Some reports from the West Coast indicate that many Indigenous people are attracted to post-secondary to gain a skill set and not a settler-based credential.
- Manitoba does not track students; therefore, attrition cannot be separated from a student transferring to another institution, which is a challenge.
- A team has been established to examine ways to recruit students more proactively, particularly from Westman.
- D. Docherty attended the Throne Speech on November 21st where he had conversations with Minister Renée Cable, Advanced Education and Training and Glen Simard, MLA Brandon East, about BU's challenges, noting that meetings will continue.

A member asked if there is a way to track students through alumni data. D. Docherty stated that students are deemed alumni after completing a certain number of credit hours, and will look into what that number is.

D. Docherty confirmed that both Minister Cable and MLA Simard are BU alumni.

4. NEW BUSINESS

4.1 Motion: Allocation of Unrestricted Endowment Funds (Distribution Rate)

Motion: Moved and seconded (Q. Pearce/B. MacKalski)

BE IT RESOLVED THAT the Board of Governors approve the endowment earnings distribution rate of 4.5%, as recommended by the Brandon University Foundation.

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A document which outlines the details of the recommendation was included in the agenda package.

S. Lamont explained the objective of setting distribution rates for endowments within the Foundation, which is set between the BU Foundation, BU Alumni

Association, and the Board of Governors as per the Tripartite Agreement. The recommendation is to maintain the current rate of 4.5%.

CARRIED

4.2 Motion: Revisions to By-Law No. 11 – Committees of the Board of Governors

Motion: Moved and seconded (Ayushi Patel/E. Bach)

BE IT RESOLVED THAT the Board of Governors approve the revisions to By-Law 11 – Committees of the Board of Governors, as recommended by the Governance and Nominating Committee.

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L. Moss spoke to the recommendation that the Executive Committee be removed, per recommendation from the Audit of the Oversight of Post-Secondary Institutions of 2019. This recommendation included concern about the size of the Executive Committee and that the committee could act with the full authority of the Board, which upon review, there was no history of the committee exercising this authority. Further, the Executive Committee has not met since January 2020. The duties and responsibilities of the Executive Committee have been distributed amongst the other Board committees.

L. Moss highlighted the other revisions including the addition of agenda processes to standing committees; addition of regular meetings with the Chair, Vice-Chair, President and Manager, Executive & Board Operations; adjustment of meeting patterns; and the addition of the renewal of the President and Vice-Chancellor to HR Committee responsibilities.

A tracked changes version was included in the agenda package which outlines the changes, as well as a clean copy.

CARRIED

4.3 Motion: Revisions to By-Law No. 1 – General By-laws of the Board of Governors

Motion: Moved and seconded (E. Bach/Ayushi Patel)

BE IT RESOLVED THAT the Board of Governors approve the revisions to By-Law 1 – General By-laws of the Board of Governors, as recommended by the Governance and Nominating Committee.

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L. Moss outlined the proposed revisions as follows:

- Removal of Executive Committee throughout
- Added process re: election of Board Officers (2.1)
- Updated Vice-Chair (2.3) to reflect current practice
- Updated Agenda (3.8.1) to reflect current practice
- Updated Record of Proceedings (3.10) to reflect current practice as recommended by the Office of the Auditor General of Manitoba's "Audit of the Oversight of Post-Secondary Institutions" September 2019.
- Updated related document - Acknowledgement and Undertaking of Fiduciary Duty and Avoidance of Conflict of Interest – to latest Board resolution.

CARRIED

4.4 Motion: By-Law No. 6 – Borrowing Resolution

Motion: Moved and seconded (M. Magnusson/Asit Patel)

BE IT RESOLVED THAT the Board of Governors approve that By-Law 6 – Borrowing By-Law Resolution be rescinded, as recommended by the Governance and Nominating Committee.

123 Nov23

S. Lamont stated that By-Law 6 (Borrowing By-Law Resolution) at one time was considered a function to approve borrowing as opposed to a motion. The Board now approves any borrowing by way of a motion and therefore, By-law 6 is no longer required or relevant.

CARRIED

4.5 Motion: Revisions to the Appointments Procedure Policy

Motion: Moved and seconded (E. Bach/K. Sumner)

BE IT RESOLVED THAT the Board of Governors approve the revisions to the Appointments Procedures Policy, as recommended by the Governance and Nominating Committee.

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D. Docherty stated that there were no substantive revisions made other than to place the content in the new policy template and to correct position titles. A tracked changes version was included in the agenda package which outlines the changes, as well as a clean copy.

CARRIED

4.6 Motion: Nominations & Elections for Board Committee Appointments

Motion: Moved and seconded (Ayushi Patel/B. MacKalski)

BE IT RESOLVED THAT the Board of Governors approve the appointment of the following individuals to the indicated committee(s) for the 2023-2024 period:

Knowles- Douglas Student Centre

Asit Patel (Board Representative)

Board of Trustees of the BU Retirement Plan

~~Vacant~~ **Julee Galvin (Board Representative)**

Finance Committee

Michael Juce (OIC Representative)

Audit and Risk Committee

~~Vacant~~ **Quintin Pearce (External Board Member-at-Large Representative)**

Michael Juce (External Board Member-at-Large Representative)

Human Resource Committee

Vacant (External Board Member-at-Large Representative)

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The Chair reported that since the last Board meeting, Asit Patel volunteered to fill the vacancy on the Knowles-Douglas Student Centre and Michael Juce has confirmed that he will continue to serve on the Finance Committee and Audit and Risk Committee. Their names were included on the motion sheet provided in the agenda package.

The Chair read out the existing vacancies. Q. Pearce volunteered to serve on the Audit and Risk Committee and Julee Galvin volunteered to serve on the Board of Trustees of the BU Retirement Plan. There were no volunteers to fill the vacancy on the Human Resources Committee.

CARRIED AS AMENDED

5. INFORMATION/ANNOUNCEMENTS

- 5.1 Reminder: Board Member Self-Evaluation (Skills Matrix) – deadline: November 28th

The Chair reminded members that the Board Member Self-Evaluation (Skills Matrix) has been published on Diligent for members to complete and the survey will close on Tuesday, November 28th, at 9:00 p.m. It was noted that the survey results will help to identify any gaps in skills within the Board and a final report will be provided to Agencies, Boards and Commissions to provide insight for future OIC appointments, noting there is currently one OIC vacancy.

The Chair announced that due to Dakota Winterfest being held in Brandon the same weekend as the January Board meeting, there is no hotel availability that weekend in Brandon.

6. MOVE TO CLOSED SESSION

Motion: Moved and seconded (E. Bach/B. MacKalski)

BE IT RESOLVED THAT the meeting move to Closed Session.

CARRIED

7. RAISE MOTION(S) FROM CLOSED SESSION

The following motion was raised from Closed Session pending proper notification to the individual:

BE IT RESOLVED THAT Dr. Christophe LeMoine be extended as Acting Dean of Science for the period of January 1, 2024 to June 30, 2024.

8. ADJOURNMENT

Motion: Moved and seconded (B. MacKalski/K. Sumner)

BE IT RESOLVED THAT the meeting adjourn at 11:38 a.m.

CARRIED

Chair, Board of Governors

Board Secretariat