



**BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES**

**December 6, 2017**

**6:00pm**

**Ursuline Hall, Oak Room**

**MINUTES**

**Present:** N. Allossery–Walsh, I. Christensen, A. Conyngham, K. Fryday–Field, L. Haagsma, S. Hajpel, M. Khademi, M. Krauskopf, M. J. Le Ber, E. Mitchell, J. Mitchell, L. Moist, S. Morrison, S. Mumm, R. Ogilvie, J. Patterson, E. Rankin Nash, E. Schuller, M. Simm, R. Tisdale, B. Walton

**Teleconference:** K. Darling

**Regrets:** L. MacKinnon, K. McKay

**Guests:** C. Aguilar, C. George, K. Pittao, C. Vitkauskas, A. Walby, E. Whelan C. Whippey

**Recorder:** L. Davison

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**1. Call to Order**

K. Fryday–Field called the meeting to order and welcomed the guests.

**2. Confirmation of Quorum (participation of 9 Voting Trustees)**

Quorum was confirmed.

**3. Reflection**

E. Mitchell provided the Reflection.

**4. Ongoing Board Orientation**

**4a) From the Frontline: Academic Presentation:**

- M. J. Le Ber, presented on “Leader Character and Gender: Does a Women’s University Make a Difference?”

**4b) From the Frontline: Administrative Presentation**

- P. Dworatzek, presented on “The MScFN Internship Stream and Diploma in Dietetic Education and Practical Training Programs.”

#### 4c) Governance Development/Orientation

- Governance Risk–Building the Board’s Risk Framework  
K. Fryday–Field provided an overview of what risk is and the areas of risk at a university.

### 5. Business Meeting

- a. Annual Commitment to BUC Code of Conduct  
K. Fryday–Field requested L. Moist and R. Ogilvie to verbally commit to the *Code of Conduct*. All members have officially committed.
- b. Declarations of Conflict of Interest  
There were no conflicts of interest.
- c. Approval of Draft Minutes
  - i. Board of Trustees, October 4, 2017  
M. J. Le Ber noted that on page 5, at the bottom of the page, in the report of IPC, the quotes should be removed and the sentence reworded as a stronger connection to the community. There were no further comments.

**Motion approved on consensus with the amendments.**

- d. Business arising from Minutes  
There was no business arising.
- e. Report from the Principal  
S. Mumm reported that the centennial planning is going well. A visit to the Ursulines in Chatham with the Vice–Principal, Advancement to discuss the plans was received very positively and they believe that we’re headed in the right direction.

S. Mumm reported that there was a very recent meeting held with the Association of Catholic Colleges and Universities of Canada (ACCUC) and work is continuing on the Truth and Reconciliation Report. Another item that they will be addressing is freedom of expression within universities and colleges.

S. Mumm reported that the Academic Plan requires final approval by Brescia College at their December meeting and if approved, it will come forward to IPC for approval and to the Board of Trustees for information.

The Factual Certificate was accepted and there were no questions.

**Motion approved on consensus.**

### 6. Board Chair Report

- a. Updates  
K. Fryday–Field reported that excellent feedback was received from the Board Retreat held on November 25, 2017 and there was support to hold another session next year. As part of the February Chair’s Report a summary of the Retreat will be provided.

K. Fryday–Field reported that the first Annual Board Committee Chair Orientation was held prior to the Board meeting and progress of the structure of Board meetings was discussed. A meeting with the Board Chairs’ at King’s and Huron continues to be pursued, but a date has not been set. An invitation to the Board Holiday Reception has been extended to the Board and Senior Leadership Team of Brescia for December 14<sup>th</sup> and RSVPs should be sent to L. Davison.

## 7. Reports and Proposals of the Standing Committees

### a. Report from the Advancement Committee

M. Khademi reported that the Committee met and has three new alumnae members. The Hanycz Lecture was a success and BresciaLEAD has been successful in receiving sponsors for all the awards to be presented. C. Vitkauskas was invited to speak on Development and provided an overview of what the program is, the work involved and what they have been doing.

### b. Report from the Employee Relations Committee

#### i. Communication with the Ministry

K. Fryday–Field reported on behalf of K. McKay, Chair of ERC. ERC submitted a revised Terms of Reference and they have completed their Work Plan. All Work Plans will be posted on the Board website for the information of all Board members.

K. Fryday–Field reported that the Compensation Framework was submitted to the Ministry and Brescia was advised that the Ministry did not intend to review the submission since we do not receive direct funding. The Principal wrote a letter to the Ministry and S. Mumm reported that the letter was clear in that we were going to proceed with implementing our Framework despite their refusal to review it. It was suggested that the same letter be sent to the Finance and Treasury Board. The suggestion will go back to the ERC for consideration.

**Action: L. Davison to add to the ERC agenda, “Ministry letter to the Finance and Treasury Board.”**

### c. Report from the Executive Committee

#### i. Chancellor Search

K. Fryday–Field reported that the current Chancellor’s term will end June 30, 2019; therefore, we are entering into a search for the next Chancellor. Board members were invited to submit nominations in confidence to the Vice–Principal, Advancement, and a copy of the policy was provided. Progress on the search will be reported on. The question was asked if there is a process for evaluating the Chancellor. There isn’t since the position is ceremonial in nature.

#### ii. Executive Committee Terms of Reference

K. Fryday–Field reported that the Executive Committee met and set the Board agenda. The Terms of Reference are coming forward for approval and there was a review of the changes.

**Proposal #1: That the Board of Trustees approve the revised Executive Committee's Terms of Reference as recommended by the Executive Committee and presented in Exhibit 5b.**

**Motion approved on consensus.**

d. Report from the Finance, Audit & Investment Committee

B. Walton provided an overview of the report and the work the Committee has been involved in. An excellent response was received from the RFPs regarding the External Auditors, as well as to the financing of the Academic Pavilion. The presentation provided at the Board Retreat on the Academic Pavilion is now posted on the OWL site.

A. Walby reported that the 5-Year indicative cash flow, (Exhibit 6e) that was a part of the presentation at the Board Retreat will be posted on OWL, *in camera* for Board members. A. Walby provided an overview of what the debt will be on the Academic Pavilion financing and there were no questions.

B. Walton reported that language in the SIPP has been revised to provide more flexibility on the minimum requirement of a 5% cash balance. Due to the Academic Pavilion build, we may desire to hold less given the cash requirements that will be needed.

- i. Appointment of the External Auditors

**Proposal #2: That the Board of Trustees recommend to the Members the appointment of Ernst & Young LLP as the External Auditors for fiscal 2018 as recommended by the FAIC, following a Request for Proposals for External Audit Services process.**

**Motion approved on consensus.**

- ii. Approval of the 2-year F2018 and F2019 Capital Budget

**Proposal #3: That the Board of Trustees approve the 2-year F2018 and F2019 Capital Budget as recommended by the FAIC and the IPC, and presented in Exhibit 6d.**

**Motion approved on consensus.**

- iii. Selection of Lender for Academic Pavilion financing

**Proposal #4: That the Board of Trustees approve the selection of The Bank of Nova Scotia as the successful proponent in the Request for Financing Proposals for the Academic Pavilion, and approve proceeding to enter into a credit agreement and forward swap arrangement in accordance with the terms and conditions of the proposal received from the successful proponent, as recommended by the FAIC.**

**Motion approved on consensus.**

- iv. Statement of Investment Policies and Procedures

**Proposal #5: That the Board of Trustees approve the proposed changes to the Statement of Investment Policies and Procedures, to better reflect the allowance for short-term spending plans within the Capital Fund, as recommended by the FAIC.**

**Motion approved on consensus.**e. Report from the Governance Committee

- i. Governance Committee Update

K. Fryday–Field reported on behalf of L. MacKinnon, Chair of the Governance Committee. The Governance Committee is looking for nominations for the Vice Chair position and for Board members for 2018. Some of the skills that have been identified are fundraising and financial investments. Nominations are welcome from outside of London.

f. Report from the Institutional Planning Committee

- i. IPC Terms of Reference

K. Fryday–Field reported that there will be a review of the Strategic Plan to ensure it is still relevant and whether there are items that need to be addressed. IPC met to review the design recommendations coming from the Academic Pavilion Working Group and the costs are within range.

K. Fryday–Field provided an overview of the changes to the Terms of Reference. Additional changes identified were the following:

1. Under #9, remove the word “Chair.”
2. Under #5, add, “...is to be reviewed on a five–year cycle” and same wording to be removed from #4.

There were additional recommendations that were discussed and the proposal was tabled. The Terms of Reference will go back to the IPC for wordsmithing and will then come forward for approval.

- ii. Overview of Strategic Plan

K. Fryday–Field reported that in June 2017, the Board approved the Year 2 Outcomes. The Board is now formally reviewing, based on IPC recommendations, the results of the Year 1 outcomes of the Strategic Plan as outlined in the KPIs.

After much discussion, members noted that they would prefer to have the wording changed.

## 8. For Information

### a. Report from the BUC Alumnae Association

L. Haagsma provided an overview of the report noting that they have been working on diversity that will be more representative of their demographics, and noted that Homecoming and the Steers event were successful.

L. Haagsma also reported that she brought her students to Brescia on Friday as an outing, where they had a tour and lunch; it was an excellent experience for the students.

### b. Report from the BUC Student President

R. Ogilvie reported that they officially incorporated in June and there has been a big increase in their responsibilities as a result; therefore, will be looking to hire a General Manager to provide continuity despite the annual turnover of students. Homecoming was successful and the Brescia Ball is sold out. There were no questions.

## 9. Recommendations for Items to be Released to the Internet

K. Fryday–Field noted that the October 4<sup>th</sup> minutes were approved and asked if there were any concerns before the minutes were posted to Brescia’s Internet site. There was concern expressed about clarifying the meaning in #7b, Report from the ERC. It was requested that the following sentence be added, “The Board disagrees with the position that the Ministry has taken; therefore, Brescia’s Framework was filed.” There was consensus to amend the minutes and they will be posted.

***Action:*** *L. Davison to move #5d under Business Arising from Minutes.*

## 10. Other Business

**Meeting adjourned at 9:05pm**