



Focused on academic excellence, Brescia University College creates an actively engaged student experience, educating women to think critically and participate actively in society. A Catholic university college in the Ursuline tradition, we prepare our graduates to lead with wisdom, justice and compassion in a changing world.

BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

February 24, 2021

5:00pm

Via Zoom

APPROVED MINUTES

- Zoom:** M. Belcourt, I. Christensen, L. Citton–Battel, R. Corneil, K. Dahl, K. Darling, J. Doelman, G. DuBois–Wing, L. Frederking, C. Jensen, R. Johnson, M. J. Le Ber, S. McCallum, K. McKay, L. Moist, P. Nanni, C. Patrick, E. Rankin Nash, S. Rich, E. Schuller, R. Tisdale, C. Whippey
- Guests:** J. Clark, C. George, H. Hurst, J. Lalich, J. Mitchell, E. Sluys, J. Sutton, C. Tenk, R. Turner
- Regrets:** E. Petch
- Recorder:** L. Davison
-

- 1. Call to Order**
K. McKay called the meeting to order.
- 2. Confirmation of Quorum (participation of 9 Voting Trustees)**
Quorum was confirmed.
- 3. Acknowledgement of the First Nations' Lands**
Cheryl Jensen, Interim Principal
- 4. Reflection**
R. Corneil presented on the value, “We value the celebration of the spiritual dimension of the human person.”
- 5. Approval of Agenda**
Motion approved on consensus.

6. From the Frontline:

Rachel Turner, Brescia student, presented on “Personal beliefs and risk perception of legal and illegal drugs.” Emily Slays, Brescia student, presented on “Learner characteristics and academic outcomes in online university classes during COVID.”

7. Business Meeting

- a. Reminder of Commitment to **BUC Code of Conduct**
- b. Declarations of conflict of interest
There were no conflicts of interest.

8. Consent Agenda

Approved without amendment.

9. For Approval

- a. Finance, Audit & Investment Committee

Directors and Officers Insurance

C. Jensen reported that the Finance, Audit & Investment Committee (FAIC) requested Brescia to review its Directors and Officers (D&O) Insurance policy to determine if there is sufficient coverage. J. Clark reported that Brescia engaged the services of David Black, Cowan Insurance Group, to review all of Brescia’s insurance and specifically the D&O policy since it was identified as a risk. The report was presented to FAIC at its November meeting and it was reported that there was a significant gap in the current D&O policy, specifically around the priority of claims in that it states that the organization is paid first and the Directors second.

Quotes were obtained and presented to FAIC at the February 9th meeting.

It was asked what the history of risk has been at Brescia and if there were any Director or Officer behaviours that would not be included in the policy. J. Clark noted that there has never been a claim and the policy would not cover a Board members non–Brescia activities. C. Jensen noted that risk has increased recently due to the pandemic and it is becoming more difficult to obtain insurance at post–secondary institutions.

It was noted that the current coverage is inadequate, and C. Jensen suggested that the presentation to FAIC would be helpful to share with Board members to provide additional context. J. Clark agreed to reach out to David Black and request that he attend the April 21st meeting to provide his presentation to Board members and be available for questions.

K. McKay confirmed that Brescia should proceed with the recommended coverage at this time and a decision on whether to obtain additional coverage can be decided on following the presentation in April. K. McKay requested that the overview of the policy presented to FAIC be circulated to the Board.

Motion #1: That the Board of Trustees approve the recommendation from FAIC to direct staff to obtain Directors and Officers (D&O) insurance. This recommendation would be subject to the following three requests:

- 1. Obtain quotes on additional liability insurance coverage.**
- 2. Discussion with the current insurance provider on the impact of possibly removing certain coverages from the existing policy.**
- 3. The development of a full risk assessment over the next twelve months.**

Motion approved on consensus.

b. Approval of Board of Trustees Draft Minutes:

i. July 22, 2020

K. McKay noted that the minutes were approved by the Board at the December meeting, but a blacklined version had not been posted. It was requested that a blacklined version be posted. Concern was expressed that one paragraph was inaccurate. There was a motion to further revise the minutes and a blacklined version be posted to the OWL site.

K. McKay noted that there has been a recommendation that the minutes be reviewed by the Principal and the Recorder and presented directly to the Board. K. McKay reported that we will continue with the current process whereby comments on the minutes can be provided to the Recorder in advance of the meetings for consideration to be reposted. In terms of who will make that determination is a matter that will go to Governance for discussion as well as the process.

Motion #2: That the July 22, 2020 minutes be revised as follows:

“E. Rankin Nash was not aware of the deficit until she heard about it from someone at King’s” and the balance of the sentence to be removed.

Motion to revise the approved minutes approved on consensus as amended.

ii. December 9, 2020

There were no questions or concerns.

Motion approved on consensus.

Adjourned at 6:15pm.