



BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

February 7, 2018
6:00pm
Ursuline Hall, Oak Room

MINUTES

Present: A. Conyngham, K. Darling, L. Haagsma, S. Hajpel, M. Khademi, M. Krauskopf, M. J. Le Ber, L. MacKinnon, K. McKay, J. Mitchell, L. Moist, S. Mumm, R. Ogilvie, E. Rankin Nash, M. Simm, R. Tisdale, B. Walton

Teleconference: K. Fryday–Field, E. Schuller

Regrets: N. Allossery–Walsh, I. Christensen, E. Mitchell, S. Morrison, J. Patterson

Guests: C. Aguilar, C. George, C. Rogers, C. Temple, C. Vitkauskas, A. Walby, E. Whelan, C. Whippey

Recorder: L. Davison

1. Call to Order

L. MacKinnon called the meeting to order on behalf of K. Fryday–Field who joined via teleconference, and welcomed the guests.

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

Quorum was confirmed.

3. Reflection

M. J. Le Ber provided the Reflection on the value, “We value effective, innovative approaches to education that encourage and support women’s learning and enable them to develop their voices, confidence and leadership skills.”

4. Ongoing Board Orientation

4a) From the Frontline: Academic Presentation:

- N. De Moras, presented on “The Acquisition and Teaching of French Grammatical Gender.”

4b) Board Orientation on AdvancementOpening Doors for Brescia

K. Fryday–Field remarked that one priority this year is to address what the role of Board members is in the area of Advancement and resource development. The intention is to help Board members understand how to have conversations with people to open doors for Brescia.

E. Rankin Nash commented that it is about getting people engaged with Brescia, making the connection in order to open doors and continue telling our stories. There was discussion on what brought Board members to Brescia and there were many different experiences that were shared including an interest in learning more about the competencies, leadership skills and nutrition. M. Khademi noted that if anyone would like to recommend someone to become engaged with Brescia, the Advancement Committee can assist.

Naming Levels

C. Rogers was invited to comment on the Naming opportunities that will be available for the new Academic Pavilion. The commitment would be over the course of five years and the term would be in perpetuity.

4c) Governance OrientationApproval Process

K. Fryday–Field provided an overview of the former approval process and noted that this year the process has been amended and will come forward as a policy. The policy will state that policies will be reviewed by the Governance Committee. Following that, each Committee will bring forward their own proposal to the Board. The Executive Committee will no longer bring forward items for approval from other Committees. The Executive Committee will only bring forward what is directly coming from them. There were no questions or comments.

5. Guided Tour of Renovated Space in Ursuline Hall

S. Hajpel provided a tour of the newly renovated spaces on the second and third floors of Ursuline Hall.

6. Business Meetinga. Reminder of Commitment to BUC Code of Conduct

L. MacKinnon reminded Trustees of the commitment to the BUC Code of Conduct.

b. Declarations of Conflict of Interest

There were no conflicts of interest.

c. Approval of Draft Minutes

i. Board of Trustees, December 6, 2017

Motion approved on consensus.

d. Business arising from Minutes

There was no business arising.

e. Recommendations for Minutes to be Released to the Internet

L. MacKinnon asked if there was anything in the minutes that should not be posted to Brescia's Internet. S. Mumm reported that prior to posting the approved minutes to Brescia's Internet, they are reviewed one additional time by the Principal and the Chair of the Board, for the purpose of ensuring the appropriate handling of confidential information.

f. Report from the Principal

S. Mumm reported that staff have been working on recruiting students for next year and there has been much competition with the GTA schools. The work will continue over the next few months and it is looking good compared to other universities.

S. Mumm reported that C. Vitkauskas is departing for a new position at the Rotman School of Business in Toronto and this was her last Board meeting. Everyone is thankful for her contributions to Brescia and she is wished well. Responses to the survey on the Strategic Plan have been good and it is still open for Board members. S. Mumm provided an update on the search for the Vice-Principal and Academic Dean noting that first interviews will be held next week using video conferencing and the applicant pool is very strong.

Mid-Year Report

S. Mumm reported that this was the Year 2 outcomes report and there has been much activity recently; therefore, a number of items that were formerly behind schedule have changed. Clarification was requested on red items that state, "Outcome will not be achieved." S. Mumm responded that in some cases the outcomes will not be achieved in Year 2 and for others they will have to be revisited because they were no longer feasible. S. Mumm stated that she would provide an update to IPC on the red items. K. Darling congratulated the team on the work that has been accomplished.

g. The Factual Certificate was accepted and there were no questions.

7. Board Chair Report

a. Updates

K. Fryday-Field thanked S. Mumm for the mid-year report and the details that were provided. C. Vitkauskas was officially recognized by the Board and thanked for her contributions to Brescia.

K. Fryday-Field noted that the Executive Committee's Work Plan is on track. The visit with Kate Young, MP (London West) and the Principal on Brescia's campus was successful. There were conversations about funding and that Brescia as an Affiliate is not recognized at the provincial level since it is considered to be a part of Western. There was discussion on a collaborative approach to obtaining capital funding for Brescia and K. Young asked to be apprised of any progress that is made.

K. Fryday-Field noted that there was a meeting with the Affiliated Principals and Board Chairs prior to Christmas. It was a successful meeting and there was discussion on the history of the Affiliates. Going forward they will need to have a joint approach and speak with one voice. The capital funding issue was discussed and there was discussion on a possible

strategy; however, there was a Cabinet shuffle and the Minister formerly responsible for Education is no longer there.

8. Reports and Proposals of the Standing Committees

a. Report from the Advancement Committee

M. Khademi provided an update on Brescia LEAD and noted that as of today the sponsorship goal had been exceeded and encouraged everyone to continue reaching out to sell tickets or sponsor a table. E. Rankin Nash remarked that it will be a wonderful evening and encouraged people to participate and become involved.

C. Rogers provided an overview of the Naming Policy.

Proposal #1: That the Board of Trustees approve the Naming Policy as recommended by the Governance Committee.

Motion approved on consensus.

b. Report from the Employee Relations Committee

i. K. McKay reported that the Committee had not met. The Employee Relations Committee Work Plan was provided for information.

ii. Employee Relations Committee Terms of Reference

Proposal #2: That the Board of Trustees approve the revised Employee Relations Committee's Terms of Reference as recommended by the Governance Committee.

Motion approved on consensus.

c. Report from the Executive Committee

i. Chancellor Search Update

K. Fryday–Field reported that the Board was notified in December that it was uncertain whether the current Chancellor would be able to commit to an extension of her term. A meeting is being arranged with Chancellor Gillese and former Chair Liz Hewitt to confirm the length of time that she will still be available as Chancellor and an update will be provided following that meeting. Board members were requested to submit nominations to the Advancement Office.

ii. Executive Work Plan

K. Fryday–Field reported that the Work Plan has the Principal's evaluation coming forward. All Board members will be able to participate and contribute to this year's evaluation.

iii. Update on Principal's Performance Evaluation Policy Development

The Executive Committee will be working on developing a policy on the evaluation of the Principal's performance.

iv. Role of Board Members Policy

K. Fryday–Field reported that there isn't a policy on the role of Board members and she will be working with the Governance Committee to develop a policy which will be useful for new Board members. There were no questions or comments.

d. Report from the Finance, Audit & Investment Committee

B. Walton reported that the committee had not met and there is no report. The FAIC Work Plan was provided for information.

e. Report from the Governance Committee

L. MacKinnon reported that there are a number of items the committee is working on and there will be a discussion in the Closed Session.

i. Revised Constitution of the Brescia Council

S. Mumm reported that the only substantive change was the addition of the Library Committee. Other revisions were on clarification in language and questions on the status of membership, mostly regarding staff positions.

Proposal #3: That the Board of Trustees approve the revised *Constitution of the Brescia Council* as recommended by the Governance Committee.

Motion approved on consensus.

f. Report from the Institutional Planning Committee

i. K. Fryday–Field reported that the committee is working on their Work Plan.

ii. Process for Tendering Construction Contractor for Academic Pavilion

K. Fryday–Field reported that the process for the Academic Pavilion is on time.

A. Walby reported that the RFP was posted today and HDR will come forward with their recommendation. The recommendation will go to the Working Advisory Group for information and some special meetings will be arranged for the necessary approvals. There was concern expressed about what the definition is for the best bid. It was clarified that the best bid will not necessarily be the lowest bid. It was specifically requested that the minutes reflect that “it will be the lowest complete bid” and will be carefully worded. Board members were asked to confirm that they were comfortable with the process as it had been outlined.

L. MacKinnon asked if there were questions. The question arose as to whether this would come back to the Board if the cost was above \$15 million and the response was yes. The upper limit is \$14.5 million which includes the soft cost estimate. The project is envisioned at \$14.5 million, but if the dollars are slightly above the threshold it should still be acceptable. There are many variables to be considered and until the bids are in certain costs are unknown. At this time it appears that it will be at least \$14.5 million, and the question remained whether the Board was agreeable to a high ceiling of \$15 million or a hard stop at \$14.5 million. When the costs have been determined, it should go to IPC and then come

back to the Board. There was consensus that the Board will not set a limit, but will leave that decision with IPC. If it looks like costs will be above \$14.5 million then it can come to the Board.

Proposal #4: That the IPC report back to a full Board meeting if the cost estimate for the Construction Contractor exceeds \$15 million.

Motion approved.

iii. Update on Motion from 2016–17 Moved to *in camera*

K. Fryday–Field reported that the proposal regarding progress on the KPIs would be going to *in camera* since they are connected to the Principal’s performance and there is an HR implication. This was discussed with the IPC in January and it was proposed that a general comment be made in the open session of the minutes that the Year 1 outcomes assessment will be discussed in the *in camera* session.

The Board is now formally reviewing the results of the Year 1 outcomes of the Strategic Plan as outlined in the KPIs, this will appear in the public minutes. It is to be acknowledged in the minutes that we are going through this process.

iv. Academic Plan

K. Fryday–Field reported that the Academic Plan was now ready to come forward for approval by the Board. S. Mumm reported that IPC had a discussion on the Academic Plan that resulted in pursuing a Research Plan. The Academic Plan is a direction setting document intended to provide alignment with the Strategic Plan.

Proposal #4: That the Board of Trustees approve the Academic Plan as recommended by IPC.

Motion approved on consensus.

9. For Information

a. Report from the BUC Alumnae Association

L. Haagsma provided an overview of the report and noted that she attended Brescia Ball which was very successful. The theme was Midnight in Paris, and the BUCSC President and Executive were thanked for a well detailed and organized event. L. Haagsma noted that the Chancellor’s Reception will be held on June 16, Baccalaureate on June 17 and graduation on June 18. Homecoming will be held on October 20 and 21.

b. Report from the BUC Student President

R. Ogilvie reported that the BUCSC were working on the General Manager’s job description, projections for budget and salary. Michaela Hunter is the Incoming President and she will attend the April meeting. Elections are complete and now working on the elections for the BUCSC Executive positions. The Faculty Dinner was held last night and it was successful.

10. Other Business

There was no other business.

Meeting adjourned at 9:05pm