



BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

June 11, 2019

5:00pm

Ursuline Hall, Oak Room

MINUTES

Present: H. Campbell, I. Christensen, A. Conyngham, K. Darling, L. Eldik, L. Frederking, K. Fryday–Field, S. Hajpel, D. Hudecki, M. Khademi, M. Krauskopf, K. McKay, L. Moist (late), S. Mumm, E. Rankin Nash, E. Schuller, M. Simm, R. Tisdale

Zoom: N. Allossery–Walsh

Regrets: G. DuBois–Wing, P. Dworatzek, M. Hunter, E. Mitchell, S. McCallum, B. Walton

Guests: C. Aguilar, J. Rose

Recorder: L. Davison

1. Call to Order

K. Fryday–Field called the meeting to order.

2. Confirmation of Quorum (participation of 10 Voting Trustees)

Quorum was confirmed.

3. Governance Orientation

K. Fryday–Field reported that there have been queries about the Board policy review and the process for approval. She provided a detailed explanation of the briefing report and there were questions and discussion.

4. Business Meeting

a. Reminder of commitment to 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, April 17, 2019

Page 5, under IPC, insert ‘previously’ in last sentence, “A similar report was previously available to the Board, but due to some operational restructuring this was no longer the case.”

Motion approved on consensus with the friendly amendment.

- d. Business arising from Minutes
There was no business arising from the minutes.
- e. Recommendations for Minutes to be released to the Internet
K. Fryday–Field reminded the Board members that the minutes of the Open Session are posted on Brescia’s website and she asked if there were any concerns. There were no concerns.

It was asked if the Canonical Sponsorship documents could be shared with the Brescia community and S. Mumm reported that she would ask the author for permission to have his documents posted on Brescia’s website. K. McKay commented that she would like to give this further consideration. K. Fryday–Field reminded that there is a joint meeting of the Governance and Executive committees in July and that would be a good time to discuss with the committee members what would be appropriate to share.

- f. Report from the Principal
 - i. Update on Canonical Sponsorship
S. Mumm provided a status update and advised that the Working Committee was working on version #3 of the Statutes and By–law, which will be discussed in detail at the joint Governance and Executive meeting in July, and then with the full Board. S. Mumm provided an explanation on the difference between *Ex Corde* in the Trustee’s Handbook and the Canadian Ordinances. S. Mumm noted that she provides an annual report to the Ursuline Sisters detailing Brescia’s compliance with *Ex Corde* in the past year. There were questions and discussion.

5. Board Chair Report

- a. Board Goals
K. Fryday–Field provided an overview of the interim report, noting that there is a deadline date of June 19th for providing feedback. Of note was that most of the goals were met. The evaluation form will be sent electronically to all Board members and the final report will be provided to the Board at the June 26th meeting.
- b. Chancellor Update
K. Fryday–Field reported that the Executive Committee has been working on the Chancellor’s recruitment for the past year and she has been in communication with the candidate. There were no questions.
- c. CUBA Update
K. Fryday–Field reported that she represented the Board of Trustees at the recent Canadian Universities Board Association (CUBA) Conference and it was very valuable. There are many challenges facing universities and she would like to further the discussion at a subsequent Board meeting.

6. Reports and Proposals of the Standing Committees

a. Executive Committee Report

K. Fryday–Field reported that the Executive Committee is meeting on Friday, June 14th so there is no report at this time.

b. Employee Relations Committee Report

K. Darling reported that the Harassment and Discrimination, and the Workplace Violence policies were updated to reflect new legislation, and language around who a complaint should go to if it is against the Director of Human Resources. The person responsible for receiving complaints against the Director of Human Resources will be the Principal. K. McKay noted that the Executive Committee was recommending a friendly amendment to indicate that the Principal would also be responsible for complaints against the Director of Finance and Administration (to whom the Director of Human Resources reports).

It was requested to have a cross–reference to the Sexual Violence policy, and that there be links to specific legislation. There was discussion and the ERC will consider the requests in the next iteration.

Action: *The Employee Relations Committee will look at linking the Harassment and Discrimination policy with the Sexual Violence policy in the next iteration when the Committee looks at separating the operational procedures from the policy and the consideration of including specific legislation links.*

i. Harassment and Discrimination Policy

Friendly amendment (Page 7, section a., third line), “In the event that the Director of Human Resources or Vice–Principal Finance and Administration is the alleged harasser...”

Proposal #1: **That the Board of Trustees approve the revised Harassment and Discrimination Policy as recommended by the Employee Relations Committee and presented in Exhibit 3, subject to the friendly amendment noted above.**

Motion approved on consensus with the friendly amendment.

ii. Workplace Violence Policy

K. Darling noted the same revisions apply to this policy. K. McKay noted that the same revision indicating who would be responsible for complaints against the Director of Finance and Administration should be listed as the Principal. There was discussion about the procedures.

Proposal #2: **That the Board of Trustees approve the revised Workplace Violence Policy as recommended by the Employee Relations Committee and presented in Exhibit 3a, subject to the friendly amendment as indicated above.**

Motion approved on consensus with the friendly amendment.

c. Governance Committee Report

K. Fryday–Field reported that the Governance Committee has been very busy and provided an overview of the Board evaluation tool, noting that the Board will receive it in the next couple of days. The same evaluation will be used next year so that there can be a comparison. Following the Board evaluation survey, the Principal’s evaluation survey will go out to Trustees electronically.

K. Fryday–Field reported that the Governance Committee has been working on Canonical Sponsorship, Board policy review and the Skills Matrix. The Skills Matrix was updated to add two categories, namely post–secondary education and Catholic education/values. The Governance Committee would like to proceed with recruiting Board members for the two vacant positions even though the revised Board Member Nominations policy is not in place yet. She provided an overview of the new process to be proposed. The intention is to fill these vacancies by September so that the new Trustees can attend the Board Orientation evening. There was support for recruiting Board Members on a broader scale. It was asked whether the Trustees will have the opportunity to review the list of candidates for feedback and input. The Governance Committee will further discuss the request to present the full list of nominees to the Board confidentially for feedback. There was discussion about succession planning and K. Fryday–Field noted that the Committee has started to have that conversation. The Board agreed that the new Trustee nomination process can proceed.

i. Revised Constitution of the Brescia Council (for discussion)

S. Mumm reported that the Council has been in place for three years and is working well. The proposed changes to its *Constitution* are minimal. She noted that the Student at Risk Committee has been replaced with the Principal’s Advisory Committee on Well–being, noting that Brescia’s new Care Program is broader and more encompassing than its’ predecessor. There was some discussion about these changes. S. Mumm noted that the proposed changes to the *Constitution* will come forward again to the Board for its approval on June 26th as required.

7. Other Business

There was no other business.

Meeting adjourned at 6:35pm