



## BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

**June 27, 2018**  
**12:00pm**  
**Ursuline Hall, Oak Room**

### MINUTES

**Present:** H. Campbell, A. Conyngham, K. Darling, K. Fryday–Field, L. Haagsma, S. Hajpel, M. Khademi, M. Krauskopf, M. J. Le Ber, L. MacKinnon, K. McKay, J. Mitchell, S. Morrison, S. Mumm, E. Schuller, M. Simm, R. Tisdale, B. Walton

**Teleconference:** E. Rankin–Nash

**Regrets:** N. Allossery–Walsh, I. Christensen, M. Hunter, E. Mitchell, L. Moist

**Guests:** C. Aguilar, J. Coghlin, G. DuBois–Wing, L. Eldik, C. George, M. Lace, J. Mancini, C. McDonald, K. Pittao, C. Rogers, M. Voykin, 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

M. Khademi provided the Reflection on the value, “We value the struggle to raise social awareness and to promote social change.”

*Note: the Reflection sign–up sheet was passed around for members to sign–up for the 2018–19 academic year and the Brescia Values theme will continue.*

#### 4. Business Meeting

##### a. Reminder of Commitment to BUC Code of Conduct

K. Fryday–Field 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, April 18, 2018  
There was one request for clarification as to what the differences are between the various sessions of the Board meetings. K. Fryday–Field responded that this will be an agenda item at the Board Orientation in September.

**Motion approved on consensus.**

- d. Business arising from Minutes  
There was no business arising.
- e. Recommendations for Minutes to be Released to the Internet  
K. Fryday–Field asked if there were any concerns in the minutes that should be removed before being posted publicly. There were no concerns.
- f. Report from the Principal  
S. Mumm reported that with the departure of Fr. Peter Poel, Brother David of the Capuchin Friars of Central Canada has agreed to step in and will be expanding the program.

Baccalaureate was very successful and the largest that we've had. S. Mumm thanked the staff in the Registrar's Office for dedicating their efforts to fill the incoming class and making Brescia attractive to students.

There was a question in regard to the funding formula and S. Mumm responded that different programs are weighted differently. Foods and Nutrition (F/N) students are rated higher than most other programs, therefore, if the F/N enrolment numbers do not increase we will see a decrease in funding. Students are still being accepted and the official date for what can be expected in funding is November 1<sup>st</sup>. It was further asked whether we needed to maintain enrolment at a particular number. K. Pittao responded that the new formula is based on a 5–year rolling enrolment and we won't feel the impact till future years. By growing student enrolment it will give us an opportunity to receive increased funding. Universities that are creating innovative undergraduate programs are attracting greater numbers of students. Students are choosing the university that is offering the program that they are interested in. There was much discussion and K. Darling asked if it would be possible to see the funding we receive based on enrolment.

There was a request for S. Mumm to add the names of the other BresciaLEAD Award winners to the Principal's Report.

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

## 5. Board Chair Report

- a. Updates  
K Fryday–Field reported that in June she represented the Board at the Chancellor's Reception, Baccalaureate, Convocation and the Ground Breaking ceremony. The Principal's evaluation survey is being summarized and will be provided to the Board. A meeting with Western's

Board Chair had to be rescheduled. The rescheduled meeting will include the Affiliated Board Chairs.

A Board orientation for new members followed by an orientation for the full Board is scheduled in September; a Chair and Vice–Chair orientation will be scheduled in September; and a Board Retreat is scheduled in December. K. Fryday–Field invited Board members to submit recommendations on topics for the Board Retreat directly to her. A meeting was held with the Chancellor.

A paper copy of the update on Board goals for 2017–18 was distributed indicating what had been achieved or is in progress. The Board goals will be sent out electronically for the Boards’ feedback and discussions continue on the Year–2 Outcomes. K. Fryday–Field noted that we will be upgrading the technology and lighting in the Oak Room.

## 6. Reports and Proposals of the Standing Committees

### a. Advancement Committee Report

#### i. Summary of Office of Advancement Activities

M. Khademi invited J. Mancini to provide an overview of the report which included the proposed fundraising initiatives.

#### ii. Case for Support

There were no concerns, comments or questions in regard to the Case for Support.

**Proposal #1: That the Board of Trustees approve the “Case for Support” as recommended by the Advancement Committee.**

**Motion approved on consensus.**

### b. Employee Relations Committee Report

#### i. Executive Compensation Update

K. McKay reported that the update will be provided in the Closed Session.

### c. Executive Committee Report

#### i. Chancellor Search Update

K. Fryday–Field reported that she met with the Chancellor and the Past Chair, Liz Hewitt. The Chancellor’s term ends in 2019. Board members have been asked to submit nominations for the next Chancellor to either the Principal or the Board Chair.

#### ii. Draft Board of Trustee Policy: Role of Trustee

K. Fryday–Field reported that this is a new policy that has been reviewed by the Governance Committee. There was a concern expressed about the broad statement on page two in regard to informing the Board Chair, Principal, etc. K. Friday–Field responded that it was intentional to leave it open depending upon the circumstances. It was asked if this could be put on the agenda for the Board Orientation and K. Friday–Field agreed. There were no requests for changes.

There was a question in regard to the rules for attendance at Board meetings. By-law #1 is specific on meeting requirements in that members must attend at least three, but the expectation is to attend all Board and Committee meetings, and contribute to fundraising. There was much discussion in regard to participation and fundraising. Some suggestions included:

- That Trustees are asked to engage in a wide variety of events and encouraged to participate financially within their means and attend Board meetings.
- Engaged or engaging in Brescia events – there was general agreement in this wording.
- The question was asked, should language state, “Board members are encouraged to participate financially according to their means.” There was some support and there was a concern expressed that a potential Board member may be discouraged if that was a requirement.
- There was also concern expressed that the language be clear about “personal means” since they could be connected to someone that may contribute.
- There was a preference expressed to use language stating “encourage, according to their means.” This will go back to the Executive Committee for rewording.

There was consensus to approve the policy, but review it at the Executive Committee, then redistribute to the Board in the fall with the revised language. K. Fryday-Field was provided with some language to consider regarding philanthropic giving to Brescia by Board members.

**Proposal #2: That the Board of Trustees approve the Role of Trustee Policy as recommended by the Executive Committee.**

**Motion approved on consensus.**

d. Finance, Audit & Investment Committee Report

B. Walton reported that the operating deficit is less than what we had projected and provided an overview of the reports. The Auditor’s Report was very detailed and they had some changes and recommendations that were implemented. A. Walby comment on the audited financial statements and provided an overview of the report noting that the Auditors recommended short-term investments in regard to the new build, so there would be access to funds when needed. It was also noted that there is much more disclosure of the funds as recommended by Ernst & Young. The defined pension plan obligation will now appear in the statement of net assets and it is getting smaller.

It was noted that there was one error in the first exhibit approving PriceWaterhouseCoopers as the Auditors and will be corrected to reflect Ernst & Young.

i. Approval of Audited Financial Statements

**Proposal #3: That the Board of Trustees approve the Audited Financial Statements for Brescia University College for the fiscal year ended April 30, 2018 and the Chair and Secretary of the Board of Trustees be and are hereby authorized to sign the said Financial Statements on behalf of the Board of Trustees to evidence such approval.**

**Motion approved on consensus.**

ii. Appointment of Auditors

**Proposal #4: That the Board of Trustees recommend to the Members of the Brescia Corporation the appointment of Ernst & Young, LLP as Brescia's Auditors for Fiscal Year 2019.**

**Motion approved on consensus.**

iii. Policy on Signing Authorities (Revised)

B. Walton reported that the FAIC is reviewing their policies and there weren't any significant changes to this one.

**Proposal #5: That the Board of Trustees approve the revised Policy on Signing Authorities as recommended by the Finance, Audit and Investment Committee.**

**Motion approved on consensus.**

iv. Approval of 2018–19 Brescia Non–Tuition Ancillary Student Fees

B. Walton reported that the fee has increased and the BUCSC did approve the increase.

**Proposal #6: That the Board of Trustees approve the schedule of Non–Tuition Ancillary Student Fees for 2018–19 as recommended by the Finance, Audit and Investment Committee.**

**Motion approved on consensus.**

e. Governance Committee Report

L. MacKinnon asked if there were any questions and there were none.

i. Revised Board Policy: Conflict of Interest

L. MacKinnon reported that the policy required refreshing since it was 12 years old. K. McKay commented that the revisions reflect some of the legislative changes and tightens the language. There are additional legislative changes, however, they will not be reflected at this time. It was asked if the policy should have gone to Brescia Council first for approval. After discussion, S. Mumm responded that the policy will go to

Brescia Council for input and may come back if there are any changes requested. It was also noted that there were some errors in the spelling of “Council.”

**Proposal #7: That the Board of Trustees approve the revised Conflict of Interest Policy as recommended by the Governance Committee.**

**Motion approved on consensus.**

ii. Draft Board of Trustee Policy: Board Committee Principles

K. Fryday–Field reported that this is a new policy that was requested by Board members to assist in outlining the role of Committees.

**Proposal #8: That the Board of Trustees approve the Board Committee Principles Policy as recommended by the Governance Committee.**

**Motion approved on consensus.**

f. Institutional Planning Committee Report

K. Fryday–Field reported that the exhibit was distributed in paper and has been uploaded on OWL. An overview of the report was provided and it was noted that the Terms of Reference will be coming forward for approval.

*Year–2 Report (for information)*

S. Mumm reported that there has been a lot of progress in the past two years. K. Fryday–Field requested that there be a proposal added to approve the Year–2 Report and it would be entered as Proposal #8i.

**Proposal #8i: That the Board of Trustees approve the Year–2 Outcomes as recommended by the Institutional Planning Committee.**

It was suggested that another meeting be scheduled for the purpose of discussing the Town Hall summary in greater detail. S. Mumm suggested that the Town Hall summary feedback be reflected in the Year–3 Outcomes. There were no further questions or concerns.

**Motion approved on consensus.**

i. Year–3 Outcomes

S. Mumm reported that Year–3 started with a Visioning Day, followed by additional meetings and conversations that continued through the different portfolios and feedback was received. Conversations included what could be achieved and what resources are available.

S. Mumm commented on the Town Hall Summary and noted that some people thought we were taking resources away from our academic mission for the purpose of supporting the Strategic Plan, then realized that it was aligned. A concern had been expressed in

regard to the tension around Internationalization and funding. It was recommended that this topic go to Brescia Council for discussion.

It was commented that Brescia One no longer appeared in the outcomes and K. Fryday–Field responded that it had been renamed. S. Mumm remarked that there wasn't support for the name and it was causing some confusion. J. Mitchell noted that the plan for this year is for the course to be constructed and it will be rolled out a little differently. Considerable work has and will continue to be done.

K. Fryday–Field reported that there is still a commitment to program review, but it will be implemented differently. S. Mumm noted that there is much work ongoing through EPC and J. Mitchell commented that EPC is working on building the framework for ongoing assessment of program viability. The department reviews are also an expectation.

It was asked whether this was an appropriate time to discuss the replacement of iWIL. K. Fryday–Field reported that at the last IPC meeting the Strategic Plan was not adequately discussed due to a lack of Board members and this item will be on the IPC agenda. In particular three items will be addressed: 1) Brescia One; 2) the reference to research and how it fits in; and 3) will be around iWIL. K. Fryday–Field noted that the Board relieved S. Mumm from the responsibility of making decisions on iWIL until they could obtain clarification on what they agreed and believed it should look like.

The motion to approve the Strategic Plan was deferred so that it could go back to IPC for discussion on the three items noted above. K. Fryday–Field asked the Board if they were willing to approve the Year–3 Outcomes today and it will come back if there are changes required. Clarification had been reached on Brescia One as it was formerly named, but the other two items will go forward to IPC. The Year–3 Outcomes will be revisited following final updates to the mid–term review of the Strategic Plan.

**Proposal #9: That the Board of Trustees approve the Year–3 Outcomes as recommended by the Institutional Planning Committee.**

**Motion approved on consensus.**

ii. Revised Strategic Plan

It was requested that it be clear to the Board what the process had been for feedback with regard to the Strategic Plan.

S. Mumm reported that the Board requested a report indicating whether or not the Strategic Plan required any revisions. IPC approved the plan for the mid–cycle review of the Strategic Plan. A survey had been sent to the Board and to the Brescia staff and faculty. The responses did not indicate a strong desire for change. Two Town Halls were held and feedback was received, which went to IPC. The changes suggested are reflected in the document presented. At the IPC meeting there was little conversation and it was primarily from staff members. There was little representation of Board

members at that meeting, but the requirements for quorum had been met. K. Fryday–Field reported that additional discussion with IPC is required and requested that the proposal be deferred. K. Fryday–Field also indicated that this will appear on the full Board Orientation session in September and the Town Hall summary will go forward to the next IPC meeting. An official vote was not needed to defer.

iii. Revised IPC Terms of Reference

K. Fryday–Field reviewed the changes that were proposed in regard to the voting and the non–voting membership. After much discussion on the voting membership of the committee it was decided that the IPC Terms of Reference would be deferred and go back to the IPC.

**7. For Information**

a. BUC Alumnae Association Report

L. Haagsma thanked everyone and welcomed Laure Eldik as the next BUC Alumnae Association representative.

b. BUC Students Council Report

There was no report.

**8. Other Business**

K. Fryday–Field thanked the departing members of the Board, with a special thank you to L. MacKinnon who was departing as Past Chair. K. Fryday–Field announced that there would be a summer gathering in Komoka, and she will be meeting individually with each member of the Board in April for input.

**Meeting adjourned at 3:45pm**