



BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

May 27, 2020
5:00pm
Via Zoom

MINUTES

Zoom: M. Belcourt, I. Christensen, A. Conyngham, K. Dahl, K. Darling, G. DuBois–Wing, P. Dworatzek, L. Eldik, L. Frederking, K. Fryday–Field, S. Hajpel, M. Khademi, M. Krauskopf, M. J. LeBer, S. McCallum, K. McKay, L. Moist, S. Mumm, E. Petch, E. Rankin Nash, S. Rich, E. Schuller, M. Simm, R. Tisdale

Guests: J. Clark, H. Hurst, R. Johnson, J. Lalich, J. Rose, K. Szauter, E. Whelan, C. Whippey

Recorder: L. Davison

1. Call to Order

K. McKay called the meeting to order at 5:04pm.

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

Quorum was confirmed.

3. Reflection

K. Dahl provided a Reflection on the Value, “We value the physical environment that enhances the spiritual search for truth and beauty.”

4. Approval of Agenda

The agenda was approved.

Motion moved on consensus.

5. From the Frontline: Administrative Presentation

“Brescia Board Policy Refresh Rationale and Update” with K. Fryday–Field, Past Chair

6. Business Meeting

a. Reminder of commitment to BUC Board of Trustees *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 27, 2020 – *Deferred*

7. Consent Agenda

It was requested to move the Principal's Report, the Budget Guiding Principles, and each of the FAIC, Advancement Committee and Governance Committee Reports out of the consent agenda for discussion.

Motion approved to move such matters out of the Consent Agenda for discussion.

8. Discussion of Consent Agenda Item(s)

a. Principal's Report

There were comments made that the normal budgeting process was disrupted prior to COVID-19 and before Christmas. It was requested that the Principal revise her report to reflect that the FAIC meeting dealing with the budget was held *in camera*.

S. Mumm provided a verbal update to her report noting that Fr. Frank Morrissey, who was instrumental in assisting Brescia with the establishment of our new Canonical Sponsorship, had passed away.

b. Guiding Principles

K. McKay reported that the Guiding Principles were approved of at the May 11th *in camera* meeting of the Board. It was noted that they were intended to be used as an internal document to Brescia and that in the past they have not been posted publicly. It was suggested that there be a motion to remove "confidential" from the Guiding Principles.

Motion moved on consensus.

It was noted that the usual budget process was not followed this year due to the unprecedented circumstances. There were a number of Human Resource changes at key points in the process, challenges related to COVID-19 and competing demands.

It was agreed that there would be a post-mortem meeting to discuss this year's process and ensuring that the budget process is back on track for 2020-21.

c. Governance Committee Report

K. Fryday-Field provided an overview of her report that had just been posted on the OWL site, highlighting the questions that emerged from IPC regarding the ownership/responsibility of reports coming to the Board, and what is a reasonable quorum requirement for Committees. It was asked if the Board was going to review its structure and K. Fryday-Field noted that the Governance Committee would be.

d. Finance, Audit and Investment Committee Report

Concern was expressed that the FAIC meeting was held *in camera*. R. Tisdale noted that there had been a request from administration to hold the meeting *in camera* and that practice will be reviewed going forward.

There was discussion about the Summary Statement of Operations and that FAIC had not reviewed the updated version at its last meeting. K. McKay noted that the report was updated following the meeting and in future the report will be under the Principal's Report rather than being a report form FAIC.

There was much discussion and K. McKay reported that at the June meeting the Board will review the financial statements that will have been vetted through FAIC. K. McKay thanked administration for providing an updated financial report.

Action: *A post-mortem meeting will be scheduled to review the budget process for 2020–21.*

9. For Approval

a. Governance Committee

i. *Constitution of Brescia Council*

S. Mumm noted that the changes were not substantial other than the change to quorum that now allows for a meeting to continue if quorum is not confirmed and proposals would be deferred to the next meeting.

It was noted that in the blacklined version on page #2 under voting members of Council, staff involvement was incorrectly reflected as a change for the Chair and Vice-Chair role. The correct blacklined version to be posted.

Proposal #1: **That the Board of Trustees approve the revisions to the *Constitution of Brescia Council* as recommended by the Governance Committee.**

Motion approved on consensus.

10. New and Other Business

a. Board Meeting Dates

K. McKay reported that until further notice the meetings will continue through Zoom. In addition to the six meeting dates, there will be an orientation with a proposed date of September 16th, to be confirmed closer to the time. There will be a fall retreat on November 21st and a winter retreat on January 30th.

b. Board Goals

K. McKay provided an overview on the status of the goals to-date.

Meeting adjourned at 6:49pm