



Brescia University College is a Catholic University in the Ursuline tradition motivated by inclusion and access to academic excellence and women's leadership. Brescia prepares graduates, informed by the enduring values of wisdom, justice and compassion, to be people of integrity, making an impact in a changing world.

BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

October 19, 2022

6:45 pm

Via Zoom and In-person (Oak Room, Ursuline Hall)

OPEN BOARD AGENDA

Time

- | | | |
|--|------------|------|
| 1. Call to Order | K. Darling | 6:45 |
| 2. Confirmation of Quorum¹ | K. Darling | |
| 3. Reflection | P. Nanni | |
| 4. Approval of Agenda | K. Darling | |
| 5. Business Meeting | K. Darling | 6:50 |
| a. Reminder of BUC Code of Conduct | | |
| b. Declarations of conflict of interest | | |
| c. Report from the Board Chair on the <i>In camera</i> Session | | |
| 6. For Information | | |
| a. Vision, Mission and Values – Exhibit 1 | | |
| b. <i>Ex Corde Ecclesiae</i> :
Apostolic Constitution on Catholic Universities – Exhibit 1a | | |
| 7. Approval of Consent Agenda | K. Darling | 6:55 |
| a. Finance, Audit & Investment Committee Report – Exhibit 2 | | |
| i. FAIC Work Plan (<i>for information</i>) – Exhibit 2a | | |
| ii. Fall Budget Update – Exhibit 2b | | |
| iii. Fall Update Reporting Package – Exhibit 2c | | |
| b. Governance Committee Report – Exhibit 3 | | |
| i. Governance Work Plan (<i>for information</i>) – Exhibit 3a | | |
| c. Equity, Diversity, Inclusion and Decolonization
<i>Ad Hoc</i> Task Force Report – Exhibit 4 | | |

1. Given the Trustee population of the 2022–23 academic year, *quorum* is achieved by the participation of 9 Trustees.

- i. EDID *Ad Hoc* Task Force Terms of Reference (*no revisions*) – **Exhibit 4a**
 - ii. EDID *Ad Hoc* Task Force Work Plan (*for information*) – **Exhibit 4b**
- d. BUC Student’s Council Report – **Exhibit 5**
- e. Brescia Council Report – **No Report**
8. **Discussion of Consent Agenda Item(s)** K. Darling
 Consent Agenda Items will be discussed if requested in advance of Board meetings.
9. **President’s Office** L. Frederking 7:00
 a. President’s Report to the Board (*includes Appendices*) – **Exhibit 7**
 b. Factual Certificate – **Exhibit 7a**
10. **For Discussion** 7:15
 a. Board of Trustees Terms of Reference – **Exhibit 8** K. Darling
 b. Board Priorities 2022–23 – **Exhibit 9** K. Darling
- Motion #1: That the Board of Trustees approve the Board Priorities for 2022–23.**
- c. Board Work Plan – **Exhibit 10** K. Darling
- d. Coordinating Committee
11. **For Approval** 7:45
 a. Finance, Audit and Investment Committee L. Citton–Battel
 i. FAIC Terms of Reference – **Exhibit B**
 ➤ Blacklined version – **Exhibit Bi**
- Motion #2: That the Board of Trustees approve the revisions to the Finance, Audit and Investment Committee’s Terms of Reference as recommended by the FAIC.**
- ii. Appointment of F2023 Auditors – **Exhibit C**
- Motion #3: That the Board of Trustees approve Ernst and Young as Auditors for Fiscal 2023.**
- iii. Operating and Capital Reserves – **Exhibit D**
 ➤ Reserves Policy – **Exhibit Di**

Motion #4: That the Board of Trustees approve the operating reserve of \$3 Million, as recommended by the FAIC, noting that the balance will be reviewed at year end F2023, subject to financial and cash position of the organization.

- iv. Expense and Travel Policy – **Exhibit E**
 - Blacklined version – **Exhibit Ei**

Motion #5: That the Board of Trustees approve the revisions to the Expense and Travel Policy as recommended by the Finance, Audit and Investment Committee.

- b. Governance Committee

S. McCallum

- i. Governance Committee Terms of Reference – **Exhibit F**
 - Blacklined version – **Exhibit Fi**

Motion #6: That the Board of Trustees approve the revisions to the Governance Committee Terms of Reference as recommended by the Governance Committee.

Briefing Report on Policies for Approval – **Exhibit G**

- ii. Board Committee Principles Policy – **Exhibit H**

Motion #7: That the Board of Trustees approve the revisions to the Board Committee Principles Policy as recommended by the Governance Committee.

- iii. Board Recruitment and Nominations Policy – **Exhibit I**

Motion #8: That the Board of Trustees approve the revisions to the Board Recruitment and Nominations Policy as recommended by the Governance Committee.

- iv. Role of Trustee Policy – **Exhibit J**

Motion #9: That the Board of Trustees approve the revisions to the Role of Trustee Policy as recommended by the Governance Committee.

- v. Brescia Naming Policy (Board) – **Exhibit K**

Motion #10: That the Board of Trustees approve the revisions to the Brescia Naming Policy (Board) as recommended by the Governance Committee.

vi. Board of Trustees Draft Minutes, June 24, 2022 – **Exhibit A** K. Darling

Motion #11: That the Board of Trustees approve the June 24, 2022 Minutes as presented.

12. **Board Evaluation** 8:15

Adjournment 8:20