



BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

October 19, 2022

6:45pm

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

DRAFT OPEN MINUTES

Present: F. Abdollahi, L. Citton-Battel, K. Dahl, K. Darling, L. Frederking, S. McCallum, P. Nanni, B. Savel, L. Staudt

Zoom: K. Henderson, E. Schuller, R. Tessmer

Regrets: M. Belcourt, D. Hudecki, C. Patrick

Guests: I. Christensen, C. George, H. Hurst, R. Macaulay, C. Mitchell, L. Ochoa, J. Sutton, B. Szapiel, C. Temple

Recorder: L. Davison

1. Call to Order

K. Darling called the meeting to order and welcomed new Board members, K. Henderson, L. Staudt and Rosemary Tessmer.

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

Quorum was confirmed.

3. Acknowledgement of the First Nations' Lands

It was acknowledged that the Land Acknowledgement was provided by F. Abdollahi in the *In camera* Session.

4. Reflection

P. Nanni, Ursuline Nominee, provided the Reflection.

5. Approval of Agenda

The agenda was approved.

6. Business Meeting

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

b. Declarations of conflicts of interest
There were no conflicts of interest.

c. Report from the Board Chair on the *In camera* Session
K. Darling reported that the President provided a bi-annual report on the Risk Dashboard and progress on her performance evaluation. The Board discussed the notes and priorities that emerged from the Retreat, and the President completed her presentation on the SWOT analysis.

7. **For Information**

K. Darling noted that the items listed in this section were for information.

8. **Approval of Consent Agenda**

Approved as presented. K. Darling reported that there were no requests for consent agenda items to be discussed.

Motion approved on consensus.

9. **President's Office**

a. President's Report to the Board

L. Frederking noted that the report highlights the activities on campus. K. Darling requested a copy of the events at Brescia in 2022–23 that the Board can be invited to. There was a request for Board members to receive copies of the Viewbook to share with potential students. It was asked how students were managing on campus. F. Abdollahi provided an update on the activities that students have been involved in and noted that they are a little stressed as it is midterm. C. Temple noted that the students are very active this year and mental health is on the rise due to midterm. A mental health counsellor will be starting soon and available on campus for the students.

Action: *L. Davison to provide Board members with a list of events for the year.*

10. **For Discussion**

a. Board of Trustees Terms of Reference

K. Darling reported that there were no revisions. K. Dahl noted that there were some titles that should be revised.

Action: *K. Darling to review the Board Terms of Reference and bring amendments back to the Board at the December meeting.*

b. Board Priorities 2022–23

K. Darling reported that emerging from the Retreat, the Board agreed to the following three priorities: 1) Focus on financial sustainability; 2) Develop a collective understanding of risk in order to manage it; and 3) Establishment of effectiveness measures for Board outcomes to ensure we are high performing board. It was noted that with respect to financial sustainability, there will be discussions at both FAIC and the Board. There were no concerns.

Motion #1: That the Board of Trustees approve the Board Priorities for 2022–23.

Motion approved on consensus.

c. Board Work Plan 2022–23

K. Darling reported that the Board Priorities were included in gray font and will change to black font, with suggested dates for the December Board meeting.

d. Coordinating Committee

K. Darling reported that in November 2020, the Board began a restructuring of the committees. A decision was made to reduce the number of committees and the Executive Committee was rebranded as the Coordinating Committee. The work of the Coordinating Committee was strictly to review the Board agendas and ensure all documents were in place for the meetings. It was noted that the Coordinating Committee was a duplication of the work performed in advance with the President, Board Chair, Vice–Chair and Associate Secretary. The Coordinating Committee did not make any decisions and will not be active this year. A report will come forward at the end of the year with a recommendation to disband the Coordinating Committee.

11. For Approval

a. Finance, Audit and Investment Committee

i. FAIC Terms of Reference

L. Citton–Battel reported that the FAIC Terms of Reference were revised to primarily reflect title changes and asked if there were any concerns.

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.

Motion approved on consensus.

ii. Appointment of F2023 Auditors

There were no questions or concerns.

Motion #3: That the Board of Trustees approve Ernst and Young as Auditors for Fiscal 2023.

Motion approved on consensus.

iii. Operating and Capital Reserves

S. McCallum reported that FAIC discussed whether to reduce the reserve, and the decision was made to keep the reserve at the same level. K. Darling noted that the reserve is part of the normal operations and not in a separate account. There were no questions or concerns.

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.

Motion approved on consensus.

iv. Expense and Travel Policy

L. Citton–Battel reported that Governance will be making a recommendation for the Board and the President to have a separate policy that does not include operational components. There were no concerns.

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

Motion approved on consensus.

b. Governance Committee

i. Governance Committee Terms of Reference

S. McCallum reported that the majority of revisions were title changes, minor wording changes, and the voting membership was increased.

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

Motion approved on consensus.

ii. Board Committee Principles Policy

K. Darling reported that the following four policies were viewed through an EDID lens and there will be an additional review to look more carefully at all the Board’s policies. S. McCallum noted that the revisions were minor. There were no questions or concerns.

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

Motion approved on consensus.

iii. Board Recruitment and Nominations Policy

There were no questions or concerns.

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

Motion approved on consensus.

- iv. Role of Trustee Policy
There were no questions or concerns.

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

Motion approved on consensus.

- v. Brescia Naming Policy (Board)
There were no questions or concerns.

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

Motion approved on consensus.

- vi. Board of Trustees Draft Minutes, June 24, 2022
There were no questions or concerns. Abstentions: K. Henderson, L. Staudt, and R. Tessmer, as they were not in attendance.

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

Motion approved.

12. Board Evaluation

K. Darling reported that the Board will evaluate themselves twice a year. L. Davison will send the link following the meeting and requested that everyone respond as soon as possible.

K. Darling reported that in OWL there is an Educational Resources section and new videos on EDID were posted today.

K. Darling reported that C. Patrick's father-in-law passed away suddenly and asked everyone to keep her in their thoughts.

K. Darling encouraged members to click the "Like" button and comment on any social media where Brescia is mentioned.

Motion to adjourn at 7:35pm