



BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES

October 10, 2018
6:10pm
Ursuline Hall, Oak Room

MINUTES

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

Teleconference: G. DuBois–Wing, M. Hunter

Regrets: N. Allossery–Walsh, H. Campbell, S. McCallum, B. Walton

Guests: C. Aguilar, C. Core, C. George, M. Lace, J. Mancini, N. Naguleswaran, A. Walby, C. Whippey

Recorder: L. Davison

1. Call to Order

K. Fryday–Field called the meeting to order and welcomed the guests.

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

Quorum was confirmed.

3. Reflection

Sr. E. Schuller provided the Reflection on the value, “We value academic excellence, continuous innovation and principled decision–making” with a focus on academic excellence. K. Fryday–Field requested that Sr. Eileen provide a copy of her Reflection to be distributed to the Board.

Action: L. Davison to distribute Sr. Eileen’s Reflection to the Board.

4. From the Frontline: Administrative Presentation

- Centennial Launch with the Communications Team

From the Frontline: Academic Presentation

- “Research at Brescia in the Teacher Scholar Tradition” with Dr. Laretta Frederking

5. Business Meeting

- a. Annual Commitment to BUC *Code of Conduct*
K. Fryday–Field reminded Trustees of the commitment to the BUC *Code of Conduct* and requested that all members in attendance including those on Zoom verbally commit.
- b. Declarations of Conflict of Interest
There were no conflicts of interest.
- c. Approval of Draft Minutes
 - i. Board of Trustees, June 27, 2018
Motion approved on consensus.
- d. Business arising from Minutes
Follow–up action on Town Hall Summary to be discussed under IPC.
- 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.

In referring to the Year–3 outcomes and renaming of Brescia One, it was asked to be clarified that the decision was made to change the name. After discussion it was agreed to change the reference to say, “Brescia One as it was formerly named” since it has not officially been renamed.

There were no other concerns and the Board agreed that the minutes were approved to be left as is to post to Brescia’s internet with the one revision as discussed above.

Action: L. Davison to revise the minutes to say, “Brescia One as it was formerly named” as discussed and agreed above.

- f. Report from the Principal
S. Mumm highlighted the recent accomplishment of Dr. Andrew Chater in receiving a Fulbright Award, which will further his research into the Arctic Council at the University of Washington, noting that this is the first Fulbright Award that a professor at Brescia has ever received.

S. Mumm commented that she attended the Installation of Dr. David Sylvester as the 12th President and Vice–Chancellor of the University of St. Michael’s College in Toronto, former Principal of King’s University College.

S. Mumm reported that with the legalization of cannabis, while we have smoke free corridors on campus and anything legal can be smoked there at this time, but nothing in the residences. As of the summer of 2019, we are moving to a smoke free campus and this will include vaping. The one exception will be for medical purposes and the individuals involved usually keep the necessary documentation on hand. Edibles will not be legal for another year and this will be addressed.

S. Mumm noted that there is an exhibit intended to be used as a reference on the topic of Canonical Sponsorship and the Public Juridic Person. Once again this year our 2018–19 residence is full and there has been an overflow into Ursuline Hall although we remain concerned about the overall enrolment. The Centennial Calendar that was posted is intended to show the key events that will be running during the centenary.

S. Mumm reported that there was a one word change made to the *Constitution of Brescia Council* that requires the Board’s approval. The change is from November to December on page 12, item d., because that information is never available in November.

Proposal #1: That the Board of Trustees approve the revised *Constitution of Brescia Council* as recommended by Brescia Council as presented.

Motion approved on consensus.

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

6. Board Chair Report

- a. Affiliated Board Chairs Meeting Update

K. Fryday–Field reported that they are working on scheduling a meeting with the Affiliated Board Chairs and an invitation will be extended to the Vice–Chairs. An update will be provided to Board members after that meeting is held.

K. Fryday–Field commented that if Board members were considering a donation within their means to Brescia that they choose one of the three priorities that have been identified by the Board. There may be other requests that come forward, but Board members are asked to commit to the areas that the Board has agreed to.

- b. Board Retreat December 1, 2018

K. Fryday–Field asked members to send an e–mail to her with a copy to K. McKay with any suggestions for topics of discussion at the December 1st Board Retreat. The invitation to respond with additional requests will be left open for one week. Following are topics that have already been submitted:

- 1) Community engagement.
- 2) What pressures will universities be facing in the future.
- 3) Board of Trustees processes.
- 4) Affiliation Agreement with Western: an orientation on understanding the Affiliation Agreement.
- 5) Challenges to the current Strategic Plan.

- c. Board Standing Committee Membership

K. Fryday–Field reported that there were a couple of Chairs of the Standing Committees that have been replaced with new members and some Committee members have been shuffled in order to provide opportunities for enhancing skills and broadening their knowledge. There are

still some vacant positions that need to be filled and nominations will go forward to the Governance Committee.

Proposal #2: That the Board of Trustees approve the Board Standing Committee Membership as presented.

Motion approved on consensus.

- d. Board Goals 2018–19
K. Fryday–Field noted that the Board Goals were circulated in advance of the meeting and were discussed at the Board Orientation in September. There were no concerns or changes.

Proposal #3: That the Board of Trustees approve the Board Goals for 2018–19 as presented.

Motion approved on consensus.

7. Strategic Plan: Items still requiring Board clarification

K. Fryday–Field noted that there were three areas of concern raised by Board members and a request to have a more fulsome conversation on: 1) Community Engagement; 2) Emphasis on Research at Brescia; and 3) Common Intellectual Experience. A handout was distributed at the meeting and will be posted on the OWL site that reflects the feedback received by Board members from the breakout sessions at the Board Orientation in September. K. Fryday–Field announced that she would like to defer the discussion this evening due to time constraints and asked members to review the handout prior to the December 1st Retreat when the conversation will resume.

8. Reports and Proposals of the Standing Committees

- a. Advancement Committee Report
M. Khademi reported that there have been many changes in the Office of Advancement team and invited J. Mancini to provide a review of the report that was submitted.
- b. Employee Relations Committee Report
K. Darling reported that the Ministry has put a pause on the Executive Compensation Framework initiative and has reverted back to a freeze on salaries for the time being.

The ERC Work Plan was updated and submitted to the Governance Committee and the Board for information. The Terms of Reference were reviewed by the ERC and reported to the Governance Committee that there were no changes. The Terms of Reference have now been provided to the Board for the record indicating that they've been reviewed, there are no changes and they are current.

Proposal #4: That the Board of Trustees acknowledge that the ERC reviewed their Terms of Reference and reported to the Governance Committee that there were no changes and they are current.

Motion approved on consensus.

c. Executive Committee Report

K. Fryday–Field noted that the Executive Committee Report was distributed in advance of the Board meeting.

i. Chancellor Search Update

K. Fryday–Field provided an update on the Chancellor announcing that she will end her term in June 2019. The Chancellor will attend Baccalaureate in June 2019 and the related events. If there is a new Chancellor in place by then, she will pass the baton on. There were no objections by Board members.

K. Friday–Field requested Board members to submit nominations for the next Chancellor and reported that she had received two confidentially, but is requesting additional names be suggested and sent to her by e–mail, and then the Executive Committee will start the search. There was a request to circulate information on the criteria, credentials and expectations of a Chancellor. K. Fryday–Field reported that this is a document that is being prepared and will be distributed as soon as it is ready.

ii. Status of Principal’s Evaluation

K. Fryday–Field reported that the status of the Principal’s evaluation will be brought forward to the December meeting for the purpose of discussing the process of doing a full evaluation.

d. Finance, Audit & Investment Committee Report

R. Tisdale reported on behalf of B. Walton and highlighted that Conference Services had higher than normal revenues and lower expenses.

The Terms of Reference were reviewed by the FAIC Committee and reported to the Governance Committee as having no changes.

Proposal #5: That the Board of Trustees acknowledge that the FAIC reviewed their Terms of Reference and reported to the Governance Committee that there were no changes and they are current.

Motion approved on consensus.

i. Grounds Keeping Services

K. McKay asked if it was necessary to include the specific numbers. It was noted that for the purpose of the Board’s approval it was necessary, but the amounts could be redacted from the public version of the minutes when posted.

Proposal #6: That the Board of Trustees approves and authorizes Brescia management to proceed with final negotiations for a 3–year contract with Van Horik’s Landscaping Inc. for year–round grounds keeping care (with further 2–year renewal option).

Motion approved on consensus.

ii. Revised Expense and Travel Policy

R. Tisdale noted that there was a small amendment posted today due to a small omission/technicality regarding approval of expenses for the Vice-Principals, in that only the Principal can approve those expense reports.

One major change to the policy is that it now includes Board Chair and Board member expenses. It was questioned why Board members expenses would be reimbursed considering that there was discussion on the strategy of requesting Board members to donate to Brescia. K. Fryday-Field responded that Brescia is reimbursing the out-of-town member who lives in Thunder Bay for her travel expenses, and there has been an expense incurred due to a meeting with the Chancellor in Toronto.

R. Tisdale noted that there was much discussion at the FAIC meeting in regard to the inclusion of Board member expenses since there hasn't been a policy in place previously and there does need to be additional discussion around the serving of alcohol.

E. Rankin Nash raised a concern about the insurance coverage and due to the change in laws, it could be out of date. There was a request for the Board to approve the policy with an amendment stating that there will be further investigation and review of the insurance clauses.

Proposal #7: That the Board of Trustees approves the revised Expense and Travel Policy as recommended by the Finance, Audit and Investment Committee with the amendment that there will be further investigation and review of the insurance clauses

Motion approved on consensus.

Action: E. Rankin Nash and A. Walby to investigate and review the insurance clauses to ensure that they are current, and report this information back to the Board.

iii. Setting the Operating Reserve for 2018-19

Proposal #8: That the Board of Trustees sets the Operating Reserve at \$XX for fiscal 2019, in accordance with the Reserves Policy.

Motion approved on consensus.

iv. Ratification of Sale: Gift of Real Property

K McKay raised concerns about the wording of the proposal and requested that it be revised. The sale of property given to Brescia as a gift will go to the Governance Committee for further discussion. An amendment to the proposal was discussed, approved and reflected below.

Proposal #9: That the Board of Trustees approves the following:

- 1) **The entry by Brescia University College into a September 24, 2018 agreement, as amended, to sell the Property to a third party buyer as contemplated in the Briefing Note provided to the Board of Trustees' be and is hereby confirmed, ratified and approved.**
- 2) **Any one or more officers of Brescia be and are hereby authorized to sign such further and other documents and to do such further and other acts and things as they, in their discretion, may deem to be necessary and appropriate to give effect to the terms and provisions of the Agreement and to complete the transaction contemplated thereby, the signing or doing thereof to be deemed to be conclusive evidence of Brescia's approval therefore.**

Motion approved on consensus.

Action: *L. Davison to add "Sale of Property Given to Brescia – Gifts in Kind" to the Governance Committee agenda for discussion.*

e. Governance Committee Report

K. Fryday–Field reported that there are different versions of the Mission Statement in circulation. As a result, S. Mumm traced back through the minutes and other documentation to determine which version met both criteria: the Ursuline Sisters were consulted and it was approved by the Board. Going forward the version that was Board and Ursuline approved in June 2016 will be used in all documentation. K. Fryday–Field noted that there are additional *Constitutional* changes in progress.

K. Fryday–Field provided an overview of the report, noting that the use of gender neutral language will be reported on by S. Mumm at a later date.

i. Electronic recording of Board Minutes

K. Fryday–Field asked Board members whether they would consider having the minutes of the Open Sessions recorded. There was a question in regard to the retention period of the recording and S. Mumm noted that we were looking at following Western's process in that the recording will be kept until after the Board minutes are approved and then be deleted. The Board approved this practice.

K. Fryday–Field asked if members would approve having the Closed Session recorded, but this was not supported at this time.

ii. Revised Code of Conduct

There was one change to the revised Code of Conduct that was approved at the June 2018 meeting as a result of one sentence that required clarification. It was noted that the context was in regard to being a member of the Board of Trustees.

Proposal #10: That the Board of Trustees approve the revised Code of Conduct as recommended by the Governance Committee as presented.

Motion approved on consensus.

- iii. Work Plan
K. Fryday–Field reported that the Governance Committee Work Plan was updated and is provided to the Board for information.
- iv. Terms of Reference
K. Fryday–Field reported that there was a minor revision to the Governance Committee’s Terms of Reference and they are being presented to the Board for approval.

Proposal #11: That the Board of Trustees approve the revised Governance Committee’s Terms of Reference as recommended by the Governance Committee as presented.

Motion approved on consensus.

- f. Institutional Planning Committee Report
 - A. Conyngham provided an overview of the report.
 - i. Revised Strategic Plan
A. Conyngham noted that the Strategic Plan was approved by IPC with the caveat that the three items below continue to be discussed. A. Conyngham requested that the Board Chair add to the Board Retreat agenda, “Discussion on Brescia’s resources and the Board’s expectations.”

Proposal #12: That the Board of Trustees approve the Revised Strategic Plan as recommended by the Institutional Planning Committee with the proviso that the Board is seeking to work on clarifying goals and KPIs in the following three areas:

- 1) **Community Engagement**
- 2) **Emphasis on Research at Brescia**
- 3) **Common Intellectual Experience**

Motion approved on consensus.

Action: K. Fryday–Field to add “Discussion on Brescia’s resources and the Board’s expectations” to the Board Retreat Agenda.

- ii. Academic Pavilion Accountability Report
A. Conyngham noted that the Academic Pavilion *Ad Hoc* Working Group is meeting less frequently now that construction is underway.

- iii. Discussion on Town Hall Summary arising from June 27, 2018 Minutes
E. Rankin Nash noted that the reason in requesting a further discussion with regard to the Town Hall was that the Board is truly interested in hearing from our various stakeholders. It was requested that the Board Chair and Vice–Chair be invited to future Town Hall meetings.

Action: *L. Davison to extend invitations to the Board Chair and Vice–Chair in regard to Brescia Town Hall meetings.*

9. For Information

- a. BUC Alumnae Association Report
L. Eldik provided an overview of the report and noted that Homecoming is set for October 20 and 21, and Awards will be presented to Sara Francolini and Mallika Auplish.
- b. BUC Students Council Report
M. Hunter provided an overview of the report.

10. Other Business

C. George announced that there will be two lectures on Henri Nouwen held at Brescia that Board members might be interested in attending. October 25th will be with Dr. Michael Higgins, and another one on November 8th with Dr. Sean Mulrooney.

Meeting adjourned at 9:35pm