



**BRESCIA UNIVERSITY COLLEGE BOARD OF TRUSTEES**

**October 4, 2017**

**6:00pm**

**Ursuline Hall, Oak Room**

**MINUTES**

**Present:** N. Allossery–Walsh, I. Christensen, A. Conyngham, K. Darling, K. Fryday–Field, L. Haagsma, S. Hajpel, M. Khademi, M. Krauskopf, M. J. Le Ber, L. MacKinnon, K. McKay, E. Mitchell, J. Mitchell, S. Morrison, S. Mumm, E. Rankin Nash, E. Schuller, M. Simm, R. Tisdale, B. Walton

**Teleconference:** J. Patterson

**Regrets:** L. Moist, R. Ogilvie

**Guests:** C. Aguilar, C. George, C. Vitkauskas, A. Walby, 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 confirmed.

**3. Reflection**

Sr. M. Krauskopf provided the Reflection.

**4. Ongoing Board Orientation**

**4a) From the Frontline: Academic/Administrative Presentations:**

- M. Simm, Vice–Principal, Students presented on the “International Strategy for Brescia.”

**4b) Governance Orientation – September 11, 2017:**

- L. MacKinnon, Past Chair, presented on the “Relationship with Western and the Affiliates.”

## 5. Business Meeting

- a. Annual Commitment to BUC *Code of Conduct*  
K. Fryday–Field spoke to the importance of committing to the *Code of Conduct* and that it will be reviewed by the Governance Committee. All attending members verbally committed.

Members that need to commit are: Louise Moist and Rachel Ogilvie.

- b. Declarations of Conflict of Interest  
There were no conflicts of interest.

- c. Approval of Draft Minutes  
i. Board of Trustees, June 28, 2017  
**Motion approved on consensus.**

- ii. Board of Trustees, August 22, 2017  
**Motion approved on consensus.**

- d. Business arising from Minutes  
There was no business.

- e. Report from the Principal  
S. Mumm provided a brief overview of her report stating that Heather Kirk, the new faculty member in French, will be awarded her PhD shortly and will be with us for the next three years. Enrolment targets have been achieved, but the budget has been affected due to fewer students enrolled in Food and Nutrition. This year there was no wait list for the residence and we have eight vacancies due to International students that were unable to obtain their visas in time.

The Affiliated Principals will be meeting to discuss the upcoming Affiliation Agreement. It is uncertain who will be negotiating the agreement considering that the Provost is departing as of June 30, 2018.

The Women's College Coalition annual conference in September was very valuable and there were many areas of shared concern.

The Factual Certificate was accepted and there were no questions.

## 6. Board Chair Report

- a. Updates  
K. Fryday–Field reported that it is a pleasure to be here as Brescia's Board Chair and it has been a very busy month. At the Principal's invitation she attended a Cabinet meeting and expressed appreciation to Cabinet members for the work they do. Going forward, there will be work on communication between Cabinet and the Board.

She also attended the Brescia Council meeting where she brought greetings from the Board, and spoke on governance. Lines of communication were open and the meeting went very well.

There is an intention to have a meeting with all current and past Chairs of the Board with the Affiliates. November 10<sup>th</sup> David Patchell–Evans will be the speaker at an event and an invitation will be extended to the Board.

b. Governance Development

K. Fryday–Field reported that the Committee is currently working on the 2017–18 Work Plan and informed members that the survey site is still open. All suggestions from the survey will be summarized and reported back to the Board. Advancement will be a subject on subsequent meetings and at the November Retreat. The November 25<sup>th</sup> Retreat will feature many topics and more information will be forthcoming.

## 7. Reports and Proposals of the Standing Committees

a. Report from the Advancement Committee

M. Khademi reported that the Committee met on September 14<sup>th</sup> and highlighted some of the points from the Advancement report. Homecoming is being held on October 21 and 22, and Dr. Margaret Chang will be speaking. The Hanycz lecture is set for October 25<sup>th</sup> and invitations have been sent. The Keynote speaker is Dr. Jacqui Linder and the topic is human trafficking. BresciaLEAD is set for April 19, 2018 and the Keynote speaker is Ann Curry. Board members were asked to consider purchasing a table collaboratively and to reach out to their contacts.

M. Khademi spoke on extending connections outside of London to the GTA. There was discussion on Board members hosting an event or participating in one similar to what E. Rankin Nash did earlier this year. There was interest expressed by other Board members in hosting a similar event. One is scheduled for the New Year and another is being considered in November. The Chancellor would also like to host one in the New Year.

There were no questions regarding the Advancement KPIs.

b. Report from the Employee Relations Committee

K. McKay reported that the Committee met with the Elected Trustees to discuss Executive Compensation. The framework was to be submitted by September 29<sup>th</sup>. E. Whelan contacted the Ministry and was informed that Brescia was not required to file since we do not receive direct funding. Brescia does not agree with the Ministry's perspective and therefore, we did file the Executive Compensation Framework. The work has not been lost. It was approved by the Board and we have a Framework in place.

c. Report from the Executive Committee

K. Fryday–Field reported that the Committee met on September 19<sup>th</sup> and set the agenda for the Board and reviewed their Terms of Reference.

**Proposal #1: That the Board approves the revised Executive Committee Terms of Reference as recommended by the Executive Committee.**

**Motion approved on consensus.**

d. Report from the Finance, Audit & Investment Committee

B. Walton reported that the Committee met on September 19<sup>th</sup> and provided an overview of her report, noting that total revenue is slightly below target. There has been a drop in tuition revenue due to fewer Food and Nutrition students. Conference services labour costs have increased due to an increase in minimum wage. Each month a KPI will be highlighted and we are in the process of getting benchmarks against other institutions. The investment portfolio has been performing well.

The Committee reviewed the Terms of Reference. There was one notable thing to do on the Work Plan, which is risk management and it has been put on hold. There are three RFP that were issued: 1) Recruitment of the Vice-Principal and Academic Dean; 2) Auditors; and 3) Financing for the Academic Pavilion.

A proposal is coming forward to move \$1 million in cash to Brescia's Capital Fund. Exhibit 6 provides details on the Academic Pavilion funding plan. The intention is to fund some of it internally and some will be financed (both short-term and long-term) due to lower interest rates. It is the Committee's hope that a recommendation will be ready at the Board Retreat in November.

- i. Approval to Transfer Funds into Brescia's Capital Fund

**Proposal #2: That the Board approves the transfer of \$1 million in cash to Brescia's Capital Fund to be invested with Brescia's third party investment manager in accordance with the Statement of Investment Policies and Procedures until such funds are required for a future capital purpose.**

**Motion approved on consensus.**

- ii. Setting the Operating Reserve

**Proposal #3: That the Board sets the Operating Reserve for Fiscal 2018 at \$3 million in accordance with the Reserves Policy.**

**Motion approved on consensus.**

e. Report from the Governance Committee

- i. Reminder of Board Attendance Policy

L. MacKinnon reported that we are short one Board member at this time and are hoping to recruit one soon. We will still require another candidate for next year and will be updating the skills matrix. The attendance policy is in the *Code of Conduct* and

Bylaw #1. If there is a problem attending meetings, Board members need to notify the Board Chair since attendance is tracked. This is the year a Vice Chair will be recruited and if there is interest, please come forward to discuss. People are welcome to nominate themselves.

ii. Draft Role of Board of Trustees Committee Chair Policy

L. MacKinnon reported that there are many responsibilities that come with the role of a Committee Chair and a policy has been developed to provide Committee Chairs with guidance on their role. There were no questions.

**Proposal #4: That the Board approves the “Role of Board of Trustees Committee Chair Policy” as recommended by the Governance Committee.**

**Motion approved on consensus.**

f. Report from the Institutional Planning Committee

i. Overview of Strategic Plan

K. Fryday–Field reported that the IPC met on October 3<sup>rd</sup> and reviewed progress on the key indicators and outcomes and the report will be distributed to all Board members.

Updates on the Academic Pavilion will be provided to the Board on a regular basis. The *Ad Hoc* subcommittee of IPC that is working on the Academic Pavilion had a gap in its membership due to two members that were no longer on the Board or IPC. E. Mitchell has agreed to fill the role.

Status on Academic Plan

A refresh was required on the approach to the Academic Plan which is aligned with the Strategic Plan and it is hoped that it will be coming forward to IPC at the November meeting, then to the Board at the December meeting.

iWIL – Board Direction regarding Expected Impact/Outcomes and Related Principles

K. Fryday–Field reported that there was some discussion at the June meeting and IPC had a very thorough and considered conversation on this topic.

S. Mumm provided an historical overview of how The Circle was established and the connection to iWIL commenting that the Board needs to clarify exactly what the outcome is expected from iWIL. IPC took this off the table in June and has come back with the position that women’s leadership is important at Brescia and as an outcome it needs to engage the students and the community, as well as having an Ursuline connection. IPC believes that iWIL needs to reinvent itself. IPCs recommendation to the Board is to remove the existing reference to a new plan for iWIL, to be replaced with, a plan for enhancing Brescia’s community and civic engagement in line with Brescia’s mission. It was commented that there should be a strong link to our mission and a stronger connection to the community. The Ursuline

Sisters were asked to comment and responded with a “Call for Transformation.” The Board unanimously agreed that this should go back to IPC for discussion and return to the Board with a plan.

Recommend more holistic wording to come forward for approval by the Board to update the Strategic Plan. This will be on the IPC November meeting for discussion.

**8. For Information**

**a. Report from the BUC Alumnae Association**

L. Haagsma provided an overview of the report and reminded everyone about Homecoming.

**9. Recommendations for Items to be Released to the Internet**

K. Fryday–Field asked if there were any items that should not be released within the agenda for posting on the Internet.

**10. Other Business**

K Fryday–Field reminded members of the Board Retreat scheduled on November 25<sup>th</sup> and that an invitation would be forthcoming to the December 14<sup>th</sup> Board Holiday Event.

**Meeting adjourned at 9:00pm**