



MINUTES OF MEETING #1 (2007-08)

BOARD OF TRUSTEES

THURSDAY, SEPTEMBER 27, 2007, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT: *Chair* Mr. David Howes

Vice-Chair Mr. Rudi Kroeker

Members Ms. Mitzi Banders
Dr. Maureen Connolly
Ms. Wanda Gilmore
Mr. Tom Goldspink
Dr. Val Jaeger
Ms. Karin Jahnke-Haslam
Ms. Julia Kamula
Professor John Lye
Mr. Roelof Makken
Mr. Angelo Nitsopoulos
Mr. Peter Partridge
Mr. Bill Rickers
Mr. Joe Robertson
Ms. Joy Rogers
Ms. Betty-Lou Souter
Ms. Wendy Staff
Dr. Susan Sydor
Mr. Bill Tays
Mr. Norris Walker
Mr. Bruce Wormald

Ex officio:
President and Vice-Chancellor Dr. Jack Lightstone

Official Resource:
Vice-President, Academic and Provost Dr. Terry Boak
Vice-President, Advancement Mr. David Petis
Vice-President, Finance and Administration Mr. Steven Pillar

Secretary to the Board Mr. Mike Farrell
Recording Secretary Ms. Margaret Thompson

ALSO

PRESENT: Dr. Jim Kerr, Ms. Pauline McCormack, Ms. Joanne McKee, Mr. Tom Saint-Ivany

REGRETS: Mr. David Appel, Mr. Ned Goodman, Ms. Beth Natale, Mr. James O'Brien,
Mr. Michael Sidenberg, Mr. John Suk, Ms. Mary Turner

Mr. Howes welcomed members and called the meeting to order. He reminded Trustees that following today's meeting an informal reception and dinner would be held in the Alumni Lounge with guest speaker, Mr. Patrick Gedge, CEO, Niagara Economic Development Corporation.

The Chair noted with regret that he had received the resignation of lay Trustee Ms. Michelle Basciano and, on behalf of the Board, expressed gratitude for her commitment and service to Brock University and to the community.

In response to a question by the Chair, there were no conflicts of interest declared at this time.

1. MINUTES OF THE PREVIOUS MEETING

[The minutes of the meeting #6 held on June 28, 2007 had been distributed with the meeting materials.]

On a motion by Ms. Staff, seconded by Mr. Makken and carried, it was

RESOLVED that the Minutes of the Annual Meeting (2006-07) of the Board of Trustees held on June 28, 2007 be approved.

2. BUSINESS ARISING FROM THE MINUTES - None

3. REPORT OF THE CHAIR

Mr. Howes reminded Trustees that that installation of Chancellor Ned Goodman and Convocation would be held on Friday, October 12 at 3:00 p.m. with a dinner to follow in the Lowenberger Dining Hall at 5:30 pm. Convocation would also be held on Saturday, October 13, at 2:00 p.m. At both ceremonies, the Board of Trustees Spirit of Brock Medal would be presented. Invitations had been sent to Trustees, and the Chair encouraged members to attend.

4. REPORT OF THE EXECUTIVE COMMITTEE

[The minutes of meeting # 1 held on July 18, 2007, meetings #2 and #3 held on August 1, 2007, and meeting #4 held September 18, 2007 had been distributed with the meeting materials.]

Mr. Howes reported that the Executive Committee had held four meetings and referred members to the minutes that had been distributed with the meeting materials. The Chair noted that, on behalf of the Board of Trustees, the Executive Committee had approved:

- the mandate for CUPE 4207 negotiations;
- the tentative collective agreement with CUPE 4207;
- the Learning Commons project tender results; and
- the change to the tuition flat fee structure.

5. **REPORT OF THE VICE-PRESIDENT, ACADEMIC AND PROVOST**

[A Draft Report *Brock University 2014 Knowledge, Engagement, Transformation*, revised date September 4, 2007, had been circulated at the outset of the meeting.]

Dr. Boak referred Trustees to the draft report “Brock University 2014 Knowledge, Engagement, Transformation”. He provided an overview of the report which outlined the University’s values, vision and academic strategic goals as Brock looks ahead to its 50th anniversary in 2014. The report would be considered further during the Board’s strategic discussion later in the meeting.

On a separate matter, Dr. Boak reported that Dr. Greg Finn had been appointed Vice-Provost and Associate Vice-President, Academic.

6. **REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE**

[A Report of the Actions of the University Senate from its meeting held September 26, 2007 had been circulated at the outset of the meeting.]

Dr. Connolly, Chair of Senate, referred Trustees to the Report of the Actions of the University Senate from its 551st meeting held September 26, 2007. She noted that Senate had approved the position of Vice-Provost and Associate Vice-President, Academic as an *ex officio* voting member of Senate.

7. **REPORTS OF STANDING COMMITTEES**

7.1 **Capital Projects and Facilities Committee**

[Minutes of a Joint Meeting with the Executive Committee held on August 1, 2007 and minutes of meeting #1 held on September 11, 2007 had been distributed with the meeting materials, together with the reports indicated below.]

Dr. Jaeger reported that the Committee had held two meetings. During the Joint Meeting on August 1, 2007, the Capital Projects and Facilities Committee had recommended to the Executive Committee the contract for the Learning Commons and Tower-Thistle Fire Alarm Replacement be awarded to T.R. Hinan Contractors for a contract value of \$4,187,000 (not including GST).

Dr. Jaeger noted that there were three decision items for the Board’s consideration from the meeting held September 11, 2007, one of which would be presented during the *in camera* session.

a) Niagara Centre for the Arts Feasibility Study

[A Decision Item to the Committee *Topic: Niagara Centre for the Arts Feasibility Study* dated September 11, 2007 which contained a proposed recommendation and indicated that a verbal update would be provided during the meeting had been distributed with the meeting materials.]

Dr. Jaeger noted that there were several updates to the Report since its distribution. The President suggested, and members concurred, that the update be provided during the *in camera* session.

b) 573 Glenridge Avenue - Precinct Plan Design

[A Decision Item to the Committee *Topic: 573 Glenridge - Precinct Plan Design* dated September 11, 2007 had been distributed with the meeting materials.]

Mr. Pillar reviewed the proposal to engage a consultant to develop a "Precinct Plan" for the future construction of additional space on the property owned by the University at 573 Glenridge Avenue as detailed in the Report. During discussion, Mr. Pillar responded to questions.

On a motion by Dr. Jaeger, seconded by Ms. Jahnke-Haslam and carried, it was

RESOLVED that Facilities Management staff prepare a Request for Proposal for the retention of an architect for the purpose of preparing a precinct plan (and for potential future design and construction services should the University decide to implement part or all of the plan) for the eventual full build-out of the property at 573 Glenridge Avenue, the cost to be borne by the Intensive English Language Program's budget surplus.

Dr. Jaeger noted that the following reports had been reviewed by the Committee:

c) Major Projects Update

[An Information Item to the Committee *Topic: Major Projects Update* dated September 11, 2007, together with the following project status updates: The Plaza Building, Learning Commons & Fire Alarm Replacement, Welch Hall Addition, and Theal House Renovation, had been distributed with the meeting materials.]

The Report had been distributed for information.

d) Five-Year Program of Projects

[An Information Item to the Committee *Topic: Five-Year Program of Projects* dated September 11, 2007, together with Attachment 1: FY 2007-08 Project Plan, had been distributed with the meeting materials.]

The Report had been distributed for information.

e) Tecumseh Centre for Aboriginal Research and Education

The Report had been previously received by the Board during its meeting held June 28, 2007.

f) Summer 2007 Minor Projects Report

[An Information Item to the Committee *Topic: Summer 2007 Minor Projects Report* dated September 11, 2007 had been distributed with the meeting materials.]

The Report had been distributed for information.

g) Information Technology Services Update

[An Information Item to the Committee *Topic: Information Technology Services Update* dated September 11, 2007, together with Attachment 1: Operationalizing the Information Technology Strategic Plan: A 3/5 Year Strategy, had been distributed with the meeting materials.]

The Report had been distributed for information.

h) In Camera Session

Dr. Jaeger noted that a motion was required to move *in camera* for consideration of two reports from the Committee and an update from the President.

On a motion by Ms. Staff, seconded by Ms. Jahnke-Haslam and carried, the Board moved *in camera* at 4:25 p.m. Non-Trustees retired from the meeting. Mr. Saint-Ivany had been requested to remain for the discussion. Mr. Nitsopoulos excused himself from a portion of the closed session.

The Board resumed **open** session at 5:20 p.m. Non-Trustees rejoined the meeting.

[During the *in camera* session, Dr. Lightstone provided an oral update regarding the Niagara Centre for the Arts Feasibility Study. The proposed recommendation had been noted in the public report distributed to Trustees.

On a motion by Dr. Jaeger, seconded by Mr. Partridge and carried, it was

RESOLVED that Brock University enter into a Joint Agreement with the City of St. Catharines to undertake a feasibility study for each partner to identify their interests and needs, with a shared financial contribution from each partner, and with appropriate safeguards to be incorporated into the agreement.

Trustees then reviewed a confidential decision item and a confidential motion was passed by the Board of Trustees.

A confidential information item was circulated and reviewed.

Prior to moving to open session, Dr. Connolly excused herself from the remainder of the meeting, and the confidential reports were returned to the Secretary.]

i) Acceptance of the Report

On a motion by Dr. Jaeger, seconded by Ms. Staff and carried, it was

RESOLVED that the Reports of the Capital Projects and Facilities Committee as contained in the minutes of the meetings held August 1, 2007 and September 11, 2007 be accepted.

7.2 Financial Planning, Audit and Human Resources Committee

[The minutes of a Joint Meeting held with the Executive Committee on August 1, 2007 and minutes of meeting #1 held on September 18, 2007 had been distributed with the meeting materials, together with the reports indicated below.]

Mr. Rickers presented the Reports of the Financial Planning, Audit and Human Resources

Committee. He related that during the Joint Meeting on August 1, 2007, the Committee had passed a motion to the Executive Committee recommending the CUPE 4207 Mandate Proposal.

Mr. Rickers indicated that there were two items for the consideration of the Board and a number of items for information from the Committee's meeting held September 18, 2007. As well, he noted that during the September 18th meeting, the Committee had passed a motion to the Executive Committee recommending the approval of the Tentative Agreement with CUPE 4207.

a) Draft Audited Financial Statements for the Year Ended April 30, 2007

[A Report *TOPIC: Draft Audited Financial Statements for the Year Ended April 30, 2007*, together with the Draft Statements and Analysis, dated September 18, 2007 had been distributed with the meeting materials.]

Mr. Rickers referred members to the Draft Audited Financial Statements for the Year Ended April 30, 2007 and appendices which had been reviewed, in detail, by the Committee.

On a motion by Mr. Rickers, seconded by Mr. Makken and carried, it was

RESOLVED that the audited financial statements for the year ended April 30, 2007 be approved.

b) Appropriations

[A Decision Item to the Committee *Sub-Topic: ii) Appropriations* dated September 18, 2007 had been distributed with the meeting materials.]

Mr. Rickers referred Trustees to the report which contained a detailed analysis with respect to the appropriations (internally restricted net assets).

On a motion by Mr. Rickers, seconded by Mr. Robertson and carried, it was

RESOLVED that the internally restricted net assets in the amount of \$33,681,303.00 be approved.

c) In Camera Item

Mr. Rickers noted that the confidential item had been discussed earlier in the meeting, during the *in camera* portion of the report of the Capital Projects and Facilities Committee.

Mr. Rickers then referred Trustees the following reports which had been considered by the Committee:

d) Audit Findings Report

[An Information Item to the Committee *TOPIC: Audit Findings Report* dated September 18, 2007 together with KPMG's *Audit Findings Report to the Financial Planning, Audit and Human Resources Committee for year ended April 30, 2007* dated September 18, 2007 had been distributed with the meeting materials.]

The Report had been distributed for information.

e) Legal Costs Report 2006-07

[An Information Item to the Committee *TOPIC: Legal Costs Report 2006-07* dated September 18, 2007, together with Attachment 1: Brock University Legal Costs Report (payment schedule) had been distributed with the meeting materials.]

The Report had been distributed for information.

f) Information Technology Services Update

[An Information Item *Topic: Information Technology Services Update* dated September 11, 2007, together with Attachment 1: Operationalizing the Information Technology Strategic Plan: A 3/5 Year Strategy, had been distributed with the meeting materials.]

The Update had been distributed with the Report of the Capital Projects Committee for information.

In addition, Mr. Rickers was pleased to report that, to date, representatives from 16 universities had registered for the 2007 Ontario Universities Audit Conference which is being hosted by Brock University on October 17, 2007. Mr. Howes recognized and thanked the Planning Committee Co-Chairs, Bill Rickers and former Trustee Willy Heidbuechel, for their commitment and support.

g) Acceptance of the Report

On a motion by Mr. Rickers, seconded by Ms. Staff and carried, it was

RESOLVED that the Reports of the Financial Planning, Audit and Human Resources Committee as contained in the minutes of the meetings held August 1, 2007 and September 18, 2007 be accepted.

8. REPORT OF THE SPECIAL BOARD GOVERNANCE COMMITTEE

[An Information Item to the Board of Trustees *TOPIC: Governance/Nominating Committee* dated September 27, 2007 had been distributed electronically prior to the meeting.]

Dr. Walker referred members to the Report of the Governance/Nominating Committee.

a) Notice of Motion to Amend the General Bylaws

As per Article 22 of the General Bylaws of the Board of Trustees, a Notice of Motion to amend the General Bylaws of the Board of Trustees had been included in the Report. The motions to amend Articles 4, 27, 29 and 30 as detailed in the Report would be presented to the Board for consideration during its meeting on December 6, 2007.

b) Information Items - Committee Update

Dr. Walker provided a brief overview of the following information items that had been described in detail in the Report:

- Orientation Session
- Nominations to the Board of Trustees
- Dinner/Social Event Following Board Meetings
- Paperless/Electronic Board Meetings

c) Acceptance of the Report

On a motion by Dr. Walker, seconded by Dr. Jaeger and carried, it was

RESOLVED that the Report of the Governance/Nominating Committee dated September 27, 2007 be accepted.

9. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The President's Report dated September 19, 2007, together with Appendix I: 2006-07 Multi-Year Accountability Agreement Report-Back for: Brock University, Appendix II: Council of Ontario Universities Press Release and Appendix III: Review of the Procedures for Appointing the President and Other Senior Academic Officers of the University, had been distributed with the meeting materials.]

Dr. Lightstone referred Trustees to his written Report and appended documents. During his review, he highlighted several issues contained in the Report and expanded on the important role of the Higher Education Quality Council of Ontario (HEQCO).

The President then reviewed the rationale for the proposed recommendation regarding Research Administration as outlined in his Report.

On a motion by Ms. Souter, seconded by Ms. Rogers and carried, it was

RESOLVED that the President and Vice-Chancellor be authorized to create the position of Vice-President, Research and to commence the search process using a search firm and following procedures established for the appointment of the Provost and Vice-President, Academic as contained in the Faculty Handbook, however, chaired by the Provost and Vice-President, Academic.

Gratitude was expressed to lay Trustees, Mr. John Suk and Ms. Joy Rogers who had agreed to serve as Board representatives on the Search Committee.

Further to his written Report, Dr. Lightstone provided an oral update on the additional measures currently being considered by the University with respect to non-academic student discipline.

The President then provided an introduction to today's topic for the strategic discussion regarding the University's strategic academic goals as outlined in the draft report "Brock University 2014 Knowledge, Engagement, Transformation", previously presented during agenda item 5: Report of the Vice-President, Academic and Provost. Due to a prior University commitment, Dr. Boak excused himself from the meeting. A generative discussion ensued with respect to ongoing strategic academic planning.

10. OTHER BUSINESS

Mr. Howes encouraged Trustees, once again, to attend the upcoming fall convocation ceremonies and the installation of the Chancellor.

11. ADJOURNMENT

The meeting adjourned at 6:20 p.m. and was followed by a reception and informal dinner in the Alumni Lounge with guest speaker, Mr. Patrick Gedge, CEO, Niagara Economic Development Corporation.

Michael Farrell, Secretary

David Howes, Chair