



Board of Trustees

St. Catharines, Ontario, Canada L2S 3A1
T: 905-688-5550, Ext. 3335/3334 F: 905-688-9754

www.brocku.ca

MINUTES OF MEETING #1 (2005-06) OF THE

BOARD OF TRUSTEES

HELD ON THURSDAY, SEPTEMBER 29, 2005 AT 4:00 PM

IN THE DR. CHARLES A. SANKEY CHAMBER, MACKENZIE CHOWN COMPLEX

PRESENT: *Chair*

Dr. Norris Walker

Vice-Chair

Mr. Willy Heidbuechel

Vice-Chair

Mr. David Howes

Members

Ms. Mitzi Banders

Ms. Michelle Basciano

Mr. Brad Clarke

Dr. Mohammed Dore

Ms. Nadia Drozd

Mr. David Edwards

Val Fleming

Mr. Tom Goldspink

Dr. Val Jaeger

Ms. Karin Jahnke-Haslam

Mr. Rudi Kroeker

Ms. Beth Natale

Mr. Angelo Nitsopoulos

Mr. Peter Partridge

Mr. Bill Rickers

Ms. Joy Rogers

Ms. Eleanor Ross

Dr. Stan Sadava

Ms. Donna Scott

Dr. Sid Segalowitz

Mr. Michael Sidenberg

Ms. Wendy Staff

Mr. Mark Steinman

Mr. Sean Woodhead

Mr. Bruce Wormald

Ex-Officio:

President and Vice-Chancellor

Dr. Terrence Boak

Staff:

Vice-President, Academic and Provost Dr. Michael Manley-Casimir
Chief Information Officer Mr. Ron Dubien
Vice-President, Finance and Administration Mr. Steven Pillar

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

ALSO

PRESENT: Mr. Brian Hicks, President, BUSU
Ms. Pauline McCormack, Executive Director, Human Resources
Ms. Joanne McKee, Executive Director, Finance/Controller
Mr. Tom Saint-Ivany, Executive Director, Facilities Management

During the in camera session only:

Mr. Daryl Pace, Vice-President, Ernst & Young Orenda Corporate Finance Inc.
Ms. Talyn Terzian, Senior Associate, Ernst & Young Orenda Corporate Finance Inc.

REGRETS: Mr. Thomas Gauld, Dr. Raymond Moriyama, Dr. Pat Teal

Dr. Walker welcomed continuing Trustees and new Trustees: lay member Mr. Tom Goldspink, faculty member Dr. Stan Sadava, staff member Ms. Beth Natale, and student members Ms. Nadia Drozd and Mr. Sean Woodhead.

1. MINUTES OF THE PREVIOUS MEETING

[Minutes of the Annual Meeting held on June 23, 2005 had been distributed with the meeting package.]

On a motion by Mr. Edwards, seconded by Mr. Kroeker and carried, it was

RESOLVED that the Minutes of the Annual Meeting (2005-06) of the Board of Trustees held on June 23, 2005 be approved.

2. BUSINESS ARISING FROM THE MINUTES

Dr. Walker indicated that pursuant to General Bylaw 22 of the Board of Trustees, notice was given at the June 23, 2005 Board meeting that a motion would be presented for approval to amend the General Bylaws.

On a motion by Mr. Wormald, seconded by Ms. Jahnke-Haslam and carried, it was

RESOLVED that the General Bylaws of the Board of Trustees be amended to include the Senior Administrators Compensation Committee as approved by the Board of Trustees on June 23, 2005 and that Article 32, Presidential Performance Committee be removed.

3. REPORT OF THE CHAIR – None**4. REPORT OF THE EXECUTIVE COMMITTEE**

Dr. Walker reported that at its July 26, 2005 meeting, the Executive Committee, on recommendations from the Capital Projects and Facilities Committee and on behalf of the Board of Trustees, had approved the total project budget for the Plaza 2006 project be revised to \$22,610,000 and the contract for "Plaza 2006, Phase 2 – General Contract" be awarded to Merit Contractors Niagara for a contract value of \$17,467,900, not including GST. Mr. Pillar expanded on the background rationale for the motions.

The Executive Committee had also established a Special Governance Committee to examine various governance issues and to report to the Board no later than June 2006. The Committee, chaired by Mr. Howes, held its first meeting on September 22, 2005.

5. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[A Report from the President dated September 29, 2005 had been distributed with the meeting package, together with the *Environment, Health and Safety Update* dated September 29, 2005.]

Dr. Boak referred Trustees to his written Report dated September 29, 2005 which included an Environment, Health and Safety Update. He highlighted several areas within his Report and also reported on additional matters. Of note, Dr. Boak:

- congratulated Dean Kusy and the Faculty of Business on Brock becoming the second university in Ontario to have its Accounting Program officially accredited by the Institute of Chartered Accountants of Ontario;
- recognized the value added at Senate meetings by the attendance of Board members;
- noted that the University continued to await the 2005-06 operating budget from the Ministry;
- expressed thanks to all who had helped in making Brock Days a great success, and commended the work of Mr. Tom Arkell, Ms. Kristen Smith and Ms. Amy Elder; and
- encouraged Board members to attend the Fall Convocation on October 15.

6. REPORT OF THE VICE-PRESIDENT, ACADEMIC AND PROVOST

Dr. Manley-Casimir reported on the following:

- Due to a provision within the *Collective Agreement between Brock University and the Brock University Faculty Association* which will reduce teaching loads as of July 1, 2006, Faculty Deans had been authorized to commence searches for additional faculty positions.
- The Committee on Academic Deans had adjudicated the \$100,000 funding available through the Strategic Initiative Fund among four selected projects.
- Mr. Patrick Beard had accepted the position of Coordinator, Academic Reviews and Planning.
- One of the major academic initiatives was to continue the development of a systematic plan for the growth of Graduate Studies.

Dr. Manley-Casimir referred Trustees to his written Report dated September 29, 2005 which contained a motion for the consideration of the Board. During a brief discussion, Ms. McCormack and Dr. Manley-Casimir responded to questions

On a motion by Mr. Heidbuechel, seconded by Dr. Segalowitz and carried, it was

RESOLVED that the addition of FHB Section I:12 University Librarian and Section I:13 Associate University Librarians be approved, as outlined in Appendix A of the report, revised April 13, 2005.

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

Dr. Sadava noted that, as Chair of Senate, he was pleased to provide Trustees with a Report of the actions taken by the University Senate at its 530th meeting held September 28, 2005. Of note, the University Senate had approved the awarding of the degrees for the 2005 Fall Convocation and the awarding of the Governor General's Silver Medal Award; approved the University Librarian as a voting member of Senate; approved a revised examination timetable for December 2005; accepted the Terms of Reference for the Ethical and Professional Code of Conduct of the Nursing Department; and, approved the October 31st deadline for Undergraduate submissions to the Undergraduate Program Committee (UPC). Full details of Senate meetings were available on the University Secretariat website (www.brocku.ca/secretariat/senate).

Dr. Sadava was extremely pleased to report that the University Senate had unanimously approved the extension of the term of Chancellor Dr. Raymond Moriyama to December 31, 2006.

8. **REPORTS OF STANDING COMMITTEES**

8.1 **Advancement and Community Relations Committee**

[Minutes of Meeting #1 held on August 3, 2005 and Meeting #2 held on August 23, 2005 had been distributed with the meeting materials.]

Ms. Scott presented the Report of the Advancement and Community Relations Committee. She noted that the meetings had been held as information sessions to help the Committee prepare and plan for business in the upcoming year. The Committee had reviewed its terms of reference and received reports regarding Community and Ancillary Services, Communications, Alumni Relations and Development and Donor Relations.

During discussion, Mr. Kroeker recommended that media training be offered again this year to senior administrators and members of the Board of Trustees.

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

RESOLVED that the Report of the Advancement and Community Relations Committee as contained in the minutes of its meetings held August 3 and August 23, 2005 be accepted.

8.2 **Capital Projects and Facilities Committee**

[Minutes of Meeting #1 held on July 20, 2005 had been distributed with the meeting materials.]

Dr. Jaeger presented the Report of the Capital Projects and Facilities Committee. She noted that, as reported earlier by Dr. Walker, the recommendations from the Committee to the Board regarding the Plaza 2006 Project (as contained within the minutes), had been forwarded to and

approved by the Executive Committee on behalf of the Board.

During its meeting, Dr. Jaeger noted that the Committee had discussed an information item related to the regional water-main relocation in Village Court #9. Mr. Pillar reported that the University was still in the process of evaluating several options and would be bringing a recommendation to the Capital Projects and Facilities Committee in the very near future. Dr. Jaeger noted, as well, that the Committee expected to receive an update on the renovations to 573 Glenridge Avenue at its next meeting.

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

RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the minutes of its meeting held July 20, 2005 be accepted.

8.3 Planning, Finance and Human Resources Committee

[Minutes of Meeting #1 held on September 15, 2005 and Meeting #2 held on September 21, 2005 had been distributed with the meeting materials, together with the appendices indicated below.]

Mr. Heidbuechel presented the Report of the Planning, Finance and Human Resources Committee.

a) Draft Audited Financial Statements

[A Decision Item to the Committee *Topic: Draft Audited Financial Statements* dated September 8, 2005 together with Attachment #1 *Draft Financial Statements of Brock University Year ended April 30, 2005* had been distributed with the meeting materials.]

Ms. McKee reviewed the *Draft Audited Financial Statements* in conjunction with the *Draft Financial Statements of Brock University Year ended April 30, 2005*. A brief discussion ensued. Ms. McKee indicated that she would provide a breakdown of the revenue received from government funding for research grants at the next meeting and would confirm the 2005 rate for benefit plans noted on page 16 of the Report.

On a motion by Mr. Heidbuechel, seconded by Ms. Jahnke-Haslam and carried, it was

RESOLVED that the draft audited financial statements for the year ended April 30, 2005 be approved.

b) Audit Findings Report

[An Information Item to the Committee *Topic: Audit Findings Report* dated September 8, 2005, together with Attachment 1: KPMG's *Audit Findings Report to the Planning, Finance and Human Resources Committee for year ending April 30, 2005* had been distributed with the meeting materials.]

Mr. Heidbuechel referred members to the *Audit Findings Report*, noting that there had been no significant problems or concerns raised by KPMG. During discussion, Mr. Pillar responded to questions. With respect to a performance improvement observation, noted within the report, Mr. Dubien indicated that several information technology policies had been developed and would be presented to the Board for approval at its next meeting.

c) Appropriations – Year Ended April 30, 2005

[A Decision Item to the Committee *Topic: Appropriations – Year Ended April 30, 2005* dated September 8, 2005 had been distributed with the meeting materials.]

Ms. McKee reviewed in detail the *Appropriations – Year Ended April 30, 2005*.

On a motion by Mr. Heidbuechel, seconded by Mr. Wormald and carried, it was

RESOLVED that the "internally restricted net assets" in the amount of \$12,639,317 be approved.

d) Reconciliation of Internal Financial Results to Draft Audited Financial Statements

[An Information Item to the Committee *Topic: Reconciliation of Internal Financial Results to Draft Audited Financial Statements* dated September 8, 2005 had been distributed with the meeting materials.]

Mr. Heidbuechel referred members to the *Reconciliation of Internal Financial Results to Draft Audited Financial Statements* which had been distributed for information.

e) Renovations to 573 Glenridge

[A Decision Item to the Committee *Topic: Renovations to 573 Glenridge Avenue* dated September 15, 2005, together with Attachment 1: *573 Glenridge Accommodation and Funding Options*, had been distributed with the meeting materials.]

Mr. Pillar reviewed the *Renovations to 573 Glenridge Avenue* which contained detailed information on several design and construction options and funding requirements. He introduced Mr. Tom Saint-Ivany, Executive Director, Facilities Management.

On a motion by Mr. Heidbuechel, seconded by Mr. Nitsopoulos and carried, it was

RESOLVED that the total project budget for the *Renovations to 573 Glenridge Avenue* project be revised to \$2,900,000

and

that the *Renovations to 573 Glenridge Avenue* project be financed and included within the Capital Funding Requirements Review that is currently underway with Ernst & Young Orenda Corporate Finance Inc.

f) Internal Audit Work Plan

[An Information Item to the Committee *Topic: Internal Audit Work Plan* dated September 15, 2005 together with Attachment #1: *Work Plan – Internal Audit Fiscal 2005/06* and Attachment #2: *Policy Development List 2004-05* had been distributed with the meeting materials.]

Mr. Pillar briefly reviewed the *Internal Audit Work Plan* which had been distributed for information.

g) Enterprise-Wide Risk Management Proposal

[A Decision Item to the Committee *Topic: Enterprise-Wide Risk Management Proposal* dated September 8, 2005 had been distributed with the meeting materials.]

Mr. Heidbuechel referred members to the Report titled *Enterprise-Wide Risk Management Proposal*. Mr. Pillar expanded on the proposal to engage Deloitte & Touche to lead a comprehensive, enterprise-wide, risk management process.

On a motion by Mr. Heidbuechel, seconded by Dr. Dore and carried, it was

RESOLVED that Deloitte & Touche be engaged to work with the University on developing a comprehensive, enterprise-wide, risk management program.

h) Update on Food Service Task Force

[An Information Item to the Committee *Topic: Update on Food Service Task Force Recommendations* dated September 7, 2005 had been distributed with the meeting materials.]

Mr. Pillar briefly reviewed the *Update on Food Service Task Force Recommendations* that had been distributed for information.

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

RESOLVED that the Report of the Planning, Finance and Human Resources Committee as contained in the minutes of its meeting held September 15, 2005 be accepted.

Mr. Heidbuechel noted that a motion was required to move *in-camera* to discuss the next agenda item regarding Capital Funding Requirements. Non-Trustees retired from the meeting.

On a motion by Mr. Heidbuechel, seconded by Mr. Clark and carried, the Board moved *in camera* at 5:20 p.m. Non-Trustees retired from the meeting. Ms. McCormack and Ms. McKee had been requested to remain for the discussion.

The Board resumed **open session** at 6:20 p.m.

[During the *in camera* session, Mr. Heidbuechel referred members to the materials that had been distributed to Trustees, in confidence. Representatives from Ernst & Young Orenda Corporate Finance Inc., Mr. Daryl Pace, Vice-President, and Ms. Talyn Terzian, Senior Associate, joined the meeting. Mr. Pace provided a detailed presentation of Ernst & Young's assessment of the University's financing requirements and options. Following an extensive discussion period, and on the recommendation of the Planning, Finance and Human Resources Committee, the Board **passed a confidential motion** with respect to a financing proposal.]

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

RESOLVED that the Report of the Planning, Finance and Human Resources Committee as contained in the minutes of its meeting held September 21, 2005 be accepted.

9. OTHER BUSINESS

During a brief discussion, several members expressed their views regarding the change in meeting location for Board meetings.

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

RESOLVED that meetings of the Board of Trustees be held in the 13th Floor Board Room.

10. ADJOURNMENT

The meeting adjourned at 6:30 p.m. and was followed by dinner in the Alumni Lounge.

Michael Farrell, Secretary

Norris Walker, Chair