



Brock
University

Board of Trustees

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MINUTES OF MEETING #5 (2006-07)

BOARD OF TRUSTEES

THURSDAY, APRIL 26, 2007, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT:	<i>Chair</i>	Mr. David Howes
	<i>Vice-Chair</i>	Mr. Willy Heidbuechel
	<i>Vice-Chair</i>	Dr. Val Jaeger
	<i>Members</i>	Ms. Mitzi Banders
		Mr. Brad Clarke
		Mr. Tom Goldspink
		Ms. Dawn Hall
		Ms. Karin Jahnke-Haslam
		Mr. Rudi Kroeker
		Mr. Roelof Makken
		Ms. Beth Natale
		Mr. Angelo Nitsopoulos
		Mr. Peter Partridge
		Mr. Joe Robertson
		Ms. Joy Rogers
		Dr. Stan Sadava
		Dr. Sid Segalowitz
		Ms. Wendy Staff
		Dr. Susan Sydor
		Ms. Mary Turner
		Mr. Norris Walker
		Mr. Bruce Wormald
	<i>Ex officio:</i>	
	President and Vice-Chancellor	Dr. Jack Lightstone
	<i>Official Resource:</i>	
	Vice-President, Finance and Administration	Mr. Steven Pillar
	Secretary to the Board	Mr. Mike Farrell
	Recording Secretary	Ms. Margaret Thompson

ALSO

PRESENT: Mr. Jim Kerr, Executive Director (Interim), Information Technology Services
Ms. Pauline McCormack, Executive Director, Human Resources
Ms. Joanne McKee, Executive Director, Finance/Controller
Dr. Jack Miller, Special Advisor, Buildings and Space
Ms. Sarah Nadalin, Director, Development and Donor Relations
Mr. Tom Saint-Ivany, Executive Director, Facilities Management
Mr. Kithio Mwanzia, President, Brock University Students' Union

OBSERVER: Ms. Dorothy Witte, Executive Assistant to the VP, Finance and Administration

REGRETS: Ms. Michelle Basciano, Dr. Terry Boak, Ms. Julia Kamula, Mr. Bill Rickers,
Mr. Mark Steinman, Mr. Sean Woodhead

Mr. Howes welcomed members and called the meeting to order.

The Chair noted the following:

- Spring Convocation would be held from June 12 to June 16; members were encouraged to attend the ceremonies;
- Brock University e-mail accounts have been established for all lay members of the Board to allow access to the wireless internet capabilities across the campus, including the Board Room; should a member want to use this new account to receive e-mail messages, please notify the Secretariat Office;
- Regretfully, resignations had been received from Trustees Pat Teal and Eleanor Ross. On behalf of the Board of Trustees, thanks and gratitude were expressed to both members for the commitment and service to the University and to the community.

With respect to the recent tragedy at Virginia Tech, Dr. Lightstone noted that he had expressed his profound sympathy in a communication to Virginia Tech's President Charles W. Steger. A memorial service was held on Brock's campus on April 20 and a book of condolences from Brock's students, faculty and staff had been forwarded to Virginia Tech. The President and Mr. Pillar then expanded on the assessments and consultations underway at Brock to review its crisis response plans and security measures to protect the campus community.

1. MINUTES OF THE PREVIOUS MEETING

[Minutes of Meeting #4 held March 1, 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 Meeting #4 (2006-07) of the Board of Trustees held on March 1, 2007 be approved.

2. BUSINESS ARISING FROM THE MINUTES - None

3. REPORT OF THE CHAIR OF THE BOARD

Mr. Howes presented a proposal for a “Board of Trustees Spirit of Brock Medal” which would be awarded during convocation ceremonies to graduating students, both undergraduate and graduate, who best exemplify the spirit of Sir Isaac Brock. The medals would be presented by the Chair of the Board of Trustees or designate. The awards would be made on the recommendation of the respective Dean to students that exemplify one or more of the following qualities:

- Leadership
- Courage
- Innovation
- Inspiration
- Community involvement

The Chair introduced the proposed recommendation and on a motion by Mr. Robertson, seconded by Mr. Partridge and carried unanimously, it was

RESOLVED that the Board of Trustees approve the presentation of the Board of Trustees Spirit of Brock Medal to graduating students during Fall and Spring Convocations, as proposed.

The Chair then noted that he, Trustee Heidbuechel and Mr. Farrell had recently attended the National Association of University Board Chairs and Secretaries conference hosted by Wilfrid Laurier University in Waterloo. Representatives from across Canada had participated in the informative sessions held regarding governance, universities in the new economy and current issues.

4. REPORT OF THE EXECUTIVE COMMITTEE

[Minutes of Meeting #5 (2006-07) held on March 22, 2007 had been distributed with the meeting materials.]

Mr. Howes related that there were no items for the consideration of the Board from the meeting held on March 22, 2007.

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

Dr. Lightstone related that Dr. Boak was unable to attend today’s meeting. Dr. Boak was currently in his hometown of Winnipeg, Manitoba where he was being inducted into the Churchill Bulldogs Hall of Fame as a former running back and defensive back of the high school football team.

6. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[Reports of the Actions of the University Senate from the 546th, 547th and 548th meetings had been distributed with the meeting materials.]

Dr. Sadava referred Trustees to the Reports distributed for information. Referring to Senate’s recent approval of the creation of a Faculty of Graduate Studies, he noted that this was an important step for the University.

Dr. Sadava reported that the Senate Governance Committee had discussed and concurred that it would be appropriate to recognize former Brock Chancellors for their contributions to the University by offering them the status of Chancellor Emeritus. Prior to presenting a motion to Senate, the Committee concurred that the Board be consulted. Two former Chancellors Dr. Charles A. Sankey and Dr. Raymond Moriyama would be eligible to receive the honorary title.

On a motion by Professor Sadava, seconded by Mr. Nitsopoulos and carried unanimously, it was

RESOLVED that, pending approval of the University Senate, the honorary title of Chancellor Emeritus be offered to all former Chancellors of Brock University and bestowed upon acceptance.

7. REPORTS OF STANDING COMMITTEES

7.1 Capital Projects and Facilities Committee

[Minutes of Meeting #3 (2006-07) held on April 12, 2007 had been distributed with the meeting materials, together with the reports outlined below. Copies of *The GTA Construction Report* and *The Ontario Construction Report*, including a special feature section titled “Brock University Prepares for the Future” were circulated at the outset of the meeting.]

Dr. Jaeger presented the Report of the Capital Projects and Facilities Committee, noting that there was one decision item for the consideration of the Board and a number of items for information.

a) A Guide to Planning, Design, and Architecture at Brock University

[A Decision Item to the Committee *Topic: A Guide to Planning, Design, and Architecture at Brock University* dated April 12, 2007 had been distributed with the meeting materials. The planning guide “*Shaping Our Future: A Guide to the Planning, Design, and Architecture of the Natural & Built Environments*” had been posted on-line prior to the meeting and printed documents had been distributed at the outset of the meeting.]

Dr. Jaeger referred members to the document “*Shaping Our Future: A Guide to the Planning, Design, and Architecture of the Natural & Built Environments*”. Mr. Saint-Ivany expanded on the creation of the planning guide and noted that the Brock University will be recognized for its efforts during the combined Ontario Association of Architects (OAA) and the Royal Architectural Institute of Canada (RAIC) Festival of Architecture being held in Toronto, May 9-12, 2007.

Dr. Lightstone acknowledged and expressed appreciation to Dr. Moriyama for his support and encouragement in the initiation of the project and for kindly writing the introductory remarks within the Foreword of the guide.

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

RESOLVED that the planning document “Shaping Our Future: A Guide to the Planning, Design, and Architecture of the Natural & Built Environments” be approved for use by the University.

The following reports had been distributed for the information of Trustees:

b) Project Status Updates

Re: Plaza 2006

An Information Item to the Committee *Project Status Update: Plaza 2006 Brock University* dated April 2, 2007 had been distributed with the meeting materials.

Re: Brock Research and Innovation Centre

An Information Item to the Committee *Topic: Brock Research and Innovation Centre* dated April 11, 2007 had been distributed with the meeting materials.

In response to a question, Mr. Pillar indicated that the installation of appropriate external signage would be occur following occupancy of the building.

Re: Courtyard/Marketplace Project

An Information Item to the Committee *Topic: Courtyard/Marketplace Project* dated April 12, 2007, together with Attachments 1-3 (architectural drawings) and Attachment 4: The Marketplace Description and Rationale (Draft), had been distributed with the meeting materials.

c) Information Technology Update

An Information Item to the Committee *Topic: Information Technology Update* dated April 12, 2007 had been distributed with the meeting materials.

d) School of Fine and Performing Arts Facility and a Partnering for a Niagara Centre for the Arts

An Information Item to the Committee *Topic: School of Fine & Performing Arts Facility and partnering for a Niagara Centre for the Arts* dated April 12, 2007 had been distributed together with a copy of a presentation titled "The Niagara Centre for the Arts".

e) Acceptance of the Report

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

RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the Minutes of its Meeting held April 12, 2007 be accepted.

7.2 Joint Meeting: Capital Projects and Facilities Committee and Planning, Finance and Human Resources Committee

[Minutes of Joint Meeting #1 (2006-07) of the Capital Projects and Facilities Committee and the Planning, Finance and Human Resources Committee held on April 12, 2007, together with the documentation outlined below, had been distributed with the meeting materials.]

Dr. Jaeger presented the Report of the Joint Meeting of the Capital Projects and Facilities Committee

and the Planning, Finance and Human Resources Committee.

a) The Learning Commons and Fire Alarm Replacement

[A Decision Item to the Committee *TOPIC: The Learning Commons and Fire Alarm Replacement* dated April 12, 2007 had been distributed with the meeting materials.]

Mr. Pillar referred members to the detailed Report and provided a brief overview of the project. In response to a question, Dr. Lightstone expanded on the rationale for the construction of the Learning Commons.

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

RESOLVED that a total project budget of \$7,102,000 (this includes previously approved funds of \$300,000) be established for the Learning Commons and Schmon Tower/Thistle Fire Alarm Replacement project and that the project be approved to proceed to the tender stage should subsequent cost estimates indicate that the anticipated construction cost remains within budget.

b) Acceptance of the Report

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

RESOLVED that the Report of the Joint Meeting of the Capital Projects and Facilities Committee and the Planning, Finance and Human Resources Committee as contained in the minutes of its meeting held April 12, 2007 be accepted.

7.3 Planning, Finance and Human Resources Committee

[Minutes of Meeting #8 (2006-07) held March 20, 2007 and Meeting #9 (2006-07) held April 12, 2007 had been distributed with the meeting materials together with the reports outlined below.]

Mr. Heidbuechel referred Trustees to the Reports of the Planning, Finance and Human Resources Committee. There were no items to bring forward for consideration of the Board from the meeting held March 20, 2007.

The following items were presented from the meeting held April 12, 2007.

a) Financial Instruments: Accounting Policy

[A Decision Item to the Committee *TOPIC: Financial Instruments - Accounting Policy* dated April 12, 2007 had been distributed with the meeting materials.]

Mr. Heidbuechel referred members to the Report.

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

RESOLVED that the designation of investments be approved as proposed.

b) Proposed Parking Permit Rate Increase for 2007/08

[A Decision Item to the Committee *TOPIC: Proposed Parking Permit Rate Increase for 2007/08*

dated April 12, 2007 had been distributed with the meeting materials.]

During consideration of the Report, Mr. Pillar responded to questions from members. He clarified that the intent of the proposed recommendation is to increase rates by an overall average of 6% for 2007-08 and indicated that the percentage calculation regarding Zone 2 would be reviewed.

In response to a question, Mr. Pillar noted that tuition and other fees are recommended to the Board from the Planning, Finance and Human Resources Committee in accordance with the General Bylaws of the Board of Trustees. The current practice of bringing tuition and other fees to the Board had been considered and deemed appropriate by the Special Governance Committee as outlined in its forthcoming report to the Board to be considered under agenda item 8.

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

RESOLVED that an increase in parking permit rates by an average of 6% for 2007-08 be approved as proposed.

c) Capital and Non-Capital Asset Policy

[A Decision Item to the Committee *TOPIC: Capital and Non-Capital Asset Policy* dated April 12, 2007, together with Attachment 1: Draft Brock University Capital and Non-Capital Asset Policy, had been distributed with the meeting materials.]

During discussion, Mr. Pillar and Ms. McKee responded to questions. With respect to section 21 and the statement that "Periodic verifications to the existence and condition of assets should be conducted", Ms. McKee indicated that she would include a minimum time frame in the supplemental staff procedures to the policy.

Mr. Heidbuechel, seconded by Mr. Clarke and carried, it was

RESOLVED that the proposed Capital and Non-Capital Asset Policy be approved.

d) Cash and Equivalents Handling Policy

[A Decision Item to the Committee *TOPIC: Cash & Equivalents Handling Policy* dated April 12, 2007, together with Attachment 1: Draft Brock University Cash & Equivalents Handling Policy, had been distributed with the meeting materials.]

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

RESOLVED that the proposed Cash & Equivalents Handling Policy be approved.

e) Access to Information and Protection of Privacy Policy

[A Decision Item to the Committee *TOPIC: Access to Information and Protection of Privacy Policy* dated April 12, 2007, together Appendix A: Draft Brock University Access to Information and Protection of Privacy Policy, had been distributed with the meeting materials.]

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

RESOLVED that the Access to Information and Protection of Privacy Policy be approved.

The following reports had been distributed for the information of the Board:

f) Audit Planning Report for the Year Ending April 30, 2007

An Information Item to the Committee *TOPIC: Audit Planning Report for the year ending April 30, 2007* dated April 12, 2007, together with Attachment 1: Brock University Audit Planning Report to the Planning, Finance and Human Resources Committee for year ending April 30, 2007 prepared by KPMG, had been distributed with the meeting materials.

g) Recent Provincial and Federal Budgets

An Information Item to the Committee *TOPIC: Recent Provincial and Federal Budgets* dated April 12, 2007, together with Attachment 1: COU Press Release dated March 23, 2007, Attachment 2: COU Press Release dated March 20, 2007 and Attachment 3: AUCC Press Release dated March 19, 2007, had been distributed with the meeting materials.

h) 2006-07 Fiscal Forecast @ March 31, 2007

An Information Item to the Committee *TOPIC: 2006-07 Fiscal Forecast @ March 31, 2007* dated April 12, 2007, together with Appendix 1: Brock University Operating Budget, had been distributed with the meeting materials.

Ms. McKee responded to questions regarding the Report.

On a matter related to policy development, Mr. Howes, as Chair of the Special Board Governance Committee, took under advisement a suggestion that the Board be kept aware of the management and monitoring of the major risks to the University.

i) 2007-08 Budget Development Update

An Information Item to the Committee *TOPIC: 2007-08 Budget Development - Update* dated April 12, 2007, together with a copy of the Budget Update 2007-08 presentation, had been distributed with the meeting materials.

j) Enterprise Risk Management Project

An Information Item to the Committee *TOPIC: Enterprise Risk Management Project* dated April 12, 2007, together with the Brock University Enterprise Risk Management Summary Report dated March 7, 2007, had been distributed with the meeting materials.

k) Information Technology Update

An Information Item to the Committee *TOPIC: Information Technology Update* dated April 12, 2007 had been distributed with the meeting materials. It was commented that the subject of information technology may be an item for a future strategic issue discussion.

l) 2007 Ontario Universities Audit Conference

An Information Item to the Committee TOPIC: 2007 Ontario Universities Audit Conference dated April 12, 2007 had been distributed with the meeting materials.

m) Acceptance of the Report

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

RESOLVED that the Reports of the Planning, Finance and Human Resources Committee as contained in the minutes of its meetings held March 20, 2007 and April 12, 2007 be accepted.

7.3 Advancement and Community Relations Committee

[Minutes of Meeting #4 held March 22, 2007, together with confidential revised Report to the Committee dated March 22, 2007, had been distributed with the meeting materials.]

The Chair indicated that a motion was required to move *in camera*. On a motion by Mr. Goldspink, seconded by Ms. Staff and carried, the Board moved *in camera* at 5:10 p.m. Non-Trustees retired from the meeting. Ms. Nadalin had been requested to remain for the discussion.

The Board resumed **open** session at 5:15 p.m. Non-Trustees rejoined the meeting.

[During the *in camera* session, Trustees considered the confidential Report and the Board passed a confidential resolution.]

Re: Acceptance of the Report

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

RESOLVED that the Report of the Advancement and Community Relations Committee as contained in the minutes of its meeting held March 22, 2007 be accepted.

8. REPORT OF THE SPECIAL BOARD GOVERNANCE COMMITTEE

[A Decision Item to the Board TOPIC: *Special Board Governance Committee Report* dated April 26, 2007, together with Appendix A: Proposed Terms of Reference Governance/Nominating Committee and Appendix B: Committee Update, had been distributed with the meeting materials.]

Mr. Howes presented the Report of the Special Board Governance Committee.

a) Amendments to the General Bylaws

Pursuant to Article 22 of the General Bylaws of the Board of Trustees, a Notice of Motion had been presented during the preceding Board meeting held March 1, 2007 to amend the Bylaws as outlined in the recommendations below. Mr. Howes apprised the Board that motion 2, as outlined in the Report, would not be presented.

1. Board Committee Structure

1.1 *Re: Planning, Finance and Human Resources Committee*

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

RESOLVED that the name of the Planning, Finance and Human Resources Committee be changed to the Financial Planning, Audit and Human Resources Committee and that the Committee's Terms of Reference be amended to include financial planning and to delete long-range planning, and that Article 27 a) of the General Bylaws of the Board of Trustees be amended accordingly.

1.2 *Re: Governance/Nominating Committee*

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

RESOLVED that Governance become a permanent mandate and responsibility of a Standing Committee of the Board with the responsibilities of the current Nominating Committee merged with a new Governance/Nominating Committee as outlined in the attached draft Terms of Reference, Appendix A, and that Article 31 of the General Bylaws of the Board of Trustees be amended accordingly, effective July 1, 2007.

Mr. Howes then referred Trustees to Section B of the Report which contained an update on the activities of the Committee.

9. **REPORT OF THE PRESIDENT AND VICE-CHANCELLOR**

[The President's Report to the Board dated April 13, 2007 and the President's Report regarding the Strategic Issue Discussion dated April 26, 2007, together with the following documents: Brock University's Challenges: Space and Infrastructure Requirements, Brock University Campus Map, and Excerpts from the Facility Needs & Priorities Study, had been distributed with the meeting materials.]

Dr. Lightstone introduced and provided the rationale for the following proposed recommendation.

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

RESOLVED that Brock University endorse and support the resolution enacted by Regional Council on March 1, 2007 with respect to the Vineland Renaissance Project: Establishment of the Vineland Research and Innovation Centre be supported and that the Regional Chairman convey this support to The Honourable Leona Dombrowsky, Ontario Minister of Agriculture, Food and Rural Affairs; and that a copy of this resolution be forwarded to area municipalities, the City of Hamilton, County of Haldimand, Niagara College Board of Governors, Niagara Economic Development Corporation and the Niagara Parks Commission.

The President then referred Trustees to his comprehensive written Report to the Board.

Dr. Lightstone provided an overview of the strategic issue report and supporting materials and led the Board into the discussion regarding the University's space and infrastructure requirements.

10. OTHER BUSINESS

a) Report Regarding Board Members Whose Terms Expire

[A Report to the Board from the Secretary regarding the names of elected members of the Board whose terms expire on June 30, 2007 had been distributed with the meeting materials.]

Pursuant to the General Bylaws of the Board of Trustees, a Report containing the names of elected members of the Board whose terms expire on June 30, 2007 had been distributed for information.

It was further noted that this would be the last meeting that Mr. Kithio Mwanzia would be attending as President of the Brock University Students' Union. Dr. Lightstone remarked that it had been his personal pleasure to work with Mr. Mwanzia during the past year, and on behalf of the Board, thanked him for his excellent service to the University. Board members applauded.

11. ADJOURNMENT

The meeting adjourned at 6:10 p.m.

Michael Farrell, Secretary

David Howes, Chair