



Brock
University

Board of Trustees

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* 44th ANNUAL *

MINUTES OF MEETING #5 (2007-08)

BOARD OF TRUSTEES

THURSDAY, JUNE 26, 2008, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT: *Chair* Mr. David Howes

Vice-Chair Mr. Rudi Kroeker

Members Ms. Mitzi Banders
Ms. Wanda Gilmore
Mr. Tom Goldspink
Ms. Karin Jahnke-Haslam
Ms. Julia Kamula
Professor John Lye
Mr. Roelof Makken
Ms. Beth Natale
Mr. Angelo Nitsopoulos
Mr. Peter Partridge
Mr. Bill Rickers
Mr. Joe Robertson
Mr. Michael Sidenberg
Ms. Betty-Lou Souter
Ms. Wendy Staff
Mr. John Suk
Dr. Susan Sydor
Mr. William Tays
Dr. Norris Walker
Mr. Bruce Wormald
Ms. Helen Young

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

Official Resource:
Vice-President, Academic and Provost Dr. Terry Boak

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| Vice-President, Advancement | Mr. David Petis |
| Vice-President, Finance and Administration | Mr. Steven Pillar |

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

ALSO

PRESENT: Mr. Doug Earle, Ms. Pauline McCormack, Ms. Joanne McKee, Mr. Scott Walker, Dr. Philip Wright

REGRETS: Dr. Maureen Connolly, Mr. Ned Goodman, Dr. Val Jaeger, Mr. Sohail Mall, Ms. Joy Rogers, Ms. Mary Turner

1. CALL TO ORDER

Mr. Howes welcomed members to the 44th Annual Meeting of the Board of Trustees and called the meeting to order. He reminded Trustees that following the meeting, a reception and dinner for Trustees, Trustee Emeriti, and guests would be held in the Pond Inlet.

The Chair noted that the following items had been distributed at the outset of the meeting: Brock University Annual Report 2007-08 and Brock 2014 Knowledge, Engagement, Transformation - An Academic Plan for Brock University.

Mr. Howes welcomed and introduced Dr. Philip Wright, newly appointed Executive Director, Information Technology Services.

2. DECLARATION OF CONFLICT OF INTEREST

There were no conflicts of interest declared to any matter on the agenda.

3. MINUTES OF THE PREVIOUS MEETING

[Minutes of Meeting #4 held on May 1, 2008 had been distributed/posted with the meeting materials.]

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

RESOLVED that the minutes of Meeting #4 (2007-08) of the Board of Trustees held on May 1, 2008 be approved.

4. BUSINESS ARISING FROM THE MINUTES - None

5. REPORT OF THE CHAIR OF THE BOARD

a) Board Room Modifications

Mr. Howes noted that there would be some modifications undertaken in the Board Room during the summer in order to better facilitate meetings of the Board and those of faculty, staff and students. It was anticipated that the work would be completed for September and modifications would include the following:

- bulkhead removal in order to raise the projection on the screen
- power outlets for laptop computers would be installed
- new window blinds
- new sound system with microphones and speakers to improve the sound and the ability for teleconferencing

b) Board of Trustees Spirit of Brock Medal

The Chair noted that during Spring Convocation held June 10 through June 14, the Board of Trustees Spirit of Brock Medal was awarded to 12 graduating students who exemplified any of the following qualities: Leadership, Courage, Innovation, Inspiration, Community Involvement. An undergraduate and graduate student from each of the Faculties was awarded the Medal. Mr. Howes expressed appreciation to Dr. Jaeger, Ms. Staff, Mr. Kroeker and Ms. Jahnke-Haslam for assisting with the presentation of the medals, noting that that this had truly become an important and significant award for the University and its graduating students.

c) Recognition of Trustees Leaving the Board

On behalf of the Board of Trustees, Mr. Howes recognized and expressed appreciation to those Trustees who would be leaving the Board. Further presentations would be provided during the dinner following the meeting.

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

RESOLVED that gratitude and appreciation be extended to those members leaving the Board, Karin Jahnke-Haslam, Angelo Nitsopoulos, Wendy Staff, John Lye, Beth Natale, Michael Sidenberg and William Tays for their commitment, service and dedication to Brock University.

6. **REPORT OF THE EXECUTIVE COMMITTEE**

[Minutes of Meeting #6 (2006-07) held on June 19, 2008 had been distributed/posted with the meeting materials.]

Mr. Howes noted that there were no items for the consideration of the Board from the meeting.

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

a) Academic Program Changes 2007-08

[An Action Item *TOPIC: Academic Program Changes 2007-08* dated June 12, 2008 had been distributed/posted with the meeting materials.]

Dr. Boak referred members to his Report which included a summary of the academic program changes approved by Senate during the 2007-08 academic year.

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

RESOLVED that the Board of Trustees concurs with the establishment of the new academic programs approved by Senate during the 2007-08 academic year and certifies that the programs can be financed by institutional resources.

b) Academic Reviews 2007-08

[An Information Item *TOPIC: Academic Reviews 2007-08* dated June 16, 2008 had been distributed/posted with the meeting materials.]

Dr. Boak provided an overview of his Report to the Board which included a status summary of the review process. In response to a question, Dr. Boak indicated that further consideration would be given with respect to the composition of the review committee and the potential to include an external community member.

Dr. Boak encouraged Trustees to review the University's academic goals and objectives as outlined in the academic plan distributed at the outset of the meeting.

8. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[Reports of the Actions of the University Senate from the 559th and 560th meetings had been distributed/posted with the meeting materials.]

The Reports of the Actions of the University Senate were received for information.

9. REPORTS OF STANDING COMMITTEES

9.1 Advancement and Community Relations Committee

[Minutes of Meeting #4 (2007-08) held May 15, 2008, together with the reports outlined below, had been distributed/posted with the meeting materials.]

Mr. Goldspink presented the Report of the Advancement and Community Relations Committee.

a) Broadening the Committee's Mandate

[A Decision Item to the Committee *TOPIC: Broadening the Committee's Mandate* dated May 15, 2008, together with proposed amendments to Article 29 of the General Bylaws of the Board of Trustees regarding the Terms of Reference of the Advancement and Community Relations Committee, had been distributed/posted with the meeting materials.]

Mr. Goldspink noted that the Committee had reviewed the proposed amendments to the Terms of Reference and had forwarded its recommendation to the Governance/Nominating Committee of the Board of Trustees for further consideration.

b) Brock University's International Partnerships

[An Information Item to the Committee *TOPIC: Brock University's International Partnerships* dated May 15, 2008, together with the Strategic Internationalization Plan 2006-2010, had been distributed/posted with the meeting materials.]

The Report had been distributed for the information of the Board.

c) Brock Book Project

[An Information Item to the Committee *TOPIC: Brock Book Project* dated May 15, 2008 had been distributed/posted with the meeting materials

The Report had been distributed for the information of the Board.

Mr. Goldspink indicated that a motion was required to move *in camera* for the presentation of the next two items.

On a motion by Mr. Goldspink, seconded by Ms. Staff and carried, the Board moved *in camera* at 4:24 p.m. Non-Trustees retired from the meeting. Mr. Earle had been requested to remain for the *in camera* session.

The Board resumed **open** session at 4:33 p.m.

[During the *in camera* session, two items were presented to the Board for information.]

d) Acceptance of the Report

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

RESOLVED that the Report of the Advancement and Community Relations Committee as contained in the minutes of its meeting held May 15, 2008 be accepted.

Mr. Goldspink acknowledged and congratulated Mr. Petis for his initiatives and accomplishments to date noting that the institution has moved to a higher level. Trustees applauded. Mr. Earle retired from the meeting.

9.2 Capital Projects and Facilities Committee

[Minutes of Meeting #5 (2006-07) held on June 9, 2008, together with the reports outlined below, had been distributed/posted with the meeting materials.]

Mr. Wormald presented the Report of the Capital Projects and Facilities Committee. He noted that a decision item regarding the 4 Norman Road Precinct Plan would be presented later in the meeting, during the report of the Financial Planning, Audit and Human Resource Committee, as both Committees had considered the project.

The following items had been included for the information of the Board:

a) Major Projects Update

[An Information Item to the Committee *Topic: Major Projects Update* dated June 9, 2008 had been distributed/posted with the meeting materials, together with the following Project Status Update Reports: Learning Commons and Fire Alarm Replacement, Second Campus 13.8kv Electrical Feed and Blackstart Generator, Niagara Health and Biosciences Research Complex, School of Fine and Performing Arts, Artificial Sports Field Study.]

The Report had been distributed for the information of the Board.

b) Ministry Long-Term Capital Planning Process

[An Information Item to the Committee *Topic: Ministry Long-Term Capital Planning Process* dated June 9, 2008, together with Attachment 1: Draft Memorandum from MTCU Deputy Minister Philip Steenkamp, had been distributed/posted with the meeting materials.]

The Report had been distributed for the information of the Board.

c) Welch Hall Addition

[An Information Item to the Committee *Topic: Welch Hall Addition* dated June 9, 2008, together with Attachment 1: Proposed Total Project Budget, dated January 15, 2008, Attachment 2: correspondence from CM2R and Attachment 3: correspondence from Salit Steel, had been distributed/posted with the meeting materials.]

The Report had been distributed for the information of the Board.

d) Information Technology Services Update

[An Information Item to the Committee *Topic: Information Technology Services Update* dated June 9, 2008 had been distributed/posted with the meeting materials.]

The Report had been distributed for the information of the Board.

e) Courtyard/Marketplace Project

[An Information Item to the Committee *Topic: Courtyard/Marketplace Project* dated June 9, 2008 had been distributed/posted with the meeting materials.]

The Report had been distributed for the information of the Board.

f) Acceptance of the Report

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

RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the minutes of its meeting held June 9, 2008 be accepted.

9.3 Financial Planning, Audit and Human Resources Committee

[Minutes of Meeting #5 (2007-08) held May 21, 2008 and Meeting #6 held June 19, 2008, together with the reports outlined below, had been distributed/posted with the meeting materials.]

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

The following items were presented from the Committee meeting held May 21, 2008:

a) Graduate - International Student Programs (ISP)

[A Decision Item to the Committee *TOPIC: Graduate - International Student Programs (ISP) Tuition Fees for 2009-10* dated May 21, 2008 had been distributed/posted with the meeting

materials.]

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

RESOLVED that Graduate - International Student Programs (ISP) Tuition Fees for 2009-10 be approved as proposed.

b) Recreation Services Membership and Rental Fees for 2008-09

[A Decision Item to the Committee *TOPIC: Recreation Services Membership and Rental Fees for 2008-09* dated May 21, 2008 had been distributed/posted with the meeting materials.]

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

RESOLVED that the proposed 2008-09 rental fees for the Department of Recreation Services and the membership fees for the Walker Complex be approved as proposed.

c) Proposed Parking Rate Increases for 2008/09

[A Decision Item to the Committee *TOPIC: Proposed Parking Rate Increase for 2008/09* dated May 21, 2008 had been distributed/posted with the meeting materials.]

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

RESOLVED that permit and cash parking rates be increased by an average of 4% for 2008-09 as proposed.

d) Internal Audit Consulting Service

[An Information Item to the Committee *TOPIC: Internal Audit Consulting Service* dated May 21, 2008 had been distributed/posted with the meeting materials.]

The report had been distributed for the information of the Board.

The following items were presented from the Committee meeting held June 19, 2008:

e) 2007-08 Year End Preliminary Fiscal Position

[An Information Item to the Committee *TOPIC: 2007-08 Year End Preliminary Fiscal Position* dated June 19, 2008 together with Attachment 1, had been distributed/posted with the meeting materials.]

Ms. McKee highlighted several portions of the Report for the information of the Board.

f) Final Budget Estimates 2008-09 Draft

[A Decision Item to the Committee *TOPIC: Final Budget Estimates 2008-09 Draft* had been distributed/posted with the meeting materials. The DRAFT Report on the Annual Final Budget Estimates 2008-2009 dated June 19, 2008 had been distributed in hard copy prior to the meeting.]

Mr. Pillar provided an overview of the 2008-09 budget noting that while expenditures were greater than revenues, the University was able to achieve a balanced budget with one-time funding provided by the government. Mr. Pillar acknowledged Ms. McKee for her excellent support in drafting the

report.

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

RESOLVED that the “2008-09 Final Budget Estimates” be approved.

g) Brock Pension Fund Investment Structure Review - Statement of Investment Policies and Procedures

[A Decision Item to the Committee *TOPIC: Brock Pension Fund Investment Structure Review - Statement of Investment Policies and Procedures* dated June 19, 2008, together with Attachment 1: Statement of Investment Policies and Procedures document, had been distributed/posted with the meeting materials.]

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

RESOLVED that the amended Statement of Investment Policies and Procedures be approved.

h) Courtyard/Marketplace

[A Decision Item to the Committee *TOPIC: Courtyard/Marketplace* dated June 19, 2008 had been distributed/posted with the meeting materials.]

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

RESOLVED that administration be authorized to execute legal agreements with Sodexo for the Courtyard/Marketplace Project as specified in the Ernst & Young Report and proceed to finalize the Project details at a cost estimate of \$9M.

i) 4 Norman Road - Precinct Plan

a) From Capital Projects and Facilities Committee

[A Decision Item to the Capital Projects and Facilities Committee *Topic: 4 Norman Road - Precinct Plan (formerly 573 Glenridge Precinct Plan)* dated June 9, 2008, together with Attachment 1 - Executive Summary and Floor Plans, had been distributed/posted with the meeting materials.]

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

RESOLVED that a total project budget of \$14,860,000 be approved for all costs required to design and construct Phase 1 of the “4 Norman Road” project, subject to review by the Financial Planning, Audit and Human Resources Committee of the proposed funding plan.

b) From Financial Planning, Audit and Human Resources Committee

[A Decision Item to the Financial Planning, Audit and Human Resources Committee *TOPIC: 4 Norman Road - Precinct Plan (formerly 573 Glenridge Precinct Plan)* dated June 19, 2008, together with Attachment 1 - Executive Summary and Floor Plans, had been distributed/posted with the meeting materials.]

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

RESOLVED that a total project budget of \$14,860,000 and funding strategy as proposed be approved for all costs required to design and construct Phase 1 of the “4 Norman Road” project.

j) External Audit Services

[A Decision Item to the Committee *TOPIC: External Audit Services* dated June 19, 2008 had been distributed/posted with the meeting materials.]

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

RESOLVED that the current appointment of external audit services with the firm of KPMG be extended to the 2008-09 fiscal year to allow the formal RFP process to commence with the 2009-10 fiscal year.

Mr. Rickers noted that the issuing of the RFP does not denote that the University must change auditors.

k) Welch Hall Addition

[An Information Item to the Committee *TOPIC: Welch Hall Addition* dated June 19, 2008, together with Attachment 1: Proposed Total Project Budget, dated January 15, 2008, Attachment 2: correspondence from CM2R and Attachment 3: correspondence from Salit Steel, had been distributed/posted with the meeting materials.]

Mr. Pillar briefly reviewed the update regarding Welch Hall addition and the rationale to proceed to the tender stage at this time.

On a separate matter and in response to a question, Mr. Pillar reported that the purchase of a property, previously approved by the Board in May, had been completed.

l) Acceptance of the Reports

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 May 21 and June 19, 2008 be accepted.

10. REPORT OF THE GOVERNANCE/NOMINATING COMMITTEE

[A Decision Item to the Board *TOPIC: Report of the Governance/Nominating Committee* dated June 26, 2008, together with A) The Nominating Report and Appendix 1: Biographies of Nominees for Board of Trustees Membership and Appendix 2: Proposed Committee Membership for 2008-09, B) A motion to amend the General Bylaws of the Board of Trustees regarding the Delegation of Authority in the Absence of the President, and C) A Notice of Motion to amend the General Bylaws of the Board of Trustees regarding proposed amendments to the Terms of Reference of the Advancement and Community Relations Committee had been distributed/posted with the meeting materials.]

Dr. Walker presented the Report of the Governance/Nominating Committee.

1. Election and Re-election of Lay Members

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

RESOLVED that the following be elected or re-elected, as indicated, as lay members of the Board of Trustees for the terms specified.

For re-election **Thomas Goldspink**
Betty-Lou Souter
For three-year terms ending June 30, 2011

David Howes
For a one-year term ending June 30, 2009

For election **Paul House**
Dennis Parass
For three-year terms ending June 30, 2011

Georgina Black
David Civiero
For two-year terms ending June 30, 2010

2. Faculty, Staff and Student Trustees

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

RESOLVED that the names of the Faculty, Staff and Student Trustees, elected to the Board by their respective constituencies, be received as outlined in the Report of the Governance/Nominating Committee.

3. Chair-Elect

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

RESOLVED that Mr. Rudi Kroeker be elected Chair-Elect of the Board of Trustees for a one-year term ending June 30, 2009.

4. Senate Representatives

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

RESOLVED that Ms. Joy Rogers and Mr. Roelof Makken be elected as Board representatives to the University Senate for a one-year term ending June 30, 2009.

5. Search for the Provost and Vice-President, Academic

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

RESOLVED that Mr. David Howes and Mr. Joe Robertson be appointed to the Advisory Committee for the Search for the Provost and Vice-President, Academic.

6. Board Representative on the Pension Committee

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

RESOLVED that Mr. Peter Partridge be appointed to the Pension Committee for a two-year term ending June 30, 2010.

7. Proposed Committee Membership

Dr. Walker referred members to the proposed memberships of the 2008-09 Committees of the Board as outlined in Appendix 2 of the Report.

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

RESOLVED that the proposed Committee Membership for 2008-09 be approved as outlined in Appendix 2 of the Report of the Governance/Nominating Committee.

In response to an earlier question, the committee memberships of staff members Ms. Banders and Ms. Gilmore would be confirmed.

8. Amendment to the General Bylaws of the Board of Trustees

Pursuant to Article 22 of the General Bylaws of the Board of Trustees, a Notice of Motion had been presented to the Board during its May 1, 2008 meeting to amend Article 36 of the Bylaws regarding Delegation of Authority in the Absence of the President as outlined in section B of the Report.

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

RESOLVED that Article 36 of the General Bylaws of the Board of Trustees regarding the Delegation of Authority in the Absence of the President be amended as outlined in Section B of the Governance/Nominating Report.

9. Notice of Motion to Amend the General Bylaws of the Board of Trustees

A Notice of Motion was given to amend Article 29 of the General Bylaws of the Board of Trustees with respect to the Terms of Reference of the Advancement and Community Relations Committee, as outlined in Section C of the Report of the Governance/Nominating Committee. The motion would be presented to the Board at its next meeting on September 25, 2008.

9. Re: Acceptance of the Report

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

RESOLVED that the Report of the Governance/Nominating Committee dated June 26, 2008 be accepted.

7. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The *President's Report to the Board of Trustees* dated June 26, 2008, together with a Report to the Board re: Recommendations, had been distributed with the meeting materials.]

Prior to presenting his Report, Dr. Lightstone expressed his personal gratitude to those Trustees whose terms were ending, Karin Jahnke-Haslam, Angelo Nitsopoulos, Wendy Staff, John Lye, Beth Natale, Michael Sidenberg and Bill Tays, noting that that they would continue to sustain a lifelong relationship with Brock University.

a) Administrative Item - Ratification of Board Decisions

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

RESOLVED that all acts, contracts, bylaws, proceedings and payments enacted, done and taken by officers and members of the Board of Trustees since the date of the last Annual Meeting, as the same are set out or referred to in the minutes of the Board of Trustees and its committees, are hereby approved, ratified and confirmed.

b) Appointments to the Brock University Pension Committee

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

RESOLVED that the following members of the Pension Plan be appointed or reappointed to the Pension Committee for the terms indicated:

Appointment

Darrell Cerminara: OSSTF - term ending June 30, 2011

Ryan Yungblut: CUPE 1295 - term ending June 30, 2012

Reappointment

David Whitehead: BUFA - term ending June 30, 2012

Yuanlin Li: BUFA - term ending June 30, 2012

Bill Matheson: BURA - term ending June 30, 2012

11. OTHER BUSINESS - None

12. ADJOURNMENT

The meeting adjourned at 5:05 p.m. and was followed by a reception and dinner in the Pond Inlet.

Michael Farrell, Secretary

David Howes, Chair