

MEETING #3 (2023-24) CYCLE 3
BOARD OF TRUSTEES
THURSDAY, MARCH 7, 2024

3:00 PM

IN PERSON SANKEY CHAMBER and/or
REMOTE PARTICIPATION - MS TEAMS

[Click here to join the meeting](#)

Or call in (audio only)

[\(888\) 862-4985, 578874551#](tel:8888624985) Canada (Toll-free)

Phone Conference ID: 578 874 551#

Approx. Time

3:00	1. Call to Order and Welcoming Remarks	
	<ul style="list-style-type: none"> • Dashboard • Meeting Roadmap 	Information
3:05	2. Declaration of Conflict of Interest	
	3. Approval of the Agenda (including consent items)	<u>Approval</u>
	4. Business Arising from the Minutes	
3:10	5. <u>Report of the Chair of the Board</u>	Information
3:15	6. <u>Report of the President and Vice-Chancellor</u>	Information
3:20	7. <u>Report of the Provost and Vice-President, Academic</u>	Information
3:25	8. <u>Report of the Vice-President, Research</u>	Information
	9. Reports of Standing Committees	
3:30	9.1. <i>Executive Committee</i>	
3:35	9.2. <i>Audit Committee</i>	
3:40	9.3. <i>Capital Infrastructure Committee</i>	
3:45	9.4. <i>Financial Planning and Investment Committee</i>	
	9.4.1 <u>Procurement Policy</u>	<u>DECISION</u>
	9.4.2 <u>2024-25 Domestic Tuition Rates</u>	<u>DECISION</u>
3:55	9.5. <i>Human Resources Committee</i>	
4:00	9.6. <i>University and Community Experience Committee</i>	
4:05	9.7. <i>Governance/Nominating Committee</i>	
	9.7.1 <u>Chair-Elect Nomination</u>	<u>DECISION</u>
	9.7.2 <u>Conflict of Interest Policy</u>	<u>DECISION</u>
	9.7.3 <u>Board member term limits</u>	<u>DECISION</u>
	9.7.3 <u>Governance Review Report</u>	Information
4:25	*****BOARD BREAK*****	
	9.8. <i>Direct Reports to the Board</i>	
4:35	9.8.1 Consultation regarding search for Provost, and Vice-President, Academic	Discussion

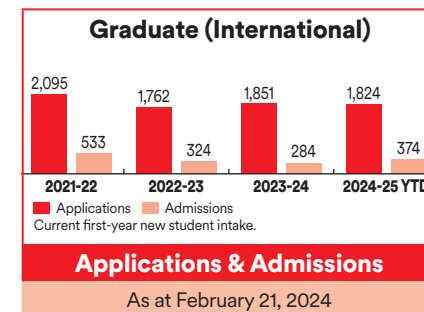
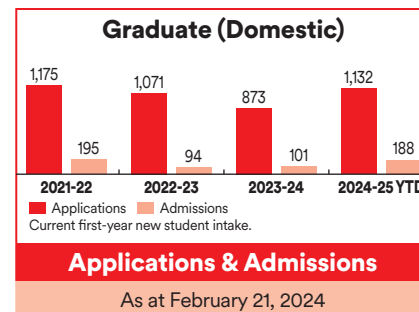
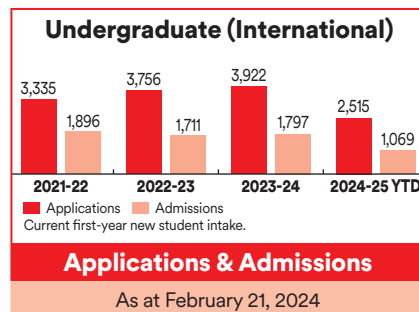
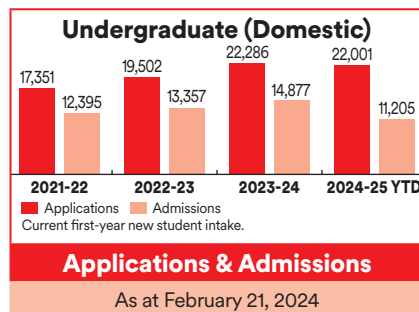
	10.	IN CAMERA Session to consider Confidential Reports related to the following:	
5:05	10.1	CIC/FPI Property Matter (IN CAMERA)	<u>DECISION</u>
5:15	10.2	FPI Endowment Matter (IN CAMERA)	<u>DECISION</u>
5:25	11.	Other Business	
5:30	12.	Adjournment	

CONSENT ITEMS

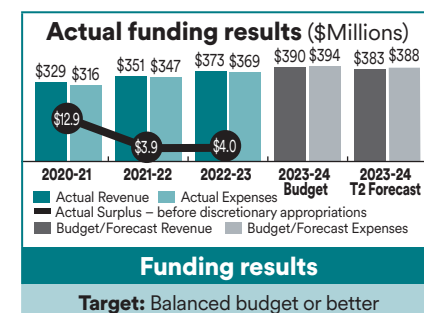
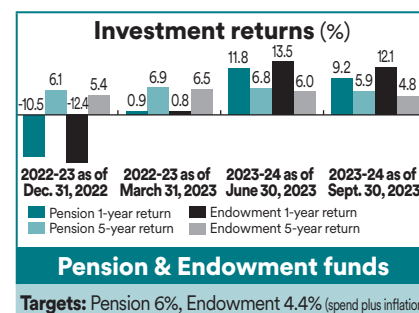
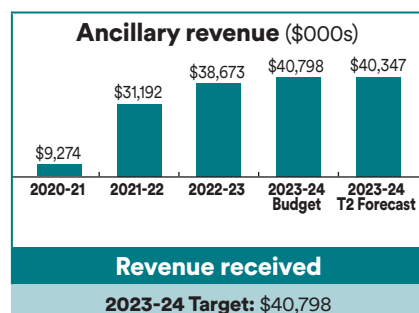
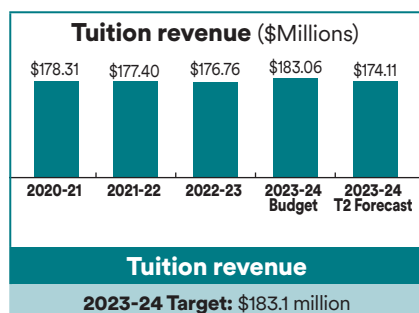
13.	Approval of the Minutes of the Previous Meetings and Confidential Record of the In Camera Session		
13.1	<u>Minutes of Meeting # (2023-24) held on December 7, 2023</u>		Approval
13.2	Confidential Record of Proceedings from the IN CAMERA session of the Meeting #2 held December 7, 2023		Approval
14.	Reports of the Actions of the University Senate		
14.1	<u>715th Meeting of Senate held December 13, 2023</u>		Information
14.2	<u>716th Meeting of Senate held January 17, 2024</u>		Information
14.3	<u>717th Meeting of Senate held February 14, 2024</u>		Information
15.	Reports of Standing Committee		
15.1	Audit Committee		
15.1.1	<u>Minutes of Previous Meeting #2 (2023-24) held on December 6, 2023</u>		Information
15.2	Capital Infrastructure Committee		
15.2.1	<u>Minutes of Previous Meeting #2 (2023-24) held on December 6, 2023</u>		Information
15.3	Financial Planning and Investment Committee		
15.3.1	<u>Minutes of Previous Meeting #2 (2023-24) held on December 6, 2023</u>		Information
15.4	Human Resources Committee		
15.4.1	<u>Minutes of Previous Meeting #2 (2023-24) held on December 7, 2023</u>		Information
15.5	University and Community Experience Committee		
15.5.1	<u>Minutes of Previous Meeting #2 (2023-24) held on December 6, 2023</u>		Information
15.6	Governance/Nominating Committee		
15.6.1	<u>2024 Annual Board Evaluation and Self-Assessment Survey</u>		Information
15.6.2	<u>Policy Approval Report</u>		Information
15.6.3	<u>Board Membership - Terms Expiring</u>		Information
15.6.4	<u>Minutes of Previous Meeting #2 (2023-24) held on December 7, 2023</u>		Information

CYCLE 3 (2023-24): Brock University Board Dashboard

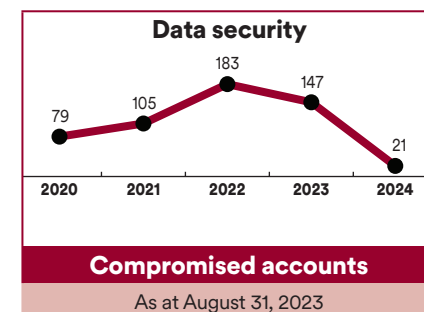
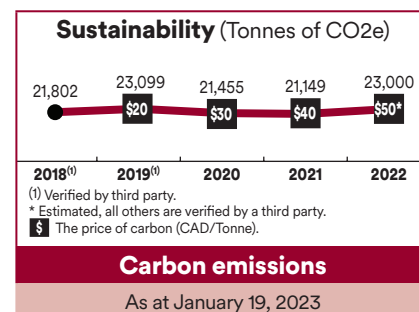
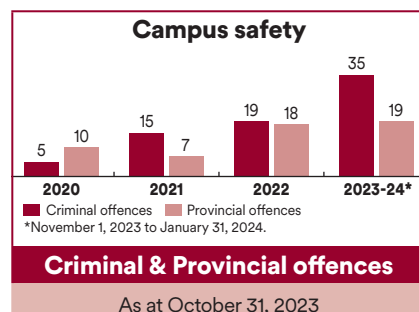
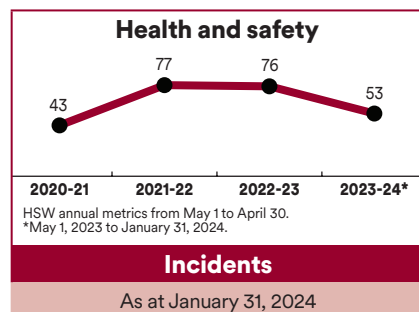
STUDENTS



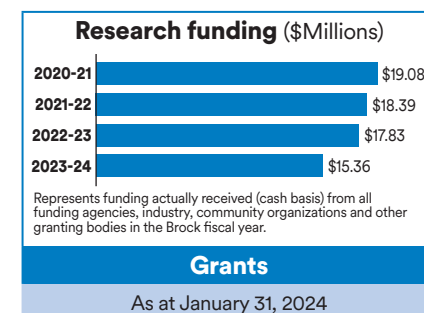
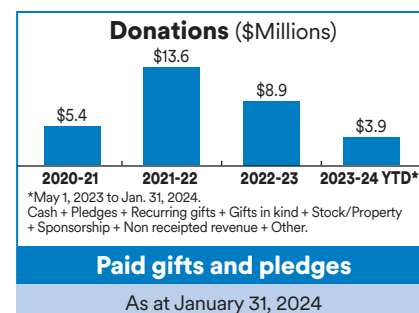
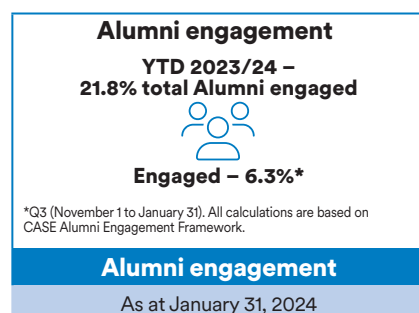
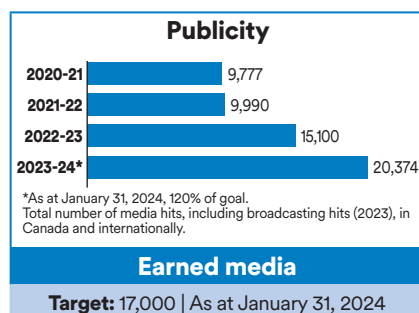
FINANCES



OPERATIONS



REPUTATION





Board of Trustees
Cycle 3 Board Meeting Roadmap - March 7, 2024

Executive Summary

Welcome to the third regular meeting of the Board of Trustees for the 2023-24 academic year.

During this meeting, the Board will be considering recommendations from the Governance/Nominating Committee regarding the appointment of a Chair-Elect, amendments to the Board Conflict of Interest Policy, and changes to the Board Bylaws regarding term limits of community Trustees. The Financial Planning and Investment Committee will be recommending to the Board proposed changes to the Procurement Policy and a confidential recommendation regarding an endowment. Also during the *in camera* session, the Board will consider a confidential joint recommendation from the Capital Infrastructure Committee and the Financial Planning and Investment Committee regarding a property matter.

The Board will also engage in a consultation with the executive search firm KBRS regarding the **candidate profile for Brock's next Provost and Vice-President, Academic.**

Key items that will be presented to the Board for information include the Governance Review Report.

Decision items

All decision items are subject to recommendation from the Committee designated. Any **changes arising from the Committee's deliberations will be reported orally at the Board meeting.**

Agenda Item	Committee	Decision Being Sought	Details
9.4.1	Financial Planning & Investment	Approval of amendments to the Procurement Policy	Approval of amendments to the Policy is being sought and includes recent changes to Provincial legislation.
9.7.1	Governance/Nominating	Approval of the appointment of the 2024-25 Chair-Elect	Approval of the appointment of a 2024-25 Chair-Elect is being sought.
9.7.2	Governance/Nominating	Approval of amendments to the Board Conflict of Interest Policy	Approval of amendments to the Board Conflict of Interest Policy are being sought that includes a minor change to the compliance section.

Agenda Item	Committee	Decision Being Sought	Details
9.7.3	Governance/ Nominating	Approval of amendments to the Board Bylaw re member term limits	Approval of amendments to the Board Bylaw are being sought to allow Trustees to be eligible for re-election for up to two consecutive terms.
10.1 IN CAMERA	Capital Infrastructure & Financial Planning and Investment	Approval of a confidential property matter.	Approval of a confidential property matter is being sought.
10.2 IN CAMERA	Financial Planning and Investment	Approval of a confidential endowment matter.	Approval of a confidential matter regarding an endowment is being sought.

Key Information Items

Agenda Item	Committee	Item	Details
9.7.4	Governance/ Nominating	Governance Review Report	The final report of the Board Governance Review is being submitted to the Board.
9.8.1	Direct Report	Consultation regarding search for Provost & Vice-President, Academic	The executive search firm KBRS will be consulting with the Board to obtain feedback regarding the candidate profile for Brock's next Provost and Vice-President, Academic.



Report of the Chair of the Board of Trustees
March 7, 2024
Mark L. Arthur, Chair

Welcome Trustees, staff, and guests to the cycle three meeting of the 2023-24 Board. Progress continues to be made in many areas at Brock, while at the same time, the overall environment remains exceedingly difficult in the university sector.

The Board held its annual development day on January 18 which included three significant presentations. The first was a furtherance of the increasing focus of the Board on cyber security. Dan Michaluk, Partner and National Co-Leader, Cybersecurity Group from Borden Ladner Gervais LLP (BLG) provided a comprehensive presentation on several key areas including the complexity of the threat environment, the guidance of the National Association of Corporate Directors' (NACD) handbook on cyber risk oversight, standard of care and best practises for boards. The second session provided an opportunity for the Board to provide feedback on the recommendations contained in the recent Board governance review with respect to Board recruitment, education, member engagement, inclusivity, ethical standards and Board evaluation. The third session, presented by KCI, focused on the role of the Board in developing a culture of philanthropy in the community. On behalf of the Board, I would like to thank all of the presenters and a special thanks to Trustee JoAnna Roberto and Chabriel Colebatch for organizing a highly informative Board education day.

An important matter that will be presented for consideration during the March Board cycle is the election of a Chair-Elect. In keeping with Board Bylaw 4.2 which stipulates that at or **before the Annual Meeting prior to the start of the Board Chair's final year in office, the** Board shall elect a Chair-Elect, the Governance/Nominating Committee will be presenting to the Board its recommendation of a Trustee to serve as Chair-Elect commencing July 1, 2024.

Along with Trustee Brian Lang, Chair of the Financial Planning and Investment Committee, and members of management, I participated in the annual meeting with DBRS to review our financial outlook and credit rating which is an important part of our fiscal management. Excellent work has been done by Josh Tonnos, Chief Financial Officer & Associate Vice-President, Financial Services and his team.

We all can take pride that Brock University ranked third overall in the annual list of Canada Best Employers compiled by Forbes and market research firm Statista. I am also pleased to highlight that a new collaborative community project is being launched between TOES (Tools of Empowerment for Success) Niagara, of which our own Trustee Nyarayi Kapisavanhu serves as Executive Director, and Brock University to help combat human trafficking in Niagara. The Film House at the FirstOntario Performing Arts Centre has also launched a programming partnership with Brock University through which film screenings and enriching panel discussions will be held to promote inclusion and belonging in our diverse Niagara community.

I have commented previously on the enormous financial challenge for the 2024/25 budget year. The problem grows in magnitude over the subsequent two budget years. Further news from the federal government on the international student visa issue compounds the pressures. We have not yet had a response from the provincial government to the Blue-Ribbon Panel's recommendations, although one has been promised for the end of February. The anticipation

is that there will be no tuition increases, limited grant adjustments, and any funding tied to achieving efficiency will not solve the issues that we face.

The reality seems to be that universities are to fend for themselves which will require the entire Brock community to rise once again to the challenge. Among the extensive list of issues are: how do we compete with college graduate equivalent programs, how do we improve our conversion ratio, how do we improve retention ratio, are we addressing the evolving need of society for value added, how can we improve our efficiency, and how do we invest in key growth areas. The Board is extremely focused on this challenge and recognizes that tough decisions will need to be made to establish a realistic path forward that ensures the academic and fiscal integrity of the University not only for 2024/25 but also for the years ahead.

The Agenda for the March 7th Board meeting is quite full, and I refer you to the Board Meeting Roadmap included in the Board package which outlines the key decision and information items.

In closing, I want to thank each Trustee and especially the Committee Chairs for your continuous support and dedicated volunteer service to Brock University.

Sincerely,

A handwritten signature in black ink, reading "Mark L. Arthur". The signature is fluid and cursive, with the first name "Mark" and last name "Arthur" clearly legible.

Mark L. Arthur, Chair, Brock University Board of Trustees



Report to Board of Trustees of the President and Vice-Chancellor

March 7, 2024

Dear Trustees,

It has been a productive start to the new year. I have included in my report an update on community and government relations activities as well as an update on the search for Provost and Vice-President, Academic and the Strategic Plan.

Highlighting key events that I have taken part in since my last report:

- BUSU Executive Start of Term Breakfast
- Quarter Century Luncheon
- Indigenous Master Students Luncheon
- Brock Functional Inclusive Training (BFit) Centre grand opening with Parliamentary Assistant to the Minister for Seniors and Accessibility, Daisy Wai
- Brock's First Powwow
- Dr. Niigaan Sinclair Lecture – What does Reconciliation look like for Canadian Universities?
- International Holocaust Remembrance Day
- Black History/African Heritage Month Launch
- Presentation of the book, *Tricky Grounds*, by Candace Brunette-Debassige
- State of the University Address

Committee work continues at local, provincial, and national levels representing Brock University on the FirstOntario Performing Arts Center Board, Council of Ontario Universities Executive Heads as well as Universities Canada Executive Committee.

Government relations work included hosting The Honourable Jill Dunlop, Minister of Colleges and Universities for a tour of the Black Student Success Centre (BSSC). During the Ministers visit I had the opportunity to discuss the challenges facing the post-secondary sector and the important role Brock University plays in supporting the Niagara region. We also discussed the proposed new federal cap on international students. I articulated the potential negative impact to Brock, as international students are important to the growth of our region and add to the diversity and fabric our community.

I was also delighted to host The Honourable Nina Tangri, Associate Minister, Small Business for a tour of the Brock LINC and Makerspace. During the meeting I highlighted the resources available at Brock to local entrepreneurs and students and our commitment to supporting the local small business and entrepreneurial economy.

In addition, I participated in virtual meetings with Deputy Minister Greg Meredith, Ministry of Labour, Immigration, Training and Skills Development, Assistant Deputy Minister Simone Atungo, Workforce Policy and Innovation Division, and MPP Peggy Sattler, NDP Critic for

Colleges and Universities. Conversations were centered around challenges related to the enrolment corridor and advocating for increased allocations for high demand programs.

With respect to the Provost and Vice-President, Academic search, I am pleased to share that the [President's Advisory Committee](#) has been established in accordance with the Policy on the Appointment and Reappointment of President and Vice-Presidents.

KBRS has and will continue to consult with the Brock community, gathering important feedback and input on the priorities for the position. The position posting is now [live](#) with the goal of making an announcement this spring.

Strategic Plan focus group consultations and community surveys are now complete. On track with project timelines, we now move to the “analyze phase” of the process. We will be engaging with the Board during the “decide phase” where we will review the research and co-create our five-year Strategic Plan. A draft of the plan is scheduled to be brought to UCEC and the Board in Cycle 5. Updates on the Strategic Plan can be found on the [Strategic Plan website](#).

In closing, at the time of writing this report, I have just addressed the Brock community at the State of the University event. Nearly 450 people joined us in-person and over 200 online as I delivered remarks about the advancements we have made in areas of our strategic priority and Provost Kenyon provided an update on the University's financial health.

Brock University changes lives. It has a transformative impact on the students who study here. Our researchers help improve lives here at home and around the world. It's important not to lose sight of that. And while there are challenging times ahead, with the collective effort of everyone, we will put Brock in a position for even greater success in the future.

Sincerely,

A handwritten signature in black ink, appearing to read "Lesley Rigg".

Lesley Rigg, PhD
President and Vice-Chancellor

Report to the Board of Trustees of the Provost & Vice-President, Academic
March 7, 2024

Dear Trustees,

I am pleased to provide the Provost's report until the end of the academic year, having assumed the role of Interim Provost until July 31. I will be using these reports to provide regular updates on items of interest and other highlights coming from the Faculties and administrative units in the Provost portfolio.

Faculty news

Dr. Thad Harroun, Chair of the Department of Physics in the Faculty of Math & Science, is leading the planning and coordination of campus-wide activities marking the solar eclipse on April 8. The Niagara Region will be in the path of totality, meaning that the Sun will be fully eclipsed in Niagara from 3:20 to 3:23 EDT. Further details about specific events will be communicated as they become available, but parties interested in contributing to the occasion can contact Dr. Harroun.

The Faculty of Applied Health Sciences celebrated Canada's first graduating class in a concurrent Nursing program in December, with the first cohort of 18 BN/MN students completing their program on the 15th. The completion of the program was marked with a pinning ceremony, a rite of passage for graduating nurses that represents their commitment to nursing education and training. In receiving and wearing the pins, students accept the rights and responsibilities to provide excellent care to patients and their loved ones. Brock's BN/MN program places students in a variety of nursing specializations at health care settings in Niagara and Hamilton.

Program Directors in the Faculty of Education and the Faculty of Applied Health Sciences developed degree pathways that give recognition to prior learning, allowing for shorter completion time in a subsequent master's-level program. Offered jointly by the Department of Health Sciences and the Department of Educational Studies, the new Master of Public Health and Master of Education (MPH-MEd) consecutive degrees pathway will allow students to complete **both master's degrees in an exclusively online format within two years.**

The MPH-MEd pathway is designed to prepare qualified educators, researchers, and health-care developers and practitioners who can advance the practice of teaching and learning in the health professions sector. Traditionally, an MPH and an MEd in Canada would each take two years to complete. The MPH-MEd pathway allows both degrees to be completed within

two years (20 months) because of its compressed format and use of advanced standing credits between programs.

On January 25, Indigenous scholar and activist Niigaan Sinclair, from the University of Manitoba, spoke about what reconciliation looks like for Canadian universities and discussed the need for systemic change in higher education institutions for Indigenization to be successful. Sinclair provided examples of actions that can be guided by Indigenous ways of knowing and incorporate Indigenous teaching practices.

Brock's Brock Functional Inclusive Training Centre (Bfit), which offers exercise programs aimed at improving the health and quality of life of older adults and those experiencing a wide range of health situations, officially opened its new, state-of-the-art facility on January 24. A ribbon-cutting ceremony held for the Centre, previously known as the Brock-Niagara Centre for Health and Well-Being, was attended by industry and community partners, Brock employees and student volunteers, and Bfit Centre members, among others.

Bfit moved from its previous location on Lockhart Drive to the new space at the Walker **Sports and Abilities Centre at Canada Games Park one year ago this month. Bfit's state-of-the-art, 13,000-square-foot facility includes modern equipment and space for the Centre's** supervised community exercise programs that benefit older adults, cancer patients and survivors, cardiac patients and individuals living with multiple sclerosis, amputations, **Parkinson's disease**, and spinal cord injury. In addition to helping people in Niagara live healthy and active lives and providing students with meaningful experiential learning opportunities, Bfit also contributes to multi-disciplinary research that is advancing the understanding of human health and aging.

The Faculty of Social Sciences announced the launch of a new PhD in Applied Behaviour Analysis, the first doctoral Applied Behavioural Analysis program in Ontario and only the second of its kind in Canada. The first cohort of incoming students is expected in Fall 2024.

Following on the success of the inaugural iteration last year, the Deborah Rosati Women in Leadership Mentorship Program began recruitment of mentors and mentees for a second cohort to begin in January. The mentorship program is organized as part of the Women in Leadership Initiative, hosted by FOSS.

From January 5-7, Brock welcomed 269 students to campus to compete in the annual MBA Games. The 16 teams from five provinces represented the top business schools in Canada and competed in the areas of academics, athletics, and spirit. The team representing the Goodman School of Business finished 3rd overall, taking home the title in the spirit category. The team also placed third in debate and third in spikeball - one of the athletic competitions.

Administrative news

The Centre for Pedagogical Innovation's annual Tribute to Teaching event took place on December 7. Institutional teaching awards were conferred to the following:

- Dr. Chantal Buteau of the Department of Math & Stats received the Distinguished Teaching Award;
- Dr. Chelsea Temple Jones of the Department of Child & Youth Studies received the Award for Excellence in Teaching for Early Career Faculty; and
- Teresa Hill for the Department of Recreation & Leisure Studies received the Clarke Thomson Award for Excellence in Sessional Teaching.

In a significant milestone for the institution, Brock hosted its first powwow on Friday, January 19 in the Ian Beddis Gymnasium. The event was organized **by Brock's Hadiya'dagénhahs First Nations, Métis and Inuit Student Centre, and the Office of the Vice-Provost, Indigenous Engagement**. The gathering began with a grand entry that welcomed Elders, veterans, Brock leaders, dignitaries, and dancers in traditional regalia.

While music and dance were among the highlights of the day, the Pow Wow also featured a vendor fair with over 80 Indigenous entrepreneurs and vendors. Over 2,500 members of the Brock community attended the event over the course of the day. The event was made possible by over 150 volunteers and involved the participation of over 100 dancers.

On January 30, CCEE hosted its annual Experience Expo, during which 72 employers attended campus to present students with full-time, co-op, summer, and part-time work opportunities. There were 1,949 students in attendance, and we have received positive feedback from students, employers, and faculty who attended. In addition to a series of workshops offered to students leading up to the event, CCEE's on-site **"just-in-time"** coaching prepared students to speak with our employer partners. Experience Expo is **Brock's largest** employment recruitment event.

Approximately 260 student athletes were recognized for academic excellence during the 2022-23 academic year at the Brock Badgers' annual Celebration of Academic Excellence. Student-athletes with an academic average of 80% or higher within their programs of study were recognized with a certificate and a pin. As student-athletes attain honor roll status in subsequent years, they will receive an additional, distinct pin each year, symbolizing their ongoing academic success.

In addition to institutional accolades, a total of 125 Badgers qualified as 2022-23 U SPORTS Academic All-Canadians. These are student-athletes who maintain an academic standing of 80 percent or higher while participating in a U SPORTS-sanctioned sport. A full list of 2022-23 Badgers Academic Excellence Award recipients can be [viewed on GoBadgers.ca](https://www.brocku.ca/badgers/academic-excellence).

Sincerely,

Tm Kenyon
Interim Provost and Vice-President, Academic



February 21, 2024

Report to Board of Trustees
Cycle 3, March 7, 2024

I stepped into the role of Acting Vice-President Research on January 1. The transition has been reasonably seamless due to the exemplary Research Enterprise staff cohort and my engagement as Associate Vice-President Research since May 2018.

Brock Research Impact Learning Network inaugural event

The Brock Research Impact Learning Network held its [inaugural event](#) on December 11. Moderated and led by Knowledge Mobilization Officer Jayne Morrish, a panel of three Brock researchers shared their experience and advice on integrating high-impact strategies into research and funding applications. The Research Impact Learning Network anticipates meeting four times per year in Brock's Research Impact Hub (RFP 216), for interactive presentations and discussions on various topics to promote high-impact research.

Niagara Health Research Forum

The Niagara Health Research Forum, convened by Brock University in the Research Impact Hub on December 4, 2023, provided a discussion venue for agencies and actors in the region's healthcare landscape. In conjunction with Brock health researchers and research facilitators, the group met to consider prospects for collaborative approaches to shared health issues, challenges and opportunities. Examples might include the impacts of COVID-19, impending infrastructure developments, persistent physician and nursing shortages, and the unique needs of an aging population. Recognizing the need for a platform for these discussions, Brock University has stepped in to provide a common ground for healthcare stakeholders to address these issues, fostering meaningful discussions and partnerships in the realm of research. The group agreed to reconvene for a facilitated "show and share" session in late April. Each organization will share the unique challenges they are facing and how they are addressing them from a Niagara lens. The presentations will aim to help identify synergies between members and pinpoint themes for working groups that will form the backbone of the Forum's work and goals moving forward.

2023 Chancellor's Chair for Research Excellence

Congratulations to Rebecca MacPherson, recipient of the [2023 Chancellor's Chair for Research Excellence](#) for her research examining how menopause relates to Alzheimer's disease. MacPherson and her team will be investigating if and how a protein called brain derived neurotrophic factor, or BDNF, could be used to treat or slow the progression of Alzheimer's disease. BDNF plays an important role in neuron development and other brain processes essential for learning and memory.

Brock Science Meets Parliament

This year, two Brock scholars have been accepted as delegates for the 2024 edition of [Science Meets Parliament](#): Julia Baird, Canada Research Chair in Human Dimensions of Water Resources and

Water Resilience, and Danielle Sirianni Molnar, Canada Research Chair in Adjustment and Well-Being in Children and Youth. This program, launched by the Canadian Science Policy Centre and the Office of the Chief Science Advisor, connects scientists and politicians to facilitate evidence-based decision making, science communication, and Parliamentary policy-making.

New Policy on Sensitive Technology Research and Affiliations of Concern

The new [Government of Canada Policy on Sensitive Technology Research and Affiliations of Concern](#) comes into effect in early 2024. For any grant application that aims to advance a [Sensitive Technology Research Area](#), research team members involved in the activities supported by the grant must not be affiliated with, or in receipt of funding or in-kind support, from a university, research institution, or laboratory connected to military, national defence, or state security entities that could pose a risk to Canada's national security (see [Named Research Organizations](#)). For such applications, applicants will also be required to attest to their compliance with the policy. Consult the [FAQ](#) for information.

Brock LINC Holiday Market

The annual Brock LINC Holiday Market took place on November 29-30 in the RFP Atrium. 23 vendors participated in the market (15 students and 8 staff members), with the majority of businesses led by women. Revenue generated by individual businesses at the market ranged from \$200 to over \$2,000. Feedback from participants was extremely positive. As one market vendor reported via an anonymous survey, "This was my first time at the Brock LINC Holiday Market (and my first year at Brock in general) and it's lovely to see the amount of creativity and small business support that is in this school. I attest that Brock has THE BEST staff and students."

Navigate Awards

On December 6, award winners from the Fall 2023 cohort of the entrepreneurship program Navigate were announced at the Brock LINC Holiday Social.

- Brock Business Communication student Nadine Bongers won the \$2,500 Navigate Student Award for her pitch on her business, nehdeen, a sustainable business focused on clothing swaps.
- Brock alum Ben Pretty (BSM '23) won the \$2,500 Navigate Community Award for Boost Coffee. Boost Coffee is an iced coffee beverage containing nootropics – supplements that improve thinking, learning, and memory – to help students perform better at school.

The Winter 2024 cohort has now launched, supporting a cohort of 15 to 20 entrepreneurs each term who spend 11 weeks working with mentors in small groups to build out their business ideas.

New LINCubator Cohort

The Brock LINC recently welcomed 12 businesses to its third cohort of the LINCubator business incubation program, which provides support for early-stage startups. Over the course of six months, participants in the LINCubator review their business goals and develop a growth plan by the end of the program. Participating businesses have access to specialized workshops, coaching and mentorship support, dedicated desk space in the Brock LINC Co-Working Space, and other incubation services during the program.

Funding For New Prototyping Program

With the support of a \$75,000 donation from the John Dobson Foundation, the Brock LINC is developing a [new prototyping program](#) to support product, technology, and research-based

ventures at Brock. This 12-week program serves as a bridge between the Navigate program and the LINCubator. Free to student entrepreneurs, the program is set to launch in May 2024.

Ontario Minister Nina Tangri Visit to Brock LINC

On February 1, the Brock LINC welcomed Ontario's Associate Minister of Small Business Nina Tangri to learn about the entrepreneurial supports at Brock, and to meet student entrepreneurs.

Brock LINC & Campus Store Contest Launch

The Brock LINC and Campus Store are partnering again to launch the Brock Campus Store Contest. This contest offers Brock University student entrepreneurs the chance to win dedicated retail space for their products at the Campus Store and the Campus Store website for the 2024-2025 academic year. Applications are open until February 15.

HREO Panel – Redressing Anti-Black Racism & Fostering Black Inclusion at Brock

On February 5, I had the honour of joining a Fireside Conversation alongside colleagues Bradley Clarke (Associate Vice-President Students) and Kirsty Spence (Associate Dean, Applied Health Sciences) with moderation by Melissa Wilson (Director, Human Rights and Equity Office). This panel provided a platform for senior administrators at Brock University to discuss challenges and achievements in enacting the University's commitments to the [Scarborough Charter](#) and to Brock's Black, African, and Caribbean communities. This panel was one of many events organized throughout the month by the Black History Month/African Heritage Month Working Group.

Call For CRC proposals

The Office of the Vice-President, Research is inviting proposals from academic units to recruit:

- One Tier 1 NSERC Canada Research Chair in an identified scholarly area
- One Tier 2 Canada Research Chair in an identified scholarly area targeted to Indigenous (First Nations, Métis, Inuit) peoples

Faculty Deans must submit the proposals and ranking forms to vpr@brocku.ca for review by the CRC Selection Committee. The deadline for receipt in the VPR office is March 14, 2024.

Bfit Centre Grand Opening

Brock University marked the official grand opening and ribbon-cutting ceremony for the Brock Functional Inclusive Training (Bfit) Centre on January 24 at the Walker Sports and Abilities Centre at Canada Games Park. Members of the Brock and Bfit community came together with representatives from industry, community partners, and all levels of government to learn more about the state-of-the-art, 13,000-square-foot facility and how its supervised community exercise programs help to improve the health and quality of life for older adults, cancer patients and survivors, cardiac patients, and individuals living with spinal cord injury, multiple sclerosis, amputations, or Parkinson's disease, while also contributing to innovative multi-disciplinary research and offering experiential learning.

Staff Recognition and Appointments

I am delighted to congratulate the Animal Care Services team on being presented with the Outstanding Team Award at the [President's Annual Staff Recognition & Awards](#) event. As their award citation put it, "without the exceptional work of the ACS team, it simply wouldn't be possible to conduct the innovative research occurring at Brock that allows our investigators to generate new knowledge and interventions across a broad range of fields and affecting stakeholders at the local, national, and international levels.... [T]he work of the ACS staff allows for Brock

researchers to continue to raise awareness of Brock's research portfolio and is critical for recruitment of future students and funding." This is a richly deserved recognition of the excellence of the Animal Care Services team and their commitment to supporting research at Brock. My congratulations to Shawn Bukovac, Kristin Bray, Sarah Kehoe, Tom Eles, and Kaitlyn Luttjehuizen.

It is with the utmost pleasure that I announce two key appointments within our Research Enterprise team. Ivano Labricciosa joined us on January 30 as the Business Director for the Brock-Niagara Validation, Prototyping, and Manufacturing Institute (VPMI). With an impressive 30-year career as an executive leader in the utility industry, Ivano brings invaluable expertise in engineering, business development, and strategic planning, coupled with international experience in alternative and renewable energy. He is extremely well placed to lead the next phase of VPMI development through strengthened industry partnerships and strategic business opportunities aligned with VPMI's scientific expertise and equipment.

Agata D'Innocenzo has been appointed as Director of Research Services, a role that she has fulfilled on an acting basis since September 2022. Agata has been instrumental in the growth and development of Brock's Research Enterprise since she first joined us in 2019 as Research Officer-Institutional Grants and Awards and subsequently as Manager of Sponsored Research and Internal Programs. As a seasoned research administrator, she demonstrates exemplary leadership, dedication, and a solutions-oriented approach that is much appreciated within the Office of Research Services and across the rest of the Research Enterprise team and Brock's research community.

Michelle McGinn
Acting Vice-President Research



Board of Trustees

Report to the Financial Planning & Investment Committee

RECOMMENDATION ITEM

TOPIC: Procurement Policy

March 6, 2024

Tanya Motola, Director, Procurement Services

Josh Tonnos, Chief Financial Officer and Associate Vice-President, Financial Services

MOTION

THAT the Financial Planning & Investment Committee recommend to the Board of Trustees that the amendments to the Procurement Policy set out in this report be approved.

EXECUTIVE SUMMARY

1. Rationale

- The Procurement Policy is up for scheduled review and includes recent changes to Provincial legislation.
- The Financial Planning & Investment Committee (FPIC) is being asked to review the proposed changes to the Procurement Policy and advise the Board on approval of the changes.

2. Key Background

- The policy owner is the Vice-President, Administration with the Chief Financial Officer and Associate Vice-President, Financial Services as the policy.
- Policy amendments have been reviewed and endorsed by the Senior Administrative Council.
- An updated version of the Broader Public Sector (BPS) Procurement Directive became effective January 1, 2024.
- The key changes to the BPS Procurement Directive include:
 - Threshold for open competitive procurement has been changed from \$100,000 to \$121,200 to align with the Canadian Free Trade Agreement (CFTA)
 - Requirement to comply with the Building Ontario Businesses Initiative Act (BOBIA) and the regulation which becomes effective April 1, 2024.

3. Implications

- To assist the committee in their review a table highlighting the changes to the policy is provided below:

Policy Item	Key Change & Rationale
Procurement Policy	<ul style="list-style-type: none"> • Reference to VP Administration approvals have been replaced with “ President and/or Vice Presidents” throughout the policy to provide flexibility to the Executive Leadership team to assign approval responsibilities appropriately by function. • Procedural changes that align current processes with current practice and electronic approval workflow that now exists in the cloud-based Workday ERP system. (Section 8b, 8c, Definition of Approver, Appendix B - Chemicals) • Linking existing policies and procedures to this policy (Section 7b (iii), Conflict of Interest Section, Appendix B Authority to Execute documents, Appendix C,D) • Updates to language to provide better clarity and consistency with BPS Directive and Trade Agreements (Appendix C,D) • Definitions of Invitational, Non-Competitive, Open bid Solicitations, Ontario Business and Procurement Value • Addition of BPS requirement to give preference to Ontario businesses under the \$121,200 (Appendix B,C,D) • General changes throughout the document, including those related to consolidation of Appendix B, C and D as described below.
Appendices	<ul style="list-style-type: none"> • Appendix A - Updates to provide clarity and consistency with CFTA Trade Agreement’s non-application clause. • Appendix B, C, D <ul style="list-style-type: none"> - Policy Exceptions - Update to the approval authority for Exceptions to align with BPS Directive requirements and current practices. - Addition of a column in the approval schedule to distinguish between approval authority and signing authority (execution of contracts) - Statement that Procurement must review contracts prior to execution of documents over \$25k to ensure policy compliance. - Update the \$100,000 open competitive bid threshold to \$121,200 to align with updated BPS Directive effective January 1, 2024 - Update the competitive bid and related approval thresholds to better align with other OUPPMA members: <ul style="list-style-type: none"> <\$25k - 1 quote >\$25k - >\$75k - Minimum 2 quotes >\$75k - <\$121k - Minimum 3 quotes

	<p>>\$121k - open competitive</p> <ul style="list-style-type: none"> - Change the signing officer from VP Administration to VP or President for procurements between \$75k - <\$121k • Appendix B, C & D to be consolidated into a single Appendix B to streamline the information into one table. (See Revised Appendix B document - Appendix 2)
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4. Next Steps

- Subject to FPI's advice, the revised Procurement Policy will be presented to the Board for approval.
- Policy will be updated and Procurement Services will provide training to the University community on compliance with the policy changes.

5. Background Materials

- **Appendix 2 - Procurement Policy Track Changes (30 pages)**
- **Appendix 1 - Appendix B - Purchasing Approvals and Methods (4 pages)**



PROCUREMENT POLICY

PURPOSE

Brock University is committed to obtaining the best value for the total acquisition cost of all goods ~~and~~ services purchased. To facilitate and encourage the timely purchase of goods and services, and to ensure its commitment to accountability, transparency, efficiency and equity, the University has ~~adopted~~ the following procurement policy. This policy also ensures that Brock University is compliant with the Ontario Broader Public Sector Procurement Directive and meets the requirements of the Canadian Free Trade Agreement (CFTA), ~~and the~~ Comprehensive Economic Trade Agreement (CETA) and other relevant trade agreements.

This Policy establishes the authority of officers and employees to authorize and execute transactions ~~with~~ respect to supply chain related activities. It is designed to ensure current legislative requirements are met and an appropriate level of control and accountability with respect to supply chain related activities.

This Policy acknowledges that it is the role of the officers and employees of the University to ~~implement~~ the Board of Trustees' decisions. The ethical, efficient and accountable ~~management~~ of supply-chain related activities within the organization and the need to respond to ~~various~~ supply-chain related issues in a timely fashion makes it appropriate for the Board to delegate certain administrative powers and duties to officers and employees of the University subject to ~~oversight~~ by Procurement Services.

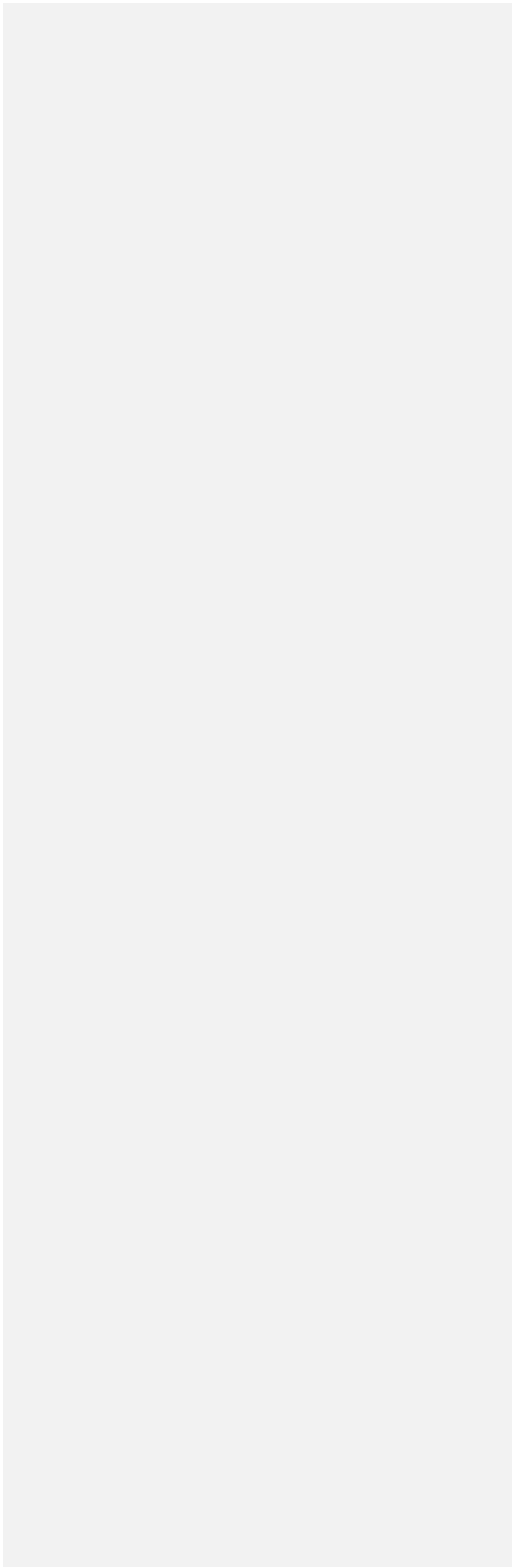
As it relates to University purchases, The Board has ultimate authority in all matters at all times. In the event of a conflict between the terms of this Policy and a specific resolution of the Board, the resolution of the Board prevails.

Commented [LN1]: Consider adding to this policy that Chemicals used in labs must be purchased through Science Stores.

We are not sure of the exact wording to use as not all chemicals (pool, cleaning) will be inventoried in Workday. Please refer to Workday Inventory Project Team for input.

Commented [TM2R1]: Requirement has been added on Page 24

Commented [LN3]: Rather than say "in all matters at all times" consider rewording this statement as it pertains to purchases. For example, "As it relates to University purchases, the Board has ultimate authority at all times".



SCOPE

This Policy applies to all employees of the University and the Board of Trustees.

This Policy Applies to ~~all~~ acquisitions of goods and services for University activities by University employees and the Board of Trustees.

Consistency and Contradictions

Where there may be apparent contradictions between this policy and other legal requirements to which the University is subject, every effort should be made to interpret both this Policy and the other requirement in a consistent and harmonious manner.

If any provision of this Policy is found to be inconsistent with the provisions of a collective agreement, the collective agreement will prevail, unless the Policy provision is required by law, in which case the Policy provision will prevail.

Where funding for a purchase is provided by a funding agency, a more stringent set of approval requirements may be used at the discretion of the funding agency. If the funding agency approval requirements are more stringent than this Policy, the funding agency requirements will prevail.

The provisions of this Policy apply only to the extent that such provisions (or any one of them) are not prohibited by law including directives received from the Province of Ontario. If any provision in this Policy is held to be invalid, void or unenforceable by a court, arbitrator or government agency, then the remainder of the Policy, as the case may be, shall not be affected, impaired or invalidated, and all provisions not invalidated, voided or rendered unenforceable shall be valid and enforceable.

POLICY STATEMENT

General

1. All purchases of goods and services by University employees and the Board of Trustees must comply with:
 - a. the requirements of this Policy, including all appendices to this Policy,
 - b. all applicable laws, including the *Brock University Act*; and
 - c. any other applicable University policies and collective agreements.
2. A University employee may not purchase goods or services unless:

- a. The goods or services are within or related to the employee's specific area of responsibility; and
 - b. The purchase is within the Ordinary Course of Business.
3. Any purchase which is outside the Ordinary Course of Business must be approved by the signing officers set out in section 12 of the Delegation of Authority Policy.

Commented [TM4]: This should coincide with the correct DOA policy section

Purchasing approvals and processes

4. All purchases of goods and services must comply with the approval requirements, ~~and~~ purchase methods and competitive bid processes set out in Appendix B - Purchasing Approvals and Methods.

Purchasing processes

- ~~5. All purchases of goods and services, except for Consulting services and exempt expenditures set out in Appendix A, must comply with the competitive bid processes set out in Appendix C - Competitive Bid Requirements for Goods, Non-Consulting Services and Construction.~~

Commented [TM5]: Appendix B, C and D will be combined into one schedule, if accepted

- ~~6. All purchases of consulting services must comply with the competitive bid processes set out in Appendix D - Competitive Bid Requirements for Consulting Services.~~

- 7.5. All purchases of goods and services listed in Appendix A - Exempt Expenditures are exempt from the requirement to follow a competitive bid process but must comply with all other provisions of this Policy.

Responsibilities and Authorities

- ~~8.6.~~ (a) The President and Vice-Presidentst, Administration shall have all the necessary authority to administer this Policy and to carry out their duties on behalf of the University.

Commented [TM6]: The VP Administration has been replaced with "President and/or Vice Presidents" throughout the policy

(b) Procurement Services is responsible to and shall have the authority to:

- i. acquire and dispose of goods and services;
- ii. call, receive, open and review bids;
- iii. authorize, amend, or cancel a purchase order;
- iv. establish procedures for the implementation of this Policy;

- v. establish standards for bid solicitation, purchase orders, contracts and other documents required to manage supply chain related activities;
- vi. establish the terms and conditions of bid solicitations;
- vii. provide guidelines on procurement policies and procedures and the structure, format and ~~general~~ content of bid solicitations;
- viii. review proposed bid solicitations to ensure clarity, reasonableness and quality and advise staff of suggested improvements;
- ix. ensure open, fair and impartial purchasing processes for goods and services, as outlined in the Procurement Procedures document;
- x. ensure compliance with this Policy and advise the President or Vice- Presidents, Administration through the Associate Vice- President, Finance when there has been non- compliance. The President or Vice-President, Administration shall take appropriate action to address and correct any non-compliance;
- xi. facilitate negotiations with preferred vendor agreements in conjunction with units and to utilize collaborative buying programs with other organizations where feasible;
- xii. promote the standardization of goods and services, where such standardization demonstrably supports the Purpose and Scope of this Policy;
- xiii. incorporate where appropriate, ~~accessibility~~ criteria and features when procuring goods, services or facilities in order to create and maintain an accessible university community as required under the Accessibility for Ontarians with Disabilities Act (the "AODA").
- ~~xiii.~~ xiv. Advocate for sustainable solutions, including the consideration of environmentally friendly criteria, total life cycle costs, and community impact;

Commented [TM7]: Provide Link to document

Commented [TM8]: The VP Administration has been replaced with "President and/or Vice Presidents" throughout the policy

(c) The Director of Procurement Services, with the written approval of the Vice-President, Administration and Associate Vice President, Finance, may delegate to an employee or ~~employees~~, all or part of the authority

in Subsection 68(b) above. Any delegated authority may be limited to a particular type of goods and services.

(d) Senior Administrative Council Members shall appoint in writing, Department Representatives who shall be responsible for the Purchasing of goods and/or services and oversight up to the -value of their prescribed authority in accordance with Section 68(e).

(e) Department Representatives will also have the following specific responsibilities:

- i. ensuring that all Document terms and conditions comply with the Bid Solicitation;
- ii. preparing and approving all specifications and terms of reference in consultation with Procurement Services;
- iii. managing Documents to ensure goods and services are received by the University and comply with Document terms and conditions;
- iv. monitoring all Document expenditures and ensuring that all financial limitations have- been complied with and that all accounts are paid within the times set out in the Documents;
- v. monitoring the performance of Suppliers;
- vi. standardizing the use of goods and services, where such standardization demonstrably supports the Purpose and Scope of this Policy; and
- vii. ensuring that all goods and services purchased have been received and recording receipt in the form prescribed by Procurement Services.

Requirement for Approved Funds

9-7. (a) Authority to execute a Document is subject to the identification and availability of- sufficient funds in appropriate accounts within the Budget.

(b) Where goods and services are purchased or leased on a multi-year basis, the exercise of authority to execute a Document is subject to the

following:

- i. the identification and availability of sufficient funds in appropriate accounts for the current year within the Budget;
- ii. the goods and services will continue to be required in subsequent years and, in the opinion of the Vice President, Administration Chief Financial Officer, the required funding can reasonably be expected to be made available; and
- iii. the contract is 5 years or less in length, excluding optional extensions, unless:
 - a) authorized by the Board;
 - b) the University has a contractual right to terminate the Commitment or executed Document exercisable within the first five years of the Document's term; or
 - c) the Commitment or Executed Document does not involve the expenditure of University funds or restrict the University's ability to enter into future contracts or activities

Commented [TM9]: VP Admin changed to CFO

Commented [TM10]: Updated to align with DOA policy

iii.—

Purchasing Documentation

- 10.8.** (a) The use of standard bid Documents shall be approved by Procurement Services.
- (b) All changes to standard bid solicitations and contracts shall be reviewed and approved by the Director of Procurement Services.
- (c) Before issuance, all Bid Solicitations with a value equal to or greater than \$50,000 that consider non-price factors as evaluation criteria shall be reviewed and approved by Procurement Services.

Commented [TM11]: We no longer approve bid solicitations over \$50k prior to issuance. Approvers may request invitational bids without prior approval

Sustainable and Ethical Procurement

Decisions regarding purchasing and the award of contracts will be made in an objective manner that takes into account that:

- 1) The University has a preference for environmentally friendly and socially responsible products and practices.
- 2) The University values partnerships with vendors and suppliers who are able to help create jobs and further economic development for economically

and socially disadvantaged groups.

- 3) Cooperative/~~collaborative~~ purchasing of goods and services with other organizations who share similar objectives and values are welcome.

In making decisions on the purchase of goods and services, the University ~~should~~ may consider:

- (a) ~~whole life-life-cycle~~ cost;
- ~~(b)~~ environmental impact, including the use of reusable or recycled goods, energy consumption in production and distribution and end of life disposal programs;
- ~~(b)~~ diverse vendors;
- (c) social factors, including the policies or

practices of any supplier that affect freedom of association, payment of a living wage, non-discrimination on grounds protected by the Ontario Human Right Code, freedom from intimidation and the right to a safe and healthy working environment and the right to freely choose employment, regardless of whether or not that supplier is located inside or outside Ontario.

The University will also take steps to maintain its recognition as a national designated “Fair Trade Campus”.

Conflict of Interest

University Employees, Officers and Representatives

A signing officer or employee shall not participate in any aspect of purchasing or contract execution where they are in a Conflict of Interest as defined in “Definitions”, or have knowledge of circumstances that could give rise to a Conflict of Interest (including an apparent or potential Conflict of Interest), and steps have not been taken by Procurement Services to mitigate the real or potential Conflict of Interest to General Counsel’s satisfaction.

Where an employee believes they may be in a Conflict of Interest in regards to a purchasing matter, they must report the matter to the Procurement Services. Procurement Services will decide on the measures to be used to manage the Conflict of Interest, which may include the employee’s recusal from any debate or decision making touching on the purchasing matter.

If in doubt about whether a particular circumstance gives rise to a Conflict of Interest, the employee should bring the matter to the attention of Vice President Administration, follow the Conflict of Interest process set out in the Conflict of Interest Policy.

Board members, signing officers and employees of the University shall not accept, either directly or indirectly, any gifts, benefits or favours from any potential or existing supplier of goods and services unless:

- A. The gift, benefit or favour is of token or modest value;
- B. It is within the normal standards of courtesy and hospitality;
- C. It does not compromise or appear to compromise in any way the impartiality of the University, the employee or the Board

Commented [LN12]: Consider adding the following: “If the employee is unable to bring the matter to the Vice President Administration the employee should seek guidance through the submission of a disclosure by following the Safe Disclosure Procedures <https://brocku.ca/policies/wp-content/uploads/sites/94/Safe-Disclosure-Procedures.pdf>.”

- member; and,
D. The gift, benefit, or favour is infrequent.

Gifts, benefits and favours of any value must not be accepted from suppliers or potential suppliers while a Bid Solicitation (in which that supplier or potential supplier is participating or may be participating) is open.

Procurement Services will not facilitate nor should a Board Member, officer, or employee of the University purchase any goods or services for personal use using University resources. Procurement Services exists to support Board Members, officers and employees in the procurement of goods and services that are in the Board Members', officers' or employees' normal course of University business.

Prices obtained from suppliers are intended for University use only. Pricing information shall not be divulged to non-University personnel or to competitive suppliers except as authorized by law or ordered by a competent court or tribunal.

Conflict of Interest

Proponents

At the time of bid submission, Proponents shall be required to identify and declare any Conflict of Interest they may have, as defined in "Definitions", including any circumstance giving rise or having the potential to give rise to an unfair advantage or the appearance of an unfair advantage.

Proponents declaring a Conflict of Interest must provide a plan for managing the Conflict of Interest to the satisfaction of Procurement Services. Criteria identified in the University's Conflict of Interest Policy and Procurement Procedures may be applied to ensure mitigation is satisfactory.

Commented [LN13]: Consider adding criteria in managing the COI. Note that we checked the Procurement Procedures and COI Policy and did see criteria identified within those documents.

As part of their bid submission, Proponents must acknowledge that it is within the University's sole and unfettered discretion to determine whether a Conflict of Interest exists and whether the Conflict of Interest can be managed satisfactorily. In the event the Proponent's plan for managing the Conflict of Interest is not satisfactory to the University, the University may disqualify the Proponent from the Bid Solicitation.

DEFINITIONS

(a) In this Policy,

“Administrative Powers” means all actions which may be taken by the Board and Committees, individual members of the Board, and all Brock officers and employees, which are necessary or appropriate for the effective management of the University in the performance of its responsibilities, including the procurement and disposal of goods, services and property for the purposes of the University;

“Amount” and **“Amounts”** means the cost of the purchase over the term of the contract/agreement, in Canadian dollars, and are exclusive of any applicable taxes;

“Approver” means Immediate Supervisor (~~e.g.i.e.~~ “Dean” or an individual who holds a position above the Immediate Supervisor in the University organization chart or an individual to whom the Immediate Supervisor delegates (~~e.g.i.e.~~ Associate Deans or Faculty Finance Managers Budget Officers). ~~If a Policy exception is requested, this would be the University President and Vice-Chancellor or a Vice-President;~~

“Bid” means a proposal, quotation or tender submitted in response to a solicitation from a contracting authority. A bid covers the response to any of the three principal methods of soliciting bids, i.e., ~~Request for Tender~~ Invitation to Tender; Request for Proposal and Request for Quotation;

Commented [TM14]: Replace with ITT

“Bid Solicitation” means any competitive procurement (purchasing) process authorized by this Policy and consistent with the Broader Public Sector Procurement Directive and includes:

- (a) **“~~Request for Tender~~ Invitation to Tender” (ITTRFT)** means a purchasing process in which suppliers are ~~publicly~~ invited to submit bids and the bids are compared on the basis of price and delivery and where contract award may be determined on the basis of lowest-priced bid that meets all of the University’s requirements, subject to the University’s discretion. ~~and may permit negotiation between the University and one or more bidders about certain aspects of the request~~

Commented [TM15]: Not always public. See definitions for Open competitive

- (b) **“Request for Quotation” (RFQ)** means a purchasing process in which suppliers are asked to provide a quote for the provision of a good or service, ~~and may include telephone bids~~. It is used where the contract

requirements are well defined such that bids may be evaluated and compared on the basis of price and delivery, and where contract award may be determined on the basis of lowest-priced bid that meets all of the University's requirements, subject to the University's discretion. It may involve a public call for quotes or may be part of an invitation-only process; and,

- (c) **"Request for Proposal" (RFP)** means a purchasing process in which suppliers are ~~publicly~~ invited to propose a solution to a problem, requirement or objective and supplier selection is based on the effectiveness of the proposed solution rather than on price as the primary consideration, and may permit negotiation between the University and one or more bidders about certain aspects of the request.

"Board" means the Board of Trustees of the University;

"Budget" means the budget or portion of the budget approved by the Board;

"CETA" mean Canada European Union Comprehensive Economic and Trade Agreement;

"CFTA" means Canadian Free Trade Agreement;

"Committee" means the appropriate committee of the Board of Trustees;

"Commitment" means any verbal commitment, written or oral, or undertaking which could have the effect, if implemented or acted upon, of legally binding the University;

"Conflict of Interest" means:

- i. In the case of persons covered by the University's Conflict of Interest Policy, as updated from time to time, any real, apparent or potential conflict as defined in the Conflict of Interest Policy; and,
- ii. In the case of a Proponent:
 - (a) If interests of the Proponent or its principals, employees, subcontractors or representatives could improperly influence, or could reasonably appear to improperly influence, the University's decision to award a proposed contract or the

Proponent's performance of duties and responsibilities to the University under a proposed contract;

- (b) If the Proponent, any of its subcontractors, any of their respective employees or former employees or representatives were involved in any manner in the preparation of the Bid Solicitation or in any situation of Conflict of Interest; or
- (c) If the Proponent, any of its subcontractors, any of their respective employees or former employees had or have access to information related to the Bid Solicitation that was not available to other bidders and that would, in the University's opinion, give or appear to give the Proponent an unfair advantage.

"Consultant" or **"Consulting Services"** means the provision of expertise or strategic advice that is presented for consideration and decision making.

"Document" or **"Documents"** means any written instrument whether on paper or in electronic form including, any contract, contract amendment, agreement, deed, purchase order, change order, memorandum, letter of intent, application, release, waiver or acknowledgement which, when executed, will have or is intended to have the effect of causing the University to be bound in a legally enforceable relationship with any other person but shall not include:

- (i) any cheques, bank drafts, orders for payment of money, promissory notes, acceptances, bills of exchange, debentures and any similar instruments; and
- (ii) correspondence, whether by letter or in electronic form, intended to convey information or clarify a position on a matter, but not intended to create a contract or agreement or Commitment between the University and any other person, whether or not a legally enforceable right or remedy is created thereby;

“Document Change” refers to a change to an executed document including a scope change.

“Execute” means to complete the formalities intended to give effect to a Document and may include any one or more of the following formalities as may be required in the circumstances:

- (i) signing the Document;
- (ii) causing the seal of the University to be affixed to the Document; and
- (iii) causing delivery of the Document to be made to the other parties to the document

“Including” and **“includes”** when used herein means “including without limitation” and “includes without limitation”;

“Invitational Bid Solicitation Competitive” means any ~~means any~~ competitive procurement ~~(purchasing)~~ process where a minimum of ~~three-two (2) or three (3)~~ suppliers as set out in the Competitive Procurement Requirements of Appendix B - Purchasing Approvals and Methods are invited to submit a proposal or bid in response to the defined requirements outlined by the University;

Commented [TM16]: Refers to the Procurement Method listed in the table in Appendix B

“Non Competitive” means any procurement process where the number of suppliers invited to provide a proposal or bid in response to the defined requirements outlined by the University is less than the minimum required set out in the Competitive Procurement Requirements of Appendix B - Purchasing Approvals and Methods;

“Ontario Business”

A business that meets the following requirements is considered to be an Ontario business:

1. The business is a supplier, manufacturer or distributor of any business structure that conducts its activities on a permanent basis in Ontario.
2. The business either,
 - i. has its headquarters or main office in Ontario, or
 - ii. has at least 250 full-time employees in Ontario at the time of the applicable procurement process.

Commented [TM17]: New requirement for preference to Ontario Business as defined by the BOBI Regulation

“Open Bid Solicitation Competitive” means a Bid-Solicitation competitive procurement process ~~made-through~~ published on an electronic tendering system that is readily accessible by all ~~Canadian~~ suppliers, or conducting a second stage

Commented [TM18]: Refers to the Procurement Method listed in the table in Appendix B. Updated wording for clarity and consistency. Added language surrounding second stage processes for VOR agreements

selection process from an approved Vendor of Record source (e.g. OECM, MPBSD, etc.) Where trade treaty thresholds are invoked, assurance that the source adhered to the applicable trade obligations is required and the second stage selection process is outline in the Procurement Procedures document;

“Ordinary course of business” means actions that occur routinely and are frequently and consistent with the University’s strategic plan. Factors that might indicate that the current or proposed transaction is not occurring in the ordinary course include, but are not limited to:

- (i) the University has not undertaken the same or similar transaction in the past;
- (ii) the current or proposed transaction is undertaken in a jurisdiction in which the University has not previously carried on its business;
- (iii) the size of the transaction is not consistent with those of similar transactions undertaken before; and
- (iv) the risks associated with the transaction differ materially from other similar transactions.

“Proponent” means a corporation, partnership, individual, sole proprietorship or other entity seeking to enter into a contractual relationship with the University, in exchange for payment, but does not include individuals seeking to enter into an employment relationship with the University;

“Procurement Value” means the total anticipated financial spend or outlay (excluding taxes) over the life of the commitment, including optional renewal periods, if applicable;

Commented [TM19]: Added for clarity. Total Procurement Value as defined by BPS

“Requisitioner” means the University employee seeking to make a purchase on behalf of the University;

“Special Drawing Rights (SDR)” SDR means an international reserve asset, created by the International Monetary Fund in 1969 to supplement its member countries’ official reserves. The value of the SDR is based on a basket of five major currencies—the US dollar, the euro, the Chinese renminbi (RMB), the Japanese yen, and the British pound sterling.

“Supply chain related activities” means all activities directly or indirectly related to the University’s planning, sourcing, procurement, transportation, and importing/exporting of goods, along with payment processes;

“Policy” means this policy including all appendices;

“Unit” means a Faculty, Department or other business unit of the University

“University” means Brock University.

- (b) Any reference to a statute is to such statute and to the regulations made pursuant to it, as such statute and regulations may at any time be amended or modified and in effect, and to any statute or regulations that may be passed that have the effect of supplementing or superseding such statute or regulations.

COMPLIANCE AND REPORTING

The Senior Administrative Council Member of each unit is responsible for maintaining compliance with the Policy.

Employees have a duty to report clear violations of the Policy to their supervisor or to the [President or Vice-Presidents Administration](#) directly or through the Safe Disclosure Policy. Employees are also reminded that, to the extent that, such violations may constitute illegal or unethical behavior, they should also report the matter to Internal Audit.

In the cases of violations involving perceived or actual conflicts of interest, deliberate non-compliance, or other behaviour which an employee or signing officer has reason to believe may be illegal or contravenes the Ontario Broader Public Sector (BPS) Supply Chain Code of Ethics, the signing officer or employee should also report the matter to Internal Audit.

Policy owner:	Vice-President, Administration
Authorized by:	Board of Trustees, Financial Planning and Investment Committee
Accepted by:	Senior Administrative Council
Effective date:	January 1, 2014
Next review:	June 2023 4
Revision history:	June 2021 48 (Procurement Policy) <u>June 2018</u> , June 2016, December 2013, June 2012, January 2004,
Related documents:	Appendix A - Expenditures Exempt from Competitive Bid Requirements (page 15) Appendix B - Purchasing Approvals and Methods (pages 16-19) Appendix C - Competitive Bid Requirements for Goods, Non-Consulting Services and Construction (page 20) Appendix D - Competitive Bid Requirements for Consulting Services (page 21) Procurement Procedures All Board approved policies

Appendix A - Expenditures Exempt from Competitive Bid Requirements

The expenditures listed below:

- a. Are not subject to the competitive bid requirements set out in Appendix ~~C-B~~ (though services which are deemed Consulting shall be subject to the competitive bid requirements in Appendix ~~B-D~~);
- b. Are subject to the purchasing approval requirements and methods set out in Appendix B.

Commented [TM20]: Appendices B, C and D to be combined into one Appendix (Appendix B)

Although the items in this schedule are exempt from the competitive bid requirements set out in Appendix B~~Appendix C~~, a competitive process should be followed if ~~practical~~. If the nature of the service required is ongoing, a contract management review should be ~~performed~~ annually and the decision to continue with the current source shall be reviewed at least every five years.

1. Petty cash replenishment;
2. Items covered by the Travel Meals and Hospitality Policy of the University;
3. Employer's general expenses
 - a. Payments for employment
 - b. Payroll deduction remittances
 - c. Professional association fees and licenses
 - d. Professional Development and Training (subject to CFTA requirements)
 - e. Debenture and/or mortgage and/or line of credit payments
 - f. Grants to organizations
 - g. Flow through research funding as a result of a multi-organization grant
 - ~~g-h.~~ Payments to institutions for joint program contributions
 - ~~h-i.~~ Payments to regulatory agencies, including tax remittances
 - ~~i-j.~~ Postage
4. Items purchased for resale (incl. Campus Store and satellite locations);
5. Professional and special services
 - a. Banking services and charges-(including debt financing)
 - b. ~~Medical and laboratory services~~ Professional health services
 - c. Fees for professional accounting, actuarial, tax, investment management, ~~legal~~ or other expert services
6. Specialized goods and services
 - a. Advertising (excluding marketing services)
 - b. Library collections and materials (i.e. books, periodicals, etc.), both electronic and ~~non-electronic~~, administered by the University Librarian
 - c. Exhibits and art purchases;
 - d. Group Hospitality
 - e. University memberships
 - f. International Recruitment Services (subject to CFTA requirements)
 - g. Arena/Sports or other facilities rentals
- ~~7. Banking services and charges~~
- ~~8-7.~~ Utilities
 - a. Water and sewer, hydro, and gas
 - b. Communication infrastructure services

Commented [TM21]: Edit language to reflect Health services (align with CFTA non-application clause)

Commented [CM22]: Redundant see bullet 5a

c. Utility relocations

8. Goods and services purchases through collaborative and consortium buyer agreements.

9. Purchase or Lease of Real Property

Appendix B - Purchasing Approvals and Methods

Definitions

“Approver” means a cost centre manager as recognized by Financial Services, or any individual who holds a position above the cost centre manager in the University’s organization chart.

An Approver may delegate authority to approve purchases to a delegate provided that:

- (a) the delegate is a University employee who is directly supervised by the Approver; and
- (b) the Approver remains accountable for all approvals granted to the delegate.

Approval Authority

Employees or Officers of the University identified below shall have the authority to approve the purchase of goods and services, up to the limits identified in the schedule below, including the approval of all procurement transactions in Workday.

Authority to Execute Documents

Employees or Officers of the University identified below as signing officers shall have the authority to Execute Documents for the purchase of goods and services, up to the limits identified in the schedule below, provided that:

- (a) the purchase complies with this Policy and the Delegation of Authority Policy;
- ~~(a)(b)~~ any procurement for a multi-year commitment complies with Section 7 - Requirement for Approved Funds
- ~~(b) the purchase is within an approved unit budget, or, where not provided for in an approved budget, has the approval of the Vice-President, Administration or delegate; and~~
- ~~(c) the purchasing Document(s) have been reviewed by legal counsel, if required, as outlined in the Legal Review of Contracts Procedures, if the Document(s) includes any indemnities or warranties on the part of the University, or any assignment or license of any University real property or intellectual property.~~
- ~~(d) The purchasing Document(s) have been reviewed by Procurement Services.~~

Policy Exceptions: Authority to Approve Policy exceptions

~~Only the President and Vice-Chancellor or a Vice-President may approve exceptions to this Policy. All exceptions to the Procurement Policy must be documented and approved on a Procurement Services Exception Certification Form. The rationale for whether a policy exception may be permitted are outlined in the Exception Certification Form. When there is doubt as to whether an exception is valid, Procurement Services may post an Advanced Contract Award Notice to ensure a fair and transparent process prior to awarding the contract. Policy exceptions must be approved by the approval authority outlined herein and the Director, Procurement Services or delegate prior to engaging the vendor.~~

~~Exceptions for Consulting Services must be approved by President. Exceptions for consulting services contracts that exceeds \$1,000,000 must also be approved by the Board of Trustees.~~

Commented [TM23]: A revised Appendix B to be provided in a separate document as a consolidation of Appendix B,C and D of the current policy. This will provide information all in one table.

Commented [TM24]: Added to clarify the difference between approval authority for transactions in Workday and signing authority - those who can execute contracts

Commented [TM25]: Already noted in Section 7 – Requirement for Approved funds

Commented [TM26]: Legal has developed a procedures document for when legal review is required

Commented [TM27]: Requirement to ensure procurement is in accordance with this Procurement Policy, prior to the execution of documents.

Commented [TM28]: Updated to align with current practice using Exception Certification form.

Procurement of Chemicals

Chemicals for use in labs must be purchased through Science Stores in order to facilitate the tracking of lab chemicals through the Workday Inventory Module. If there is a requirement to order lab chemicals outside of Science Stores, it must be approved by the Office of Research Services.

Commented [TM29]: Added at the recommendation of Internal Audit on Page 1.

Goods, Non-Consulting Services and Construction

Amount	Purchase Method	Approval Authority	*Signing Officers
<\$5,000	Purchasing Card Purchase Order* Executed agreement	Approver or delegate	Approver or delegate
\$5,000 to <\$245,000	Purchasing Card Purchase Order* Executed agreement*	Approver or delegate	Approver or delegate
\$245,000 to <\$5075,000	Purchase Order* Executed agreement* Cheque Requisition^ Supplier Invoice Request^ <u>Supplier Contract</u>	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice-President, <u>FinanceController</u>	As above + <u>Senior Administrative Council Member responsible for the Unit</u>

Commented [TM30]: Recommend changing the competitive bid and approval thresholds to align with the revised \$121k BPS threshold effective January 1, 2024

OUPPMA members are suggesting that we all align our competitive bid thresholds as follows:
 <\$25k - 1 quote
 \$25k-\$75k - 2 quotes
 \$75k-\$121k - 3 quotes
 >\$121k - open competitive

Commented [TM31]: Added a column to distinguish between Approval Authority and Authority to execute contracts

\$7550,000 to <\$100,000121,200	Purchase Order* Executed agreement* <u>Supplier Contract</u>	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice-President, FinanceController + Vice-President, Administration Chief Financial Officer	<u>Senior Administrative Council Member responsible for the Unit</u> <u>+Vice-President or President</u>
\$100,000121,200 to <\$1,000,000	Purchase Order* Executed agreement* <u>Supplier Contract</u>	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice-President, FinanceController + Vice-President, Administration Chief Financial Officer + President	<u>Vice-President</u> <u>+President</u>
> / = \$1,000,000	Purchase Order* Executed agreement* <u>Supplier Contract</u>	As above + Board Approval	<u>Vice-President</u> <u>+President</u>

* With Procurement Services approval: Procurement agreements greater than \$25,000 must be reviewed by Procurement Services prior to being circulated to the appropriate Signing Officers for execution.

^ Where Supplier Contract (SPC) exists in Workday.

Commented [TM32]: To ensure policy compliance prior to the execution of documents

Consulting Services

Prior to commencement, any procurement of Consulting services must be approved by Procurement Services regardless of dollar value. Procurement Services will assist in the determination as to whether the service is consulting or non-consulting. For greater certainty, if a service is being acquired is deemed Consulting, then the authority to execute a Document for the purchase of the service is as follows:

Procurement Method	Procurement Value	Approval Authority	<u>Signing Officers</u>
Invitational Competitive or Open Competitive	<\$245,000	Approver or designate	<u>Approver or delegate</u>

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Invitational Competitive or Open Competitive	\$ 2 45,000 to <\$ 5 75,000	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice President, Finance Controller	<u>As above +</u> <u>Senior Administrative Council</u> <u>Member responsible for the</u> <u>Unit</u>
Invitational Competitive or Open Competitive	\$ 7 50,000 to <\$ 12 100,2000	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice President, Finance Controller + Vice- President, Administration Chief Financial Officer	<u>Senior Administrative Council</u> <u>Member responsible for the</u> <u>Unit</u> <u>+ Vice-President or President</u>

Open Competitive	\$12100,2000 to <\$1,000,000	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice President, Finance Controller + Vice President, Administration Chief Financial Officer + President	Vice-President + President
Open Competitive	> / = \$1,000,000	As above + Board Approval via Financial Planning & Investment and/or Human Resources and/or Capital Projects & Facilities Committees of the Board of Trustees	Vice-President + President
Non-competitive *	< \$245,000	Approver or designate + Senior Administrative Council Member responsible for the Unit + President	Approver or designate + President
Non-competitive *	\$245,000 to < \$7550,000	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice President, Finance Controller + President	Approver + Senior Administrative Council Member responsible for the Unit + President
Non-competitive *	\$7550,000 to < \$121,200,000	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice President, Finance Controller + Vice President, Administration Chief Financial Officer + President	Senior Administrative Council Member responsible for the Unit + Vice-President + President
Non-competitive *	\$121,200,000 to <\$1,000,000	Approver + Senior Administrative Council Member responsible for the Unit + Associate Vice President, Finance Controller + Vice President, Administration Chief Financial Officer + President	Vice-President + President

Non-competitive *	= /> \$1,000,000	As above + Board Approval via Financial Planning & Investment and/or Human Resources and/or Capital Projects & Facilities Committees of the Board of Trustees	Vice-President + President
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*CFTA Exemptions-based only

Document Changes

Changes to a Document already approved by the approval authorities set out above must be approved as follows:

- (a) **Invoice variances of less than 10% of total cost of purchase and less than \$5000**
 - For variances between a purchase order and an invoice value where the variance is less than 10% and less than \$5,000, Procurement Services may approve the variance, even if the variance moves the total value of the goods or services purchased with the Document above the original approval authority's purchasing authority.
- (b) **Document changes with no financial impact / limited financial impact:** If the Document change has no financial impact or the financial impact does not

increase the total cost above the signing authority of the original approval authority of the Document, the original approval authority of the Document can approve the change provided they have identified sufficient budget.

- (c) **Documents changes with cost increases beyond the signing authority of the original approval authority:** If the financial impact of the Document change increases the total cost above the signing authority of the original approval authority, the approval authority, as identified in the “Goods, non-consulting and construction” table in Appendix B, for the new amount will approve the change provided the approval authority has identified sufficient budget.

Appendix C - Competitive Bid Requirements for Goods, Non-Consulting Services and Construction

The determination of the type of competitive bid required for Goods, Non-Consulting Services and Construction purchases will be done in conjunction with Procurement Services or delegate and in accordance with requirements in chart below:

Type	Description	Solicited By	Awarded By	\$ Value
Request for Quotation (RFQ) or Request for Proposal (RFP) Public Tender	Prices provided in writing by fax or email. Pricing must be attached to Purchase Requisition/Cheque Req/Supplier Invoice Request in Workday.*	Requisitioner or Procurement Services	Procurement Services or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limits.)	< \$215,000
Request for Quotation (RFQ), Request for Proposal (RFP) Public Tender	A list of <u>two (2)</u> suppliers <u>are</u> invited to submit written quotations for goods and/or services or can be advertised on electronic tendering <u>system</u> *	Requisitioner or Procurement Services	Procurement Services or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limits.)	\$245,000 < \$40075,000
<u>Request for Quotation (RFQ), Request for Proposal (RFP) Public Tender</u>	<u>A list of three (3) suppliers is invited to submit written quotations for goods and/or services or can be advertised on electronic tendering system. *</u>	<u>Requisitioner</u> <u>Or</u> <u>Procurement Services</u>	<u>Procurement Services</u> <u>Or Delegate</u>	<u>\$75,000</u> <u><\$121,200</u>
Request for Quotation (RFQ), Request for Proposal (RFP) Public Tender	RFQ/RFP/Tender is advertised on electronic tendering system.	Procurement Services or Delegate	Procurement Services or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limits.)	\$100,000 <u>121,200</u> < \$1,000,000 **
Request for Quotation (RFQ), Request for Proposal (RFP) Public Tender	RFQ/RFP/Tender is advertised on electronic tendering system.	Procurement Services or Delegate	Procurement Services or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limits.)	=/> \$1,000,000**

Commented [TM33]: Recommend changing the competitive bid thresholds to align with the revised \$121k BPS threshold effective January 1, 2024
OUPPMA members are suggesting that we all align our competitive bid thresholds as follows:
<\$25k - 1 quote
\$25k-\$75k - 2 quotes
\$75k-\$121k - 3 quotes
>\$121k - open competitive

Commented [TM34]: This is in the current policy, but current practice allows individuals (approvers and SAC members) to execute documents. They often execute the agreements before the financial approvals are done in Workday. Note: Section 7 already speaks to ensuring there are available funds in the budget prior to execution.

We have added a statement that requires contracts to be reviewed by Procurement services prior to execution of documents to ensure policy compliance

Costs for goods and/or services that require Purchase Orders (>~~or =~~ \$245,000) may not be artificially partitioned into components costing less than \$245,000 to circumvent the competitive bidding requirement. Requisitions for the same goods/services from the same unit and/or same supplier- within a short time period may be considered an artificial division of the purchase.

Note:

*Preference must be given to Ontario businesses for goods and services under the \$121,200 threshold, whenever an Ontario business exists. If non-Ontario businesses are invited to quote, preference to Ontario businesses must be given using strategies outlined in the Procurement Procedures document.

*Invitational bid solicitations must be awarded based on lowest total cost and availability unless non-price criteria for evaluation have been disclosed in accordance with competitive bid requirements outlined in the Procurement Procedures document.

If non-price factors need to be considered, contact Procurement Services for assistance prior to issuing bid solicitation requests.*

**Competitive Bid Requirements for Goods, Non-Consulting or Services greater than 200,000 SDR (Special Drawing Rights) or Construction greater than 5,000,000 SDR CETA competitive thresholds (linked) must be in accordance with CETA bid solicitation publication method and extended posting time-periods.

Commented [TM35]: Requirement of BPS Procurement Directive for compliance with BOBIA and the regulation under that act.

Commented [TM36]: Added to align with existing practices and compliance with the BPS Procurement Directive.

Commented [TM37]: Linked actual amounts for simplicity

Appendix D - Competitive Bid Requirements for Consulting Services

The determination of the type of competitive bid required for Consulting Services will be done in conjunction with Procurement Services or delegate and in accordance with the requirements in chart below:

Type	Description	Solicited By	Awarded By	\$ Value
Request for Quotation (RFQ), Request for Proposal (RFP)	A list of two (2) suppliers are invited to submit written quotations for consulting services or can be advertised on electronic tendering system.	Requisitioner or Procurement Services	Procurement Services or Delegate	< \$75,000*
Request for Quotation (RFQ), Request for Proposal (RFP)	A list of three (3) suppliers are invited to submit written quotations for consulting services or can be advertised on electronic tendering system.	Requisitioner or Procurement Services	Procurement Services or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limits.)	\$75,000 < \$100,000 121,200*
Request for Quotation (RFQ), Request for Proposal (RFP)	RFQ/RFP/Tender is posted on electronic tendering system.	Procurement Services or Delegate	Procurement Services or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limits.)	=/ > \$100,000 121,200*

Note:

[*Preference must be given to Ontario businesses for goods and services under the \\$121,200 threshold, whenever an Ontario business exists. If non-Ontario businesses are invited to quote, preference to Ontario businesses must be given using strategies outlined in the Procurement Procedures document.](#)

[*Invitational bid solicitations must be awarded based on lowest total cost and availability unless non-price criteria for evaluation have been disclosed in accordance with competitive bid requirements outlined in the Procurement Procedures document.](#)

[If non-price factors need to be considered, contact Procurement Services for assistance prior to issuing bid solicitation requests.](#)

[* **Competitive Bid Requirements Consulting Services greater than CETA](#)

competitive thresholds (linked) must be in accordance with CETA bid solicitation
200,000 SDR (Special Drawing Rights) must be in accordance with CETA bid
solicitation publication method and extended posting time-periods.

Appendix B – Purchasing Approvals and Methods

Definitions

“Approver” means a cost centre manager as recognized by Financial Services, or any individual who holds a position above the cost centre manager in the University’s organization chart.

An Approver may delegate authority to approve purchases to a delegate provided that:

- (a) the delegate is a University employee who is directly supervised by the Approver; and
- (b) the Approver remains accountable for all approvals granted to the delegate.

Approval Authority

Employees or Officers of the University identified below shall have the authority to approve the purchase of goods and services, up to the limits identified in the schedule below, including the approval of all procurement transactions in Workday.

Authority to Execute Documents

Employees or Officers of the University identified below as signing officers shall have the authority to Execute Documents for the purchase of goods and services, up to the limits identified in the schedule below, provided that:

- (a) the purchase complies with this Policy and the Delegation of Authority Policy;
- (b) any procurement for a multi-year commitment complies with Section 7 – Requirement for approved funds
- (c) the purchasing Document(s) have been reviewed by legal counsel, if required, as outlined in the Legal Review of Contracts Procedures.
- (d) The purchasing Document(s) have been reviewed by Procurement Services.

Goods, Services and Construction				
Total Procurement Value (before taxes)	Means of Procurement	Competitive Procurement Requirements	Approval Authority	*Signing Officers
<\$5,000 (Excludes Consulting)	Purchasing Card Purchase Order Executed agreement Cheque Requisition Supplier Invoice Request	Non-Competitive	Approver or delegate	Approver or delegate
\$5,000 to <\$25,000 (Excludes Consulting)	Purchasing Card Purchase Order Executed agreement Cheque Requisition Supplier Invoice Request Supplier Contract	Non-Competitive	Approver or delegate	Approver or delegate
\$25,000 to <\$75,000 (\$0 - \$75,000 for consulting services)	Purchase Order Executed agreement* Cheque Requisition^ Supplier Invoice Request^ Supplier Contract	Invitational Competitive (minimum of 2 suppliers) or Open Competitive	Approver + Senior Administrative Council Member responsible for the Unit + Controller	Approver or delegate + Senior Administrative Council Member responsible for the Unit
\$75,000 to <\$121,200	Purchase Order Executed agreement* Supplier Contract	Invitational Competitive (minimum of 3 suppliers) or Open Competitive	Approver + Senior Administrative Council Member responsible for the Unit + Controller + Chief Financial Officer	Senior Administrative Council Member responsible for the Unit + Vice-President or President
\$121,200 to <\$1,000,000	Purchase Order Executed agreement* Supplier Contract	Open Competitive	Approver + Senior Administrative Council Member responsible for the Unit + Controller + Chief Financial Officer + President	Vice-President + President
>/= \$1,000,000	Purchase Order Executed agreement* Supplier Contract	Open Competitive	As above + Board Approval via Financial Planning & Investment and/or Human Resources and/or Capital Projects &	Vice-President + President

			Facilities Committees of the Board of Trustees	
<p>* All Procurement agreements greater than \$25,000 must be reviewed by Procurement Services prior to being circulated to the appropriate Signing Officers for execution.</p> <p>^ Where Supplier Contract (SPC) exists in Workday.</p>				
<p>NOTES:</p> <ul style="list-style-type: none"> • Preference must be given to Ontario businesses for goods and services under the \$121,200 threshold, whenever an Ontario business exists. If non-Ontario businesses are invited to quote, preference to Ontario businesses must be given using strategies outlined in the Procurement Procedures document. • Invitational bid solicitations must be awarded based on lowest total cost and availability unless non-price criteria for evaluation have been disclosed in accordance with competitive bid requirements outlined in the Procurement Procedures document. If non-price factors need to be considered, contact Procurement Services for assistance prior to issuing bid solicitation requests. • Competitive Bid Requirements for Goods or Services greater CETA competitive thresholds must be in accordance with CETA bid solicitation publication method and extended posting time-periods, and must be limited to Ontario Trade Partners. • Procurement of goods and/or services that require Purchase Orders (>or = \$25,000) may not be artificially partitioned into components costing less than \$25,000 to circumvent the competitive bidding requirement. Requisitions for the same goods/services from the same unit and/or same supplier within a short time period may be considered an artificial division of the purchase. 				

Policy Exceptions:

All exceptions to the Procurement Policy must be documented and approved on a Procurement Services Exception Certification Form. The rationale for whether a policy exception may be permitted are outlined in the Exception Certification Form. When there is doubt as to whether an exception is valid, Procurement Services may post an Advanced Contract Award Notice to ensure a fair and transparent process prior to awarding the contract. Policy exceptions must be approved by an authority outlined herein and the Director, Procurement Services or delegate prior to engaging the vendor.

Exceptions for Consulting Services must be approved by President. Exceptions for consulting services contracts that exceeds \$1,000,000 must also be approved by the Board of Trustees.

Consulting Services

Prior to commencement, any procurement of Consulting services must be approved by Procurement Services regardless of dollar value. Procurement Services will assist in the determination as to whether the service is consulting or non-consulting.

Procurement of Chemicals

Chemicals for use in labs must be purchased through Science Stores in order to facilitate the tracking of lab chemicals through the Workday Inventory Module. If there is a requirement to order lab chemicals outside of Science Stores, it must be approved by the Office of Research Services.

Document Changes

Changes to a Document already approved by the approval authorities set out above must be approved as follows:

- (a) Invoice variances of less than 10% of total cost of purchase and less than \$5000
- For variances between a purchase order and an invoice value where the variance is less than 10% and less than \$5,000, Procurement Services may approve the variance, even if the variance moves the total value of the goods or services purchased with the Document above the original approval authority's purchasing authority.
- (b) Document changes with no financial impact / limited financial impact: If the Document change has no financial impact or the financial impact does not increase the total cost above the signing authority of the original approval authority of the Document, the original approval authority of the Document can approve the change provided they have identified sufficient budget.
- (c) Documents changes with cost increases beyond the signing authority of the original approval authority: If the financial impact of the Document change increases the total cost above the signing authority of the original approval authority, the approval authority, as identified in the "Goods, services and construction" table in Appendix B, for the new amount will approve the change provided the approval authority has identified sufficient budget.



Board of Trustees

Report to the Financial Planning and Investment Committee

DECISION ITEM

TOPIC: 2024-25 Domestic Tuition Rates

March 6, 2024

Tim Kenyon, Interim Provost and Vice-President, Academic
Suzanne Curtin, Vice-Provost, Graduate Studies and Dean, Faculty of Graduate Studies

MOTION

THAT the Financial Planning and Investment Committee recommend to the Board of Trustees that undergraduate domestic out-of-province tuition rates increase by 5 per cent commencing spring 2024-25;

THAT the Financial Planning and Investment Committee recommend to the Board of Trustees that 7.5 per cent increases be applied for all anomalies which were approved in 2023-24 for years 1 & 2 of study commencing spring 2024-25.

EXECUTIVE SUMMARY

1. Rationale

- The proposals with respect to the domestic tuition fees identified in this report have been made with consideration of:
 - The Feb 26, 2024 announcement of the Province of Ontario
 - The 2023-24 Tuition Fee Framework and related tuition anomaly communication
 - Financial sustainability

2. Key Background

- Tuition rates for domestic students are regulated by the Province. As at the time of writing this report, the Province has not released the 2024-25 Tuition Fee Framework; however, on Feb. 26, 2024 the Ontario government made an announcement which provided insights into the upcoming tuition framework. This announcement included extending the tuition fee freeze for publicly assisted colleges and universities for at least three more years. The communication also allows institutions to be able to increase tuition by up to five per cent for out-of-province domestic students.
- While there was no specific reference to the tuition anomalies in the Feb. 26 announcement, the 2023-24 Tuition Fee Framework released by the Ministry of

Colleges and Universities (MCU) set out a process to request a tuition rate increase in 2023-24 for programs identified as having tuition rates significantly below the **sector average (i.e., ‘tuition anomalies’)**. The associated tuition anomalies submission guide also provided direction on multi-year increases and noted the **following “If a multi-year increase is approved, institutions could continue to increase tuition fees for first-year incoming students and as they progress through their program”**.

- Brock submitted a number of tuition anomaly applications and on May 12, 2023 the MCU provided Brock with the results of the Tuition Anomalies Process, which noted that Brock is allowed to increase tuition fees up to the sector average, with a maximum of 7.5 per cent per year starting in 2023-24 in the following programs:
 - Master of Public Health
 - Undergraduate Business & Commerce
 - Master of Accounting
 - Master of Business Administration
 - Bachelor of Education
 - Bachelor of Sports Management
- For each of the approved programs, domestic tuition rate increases of 7.5 per cent were implemented in Fall 2023 for all incoming students.
- Appendix 1 provides comparative data of domestic tuition rates in the Province.

3. Implications

Domestic Undergraduate Out-of-Province

- Administration recommends an increase to the tuition rates for undergraduate domestic out-of-province students (all years of study) by 5 per cent effective for the spring 2024-25 term. Consistent with 2023-24, the recommendation excludes graduate out-of-province students for competitive reasons. The revenue impact from graduate students would be nominal (approximately \$21K) and would then require consideration for an offsetting increase to the research based graduate student fellowships budget. The recommendation excludes all programs where a tuition anomaly increase was approved by the MCU. The increased revenue for out-of-province undergraduate tuition is included in the budget at \$81K.

Tuition Anomalies

- The MCU tuition anomaly guidelines allow an annual increase in tuition for the approved programs for domestic students starting in 2023-24. Administration recommends a 7.5 per cent increase in spring 2024-25 for all approved programs for both incoming year 1 as well as year 2 cohort students. The following represents an estimate of the increase in tuition revenue from tuition anomalies:

	Incremental Tuition (\$000s)
Master of Public Health	87.2
Undergraduate Business & Commerce	428.9
Master of Accounting	40.0
Master of Business Administration	52.3
Bachelor of Education	541.3
Bachelor of Sports Management	235.6
Total Impact	\$1,385.4

4. Next Steps

- Subject to Board approval the rates included in this report will be implemented in time for the spring 2024-25 registration.

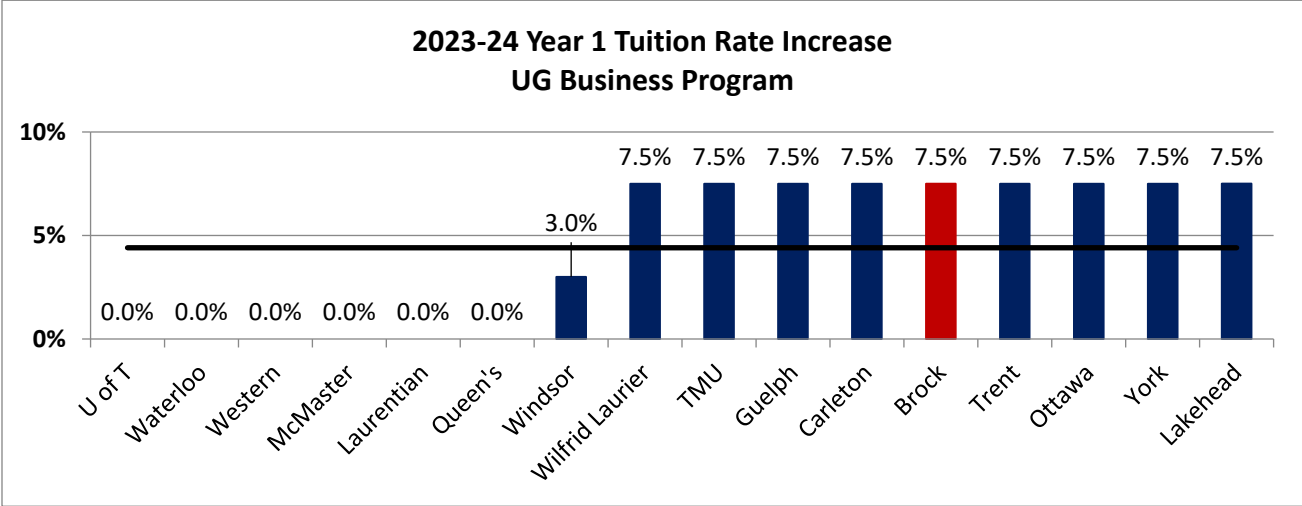
5. Background Materials

- Appendix 1 - Tuition Comparisons (2 pages)

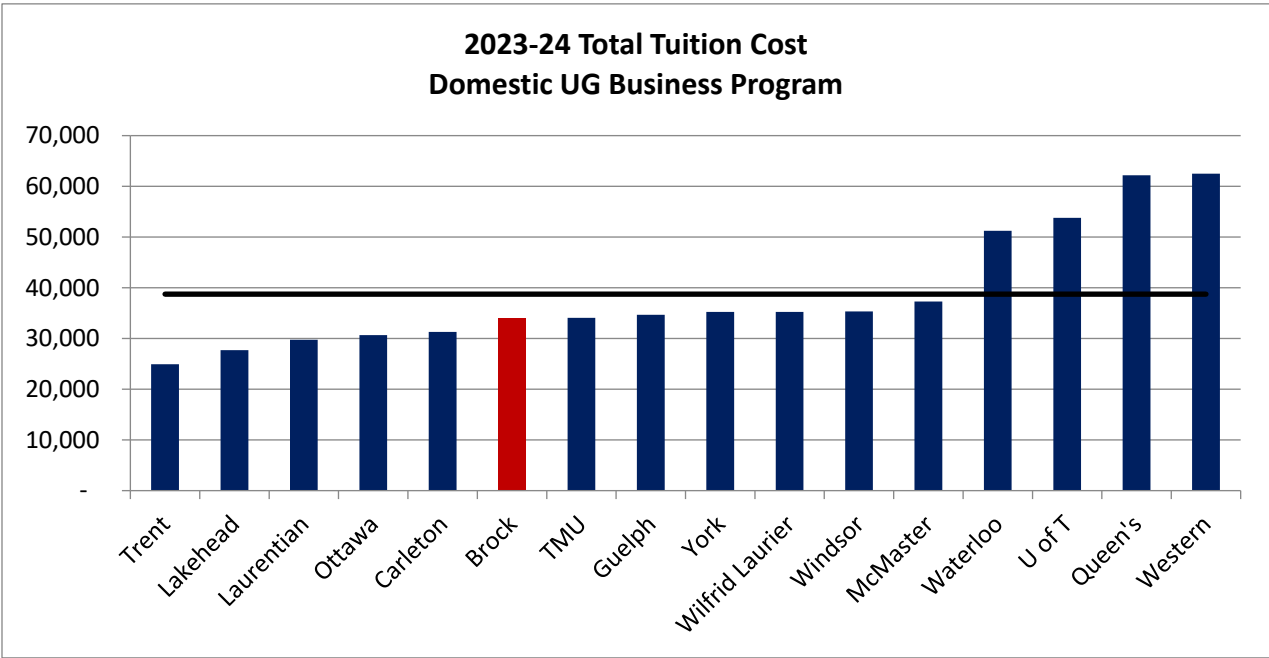
Benchmarking Tuition Fees

Undergraduate Domestic - Business

The graph below outlines the rate increases applied to first year domestic undergraduate business tuition fees in 2023-24 across Ontario Universities (Anomalies)



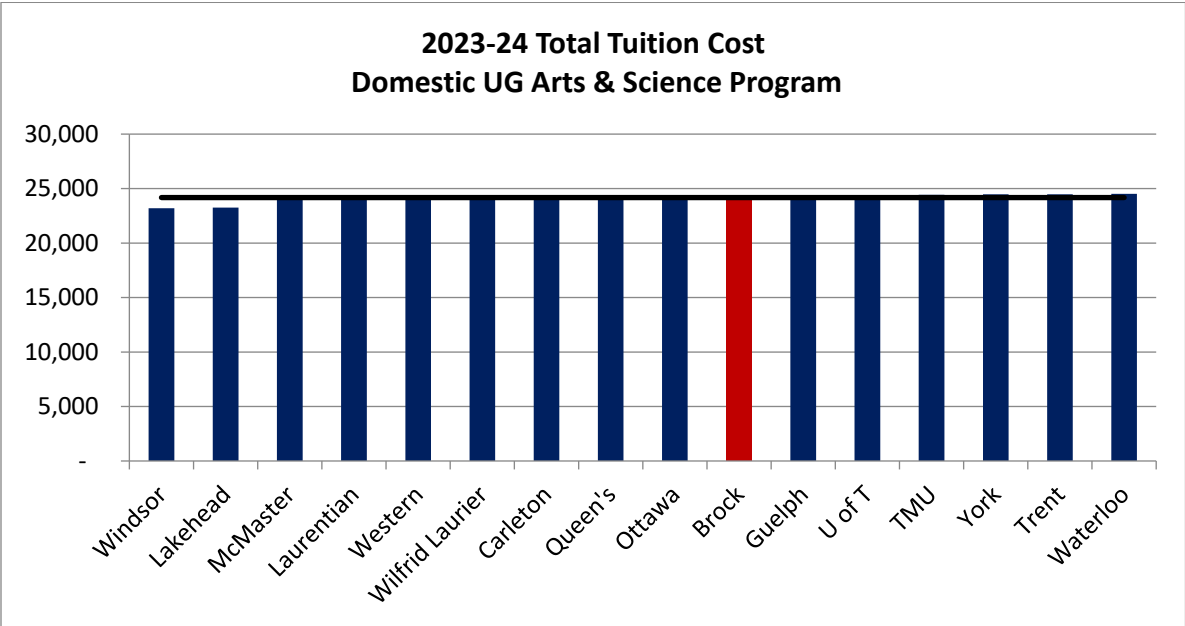
The graph below outlines the total cost of tuition for a 4-year domestic undergraduate business program in 2023-24 across Ontario Universities.



Note: **Brock University's** 2024-25 proposed year 1 rate for Domestic UG Business program is \$9,624.00 (Flat Fee tuition for 4.0 + credits or attempted credits).

Undergraduate Domestic - Arts/Science

The graph below outlines the total cost of tuition for a 4-year domestic undergraduate arts/science program in 2023-24 across Ontario Universities.



Note: **Brock University’s** 2024-25 proposed year 1 rate for domestic UG Arts & Science program is \$6,089.40 (Flat Fee tuition for 4.0 + credits or attempted credits), which has been held flat since the 10 per cent reduction in 2019-20.

Report to the Governance/Nominating Committee

RECOMMENDATION ITEM

TOPIC: Chair-Elect Nomination

March 7, 2024

Mark Arthur, Chair, Board of Trustees

MOTION

THAT the Governance/Nominating Committee recommend to the Board of Trustees that Anne McCourt be elected as Chair-Elect for a one-year term effective July 1, 2024 to June 30, 2025.

EXECUTIVE SUMMARY

1. Rationale

- The Governance/Nominating Committee put out a call for expressions of interest to community members of the Board to potentially serve as Chair-Elect on December 12, 2023 with a closing date of January 9, 2024.
- Anne McCourt, current Board Vice-Chair, has expressed an interest in serving as Chair-Elect. Three other community Trustees stated that they would consider the position should the Vice-Chair not agree to stand. Following receipt of the Vice-Chair's expression of interest in serving, the three Trustees confirmed that they will not be putting their names forward.
- The Board Chair has discussed the nomination with the President and other key stakeholders and will provide an oral update at the meeting during the **Committee's discussion of the recommendation.**

2. Key Background

- At the December 7 meeting, the Committee agreed upon a nomination process for the Chair-Elect, including the distribution of a call for expressions of interest to serve, the candidate profile and the evaluation criteria as set out in the [Role and Responsibilities of the Board Chair, Vice-Chair and Chair-Elect](#). Key criteria for the position includes:
 - Demonstrates effective and ethical leadership
 - Represents the Board to the community
 - Fosters a professional culture
 - Promotes respectful and positive relations with the President, members of Senior Administration, and the Senate
 - Effectively runs meetings in a timely, professional, and participatory manner
 - Supports the Chair and Vice-Chair
- As outlined in Appendix 1, Trustee McCourt has been a member of the Board since 2018. She currently serves as Board Vice-Chair, has served on every Committee of the Board, and has served as Chair of the Human Resources Committee for the past

five years. Trustee McCourt not only reaches, but exceeds, the required criteria for the position.

3. Implications

- If approved, the position of Chair-Elect will provide certainty regarding Board succession planning and will enable the Chair-Elect to begin providing support to the Board Chair.
- If not approved, the matter will be referred back to the Governance/Nominating Committee for further discussion and will delay the plan for succession.
- **If approved, the Committee will need to decide if it will elect a Vice-Chair this year in June. If the Committee does decide to elect a Vice-Chair this year they will also need to determine what the roles and responsibilities should be given that the Vice-Chair does not serve on every committee in the year of a Chair-Elect.**

4. Next Steps

- Subject to Board approval, the Chair-Elect will assume their position effective July 1, 2024.

5. Background Materials

Appendix 1 - **Candidate's** Board Service & Board Biography

ANNE McCOURT

Board Terms:

July 1, 2018 - June 30, 2021

Three-year term

July 1, 2021 - June 30, 2024

Three-year term

Committees Served:

Executive: 2019-20, 2020-21, 2021-22, 2022-23, 2023-24

Financial Planning & Investment: 2018-19, 2020-21, 2023-24

Human Resources: 2018-19, 2019-20, 2020-2021, 2021-22, 2022-23, 2023-24

University & Community Experience: 2019-20, 2023-24

Audit: 2021-22, 2022-23, 2023-24

Capital Infrastructure: 2023-24

Governance/Nominating: 2023-24

Advisory Committee on the Presidency: 2022

Committee Chair:

Human Resources: 2019-20, 2020-21, 2021-22, 2022-23, 2023-24

Committee Vice-Chair

Audit: 2022-23

Board Vice-Chair

2023-24

Board Bio:



Vice-Chair
McCOURT, Anne

Anne McCourt is the Senior Vice President of Dealer Relations at Canadian Tire accountable for managing the relationship between Canadian Tire and the Associate Dealers who own and operate Canadian Tire Retail stores. Anne is a seasoned retail executive with a track record of delivering results in a multidisciplinary environment.

Anne joined Canadian Tire in 2000. While at Canadian Tire Anne has held a number of senior roles in Supply Chain, Logistics, Productivity and Non-Merchandise procurement. Much of the focus of her work at Canadian Tire has been on driving strategic change. This work has encompassed using a problem-solving approach to reach consensus with a diverse group of stakeholders, including Associate Dealers, driving change communication and partnering with technology teams to deliver new capabilities.

Prior to joining Canadian Tire, Anne held senior roles in manufacturing, management consulting and financial services. Much of her work during this time focused on quality, process management and change management. Anne has an engineering degree from the University of Waterloo.



Board of Trustees

Report to the Governance/Nominating Committee

RECOMMENDATION ITEM

TOPIC: Conflict of Interest Policy

March 7, 2024

Yvonne Roussel, University Secretary & Associate Vice-President
Governance and Policy

MOTION

THAT the Governance/Nominating Committee recommend to the Board of Trustees that the amendments to the Board Conflict of Interest Policy, as set out in Appendix 1 to this report, be approved.

EXECUTIVE SUMMARY

1. Rationale

- The Board of Trustees **Conflict of Interest Policy ("Policy")**, attached as Appendix 1, was last updated in 2019 and is now past due for review.
- The Policy has been reviewed by the University Secretariat and no concerns or changes have been identified with the substantive policy provision. A minor change is being recommended to the compliance section to formally reflect the measures instituted by the Board to ensure compliance.

2. Key Background

- The Policy was **first approved in July 2017. Prior to that date, the Board's conflict of interest rules** were included in the Board bylaws. Due to the need for more comprehensive conflict of interest provisions, a standalone policy was created.
- The Policy was updated in 2019 to clarify how conflicts are disclosed, resolved, and recorded.
- Since that date, no concerns with the Policy have been raised. While questions arise from time to time as to whether a particular interest constitutes a conflict of interest, it is not believed that this is due to any ambiguity in the definitions in the Policy but rather due to the inherent difficulty of any objective criteria or classification of whether a particular interest conflicts or could conflict with a **member's judgment** or could be perceived to conflict with their commitment to the Board.
- There have been no developments in the sector which would necessitate a change to the Policy, however, changes in practice have been instituted in response to the Auditor-**General's review of** Laurentian University and it is recommended that the Policy be amended to formalize those practices. In its review, the Auditor-General noted that Laurentian Board members were not required to annually identify any potential conflicts of interest, such as professional or personal relationships that

may actually, potentially or be perceived to impact decisions made by the individual on the Board. The Brock Policy requires Board members to disclose conflicts of interest as soon as possible but does not require an annual disclosure. The **Secretariat's practice is to provide incoming members with a conflict of interest disclosure form and it is the member's responsibility to disclose any interest that arises after that date.** In response to the Auditor-General's recommendation, it is proposed that the policy be amended as follows (additions in red, deletions in strike-out):

The Board will ensure compliance with this Policy through:

- regular training of Board members on conflicts of interest
 - **requiring Board members to disclose conflicts on interest upon joining the Board and annually throughout their term on the Board;** and
 - ~~by~~ ensuring there is a call for disclosure of any conflicts of interests at the beginning of each Board, committee and subcommittee meeting.
- The Auditor General also recommended that the Laurentian Board record votes to ensure adherence to its Conflict of Interest guidelines. While the Brock Board does not record votes, it does record whether a member disclosed a conflict of interest or abstained from any vote due to a conflict of interest. This is already reflected in the Policy which provides:

Any Conflicts of Interest declared by Members will be recorded in the minutes which will also record, if applicable: that the Member did not participate in any discussions, vote on the matter and, that the Member left the meeting. Any interest declared by a Member which is determined to not be a conflict will also be recorded in the minutes for transparency.

- The amended Policy is attached as Appendix 1. The Policy has been converted to the **University's policy template which is in a more accessible format.**

3. Implications

- If **approved, the proposed amendments will formally institute the Secretariat's** practices with respect to conflict of interest disclosure and support greater compliance with the Policy.
- If not approved, the Policy will be further reviewed by the Governance/Nominating Committee and brought back for approval in cycle 5.
- There are no budgetary implications to this decision.

4. Next Steps

- If approved, the Policy will be updated on the Board Sharepoint site and communicated to trustees, along with an annual COI declaration request.

5. Background Materials

Appendix 1 - Proposed amended Conflict of Interest Policy (3 pages)

BOARD OF TRUSTEES CONFLICT OF INTEREST POLICY

PURPOSE

The purpose of this Policy is to:

- a. ensure that all Board of Trustees discussions are conducted according to the highest ethical standards and that all Board decisions are made in the best interests of the University without any Conflict of Interest;
- b. provide guidance to each Trustee or Board committee or subcommittee member who believes they or another member may have a Conflict of Interest; and
- c. provide a process for managing Conflicts of Interest.

SCOPE

This Policy applies to the members of the Board of Trustees, Board committees and **Board subcommittees (“Members”) in the conduct of Board affairs.**

POLICY STATEMENT

1. Duty of Board, Committee and Subcommittee members

1.1. Each Member owes a duty to the University to:

- a. act honestly, in good faith and in the best interests of the University;
- b. to disclose each real, potential or perceived Conflict of Interest; and
- c. to refrain from taking part in any discussion or vote in relation to any matter in which they have a Conflict of Interest.

2. Disclosure of conflicts

2.1. A Member who has a Conflict of Interest, directly or indirectly, in any matter under consideration by the Board, Board committee or subcommittee shall:

- a. Declare the nature and extend of the interest to the Chair of the Board, committee or subcommittee as soon as possible and no later than the meeting at which the matter is to be considered; and
- b. refrain from taking part in any discussion or vote in relation to the matter; and
- c. if the matter is being discussed in camera or in a meeting that is not open to the public, withdraw from the meeting when the matter is being discussed.

- 2.2. If a Member is unsure whether they are in conflict, the Member is encouraged to consult with the Board Chair and Board Secretary in advance of any meeting at which the matter will be discussed. If there is uncertainty regarding whether a conflict exists, the Member must disclose the concern to the Board, Committee or Subcommittee, and the Board, Committee or Subcommittee shall decide by majority vote or general consent whether or not a conflict exists.

3. Structural conflicts

- 3.1. The composition of the Board creates the potential for perceived Conflicts of Interest on the part of Members who are Brock faculty, staff or students. Faculty, staff and student members (or Members whose spouse is a Brock faculty, staff or student member) are not considered to have a Conflict of Interest where their interest is the same or substantially the same as any other faculty, staff or student member of the University.
- 3.2. No member of the Board, other than the President, who is an employee or whose spouse is an employee of the University may take part in discussions or vote on matters related to the remuneration or benefits, pension, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University.

4. Managing undeclared conflicts of interest

- 4.1. Where a conflict of interest has not been declared, and a Member is of the opinion that a conflict of interest exists, the Member should speak privately with the Member who is believed to have a Conflict of Interest and provide that Member with the opportunity to disclose it. If the perceived Conflict of Interest is not disclosed, the Member who believes there is a Conflict of Interest should disclose it to the Board, committee or subcommittee and the Board, committee or subcommittee shall decide by majority vote or general consent whether a Conflict of Interest exists.

5. Meeting procedures

- 5.1. The Chair of the Board and each committee and subcommittee shall open each Board, committee or subcommittee meeting with a call for disclosures of actual, potential or perceived Conflicts of Interest.

- 5.2. Any Conflicts of Interest declared by Members will be recorded in the minutes which will also record, if applicable: that the Member did not participate in any discussions, vote on the matter and, that the Member left the meeting. Any interest declared by a Member which is determined to not be a conflict will also be recorded in the minutes for transparency.
- 5.3. Where a Conflict of Interest is declared to the Chair prior to a Board, committee or subcommittee meeting, the declaration is to be disclosed to the Board, committee or subcommittee and recorded in a declaration of conflict of interest form which shall be retained by the Board Secretary.
6. Access to Meeting Materials
- 6.1. In accordance **with the Board's Confidentiality Policy, where a Member has** declared or been found to have a Conflict of Interest in a matter which is to be considered in camera, at the request of the Chair, the Board Secretary may withhold the materials related to the matter from, the Member.

DEFINITIONS

"Conflict of Interest" arises when a Member has a Personal Interest which conflicts or could conflict with the Member's obligations to act in the best interests of the University or which could unduly influence the Member's judgment in carrying out his or her duties as a Member.

"Member" means a member of the Board, a Board committee or a Board subcommittee.

"Personal Interest" is a commercial, financial, professional or private interest of the Member, or the Member's immediate family members (e.g. spouse, partner, child, parent, sibling), but does not include an interest in a matter that is of general application, or an interest in a matter that affects the Members as one of a broad class of the public or an interest which is immaterial, insignificant or inconsequential with respect to the interest of the Board and the University.

COMPLIANCE AND REPORTING

The Board will ensure compliance with this policy through:

- regular training of Board members on conflicts of interest
- requiring Board members to disclose conflicts on interest upon joining

- the Board and annually throughout their term on the Board; and
by ensuring there is a call for disclosure of any conflicts of interests at the beginning of each Board, committee and subcommittee meeting.

POLICY DETAILS

Policy Owner

Board of Trustees

Administrative Responsibility

University Secretary

Policy Classification

Board

Approval

Approved by the Board of Trustees, upon recommendation of the Governance/Nominating Committee

Effective Date

July 2017

Next Review

~~September 2022~~ March 2027

Revision History

July 2017

September 2019

March 2024

Related Documents

- N/A



Board of Trustees

Report to the Board of Trustees
(from the Governance/Nominating Committee)

DECISION ITEM

TOPIC: Board member term limits

March 7, 2024

JoAnna Robert, Chair, Governance/Nominating Committee

MOTION

THAT Articles 3.4.1 and 3.4.2 of the Board By-law #1 be amended as follows [strike-out indicates deletion, highlight indicates insertion]:

3.4.1 Eligibility for renewal terms

Trustees shall be eligible for re-election for ~~a second~~ **up to two** consecutive terms.

3.4.2 Exceptions to renewal terms limit

No Trustee may be elected for more than ~~two~~ **three** consecutive terms with the exception of:

(a) The Immediate Past Chair, Chair, Chair-Elect, or the Vice-Chair of the Board, who may be elected for an additional portion of a term or terms as necessary to enable such Trustee to fulfil his or her responsibilities as determined by resolution of the Board.

(b) A Trustee who has been elected to the Board to fill a vacancy created by the retirement, death or expulsion of a Trustee for the balance of that Trustee's term, who may be elected for a third term.

EXECUTIVE SUMMARY

1. Rationale

- The proposed change to board term limits will allow for greater continuity and

experience on the Board, while providing for regular board turnover and renewal if needed.

- The proposed change is consistent with board term limits at other Ontario universities and is in keeping with the recommendations of governance consultants engaged by Laurentian University as part of its governance review.

2. Key Background

- Due to sector developments and feedback from board members, the Governance/Nominating Committee was asked to review the current board term limits and make a recommendation as to whether changes are appropriate.
- At its meeting on December 7, 2023, the Governance/Nominating Committee recommended that the proposed Bylaw changes be forwarded to the Board for consideration of approval. A Notice of Motion to amend the Board Bylaw #1 was presented to the Board at the December 7, 2023 Board meeting, noting that the motion will be presented to the Board for consideration of approval at the next Board meeting on March 7, 2024.

Brock Board of Trustees term limits

- The *Brock University Act* provides that the board shall consist of the Chancellor and President, ex officio, and “**such** number of members, not exceeding thirty nor less than twenty as may be prescribed by by-law of the Board, elected or appointed for a term of up to four years in the manner prescribed by by-law of the Board ...”. The Act does not include any limit on the number of terms a trustee may serve.
- The Board By-Law #1 provides for an initial 3-year term with the possibility of a second consecutive term. More specifically:
 - Article 3.3 (a) of Board Bylaw #1 provides that community trustees shall hold office for three-year terms (with two exceptions - the Immediate Past Chair holds office for a one-year term and the BUAA President or Executive Committee Member, holds office for a term to coincide with their term as BUAA President or Executive Committee member).
 - Article 3.4 provides:
 - trustees are eligible for re-election for a second consecutive term;
 - no trustee may be elected for more than two consecutive terms except (a) the Immediate past Chair, Chair, Chair-Elect, or Vice-Chair, who may be elected for an addition portion of a term or terms as necessary to fulfill their responsibilities on the Board, as determined by resolution of the Board; and (b) a trustee who was elected to fill a vacancy for a balance of a term, who may be re-elected for a third term.
 - Article 3.4.3 provides that a former trustee may qualify for re-nomination to the Board after at least one year has passed following retirement from the Board.

Sector and industry practices

- Sector practices for board member term limits range from 6 to 12 years, with 6 and 9 year limits being the most common. A detailed overview of Ontario university board term limits is set out in Appendix 1.
- The Auditor-**General’s** report on Laurentian University did not make a recommendation regarding the length of board term or the number of renewal terms, but recommended that Laurentian “**renew** the terms of Board members

within established term limits based on **performance.**” At the time, **Laurentian’s** board bylaws permitted members to serve a maximum of four consecutive terms (12 years), unless appointed as Board Chair or Vice-Chair. Laurentian University subsequently engaged the Nous Group to conduct a governance review, which recommended that the Board “**establish** a maximum Board appointment of three terms of **9 years**” and the University has implemented this recommendation.

- The Council of Ontario Universities “**Leading Practices in University Board Governance**” report did not express a position on board term limits and instead recommended that “**There** is a clear approach to succession planning, including a focus on closing skills gaps, ensure a breadth of diverse experiences, and balancing new and current board and committee **members.**”
- Board term limits in the corporate sector tend to be longer than in the non-profit sector. For non-profit organizations, BoardSource reports that the most common structure is two consecutive three-year terms. For for-profit corporate boards, the National Association of Corporate Directors (NACD) recommends board term limits of 10 to 15 years.
- Based on the review of sector practices and feedback received from board members through board surveys and the board governance review process, it is proposed that the board term limits be extended as set out in the motion.

3. Implications

- If approved by the Board, the amendments will result in the opportunity for longer service on Board, which will allow for greater continuity and experience on the Board.
- The amendments may result in a reduction in board turnover. To mitigate any concerns regarding this, board renewal would still be a consideration in any nominating recommendations of the Governance/Nominating Committee and, consistent with the Auditor **General’s** recommendations, terms should only be renewed based on performance.
- There are no direct budget implications for the changes, though if the changes result in longer service on board, this would reduce the recruitment needs (and resulting costs) of the Board.
- Alternatives considered but rejected were changing to 4 year terms, with eligibility for re-election for a second consecutive term (i.e. 4 x 2 for a maximum of 8 years, subject to the exceptions set out in the Board By-law #1). This alternative is not being proposed as there is a concern that a 4 year term may be unappealing for recruitment purposes and may not allow for timely turnover.

4. Next Steps

- If passed, the amendment to the By-law would be in effect immediately and would apply to all current trustees, such that trustees whose second term is due to expire this year would be eligible for re-election for a third term.

5. Background Materials

- Appendix 1 - Board member term limit research (3 pages)

**TERM LIMITS OF EXTERNAL BOARD MEMBERS
ONTARIO UNIVERSITIES
October 2023**

University	Term	As per	Additional Notes
Brock	3-year term * eligible for re-election for a second consecutive term **. “elected or appointed for a term of up to four years in the manner prescribed by by-law of the Board” (article 7C)	By-Law ACT	* with the exception of the Immediate Past Chair who shall hold office for a one-year term, and the BUAA President or Executive Committee Member, who shall hold office for a term to coincide with their term as president or member of the executive committee; ** No Trustee may be elected for more than two consecutive terms with the exception of: (a) The Immediate Past Chair, Chair, Chair-Elect, or the Vice-Chair of the Board, who may be elected for an additional portion of a term or terms as necessary to enable such Trustee to fulfil his or her responsibilities as determined by resolution of the Board.
Carleton	Maximum continuous period of nine (9) years, not including years served as Board Chair or Past Chair	By-Law	
Guelph	Normally serve a term of three years (3 years) and shall be eligible for reappointment for one additional consecutive three-year (3 year) term; in exceptional circumstances when it is deemed to be in the best interests of the Board, be reappointed for further additional consecutive terms of up to three years in length provided that they do not exceed a total of nine (9) consecutive years of service.	By-Law	
Lakehead	A governor may not serve more than 9 years, plus any partial year at the commencement of their membership. Despite the foregoing, any such Governor shall be eligible for re-election for no more than three additional years, as long as such governor has not been a governor for at least a cumulative two-year period since initially becoming a governor. In addition, despite this paragraph, the term of a governor who is serving as President, Secretary, Board Chair, Vice-Chair or Past-Chair may continue so long as the governor continues to serve in any of these offices.	By-Law	

Laurentian	Each term is up to 3 years with a maximum of 3 consecutive terms (max of 9 years).	By-Law	Governors are eligible for re-appointment two years after the expiry of the third consecutive term.
McMaster	4-year term that can be renewed twice (max of 12 years).	By-Law	Eligible for re-election after 1 year absence from Board.
Nippising	3-year term and may not serve for more than six consecutive years.	By-Law	Eligible for re-election after 1 year absence from Board.
NOSM	3-year term renewable & no more than 6 year serving unless there are considerations for Chair or Vice Chair and need the term extended.	By-Law	
OCAD	No more than 6 consecutive years. LG appointments – 3 years	ACT	
Ontario Tech	Limit of 6 consecutive years.	ACT	They recognize that AG recommends 9 year best practice and agree but this would require legislative amendment which they do not foresee on the horizon.
Ottawa	9-year term limit	By-Law	
Queen's	a term up to 3 years with no more than 9 consecutive years unless that person will be or is Chair or Vice-Chair of the Board in which case they may serve for a further time not exceeding the length of their term of appointment as chair or vice chair.	By-Law	
Toronto Metropolitan	3-year term with no more than 3 consecutive terms served (9 years total)	By-law/ ACT	
Trent	3-year term for a maximum of 6 years. Exception for members who are in board leadership roles or involved in special project and they can potentially serve for more than 6 years.	By-law	
Univ de Hearst	For those appointed by Lieutenant Governor – 3 years; others no more than 3 years; student member 1 year	ACT	
Univ de l'Ontario Francais	Total of 6 years, except for the Chancellor, President and the President's appointment from among the VPs.	ACT	
Waterloo	3-year term; eligible for re-election or reappointment for a second consecutive term; and eligible again one year following the completion of two consecutive terms.	By-law/ ACT	
Western	4-year term with maximum of 8 years (2 terms)	ACT	
Wilfrid Laurier	3-year term renewable for a second consecutive term; members can serve a third term if holding one of the officer positions on the Board – but there is an absolute limit of 9 consecutive years	ACT/ By-Law	

Windsor	3 consecutive 3-year terms (total of 9 years) with no additional years for Chairs/Vice-Chairs.	By-Law	
York	4-year term with practice of reappointing for an additional 4-year term.	By-Law	



Board of Trustees

Report to the Governance/Nominating Committee

INFORMATION ITEM

TOPIC: Board Governance Review Report

March 7, 2024

Yvonne Roussel, University Secretary & Associate Vice-President Governance and Policy
Chabriel Colebatch, General Counsel & Associate Vice-President, Legal, Compliance, & Privacy

EXECUTIVE SUMMARY

1. Purpose of the Report

- The purpose of this Report is to provide the final report of the Board Governance Review to the Governance/Nominating Committee and Board of Trustees.

2. Key Background

- At the December 2023 meeting of the Governance/Nominating Committee, the Committee reviewed the draft Governance Review report and recommended that the report be shared with members of the Board at the Board Education day in January 2024 prior to finalizing the report and submitting it to Board.
- The Board Education Day included small group discussion on the report which was generally positive and included the following feedback:
 - Recruitment:
 - Potential candidates should be given greater information regarding the Board and their role on Board and committees before joining to set and manage expectations up front, particularly around attendance.
 - The use of a skills matrix in board recruitment is essential.
 - Employing external recruiters should be done thoughtfully as experiences have differed.
 - Board education:
 - Board orientation is critical and should be tailored to the different categories of trustees (external, faculty, staff, student)
 - Educational components to Board meetings would be helpful and

- consideration could be given to including them at the beginning of meetings or as standalone sessions between board cycles.
 - The mentoring program could be enhanced but may also depend on the interest of the participants.
 - Training for Chairs on cross-cultural communications, fostering participation by trustees from different backgrounds, and how to deal with difficult discussions should be provided.
 - Board culture:
 - Trustees should be encouraged to focus questions on the key issues but also be empowered to ask questions regarding committee deliberations if they have questions.
 - Communication to Board between cycles is encouraged to ensure trustees remain informed and engaged.
 - **The Board's key mandate should be to support University leadership** in delivering on the strategic plan and reports should focus on that.
- The feedback was reviewed by the University Secretary and Governance/Nominating Committee Chair and the report was finalized to incorporate this feedback. The recommendations and implementation plan remain unchanged.

3. Next Steps

- The University Secretary will add implementation of the recommendations to the **Governance/Nominating Committee's annual work plan.**
- Notably, many of the recommendations are already under review or in process, such as:
 - Review of Board member term limits is complete. Proposed amendment to Board bylaw will be presented to the Board this cycle.
 - Review of Board Diversity and Inclusion Policy has begun and a report will be presented to the Governance/Nominating Committee this cycle.
 - Review of Board Conflict of Interest Policy is complete and a report is being presented this cycle.
 - Review of Board meeting schedule is in process. Discussion was held at the last Governance/Nominating Committee and a potential pilot project proposal is being presented this cycle.

4. Background Materials

- Report of the 2023 Brock University Board of Trustees Governance Review (15 pages)

**Report of the
2023 Brock University Board of Trustees
Governance Review**

Governance Review Project Team

Chabriol Colebatch, Mary De Sousa, Jennifer Guarasci, Hilary Pearson,
Lesley Rigg, JoAnna Roberto, Margaret Thompson, Lynn Wells

January 2024

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PART 1 – INTRODUCTION

Executive Summary

As part of its commitment to evaluating and improving its performance and effectiveness, the Brock University Board of Trustees (“Board”) mandates that a governance review be conducted every seven years or as needed. Over the course of 2022-2023, the Board’s Governance/Nominating Committee conducted a governance review focused on Board culture. This report sets out the observations and recommendations arising out of that review. The recommendations focus on the following 6 key aspects of Board practices that shape the Board and its culture:

- Board member recruitment
- Board education
- Board member engagement
- Board inclusivity
- Ethical standards
- Board evaluation

This report and its recommendations are intended to provide the Board with strategies to foster and maintain a strong and healthy board culture, and in doing so, support robust and effective board governance.

Background

In September 2022, the Governance/Nominating Committee agreed upon a Governance Review plan, to be coordinated by the University Secretary and overseen by the Chair of the Governance/Nominating Committee. A Governance Review Project Team (“Project Team”) was established to advise the University Secretary and provide guidance as needed. The Project Team was comprised of the Governance/Nominating Committee Chair and Vice-Chair of the Board, Mary De Sousa, the University Chancellor, Hilary Pearson, the President and Vice-Chancellor, Lesley Rigg, the Provost and Vice-President, Academic, Lynn Wells, the Vice-

President, Administration, Jennifer Guarasci, and the University Secretary and Associate Vice-President, Governance and Policy, Simon Burke. In the summer of 2023, the new Governance/Nominating Chair, JoAnna Roberto, joined, along with the new Interim University Secretary and Associate Vice-President, Governance and Policy, Chabriel Colebatch, and Associate University Secretary, Margaret Thompson.

Scope

The scope of the review originally encompassed Board culture, Board strategy, and Board oversight, including matters such as committee structures, board bylaws, and board policies. During the process, the Project Team, with the support of the Governance/Nominating Committee, narrowed the scope of the review to focus on those elements which more directly impacted board culture. As a result, a review of board committee structure, board policies, and board procedures was not conducted, though this report includes some brief observations on those elements under Part 4.

Process

The review process involved gathering information regarding board practices and concerns from a variety of sources, including:

- a review of board by-laws, policies, and procedures.
- consultation with Board members at the January 2023 Board education day, including a pulse survey to gauge Board member feedback on matters such as board composition and diversity, board education, meeting processes, committee structures, and board evaluation.
- research on comparator practices at other post-secondary institutions and governance best practices more broadly.
- consultation with the Board Chair and Vice-Chair.

The Project Team met on multiple occasions to discuss the information gathered and to develop and refine the recommendations set out below. A draft report was presented to the

Governance/Nominating Committee in December 2023 and shared with the full Board at the Board Education Day in January 2024. This final report reflects the input provided.

PART 2 – OBSERVATIONS

Recruiting board members

Continuing board efforts to recruit skilled board members is important. The Board has had moderate success with its own recruiting efforts but found considerably greater response and diversity in using an external recruiting firm, though some board members reported that their experience with such recruiters has had differing outcomes. The Project Team also heard that the Board has an opportunity to strengthen its efforts to recruit board members through other channels, such as the University advisory boards, community partners, and the Brock University Alumni Association.

In recruiting candidates for Board, trustees raised the importance of ensuring that all potential candidates are provided clear expectations about their role on Board and their service, including attendance expectations.

Board recruitment is guided by several documents, including the Board Nominating Strategy, the Board Diversity and Inclusion Policy, the Board Member Profile, a skills matrix, as well as guidance provided by the Governance/Nominating Committee on an annual basis. The Project Team observed that given this interweaving range of documentation and processes, not all Board members may be familiar with the applicable protocols. Trustees commented on the importance of employing a skills matrix in all recruitment efforts. It was noted that establishing a policy and consolidating all the accompanying documents under that policy may foster greater understanding of and engagement with board recruitment.

Preparing and Developing Board members for service

Orientation is critical to helping trustees understand the unique aspects of a university board and their role. Concerns were shared about ensuring all trustees attend orientation and the effectiveness of the current orientation. It was suggested that orientation should be tailored to the board member's role on Board.

In addition to the board orientation sessions, a mentorship program was offered in recent years to incoming trustees for their first year. While the program was appreciated, comments were heard that the mentorship support could be broadened. In the 2023 Board survey, a respondent commented, "There is an opportunity to strengthen the Trustee Mentorship "program" to ensure a consistent base-level of supports for new Trustees. This has grown to feel like a fleeting program that was only fully considered around Cycle 1." One mentor commented that that they could have benefitted from clearer guidance about what was expected of them and suggestions for how to engage with mentees.

Ongoing education beyond the initial orientation is equally important. The 2023 Board survey feedback included calls for more professional development. It was also suggested that Board education be included within Board meetings, such as by offering presentations that provide greater context and knowledge on topics pertinent to the Board's function, and that this should be ongoing and present in each cycle, or offered in between cycles.

Keeping board members engaged

The Project Team noted the importance of ensuring that Trustees feel valued and that they add value. Meetings should invite participation and be run in such a way as to make trustees feel welcome to contribute. A few respondents in the 2023 Board survey commented that several members did not speak up in meetings and suggested that there was often too little discussion. Some members commented on the pace of meetings, and it was expressed that some members may need more time to digest discussions prior to contributing. In its consultations, the Project Team also heard positive comments on the respectful climate of meetings, though a concern

was raised that there also needs to be a degree of comfort with conflict and criticism, in order for board members to feel able to express concerns and fulfill their fiduciary duties.

In several forums, the importance of meetings including strategic discussions was raised. In the 2023 Board survey, only 42% of respondents agreed that the structure and practices promote strategic discussions. The governance consultant engaged by the Board in January 2022 recommended that the majority of board reports and discussions should be related to progress on fulfillment of the strategic plan. One trustee commented that the mandate of the Board is to support the University's leadership in fulfilling the strategic plan and that the focus of board reports, meetings, and discussions should be centred on the plan. The Project Team observed that there is a need to confirm and develop a shared understanding of what board members mean by "strategic discussions" and to explore ways to foster more strategic discussions. Similarly, report writers and presenters also need to consider what value add is being sought from the board.

The Project Team also heard that Board meetings can lack engagement because the bulk of discussion is done at the committee level. The governance consultant engaged by the Board in 2022 recommended that the Committee Chairs give written reports and where that is not possible, more comprehensive oral reports. In the 2023 Board survey, one respondent noted that given that the bulk of discussion occurs through committees, it would be helpful for committee chairs to provide a more thorough summary of the outcomes and greater insight into committee discussions during board meetings. As part of its consultations, it was also suggested that trustees should be given guidance on how to raise questions on matters that are before other committees of which they are not a member.

The Project Team remarked that the format of meetings can influence Board member engagement. While online meetings are convenient and facilitate greater attendance, the Project Team observed that meeting technology should be used in such a way as to foster engagement. In the 2023 Board survey, comments included "Most people have their cameras

off and are not engaged in discussions.”, and “It is unfortunate that not all people in the meeting can be seen”. The governance consultant engaged by the Board in 2022 advised that it is best practice to keep cameras on. The Project Team heard concerns about the ability of Board and Committee Chairs to assess engagement when cameras are off. It was suggested that any privacy or equity concerns may be mitigated by clarifying members’ entitlement to turn cameras off as circumstances require and establishing a shared understanding of board meeting etiquette.

Several trustees and governance sources stressed the importance of in-person informal interactions between board members to make board members comfortable with each other. When asked in the 2023 Board survey what members needed to be more effective, comments included “more facetime with board members”, “know more about colleagues”, and “opportunities for in-person connectivity”.

It was also noted that communication in between meetings can be critical to keeping board members informed and engaged. It was suggested that update on the University initiatives and events as well as sector developments can help maintain board member engagement and understanding.

Fostering an inclusive culture

The Project Team heard that the Board has made progress towards diversifying its membership and developing more inclusive practices, but more work is needed. In the 2023 Board survey, 58% of respondents agreed that the Board composition was diverse and inclusive, with one member commenting, “Strides are being made but not there yet”.

The Project Team notes that an equity and diversity framework is the process of being developed, though a working group led by the former Governance/Nominating Committee Chair and Provost and Vice-President, Academic. The initiative has involved consultation with the President’s Advisory Committee on Human Rights, Equity and Decolonization on developing

an equity lens for board members and an educational session with the Executive Committee led by the University's Associate Vice-President, Equity, and Vice-Provost, Indigenous Engagement. Currently, consultation is underway with the Board's Executive Committee on how to implement the guidance received into board practices. This initiative supports a broader, more strategic approach to reconciliation, equity, diversity, inclusion, and belonging and will provide the Board with practical guidance and tools for becoming more inclusive. Recognizing that considerable work has been done and is still underway, the Project Team was mindful not to duplicate its review or effects.

At the same time, the Project Team noted that the Board Diversity and Inclusion Policy is due for review. Feedback was received from the Board's governance consultant that the Board Diversity and Inclusion Policy is overly aspirational and should be reviewed. The Project Team also heard that while the policy is an important foundational element, more focus needs to be given to the underlying board practices and culture.

Maintaining high ethical standards

While no concerns were raised with respect to the Board's Code of Conduct or Conflict of Interest Policy, questions did arise regarding board member awareness and processes for enforcement. The review of both policies was deferred pending this Governance Review. Given the Auditor-General's findings regarding conflict-of-interest concerns with the Laurentian University Board of Trustees, the Project Team heard an interest in prioritizing the update to the Conflict-of-Interest Policy and developing procedures for administration of the Board Code of Conduct.

Evaluating the Board

The Board conducts an annual self-evaluation which is reviewed and approved annually by the Governance/Nominating Committee. Some comments were received in the Board survey regarding the wording of the questions and the time taken to complete the survey. In its consultations, the Project Team also heard favourable comments on the survey and the focus

of its questions. A few comments were received about the benefits of more regular check-ins, for example, flash check-ins at the end of each meeting. The Project Team also heard that it is best practice to review board evaluation processes on a regular basis. While the Governance/Nominating Committee reviews the survey annually, no changes have been made for some years.

PART 3 – RECOMMENDATIONS

Based on the above observations, the Project Team makes the following recommendations:

A. Board recruitment

1. Professional board recruiting services should be explored every 3-5 years to refresh the pipeline and attract a broader range of candidates.
2. The Board should explore alternative recruitment channels and develop an inventory to utilize as appropriate depending on the recruitment needs.
3. The Board should consolidate its recruitment and nominating documents and should consider the development of a policy to enshrine critical elements, such as the use of a skills matrix.

B. Board education

4. Orientation should be mandatory.
5. Orientation should be supplemented by additional ongoing education opportunities throughout the year, including information sessions with senior University leadership.
6. Board meetings should include educational components wherever time permits.
7. The mentoring initiative should continue but be reviewed for effectiveness. More active mentoring should be encouraged.
8. Trustees should be strongly encouraged to attend the COU and CUBA university board member conferences. The Secretariat should also

explore other opportunities, such as the Association of Governing Boards and Colleges.

C. Board member engagement

9. When setting agendas, consideration should be given to how to structure the meeting to invite participation. Board meeting agendas should be structured to empower board members who were not part of the committee discussions to participate.
10. Discussion should be held at the Executive Committee on how chairs can facilitate greater engagement and coaching should be offered to Committee chairs on fostering inclusive participation.
11. Reports should clearly identify the strategic importance of what is being presented and where feedback is sought, questions should be included to support discussion. Report templates should include prompts for strategic questions for trustees. In addition, report writers should receive guidance on how to prepare reports so that trustees feel empowered to provide their opinion or ask questions.
12. The Board should offer educational sessions on strategic governance skills, covering topics such as the role of directors as governors, how to ensure trustees satisfy their fiduciary duties while respecting operational authority, and how to participate in meetings at the appropriate level. Trustees should be encouraged to consider whether their questions are strategic in nature and consider directing questions that are not strategic in nature to the President or Board Chair ahead of or outside of board meetings.
13. The Executive Committee should discuss the standard components Committee Chairs should be reporting on when presenting their committee reports to the Board and should provide clear guidance to Committee Chairs.

14. The Board should explore whether the committee meeting schedule and Board meeting schedule could be separated to enable Committees to provide written reports to Board.
15. Trustees should be strongly encouraged to keep their cameras on unless internet connectivity or circumstances preclude it, while being made to feel comfortable with turning cameras off when needed.
16. Members should be offered in-person informal opportunities to engage with each other.

D. Fostering an inclusive culture

17. The Board should continue and prioritize its work on developing a reconciliation, equity, diversity, and inclusion framework and work directly with the newly appointed Associate Vice President, Equity to advance its efforts in this space. The framework should be used to develop concrete actions which can be reviewed and implemented through the Governance/Nominating Committee.
18. Guided by the equity, diversion, and inclusion framework, the Governance/Nominating Committee should prioritize reviewing and updating the Board Diversity and Inclusion Policy.

E. Maintaining High Ethical Standards

19. The Governance/Nominating Committee should prioritize reviewing and updating the Board Code of Conduct and Conflict of Interest Policy. Because of the importance of the Code of Conduct to setting Board culture and the limited capacity to conduct a thorough review during board meetings, the Governance/Nominating Committee should establish a working group to review the Code and clarify how potential violations of the Code will be addressed.

F. Evaluating the Board

20. The Governance/Nominating Committee should re-assess the board evaluation processes or annual board survey. The Committee should also consider conducting short post-meeting surveys following board meetings to give feedback to the Board Chair and President to inform future meetings.

PART 4 – OTHER MATTERS

While outside the scope of the Board culture mandate of this review, some concerns were raised regarding governance structures that are included here for further consideration. It is recommended that they be addressed through the ongoing governance mandate of the Governance/Nominating Committee. Specifically:

- Committee mandates: Comments were received that the mandate of the University Community and Experience Committee is not clear, and that the Committee's purpose should be clarified. The 2023 Board survey results support this, with only 58% agreed that the UCEC mandate is appropriate and clearly defined. The Project Team noted that many university boards have chosen to focus their equivalent committees on fundraising and donor relations or 'external relations' more broadly. The Project Team also observed sector developments regarding the use of executive committees. The governance consultant engaged by the Board in January 2022 advised that auditors are encouraging Boards to re-evaluate the advantages and disadvantages of executive committees given the ability of the Board to convene virtually. The committee charter of the Executive Committee of the Board was reviewed in 2020 and the Committee only meets rarely. In its consultations, the Project Team noted that the Executive Committee meets rarely and is generally only convened for confidential labour relations or personnel matters. Given this, the Project Team did not hear a strong need to revisit the Executive Committee mandate. The Project Team understands that the Governance/Nominating Committee will

be reviewing Committee Charters this board term and notes that consideration should be given to assessing options for a more focused mandate for the University Community and Experience Committee and that its review of the Executive Committee Charter should consider the limited use of the Board's Executive Committee when considering governance trends.

- Increasing board term limits: The Auditor-General's report on Laurentian University recommended that board member terms be renewed within established term limits based on performance. An independent management consultancy engaged by Laurentian recommended that the term limits be set at a maximum of three three-year terms. While longer term limits are more common in the for-profit sector (the National Association of Corporate Directors recommends board term limits of 10 to 15 years), in the non-profit sector, it is common to have terms limits of two three-year terms. The Governance/Nominating Committee should review best practices for term limits in the post-secondary education sector and determine whether to recommend changes to the Board bylaws.

PART 5 - MOVING FORWARD

The observations and recommendations in this Report are intended to support the Governance/Nominating Committee's ongoing mandate to oversee and enhance Board governance. The reports and recommendations may be used as a living, working, document to support the Committee's work.

Given the number and scope of this report's recommendations, it is recommended that the Governance/Nominating Committee develop a multi-year plan to review and implement the recommendations and should consider focusing on one or two areas per year. It is recommended that prioritization be given to:

- Year 1: Board member engagement and ethical standards
- Year 2: Board inclusivity and Board member recruitment

- Year 3 Board education and Board evaluation

Where possible, recommendations may be addressed sooner to maintain momentum and attention to these matters. For accountability and transparency, the Governance/Nominating Committee should report to the Board regularly on its area of focus, providing updates on the progress and impact of its actions.



Board of Trustees

(Circulated prior to approval)

Brock University
Niagara Region
1812 Sir Isaac Brock Way
St. Catharines, ON
L2S 3A1 Canada

MINUTES OF MEETING #2 (2023-24) - CYCLE 2

BOARD OF TRUSTEES

THURSDAY, DECEMBER 7, 2023, 3:00 PM

IN-PERSON (SANKEY CHAMBER) AND BY REMOTE PARTICIPATION (MICROSOFT TEAMS)

MEMBERS

PRESENT:

Chair
Vice-Chair
President and Vice-Chancellor
Chancellor
Trustees

Mark Arthur
Anne McCourt
Lesley Rigg
Hilary Pearson
Réjeanne Aimey
Anteneh Ayanso
Don Cyr
Arti Freeman
Kristian Knibutat
Laura Lane
Brian Lang
Kevin Magee
Dan Malleck
James Maxwell-Barillas
Marleen McMaster
Matthew Melnyk
JoAnna Roberto
Christine Sawchuk
Stephanie Thompson
Rob Welch
Rakha Zabin
Debbie Zimmerman

KEY

RESOURCE:

Provost & Vice-President, Academic
Vice-President, Research
Vice-President, Administration
Vice-President, External
University Secretary/Associate Vice-
President, Governance & Policy
Associate Secretary to the University

Lynn Wells
Tim Kenyon
Jennifer Guarasci
Meaghan Rusnell

Chabriel Colebatch
Margaret Thompson

REGRETS:

Trustees Greg Berti, Jonathan Davey, Nyarayi Kapisavanhu

ALSO

PRESENT:

Other members of the Brock University community

1. CALL TO ORDER

The Board Chair welcomed Trustees, staff and guests, called the meeting to order, and provided a land acknowledgement.

Brock University Board Dashboard

The Chair referred members to the Board Dashboard included in the Agenda package for the information of Trustees and highlighted the metric regarding tuition revenue.

Meeting Roadmap

The Meeting Roadmap, which provides an overview of the most salient items coming forward at each Board meeting, had been posted with the meeting materials for information.

2. DECLARATION OF CONFLICT OF INTEREST

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

3. APPROVAL OF THE AGENDA

The Chair referred members to the Agenda, including consent items. With respect to Agenda item 9.4.1, 2024-25 Capital and Related Projects Plan, the Chair noted that the proposed motion in the Report will not be presented today as the item had been referred back to University leadership for further adjustments.

On a motion by Trustee Welch, seconded by Trustee Knibutat and carried, it was

RESOLVED that the Agenda, including consent items, be approved.

4. BUSINESS ARISING FROM THE MINUTES - None

5. REPORT OF THE CHAIR OF THE BOARD

[The Report of the Chair of the Board dated December 7, 2023 had been posted with the meeting materials.]

The Chair began by congratulating Dr. Lynn Wells, Provost and Vice-President, Academic on her recent appointment as the next President and Vice-Chancellor of Laurentian University. Dr. Wells was thanked for her extensive contributions and service at Brock University as Provost and Vice-President, Academic and for her past service as Interim President and Vice-Chancellor.

Trustees were then referred to the Report of the Chair. The Chair expanded on the report of the Blue Ribbon Panel on Post-Secondary Education Financial Sustainability during which he emphasized, as detailed in the Report, that it is the responsibility of the Board, through its governance and oversight functions, to ensure the ongoing viability of the University.

6. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The Report of the President and Vice-Chancellor dated December 7, 2023 had been posted with the meeting materials together with Appendix 1 - **President's Objectives.**]

The President and Vice-Chancellor referred members to her Report and highlighted several items for the information of the Board. Of note, the President recognized that incoming

University Secretary and Associate Vice-President, Governance and Policy, Yvonne Roussel, **had remotely joined today's meeting as an observer. On behalf of the Board, the President** thanked Chabriel Colebatch for her significant contributions as Interim University Secretary. The President further expressed heartfelt congratulations to the Provost and Vice-President, Academic on her recent upcoming appointment at Laurentian University and thanked Dr. Wells for her leadership and counsel during her tenure at Brock.

The President expressed appreciation to Trustees for their time and commitment to the University. Dr. Rigg further noted that, on behalf of the Board, a holiday meal will be provided to those Brock international students who are remaining on campus during the holiday season.

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

[The Report of the Provost and Vice-President, Academic dated December 7, 2023 had been posted with the meeting materials.]

The Provost and Vice-President provided an overview of the Report that included information on the activities within the Office of the Vice-Provost and Associate Vice-President, Academic.

Dr. Wells expressed her sincere thanks to the Board, Senate, University leadership, faculty, staff and students for their support on the significant initiatives that were achieved during her tenure and noted that she looks forward to future collaborations with Brock.

8. REPORT OF THE VICE-PRESIDENT, RESEARCH

[The Report of the Vice-President, Research dated December 7, 2023 had been posted with the meeting materials.]

The Vice-President Research presented the Report that contained information on numerous research related activities and initiatives for the information of the Board.

9. REPORTS OF STANDING COMMITTEES

9.1 Executive Committee

The Chair reported that the Executive Committee met prior to the Board meeting and considered a confidential matter related to collective bargaining and received a presentation regarding the development of a Decolonization, Equity, Diversity, Inclusion and Accessibility Framework and engaged in an interactive session.

9.2 Audit Committee

Trustee Knibutat, Chair of the Audit Committee, **presented the Report from the Committee's** meeting held on December 6, 2023.

9.2.1 Reports Reviewed by the Audit Committee

Trustee Knibutat highlighted several of the Reports that had been reviewed by the Audit Committee and are available to Trustees in the **Committee's** SharePoint folder, including an Enterprise Risk Management Report.

9.3 Capital Infrastructure Committee

Trustee Welch, Chair of the Capital Infrastructure Committee, presented the Report from the **Committee's meeting** held on December 6, 2023. He noted a confidential decision item regarding a major capital project and a confidential information item regarding land planning will be presented to the Board for consideration later in the meeting during the *in camera* session.

9.3.1 Reports Reviewed by the Capital Infrastructure Committee

For the information of the Board, Trustee Welch highlighted several of the Reports that had been reviewed by the Capital Infrastructure Committee and are available to Trustees in the **Committee's** SharePoint folder and/or were posted within the consent portion of the Board Agenda. Of note, the Committee had reviewed the 2024-25 Capital and Related Projects Plan and had referred the Plan back to University leadership for adjustments.

9.4 Financial Planning and Investment Committee

Trustee Lang, Chair of the Financial Planning and Investment Committee, presented the Report **from the Committee's meeting** held on December 6, 2023. He noted that a decision item regarding funding of a major capital project will be presented to the Board for consideration later in the meeting during the *in camera* session.

9.4.1 2024-25 Capital and Related Projects Plan

[A Recommendation Item to the Financial Planning and Investment Committee *TOPIC: 2024-25 Capital and Related Projects* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - Report to the Capital Infrastructure Committee *TOPIC: 2024-2025 Capital and Related Projects Plan* dated December 6, 2023.]

As noted earlier in the meeting, the 2024-25 Capital and Related Projects Plan had been referred back to University leadership for further adjustments. It is anticipated that the Report will be considered during the March Board cycle of meetings.

9.4.2 2024-25 Scholarships, Fellowships, Bursaries and Awards Budget

[A Recommendation Item *TOPIC: 2024-25 Scholarships, Fellowships, Bursaries and Awards Budget* dated December 6, 2023 had been posted with the meeting materials.]

The Committee Chair referred members to the Report that provided detailed information regarding the request for the preliminary approval of the 2024-25 Scholarships, Fellowships, Bursaries and Awards Budget ahead of the full operating budget to support the development of communications and recruitment material for the upcoming academic year.

On a motion by Trustee Lang, seconded by Trustee McCourt and carried, it was

RESOLVED that the preliminary 2024-25 Scholarships, Fellowships, Bursaries and Awards budget as outlined in the Report be approved.

9.4.3 2024-25 Tuition Rates

[A Recommendation Item *TOPIC: 2024-25 Tuition Rates* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - International Tuition Rates 2024-25 and Appendix 2 - Benchmarking Tuition Fees.]

The Board reviewed the proposed tuition rates for 2024-25 as detailed in the Report. The Provost and Vice-President, Academic responded to a question and received feedback regarding the timing of the approval and implications for international recruitment.

On a motion by Trustee Lang, seconded by Trustee Knibutat and carried, it was

RESOLVED that the unregulated tuition fees for 2024-25 as set out in the Report be approved.

9.4.4 Reports Reviewed by the Financial Planning and Investment Committee

Trustee Lang highlighted several Reports that were reviewed by the Committee and are available to Trustees in SharePoint. Of note, the Committee had approved an endowment spending rate of 4.0% for fiscal 2024/25, and the Report was included in the consent portion of the Board agenda for the information of Trustees.

9.5 Human Resources Committee

Trustee McCourt, Chair of the Human Resources Committee, presented the Report from the **Committee's meeting** held earlier in the day.

9.5.1 Updated Sexual Assault and Harassment Policy

[A Recommendation Item *TOPIC: Updated Sexual Assault and Harassment Policy* dated December 7, 2023 had been posted with the meeting materials together with Appendix 1 - SAHP summary of changes and Appendix 2 -Sexual Assault and Harassment Policy.]

The Board reviewed the proposed changes to the Sexual Assault and Harassment Policy that clarify processes and provide for additional rights and protections for those who engage with the Policy. During discussion, the Provost and Vice-President, Academic and the Associate Vice-President, People and Culture responded to questions regarding anonymous disclosures and disciplinary actions.

On a motion by Trustee McCourt, seconded by Trustee Welch and carried, it was

RESOLVED that the amendments to the Sexual Assault and Harassment Policy, renamed the Sexual Violence Policy, be approved as outlined in Appendix 1 of the Report.

9.5.2 Reports Reviewed by the Human Resources Committee

The Board Chair highlighted several Reports that had been reviewed by the Human Resources Committee and are available to all Trustees in **the Committee's** SharePoint folder. Of note, a Report that provided an update on the progress made in Equity, Diversity and Inclusion was included in the consent portion of the Board Agenda for the information of Trustees.

9.6 University and Community Experience Committee

Trustee Freeman, Chair of the University and Community Experience Committee, presented the Report **from the Committee's meeting held on** December 6, 2023.

9.6.1 Reports Reviewed by the University and Community Experience Committee

Trustee Freeman expanded on several Reports that had been reviewed by the Committee and

are available to Trustees in the Committee's SharePoint folder, including a Report on Government Relations.

9.7 Governance/Nominating Committee

Trustee Roberto, Chair of the Governance/Nominating Committee, presented the Report from the Committee's meeting held earlier in the day.

9.7.1 Brock University Alumni Association Representative to the Board of Trustees

[A Recommendation Item TOPIC: Brock University Alumni Association Representative to the Board dated December 7, 2023 had been posted with the meeting materials.]

Trustee Roberto provided an overview of the rationale for the proposed appointment of a representative of the Brock University Alumni Association to serve as a community Trustee as detailed in the Report.

On a motion by Trustee Roberto, seconded by Trustee Welch and carried, it was

RESOLVED that Allie Hughes, Past-President of the Brock University Alumni Association, be appointed as the Brock University Alumni Association representative and community member of the Board of Trustees effective **December 8, 2023 to coincide with the constituency's prescribed position term.**

9.7.2 Board Term Limits

[A Recommendation Item TOPIC: Board Member Term Limits dated December 7, 2023 had been posted with the meeting materials together with Appendix 1 - Board member term limit research.]

The Committee Chair noted that the Committee had reviewed the Report and approved that the proposed By-Law changes to Board member term limits be recommended to the Board. In keeping with Article 11.2 of the Board By-law, a Notice of Motion was provided to the Board that the following motion will be presented for consideration at the next Board meeting on March 14, 2024:

NOTICE OF MOTION:

That the Governance/Nominating Committee recommend to the Board of Trustees that Articles 3.4.1 and 3.4.2 of the Board By-law #1 be amended as follows (strike-out indicates deletion, highlight indicates insertion):

3.4.1 Eligibility for renewal terms

Trustees shall be eligible for re-election for ~~a second~~ **up to two** consecutive terms.

3.4.2 Exceptions to renewal terms limit

No Trustee may be elected for more than ~~two~~ **three** consecutive terms with the exception of:

- (a) The Immediate Past Chair, Chair, Chair-Elect, or the Vice-Chair of the Board who may be elected for an additional portion of a term or terms

as necessary to enable such Trustee to fulfil his or her responsibilities as determined by resolution of the Board.

- (b) A Trustee who has been elected to the Board to fill a vacancy created by the retirement, death or expulsion of a Trustee for the balance of that **Trustee's term, who may be elected for a third term.**

9.7.3 Reports Reviewed by the Governance/Nominating Committee

Trustee Roberto highlighted several Reports that had been reviewed by the Governance/Nominating Committee and are available to all Trustees in **the Committee's** SharePoint folder and/or were posted in the consent portion of the Board agenda.

9.8 Direct Reports to the Board

9.8.1 Enrolment Update

[An Information Item *TOPIC: Enrolment Update* dated December 7, 2023 had been posted with the meeting materials together with a PowerPoint presentation.]

The Provost and Vice-President, Academic referred members to the Report. By way of a presentation, the Vice-Provost and Dean, Faculty of Graduate Studies & Postdoctoral Affairs and the University Registrar and Associate Vice-President, Enrolment Management provided **an update on Brock University's enrolment status as of November 2023 based on data from** the November 1 Ministry count date.

9.8.2 The Anti-Racism Task Force Initiative

[A Presentation on The Anti-Racism Task Force Initiative dated December 7, 2023 had been posted with the meeting materials.]

By way of a presentation, Dr. Kristy Spence, Chair of the Anti-Racism Taskforce and Associate Dean, Undergraduate Teaching and Learning, Faculty of Applied Health Sciences, provided information on the initiatives undertaken by the Anti-Racism Taskforce to foster inclusivity and belonging in the Faculty of Applied Health Sciences. Members engaged in a discussion with Dr. Spence during which further information was shared regarding the integration of the initiatives under way across faculties.

10. *IN CAMERA* SESSION TO CONSIDER CONFIDENTIAL REPORTS

The Chair noted that a motion was required to move *in camera* to consider the following confidential agenda items:

10.1 Clean Agriculture for Sustainable Production (CASP) Field Infrastructure Project - *In camera*

10.2 Brock Use Land Planning - *In camera*

10.3 Blue Ribbon Panel Update - *In camera*

On a motion by Trustee Welch, seconded by Trustee Knibutat and carried, the Board moved *in camera* at 4:28 p.m. Only Trustees and invited staff remained for the closed session.

[During the *in camera* session, the Board reviewed confidential Reports and approved confidential motions.]

The Board resumed open session at 5:28 p.m.

11. OTHER BUSINESS - None

12. ADJOURNMENT

The Board Chair shared best wishes for the holiday season, and the meeting adjourned at 5:29 p.m.

CONSENT ITEMS

13. APPROVAL OF THE MINUTES OF PREVIOUS MEETING AND CONFIDENTIAL RECORD OF IN CAMERA SESSIONS

13.1 Minutes of Previous Meeting

[The Minutes of the previous meeting had been posted with the meeting materials]

The Minutes of the meeting held on September 28, 2023 were approved by the Board of Trustees by consent.

13.2 Confidential Record of Proceedings of the *In camera* Session of the Previous Meeting

[The confidential Record of Proceedings of the *In camera* session of the previous meeting had been posted with the meeting materials.]

The confidential Record of Proceedings of the *In camera* session of the meeting held on September 28, 2023 was approved by the Board of Trustees by consent.

14. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[The Report of the Actions of the University Senate from the 713th meeting held on October 4, 2023 and the 714th meeting held on November 15, 2023 had been posted with the meeting materials.]

The Reports were received by consent.

15. REPORTS OF STANDING COMMITTEES

15.1 *Audit Committee*

15.1.1 Minutes of Previous Meeting

[The Minutes of the previous meeting of the Audit Committee held on September 27, 2023 had been posted with the meeting materials for information.]

15.2 *Capital Infrastructure Committee*

15.2.1 2024-25 Capital and Related Project Plan

[A Decision Item *TOPIC: 2024-25 Capital and Related Projects Plan* dated December 6, 2023 had been posted with the meeting materials.]

15.2.2 Minutes of Previous Meeting

[The Minutes of the previous meeting of the Capital Infrastructure Committee held on September 27, 2023 had been posted with the meeting materials for information.]

15.3 Financial Planning and Investment Committee

15.3.1 2024-25 Endowment Spending Rate

[A Decision Item *TOPIC: 2024-25 Endowment Spending Rate* dated December 6, 2023 had been posted with the meeting materials for information.]

15.3.2 Minutes of Previous Meeting

[The Minutes of the previous meeting of the Financial Planning and Investment Committee held on September 27, 2023 had been posted with the meeting materials for information.]

15.4 Human Resources Committee

15.4.1 People and Culture Equity, Diversity, and Inclusion Plan Update

[An Information Item *TOPIC: People and Culture Equity, Diversity, and Inclusion Plan Update* dated December 7, 2023 had been posted with the meeting materials for information.]

15.4.2 Minutes of Previous Meeting

[The Minutes of the previous meeting of the Human Resources Committee held on September 28, 2023 had been posted with the meeting materials for information.]

15.5 University and Community Experience Committee

15.5.1 Minutes of Previous Meeting

[The Minutes of the previous meeting of the University and Community Experience Committee held on September 27, 2023 had been posted with the meeting materials for information.]

15.6 Governance/Nominating Committee

15.6.1 Pension Committee Membership

[A Recommendation Item *TOPIC: Pension Committee Membership* dated December 7, 2023 had been posted with the meeting materials.]

By way of approval of the consent Agenda, the Board of Trustees had approved the following motion:

THAT the appointment of the following members to the Pension Committee be approved:

1. James Whitehead, nominated by CUPE 1295 to the Pension Committee for a four-year term effective December 7, 2023 (replacing Tara Barrett)
2. Nicholas de Luca, nominated by the Administrative/Professional and Exempt (A/P&E) group to the Pension Committee for a four-year term effective December 7, 2023 (replacing Zhanyldyk Dustanova)
3. Kimberley Gunning, nominated by the A/P&E group as an alternate Pension Committee member in the event the A/P&E representative will be absent and unable to perform their committee duties for a prolonged period
4. Glenn Tattersall, nominated by BUFA as an alternate Pension Committee member in the event a BUFA Pension Committee member will be absent and unable to perform their committee duties for a prolonged period

15.6.2 Policy Approvals Update

[An Information Item *TOPIC: Policy Approvals Update* dated December 7, 2023 had been posted with the meeting materials for information.]

15.6.5 Minutes of Previous Meetings

[The Minutes of the previous meetings of the Governance/Nominating Committee held on September 28, 2023 and October 31, 2023 had been posted with the meeting materials for information.]



Senate

REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

The [715th meeting of Senate](#) was held on December 13, 2023. The [Faculty Handbook](#) has been updated to reflect any approved policy changes. During the meeting, Senate undertook the following actions:

- received a Report from the Graduate Studies Committee, and
 - approved the proposed revisions to the Graduate Calendar Academic Regulations and University Policies Section as outlined in the table within the Report and Appendix 1
- received a Report from the Governance Committee, and
 - approved that the Governance **Committee's** Terms of Reference (Faculty Handbook 2:9.5.1 k) be amended as follows to clarify the process for approval of academic unit name changes [highlight indicates insertion]:
 - k) recommends regarding proposals for a change in the name of academic units, such proposals to include, at a minimum:
 - The rationale for the change in name;
 - Evidence of support from the academic unit;
 - Evidence of support of the Dean of the relevant Faculty;
 - Evidence of consultation with other affected academic and non-academic units, including the Registrar's Office and Facilities Management; and
 - Sector comparators.
 - approved that Faculty Handbook 2:9.1 (Committees) be amended as follows to clarify **Senate's committee service requirement** [highlight indicates insertion]:
 - 9.1 General
 - Each elected member of Senate shall normally serve on at least one Senate committee. Meetings of committees shall normally be scheduled so as not to conflict with members' regular class commitments.
- received the Report of the Senate Chair
- received the Report of the President and Vice-Chancellor
- received the Report of the Provost and Vice-President, Academic
- received the Report of the Vice-President, Research

SENATE ACTIONS TAKEN VIA CONSENT AGENDA:

- approved the Minutes of the 714th meeting of Senate held on November 15, 2023
- received the Report of the Actions of the Board of Trustees
- received a Report from the Academic Review Committee, and
 - approved the Final Assessment report for the cyclical review of the undergraduate B.Ed. Aboriginal Adult Education program
 - approved the Request for Major Modification to create two specializations (a) Infection Prevention & Control and b) Health Information Management within the Master of Public Health program
 - approved the Request for Major Modification to change the program name from Oenology and Viticulture to Applied Grape and Wine Science

- received a Report from the Undergraduate Program Committee, and
 - approved the changes to the Undergraduate Calendar as outlined in the Report
- received Reports for information from the Planning, Priorities and Budget Advisory Committee, the Information Technology & Infrastructure Committee, the Teaching & Learning Policy Committee, the Undergraduate Student Affairs Committee, and the Research & Scholarship Policy Committee

THIS REPORT CONSTITUTES A SUMMARY OF ACTIONS TAKEN DURING THE OPEN SESSION OF THE MEETING. ADDITIONAL INFORMATION REGARDING SENATE AND SENATE COMMITTEES IS AVAILABLE AT <https://brocku.ca/university-secretariat/senate/meetings/>.

Margaret A. Thompson, Associate Secretary to the University

December 14, 2023



Senate

REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

The [716th meeting of Senate](#) was held on January 17, 2024. The [Faculty Handbook](#) has been updated to reflect any approved policy changes. During the meeting, Senate undertook the following actions:

- welcomed **Brock's recently appointed** University Secretary and Associate Vice-President, Yvonne Roussel and recently appointed Interim Provost and Vice-President, Academic, Tim Kenyon, and Acting Vice-President, Research, Michelle McGinn
- received a communication addressed to the Senate Chair and Senate Secretary related to recent changes made to graduate student funding and engaged in discussion regarding the concerns raised in the communication which are being further examined by the Governance Committee, the Graduate Studies Committee, and the Planning, Priorities and Budget Advisory Committee
- received a Report from the Information Technology and Infrastructure Committee and following discussion:
 - endorsed the acquisition of an online Student Course Experience Survey system based on the report presented to the Information Technology and Infrastructure Committee on December 14, 2023
 - endorsed the acquisition of phrase matching software that addresses the needs outlined in the December 14, 2023 report presented to the Information Technology and Infrastructure Committee
- considered an item lifted from the consent agenda with respect to the Report from the Undergraduate Program Committee, and
 - approved the Faculty of Mathematics and Sciences 2024-2025 undergraduate calendar submission with an amendment that the proposed program changes to Computer Science be referred back to the Committee for further consideration in keeping with a request from the Chair of the Department of Computer Science that additional corrections are required
- considered an item lifted from the consent portion of the agenda with respect to the Report from the Academic Review Committee and following discussion
 - approved the Request for Major Modification to create a Graduate Diploma (Type 1) in Critical Sociology be approved
- received the Report of the Senate Chair
- received the Report of the President and Vice-Chancellor
- received the Report of the Provost and Vice-President, Academic
- received the Report of the Vice-President, Research
- received an oral update from the Two Row Council
- due to time constraints, deferred the generative discussion with MacPhie Consulting regarding **Brock's next Strategic Plan** and agreed that a special meeting of Senate be convened for the discussion and that the meeting format follow regular meetings of Senate (in person with provision of on-line accommodations for those unavailable to attend in person)

(continued on next page)

SENATE ACTIONS TAKEN VIA CONSENT AGENDA:

- approved the Minutes of the 715th meeting of Senate held on December 13, 2023
- received a Report from the Undergraduate Program Committee and approved the following motions by consent:
 - that Senate approve the Goodman School of Business 2024-2025 undergraduate calendar submissions as outlined in Appendix 2 of the Report
 - that Senate approve the revisions to the 2023-2024 Film Studies Undergraduate calendar to reflect changes to the Articulation Agreement in BA with Major Film Studies - Journalism - Television and Digital News Fanshawe College Graduate Certificate as outlined in Appendix 3 of the Report
- received a Report from the Academic Review Committee, and approved the following motion by consent:
 - that the Request for Major Modification to update program notes/renew the BScN program be approved
- received a Report from the Teaching and Learning Policy Committee
- received a Report from the Governance Committee

THIS REPORT CONSTITUTES A SUMMARY OF ACTIONS TAKEN DURING THE OPEN SESSION OF THE MEETING. ADDITIONAL INFORMATION REGARDING SENATE AND SENATE COMMITTEES IS AVAILABLE AT <https://brocku.ca/university-secretariat/senate/meetings/>.

Margaret A. Thompson, Associate Secretary to the University

January 19, 2024

REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

The [717th meeting of Senate](#) was held on February 14, 2024. The [Faculty Handbook](#) has been updated to reflect any approved policy changes. During the meeting, Senate undertook the following actions:

- received a Memo from the University Secretary and Associate Vice-President, Governance and Policy, and
 - approved that the election of Full-Time Teaching Staff and Professional Librarians to fill Senate vacancies occurring at the end of Spring Convocation close on March 25, 2024
- received the Report of the Senate Chair
- received the Report of the President and Vice-Chancellor
- received the Report of the Interim Provost and Vice-President, Academic
- received the Report of the Acting Vice-President, Research
- was consulted by the executive search firm KBRS regarding the search for **Brock's next Provost and Vice-President, Academic**
- received correspondence and presentations from members of the Brock University community regarding recent changes made to graduate student funding and associated implications
- received the Report of the Graduate Studies Committee and
 - approved, by consent, the changes to the Graduate Calendar

SENATE ACTIONS TAKEN VIA CONSENT AGENDA:

- approved the Minutes of the 716th meeting of Senate held on January 17, 2024
- received a Report from the Undergraduate Program Committee and approved the following motions by consent:
 - That Senate approve the BECE calendar revision 2024-2025 undergraduate calendar as outlined in Appendix 1 of the Report.
 - That Senate approve the Engineering 2024-2025 undergraduate calendar submissions as outlined in Appendix 2 of the Report.
 - That Senate approve the VISA calendar revision to the 2024-2025 undergraduate calendar as outlined in Appendix 3 of the Report.
 - That Senate approve the Psychology calendar revision to the 2024-2025 undergraduate calendar as outlined in Appendix 4 of the Report.
 - That Senate approve the Sports Management calendar revision to the 2024-2025 undergraduate calendar as outlined in Appendix 5 of the Report.
 - That Senate approve the articulation agreement for Pathway for Students from Business Administration - Accounting (Advanced Diploma) to Brock University, Bachelor of Accounting Degree as outlined in Appendix 6 of the Report.
- received a Report from the Undergraduate Student Affairs Committee
- received a Report from the Planning, Priorities and Budget Advisory Committee
- received a Report from the Information Technology and Infrastructure Committee
- received a Report from the Governance Committee

THIS REPORT CONSTITUTES A SUMMARY OF ACTIONS TAKEN DURING THE OPEN SESSION OF THE MEETING. ADDITIONAL INFORMATION REGARDING SENATE AND SENATE COMMITTEES IS AVAILABLE AT <https://brocku.ca/university-secretariat/senate/meetings/>.



Board of Trustees

(Circulated Prior to Approval)

Brock University
Niagara Region
1812 Sir Isaac Brock Way
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MINUTES OF MEETING #2 (2023-24) - CYCLE 2

AUDIT COMMITTEE

WEDNESDAY, DECEMBER 6, 2023, 1:00 PM

REMOTE PARTICIPATION VIA MICROSOFT TEAMS

MEMBERS

PRESENT: Kristian Knibutat (Chair), Christine Sawchuk (Vice-Chair), Kevin Magee, Anne McCourt, Marleen McMaster

BY

INVITATION: Mark Arthur, Lesley Rigg

KEY RESOURCE: Rob Cargnelli, Chabriel Colebatch, Jennifer Guarasci, Tim Kenyon, Lizette Norio, Meaghan Rusnell, Margaret Thompson, Bobbi-Jean White (KPMG), Lynn Wells

ALSO: Invited staff members

1. Call to Order and Land Acknowledgement

The Committee Chair welcomed members, called the meeting to order, and provided a land acknowledgement.

2. Declaration of Conflict of Interest

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

3. Approval of Agenda

The Chair confirmed with members that there were no items to be lifted from the consent portion of the meeting Agenda.

On a motion by Trustee Sawchuk, seconded by Trustee Magee and carried, it was

RESOLVED that the Agenda, including consent items, be approved.

4. Business Arising from the Minutes - None

5. Enterprise Risk Management Update

[An Information Item *TOPIC: Enterprise Risk Management Update* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - ERM Status Update.]

The Committee reviewed the Report that informed of significant departmental **activities and progress made in the continued development of Brock's ERM framework in support of the Committee's ongoing oversight of Brock's ERM program.** Central to this Cycle's Report is the review and consideration of proposed risk reporting and, specifically, the development of measures for each principal risk.

During discussion, members provided feedback to the AVP Risk Management and Internal Auditor with respect to the inclusion of additional leading indicators and dashboard indicators in the next iteration of the report, and the future reporting of potential risk measures related to the political environment and on campus safety.

By general consensus, the Audit Committee confirmed that forthcoming ERM Update Reports will be provided to the Committee during the open session of each meeting.

The Committee Chair noted that a motion was required to move *in camera* to consider the following items:

6. Impacts of Artificial Intelligence (AI) Emerging Risk Report - *In camera*
7. Information Security Update - *In camera*

On a motion by Trustee Magee, seconded by Trustee McCourt and carried, the Committee moved *in camera* at 1:18 p.m. Only members of the Committee and those invited remained for the closed session.

The Committee concluded its review of the confidential reports at 2:08 p.m.

8. *In Camera* Record of Proceedings from the Previous Meeting
[The confidential Record of Proceedings from the previous meeting had been posted with the meeting materials.]

The confidential Record of Proceedings from the meeting held on September 27, 2023 had been approved by consent.

9. Internal Audit Status Update - *In camera*
[The confidential Information Item *TOPIC: Internal Audit Status Update* dated December 6, 2023 had been posted with the meeting materials.]

The confidential Report had been received by consent.

10. Minutes of Previous Meeting
[The Minutes of the previous meeting had been posted with the meeting materials.]

The Minutes of the previous meeting held on September 27, 2023 had been approved

by consent.

11. Other Business - None

12. *In camera* Consultations

Separate *in camera* consultations were held with the External Auditor, the Internal Auditor, with Management, and with Committee Members only and including the Board Chair.

13. Adjournment

The meeting adjourned following the *in camera* consultations.



MINUTES OF MEETING #2 - CYCLE 2 (2023-2024)

CAPITAL INFRASTRUCTURE COMMITTEE

WEDNESDAY, DECEMBER 6, 2023, 10:30 AM

REMOTE PARTICIPATION VIA MICROSOFT TEAMS

MEMBERS

PRESENT: Rob Welch (Committee Chair), Kevin Magee (Vice-Chair), Mark Arthur, Anteneh Ayanso, Kristian Knibutat, Brian Lang, James Maxwell-Barillas, Anne McCourt, Matthew Melnyk, Lesley Rigg, Debbie Zimmerman

REGRETS: Nyarayi Kapisavanhu, Stephanie Thompson

KEY

RESOURCE: Chabriel Colebatch, Stacey Duncan, Jennifer Guarasci, Scott Johnstone, Tim Kenyon, Meaghan Rusnell, Margaret Thompson, Lynn Wells

ALSO

PRESENT: Invited staff members during specific agenda items and other members of the Brock community

1. Call to Order

The Committee Chair welcomed members and staff, called the meeting to order, and provided a land acknowledgement. The Chair further recognized that today is the National Day of Remembrance and Action on Violence Against Women created in response to the murder of 14 women at the Montreal engineering school École Polytechnique in 1989.

2. Declaration of Conflict of Interest

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

3. Approval of the Agenda

The Committee Chair referred members to the Agenda and confirmed that there were no items to be lifted from the consent portion.

On a motion by Trustee Magee, seconded by Trustee Lang and carried, it was

RESOLVED that the Agenda, including consent items, be approved.

4. Business Arising from the Minutes - None

5. 2024-25 Capital and Related Projects Plan
[A Decision Item *TOPIC: 2024-25 Capital and Related Projects Plan* dated December 6, 2023 had been posted with meeting materials together with Appendix 1 - 2024-2025 Capital and Related Projects Plan.]

The Chair referred members to the Report regarding a request for approval of the proposed Fiscal Year 2024-2025 Capital and Related Project Plan. He noted that following the posting of the Report, there were further discussions held with members of the University leadership, the Board Chair, and Chairs of the Financial Planning and Investment Committee and the Capital Infrastructure Committee. As a result, the motion in the Report will not be **presented for consideration at today's meeting**. The Board Chair expanded on the matter noting that further review is required within the context of the total budget. Further discussion ensued during which members of the University leadership responded to questions raised regarding timing and implementation of the projects.

On a motion by Trustee Arthur, seconded by Trustee McCourt and carried, it was

RESOLVED that the 2024-25 Capital Plan be referred back to University leadership for adjustments and that it be resubmitted to the Capital Infrastructure Committee for reconsideration prior to Cycle 3.

6. Major Capital Projects Update - Facilities Management
[An Information Item *TOPIC: Major Capital Projects Update - Facilities Management* dated December 6, 2023 had been posted with the meeting materials together with the following appendices: 1 - Goodman School of Business, MCA Renovation; 2 - Village Residence Interior and Exterior Renewal; 3 - Village Residence Renewal Court 7 and 8; and 4 - District Energy System Electrification.]

The Associate Vice-President, Infrastructure and Operations provided highlights of the Report that contained an overview of key Facilities Management and Ancillary Services **projects aligned with the University's strategic priority of offering a transformational** and accessible academic and university experience. During discussion, the AVP, Infrastructure and Operations provided clarification on matters raised regarding contingencies and inflation factors.

The Committee Chair noted that a motion was required to move *in camera* to consider the following confidential items:

9. Clean Agriculture for Sustainable Production (CASP) Field Infrastructure Project - *In camera*
8. ITS Major Projects Update - *In camera*
9. Brock Land Use Planning - *In camera*

On a motion by Trustee Knibutat, seconded by Trustee McCourt and carried, the Committee moved *in camera* at 10:52 a.m. Only members of the Committee and those invited staff remained for the closed session.

[During closed session, the Committee reviewed the confidential Reports and approved a confidential motion for the consideration of the Board.]

The Committee resumed open session at 11:51 a.m.

10. In Camera Record of Proceedings of the Previous Meeting - *In camera*
[The *in camera* Record of Proceedings of the previous meeting had been posted with the meeting materials.]

The confidential Record of Proceedings from the previous meeting held on September 27, 2023 had been approved by consent.

11. Minutes of Previous Meeting
[The minutes of the previous meeting had been posted with the meeting materials.]

The Minutes of the previous meeting held on September 27, 2023 were approved by consent.

12. Metrics
[An Information Item *TOPIC: Metrics - Facilities Management* dated December 6, 2023 had been posted with the meeting materials.]

The Metrics were received by consent.

13. Other Business - None

14. Adjournment

The meeting adjourned at 11:52 a.m.



Board of Trustees

(Circulated prior to approval)

Brock University
Niagara Region
1812 Sir Isaac Brock Way
St. Catharines, ON
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MINUTES OF MEETING #2 - CYCLE 2 (2023-2024)

FINANCIAL PLANNING AND INVESTMENT COMMITTEE

WEDNESDAY, DECEMBER 6, 2023, 8:30 AM

REMOTE PARTICIPATION VIA MICROSOFT TEAMS

MEMBERS

PRESENT: Brian Lang (Committee Chair), Réjeanne Aimey, Mark Arthur, Greg Berti, Don Cyr, Anne McCourt, Lesley Rigg

REGRETS: Jonathan Davey

KEY RESOURCE

PERSONNEL: Chabriol Colebatch, Stacey Duncan, Jennifer Guarasci, Tim Kenyon, Meaghan Rusnell, Margaret Thompson, Lynn Wells

ALSO

PRESENT: Cynthia Dawson, Sarah Hicks, Lisa Price and other invited staff members during specific agenda items

1. Call to Order

The Committee Chair welcomed members and staff, called the meeting to order, and provide a land acknowledgement.

2. Declaration of Conflict of Interest

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

3. Approval of the Agenda

The Committee Chair referred members to the Agenda and confirmed that there were no items to be lifted from the consent portion.

On a motion by Trustee Arthur, seconded by Trustee Cyr and carried, it was

RESOLVED that the Agenda, including consent items, be approved.

4. Business Arising from the Minutes - None

5. 2024-25 Endowment Spending Rate Decision

[A Decision Item *TOPIC: 2024-25 Endowment Spending Rate Decision* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - Additional Analysis.]

The Committee reviewed the Report that provided detailed information on the rationale for the proposed 2024-25 endowment spending rate.

On a motion by Trustee Arthur, seconded by Trustee Cyr and carried, it was

RESOLVED that the Financial Planning and Investment Committee approve an endowment spending rate of 4.0% for fiscal year 2024/25.

RESOLVED that the Financial Planning and Investment Committee approve the use of the Endowment Reserve to top up accounts established before May 1, 2022 as outlined in Appendix 1 of the Report.

6. 2024-25 Capital and Related Projects

[A Recommendation Item to the Financial Planning and Investment Committee *TOPIC: 2024-25 Capital and Related Projects* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - Report to the Capital Infrastructure Committee *TOPIC: 2024-2025 Capital and Related Projects Plan* dated December 6, 2023.]

The Chair referred members to the Report regarding a request for approval of the proposed funding for the Fiscal Year 2024-2025 Capital and Related Project Plan. It was noted that following the posting of the Report, there were further discussions held with members of the University leadership, the Board Chair, and Chairs of the Financial Planning and Investment Committee and the Capital Infrastructure Committee. As a result, the motion in the Report is not being presented for **consideration at today's meeting**.

The Board Chair expanded on the matter noting that further review is required within the context of the total budget.

On a motion by Trustee Arthur, seconded by Trustee Berti and carried, it was

RESOLVED that the funding for the 2024-25 Capital and Related Projects Plan be referred back to University leadership for adjustments and that it be resubmitted to the Financial Planning and Investment Committee for reconsideration prior to Cycle 3.

7. 2024-25 Scholarships, Fellowships, Bursaries and Awards Budget

[A Recommendation Item *TOPIC: 2024-25 Scholarships, Fellowships, Bursaries and Awards Budget* dated December 6, 2023 had been posted with the meeting materials.]

Prior to the consideration of the Report, Provost and Vice-President, Academic provided context regarding the current budget challenges facing Brock and the provincial university sector due to government policy.

The Committee reviewed the Report that provided detailed information regarding the request for the preliminary approval of the 2024-25 Scholarships, Fellowships, Bursaries and Awards Budget ahead of the full operating budget to support the development of communications and recruitment material for the upcoming academic year. During review, the Provost and Vice-President, Academic and the Vice-Provost, Graduate Studies and Dean, Faculty of Graduate Studies provided highlights.

On a motion by Trustee Berti, seconded by Trustee Arthur and carried, it was

RESOLVED that the Financial Planning and Investment Committee recommend to the Board of Trustees that the preliminary 2024-25 Scholarships, Fellowships, Bursaries and Awards budget as outlined in the Report be approved.

8. 2024-25 Tuition Rates

[A Recommendation Item *TOPIC: 2024-25 Tuition Rates* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - International Tuition Rates 2024-25 and Appendix 2 - Benchmarking Tuition Fees.]

The Committee reviewed the proposed unregulated tuition rates for 2024-25 during which the Provost and Vice-President, Academic provided highlights. A brief **discussion ensued regarding the potential outcome of the Government of Ontario's** 2024-25 tuition framework for domestic students anticipated to be released late January 2024.

On a motion by Trustee Berti, seconded by Trustee Arthur and carried, it was

RESOLVED that the Financial Planning and Investment Committee recommend to the Board of Trustees that the unregulated tuition fees for 2024-25 as set out in the Report be approved.

The Committee Chair noted that a motion was required to move *in camera* for consideration of the following confidential item:

9. Clean Agriculture for Sustainable Production (CASP) Field Infrastructure Project - *In camera*

By general consent, the Committee moved *in camera* at 9:03 a.m. Only members of the Committee and those invited staff remained for the closed session.

[During closed session, the Committee reviewed a confidential Report and passed a confidential motion for the consideration of the Board of Trustees.]

The Committee resumed open session at 9:23 a.m.

10. *In Camera* Record of Proceedings - *In camera*

[The confidential Record of the *In camera* Session of the previous meeting had been posted with the meeting materials.]

The confidential Record of the *In camera* Session of the previous meeting held on September 27, 2023 had been approved by consent.

11. Pension Committee Update - *In camera*

[A confidential Information Item *TOPIC: Pension Committee Update* dated December 6, 2023 had been posted with the meeting materials.]

The confidential Report had been received by consent for information.

12. Telus Health Third Quarter 2023 Investment Performance Report
[An Information Item *TOPIC: Telus Health Third Quarter 2023 Investment Performance Report* dated December 6, 2023 had been posted with the meeting materials.]

The Committee received the Report for information by consent.

13. Minutes of the Previous Meeting
[The Minutes of the previous meeting of the Financial Planning and Investment Committee were posted with the meeting materials.]

The Minutes of Meeting #1 of the Financial Planning and Investment Committee held on September 27, 2023 had been approved by consent.

14. Pension Committee Membership
[An Information Item *TOPIC: Pension Committee Membership* dated December 6, 2023 had been posted with the meeting materials.]

The Committee received the Report for information by consent.

15. Metrics
[An Information Item *Financial Services Scorecard - Key performance indicators* had been posted with the meeting materials.]

The metrics had been received by consent.

16. Other Business - None

17. Adjournment

The meeting adjourned at 9:23 a.m.



(Circulated Prior to Approval)

Board of Trustees

Brock University
Niagara Region
1812 Sir Isaac Brock Way
St. Catharines, ON
L2S 3A1 Canada

MINUTES OF MEETING #2 (2023-24) - CYCLE 2

HUMAN RESOURCES COMMITTEE

THURSDAY, DECEMBER 7, 2023, 11:00 AM

IN-PERSON (SANKEY CHAMBER) & REMOTE PARTICIPATION (MICROSOFT TEAMS)

MEMBERS

PRESENT: Anne McCourt (Committee Chair), Debbie Zimmerman (Vice-Chair),
Mark Arthur, Lesley Rigg, JoAnna Roberto

REGRETS: Nyarayi Kapisavanhu

KEY

RESOURCE: Chabriol Colebatch, Jennifer Guarasci, Tim Kenyon, Margaret Thompson,
Amanda Villella, Lynn Wells

ALSO: Invited staff members during specific agenda items

1. Call to Order

The Committee Chair welcomed members and staff, called the meeting to order, and provided a land acknowledgement.

2. Declaration of Conflict of Interest

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

3. Approval of the Agenda

The Committee Chair referred members to the Agenda and confirmed that there were no items to be lifted from the consent portion of the Agenda.

On a motion by Trustee Arthur, seconded by Trustee Rigg and carried, it was

RESOLVED that the Agenda, including consent items, be approved.

4. Business Arising from the Minutes - None

5. Updated Sexual Assault and Harassment Policy (SAHP)

[A Recommendation Item *TOPIC: Updated Sexual Assault and Harassment Policy* dated December 7, 2023 had been posted with the meeting materials together with Appendix 1 - SAHP summary of changes and Appendix 2 -Sexual Assault and Harassment Policy.]

The Committee reviewed the proposed changes to the Sexual Assault and Harassment Policy that clarify processes and provide for additional rights and protections for those who engage with the Policy.

On a motion by Trustee McCourt, seconded by Trustee Arthur and carried, it was

RESOLVED that the Human Resources Committee recommend to the Board of Trustees that the amendments to the Sexual Assault and Harassment Policy, renamed the Sexual Violence Policy, be approved as outlined in Appendix 1 of the Report.

6. People and Culture Equity, Diversity, and Inclusion Plan Update
[An Information Item *TOPIC: People and Culture Equity, Diversity, and Inclusion Plan Update* dated December 7, 2023 had been posted with the meeting materials.]

The Committee reviewed the Report that provided an update on the progress made in **Equity, Diversity & Inclusion (EDI) in alignment with Brock's strategic goals**, particularly in fostering a culture of inclusivity, accessibility, decolonization, and reconciliation, with a focus on faculty and staff since the last report to the Committee in September 2023.

The Committee Chair noted a motion was required to move *in camera* to consider the following confidential Agenda items:

- 7. Collective Bargaining Mandate (OSSTF) - *In camera*
- 8. Collective Bargaining Updates - *In camera*
- 9. People Strategy Update - *In camera*
- 10. Policy on the Appointment and Reappointment of the President and Vice-Presidents - *In camera*
- 11. Personnel Matter - Employment Agreement - *In camera*
- 12. Executive Compensation - *In camera*

On a motion by Trustee Arthur, seconded by Trustee Rigg and carried, the Committee moved *in camera* at 11:10 a.m.

[During closed session, the Committee reviewed confidential Reports and approved a confidential motion.]

The Committee resumed open session at 11:51 a.m.

13. *In camera* Record of Proceedings of Previous Meeting

The confidential Record of the *in camera* proceedings of the previous meeting held on September 28, 2023 had been approved by consent.

14. Minutes of Previous Meeting
[The Minutes of the previous meeting had been posted with the meeting materials.]

The Minutes of the previous meeting held on September 28, 2023 had been approved by consent.

15. Senior Administration Recruitment Update
[An Information Item *TOPIC: Senior Administration Recruitment Update* dated December 7, 2023 had been posted with the meeting materials.]

The Committee received the Report for information by consent.

16. Health, Safety & Wellness Report
[An Information Item *TOPIC: Health, Safety and Wellness Report* dated December 7, 2023 had been posted with the meeting materials together with Appendix 1 - Health, Safety & Wellness Summary Report August - October 2023.]

The Committee received the Report for information by consent.

17. Metrics
[The Office of People and Culture Metrics had been posted with the meeting materials.]

The Metrics had been received by consent for information.

18. Other Business - None

19. Adjournment

The meeting adjourned at 11:51 a.m.



Board of Trustees

(Circulated prior to approval)

Brock University
Niagara Region
1812 Sir Isaac Brock Way
St. Catharines, ON
L2S 3A1 Canada

MINUTES OF MEETING #2 - CYCLE 2 (2023-2024)

UNIVERSITY AND COMMUNITY EXPERIENCE COMMITTEE

WEDNESDAY, DECEMBER 6, 2023, 3:00 PM

REMOTE PARTICIPATION VIA MICROSOFT TEAMS

MEMBERS

PRESENT: Arti Freeman (Committee Chair), Rejeanne Aimey (Committee Vice-Chair), Mark Arthur, Laura Lane, Anne McCourt, Marleen McMaster, Dan Malleck, Lesley Rigg, Rakha Zabin

INVITED

TRUSTEE: Hilary Pearson

RESOURCE

PERSONNEL: Chabriol Colebatch, Stacey Duncan, Jennifer Guarasci, Tim Kenyon, Meaghan Rusnell, Margaret Thompson, Lynn Wells

REGRETS: Jonathan Davey, Stephanie Thompson

ALSO

PRESENT: Invited staff members during specific agenda items and other members of the Brock community

1. Call to Order

The Committee Chair welcomed members and staff, called the meeting to order, and provided a land acknowledgement.

2. Declaration of Conflict of Interest

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

3. Approval of the Agenda

The Committee Chair referred members to the Agenda and confirmed that there were no items to be lifted from the consent portion.

On a motion by Trustee Arthur, seconded by Trustee Malleck and carried, it was

RESOLVED that the Agenda, including consent items, be approved.

4. Business Arising from the Minutes - None

5. Government Relations Report

[An Information Item *TOPIC: Government Relations - Report* dated December 6, 2023 had been posted with the meeting materials together with the following appendices:

1 - List of Meetings Held in Ottawa, October 3-5, and 2 - Government Relations Board Report.]

By way of a presentation, the Interim Vice-President, External and the Director of Governance & Community relations reviewed the Report that provided an update on the government relations portfolio at Brock University. During discussion, members of the senior leadership team responded to a question raised regarding advocacy and collaboration among Ontario universities.

6. Development & Alumni Update

[An Information Item *TOPIC: Development and Alumni Update* dated December 6, 2023 had been posted with the meeting materials together with the following appendices: 1 - Performance History; 2 - Pipeline; and 3 - Update on Development and Alumni Relations.]

The Interim Vice-President, External introduced the Report which provided departmental updates on the Office of Development and the Office of Alumni Relations. During discussion, the Interim Vice-President, External addressed questions raised by members regarding potential upcoming campaign opportunities, strategies, and staffing.

7. Marketing & Communications Report

[An Information Item *TOPIC: Marketing and Communications Report* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - Advertising Creative Examples.]

The Executive Director, Marketing, Brand and Communications provided an overview of the Report that that included detailed information on the activities of University Marketing and Communications in support of brand-building, reputation enhancement, **student recruitment and Brock's strategic priorities**.

8. 60th Anniversary

[An Information Item *TOPIC: 60th Anniversary* dated December 6, 2023 had been posted with the meeting materials together with Appendix 1 - Draft Official Plan.]

The Associate Vice-President, Students presented the Report that provided an update on **the planning for Brock's 60th** anniversary celebration which is taking place from September 2024 to June 2025.

9. Update on the Institutional Strategic Plan

[An Information Item *TOPIC: Update on the Institutional Strategic Plan* dated December 6, 2023 had been posted with the meeting materials.]

The President and Vice-Chancellor provided an overview of the Report that contained an update on progress made **for the revitalization of Brock's institutional strategic plan**.

10. Minutes of Previous Meeting

[The Minutes of the previous meeting had been posted with the meeting materials.]

The Minutes of Meeting #1 (2023-24) of the University and Community Experience

Committee held on September 27, 2023 had been approved by consent.

11. Updated 2023-24 University Experience Committee Work Plan
[An Information Item *TOPIC: 2023-24 University and Community Experience Committee Work Plan* had been posted with the meeting materials.]

The Committee received the report by consent.

12. Metrics - Campus Security
[Metrics related to Campus Security Services had been posted with the meeting materials.]

The metrics had been received by consent.

13. Other Business - None

14. Adjournment

The meeting adjourned at 4:02 p.m.



Board of Trustees

Report to the Governance/Nominating Committee

DECISION ITEM

TOPIC: 2024 Annual Board Evaluation and Self-Assessment Survey

March 7, 2024

Yvonne Roussel, University Secretary and Associate Vice-President, Governance & Policy
Margaret Thompson, Associate University Secretary

MOTION

THAT the Governance/Nominating Committee approve the 2024 Annual Board Evaluation and Self-Assessment Survey as outlined in Appendix 1.

EXECUTIVE SUMMARY

1. Rationale

- In the Governance/Nominating Committee Charter, the **Committee's** responsibilities include providing oversight of processes for evaluating the effectiveness of the Board, its Committees and members and conducting an annual review and evaluation of Board members.
- No significant changes are being proposed to the survey itself, however, the Committee is invited to provide input and any changes requested by the Committee will be incorporated in the survey to be distributed on March 21, 2024 with a closing date of April 11, 2024.
- The Report of the 2023 Board of Trustees Governance Review has recommended the **following regarding "Evaluating the Board"**:
The Governance/Nominating Committee should re-assess the board evaluation processes or annual board survey. The Committee should also consider conducting short post-meeting surveys following board meetings to give feedback to the Board Chair and President to inform future meetings.

2. Key Background

- The Governance/Nominating Committee Workplan indicates that a review of the **Board's** evaluation survey tool will be undertaken at the March meeting.
- No substantive changes have been made over the past years to provide a means to accurately compare year-to-year results.
- While many favourable comments were received from trustees regarding the 2023 survey, some comments questioned the wording used and the time it takes to complete the survey.

- The Committee is invited to provide input on whether any changes are required to the 2024 survey.

3. Implications

- Approval of the survey tool at this cycle is necessary to provide sufficient time to conduct the survey and obtain and review the results prior to the annual Board meeting.
- If the survey tool is not approved at the March cycle of meetings, the process to conduct the Annual Board Evaluation and Self-Assessment Survey and review the results prior to the Annual Board meeting in June 2024 may be delayed.

4. Next Steps

- If approved by the Governance/Nominating Committee, the University Secretariat will launch the survey on March 21 for a three-week period. Results will be compiled and shared with the Chair of the Committee and the Chair of the Board in early May and will help to inform recruitment and nominating efforts. A full report will be provided to the Governance/Nominating Committee in June to identify any areas of concern and action items for the 2024-25 Governance/Nominating Committee.

5. Background Materials

- Appendix 1 - 2024 Annual Board Evaluation and Self-Assessment Survey (WORD VERSION ONLY, final version will be in Qualtrics) (7 pages)

2024 ANNUAL BOARD EVALUATION AND SELF-ASSESSMENT SURVEY

Thank you for taking the time to complete the 2024 Annual Board Evaluation and Self-Assessment Survey. The information you provide will be used to assess and enhance the effectiveness of the Board and its Committees.

The survey will take approximately 25 minutes and consists of 6 sections:

1. Board and Board Chair Evaluation
2. Committee and Committee Chair Evaluation
3. Individual Self-Evaluation
4. Peer Evaluation
5. Diversity & Inclusion
6. Individual Board Member Skills Matrix

Individual responses are confidential and will only be shared with the Chair of the Board, Chair of the Governance/Nominating Committee and the University Secretary and Associate Vice-President, Governance and Policy, the Associate Secretary to the University and limited staff from Institutional Planning, Analysis & Performance who will be acting as survey administrators (each of whom has signed a confidentiality agreement with respect to the survey responses). Anonymized and aggregate responses will be shared with the Governance/Nominating Committee and the full Board.

The survey will be open for three weeks from Thursday, March 21 until Thursday, April 11 at 4:30 p.m. If you have any questions regarding the survey, contact Margaret Thompson at mthompson@brocku.ca. Technical questions should be directed to Institutional Planning, Analysis & Performance at iap@brocku.ca.

Thank you,

Mark Arthur
Chair, Board of Trustees

SECTION 1: BOARD & BOARD CHAIR EVALUATION

Answer grid: Strongly agree/agree/neutral/disagree/strongly disagree/unsure. To help the Governance/Nominating Committee understand and address your feedback, whenever you respond disagree or unsure, you will be invited to provide a brief explanation.

A) BOARD EVALUATION

Composition of Skills

1. The Board maintains an appropriate mix of skills and experience.
2. The Board is comprised of individuals who understand the business of the University and the issues and challenges facing it.
3. The Board is comprised of individuals who understand their responsibilities as trustees.
4. The Board's composition is diverse and inclusive.

Practices related to Structure

5. The Board structure and practices promote efficiency.
6. The Board structure and practices promote strategic discussion.
7. The Board has an appropriate Committee structure in place.

Practices related to Meeting Agendas and Materials

8. The Board receives sufficient and timely information of an appropriate quality to enable the Board to engage in productive discussion and to facilitate decision-making.

Practices Related to how Meetings are conducted

9. Sufficient opportunity is provided at meetings to allow for thorough discussion on issues.
10. Board meetings are conducted in a climate of mutual respect.
11. The Board provides clear direction regarding the nature of and responsibility for follow up.

Practices Related to Online Meetings

12. Online Board and Committee meetings have been effective in conducting Board business.
13. Online meetings provide adequate opportunity and tools for discussion.
14. I am comfortable in using the Teams technology for online meetings.
15. I am comfortable with the current structure of holding meetings virtually on the Wednesday of each Board cycle and holding in person/hybrid meetings on the Thursday of each Board cycle.

Practices Related to Assessment

16. The Board's practices for assessing the Board are effective.
17. The Board's practices for assessing the Chair of the Board are effective.
18. The Board's practices for assessing the President are effective.

Board/Management Relationship

19. The Board provides the President and Vice-Chancellor with the support they require to manage the business.
20. There is effective and candid two-way communication between the Board and the President and Vice-Chancellor.
21. The Board's relationship with management is effective, positive and constructively challenging.
22. The Board respects the line between oversight and management.

Strategy and Performance

23. The University has an appropriate strategic planning process in place.
24. The Board provides appropriate oversight and guidance on the strategic issues facing the University.
25. The Board appropriately monitors the implementation and effectiveness of the strategic and operating plans.
26. The Board monitors the University's approved financial objectives appropriately.

President Goal Setting, Appraisal and Succession Planning

27. The Board effectively oversees the goal-setting and appraisal of the President and Vice-Chancellor.
28. The Board effectively oversees the senior management succession plan.

Financial Information and Controls

29. The Board has put in place appropriate processes to effectively oversee the University's financial reporting.
30. The Board has put in place appropriate processes to oversee the effectiveness of the University's internal controls.
31. The Board has put in place appropriate processes relating to its expectations of monitoring.

Optional Questions:

32. What are the strengths of the Board? (Optional)
33. What are the weaknesses of the Board? (Optional)
34. What issues should the Board be addressing in the coming year? (Optional)
35. What do you need to become a more effective Board member? (Optional)
36. How would you improve the current Board performance assessment process? (Optional)
37. What other comments would you like to make? (Optional)

B) BOARD CHAIR EVALUATION

1. The Board Chair demonstrates effective and ethical leadership in guiding the work of the Board of Trustees.
2. The Board Chair represents the Board to the community.
3. The Board Chair fosters a professional culture of the Board.
4. The Board Chair maintains a collegial and positive relationship with the President, members of senior administration and the Senate.
5. The Board Chair is effective in running meetings in a timely, professional and participatory manner.

SECTION 2: COMMITTEE & COMMITTEE CHAIR EVALUATION

A) COMMITTEE EVALUATION

Practices related to Mandate

1. The Committee's mandate is appropriately and clearly defined.
2. The Committee effectively pursues and fulfills its mandate.

Practices related to Meeting Agendas and Materials

3. The Committee meeting agenda and each meeting provides sufficient opportunities for the Committee to accomplish its mandate.
4. The Committee receives sufficient information of an appropriate quality to enable the Committee to engage in productive discussion and to facilitate decision-making.
5. The Committee provides clear direction regarding the nature of and responsibility for follow up.

Practices Related to how Meetings are Conducted

6. Sufficient opportunity is provided at meetings to allow for thorough discussion on issues.
7. The Committee meetings are conducted in a climate of mutual respect.

B) COMMITTEE CHAIR EVALUATION

1. The Committee Chair demonstrates effective and ethical leadership in guiding the work of the Committee.
2. The Committee Chair fosters participation of all Committee members in a respectful and civil manner.
3. The Committee Chair is effective in running meetings in a timely and professional manner.

SECTION 3: INDIVIDUAL SELF-ASSESSMENT

Please assess your engagement with the Board by considering the following:
(Check off categories: Excellent/Fully Satisfactory/Adequate/Could Improve/Cannot Assess)

YOUR KNOWLEDGE

1. Your understanding of the mission and vision of the University.
2. Your familiarity with the activities, strategic direction and important initiatives at the University.
3. Your understanding of the difference between the role of the Board and the administration in governance and management.
4. Your understanding of the difference between the role of the Board and the role of Senate.
5. Your understanding of the key challenges and opportunities facing the University.
6. Your understanding of the roles and responsibilities of the various Committees of the Board.

YOUR SKILLS

7. Your application of your skills and experiences to the issues/activities of the Board.
8. Your level of preparation for meetings.
9. Your ability to think strategically and offer alternate ideas.

YOUR ACTIONS

10. Your consistency in demonstrating integrity and high ethical standards.
11. Your openness in addressing conflict of interest considerations.
12. Your support and respect for Board decisions once made collectively.
13. Your respect for confidentiality where appropriate.

YOUR CONTRIBUTIONS

14. Your level of active participation.
15. Your demonstration of sound and balanced judgment.
16. Your comfort in expressing your views freely and asking questions.
17. Your contribution to Board and Committee performance.

ADDITIONAL COMMENTS

Please provide any additional comments or observations regarding your self-assessment.

Preference for Future Service – OPTIONAL

Please indicate your preference for future service:

Audit Committee
 Capital Infrastructure Committee
 Financial Planning and Investment Committee
 Governance/Nominating Committee
 University and Community Experience Committee
 Human Resources Committee
 Pension Sub-Committee
 Board Vice-Chair
 Board Chair-Elect
 Senate
 Committee Chair (please state Committee name)
 Committee Vice-Chair (please state Committee name)

SECTION 4: PEER EVALUATION (OPTIONAL)

As part of the Board's efforts to continually improve our governance processes, we ask trustees to evaluate the participation and contributions of their peers on the Board. Please focus on your peers' positive experiences and strengths. All comments submitted in this section will be held in confidence and will only be seen by a staff member of Institutional Analysis who shall consolidate and anonymize the feedback. Each trustee will only receive a summary of the comments submitted regarding their contributions. The consolidated feedback for each trustee will only be shared with the Chair of the Board, the Chair of the Governance/Nominating Committee and the President.

Please select the trustees for which you wish to provide feedback:

[select from list of trustees – for those selected, ask the following questions]

1. What are the greatest strengths and/or contributions made by this Trustee?
2. How could this Trustee use his/her strengths and/or contribution to enhance the effectiveness of the Board?

SECTION 5: DIVERSITY & INCLUSION (OPTIONAL)

The Board of Trustees is committed to respecting, fostering and supporting diversity and inclusion with the Brock Board of Trustees and the University more broadly. The information requested in this section is being collected in accordance with the Board's Diversity and Inclusion Policy and will be used to assess the diversity of the Board and the inclusivity of its practices and to further develop and enhance its diversity and inclusivity.

Your responses will be stored in a secure and confidential file in Institutional Analysis. The responses will be anonymized when they are analyzed and reported in aggregate form for board reporting purposes.

Completing this section is VOLUNTARY. Please select 'I choose not to self-identify' if you do not wish to answer.

VOLUNTARY SELF-IDENTIFICATION

Please indicate on the applicable box, any of the following designated group(s) that you wish to be self-identified with:

- ☐ WOMEN
- ☐ INDIGENOUS PEOPLES
- ☐ RACIALIZED PERSONS
- ☐ PERSONS WITH DISABILITIES
- ☐ LESBIAN, GAY, BISEXUAL, TRANSGENDER, AND QUEER
- ☐ I choose not to self-identify

Board Diversity & Inclusion Practices

Do you agree that the Board's practices are inclusive and support the full and equal participation of all individuals?

Strongly agree/agree/neutral/disagree/strongly disagree / unsure

Do you have any comments or suggestions regarding the Board's commitment and practices with respect to diversity and inclusion?

[optional, open form]

SECTION 6: INDIVIDUAL BOARD MEMBER SKILLS MATRIX

To identify the recruitment needs of the Board, the Governance/Nominating Committee reviews the competencies and experience of the Board as a whole. To assist the Committee in its task, please indicate your level of experience in the following areas (1 = no/minimal experience, 4 = advanced experience).

Skill/Experience	Competency	1	2	3	4
Board Experience	Experience serving on public sector, private sector or not-for-profit boards.				
Post-Secondary Education Sector Experience	Familiarity with the post-secondary education sector				
Committee Experience	Experience serving on committees.				
Community Service	Experience in community service.				
Strategic Planning	Experience with strategic planning and evaluation of implementation of the plan.				
Government Relations	Experience in strategic government relations planning and implementation				

Leadership Experience	Experience serving as a committee Chair or in other positions of leadership.	
Accounting Knowledge	Understanding financial reporting, considerations and issues associated with the auditing requirements of a complex public sector institution.	
International Experience	International business or non-profit experience; international education; international network ties; foreign language proficiency; cross cultural understanding.	
Facilities Management	Experience with the management of existing, and planned construction of new physical plant facilities, within a dynamic urban environment.	
Financial/Investment	Understanding of financial operational management of a complex not-for-profit institution, including resource allocation institutional investment oversight and reporting.	
Fundraising	<p>Experience with the planning and implementation of fundraising strategies and campaigns.</p> <p>Experience evaluating the momentum and success of a fundraising program.</p> <p>Willingness to participate in active fundraising on behalf of the University</p> <p>Direct experience in not-for-profit fundraising</p>	
Marketing/Communications	Understanding of the unique requirements of effective marketing and communication planning and implementation in a University setting.	
Information Technology	Understanding of the information technology requirements of a complex organization.	
Human Resource Practices	An appreciation for the best practices in human resources management with familiarity with Human Rights employment legislation and Labour Relations.	
Senior Management	Experience dealing with the issues and challenges facing a complex institution.	
Legal	Legal practice and/or background	
Political	Involvement in local, provincial or national politics.	
CPA	Do you hold the designation of CPA (Chartered Professional Accountant) Yes ____ No ____	
Sector Involvement	Please list what industries / sectors you have been involved in:	
Other	Please include any other relevant skills or experience (optional):	



Board of Trustees

Report to the Governance/Nominating Committee

INFORMATION ITEM

TOPIC: Policy approvals update

March 7, 2024

Yvonne Roussel, University Secretary
Associate Vice-President, Governance & Policy

EXECUTIVE SUMMARY

1. Purpose of the Report

- To notify the Governance/Nominating Committee and Board of Trustees on policy approvals granted by the Executive Team (President and Vice-Presidents) to support **continued Board oversight of the University's policy** framework.

2. Key Background

- **The Policy of Policy Management ("Policy")** provides that the Executive Team may approve:
 - operational policies; and
 - minor amendments to Board approved policies.
- To ensure transparency and accountability, all approvals by the Executive Team are reported to the Board, which retains the authority to modify the approval authority of any policy as the Board deems appropriate.
- There were no policies reviewed and approved by the Executive Team since the last Board meeting in December. All policies are available through the online policy library at <https://brocku.ca/policies/>.

3. Next Steps

- Any further policy approvals granted by the Executive Team will be reported to Committee and the Board at the next cycle.

4. Background Materials

N/A



Board of Trustees

Report to the Board of Trustees

INFORMATION ITEM

TOPIC: Board Membership - Terms Expiring

March 7, 2024

Margaret Thompson, Associate University Secretary

EXECUTIVE SUMMARY

Section 3.3.3 of the Board Bylaw provides that each year, at least three months before the Annual Meeting of the Board, the Board shall be provided with a notice of the Trustees whose terms expire during the current year. This informs the Board of anticipated membership changes.

Below is a listing of the members whose term expires on June 30, 2024 that includes the eligibility of those community members to be re-elected for a second three-year term or a third three-year term*.

Community members

1. Greg Berti (potential to serve 2 additional 3 year terms)
2. Brian Lang (potential to serve 1 additional 3 year term)
3. Anne McCourt (potential to serve 1 additional 3 year term)
4. JoAnna Roberto (potential to serve 2 additional 3 year terms)
5. Stephanie Thompson (potential to serve 2 additional 3 year terms)

The following members serve in accordance with their **constituency's** prescribed term: Senate Chair (faculty member), BUSU President and GSA President (student members), and President of the Brock University Alumni Association or member of the BUAA Executive Committee (community member).

** Pending Board approval of Bylaw Amendment on March 7, 2024 to allow for a potential subsequent three-year term.*



Board of Trustees

(Circulated Prior to Approval)

Brock University
Niagara Region
1812 Sir Isaac Brock Way
St. Catharines, ON
L2S 3A1 Canada

MINUTES OF MEETING #3 - CYCLE 2 (2023-24)

GOVERNANCE/NOMINATING COMMITTEE

THURSDAY, DECEMBER 7, 2023, 8:00 AM

IN PERSON (SANKEY CHAMBER) AND REMOTE PARTICIPATION (MICROSOFT TEAMS)

TRUSTEES

PRESENT: JoAnna Roberto (Committee Chair), Greg Berti (Vice-Chair), Mark Arthur, Arti Freeman, Anne McCourt, Lesley Rigg, Christine Sawchuk, Rob Welch
During Agenda Item 8: Hilary Pearson

KEY

RESOURCE: Chabriol Colebatch, Jennifer Guarasci, Tim Kenyon, Meaghan Rusnell, Margaret Thompson, Lynn Wells

ALSO: Yvonne Roussel and invited staff during specific agenda items

1. Call to Order

The Committee Chair welcomed members and staff, called the meeting to order, and provided a land acknowledgement. Of note, incoming University Secretary and Associate Vice-President, Governance & Policy, Yvonne Roussel, was in attendance as an observer.

2. Declaration of Conflict of Interest

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

3. Approval of Agenda

The Committee Chair referred members to the Agenda and confirmed that there were no items to be lifted from the consent portion.

On a motion by Trustee McCourt, seconded by Trustee Sawchuk and carried, it was

RESOLVED that the Agenda, including consent items, be approved.

4. Business Arising from the Minutes

The Committee received an oral update from the Interim University Secretary and

Associate Vice-President, Governance and Policy on the topics and speakers confirmed for the Board's January education session.

5. Board Term Limits

[A Recommendation Item *TOPIC: Board Member Term Limits* dated December 7, 2023 had been posted with the meeting materials together with Appendix 1 - Board member term limit research.]

The Committee reviewed the Report presented by the Interim University Secretary and Associate Vice-President, Governance and Policy that provided the rationale for the proposed change to Board member term limits.

On a motion by Trustee Welch, seconded by Trustee Arthur and carried, it was

RESOLVED that the Governance/Nominating Committee recommend to the Board of Trustees that Articles 3.4.1 and 3.4.2 of the Board By-law #1 be amended as follows (strike-out indicates deletion, highlight indicates insertion):

3.4.1 Eligibility for renewal terms

Trustees shall be eligible for re-election for ~~a second~~ **up to two** consecutive terms.

3.4.2 Exceptions to renewal terms limit

No Trustee may be elected for more than ~~two~~ **three** consecutive terms with the exception of:

- (a) The Immediate Past Chair, Chair, Chair-Elect, or the Vice-Chair of the Board who may be elected for an additional portion of a term or terms as necessary to enable such Trustee to fulfil his or her responsibilities as determined by resolution of the Board.
- (b) A Trustee who has been elected to the Board to fill a vacancy created by the retirement, death or expulsion of a Trustee for the balance of that Trustee's term, who may be elected for a third term.

As noted in the Report, a Notice of Motion will be provided to the Board at the meeting later in the day, and the recommendation will be presented to the Board for consideration of approval on March 7, 2024.

6. Brock University Alumni Association Representative to the Board

[A Recommendation Item *TOPIC: Brock University Alumni Association Representative to the Board* dated December 7, 2023 had been posted with the meeting materials.]

The Committee reviewed the Report that provided the rationale for the proposed appointment of a representative of the Brock University Alumni Association (BUAA) to serve as a community Trustee to fill a vacancy.

On a motion by Trustee Welch, seconded by Trustee McCourt and carried, it was

RESOLVED that the Governance/Nominating Committee recommend to the Board of Trustees that Allie Hughes, Past-President of the Brock University Alumni Association, be appointed as the Brock University Alumni Association representative and community member of the Board of Trustees effective December 8, 2023 to coincide with the constituency's prescribed position term.

7. Chair-Elect Candidate Profile & Evaluation Criteria
[An Information Item *TOPIC: Chair-Elect Candidate Profile & Evaluation Criteria* dated December 7, 2023 had been posted with the meeting materials.]

The Committee reviewed the Report regarding a proposed candidate profile and evaluation criteria to be used as part of the selection of a community Trustee to serve as Chair-Elect. The Committee endorsed the proposed approach that the candidate profile and evaluation criteria be based on the position role and responsibilities set out in the Role and Responsibilities of the Board Chair, Vice-Chair and Chair-Elect previously approved by the Board. A notice of expressions of interest to serve will be distributed to community Trustees following the December Board Cycle and will include the information regarding the candidate profile and evaluation criteria as outlined in the Report.

8. Board Governance Review Report
[An Information Item *TOPIC: Board Governance Review Report* dated December 7, 2023 had been posted with the meeting materials together with Appendix 1 - Report of the 2023 Brock University Board of Trustees Governance Review.]

The Committee reviewed the topic sheet along with the appended Report of the 2023 Brock University Board of Trustees Governance Review. During discussion, members shared comments and observations regarding the review and recognized the importance of this undertaking in keeping with the Committee's Charter. Of note, there were no changes suggested to the Governance Review Report.

The Committee concurred with the process and next steps as outlined in the topic sheet which includes that the Governance Review Report be considered by the full Board during the January 18, 2024 Board Education Session. The Report and any additional feedback received will be provided to the Governance/Nominating Committee at the next meeting in March at which time the Committee will also examine the multi-year plan to review and implement the recommendations within the Report.

9. Board and Committee Meeting Schedule
[An Information Item *TOPIC: Board and Committee Meeting Schedule* dated December 7, 2023 had been posted with the meeting materials.]

The Committee reviewed the Report provided to gather feedback from members regarding the Board and Committee meeting schedule and to assess whether any changes are desired.

A discussion ensued during which members provided their views on the current meeting format schedule and the potential options to change the format as outlined in the Report and implications on members' work and personal time, Committee Chairs' workload, travel for out-of-town Trustees, and the engagement of Trustees.

Following discussion, the Interim University Secretary and Associate Vice-President, Governance and Policy was requested to provide a report at the next meeting in March for the Committee's consideration that will include details of a potential pilot project, including its goal, rationale, and how to measure if successful. The Board Vice-Chair / Chair of the Human Resources Committee offered her assistance to the Interim University Secretary.

10. Unconscious Bias Training
[A Presentation Implicit Board Training dated December 7, 2023 had been posted with the meeting materials.]

In support of the Committee's work with nominations, Chelsea Takalo, Associate Vice-President of Equity, Diversity, and Inclusion and Melissa Wilson, Director of Human Rights and Equity provided a presentation on Implicit Bias Training that highlighted topics connected to identities, inclusion and exclusion, and stereotypes and discrimination.

The Chair noted that a motion was required to move *in camera* to consider the following confidential items:

11. Policy on the Appointment and Reappointment of the President and Vice-Presidents - *In camera*
12. Potential Conflict of Interest - *In camera*
13. Community Trustee Recruitment and Nominations - *In camera*

It was noted that the President and Vice-Presidents will be excused during the Committee's consideration of Agenda item 11.

On a motion by Trustee Welch, seconded by Trustee Arthur and carried, the Committee moved *in camera* at 9:51 a.m.

[During closed session, the Committee reviewed the confidential Reports.]

The Committee resumed open session at 10:24 a.m.

14. *In camera* Record of Proceedings of the Previous Meeting
[The *In camera* Record of Proceedings of the previous meeting had been posted with the meeting materials.]

The *In camera* Record of Proceedings of the meeting held on September 28, 2023 had been approved by consent.

15. Pension Committee Membership

[A Recommendation Item *TOPIC: Pension Committee Membership* dated December 7, 2023 had been posted with the meeting materials.]

By way of approval of the consent Agenda, the Committee had approved the following motion:

THAT the Governance/Nominating Committee recommend to the Board of Trustees the appointment of the following members to the Pension Committee:

1. James Whitehead, nominated by CUPE 1295 to the Pension Committee for a four-year term effective December 7, 2023 (replacing Tara Barrett)
2. Nicholas de Luca, nominated by the Administrative/Professional and Exempt (A/P&E) group to the Pension Committee for a four-year term effective December 7, 2023 (replacing Zhanyldyk Dustanova)
3. Kimberley Gunning, nominated by the A/P&E group as an alternate Pension Committee member in the event the A/P&E representative will be absent and unable to perform their committee duties for a prolonged period.
4. Glenn Tattersall, nominated by BUFA as an alternate Pension Committee member in the event a BUFA Pension Committee member will be absent and unable to perform their committee duties for a prolonged period.

16. Minutes of Previous Meeting

[The Minutes of the previous meeting had been posted with the meeting materials.]

The Minutes of the previous meeting held on September 28, 2023 had been approved by consent.

17. Minutes of Special Meeting

[The Minutes of a Special Meeting had been posted with the meeting materials.]

The Minutes of a Special Meeting held on October 31, 2023 had been approved by consent.

18. Policy Approval Update

[An Information Item *TOPIC: Policy Approvals Update* dated December 7, 2023 had been posted with the meeting materials.]

The Committee received the Report by consent.

19. Metrics

[The Governance/Nominating Committee Metrics as at Cycle 2, December 7, 2023 had

been posted with the meeting materials.]

The Metrics had been received by consent.

20. Other Business - None

21. Adjournment

The meeting adjourned at 10:25 a.m.