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Board of Trustees

Brock University
Niagara Region
500 Glenridge Avenue
St. Catharines, ON
L2S 3A1 Canada

MINUTES OF MEETING #1 (2010-11)

BOARD OF TRUSTEES

THURSDAY, SEPTEMBER 30, 2010, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT:	*Chair*	Mr. Rudi Kroeker
	Vice-Chair	Mr. Joe Robertson
	Immediate Past Chair	Mr. David Howes
	Members	Mr. Allan Cole
		Mr. Nick DiPietro
		Mr. Paul House
		Dr. Veronica Lacey
		Mr. Roelof Makken
		Mr. Dennis Parass
		Mr. Sebastian Prins
		Mr. Bill Rickers
		Ms. Joy Rogers
		Dr. Maureen Sabia *(via teleconference)*
		Mr. Abe Schwartz
		Ms. Betty-Lou Souter
		Ms. Monica Stenzel
		Mr. John Suk
		Dr. Susan Sydor
		Ms. Terry TrZecak
		Ms. Mary Turner
		Professor David Vivian
		Ms. Valerie Wolfe
		Dr. Barry Wright
	Ex officio:	
	President and Vice-Chancellor	Dr. Jack Lightstone
	Official Resource:	
	Vice-President, Academic and Provost	Dr. Murray Knuttila
	Vice-President, Finance and Administration	Mr. Steven Pillar
	Vice-President, Advancement	Mr. David Petis
	Vice-President, Research	Dr. Ian Brindle

	Secretary to the Board	Mr. Mike Farrell
	Recording Secretary	Ms. Margaret Thompson
ALSO PRESENT:	Mr. Doug Earle, Mr. Darren Harper, Ms. Joanne McKee, Ms. Martha Nelson, Mr. Tom Saint-Ivany, Ms. Margaret Sanderson	
OBSERVERS:	Mr. Sohail Ahmed, Mr. Scott Moore	
REGRETS:	Ms. Georgina Black, Mr. Ned Goodman, Ms. Rebecca Jamieson, Ms. Kelly Veld, Ms. Helen Young, Ms. Sheila Young	

1. CALL TO ORDER

Mr. Kroeker welcomed new and continuing members and guests to the first meeting of the Board of Trustees for the 2010-11 academic year. The Chair confirmed that Dr. Sabia was participating in the meeting via teleconference. A slight change in order of the agenda items was noted, specifically that the presentation regarding Accessibility Standards for Customer Service would be presented prior to the Reports of Standing Committees.

2. DECLARATION OF CONFLICT OF INTEREST

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

3. MINUTES OF THE PREVIOUS MEETING

[The minutes of Meeting #5 (2009-10) held on June 24, 2010 had been posted with the meeting materials.]

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

RESOLVED that the Minutes of Meeting #5 (2009-10) of the Board of Trustees held on June 24, 2010 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 September 30, 2010 had been posted with the meeting materials.]

Mr. Kroeker referred Trustees to his written Report that had been posted with the meeting materials for information.

On behalf of the Board of Trustees, the Chair expressed sincere appreciation to Joe and Anita Robertson for hosting a summer cocktail reception at their home on August 25. More than 280 friends of the University attended the outstanding social event for the University.

Board members had received an envelope with Brock Badgers tickets for the coming athletics season. Mr. Kroeker encouraged Trustees to share the tickets with others if they could not attend a game. Of special note, the Chair related that three Brock Athletes and one coach are attending the Commonwealth Games. Tonya Verbeek, Jessie MacDonald, and Evan MacDonald are representing Canada competing in wrestling and Brock head coach Marty Calder is the Men's National Team coach. Best wishes were extended to all.

The annual General Brock October Soirée would be held on Saturday, October 16 at The Market, Brock University. Board members were encouraged to attend the event in celebration of Brock University and its namesake. On behalf of the Board of Trustees, Mr. Kroeker expressed thanks to Mr. Howes and Ms. Rogers for their leadership and commitment in making this the premier event for Brock University and the Niagara region.

Trustees were encouraged to attend the Fall Convocation ceremonies on Saturday, October 16, during which the Board of Trustees Spirit of Brock Medal would be presented to a graduate and an undergraduate student. The names of the recipients would be announced soon.

6. REPORT OF THE EXECUTIVE COMMITTEE

[The minutes of Meeting #6 (2009-10) held on June 29, 2010 had been posted with the meeting materials.]

Mr. Kroeker referred members to the minutes of the meeting held on June 29, 2010, noting that there were no items for the consideration of the Board. He noted that during the meeting, the Executive Committee, on behalf of the Board, had approved Bylaw 39A Indemnification and Insurance.

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

[The draft *Brock University Strategic Plan* dated September 23, 2010 had been posted with the meeting materials.]

Dr. Knuttila provided an oral update on activities underway within the Office of the Provost and Vice-President, Academic and on student enrolment. He noted that the draft Brock University Strategic Plan dated September 23, 2010 had been forwarded to the Chair of Senate and would be reviewed by Senate Committees.

8. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[The Report of the Actions of the University Senate, together with the Senate Highlights, from the 581st meeting held on September 22, 2010, had been posted with the meeting materials.]

Dr. Sydor referred members to the Actions of the University Senate from the meeting held on September 22, 2010. She reviewed several of the celebratory announcements within the Senate Highlights.

Mr. Kroeker noted that a presentation would now be provided from Ms. Margaret Sanderson, University Accessibility Coordinator. Ms. Sanderson's Report to the Board "*Accessibility Standards for Customer Service Summary Sheet for Information Session*" dated September 30, 2010 had been appended to the President's Report for information.

By way of an overhead presentation, Ms. Sanderson provided information regarding the purpose of the Accessibility for Ontarians with Disabilities Act (AODA), the requirements of the regulation and the Provision of University Goods or Services to Persons with Disabilities Policy and implications for consideration by Brock policy and decision makers. Trustees were encouraged to visit the following website for additional information: http://www.brocku.ca/accessibility

9. REPORTS OF STANDING COMMITTEES

9.3 Capital Projects and Facilities Committee

[Minutes of Meeting #1 (2010-11) held on September 16, 2010, together with the reports indicated below, had been posted with the meeting materials.]

Ms. Turner presented the Report of the Capital Projects and Facilities Committee. She noted that the following reports had been considered by the Committee and had been forwarded to the Board for information:

a) Academic and Cultural Arts Centre for Downtown St. Catharines – Marilyn I. Walker School of Fine and Performing Arts
[An Information Item *TOPIC: Academic and Cultural Arts Centre for Downtown St. Catharines – Marilyn I. Walker School of Fine and Performing Arts* dated September 16, 2010, together with Attachment 1: Letter from the Ministry of the Environment dated August 23, 2010, had been posted with the meeting materials.]

b) Major Projects Update
[An Information Item *TOPIC: Major Projects Update* dated September 16, 2010 had been posted with the meeting materials together with the following Project Status Update Reports: Norman Road (International Centre), Thistle Courtyard/Marketplace, Niagara Health and Bioscience Research Complex, and Marilyn I. Walker School of Fine and Performing Arts.]

c) Accessibility Planning – Accessible Built Environment Update
[An Information Item *TOPIC: Accessibility Planning – Accessible Built Environment Update* dated September 16, 2010 had been posted with the meeting materials.]

d) Capital Projects and Facilities Committee Matrix (2010-2011 Reporting Requirements)
[The *Capital Projects and Facilities Committee Matrix (2010-2011 Reporting Requirements)* dated September 16, 2010 had been posted with the meeting materials for information.]

Ms. Turner noted a motion was required to move ***in camera*** to consider a confidential report.

On a motion by Ms. Turner, seconded by Mr. Suk and carried, the Board moved ***in camera*** at 4:35 p.m. Non-Trustees retired from the meeting. Ms. McKee and Mr. Saint-Ivany remained for the closed session.

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The Board resumed **open** session at 5:00 p.m. Non-Trustees rejoined the meeting.

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

g) Acceptance of the Report

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

RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the minutes of its meeting held September 16, 2010 be accepted.

9.2 Advancement, Community Relations and Research Committee

[The minutes of Meeting #1 (2010-11) held on September 21, 2010, together with the reports indicated below, had been posted with the meeting materials.]

Ms. Rogers, Committee Vice-Chair, presented the Report of the Advancement, Community Relations and Research Committee. Noting that there were no decision items for the consideration of the Board, Ms. Rogers referred members to the following information items:

a) Positioning and Building the Brock Brand

[An Information Item *TOPIC: Positioning and Building the Brock Brand – Status Update on Brock's Branding Initiatives* dated September 21, 2010 had been posted with the meeting materials.]

A brief discussion ensued during which Ms. Nelson and Dr. Lightstone responded to questions and expanded on the impact of the branding initiatives on undergraduate recruitment and the increase in awareness of Brock University.

b) Information Items

Ms. Rogers noted that during the Committee meeting, members had been provided with an update on the development of the strategic plan from Dr. Knuttila and an update on the Office of Research Services from Dr. Brindle.

c) Acceptance of the Report

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

RESOLVED that the Report of the Advancement, Community Relations and Research Committee as contained in the minutes of its meeting held September 21, 2010 be accepted.

9.3 Audit Committee

Dr. Sabia noted that a planning meeting of the Audit Committee was held on July 27, 2010. The first regular meeting of the Audit Committee was held on September 22, 2010. Dr. Sabia indicated that minutes of Audit Committee meetings would be circulated after they had been reviewed and approved by the Committee. Noting the close proximity of the September 22nd

Audit Committee meeting date to today's Board meeting, Dr. Sabia emphasized that the meeting cycle needs to provide sufficient time for the preparation and/or revision of the Committee's reports to the Board.

a) Draft Audited Financial Statements for the Year Ended April 30, 2010
[A Decision Item *Draft Audited Financial Statements for the year ended April 30, 2010* dated September 22, 2010, together with Attachment 1: Draft Financial Statements of Brock University Year ended April 30, 2010, had been distributed in hard copy to members prior to the meeting.]

Dr. Sabia reported that the Audit Committee had reviewed, in detail, the draft audited Financial Statements during which members had proposed several changes to, and made certain suggestions on the draft audited Financial Statements.

At the request of Dr. Sabia, Ms. McKee reviewed the draft Audited Financial Statements with the Board and highlighted several of the changes made and to be undertaken in the future as suggested by members of the Audit Committee.

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

RESOLVED that the audited financial statements of Brock University for the year ended April 30, 2010 be approved.

Dr. Sabia further reported that the Audit Committee had undertaken a comprehensive review of the External Audit Findings Report for the Year Ended April 30, 2010 including the Management Letter to Brock from KPMG on the 2009-10 Audit. The external auditors had attended the meeting and had responded to all questions and received feedback from members of the Audit Committee.

The Audit Committee had requested, and received, a List of External Financial Reports and a report regarding the scope of Legislation applicable to Brock University. The Committee would need to further discuss the controls in place with respect to the accuracy of the information in those Reports. The Internal Auditor's Workplan and a Legal Costs Report had also been reviewed by the Committee.

With respect to the development and approval of the Audit Committee Charter, Dr. Sabia noted that a special two-hour meeting would be convened in the near future in order to provide the Committee with sufficient time for review and discussion. Of particular note, the oversight of risk within the responsibilities of the Audit Committee would need to be examined.

During the closed session of the Audit Committee meeting, members held separate consultations with the external auditors and senior management. Dr. Sabia noted that there were no issues to be reported to the Board.

b) Acceptance of the Report

On a motion by Dr. Sabia, seconded by Ms. Turner and carried, it was

RESOLVED that the Report of the Audit Committee be accepted.

9.4 Financial Planning and Human Resources Committee

[The minutes of Meeting #1 (2010-11) held on September 23, 2010, together with the reports indicated below, had been posted with the meeting materials.]

Mr. Suk presented the Report of the Financial Planning and Human Resources Committee.

a) Pension Fund – Currency Hedge Range

[An Information Item *TOPIC: Pension Fund – Currency Hedge Range* dated September 23, 2010, together with Attachment 1: Pareto Investment Management Limited Currency Risk Management, Attachment 2: Pareto Active Currency Management, and a Decision Item previously presented to the Financial Planning, Audit and Human Resources Committee TOPIC: Brock Pension Fund – Currency Hedge Range dated June 17, 2010, had been posted with the meeting materials.]

Mr. Suk reported that as requested by the Board of Trustees during its meeting held on June 24, 2010, the Financial Planning and Human Resources Committee had re-examined the proposed recommendation to allow Pareto to operate within a 0% to 100% currency hedging rate instead of a 25% to 75% currency hedging rate. Representatives from Pareto had attended the Committee meeting to explain the proposed change in strategy and respond to questions.

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

RESOLVED that the Board of Trustees allow Pareto (the Plan's currency overlay manager) to operate within a 0% to 100% currency hedging range instead of a 25% to 75% currency hedging range, with review of this change to take place in one year.

For the record, Mr. Makken abstained from voting on the motion. In response to a question, Mr. Makken provided the rationale for his abstention.

b) Capital Borrowing Strategy

[A Decision Item *TOPIC: Capital Borrowing Strategy* dated September 23, 2010 together with a proposed resolution prepared by the University's legal counsel, Sullivan Mahoney, had been posted with the meeting materials.]

Mr. Suk referred members to the proposed recommendation as outlined in the Report.

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

RESOLVED that the Financial Planning and Human Resources Committee recommend to the Board of Trustees that the following Board Resolution be approved:

WHEREAS at the meeting of the Board on June 24, 2010, the Board approved the recommendation of the Financial Planning, Audit and Human Resources Committee (the "Finance Committee") for the financing of the proposed capital projects;

AND WHEREAS that recommendation of the Finance Committee entailed the University accepting the credit and loan proposal made by Bank of Montreal ("BMO") as the proposed lender;

AND WHEREAS an agreement (the "Loan Agreement") funding the proposed capital projects was negotiated with BMO and was executed on behalf of the University by the Chair of the Board, the President of the University and the Vice-President of Finance and Administration on Wednesday, September 1st, 2010;

AND WHEREAS By-law 3 (a) of the University's By-laws requires that the Execution of Documents by other than the Chair of the Board be authorized by resolution of the Board;

NOW THEREFORE BE IT RESOLVED THAT:

1. **The Chair, the President and the Vice-President of Finance and Administration be authorized, nunc pro tunc, on behalf of the University to execute the Loan Agreement (and the Schedules thereto) with BMO on behalf of the University.**

2. **Any two of the foregoing officials named in Paragraph 1 hereof and the Associate Vice-President of Finance be further authorized to sign, for and on behalf of the University any and all other documents including, without limitation, promissory notes, draw requests, drafts, certificates or notices (collectively the "Loan Documents" as defined in the Loan Agreement) required to give effect to the transactions proposed by the Loan Agreement.**

3. **Any two of the foregoing officials named in Paragraph 1 hereof and the Associate Vice-President of Finance, are further authorized for and on behalf of the University, to do all things necessary to complete, execute and deliver any and all further or other documents which may be contemplated or be necessary to give effect to the transactions contemplated by the Loan Agreement.**

DATED at St. Catharines, this 30th day of September, 2010

Mr. Suk noted that the following information items had been reviewed by the Committee and forwarded to the Board for information:

c) Draft Audited Financial Statements for the Year Ended April 30, 2010 (including appropriations and reconciliation)
[A confidential Information Item *TOPIC: Draft Audited Financial Statements for the Year Ended April 30, 2010* dated September 23, 2010, together with Attachment 1: Draft Financial Statements of Brock University Year Ended April 30, 2010, had been distributed in hard copy to members prior to the meeting.]

d) Revised Meeting Matrix
[An Information Item *TOPIC: Revised Meeting Matrix* dated September 22, 2010, together with Attachment 1: Audit Committee Reporting Requirements Matrix September 2010 and Attachment 2: Financial Planning and Human Resources Committee Reporting Requirements Matrix Updated September 2010, had been posted with the meeting materials.]

e) Acceptance of the Report

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

RESOLVED that the Report of the Financial Planning and Human Resources Committee as contained in the minutes of its meeting held September 23, 2010 be accepted.

10. REPORT OF THE GOVERNANCE/NOMINATING COMMITTEE

[A Decision Item to the Board of Trustees *TOPIC: Report of the Governance/Nominating Committee* dated September 30, 2010 had been posted with the meeting materials.]

Mr. Howes presented the Report of the Governance/Nominating Committee.

a) Indemnity Agreement
[The following appendices to the Report had been posted with the meeting materials: A) letter from legal counsel dated September 15, 2010, B) Bylaw 39A of the Board of Trustees; C) draft Indemnity Agreement.]

Mr. Howes referred members to the proposed Indemnity Agreement prepared in relation to By-Law 39A.

On a motion by Mr. Howes, seconded by Mr. Cole carried, it was

RESOLVED that the Indemnity Agreement as outlined in Appendix C be approved as proposed.

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

RESOLVED that the individual Indemnity Agreements be signed by the Chair of the Board and the President with the exception that the Vice-President, Finance and Administration and the President sign the Indemnity Agreement for the Chair of the Board and the Vice-President, Finance and Administration and the Chair of the Board sign the Indemnity Agreement for the President.

b) Honorary Title of Trustee Emerita
[The guidelines for granting the honorary title of Trustee Emerita had been posted as Appendix D with the Report.]

Mr. Howes noted that the Governance/Nominating Committee had unanimously approved that the recommendation to grant Dr. Valerie Jaeger the honorary title of Trustee Emerita be forwarded to the Board of Trustees for consideration. He reviewed the rationale for the proposed recommendation as detailed in the Report.

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

RESOLVED that the eligibility to be nominated as Trustee Emerita after retiring from the Board for one year be waived and that Dr. Valerie Jaeger be granted the designation of Trustee Emerita.

c) Confidentiality Procedures and In Camera Protocol
[The proposed amendments to the Confidentiality Procedures and In Camera Protocol had been posted as Appendix E with the Report.]

Mr. Howes referred Trustees to the proposed amendments to the Confidentiality and In Camera Protocol.

On a motion by Mr. Howes, seconded by Dr. Wright and carried, it was

RESOLVED that the revised Confidentiality Procedures and In Camera Protocol be approved as amended.

d) Policy Review and Compliance Report
[The Policy Review and Compliance Report had been posted with the meeting materials for information.]

The document had been included as Appendix F to the Report for the information of the Board.

e) 2010 Board and Board Member Self-Assessment

A summary report of the aggregate results of the 2010 Board and Board Member Self-Assessment completed by members last May had been provided to the Governance/Nominating Committee.

f) Order of Business on the Board Meeting Agenda

The Committee had discussed the order of business on the Board agenda in response to a question raised at the Annual Meeting of the Board on June 24, 2010. As indicated in the Report, the Committee agreed that no changes were required at this time.

g) Nominations to the Board of Trustees

Noting that there are currently two lay member vacancies to be filled for the current year, Mr. Howes encouraged Trustees to submit nominations to the Governance/Nominating Committee for consideration.

h) Acceptance of the Report

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

RESOLVED that the Report of the Governance/Nominating Committee dated September 30, 2010 be accepted.

11. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The President's Report to the Board of Trustees dated September 21, 2010, together with Appendix A: Information Item *Topic: Accessibility Standards for Customer Service Summary Sheet for Information Session* dated September 30, 2010 and Appendix B: *Appointment to the Brock University Pension Committee*, had been posted with the meeting materials.]

Dr. Lightstone referred members to his Report. He noted that, as outlined in Appendix B, consideration of the Board was required with respect to an appointment to the Pension Committee.

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

RESOLVED that Professor Lawrence He be reappointed to the Pension Committee as a faculty representative for a four-year term to June 30, 2014.

The President provided an overview of his Report regarding strategic planning at the institutional level within the context in which the University must operate, succeed and compete. He expanded on the emerging Ontario government policy themes as detailed in his Report.

Dr. Lightstone provided an introduction to today's generative discussion "The Role of the Board in Vetting the Strategic Plan". The Chair then opened the floor for discussion. The Board engaged in a comprehensive discussion during which Trustees provided comments and feedback to the President with respect to the layered process form for approving Strategic Plan. The President agreed to compose an over-arching strategy to inform the emergence and feasibility of the Strategic Plan.

12. OTHER BUSINESS - None

13. ADJOURNMENT

The meeting adjourned at 7:10 p.m. and was followed by a dinner in the upper level of the Pond Inlet.

Michael Farrell, Secretary	Rudi Kroeker, Chair