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Board of Trustees

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

MINUTES OF MEETING #2 (2010-11)

BOARD OF TRUSTEES

THURSDAY, DECEMBER 2, 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
		Ms. Rebecca Jamieson
		Dr. Veronica Lacey *(via teleconference)*
		Mr. Sebastian Prins
		Mr. Bill Rickers
		Ms. Joy Rogers
		Dr. Maureen Sabia *(via teleconference)*
		Mr. Abe Schwartz
		Ms. Betty-Lou Souter
		Mr. John Suk
		Dr. Susan Sydor
		Ms. Terry Trzecak
		Ms. Mary Turner *(via teleconference)*
		Ms. Kelly Veld
		Professor David Vivian
		Ms. Valerie Wolfe
		Dr. Barry Wright *(via teleconference)*
		Ms. Helen Young
		Ms. Sheila Young
	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, Ms. Wanda Fast (for agenda item 9.5), Mr. Darren Harper, Ms. Joanne McKee, Ms. Martha Nelson, Mr. Tom Saint-Ivany

OBSERVER: Mr. Scott Moore

REGRETS: Mr. Ned Goodman, Mr. Paul House, Mr. Roelof Makken, Mr. Dennis Parass, Ms. Monica Stenzel

1. CALL TO ORDER

Mr. Kroeker welcomed members and called the meeting to order. He confirmed the attendance of those Board members participating via teleconference.

Trustees were reminded of the upcoming Strategic Issues Session to be held on January 13, 2011 at 4:00 p.m.

In keeping with the annual holiday tradition initiated by Dr. Lightstone of presenting each Board member with a limited edition print of a Brock student's original artwork, the President introduced Ms. Christine Colbow. Ms. Colbow, a third year student at Brock in the Concurrent Education Program majoring in Visual Arts shared the inspiration for her painting titled "The Green Ribbon Trail" which is located in Port Dalhousie.

On behalf of the University, Dr. Lightstone expressed sincere best wishes to Trustees and thanked members for their hard work and dedication. Following distribution of the artwork, appreciation was expressed to Ms. Colbow, and she retired from the meeting.

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 #1 (2010-11) held on September 30, 2010 had been posted with the meeting materials.]

The Chair referred members to the minutes of Meeting #1 held on September 30, 2010. Dr. Sabia stated that there had been requests made during the generative discussion regarding elements of the Strategic Plan that were not included in the minutes. Mr. Farrell confirmed that there were notes from the generative discussion which would inform the discussion to be held during the Board's Strategic Issues Session in January. The practice has been not to record in the minutes details of

generative discussions.

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

RESOLVED that the Minutes of Meeting #1 (2010-11) of the Board of Trustees held on September 30, 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 December 2, 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.

The Chair informed members that, regretfully, he had accepted the resignation of Ms. Georgina Black from the Board of Trustees. He noted that Ms. Black's company, Blackstone Partners, was recently acquired by KPMG and, as a result, she was required to resign from the Board due to the rules of the Institute of Chartered Accountants of Ontario.

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

RESOLVED that the Board of Trustees express its sincere appreciation to Ms. Georgina Black for her distinguished and outstanding service to Brock University and for her commitment to our community.

Ms. Rogers had agreed to take Ms. Black's position as Chair of the Advancement and Community Relations Committee. Mr. Kroeker thanked Ms. Rogers for taking on this new responsibility.

On behalf of the Board of Trustees, Mr. Kroeker extended congratulations to Ms. Debbie Slade, Director of the Centre for the Arts, for receiving a 2010 Niagara Women in Business Award for Community Spirit and to the Brock Baseball and Men's Rowing Teams for winning the Ontario University Athletics Championships. The Chair noted that Brock Athletics had recently honoured Dr. Lorne Adams for his decade of excellence as the Director of Athletics. On behalf of the Board, Mr. Kroeker expressed appreciation to Dr. Adams for his dedicated and outstanding service during his tenure as Director of Athletics.

During Fall Convocation held on October 16, 2010, the Chair noted that he had the privilege and pleasure to present the Board of Trustees Spirit of Brock Medal to a graduate and an undergraduate student who exemplified any of the following qualities: leadership, courage, innovation, inspiration and community involvement. This year's recipients were undergraduate student Audra Sewell Maloney and graduate student Colin Perrier. Mr. Kroeker remarked that this has truly become an important and significant award for the graduating students and the University for which we can all be proud.

At the invitation of the Chair, Mr. Howes thanked Board members for attending the annual General Brock October Soirée which was held on campus in The Market. The event was a great success, and Mr. Howes acknowledged the students from the Marilyn I. Walker School of Fine and Performing Arts for their outstanding performances. The Chair of the Board then recognized Mr. Howes for his leadership in making the event a success and presented him with a token of appreciation.

6. REPORT OF THE EXECUTIVE COMMITTEE

The Chair noted that the Executive Committee held a meeting on November 30, 2010. There were no items for the consideration of the Board from the meeting.

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

[The Report of the Provost and Vice-President, Academic dated December 2, 2010 had been posted with the meeting materials.]

Dr. Knuttila referred members to his Report. He noted that student applications to Brock's Faculty of Education had increased by 34% over last year. In response to a question, Dr. Knuttila noted that he would provide information at the next meeting regarding rates of employment for graduates from Brock's Faculty of Education.

In response to a question regarding the pending expiration of license agreements between Access Copyright and post-secondary institutions, Dr. Knuttila noted that discussions were currently underway and that detailed information would soon be provided to faculty and staff.

8. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[The Reports of the Actions of the University Senate, together with the Senate Highlights, from the 582nd meeting held on October 13, 2010 and the 583rd meeting held on November 17, 2010, had been posted with the meeting materials.]

Dr. Sydor referred Trustees to the Reports of the Actions of the University Senate, together with the Senate Highlights, from the meetings held on October 13, 2010 and November 17, 2010.

9. REPORTS OF STANDING COMMITTEES

9.1 <u>Audit Committee</u>

[Minutes of Meeting #1 (2010-11) held on September 22, 2010 had been posted with the meeting materials.]

Dr. Sabia presented the Report of the Audit Committee. She noted that the information contained in the minutes of the meeting held on September 22, 2010 had been orally reported to Trustees during the previous meeting of the Board on September 30, 2010.

Dr. Sabia reported that a meeting of the Audit Committee was held on November 8, 2010. During the meeting, the Committee continued its work to finalize the Brock University Audit Committee Charter. Once the Audit Committee approves the Charter, it will be submitted to the Governance

Committee for consideration and then to the Board of Trustees. An outstanding matter regarding which body should be responsible for the oversight of Enterprise Risk Management needs to be discussed further.

With respect to the Board's practice to consider a recommendation to accept the Report of the Committee, Dr. Sabia suggested that a more appropriate recommendation would be for the Board to receive the minutes of the Audit Committee meeting held on September 22, 2010 which had been approved by the Audit Committee.

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

RESOLVED that the minutes of the Audit Committee meeting held on September 22, 2010 be received.

9.2 <u>Capital Projects and Facilities Committee</u>

[Minutes of Meeting #2 (2010-11) held on October 21, 2010 had been posted with the meeting materials together with the Report outlined below.]

Ms. Turner presented the Report of the Capital Projects and Facilities Committee noting that there were no decision items for the consideration of the Board. The following reports had been considered by the Committee and were forwarded to the Board for information:

a) <u>Major Projects Update</u>
[An Information Item *TOPIC: Major Projects Update* dated October 21, 2010 had been posted with the meeting materials together with the following Project Status Update Reports: Norman Road (International Centre), Thistle Courtyard/Marketplace, Cairns Family Health and Bioscience Complex, and Marilyn I. Walker School of Fine and Performing Arts.]

b) <u>Addition to Welch Hall Post Occupancy Evaluation (POE) Results and Key Performance Indicators</u>
[An Information Item *TOPIC: Addition to Welch Hall Post Occupancy Evaluation (POE) Results and Key Performance* Indicators dated October 21, 2010, together with Attachments 1 and 2, had been posted with the meeting materials.]

c) <u>Five Year Project Plan and Past Fiscal Year Project Plan</u>
[An Information Item *TOPIC: Five Year Project Plan and Past Fiscal Year Project Plan* dated October 21, 2010, together with Attachments 1 and 2, had had been posted with the meeting materials. Larger scale versions of the Attachments were distributed at the meeting.]

d) <u>Deferred Maintenance</u>
[An Information Item *TOPIC: Deferred Maintenance* dated October 21, 2010, together with Attachment 1: Typical Deferred Maintenance Photos and Attachment 2: Facility Condition Executive Summery for Brock University, had been posted with the meeting materials.]

e) Generative Discussion on Project Management Risk
[An Information Item *TOPIC: Generative Discussion on Project Management Risk* dated October 21, 2010, together with Attachment 1: Facilities Management Organization Chart, had been posted with the meeting materials.]

f) Acceptance of the Report

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

RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the minutes of its meeting held October 21, 2010 be accepted.

9.3 Advancement, Community Relations and Research Committee
[Minutes of Meeting #2 (2010-11) held on November 18, 2010 had been posted with the meeting materials.]

Ms. Rogers presented the Report of the Advancement, Community Relations and Research Committee. She noted that the Committee had considered several information items and there were no decision items from the meeting for the consideration of the Board.

a) 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 November 18, 2010 be accepted.

9.4 Financial Planning and Human Resources Committee
[Minutes of Meeting #2 held on November 30, 2010, together with the Reports outlined below had been posted prior to the meeting.]

Prior to the discussion of the Report of the Financial Planning and Human Resources Committee, Dr. Sabia raised a procedural question. While recognizing the close proximity of the date of the Financial Planning and Human Resources Committee to today's Board meeting, Dr. Sabia noted that several of the reports had been received by Trustees just prior to and on the day of the Board meeting. She questioned the Board's ability to make decisions without the provision of sufficient time to review the materials.

Mr. Suk acknowledged and apologized for the late distribution of materials due to the timing of the meeting of the Financial Planning and Human Resources Committee. The original date of the meeting was scheduled earlier and would have provided sufficient time for the delivery of materials; however, in order to ensure a quorum present, the meeting date had been changed. Mr. Suk further noted that several items were time sensitive.

Dr. Sabia indicated that she would abstain from voting on the decisions, as there was insufficient time provided to study the materials. The Chair of the Board acknowledged that the materials had not been distributed within the proper timeframe. He suggested that Trustees would need to determine individually if they had sufficient time to reflect on the materials in order to make a decision.

a) Brock University Pension Plan Audited Financial Statements
[A Decision Item *TOPIC: Brock University Pension Plan Audited Financial Statements* dated November 30, 2010 had been posted with the meeting materials. A confidential Attachment 1: Brock University Pension Plan Audit Finding Report to the Financial Planning and Human Resources Committee for the year ending June 30, 2010 had been distributed to members in hard copy prior to the meeting. Attachment 2: Audited Financial Statements of the Brock University Pension Plan for the year ended June 30, 2010 had been posted with the meeting materials.]

Mr. Suk referred members to the Brock University Pension Plan Audited Financial Statements. A question arose as to why the Audited Financial Statements had not been vetted through the Audit Committee. Mr. Suk noted that the Pension Committee is currently a sub-committee of the Financial Planning and Human Resources Committee.

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

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

For the record, Dr. Sabia abstained from voting on the motion on the grounds that there was not sufficient time to read and digest the statements.

b) Annual Pension Plan Report July 1, 2009 to June 30, 2010
[An Information Item *TOPIC: Annual Pension Plan Report July 1, 2009 to June 30, 2010* dated November 30, 2010 together with Attachment 1: Brock University Pension Committee Statement Regarding Socially Responsible Investing, had been posted with the meeting materials.]

The Board received, for information, the Annual Pension Plan Report July 1, 2009 to June 30, 2010 together with the Brock University Pension Committee Statement Regarding Socially Responsible Investing.

c) Investment Policies
[A Decision Item *TOPIC: Investment Policies* dated November 30, 2010, together with Attachment 1: Operating and Capital Fund Investment Policy, Attachment 2: Endowment Fund Investment Policy and Attachment 3: Investment Policy, had been posted with the meeting materials.]

MOVED (Suk/Cole)

THAT the Board approve the Operating and Capital Fund Investment Policy and the Endowment Fund Investment Policy.

A discussion ensued during which concerns were expressed that members did not have sufficient time to review the policies and exercise due diligence. It was suggested that consideration of the recommendation be postponed.

MOVED (Lacey/Prins)

THAT consideration of the motion to approve the Operating and Capital Fund Investment Policy and the Endowment Fund Investment Policy be postponed to the next meeting of the Board of Trustees.

Members deliberated the motion to postpone.

DEFEATED

The Chair referred members back to the main motion. The Chair took under advisement a request that the timeliness of the distribution of Board materials be examined.

QUESTION on the main motion **CARRIED**

For the record, Dr. Sabia, Ms. Turner, Ms. Lacey, Professor Vivian, Ms. Wolfe, and Ms. Rogers abstained from voting on the main motion.

Mr. Suk noted that the Operating and Capital Fund Investment Policy and the Endowment Fund Investment Policy would replace the Investment Policy.

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

RESOLVED that the Investment Policy be rescinded.

d) Workplace Violence Prevention Policy
[A Decision Item *TOPIC: Workplace Violence Prevention Policy and Update* dated November 30, 2010, together with Attachment 1: Workplace Violence Prevention Policy, had been posted with the meeting materials.]

Mr. Harper reviewed the rationale for the development of the Workplace Violence Prevention Policy as detailed in the Report. In response to a question regarding the need for a separate policy to address workplace violence, Mr. Harper noted that he would ask the University's legal counsel if, in future, the policy could be integrated with other University policies.

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

RESOLVED that the Brock University Workplace Violence Prevention Policy be approved.

Mr. Suk referred members to the following Reports which had been considered by the Committee and forwarded to the Board for information:

e) Mid-Year Budget Review 2010-11
[An Information Item *TOPIC: Mid-Year Budget Review 2010-11* dated November 30, 2010, together with Appendix I: Brock University Operating Budget, had been posted with the meeting materials.]

f) 2011-12 Budget Development
[An Information Item *TOPIC: 2011-12 Budget Development* dated November 30, 2010, together with Attachment 1: Timelines and Process for 2011-12, had been posted with the meeting materials.]

The Chair noted that a motion was required to move ***in camera***.

On a motion by Mr. Suk, seconded by Mr. DiPietro and carried, the Board moved ***in camera*** at 5:23 p.m. Non-Trustees retired from the meeting. Mr. Earle had been requested to remain for the closed session.

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The Board resumed **open** session at 5:38 p.m.

[During the ***in camera*** session, the Board considered several confidential reports.]

g) Acceptance of the Report

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

RESOLVED that the Report of the Financial Planning and Human Resources Committee be as contained in the minutes of its meeting held November 30, 2010 be accepted.

10. REPORT OF THE GOVERNANCE/NOMINATING COMMITTEE
[The Report of the Governance/Nominating Committee dated December 2, 2010 had been posted with the meeting materials.]

Mr. Howes presented the Report of the Governance/Nominating Committee from the meeting held on November 1, 2010.

a) Nomination of Lay Members to the Board of Trustees

Mr. Howes noted that there are currently three lay member vacancies on the Board of Trustees for various terms to be filled.

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

RESOLVED that Ms. Catherine Mindorff-Facca be elected as a lay member of the Board of Trustees effective December 2, 2010 for a partial term to June 30, 2011 and a subsequent three-year term to June 30, 2014.

Ms. Catherine Mindorff-Facca would be assigned as a member of the Advancement, Community Relations and Research Committee.

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

RESOLVED that Lieutenant-Colonel Jeffrey R. Cairns be elected as a lay member of the Board of Trustees effective July 1, 2011 for a three-year term to June 30, 2014.

Lieutenant-Colonel Jeffrey Cairns would be assigned as a member of the Financial Planning and Human Resources Committee.

b) Notice of Motion to Amend the General Bylaws of the Board of Trustees

A Notice of Motion was given to amend the General Bylaws of the Board of Trustees regarding the term of the Chair of the Board. The recommendation would be presented to the Board of Trustees for consideration at its next meeting on February 17, 2011.

In response to a question, Mr. Howes noted that the rationale for the proposed amendment would be included Governance/Nominating Report to the Board for the meeting on February 17, 2011.

c) 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 as contained in its Report dated November 1, 2010 be accepted.

11. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The President's Report to the Board of Trustees dated November 9, 2010, together with Appendix A: "Antisemitism and Anti-Israelism on Canadian University Campuses: Promoting Debate in an Environment that is Respectful and Free of Harassment" Opening Statement to the Canadian Parliamentary Committee for Combating Antisemitism from President Jack N. Lightstone dated January 2010 and Appendix B: Draft Statement on Respectful Dialogue and Freedom of Expression, had been posted with the meeting materials.]

Dr. Lightstone referred Trustees to his written Report. He noted that Senate had held a special meeting on November 24 to discuss the strategic planning documents, during which, Senate had showed support for the directions. The President thanked Dr. Sydor for arranging the special meeting of Senate and for conducting the meeting in a constructive manner.

Trustees were referred to the appendices to the President's Report, namely Dr. Lightstone's Opening Statement to the Canadian Parliamentary Committee for Combating Antisemitism and Brock University's draft Statement on Respectful Dialogue and Freedom of Expression. The documents had been provided as background for today's generative discussion regarding free speech on campus. The Chair opened the floor for discussion.

The Board engaged in a comprehensive discussion regarding free speech on campus and the draft statement on respectful dialogue and freedom of expression and associated implications. It was noted that the draft statement would be forwarded to Senate for consideration and advice.

12. OTHER BUSINESS

The Chair of the Board received a suggestion that it would be beneficial for the Board to discuss the *Maclean's* University rankings at a future meeting.

A brief discussion ensued regarding the implications associated with a student filming a professor during a course lecture without the permission of the professor.

It was confirmed that the federal government will be extending the Economic Action Plan's deadline by seven months.

13. ADJOURNMENT

Prior to adjourning, the Chair wished members a happy, health and safe holiday season. The meeting adjourned at 6:18 p.m. and was followed by a dinner in the Pond Inlet.

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Michael Farrell, Secretary Rudi Kroeker, Chair