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Board of Trustees

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

MINUTES OF MEETING #4 (2010-11)

BOARD OF TRUSTEES

THURSDAY, APRIL 28, 2011, 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. Roelof Makken
		Mr. Bill Rickers
		Ms. Joy Rogers
		Mr. Abe Schwartz
		Mr. John Suk
		Dr. Susan Sydor
		Ms. Mary Turner *(via teleconference)*
		Ms. Kelly Veld
		Professor David Vivian
		Dr. Barry Wright
		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, Mr. Darren Harper, Ms. Joanne McKee, Mr. Tom Saint-Ivany, Mr. Marco Vetrone

INVITED
GUEST: Mr. David Service, Towers Perrin

REGRETS: Mr. Ned Goodman, Mr. Paul House, Ms. Catherine Mindorff-Facca, Mr. Dennis Parass, Mr. Sebastian Prins, Dr. Maureen Sabia, Ms. Betty-Lou Souter, Ms. Monica Stenzel, Ms. Terry Trcezak, Ms. Valerie Wolfe, Ms. Helen Young

1. CALL TO ORDER

Mr. Kroeker welcomed members and called the meeting to order. He confirmed that Ms. Turner and Dr. Lacey were participating in the meeting via teleconference. Recognizing the damage and power outages to the City from the day's earlier storm, the Chair noted that some members may not be able to attend or may be arriving late.

Members were reminded that following the meeting, they were invited to attend the opening event of the Senior Women Academic Administrators of Canada Conference in the Guernsey Market. The Conference, hosted by Brock University, is being held from April 28-30 and has been organized by female administrators on Brock's Senior Administrative Council. The Chair was pleased to note that Trustee Dr. Maureen Sabia will be the keynote speaker during the Conference.

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 #3 (2010-11) held on February 17, 2011 had been posted with the meeting materials.]

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

RESOLVED that the Minutes of Meeting #3 (2010-11) of the Board of Trustees held on February 17, 2011 be approved.

4. BUSINESS ARISING FROM THE MINUTES – None

5. REPORT OF THE CHAIR OF THE BOARD

Mr. Kroeker provided an oral Report during which he thanked all parties involved on the recent settlements of Collective Agreements.

The Chair was pleased to note that the inaugural meeting of the Joint Senate-Board Integrated Planning Oversight Committee was held on April 27, 2011. At the invitation of the Chair,

Dr. Lightstone expanded on the initiatives being undertaken by the Joint Committee to oversee the implementation of the Brock University Integrated Plan. Further information would be provided to the Board of Trustees at its next meeting on June 23, 2011.

With respect to upcoming activities, the Chair and the Vice-Chair of the Board would be leaving following today's Board meeting to attend the annual conference of the Canadian University Boards Association (CUBA) being held at the University of Saskatchewan.

The Chair shared the following announcements with the Board:

- Spring Convocation will be held from June 7 to June 11. On each day of Convocation, the Board of Trustees Spirit of Brock Medal will be presented to a graduate and an undergraduate student. The names of the recipients will be announced in the near future. Members of the Board are invited and encouraged to attend the ceremonies.

- Brock University will host the inaugural Women's Under 25 World Wheelchair Basketball Championships from July 15-25. The event supports Canada's ongoing efforts to be a world leader in wheelchair basketball. Brock and the Niagara Sport Commission are thrilled to be hosting this incredible international event.

- Congratulations are extended to three of Brocks' athletics teams who this year won Ontario University Athletics Championship – the Brock Baseball team, Men's Rowing team and the Women's Wrestling team. This year, the Women's Team of the Year is Women's curling and the Men's Team of the year is Men's rowing. Also, congratulations are extended to the Male Athlete of the Year Ben Cushnie (Men's Rowing) and the Female Athlete of the Year Beth Clause (Women's Hockey). We applaud all of our student athletes for their outstanding scholastic and athletic achievements over the past year.

- Members were reminded and encouraged to attend the dinner in celebration of the completion of the first phase of the Cairns Family Health and Bioscience Research Complex to be held on Friday, June 24 at 6:00 p.m. in the Pont Inlet.

6. REPORT OF THE EXECUTIVE COMMITTEE

[The minutes of Joint Meeting #1 of the Financial Planning and Human Resources Committee and the Executive Committee held on March 10, 2011 and the minutes of Meeting #3 of the Executive Committee held on March 31, 2011 had been posted with the meeting materials.]

The Chair noted that the Executive Committee held a joint meeting with the Financial Planning and Human Resources Committee on March 10, 2011 and there were no items for the consideration of the Board from the meeting. During its meeting on March 31, 2011, the Executive Committee ratified tentative collective agreements between the University and CUPE Local 4207 Unit 1 and Unit 2 and OSSTF, District 35.

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

Dr. Knuttila provided an oral update on activities within the Office of the Provost and Vice-

President, Academic for the information of Trustees.

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 587th meeting held on March 23, 2011 and the 588th meeting held on April 13, 2011 had been posted with the meeting materials.]

Dr. Sydor referred members to the Reports of the Actions of the University Senate, together with the Senate Highlights, which had been posted for the information of the Board. Of note, Dr. Sydor highlighted that Senate had approved the Policy on Protecting Students as a Result of a Work Stoppage that Disrupts Academic Activities.

9. REPORTS OF STANDING COMMITTEES

9.1 Audit Committee

On behalf of Committee Chair Dr. Sabia, Ms. Turner provided an oral update on the activities of the Audit Committee from its meeting held on March 1, 2011.

Of note, the Committee had focussed much time on the development of the draft Audit Committee Charter and had passed a motion recommending approval of the Charter to the Board of Trustees. The motion to approve the Charter would be presented to the Board later in the meeting during the Report of the Governance/Nominating Committee.

The Audit Committee had also begun its review of several Internal Audit Reports and had reviewed the 2010-11 External Audit Planning Report.

9.2 Financial Planning and Human Resources Committee

[The minutes of Meeting #4 held on April 14, 2011, together with the reports indicated below, had been posted with the meeting materials.]

The Chair noted that Mr. Service of Towers Perrin would be arriving shortly for the discussion of the next agenda regarding the Brock Pension Fund and suggested that the Report be laid on the table.

MOVED (Makken/DiPietro)

THAT the Brock Pension Fund Report be laid on the table.

CARRIED

Mr. Suk referred members to the following information items that had been reviewed by the Financial Planning and Human Resources Committee and forwarded to the Board for information:

a) Brock Pension Fund – Pension Governance Review
[An Information Item *TOPIC: Brock Pension Fund – Pension Governance Review* and *TOPIC: Brock Pension Fund – Reduction in the Asset Allocation of Canadian Equities* dated April 14,

2011 had been posted with the meeting materials.]

b) 2010-11 Updated Budget Projections
[An Information Item *TOPIC: 2010-11 Updated Budget Projections* dated April 14, 2011, together with Appendix 1: Brock University Operating Budget, had been posted with the meeting materials.]

c) 2011-12 Budget Development
[An Information Item *TOPIC: 2011-12 Budget Development* dated April 14, 2011 had been posted with the meeting materials.

d) Credit Rating Results
[An Information Item *TOPIC: Credit Rating Results* dated April 14, 2011, together with Attachment 1: DBRS – Canadian University Peer Comparison Table, Attachment 2: DBRS Press Release – Brock University, March 30, 2011 and Attachment 3: DBRS Rating Report, April 5, 2001 had been posted with the meeting materials.]

e) Brock Pension Fund – Reduction in the Asset Allocation of Canadian Equities
[A Decision Item *TOPIC: Brock Pension Fund – Reduction in the Asset Allocation of Canadian Equities* dated April 28, 2011 had been posted with the meeting materials together with the previous Decision Item regarding the Brock Pension Fund – Reduction in the Asset Allocation of Canadian Equities dated February 20, 2011 and a Presentation "Brock University – Foreign vs. Domestic Equities" prepared by Towers Watson and dated April 28, 2011.]

MOVED (Suk/DiPietro)

THAT the Brock Pension Fund Report be taken from the table.

CARRIED

Mr. Suk noted that during the previous meeting of the Board of Trustees held on February 17, 2011, the Board had postponed consideration of the motion regarding the Brock Pension Fund and the proposed reduction in asset allocation of Canadian equities. As requested during the previous Board meeting, Mr. David Service, Investment Consultant, Towers Watson had been requested to attend today's meeting to provide information and to answer questions related to the Report and proposed recommendation.

Mr. Suk welcomed Mr. Service to the meeting. By way of an overhead presentation titled "Brock University – Foreign vs. Domestic Equities", Mr. Service provided detailed analyses, comparative data and benchmarks regarding current trends for Canadian versus Global allocation in Canadian pension plans. During discussion, Mr. Service addressed questions from members. Mr. Makken expanded on the reasons why he was in opposition to the proposed recommendation.

Mr. Suk noted that Mr. Robertson had requested to address the Board. Mr. Robertson expanded on the rationale for the recommendation to reduce the Canadian equity asset policy. He provided several points in favour of the proposed recommendation which had been supported by both the Pension Committee and the Financial Planning and Human Resources Committee.

Prior to confirming that Trustees were ready to consider the question, the Chair thanked members for their thoughtful consideration of the proposed recommendation.

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

RESOLVED that the Canadian equity asset policy percentage of the total fund is changed from 15% to 12% and the global equity asset policy percentage of the total fund is changed from 45% to 48%, with an annual review of such asset policy percentage allocations. The asset policy percentage for the individual global equity managers would be evenly divided at 16% each (currently 15% each).

e) Acceptance of the Report

On a motion by Mr. Suk, seconded by Mr. Makken 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 April 14, 2011 be accepted.

9.2 Advancement, Community Relations and Research Committee

[The minutes of Meeting #4 (2011-12) held on March 10, 2011 had been posted with the meeting materials.]

Ms. Rogers presented the Report of the Advancement, Community Relations and Research Committee. She noted that there were two confidential items for the consideration of the Board.

The following Reports had been reviewed by the Committee during the open session and were forwarded to the Board for information:

a) Community Learning (an initiative of Continuing Education and in partnership with Youth University)

[An Information Item *TOPIC: Community Learning (an initiative of Continuing Education and in partnership with Youth University)* dated March 2011 had been posted with the meeting materials. Promotional materials were circulated to members during the meeting.]

b) Brock Days Alumni Weekend Strategy

[An Information Item TOPIC: Brock Days Alumni Weekend Strategy dated March 10, 2011 had been posted with the meeting materials.]

In addition to the Reports outlined above, Ms. Rogers noted that the Committee had also received an oral update on activities within the Office of Research Services and had received a presentation on Brock's Global Transition Program.

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

On a motion by Ms. Rogers, seconded by Ms. Jamieson and carried, the Board moved ***in camera*** at 5:02 p.m. Mr. Vetrone retired from the meeting.

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The Board resumed **open** session at 5:19 p.m.

[During the ***in camera*** session, confidential Reports were reviewed and the Board passed confidential resolutions.]

Dr. Lacey excused herself from the remainder of the meeting.

c) Acceptance of the Report

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

RESOLVED that the Report of the Advancement, Community Relations and Research Committee as contained in the minutes of the meeting held on March 10, 2011 be accepted.

9.3 Capital Projects and Facilities Committee

[The minutes of Meeting #4 (2010-11) held on March 17, 2011, 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. There were no decision items for the consideration of the Board from the meeting.

The following reports had been considered by the Committee and forwarded to the Board for information:

a) Major Projects Update

[An Information Item *TOPIC: Major Projects Update* dated March 17, 2011 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 Research Complex, and Marilyn I. Walker School of Fine and Performing Arts.]

b) Waste Audit Annual Report

[An Information Item *TOPIC: Waste Audit Annual Report* dated March 17, 2011, had been posted with the meeting materials together with Attachment 1: Ministry of the Environment Waste Form Report of a Waste Reduction Work Plan - Industrial, Commercial and Institutional Establishments and Attachment 2: Waste Diversion Resources Quick Reference Guide.]

c) Provision of Drinking Water Sources in the Workplace – Update

[An Information Item TOPIC: Provision of Drinking Water sources in the Workplace – Update dated March 17, 2011 had been posted with the meeting materials.]

d) Draft COU Space Report, 2010-11
[An Information Item *TOPIC: Draft COU Space Report, 2010-11* dated March 11, 2011 had been posted with the meeting materials together with Attachment 1: Table 8 – 2010-11 and Attachment 2: Table 8 – 2007-8.]

In response to a question regarding the Report, the President indicated that the University continues to communicate its vital need for additional academic physical space to the provincial government.

e) Acceptance of the Report

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

RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the minutes of its meeting held March 17, 2011 be accepted.

10. REPORT OF THE GOVERNANCE/NOMINATING COMMITTEE
[The Report of the Governance/Nominating Committee dated April 28, 2011, together with the Appendix A: draft Audit Committee Charter and Appendix B: Notice of Motion to Amend the General Bylaws of the Board of Trustees, had been posted with the meeting materials.]

Mr. Howes presented the Report of the Governance/Nominating Committee noting that there was one decision item for the consideration of the Board and a notice of motion to amend the General Bylaws of the Board.

a) Draft Audit Committee Charter

Mr. Howes referred members to the draft Audit Committee Charter appended to the Report. He noted that earlier in the year, a process was outlined for the development of the draft Audit Committee Charter. As part of the process, an ad hoc consultation meeting was held on April 18, 2011 with the Board Chair, Vice-Chair and Committee Chairs to review the draft Charter with the Audit Committee Chairman. Following the ad hoc consultation meeting, the Governance/ Nominating Committee convened to discuss the draft Charter and to also consider amendments to the General Bylaws of the Board of Trustees as a result of Charter.

During its meeting held on March 1, 2011, the Audit Committee recommended to the Board of Trustees that the Charter be approved. Extensive work was undertaken in the development of the Audit Committee Charter.

As noted in the Report of the Governance/Nominating Committee, Mr. Howes indicated that approval of the Chart will also require that editorial changes be made to the Faculty Handbook and the Disclosure of Financial Impropriety Policy.

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

RESOLVED that the Audit Committee Charter be approved as proposed.

b) Notice of Motion

Pursuant to Article 22 of the General Bylaws of the Board of Trustees, a notice of motion was given to amend the Bylaws to bring consistency with the Audit Committee Charter as outlined in Appendix B of the Report.

An editorial amendment was proposed and accepted to page 3 of Appendix B to ensure consistency with the use of the term "Chair of the Board".

The motion would be presented to the Board for its consideration at its next meeting on June 23, 2011.

c) 2011 Board and Board Member Self-Assessment Survey

As outlined in the Report, Mr. Howes noted that the 2011 Board and Board Member Self-Assessment was available for members to complete online. A confidential password to access the survey site was distributed to members at the outset of the Board meeting. Members were reminded to complete the survey by May 20, 2011.

d) Acceptance of the Report

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

RESOLVED that the Report of the Governance/Nominating Committee dated April 28, 2011 be accepted.

11. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The President's Report to the Board dated April 2011 had been posted with the meeting materials prior to the meeting together with a presentation "Ontario Government Funding Policy and Mechanisms for University Operating Costs".]

Dr. Lightstone referred members to his written Report which contained detailed information regarding the federal and provincial governments' budgets and its impact on Brock's current budget process.

Dr. Lightstone was pleased to announce the appointment of Dr. Gary Libben as Vice-President Research effective August 1, 2011 to June 30, 2016. Dr. Libben currently serves as Associate Vice-President Research at the University of Calgary. The President thanked Trustees Mr. Makken and Mr. Suk for serving on the Committee for the Search of the Vice-President, Research.

It was further noted that Dr. Brindle would remain in the Office of Research Services for five months to assist during the transition period. Dr. Lightstone expressed his sincere appreciation to Dr. Brindle for his service to the University in his role as Vice-President, Research.

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

RESOLVED that the Board of Trustees express its sincere appreciation to Dr. Ian Brindle, Vice-President, Research for his service to Brock University over the years and for those years to come.

By way of a brief overhead presentation, Dr. Lightstone provided an introduction to today's generative discussion "Overview of Ontario Government Policy and Mechanisms for Funding University Operating Costs". 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 regarding the financial challenges facing Brock University and all Ontario universities.

12. OTHER BUSINESS

12.1 Elected Members of the Board Whose Terms Expire

[A Report to the Board of Trustees from the Secretary to the University regarding the names of elected members of the Board whose terms expire on June 30, 2011 had been posted with the meeting materials.]

Pursuant to the General Bylaws of the Board of Trustees, a Report containing the names of elected members of the Board whose terms expire on June 30, 2011 had been distributed for information. A slate of nominations to fill vacancies on the Board would be circulated prior to the Annual Board Meeting to be held on June 23, 2011.

13. ADJOURNMENT

The meeting adjourned at 6:15 p.m. Members had been invited to attend the opening event of the Senior Women Academic Administrators of Canada Conference in the Guernsey Market following the Board meeting.

Michael Farrell, Secretary

Rudi Kroeker, Chair