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**Board of Trustees**

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

MINUTES OF MEETING #2 (2011-12)

**BOARD OF TRUSTEES**

THURSDAY, DECEMBER 1, 2011, 4:00 PM

BOARD ROOM, 13<sup>TH</sup> FLOOR, SCHMON TOWER

PRESENT:	<i>Chair</i>	Mr. Rudi Kroeker
	<i>Chair-Elect</i>	Mr. Joe Robertson
	<i>Immediate Past Chair</i>	Mr. David Howes
	<i>Members</i>	Mr. Sohail Ahmed
		Mr. Jeffrey Cairns
		Mr. Allan Cole
		Ms. Aurora Di Fruscia
		Mr. Nick DiPietro
		Mr. Paul House
		Ms. Geraldine Jones
		Ms. Catherine Mindorff-Facca
		Mr. Dennis Parass ( <i>via teleconference</i> )
		Mr. Sebastian Prins
		Mr. Bill Rickers
		Ms. Joy Rogers
		Dr. Maureen Sabia ( <i>via teleconference</i> )
		Mr. Abe Schwartz
		Mr. Terry Sues
		Mr. John Suk
		Dr. Susan Sydor
		Ms. Mary Turner ( <i>via teleconference</i> )
		Ms. Kelly Veld
		Professor David Vivian
		Dr. Barry Wright
		Ms. Sheila Young
	<i>Ex officio:</i>	
	President and Vice-Chancellor	Dr. Jack Lightstone
	<i>Official Resource:</i>	
	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. Gary Libben
Secretary to the Board	Mr. Mike Farrell
Recording Secretary	Ms. Margaret Thompson

**ALSO**

**PRESENT:** Ms. Wanda Fast (*for agenda item 9.2*), Mr. Darren Harper, Ms. Joanne McKee, Mr. Peter McKinley, Mr. Tom Saint-Ivany, Mr. Scott Walker (*for agenda item 11*)

**GUESTS:** *For agenda item 11:*

Mr. Michael Leckman, Principal, Diamond and Schmitt Architects  
Ms. Susan Conner, CEO, PRISM Partners Inc.  
Mr. Bart DeVries, Project Manager, PRISM Partners Inc.

**REGRETS:** Mr. Ned Goodman, Dr. Veronica Lacey, Mr. Roelof Makken, Ms. Betty-Lou Souter, Ms. Terry Trzeczak, Ms. Helen Young

**1. CALL TO ORDER**

Mr. Kroeker welcomed members and called the meeting to order. The Chair confirmed that Mr. Parass, Dr. Sabia and Ms. Turner were participating in the meeting via teleconference.

The Chair apprised members that prior to the adjournment of the meeting, an *in camera* session would be held for a private discussion among Board members only.

Trustees were reminded that the Board's Strategic Issues Session would be held on January 12, 2012 from 4:00 p.m. to 8:00 p.m. in the Pont Inlet. Members of the President's National Advisory Council, which includes Trustees Emeriti, would be joining the Board for the session.

In keeping with the annual holiday tradition initiated by Dr. Lightstone, each Board member was presented with a limited edition print of a Brock student's original artwork. The President was pleased to introduce the artist, Ms. Christyn Colbow, whose artwork had also been chosen by Dr. Lightstone last year. Ms. Colbow, a fourth year student at Brock University in the Concurrent Education Program majoring in Visual Arts, then shared the inspiration for her painting titled "Winter Landscape".

The Chair expressed his appreciation to Trustees and Administration for their tremendous support and offered best wishes for the holiday season. Ms. Colbow 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 (2011-12) held on October 6, 2011 had been posted with the meeting materials.]

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

**RESOLVED that the Minutes of Meeting #1 (2011-12) of the Board of Trustees held on October 6, 2011 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 1, 2011 had been posted with the meeting materials.]

The Chair referred members to his Report which had been posted with the meeting materials.

Mr. Kroeker was pleased to share the following announcements:

Retirement of Mrs. Marlene Penner

On December 31, 2011, Mrs. Marlene Penner, Assistant in the Office of the University Secretariat will retire after more than 41 years of service to Brock University. Marlene has worked most of that time in the Secretariat Office supporting the activities of both the Board of Trustees and Senate.

On a motion by Dr. Sydor, seconded by Ms. Mindorff-Facca and carried, it was

**RESOLVED that the Board of Trustees express its sincere appreciation to Mrs. Marlene Penner for her distinguished service, commitment and dedication to Brock University for more than 41 years.**

Athletic Achievements – Brock Badgers

The Chair was pleased to note the following:

- Women's Basketball 6-0 start ranked number 8 in the country.
- Men's Basketball is off to an impressive 5-1 start.
- Men's and Women's Wrestling won a team gold at Ontario Senior Championships.
- Women's Wrestling captured five individual gold medals at Ontario Senior Championships.
- Men's Rowing captured a team silver and Women's rowing captured a team bronze at the Canadian University Rowing Championships.

### Fall Convocation

During Fall Convocation held on October 22, 2011, 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 all or any of the following qualities: leadership, courage, innovation, inspiration and community involvement. This year's recipients were undergraduate student Rohan Kothari and graduate student Lindsay Cline. 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.

### General Brock October Soirée

At the invitation of the Chair, Mr. Howes, on behalf of Ms. Rogers and himself, thanked Board members who had attended and/or supported this year's General Brock October Soirée. The event was a great success and more than \$110,000 was raised, fifty percent of which after costs will accrue to scholarships in support of students in the Marilyn I. Walker School of Fine and Performing Arts.

On behalf of the University, Dr. Lightstone expressed gratitude to Mr. Howes, Ms. Rogers, and the Organizing Committee for their dedication and leadership in making the event a success.

### Recognition of Ms. Joanne McKee

Mr. Kroeker was pleased to advise the Board that Ms. Joanne McKee, Associate Vice-President, Finance had recently been awarded the prestigious Council of Financial Officers – Universities of Ontario Distinguished Leadership Award. The award is granted to those who have demonstrated effective leadership and made a contribution to the Council of Finance Officers and the management of higher education. The recipient is nominated and selected by their peers and Joanne was unanimously recommended to receive the award. On behalf of the Board of Trustees, the Chair congratulated Ms. McKee on receiving this outstanding award.

### Vice-President, Finance and Administration

The Chair recognized that Mr. Steven Pillar, Vice-President of Finance and Administration had recently announced that he would be leaving Brock University in February 2012. There would be opportunities in the new year to formally acknowledge Mr. Pillar for his many years of dedication to Brock and to wish him much success as Vice-President, Administration at Trent University.

## **6. REPORT OF THE EXECUTIVE COMMITTEE - None**

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

[The Report of the Provost and Vice-President, Academic dated December 1, 2011 had been posted with the meeting materials.]

Dr. Knuttila referred Trustees to his written Report. He was pleased to also report that graduate

student researchers at Brock University had been very successful in receiving funding from the Social Sciences and Humanities Research Council of Canada (SSHRC).

**8. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE**

[The Reports of the Actions of the University Senate from the 592<sup>nd</sup> meeting held on October 12, 2011 and the 593<sup>rd</sup> meeting held on November 16, 2011 had been posted with the meeting materials.]

Dr. Sydor referred members to the Reports of the Actions of the University Senate from the meetings held on October 12, 2011 and November 16, 2011 and highlighted several areas of the Reports for the information of the Board.

Mr. Kroeker requested that Dr. Sydor relay the Board's best wishes to Senate for the coming year and thanks to Senators for their service in support of the governance of the University.

**9. REPORTS OF STANDING COMMITTEES**

**9.1 Audit Committee**

Dr. Sabia noted that the meeting of the Audit Committee had been held on the morning of today's Board meeting.

Prior to presenting the business items from the Audit Committee meeting, Dr. Sabia apprised Trustees that a Request for Proposals had been issued to a number of firms with respect to a finance environment process review. The purpose of the review is to assess the overall breath and depth of the responsibilities of the finance functions that reside within the University and will include some additional analysis within the Finance function and the scope and resources of Internal Audit. A key element of this review is to assess the current organizational structure and culture of the finance function and its relationships with the Board of Trustees and other departments of the University, both academic and otherwise, to understand the effectiveness of the current distribution of responsibilities, skill sets and experience within the Finance function, its reporting structure, and information flow.

The closing date for the submission of proposals is December 5, 2011. The Evaluation Committee which consists of the President and Vice-Chancellor, the members of the Audit Committee and the Chair of the Financial Planning and Human Resources Committee will assess the proposals and select the firm to conduct the review.

In response to a question, Dr. Sabia indicated that the cost of the review would be approximately \$100,000 - \$125,000. It was requested, and the Chair of the Board concurred, that a copy of the RFP be shared with members of the Board.

Dr. Sabia then presented the Report of the Audit Committee from its meeting held on December 1, 2011. She noted that an additional meeting of the Committee would be convened later in December to review several Reports that had not been considered during the meeting due to the lateness of the arrival of the meeting materials.

a) External Audit Plan

The Audit Committee undertook a comprehensive review of the “Brock University Audit Planning Report for the year ended April 30, 2012” which is prepared by the external auditor, KPMG. The Audit Committee agreed that the plan should go forward and discussed several additional extensions to the audit procedures that might be undertaken by the external auditor.

b) External Auditor Appointment

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

**RESOLVED that the firm of KPMG be appointed as Brock University’s external auditors for the 2011-12 fiscal year.**

c) Brock University Pension Plan Audited Financial Statements

[A Decision Item *TOPIC: Brock University Pension Plan Audited Financial Statements* dated December 1, 2011, together with the Draft Financial Statements of the Brock University Pension Plan year ended June 30, 2011, had been distributed to Trustees at the outset of the meeting.]

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

**RESOLVED that the audited Financial Statements of the Brock University Pension Plan for the year ended June 30, 2011 be approved.**

d) Brock University Foundation Audited Financial Statements

[A Decision Item *TOPIC: Brock University Foundation Audited Financial Statements* dated December 1, 2011, together with the Draft Financial Statements of the Brock University Foundation – Three month period ended June 30, 2011 (Unaudited), had been distributed to Trustees at the outset of the meeting.]

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

**RESOLVED that the audited Financial Statements of the Brock University Foundation for the three month period ended June 30, 2011 be approved.**

e) Acceptance of Report

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

**RESOLVED that the Report of the Audit Committee be accepted.**

## 9.2 Financial Planning and Human Resources Committee

[The minutes of a Meeting #2 (2011-12) held on November 24, 2011, 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) In Camera Session

Mr. Suk noted that a motion was required to move *in camera* for the consideration of confidential Reports. On a motion by Mr. Suk seconded by Mr. Robertson and carried, the Board moved *in camera* at 4:43 p.m.

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The Board resumed **open** session at 4:53 p.m.

[During the *in camera* session, the Board considered confidential Reports from the Financial Planning and Human Resources Committee and passed confidential recommendations. The Board further considered confidential Reports from the Advancement, Community Relations and Research Committee and the Capital Projects and Facilities Committee.]

### b) Proposed Revisions to the Brock University Alcohol Policy

[A Decision Item *TOPIC: Proposed Revisions to the Brock University Alcohol Policy* dated November 24, 2011 together with Attachment 1: Brock University Alcohol Policy had been posted with the meeting materials.]

Mr. Suk referred members to the proposed revisions to the Brock University Alcohol Policy.

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

**RESOLVED that the revised Brock University Alcohol Policy be approved.**

### c) Investment Committee Asset Mix – Global Versus Domestic Mandate

[A Decision Item *TOPIC: Investment Committee Asset Mix – Global Versus Domestic Mandate* dated November 24, 2011 had been posted with the meeting materials.]

During the Board's consideration of the Report, senior administrators responded to questions and expanded on the rationale for the proposed recommendation which had been carefully considered and supported by both the Investment Sub-Committee and the Financial Planning and Human Resources Committee.

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

**RESOLVED that the asset mix in the Endowment Fund Investment Policy (section 6) be amended to reduce Canadian equities from 25% to 15% and increase Global Equities from 35% to 45%.**

Mr. Suk referred members to the remaining Reports, as outlined below, which had been reviewed by the Financial Planning and Human Resources Committee and forwarded to the Board for information:

- d) Generative Discussion and Natural Gas Bulk Purchase Authorization  
[An Information Item *TOPIC: Generative Discussion and Strategy Session* dated November 24, 2011, together with Attachment 1: Summary of Revenue Generation/Cost Containment Strategies as of November 18, 2011, and Attachment 2: Financial Metrics, had been posted with the meeting materials.]
- e) Mid-Year Budget Review  
[An Information Item *TOPIC: Mid-Year Budget Review 2011-12* dated November 24, 2011, together with Appendix 1: Brock University Operating Budget, had been posted with the meeting materials.]
- f) Annual Pension Plan Report  
[An Information Item *TOPIC: Annual Pension Plan Report July 1, 2010 to June 30, 2011* dated November 24, 2011, together with the draft Policy, had been posted with the meeting materials.]
- g) Investment Committee Annual Report  
[An Information Item *TOPIC: Investment Committee Annual Report* dated November 24, 2011 had been posted with the meeting materials.]
- h) Information Technology Services Update  
[An Information Item *TOPIC: Information Technology Services Update* dated November 24, 2011 had been posted with the meeting materials.]
- i) Revised Matrix  
[An Information Item *TOPIC: Revised Matrix* dated November 24, 2011, together with Attachment 1: Reporting Requirements Matrix – Updated November, 2011, had been posted with the meeting materials.]
- j) Acceptance of the Report

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

**RESOLVED that the Report of the Financial Planning and Human Resources Committee as contained in the minutes of the meeting held November 24, 2011 be accepted.**



### 9.3 Advancement, Community Relations and Research Committee

[The minutes of Meeting #2 (2011-12) held on November 3, 2011, together with the reports indicated below, had been posted with the meeting materials.]

Ms. Rogers presented the Report of the Advancement, Community Relations and Research Committee. She referred members to the following Reports that had been reviewed by the Committee and forwarded to the Board for information:

- a) Brock Days Alumni Weekend Summary Report  
[An Information Item *TOPIC: Brock Days Alumni Weekend Summary Report* dated October 21, 2011, together with a Brock Days Marketing Report dated October 18, 2011, had been posted with the meeting materials.]
- b) Student and Community Engagement at Brock  
[An Information Item *TOPIC: Student and Community Engagement at Brock* dated November 3, 2011 had been posted with the meeting materials.]
- c) Undergraduate Recruitment Marketing Strategy  
[An Information Item *TOPIC: Undergraduate Recruitment Marketing Strategy* dated November 3, 2011 had been posted with the meeting materials.]
- d) Brock University Office of Research Services  
[An Information Item *TOPIC: Brock University Office of Research Services* had been posted with the meeting materials.]
- e) Acceptance of the Report

On a motion by Ms. Rogers, seconded by Ms Veld 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 November 3, 2011 accepted.**

### 9.4 Capital Projects and Facilities Committee

[The minutes of a Meeting #1 (2011-12) held on October 13, 2011, together with the reports indicated below, had been posted with the meeting materials.]

Mr. Rickers presented the Report of the Capital Projects and Facilities Committee. He provided a brief overview of each of the Reports indicated below during which senior administrators responded to questions from Trustees.

- a) Accessibility Planning – Accessible Built Environment Update  
[An Information Item *TOPIC: Accessibility Planning – Accessible Built Environment Update* dated October 13, 2011 had been posted with the meeting materials.]

- b) Major Projects Update  
[An Information Item *TOPIC: Major Projects Update* dated October 13, 2011 had been posted with the meeting materials together with the following Project Status Update Reports: Norman Road (International Centre), Cairns Family Health and Bioscience Research Complex, and Marilyn I. Walker School of Fine and Performing Arts.]
- c) Academic and Cultural Arts Centre for Downtown St. Catharines 198 St. Paul Street – Marilyn I. Walker School of Fine and Performing Arts  
[An Information Item *TOPIC: Academic and Cultural Arts Centre for Downtown St. Catharines 198 St. Paul Street – Marilyn I. Walker School of Fine and Performing Arts*, dated October 13, 2011 had been posted with the meeting materials together with the following attachments: Attachment 1: Project Budget – Period Ending September 29, 2011, 198 St. Paul Street Facility; Attachment 2: 198 St. Paul Street Facility – Stipulated Price Contract – 21 Month Construction; Attachment 3: Risk Management Matrix, 198 St. Paul Street; and Attachment 4: 198 St. Paul Street Facility Estimated Annual Operating Costs.]
- d) Cairns Family Health and Bioscience Research Complex  
[An Information Item *TOPIC: Cairns Family Health and Bioscience Research Complex* dated October 13, 2011 had had been posted with the meeting materials, together with the following attachments: Attachment 1: Niagara Health and Bioscience Research Complex – Project Master Schedule; Attachment 2: Niagara Health and Bioscience Research Complex – Funding and Expenditure Log; Attachment 3: NHBRC: Change Order Management; and Attachment 4: Niagara Health and Bioscience Research Complex – Risk Register.]
- e) Joint BUSU/Faculty of Business Feasibility Study  
[An Information Item *TOPIC: Joint BUSU/Faculty of Business Feasibility Study* dated October 13, 2011, together with Attachment 1: Faculty of Business and Brock University Students’ Union Proposed Site, had been posted with the meeting materials.]
- f) The General Brock Monument Project  
[An Information Item *TOPIC: The General Brock Monument Project* dated October 13, 2011, together with Attachment 1: The General Brock Monument Project – Monument Location Options 1 and 2, had been posted with the meeting materials.]
- g) Deferred Maintenance Update  
[An Information Item *TOPIC: Deferred Maintenance Update* dated October 13, 2011 had been posted with the meeting materials together with the following attachments: Attachment 1: FRP Approvals 2011/12; Attachment 2: Information Provided to COU on September 23, 2011; Attachment 3: Ontario Universities’ Facilities Condition Assessment Program; and Attachment 4: FCAP Facilities Condition Assessment Program Presentation to MTCU and MOI.]

Mr. Rickers noted that a comprehensive generative discussion was held during the Committee’s meeting with respect to the significant challenges that the University faces to adequately address the Deferred Maintenance backlog. Due to the significance of the issues raised in the Deferred Maintenance Update Report, the Committee agreed that the item would be included on each future

meeting agenda.

The Board then engaged in a discussion. The need to develop a funding strategy to address the backlog of Deferred Maintenance from both a risk management and a fiduciary perspective was emphasized. For the record, Dr. Sabia voiced concern regarding the risks associated with the deferral of maintenance projects. Mr. Rickers noted that risk assessment is an integral part of the selection of which projects are undertaken given the limited financial resources.

While the University has indicated to the provincial government that its second highest priority for funding is for deferred maintenance, Brock cannot rely on provincial funding for deferred maintenance. Trustees stressed that other options to obtain funding be examined.

It was further noted that the Financial Planning and Human Resources Committee would be examining Deferred Maintenance at its next meeting.

- h) Matrix (2011-2012 Reporting Requirements)  
[An Information Item: *Capital Projects and Facilities Committee Matrix (2011-2012 Reporting Requirements)* dated October 13, 2011 had been posted with the meeting materials.]
- i) Acceptance of the Report

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

**RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the minutes of the meeting held on October 13, 2011 accepted.**

Due to a prior commitment, Dr. Sabia retired from the remainder of the meeting.

#### 10. **REPORT OF THE GOVERNANCE/NOMINATING COMMITTEE**

[A Decision Item to the Board of Trustees *TOPIC: Report of the Governance/Nominating Committee* dated December 1, 2011 had been posted with the meeting materials.]

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

- a) Proposed Amendments to the General Bylaws of the Board of Trustees

Pursuant to Article 22 of the General Bylaws of the Board of Trustees, a Notice of Motion to amend the General Bylaw had been presented during the previous meeting of the Board held on October 6, 2011.

Mr. Howes noted that the proposed amendments to the Bylaws within the first recommendation would bring consistency with the Audit Committee Charter which had been approved by the Board of Trustees on April 28, 2011. The proposed amendments to the Bylaws within the second recommendation would allow for more flexibility in the appointment of lay members to Committees by reducing the requirement of membership on the three Committees from six lay members to five.

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

**RESOLVED that Articles 24 (c); 27; 30A; and 41 of the General Bylaws of the Board of Trustees be amended as proposed.**

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

**RESOLVED that Articles 27; 29; and 30 of the General Bylaws of the Board of Trustees be amended as proposed.**

c) Acceptance of the Report

On a motion by Mr. Howes, seconded by Ms. Mindorff-Facca and carried, it was

**RESOLVED that the Report of the Governance/Nominating Committee dated December 1, 2011 be accepted.**

**11. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR**

[The President's Report to the Board dated November 17, 2011 had been posted with the meeting materials.]

The President referred Trustees to his written Report. He provided a brief update with respect to an upcoming scheduled meeting with the new Minister of Training, Colleges and Universities, Glen Murray.

Dr. Lightstone then referred members to a recent report published by the Niagara Research and Planning Council titled Living in Niagara 2011. The 2011 report follows up on the Living in Niagara 2008 report and is based on the social determinants of health. Positive changes have been demonstrated in ten of the eleven sectors measured in the Report. The President noted that Trustee Ms. Mindorff-Facca, who is Chair of the Council, had brought copies of the Report for members of the Board.

With respect to today's generative discussion, Dr. Lightstone noted that there would be a presentation by the architects regarding 198 St. Paul Street Project, the future home of the Marilyn I. Walker School of Fine and Performing Arts. Mr. Pillar introduced and welcomed to the meeting Mr. Michael Leckman, Principal, Diamond and Schmitt Architects, Ms. Susan Conner, CEO, PRISM Partners Inc., Mr. Bart DeVries, Project Manager, PRISM Partners Inc., and Mr. Scott Walker.

By way of an overhead presentation, Mr. Leckman provided detailed information regarding the interior and exterior plans for the project. Following the presentation, the architects responded to questions from members regarding the new facility.

**12. OTHER BUSINESS - None**

**13. ADJOURNMENT**

The meeting adjourned to closed session at 6:15 p.m. Only members of the Board of Trustees remained for the *in camera* session.

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Michael Farrell, Secretary

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Rudi Kroeker, Chair