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Brock University
Board of Trustees
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MINUTES OF MEETING #1 (2009-10)

BOARD OF TRUSTEES

THURSDAY, SEPTEMBER 24, 2009, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT:	*Chair*	Mr. Rudi Kroeker
	Immediate Past Chair	Mr. David Howes
	Members	Ms. Georgina Black Dr. Leslie Anne Boldt Mr. Paul House Dr. Valerie Jaeger Ms. Julia Kamula Mr. Roelof Makken Ms. Melissa Page Mr. Sebastian Prins Mr. Bill Rickers Mr. Joe Robertson Dr. Maureen Sabia *(via teleconference)* Dr. John Sivell Ms. Betty-Lou Souter *(via teleconference)* Ms. Monica Stenzel Mr. John Suk Ms. Mary Turner Ms. Kelly Veld Ms. Valerie Wolfe Mr. Bruce Wormald 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. Liette Vasseur
Secretary to the Board	Mr. Mike Farrell
Recording Secretary	Ms. Margaret Thompson

ALSO PRESENT: Ms. Pauline McCormack, Ms. Joanne McKee, Ms. Martha Nelson, Mr. Tom Saint-Ivany, Dr. Philip Wright

GUESTS: *For agenda item 11:*
Dean Ian Brindle, Faculty of Mathematics and Science
Dean John Corlett, Faculty of Applied Health Sciences

REGRETS: Mr. David Civiero, Ms. Wanda Gilmore, Mr. Ned Goodman, Mr. Dennis Parass, Mr. Peter Partridge, Ms. Joy Rogers, Ms. Helen Young

1. CALL TO ORDER

Mr. Kroeker welcomed new and continuing members to the first meeting of the Board of Trustees for the year 2009-10. He confirmed that Dr. Sabia and Ms. Souter were participating in the meeting via teleconference. Trustees were reminded that following the meeting, dinner would be held in the Pond Inlet. For today's generative discussion, Dean Ian Brindle, Faculty of Mathematics and Science, and Dean John Corlett, Faculty of Applied Health Sciences, would be joining the meeting to provide an update on the developments within their Faculty. This would be a part of a series of presentations to the Board from the various Deans.

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 (2008-09) held on June 25, 2009 had been posted with the meeting materials.]

On a motion by Dr. Jaeger, seconded by Dr. Boldt and carried, it was

RESOLVED that the Minutes of Meeting #5 (2008-09) of the Board of Trustees held on June 25, 2009 be approved.

4. BUSINESS ARISING FROM THE MINUTES - None

5. REPORT OF THE CHAIR OF THE BOARD

Mr. Kroeker was pleased to note that Brock's women's soccer team is currently ranked number four and the women's ruby team is currently ranked number ten in the CIS (Canadian Interuniversity Sport).

The Chair noted that with the beginning of the new school year, Dr. Darrell Grant replaced Dr. Valerie Jaeger as the Medical Director with on-campus Student Health Services. Dr. Jaeger recently accepted the position of physician lead for H1N1 planning with the Niagara Region Public Health after being involved with Student Health Services at Brock for more than 22 years and as Medical Director since 2004. The Chair paid tribute to Dr. Jaeger and, on behalf of the Board, thanked her for the many years of service to Brock University and wished her much success in the future.

The Chair expressed thanks to Mr. Bruce Wormald for participating on the selection committee for the Brock University Distinguished Alumni Award. The award had recently been presented to Dr. Mary Guerriero Austrom who graduated from Brock with a BEd ('80) and honours BA in Psychology and Italian ('81). Dr. Austrom is a world-renowned expert, advocate, researcher, educator and authority in the field of Alzheimer's disease and holds the world's first and only endowed professorship for Alzheimer disease education at Indiana University. Other alumni award winners included Karl Kaiser, Marty Calder, Ted Palmer, David MacKenzie, and John Zoccoli. On behalf of the Board of Trustees, the Chair congratulated all of the Distinguished Graduate Award winners.

The second annual General Brock October Soirée would be held on Saturday, October 17 at Chateau des Charmes in Niagara-on-the-Lake. Board members were encouraged to attend the event in celebration of Brock University and its namesake.

Trustees were encouraged to attend the Fall Convocation ceremonies on Saturday, October 17, 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.

On behalf of the Board and the community, the Chair extended appreciation to Mr. Howes for graciously accepting the position of Chair of the Joint Executive Committee overseeing the creation of the major downtown academic and cultural arts centre which is a joint venture between the City of St. Catharines and the University.

The Chair further recognized and expressed congratulations to:

Ms. Souter, CEO of Community Care St. Catharines/Thorold, who would be receiving the Chamber of Commerce Volunteer Business Person of the Year Award;

Mr. Makken who would be honoured during the upcoming Annual Boat Christening Ceremony and Alumni Reunion for Brock University Rowing for his dedication to the program; and

Dr. Jack Lightstone who had recently been promoted to the membership of the Executive Committee of the Council of Ontario Universities (COU). Dr. Lightstone also serves as Chair of the COU's Budget and Audit Committee.

6. REPORT OF THE EXECUTIVE COMMITTEE - None

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

Dr. Knuttila prefaced his Report by thanking members of the Brock community for the warm welcome he has received since his arrival to the University in July. He then provided an oral update with respect to enrolment, the three decanal searches currently underway (Faculties of Business, Education and Humanities), and the need to further review the function and structure of graduate studies at the University.

The Provost and Vice-President, Academic noted that he had developed a *2009-10 Academic Year Conversation and Action Item List* and a *Provost Plan – Moving Brock 2014 Forward* which are available on both the University Secretariat and the Provost's (http://www.brocku.ca/vp-academic) websites.

8. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

By way of an overhead presentation, Dr. Sivell shared the Senate highlights for the information of the Board.

9. REPORTS OF STANDING COMMITTEES

9.1 Advancement, Community Relations and Research Committee

[The minutes of Meeting #1 (2009-10) held on September 15, 2009, together with the reports indicated below, had been posted with the meeting materials.]

Mr. Robertson presented the Report of the Advancement, Community Relations and Research Committee.

a) Institutional Brand Identity Policy

[A Decision Item *TOPIC: Institutional Brand Identity Policy* revised date September 16, 2009 had been posted with the meeting materials together with the following: a) Institutional Brand Identity Policy, b) Graphic Standards Policy, c) Brand Architecture and Hierarchy.]

Ms. Nelson reviewed the rationale for the proposed recommendations to rescind the current Graphic Standards Policy and to adopt the new Institutional Brand Identity Policy as outlined in the Report. She provided an overview of the purpose of the newly proposed policy and its application to various stakeholders. The brand architecture and hierarchy chart outlining the usage of the marks was also reviewed.

A discussion ensued with respect to the rationale for the continued use of the cameo of Sir Isaac Brock and the corporate seal within the new brand platform during which senior administrators responded to questions and received comments from Trustees. It was noted that while the creative expression of the brand may change in the future, the cameo and corporate seal would remain constant.

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

RESOLVED that the current "Graphic Standards Policy" be rescinded.

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

RESOLVED that the "Institutional Brand Identity Policy" be approved and that reference to the policy be updated within the related policies.

b) Information Items

Mr. Robertson noted that during the meeting, the Committee received a brief orientation which included information regarding Brock 2014: Knowledge, Engagement, Transformation - An Academic Plan for Brock University; Development and Donor Relations; University Marketing and Communications; Alumni Relations; Government Relations; Neighbourhood Relations Initiatives 09/10; and, an overview of the Community Connections program.

A report regarding the Alumni Engagement Survey and an overview of Brock Research were also presented to the Committee for information.

Mr. Robertson noted a motion was required to move ***in camera*** to consider a confidential report that had been presented to the Committee for information.

On a motion by Mr. Robertson, seconded by Mr. Suk and carried, the Board moved ***in camera*** at 4:47 p.m. Non-Trustees retired from the meeting. Ms. Nelson remained for the closed session.

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The Board resumed open session at 4:50 p.m. Non-Trustees rejoined the meeting.

c) Acceptance of the Report

On a motion by Mr. Robertson, seconded by Ms. Kamula 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 15, 2009 be accepted.

9.2 Financial Planning, Audit and Human Resources Committee

[The minutes of Meeting #1 (2009-10) held on September 21, 2009, together with the reports indicated below, had been posted with the meeting materials.]

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

a) Draft Audited Financial Statements for the Year Ended April 30, 2009
[A Decision Item *TOPIC: Draft Audited Financial Statements for the Year Ended April 30, 2009* dated September 21, 2009 (Revised) together with Attachment 1: Draft Financial Statements of Brock University Year Ended April 30, 2009 and Attachment 2: Reconciliation of Operating Budget Financial Results to the Financial Statements (FS) for the Year Ended April 30, 2009 with Comparisons for 2008, had been posted with the meeting materials.]

Mr. Suk noted that during the meeting held September 21, Committee members had met privately with the KPMG representatives prior to considering the proposed recommendation regarding the audited financial statements.

By way of an overhead presentation, Ms. McKee provided an overview of the financial statements and operating budget results for the fiscal year ending April 30, 2009. Included in the presentation was information regarding the preparation of the University's financial statements, public sector (University) accounting treatment, financial statement vs. operating budget results, reconciliation for 2009, operating budget basis surplus (deficit), and operating budget carry forwards (internally restricted net assets).

A discussion ensued during which Ms. McKee and Mr. Pillar responded to questions and comments from Trustees. Ms. McKee expanded on the preparation of public sector (including universities) financial statements and the process by which carry forwards are calculated.

Mr. Pillar further noted that there was a deficit reduction strategy in place, previously approved by the Board on June 25, 2009, by which the operating budget would be balanced by April 30, 2014.

Dr. Sabia, who was participating via teleconference, excused herself from the remainder of the meeting.

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

RESOLVED that the audited financial statements of Brock University for the year ended April 30, 2009 be approved.

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

b) Internal Audit Update
[An Information Item *TOPIC: Internal Audit Workplan 2009-10* dated September 21, 2009 (Revised) had been posted with the meeting materials.]

c) External Audit Services
[An Information Item *TOPIC: External Audit Services* dated September 21, 2009 (Revised) had been posted with the meeting materials.]

d) Legal Costs Report 2008-09
[An Information Item *TOPIC: Legal Costs Report 2008-09* dated September 21, 2009, together with Attachment 1: Brock University Legal Costs Report for the Year Ended April 30, 2009 (payment schedule) had been posted with the meeting materials.]

e) Information Technology Services Update
[An Information Item *TOPIC: Information Technology Services Update* dated September 21, 2009 had been posted with the meeting materials.]

f) Brock University Plan for the Prevention and Management of pH1N1 Influenza Virus
[An Information Item *TOPIC: Brock University Plan for the Prevention and Management of pH1N1 Influenza Virus* dated September 21, 2009 had been posted with the meeting materials together with Attachment 1: Brock University Operational Plan Overview – Preventing the Spread of H1N1, Attachment 2: Guidelines for the Prevention and Management of H1N1 Influenza Virus at Brock University, Attachment 3: Letter from Provost and Vice-President Academic, and Attachment 4: Letter from Vice-President Finance and Administration.]

At the invitation of Mr. Suk, Ms. McCormack provided an update with respect to the prevention and management of the H1N1 influenza virus at Brock. Dr. Jaeger provided an update on behalf of Niagara Region Public Health.

g) Financial Planning, Audit and Human Resources Committee Reporting Matrix
[The *Financial Planning, Audit and Human Resources Committee Reporting Requirements Matrix* dated August 2009 had been posted with the meeting materials.]

h) Acceptance of the Report

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

RESOLVED that the Report of the Financial Planning, Audit and Human Resources Committee as contained in the minutes of its meeting held September 21, 2009 be accepted.

9.3 Capital Projects and Facilities Committee
[Minutes of Meeting #1 (2009-10) held on September 9, 2009, together with the reports indicated below, had been posted with the meeting materials.]

Ms. Kamula presented the Report of the Capital Projects and Facilities Committee. Trustees were reminded that they had received an invitation to join the Capital Projects and Facilities Committee for a site tour of major projects on Thursday, October 15 from 2:00 p.m. to 5:00 p.m. Trustees were encouraged to attend.

a) City of St. Catharines/Brock Joint Executive Committee – Terms of Reference
[A Decision Item *TOPIC: City of St. Catharines/Brock Joint Executive Committee (Terms of Reference)* dated September 9, 2009 together with Attachment 1: Brock University and City of St. Catharines – Academic and Cultural Arts Centre – Terms of Reference and Attachment 2: Report from the Department of Economic Development and Tourism Services and Recreation and Community Services had been posted with the meeting materials.]

Ms. Kamula referred members to the Report and proposed recommendations.

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

RESOLVED that the Joint Executive Committee Terms of Reference for the Academic and Cultural Arts Centre for Downtown St. Catharines, dated September 1, 2009 be approved.

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

RESOLVED that staff proceed with the necessary arrangements to provide for the appropriate insurance coverage and indemnification of the incumbent Chair of the Joint Executive Committee as it pertains to the Academic and Cultural Arts Centre project and any of its constituent projects.

Ms. Kamula noted that the following reports had been considered by the Committee and had been forwarded to the Board for information:

b) Major Projects Update
[An Information Item *TOPIC: Major Projects Update* dated September 9, 2009 had been posted with the meeting materials, together with the following Project Status Update Reports: Welch Hall Addition, Norman Road (International Building), Thistle Courtyard/Marketplace, Niagara Health and Biosciences Research Complex, Second Campus 13.8kv Electrical Feed and Blackstart Capability, and the Marilyn I. Walker School of Fine and Performing Arts.]

c) Past Fiscal Year (08-09) Project Plan
[An Information Item *TOPIC: Past Fiscal Year (08/09) Project Plan* dated September 9, 2009, together with Attachment 1: FY 2008-09 Project Plan, had been posted with the meeting materials.]

d) Current Fiscal Year (09-10) Project Plan
[An Information Item *TOPIC: Current Fiscal Year (09/10) Project Plan* dated September 9, 2009 together with Attachment 1: FY 2009-10 Project Plan, had been posted with the meeting materials.]

e) Accessibility Planning – Accessible Built Environment Update
[An Information Item *TOPIC: Accessibility Planning – Accessible Built Environment Update* dated September 9, 2009 had been posted with the meeting materials.]

f) Reporting Matrix
[An Information Item: *Capital Projects and Facilities Committee Matrix (Reporting Requirements)* dated September 3, 2009 had been posted with the meeting materials.]

g) Acceptance of the Report

On a motion by Ms. Kamula, seconded by Dr. Sivell 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 9, 2009 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 24, 2009 had been posted with the meeting materials.]

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

a) Motion to Amend 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 was presented to the Board during its June 25, 2009 meeting to amend the Terms of Reference with respect to when a Vice-Chair of the Board is not appointed by the Board of Trustees.

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

RESOLVED that Articles 9, 16 and 28 b) i) of the General Bylaws of the Board of Trustees be amended as proposed in the Report of the Governance/Nominating Committee dated September 24, 2009.

b) Honorary Title of Trustee Emeritus

Mr. Howes noted that the Governance/Nominating Committee had unanimously approved that the recommendation to grant Dr. Walker the honorary title of Trustee Emeritus be forwarded to the Board of Trustees for consideration. Dr. Walker had retired from the Board on June 30, 2009 after completing 16 years of service as a member of the Board.

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

RESOLVED that the eligibility to be nominated as Trustee Emeritus after retiring from the Board for one year be waived and that Dr. Norris Walker be granted the designation of Trustee Emeritus.

c) 2009 Board and Board Member Self-Assessment

Mr. Howes noted that as indicated in the report, a summary report of the aggregate results of the

2009 Board and Board Member Self-Assessment completed by members last May had been provided to the Committee. The full results are confidential and only for review by the Chair of the Board and the Immediate Past Chair of the Board. The summary report of the Self-Assessment in aggregate form is to assist the Governance/Nominating Committee to develop strategies to improve the overall performance, effectiveness and development of the Board and its members.

d) 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 24, 2009 be accepted.

11. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The President's Report to the Board of Trustees dated September 14, 2009, together with Appendix 1: "We Need More University Researchers, Not Fewer" had been posted with the meeting materials.]

Dr. Lightstone referred members to his Report.

The President announced that he would be hosting a Town Hall meeting for the University community on October 23 at 8:30 a.m. to provide context with respect to the financial situation and the budget. Trustees were welcomed to attend.

Dr. Lightstone noted that as the search for a Dean of Graduate Studies had not been successful during the 2008-09 academic year, Dr. Marilyn Rose's term as Dean had been extended for one year to June 30, 2010. Following recent consultation with the Provost and Vice-President, Academic and the Faculty Deans, it was decided that the re-commencement of a search for a Dean of Graduate Studies during the 2009-2010 academic year be deferred as there were currently three other decanal searches underway. As well, the additional time would provide a further opportunity to review the function and structure of graduate studies. The President had recently advised Senate that he would be seeking the permission of the Board of Trustees to make an exception to the regulation in the Faculty Handbook which states that the term of office of a Dean may be extended once for a period of one year in order to allow for an additional one year extension. Senate had recently passed a motion in support of the President's decision. In response to a question, the President indicated that the consultations would be completed.

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

RESOLVED that FHB I: 8.3.1 A) be waived in order that the term of the Dean of Graduate Studies may be extended for one additional year to June 30, 2011.

On behalf of the Board, the Chair recognized and expressed appreciation to Dean Marilyn Rose for her service to the University and for her work with the Council of Ontario Universities.

With respect to today's Generative Discussion, Dr. Knuttila introduced Dean John Corlett, Faculty of Applied Health Sciences and Dean Ian Brindle, Faculty of Mathematics and Science. By way of overhead presentations, each Dean provided an update on teaching and research developments and associated challenges within their respective Faculty. During the ensuing discussion period, the Deans responded to questions and received feedback from Trustees.

The Chair thanked Dean Corlett and Dean Brindle for the informative presentations.

12. OTHER BUSINESS

Dr. Vasseur, Vice-President, Research encouraged members to attend the Brock Research Open House on October 9, 2009 at 2:00 p.m. in the Pond Inlet.

13. ADJOURNMENT

The meeting adjourned at 6:40 p.m. and was followed by a dinner in the Pond Inlet.

Michael Farrell, Secretary	Rudi Kroeker, Chair