(Circulated prior to approval)

Brock University
Board of Trustees
St. Catharines, Ontario, Canada L2S 3A1
T: 905-688-5550, Ext. 3335/3334 F: 905-688-9754
www.brocku.ca

MINUTES OF MEETING #1 (2008-09)

BOARD OF TRUSTEES

THURSDAY, SEPTEMBER 25, 2008, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT:	*Chair*	Mr. David Howes
	Vice-Chair	Mr. Rudi Kroeker
	Members	Mr. David Appel
		Ms. Mitzi Banders
		Ms. Georgina Black
		Dr. Leslie Boldt-Irons
		Mr. David Civiero
		Dr. Maureen Connolly
		Ms. Wanda Gilmore
		Mr. Tom Goldspink
		Dr. Val Jaeger
		Ms. Julia Kamula
		Mr. Roelof Makken
		Mr. Dennis Parass
		Mr. Peter Partridge
		Mr. Sebastian Prins
		Mr. Bill Rickers
		Mr. Joe Robertson
		Ms. Joy Rogers
		Ms. Betty-Lou Souter
		Mr. John Suk
		Dr. Susan Sydor
		Ms. Mary Turner
		Dr. Norris Walker
		Mr. Bruce Wormald
	Ex officio:	
	President and Vice-Chancellor	Dr. Jack Lightstone
	Official Resource:	
	Vice-President, Academic and Provost	Dr. Terry Boak
	Vice-President, Advancement	Mr. David Petis

Vice-President, Finance and Administration Mr. Steven Pillar

Secretary to the Board Mr. Mike Farrell
Recording Secretary Ms. Margaret Thompson

ALSO PRESENT: Mr. Doug Earle, Ms. Pauline McCormack, Ms. Joanne McKee, Mr. Tom Saint-Ivany, Mr. Jody Thomas, Dr. Philip Wright

GUESTS: *For the generative discussion:*
City of St. Catharines Mayor Brian McMullan
City Officials Mr. David Oakes, Mr. Paul Chapman, Mr. Collin Briggs
Dean Rosemary Hale, Faculty of Humanities

REGRETS: Mr. Ned Goodman, Ms. Michelle Green, Mr. Paul House, Mr. Sohail Mall, Ms. Helen Young

1. CALL TO ORDER

Mr. Howes welcomed new and continuing members to the first meeting of the Board of Trustees for the year 2008-09. He apprised Trustees of the modifications that had been completed in the Board Room and reminded members that following the meeting, an informal reception and dinner would be held in the upper level of the Pond Inlet.

The Chair noted that for today's generative discussion, Mayor Brian McMullan and city officials would be joining the meeting to provide a presentation with respect to the master plan for downtown St. Catharines.

At the invitation of the Chair, Dr. Jaeger, the 2008 Leadership Giving Co-Chair for the United Way of St. Catharines and District, provided an overview of this year's campaign which includes a Leadership Match Challenge issued by Gale's Gas Bars Limited. Dr. Jaeger recognized and thanked Mr. Partridge for his ongoing support to the community.

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 (2007-08) held on June 26, 2008 had been posted/distributed with the meeting materials.]

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

RESOLVED that the Minutes of Meeting #5 (2007-08) of the Board of Trustees held on June 26, 2008 be approved.

4. BUSINESS ARISING FROM THE MINUTES - None

5. REPORT OF THE CHAIR OF THE BOARD

Mr. Howes reminded Trustees that Convocation would be held on Saturday, October 18, 2008 at 10:00 a.m. and 2:00 p.m. Board members and their guests were encouraged to attend. At both ceremonies, the Board of Trustees Spirit of Brock Medal would be presented. The medals would be awarded to Ms. Jacelyn Holmes, undergraduate student, and Ms. Kimberly Costello, graduate student.

Invitations to the inaugural General Brock October Soiree to be held on October 18, 2008 at Queen's Landing in Niagara-on-the-Lake had recently been sent to Trustees. Members were encouraged to attend the celebration in honour of the University and its namesake.

A written communication was received from former Trustee Wendy Staff thanking the Board for the gift she received in June and wishing the University continued success.

Due to the recent retirement of Divino Mucciante, staff member on the Board, an election would be held to fill the position. On behalf of the Board of Trustees, the Chair expressed best wishes to Mr. Mucciante in his retirement.

Congratulations were expressed to Trustee John Suk who had recently been awarded the Distinguished Mathematics and Science Alumni Award from Brock University.

6. REPORT OF THE EXECUTIVE COMMITTEE

[The minutes of Meeting # 1 (2008-09) held on July 31, 2008 and Meeting #2 held on August 13, 2008 had been posted/distributed with the meeting materials.]

Mr. Howes reported that the Executive Committee had held two meetings and referred members to the minutes that had been distributed with the meeting materials. During its meeting held July 31, 2008, the Executive Committee, on behalf of the Board of Trustees, had approved time sensitive recommendations regarding the total project budget and the awarding of the contract for the Welch Hall Addition and the appointment of Dr. Liette Vasseur as Vice-President, Research. On August 13, 2008, the Executive Committee ratified the Collective Agreement between the University and the Brock University Faculty Association. The Board had been apprised of the actions taken by the Executive Committee following each meeting.

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

With respect to the recent appointment of Dr. Liette Vasseur as Vice-President, Research, Dr. Boak expressed thanks to Trustees John Suk and Joy Rogers for serving on the senior administrative search committee.

For the information of the Board, it was related that Dr. Thomas Dunk had recently been appointed as Dean of the Faculty of Social Sciences, Dr. Barbara Sainty as Interim Dean of the Faculty of Business, Dr. Anna Lathrop as Interim Dean of the Faculty of Applied Health Sciences, and Dr. Joffre Mercier would continue as Interim Dean of the Faculty of Mathematics and Science.

Academic planning for the University continues as faculties update their individual academic plans in relation to the overarching *Brock 2014 -knowledge, engagement, transformation: An Academic Plan for Brock University (*www.brocku.ca/alumni/publications/files/academicplan2014.pdf). Future updates would be provided to the Board.

8. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[A Report of the Actions of the University Senate from its meeting held September 24, 2008 had been posted/distributed with the meeting materials.]

The Report had been distributed for information.

9. REPORTS OF STANDING COMMITTEES

9.1 Financial Planning, Audit and Human Resources Committee

[The minutes of a Meeting #1 (2008-09) held on September 18, 2008, together with the reports indicated below, had been posted/distributed with the meeting materials.]

Mr. Rickers referred members to the Report of the Financial Planning, Audit and Human Resources Committee noting that there was one decision item for the consideration of the Board and several items for information.

a) Draft Audited Financial Statements for the Year Ended April 30, 2008

[A Decision Item to the Committee *TOPIC: Draft Audited Financial Statements for the Year Ended April 30, 2008*, together with Attachment 1: "Draft" Financial Statement of Brock University and Attachment 2: Reconciliation of Operating Budget Financial Results to Draft Audited Financial Statements, had been posted/distributed with the meeting materials.]

The Draft Audited Financial Statements for the Year Ended April 30, 2008 had been reviewed, in detail, by the Committee, together with the confidential Audit Findings Report prepared by KPMG. During its meeting, Committee members met privately with Ms. Janet Allen of KPMG. On behalf of the Board, Mr. Rickers expressed appreciation to the financial services staff members for their excellent work.

Ms. McKee reviewed the significant changes and noted that in approving the financial statements, the Board of Trustees also approves the internally restricted net assets carried forward as outlined in note 13 of the document.

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

RESOLVED that the audited financial statements for the year ended April 30, 2008 be approved.

b) Internal Audit Update

[An Information Item to the Committee *TOPIC: Internal Audit Update* dated September 18, 2008 had been posted/distributed with the meeting materials.]

The Report had been distributed for information and it was noted that Mr. Robert Cargnelli had

recently been appointed as Internal Auditor.

c) Legal Costs Report 2007-08
[An Information Item to the Committee *TOPIC: Legal Costs Report 2007-08* dated September 18, 2008, together with Attachment 1: Brock University Legal Costs Report (payment schedule) had been posted/distributed with the meeting materials.]

The Report had been distributed for information.

d) Reporting Requirement Matrix
[The Reporting Requirements Matrix for the Committee dated September 2008 had been posted/distributed with the meeting materials.]

The Report had been distributed for information.

e) Acceptance of the Report

On a motion by Mr. Rickers, seconded by Mr. Makken 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 18, 2008 be accepted.

9.2 Capital Projects and Facilities Committee
[Minutes of Meeting #1 held on July 31, 2008 and Minutes of Meeting #2 held on September 11, 2008, together with the reports indicated below, had been posted/distributed with the meeting materials.]

Mr. Robertson presented the Report of the Capital Projects and Facilities Committee, noting that the Committee had held two meetings.

a) Welch Hall Addition
[A Decision Item to the Committee *TOPIC: Welch Hall Addition* dated July 31, 2008 had been posted/distributed with the meeting materials.]

During the Committee's meeting held July 31, 2008, two recommendations related to the approval of the Welch Hall Addition were considered by the Committee. During its deliberations, the Committee amended the motions and approved the following:

- That the total project budget for the "Welch Hall Addition" be increased from $8,000,000 to $8,531,000.
- That the contract for "Welch Hall Addition" be awarded to Merit Contractors Niagara for a contract value of $6,439,000, not including GST.

As reported earlier by Mr. Howes, the recommendations had been forwarded to and subsequently approved by the Executive Committee on behalf of the Board of Trustees. In response to a question, it was noted that the additional space would be occupied by the Faculty of Education.

During the Committee's meeting held on September 11, 2008, members toured the Matheson Learning Commons which had recently opened. Trustees were then referred to each of the following reports which had been considered by the Committee and had been distributed for the information of the Board:

b) Niagara Health and Biosciences Research Complex
[An Information Item to the Committee *TOPIC: Niagara Health and Biosciences Research Complex* dated September 11, 2008 had been posted/distributed with the meeting materials.]

c) Accessibility Planning - Accessible Built Environment Update
[An Information Item to the Committee *TOPIC: Accessibility Planning - Accessible Built Environment Update* dated September 11, 2008 had been posted/distributed with the meeting materials.]

d) Capital Submission to MTCU
[An Information Item to the Committee *TOPIC: Capital Submission to MTCU* dated September 11, 2008 had been posted/distributed with the meeting materials.]

e) Major Projects Update
[An Information Item to the Committee *TOPIC: Major Projects Update* dated September 11, 2008 had been posted/distributed with the meeting materials, together with the following Project Status Update Reports: Learning Commons and Fire Alarm Replacement, Welch Hall Addition, Second Campus 13.8kv Electrical Feed and Blackstart Generator, 4 Norman Road, School of Fine and Performing Arts, Artificial Sports Field Study, and Thistle/Courtyard Marketplace (revised)].

f) Five-Year Capital Plan
[An Information Item to the Committee *TOPIC: Five-Year Capital Plan* dated September 11, 2008, together with Attachment 1: FY 2008-09 Project had been posted/distributed with the meeting materials.]

g) Matrix Reporting Requirements
[The Committee's Matrix (Reporting Requirements) dated September 3, 2008 had been posted/distributed with the meeting materials.]

h) Acceptance of the Report

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

RESOLVED that the Reports of the Capital Projects and Facilities Committee as contained in the minutes of the meetings held July 31, 2008 and September 11, 2008 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 25, 2008 had been posted prior to the meeting.]

Dr. Walker referred members to the Report of the Governance/Nominating Committee.

a) Amendment to the Terms of Reference of the Advancement and Community Relations Committee

As per Article 22 of the General Bylaws of the Board of Trustees, a Notice of Motion was presented to the Board during its June 26, 2008 meeting to amend the Terms of Reference of the Advancement and Community Relations Committee. The amendment had been proposed due to an increasing focus and importance on research and research related activities across the University.

On a motion by Dr. Walker, seconded by Mr. Kroeker and carried, it was

RESOLVED that Article 29 of the General Bylaws of the Board of Trustees be amended as proposed in the Report of the Governance Committee dated September 25, 2008.

b) Acceptance of the Report

On a motion by Dr. Walker, seconded by Mr. Kroeker and carried, it was

RESOLVED that the Report of the Governance/Nominating Committee dated September 25, 2008 be accepted.

11. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The President's Report dated August 21, 2008, together with an Update to Brock Board of Trustees re: Brock Branding Project dated September 18, 2008, and Environment, Health and Safety Update dated September 25, 2008 and a Report re: Appointments to the Brock University Pension Committee dated September 25, 2008, had been posted/distributed with the meeting materials.]

Dr. Lightstone referred Trustees to his written Report and provided an oral update on several issues. He was pleased to note that the St. Catharines - Thorold Chamber of Commerce had recently related the utmost importance of the Niagara Health and Science Research Complex to Industry Minister Jim Prentice.

With respect to the composition of the Advisory Committee on the appointment of a new Provost and Vice-President, Dr. Lightstone expressed thanks to Mr. Howes and Mr. Robertson for agreeing to serve. Celebratory events would be held in the future to honour Dr. Boak for his many years of dedicated service to the University.

Trustees were referred to the President's Report regarding the composition of the Pension Committee.

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

RESOLVED that the following members of the Pension Plan be appointed to the Pension Committee for the terms indicated:
Bob Welch: BUFA - term ending June 30, 2009 (currently serving a term to December 31, 2008)
Zisimos Koustas: BUFA - term ending June 30, 2012

With respect to today's generative discussion, the President introduced and welcomed to the meeting City of St. Catharines Mayor Brian McMullan, City Officials Mr. David Oakes, Mr. Paul Chapman and Mr. Collin Briggs, and Dean Rosemary Hale.

Mayor McMullan provided a presentation to the Board entitled *A Plan for the Future - A revitalized downtown for a stronger St. Catharines*. Following the presentation, the Board engaged in a comprehensive discussion, during which Mayor McMullan and City Officials responded to questions and received feedback from Trustees.

Prior to retiring from the meeting, Mayor McMullan, City Officials and Dean Hale were thanked for the informative presentation. Copies of the presentation, together with the *St. Catharines Downtown Creative Cluster Master Plan - Final Report June 2008* were circulated to Trustees.

Mr. Howes noted that a motion was required to move ***in camera***. Non-Trustees were invited to remain for the confidential discussion.

On a motion by Mr. Kroeker, seconded by Mr. Rickers and carried, the Board moved ***in camera*** at 5:40 p.m.

******

The Board resumed **open** session at 6:14 p.m.

12. OTHER BUSINESS - None

13. ADJOURNMENT

The meeting adjourned at 6:15 p.m. and was followed by a reception and dinner in the upper level of the Pond Inlet.

_____ _____

Michael Farrell, Secretary David Howes, Chair