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Brock University
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MINUTES OF MEETING #2 (2007-08)

BOARD OF TRUSTEES

THURSDAY, DECEMBER 6, 2007, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT:	*Chair*	Mr. David Howes
	Vice-Chair	Mr. Rudi Kroeker
	Members	Ms. Mitzi Banders
		Dr. Maureen Connolly
		Mr. Tom Goldspink
		Dr. Val Jaeger
		Ms. Karin Jahnke-Haslam
		Ms. Julia Kamula
		Professor John Lye
		Mr. Sohail Mall
		Ms. Beth Natale
		Mr. Angelo Nitsopoulos
		Mr. Peter Partridge
		Mr. Bill Rickers
		Mr. Joe Robertson
		Ms. Joy Rogers
		Mr. Michael Sidenberg
		Ms. Betty-Lou Souter
		Ms. Wendy Staff
		Mr. John Suk
		Dr. Susan Sydor
		Mr. William Tays
		Mr. 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
	Secretary to the Board	Mr. Mike Farrell

Recording Secretary Ms. Margaret Thompson

ALSO PRESENT: Ms. Joanne McKee, Ms. Martha Nelson, Mr. Tom Saint-Ivany, Mr. Scott Walker

REGRETS: Ms. Wanda Gilmore, Mr. Ned Goodman, Mr. Roelof Makken, Mr. Steven Pillar

1. CALL TO ORDER

Mr. Howes welcomed members and called the meeting to order. He introduced new student Trustee, Mr. Sohail Mall. Members were reminded that following the meeting, a reception and dinner would be held in the Alumni Lounge, and that on January 10, 2008, the Board would convene for a Strategic Issues Discussion at 4:00 p.m. in the Sankey Chamber.

Dr. Lightstone, in appreciation of Trustees and in keeping with the tradition initiated last year of presenting each member with an exclusive reproduction of a Brock student's original artwork, introduced this year's artist, Ms. Cara Maulucci. Ms. Maulucci shared the inspiration of her piece titled "The Awakening", and following her presentation, Trustees applauded.

The President wished members a healthy and happy holiday season. Following the distribution of the artwork, Ms. Maulucci retired from the meeting.

At the request of the Chair, Ms. Natale, Trustee and Director, Recruitment and Liaison Office, provided a brief overview of Brock University's new recruitment video. The video was then viewed by Trustees.

Dr. Lightstone offered congratulations to the following:

- Dr. Norris Walker and Mr. Dave Howes for their success in winning awards at the St. Catharines-Thorold Chamber of Commerce Business Achievement Awards;
- Mr. Dave Howes on receiving the Paul Harris Fellowship awarded by the Rotary Club of St. Catharines;
- Norgen Biotech, founded by Professor Yousef Haj-Ahmad, Department of Biological Sciences, for being selected as one of Canada's Top 10 Life Science Companies.

2. DECLARATION OF CONFLICT OF INTEREST

In response to a question from the Chair, there were no conflicts of interest declared to any matter on the agenda.

3. MINUTES OF THE PREVIOUS MEETING

[The minutes of Meeting #1 (2007-08) held on September 27, 2007 had been distributed with the meeting materials.]

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

RESOLVED that the Minutes of Meeting #1 (2007-08) of the Board of Trustees held on September 27, 2007 be approved.

4. BUSINESS ARISING FROM THE MINUTES - None

5. REPORT OF THE CHAIR

Mr. Howes read a letter that he had received from the Director of the Hincks-Dellcrest Centre thanking the University for its donation to the Bram Appel School Based Project in memory of Bram Appel.

As a follow up from the last meeting, the Chair noted that the sub-committee reviewing the procedures for the appointment or reappointment of senior administrators had met and work was underway. A report from the Committee would be presented to the Board in the new year.

Mr. Howes reminded Board members that the University would celebrate the historic gift in the area of graduate fellowships from Chancellor Emeritus Dr. Raymond Moriyama on December 14 at 11:30 a.m., in the Pond Inlet. All Board members had been invited to attend.

6. REPORT OF THE EXECUTIVE COMMITTEE

The Executive Committee had not met since the previous meeting of the Board of Trustees.

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

Dr. Boak related that progress was well underway with respect to the development of the University's academic strategic plan. He anticipated that a draft document would be presented to the Board in the new year.

With respect to senior management positions, Dr. Boak noted that searches were currently underway with respect to the appointment of a Vice-President, Research, a Dean of the Faculty of Business, a Dean of the Faculty of Social Sciences and the reappointment of the Dean of Applied Health Sciences. As well, a search would commence soon for a senior position within Information Technology Services.

8. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE
[A Report of the Actions of the University Senate from its meetings held October 17, 2007 and November 21, 2007 had been distributed with the meeting materials.]

Dr. Connolly provided a brief overview of the Reports of the Actions of the University Senate from its meetings held October 17 and November 21, 2007.

9. REPORTS OF STANDING COMMITTEES

9.1 <u>Advancement and Community Relations Committee</u>
[Minutes of Meeting #1 (2007-08) held on October 11, 2007 had been distributed with the meeting materials together with the reports indicated below.]

Mr. Goldspink presented the Report of the Advancement and Community Relations Committee noting that there was one item for the decision of the Board and several items for information.

a) Donor Naming of the Faculty of Business Dean's Meeting Room
[A Decision Item to the Committee *Topic: Donor Naming of the Faculty of Business Dean's Meeting Room* dated October 11, 2007 had been distributed with the meeting materials.]

On a motion by Mr. Goldspink, seconded by Ms. Staff and carried, it was

RESOLVED that the Faculty of Business Room 360 in Taro Hall be named the "BDO Dunwoody LLP Dean's Meeting Room".

Mr. Goldspink was pleased to note that Vice-President, Advancement, Mr. David Petis, and Director of Communications, Ms. Martha Nelson, had been present at the Committee meeting and were in attendance today.

b) Review Draft of the Brock University Prospect Management Guidelines
[An Information Item to the Committee *Topic: Review Draft of the Brock University Prospect Management Guidelines* dated October 11, 2007 had been distributed with the meeting materials.]

The draft Guidelines had been distributed for information. Mr. Petis noted that once feedback had been received from those members of the Brock University community involved in fundraising, the draft Guidelines would be updated accordingly and brought back to the Advancement and Community Relations Committee in January.

c) Capacity Potential: Chart of Potential Donor Levels
[An Information Item to the Committee *Topic: Capacity Potential: Chart of Potential Donor Levels* dated October 11, 2007 had been distributed with the meeting materials.]

Mr. Petis provided a brief overview of the prospect report.

d) Early Strategic Priorities in Support of Philanthropy
[An Information Item to the Committee *Topic: Early Strategic Priorities in Support of Philanthropy* dated October 11, 2007 had been distributed with the meeting materials.]

Mr. Petis referred Trustees to the Report which contained an update on the progress of philanthropic activities currently underway.

e) Strategic New Directions for the Office of University Communications
[An Information Item to the Committee *Topic: Strategic New Directions for the Office of University Communications - DRAFT* dated October 11, 2007 had been distributed with the meeting materials.]

Mr. Petis referred members to the Report and responded to questions.

f) *In Camera* Session

Mr. Goldspink noted that a motion was required to move ***in camera*** for consideration of the next item from the Committee and two items from the Capital Projects and Facilities Committee.

On a motion by Mr. Kroeker, seconded by Dr. Jaeger and carried, the Board moved ***in camera*** at 4:40 p.m. Non-Trustees retired from the meeting. Mr. Saint-Ivany had been requested to remain for the discussion.

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

[During the ***in camera*** session, a confidential Advancement Report was presented by Mr. Petis and displayed on the screen for the information of Trustees. On behalf of the Capital Projects and Facilities Committee, Mr. Saint-Ivany provided an oral update on two confidential matters.]

g) Acceptance of the Report

On a motion by Mr. Goldspink, seconded by Ms. Jahnke-Haslam and carried, it was

RESOLVED that the report of the Advancement and Community Relations Committee as contained in the minutes of the meeting held October 11, 2007 be accepted.

9.2 Capital Projects and Facilities Committee

[Minutes of Meeting #2 held on October 25, 2007 had been distributed with the meeting materials, together with the reports indicated below.]

Dr. Jaeger presented the Report of the Capital Projects and Facilities Committee, noting that there were a number of items for the information of the Board. She noted that prior to the Committee meeting, members had been taken on a site tour of The Learning Commons construction project.

At the request of Dr. Jaeger, Mr. Walker provided an oral update on the temporary access closure within the Plaza Building due to the breakage of a glass stairway guard panel and the corrective actions currently underway.

a) Major Projects Update

[An Information Item to the Committee *Topic: Major Projects Update* dated October 25, 2007 had been distributed with the meeting materials, together with the following Project Status Update Reports: Plaza Building, Learning Commons and Fire Alarm Replacement, Welch Hall Addition, School of Fine and Performing Arts - Canada Haircloth Building Assessment, and Niagara Health and Biosciences Research Building.]

Dr. Jaeger referred members to the various project updates distributed for information. In response to a question regarding the Welch Hall Addition, Mr. Walker related that the current plan allowed for wheelchair accessibility through the courtyard.

b) Information Technology Update

[An Information Item to the Committee *Topic: Information Technology Update* dated October 25, 2007 had been distributed with the meeting materials.]

The Report had been distributed for information.

c) Acceptance of the Report

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

RESOLVED that the report of the Capital Projects and Facilities Committee as contained in the minutes of the meeting held October 25, 2007 be accepted.

9.2 Financial Planning, Audit and Human Resources Committee

[The minutes of Meeting #2 held on November 8, 2007 had been distributed with the meeting materials together with the reports indicated below.]

Mr. Rickers presented the Reports of the Financial Planning, Audit and Human Resources Committee.

a) Brock University Pension Plan Audit Findings Report and Audited Financial Statements

[A Decision Item to the Committee *TOPIC: Brock University Pension Plan Audit Findings Report and Audited Financial Statements* dated November 8, 2007 together with Attachment 1: KPMG's *Brock University Pension Plan - Audit Findings Report to the Financial Planning, Audit and Human Resources Committee for the year ended June 30, 2007* and Attachment 2: *DRAFT Financial Statements of Brock University Pension Plan Year Ended June 30, 2007*.]

Mr. Rickers referred Trustees to KPMG's Audit Findings Report.

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

RESOLVED that the audited financial statements of the Brock University Pension Plan for the year ended June 30, 2007 be approved.

b) 2008-09 Endowment Spending Rate

[A Decision Item to the Committee *TOPIC: 2008-09 Endowment Spending Rate* dated November 8, 2007, together with Attachment 1: schedules prepared by McLean Budden, had been distributed with the meeting materials.]

Mr. Rickers referred members to the Report. He noted that the proposed endowment spending rate, which had been forwarded to the Committee from the Investment Committee, remained unchanged from 2006-07.

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

RESOLVED that the endowment spending rate for 2008-09 be approved at 4.5%.

c) 2005 Debenture Long-Term Sinking Fund Policy

[A Decision Item to the Committee *TOPIC: 2005 Debenture Long-Term Sinking Fund Policy* dated November 8, 2007, together with Attachment 1: Final Draft Policy dated October 24, 2007, had been distributed with the meeting materials.]

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

RESOLVED that the proposed *2005 Debenture Long-Term Sinking Fund Policy* be approved.

d) 2007-08 Mid-Year Budget Review
[A Decision Item to the Committee *TOPIC: Mid-Year Budget Review - 2007-08*, together with Appendix 1, had been distributed prior to the meeting.]

Ms. McKee provided an overview of the *2007-08 Mid-Year Budget Review*, which provides an update to the 2007-08 Final Budget Estimates approved by the Board in June 2007.

During discussion, senior administrators responded to questions and received comments from Trustees with respect to the current financial situation and potential future strategies to address the funding shortfall. The President noted that at the upcoming Board Strategic Issues Session, to be held in January, the topic would be discussed in more detail.

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

RESOLVED that the 2007-08 Mid-Year Budget Review be approved.

e) Workplace Health Research Laboratory (WHRL) and Metrics@Work
[An Information Item to the Committee *TOPIC: Workplace Health Research Laboratory (WHRL) and Metrics@Work* dated November 8, 2007 had been distributed with the meeting materials.]

Mr. Rickers referred members to the report which outlined a proposed business partnership currently under development. He noted that the initiative provided an opportunity to develop a template which could be the foundation for future proposals.

f) Pension Fund Investment Structure Review
[An Information Item to the Committee *TOPIC: Pension Fund Investment Structure Review* dated November 8, 2007 had been distributed with the meeting materials.]

Mr. Rickers referred members to the steps being taken to alter the investment structure of the fund as outlined in the Report.

g) Pension Committee Annual Report July 1, 2006 to June 30, 2007
[An Information Item to the Committee *TOPIC: Pension Committee Annual Report July 1, 2006 to June 30, 2007* dated November 8, 2007 had been distributed with the meeting materials.]

The Report had been distributed for information.

h) Investment Committee Report
[An Information Item to the Committee *TOPIC: Investment Committee Report* dated November 8, 2007 had been distributed with the meeting materials.]

The Report had been distributed for information.

i) Enterprise Risk Management Project
[An Information Item to the Committee *TOPIC: Enterprise Risk Management Project* dated

November 8, 2007, together with Attachment 1: draft working group reports, had been distributed with the meeting materials.]

The Report had been distributed for information. Dr. Boak noted that substantial work had taken place and that the Senior Administrators' Council would continue to review the report at its next meeting.

j) Internal Audit Planning

Mr. Rickers provided an oral update noting that the University was currently reviewing the internal audit function to determine next steps as the position of internal auditor was currently open.

k) Information Technology Update

The document had been distributed for information within the Report of the Capital Projects and Facilities Committee.

l) Freedom of Information and Protection of Privacy Update
[An Information Item to the Committee *TOPIC: Freedom of Information and Protection of Privacy Update* dated November 8, 2007 had been distributed with the meeting materials.]

The Report had been distributed for information.

m) Acceptance of the Report

On a motion by Mr. Rickers, seconded by Ms. Jahnke-Haslam and carried, it was

RESOLVED that the Report of the Financial Planning, Audit and Human Resources Committee as contained in the minutes of the meeting held November 8, 2007 be accepted.

10. REPORT OF THE GOVERNANCE/NOMINATING COMMITTEE
[A Decision Item to the Board of Trustees *TOPIC: Governance/Nominating Committee* dated December 6, 2007, together with Appendix A: Biography of Helen Young, had been distributed with the meeting materials.]

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

a) 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 had been given during the September 27, 2007 Board meeting to amend the Bylaws as indicated in the Report.

1. Re: Election of Board

RESOLVED that Article 4. c) of the General Bylaws of the Board of Trustees be amended

as outlined in the Report.

2. Terms of Reference of Committees

On a motion by Dr. Walker, seconded by Ms. Kamula and carried, it was

RESOLVED that Articles 27, 29 and 30 of the General Bylaws of the Board of Trustees be amended as outlined in the Report.

b) Nomination of Lay Member to the Board of Trustees

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

RESOLVED that Ms. Helen Young be elected as a lay member of the Board of Trustees effective immediately for a partial term to June 30, 2008 and a subsequent three-year term to June 30, 2011.

c) Deferral of Term of Lay Member of the Board

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

RESOLVED that the term of Mr. David Appel as a lay member of the Board of Trustees be deferred until June 30, 2008 and that his three-year term on the Board commence on July 1, 2008.

d) Acceptance of the Report

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

RESOLVED that the Report of the Governance/Nominating Committee dated December 6, 2007 be accepted.

11. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The President's Report dated December 6, 2007, together with a Decision Item: *Brock University Pension Committee* and a copy of a presentation "*Economic Development: from the world to Niagara, from Niagara to the world*" had been distributed with the meeting materials.]

Dr. Lightstone referred members to his Report and provided an oral update on several issues.

The President referred Trustees to the appendix to his Report regarding the Brock University Pension Committee. During a brief discussion, it was pointed out that the Board representative need not be chosen from the current membership of the Board.

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

RESOLVED that the following members of the Pension Committee have their terms extended from December 31, 2007 to June 30, 2008:

Mr. Willy Heidbuechel: Board nominee
Mr. John Clutterbuck: CUPE 1295
Professor Diane Dupont: BUFA
Professor Yuanlin Li: BUFA
Professor David Whitehead: BUFA
Professor Emeritus Bill Matheson: Brock University Retirees' Association

Referring to the document distributed for today's generative discussion, *Economic Development: from the world to Niagara, from Niagara to the world*, Dr. Lightstone noted that the plan for revitalization had been developed in collaboration by Dan Patterson and himself in support of the initiatives of the St. Catharines - Thorold Prosperity Council.

During the ensuing discussion, Trustees provided feedback and proposed further suggestions on ways to generate economic growth and diversification within the Niagara Region.

12. OTHER BUSINESS

Mr. Howes reminded members that the Strategic Issues Session would be held January 10, 2008 at 4:00 in the Sankey Chamber. The Chair extended best wishes to Trustees for a happy holiday season and a healthy and prosperous new year.

13. ADJOURNMENT

The meeting adjourned at 6:10 p.m. and was followed by a dinner in the Alumni Lounge.

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Michael Farrell, Secretary David Howes, Chair