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Brock University
Board of Trustees
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* 43rd ANNUAL *

MINUTES OF MEETING #6 (2006-07)

BOARD OF TRUSTEES

THURSDAY, JUNE 28, 2007, 4:00 PM

BOARD ROOM, 13TH FLOOR, SCHMON TOWER

PRESENT:	*Chair*	Mr. David Howes
	Vice-Chair	Mr. Willy Heidbuechel
	Vice-Chair	Dr. Val Jaeger
	Members	Ms. Mitzi Banders
		Mr. Brad Clarke
		Mr. Tom Goldspink
		Ms. Dawn Hall
		Mr. Rudi Kroeker
		Mr. Roelof Makken
		Ms. Beth Natale
		Mr. Angelo Nitsopoulos
		Mr. Peter Partridge
		Mr. Bill Rickers
		Mr. Joe Robertson
		Dr. Sid Segalowitz
		Mr. Michael Sidenberg
		Ms. Wendy Staff
		Mr. Norris Walker
		Mr. Sean Woodhead
		Mr. Bruce Wormald
	Ex officio:	
	President and Vice-Chancellor	Dr. Jack Lightstone
	Official Resource:	
	Vice-President, Academic and Provost	Dr. Terry Boak
	Vice-President, Finance and Administration	Mr. Steven Pillar
	Secretary to the Board	Mr. Mike Farrell
	Recording Secretary	Ms. Margaret Thompson

ALSO
PRESENT: Ms. Pauline McCormack, Executive Director, Human Resources
Ms. Joanne McKee, Executive Director, Finance/Controller
Ms. Sarah Nadalin, Director, Development and Donor Relations
Mr. Tom Saint-Ivany, Executive Director, Facilities Management
Mr. James O'Brien, President, Brock University Students' Union

REGRETS: Ms. Michelle Basciano, Ms. Karin Jahnke-Haslam, Ms. Julia Kamula, Ms. Joy Rogers, Dr. Stan Sadava, Mr. Mark Steinman, Dr. Susan Sydor, Ms. Mary Turner

Mr. Howes welcomed members to the 43rd Annual Meeting of the Board of Trustees and called the meeting to order. He reminded Trustees that following the meeting, a reception and dinner for Trustees and their guests would be held in the Pond Inlet.

The Chair introduced Mr. James O'Brien, the newly elected President of the Brock University Students' Union (BUSU). He noted that the President of BUSU serves as an observer on the Board; however, as of July 1, Mr. O'Brien would be serving as the interim undergraduate member of the Board until the student election is held in the fall.

At the invitation of the Chair, Dr. Lightstone proudly announced the birth of their first grandchild, a healthy baby girl!

1. MINUTES OF THE PREVIOUS MEETING

[Minutes of Meeting #5 held on April 26, 2007 had been distributed with the meeting materials.]

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

RESOLVED that the minutes of Meeting #5 (2006-07) of the Board of Trustees held on April 26, 2007 be approved.

2. BUSINESS ARISING FROM THE MINUTES - None

3. REPORT OF THE CHAIR OF THE BOARD

Mr. Howes began by extending thanks, on behalf of the Board of Trustees, to Mr. Farrell and the staff of the University Secretariat for their expert support during the past year. He then referred Trustees to the Brock University Annual Report 2006/07 "Facing the Crossroads of Change" which had been circulated at the outset of the meeting for information.

At the request of Mr. Howes, Mr. Heidbuechel provided a brief update from the meeting of the Council of Chairs of Ontario Universities (CCOU) held June 27, 2007.

Mr. Howes reported that the inaugural awarding of the newly created Board of Trustees Spirit of Brock Medal to those deserving students during spring convocation had been a great success and had received much media attention. The Chair thanked Mr. Heidbuechel, Dr. Jaeger and Ms. Staff for assisting with the presentation of the medals.

On behalf of the Board of Trustees, Mr. Howes recognized and expressed appreciation to those Trustees who would be leaving the Board. Further presentations would be provided during the dinner following the meeting.

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

RESOLVED that gratitude and appreciation be extended to those members leaving the Board, Dawn Hall, Willy Heidbuechel, Eleanor Ross, Mark Steinman, Pat Teal, Brad Clarke, Stan Sadava, Sid Segalowitz and Sean Woodhead, for their commitment, service and dedication to Brock University.

4. REPORT OF THE EXECUTIVE COMMITTEE

[Minutes of Meeting #6 (2006-07) held on June 7, 2007 had been distributed with the meeting materials.]

Mr. Howes noted that there was one *in camera* item to be presented for the consideration of the Board from the Executive Committee meeting held June 7, 2007. The item would be presented later in the meeting during the *in camera* session of the Report of the Advancement and Community Relations Committee.

5. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[The *President's Report to the Board of Trustees* dated June 28, 2007, together with a Report titled "Brock University 2014 Knowledge, Engagement, Transformation" and a Report to the Board re: Administrative Items, had been distributed with the meeting materials.]

Prior to presenting his Report, Dr. Lightstone expressed his personal gratitude to those Trustees whose terms were ending, noting that that they would continue to sustain a lifelong relationship with Brock University. Noting that this meeting marked nearly the completion of his first year at Brock, the President recognized the talent of the senior administrators, faculty and staff and thanked them for their continuous support.

Dr. Lightstone then referred Trustees to his comprehensive written Report.

a) Re: Administrative Items

1) Ratification of Board Decisions

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

RESOLVED that all acts, contracts, bylaws, proceedings and payments enacted, done and taken by officers and members of the Board of Trustees since the date of the last Annual Meeting, as the same are set out or referred to in the minutes of the Board of Trustees and its committees, are hereby approved, ratified and confirmed.

2) University Auditor

Pursuant to section 41 a) of the General Bylaws of the Board of Trustees and in keeping with the motion passed by the Board of Trustees in December 2003 which appointed the firm of KPMG as Brock University's auditors for a five-year period, commencing 2003-04 fiscal year, and subject to affirmation annually the by Board of Trustees, the following resolution was presented.

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

RESOLVED that the firm of KPMG be reaffirmed as Auditors for Brock University for the 2007-08 fiscal year.

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

a) Academic Program Changes 2006-07
[An Action Item *TOPIC: Academic Program Changes 2006-07* dated June 5, 2007 had been distributed with the meeting materials.]

Dr. Boak referred members to his Report which included a summary of the academic program changes approved by Senate during the 2006-07 academic year and copies of the Program Approval Summaries. In response to a question, Dr. Boak and Dr. Lightstone expanded on the high value of graduate diplomas.

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

RESOLVED that the Board of Trustees concurs with the establishment of the new academic programs approved by Senate during the 2006-07 academic year and certifies that the programs can be financed by institutional resources.

b) Academic Reviews 2006-07
[An Information Item *TOPIC: Academic Reviews 2006-07* dated June 5, 2007 had been distributed with the meeting materials.]

Dr. Boak provided an overview of his Report to the Board which included a status summary of the academic reviews completed or currently in progress and the Deans' Executive Summaries.

7. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[Reports of the Actions of the University Senate from the 549th and 550th meetings had been distributed with the meeting materials.]

Noting that Dr. Sadava was currently away from the University, Mr. Howes referred Trustees to the Reports of the Actions of the University Senate. He noted that he had received a communication from the Chair of Senate, during which Dr. Sadava had expressed his pleasure in serving as a Trustee and emphasized the importance of continuing the close interactions established between Senate and the Board. Mr. Howes had expressed similar sentiments to Senate during its recent meeting.

8. REPORTS OF STANDING COMMITTEES

8.1 <u>Capital Projects and Facilities Committee</u>

[Minutes of Meeting #4 (2006-07) held on June 6, 2007, together with the reports outlined below, had been distributed with the meeting materials.]

Dr. Jaeger presented the Report of the Capital Projects and Facilities Committee, noting that there was one decision item for the consideration of the Board and numerous information items.

a) <u>Welch Hall Addition Feasibility Study</u>

[A Decision Item to the Committee *TOPIC: Welch Hall Addition Feasibility Study* dated June 6, 2007, together with Attachment 1: architectural schematics, Attachment 2: Welch Hall Addition Program Development History and Attachment 3: The Welch Hall Addition - Proposed Project Schedule, had been distributed with the meeting materials.]

Dr. Jaeger referred members to the *Welch Hall Addition Feasibility Study*. Dr. Boak provided a brief overview of the rationale for the construction of the addition as outlined in the Report.
Mr. Pillar reviewed the redefined scope of the project which now fits within the original cost estimates.

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

RESOLVED that a total project budget of $8,000,000 (this includes previously approved funds for the feasibility study of $75,000) be established for the Welch Hall Addition project and that the project be approved to proceed to the tender stage.

Dr. Jaeger then referred Trustees to each of the following reports distributed for the information of the Board:

b) <u>Accessibility Audit and Facility Accessibility Design Standards Project</u>

[An Information Item to the Committee *TOPIC: Accessibility Audit & Facility Accessibility Design Standards Project* dated June 6, 2007 together with Attachment 1: Brock University Facilities Management Operating Procedure "Accessibility Audit Implementation", had been distributed with the meeting materials.]

c) <u>Waste Audit</u>

[An Information Item to the Committee *TOPIC: Waste Audit* dated June 6, 2007, together with Attachment 1: Waste Reduction and Recycling Guidelines for Brock University and Attachment 2: Waste Audit Results, had been distributed with the meeting materials.]

d) <u>Utilities Master Plan</u>

[An Information Item to the Committee *TOPIC: Utilities Master Plan* dated June 6, 2007, together with Attachment 1: Report to the Capital Projects and Facilities Committee dated October 5, 2006, Attachment 2: Brock University Utilities Master Plan "The Vision" presentation dated May 2, 2007, and Attachment 3: Table of Contents and Executive Summary of the Brock University Utilities Master Plan had been distributed with the meeting materials.]

e) Major Projects Update
[An Information Item to the Committee *TOPIC: Major Project Updates (Plaza 2006 / Learning Commons)* dated June 6, 2007, together with the individual project status update reports, had been distributed with the meeting materials.]

f) Niagara Health and Biosciences Research Centre
[An Information Item to the Committee *TOPIC: Niagara Health and Biosciences Research Centre* dated June 6, 2007, together with Attachment 1: DRAFT Business Plan for Health and Biosciences Research Centre dated June 20, 2007 and Attachment 2: architectural schematics, had been distributed with the meeting materials.]

During a brief discussion, Dr. Boak related that McMaster University was currently examining alternatives to the proposal of utilizing space at Brock for its medical students.

g) Courtyard/Marketplace Project
[An Information Item to the Committee *TOPIC: Courtyard/Marketplace Project* dated May 30, 2007 had been distributed with the meeting materials.]

h) One-Time $6.6M Year-End Grant
[An Information Item to the Committee *TOPIC: One-Time $6.6M Year-End Grant* dated June 6, 2007, together with Attachment 1, had been distributed with the meeting materials.]

On a separate matter and in response to a question, Dr. Lightstone provided a brief update regarding the proposed Niagara Centre for the Arts, which would accommodate Brock's School of Fine and Performing Arts. Of note, the City of St. Catharines was currently developing its comprehensive revitalization plan for the downtown area and the University had recently undertaken a feasibility study with respect to planning. It was anticipated that the results of both initiatives would be available in December 2007.

i) Acceptance of the Report

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

RESOLVED that the Report of the Capital Projects and Facilities Committee as contained in the minutes of its meeting held June 6, 2007 be accepted.

8.2 Financial Planning, Audit and Human Resources Committee
[Minutes of Meeting #10 (2006-07) held May 23, 2007 and Meeting #11 held June 19, 2007, together with the reports outlined below, had been distributed with the meeting materials.]

Mr. Heidbuechel presented the Report of the Financial Planning, Audit and Human Resources Committee. He noted that there was one *in camera* item for the consideration of the Board from the Committee's meeting held May 23, 2007. The item would be presented later in the meeting, during the *in camera* session of the Report of the Advancement and Community Relations Committee.

Trustees were then referred to the two decision items from the Committee's meeting held June 19, 2007.

a) Recreation Services Membership and Rental Fees for 2007-08
[A Decision Item to the Committee *TOPIC: Recreation Services Membership and Rental Fees for 2007-08* dated April 12, 2007, together with Attachment 1: 2007-08 Walker Complex Facility Rental Fees, had been distributed with the meeting materials.]

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

RESOLVED that the proposed 2007-08 rental fees for the Department of Recreation Services and the membership fees for the Walker Complex be approved.

b) Final Budget Estimates 2007-08 Draft
[A Decision Item to the Committee *TOPIC: Final Budget Estimates 2007-08 DRAFT* dated June 19, 2007, together with Appendix 1: Brock University DRAFT Report on the Annual Final Budget Estimates 2007-2008 dated June 19, 2007, had been distributed with the meeting materials.]

Mr. Pillar provided an overview of the comprehensive financial information contained within the 2007-08 Final Budget Estimates and the strategies taken to present a balanced budget.

Mr. Heidbuechel, on behalf of the Board of Trustees, expressed appreciation to Mr. Pillar, Ms. McKee and the entire university community, for their efforts to successfully reduce expenditures and increase revenues.

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

RESOLVED that the 2007-08 Final Budget Estimates be approved.

Mr. Heidbuechel then referred members to each of the following reports that had been distributed for information:

c) 2006-07 Year End Preliminary Fiscal Position
[An Information Item to the Committee *TOPIC: 2006-07 Year End Preliminary Fiscal Position* dated June 19, 2007, together with Appendix I: Brock University Operating Budget, had been distributed with the meeting materials.]

d) Annual Internal Audit Review for 10 Months Ending May 31, 2007
[An Information Item to the Committee *TOPIC: Annual Internal Audit Review for 10 Months Ending May 31, 2007* dated June 19, 2007, together with Attachment 1: Results of Audit Work Completed for the Ten Months Ending May 31, 2007, had been distributed with the meeting materials.]

e) Annual Follow-up to Previous Audit Reviews
[An Information Item to the Committee *TOPIC: Annual Follow-up to Previous Audit Reviews* dated June 19, 2007, together with Appendix 1: Follow-up Status Report as of May 31, 2007, had been distributed with the meeting materials.]

f) ITS Update
[An Information Item to the Committee: *TOPIC: ITS Update* June 19, 2007 had been distributed with the meeting materials.]

Mr. Heidbuechel also related that during the June 19 meeting of the Committee, members had received, for information, the confidential Annual Policy Violation Reports.

In response to a question on a separate matter, Dr. Lightstone and Dr. Boak provided a brief update regarding the preparations currently underway for future negotiations.

g) Acceptance of the Reports

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

RESOLVED that the Report of the Financial Planning, Audit and Human Resources Committee as contained in the minutes of the meetings held May 23 and June 19, 2007 be accepted.

8.3 Advancement and Community Relations Committee
[Minutes of Meeting #5 (2006-07) held June 7, 2007 had been distributed with the meeting materials.]

Mr. Rickers presented the Report of the Advancement and Community Relations Committee, noting that there were two confidential decision items for the consideration of the Board.

On a motion by Mr. Rickers, seconded by Mr. Heidbuechel and carried, the Board moved ***in camera*** at 4:57 p.m. Non-Trustees retired from the meeting. Dr. Manley-Casimir and Ms. Nadalin had been requested to remain for the ***in camera*** session.

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The Board resumed **open** session at 5:18 p.m.

[During the ***in camera*** session, the Board passed two confidential recommendations from the Advancement and Community Relations Committee regarding fundraising for the Tecumseh Centre for Aboriginal Research and Education and naming opportunities and gift range table for the Learning Commons, passed a confidential recommendation from the Executive Committee regarding the appointment of the Vice-President, Advancement, and passed a confidential recommendation from the Financial Planning, Audit and Human Resources Committee with respect to the pension investment review strategy.]

b) Acceptance of the Report

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

RESOLVED that the Report of the Advancement and Community Relations Committee as

contained in the minutes of its meeting held June 7, 2007 be accepted.

9. REPORT OF THE SPECIAL BOARD GOVERNANCE COMMITTEE

[A Decision Item to the Board *TOPIC: Special Board Governance Committee Final Report* dated June 28, 2007, together with Appendix A: Brock University Board of Trustees Expectations and Code of Personal conduct of Individual Trustees and Appendix B: Strategic Planning with the University, had been distributed with the meeting materials.]

Mr. Howes presented the final Report of the Special Board Governance Committee, noting that effective July 1, the responsibility of ongoing governance issues will be within the mandate of the recently approved Governance/Nominating Committee of the Board. He thanked the members of the Special Board Governance Committee for their past service.

Mr. Howes then referred Trustees to the proposed recommendations and information items contained within the Report.

a) Re: One Vice-Chair of the Board

On a motion by Mr. Woodhead, seconded by Mr. Heidbuechel and carried, it was

RESOLVED that the Board of Trustees approve that there be one Vice-Chair of the Board, elected for a one-year term renewable, who would be an ex officio member of all Board Committees but would not be a Chair of a Standing Committee and that the relevant Articles of the General Bylaws of the Board of Trustees be amended accordingly, effective July 1, 2007.

b) Re: Expectations and Code of Personal Conduct of Individual Trustees

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

RESOLVED that the Expectations and Code of Personal Conduct of Individual Trustees dated June 28, 2007 be adopted as outlined in Appendix A of the Report.

c) Re: Honorary Title of Trustee Emeritus

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

RESOLVED that the honorary title of Trustee Emeritus be established and granted to former members of the Board of Trustees as proposed.

Referring members to item 4 in the Report regarding dinner/social events following Board meetings, Mr. Howes noted that the Committee had concurred that a discussion be held at today's Board meeting to determine how the Board wished to proceed. Mr. Howes opened the floor for discussion, during which Trustees provided feedback and suggestions. One salient theme noted was that while there was a need to recognize budgetary constraints, Board members truly valued the opportunity to further continue discussions and interact with staff and students following Board meetings.

Mr. Howes thanked Trustees for their suggestions, noting that it would the responsibility of the Governance/Nominating Committee to follow-up accordingly.

10. REPORT OF THE NOMINATING COMMITTEE

[A Report of the Nominating Committee to the Board of Trustees dated June 28, 2007 together with Appendix A: Biographies of Nominees for Board of Trustees Membership and Appendix B: Proposed Committee Membership 2007-08, had been distributed with the meeting materials.]

Dr. Walker presented the Report of the Nominating Committee.

1. Re: Lay Trustees

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

RESOLVED that the following be elected or re-elected, as indicated, as lay members of the Board of Trustees for the terms specified.

For re-election
Julia Kamula
Rudi Kroeker
Peter Partridge
Bruce Wormald
For three-year terms ending June 30, 2010

For election
David Appel
For a three-year term ending June 30, 2010

John Suk
For a two-year term ending June 30, 2009

Betty-Lou Souter
For a one-year term ending June 30, 2008

2. Re: Faculty, Staff and Student Trustees

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

RESOLVED that the names of the Faculty, Staff and Student Trustees, elected to the Board by their respective constituencies, be received as outlined in the Nominating Committee report.

3. Re: Vice-Chair

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

RESOLVED that Mr. Rudi Kroeker be elected as Vice-Chair of the Board for a one-year term ending June 30, 2008.

4. Re: Board Representatives on Senate

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

RESOLVED that Mr. Roelof Makken and Ms. Joy Rogers be elected as Board representatives to the University Senate for a one-year term ending June 30, 2008.

5. Re: Executive Committee Membership

Dr. Walker referred members to the composition of the 2007-08 Executive Committee as outlined in the Report and prescribed by the Bylaws.

6. Re: Board Committee Memberships for 2006-07

Dr. Walker referred members to the proposed memberships of the 2007-08 Committees of the Board attached to the Report as Appendix B.

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

RESOLVED that the proposed memberships of the 2007-08 Board Committees be approved as outlined in Appendix B of the Report.

7. Re: Acceptance of the Report

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

RESOLVED that the Report of the Nominating Committee dated June 28, 2007 be accepted.

Mr. Farrell indicated that the 2007-08 annual meeting schedule for the Board and Board Committees would be distributed electronically to Trustees later next week. He noted that the Board Orientation would be held on Thursday, September 6 from 4:00 p.m. to 9:00 p.m. in the Dr. Charles A. Sankey Chamber and the first meeting of the 2007-08 Board of Trustees would be held on Thursday, September 27 at 4:00 p.m. in the Board Room.

11. OTHER BUSINESS

In response to a question, Mr. Pillar noted that a comprehensive report with respect to the Enterprise Risk Management project would be presented in the fall to the Financial Planning, Audit and Human Resources Committee and then to the Board of Trustees.

12. ADJOURNMENT

The meeting adjourned at 5:47 p.m. and was followed by a reception and dinner in the Pond Inlet.

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Michael Farrell, Secretary

David Howes, Chair