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Brock University
Board of Trustees
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MINUTES OF MEETING #1 (2006-07)

BOARD OF TRUSTEES

THURSDAY, SEPTEMBER 28, 2006, 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
		Ms. Michelle Basciano
		Mr. Brad Clarke
		Mr. Tom Goldspink
		Ms. Julia Kamula
		Mr. Rudi Kroeker
		Mr. Roelof Makken
		Mr. Angelo Nitsopoulos
		Mr. Peter Partridge
		Mr. Bill Rickers
		Mr. Joe Robertson
		Ms. Joy Rogers
		Ms. Eleanor Ross
		Dr. Stan Sadava
		Dr. Sid Segalowitz
		Mr. Michael Sidenberg
		Ms. Wendy Staff
		Dr. Susan Sydor
		Dr. Patricia Teal
		Ms. Mary Turner
		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

Chief Information Officer	Mr. Ron Dubien
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
Mr. Kithio Mwanzia, President, BUSU
Ms. Lesa Myciak, Internal Auditor
Ms. Valerie Wolfe, Manager, Environment, Health and Safety

REGRETS: Ms. Karin Jahnke-Haslam, Dr. Raymond Moriyama, Ms. Beth Natale, Mr. Mark Steinman,

Mr. Howes called the meeting to order. He welcomed continuing Trustees and new Trustees: lay members Ms. Julia Kamula, Mr. Roelof Makken, Mr. Joe Robertson, Ms. Mary Turner and faculty member, Dr. Susan Sydor.

The Chair reminded members that following the meeting, the Fine Food, Fine Wine, Fine Arts event would begin at 7:00 p.m. in the Rodman Hall Arts Centre.

On Sunday, November 5, Chancellor Moriyama would be on campus to share the publication of his new book *In Search of a Soul: Designing and Realizing the New Canadian War Museum*. The book signing would take place in the Dr. Charles A. Sankey Chamber at 3:30 p.m., following Fall Preview Day. Mr. Howes, on behalf of the Board of Trustees, expressed congratulations to Dr. Moriyama on the publishing of his outstanding book. He encouraged Trustees and their guests to attend the event.

The installation of President and Vice-Chancellor Jack N. Lightstone would be held during Fall Convocation on Friday, October 20 at 3:00 p.m. in the Ian D. Beddis gymnasium. Board members had been invited to attend the following reception and dinner at 6:00 pm in the Lowenberger Dining Hall. Mr. Howes encouraged Trustees to attend this auspicious occasion. As well, the Chair noted that Fall Convocation would continue on Saturday, October 21 at 2:00 p.m.

1. MINUTES OF THE PREVIOUS MEETING

[Minutes of the Annual Meeting held on June 22, 2006 had been distributed with the meeting package.]

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

RESOLVED that the Minutes of the Annual Meeting (2005-06) of the Board of Trustees held on June 22, 2006 be approved.

2. BUSINESS ARISING FROM THE MINUTES - None

3. REPORT OF THE CHAIR

Mr. Howes indicated that he would be providing a report of the Special Board Governance Committee later in the meeting.

4. REPORT OF THE EXECUTIVE COMMITTEE

[The minutes of meeting #1 of the Executive Committee held on September 9, 2006 had been distributed with the meeting materials.]

Mr. Howes noted that there were no items for consideration of the Board from the Executive Committee meeting held on September 9, 2006. He noted that, as outlined in the minutes of the meeting, the Executive Committee, on behalf of the Board of Trustees, had approved a recommendation regarding the creation of the position of Vice-President, Advancement.

5. REPORT OF THE PRESIDENT AND VICE-CHANCELLOR

[A *Report of the President and Vice-Chancellor* dated September 2006 had been distributed with the meeting materials, together with the *Environment, Health and Safety Update* dated September 28, 2006.]

Dr. Lightstone referred Trustees to his written Report.

The President was pleased to inform members that Chair David Howes had recently been appointed by the government as a member of the Board of the Niagara Parks Commission. Dr. Lightstone expanded on the well-deserved appointment and, on behalf of the Board of Trustees, congratulated and extended best wishes to Mr. Howes.

Dr. Lightstone provided an oral update on several additional items, including searches underway and the recent visit to campus by the Deputy Minister of Training, Colleges and Universities, Dr. Philip Steenkamp.

In closing, the President reiterated his written words, and expressed gratitude to Dr. Terry Boak and Dr. Michael Manley-Casimir for their past contributions in their respective roles as Acting President and Vice-Chancellor and Acting Vice-President, Academic and Provost. Board members applauded in appreciation.

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

Dr. Boak provided an oral update on the current status of graduate and undergraduate enrolments. A discussion ensued during which Dr. Boak and Dr. Lightstone responded to questions and expanded on future challenges and potential strategies.

Prior to moving on to the next agenda item, Mr. Howes referred members back to the Report of the President and, specifically, to the *Environment, Health and Safety Update.* At the invitation of the Chair, Ms. Wolfe reviewed her Report and responded to questions.

Mr. Pillar provided an update on the actions being taken by the University to review and assess its response to the emergency situation which recently occurred on campus. A debriefing with the community agencies involved would occur next week. A discussion ensued during which Mr. Pillar and Dr. Lightstone responded to questions. It was further suggested that an external assessment be conducted of the response in its entirety.

Ms. Wolfe retired from the meeting.

7. REPORT OF THE ACTIONS OF THE UNIVERSITY SENATE

[A Report of the Actions of the University Senate from its meeting held September 27, 2006 had been circulated at the outset of the meeting.]

The Chair of Senate, Dr. Sadava, provided a brief overview of the Report of the Actions of the University Senate from its recent meeting. He encouraged Trustees to submit nominations for the appointment of a Chancellor to the University Secretary before October 9, 2006.

8. REPORTS OF STANDING COMMITTEES

8.1 Planning, Finance and Human Resources Committee

[Minutes of Meeting #1 held on September 12, 2006, together with the appendices indicated below.]

Mr. Heidbuechel presented the Report of the Planning, Finance and Human Resources Committee from its meeting held September 12, 2006.

a) DRAFT AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED APRIL 30, 2006

[A Report to the Committee *TOPIC: Draft Audited Financial Statements for the Year Ended April 30, 2006* dated September 12, 2006 had been distributed with the meeting materials.]

Mr. Heidbuechel referred members to the Report which included three sub-topic reports. He noted that the Planning, Finance and Human Resources Committee had reviewed these reports in its capacity as the University Audit Committee. Mr. Pillar provided a brief overview of the Report and pointed out that the recommendations within the reports would be presented following the consideration of all of the related audit reports. He emphasized that the Planning, Finance and Human Resources Committee had held extensive discussions regarding each report.

i) Sub-Topic: Draft Statements and Analysis

[A Decision Item to the Committee *TOPIC: Draft Audited Financial Statements for the year ended April 30, 2006, Sub-Topic: i) Draft Statements and Analysis* dated September 12, 2006 together with the *Draft Financial Statements of Brock University Year ended April 30, 2006* had been distributed with the meeting materials.]

Ms. McKee referred Trustees to the first sub-topic report *Draft Statements and Analysis*. She provided an overview of the attached *Draft Financial Statements of Brock University Year ended April 30, 2006.*

ii) Sub-Topic: Appropriations

[A Decision Item to the Committee *TOPIC: Draft Audited Financial Statements for the year ended April 30, 2006, Sub-Topic: ii) Appropriations* dated September 12, 2006 had been distributed with the meeting materials.]

Ms. McKee reviewed the second sub-topic report *Appropriations* which contained detailed information regarding the 2005-06 appropriations (internally restricted net assets).

iii) Sub-Topic: Reconciliation of Operating Budget Financial Results to Draft Audited Financial Statements

[An Information Item to the Committee *TOPIC: Draft Audited Financial Statements for the year ended April 30, 2006, Sub-Topic: iii) Reconciliation of Operating Budget Financial Results to Draft Audited Financial Statements* dated September 12, 2006 had been distributed with the meeting materials.]

Ms. McKee reviewed the third sub-topic report *Reconciliation of Operating Budget Financial Results to Draft Audited Financial Statements* which had been distributed for information.

Following the presentation of the three sub-topic Reports, a brief discussion ensued. In response to a question regarding the frequency of reports to the Board, Mr. Pillar indicated that the Board receives fiscal forecasts on a quarterly basis which chart revenues and expenditures against the approved budget. He assured Board members that should an issue arise during the reporting timeframes which would significantly impact the annual audited financial statements, the Board would be apprised of the matter.

8.2 AUDIT FINDINGS REPORT

[An Information Item to the Committee *TOPIC: Audit Findings Report* dated September 12, 2006 together with KPMG's *Audit Findings Report to the Planning, Finance and Human Resources Committee for year ending April 30, 2006* dated September 12, 2006 had been distributed with the meeting materials.]

Mr. Heidbuechel referred Trustees to the *Audit Findings Report to the Planning, Finance and Human Resources Committee* prepared by KPMG. He noted that there had been no significant issues or concerns raised by the auditors.

Mr. Heidbuechel then referred members to the recommendations contained within sub-topic reports i) and ii).

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

RESOLVED that the draft audited financial statements for the year ended April 30, 2006 be approved.

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

RESOLVED that the internally restricted net assets in the amount of $19,906,961.00 be approved.

8.3 INTERNAL AUDIT REVIEWS 2005/06

[An Information Item to the Committee *TOPIC: Internal Audit Reviews 05/06* dated September 12, 2006 together with Attachment 1: Results of Audit Work Completed for the Seven Months Ending July 31, 2006, had been distributed with the meeting materials.]

Mr. Heidbuechel referred members to the Report. During discussion, Ms. Myciak responded to questions regarding her comments/recommendations of those audits completed as outlined in the attachment to her Report.

8.4 INTERNAL AUDIT WORK PLAN 2006/07

[An Information Item to the Committee *TOPIC: Internal Audit Work Plan 06/07* dated September 12, 2006 together with Attachment 1: Work Plan – Internal Audit 2006/07 had been distributed with the meeting materials.]

Mr. Heidbuechel referred Trustees to the *Internal Audit Work Plan 06/07* which had been distributed for information.

During a brief discussion, Mr. Pillar responded to questions. He noted that progress continued with the Enterprise Risk Management Project being undertaken with the assistance of Deloitte & Touche. Ms. Myciak described several of the risk categories currently being assessed. An update would be provided to the Planning, Finance and Human Resources Committee at a future meeting.

Ms. Myciak retired from the meeting.

8.5 LEGAL COSTS REPORT 2005-06

[An Information Item to the Committee *TOPIC: Legal Costs Report 2005-06* dated September 12, 2006, together with Attachment 1: Brock University Legal Costs Report for the Year Ended April 30, 2006 had been distributed with the meeting materials.]

Mr. Heidbuechel noted that the *Legal Costs Report 2005-06* had been distributed to Trustees for information.

8.6 SEPTEMBER 2006 ENROLMENT UPDATE

[An Information Item to the Committee *TOPIC: September 2006 Enrolment Update* dated September 12, 2006 was distributed with the agenda package, noting that a current update would be provided at the meeting.]

Mr. Heidbuechel referred members to the Report that had been distributed for information. He noted that, earlier in the meeting, Dr. Boak had provided an update on enrolment during his Report.

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8.7 MINISTRY FUNDING ANNOUNCEMENT 2006-07

[An Information Item to the Committee *TOPIC: Ministry Funding Announcement 2006-07* dated September 12, 2006, together with a News Release from the Office of the Premier dated September 7, 2006, had been distributed with the meeting materials.]

Mr. Pillar reviewed the Report which contained details regarding the implications of the recent Ministry funding announcement and the expected funding shortfall to Ontario universities.

As noted in the President's Report, Mr. Pillar mentioned that the provincial government has committed to provide capital expansion funds to support the increase in graduate student enrolments in Ontario universities.

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

RESOLVED that the Report of the Planning, Finance and Human Resources Committee as contained in the minutes of its meeting held September 12, 2006 be accepted.

9. REPORT OF THE SPECIAL BOARD GOVERNANCE COMMITTEE

Mr. Howes noted that the Special Board Governance Committee had met on September 21, 2006. During its meeting, the Committee had assessed the Board Orientation session recently held and the summary of evaluations submitted by Trustees. The Committee will continue to review the draft Board mandate, the structure of the Board and its Committees, and other governance issues. Future initiatives to be undertaken include an examination of the recruitment and the evaluation of members. Reports to the Board would be made on an ongoing basis. In the interim, Chair Howes welcomed Trustees to forward their comments/suggestions to the Committee.

10. OTHER BUSINESS

The Chair indicated that a motion was required to move **in camera** for the next item.
Ms. McCormack, Ms. McKee and Mr. Mwanzia retired from the meeting.

On a motion by Mr. Heidbuechel, seconded by Mr. Kroeker and carried, the Board moved **in camera** at 5:45 p.m.

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The Board resumed **open session** at 6:00 p.m.

[During the **in camera** session, Dr. Lightstone reported on a recent computer security breach. A discussion ensued during which he and Dr. Boak responded to questions and received advice from several members.]

11. ADJOURNMENT

The meeting adjourned at 6:00 p.m. and was followed by the Fine Food, Fine Wine, Fine Arts event at Rodman Hall.

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Michael Farrell, Secretary Norris Walker, Chair