



**Meeting of the Board of Regents
Friday, February 7, 2020
Teleconference
Minutes**

The winter meeting of the Board of Regents of Mount Allison University was held on Friday, February 7, 2020, beginning at 9 a.m. AST by teleconference.

The following Regents participated: Jean-Paul Boudreau, George Cooper (Chair), Jane Craighead, Sarah Crawford, Mark Fraser, Brent Hawkes, Paul Henry, Cheryl Hodder, Vett Lloyd, Lynn Loewen, Susan McIsaac, Dan Nowlan, Everett Patterson, Jill Rafuse, Odette Snow, Brent Spencer, Phil Tibbo, Yana Titarenko, Andrew Wilson, Peter Winters, Lisa Yarmoshuk, and Sarah Young.

Regrets were received from the following Regents: Brian MacLeod and Doreen Richard.

The following non-Regents participated: Jeff Ollerhead, Provost and Vice-President, Academic and Research; Kim Meade, Vice-President, International and Student Affairs; Robert Inglis, Vice-President, Finance and Administration; Gloria Jollymore, Vice-President, University Advancement; and Barb MacIntosh, Controller (for agenda item 8).

1. Call to Order

Mr. Cooper called the meeting to order.

Mr. Cooper welcomed new members Jane Craighead, Paul Henry, Vett Lloyd, Phil Tibbo, and Lisa Yarmoshuk to the Board of Regents.

Mr. Cooper said the regularly scheduled February meeting of the Board of Regents is designated as an open session, but it was felt not to be appropriate to hold an open session during a work stoppage as not everyone would be able to attend. Given this, the agenda had been pared down to deal with items of business only.

The Chair committed to ensuring that an open session be held at an upcoming meeting.

Mr. Cooper said as is known, there is presently a work stoppage occurring of the full-time and part-time members of the Mount Allison Faculty Association. Negotiations are actively underway and the two teams are working to resolve the matter and to ensure the work stoppage will be as brief as possible.

Questions were posed with regards to the Board's understanding of its relationship/type of model with faculty, the alignment between the vision of an open collegial relationship with faculty, and what was happening at the bargaining table.

The Chair said the bargaining process is carried out through the faculty association's legitimate duly elected representatives and the Board respects that process. The relationship between faculty and Board members is one that has grown closer over the last

number of years and that work must continue to understand one another better. The Board needs to make a significant and sincere effort to address these issues as openly as it can.

2. Acknowledgement of aboriginal custodianship

Mr. Cooper confirmed the Board's commitment to truth and reconciliation goals.

3. Approval of the Agenda

The agenda was approved as presented.

4. Minutes of the Board Meeting of October 25, 2019

Motion B20-01:

BE IT RESOLVED that the minutes of the meeting of the Board of Regents held on October 25, 2019, are approved as circulated.

Moved by C. Hodder, seconded by S. Crawford, and carried.

5. President's Cabinet Report

Dr. Boudreau said that this is a trying and stressful time for all. He reassured Regents of Cabinet's commitment to our students and to our community. He said extraordinary measures have been undertaken to create opportunities to support our students during this time of disruption.

The President said that Cabinet is committed to building alignment, which embodies our vision and mission within our community and in everything that we do.

The President said that there are a number of activities and events planned for this term, unfortunately some initiatives are on hold while the University works through the bargaining process.

The President highlighted the following:

- Several academic initiatives are underway.
- New programs have been approved, as outlined in the material circulated.
- Recruitment and retention initiatives are being undertaken, for example the development of an Indigenous bridging program and a first-year transition program.
- The University continues to build partnerships with other institutions.
- The budget process is ongoing, but has been slowed down.
- In the fall a President's Advisory Committee on Academic Program Innovation was launched.
- A President's Advisory Committee for the Library, Innovation, and Learning Commons has been created.
- The fund raising goal for fiscal 2019-20 is on target.
- The University is entering a very quiet phase of developing the next capital campaign.
- A number of planned activities to look forward to in the coming months: Reunion Weekend, Convocation, and the announcement of our five honorary doctorate recipients

for 2020.

President's Cabinet addressed the following:

- The retention rate of returning students following the holiday break.
- Elaborated on the post-graduate tracking and data sharing initiative.
- Questions and comments on new programs included:
 - Has the level of new programs increased?
 - What's the next level of programming?
 - Do the new programs have target enrolment and timelines?
 - A request for an update on the new program approval process.
 - Recognized that new initiatives are exciting; however, in the operationalizing of these it must be remembered they will take resources — not just money, but time. It is important to ensure that faculty and students are consulted in the implementation process as they will know their own capacity to take on new items.
 - What is being developed and what is the process for developing new programs in areas that have seen a decline in recent years, but were traditionally strong?
 - It was noted that a number of the community engaged learning programs that are in development, or have been developed, were happening in the past in ad hoc ways. In some ways a number of these initiatives are about the ways traditional programming naturally extends itself over disciplinary boundaries.

6. Amendments to the University's By-Laws

Mr. Inglis said there were two by-law changes before the Board.

Faculty Council

Mr. Inglis said Faculty Council undertook a process of consultation and discussion of the purpose of Faculty Council and whether it is time to embrace new processes. As a result of this, changes have been recommended to the University by-laws. The recommendation presented includes: replacement of gendered language with gender neutral language throughout; removal of the President as the body's chair, replaced with an elected chair; adjustment to quorum requirements; and an adjustment to the number of meetings normally held each year.

Motion B20-02:

BE IT RESOLVED that Article B – Senate, Section 27 of the University's By-Laws be amended to the following, with the proposed wording in bold added and deletions struck out:

27.(1) (a) **The Faculty Council serves as a forum and mechanism for faculty and librarians to discuss issues of relevance to them.**

(~~b~~) The Faculty Council may advise the Senate on all matters within the Senate's competence and in particular shall recommend policy related to:
terms of admission;
credits granted beyond admission requirements;
requirements for degrees; or

authorization of degrees earned in course.

- (c) The Faculty Council may advise the President on all matters of policy and of procedures relating to policy that are within the competence of the Board of Regents and the President.
- (2) **Membership.** The membership of the Faculty Council shall consist of all **professional librarians and full-time faculty** ~~persons teaching at least one full-course, or two half courses~~ at the University, **including those on leave**, all persons teaching at least **six credits** ~~one full-course, or two half courses~~ in the regular academic session of the University, the Director ~~and Instructors of the Department of Physical Recreation and~~ **of** Athletics, senior administrators of the University (as from time to time defined by the Faculty Council Executive Committee), and other such groups of persons within the University as the Faculty Council shall decide on the recommendation of its Executive Committee. The Chair**man** of Faculty Council shall be ~~the President of the University, or in his absence, the Academic Vice-President~~ **elected by ballot for a term of two years from among the members of Faculty Council.**
- (3) **Management.** There shall be a Faculty Council Executive Committee composed of ~~three~~ **five** voting members. The Chair**man** of the ~~Faculty Council as Chairman~~ **Executive Committee shall be the Chair of Faculty Council.** A secretary shall be elected by ~~mail~~ ballot for a term of two years from among the members of Faculty Council. ~~and Two~~ **additional** members ~~of Faculty Council elected by and from the Council,~~ at least one of whom shall hold a full-teaching position **or librarian position** in the University, shall be elected by and from the Council. ~~Both The two elected members of the Faculty Council Executive Committee~~ shall hold ex-officio seats on the Senate and shall not sit on Senate in any other capacity during their term of tenure on the Faculty Council Executive Committee. The Academic Vice-President and Provost, **or designate, shall be a member** ~~an ex-officio, nonvoting member of this Executive Committee, except when he must assume the Chair in the President's absence.~~ The Faculty Council Executive Committee shall prepare the work of Faculty Council, receive reports, make recommendations, and have general supervision of the affairs of Faculty Council between meetings.
- (4) **Meetings.** ~~The~~ Faculty Council shall meet at least once ~~a month from October to May inclusive,~~ **in each of the Fall and Winter terms of each academic year.** Special meetings may be called at any time by the Executive Committee of Faculty Council, or at the request of five (5) members of the Faculty Council.
- (5) **Quorum.** The quorum of a meeting of the Faculty Council shall be twenty ~~five (25)~~ **(20)** members, the majority of whom shall be faculty or librarians. Of the Faculty Council Executive Committee it shall be three (3), one of whom shall be the Chair**man** of the Faculty Council or in ~~his~~ **their** absence a member of the Executive Committee nominated by the Chair**man** to act in ~~his~~ **their** place.
Paragraph (5) as amended: October 12, 2001.
- (6) **By-Laws.** The Faculty Council shall adopt its own By-Laws.
- (7) **Amendments.** The constitution of the Faculty Council may be amended by ~~mail~~ ballot subsequent to the discussion of the proposed amendment in a regular or special meeting of the members provided that a notice of at least seven (7) full days

is sent in writing to each member giving the tenor of the proposed amendment and that the Faculty Council approve it by two-thirds of the members casting votes, and that it receive the subsequent approval of the Board of Regents and, where applicable, of the Senate.

Moved by O. Snow, seconded by C. Hodder, and carried.

Article A — Committees — Section 9 — Audit Committee

Mr. Inglis said that the Audit Committee undertook a review of its terms of reference, presented these changes to the Nominating and Governance Committee, and in turn recommend approval of its changes to the University By-Laws. The changes are to two pieces: 1. Section A — the scope of the Committee has been modernized to reflect ownership of internal controls and risk management; and 2. Section B — the Committee memberships.

Mr. Inglis said there was an error in the notice as it did not include as well that no member of the Audit Committee may be a student or an employee this is not best practice. This will be dealt with at the next meeting, as 30 days' notice is required, but it can be picked up at a later meeting.

Motion B20-03:

BE IT RESOLVED that Article A – Committees — Section 9 — Audit Committee of the University's By-Laws be amended to the following, with the proposed wording in bold added and deletions struck out:

(9) Audit Committee

(a) The Audit Committee **is responsible to assist the Board in fulfilling its oversight responsibilities for all material aspects of the financial reporting process, the system of internal control and risk management, including compliance with laws and regulations and the audit process.** ~~shall review and advise the Board on the accounts of the University and on the Auditor's report.~~

(b) The Audit Committee shall consist of

Voting Members

- (i) the Chairperson, a Regent appointed by the Board ~~who is not a member of the Executive Committee,~~
- (ii) **at least three and not more than** four Regents appointed by the Board ~~who are not members of the Executive Committee,~~
- (iii) up to two members who ~~may are~~ **not be** Regents ~~employees or students,~~
- (iv) **No voting member may be a member of the Executive Committee.**

Non-voting members

- (v) the Chancellor (*ex officio*),
- (vi) the Chair of the Board (*ex officio*), and
- (vii) the Chair of the Executive Committee (*ex officio*).

(c) The *ex officio* members of the Audit Committee shall be non-voting.

(d) The Chair of the Audit Committee shall have a second vote in the event of a tie vote.

Moved by P. Henry, seconded by O. Snow, and carried.

7. Board Advance

Mr. Fraser said at this time there was nothing new to report. It is anticipated that there will be something more substantive available for the next meeting.

8. Committee Reports

Committee Chairs reported on the work of various committees:

- Academic Affairs, Chair C. Hodder;
- Audit, Chair P. Henry;
- Executive, Chair M. Fraser;
- Finance and Administration, Chair B. Spencer;
- Human Resources, Chair P. Winters;
- Investment, Chair D. Nowlan;
- Nominating and Governance, Chair L. Loewen;
- Property and Facilities; M. Fraser acting Chair and
- University Advancement, Chair S. Crawford.

The following questions and comments were addressed:

- What is the purpose of the Board's Academic Affairs Committee and how it aligns with Senate?
- A question was asked concerning savings in academic salaries due to vacancies.
- Are there further plans to revamp the bar service operation in The Pond?
- The Board Human Resources Committee has a particularly important role in the alignment, ensuring the values associated with our relationships in the University community are carried through to the bargaining table. Is this happening? And is it going to be possible to conclude bargaining without doing too much damage to those relationships?
- How many universities in Canada are moving forward with divestment?
- Does the University have a policy in place in the event it wants to distance itself from a donor after the fact?
- Is the University Advancement Committee looking at the things that will not be able to be done/should not be done in order to have a successful campaign as referenced at the last meeting?

The following motions were presented as part of committee reports.

Audit Committee

Motion B20-04:

BE IT RESOLVED that the Board of Regents, on the recommendation of the Audit Committee and subject to the approval of the proposed fees by the Executive Committee, reappoint Grant Thornton as the University's auditors for the 2019-2020 fiscal year.

Moved by P. Henry, seconded by B. Spencer, and carried.

Finance and Administration

Changes to the Budget Development Principles and Guidelines (Policy 7203)

Motion B20-05:

BE IT RESOLVED that: The Finance and Administration Committee recommends to the Board of Regents that the amended Budget Development Principles and Guidelines Policy (Policy 7203) be approved.

Moved by B. Spencer, seconded by S. Maclsaac, and carried.

Energy Measures Project

Mr. Fraser, Acting Chair for the Property and Facilities Committee, advised the Property and Facilities Committee had considered this project and had given it the thumbs up as well.

Motion B20-06:

BE IT RESOLVED that the Board of Regents, on the recommendation of the Finance and Administration Committee, approves \$2.5 million funding for an energy savings, subject to recommendation of the project by the Property and Facilities Committee.

Moved by B. Spencer, seconded by E. Patterson, and carried.

Nominating and Governance

Motion B20-07:

BE IT RESOLVED that the Nominating and Governance Committee recommends to the Board of Regents that the following faculty members, as nominated by Mount Allison Faculty (all full-time faculty and librarians, with tenure or probationary appointments, and part-time faculty and librarians on continuing appointments), be appointed to the following Board of Regents committees for a term to 31 December 2021.

Academic Affairs:	Christina Ionescu
University Advancement:	Andrew Grant
Finance and Administration:	Andrew Wilson
Investment:	Ralf Bruening

Moved by L. Loewen, seconded by J. Craighead, and carried.

Motion B20-08:

BE IT RESOLVED that the Nominating and Governance Committee recommend to the Board of Regents that Dr. Ron Aiken be appointed to the Marjorie Young Bell Faculty Fund Committee for a term to 31 December 2021.

Moved by L. Loewen, Seconded by J. Craighead, and carried.

University Advancement

Motion B20-09:

BE IT RESOLVED that the Board of Regents, on the recommendation of the University Advancement Committee, approve the Policy for Accepting Gifts.

Moved by S. Crawford, seconded by E. Patterson, and carried.

9. Report from the Marjorie Young Bell Endowment Fund Committee

The President commented on the report, circulated, of the Marjorie Young Bell Endowment Fund Committee meeting of November 25, 2019.

10. Other Business

There was no other business.

11. Board Comments

Regents were provided an opportunity to comment.

12. In Camera Session

The Board moved *in camera*.

Respectfully Submitted,

Heather Bembridge
Assistant Secretary