

CONCORDIA UNIVERSITY
MINUTES OF THE OPEN SESSION
OF THE MEETING OF THE BOARD OF GOVERNORS

Held on Wednesday, October 18, 2000, immediately following the Closed Session,
in Room GM 407-1, SGW Campus

Attendance

Present: Mrs. Lillian Vineberg, *Chairwoman*, Dr. Steven Appelbaum, Ms. Barbara Barclay, Ms. Joanne Beaudoin, Dr. William Byers, Mr. Alex Carpini, Dr. June Chaikelson, Mr. Mario Ciaramicoli, Mrs. Marianne Donaldson, Dr. Terrill Fancott, Ms. Nicole Fauré, Mr. Rob Green, Mr. George Hanna, Mr. Peter Howlett, Dr. Christine Jourdan, Mr. Peter Kruyt, Mr. Ronald Lawless, Ms. Christine Lengvari, Dr. Frederick Lowy, *Rector and Vice-Chancellor*, Mr. John Parisella, *Vice-Chairman*, Mr. Alex G. Potter, Mr. Richard Renaud, *Vice-Chairman*, Mrs. Miriam Roland, Mr. Rabih Sebaaly, Ms. Sabrina Stea, Mr. Jonathan Wener

Officers of the University: Prof. Marcel Danis, Mr. Michael Di Grappa, Mr. Larry English, Dr. Jack Lightstone

Absent: Mr. Alain Benedetti, Mr. Charles G. Cavell, Me Rita de Santis, Me Pierre Fréreau, *Observer*, Mr. Brian Edwards, Mr. Leo Goldfarb, Mr. Ned Goodman, Mr. Paul Kefalas, Mrs. Hazel Mah, Sister Eileen McIlwaine Ph.D., Mr. Eric Molson, *Chancellor*, Ms. Nisha Sajjani, Mrs. Marianna Simeone, Mr. Ivan Velan

Guest: Dr. Mohsen Anvari (Dean, Faculty of Commerce and Administration), Mr. Yvon Bellefeuille (Centraide Loaned Representative), Mr. Bill Curran, (Director of Libraries), Me Bram Freedman (Assistant Secretary-General and General Counsel), Mrs. Jane Ployart (Youth Program Director of the NDG-YMCA)

DOCUMENTS CONSIDERED AND ATTACHED TO THESE MINUTES

BG-2000-8-D2	Recommendation from Senate - Nomination of representatives to Graduation Ceremonies Committee
BG-2000-8-D3	Document regarding the voluntary requisition for radiation
BG-2000-8-D4	Letter from Concordia Women's Centre regarding use of name of Concordia
BG-2000-8-D5.1	Convention de prêt entre Financement-Québec et l'Université Concordia
BG-2000-8-D5.2	Acte d'hypothèque mobilière entre Financement-Québec et l'Université Concordia

1. Call to Order

The Open Session was called to order at 8:30 a.m.

1.1 Chairwoman's remarks

The Chairwoman waived her remarks.

1.2 Approval of the Agenda

The agenda was approved as submitted.

1.3 Approval of the Minutes of the Open Session of the previous meeting (September 20, 2000)

Upon motion duly moved and seconded (Appelbaum, Lengvari), it was unanimously RESOLVED:

R2000-74 *THAT the Minutes of the Open Session of the previous regular meeting of the Board, held on September 20, 2000, be approved.*

2. Business arising from the Minutes

There was no business arising from the minutes.

3. Presentation: Dr. Mohsen Anvari, Dean, Faculty of Commerce and Administration

Mrs. Vineberg invited Dean Anvari of the Faculty of Commerce and Administration to make his presentation. Dean Anvari informed the Board that copies of his presentation and of the Faculty's mission statement had been left on the table outside the entrance of the room.

The objective set out in the Faculty's 2000 academic plan is that Concordia rank among the top five business schools over the next three years. Strong emphasis will be put on research and scholarship. Dean Anvari reviewed the evolution of the entrance requirements to the undergraduate programs, noting that the grade point average of CEGEP applicants has risen over the past four years. Enrolments in undergraduate programs have also steadily risen since 1996. Dean Anvari then commented on the admission summary of the MBA program.

Over the past five years, great effort had been put into marketing and advertising in order to enhance the school's image. Dean Anvari announced that starting November, an 18-month project to re-brand the Faculty will be launched, which will include a proposal to re-name the Faculty.

As for student achievements in 1999, Dean Anvari pointed out that students placed well in CA and CGA exams. Furthermore, Concordia won gold in the Commerce Games and the Publicité - Club de Montréal competition and received a silver medal in the Undergraduate Business Games. Concordia is also the host of the MBA International Case Competition, an event entirely organized by students which attracts teams from other Canadian, American and overseas business schools.

Dean Anvari continued his presentation by reviewing the niche programs, including Investment Management and Aviation Management. He pointed out that the number of applicants to the International Aviation MBA has increased tremendously since 1994. He concluded his presentation by restating the Faculty's challenge which is to be among Tier I business schools and conveyed his optimism that the overall goal will be achieved over the next five years.

On behalf of the Board, Mrs. Vineberg thanked Dean Anvari for his excellent presentation.

4. Concordia Centraide Campaign

Mrs. Vineberg introduced Mr. Bill Curran, Director of Libraries and Co-Chair of Concordia's 2000 Centraide Campaign. Mr. Curran was accompanied by Mrs. Jane Poyart, a Concordia graduate and the Director of the NDG-YMCA Youth Program, and Mr. Yvon Bellefeuille, a Centraide Loaned Representative.

Mrs. Poyart mentioned that the YMCA is one of the 250 agencies funded by Centraide. She then described the scope of her work and specified that 75% of the Y's programs are community-oriented and depend largely on Centraide funding.

Dr. Lowy said he was troubled by the low participation rate of colleges and universities and urged Governors who are prepared to make a donation to consider doing it through Concordia so that their contribution will help to raise the University's profile back to the donation level of past years.

Mrs. Vineberg extended special thanks to Mrs. Poyart, Mr. Bellefeuille and Mr. Curran.

5. Election of three representatives of Senate to the Graduation Ceremonies Committee for 2000-2001

Upon motion duly moved and seconded (Lowy, Barclay), it was unanimously RESOLVED:

R2000-75 *THAT, on recommendation of Senate, Dean Claude Bédard of Graduate Studies and Research, Dr. Charles Giguère of the Faculty of Engineering and Computer Science, and Dr. Reeta Tremblay of the Faculty of Arts and Science, be appointed members of the Graduation Ceremonies Committee for the year 2000-2001.*

6. Resolution authorizing the Assistant Secretary-General to radiate a hypothec

Upon motion duly moved and seconded (Wener, Renaud), it was unanimously RESOLVED:

R2000-76 *THAT Concordia University give to 2764296 Canada Inc. (doing business under the firm name and style of Sharx Pool-Bar) a full and final radiation by means of a voluntary requisition for radiation in virtue of a moveable hypothec created in its favour in virtue of an inscription at the Register of personal and real moveable rights under the number 94-0163420-0014.*

The whole subject to such further terms and conditions as contained in the voluntary requisition for radiation, a copy whereof was submitted to the present meeting and duly approved thereat; and

THAT Me Bram Freedman, the Assistant Secretary-General of the University be and he is hereby authorized for and on behalf of this Corporation to sign and execute the said requisition and his signature thereto shall conclusively bind this Corporation to all the terms, clauses and stipulations thereof.

7. Authorization for the use of the name "Concordia"

Upon motion duly moved and seconded (Green, Stea), it was unanimously RESOLVED:

R2000-77 WHEREAS the Concordia Women's Centre, an organization providing services to Concordia students, has existed since 1987;

WHEREAS the Concordia Women's Centre previously operated as a unit of the University under the direction of Advocacy and Support Services but is now an independent entity funded since 1999 by a student fee;

WHEREAS the Concordia Women's Centre is applying for official status as a "not-for profit" organization thereby making it eligible for funding which would enable it to expand its services;

WHEREAS the law and the by-laws of Concordia University require that the Concordia Women's Centre obtain the consent of the Board of Governors for the use of Concordia's name;

BE IT RESOLVED:

THAT the Board of Governors authorize the Concordia Women's Centre to continue use of the name "Concordia" in its name subject to the requirement that the Centre ensures that in all of its publications, communications and stationery it is explicitly stated that the Centre is an independent entity that does not form part of Concordia University; and

THAT the Board of Governors reserves the right to withdraw this authorization at any time at its sole discretion.

8. Loan of \$30 million from Financement-Québec

Mr. Freedman reported that a representative of Financial Services and himself had reviewed, respectively, the financial and legal aspects of the loan agreement and ancillary documents and that they were both satisfied with the terms contained therein. Mr. English added that this is the way all Government bodies and agencies are funded. In the present case, the instrument was simply changed from a bond to a long-term loan. However, given that the Governors had not received the loan documentation in advance, it was decided that a mention be added to the proposed resolution to the effect that any subsequent modification deemed necessary by the Board of Governors could be brought to said documentation.

Upon motion duly moved and seconded (Hanna, Howlett), it was RESOLVED with one abstention:

R2000-78 ATTENDU qu'en vertu d'une résolution adoptée le 21 juin 2000, le Conseil d'administration de l'Université Concordia (l'« Université ») a décrété un emprunt jusqu'à concurrence de trente millions de dollars (30 000 000 \$) par voie, entre autres, d'un emprunt contracté auprès de Financement-Québec (la « Société »);

ATTENDU que le Conseil d'administration doit approuver les modalités de cet emprunt;

IL EST EN CONSÉQUENCE RÉSOLU :

QUE l'Université soit autorisée à emprunter une somme de trente millions de dollars (30 000 000 \$) auprès de la Société (l' « emprunt ») et à conclure à cette fin une convention de prêt dont un projet est joint à la présente résolution pour en faire partie intégrante;

QUE l'emprunt comporte les modalités et conditions décrites aux Annexes A et B jointes à la présente résolution pour en faire partie intégrante;

QU'aux fins de constater l'emprunt, l'Université soit autorisée à souscrire en faveur de la Société un billet au montant de trente millions de dollars (30 000 000 \$) dont un projet est joint en annexe à la présente résolution pour en faire partie intégrante;

QU'aux fins de garantir le paiement en capital et intérêts de l'emprunt, l'Université soit autorisée à consentir en faveur de la Société une hypothèque mobilière sans dépossession portant sur la subvention qui lui sera accordée par le ministre de l'Éducation, au nom du gouvernement du Québec, et à conclure à cette fin un acte d'hypothèque mobilière dont un projet est joint en annexe à la présente résolution pour en faire partie intégrante;

QUE les projets de convention de prêt, d'acte d'hypothèque mobilière et de billet annexés au procès-verbal de cette assemblée soient approuvés et que n'importe lequel du recteur et vice-chancelier, du chef de la direction financière ou du secrétaire général de l'Université, pourvu qu'ils soient deux agissant conjointement, soient autorisés pour et au nom de l'Université, à signer la convention de prêt, l'acte d'hypothèque mobilière et le billet à intervenir, à y consentir à toutes clauses et garanties non substantiellement incompatibles avec les dispositions des présentes, à recevoir le produit net de l'emprunt, à en donner bonne et valable quittance, à livrer le billet précité à la Société et à poser tous actes et à signer tous autres documents nécessaires ou utiles pour donner plein effet aux présentes, le tout sous réserve de toute modification jugée utile ou nécessaire qui pourrait être apportée de temps à autre aux dits documents par le Conseil d'administration.

9. Report of the Standing Committees

9.1 Benefits and Pension Committee (October 11, 2000)

Chairman Ronald Lawless said there was nothing to report at the present time. However, he reminded the assembly that the annual meeting of the pension plan participants will be held on October 26, 2000, at 5:30 p.m., in the Oscar Peterson Concert Hall.

10. Report of the Rector

Dr. Lowy reported that all is well on the academic front, enrolment being up by 2%.

Dr. Lowy informed Governors that Finance Minister Paul Martin had been invited by the political science students to make an address on October 20 in Room H-110. Dr. Lowy apprised the members of the security concerns raised in light of a possible demonstration and the measures that will be taken. However, Dr. Lowy had been notified by Mr. Martin's Office of the possibility of his postponing the address on account of other priorities. Dr. Lowy will keep the Governors apprised of the situation.

The other issue will be addressed by the Vice-Rector, Services, in his report.

11. Reports of the Vice-Rectors

11.1 Provost and Vice-Rector, Research

Dr. Jack Lightstone had two matters to bring to the Board's attention. The 1999 Quebec Government budget provided for the creation of a new Ministry of Science and Technology and an organization called Valorisation Recherche Québec ("VRQ") was created. VRQ had a \$100 million budget, \$50 million of which was designated to stimulate the creation of several "sociétés de valorisation". Concordia has regrouped with INRS, ETS and the UQ network to form Corporation Valorisation Innovation Plus ("VIP"), which has the mission to aid the technological transfer of university research into the community. VIP will receive \$10 million from VRQ over the next five years and each University will have to contribute to the operations of VIP, as well. However, the Board of Governors must approve the strategic plan of VIP of which Concordia will hold 17% of the shares as well as other related matters. This matter will be included on the November Board agenda.

Secondly, Dr. Lightstone informed the Board of the upcoming creation of econcordia.com. This will be an arm's length, federally-incorporated entity used solely as a vehicle to offer courses via Internet to students outside the province of Quebec. This matter will be come before the Board for its approval in due course.

11.2 Vice-Rector, Services

Mr. Michael Di Grappa reported that last Thursday Dean of Students Donald Boivert, he and Me Freedman attended a meeting with the CSU Executive, at which time they were informed of a suspected fraud allegedly perpetrated by a CSU executive member. A lawyer and a forensic accountant were immediately hired by the CSU and the CSU's bank was notified. Mr. Di Grappa asked that the police also be notified.

CSU President Rob Green expressed his total dismay at this breach of trust. He added that he had relinquished his signing authority during the ongoing investigation. Mr. Green reassured the assembly that measures are being taken to ensure stricter controls. A set of financial controls and regulations had been drafted and will be implemented at the October CSU Council meeting.

In response to a question, Dr. Lowy indicated that the CSU and the University had each issued a press release and read both releases to the members.

Many questions arose concerning the amount of the fraud and the number of people involved. Mr. Green stated that although the forensic audit was still ongoing, the evidence clearly pointed to one person. Under the advice of the CSU lawyer, he could not disclose further details at the present time. He added, however, that the University's senior administration had been apprised of the scope of the fraud.

Due to the sensitive nature of the subject matter, it was suggested that the Open Session be suspended and that the meeting go into Closed Session for the duration of this discussion.

At 10:10 a.m., upon motion duly moved and seconded (Hanna, Sebaaly), it was resolved with one opposed that the meeting go into Closed Session. All non-governors, with the exception of Dean Boisvert, were asked to leave the room.

The Open Session meeting resumed at 10:20 a.m.

11.3 Vice-Rector, Institutional Relations, and Secretary-General

Vice-Rector, Institutional-Relations, and Secretary-General Marcel Danis waived his report.

11.4 Chief Financial Officer

On behalf of Mr. Larry English who had left the meeting, Prof. Danis waived the latter's report.

12. Correspondence

There was no correspondence to come before the meeting.

13. Any other business

Mr. Howlett specified that the \$100 million building campaign should be subject to a formal resolution at the next Board of Governors meeting.

14. Date of next meeting

The Chairwoman announced that the next regular meeting of the Board of Governors would be held at 6:30 p.m., on Wednesday, November 15, 2000, in Room AD 308, on the Loyola Campus.

15. Adjournment

The Open Session adjourned at 10:25 a.m.

Submitted by Danielle Tessier, Secretary of the Board of Governors and Senate, for approval by the Board at its meeting of November 15, 2000