



BG-2003-3

MINUTES OF THE OPEN SESSION
MEETING OF THE BOARD OF GOVERNORS

Held on Wednesday, March 19, 2003, immediately following the Closed Session,
in Room GM 407-1, SGW Campus

Attendance

Present: Mrs. Lillian Vineberg, *Chairwoman*, Dr. Louise Brunette, Me Gerald C. Burke, Dr. William Byers, Hon. Baljit Singh Chadha, P.C., Dr. June Chaikelson, Mr. Youri Cormier, Mr. Chae Dickie-Clark, Me Rita de Santis, Dr. Terrill Fancott, Ms. Sabine Friesinger, Ms. Suzanne Gouin, Mr. George Hanna, Mrs. Judith Kavanagh, Mr. Peter Kruyt, Ms. Christine Lengvari, Dr. Loren Lerner, Dr. Frederick Lowy, *Rector and Vice-Chancellor*, Mr. Rocci Luppicini, Mr. Peter G. McAuslan, Sister Eileen McIlwaine Ph.D., Mr. Eric Molson, *Chancellor*, Mr. Desmond O'Neill, Mr. John Parisella, *Vice-Chairman*, Mr. Richard Renaud, *Vice-Chairman*, Mrs. Miriam Roland, Mr. Jacques St-Laurent, Mrs. Mackie Vadamchino de Massy, Mr. Ivan Velan, Ms. Sobia Virk, Mr. Jonathan Wener

Observer: Me Pierre Frégeau

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

Absent: Mr. Normand Beauchamp, Mr. Alain Benedetti, Mr. Alexander Carpini, Mr. Charles G. Cavell, Mr. Howard Davidson, Mr. Brian Edwards, Mr. Leo Goldfarb, Dr. Lawrence Kryzanowski, Mr. Alex G. Potter

Also present: Me Bram Freedman (Assistant Secretary General and General Counsel), Mr. Garry Milton (Executive Director, Rector's Cabinet)

Documents associated with the Minutes

BG-2003-1-D1	Report on the events of September 9, 2002
BG-2003-3-D1	Certificates regarding liability insurance for in-house engineers and architects
BG-2003-3-D2	Resolutions respecting the Bank of Montreal and The Royal Bank of Canada
BG-2003-3-D3	Agreement respecting the \$20 M loan with Financement-Québec
BG-2003-3-D4	Memo from Dean Esmail in connection with the establishment of the Engineering and Computer Science Studies Unit

1. Call to Order

The Open Session was called to order at 8:20 a.m.

1.1 Chairwoman's remarks

Mrs. Vineberg was delighted to report that on February 20, 2003, Prime Minister Jean Chrétien appointed Mr. Baljit Chadha as a member of the Security Intelligence Review Committee (SIRC) and was sworn into the Queen's Privy Council of Canada. Mrs. Vineberg warmly congratulated Mr. Chadha.

1.2 Approval of the Agenda

Indicating that he had sent a written request within the deadlines to have a motion included on the Agenda, Mr. Dickie-Clark queried the Chairwoman on what grounds it had not been added. Mrs. Vineberg informed the Board that the motion in question was that the University disclose semi-annually all donations made by Board members. She then reiterated to Mr. Dickie-Clark that his motion was not appropriate and restated the reasons she had previously conveyed to him via email.

Therefore, she ruled not to include his motion on the Agenda. The ruling was challenged by Mr. Cormier. A vote was taken, resulting in four Governors (Cormier, Dickie-Clark, Friesinger and Virk) being in favor of challenging the ruling while the majority did not. Consequently, the Chairwoman's ruling stood and the vote was taken to approve the Agenda as submitted.

Upon motion duly moved and seconded (Vadacchino de Massy, O'Neill), it was RESOLVED with four opposed (Cormier, Dickie-Clark, Friesinger and Virk specifically requesting that their dissent be recorded):

R2003-21 *THAT the Agenda be approved as submitted.*

1.3 Approval of the Minutes of the Open Session of the previous meeting (February 12, 2003)

Me de Santis noted that on page 6, it should read – "Agreements "are being drafted", rather than "do exist" between eConcordia and the University."

Upon motion duly moved and seconded (Renaud, Vaddachino de Massy), it was RESOLVED with one opposed and one abstention:

R2003-22 *THAT the Minutes of the Open Session of the previous regular meeting of the Board of Governors, held February 12, 2003, be approved, subject to the aforementioned correction.*

2. Business arising from the Minutes not included on the Agenda

Pursuant to the resolution adopted at the last meeting that the CSU table its audited financial statements with the Rector and that pending this tabling, all funds collected by the University on behalf of the CSU be placed in escrow, Dr. Lowy apprised the Board that the CSU had complied with the resolution. The Rector said that the statements have been verified by an independent firm, Samson Bélair Deloitte Touche, and that their preliminary report is satisfactory, with regards to taxes, health insurance, etc. As well, information regarding CUSACORP has been obtained. The University has placed some \$500,000 in escrow, of which \$400,000 was to pay for the student health insurance

plan. Given the aforementioned preliminary analysis, \$400,000 will be released to pay for the insurance. The other \$100,000 will remain in escrow until the final report is submitted by Deloitte.

Dr. Lowy indicated that the allocation of funds was not examined since this is an internal matter. Nonetheless, Dr. Lowy shared the administration's concern that only 8.8% of the CSU's budget goes directly to funding its clubs and organizations. Ms. Friesinger added that the CSU budget had also been printed in *The Unabridged*, a CSU publication distributed to students.

Ms. Virk asked to address the Board for ten minutes, stating that it was very important to her to convey her feelings regarding some previous events and/or comments. Mrs. Vineberg responded that this was not the appropriate venue. However, out of respect of her feelings, the Chairwoman asked Ms. Virk to write down her concerns and made a commitment that they would be distributed to all Governors. Ms. Virk did not find this to be an acceptable solution. Mrs. Vineberg reiterated her position and ruled Ms. Virk's intervention out of order.

In reference to eConcordia, Mr. Dickie-Clark noted some discrepancies between the information provided at the last meeting and the financial statements and mentioned some other concerns in relation to eConcordia. He added that he had not received satisfactory answers from Dr. Lightstone. Mrs. Vineberg replied that trade-name licence agreement and the services agreement in relation to eConcordia will be included on the April Board Agenda. In the meantime, Mrs. Vineberg encouraged Mr. Dickie-Clark to communicate his suggestions regarding the two aforementioned agreements to Me Freedman.

3. Report of the Budget Committee

Mr. Hanna, the Chair of the Budget Committee, apprised the Board that the Committee had reviewed the final 2001-2002 results at its January meeting. However, no figures have been provided by the government for 2002-2003, even though we are more than half way through the year.

Chief Financial Officer Larry English presented the final results of the operating budget for 2001-2002 and the preliminary operating budget for 2002-2003. He stated that a copy of his presentation could be obtained electronically by contacting him via email. The results for 2001-2002 show a surplus of \$1,846,000 and an accumulated surplus of \$25,003,799. However, ultimately, there will be an accumulated deficit of \$11,14,058, due to expenditures that are committed but do not yet appear in the financial statements as expenditures.

Mr. English showed graphs to illustrate Concordia's success in greatly reducing a \$36-million accumulated deficit during the government cut back years of the mid-1990's and contrasted it with some other Quebec universities. While many universities had started off at a break-even position, many of them found themselves in a deficit position during the years of budget compressions, despite the fact that all universities are funded on the same basis. Mr. Cormier commented that there was a danger in Concordia sustaining a surplus in that it would justify the cuts to programs, privatization, etc. Therefore, he wondered if Concordia's approach to a balanced budget was wise.

Regarding the budget outlook for 2002-2003, Mr. English said that changes in bureaucratic personnel at the Ministry of Education are slowing the emergence of a

clear picture. He explained that the government's funding for higher education is a fixed sum that must be divided among the universities and colleges. As a result, allocations are relative. Dr. Byers and Dr. Chaikelson concurred with Mr. Cormier's aforementioned statement. Dr. Chaikelson asked Mr. English to provide information regarding the percentage of funds allocated to the academic sector in relation to other universities.

Given the hour and that many other Agenda items had to be dealt with, it was agreed that the presentation regarding the funding formula would be deferred to the April Board meeting.

4. Report on the events of September 9, 2002

Dr. Lowy reminded Governors that after the September 9 demonstration, Vice-Rector Di Grappa had asked Ms. Sue Magor to prepare a report from the perspective of Environmental Health and Safety, to determine what had gone wrong on that day. Dr. Lowy took the occasion to publicly thank Ms. Magor, who was present at the meeting. The report outlines the strengths and weaknesses and issued a number of recommendations, which are being implemented by the University.

Mr. Dickie-Clark criticized the administration for having acquiesced to Hillel's request for space for Mr. Netanyahu's speech while it had refused a request by SPHR to hold a bazaar on University grounds a year earlier. Secondly, Mr. Dickie-Clark found it problematic that a private event should close down the Hall Building.

Dr. Lowy agreed that the Hall Building turned out to be a poor venue for public events and that to hold a potential controversial event is risky, especially since hazardous materials are stored in some laboratories. The Rector reiterated that plans to dedicate a separate building for a student center would solve this problem in the future.

However, Dr. Lowy stated that there was no equation between the 2001 SPHR rally and Mr. Netanyahu's speech. In the first instance, the administration had considered granting the request to use the JMSB lot until it learned that over 15,000 were expected to attend the event. In the second instance, the University accepted the Hillel event after studying several security recommendations, discussing the matter with security and the police, and being assured that classes could continue in the Hall Building. This was seen as a compromise solution, which should not have disadvantaged students or staff, had the event unfolded in an orderly manner.

Ms. Friesinger expressed her disappointment with the report. While some students had been held accountable for their actions on that day, she did not see University officials taking responsibility for their role in the events. She found it curious that the first security assessment had not been given in writing and pointed to lacunae in the security. She argued that the administration knew the intention of the protesters to stop Mr. Netanyahu's speech. Ms. Friesinger opined that the report was of no consequence to the administration and indicated the need for a public enquiry to elucidate this matter.

Dr. Lowy responded that the administration had expected a forceful and vocal protest but nevertheless a peaceful one. The Rector stated that the responsibility of the violence was incumbent upon those who incited it. In response to Ms. Friesinger's comment that the police had beaten students, Dr. Lowy indicated that the films show the police reacting to a situation rather than inciting violence. Mr. Di Grappa added that numerous discussions with the CSU, the leaders of the protest and the police had

occurred in planning the event. Moreover, heavy security and police presence, including an explosive-sniffing dog, had been assured that day. Therefore, the University had taken reasonable and appropriate measures.

In response to a comment that the CSU had not been involved in the enquiry conducted by Ms. Magor, some faculty Board members pointed out that they had not seen the CSU examine the role of its executive members or individual members who participated in the events. A discussion ensued during which several Governors spoke in favor of holding a public enquiry as suggested by Ms. Friesinger, in the interest of fairness to all parties, for the appearance of justice and to close this matter for good. On the other hand, several other Governors spoke against a public enquiry, those Governors feeling that the report was complete in addressing weaknesses and making recommendations and that it was time to move forward and focus on the academic mission.

Following this discussion, a vote was called on the motion moved by Ms. Friesinger, seconded by Mr. Hanna, that an independent public enquiry be held into the events of September 9, 2002. However, the motion was defeated with 12 in favor, 14 opposed and one abstention (Parisella).

5. Professional liability waiver for in-house engineers and architects

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

R2003-23 *THAT the declarations for the purposes of the Regulations respecting Professional Liability Insurance for the members of the Ordre des ingénieurs du Québec and the Ordre des architectes du Québec regarding Concordia's in-house engineers, François Riopel, Hélène Vallée, Yann Abenhaim and Yves Gilbert, and in-house architect, Dominique Dumont, as set out in document BG-2003-3-D1, be approved.*

6. Amendments to the banking resolutions with respect to the Bank of Montreal and the Royal Bank of Canada

Upon motion duly moved and seconded (Lowy, Hanna), it was RESOLVED with three abstentions:

R2003-24 *WHEREAS the Board of Governors adopted a banking resolution with respect to the Bank of Montreal at its meeting of June 21, 1995 as amended on August 7, 1996, October 16, 1996, June 19, 2002 and December 11, 2002;*

WHEREAS the Board of Governors also adopted a banking resolution with respect to the Royal Bank of Canada at its meeting of June 21, 1995 as amended on August 7, 1996, and October 16, 1996; and

WHEREAS the creation of new positions and the changes in titles require that the banking resolutions be amended;

BE IT RESOLVED:

THAT Article 2 of the banking resolution with respect to the Bank of Montreal be amended to read as follows: "THAT for all accounts, any two of the Rector, the Vice-Rectors, the Secretary-General, the Chief Financial Officer, the Controller, the Director

of Accounting Operations, the Director, Budget Planning and Control, the Director, Processes, Systems and Policies and the Director, Restricted Funds and Finance be authorized for and on behalf of the University...”; and

THAT Article 2 of the banking resolution with respect to the Royal Bank of Canada be amended to read as follows: “THAT for all accounts, any two of the Rector, the Vice-Rectors, the Secretary-General, the Chief Financial Officer, the Controller, the Director of Accounting Operations, the Director, Budget Planning and Control, the Director, Processes, Systems and Policies and the Director, Restricted Funds and Finance be authorized for and on behalf of the University...”.

7. Borrowing of \$20 million from Financement-Québec

Upon motion duly moved and seconded (Hanna, Renaud), it was RESOLVED with four abstentions:

R2003-25 *WHEREAS by virtue of a resolution adopted on June 19, 2002, the Board of Governors of Concordia University (the “University”) has contracted a loan up to the amount of sixty million dollars (\$60,000,000) by way, among others, of several loans contracted with Financement-Québec (the “Société”);*

WHEREAS the Board of Governors wishes to take out a loan in the amount of twenty million dollars (\$20,000,000) with the Société;

WHEREAS the Board of Governors must authorize this loan and determine its terms and conditions;

BE IT RESOLVED:

THAT the University be authorized to borrow the sum of twenty million dollars (\$20,000,000) from the Société (the “Loan”) and for such purpose to enter into a loan agreement, a draft copy of which is appended to the present resolution to form an integral part thereof;

THAT the Loan comprise the terms and conditions described in Schedules A and B appended to the present resolution to form an integral part thereof;

THAT for the purpose of ascertaining the Loan, the University be authorized to sign in favour of the Société a note in the amount of twenty million dollars (\$20,000,000), a draft copy of which is appended to the present resolution to form an integral part thereof;

THAT for the purpose of guaranteeing the payment of the principal and interest on the Loan, the University be authorized to grant in favour of the Société a movable hypothec without delivery with respect to the subsidy which will be granted to it by the Ministry of Education, in the name of the government of Quebec, and for such purpose to execute an agreement of movable hypothec, a draft copy of which is appended to the present resolution to form an integral part thereof;

THAT the draft loan agreement, draft agreement of movable hypothec and note appended to the minutes of this meeting be approved and that any two officers from among the Rector and Vice-Chancellor, Chief Financial Officer or General Secretary of

the University, provided that they shall act jointly, be and are hereby authorized, in the name of the University, to sign the loan agreement, agreement of movable hypothec and note, to give effect to all the clauses and guarantees not substantially incompatible herewith, to receive the net proceeds of the Loan, to give good and valid release, to deliver the said note to the Société and to do all acts and to sign all documents necessary or useful to give full effect hereto.

8. Establishment of the General Engineering and Computer Science Studies Unit

Dr. Lowy explained that the establishment of the General Engineering and Computer Science Studies Unit was necessary to correct an anomaly in that several core courses, bearing the acronym ENGR or ENCS, and which represent 30% of the courses taught in the Faculty, have no academic home. Dr. Lowy referred Governors to the memo by Dean Esmail, included in the Board documentation, for a more detailed explanation.

Although he was sympathetic to the situation, Dr. Byers shared his concerns about the functioning of this unit. He also noted that the Faculty had brought forth a similar proposal at the last meeting and expected that the establishment of new units be part of a coherent plan. Dr. Fancott responded that this was indeed part of a long-term plan and specified that the institute approved at the last Board meeting was quite different in its vocation. The Provost also stated the reasons why it was critical that these courses be housed in an academic unit, rather than in an administrative unit as they currently are.

Dr. Chaikelson was opposed to the name “unit”, stating that the CUFA agreement covers departments and colleges but not units. Dr. Lightstone replied that the concept of creating units is sound and that this is merely a matter of nomenclature which could be resolved separately.

Upon motion duly moved and seconded (Lowy, Fancott), it was RESOLVED with three abstentions:

R2003-26 *THAT, on recommendation of the Faculty of Engineering and Computer Science and of Senate, the establishment of the General Engineering and Computer Science Studies Unit, as set out in Document BG-2003-3-D4, be approved.*

9. Establishment of an Advisory Search Committee for a Provost

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

R2003-27 *WHEREAS Dr. Jack Lightstone was appointed to the position of Provost at the January 20, 1999 meeting of the Board of Governors, for a second consecutive term of five years, ending on May 31, 2004;*

BE IT RESOLVED:

THAT an Advisory Search Committee for the position of Provost be established with the following composition:

1 *Chair;*

- 2 *Members of the Board, one of whom shall be a representative of the community-at-large or the alumni, and the other shall be a faculty member, recommended by the Executive Committee of the Board;*
- 5 *Full-time faculty members (2 from the Faculty of Arts and Science and 1 from the other Faculties) nominated by election by each Faculty;*
- 1 *Librarian, nominated by the professional librarians;*
- 1 *Regular part-time faculty member, nominated by election by the part-time faculty;*
- 1 *Representative of the senior administration, recommended by the Executive Committee of the Board;*
- 2 *Students (one graduate and one undergraduate) nominated by their respective student associations;*
- 1 *Member of the administrative and support staff from one of the units reporting to the Provost and Vice-Rector, Research, nominated in conformity with the Electoral College Policy.*

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THAT a person be designated by the Chairwoman of Board of Governors to act as Secretary of the Committee;

THAT, once the Advisory Search Committee has begun its work, the Chair of the Committee report progress to the Board every month; and

THAT the Chairwoman of the Board be authorized to appoint a replacement for any member who may be resigned, such appointment to be made in consultation with the Chair of the committee and with the constituency of the committee member who has resigned.

10. Reports on Concordia's compliance with certain legal obligations

10.1 Report on compliance with fiscal requirements

Chief Financial Officer Larry English reported he was satisfied with the procedures followed for computing and remitting taxes withheld from employees' and employers' contributions as well as for GST and QST claims, and that the University had fully complied with its statutory fiscal obligations. A copy of his written report for the three-month period ending February 28, 2003 was deposited with the Secretary of the Board of Governors.

10.2 Report on compliance with environmental legislation and health and safety regulations

Vice-Rector, Services Michael Di Grappa reported that the *Quarterly environmental health and safety report on due diligence*, dated March 4, 2003, had been deposited with the Secretary of the Board of Governors. Since the last quarterly report, work has continued on developing the framework for an action plan regarding the recommendations contained in the report on the September 9 demonstration.

A complaint regarding poor indoor air quality in the GM Building was filed with the CSST. An investigation was completed and an action plan has been prepared to correct temperature and humidity problems in some areas of the building. While there have been no serious incidents on either construction sites since the last report, the University did receive one fine for non compliance with a CSST order on the Science

Complex which has been referred back to the contractor. The move of the Science departments to the new Science Building is planned for this summer.

11. Report of the Rector

Dr. Lowy waived his report but stated that the extract of the 2003 MacLean's guide to Canadian Universities with respect to Concordia has been mailed to Governors. He noted that this year's write-up was particularly positive.

12. Report of the Vice-Rectors

12.1 Provost – Dr. Jack Lightstone

Given the late hour, Dr. Lightstone waived his report.

12.2 Vice-Rector Services – Mr. Michael Di Grappa

Given the late hour, Mr. Di Grappa waived his report.

12.3 Vice-Rector, Institutional Relations and Secretary-General – Prof. Marcel Danis

Prof. Danis announced that the CUFA collective agreement had been signed. The new agreement will be in effect until May 31, 2007. He thanked the chief negotiators, Dr. Hal Proppe and Dr. June Chaikelson.

12.4 Chief Financial Officer – Larry English

Given the late hour, Mr. English also waived his report.

13. Correspondence

There was no correspondence to report.

14. Any other business

There was no other business to bring before the Board.

15. Next meeting

The next regular meeting of the Board of Governors will be held on Wednesday, April 16, 2003, at 8 a.m., in Room GM 407-1, on the SGW Campus.

16. Adjournment

The meeting adjourned at 10:15 a.m.

Danielle Tessier

Secretary of the Board of Governors