

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

Held on Thursday, November 17, immediately following
the meeting of the Corporation
in the Norman D. Hébert, LLD Meeting Room
(Room EV 2.260), SGW Campus

PRESENT

Governors: Mr. Peter Kruyt, *Chair*, Dr. Shimon Amir, *Vice-Chair*, Mr. Robert Barnes, Ms. Laura Beach, Sister Françoise Boisvert, Mr. Craig Buchanan, Mr. Erik Chevrier, Me Francesco Ciampini, Mr. Howard Davidson, Ms. Lex Gill, Ms. Suzanne Gouin, Dr. Nina Howe, Dr. Norman Ingram, Dr. Arvind K. Joshi, Dr. Lawrence Kryzanowski, Me John Lemieux, Dr. Frederick Lowy, *President and Vice-Chancellor*, Dr. William Lynch, Mr. L. Jacques Ménard, *Chancellor*, Mr. Tony Meti, Mr. Cameron Monagle, Me Marie-José Nadeau, Mr. Michael Novak, Mr. Jonathan Wener, Mr. A.J. West

Non-voting Observers: Dr. William Knitter

Officers of the University: Mr. Philippe Beauregard, Mr. Roger Côté, Dr. Louise Dandurand, Me Bram Freedman, Dr. David Graham, Mr. Patrick Kelley, Me Dominique McCaughey

Guests: Me Frederica Jacobs, Me Jonathan Levinson

ABSENT

Governors: Mr. Charles G. Cavell, Hon. Baljit Singh Chadha, Mr. James Cherry, Me Rita de Santis, Mr. Jean-Pierre Desrosiers, Mr. Brian Edwards, Ms. Hélène Fortin, Mr. Norman Hébert jr., Dr. Edward Little, Mr. Andrew Molson, Ms. Annie Tobias, *Vice-Chair*

Non-voting Observers: Ms. Jean Freed

1. **Call to Order**

Mr. Kruyt called the meeting to order at 8:25 a.m. He reminded Governors of the importance of attending the November 22 Convocation ceremonies.

At Mr. Kruyt's invitation, Dr. Dandurand spoke of her recent participation on a mission to Brazil, underlining a strong appetite for faculty and students for collaboration in research and training in engineering and significant interest in areas such as exercise science, media arts and cinema. She urged the University to follow-up on those opportunities and

pointed out that a select group of researchers will be participating on another mission in April.

2. Approval of the Agenda

A motion was moved by Ms. Beach and seconded by Mr. West to amend the Agenda to add two motions regarding undergraduate student representation on the Board which had been conveyed to the Secretary of the Board on October 18 for inclusion on this Agenda. Mr. Kruyt said that the Executive Committee had considered both motions and determined that it was not appropriate to revisit this issue which had been discussed and voted on at the last meeting.

Ms. Beach replied that the discussion and deliberations had been cut short and that no justification had been provided at the last meeting for targeting the student population and that the student representatives on the Board owed it to their constituents to request that this explanation be provided. Mr. Kruyt responded that the fundamental question was whether or not the Board felt that there had been sufficient debate at the last meeting. On the one hand, it was opined that the discussion had been fulsome and that the Board had made its decision and it would be irregular to revisit this matter at this point, while on the other hand it was felt that the issue had not been dealt with in its entirety.

A copy of the proposed motions was distributed, further to which the motion to amend the Agenda was defeated by a majority. The vote was then taken on the main motion.

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

R-2011-9-5 *That the Agenda be approved, and that items 3 to 12 be received or approved by consent.*

CONSENT

3. Approval of the Minutes of the Open Session meeting of September 28, 2011

R-2011-9-6 *The Minutes of the Open Session meeting of the Board of Governors held on September 28, 2011 were approved by consent.*

4. Monthly reports submitted for information

4.1 Chief Communications Officer – Mr. Philippe Beauregard (Document BG-2011-9-D3)

4.2 Vice-President, Services – Mr. Roger Côté (Document BG-2011-9-D4)

4.3 Vice-President, Research and Graduate Studies – Dr. Louise Dandurand (Document BG-2011-9-D5)

4.4 Vice-President, Institutional Relations and Secretary-General – Me Bram Freedman (Document BG-2011-9-D6)

4.5 Provost and Vice-President, Academic Affairs – Dr. David Graham (Document BG-2011-9-D7)

4.6 Chief Financial Officer – Mr. Patrick Kelley (Document BG-2011-9-D8)

4.7 Acting Vice-President, Advancement and Alumni Relations – Me Dominique McCaughey (Document BG-2011-9-D9)

The monthly reports were provided for information purposes.

5. Revision to the membership of the Real Estate Planning Committee

R-2011-9-6 *The revision of the membership of the Real Estate Planning Committee to remove two members (Cavell and Renaud) so that it be comprised of Wener (Chair), Edwards (Vice-Chair), Kruyt (ex-officio), Lowy (ex-officio), Barnes, Gill, Hall, Little, Roland and Waters was approved by consent.*

6. Establishment of an Evaluation Committee for the Dean of the Faculty of Engineering and Computer Science

R-2011-9-7 *The establishment of an Evaluation Committee for the Dean of the Faculty of Engineering and Computer Science, in accordance with the composition set out in the Evaluation Procedures for Senior Academic Administrators and the President and Vice-Chancellor prior to the Expiry of their First Mandate (Policy BD-8), was approved by consent, together with the appointment of the following members:*

- Dr. Nina Howe as a member of the Board representing faculty
- Dr. Graham Carr representing the Deans

7. Establishment of an Evaluation Committee for the University Librarian

R-2011-9-8 *The establishment of an Evaluation Committee for the University Librarian, in accordance with the composition set out in the Evaluation Procedures for Senior Academic Administrators and the President and Vice-Chancellor prior to the Expiry of their First Mandate (Policy BD-8), was approved by consent, together with the appointment of the following member:*

- Sister Françoise Boisvert as the member of the Board representing the community-at-large

8. Establishment of an Evaluation Committee for the Provost and Vice-President, Academic Affairs

R-2011-9-9 *The establishment of an Evaluation Committee for the Provost and Vice-President, Academic Affairs, in accordance with the composition set out in the Evaluation Procedures for Senior Academic Administrators and the President and Vice-Chancellor prior to the Expiry of their First Mandate (Policy BD-8), was approved by consent, together with the appointment of the following members:*

- Mr. Tony Meti as a member of the Board representing the community-at-large
- Dr. William Lynch as a member of the Board representing the faculty
- Mr. Patrick Kelley as a member of the senior administration

9. Establishment of the Special Committee to review the short-listed candidates presented by the President Search Committee under Policy BD-5

R-2011-9-10 *The establishment of the Special Committee to review the short-listed candidates presented by the President Search Committee in accordance with Article 83 of the Rules and Procedures for Senior Administrative Appointments (Policy BD-5) was approved by consent with Me Rita de Santis, Mr. Norman Hébert, Mr. Peter Kruyt, Dr. Arvind Joshi and Me Marie-José Nadeau as the five independent Governors, and Dr. Shimon Amir and Ms. Laura Beach as the two internal Governors.*

10. Early Childhood and Elementary Education Association – Request for the use of the Concordia name (Document BG-2011-9-D10)

R-2011-9-11 *The request to use the Concordia name by Early Childhood and Elementary Education Association, subject to the conditions set out in the Policy on the use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Identity (Policy SG-4), was approved by consent.*

11. Pre-Law Society – Request for the use of the Concordia name (Document BG-2011-9-D11)

R-2011-9-12 *The request to use the Concordia name by Pre-Law Society, subject to the conditions set out in the Policy on the use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Identity (Policy SG-4), was approved by consent.*

12. Approval of amendments to the Guidelines for the Awarding of Honorary Degrees (Document BG-2011-9-D12)

R-2011-9-13 *Upon recommendation of the Honorary Degree and Convocation Committee, the amendments to the Guidelines for the Awarding of Honorary Degrees outlined in Document BG-2011-9-D12 were approved by consent.*

REGULAR

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

In response to a query from Mr. Chevrier with respect to the report filed under Document BG-2011-6-D6 by Me Freedman, the latter indicated that at the October 3 event with the Minister of Finance attended by Mr. Copeman, the Minister was seeking to hear the preoccupations of the universities with respect to non-Quebec residents' tuition fees and that no particular position was advocated by Concordia.

14. President's report (Document BG-2011-9-D13)

Dr. Lowy reported that, after considerable discussion, the Academic Plan was adopted by Senate at its last meeting. He spoke of how Concordia's participation in the federal

government's Champion Program will assist the University in our outreach at the federal level and will also serve as the context for a series of collaborations in some areas of research and in providing our students with opportunities for special projects. He urged Governors to attend the upcoming Convocation ceremonies and updated the Board on the results of the Centraide campaign.

Mr. Ménard updated the Board on the status of the Presidential Search. The Committee met on November 1 to review a very broad list of potential candidates. Its next meeting is scheduled for January 20 at which time the Committee will review the long list to create the short list of candidates. Interviews will be held in February.

In response to Dr. Lynch's query on the status of the other senior administrative searches, Dr. Lowy indicated that the search for the Vice-President, Research and Graduate Studies was moving along. The profile for ideal candidate will be presented for approval at the next Board meeting, and the Committee will be meeting in the new year to review the long list of candidates. Dr. Graham indicated that the search for the Dean of the John Molson School of Business was also moving along. The Committee had reviewed a list of 122 potential candidates. Its next meeting is scheduled for January to create the short-list.

15. Report and recommendations from the Audit Committee

15.1 Approval of the projected audit fees for the fiscal year ended on April 30, 2011

Upon motion duly moved and seconded (Meti, Nadeau), it was unanimously RESOLVED:

R-2011-9-14 *That, upon recommendation of the Audit Committee, the audit fees for the fiscal year ended on April 30, 2011 be approved and that payment of said fees be authorized.*

15.2 Approval of the *État de traitement* (Statement of salaries) of Concordia's senior administrators for 2010/2011 in accordance with Bill 95 (Document BG-2011-9-D14)

Further to comments on the opacity of the report, Mr. Kruyt noted that the information in the table cannot be more detailed or displayed differently since the form is provided by MELS which requires that it be filled out that way.

Pursuant to questions, Me Freedman acknowledged that the 11-month fiscal year is odd but exists further to MELS's requirement that universities move their fiscal year end from May to April. The column entitled "*salaire de base*" shows the annualized salary of each individual but does not mean that the individual actually received that amount if the individual had been with the University for less than the entire year.

With respect to what is included under the column "*autres éléments*", some elements are public while others are not. He confirmed that while bonus payments are included under this column, those cover the 2009/2010 year and were paid in the 2010/2011 year

and that bonuses covering the years 2010/2011 and 2011/2012 will not be paid since they are prohibited under Bill 100.

Upon motion duly moved and seconded (Meti, Davidson), it was unanimously RESOLVED:

R-2011-9-15 *That, upon recommendation of the Audit Committee, the submission to the Ministry of Education of the État de traitement (Statement of salaries) for 2010/2011, set out in Document BG-2011-9-D14, as well as the designation of the President and Vice-Chancellor to sign said document, be approved.*

15.3 Approval of Concordia University's financial statements for the fiscal year ended on April 30, 2011 (Document BG-2011-9-D15)

Mr. Kelley and Mr. Côté responded to questions of clarification regarding certain budget lines. The deficit shown for "food services" is not strictly attributable to a loss of revenue but the accelerated payment of investments as well as operating expenses such as equipment. The University is monitoring the situation.

In response to questions regarding related party transactions and the relationship between the KnowledgeOne and eConcordia, Mr. Kruyt said that a presentation could be done at a future meeting.

Further to concerns expressed by Ms. Gill, Ms. Beach and Mr. Monagle regarding the 30% decrease in pledges from donors under note 26 of the financial statements, Mr. Kelley said that he would look into this and get back to them. He anticipated that much of the differential had to do with changes in reporting practices and accounting standards between the two fiscal years.

Upon motion duly moved and seconded (Meti, Joshi), it was unanimously RESOLVED:

R-2011-9-16 *That, upon recommendation of the Audit Committee, the Board of Governors approve the financial statements for the fiscal year ended on April 30, 2011, as reported by Concordia's external auditors Raymond Chabot Grant Thornton and outlined in Document BG-2011-9-D15; and*

That Chair of the Board of Governors and the President and Vice-Chancellor be designated to sign the financial statements on behalf of the University.

16. Approval of the profile of the ideal candidate for the position of Dean of the John Molson School of Business (Document BG-2011-9-D16)

Ms. Beach suggested that reference to the importance of maintaining JMSB's focus on sustainability issues be incorporated into the profile. Dr. Graham agreed that this was an excellent suggestion, noting that the profile was part of a larger document which makes several references to sustainability. Rather than amending the profile, the Board was amenable to Dr. Graham informing the search consultant that the importance of

sustainability was raised at the Board and that she emphasize JMSB's focus on this in her discussion with potential candidates.

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

R-2011-9-17 *That, upon recommendation of the Advisory Search Committee, the Board approve the profile for the ideal candidate for the Dean of the John Molson School of Business, as outlined in Document BG-2011-9-D16.*

17. Revisions to the Signing Authority Policy (Policy BD-1) and amendment to the Regulation concerning a Delegation of Powers by the Board of Governors pursuant to An Act Respecting Contracting by Public Bodies (Documents BG-2011-9-D17 and D18)

Me Freedman noted that the *Signing Authority Policy* was modified to reflect the current situation. The values and levels were determined according to best practices while also trying to achieve balance so that the appropriate authority is set to avoid that all contracts require Board approval.

A revision to the Regulation or the Policy was proposed to include a stipulation that the University be required to make a request for proposals to continue or to renew a contract. Me Freedman responded that it would be more appropriate to entertain the addition of such a stipulation during the discussion on the procurement policy since it deals with all tendering issues.

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

R-2011-9-18 *That the Board of Governors approve the revised Signing Authority Policy (Policy BD-1) as outlined in Document BG-2011-9-D17, as well as the amendments to the Regulation concerning a Delegation of Powers by the Board of Governors pursuant to An Act Respecting Contracting by Public Bodies, as outlined in Document BG-2011-9-D18.*

18. Update on 2011/2012 increase in international student tuition fees (Document BG-2011-9-D19)

Mr. Kelley said that MELS was late in providing the forfaitaire increase for 2011/2012. As a result, the University feels that it is unfair to students to apply an increase after the beginning of the term and is recommending that the forfaitaire increase for 2011/2012 not be applied.

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

R-2011-9-19 *Whereas on June 18, 2009, the Board approved tuition increases specific to international students in deregulated programs in the John Molson School of Business and the Faculty of Engineering and Computer Science as well as an annual increase to reflect the percentage of increase to the base tuition and forfaitaire rates, whichever is highest, as set by MELS;*

Whereas MELS has yet to provide information with respect to the forfaitaire increase for 2011/2012 nor the formula to be used in future years;

Whereas the University is reluctant to apply a percentage increase following the start of the Fall semester;

Be it resolved that the Board of Governors approve that the annual increase for 2011/2012 not be applied at this time.

19. GSA motions for audience accommodation at Board meetings (Document BG-2011-9-D20)

Motion 1

A motion was moved by Mr. Chevrier and seconded by Ms. Gill as follows:

That the Open Session meetings of the Board of Governors of Concordia University be recorded and made available to the general public; and

That the Concordia University Broadcasting Corporation is hereby granted permission and license to record and broadcast Open Session meetings of the Board of Governors of Concordia University.

A discussion ensued, during which some Governors spoke in favour of the motion. In their view, allowing for recordings and broadcasting would increase transparency, as advocated by the External Governance Review Committee. It would allow the members of the audience to make up their own minds on what actually has transpired without relying on media. This practice is currently done at the Lester B. Pearson School Board. Moreover, Concordia is not a standard university and should take pride in this and ensure a high degree of transparency.

Others were uncomfortable with the proposal. In their opinion, this would hinder fulsome discussion on some issues which require some degree of confidentiality which are not dealt with in the Closed Session. It was pointed out that no other university broadcasts its meeting. It was felt that clips could be taken and manipulated without the context and this could be problematic for the University.

Other Governors were sympathetic to both sides and felt that more information was needed before being able to make an informed decision.

A motion to table Motion 1 to allow for study by the Executive Committee, moved by Dr. Joshi and seconded by Mr. Davidson, was approved by a majority.

Motion 2

The Board was amenable to Mr. Chevrier's request that this motion be considered and voted on separately.

Motion 2.1

A motion was moved by Mr. Chevrier and seconded by Mr. West as follows:

That Open Session meetings of the Board of Governors of Concordia University accommodate no less than fifty seats for members of the community who wish to attend in the same room that the meetings take place.

Those who spoke in favour of the motion noted that it would encourage participation and allow more people to actually witness the debate. It was indicated that the new boardroom might not accommodate increased seating and it would be premature to vote on this at this point.

The motion was voted upon and defeated by a majority.

Motion 2.2

A motion was moved by Mr. Chevrier and seconded by Mr. Monagle as follows:

That there be a period of no less than twenty (20) minutes during each Open Session meeting of the Board of Governors of Concordia University during which time members of the University and community at large may ask questions or make comments.

Some Governors were in favour of this practice, noting that it would replicate in a systematic way the informal dialogue that naturally occurs after the Board meeting. The importance of students having a vehicle to participate was emphasized and deemed essential especially in the face of the reduction of their voice on the Board.

Others were increasingly uncomfortable with this proposal. While not wanting the Board to exclude anyone, the Board needs to operate efficiently. This is not a political arena and there are many public institutions do not have open question periods. It was pointed out that the annual meeting proposed by the External Governance Review Committee would be the right vehicle to hold an open question period. It was noted that a number of constituencies have representation on the Board through which they can address their concerns and that this practice would not contribute to an efficient or effective Board. One Governor felt that student Governors should let go of issues which have been debated and voted on and not antagonize the other Governors by continuing to return to issues that had been voted upon and decided.

As the mover of all the motions, Mr. Chevrier specified that he did not intend to be antagonistic and suggested that this motion could perhaps be included in the review at the same time as Motion 1 which was tabled earlier.

A motion to table Motion 2.2 and also Motion 3 to allow for study by the Executive Committee, moved by Dr. Joshi and seconded by Mr. Davidson, was approved by a majority.

Motion 3

That the Closed Session meetings be limited to items which are truly confidential, with all other items business discussed in open session.

20. Other business

Mr. Kruyt apprised members that the Governance and Ethics Committee will be looking into orientation and ongoing training for Governors and that they should communicate any ideas they have on this topic to Ms. Tessier.

21. Next meeting

The next regular meeting of the Board of Governors will be held on Thursday, December 8, 2011, at 8 a.m., in Room EV 2.260, on the SGW Campus.

22. Adjournment

The meeting was adjourned at 10:25 a.m.



Danielle Tessier
Secretary of the Board of Governors