

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

Held on Monday, March 12, 2012, at 4 p.m.
via conference call

PRESENT

Governors: Mr. Peter Kruyt, *Chair*, Dr. Shimon Amir, *Vice-Chair*, Mr. Robert Barnes, Ms. Laura Beach, Ms. Joelle Berdugo Adler, Sister Françoise Boisvert, Mr. Tim Brodhead, Mr. Craig Buchanan, Mr. Charles G. Cavell, Hon. Baljit Singh Chadha, Mr. Erik Chevrier, Mr. James Cherry, Me Francesco Ciampini, Me Rita de Santis, Mr. Jean-Pierre Desrosiers, Mr. Brian Edwards, Ms. Lex Gill, Mr. Norman Hébert jr., *Vice-Chair*, 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. Andrew Molson, Mr. Tony Meti, Me Marie-José Nadeau, Mr. Michael Novak, Mr. Jonathan Wener, Mr. A.J. West

Non-voting Observers: Ms. Jean Freed

Officers of the University: Mr. Philippe Beauregard, Dr. Graham Carr, Mr. Roger Côté, Me Bram Freedman, Dr. David Graham, Mr. Patrick Kelley, Ms. Marie Claire Morin

Guests: Me Frederica Jacobs, Me Jonathan Levinson, Mr. Daniel Therrien

ABSENT

Governors: Mr. Howard Davidson, Ms. Suzanne Gouin, Ms. Hélène Fortin, Dr. Edward Little, Mr. Jacques Lyrette, Mr. L. Jacques Ménard, *Chancellor*, Mr. Cameron Monagle, Ms. Annie Tobias

Non-voting Observers: Dr. William Knitter

1. Call to Order

Mr. Kruyt called the meeting to order at 4:08 p.m. He noted that a telephone has been set up in Room H-609 so that members of the community may listen in to the Open Session of the meeting.

A sheet with the wording of the draft motions, normally distributed at the meeting, was included in the Board package.

2. Approval of the Agenda

Me de Santis asked that item 10 be moved from the Consent Agenda to the Regular Agenda.

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

R-2012-4-1 *That the Agenda of the Open Session meeting, with the removal of item 10 from the Consent Section to the Regular Section, and that items 3 to 13 (not including item 10) be received or approved by consent.*

CONSENT

3. Approval of the Minutes of the Open Session meeting of January 12, 2012

R-2012-4-2 *The Minutes of the Open Session meeting of the Board of Governors held on January 12, 2012, were approved by consent.*

4. Monthly reports submitted for information

4.1 Chief Communications Officer – Mr. Philippe Beauregard (Document BG-2012-4-D1)

4.2 Interim Vice-President, Research and Graduate Studies – Dr. Graham Carr (Document BG-2012-4-D2)

4.3 Vice-President, Services – Mr. Roger Côté (Document BG-2012-4-D3)

4.4 Vice-President, Institutional Relations and Secretary-General – Me Bram Freedman (Document BG-2012-4-D4)

4.5 Provost and Vice-President, Academic Affairs – Dr. David Graham (Document BG-2011-4-D5)

4.6 Chief Financial Officer – Mr. Patrick Kelley (Document BG-2012-4-D6)

4.7 Vice-President, Advancement and Alumni Relations – Ms. Marie Claire Morin (Document BG-2012-4-D7)

The monthly reports are provided for information.

5. Update on ongoing senior administrative searches (Document BG-2012-4-D8)

This update was provided for information.

6. Additional appointments to the Evaluation Committee for the Dean of the Faculty of Engineering and Computer Science

R-2012-4-3 *In accordance with the composition set out in the [Evaluation Procedures for Senior Academic Administrators and for the President and Vice-Chancellor prior to the Expiry of their First Mandate](#) (Policy BD-8), the appointment of the following members was approved by consent:*

- Dr. Osama Moselhi as a representative of the Faculty of Engineering and Computer Science
- Mr. Mathieu Dumais-Savard as the undergraduate student representative

7. Additional appointments to the Evaluation Committee for the University Librarian

R-2012-4-4 In accordance with the composition set out in the [Evaluation Procedures for Senior Academic Administrators and for the President and Vice-Chancellor prior to the Expiry of their First Mandate](#) (Policy BD-8), the appointment of the following members was approved by consent:

- Ms. Michaela Manson as the undergraduate student representative
- Drs. Monika Gagnon and Kristina Huneault as the faculty representatives

8. Additional appointments to the Evaluation Committee for the Provost and Vice-President, Academic Affairs

R-2012-4-5 In accordance with the composition set out in the [Evaluation Procedures for Senior Academic Administrators and for the President and Vice-Chancellor prior to the Expiry of their First Mandate](#) (Policy BD-8), the appointment of the following members was approved by consent:

- Drs. Christine Jamieson and John Capobianco as representatives of the Faculty of Arts and Science
- Dr. Rhona Richman Kenneally as the representative of the Faculty of Fine Arts
- Dr. Danielle Morin as the representative of the John Molson School of Business
- Mr. Andy Filipowich as the undergraduate student representative

9. Follow-up regarding amendments to subsections 3.3 and 3.4 of the Pension Plan (Document BG-2012-4-D9)

The follow-up regarding the amendments to subsections 3.3 and 3.4 of the Pension Plan was provided as requested at the January 12, 2012 meeting.

11. Annual report from the Ombudsperson (Document BG-2012-4-D11)

In accordance with Article 29 of the *Terms of Reference of the Ombuds Office*, the annual report covering the 2010/2011 academic year was submitted for information.

12. Annual report from the Office of Rights and Responsibilities (Document BG-2012-4-D12)

In accordance with Article 16 of the *Code of Rights and Responsibilities*, the report of the Advisor detailing the Office's activities was submitted to the Board for information purposes.

13. Approval of a name change for Loyola International College (Document BG-2012-4-D13)

R-2012-4-6 *On recommendation of the Faculty of Arts and Science and Senate, the name change of Loyola International College to Loyola College for Diversity and Sustainability was approved by consent, as outlined in Document BG-2012-4-D13.*

REGULAR

10. Students for Israel – Request for the use of the Concordia name (Document BG-2012-4-D10)

In response to queries, Me Freedman said that several requests for the use of name under Policy VPIRSG-4 have been made in the past. The Policy contains safeguards to ensure compliance by all associations using the Concordia name. While the Policy gives the Board oversight over all groups using the Concordia name, it does not have a system in place to regularly monitor that the use of name is done in a manner consistent with the University's reputation but reserves the right to ask questions when appropriate. However, a yearly monitoring mechanism could be put in place with the Dean of Students to ensure that the associations are abiding by the Policy.

The Policy covers only associations using the Concordia name. Other policies under the Vice-President, Services with respect to the use of space by students try to mirror the obligations for all groups.

It was agreed that Me Freedman would come back to the Board with a proposal regarding monitoring of the associations using the Concordia name as well as other student groups using the Concordia facilities.

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

R-2012-4-7 *That the request to use the Concordia name by Students for Israel, 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 VPIRSG-4), was approved.*

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

There was no business arising from the Minutes.

15. President's report (Document BG-2012-4-D14)

Dr. Lowy noted that the senior administration is closely monitoring all aspects of the student protest and is regularly updating students, faculty and staff. The administration is dealing with the March 8 letter from Minister Beauchamp, and this will be addressed later in the meeting.

16. Recommendations of the Audit Committee

16.1 Approval of the Rapport financier annuel for the fiscal year ended on April 30, 2011
(Documents BG-2012-4-D15 and D16)

Mr. Desrosiers indicated that the University is required to produce the “Rapport financier annuel” on an annual basis in addition to the regular financial statements. This report constitutes a complete set of financial statements, including a specific auditor’s report using the format mandated by the government and differs from the University’s regular financial statements in that it is based on a specific chart of accounts mandated by the government.

In response to a concern, Mr. Desrosiers specified that the reservation expressed in the external auditor’s opinion is solely based on the format of the statements required by MELS which do not conform to GAAP (Generally Accepted Accounting Principles). Further to a question, Mr. Kelley indicated that MELS collects and produces a series of comparators between universities. It was agreed that such information be provided to the Board in the course of the next financial update.

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

R-2012-4-8 *That, on recommendation of the Audit Committee, the “Rapport financier annuel” of Concordia University for the fiscal year ended April 30, 2011, as outlined in Document BG-2012-4-D16, be approved; and*

That the Chair of the Board of Governors, Mr. Peter Kruyt, and the President and Vice-Chancellor, Dr. Frederick Lowy, be designated to sign the “Rapport financier annuel” on behalf of the University; and

That the University be authorized to submit the said “Rapport” to the Ministry of Education of Québec.

16.2 Approval of the interfund transfers (Document BG-2012-4-D17)

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

R-2012-4-9 *That, on recommendation of the Audit Committee, the Board of Governors approve the interfund transfers disclosed under Note 16 to the financial statements for the fiscal year ended on April 30, 2011, as set out in Document BG-2012-4-D17.*

17. Establishment of an Ad Hoc Committee on Performance Indicators

Dr. Lowy indicated that the University tracks a number of performance indicators in order to measure its progress. He proposed that an Ad Hoc Committee on Performance

Indicators be struck to recommend which performance indicators should be used by the Board to annually benchmark the University's performance in the context of its Strategic Framework. As part of its deliberations, the Ad Hoc Committee will seek input from the University community prior to making its final recommendations to the Board.

Mr. Kruyt added that this was a follow-up from the Board January meeting when the academic plan was approved by the Board. Several indicators flow through from the plan and it is important that the Board identify which ones will be critical to follow.

Pursuant to the discussion, the following resolution was adopted:

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

R-2012-4-10 *Whereas the University tracks a number of performance indicators in order to measure its progress;*

That an Ad Hoc Committee on Performance Indicators be established to recommend which performance indicators should be used by the Board to annually benchmark the University's performance in the context of its Strategic Framework;

That, as part of its deliberations, the Ad Hoc Committee seek input from the University community prior to making its final recommendations to the Board;

That the Ad Hoc Committee be chaired by Mr. Norman Hébert jr. and composed of the President and Vice-Chancellor as an ex-officio member, Dr. Shimon Amir, Ms. Laura Beach, Mr. Tim Brodhead, Me Rita de Santis, Mr. Peter Kruyt and Me Marie-José Nadeau.

18. Vote on the broadcasting and recording issue (Document BG-2012-4-D18)

A motion was moved by Dr. Lowy and seconded by Mr. Molson to prohibit the broadcasting and recording of Board meetings, as worded in Document BG-2012-4-D18.

A discussion ensued, during which it was suggested to defer consideration of this matter until such time that Dr. Lowy speaks to Dr. Shapiro regarding the External Governance Review Committee's view on this matter. A suggestion was also made to refer this to Governance and Ethics Committee so that all the pros and cons and consequences of prohibiting or allowing broadcasting and recording be carefully considered.

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

R-2012-4-11 *That the vote on the broadcasting and recording issue be set aside at this time and that it be referred to the Governance and Ethics Committee for review and recommendation to the Board of Governors.*

19. Other business

In reference to the letter dated March 8 from the Minister of Education received on Friday, Mr. Kruyt noted that the Board had already initiated the external audit review process and the Minister's letter does not change the work we intend to do. The choice of the language is unfortunate. He reminded Governors that only one decision had been taken at the Board level and that none of the other dismissals, nor their terms, had been reviewed by the Board. The aim of the external process review is to ensure that our policies and practices conform to best practices.

Dr. Lowy said that it would not be useful to speculate on the Minister's motives but that we should pay close attention. At this point, it is unknown how this penalty will be levied and over what period.

Mr. Kruyt added that a follow-up over the next weeks will be done to have a more fulsome discussion with the Minister. Taking some time is deemed to be a better approach.

20. Next meeting

Mr. Kruyt indicated that next regular meeting of the Board of Governors will be held on Thursday, April 19, 2012 at 8 a.m., on the SGW Campus.

21. Adjournment

Before adjourning at 5:25 p.m., Mr. Kruyt asked all internal Board members, except for the President, to leave the conference call so that a meeting of the Restricted Closed Session be held to deal with collective bargaining issues.



Danielle Tessier
Secretary of the Board of Governors