

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

Held on Friday, November 16, 2012, at 8 a.m.
in Room GM 410 (Board of Governors Meeting Room)
located on the 4th floor of the Guy-Metro Building,
1550 de Maisonneuve Blvd. West
on the SGW Campus

PRESENT

Governors: Mr. Norman Hébert jr., *Chair*, Dr. Shimon Amir, *Vice-Chair*, Mr. Tim Brodhead, Me Antoinette Bozac, Mr. Craig Buchanan, Mr. Erik Chevrier, Me Francesco Ciampini, Mr. Howard Davidson, Mr. Jean-Pierre Desrosiers, Ms. Hélène Fortin, Ms. Lex Gill, Dr. Norman Ingram, Dr. Lawrence Kryzanowski, Ms. Mélanie La Couture, Me John Lemieux, Dr. Edward Little, Dr. William Lynch, Mr. Tony Meti, Mr. Michael Novak, Dr. Alan Shepard, *President and Vice-Chancellor*, Ms. Annie Tobias

Alternate Governor: Mr. Andrew Roberts

Also attending: Mr. Philippe Beauregard, Dr. Graham Carr, Mr. Roger Côté, Me Bram Freedman, Mr. Patrick Kelley, Me Jonathan Levinson, Ms. Marie Claire Morin, Dr. Lisa Ostiguy

ABSENT

Governors: Mr. Jeff Bicher, Prof. Jean Freed, Mr. Jacques Lyrette, Me Marie-José Nadeau, *Vice-Chair*

Non-voting Observer: Mr. L. Jacques Ménard, *Chancellor*

1. **Call to Order**

Mr. Hébert called the meeting to order at 8:04 a.m. He congratulated Me Marie-José Nadeau for her appointment as Chair of the World Energy Council and becoming the first woman to head the Council, as well as Dr. Shepard for his appointment to the Board of Directors of the Montreal Chamber of Commerce.

The Chair welcomed Mr. Andrew Roberts, the alternate Governor representing the undergraduate students, who was attending his first Board meeting. He apprised Governors that following the posting of the Board annual report on the website on October 18, the printed version is now ready and has been distributed at the meeting.

1.1 Approval of the Agenda

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

R-2012-10-1 *That the Agenda of the Open Session meeting be approved.*

CONSENT

2. Approval of the September 28, 2012 Minutes

R-2012-10-2 *The Minutes of the Open Session meeting of the Board of Governors held on September 28, 2012, were approved by consent.*

3. Executive Committee: Ratification of decision to establish an Advisory Search Committee for the Dean of Graduate Studies (Document BG-2012-10-D1)

R-2012-10-3 *The decision of the Executive Committee to establish an Advisory Search Committee for the Dean of Graduate Studies, in accordance with the composition set out in the Rules and Procedures for Senior Administrative Appointments ([Policy BD-5](#)), was ratified by consent.*

4. Report on compliance with fiscal requirements (Document BG-2012-10-D2)

The report of the Chief Financial Officer on compliance with fiscal requirement was provided for information purposes.

5. Report on compliance with environmental legislation and health and safety regulations (Document BG-2012-10-D3)

The report of the Vice-President, Services on compliance with environmental legislation and health and safety regulations was provided for information purposes.

6. Appointment of members to Evaluation and Advisory Search Committees (Document BG-2012-10-D4)

R-2012-10-4 *The following appointments were approved by consent:*

Advisory Search Committee for the Provost and Vice-President, Academic Affairs
Mr. Gene Morrow, representing the undergraduate students

Advisory Search Committee for the Dean of the School of Extended Learning
Prof. Kevin Austin, representing the Faculty of Fine Arts
Dr. Christopher Trueman, representing the Faculty of Engineering and Computer Science
Ms. Angela Wilson-Wright, representing the administrative and support staff
Dr. Richard Schmid, representing the Faculty of Arts and Science

Evaluation Committee for the Dean of the Faculty of Arts and Science

Prof. Maria Peluso, representing the part-time faculty

Drs. June Chaikelson, John Capobianco, Marcie Frank and Daniel Salée, representing the Faculty of Arts and Science

Ms. Isabelle Lacelle, representing the administrative and support staff

Advisory Search Committee for the Dean of Graduate Studies

Dr. Steve Harvey, representing the senior administration

Ms. Mélanie La Couture, a Board member representing the external community

Dr. Norman Ingram, a Board member representing faculty

7. Appointment of members to the Administrative and Support Staff Tribunal Pool
(Document BG-2012-10-D5)

R-2012-10-5 *The appointment of Mr. Mark Bysterveldt, Ms. Shoshana Kalfon, Ms. Vidya Khan and Mr. Jang-Hwan Kwon in accordance to article 9 of the Policy on the Establishment of Tribunal Hearing Pools as members of the Administrative and Support Staff Tribunal Pool for a term beginning immediately and ending on August 31, 2014 was approved by consent.*

8. Appointment of members to Board Standing Committees (Document BG-2012-10-D6)

R-2012-10-6 *The appointment of Mr. Jordan Aberman and Mr. Pierre Matuszewski to the Real Estate Planning Committee was approved by consent; and*

The appointment of Ms. Danièle Berthiaume to the Employee Benefits Committee for a term beginning on January 1, 2013 and ending on December 31, 2014 was approved by consent.

9. Request for approval of use of the Concordia name (Document BG-2012-10-D7)

R-2012-10-7 *The request to use the Concordia name by Concordia Electroacoustics Studies Student Association (CESSA), 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 Character (Policy SG-4), was approved by consent.*

REGULAR

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

In response to a question about how Concordia ranks in overall debt compared to the other Quebec universities, Mr. Kelley said that he will be gathering the data over the next days and report to the Board in due course.

11. President's report (Document BG-2012-10-D8)

In addition to his written report, Dr. Shepard noted that his first 100 days in office have been focused on building relationships with the internal community. He has a good sense of the issues and which areas require work.

Dr. Shepard updated the Board on the ongoing measures taken by the University to address the concerns raised at the last Board meeting regarding the homestay accommodations for international Chinese students. He noted that the homestay program is distinct from the contract that the University has with the international recruitment agency and that the University has no involvement with the homestay program. That said, the contract with the international recruitment provider expired in September 2012, and a decision will be made shortly whether or not the University should send a request for proposals or bring international student recruitment in-house. Dr. Shepard has spoken to the Chinese Consul General in Montreal to reassure him that the University is taking this situation seriously.

On the topic of recruitment, Dr. Shepard added that a review of recruitment strategies nationally and internationally is currently underway to ensure that the University has a comprehensive recruitment plan.

With respect to the upcoming summit on higher education, Dr. Shepard said the University is working with CREPUQ as well as the Montreal-area universities, noting that a letter signed by all university presidents was published in yesterday's edition of *La Presse*. Further to his remarks, Dr. Shepard responded to questions.

12. Provost Search: Update

Dr. Shepard apprised the Board the Advisory Search Committee has retained Laverne Smith & Associates as the consulting firm. The draft position profile will be circulated shortly for input from the community, and the advertisements will be published shortly.

13. Audit Committee report (Document BG-2012-10-D9)

The Chair of the Audit Committee, Mr. Desrosiers, summarized the content of his written report.

13.1 Approval of Audited Financial Statements for the year ended April 30, 2012 (Document BG-2012-10-D10)

Several comments were made in connection with KnowledgeOne's relationship with the University, its governance model and the fact that the Board had not been provided with its complete financial statements. Mr. Desrosiers confirmed that those financial statements have been audited by Raymond Chabot Grant Thornton, and Mr. Kelley noted that the loan referred to in Note 19 (*Related Party Transactions*) of the University's financial statements was a temporary bridge loan which has now been completely reimbursed.

Mr. Hébert assured Governors that he is working with Dr. Shepard to ensure that going forward the governance model of KnowledgeOne is more transparent, noting that an in-depth presentation and discussion will be held at the Board retreat on this subject.

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

R-2012-10-8 *That, on recommendation of the Audit Committee, the Board of Governors approve the financial statements for the fiscal year ended on April 30, 2012, as reported by Concordia's external auditors Raymond Chabot Grant Thornton and outlined in Document BG-2012-10-D10; and*

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

13.2 Approval of the 2012 Interfund Transfers (Document BG-2012-10-D11)

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

R-2012-10-9 *That, on recommendation of the Audit Committee, the Board of Governors approve the interfund transfers disclosed under Note 15 to the financial statements for the fiscal year ended on April 30, 2012, as set out in Document BG-2012-10-D11.*

13.3 Approval of the État de traitement for the year ended April 30, 2012 (Document BG-2012-10-D12)

Some concerns were raised concerning some large salary increases and increase in other benefits under the "autres éléments" category and that the total remuneration of the academic administrators had decreased while that of the non-academic senior administrators had increased.

Mr. Hébert replied that these were valid questions which will be looked into and reported back but also noted that these questions could have been asked beforehand so that appropriate responses could have been provided at this Board meeting rather than having to wait for the next meeting.

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

R-2012-10-10 *That, on recommendation of the Audit Committee, the submission to the Ministry of Higher Education of the État de traitement (Statement of salaries) for 2011/2012, set out in Document BG-2012-10-D12, as well as the designation of the President and Vice-Chancellor to sign said document, be approved.*

14. Second quarter financial results (Document BG-2012-10-D13)

Mr. Kelley updated the Board on the results for the quarter ending on October 31, 2012, noting a positive variance of \$864,187. He said that the FTEs (full-time equivalencies) are tracking well, expenses are under control and the tuition shortfall caused by the government's roll-back of the tuition fee increase is deferred for a year.

15. Ad Hoc Committee on Bicameralism recommendations regarding amendments to Articles 36 and 63 of the University By-Laws (Document BG-2012-10-D14)

Me Lemieux outlined the context which led to the establishment of the Ad Hoc Committee, comprised two Senate members, Drs. Csaba Nikolenyi and Geneviève Rail, and himself. He explained the Committee's attempt to achieve a better balance between Senate's primacy in academic matters and Article 36 of the By-Laws which gave the Board the unfettered right to modify decisions. The proposed modifications were reviewed by the Governance and Ethics Committee and were presented to Senate which is recommending their approval.

Upon motion duly moved and seconded (Lemieux, Bozac), it was unanimously RESOLVED:

R-2012-10-11 That, on recommendation of the Ad Hoc Committee on Bicameralism and Senate, the Board of Governors approve the amendments to Articles 36 and 63 of the University By-Laws, as outlined in Document BG-2012-10-D14.

16. Amendments to Article 66 of the University By-Laws regarding the addition of the Ethics Committee as a Senate Standing Committee (Document BG-2012-10-D15)

Upon motion duly moved and seconded (Shepard, Ciampini), it was unanimously RESOLVED:

R-2012-10-12 That, further to the establishment of an Ethics Committee by Senate on October 5, 2012, the Board of Governors approve the amendments to Article 66 of the University By-Laws as set out in Document BG-2012-10-D15.

17. Status of collective bargaining negotiations (Document BG-2012-10-D16)

Dr. Shepard apprised the Board that he was mindful of the length of the negotiations and recognized that unresolved open agreements are not beneficial to the University. He is working on changing that climate and noted that doing so was a shared responsibility between the University and the unions.

As the Vice-President responsible for the human resources portfolio, Me Freedman shared Dr. Shepard's concern and desire to bring about change and undertook that going forward the University will always initiate negotiations in sufficient time before the end of collective agreements.

18. Other business

Mr. Hébert informed Governors that Dr. Shepard and himself will be meeting with the student press after every Board meeting to answer questions.

19. Adjournment

The meeting was adjourned at 9:15 a.m.



Danielle Tessier
Secretary of the Board of Governors