



BOARD OF GOVERNORS ANNUAL REPORT

2012 – 2013



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CHAIR'S MESSAGE

Concordia made remarkable progress on a number of fronts in 2012-13. With a renewed board of governors, we improved governance of the university and refined human resources processes for our senior management.

We moved forward on important operating and academic strategies while managing a series of changes in Government of Quebec funding, including operating grant reductions that affected all Quebec universities. These accomplishments were possible in large part because of the collaborative efforts of our board members in advancing the right solutions for our university, the leadership of President Shepard, and our community.

I greatly appreciate the dedication and service of board members to Concordia and present this annual report for 2012-13 on their behalf. I also thank the board members who ended their service at the end of June and offer them my best wishes as well as welcome those board members whose mandate began in July.

Concordia has a remarkable legacy and a bright future. Our university has the people and priorities needed to support its already broad integration into the economic, social and cultural fabric of Montreal and Quebec.



Norman Hébert jr.

MANDATE

The Board of Governors is the University's senior governing body and, as such, is responsible for establishing its legal and administrative framework, which includes the adoption of the University's mission and strategic directions, the approval of the budget, the appointment of senior administrators, the establishment of policies, procedures and regulations in connection with the University's governance, the adoption of tuition fees, and the conferment of honorary degrees. The detailed list of the Board's functions and powers is found in [Section 9](#) of the By-Laws.

STANDING COMMITTEES

The work of the Board is supported by its nine standing committees which regularly report to the Board and bring forward recommendations as required. A full description of each committee's composition and mandate is included in the [Mandates of the Standing Committees of the Board of Governors](#).

APPEALS COMMITTEE

Reviews and makes recommendations regarding any matter referred to it by the Chair of the Board in accordance with its superintending power over decisions affecting the University.

AUDIT COMMITTEE

Monitors the internal audit function and enterprise risk management process, reviews and makes recommendations to the Board regarding changes to accounting policies and practices, the approval of the audited financial statements and the appointment of the external auditors.

EMPLOYEE BENEFIT COMMITTEE

Reviews, monitors and makes recommendation to the Board regarding modifications to employee group insurance and benefits plans, makes recommendation to the Board regarding modifications to the Pension Plan.

EXECUTIVE COMMITTEE

Reviews draft Board agendas and documentation, decides on matters requiring urgent attention between Board meetings.

FINANCE COMMITTEE

Reviews and makes recommendations to the Board regarding the annual operating and capital budgets and examines and reports on the quarterly results and projections in relation thereto, reviews and recommends all major university borrowings, financings and expenditures.

GOVERNANCE AND ETHICS COMMITTEE

Reviews and makes recommendations to the Board regarding governance rules and related policies and procedures, oversees the application of the Code of Ethics, recommends the appointment of external Governors, Board Chair and Vice-Chairs, Chancellor and Deputy Chancellor, evaluates the performance of the Board.

HONORARY DEGREE AND CONVOCATION COMMITTEE

Approves matters relating to convocation policy, reviews and makes recommendations regarding proposals for honorary degree and Faculty awards of distinction recipients.

HUMAN RESOURCES COMMITTEE

Recommends and oversees the implementation and application of human resources policies for the University's employees and senior management personnel, makes recommendation to the Board

in connection with the collective bargaining mandates as well as tenure and sabbatical leave of academic personnel.

REAL ESTATE PLANNING COMMITTEE

Reviews and makes recommendations to the Board regarding plans for the management and development of the University's real estate, makes recommendations regarding policies and major expenditures with respect to the construction, expansion, repairs and renovations of buildings, facilities, premises and properties as well as the acquisition or disposal thereof.

AD HOC COMMITTEES

Ad hoc committees are established from time to time to address issues falling outside of the mandate of the standing committees. The work of one such committee wrapped up during the 2012/2013 academic year.

AD HOC COMMITTEE ON BICAMERALISM

This joint Senate/Board Ad Hoc Committee was established in March 2012 to propose amendments to the By-Laws to strengthen Senate within the context of a bicameral system without re-opening the University's charter. Further to the endorsement by the Governance and Ethics Committee and Senate's Steering Committee, the Ad Hoc Committee presented its proposal to Senate for recommendation to the Board of Governors in October 2012. Accordingly, amendments to [articles 40 and 69](#) (numbered 36 and 63 respectively at the time of the adoption of the proposal) of the By-Laws were approved by the Board and ratified by the Corporation in November 2012.

ORIENTATION AND RETREAT

Two orientation sessions were held. The first, held on September 19, 2012, focused on general information and University governance, while the second, held November 2, 2012, provided an academic overview and addressed the University's financing. Moreover, a Board retreat was held on April 10, 2013 designed around the theme "*Innovation in our History, our Future*".

MEETINGS

Board members were convened to seven meetings during the 2012/2013 academic year:

- September 28, 2012
- November 16, 2012
- January 22, 2013
- January 30, 2013
- March 7, 2013
- April 26, 2013
- June 7, 2013

The summary and highlights of the main topics discussed during the year are summarized hereinafter.

GOVERNANCE

An external review of the University's human resources processes for senior management was approved by the Board in March 2012. The subsequent review was conducted by PricewaterhouseCoopers (PwC), under the auspices of the Audit Committee. The resulting report, which contained 17 recommendations regarding the processes and practices used in reaching settlements with former senior administrators and management personnel, the control of information, confidentiality and communication as well as the responsibilities of the various individuals and bodies within the University, was endorsed by the Board at its September 2012 meeting.

The Human Resources Committee was tasked by the Board with the implementation of these recommendations as well as the four remaining External Governance Review Committee recommendations. This exercise led to the extensive review of the University's appointment, evaluation and remuneration policies and the Board approving, at its June 2013 meeting, a series of policy and by-law amendments as follows:

The former *Rules and Procedures for Senior Administrative Appointments* (Policy BD-5) were renamed [Policy on Senior Administrative Appointments \(Policy BD-5\)](#). The five major changes include:

- all search committees (except the President's) are advisory to the President who brings the recommendation to the Board
- slightly smaller search committees
- elimination of public presentations
- permanently enshrining into the policy the Special Committee of the Board used for the last presidential search
- moving the evaluation process for non-academic senior administrators from the appointment policy to the remuneration and evaluation policy

The former *Evaluation Procedures for Senior Academic Administrators and for the President and Vice-Chancellor prior to the Expiry of their First Mandate* (Policy BD-8) and the *Policy concerning the Remuneration of Senior Administrators* (Policy BD-11) were merged into one comprehensive policy and renamed [Policy on the Remuneration and Evaluation of Senior Administrators \(Policy BD-8\)](#).

The five major changes include:

- all evaluation committees (except the President's) are advisory to the President who brings the recommendation to the Board
- slightly smaller evaluation committees
- reduction, elimination or clarification of certain benefit entitlements
- update of salary ranges
- enshrining into the policy the process for reaching a decision on a mid-term departure

In order to formalize and standardize current practices that were not codified and also incorporate the PwC recommendations regarding the termination and settlement of the University's other management personnel, the Board approved two new policies entitled [Remuneration and Evaluation Guidelines for Managerial and Other Employees not Governed by a Collective or Other Agreement \(Policy HR-39\)](#) and [Remuneration and Evaluation Guidelines for Academic Administrators \(Policy HR-40\)](#).

Moreover, amendments were brought throughout the [By-Laws](#) to incorporate the PwC recommendations where relevant, including revisions to the mandates of some Board Standing Committees which are enshrined into the By-Laws, to clarify wording, to codify current practices and to incorporate revisions stemming from the extensive review of the University's expenditures approval process.

During the academic year, the Board conducted other policy reviews, which resulted into its approval of amendments to the following documents:

- [Policy on Contract Review, Signing and Required Approvals \(Policy BD-1\)](#)
- [Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board \(Policy BD-10\)](#)
- [Guidelines for the Awarding of Honorary Degrees \(Policy BD-15\)](#)
- [Procurement Policy \(Policy CFO-20\)](#)

FINANCE

Throughout the year Governors were kept apprised of the impact of the tuition fee rollback announced in early Fall 2012 as well as the government cutbacks to the university sector totalling \$124 million for the current fiscal year announced in December 2012.

A special meeting was convened on January 22, 2013 to revise the 2012/2013 operating budget which originally provided for a surplus of \$617,900. Further to consideration of various options, the Board authorized the University to incur a deficit of up to \$7,554,400 for the fiscal year.

At the June 2013 meeting, the key elements of the 2013/2014 operating budget were presented, including the measures to address the mandated budget cuts, further to which the Board approved the 2013/2014 operating budget with a projected small surplus of \$99,300.

HUMAN RESOURCES

Regular reports on the status of the labor negotiations were provided to Governors throughout the year. The Board approved modifications to existing bargaining mandates with several unions and approved a new bargaining mandate with one association. In April 2013, the Board ratified the collective agreement between the University and the Concordia University Faculty Association (CUFA).

Following successful searches, Dr. Graham Carr was appointed Vice-President, Research and

Graduate Studies for a five-year term beginning on August 1, 2012, and Dr. Benoit-Antoine Bacon was appointed Provost and Vice-President, Academic Affairs for a five-year term beginning on July 1, 2013.

REAL ESTATE

In keeping with the University's short and long-term space development plan, Board approval was sought and obtained in connection with:

- balance of sale for the purchase of the Grey Nuns' property
- renovation of the East wing of the Grey Nuns' property for student residences and study space
- renovation of the Loyola Campus hockey arena
- preparation of plans for the potential renovation and expansion of the Webster Library
- renovation of the Hall Alumni Auditorium
- as well as additional potential acquisitions that are still in progress and have not yet been announced

PROCESSES

The current Student Information System is a 30-year old legacy system which is no longer a viable option to meet the University's future needs. Following a three-year review and analysis which culminated into a "Fit-Gap Analysis", a detailed review of the University's current student information system was presented to the Board in November 2012, during which the Board authorized the University to proceed with the implementation of a new system in accordance with the financial parameters presented to the Board.

MEMBERSHIP

The membership of the Board of Governors included 25 members as well as one non-voting observer and one alternate Governor.

MEMBERS

Ex-officio

Dr. Alan Shepard
President and Vice-Chancellor

External members

Mr. Jeff Bicher, CFRE
CEO, Executive Director
Hillel Montreal

Me Antoinette Bozac
former Chief Legal Officer
& Vice President, Corporate
Affairs and Human Resources
Canada Lands Company/
Société immobilière
du Canada

Dr. Tim Brodhead
Senior Fellow
Social Innovation Generation
(SiG National)

Me Francesco Ciampini
Attorney

Mr. Howard Davidson
President and Trustee
R. Howard Webster
Foundation

Mr. Jean-Pierre Desrosiers
FCA, Associé
Fasken Martineau DuMoulin
S.E.N.C.R.L.

Ms. Hélène F. Fortin
FCA, Partner
Gallant & Associés,
S.E.N.C.R.L.

Mr. Norman Hébert, Jr.
(Chair of the Board)
President and CEO
Groupe Park Avenue Inc.

Ms. Mélanie La Couture
Executive Director
Montreal Heart Institute
Foundation

Me John Lemieux
Consultant/Counsel
Dentons Canada S.E.N.C.R.L.

Mr. Jacques Lyrette
President
Gestion Jacma Management Inc.

Mr. Tony Meti
President
G.N.D.P. Consulting Services Inc.

Me Marie-José Nadeau
(Vice-Chair of the Board)
Executive Vice-President,
Corporate Affairs and
Secretary-General
Hydro-Québec

Mr. Michael Novak
Executive Vice-President
SNC-Lavalin Inc.

Ms. Annie Tobias
Director, Leadership Institute
The Jewish Community
Foundation of Montreal

Representing the Faculty

Dr. Shimon Amir
(Vice-Chair of the Board)
Professor
Department of Psychology/CSBN

Professor Daniel Cross
Professor and Chair
Mel Hoppenheim School
of Cinema

Dr. Norman Ingram
Professor and Chair
Department of History

Dr. Lawrence Kryzanowski
Professor
Department of Finance

Dr. William E. Lynch
Professor and Chair
Department Electrical and
Computer Engineering

Professor Jean Freed
Part-time Faculty Member
John Molson School of Business

Representing Graduate Students

Mr. Erik Chevrier

Representing Undergraduate Students

Ms. Lex Gill

Mr. Andrew Roberts
(alternate)

**Representing the Administrative
and Support Staff**

Mr. Craig Buchanan
Manager
Academic Facilities & Services,
IITS

NON-VOTING
OBSERVER

Mr. L. Jacques Ménard, C.C., O.Q.
Chancellor

Mr. Jonathan Wener, C.M.
Deputy Chancellor *
*in the absence of Chancellor

SECRETARY-GENERAL

Me Bram Freedman
Vice-President, Institutional
Relations and
Secretary-General

SECRETARY OF THE
BOARD OF GOVERNORS

Ms. Danielle Tessier
Director, Board and Senate
Administration

