

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

Held on Monday, November 26, 2007, at 8 a.m.
in Room GM 407-1, SGW Campus

Present

Governors: Mr. Peter Kruyt, *Chair*, Dr. Shimon Amir, Dr. Rama Bhat, Me Patrice Blais, Sister Françoise Boisvert, Me Gerald C. Burke, Mr. James Cherry, Mr. Howard Davidson, Ms. Hélène Fortin, Ms. Suzanne Gouin, Dr. William Knitter, Dr. Lawrence Kryzanowski, Mr. Michael Di Grappa, *Acting President*, Me John Lemieux, Dr. Lucie Lequin, Dr. Catherine MacKenzie, Mr. Tony Meti, Ms. Angelica Novoa, Mr. Desmond O'Neill, Mr. Steven Rosenshein, Ms. Patricia Saputo

Non-voting Observers: Mr. John Hall

Officers of the University: Ms. Kathy Assayag, Dr. Louise Dandurand, Me Marcel Danis, Mr. John Parisella

Guests: Me Pierre Frégeau, Ms. Nathalie Laporte, Me Jonathan Levinson

Absent

Governors: Mr. John Aylen, Mr. Charles G. Cavell, *Vice-Chair*, Hon. Baljit Singh Chadha, Me Rita de Santis, *Vice-Chair*, Mr. Danny Di Perna, Mr. Brian Edwards, *Vice-Chair*, Ms. Anika Henry, Mr. Ed Janzen, Dr. Arvind K. Joshi, Mrs. Judith Kavanagh, Mr. Andrew Molson, Mr. David P. O'Brien, *Chancellor*, Mr. Richard Renaud, Me Jacques Tousignant, Mr. Ivan Velan, Mrs. Lillian Vineberg, Mr. Jonathan Wener, *Vice-Chair*

Non-voting Observers: Ms. Jean Freed

Officers of the University: Mr. Larry English

1. Call to Order

The Open Session was called to order at 8:10 a.m.

1.1 Chair's remarks

Mr. Kruyt explained why the order of the Closed and Open Sessions had been reversed for today's meeting. He also apprised Governors that at the last meeting of the Executive Committee, Dean Noel Burke had made a thoughtful presentation on the

status of the School of Extended Learning. A full presentation will be made to the Board of Governors in due course.

1.2 Approval of the Agenda

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

R-2007-8-1 *THAT the Agenda be approved.*

1.3 Approval of the Minutes of the Open Session meeting of October 18, 2007

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

R-2007-8-2 *THAT the Minutes of the Open Session meeting of the Board of Governors, held on October 18, 2007, be approved.*

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

There was no business arising from the Minutes.

3. Student Emergency Food Fund (BG-2007-8-D3)

Mr. Kruyt invited Reverend Daryl Lynn Ross, Chaplain, to address the Board. She was grateful for the opportunity to speak on behalf of the Student Emergency Food Fund. She conveyed the history of the fund as outlined in the letter included in the Board package.

In keeping with Concordia's reputation of compassion and caring, the fund has become a homegrown safety net which continues to assist students who experience financial hardship. She explained how the fund can make a huge difference, in providing them not only food vouchers but also hope. Ms. Ross urged Governors to continue giving generously since most of the fund's revenues come from donations. Mr. Kruyt also encouraged Governors to be as generous as in the past.

4. Presentation on the CSU

Ms. Novoa, President of the Concordia Student Union (CSU), will be making a full presentation at the next meeting. However, she gave a brief overview of the content of her presentation, the purpose of which is to bring awareness about the operations of the CSU.

This year's CSU priorities are to ensure that education remains accessible and of quality by actively lobbying the government for funding; to ensure that Concordia remains at the forefront in terms of sustainability; to work towards the acquisition of a student union building; to promote student life initiatives such as orientation and other events to promote a sense of community. Ms. Novoa also gave some information on some of the services provided by the CSU, such a housing and job bank, advocacy centre, legal information services, etc.

5. Report and recommendations of the Audit Committee

5.1 Approval of Concordia University's Financial Statements for the year ended on May 31, 2007 (Document BG-2007-8-D4)

The Chair of the Audit Committee, Mr. Cherry, reported that the Committee had met with the external auditors on November 19, 2007 to review the year-end financial results. The audited financial statements include the Auditors' Report, including a clear opinion with respect to the accounting principles which conform to those established by the Ministry of Education (MELS) and that the statements reflect the financial situation of the University. He noted that the \$291,000 deficit is significantly better than the original projection. Mr. Cherry and Ms. Nathalie Laporte responded to questions from Governors on certain budget items.

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

R-2007-8-3 *THAT, on the recommendation of the Audit Committee, the Report and Financial Statements for the fiscal year ended May 31, 2007, reported on by Concordia's external auditors Raymond Chabot Grant Thornton, and as outlined in Board Document BG-2007-8-D4 be approved; and*

THAT any two members of the Board of Governors be designated to sign the Financial Statements on behalf of the University.

5.2 Approval of the Rapport financier annuel for the year ended on May 31, 2007 (Document BG-2007-8-D5)

Mr. Cherry indicated that this report contains the financial statements in the format prescribed by MELS, which was also reviewed by the external auditors.

Upon motion duly moved and seconded (Cherry, Saputo), it was unanimously RESOLVED:

R-2007-8-4 *THAT, on the recommendation of the Audit Committee, the "Rapport financier annuel" of Concordia University for the fiscal year ended May 31, 2007, as outlined in Board Document BG-2007-8-D5 be approved;*

THAT the Chair of the Board of Governors, Mr. Peter Kruyt, and the Acting President, Mr. Michael Di Grappa, 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.

5.3 Approval of the *État du Traitement* (Statement of Salaries) of Concordia's senior administrators (Document BG-2007-8-D6)

Upon motion duly moved and seconded (Cherry, Saputo), it was RESOLVED with one abstention:

R-2007-8-5 *THAT, on the recommendation of the Audit Committee, the État du Traitement (Statement of Salaries) set out in Board Document BG-2007-8-D6, be approved for submission to the Ministry of Education of Québec.*

5.4 Approval of the projected audit fees for the fiscal year ending on May 31, 2007

In response to a question, it was specified that the amount of audit fees for the year ending May 31, 2007 was \$162,000, which included a one-time fee of \$35,000 for a special mandate.

Upon motion duly moved and seconded (Cherry, Saputo), it was unanimously RESOLVED:

R-2007-8-6 *THAT, on the recommendation of the Audit Committee, the audit fees for the fiscal year ending on May 31, 2007 be approved and that payment of said fees be authorized.*

5.5 Appointment of external auditors for the fiscal year beginning on June 1, 2007 and ending on May 31, 2008

Mr. Cherry pointed out the Audit Committee's satisfaction with the amount of work performed by the external auditors as well as their level of understanding of Concordia. He noted that during their private meeting, the external auditors spoke highly of Concordia employees. Mr. Cherry added that the external auditors had conducted a detailed review of the University's internal controls and was pleased to note that the preliminary draft reveals no material weaknesses.

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

R-2007-8-7 *THAT, on the recommendation of the Audit Committee, Raymond Chabot Grant Thornton be reappointed as the University's external auditors for the fiscal year ending on May 31, 2008.*

6. Report and recommendations of the Budget Committee

6.1 Approval of the 2007/2010 Capital Budget Allocation (Document BG-2007-8-D7)

At the request of Mr. Cherry, Mr. Di Grappa gave an overview of the capital budget allocation. Further to a question, it was specified that major projects are reviewed by the Budget Committee, the Real Estate Planning Committee and monitored by Internal Audit. Smaller projects are subject to a rigorous review by Facilities Management and the Office of the Vice-President, Services and reported on an annual basis.

Upon motion duly moved and seconded (Cherry, Saputo), it was unanimously RESOLVED:

R-2007-8-8 THAT, on the recommendation of the Budget Committee, the capital budget allocation for 2007-2010, as set out in Document BG-2007-8-D7, be approved.

6.2 Approval of an increase to the per credit forfaitaire fee for international students (Document BG-2007-8-D8 and D9)

Mr. Kruyt indicated that this item was deferred at this time.

7. Election of an administrative and support staff to the Employee Benefits Committee

The Electoral College having not submitted a nomination, this item is deferred until such time that the nomination will be have been received.

8. Adoption of AGB principles regarding support of Presidential leadership (Document BG-2007-8-D10)

Mr. Kruyt indicated that the AGB principles were generic and helpful to establish the framework of the Board's expectations of the President. In light of the ongoing presidential search, it was therefore proposed that they be endorsed by the Board.

In response to a comment that a set of guidelines should also be adopted for other senior administrative positions, such as the Provost, etc., Mr. Kruyt replied that the objective is to engage the Board on its thoughts on the role of the President. He noted that the roles of the Vice-Presidents are defined in a different way, noting that expectations in relation to those positions are set out in the profiles which are adopted by the Board.

Upon motion duly moved and seconded (Knitter, Bhat), it was RESOLVED with one abstention:

R-2007-8-9 THAT, upon recommendation of the Executive Committee, the Board adopt the AGB principles as a guide in its oversight and support of the President, as set out in Document BG-2007-8-D10.

9. Update of the Advisory Search Committee for a President and Vice-Chancellor

Mr. Kruyt reported that the Committee held its first meeting on November 5, 2007. The external search firm, Provence Consulting Inc., has been hired. A series of meeting dates has been set aside. The timeline provides for the Committee to meet in early January to review the long list of candidates. A draft profile is in the workings and will be sent to the various University constituencies for comments and to the Board for approval in due course.

In response to a question, Mr. Kruyt reiterated the process followed by the Expanded Executive Committee to identify potential candidates for the position of Interim President. He indicated that the list of potential candidates has been narrowed down and that he hopes to report at the next meeting.

10. Update of the Advisory Search Committee for a Provost and Vice-President, Academic Affairs

Mr. Di Grappa indicated that pursuant to the Board's decision at the last meeting that the Provost search should continue, the Committee met on October 24 to review two applications and one nomination, pursuant to which the Committee decided that two individuals be interviewed. Those interviews were conducted yesterday. Further information in connection with the process will be provided at the December 14 Board meeting.

11. Update of the Advisory Search Committee for a Dean of Engineering and Computer Science

Dr. Dandurand reported that the Advisory Committee met on November 22, 2007 and decided to extend the search. The Committee is scheduled to meet again in December to continue its work.

12. Update of the Advisory Search Committee for a University Librarian

Dr. Dandurand informed Governors that three candidates for the position of University Librarian met with the community last week. Written comments concerning the candidates will be considered by the Committee at its meeting of November 28, 2007.

13. Monthly reports

13.1 Vice-President, Advancement and Alumni Relations - Ms. Kathy Assayag (Document BG-2007-8-D11)

Referring to an invitation sent to all Governors, Ms. Assayag encouraged them to attend the JMBS announcement which will be held on December 4, 2007, at 11:30 p.m., in the EV Building.

13.2 Vice-President, Research and Graduate Studies - Dr. Louise Dandurand (Document BG-2007-8-D12)

13.3 Vice-President, External Relations and Secretary-General - Me Marcel Danis (Document BG-2007-8-D13)

No additional information was provided.

13.4 Vice-President, Services - Mr. Michael Di Grappa (Document BG-2007-8-D14)

Mr. Di Grappa responded to questions regarding the status of the pay equity exercise, the CUSSU negotiations and the search for a Vice-President, Human Resources.

13.5 Vice-President, Finance - Mr. Larry English (Document BG-2007-8-D15)

13.6 Special Communications Advisor to the President - Mr. John Parisella (Document BG-2007-8-D16)

13.7 Provost and Vice-President, Academic Affairs (Document BG-2007-8-D17)

No additional information was provided.

14. Any other business

There was no other business to bring before the meeting.

15. Next meeting

The next regular meeting of the Board of Governors will be held on Friday, December 14, 2007, at 8 a.m., on the SGW Campus, in Room GM 407-1.

16. Adjournment

The Open Session adjourned at 9:25 a.m.

Danielle Tessier
Secretary of the Board of Governors