

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

Held on Thursday, June 23, 2011, 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*, Mr. Adnan Abueid, Dr. Shimon Amir, Mr. Robert Barnes, Sister Françoise Boisvert, Dr. Tien Bui, Mr. Charles G. Cavell, Hon. Baljit Singh Chadha, Me Francesco Ciampini, Mr. Amine Dabchy, Mr. Howard Davidson, Me Rita de Santis, Mr. Jean-Pierre Desrosiers, Mr. Brian Edwards, *Vice-Chair*, Ms. Hélène Fortin, Mr. David Gobby, Ms. Suzanne Gouin, Prof. Arpi Hamalian, Dr. Arvind K. Joshi, Mrs. Judith Kavanagh, Dr. Lawrence Kryzanowski, Me John Lemieux, Dr. Frederick Lowy, *President and Vice-Chancellor*, Ms. Heather Lucas, Me Marie-José Nadeau, Mr. Michael Novak, Mr. Jonathan Wener, *Vice-Chair*

**Non-voting Observers:** Ms. Jean Freed, Mr. Graham Martin

**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 Jonathan Levinson

**ABSENT**

**Governors:** Mr. James Cherry, *Vice-Chair*, Mr. Norman Hébert jr., Mr. Abdullah Husen, Mr. L. Jacques Ménard, *Chancellor*, Mr. Tony Meti, Mr. Andrew Molson, Ms. Patricia Saputo, Ms. Stephanie Siriwardhana, Dr. Johanne Sloan, Dr. Peter Stoett, Ms. Annie Tobias, *Vice-Chair*, Mr. Ivan Velan, Mrs. Lillian Vineberg

1. **Call to Order**

Mr. Kruyt called the meeting to order at 8:19 a.m.

2. **Approval of the Agenda**

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

R-2011-7-7 *That the Agenda be approved, and that items 3 to 8 be received or approved by consent.*

CONSENT3. Approval of the Minutes of the Open Session meeting of June 9, 2011

R-2011-7-8 *The Minutes of the Open Session meeting of June 9, 2011 of the Board of Governors were approved by consent.*

4. Additional appointments to the Advisory Search Committee for the Vice-President, Research and Graduate Studies

R-2011-7-9 *In accordance with the composition set out in the Rules and Procedures for Senior Administrative Appointments (Policy BD-5), the appointment of the following members was approved by consent:*

- *Ms. Patricia Verret, representing the administrative and support staff*
- *Dr. Michael Carney, representing the John Molson School of Business*
- *Drs. William Bukowski and Jason Camlot, representing the Faculty of Arts and Science*
- *Mr. Charles "Chuck" Wilson, representing the undergraduate students*
- *Mr. Roddy Doucet, representing the graduate students*

5. Additional appointment to the Advisory Search Committee for the Dean of the John Molson School of Business

R-2011-7-10 *In accordance with the composition set out in the Rules and Procedures for Senior Administrative Appointments (Policy BD-5), the appointment of Mr. Morgan Todd as the undergraduate student representative, in replacement of Mr. Abdullah Husen, was approved by consent.*

6. Additional appointment to the Evaluation Committee for the Dean of the School of Extended Learning

R-2011-7-11 *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 Ms. Michaela Manson as the undergraduate student representative, in replacement of Ms. Teresa Seminara, was approved by consent.*

7. Membership of the Ad Hoc Governance Review Committee

R-2011-7-12 *The extension of the appointment of Mr. Amine Dabchy, Mr. David Gobby and Prof. Arpi Hamalian as members of the Ad Hoc Governance Review Committee until 15 days after the Committee will have made its final report to the Board was approved by consent.*

8. Approval of minor revisions to the *Policy on the Internal Audit Function* (Policy BD-13) (Document BG-2011-7-D2)

R-2011-7-13 *The revisions to the Policy on the Internal Audit Function (Policy BD-13) were approved by consent.*

REGULAR

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

There was no business arising from the Minutes not included on the Agenda.

10. Approval of the *Code of Ethics and Safe Disclosure Policy applicable to Employees of Concordia University* (Policy BD-4) (Document BG-2011-7-D3)

In response to a query regarding the impact of article 14 which provides the non-disclosure of the identity of a complainant without his/her consent unless required by law or the application of a collection agreement, Me Freedman explained that the provisions in some collective agreements deal with these issues. The language in this article was included because of the overlaps in some University policies over which the provisions in the collective agreement take precedence. Me Freedman said that he would provide a summary of those provisions at the September Board.

Me Freedman added that options are being looked into with respect to the dissemination of the policy to staff and faculty.

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

R-2011-7-14 *That, upon recommendation of the Audit Committee, the Board of Governors approve the Code of Ethics and Safe Disclosure Policy applicable to Employees of Concordia University (Policy BD-4), as outlined in Document BG-2011-7-D3.*

11. Approval of amendments to Section C of the *Rules and Procedures for Senior Administrative Appointments* regarding the selection process of the President and Vice-Chancellor (Policy BD-5) (Document BG-2011-7-D4)

Me de Santis was pleased with the recognition given by the External Governance Review Committee that the most important responsibility of the Board is the selection of the President and underlined its Recommendation 30 that the Board adopt the proposal brought forth by the Ad Hoc Governance Review Committee regarding the amendments to the selection process of the President set out in *the Rules and Procedures for Senior Administrative Appointments*.

She noted that the current composition of the advisory search committee does not provide for a majority of Board members and the importance for Board members to be more involved than in the past without modifying the composition of the advisory

search committee. Me de Santis specified that the CUFA collective agreement provides that the proportion of full-time faculty members on advisory search committees cannot be modified.

In light of the foregoing, the Ad Hoc Governance Review Committee is proposing that the composition of the advisory search committee remain unchanged but that prior to the candidate's presentation to the public forum, the short-listed candidates be presented to another committee composed of seven Board members, five of whom would be external members. In other words, the advisory search committee would conduct the search as set out in the search procedures but the two committees would have to agree on which candidate would be presented to the University community. In case of a disagreement, then the advisory search committee would resume the search. Me de Santis responded to questions of clarification.

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

R-2011-7-15 *Whereas the required one-month written notice of motion regarding the proposed amendments was forwarded to Governors on May 20, 2011;*

*BE IT RESOLVED that, upon recommendation of the Ad Hoc Governance Review Committee, amendments to Section C of the Rules and Procedures for Senior Administrative Appointments (Policy BD-5) regarding the selection process of the President and Vice-Chancellor be approved, as detailed in Document BG-2011-7-D4.*

12. Discussion on the report of the External Governance Review Committee (Document BG-2011-7-D5)

Dr. Lowy opined that the report of the External Governance Review Committee covers extensively the issues it was asked to look at while accurately depicting some difficulties and putting them into context. The sections of the report dealing with Senate changes need to be considered by Senate before being brought to the Board. He apprised the Board that on June 27 the Steering Committee of Senate will be meeting to decide on how best to seek Senate's input and on June 28 an open meeting will be held to seek the input of those members of the community who are not members of the formal governance bodies.

Dr. Lowy is hoping that the University will get recognition that it looked at its governance structure. In his view, the preparation of the report has had a salutary effect on the confidence and morale at the University, and the report merits serious consideration.

A discussion ensued during which several Governors commented that the report is thoughtful and balanced and provides a stimulus to move forward positively and foster goodwill. Some reservations were expressed regarding the proposed representation of full-time faculty and students on a 25-member Board, the reference to a culture of contempt and the recommendation that an incoming President have the prerogative to replace his/her Vice-Presidents and staff.

Overall, hope was expressed that different constituencies do not get bogged down in self-interests and avoid “cherry-picking” only those recommendation which suits their purpose. Several Governors suggested that the Board should give a clear signal of its endorsement of the report and should entrust the Ad Hoc Governance Review Committee to provide recommendations on its implementation.

While some Governors commented on the importance of proposing a timeline not to lose momentum, others underlined the importance of allowing for consultation by the University community in accordance with our internal processes before adopting the recommendations. Following the discussion, it was felt that the Board should adopt a motion to express its support of the report.

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

R-2011-7-16 *That the Board of Governors receive the report of the External Governance Review Committee, strongly support its content, look forward to receiving comments from the University community and direct the Ad Hoc Governance Review Committee to determine how it would implement the recommendations on a timely basis.*

13. Other business

There was no other business to bring before the meeting.

14. Next meeting

The date of the next meeting will be communicated to Governors shortly.

15. Adjournment

The meeting was adjourned at 10:02 a.m.



Danielle Tessier  
Secretary of the Board of Governors