

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

Held on Wednesday, December 14, 2016, at 4 p.m.
in Room GM 930-48 (Thesis Defence Room)
located on the 9th floor of the Guy-Metro Building,
1550 de Maisonneuve Blvd. West
on the SGW Campus

PRESENT

Governors: Norman Hébert jr., *Chair*, Sandra Betton ⁽¹⁾, Françoise Bertrand, *Vice-Chair*, Theresa Bianco, Jeff Bicher, Antoinette Bozac ⁽¹⁾, Gabriel Bran Lopez, William Bukowski, Gina P. Cody ⁽¹⁾, Daniel Cross, Hélène Fortin, Rahul Kumar, Mélanie La Couture, Tony Loffreda, William Lynch, Frédérica Martin, *Vice-Chair*, Michael Novak, Georges Paulez, Suzanne Sauvage, Alan Shepard, *President and Vice-Chancellor* ⁽¹⁾

Alternate Governor: Terry Wilkings

Also attending: Philippe Beauregard, Lyne Bouret, Graham Carr, William Cheaib, Denis Cossette, Roger Côté, Bram Freedman, Marc Gauthier, Frederica Jacobs ⁽¹⁾, Lucinda Marshall-Kiparissis, Lisa Ostiguy, Justin Powlowski, Daniel Therrien

⁽¹⁾ *called in from Room GM 410 (Board of Governors Meeting Room)*

ABSENT

Governors: Helen Antoniou Molson, Jean-Pierre Desrosiers, Maria Peluso, Philippe Purreaux

Non-voting Observer: Jonathan Wener, *Chancellor*

1. **Call to Order**

The meeting was called to order at 4:11 p.m. Referring to the letter from Ellie Hummel, he urged Governors to give generously to the Student Emergency and Food Fund.

1.1 **Adoption of the Agenda**

Upon motion duly moved and seconded, it was unanimously RESOLVED:

R-2016-8-1 *That the Agenda be approved, including the items on the Consent Agenda.*

CONSENT2. Adoption of November 2, 2016 Minutes

R-2016-8-2 *That the Minutes of the meeting of the Open Session of November 2, 2016 be approved.*

3. Requests for the use of the Concordia name3.1 Concordia Polish Students' Association (Document BG-2016-8-D1)

R-2016-8-3 *That the request to use the Concordia name by Concordia Polish Students' Association, 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 and Digital Presence ([SG-4](#)), be approved.*

3.2 Concordia Film Union (Document BG-2016-8-D2)

R-2016-8-4 *That the request to use the Concordia name by Concordia Film Union, 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 and Digital Presence ([SG-4](#)), be approved.*

4. Collection of an increased undergraduate student fee levy – Quebec Public Interest Research Group at Concordia (QPIRG Concordia) (Document BG-2016-8-D3)

R-2016-8-5 *That the Board of Governors authorize the University to collect an increased fee levy of \$0.39 per credit (increase of \$0.08 from \$0.31 to \$0.39) from all undergraduate students, annually adjusted to the Customer Price Index of Canada, for the Quebec Public Interest Research Group at Concordia (QPIRG Concordia), to be implemented with registration for the Winter 2017 term (2016/4), in accordance with the University billing, refund and withdrawal policy.*

5. Report on compliance with fiscal requirements (Document GB-2016-8-D4)6. Finance Committee report (Document BG-2016-8-D5)7. Governance and Ethics Committee report (Document BG-2016-8-D6)8. Human Resources Committee report (Document BG-2016-8-D7)9. Real Estate Planning Committee report (Document BG-2016-8-D8)10. Membership of the advisory search committees for the Dean of the John Molson School of Business and the Vice-President, Research and Graduate Studies (Document BG-2016-8-D9)

These reports and documents were provided for information purposes.

11. Revisions to Policy concerning Gift Acceptance and Receipting (VPAER-1) (Document BG-2016-8-D10)

R-2016-8-6 *That, on recommendation of the Finance Committee, the Board of Governors approve the revisions Policy concerning Gift Acceptance and Receipting (VPAER-1), as outlined in Document BG-2016-8-D10.*

12. Revisions to Policy on the Naming of University Spaces, Buildings, and Other Assets, Programs or Activities (VPAER-3) (Document BG-2016-8-D11)

R-2016-8-7 *That, on recommendation of the Real Estate Planning Committee, the Board of Governors approve the revisions Policy on the Naming of University Spaces, Buildings, and Other Assets, Programs or Activities (VPAER-3), as outlined in Document BG-2016-8-D11.*

13. Amendments to the banking resolution with respect to CIBC Wood Gundy (Document BG-2016-8-D12)

R-2016-8-8 *WHEREAS CIBC Wood Gundy ("CIBC") is an investment management firm with which Concordia University (the "University") currently does business;*

WHEREAS CIBC has asked that the Board of Governors pass a resolution confirming this fact and detailing those individuals possessing signing authority on behalf of the University to generally commit the University with respect to trades effected through the specific trading account used to receive and sell securities that are donated to the University and to enter into and oversee such trades with CIBC pertaining thereto and to sign and execute on behalf of the University all documentation that CIBC may require from time to time in connection thereto;

BE IT RESOLVED:

1. *THAT CIBC be confirmed as an investment management firm with which the University currently does business, pursuant to the terms and conditions of the agreement(s) governing this business relationship.*
2. *THAT as soon as possible after the date hereof, the University will utilize CIBC Account number 311-0759515 (the "Account") solely for the purposes of receiving and selling securities that are donated to the University and all transactions in relation thereto (collectively, the "Trades").*
3. *THAT the University will be opening and closing brokerage accounts (the brokerage accounts together with the Account are hereinafter referred to as the "Accounts"), transferring securities between the Accounts and from external parties to the Accounts and instructing cash transfers from the Accounts to the University (collectively, the "Operations").*
4. *THAT any two of the persons holding the following positions with the University, from either List 1 or List 2:*

List 1	<i>The Chief Financial Officer;</i>
	<i>The Vice-President, Advancement and External Relations;</i>
	<i>The Treasurer and Investment Officer;</i>
List 2	<i>The Executive Director, Advancement Services;</i>
	<i>The Manager, Account and Gift Stewardship; and</i>
	<i>The Senior Advisor, Investment Portfolio;</i>

(the persons forming part of List 1 and List 2 are collectively referred to as the "Signatories")

shall, together, be and they are hereby authorized to:

- a) *Oversee the Trades and to sign for and on behalf of the University, all documentation that CIBC may require from time to time in connection therewith;*
 - b) *Deal with CIBC in connection with the Trades;*
 - c) *Issue instructions with respect to the Trades that may be given using any of the following means: fax, telephone, e-mail or mail;*
5. *THAT any two of the Signatories, provided always one is from List 1 and one is from List 2, shall, together, be and they are hereby authorized to:*
- a) *Designate, and advise CIBC of the identity of persons who, in relation to the Accounts and the Trades, have:*
 - i. *authority to receive and administer user procedures, client and user numbers and codes, passwords and other identification data and procedures; and*
 - ii. *authority to instruct CIBC on set-up and security procedures, client and user number and codes, passwords and other identification data.*
 - b) *Issue written instructions with respect to the Operations that must be sent either by fax, e-mail or mail.*
6. *THAT any one of the Signatories be and they are hereby authorized to receive all monthly statements in relation to the Accounts, the Trades and the Operations and to carry out any other non-transactional, administrative tasks in relation to the Accounts as may be required from time to time.*
7. *THAT all transactions in connection with the Accounts will be governed by the provisions of the agreement(s) pertaining to the Accounts.*
8. *THAT the previous resolutions dated September 17, 2014 and October 25, 2015 and, inter alia, dealing with the Account, be hereby abrogated and replaced by the present resolutions.*
9. *THAT a certified copy of this Resolution be delivered to CIBC for its guidance and information and that this Resolution remain valid, in full force and effect until it is*

revoked or a Resolution abrogating the same shall have been passed and a certified copy thereof delivered to CIBC.

REGULAR

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

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

15. President's report (Document BG-2016-8-D13)

As complementary information to his written report, Prof. Shepard's oral report included an update on the status of applications and confirmation of acceptance for the winter term.

16. Cohort pricing (Document BG-2016-8-D14)

The Chair of the Finance Committee, Georges Paulez, apprised Governors of the recommendation of the Finance Committee, which arose from a detailed review and a robust discussion of the proposal at its meeting of November 24.

He made the point that Governors are being asked to vote on two elements: 1) to approve the implementation of tuition fixed by cohort for international undergraduate in deregulated programs; and 2) to approve the amount of fixed tuition to be charged to the 2017/2018 cohort with respect to undergraduate international students registered in Cycle I Engineering and Computer Science, John Molson School of Business, Science and Mathematics programs, as set out in the Board documentation.

The Chief Financial Officer, Denis Cossette, presented a high-level summary of the key elements of the proposal. He conveyed the government position with respect to the deregulation of tuition fees for undergraduate international students in certain programs for which the University no longer receives any teaching grants and the approach taken by other Quebec universities to address this situation. He summarized the actions taken at Concordia since the announcement of the deregulation in 2008.

Mr. Cossette explained that price stability is a key factor for undergraduate international students when they consider studying abroad. The proposed guaranteed tuition model will address this concern. The market has become increasingly competitive, and Concordia must find ways to bring financial stability to students while remaining competitive.

He made the point that the proposed model will not apply to current students registered in deregulated programs. The proposed fees for which Board approval is being requested would apply to the new cohort of undergraduate international students enrolled in a program of study of ENCS, JMSB and Science (including Mathematics) in Fall 2017, based on the duration of the program.

A discussion ensued, during which concerns were expressed that students were not consulted on this proposal, that the hardship and struggles facing international students were not taken into account, and that the answers provided at the Finance Committee about how this proposal will be operationalized were unsatisfactory.

In response to a request for more details regarding the additional student support which will be provided as well as the percentage of the total amount of the fees collected which will go to support the students, Mr. Cossette explained that student support will be provided through the awarding of bursaries and scholarships, the assistance to ensure academic success such as providing mentoring, English courses, etc. and the enhancement of student life activities outside the classroom. The Office of International Students will work closely with the Office of the Provost to determine which activities will need to be supported as part of a global approach.

Further to queries which had arisen at the Finance Committee, Mr. Cossette noted that the cohort price will be maintained for students who takes longer to complete their degree program, and that students transferring to another deregulated program will benefit from a grandfather clause.

When asked if the University has a strategy to target potential donors to support those programs, Prof. Shepard apprised the Board that the support for student bursaries and scholarships is one of the top priorities of the comprehensive campaign. He reminded Governors that the key performance indicators presented in November show that support for students is up sharply. Mr. Hébert suggested that the amount of additional support be included in the upcoming budget when it comes for Board approval.

When asked how the prices were determined, Mr. Cossette explained that they were set to maintain attractiveness and competitiveness with other Canadian universities.

Following the discussion, the motion to approve the proposal, which required a 60% majority of those present to pass, was defeated.

17. Adoption of the Sustainability Policy (Document BG-2016-8-D15)

Mr. Côté summarized the background and process which led to the presentation of this new policy for Board approval and responded to questions. Board members enthusiastically supported the adoption of this new policy.

Upon motion duly moved and seconded, it was unanimously RESOLVED:

R-2016-8-9 *That, on recommendation of the Governance and Ethics Committee, the Board of Governors approve the Sustainability Policy (BD-7), as outlined in Document BG-2016-8-D15.*

18. Amendments to the pension plan text and restated pension plan text for the Pension Plan the Employees of Concordia University (Document BG-2016-8-D16)

Ms. La Couture apprised Governors that following approval in principle of the changes to the Pension Plan at the September Board meeting, approval of the detailed pension plan text changes was now being sought.

In response to a query, Mr. Côté indicated that the benefits under the revised plan have not changed, only the cost sharing and administrative adjustments which were driven by the legislation. He took note of the concern expressed that under this new cost sharing, enhanced pension plans provisions and significant compensation increases for employees could affect the costs shared by the active member employees and the University.

Upon motion duly moved and seconded, it was unanimously RESOLVED (*Kumar, Lynch and Wilkings requesting that their abstention be noted in the Minutes*):

R-2016-8-10 *That, on recommendation of the Employee Benefits Committee, the Board of Governors approve the amendments to the text of the Pension Plan for the Employees of Concordia University as well as the restated text of the Pension Plan for the Employees of Concordia University, as outlined in Documents BG-2016-8-D16.4 and BG-2016-8-D16.5, effective January 1, 2018; and*

That the University Treasurer and Investment Officer be authorized to execute any document required to give effect to this resolution and to make any arrangement necessary for the continued registration of the pension plan with the appropriate government authorities.

19. Amendment to the General By-Laws (Document BG-2016-8-D17)

Ms. Sauvage summarized the proposed amendments which aim primarily to address issues regarding eligibility requirements of members, to revise some quorum and voting requirements and to effect some housekeeping changes.

Upon motion duly moved and seconded, it was RESOLVED (*Bianco requesting that her opposition be noted in the Minutes*):

R-2016-8-11 *That, on recommendation of the Governance and Ethics Committee, the Board of Governors approve the amendments to the General By-Laws, as outlined in Document BG-2016-8-D17.*

20. Revisions to eligibility requirements to serve on advisory search committees and evaluation committees for senior administrators (Document BG-2016-8-D18)

Upon motion duly moved and seconded, it was unanimously RESOLVED:

R-2016-8-12 *That, on recommendation of the Human Resources Committee, the Board of Governors approve the revisions to the "Definitions" section of the Policy on Senior Administrative Appointments (BD-5) and the Policy on the Remuneration and Evaluation of Senior Administrators (BD-8), as set out in Document BG-2016-8-D18.*

21. Name change of Department of Religion to Department of Religions and Cultures
(Document BG-2016-8-D19)

Upon motion duly moved and seconded, it was unanimously RESOLVED:

R-2016-8-13 *That, on recommendation of Senate, the Board of Governors approve the name change of Department of Religion to Department of Religions and Cultures.*

22. Name change of School of Canadian Irish Studies to School of Irish Studies (Document BG-2016-8-D20)

Upon motion duly moved and seconded, it was unanimously RESOLVED:

R-2016-8-14 *That, on recommendation of Senate, the Board of Governors approve the name change of School of Canadian Irish Studies to School of Irish Studies.*

23. Other business

Mr. Hébert noted that today's situation was unfortunate and explained that the safety and security of Governors and members of the community are of paramount importance, and therefore the Board was unable to meet in its regular location in Room GM 410.

24. Adjournment

The meeting adjourned at 5:52 p.m.



Danielle Tessier
Secretary of the Board of Governors