

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

Held on Monday, September 17, 2018, at 4 p.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: Norman Hébert jr., *Chair*, Helen Antoniou (*via telephone*), Françoise Bertrand, *Vice-Chair*, Jeff Bicher, Patrice Blais, Ken Brooks, William Bukowski, Jarrett Carty, Gina P. Cody (*via telephone*), Daniel Cross (*via telephone*), Rana Ghoyareb (*via telephone*), Chaim Kuhnreich, Tony Loffreda, Claudine Mangen, Frédérica Martin, *Vice-Chair*, Michael Novak, Georges Paulez, Philippe Pourreaux, Alan Shepard, *President and Vice-Chancellor*, Ted Stathopoulos

Also attending: Philippe Beauregard, Sylvie Bourassa, William Cheaib, Denis Cossette, Roger Côté, Marcel Dupuis, Christophe Guy, Frederica Jacobs, Lisa Ostiguy, Anne Whitelaw

ABSENT

Governors: Antoinette Bozac, Gabriel Bran Lopez, Adriana Embiricos

Non-voting Observer: Jonathan Wener, *Chancellor*

1. **Call to Order**

Mr. Hébert called the meeting to order at 4:01 p.m., welcoming new Board members Patrice Blais and Ken Brooks as well as Interim Vice-President, Advancement and External Relations Marcel Dupuis and Deputy Provost Anne Whitelaw.

While noting that new Board members received orientation, the Chair reminded returning members of their obligations with respect to understanding their role as a Governor, respecting confidentiality and adhering to good meeting practices.

1.1 **Adoption of the Agenda**

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

R-2018-5-1 *That the Agenda be approved, including the items on the Consent Agenda.*

CONSENT2. Adoption of June 18, 2018 Minutes

R-2018-5-2 *That the Minutes of the meeting of the Open Session of June 18, 2018 be approved.*

3. Authorization to apply for a grant under the program Soutien au traitement des archives (Document BG-2018-5-D1)

R-2018-5-3 *Qu'il est résolu d'autoriser Marie-Pierre Aubé, Directrice, Gestion des documents et des archives, à déposer une demande d'aide financière dans le cadre du programme Soutien au traitement des archives de BAnQ et à signer tous les documents inhérents à cette demande pour et au nom de l'Université Concordia.*

4. Borrowing from Financement-Québec (Document BG-2018-5-D2)

R-2018-5-4 *ATTENDU QUE, conformément à l'article 78 de la Loi sur l'administration financière (RLRQ, chapitre A-6.001), l'Université Concordia (l'« Emprunteur ») souhaite instituer un régime d'emprunts, valide jusqu'au 30 juin 2019, lui permettant d'emprunter à long terme auprès de Financement-Québec, pour un montant n'excédant pas 9 697 731 \$;*

ATTENDU QUE, conformément à l'article 83 de cette loi, l'Emprunteur souhaite prévoir, dans le cadre de ce régime d'emprunts, que le pouvoir d'emprunter et celui d'en approuver les conditions et modalités soient exercés par au moins deux de ses dirigeants;

ATTENDU QU'il y a lieu d'autoriser ce régime d'emprunts, d'établir le montant maximum des emprunts qui pourront être effectués en vertu de celui-ci, ainsi que les caractéristiques et limites relativement aux emprunts à effectuer et d'autoriser des dirigeants de l'Emprunteur à conclure tout emprunt en vertu de ce régime et à en approuver les conditions et modalités;

ATTENDU QUE la ministre responsable de l'Enseignement supérieur (la « Ministre ») a autorisé l'institution du présent régime d'emprunts, selon les conditions auxquelles réfère sa lettre du 16 août 2018;

IL EST RÉSOLU :

1. *QU'un régime d'emprunts, valide jusqu'au 30 juin 2019, en vertu duquel l'Emprunteur peut, sous réserve des caractéristiques et limites énoncées ci-après, effectuer des emprunts à long terme auprès de Financement-Québec, pour un montant n'excédant pas 9 697 731 \$, soit institué;*
2. *QUE les emprunts à long terme effectués par l'Emprunteur en vertu du présent régime d'emprunts soient sujets aux caractéristiques et limites suivantes :*
 - a) *malgré les dispositions du paragraphe 1 ci-dessus, l'Emprunteur ne pourra, au cours de chacune des périodes de **quinze mois** s'étendant du 1^{er} avril au 30 juin et comprises dans la période visée au paragraphe 1, effectuer des*

emprunts qui auraient pour effet que le montant total approuvé pour l'Emprunteur, pour une telle période, par le Conseil du trésor au titre de la programmation des emprunts à long terme des établissements universitaires, soit dépassé;

- b) *l'Emprunteur ne pourra effectuer un emprunt à moins de bénéficier d'une subvention du gouvernement du Québec conforme aux normes établies par le Conseil du trésor, au titre de l'octroi ou de la promesse de subventions aux Universités, ainsi qu'aux termes et conditions déterminés par la Ministre et pourvoyant au paiement en capital et intérêt de l'emprunt concerné même si, par ailleurs, le paiement de cette subvention est sujet à ce que les sommes requises à cette fin soient votées annuellement par le Parlement;*
 - c) *chaque emprunt ne pourra être effectué qu'en monnaie légale du Canada auprès de Financement-Québec;*
 - d) *le produit de chaque emprunt ne pourra servir, outre le paiement des frais inhérents à l'emprunt concerné, qu'aux fins suivantes :*
 - i) *le financement des dépenses d'investissement faites par l'Emprunteur aux termes d'un plan d'investissement approuvé par le gouvernement du Québec;*
 - ii) *le refinancement d'une partie ou de la totalité d'emprunts antérieurs venus à échéance; ou*
 - iii) *le remboursement d'emprunts bancaires contractés en attente du financement à long terme ou de refinancement.*
3. *QU'aux fins de déterminer le montant total auquel réfère le paragraphe 1 ci-dessus, il ne soit tenu compte que de la valeur nominale des emprunts effectués par l'Emprunteur;*
4. *QU'en plus des caractéristiques et limites énoncées précédemment, les emprunts comportent les caractéristiques suivantes :*
- a) *l'Emprunteur pourra contracter un ou plusieurs emprunts pendant toute la durée du régime d'emprunts jusqu'à concurrence du montant qui y est prévu, et ce, aux termes d'une seule et unique convention de prêt à conclure entre l'Emprunteur et Financement-Québec;*
 - b) *chaque emprunt sera constaté par un billet fait à l'ordre de Financement-Québec;*
 - c) *le taux d'intérêt payable sur les emprunts sera établi selon les critères déterminés par le gouvernement en vertu du décret numéro 430-2018 du 28 mars 2018, tel que ce décret pourra être modifié ou remplacé de temps à autre; et*

d) *afin d'assurer le paiement à l'échéance du capital de chaque emprunt et des intérêts dus sur celui-ci, la créance que représente pour l'Emprunteur la subvention qui lui sera accordée par la Ministre, au nom du gouvernement du Québec, sera affectée d'une hypothèque mobilière sans dépossession en faveur de Financement-Québec.*

5. *QUE l'Emprunteur soit autorisé à payer, à même le produit de chaque emprunt contracté en vertu du présent régime, les frais d'émission et les frais de gestion qui auront été convenus;*

6. *QUE l'un ou l'autre des dirigeants suivants :*

Le recteur et vice-chancelier;

Le chef de la direction financière; ou

La secrétaire générale et directrice, service des affaires juridiques;

*de l'Emprunteur, **pourvu qu'ils soient deux agissant conjointement**, soit autorisé, au nom de l'Emprunteur, à signer la convention de prêt, la convention d'hypothèque mobilière et le billet, à consentir à toute clause et garantie non substantiellement incompatible avec les dispositions des présentes, à livrer le billet, à apporter toutes les modifications à ces documents non substantiellement incompatibles avec les présentes ainsi qu'à poser tous les actes et à signer tous les documents, nécessaires ou utiles, pour donner plein effet aux présentes;*

7. *QUE, dans la mesure où l'Emprunteur a déjà adopté une résolution instituant un régime d'emprunts pour les mêmes fins, la présente résolution remplace la résolution antérieure, sans pour autant affecter la validité des emprunts conclus sous son autorité avant la date du présent régime d'emprunts.*

5. Audit Committee report (Document BG-2018-5-D3)

This report was provided for information purposes.

5.1 Interfund transfers for the year ended April 30, 2018 (Document BG-2018-5-D4)

R-2018-5-5 *That, on recommendation of the Audit Committee, the Board of Governors approve the interfund transfers disclosed under Note 17 to the financial statements for the fiscal year ended on April 30, 2018, as set out in Document BG-2018-5-D4.*

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

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

7. President's report (Document BG-2018-5-D5)

As complimentary information to his written report, Prof. Shepard apprised Governors that the University is on track for a great academic year, with strong applications and

enrolments, following a busy summer during which many activities occurred on both campuses. He spoke of the successful events surrounding orientation organized by the CSU, GSA and the University as well as the welcome-back events held on both campuses.

The President announced that Concordia's 15th annual Golf Classic tournament set a new record, raising \$390,000 for student scholarships and bursaries. He congratulated the Concordia Stingers football team for winning the Shaughnessy Cup game and concluded his remarks by encouraging Governors to participate in Homecoming which starts this weekend.

8. Audit Committee recommendation regarding Audited financial statements for the year ended April 30, 2018 (Documents BG-2018-5-D6 and D7)

The Chair of the Audit Committee, Mr. Paulez, apprised the Board that the Committee had met on September 5 to review in detail the audited financial statements, including Note 2 relative to prior period adjustments. The Committee held an in-camera session with the external auditors (RCGT) without management. RCGT has issued an unqualified opinion and reiterated the excellent collaboration of staff and management in the preparation of the financial statements.

Mr. Paulez noted that RCGT had identified no major control issues and is satisfied with the process change leading to the restatement in the capital fund. He noted that prior year adjustments are never desirable but thanked Mr. Cossette and his teams for bringing forward and correcting this situation. Mr. Paulez indicated that the year-end results are encouraging.

Mr. Cossette presented the highlights of the audited financial statements. The Statement of Administrator's Responsibility is new and delineates the roles of management, the Board of Governors and the external auditors in the preparation of the financial statements, thereby enhancing transparency and accountability. The addition of this statement is in line with practices at other universities.

He indicated that this is the University's best performance since 2011/2012, and that the results are in line with the Operating Budget presented to the Board in June 2017. An increase in tuition fees, an improved collection rate of student fee receivables together with a positive impact of the Voluntary Retirement Program are some of the key factors that have resulted in a \$25 million positive impact to the bottom line of the operating fund.

Mr. Cossette reviewed the highlights of the accompanying notes, focusing on Note 2, which shows the impact on the capital fund balance of a prior year adjustment of \$26 million brought by the University following a change of methodology to show more consistent revenue in the capital fund annually modifying the timing of revenue recognition, to be better aligned with the amortization of the fixed assets. This change of methodology was adopted in 2018, resulting in an updated method to establish net book value. This is non-recurrent adjustment which has no impact on the University's financing, cash flow or operating results. New accounting procedures are already in place to ensure that no future adjustments are necessary.

Upon motion duly moved and seconded, it was RESOLVED:

R-2018-5-6 *That, on recommendation of the Audit Committee, the Board of Governors approve the financial statements for the fiscal year ended on April 30, 2018, as reported by Concordia's external auditors Raymond Chabot Grant Thornton and outlined in Document BG-2018-5-D6; 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.

9. Report on compliance with environmental legislation and health and safety (EH&S) regulations (Document BG-2018-5-D8)

For the benefit of new members, Mr. Côté explained that two indicators are used: Leading Safety Key Performance Indicators, which focus on training and prevention, and Lagging Safety Key Performance Indicators, which are retrospective. He noted that emphasis is placed on the former indicators.

He summarized the highlights of the report, noting the ongoing initiatives for safety training. He explained that the reduction in the number of safety training sessions and participants in Q2 2018 was attributable to the fact that a training course was not held during a brief period so that it could be updated. Therefore, the numbers should increase in Q3 2018. With respect to injury and near-miss investigations, Mr. Côté indicated that people are encouraged to report them so that injuries may be minimized in a proactive fashion. Of the 47 injuries reported in Q2 2018, 14 are sports-related and 18 are work-related.

A question was raised about whether a policy will be adopted regarding cannabis on campus, the point was made that the University's Smoke-Free Environment Policy prohibits the smoking of any substance on campus. Moreover, there is a "fit to work requirement" which allows the University to intervene in situations when employees are under the influence and unable to safely perform their duties.

10. Update on strategic directions

Prof. Shepard provided a recapitulation in connection with the consultation process of the strategic planning exercise initiated in 2015 which resulted in the articulation of nine strategic directions to achieve the overarching goal to design a next-generation university:

1. Double our research
2. Teach for tomorrow
3. Get your hands dirty
4. Mix it up
5. Experiment boldly
6. Grow smartly
7. Embrace the city, embrace the world
8. Go beyond

9. Take pride

Last year the academic leadership team identified five guiding principles to support actions relating to our strategic directions:

- Position globally
- Partner meaningfully
- Integrate for impact
- Deliver on innovation
- Augment the student experience

The President provided an overview of the accomplishments and highlights of initiatives undertaken during the last three years.

YEAR 1 (2016/2017)

The “first moves” to launch the plan included the following initiatives:

- Creation of the Department of Chemical and Materials Engineering.
- Public Scholars Program: A high-profile program in which ten highly-qualified PhD students from all Faculties share the significance of their research with the wider community.
- Horizontal postdoctoral fellowships: Promotes research careers and recognizes the excellence of the work of university-level students, postdoctoral fellows and members of a university.
- Institute for Urban Futures: Has organized a slate of programming since 2016 focused on the culture of cities and social justice, including hosting urban futurists in residence, organized public art competition and running schools.
- Concordia University Press: A digital and open access publishing model.

YEAR 2 (2017/2018)

The second year’s focus was on the following projects:

- Health Institute: Focuses on five key areas spanning all Faculties that will position Concordia in a key field of research and training: health and technology; preventive health, health policy and governance; biomedical fundamentals; and health and wellbeing.
- Montreal 2050: Part of our clustering effort around cities which is focused on convening and engaging faculty across disciplines, with governments, private sector partners, and citizens in the work of imagining how Montreal and other cities should be designed for the future.
- Digital strategy: Establishes a plan of action for fully integrating and leveraging digital tools and practices that serve all members of our community and place users at the center of things.
- Summer@Concordia: Ensures that the University is active and thriving 12 months a year, by scheduling greater offerings for students, providing teaching flexibility for

faculty; maximizing space utilization and capitalizing on Montreal as a destination city.

- Next-generation learning: Fosters experimentation around active learning practices, experiential learning opportunities, transdisciplinary course offerings, and digital tools.
- Indigenous directions: Begins to articulate the University response to the calls to action of the Truth and Reconciliation Commission through the creation of an Indigenous Directions Leadership Group with a mandate to draft recommendations.

YEAR 3 (2018/2019)

Prof. Shepard made the point that emphasis will be placed on sustaining the momentum in the areas identified in Years 1 and 2 and continuing to drive what is already successful with respect to indigenous directions, international positioning, research and training innovation, student mobility and hands-on learning, activating alumni, and taking pride. He noted that other exciting initiatives are underway. The emerging picture is that Concordia is a university that is forward-looking, agile and responsive, deeply rooted, globally networked, serious fun, and that is a university other universities want to be.

11. Other business

There was no other business to bring before the Open Session meeting.

12. Adjournment

The meeting adjourned at 5:08 p.m.



Danielle Tessier
Secretary of the Board of Governors