

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

Held on May 19, 2021, at 4 p.m.
via Zoom Video Conferencing

PRESENT

Governors: Helen Antoniou, *Chair*, Françoise Bertrand, Jeff Bicher, Ken Brooks, William Bukowski, Graham Carr, *President and Vice-Chancellor*, Gina P. Cody, Roy Cross, Selvadurai Dayanandan, Pat Di Lillo, Adriana Embiricos, Caroline Jamet, Claude Joli-Coeur, *Vice-Chair*, Isaiah Joyner, Claudine Mangen, Frédérica Martin, *Vice-Chair*, Georges Paulez, Philippe Pourreaux, Suzanne Sauvage, Robert Soroka, Ted Stathopoulos

Alternate Governor: Chelsea Okankwu

Also attending: Philippe Beauregard, William Cheaib, Paul Chesser, Denis Cossette, Michael Di Grappa, Nadia Hardy, Frederica Jacobs, Shelina Houssenaly, Lisa Ostiguy, Anne Whitelaw, Paula Wood-Adams

ABSENT

Governors: Antoinette Bozac, Rana Ghorayeb, Odile Joannette, Prasanth Shunmugan

Non-voting observer: Jonathan Wener, *Chancellor*

1. **Call to Order**

The Chair called the meeting to order at 4:04 p.m.

1.1 **Adoption of the Agenda**

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

R-2021-4-1 *That the Agenda be approved, including the items on the Consent Agenda.*

CONSENT

2. **Adoption of the April 14, 2021 Minutes**

R-2021-4-2 *That the Minutes of the meeting of April 14, 2021 be approved.*

3. Collection of undergraduate student fee levies (BG-2021-4-D1)

R-2021-4-3 **CSU Legal Information Clinic (LIC)**

That the Board of Governors authorize Concordia University to collect an increased fee levy of \$0.27 per credit (an increase of \$0.10 per credit from \$0.17 per credit) to support the CSU Legal Information Clinic (LIC), from all undergraduate students, annually adjusted to the Consumer Price Index of Canada, to be implemented with registration for the Fall 2021 (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

CSU Housing Job Bank (HOJO)

That the Board of Governors authorize Concordia University to collect an increased fee levy of \$0.26 per credit (an increase of \$0.02 per credit from \$0.24 per credit), from all undergraduate students to support the CSU Housing Job Bank (HOJO), annually adjusted to the Consumer Price Index of Canada, to be implemented with registration for the Fall 2021 (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

FASA fee levy

That the Board of Governors authorize Concordia University to collect an increased fee levy of \$2.16 per credit (an increase of \$0.36 per credit from \$1.80 per credit), from all undergraduate students in the Faculty of Fine Arts to support the FASA fee levy, to be implemented with registration for the Fall 2021 (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

ECA Faculty Association fee levy

That the Board of Governors authorize Concordia University to collect an increased fee levy of \$2.15 per credit (an increase of \$0.15 per credit from \$2.00 per credit), from all undergraduate students in the Gina Cody School of Engineering and Computer Science to fund a new office manager, annually adjusted to the Consumer Price Index of Canada, to be implemented with registration for the Fall (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

Design Team fee levy

That the Board of Governors authorize Concordia University to collect a new fee levy of \$0.50 per credit from all undergraduate students in the Gina Cody School of Engineering and Computer Science to support GCS Design team projects at recognized engineering competitions, annually adjusted to the Consumer Price Index of Canada, to be implemented with registration for the Fall (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

Competition fee levy

That the Board of Governors authorize Concordia University to collect a new fee levy of \$0.10 per credit from all undergraduate students in the Gina Cody School of Engineering and Computer Science to support GCS Competitions hosted at Concordia by GCS students, annually adjusted to the Consumer Price Index of Canada, to be implemented with registration for the Fall (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

4. Collection of graduate student fee levies (BG-2021-4-D2)R-2021-4-4 **CSU Legal Information Clinic**

That the Board of Governors authorize Concordia University to collect a new fee levy of \$2.50 per term to allow graduate students full access to the services offered by the CSU Legal Information Clinic, from all graduate students, to be implemented with registration for the Fall 2021 (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

CLJO 1690 AM

That the Board of Governors authorize Concordia University to collect a new fee levy of \$1.00 per term in support of CJLO 1960 AM, from all graduate students, annually adjusted to the Consumer Price Index of Canada, to be implemented with registration for the Fall 2021 (2212) term, in accordance with the University's tuition, refund and withdrawal policy.

5. Report on compliance with environmental legislation and health and safety (EH&S) regulations (BG-2021-4-D3)
6. Human Resources Committee report (BG-2021-4-D4)
7. Membership of the JMSB Dean Evaluation Committee (BG-2021-4-D5)

These documents were submitted for information.

REGULAR8. Business arising from the Minutes not included on the Agenda

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

9. President's report (BG-2021-4-D6)

As complementary information to his written report, the President apprised Governors of the following:

- There was an overall 4.2% increase in FTE's in the fall and winter terms. Registrations for the summer are stable. While there is a slight headcount decline, students have registered in more courses.
- Graduation numbers are surpassing last spring, which was our best ever, with 6,347 students having applied to graduate as of today.
- Fall application numbers and acceptances are ahead of last year. There is some lag in registrations partly due to the processing of CEGEP files but also because some international students are waiting for clear signals about travel for fall and public declaration by the Quebec government that they can start programs at distance.
- Since January 2021, 21 cases of COVID cases have been reported on campus, only one of which was a transmission linked to campus activity in early winter.
- The University is actively promoting the public health vaccination campaign.
- Varsity athletics teams have been training outdoors for some time.

- The University has recently announced that some residences will be open in the fall but not to full capacity.
- We are preparing for a progressive return to campus of some key service units this summer (student services, libraries, University Communications Services). Members of those units will receive health and safety training. It is expected that summer camps will be hosted this summer.
- Yesterday's announcement by Premier Legault regarding the reopening will have implications for higher education. Minister McCann will be holding a press conference tomorrow and universities have been told that we will receive more precise guidance in 36 hours. That said, we have been very clear that our goal is to provide as many opportunities as possible for students to come to campus, not just to take classes but to participate in other activities.

10. Finance Committee recommendations:

Mr. Brooks, Chair of the Finance Committee, introduced each item, further to which Mr. Cossette presented the highlights and responded to questions.

10.1 2021 Line of Credit Framework (BG-2021-4-D7)

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

R-2021-4-5 *Whereas Concordia University (the "**University**") currently has a total of \$370 million of available credit facilities (the "**2020 Global Threshold**"), via lines of credit, with several financial institutions (collectively the "**Current Facilities**") that may be used to finance its operational cash flow needs, accumulated deficit, capital investments, temporary financing of maturing capital bonds, payment of outstanding loans to Financement-Quebec, funding of working capital due to timing differences between the collection of revenues and disbursement of expenses, financing of restricted funds and its other short-term financial needs, now including those directly or indirectly attributable to the COVID-19 pandemic (collectively, the "**Short-Term Loan Purposes**");*

*Whereas although the maximum capacity of the 2020 Global Threshold has not been attained, in the current context of the COVID-19 pandemic, as a precautionary measure, in line with our integrated financial framework and in anticipation of unexpected additional financial needs which are directly or indirectly attributable to the Pandemic and other external factors, the University requires an increase to its short-term borrowing capacity up to an aggregate amount not to exceed \$475 million CAD (the "**2021 Global Threshold**");*

*Whereas approval is being sought to establish a line of credit framework, as more specifically set out in paragraph 1 of the present resolution (the "**2021 Line of Credit Framework**"), that will allow for allocation of the 2021 Global Threshold among any member of the Desjardins Group, including Caisse Centrale Desjardins and the institutions, as at December 31, 2020, listed in Schedule I of the Bank Act, S.C. 1991, c.46 ("**Schedule I of the Bank Act**"), a copy of which is annexed to this resolution as Schedule A (collectively the "**Approved Institutions**" or one "**Approved Institution**"), without the need to seek Board approval on a per credit facility basis;*

Whereas pursuant to “SPECIAL BY-LAW “E” REGARDING BORROWING”, the Board of Governors is, among other things, authorized to engage in such borrowing and to delegate such powers and designate directors and officers of the University to sign any contract or instrument on behalf of the University for the purposes of the Borrowing By-Law;

Whereas the Board wishes to increase the 2020 Global Threshold and to delegate by resolution to the two (2) individuals that are described in paragraph 5 below (the “**Agreement Signatories**”) the authority to sign, execute and deliver any agreement to be entered into by the University to obtain short-term borrowing facilities with any Approved Institution (a “**Facility**” or collectively “**Facilities**”) for and on behalf of the University and to do all such other acts as are ancillary to the execution of any such Facility and as are necessary to give effect to any such Facility;

Whereas the Board wishes to delegate by resolution to any two (2) of the individuals that are described in paragraph 6 below (the “**Transaction Signatories**”) the authority for and on behalf of the University to: (i) use any Facility for the benefit of the University in accordance with the terms and conditions of the relevant Facility; and (ii) conclude with any Approved Institution all such other related, ordinary course transactions;

Whereas the University may only use the Facilities for the Short-Term Loan Purposes; and

Whereas this resolution abrogates and replaces Resolution R-2020-2-7 adopted by the Board of Governors on April 15, 2020.

Be it resolved:

1. That the 2021 Line of Credit Framework is hereby approved and is comprised of the following conditions:
 - a. The aggregate total of all available credit under the Facilities available to the University, including the Current Facilities, cannot exceed the 2021 Global Threshold of \$475 million CAD;
 - b. The University may enter into one or more Facilities with any of the Approved Financial Institutions;
 - c. The University cannot enter into any Facilities with an Approved Financial Institution when the total aggregate value of the available credit under all of the Facilities with the Approved Financial Institution represents more than 45% of the 2021 Global Threshold;
 - d. One or more Facilities may be in US dollars;
 - e. The Facilities can only be used for the Short-Term Loan Purposes; and
 - f. The terms and conditions of any Facility must be submitted to, examined, approved, and executed by the Agreement Signatories.
2. That for any Facility that meets with the 2021 Line of Credit Framework, the University is hereby authorized to enter into any such Facility without any need to seek any further Board approval.

3. *That the two Agreement Signatories be and they are hereby authorized and directed for and on behalf of the University to sign, execute and deliver any Facility that complies with the 2021 Line of Credit Framework and all documents in relation thereto, together with such amendments or variations as they may deem necessary, appropriate and expedient (provided that such modifications to any Facility do not have the effect of increasing the 2021 Global Threshold) (collectively referred to as “Required Modifications”);*
4. *That the two Agreement Signatories be and they are hereby authorized and directed for and on behalf of the University to sign, execute and deliver all such other documents, instruments or other writings and perform and do all such acts and things as they in their discretion may consider to be necessary, appropriate and expedient, provided that such acts do not have the effect of increasing the 2021 Global Threshold (collectively referred to as “Required Acts” and individually referred to as a “Required Act”);*
5. *That:*
 - a) *The President and Vice-Chancellor; and*
 - b) *The Chief Financial Officer.*

(the “Agreement Signatories”)

shall, together, be and they are hereby authorized and directed for and on behalf of the University to sign, execute and deliver: (i) any Facility (with or without any Required Modifications); and (ii) any Required Act and any Facility so executed as well as any other obligation created pursuant to a Required Act shall be binding upon the University;

6. *That for all accounts under any Facility, any two of the persons holding the following positions with the University:*
 - a) *The President and Vice-Chancellor;*
 - b) *The Chief Financial Officer;*
 - c) *Any Vice-President;*
 - d) *The Secretary-General;*
 - e) *The Associate Vice-President, Finance and Controller;*
 - f) *The Treasurer and Investment Officer;*
 - g) *The Senior Director, Financial Planning and Budgets;*
 - h) *The Director, Capital and Financing; and*
 - i) *The Director, Investments.*

(the “Transaction Signatories”)

shall, for any Facility that complies with the Line of Credit Framework, together, be and they are hereby authorized to:

- i) *use any such Facility for the benefit of the University (for credit to the University’s account only) in accordance with the terms and conditions of said*

Facility by executing and delivering all such documentation as may be required by the relevant Approved Financial Institution for this purpose;

- ii) receive from an Approved Financial Institution, and where applicable grant receipt for, all statements of accounts (pass books), cancelled cheques and other debit vouchers, unpaid and unacceptable bills of exchange and other negotiable instruments; and*
 - iii) negotiate, deposit with or transfer to any relevant Approved Financial Institution (but for the credit of the University's account only) all or any promissory notes, bills of exchange or other negotiable instruments and orders for the payment of money including drafts, letters of credit, treasury bills and bankers' acceptances and for the said purpose, to draw, sign, endorse (by rubber stamp or otherwise) all or any of the foregoing, and such signatures or stamping shall be binding upon the University;*
- 7. That a certified copy of this resolution be delivered, as required for any new Facility or otherwise, to any relevant Approved Financial Institution for its guidance and information and that this resolution be valid until a resolution abrogating the same shall have been passed and a certify copy thereof delivered to said Approved Financial Institution.*

10.2 Administrative fee (BG-2021-4-D8)

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

R-2021-4-6 *Whereas the current Administrative fee being charged to all students is \$11.26 per credit; and*

Whereas the government has allowed the University to increase this fee up to 3.9% for 2021/2022;

Be it resolved:

That, on recommendation of the Finance Committee, the Board of Governors approve the collection of an increased Administrative fee of \$11.70 per credit from all students, to be implemented with registration for the Fall 2021 (2212) term, in accordance with the University billing, refund and withdrawal policy.

10.3 Technology Infrastructure fee (BG-2021-4-D9)

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

R-2021-4-7 *Whereas the current Technology Infrastructure fee being charged to all students is \$5.39 per credit; and*

Whereas the government has allowed the University to increase this fee up to 2.37% for 2021/2022;

Be it resolved:

That, on recommendation of the Finance Committee, the Board of Governors approve the collection of an increased Technology Infrastructure fee of \$5.52 per credit from all students, to be implemented with registration for the Fall 2021 (2212) term, in accordance with the University billing, refund and withdrawal policy.

11. Other business

There was no other business to bring before the meeting.

12. Adjournment

The Chair declared the meeting adjourned at 4:25 p.m.



Danielle Tessier
Secretary of the Board of Governors