

BOARD OF GOVERNORS

PUBLIC SESSION MINUTES

Thursday, March 28, 2023

Senate Chambers Room 1079

5:45 pm – 7:15 pm

Present: A. Alexander, A. Beswick, J. Henley, J. McKay – CHAIR, D. McIntosh, T. Morrison, P. Mullins, G. Payne, G. Stewart, T. Whitcombe, C. Wishart

Absent: I. Agoston, D. Den Duyf, M. Reed – VICE-CHAIR,

Governance: K. Howitt (Senior Governance Officer), A. Parent (Governance Officer – Recording), M. Rennie (Governance Coordinator)

Administration: L. Haslett (Associate Vice-President, Administration) A. Lucarelli (Executive Director – Strategy and Staff), W. Rodgers (Vice-President Academic & Provost), R. Somani (Vice-President Finance and Administration),

The meeting Commenced at 5:48 pm

1. **Acknowledgement of Territory**

The Chair acknowledged the First Nations territories on which we work and live.

2. **Chair's Remarks**

- **Declarations of Conflict**

T. Whitcombe declared conflict for item 7.i.d. New Program in Biochemistry.

- **Correspondence Received**

The Chair reported that correspondence has been received from the Honorable Lisa Beare, Minister of Post-Secondary Education and Future Skills and that he has had an opportunity to meet with Minister Beare.

The Chair reported that correspondence has been received from Mary Sue Maloughney, Associate Deputy Minister, Crown Agencies Secretariat, Ministry of Finance on BC Public Appointees – Election Candidacy Policy

The Chair shared an invitation to the Post-Secondary Board Governance Workshop June 13-14, 2024 in Vancouver and encouraged Board members to attend.

The Chair reported that the Chancellor's review prior to reappointment process has been initiated and that the President's review prior to reappointment process will be initiated following the meeting. The Chair provided an update on CABRO posting and reported on the departure of Student Board members Kyndra Farrell and Dakota Den Duyf from the Board. Newly appointed student Board Members for terms starting April 1, 2024 – March 31, 2025:

- Graduate Student – Eric Dampson
- Undergraduate Student - Iliyan Lakhani

3. **Report from the Closed Session of the Board**

- **February 2, 2024**
 - Faculty Market Differential

4. **Approval of Agenda**

MOTION: 2024BP03.28.01 (C. Wishart/T. Whitcombe)
That, the Agenda for the Public Session of the March 28, 2024 meeting of the Board of Governors be approved as presented.
CARRIED

5. **Approval of Minutes**

a. **Public Session Minutes of February 2, 2024**

MOTION: 2024BP03.28.02 (G. Payne/T. Whitcombe)
That, the Public Session Minutes of the February 2, 2024 meeting of the Board of Governors be approved as presented.
CARRIED

6. **Business Arising from Previous Public Session Minutes**

None.

7. **Reports of Committees and Related Motions**

- (i) **Audit and Risk Committee** – G. Stewart, Chair
Written report received.

- a. **FIPPA Annual Statistical Report** (for discussion) – C. Ross (**Discussion 18 minutes**)
Report received and C. Ross presented on the Access, Privacy, and Records Management 2023 Report.
- b. **Enterprise Risk Management Quarterly Report and Presentation** – A. Adeniyi-Faleyeye (**Discussion 18 minutes**)
Report received and A. Adeniyi-Faleyeye presented on the Enterprise Risk Management Plan.

Items 7.c. d. and e. were discussed together. All three items were discussed at both the Audit and Risk and Finance and Investment Committees. The Board discussed where the funding for new programs comes from, how do they impact the university and our resources. The Board discussed ensuring that programs have the resources that they need. Dean Camp and Dean Roberts were present for questions and discussions. (**Discussion 9 minutes**)

c. **New Program Approval** – PhD in Engineering – W. Rodgers

MOTION: 2024BP03.28.03 (G. Stewart/T. Whitcombe)
That on the recommendation of the Audit and Risk and Finance and Investment Committees, the Board of Governors approves the new PhD in Engineering as recommended by Senate.
CARRIED

d. **New Program Approval** – PhD in Biochemistry - W. Rodgers

MOTION: 2024BP03.28.04 (G. Stewart/A. Beswick)
That on the recommendation of the Audit and Risk and Finance and Investment Committees, the Board of Governors approves the new PhD in Biochemistry as recommended by Senate.
CARRIED

e. New Program Approval – Graduate Certificate in Change Leadership - W. Rodgers

MOTION: 2024BP03.28.05 (G. Stewart/C. Wishart)
That on the recommendation of the Audit and Risk and Finance and Investment Committees, the Board of Governors approves the new Graduate Certificate in Change Leadership be as recommended by Senate.
CARRIED

(ii) **Finance and Investment Committee** – A. Beswick, Chair
Written report received.

a. Budget 2024/25 and Projection for 2025-28 – Presentation – R. Somani (Discussion 33 minutes)

The Vice-President, Finance and Administration and Director, Finance delivered a presentation on the Budget 2024/25: Ready: A transformational Journey of fiscal prudence and responsible investment. A discussion followed on how are we deciding where to prudently invest and how are we being strategic.

b. 2024/25 Consolidated Budget – R. Somani (Discussion 3 minutes)

MOTION: 2024BP03.28.06 (A. Beswick/C. Wishart)
That on the recommendation of the Finance and Investment Committee, the Board of Governors approves the approval of the 2024/25 Consolidated Budget, as presented.
CARRIED

c. Investment Advisory Committee Terms of Reference (Discussion 1 minute)
Item was approved in the Closed Session, motion noted below.

MOTION: 2024BC03.28.03 (A. Beswick/G. Payne)
That the Finance and Investment Committee recommends to the Board of Governors that the Investment Advisory Committee Terms of Reference be revised as presented.
CARRIED

a. Family Nurse Practitioner Capital Project – FNP Expansion at the Wood Innovation Design Centre: Contract Award – R. Somani/L. Haslett (Discussion 1 minute)

MOTION: 2024BP03.28.07(A. Beswick/P. Mullins)
That on the recommendation of the Finance and Investment Committee, the Board of Governors approves to award a contract to IDL Projects Ltd. for a value not to exceed \$0.95M, to provide Construction Services for the Capital Renovations on the 4th floor of the Wood Innovation Design Centre, as presented
CARRIED

d. Scholarships, Bursaries and Awards – P. Wood-Adams (Discussion 1 minute)

MOTION: 2024BP03.28.08(A. Beswick/P. Mullins)
That on the recommendation of the Finance and Investment Committee, the Board of Governors approves the scholarships, bursaries and awards as recommended and approved by the UNBC Senate, for the period February 2024 – March 2024, as presented.
CARRIED

(iii) **Governance and Human Resources Committee** – J. McKay, Chair
Written report received.

a. Presidential Related Policies and Procedures – J. McKay/K. Howitt (Discussion 4 minutes)

Items 7.iii.a. 1 to 8 were approved as an omnibus motion.

1. Appointment and Reappointment of the President and Vice-Chancellor Policy

MOTION: 2024BP03.28.9 (C. Wishart/P. Mullins)
That on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves the Appointment and Reappointment of the President and Vice Chancellor Policy as presented.
CARRIED

2. Search and Recommendation for the Selection of the President and Vice-Chancellor Procedures

MOTION: 2024BP03.28.10 (C. Wishart/P. Mullins)
That on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves the Search and Recommendation for the Selection of the President and Vice Chancellor Procedures as recommended by Senate.
CARRIED

3. Repeal Selection Procedures for the Search Committee for the President and Vice-Chancellor

MOTION: 2024BP03.28.11 (C. Wishart/P. Mullins)
That on the recommendation of the Governance and Human Resources Committee, the Board of Governors repeals the Search Committee for the President and Vice-Chancellor (2011 as recommended by Senate.
CARRIED

4. Review of the President and Vice-Chancellor Prior to Reappointment Procedures

MOTION: 2024BP03.28.12 (C. Wishart/P. Mullins)
That on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves the President and Vice-Chancellor Prior to Reappointment Procedures as presented.
CARRIED

5. Repeal Committee for Review of the President Prior to Reappointment Terms of Reference

MOTION: 2024BP03.28.13 (C. Wishart/P. Mullins)
That on the recommendation of the Governance and Human Resources Committee, the Board of Governors repeals the Committee for Review of the President Prior to Reappointment Terms of Reference (1999).
CARRIED

6. Review of the President and Vice-Chancellor Policy

MOTION: 2024BP03.28.14 (C. Wishart/P. Mullins)
That on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves the Review of the President and Vice-Chancellor Policy as presented.
CARRIED

7. Review of the President and Vice-Chancellor Procedures

MOTION: 2024BP03.28.15 (C. Wishart/P. Mullins)
That on the recommendation of the Governance and Human Resources Committee, the Board of

Governors approves the Review of the President and Vice-Chancellor Procedures as presented.
CARRIED

8. Repeal Annual Presidential Review Policy and Procedures

MOTION: 2024BP03.28.16 (C. Wishart/P. Mullins) *That on the recommendation of the Governance and Human Resources Committee, the Board of Governors repeals the Annual Presidential Review Policy and Procedures (2017).*
CARRIED

- a. **Board of Governors Code of Ethical Conduct and Annual Signing – J. McKay**
(Discussion 1 minute)

MOTION: 2024BP03.28.17 (A. Beswick/A. Alexander)
That on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves the revised Board of Governors Code of Ethical Conduct, as presented.
CARRIED

- b. **Quarterly Board of Governors Appointment Delegation Policy Report** (for information) – L. Haslett **Discussion 4 minutes)**
Report received and discussed. It would be useful if we could flag renewed and changed positions versus new positions.
- b. **Annual Schedule of Board Meetings – J. McKay**
Schedule received and discussed. The October Board meeting will be in Fort. St. John.

8. Primary Focus for May Meeting – Financial Statements 2024 Board of Governors Meeting

- Mandate Letter/Minister Letter
- Audit Findings Report
- Presentation and Approval of Financial Statements
- FTE Audit Report to March 31
- Executive Compensation Disclosure

9. Mandatory and Standing Reports – Public Session

- a. **Report of the President – G. Payne**
- Regular Report
Written report received and discussed. The Board discussed the changes in structure for the offices of Research, Innovation and External Relations, including the move of Communications and Marketing from the President's portfolio to the Vice President Research and Innovation portfolio. There is an alignment with the research portfolio, but Communications and Marketing remain pan-institutional regardless of this change in reporting. One of our highest priorities remains domestic, undergraduate recruitment. The President reported that the Associate Vice President, Research Operations and the Associate Vice President, Strategy and Outreach are interim and term positions during the pilot period of these positions.
 - Senate Update (verbal)
 - Regular Senate meetings were held in November, January, February and March.
 - A Joint Board and Senate Session was held February 2, 2024 – *UNBC: Preparing the 21st Century University Student for Research and the Labour Market*
 - Senate continues its usual business of course revisions, approvals and other calendar update, including approval of New Academic Programs, approval of many calendar revisions or new scholarships, awards and bursaries, approval of a Dean's List, approval of the 2024-2025 Academic dates

- Senate continues discussions on the Use of Artificial Intelligence (AI) and an AI Task Force was struck.
- Senate has discussed the Digital Transformation project.
- Senate has discussed Enrollment.
- Senate has discussed the Sexual Violence Misconduct Policy and the Sexual Violence Misconduct Response Procedures and UNBC reporting procedures.
- Senate has discussed the position of the Associate Vice President People, Equity, and Inclusion.
- Senate has discussed Privileged Access Management. A task force was struck, and Senate received a presentation.

b. Public Reports of the Vice-Presidents, written

- Vice-President Academic and Provost – W. Rodgers
Written report received and discussed.
- Vice-President, Finance and Administration – R. Somani
Written report received and discussed.
- Vice-President, Research and Innovation – P. Wood-Adams
Written report received and discussed.

10. Other Business

• **Schedule of Upcoming UNBC Events**

- Staff Appreciation Breakfast – April 24
- Donor Recognition – April 24
- Spring Open House Conversion Event
- Red Dress Day – May 5
- Faculty Recognition Event – May 23
- Red Shirt Day – National Accessibility Day – May 29
- Special Board Meeting - May 30
The Chair reported that the May 30th Board meeting will be held via zoom only.
- Convocation – May 31

For more UNBC events, please visit www2.unbc.ca/events

11. Adjournment

MOTION: 2024BP03.28.18 (T. Whitcombe)
That the Board Public Session be adjourned.
CARRIED

Adjourned at 7:24 pm.