

BOARD OF GOVERNORS

SPECIAL PUBLIC SESSION MINUTES

Thursday, May 30, 2024

Zoom Only

9:00 am – 10:00 am

Present – I. Agoston, A. Alexander, A. Beswick, J. Henley, J. McKay - CHAIR, T. Morrison, P. Mullins, G. Payne, G. Stewart, T. Whitcombe,

Regrets: E. Dampson, C. Wishart

Absent: Iliyan Lakhani, Darlene McIntosh, M. Reed – VICE-CHAIR,

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

Administration: A. Lucarelli (Executive Director – Strategy and Staff), B. Owen (Interim Vice-President Academic & Provost), R. Somani (Vice-President Finance and Administration), P. Wood-Adams (Vice-President Research and Innovation)

The meeting Commenced at 9:01 am.

1. **Acknowledgement of Territory**

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

2. **Chair's Remarks**

The Chair welcomed everyone to the meeting.

- **Declarations of Conflict**
The Chair asked if on reviewing the agenda, if any member of the Board believes they may have a conflict with any item that it be declared.

- **Correspondence Received**
No correspondence for the Public Session has been received.

The Chair reported that Jim Martin has been appointed to the Board of Governors beginning July 31, 2024.

The Chair reported that the Review of the President Prior to Re-appointment ongoing. A recommendation is expected for the June 2024 quarterly meeting.

The Review of the Chancellor Prior to Re-appointment Committee has completed their work and a motion will be moving forward in the Closed Session.

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

- a. **March 28, 2024**
- i. Discussion Indigenous Identity Verification
 - ii. Cyber Security Presentation

- iii. Investment Advisory Committee – Update Committee Composition
Appointments/Reappointments
- iv. Budget Discussion and Questions
- v. President’s Recommendation for Tenure & Promotion
- vi. UNBC Naming Opportunities
- vii. Governance Report – Action Items for 2024

4. Approval of Agenda

MOTION: 2024BP05.30.01 (G. Stewart/G. Payne)
That the Agenda for the Public Session of May 30, 2024, of the Board of Governors be approved as presented.
 CARRIED

5. Approval of Minutes

a. Public Session Minutes of March 28, 2024

MOTION: 2024BP05.30.02 (G. Stewart/G. Payne)
That the Public Session Minutes of March 28, 2024, of the Board of Governors be approved as presented.
 CARRIED

6. Business Arising from Previous Public Session Minutes

7. Reports of Committees and Related Motions

(i) Audit and Risk Committee – G. Stewart, Chair

The Committee Chair reported that the Audit and Risk Committee met earlier in the week Board meeting. The Committee received a presentation from KPMG regarding their audit review finding.

- Reviewed misstatements identified and compared against the materiality threshold of the audit.
- Identified some allocation challenges resulting from the 2023-2024 cutoff last year.
- Discussed the banks reconciliation and the amount of work done on the reconciliation over the past years
- Addressing the reconciliation this year allows the Finance team to stay up to date on the reconciliation and adopt industry best practices.
- Reviewed the risks of material misstatements, the steps taken by KPMG to assess the risks and KPMG’s assessment that note issues were noted in testing.

C. Nephtali from KPMG discussed the Audit Findings report.

a. Audit Findings Presentation – KPMG Audit Representatives – C. Naphtali

b. Presentation and Approval of Financial Statements – R. Somani
 The Consolidated Financial Statements were reviewed and discussed.

MOTION: 2024BP05.30.03 (G. Stewart/J. McKay)
That, on the recommendation of the Audit and Risk Committee, the Board of Governors approves the University of Northern British Columbia’s Consolidated Financial Statements for the year ended March 31, 2024.
 CARRIED

- c. **UNBC Enrollment Audit – Annualized FTE Audit Report** – B. Owen
Report received. The Board discussed the focus to increase enrollment and re-initiating the Strategic Enrollment Management group and the importance of retention.
- (ii) **Finance and Investment Committee** – A. Beswick, Chair
No report
- (iii) **Governance and Human Resources Committee** – J. McKay, Chair
 - a. **MOU between UNBC and TRU** – B. Owen

MOTION: 2024BP05.30.04 (G. Payne/A. Beswick)
That on the recommendations of the Governance and Human Resources Committee and the UNBC Senate, the Memorandum of Understanding between UNBC and Thompson Rivers University related to graduate education be approved as proposed.
 CARRIED

- b. **Executive Compensation Disclosure – for information** – R. Somani
Report received. Following this meeting the attestation letter is to be signed by the Board Chair.

8. **Other Business**

- a. Annual Schedule of Board Meetings 2024 – for information – J. McKay
Schedule received and discussed. The October Board meeting will be in Fort. St. John. For the fall of 2025 our quarterly Board meeting will be held on the Nisga'a lands in the Nass Valley at the Wilp Wilxo'oskwhl Nisga'a Institute (WWNI).
- b. Schedule of Upcoming UNBC Events
 - **Class of 2024 Convocation - May 31, 2024**
Location: Northern Sport Centre, Prince George
 - **Class of 2024 Graduate Campus Celebrations**
 - Northwest campus (Terrace, B.C.) - June 3, 2024
Location: R.E.M. Lee Theatre
 - Wilp Wilxo'oskwhl Nisga'a Institute (Gitwinksihlkw, B.C.) - June 4, 2024
Location: Ts'oohl Ts'ap Memorial Centre
 - South-Central campus (Quesnel, B.C.) - June 6, 2024
Location: UNBC South-Central Campus Atrium
 - Northeast campus (Fort St. John, B.C.) - June 7, 2024
Location: Pomeroy Hotel & Conference Centre

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

9. **Adjournment**

MOTION: 2024BP05.30.05 (P. Mullins)
That the Board Public Session be adjourned.
 CARRIED

Adjourned at 9:59 am.