

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

Held on Friday, June 7, 2013, at 2 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: Mr. Norman Hébert jr., *Chair*, Dr. Shimon Amir, *Vice-Chair*, Me Antoinette Bozac, Mr. Craig Buchanan, Mr. Erik Chevrier, Me Francesco Ciampini, Prof. Daniel Cross, Mr. Howard Davidson, Mr. Jean-Pierre Desrosiers, Ms. Hélène Fortin, Ms. Lex Gill, Dr. Norman Ingram, Ms. Mélanie La Couture, Me John Lemieux, Dr. William Lynch, Mr. Jacques Lyrette, Mr. Tony Meti, Me Marie-José Nadeau, *Vice-Chair*, Mr. Michael Novak, Dr. Alan Shepard, *President and Vice-Chancellor*, Ms. Annie Tobias

Alternate Governor: Mr. Andrew Roberts

Also attending: Mr. Philippe Beauregard, Dr. Graham Carr, Mr. William Cheaib, Mr. Roger Côté, Me Bram Freedman, Mr. Patrick Kelley, Ms. Marie Claire Morin, Dr. Lisa Ostiguy

ABSENT

Governors: Mr. Jeff Bicher, Mr. Tim Brodhead, Prof. Jean Freed, Dr. Lawrence Kryzanowski

Non-voting Observer: Mr. L. Jacques Ménard, *Chancellor*

1. **Call to Order**

Mr. Hébert called the meeting to order at 2:07 p.m., acknowledging the service of those Governors whose term is ending on June 30: Prof. Daniel Cross, Mr. Howard Davidson, Ms. Lex Gill, Dr. Lawrence Kryzanowski, Mr. Tony Meti and Mr. Andrew Roberts.

1.1 **Approval of the Agenda**

Upon motion duly moved and seconded (Davidson, Buchanan), it was unanimously
RESOLVED:

R-2013-5-1 *That the Agenda of the Open Session meeting be approved.*

CONSENT2. Approval of April 26, 2013 Minutes

R-2013-5-2 *The Minutes of the Open Session meeting of the Board of Governors held on April 26, 2013, were approved by consent.*

3. Report on compliance with fiscal requirements (Document BG-2013-5-D1)

The report of the Chief Financial Officer on compliance with fiscal requirement was provided for information purposes.

4. Report on compliance with environmental legislation and health and safety regulations (Document BG-2013-5-D2)

The report of the Vice-President, Services on compliance with environmental legislation and health and safety regulations was provided for information purposes.

5. Sundry fees report (Document BG-2013-5-D3)

The annual report on sundry fees created or revised during the academic year was provided for information purposes.

Responding to a comment and query regarding the high percentage of the rent increases, Mr. Côté said that they are modulated depending on the facility and the cost of improvements. While one facility's rent was increased by 4.38% following several million dollars of investments, the average increase is 2.20% in conformity with the guidelines prescribed by the Régie du Logement.

6. Strategic Research Plan 2013-2018 (Document BG-2013-5-D4)

The Strategic Research Plan 2013-2018, approved by Senate at its meeting of May 17, 2013, was provided for information purposes.

7. Name change of the Department of Decision Science and Management Information Systems to Supply Chain and Business Technology Management (Document BG-2013-5-D5)

R-2013-5-3 *On recommendation of Senate, the name change of the Department of Decision Science and Management Information Systems to the Department of Supply Chain and Business Technology Management was approved by consent.*

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 (Document BG-2013-5-D6)

In addition to his written report, Dr. Shepard urged Governors to attend next week's convocation ceremonies which will include a great roster of honorands.

Further to a meeting held on June 6, CREPUQ will be reorganized under a new name. While it will cease to provide advocacy and lobbying services, it will maintain other important services such as the inter-library loan service, group insurance and data collection and analysis for government reporting purposes. A transition committee has been established to work out the details.

Referring to a recent article published in *La Presse* which contained inaccuracies about the level of compensation increases for the University's management between 1997 and 2009, Dr. Shepard explained that in 2008/2009 the University changed the way it categorized 96 existing positions in the annual Bill 95 report, the category focused on by *La Presse*. This shift in reporting personnel accounts for a large part of the perceived increase.

10. Finance Committee recommendations

10.1 2013/2014 Operating budget (Document BG-2013-5-D7)

Mr. Kelley made a presentation detailing the planning landscape, the major issues facing the University, the revenue assumptions, and the revenue and expense projections for the next three budget cycles, the details of which are outlined in Document BG-2013-5-D7. The key elements which informed the budget process for 2013/2014 are summarized as follows:

- Repaying the 2012/2013 deficit and spreading the government mandated \$13.2 million in operating cuts for 2013/2014 over several years.
- Balancing revenues with rising year-over-year costs for salaries, benefits and pensions as well as utilities.
- Adjusting to the expected end of the government's temporary relief measures for funding deficiencies in pension plans, a challenge faced by the vast majority of universities.
- Reducing the University's reliance on enrolment growth to balance the budget.

Measures to address the mandated budget cuts include cost reductions of 2.5% in the academic sector and 6.6% in the administrative sectors. Based on the foregoing, a small surplus of \$99,300 is projected for 2013/2014. Further to the presentation, a discussion ensued, during which Mr. Kelley and Dr. Shepard responded to questions.

Upon motion duly moved and seconded (Meti, Desrosiers), it was unanimously RESOLVED:

R-2013-5-4 *That, on recommendation of the Finance Committee, the Board of Governors approve the 2013/2014 Operating budget, outlined in Document BG-2013-5-D7.*

10.2 Modifications to the Policy on Contract Review, Signing and Required Approvals (Document BG-2013-5-D8)

Me Freedman noted that the proposed changes to this policy were presented at the last Board meeting, and that the wording of articles 25 and 26 had been modified further to comments raised at the meeting.

Upon motion duly moved and seconded (Meti, Davidson), it was unanimously RESOLVED:

R-2013-5-5 *That, on recommendation of the Finance Committee, the Board of Governors approve the modifications to the Policy on Contract Review, Signing and Required Approvals (Policy BD-1), as set out in Document BG-2013-5-D8.*

11. Human Resources Committee recommendations

Mr. Hébert reminded Governors that the Human Resources Committee had done a substantial amount of work in reviewing the By-Laws as well as the search, remuneration and evaluation policies to implement the PwC recommendations. Some comments on language had been received by Ms. Tessier prior to the meeting and those will be incorporated into the relevant documents.

The Chair of the Human Resources Committee, Ms. Tobias, summarized the main changes being proposed to the By-Laws and the policies.

11.1 Amendments to the By-Laws (Document BG-2013-4-D9)

Further to some Governors expressing discomfort with part of the wording found in articles 11 and 30 as being too broad and open to interpretation, it was agreed to amend both articles by deleting "*or any action by a member/Governor that may negatively reflect on the University*" as a cause for removal.

With respect to article 34, an amendment was proposed that a unanimous vote be required when using email polling to take decisions in order for those decisions to be valid. However, this amendment was defeated.

Upon motion duly moved and seconded (Tobias, Davidson), it was RESOLVED by the required 60% majority:

R-2013-5-6 *That, on recommendation of the Human Resources Committee and the Governance and Ethics Committee, the Board of Governors approve the amendments to the By-Laws, outlined in Document BG-2013-5-D9, as amended.*

11.2 Amendments to the senior administrative appointment policy (Document BG-2013-5-D10)

Dr. Lynch conveyed several reasons why he could not support the appointment policy and indicated that some of his comments applied to the evaluation policy under item 11.3. Save for the President's committees, the policies no longer provide for ratification by the Board of any of the memberships, which reduces the transparency. At the very least, he felt that a formal mechanism to record these committee memberships should be codified in a publicly accessible place. In response to this concern, it was agreed that the Secretary of the Board will provide a report for the Board's information outlining the memberships.

Dr. Lynch was troubled by the decrease of faculty representation on some committees which, he asserted, is in violation of the CUFA collective agreement. He was also very concerned with the removal of the public presentation, opining that a totally closed process feels as if the Dean is being handed to the Faculty by the central administration, adding that the input from the community can validate a committee member's sentiment, allowing thereby improving the selection process.

While acknowledging those concerns, Mr. Hébert responded that the removal of the public process flows from the EGRC recommendation which has the ultimate objective of recruiting the best candidates, and the elimination of public presentation is removing one obstacle to achieve that objective. With respect to the composition of the committees, it was noted that the overall consideration was to have slightly smaller committees while maintaining the percentage of full-time faculty.

Further to discussion, it was underlined that the composition of the advisory search committee as well as that of the evaluation committee for the Dean of the School of Extended Learning was problematic and needed to be revisited. It was agreed that the implementation of the relevant articles be suspended and that the Human Resources Committee review same and bring back a proposal for Board approval.

Upon motion duly moved and seconded (Tobias, Davidson), it was RESOLVED by the required 60% majority:

R-2013-5-7 *That, on recommendation of the Human Resources Committee, the Board of Governors approve the amendments to the Rules and Procedures for Senior Administrative Appointments (Policy BD-5), henceforth Policy on Senior Administrative Appointments (Policy BD-5), outlined in Document BG-2013-5-D10, as amended; and*

That the implementation of article 31 regarding composition of the advisory search committee for the Dean of the School of Extended Learning be suspended to allow for a review and recommendation by the Human Resources Committee.

11.3 Amendments to the senior administrative remuneration and evaluation policies (Document BG-2013-5-D11)

Mr. Chevrier made the point that he could not support the recommendation because the remuneration of senior administrators was too high in these difficult times.

Upon motion duly moved and seconded (Tobias, Davidson), it was RESOLVED by the required 60% majority (Chevrier and Gill requesting that their dissent be recorded in the Minutes):

R-2013-5-8 *That, on recommendation of the Human Resources Committee, the Board of Governors approve the amendments to the Evaluation Procedures for Senior Academic Administrators and for the President and Vice-Chancellor prior to the Expiry of their First Mandate (Policy BD-8) and the Policy concerning the Remuneration of Senior Administrators (Policy BD-11), henceforth Policy on the Remuneration and Evaluation of Senior Administrators (Policy BD-8), outlined in Document BG-2013-5-D11, as amended, subject to government approval; and*

That the implementation of article 40 regarding composition of the evaluation committee for the Dean of the School of Extended Learning be suspended to allow for a review and recommendation by the Human Resources Committee.

11.4 Remuneration and evaluation guidelines for academic administrators (Document BG-2013-5-D12)

Pursuant to a query, Me Freedman noted that Appendix 2 (stipends for associate deans) of the guidelines will be updated on an annual basis.

Upon motion duly moved and seconded (Tobias, Davidson), it was unanimously RESOLVED:

R-2013-5-9 *That, on recommendation of the Human Resources Committee, the Board of Governors approve the Remuneration and Evaluation Guidelines for Academic Administrators (Policy HR-40), as outlined in Document BG-2013-5-D12.*

11.5 Remuneration and evaluation guidelines for non-academic administrators (Document BG-2013-5-D13)

Upon motion duly moved and seconded (Tobias, Davidson), it was unanimously RESOLVED:

R-2013-5-10 *That, on recommendation of the Human Resources Committee, the Board of Governors approve the Remuneration and Evaluation Guidelines for Managerial and Other Employees not Governed by a Collective or Other Agreement (Policy HR-39), as outlined in Document BG-2013-5-D13.*

12. Update on the search committee for a Dean of the Faculty of Engineering and Computer Science (Document BG-2013-5-D14)

Mr. Hébert explained that the search committee for the Dean of the Faculty of Engineering and Computer Science was established on January 30, 2013 under the previous search procedures.

Given that we have just now approved a revised appointment policy, it is proposed that the Board dissolve the Committee, since it will be reconstituted by the President, in accordance with the composition provided in the new policy. However, the individuals already appointed under the previous composition will remain.

Upon motion duly moved and seconded (Shepard, Davidson), it was unanimously RESOLVED:

R-2013-5-11 *That the Board of Governors approve the dissolution of the search committee for the Dean of the Faculty of Engineering and Computer Science established by the Board on January 30, 2013.*

13. Collection of graduate student fee levies (Document BG-2013-5-D15)

Upon motion duly moved and seconded (Chevrier, Gill), it was unanimously RESOLVED:

R-2013-5-12 CSU Off-Campus Housing and Job Bank
That the Board of Governors authorize the University to collect a fee levy of \$1.25 per semester from all graduate students to provide graduate students with full access to the services offered by the CSU Off-Campus Housing and Job Bank (HOJO), to be implemented with registration for the Fall 2013 term (2013/2), in accordance with the University billing, refund and withdrawal policy.

GSA Advocacy Center

That the Board of Governors authorize the University to collect an increased fee levy of \$2.50 per semester (increase of \$1.50 per semester from \$1.00 per semester) from all graduate students to support the GSA Advocacy Center, to be implemented with registration for the Fall 2013 term (2013/2), in accordance with the University billing, refund and withdrawal policy.

Sustainability Action Fund

That the Board of Governors authorize the University to collect a fee levy of \$1.25 per semester from all graduate students to support the Sustainable Action Fund, to be implemented with registration for the Fall 2013 term (2013/2), in accordance with the University billing, refund and withdrawal policy.

14. Other business

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

15. Adjournment

The meeting was adjourned at 4:00 p.m.

Danielle Tessier
 Secretary of the Board of Governors