

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

Held on Wednesday, September 18, 2019, 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, *Vice-Chair*, Françoise Bertrand, Jeff Bicher, Patrice Blais, Antoinette Bozac, Ken Brooks, William Bukowski, Graham Carr, *President and Vice-Chancellor*, Jarrett Carty, Gina P. Cody (*via telephone*), Daniel Cross, Adriana Embiricos, Chris Kalafatidis, Claudine Mangen, Frédérica Martin, *Vice-Chair*, Michael Novak, Karan Pande, Georges Paulez, Ted Stathopoulos

Alternate Governor: Nicholas Bailey

Also attending: Philippe Beauregard, Sylvie Bourassa, William Cheaib, Paul Chesser, Denis Cossette, Roger Côté, Nadia Hardy, Frederica Jacobs, Lisa Ostiguy, Anne Whitelaw

ABSENT

Governors: Rana Ghorayeb, Kim Thuy Ly Thanh, Philippe Pourreaux, Suzanne Sauvage

Non-voting observer: Jonathan Wener, *Chancellor*

1. **Call to Order**

Mr. Hébert called the meeting to order at 4:07 p.m. He welcomed and introduced the new members and apprised Governors of Tony Loffreda's resignation from the Board further to his appointment to the Canadian Senate. The Governance and Ethics Committee will be looking into proposing a candidate to fill the vacancy in due course.

1.1 **Adoption of the Agenda**

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

R-2019-6-4 *That the Agenda be approved, including the items on the Consent Agenda.*

CONSENT2. Adoption of June 17, 2019 Minutes

R-2019-6-5 *That the Minutes of the meeting of the Open Session of June 17, 2019 be approved.*

3. Requests for the use of the Concordia name (Document BG-2019-6-D2)

R-2019-6-6 *That, subject to the conditions set out in the Policy on the Use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Character and Digital Presence (SG-4), the Board of Governors approve the following requests to use the Concordia name:*

- *Concordia Mindfulness on the Go*
- *Concordia Yoga Club*
- *Women in STEM at Concordia*

4. Borrowing from Financement-Québec (Document BG-2019-6-D3)

R-2019-6-7 *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 2020, lui permettant d'emprunter à long terme auprès de Financement-Québec, pour un montant n'excédant pas 131 084 516 \$;*

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 le ministre de l'Éducation et de l'Enseignement supérieur (le « Ministre ») a autorisé l'institution du présent régime d'emprunts, selon les conditions auxquelles réfère sa lettre du 11 septembre 2019;

IL EST RÉSOLU:

1. *QU'un régime d'emprunts, valide jusqu'au 30 juin 2020, 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 131 084 516 \$, 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 le 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 le 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 recommendation regarding Interfund transfers for the year ended April 30, 2019 (Document BG-2019-6-D4)

R-2019-6-8 *That, on recommendation of the Audit Committee, the Board of Governors approve the interfund transfers disclosed under Note 16 to the financial statements for the fiscal year ended on April 30, 2019.*

REGULAR

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-2019-6-D5)

Dr. Carr noted that Concordia turned 45 and, despite being a young university, is doing remarkably well on many fronts, including global rankings, which speaks to Concordia's strong international presence.

As complimentary information to his written report, he apprised the Board of his recent trip to Hong Kong, along with Paul Chesser, to underline the 20th anniversary of the Hong

Kong Alumni Foundation as well as their attendance last Monday at the Walrus Talk in New York City, which is part of the Thinking Out Loud podcast and events series, the first to be held outside of Canada.

The President noted over \$15 million in new research funding had been received during the course of the summer, as detailed in his report. He congratulated Guylaine Beaudry who will be inducted into the Royal Society of Canada (RSC) and Alice Ming Wai Jim who will be inducted into the RSC's College of New Scholars, Artists and Scientists.

He updated Governors on the status of some infrastructure projects on both campuses. He also spoke about the ongoing mandatory sexual violence awareness and prevention training across the University, noting that the training video, developed by the Sexual Assault Resource Centre in collaboration with KnowledgeOne, has been adopted by several other post-secondary higher education institutions in Quebec and elsewhere in Canada. The deadline for completing the training is October 4, 2019.

He concluded his report by urging Board members to participate in Homecoming, which kicked off yesterday, and to participate in and/or to sponsor a participant in the Shuffle which will be held on September 27.

8. Audit Committee recommendation regarding Audited financial statements for the year ended April 30, 2019 (Documents BG-2019-D6 and D7)

In his introduction of this item, the Chair of the Audit Committee, Mr. Paulez, said that KPMG was appointed as the University's external auditors in the Fall 2018 and has therefore completed its first audit of Concordia's financial statements. Meetings were held between KPMG and management to understand the audit approach. The audit report confirms that the financial statements present fairly the University's financial position and were prepared in accordance with the Canadian Accounting standards for non-profit organizations.

Mr. Cossette noted the year's financial highlights as follows:

- ✓ the operation fund is in line with the budget approved by the Board;
- ✓ a 23.7% increase of activity in the research fund, from \$38.9 million to \$48.1 million;
- ✓ a capital investment of \$92.5 million, up from \$54 million in 2017-2018 as well as the issuance of \$75 million, including \$25 million in sustainable bonds;
- ✓ an increase in endowment funds, from \$2.8 million last year to \$10.5 million this year; and
- ✓ a 10.19% increase in academic activities and support over 2017-2018, representing twice the increase in institutional services and support.

Mr. Cossette presented the statement of Operations and changes in fund balances, showing the results before and after the interfund transfers. He also explained that while the operating budget and Ministry's SIFU report record future benefits on a cash basis, the audited financial statements record future benefits on an accrual basis, which explains the variance in the net result of the financial statements with the operating budget and SIFU.

While the third-quarter results projected a small surplus and that the University ended its financial year with a \$ 785 000 structural operating surplus, the final results show a net operating deficit of \$3.667 million, which includes \$4.452 million of non-recurring items with respect allowance for doubtful accounts attributable to the situation facing international students in some countries, adjustment provisions for collective agreements and funding of some start-up activities.

Mr. Cossette reviewed the evolution of tuition revenue and grant revenue, which includes an increase in the government grant attributable to changes to the funding formula. He recapitulated the capital investments and funding, underlining that the University continues to comply with the thresholds established in its *Capital Assets Management and Financing Policy* and concluded his review by summarizing the areas of priority for next year.

R-2019-6-9 *Upon motion duly moved and seconded, it was unanimously RESOLVED:*

That, on recommendation of the Audit Committee, the Board of Governors approve the financial statements for the fiscal year ended on April 30, 2019 as prepared by Concordia University and audited by the external auditors, KPMG; 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-2019-6-D8)

Mr. Côté presented the highlights of the report which covers the reporting period for the second quarter of 2019.

10. Annual report from the Ombuds Office (Document BG-2019-6-D9)

Ombudsperson Amy Fish presented the highlights of the annual report, including some key statistics. To illustrate the type of concerns and issues the Ombuds Office deals with on a regular basis, Ms. Fish provided three examples, two involving undergraduate students and one involving a former graduate student.

She was pleased to inform the Board that she had encountered no major problems throughout the year and underlined the University's commitment to openness and fairness.

11. Annual report from the Office of Rights and Responsibilities (Document BG-2019-6-D10)

Director and Senior Advisor Lisa White summarized the mandate of the Office of Rights and Responsibilities (ORR) and presented the highlights of the annual report, including some key statistics.

To illustrate the type of situations that ORR deals with on a regular basis, Ms. White shared three narratives, the first involving two students, the second involving two

students, one of whom was also a casual employee, and the third involving a group of students and a professor.

12. Presentation on Student Success Centre

Laura Mitchell, Director, Student Success Centre, gave a power point presentation. She noted that the Centre recently opened in its new space on the 7th floor of the Hall Building, which now brings together services previously spread across various locations. She explained that students have varying ideas of what constitutes success, and that the aim of the Centre is to be a welcoming community working collaboratively to engage and empower every student to achieve individual, academic and professional success.

The Centre is staffed by 25 professional employees and 100 paid student employees who also act as mentors. Dr. Mitchell explained that the Centre is not just for students in poor or failed academic standing in need of support but also for any new student or any student who is performing well but wants to go further.

She showed some slides of the bright, new space, which is accessible and custom-designed as well as some of the Centre's resource rooms and study spaces. At this point only 2/3 of the Centre is open. Phase 2 of the project should be completed in a few months. The Centre also shares the floor with the People's Potato and the Concordia Student Union, making it one of the most populated floors on campus.

Dr. Mitchell provided an overview of the various services offered via one-on-one appointments to help remedy or improve academic performance, such as writing skills, reading effectively, presentation, study strategies, dealing with anxiety, math skills, and time management. She also spoke of the events that are held, such as big career fairs, résumé clinics, etc.

She apprised Governors of the new skill development program for undergraduate students, entitled *FutureReady*, designed to help them develop the skills they need to successfully transition from university into the workplace. This new program is akin to the *GradProSkills* program offered to graduate students.

Dr. Mitchell shared a pre-course and post-course comment of a failed student who completed the University Skills for Success (UNSS) course, which showed a turnaround in this student's attitude. She concluded her presentation by summarizing the Centre's strategic advantages in recruitment, retention and connection.

13. Other business

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

14. Adjournment

The meeting adjourned at 5:30 p.m.

D. Tessier

Danielle Tessier
Secretary of the Board of Governors