



ST. JEROME'S UNIVERSITY

Board of Governors

Minutes of the Thursday, December 5, 2019 Meeting

Present: Mary Ellen Cullen (Chair), Frank Boerboom, Cheri Chevalier, Ernie Doyle, Anne Jamieson, Scott Kline, Ken Lavigne, Tony MacKinnon, Ted McKechnie, Murray McDermott, Michael Pautler, Lauren Pazzano, Bruce Rodrigues, Toni Serafini, Cristina Vanin, Joe Varamo, Mark Wendland

Resources: Mike Gourlay, Executive Director, Finance and Administration; Cristina Vanin, Interim Vice President Academic and Dean; Katrina Kaczala, Recording Secretary

Guests: Michelle Metzger, Service Learning Coordinator; Lillian Carvalho, SJU in Peru Student; Dan Muncan, Investment Adviser, TD

Regrets: Steven Bednarski, Chris Roehrig, Kathy Smidt, Laura Zilney

OPEN SESSION

1. Prayer

The prayer was provided by M. Cullen

2. SJU in Peru Presentation

The members of the Board received a presentation about the SJU in Peru program from Michelle Metzger and Lillian Carvalho, the Service Learning Coordinator and one of the students who participated in the program. They described the SJU in Peru program including a course designed for students going on the trip, pre-departure preparations, the trip itself, and reintegration after the trip. Michelle and Lillian also discussed some of the experiences they had while travelling in Peru and answered questions from Board members.

Michelle Metzger and Lillian Carvalho left the meeting.

3. Chair's Remarks

The Chair thanked all the Committees for their work this year and thanked S. Kline and University administration for ensuring that St. Jerome's continue to be the best it can be between presidents.

The Chair mentioned an article that was published in the Record featuring Sexuality, Marriage and Family Studies students' creation of a display examining gender-based violence as December 6th approaches, the anniversary of the Montreal massacre.

Reminded the Board of the Board Christmas social occurring on Saturday, December 7th, 2019.

The Chair also mentioned the Board Workshop occurring February 6th, 2020. Bonnie Patterson has been retained to facilitate the workshop. She has a significant amount of experience with respect to university governance.

4. President's Remarks

S. Kline provided the Board a short presentation regarding:

- the Strategic Mandate Agreement 3 (SMA 3) timeline and implementation in 2020,
- highlights from the Universities Canada, including: student wellness, student experience, internationalization, and a report on equity, diversity, and inclusion (EDI)

S. Kline reminded the Board of the SJU Town Hall occurring December 6th at 1:30pm.

S. Kline also invited the Board to attend the vigil for the victims of the Montreal massacre as part of the National Day of Remembrance and Action on Violence Against Women occurring at the University of Waterloo on December 6th.

5. Agenda Review, Declare Conflicts, Additions, Changes

Motion: To approve the agenda as presented.

Moved: T. McKechnie, **Seconded:** T. MacKinnon, **Carried.**

Consent Agenda

6. Minutes of the October 3, 2019 Board of Governors Meeting

7. Updated Self-Assessment Skill Matrix Summary and Board Member Recruitment Material

8. Senate Council Membership: A Recommendation from Senate Council

9. Strategic Planning Update

10. Executive Committee Charter Additions

Motion: To approve and receive for information by consent items 6 to 10 above.

Moved: M. Pautler, **Seconded:** F. Boerboom, **Carried.**

Regular Agenda

11. Investment Management Update Presentation

The Board received a presentation from Dan Muncan, St. Jerome's University's Investment Adviser. Mr. Muncan provided a review of the University's portfolio, which included:

- an annual summary of the investment portfolio's performance,
- a review of the compliance audit process by which the Investment Adviser and their team implement responsible investing strategies so that investment practices align with the University's mission,
- a compliance audit to confirm the management of the portfolio is aligned with the University's investment policies, and

- a review of the portfolio statistics including the University's Environment, Social and Governance (ESG) portfolio score, compliance with the United Nations Global Compact Principles, and passing score of Business Involvement Exposure.

A Board member mentioned that St. Jerome's investment policy statement restrictions has made it difficult for the Investment Advisor and their team to ensure that we are in full compliance. The guidelines should be updated to ensure compliance can be measure and maintained.

Motion: To receive for information the bi-annual review of the management and performance of the University's investment portfolio.

Moved: M. Wendland, **Seconded:** E. Doyle, **Carried.**

Dan Muncan left the meeting.

12. Financial Update and Forecast

The financial update and forecast as of November 1, 2019 for the 2019-2020 fiscal year was presented and discussed.

The report included a summary of financial results, changes in revenue, changes in expenses, the institution's top five expenses, and details about salaries and benefits. Each topic highlighted the 2019-2020 budget compared to the forecast as of November 2019.

Motion: To receive for information the financial update and forecast as of November 1, 2019 for the 2019-2020 fiscal year.

Moved: F. Boerboom, **Seconded:** J. Varamo, **Carried.**

13. 2019 Risk Management Program Review

The Board received a presentation from the Executive Director, Finance and Administration, M. Gourlay, regarding the results of the 2019-2020 Risk Management Program, which included the University's risk management process, the inherent and residual risk, as well as the top risks that have been identified. M. Gourlay stated that there will be an annual risk identification process performed by each department identifying risks and creating an action plan for their department. In May 2020 the Board will be asked to review and affirm the institution's risk tolerance levels before launching the 2020-2021 program in June 2020.

Motion: To receive for information a review of the 2019 Risk Management Program.

Moved: E. Doyle, **Seconded:** T. McKechnie, **Carried.**

14. Senate Council and Board Communication

The Board received a request from Senate Council to initiate conversations regarding improving communication between the two bodies.

Motion 1: To receive the request from the SJU Senate Council that the Board of Governors initiate a conversation with Senate Council about improving communications between the two chambers.

Moved: T. Serafini, **Seconded:** T. McKechnie, **Carried.**

At their November meeting, the Governance Committee discussed how to respond to Senate Council's request. The Committee agreed that an *ad hoc* joint committee should be created to facilitate discussions concerning communications between the two bodies. The joint committee would include Board members from the Governance and Mission Committees and Senate Council members. Terms of reference for the joint committee were drafted to outline the responsibilities and scope of the committee.

Board members agreed that a joint committee would be beneficial in facilitating conversation with Senate Council. It was decided that Board members from the Mission and Governance Committees would be selected at the meetings scheduled in January 2020.

The committee's terms of reference outline that the committee will report to the Governance Committee in March 2020. As such, the Governance Committee will report the findings of the joint committee and provide recommendations for next steps to the Board at the April 2020 meeting.

Motion 2: To establish, along with SJU Senate Council, an *ad hoc* joint committee that is focused on facilitating communication between the Board of Governors and Senate Council, in accord with the attached terms of reference.

Moved: A. Jamieson, **Seconded:** M. Pautler, **Carried.**

15. St. Jerome's University Bylaw Review

The Governance Committee undertook a revision of the University's Bylaw in 2018, but due to pressing business at the time, the revisions were never brought to the Board for approval. As such, the Governance Committee has brought the revisions to the Board for approval.

The Board held a discussion regarding the definition of "Roman Catholic" and decided to strike the definition from the Bylaw.

Board members discussed the definition of "Student" under section 1.1(17), as well as that academic standing of Student Members as indicated in section 3.3(b). The Board requested that the discussion be tabled and requested that the Governance Committee revise the sections in question and bring recommendations back to the Board.

Board members also identified grammatical and formatting errors that will be addressed by the Governance Committee.

Motion: To table the approval of the St. Jerome's University Bylaw, 2018, to the next meeting to allow for reconsideration by the Governance Committee.

Moved: J. Varamo, **Seconded:** C. Chevalier, **Carried.**

16. New Business

There was no new business.

Motion: To adjourn to adjourn Open Session and move into Confidential Session.

Moved: F. Boerboom, **Seconded:** E. Doyle, **Carried.**

Mike Gourlay and Cristina Vanin left the meeting.

December 5, 2019
/kk

Mary Ellen Cullen
Chair of the Board of Governors