



ST. JEROME'S UNIVERSITY

BOARD OF GOVERNORS

Minutes of the Thursday, June 11, 2020 Meeting

Present: Mary Ellen Cullen (Chair), Mark Wendland (Vice Chair), Steven Bednarski, Frank Boerboom*, Cheri Chevalier, Ernie Doyle, Anne Jamieson, Scott Kline, Ken Lavigne, Ted McKechnie*, Murray McDermott, Michael Pautler, Lauren Pazzano, Bruce Rodrigues, Chris Roehrig, Toni Serafini, Kathy Smidt, Joe Varamo

Guests: Meaghan Hymers; Peter Meehan

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

Regrets: Laura Zilney, Tony MacKinnon [Secretarial Note: T. MacKinnon was no longer a member of the Board and was not present at the meeting]

The meeting was conducted using Zoom, a video and teleconference service.

**attended the meeting via phone*

OPEN SESSION

1. PRAYER

The prayer was provided by Fr. Murray.

2. CHAIR'S REMARKS

The Chair welcomed everyone to the Annual General meeting of the Board and proceeded to thank the Board members who were retiring from the Board. The Chair expressed appreciation for K. Lavigne, T. MacKinnon, Fr. Murray McDermott, L. Pazzano, K. Smidt, L. Zilney, and S. Kline and their hours of selfless service on the St. Jerome's Board of Governors.

The Chair noted that Board members would be receiving an email message that has been circulating to St. Jerome's staff and faculty asking for individuals to support a number of suggested commitments the University could take in its pursuit to dismantle racism on the St. Jerome's campus. The Chair asked that, while they review the message, Board members to take into account the fact that the Board speaks as one voice.

3. PRESIDENT'S REMARKS

S. Kline thanked all of the Board members who are leaving the Board and thanked the Board for their support during his time as Interim President.

S. Kline noted that the University is awaiting more information from public health regarding the re-opening of the University.

S. Kline noted that the St. Jerome's and UW are both working towards addressing the issues of racism and white privilege on both campuses. A statement was released from student services

indicating their commitments to action regarding anti-black racism and equity, diversity, and inclusion within the student services areas of the University. [Secretarial Note: Student Services includes the departments of: Student Affairs, Campus Ministry, and Enrolment and Upper Year Transitions].

4. AGENDA REVIEW, DECLARE CONFLICTS, ADDITIONS, CHANGES

No conflicts, additions or changes.

Motion: To approve the agenda as presented.

Moved: S. Bednarski, **Seconded:** M. Pautler, **Carried.**

Consent Agenda

5. MINUTES OF THE DECEMBER 5, 2019 BOARD OF GOVERNORS MEETING

6. MINUTES OF THE FEBRUARY 24, 2020 AD HOC BOARD OF GOVERNORS MEETING

7. MINUTES OF THE APRIL 2, 2020 BOARD OF GOVERNORS MEETING

8. CHARTER REVISIONS:

A. GOVERNANCE COMMITTEE CHARTER

B. FINANCE COMMITTEE AND AUDIT COMMITTEE CHARTERS

C. MISSION COMMITTEE CHARTER

Motion: To receive for information by consent items 5 to 8 above.

Moved: M. Wendland, **Seconded:** K. Smidt, **Carried.**

Discussion:

A question was raised regarding why the following addition was made to the Finance and Audit Committee Charter: *“During deliberations over the final approval of the Audited financial statements, all internal staff members must declare a conflict and leave the meeting.”* Finance and Audit Committee members noted that this request is a standard practice of the Audit Committee, and allows Members at Large the opportunity to converse with the auditors regarding the competency and ability of the internal finance staff.

Regular Agenda

9. DRAFT CODE OF CONDUCT POLICY REVIEW

The Governance Committee noted that a code of conduct policy was developed in response to issues that were raised in the 2018-2019 Board year about Board members conduct. The Code of Conduct Policy presented to the Board contains elements already outlined in current policies, with an added disclosure and resolution process.

Board members suggested a number of additions, edits, and considerations regarding the proposed policy. The Governance Committee will take into account Board member recommendations, and re-examine the policy at its next meeting in Fall 2020.

Motion 1: To table the Code of Conduct Policy until the policy is ready to come back to the Board.

Moved: M. Pautler, **Seconded:** S. Bednarski, **Carried.**

Motion 2: To table the following motion until the Code of Conduct Policy can be brought back to the Board: "To void the current Board Policy, Conflict of Interest and Board Policy, Roles and Responsibilities of a Board Member."

Moved: M. Pautler, **Seconded:** J. Varamo, **Carried.**

10. DRAFT NOMINATION AND APPOINTMENT OF CHAIRS FOR BOARD COMMITTEES POLICY REVIEW AND EXECUTIVE COMMITTEE CHARTER REVISION

During the selection of Committee Chairs this year, a question arose regarding a formal process for selecting Chairs of Board Committees. The Executive Committee reviewed the request and tasked the Governance Committee with developing a policy to address the gap in procedure. The Board was presented with the draft Nomination and Appointment of Chairs for Board Committees Policy.

Board members identified that the Committee Chair term and term of renewal should be added to the policy. It was also suggested that section 3.2.2 be re-examined to account for the possibility that a chair-candidate is subsequently nominated after failing to receive a majority vote of approval from the Board. The Governance Committee will make the recommended additions and conduct a further discussion regarding section 3.2.2 of the policy in Fall 2020.

Motion a: To approve the Nomination and Appointment of Chairs for Board Committees Policy as amended.

Moved: M. Wendland, **Seconded:** K. Smidt, **Carried.**

The Board received the revisions made to the Executive Committee Charter. There was no further discussion.

Motion b: To receive for information the revisions made to the Executive Committee Charter.

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

11. BOARD POLICY REVIEW:

A. APPOINTMENT AND REAPPOINTMENT OF THE VICE PRESIDENT ACADEMIC AND DEAN

A review of the Appointment and Reappointment of the Vice President Academic and Dean (VPAD) Policy was conducted by the Governance Committee. The policy was revised to reflect the bicameral governance of St. Jerome's and in compliance with the

university's governing documents. The Board appoints the VPAD, but the process of selecting the VPAD is driven by the President along with the staff and faculty.

Board members agreed that the policy should be brought before Senate Council for feedback. Board members agreed that the policy would be approved while allowing Senate Council the opportunity at its next meeting to review the policy and send recommendations to the Board.

Motion a: To approve the changes to the Appointment and Reappointment of the Vice President Academic and Dean Policy as presented.

Moved: M. Wendland, **Seconded:** K. Smidt, **Carried.**

B. VICE PRESIDENT OF THE UNIVERSITY

Minor edits to the policy were suggested.

Motion b: To approve the Draft Vice President of the University Policy as amended.

Moved: M. Wendland, **Seconded:** K. Smidt, **Carried.**

12. REVIEW OF INTERIM PRESIDENT'S GOALS AND OBJECTIVES

S. Kline provided a review and update on the status of his goals and objectives as his term as Interim President is coming to a close in July 2020:

- Due to the COVID-19 pandemic, some goals were disrupted, such as the Library Grand Opening, which has been postponed.
- The budget has been completed. The university has been successful in creating an inclusive and transparent budget process.
- St. Jerome's University town halls and the process of addressing community and culture is ongoing.
- The university will still be working towards future initiatives, such as working with the Heart and Stroke Foundation to ensure everyone on campus is CPR trained.
- The Equity, Diversity, and Inclusion initiative is ongoing.
- The Administrative Leadership Group has flourished and has been successfully "managing up."
- Preparing for the onboarding and transition to the new President.

13. ANNUAL EXECUTIVE PERFORMANCE MANAGEMENT

S. Kline indicated that after conducting a review and consultation with the executive staff team regarding performance increases, he would like to recommend that the Executive Director, Finance and Administration receive a pay increase amounting to just below the regular staff salary increase of 1%.

S. Kline indicated his satisfaction with the executive staff team's work and emphasized their success throughout the year.

14. NEW BUSINESS

There was no new business.

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

Moved: T. Serafini, **Seconded:** J. Varamo, **Carried.**

June 11, 2020
/kk

Mary Ellen Cullen
Chair of the Board of Governors