



## MEETING MINUTES OF THE BOARD

Tuesday, February 28, 2023  
4:45 pm to 6:45 pm  
[Lonsdale Location](#)

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### Board

Duncan Brown, Chair	Nanci Lucas
Ash Amlani, Vice Chair	Andrew Petrozzi
Paul Dangerfield, President	Rodger So
Rosie Anza-Burgess	Marina Verones
Patricia Heintzman	Sonny Wong

### Staff

Tally Bains, VP, Finance and Administration  
Jacquetta Goy, Director, Risk Management  
Melissa Nichol, Strategic Director, People, Culture & Diversity  
Laureen Styles, VP, Academic and Provost  
Lesley Cook, Executive Assistant, Board of Governors  
Angela Ruggles, Executive Assistant, VP of Finance & Admin

### Regrets

Troy Abromaitis	Majid Raja
Yuri Fulmer	Sarah Thomas
Sophia Kara	

### Guest

Robert Thomson, Senate Vice Chair

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We respectfully acknowledge the Lil'wat, Musqueam, Squamish, Sechelt and Tsleil-Waututh people on whose territories our campuses are located.

The Chair called the meeting to order at 4:45 p.m.

### 1. Approval of Agenda

It was moved (Nanci Lucas), seconded (Rosie Anza-Burgess) and resolved;

*THAT the agenda be approved as presented.*

### 2. Consent Agenda

It was moved (Andrew Petrozzi), seconded (Patricia Heintzman) and resolved;

*THAT the Board approves the following items on the Consent Agenda:*

- 2.1. Minutes from the November 29, 2023 Board Meeting
- 2.2. Board Committee Reports:
  - 2.2.1 Audit and Risk Committee
  - 2.2.2 Executive and Human Resources Committee
  - 2.2.3 Finance Committee
    - 2.2.3.1 Financial Update: January Forecast
  - 2.2.4 Governance and Planning Committee
  - 2.2.5 Investment Management Committee
- 2.3 Correspondence – Premier's Mandate Letter to Minister of Post-Secondary Education and Future Skills

### **3. Place Holder**

There were no items pulled from the Consent Agenda for discussion.

### **4. Board Chair's Report**

Ash Amlani, Board Vice Chair, read the report to the Board on behalf of Board Chair Duncan Brown, who later joined the meeting at 4:50 pm. Today's agenda is the result of a lot of hard work, for example the policies, risk management, fiscal 2023/24 operating and capital budget, the Committees' Terms of Reference, and the work on academia.

### **5. Senate Reports**

#### **5.1 Vice Chair**

Senate Vice Chair Robert Thomson provided the highlights of the last three Senate meetings, December to February. Two program reviews were approved as complete, School of Communication as well as English for Academic Purposes (EAP) and Early Childhood Education and Care. Senate also returned with advice to the Board to discontinue courses for the Faculty of Business and Professional Studies. Senate approved a new concept paper, a 24-credit Minor in Women's, Gender, Sexuality and Equity Studies.

Board Chair Duncan Brown joined the meeting at 4:50 pm.

#### **5.2 Board Liaison**

Board Liaison Rosie Anza-Burgess did not have any additional updates and she'll give a summary of this Board meeting to the Senate at their next meeting.

### **6. President's Report**

In addition to his comprehensive written report to the Board, President Paul Dangerfield reported on key recent developments.

Paul was pleased to report that the Darwin Properties Ltd. Monashee Housing Development project moving forward.

The B.C. Ministry of Finance rolled out the budget for fiscal 2023/24. The province will continue to focus on investments, such as health, housing, safety, and the cost of living. The Ministry of Post-Secondary Education and Future Skills has a strategy called Future Ready, which includes investments in training. There will be an update in the spring. The Administration looks forward to receiving further information from the Ministry and continuing with Capilano University's Envisioning 2030 strategy.

[BC Association of Institutes and Universities](#) has a new president, [Nikki Macdonald, PhD.](#), who has experience in post secondary, government and government relations. Paul is scheduled to meet with her this week in Victoria.

Paul recently returned from the Canada in Asia Conference in southeast Asia. He travelled with Chris Bottrill, AVP International. The international strategy is to diversify. They had a very successful trip that included excellent meetings in Singapore, Philippines, Indonesia, and Malaysia. CapU looks

forward to working with new partners. Rollout of the international strategy will take time over the next few years but we are on the right track.

## **7. Audit and Risk Committee**

Audit and Risk Committee Chair, Rodger So introduced the items, previously discussed at the February 8 Committee meeting. He thanked Jacquetta Goy, Director Risk Management for all the work that she's done.

### **7.1 Risk Framework and Risk Assessment Criteria**

Jacquetta informed the Board that the Risk Framework and Criteria, together with the new Risk Management Policy are designed to form the foundation of the University's approach to risk management.

It was moved (Rodger So), seconded (Patricia Heintzman) and resolved;

*THAT the Board of Governors approve the Risk Management Framework and Risk Assessment Criteria.*

### **7.2 B.312 Risk Management**

It was moved (Rodger So), seconded (Andrew Petrozzi) and resolved;

*THAT the Board of Governors approve B.312 Risk Management Policy as presented.*

### **7.3 B.700 Privacy and Access to Information Policy**

Jacquetta informed the Board that the new Privacy and Access to Information Policy is created to ensure that the University complies with the requirements of the Freedom of Information and Protection of Privacy Act (FIPPA), as highlighted by an internal audit report in Spring 2021.

It was moved (Rodger So), seconded (Sonny Wong) and resolved;

*THAT the Board of Governors approve B.700 Privacy and Access to Information Policy as presented.*

### **7.4 B.214 External and Internal Audit Policy**

The External and Internal Audit Policy is being updated to reflect the evolving oversight of external and internal audits.

It was moved (Rodger So), seconded (Patricia Heintzman) and resolved;

*THAT the Board of Governors approve renewal of B.214 External and Internal Audit Policy as presented.*

## **8. Executive and HR Committee**

### **8.1 B.511 Discrimination, Bullying and Harassment Policy**

Executive and HR Committee Chair, Duncan Brown provided highlights. Melissa Nichol, Strategic Director of People, Culture & Diversity explained that legislation requires Occupational Health and

Safety to have a policy on discrimination, bullying and harassment and that the policy is required to undergo an annual implementation review in addition to its regular review by Capilano University. The recommended amendments before the Board are a result of review by legal counsel and those changes aren't substantive. The policy will undergo a more fulsome review later, as part of its regular review process.

It was moved (Duncan Brown), seconded (Ash Amlani) and resolved;

*THAT the Board of Governors approve the changes to B.511 Discrimination, Bullying and Harassment Policy as presented.*

## **8.2 B.505 University Contributions to Employees' RRSPs**

It was moved (Duncan Brown), seconded (Andrew Petrozzi) and resolved;

*THAT the Board of Governors approve the rescission of B.505 University Contributions to Employee's RRSPs.*

## **8.3 EDI Audit Feedback**

Although this item hasn't come before the Committee, the Committee requested that the Board be updated on the independent EDI audit is significant. Melissa Nichol, Strategic Director of People, Culture & Diversity updated the Board of Governors and explained that EDI audit outreach to students and staff, by way of a survey and focus groups, was held in the spring and fall of 2022. Early data suggest that there are some areas that need change. There was a very low student participation in the audit. The People, Culture & Diversity Department has been moving forward with EDI initiatives and programs and look forward to receiving the final report in order to further inform additional work we have not internally identified.

# **9. Finance Committee**

## **9.1 Fiscal 2023/24 Operating and Capital Budget**

Finance Committee Chair, Patricia Heintzman gave an overview. Tally Bains, VP Finance and Administration presented on the fiscal 2023/24 Operating and Capital Budget and took questions from the Board of Governors. The theme for 2023/24 is Understanding and Improving the Full Learner Lifecycle Experience.

In support of goal completion, the objectives of Envisioning 2030 and Illuminating 2030, are grouped by three-year increments, Year 1 to 3, Year 4 to 6, and Year 7 to 10. Fiscal 2023/24 is the final year of the first cycle. Tally summarized the top priorities for Fiscal 2023/24 which includes initiatives from each Vice President's portfolio and went through the budget.

It was moved (Patricia Heintzman), seconded (Sonny Wong) and resolved;

*THAT the Board of Governors approve the 2023/24 operating and capital budget.*

It was moved (Patricia Heintzman), seconded (Duncan Brown) and resolved;

*THAT the Board of Governors approve a 2 percent increase in tuition and mandatory fees for domestic and international tuition for the 2023/24 academic year. The 2% increase will not be applied to the 2D, 3D and VFX programs.*

### **9.2 B.211 Credit and Debit Card Policy**

There were no questions from the Board.

It was moved (Patricia Heintzman), seconded (Andrew Petrozzi) and resolved;

*THAT the Board of Governors approve renewal of B.211 Credit and Debit Card Policy with revisions as presented.*

### **9.3 B.210 Cash Policy**

It was moved (Ash Amlani), seconded (Andrew Petrozzi) and resolved;

*THAT the Board of Governors approve the renewal of B.210 Cash Policy with revisions as presented.*

## **10. Governance and Planning Committee**

Governance and Planning Committee Chair, Duncan Brown gave an overview of the changes to the Terms of Reference.

### **10.1 Audit and Risk Committee Terms of Reference**

It was moved (Duncan Brown), seconded (Andrew Petrozzi) and resolved;

*THAT the Board of Governors approve the changes to the Audit and Risk Committee's Terms of Reference.*

### **10.2 Executive and HR Committee Terms of Reference**

It was moved (Andrew Petrozzi), seconded (Sonny Wong) and resolved;

*THAT the Board of Governors approve the changes to the Executive and HR Committee's Terms of Reference.*

### **10.3 Finance Committee Terms of Reference**

It was moved (Andrew Petrozzi), seconded (Rodger So) and resolved;

*THAT the Board of Governors approve the changes to the Finance Committee's Terms of Reference.*

### **10.4 Governance and Planning Committee Terms of Reference**

It was moved (Patricia Heintzman), seconded (Ash Amlani) and resolved;

*THAT the Board of Governors approve the changes to the Governance and Planning Committee's Terms of Reference.*

### **10.5 Investment Management Committee Terms of Reference**

It was moved (Ash Amlani), seconded (Patricia Heintzman) and resolved;

*THAT the Board of Governors approve the changes to the Investment Management Committee's Terms of Reference.*

## **10.6 Board Governance Manual Amendments**

### **a) Board Secretary**

Duncan noted that this amendment to the Governance Manual creating a Board Secretary is consistent with the practice of other Boards as well as the current role of the VP Finance and Administration.

It was moved (Ash Amlani), seconded (Patricia Heintzman) and resolved;

*THAT the Board of Governors approve amendments to its Board Governance Manual as follows:*

1. *To include a new section 22, as follows:*

*The Board Secretary will be the University's Vice President of Finance and Administration, or such other person as the Board appoints.*

*And renumber the remaining sections of the Manual.*

2. *To amend Section 30(b)(a) by replacing the words "Executive Assistant to the Board with the words "Board Secretary".*

### **b) Board In-Camera Meetings**

Duncan noted that this amendment to the Governance Manual reflects existing practice, that the internal functioning of the Board is discussed in camera.

It was moved (Duncan Brown), seconded (Andrew Petrozzi) and resolved;

*THAT the Board of Governors approve amendments to s. 20(d)(iii) of its Governance Manual as follows:*

*After the closed session of a Board meeting, the Board will regularly debrief in camera without any members of the University executive present to allow Board members to freely address any issues they wish to raise privately.*

*In addition, the following matters will be considered at the in-camera session:*

*a) the internal functioning of the Board;*

*b) the President's appointment, performance, evaluation or compensation;*

*c) the President's annual goals; or*

*d) President succession planning.*

*If discussing matters related to the President, in (b), (c) or (d), the President will also be excused.*

*~~If discussing any of the following, the President will also be excused:~~*

*~~a) the President's appointment, performance, evaluation or compensation;~~*

*b) the President's annual goals; or*

*c) President succession planning.*

*Immediately following this debriefing session, the Chair will report to the President on issues discussed at the debriefing session, as appropriate.*

*No Board member will discuss any matter raised during an in-camera meeting outside that meeting.*

## **11. Investment Management Committee**

### **11.1 B.201 Investment Policy and Investment Guidelines**

Ash Amlani summarized the background. Tally added that there will be some further work on this policy to create separate policies for the University and for the Foundation which will incorporate the information in the Investment Guidelines.

It was moved (Ash Amlani), seconded (Duncan Brown) and resolved;

*THAT the Board of Governors approve changes of B.201 Investment Policy as presented.*

## **12. Academia**

### **12.1 Proposed Course Discontinuance (s) for the Faculty of Business and Professional Studies**

VP of Academic & Provost, Laureen Styles provided background and explained that the recommended course discontinuances are a part of Capilano University's regular, operational review of courses.

It was moved (Andrew Petrozzi), seconded (Nanci Lucas) and resolved;

*THAT the following courses be discontinued based on advice of Senate: BADM 103, 203, 270, 274; BCPT 220, 225; BFIN 391; BMKT 366; IBUS 231, 234, 243; RMCP 181; and LGAO 100, 115, 125, 130, 135, 140, 145, 150, 155, 160, 165.*

## **13. Board Chair and Vice Chair Election**

Board Chair Duncan Brown explained that his term as an appointed member is coming to an end and as per legislation, he isn't eligible to stand another term. To assist in the Board's succession process, Duncan Brown resigned as Board Chair.

President Paul Dangerfield led elections for a new Board Chair and Vice Chair. Patricia Heintzman nominated Ash Amlani for Board Chair, who was elected by acclamation. Ash Amlani nominated Rodger So for Board Vice Chair. Rodger So was elected by acclamation.

Paul Dangerfield and Ash Amlani thanked Duncan Brown for his 6 years of service and all his hard work and dedication in advancing the Board's governance foundation and processes.

## **14. Adjourn**

The Regular Meeting of the Board finished at 6:36 pm.