



MEETING MINUTES OF THE BOARD

Tuesday, November 30, 2021
4:45 pm to 6:45 pm
In-Person, Room BR126

Board

Duncan Brown, Chair	Harmanjot Kaur
Ash Amlani, Vice Chair	Nanci Lucas
Paul Dangerfield, President	Sonny Wong, Senate Liaison
Oscar Blue	

Regrets

Rosie Anza-Burgess	Andrew Petrozzi
Yuri Fulmer, Chancellor	Majid Raja
Patricia Heintzman	Rodger So
Cherian Itty	

Staff

Debbie Carter, VP Finance & Administration
Jennifer Ingham, VP University Relations
Toran Savjord, VP Strategic Plan, Assess & Inst. Effect
Laureen Styles, VP Academic and Provost
Lesley Cook, Recorder

Guests

Tally Bains, Director, Director Financial Services
Stephen Williams, Senate Vice Chair

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 (Sonny Wong), seconded (Ash Amlani) and resolved;

THAT the agenda be approved as amended.

2. Consent Agenda

Board Chair Duncan Brown explained that the Financial Update, ending September 30, 2021 and the Quarter 2 Forecast are included in the Consent Agenda as part of the Finance and Audit Committee's report to the Board. Also, the Integrated Planning Overview and Timeline is included in the Consent Agenda as part of the Governance and Planning Committee's report to the Board. Because the Board doesn't need to approve them, they're included for transparency and to improve meeting efficiency. However, like other consent agenda items, if a Board Member wishes to discuss these reports, they can be transferred from the consent agenda to the regular agenda.

It was moved (Nanci Lucas), seconded (Oscar Blue) and resolved;

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

- 2.1. Minutes from the September 28 2021 Board Meeting
- 2.2. Board Committee Reports:
 - 2.2.1. Executive and Human Resources Committee
 - 2.2.2. Finance and Audit Committee
 - 2.2.3. Governance and Planning Committee
 - 2.2.4. Investment Management Committee

3. Place Holder

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

4. Board Chair's Report

Duncan reported that he and Vice Chair Ash Amlani had their first quarterly meeting with the Minister's office on September 29. Prior to the meeting they consulted with Jennifer Ingham, VP University Relations, and others of the Executive team. The main point of discussion with the Ministry was funding for Capilano University's capital projects. Overall it was a positive meeting.

Duncan also attended two successful BC Association of Institutes and Universities (BCAIU) Board Chairs meetings where attendees discussed online learning, lost revenue and financial building, IT and human resources issues over the course of the pandemic, as well as the process of renewing a president's employment contract. There were no action items from these meetings.

Duncan and Ash have reached out to MLA Bowinn Ma to invite her for casual meet-and-greet sometime in the near future.

Lastly, Duncan thanked everyone in the University community for a successful return to campus this fall.

5. Senate Reports

5.1 Vice Chair

Senate Vice Chair Stephen Williams introduced himself and provided new Board members with an overview of his background. He provided a brief report. There was some adjustment to returning to the campuses in person but, the tone has been positive.

At the October meeting, Senate approved S2021-02 Research Ethics Policy: Research with Human Participants. Senate's Teaching and Learning Committee informed Senators of a new Certificate in University Teaching that will be offered to employees.

At the November meeting the Senate Academic Planning and Program Review Committee approved the Bachelor of Costuming Stage 1 Proposal that has been brought forward to the Board.

5.2 Board Liaison

Board Liaison Sonny Wong added that he wasn't able to join the last meeting however, from his perspective everything is going well at Senate.

6. President's Report

Paul Dangerfield has provided a comprehensive report to the Board, included in the meeting package. He noted that the Fall semester was in full swing at the time of his written report. Students and faculty are busy wrapping up now that its semester end. Noticeably there are more people on campus, which is great. He commented that he's proud of Senate's leadership role regarding return to campus.

The President's Report discusses the many, many achievements this semester and celebrates the CapU Women's Soccer Team for their exceptional success at the provincials. The University community is very proud of them.

Paul has recently visited the T'zil Learning Centre in Mount Currie and met with senior leaders at that location and he will attend North Vancouver City Studio's [Hubbub #5](#) on December 7.

As the newest member of Universities Canada, Capilano University was warmly welcomed at their first meeting held in person. Important discussions focused on COVID recovery, teaching excellence, integrated learning, and principles stemming from the social impact, such as larger universities sharing resources.

The Administration is working on additional engagement opportunities within the community and looks forward to meeting with the local and regional mayors.

7. Governance and Planning Committee

7.1 Finance Committee Terms of Reference

Duncan explained that the purpose of this motion is to formally assign property and real estate matters to the Finance and Audit Committee and to transfer responsibility for capital plans from the Governance and Planning Committee to the Finance and Audit Committee.

It was moved (Duncan Brown), seconded (Oscar Blue) and resolved;

THAT the Board amend the Finance and Audit Committee's Terms of Reference to add the following to section 3:

Reviewing and making recommendations to the Board matters relating to the acquisition, disposition, development, and management of real property.

(Note: Similar language to UBC Board of Governors Property Committee)

Reviewing and making recommendations to the Board matters relating to capital plans, including recommending the Five-Year Capital Plan for Board approval.

And that the Board amend the Governance and Planning Committee's Terms of Reference section 3(j) to delete the words "and capital plans."

7.2 Audit and Risk Committee

It was explained that in 2017 the Board of Governors went from having six committees to four. The change resulted in elected Board members being precluded from two of the remaining committees because the Terms of References required composition to only include appointed Board members. The Governance and Planning Committee recommended that the Finance and Audit Committee be split into two committees: a Finance Committee and a new Audit and Risk Committee. This allows elected members of the Board to sit on the Finance Committee. Further, the Chair to the Audit and Risk Committee provides for an additional member to the Board's Executive and HR Committee.

The Governance and Planning Committee also recommends an implementation plan to provide for continuity. The Finance Committee will meet on the pre-scheduled dates as per the 2021-2022

Board calendar and the Audit and Risk Committee will meet immediately following the Finance meetings when needed as per the Terms of Reference.

It was moved (Duncan Brown), seconded (Sonny Wong) and resolved;

THAT the Board of Governors approve the creation of an Audit and Risk Committee.

It was moved (Duncan Brown), seconded (Sonny Wong) and resolved;

THAT the Board of Governors approve the draft Terms of Reference for the new Audit and Risk Committee and the amendments to the Finance and Audit Committee Terms of Reference.

It was moved (Duncan Brown), seconded (Sonny Wong) and resolved;

THAT the Board of Governors approve the Audit and Risk Committee Implementation Plan.

7.3 Board Governance Manual

Duncan noted that all Board members, by way of their Board member position, are Members of the Capilano University Foundation, and eligible participants of the Foundation's Annual General Meeting, usually held in June, but are not members of the Foundation's Board of Directors, which meets quarterly. This is outlined in the Foundation's Bylaws. The Governance and Planning Committee is recommending including reference to this in the Board's Governance Manual and including the Foundation's Bylaws as an appendix to the Manual.

The Committee was also recommending including the Board's Election Procedures and Board Chair and Vice-Chair Election Procedures as appendices to the Board Governance Manual.

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

THAT the Board amend the Board Governance Manual by adding a new section 18(d) as follows:

"The Capilano University Foundation is an independent non-profit society registered under the British Columbia Society Act and a public charitable foundation registered with the Canada Revenue Agency. The Foundation's Bylaws provide that Capilano University Board of Governors are members of the Foundation. As such, they appoint some of the Foundation's Directors and attend the Foundation's Annual General Meeting where they receive a report on the Foundation's activities and approve the Foundation's financial statements."

And that the Board amend the Board Governance Manual to include the Capilano University Foundation's Bylaws as Appendix E to the Manual.

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

THAT the Board amend the Board Governance Manual to include the Capilano University Board Election Procedures as Appendix F to the Manual.

It was moved (Duncan Brown), seconded (Oscar Blue) and resolved;

THAT the Board amend the Board Governance Manual to include the Board Chair and Vice Chair Election Procedures as Appendix G to the Manual.

7.4 Academic Schedule Policy

Duncan gave an overview of the bi-cameral governing process with respect to academic matters. VP Academic and Provost, Laureen Styles added that the changes brought forward to the Board and Senate are a result of a very robust consultative review process. The recommended changes to the Academic Schedule Policy are operational, administered by the Registrar's Office, and will be implemented as soon as operationally possible.

It was moved (Duncan Brown), seconded (Nanci Lucas) and resolved;

THAT the Board of Governors approve the revised B.107 Academic Schedule Policy.

8. Academic

8.1 Proposed Discontinuance of the Academic Studies Diploma

Laureen provided a summary of this proposed discontinuance, and this is an example where a program review team has a significant role. Through fulsome discussions, careful review, and consideration they recommended the discontinuation. Nanci Lucas confirmed that the program was not current nor aligned with current expectations of programs and it was a unanimous vote by Faculty Counsel to discontinue.

It was moved (Sonny Wong), seconded (Oscar Blue) and resolved;

THAT the Board of Governors refer the recommendation to discontinue the Academic Studies Diploma to Senate for advice.

8.2 Bachelor of Costuming - Stage 1 Proposal

Laureen was pleased to present the Bachelor of Costuming proposal, another excellent example of the good work by many including program development teams and the Academic Initiatives and Planning Office. Peer review is embedded in our processes at multiple stages, often leading to strengthened proposals. The program itself is a focused professional program that focuses on the really vibrant opportunities in the current and emerging Industries. She expressed her sincere appreciation to everyone involved for all of their hard work. After approval by the provincial Degree Quality Assessment Board (DQAB), this program will come back to the Board for Stage 2 approval.

It was moved (Nanci Lucas), seconded (Ash Amlani) and resolved;

THAT the Board of Governors approve the Bachelor of Costuming Stage 1 proposal as presented for the consideration of the Minister of Advanced Education and Skills Training.

8.3 Minor in Sociology Stage 2 Proposal

Laureen explained that the University does not offer a Bachelor of Arts in Sociology and given student interest, existing courses, and opportunities to create additional learning paths for students, the minor is proposed. Consistent with our processes, and DQAB requirements, this is a Stage 2 proposal that would be advanced to DQAB, and will not need to come back to the Board.

It was moved (Nanci Lucas), seconded (Sonny Wong) and resolved;

THAT the Board of Governors approve the Minor in Sociology Stage 2 proposal as presented for the consideration of the Minister of Advanced Education and Skills Training.

9. Business Arising

With Rodger's prior consent, Duncan added affirmation of Chair to the Audit and Risk Committee.

It was moved (Duncan Brown), seconded (Sonny Wong) and resolved;

THAT the Board affirm Rodger So as Chair of the Audit & Risk Committee.

10. Meeting Closed

The Regular Meeting of the Board finished at 5:43 pm.