



**CAPILANO
UNIVERSITY**

**MINUTES
REGULAR MEETING OF THE BOARD**

Tuesday, June 19, 2018
4:00 pm in BR126
North Vancouver Campus

Board:

Soon Kim, Chair
Imroz Ali
Duncan Brown
Nicholas Cartmell
Chris Clarke
Paul Dangerfield, President
Chris Doll, Vice Chair
Michael Fleming
Cherian Itty
Aurelea Mahood
Hassan Merali
Cheryl Nex
Andrew Petrozzi
Jessie Williams

Staff:

Tally Bains, Director, Finance
Irene Chanin, Executive Director, Advancement
Lesley Cook, EA to Board
Jennifer Jamieson, Mgr Policy, Privacy & Govern.
Victoria Miles, Director, Comm & Marketing
Marika Morissette, EA to President
Toran Savjord, VP Strategic Planning
Jacqui Stewart, VP Finance & Admin
Laureen Styles, VP, Academic & Provost
Ryan Blades, Dir. Facilities & Campus Planning

Guests:

Martin Nielsen, DIALOG
Molly Steeves, DIALOG

Regrets:

David Fung
Sandra Seekins, Senate Vice-Chair

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

1. Approval of Agenda

It was moved (Chris Clarke), seconded (Duncan Brown) and resolved:

THAT the Board approve the agenda as presented.

2. Consent Agenda

It was moved (Imroz Ali), seconded (Chris Clarke) and resolved:

THAT the Board approve the following items on the consent agenda.

2.1. Minutes from the April 17, 2018 Board Meeting

2.2. Board Committee Reports:

2.2.1. Academic Review Committee

2.2.2. Audit Committee

2.2.3. Investment Committee

2.2.4. Governance Committee

2.2.5. Policy and Planning Committee

2.2.6. Executive Committee

2.3. Correspondence

2.4. Discontinuance of Courses

3. Board Chair's Report

Soon Kim provided a verbal report. He acknowledged departing members Imroz Ali and Chris Clarke and thanked them for their contributions to the Board. He also raised the Board's urgent continuity concern; four members await reappointment for the 2018/19 year. He announced that Aurelea Mahood, Hassan Merali, and Michael Fleming have been re-elected and he introduced Laureen Styles, VP of Academic & Provost and Lesley Cook, EA to the Board of Governors.

The second annual luncheon with First Nations Council had good attendance and he was pleased with Council's constructive comments and engagement. He reminded members of the June 21st Foundation AGM and Board of Governors annual dinner.

The Chair expressed his enthusiasm with regard to the comprehensive Operational Plan and the update on the Campus Master Plan. He noted the importance of Schedule 9 with regard to the Terms of Reference concerning all Members.

4. Senate Reports

4.1 Vice Chair

Marika Morissette presented the May 8 and June 6, 2018 report on behalf of Sandra Seekins. Senate recommended the Board approve Stage 1 Bachelor of Arts General and the Bachelor of Science General Stage 1. The concept papers for the Bachelor of Science, Data Science and the Bachelor of Arts, Environmental Studies were also recommended to move to Stage 1.

The Ethics Board was initiated; a new Ad-Hoc Committee will be struck to implement Cap Core. The Bylaw Policy and Procedure Committee and the Curriculum Committee brought forward a number of resolutions, all of which were approved by Senate.

The Research Task Force recommended that the President create a new committee to support Capilano University research.

The Registrar presented a total of 1,014 graduates who were accepted by Senate.

The Senate self-evaluation survey revealed improvement in Senate functioning, particularly roles and responsibilities, meeting preparedness, and in-meeting comfort level of speaking at Senate.

Sandra Seekins announced her departure as Vice Chair; Majid Raja was elected as Vice Chair for a one-year term. The President thanked Sandra Seekins for her work. Together they thanked outgoing Senators for all their hard work.

4.2 Board Liaison

Duncan Brown was pleased to acknowledge the number of 2018 graduates, over a thousand, is a significant milestone. He recognized the enormous amount of policy and academia work that has

been completed. He also highlighted that the two Bachelor of Science Stage 1 proposals are going to peer review; this stage also commences provincial government engagement through the Degree Quality Assessment Board. He encouraged Board members to read the proposals as they are well thought-out and a significant achievement in establishing Capilano University as full-scale university.

5. President's Report

Paul Dangerfield provided highlights regarding building the university's capacity and students on campus. He was pleased to announce new staff member Laureen Styles, VP Academic and Provost, whose role supports the university's development objectives. He also gave thanks to the Executive Team who have been very busy bringing on new staff. Very recently posted, a one-year appointment for Acting Dean, Faculty of Fine & Applied Arts, to cover a medical leave. More work will also be going into the area of Finance and Administration. Natalia Skapski, Manager of Occupational Health & Safety and Emergency Planning is in a function that is new to Capilano University. She will be working with Ryan Blades on initiatives that will better serve our employees and our students. The report from Senate and Duncan Brown reflects the hard work in these areas over the past year.

6. Campus Master Plan

Ryan Blades introduced Molly Steeves and Martin Nielsen from DIALOG who presented on the Campus Master Plan update. Molly reviewed the three phases.

Widespread community engagement has been an overlying component and has positively influenced the draft final plan. Phase 2 saw the illumination of foundational principles such as academic priorities, sustainability & resilience, indigenized campus community, and relationship opportunities. A framework overview of the geographical concepts consisted of four "big moves" including animating the north and enhancing transportation experience. Refinement of the final plan, Phase 3, will launch at Cap Fest, Sept 22, 2018.

Molly, Martin and Ryan answered questions and provided further information in response. Development of the north end of the campus for student life was identified as a primary starting point. There were no points of dissonance in the engagement stage, only different priorities. Martin discussed campus gateway and offered that the biggest improvement opportunity is with student residence and student transportation. Paul Dangerfield added that the intention is to identify building phases and build the residences, which he will lead. Martin clarified that submitting a specific set of architectural designs to the district is part of the rezoning process and encouraged getting community feedback.

The next draft would move to the next step at month end, to be ready for the September 22nd district meeting. However, there is still time for input over the summer. Although the framework for decision-making looks to 2030, the Chair and the President both commented that there is much prioritization to do.

7. Academic Review Committee

Jessie Williams stated that a lot of work has gone into the Bachelor of Science degree and after discussions, the Committee seeks the Board's approval.

The President confirmed that it meets the policy to move forward to the next stage. Board members commented on the amount of effort that went into the academia report and were very pleased with the additional flow charts, which serve as visual aids. The Committee reminded the Board of decision criteria which is to evaluate from a business and finance perspective. Soon endorsed the Committee's decision because it is comprehensive, well thought out, and meets university objectives.

It was moved (Jessie Williams), seconded (Chris Clarke) and resolved:

THAT the Board approve the Bachelor of Science, General Stage 1 as presented for Minister of Advanced Education, Skills, and Training approval.

8. Audit Committee

Cheryl Nex presented on Schedule 8.

8.1 Audited Financial Statements for 2017/18

Cheryl reported that the committee met and reviewed the Draft Consolidated Financial Statements of Capilano University for the year ended March 31, 2018 in detail and also reviewed a report of the audit findings from KPMG. On May 29th, after much discussion during an in-camera session the committee passed a motion to recommend that the Board approve the Draft Consolidated Financial Statements.

Jacqui Stewart addressed that start-up costs for student housing were done after budget approval. To minimize expenses, Ryan Blades kept to a targeted underspend for housing development, while in planning stages. Our new Director of Finance will address the details and drivers for our budget and expenses. Soon Kim commended the Board for their work on the budget and explained that the surplus is our money, it is in our account, and it can be used later.

Soon Kim asked if there were issues identified by the auditor. Cheryl Nex confirmed that there were no material findings of any kind.

Tally Bains and Jacqui Stewart defined the terms ancillary and endowment investments for the members of the Board and provided an overview of budgeted revenue, Donations and Gifts In Kind.

It was moved (Cheryl Nex), seconded (Jessie Williams) and resolved:

THAT the Board approve the Draft Consolidated Financial Statements of Capilano University for the Year Ended March 31, 2018.

8.2 Appointment of Auditors for 2018/19

Cheryl Next provided some background information concerning the Auditor General's intention to take over our audit from KPMG. The 5-year contract with KPMG expires March 31, 2019 requiring Board reappointment for one additional year. Jacqui Stewart mentioned that it's likely the Auditor General will decide if they will audit Capilano University when they are here for oversight. Their audit would provide us with valuable feedback that a for-profit auditor may not. The Auditor General will work with KPMG, if reappointed, for one more year.

It was moved (Cheryl Nex), seconded (Chris Clarke) and resolved:

THAT the Board appoint KPMG as the University's auditors for 2018/19.

8.3 Executive Compensation Disclosure Statement for 2017/18

Cheryl Nex gave an overview of the 2017/18 Disclosure Statement report and referenced Policy B.509. Marika Morissette circulated copies of the "Summary Compensation Table". It was recommended to report a total of seven who earn more than \$125,000, consisting of four executives, the President, plus two more than required, since salary differentiation is marginal.

It was moved (Cheryl Nex), seconded (Chris Clarke) and resolved:

THAT the Board approve the Executive Compensation Disclosure Statement for the Year Ended March 31, 2018.

9. Governance Committee

Christopher Doll presented on Schedule 9.

9.1 Academic Review Committee Dissolution

Christopher Doll stated that the rationale for dissolution is in the report therefore, there was no elaboration. Soon Kim remarked he is glad it was a unanimous committee decision; historically the role is one of the Senate. The committee has had a unique mix that has served the Board well. However, it is not a permanent composite; overtime it would not do the university justice. To provide process clarity, Chris Doll affirmed that the duty to accommodate goes to the Board, who delegated it to the committee for a period. Now, it is being changed.

It was moved (Chris Doll), seconded (Nicholas Cartmell) and resolved:

THAT the Board dissolve the Academic Review Committee of the Board of Governors.

9.2 Governance Committee Terms of Reference

Chris Doll provided background for this and the following Terms of Reference (ToR) motions; a precedent document was circulated to the Board, for each.

Michael Fleming, asked for clarification about each committee's capacity to make decisions, with regard to section 4, Accountability, and the interpretation of "or otherwise" that is in each set of ToR. This was discussed further by the Board and with reference to the Charter. Concern was raised over the potential for misinterpretation of the ToR, with regard to a committee's decision-making power and also that it conflicts with the Charter section 2.5, which states that committees do not have the power to make decisions of behalf of the Board. He expressed concern for the university's future and felt that there is reasonable potential for misinterpretation, which has been the case for another institution.

Members discussed and debated the intent of the sentence's meaning. Duncan brown suggested deleting the words "or otherwise" to add clarity.

Cherian Itty agreed that the best way add clarity to the sentence is to take out "or otherwise". Duncan Brown added that in doing so it will reflect the Charter. The Board asked for Jennifer

Jamieson's input; she clarified the intent is that it is either authorized by the Board through the ToR or otherwise authorized by the Board.

Having discussed possible options to rephrase and provide the intended interpretation, Soon Kim asked the Board for a decision. It was decided to remove the words "or otherwise".

It was moved (Cherian Itty), seconded (Duncan Brown) and resolved:

THAT the Board approve the Governance Committee Terms of Reference, as amended.

9.3 Executive Committee Terms of Reference

Chris Doll stated that this motion is in keeping with the previous motion; the words "or otherwise" will be deleted from the Terms of Reference.

It was moved (Christopher Doll), seconded (Duncan Brown) and resolved:

THAT the Board approve the Executive Committee Terms of Reference, as amended.

9.4 Policy and Planning Committee Terms of Reference

Chris Doll stated that the words "or otherwise" will be deleted from section 4, paragraph 2 of the Terms of Reference.

It was moved (Christopher Doll), seconded (Nicholas Cartmell) and resolved:

THAT the Board approve the Policy and Planning Committee Terms of Reference, as amended.

9.5 Finance and Audit Committee Terms of Reference

Chris Doll stated that the words "or otherwise" will be deleted from section 4, paragraph 2 of the Terms of Reference.

It was moved (Christopher Doll), seconded (Chris Clarke) and resolved:

THAT the Board approve the Finance and Audit Committee Terms of Reference, as amended.

9.6 Investment Management Committee Terms of Reference

Chris Doll stated that the words "or otherwise" will be deleted from section 4, paragraph 2 of the Terms of Reference.

Hassan Merali queried the placement of the word "members" (section 2, paragraph 5) clarifying that members of the committee are appointed by the Board. The phrase should not mean that the committee consists of three (3) appointed Board members (opposed to elected Board members). The change should say, "at least three (3) members appointed by the Board" not "appointed Board of Governors members".

It was moved (Christopher Doll), seconded by (Andrew Petrozzi) and resolved:

THAT the Board approve the Investment Management Committee Terms of Reference, as amended.

9.7 Policy B.306 Capilano University Board of Governors – Bylaws

Chris Doll prefaced the discussion by relating the ToR to the Bylaws; the ToR of each committee are within the Bylaws. He proposed a Bylaw amendment to delete the ToRs from the Bylaws allowing for more easily made future ToR changes. Michael Fleming mentioned the need to amend the Charter because of Bylaw and the ToR amendments. On behalf of the Governance Committee, Chris Doll confirmed that motions regarding changes to the Charter are forthcoming.

It was moved (Christopher Doll), seconded (Nicholas Cartmell) and resolved;

THAT the Board approve the revisions to Policy B.306 Capilano University Board of Governors – Bylaws, as amended.

9.8 Board Self-Assessment Survey Results

The Executive Summary of the Board of Governors Self-Assessment Survey 2018 was received for information. Paul Dangerfield emphasized that a systems approach will be taken to redesign Board orientation. Implementation of multi-media, such as a recorded presentations library, is in consideration as a way to accommodate multiple orientation sessions. Further, key topic experts will continue to be a part of orientation. Soon Kim added that the SharePoint site will be revitalized to include new, readily available reference materials accessible by the Board.

It was moved (Jessie Williams), seconded (Duncan Brown) and resolved:

THAT the Board receive for information the Executive Summary of the Board of Governors Self-Assessment Survey 2018, as presented.

10. Policy and Planning Committee

Christopher Doll presented on the approval of four Board policies.

10.1 B.511 Discrimination, Bullying and Harassment Policy

It was moved (Jessie Williams), seconded (Duncan Brown) and resolved:

THAT the Board approve adoption of Policy B.511 Discrimination, Bullying and Harassment, as presented.

10.2 B.512 Human Rights, Diversity, Inclusion and Equity Policy

Chris Doll commented that the development and review process for this one was exemplary.

It was moved (Chris Doll), seconded (Duncan Brown) and resolved:

THAT the Board approve adoption of Policy B.512 Human Rights, Diversity, Inclusion and Equity, as presented.

10.3 B.202 Board Policy on Tuition and Other Fees

Hassan Merali asked that an amendment be made to section 3.1 to change “general” to “generate”. The amendment was accepted by the Board.

It was moved (Chris Doll), seconded (Chris Clarke) and resolved:

THAT the Board approve the revisions to Policy B.202 Board Policy on Tuition and Other Fees, as amended.

10.4 B.109 Student Appeals Policy

Chris Doll clarified for Hassan Merali that sections 1-3 are from the University Act, not our policy.

Paul thanked the staff on all of their hard work on the Terms of References and policies.

It was moved (Chris Doll), seconded (Jessie Williams) and resolved:

THAT the Board approve adoption of B.109 Student Appeals, as presented.

11. Introduction to 2018/2019 Operational Plan

The Board received for information Capilano University's 2018/19 Operational Plan presented by Toran Savjord who remarked that this was a large learning process. He commented that the process will start earlier next year, and parallel with budget development. Further discussion will be part of the Board's September Orientation. Paul Dangerfield thanked Toran Savjord and Melanie Schumacher for all of their hard work.

12. Future Meetings and Events

Irene Chanin asked the Board to mark the dates for the 50th Birthday Bash, CapFest, and the Alumni Awards events in their calendars. It was noted that the new Capilano University website will host the Board schedule and other Capilano University events.

13. Board Chair and Vice Chair Election

Paul Dangerfield reviewed the relevant legislation and followed the election procedures script.

Chris Doll nominated Soon Kim, and Cherian Itty seconded it. Soon Kim was elected to the position of Board Chair by acclamation. Cherian Itty nominated Chris Doll to the position of Board Vice-Chair, and Imroz Ali seconded it. Christopher Doll was elected to the position of Board Vice-Chair by acclamation.

14. In Camera Session

It was moved (Christopher Doll), seconded (Imroz Ali) and resolved:

THAT the Board move In-Camera following the adjournment of the Regular Meeting.

15. Adjournment

It was moved (Christopher Doll), seconded (Imroz Ali) and resolved:

THAT the Regular Meeting of the Board be adjourned.

The Regular Meeting of the Board adjourned at 6:49 pm.