

BOARD OF GOVERNORS - REGULAR MEETING

Regular Meeting Minutes

September 27, 2023

Cedar Boardroom 2110, Surrey Campus

Present: Board

Rhiannon Bennett / Vice Chair
Michael Chang
Paul Choi
Ishant Goyal
Aryan Kalia
Amos Kambere
Muhammad Afzal Malik
Lyndsay Passmore
Rod Ross
Takashi Sato
Amanda Smith-Weston

University G8 members

Laurie Clancy / VP, Human Resources
Jennifer Duprey / General Counsel
Chervahun Emilien / Chief Financial Officer
Nadia Mallay / VP, Equity & Inclusive Communities
Zena Mitchell / VP, Students
Peter Smailes / VP, Administration

Presenters and Administrative Resources

Dr. David Burns / AVP, Academic
Lily Chong / Interim University Secretary &
Executive Assistant to the President & Vice
Chancellor
Ranminder Kaur / Executive Assistant to the Board
of Governors
Dr. Lori McElroy / AVP, Planning and
Accountability
Keri Spindler / University Secretary & Executive
Assistant to the President & Vice Chancellor

Regrets: Ivy Chen / Chair

Kim (Kwuntiltunaat) Baird /
Chancellor
Alan Davis / President & Vice
Chancellor
Waheed Taiwo

Randall Heidt / VP, External Affairs

Diane Purvey / Provost & VP, Academic

**1. Call to Order and
Introductory Remarks**

The Vice Chair called the meeting to order at 4:40pm.
The Vice Chair acknowledged KPU's commitment to reconciliation and recognition that we live, work and study in a region that overlaps with the unceded traditional and ancestral First Nations territories of the Musqueam, Katzie, Semiahmoo, Tsawwassen, Qayqayt, and Kwikwetlem, and with the lands of the Kwantlen First Nation, which gifted its name to this university.

The Vice Chair welcomed the guests attending the meeting.

The Vice Chair asked everyone at the meeting to recognize and honour September 30th as national Truth and Reconciliation Day.

1.1. Welcome by KPU Elder in Residence

This item was deferred as Elder in Residence, Lekeyten was unable to join the meeting. Members noted that Elder Lekeyten will be invited to the Board meeting in November.

2. Approval of Agenda

Motion #01-23/24

MOVED, SECONDED AND CARRIED THAT the Board of Governors approve the regular meeting agenda for September 27, 2023.

3. Conflict of Interest

No other conflict of Interest was declared.

4. Approval of Consent Agenda

Motion #02-23/24

MOVED, SECONDED AND CARRIED the Board of Governors approve the following item on the Consent Agenda:

4.1. Minutes of the June 28, 2023 Regular Board of Governors Meeting.

5. Board Committee Chairs

Mrs. Spindler presented the report and commented that the Board Governance Manual sets out the governance structure and principles pursuant to which the Board exercises its responsibilities and carries out its duties of stewardship and accountability. Mrs. Spindler noted that the exceptions to the designated committee chairs have been approved by the Board in the past in recognition of individual board members' specific skill sets and experience.

Mrs. Spindler mentioned that there are only two members on the board with a financial designation, hence the proposal for Ms. Chen to Chair the Audit and Finance Committees. Members noted that the Board collectively elected Ms. Chen as Chair of the Board for a one-year term in June 2023.

Mrs. Spindler noted that the Board office has in the past contemplated removing the chair designation in the Governance Manual all together as it isn't the first time this exception has been sought and granted. Mrs. Spindler asked the Board to consider this and give direction to the Board office to update the Governance Manual to remove the chair designation requirements and go with the best fit instead as the Board Governance Manual is the Board's policy and it is not a legislative requirement. Members noted that the Board has the power to approve the exception and also approve the changes to the Board Governance Manual as it is an internal document.

The Vice Chair noted that the Committee recommends all motions for approval to the Board and, ultimately the Board of Governors is responsible for the approval.

Mrs. Spindler commented that the chair of any of the committees is there to shepherd and maintain order and balance at the meetings and that they are not the decision maker and that the committee as a whole has the authority to recommend all motions to the full board.

One member commented that a review of conflict of interest should be reviewed for the Audit and Finance Committee chair to ensure that there is no conflict and also pre-plan for any conflict that may arise on the duties carried out by the Audit Committee chair, so the board can be prepared for it.

ACTION ITEM: The University Secretary to bring forward a proposal of how any conflicts that arise from the Board Chair chairing Board Finance and Audit will be handled.

Motion #03-23/24

MOVED, SECONDED AND CARRIED THAT the Board of Governors approve an exception to the Board Governance Manual to allow Amos Kambere to chair the Governance Committee and Ivy Chen to chair the Audit and Finance Committee.

6. Governance Committee Report

6.1. Committee Chair Report

Committee Chair, Mr. Kambere advised the Governance Committee met on September 13, and received Code of Conduct Declarations executed by new board members and Board composition and succession plan.

Members noted that the other items discussed at the meeting are on the agenda.

6.2. Policy and Procedure ST7 Student Conduct (Non-Academic)

Dr. Burns presented the policy and procedure ST7 Student Conduct (non-academic) and commented that it went through a fulsome review between Fall 2022 and Spring 2023. Dr. Burns noted that the changes proposed are not of a significant nature.

Dr. Burns highlighted the general revisions to the policy, including an inclusive and student-centered approach, and language such as gender-neutral pronouns, positive inclusive

language and an emphasis on shared responsibilities across the university community to ensure that we all contribute to the safe learning environment.

Motion #04-23/24

MOVED, SECONDED AND CARRIED THAT the Board of Governors approve Policy and Procedure ST7 Student Conduct (Non-Academic), effective September 28, 2023 as recommended by the Board Governance Committee.

6.3. VISION 2023 Final Assessment

Dr. McElroy presented the report and commented that a final assessment is presented for information. Members noted that an assessment has been conducted on the progress made toward each of the 12 goals in Vision 2023. Dr. McElroy commented that the assessment was based on the metrics reported in KPU's Accountability Plan & Report.

Dr. McElroy commented that a lot of progress has been made in a number of areas, particularly on enhancing the experience of our students and our employees. Members noted that there are two goals where results were weakest:

- Goal B1 – embrace all cultures and promote a renewed, authentic approach to Indigenization. Dr. McElroy mentioned that KPU wants to improve enrollment in this area and ongoing work is needed to ensure that all students, regardless of their background and identity, feel they are treated fairly at KPU and that KPU is a supportive and welcoming place. Members noted that the Office of Equity & Inclusive Communities will focus on this area.
- Goal D3 - be accountable to our partners, government and communities. Dr. McElroy noted that most of the measures related to this goal is KPU's accountability to the Ministry, and notably domestic FTEs. Members noted that domestic FTEs have been declining in recent years and that KPU has not met this target. Dr. McElroy commented that rigorous efforts are needed to reverse the decline in domestic enrolments.

Dr. McElroy noted that the measures for assessing progress on VISION 2026 will be developed in consultation with other departments, where relevant, and with the Board Governance Committee, prior to them being finalized with the Board.

6.4. Joint Senate/Board Governance Retreat

Mrs. Spindler presented the report and commented that the 2023 Joint Governance Retreat is tentatively scheduled for December 8th at KPU Surrey. Mrs. Spindler commented that members of the Board, Senate, Senate Committees and Faculty Council Chairs are invited to attend.

Mrs. Spindler noted that the draft agenda for the Joint Governance Retreat is included in the package. Members noted that the agenda was discussed at the board Governance Committee and is also going to Senate for feedback.

Mrs. Spindler asked members to review the draft agenda and provide feedback on the draft suggested keynote topic and the workshops. Mrs. Spindler noted that there are normally three workshops in the afternoon.

Mrs. Spindler commented that there is no option to live stream the retreat, however, the sessions will be recorded and recordings will be made available to members at a later date.

7. Human Resources Committee Report

7.1. Committee Chair Report

Committee Chair, Ms. Bennett, advised that the Human Resources Committee met on September 14, and received an update on new board members onboarding.

8. Audit Committee Report

8.1. Committee Chair Report

Committee Vice Chair, Mr. Chang, advised that the Audit Committee met on September 19th, and received an update on audit recommendations.

9. Finance Committee Report

9.1. Committee Chair Report

Committee Vice Chair, Mr. Chang, advised that the Finance Committee met on September 19, and items discussed at the meeting are on the agenda.

9.2. Executive Statement of Financial Information (SOFI) Public Bodies Report as at March 31, 2023

Ms. Emilien noted that this is an annual requirement and the Statement of Financial Information (SOFI) Public Bodies Report is due for submission to the Ministry of Advanced Education, Skills and Training.

Ms. Emilien commented that the audited financial statements for the year ended March 31, 2023 have been reviewed and

approved by the external auditors, as an accurate representation of KPU's financial results. Members noted that the audited financial statements were approved by the Board at its June meeting.

Ms. Emilien mentioned that further improvements have been made to the Statement of Financial Information (SOFI) report which now includes a comparison to prior years.

Members noted key items included in the report:

- Schedule of Board members' remuneration and expenses – members noted that no expenses were recorded for last fiscal year.
- Schedule of employee remuneration and expenses greater than \$75,000
- Schedule of payments to suppliers of goods and services
- Schedule of severance agreements, debts, and indemnity agreements.

Ms. Emilien commented that the report also includes summarized and reconciled information in relation to the financial statements. Members noted that the reconciliation to financial statement included within the report is on a cash basis.

Motion #05-23/24

MOVED, SECONDED AND CARRIED THAT the Board of Governors approve the Statement of Financial Information (SOFI) Public Bodies Report as at March 31, 2023 for submission to the Ministry of Post-Secondary Education and Future Skills, as recommended by the Board Finance Committee.

9.3. Financial Update

Ms. Emilien presented the report and commented that the FY 2023-2024 budget development process is underway. Ms. Emilien noted that there are multiple touchpoints with stakeholders throughout the budget development process. Departments are preparing their operating and capital requests for the FY2023-2024 budget. Members noted that once the requests are received, reviews will be conducted until mid-November. Ms. Emilien commented that one of the outstanding items to discuss is the available budget capacity which will be brought forward multiple times over the coming weeks. Members noted that this will inform how much will be available to put forward any new budget request for the next fiscal year. Ms. Emilien noted that these requests will be going through a more rigorous process. Members noted that the final budget is

scheduled to be approved at the January 29, 2024 Board of Governors meeting.

Ms. Emilien noted that the monthly variance review and reporting takes place from June to the end of the fiscal year to inform on income and expenses and to determine other strategic decisions that need to be considered during the course of the year.

Ms. Emilien presented current year data and commented that the variance report has undergone an overhaul to provide better information for the first half of the year, when forecasting is not informative. Ms. Emilien commented that the new format shows the budget year to date (YTD) as compared to the actuals YTD. The report also compares the prior year actuals YTD and provides insight into significant variances over both time spans.

Ms. Emilien commented that the report in the package is presented in three formats: (a) account; (b) portfolio; and (c) division. Members noted that all of them provide same bottom-line information. Ms. Emilien noted that the attachment by portfolio is called summary which contains a variance column to provide comments.

Ms. Emilien highlighted few significant variances as of the end of August:

- Lower than expected international and domestic tuition revenues, largely due to timing.
- Higher than expected interest and investment income due to higher interest rates on cash balances
- Lower than expected faculty salaries largely due to timing when the collective agreement will get ratified as the current budget includes consideration to salary increases.
- Lower than expected staff and administrative salaries due to timing and delays in hiring, both new and replacement positions.
- Lower than expected fees and services expenses largely due to timing along with savings to date

Ms. Emilien noted the proceeds of \$117.6 million received for the KPU Tech land sale. Ms. Emilien commented that of this amount, the Ministry of Advanced Education and Skills Training communicated in August 2022, that it will restrict approximately \$80 million for priorities that will support the post-secondary education and skills training needs of the University's service region. Members noted that the plan for how the funds will be

spent is currently being worked on and has to be approved by the Ministry by the end of the fiscal year.

Mr. Choi left the meeting.

10. President's Report

10.1. Report to the Board

A report was included in the package.

11. Provost's Report

11.1. Report to the Board

Dr. Burns updated members on behalf of the Provost and VP, Academic Report and commented that the Provost will bring forward a proposal to create a Faculty of Graduate Studies in the coming months. Dr. Burns noted that KPU met with some local Elders to find inspiration on how to structure the Graduate studies initiative at KPU. Members noted that a Masters program will also be proposed, and a policy on Graduate studies will be proposed this year.

Dr. Burns noted that a draft on Academic Integrity tools is being reviewed which will be rolled out to students so they can self-check on indications of plagiarism.

Dr. Burns commented that Melissa Ashman from the Melville School of Business received an award for Excellence in Open Education.

Dr. Burns noted that Dr. Asma Sayed was appointed an interim Special Advisor, Strategic Initiatives to the Provost office to work on key initiatives with the South Asian communities.

Dr. Burns mentioned that KPU is working on Artificial Intelligence (AI) tool. Dr. Burns noted that KPU will be required to make a number of changes to accommodate and make good use of AI technology. Dr. Burns commented that KPU will try to find productive ways to utilize AI tools and that KPU will try to protect itself from privacy violations of our students. Dr. Burns noted that KPU is moving forward cautiously with all the AI tools. Members noted that KPU has released some guidelines on using these tools in classrooms.

12. Senate Reports

A report was included in the package.

12.1. Senate Meeting Dates 2023-34

Mrs. Spindler mentioned that the Senate meeting dates are included in the package. The Vice Chair mentioned that board

	members are encouraged to attend at least one meeting during the governance year.
13. Next Meeting Agenda Contribution	Board members were asked to send contributions for the next meeting agenda to the Board Office at least two weeks in advance of the meeting.
14. For the Good of the Order	<p>Mr. Sato invited members to join KPU Solar Eclipse Party 2023 on Saturday, October 14, 2023 at KPU Farm, Richmond. Members noted that the Board office will circulate the invitation via email to members with further details.</p> <p>There were no additional items identified.</p>
15. Feedback on the Meeting	<p>A number of board members commented that engagement at the in-person meeting was very positive compared to virtual meetings. Members also commented on the quality of the conversation at the meeting which was very open and transparent and members thanked the Vice Chair for leading the meeting so well and for allowing the members to contribute openly to the discussion. Several members commented that they would like to have more in-person meetings.</p> <p>Members also commented that virtual meetings should be chaired differently, soliciting feedback from more silent members.</p> <p>There was no other feedback on the meeting.</p>
16. Closing Remarks	The Vice Chair thanked everyone, including Board Members for attending and contributing to the discussions. The Vice Chair also thanked the guests who attended the meeting.
17. Appendix	<p>17.1. <i>International Student Recruitment & Student Supports</i></p> <p>A report was received.</p> <p>17.2. <i>Response to questions relating to endowment and tuition</i></p> <p>A report was received.</p>
18. Next Meeting	The next meeting has been scheduled for Wednesday, November 29, 2023.
19. Adjournment	The meeting adjourned at 5:46 pm.

Board Vice Chair