

**Wednesday, November 21, 2012
Surrey Campus Boardroom 2110**

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| Present | Board Kristan Ash Alan Davis/ President Geoff Dean Iman Ghahremani Sandra Hoffman Shane King Jared Penland Kim Richter Gord Schoberg / Chair Lisa Skakun Launi Skinner Ken Tung Amrik Virk | University Vice Presidents Gordon Lee / Provost & VP Academic Harry Gray / VP Finance & Administration University Community Members Sandi Klassen / University Secretary Kathy Lylyk / Executive Director Finance Louella Mathias / Director Organizational Risk Kerry Thompson / Office of the University Secretary Shelley Wrean / General Counsel |
| Regrets | Arvinder Bubber / Chancellor Yuri Fulmer | |

Call to Order The Chair called the meeting to order at 3:00pm.

Approval of Agenda **The agenda was approved by consensus with the following revisions:**

- **Add Item 6.6 Appointment of Chair, Board Appeals Tribunal**
- **Defer Item 7.3 Bylaw No. 4, Fees Revision**

Consent Agenda **Moved by Jared Penland, seconded by Kim Richter:**
THAT the Consent Agenda be approved **MOTION CARRIED**

Items included in the Consent Agenda:

- Minutes 19 September 2012

New Business ***Senate Advice re Board Appeals Tribunal Procedures***
The Board Appeals Tribunal *Procedures* and *Terms of Reference* were approved at the September 19, 2012 Board meeting. A resolution was passed at that meeting for the Board to reconsider the procedures section after seeking advice from Senate, as required by the *University Act*.

The Board reviewed advice regarding the *Procedures* provided by Senate at its October Senate meeting. Senate will now have the

opportunity to provide advice regarding the *Terms of Reference* at the November Senate meeting.

**Moved by Shane King, seconded by Kristan Ash:
THAT the Board of Governors approve the revised *Board Procedures as Final Appeal Board – Non-academic Misconduct*.**

MOTION CARRIED

**Board/Senate Task Force on
Bi-cameral Governance**

Review of Board Manual Excerpts

The Task Force has now reviewed specific sections of the Board Manual related to Board and Senate interaction. Changes to Section 3, *Bi-cameral Governance*, and Section 16, *Strategic Planning*, will be incorporated into the manual.

Governance Committee

Board Governance Items

- ***Bylaw Revisions***
- ***Board Governance Policies***
- ***Board Governance Manual***

Members discussed revisions to the Bylaws, the Board Governance Policies and the Board Governance Manual.

ACTION – Sandi Klassen to provide a list of Universities which have adopted similar conflict of interest definitions, and protocols for elected members.

**Moved by Kenneth Tung, seconded by Launi Skinner:
THAT the Board of Governors rescind the following Bylaws:
Bylaw No. 1, *University Board and Officers*
Bylaw No. 2, *Powers, Duties and Benefits of the President*
Bylaw No. 5, *Board Conduct and Conflict of Interest*
Bylaw No. 6, *Reimbursement of Expenses Incurred by Board Members*
Bylaw No. 10, *Board of Governors Oath of Office*;**

AND

**THAT the Board of Governors approve revisions to Bylaw No. 3,
Meetings of the University Board of Governors;**

AND

**THAT the Board of Governors renumber Bylaw No. 9 as Bylaw No. 1
and Bylaw No. 8 as Bylaw No. 2;**

AND

**THAT the Board of Governors rescind all Board governance policies
and appendices except Policies 2.2 *Accountability of the President*,
3.4 *Financial Planning/Budgeting*, 3.5 *Financial Conditions and
Activities* and 3.6 *Asset Protection*;**

AND

THAT the Board of Governors approve revisions to Policy 2.2, *Accountability of the President*;

AND

THAT the Board of Governors approve the Board Governance Manual (“Board Manual”) as establishing the governance structure and policies pursuant to which the Board will exercise its responsibilities and discharge its duties;

AND

THAT the Board of Governors reconsider the Board of Governors Appeals Tribunal Non-academic Misconduct Terms of Reference, that form part of the Board Manual, after seeking the advice of Senate.

**MOTION CARRIED
Opposed - Kim Richter**

Review Notice of Position

The Notice of Position document, provided to potential Board members via the Board Resourcing and Development website was reviewed. The document is updated each time a Board vacancy occurs.

Moved by Geoff Dean, seconded by Jared Penland:

THAT the Board of Governors approve the Notice of Position for 2013 Board vacancies, with minor revisions.

MOTION CARRIED

Board Retreat

Suggestions for the annual Board Retreat were solicited and suggestions can be sent to Sandi Klassen. The 2013 retreat is scheduled for February 22-23 and strategic planning will be the priority topic. Members are asked to hold the dates in their calendars.

Code of Conduct Signing

Board members each signed a code of conduct declaration.

Risk Management Update

Harry Gray and Louella Mathias presented an update from the Office of Organizational Risk, and reviewed the strategy for establishing an enterprise risk management system at KPU.

Appointment of Chair, Board Appeals Tribunal

Per section 14.4 of the Board of Governors Appeal Tribunal Terms of

Reference, the Board Chair appointed Lisa Skakun as Chair.

Finance & Audit Committee

Second Quarter Financial Report

The Second Quarter Financial Report ending September 30, 2012 was presented to the Board for information. Financial reports now include a narrative for additional context.

Draft Board Budget 2013-2014

The 2013-2014 draft Board Budget was reviewed. The budget has been reduced by 1% from last year, in the Community Activities line.

**Moved by Iman Ghahremani, seconded by Sandra Hoffman:
THAT the Board of Governors approve the Board Budget 2013-2014.
MOTION CARRIED**

Bylaw No.4/ Fees Revision

Deferred to the January 30, 2013 meeting to allow for student consultation.

Student Affairs Report

The report from Student Affairs was discussed. Operational changes resulting from a realignment of student service departments have been initiated. The Board discussed student retention, success and failure rates, and moving the First Year Experience and its associated initiatives forward.

The Board would welcome establishing Key Performance Indicators (KPI) and then receiving regular KPI updates.

President's Report

The President reviewed his report to the Board which included academic, service and administrative departmental updates. The report will eventually become a community report for posting on the President's web site.

The Board discussed the progress of the Strategic Plan, the success of the associated town halls and the fulsome feedback received from the KPU community.

The President's Advisory Team (PAT) will be phased out. The President will instead engage with a pool of students who will represent KPU at community events, as appropriate. The goal is to provide an inclusive environment in which a variety of students will have an opportunity to participate.

Senate Report – September 24, 2012

President's Update

The President updated the Board on Senate activities.

Full Program Proposal, Bachelor of Science Major in Applications of Mathematics

Presented for information only.

Next Meeting Agenda Contribution

The following items were suggested for future meeting agendas:

- an update on senior positions and postings
- an update on the recruitment and retention plan for senior positions
- an update on extended hours of operation during peak times of the academic year
- an update on plans for a Student Union building
- an update on the academic plan as it relates to new programs

Agenda items may be forwarded to Sandi Klassen.

For the Good of the Order

- Kristan Ash was congratulated on her re-election to the Alumni Association Board
- the Kwantlen University Chorus will be in concert on Friday, November 23rd
- Gord Schoberg reported that he has been in conversation with the Minister of Advanced Education

Evaluation of the Board as a Group

Launi Skinner observed that members as a whole contributed balanced feedback, and were positive and constructive in their comments and recommendations. Dialogue and reports were regularly driven by the vision and mission. Conversation was polite but vigorous when appropriate, and conflicting and diverse viewpoints were considered. More time was spent with strategic leadership than administrative detail. There was a clear distinction between the role of the Board and that of the President. Long term impacts were considered. Overall, board members were supportive of each other. Launi felt that this had been a very positive meeting.

It was agreed that reflection on the meeting is a valuable tool that should be maintained. Board members who have offered to mentor new members were thanked. Shelley Wrean and Sandi Klassen were thanked for their work on the Board Manual.

Information Package

Information included an updated events calendar.

Next Meeting

The next scheduled meeting is on Wednesday, January 30, 2013 at the Surrey Campus.

Adjournment

The meeting adjourned at 5:40pm.

BOARD CHAIR