

Present

Board

Ariana Arguello
Kristan Ash
David Atkinson /President
Rebecca Darnell
Yuri Fulmer
Shane King
Kim Richter
Derek Robertson
Gord Schoberg
Kenneth Tung
Newton Wainman

University Vice Presidents

Rob Fleming/AVP, Academic
Deborah Harkin/Human Resource Services
Gordon Lee/Finance & Administration

University Community Members

Arthur Coren/Dean, Faculty of Business
Bob Davis/KFA
Jody Gordon/AVP Student Services & Registrar
Sandi Klassen /University Secretary
Sandy Kuzyk/Exec.Assistant to the President
Vivian Lee/Director, Budgeting
Kathy Lylyk/Exec. Dir., Finance
Elizabeth Merritt /University Secretariat

Regrets

Arvinder Bubber /Chancellor
Scott Nicoll/Chair
Andrew Taylor-Eddy
Amrik Virk

Presentation

Mayor Green, Township of Langley, and Peter Holt, Director of Bulkley Blair Consulting Inc., gave a presentation on the South of the Fraser Transportation Plan, which would provide rail transportation for people and small goods from New Westminster to Chilliwack along an already existing Interurban rail line. Attending the presentation with them were Roy Mufford of the Fraser Valley Heritage Railway Society and Lee Lockwood.

Call to Order

The Chair called the meeting to order at 6:20 pm and welcomed guests.

Moved by Rebecca Darnell; seconded by Derek Robertson:

THAT Gord Schoberg act as Board Chair in the absence of Scott Nicoll.

MOTION CARRIED

Oath of Office

The Chair administered the oath of office to the new board members:
Ariana Arguello
Kristan Ash
Yuri Fulmer
Kenneth Tung

Approval of Agenda Moved by Rebecca Darnell; seconded by Shane King:
THAT the agenda is approved as amended.

MOTION CARRIED

Agenda Amendments

- Items referencing Scott Nicoll will be assumed by Gord Schoberg in Scott Nicoll's absence
- Item 28 , Evaluation of the Board as a Group will be done by Rebecca Darnell

Consent Agenda Moved by Rebecca Darnell; seconded by Shane King:
THAT the Board of Governors approves the Consent Agenda.

MOTION CARRIED

Items approved under the Consent Agenda:

- a. Statement of Financial Information Pursuant to the Financial Information Act for the year ended 31 March 2009
- b. Minutes 19 August, 2009

**Assurance of
Successful President
Performance**

Policy 3.7, *Emergency Succession*

After discussion the Board made the following motions:

Moved by Rebecca Darnell; seconded by Derek Robertson:
THAT the President is in compliance with Policy 3.7, *Emergency Succession*

MOTION CARRIED

Policy 3.8, *External Alliances*

Moved by Derek Robertson; seconded by Ariana Arguello:
THAT the President is in compliance with Policy 3.8, *External Alliances*
MOTION CARRIED

The President will brief the Board on the SPARK Program.

**Upcoming
Monitoring Reports**

The President will submit the following monitoring reports in November 2009:

- Policy 3.5, *Financial Condition & Activities*
- Policy 3.9, *Communication & Support to the Board*

Senate Report

David Atkinson outlined the Senate Report to the Board of Governors.

Policy Development

Policy 1.9, *Board Relationship with Senate and Kwantlen Foundation*

Moved by Rebecca Darnell; seconded by Derek Robertson:
THAT the Board of Governors approves a revision to the Policy Monitoring Schedule whereby Policy 1.9, *Board Relationship with Senate and Kwantlen Foundation* will be monitored in May of each year instead of August.

MOTION CARRIED

Governance Committee Composition

Elected members will let the Board Chair know of their interest in sitting on any Board committee.

**Moved by Shane King; seconded by Rebecca Darnell:
THAT the Board of Governors approves the Board Governance
Committee composition of all Board committee chairs, and, in any event,
to include at least one elected Board Member.**

**MOTION CARRIED
Derek Robertson opposed**

Policy 1.11, Board Members' Individual Responsibilities

**Moved by Rebecca Darnell; seconded by Ariana Arguello:
THAT the Board of Governors approves a revision to Policy 1.11, *Board
Members' Individual Responsibilities*, adding number 3d:**

**“It is expected that Board members will, from time to time,
attend political events to represent the University and to
ensure that matters of institutional importance are known
and appreciated. To avoid any appearance of partisanship,
individual Board members must receive the approval of the
Board Chair prior to attending a political even should they
wish subsequent reimbursement.”**

MOTION CARRIED

Board Committees and Policy Governance

**Moved by Rebecca Darnell; seconded by Kristan Ash:
THAT the Board of Governors approves the following items related to
Board committees and Policy Governance®.**

- 1. That reports concerning Ends Statements and Executive Limitations be received and discussed by the appropriate committee before going to the full Board. The Committee will not send forward a report until the report is deemed “in compliance” by the Committee.**
- 2. In those situations where the Board must self-evaluate, this self-evaluation will be made in the first place by Committee, and its recommendation will come to the full Board for approval.**
- 3. Board Committee meetings will be scheduled in a way that accommodates appropriate evaluation of all “compliance” reports. This will mean a reduction of Board meetings to four per year, with committee meetings scheduled for the intervening months.**
- 4. All recommendations and actions relative to Board responsibilities as defined in the *University Act* will come to the Board after consideration by and referral from, the appropriate committee for approval in the Consent**

Agenda. If individual Board members wish to discuss any matter, it can be lifted from the Consent Agenda as per current procedures.

**Amendment moved by David Atkinson; seconded by Derek Robertson:
THAT Paragraph 5 is added to state that Board committees will review
Ends Statements and Executive Limitations and make recommendations
for change.**

AMENDMENT CARRIED

**Amendment moved by Rebecca Darnell; seconded by Shane King:
THAT the last sentence in paragraph 3 is struck.**

AMENDMENT CARRIED

Motion as amended:

1. That reports concerning Ends Statements and Executive Limitations be received and discussed by the appropriate committee before going to the full Board. The Committee will not send forward a report until the report is deemed “in compliance” by the Committee.

2. In those situations where the Board must self-evaluate, this self-evaluation will be made in the first place by Committee, and its recommendation will come to the full Board for approval.

3. Board Committee meetings will be scheduled in a way that accommodates appropriate evaluation of all “compliance” reports.

4. All recommendations and actions relative to Board responsibilities as defined in the *University Act* will come to the Board after consideration by and referral from, the appropriate committee for approval in the Consent Agenda. If individual Board members wish to discuss any matter, it can be lifted from the Consent Agenda as per current procedures.

5. Board committees will review Ends Statements and Executive Limitations and make recommendations for change.

AMENDMENT CARRIED

Derek Robertson Opposed

Board and Committee Meeting Schedule

The Board discussed the number of Board meetings to be held during the year and the number required under the *University Act*.

**Moved by Rebecca Darnell; seconded by Shane King:
THAT the Board of Governors approves a Board meeting schedule of five Board meetings per year, with meeting times from 3:00 – 6:00 pm. The five board meetings will occur in January, March, June, September and November.**

MOTION CARRIED

Moved by David Atkinson; seconded by Yuri Fulmer:
THAT the Board of Governors approves that by July 1 of each calendar year, each committee will determine the times and dates of their committee meetings in consultation with the University Secretary for the following academic year.

MOTION CARRIED

Revision to Policy 1.4, *Agenda Planning and Board Meeting Conduct*

Moved by Rebecca Darnell; seconded by Shane King:
THAT the Board of Governors approves revisions to Policy 1.4, *Agenda Planning and Board Meeting Conduct*.

MOTION CARRIED

Committee Process regarding Monitoring Reports

After discussion, the Board suggested an additional item (9) be added to the committee process.

Moved by Rebecca Darnell; seconded by Kristan Ash:
THAT the Board of Governors approves the following committee process:

1. All monitoring reports will be assigned to a committee for review.
2. The President will submit his interpretation and proposed types of data for each Executive Limitation and Ends Statement to the committees responsible about 12 months prior to actual submission of the monitoring report.
3. The Committee will review the proposal and provide feedback to the President.
4. The President will submit the full monitoring report to the committee when it is due.
5. The Committee will review the full monitoring report.
6. If the Committee needs further revisions to the monitoring report, they will send it back to the President, with an explanation, for further revisions.
7. The President will re-submit the monitoring report to the Committee.
8. Once satisfied, the Committee will approve recommendation of presidential compliance to the Board of Governors.
9. Board Committees will review Ends Statements and Executive Limitations, making recommendations for change.

MOTION CARRIED

Committee Interaction with President

Moved by Rebecca Darnell; seconded by David Atkinson:
THAT the Board of Governors approves the process regarding committee interaction with the President:

1. The President shall be a member of all Board Committees.
2. The Committee will liaise with the President regarding monitoring reports it is responsible for.
3. “Decisions or instructions of committees are not binding on the President except in rare instances when the board has specifically authorized such exercise of authority.” Policy 2.1, *Unity of Control*.
4. “If committees request information or assistance without board authorization, the President can refuse such requests that require, in the President’s opinion, a material amount of employee time or funds or are disruptive.” Policy 2.1, *Unity of Control*.
5. The Terms of Reference for each committee will provide for a standing agenda item called “Issues & Concerns”, the intent of which is to facilitate an informal exchange of issues and concerns between the committee and the President.

MOTION CARRIED

Policy Development *Student Tuition Remission*

Moved by Shane King; seconded by David Atkinson:
That the Board of Governors approves that students elected to the Board of Governors receive tuition remission in an amount up to six (6) credits per semester, paid at the spring awards ceremony.

Amendment moved by Rebecca Darnell; seconded by Shane King:
THAT in order to qualify for a tuition waiver of up to six (6) credits, students must be full-time students in good standing.

AMENDMENT DEFEATED
ORIGINAL MOTION CARRIED
Rebecca Darnell opposed

Policy 1.2, *Governing Style and Values*

Paragraph 9 of the policy has been revised to bring it in line with the *University Act*.

Moved by Derek Robertson; seconded by Rebecca Darnell:
THAT the Board of Governors approves revisions to Policy 1.2, *Governing Style and Values*.

MOTION CARRIED

Policy 1.3, *Board Job Products*

The Board discussed revisions to Policy 1.3 that bring it into compliance with the *University Act*.

**Moved by Shane King; seconded by Rebecca Darnell:
THAT the Board of Governors approves revisions to Policy 1.3, *Board Job Products*.**

MOTION CARRIED

Policy 1.5, *Board Members' Code of Conduct*

Revisions to Policy 1.5 bring it into agreement with Policy 1.0, *Global Governance Commitment*, approved August 19, 2009.

**Moved by Rebecca Darnell; seconded by Shane King:
THAT the Board of Governors approves revisions to Policy 1.5, *Board Members' Code of Conduct*.**

MOTION CARRIED

Policy 1.8, *Board Committee Structure & Outside Appointments*

**Moved by Rebecca Darnell; seconded by Shane King:
THAT the Board of Governors approves revisions to Policy 1.8, *Board Committee Structure & Outside Appointments*.**

MOTION CARRIED

Policy 2.0, *Global Board-Management Connections*

The revision to this policy reflects the correct title of the President as found in the *University Act*.

**Moved by Rebecca Darnell; seconded by Derek Robertson:
THAT the Board of Governors approves revisions to Policy 2.0, *Global Board-Management Connections*.**

MOTION CARRIED

Notice of Election

Elections for the Board Chair and Vice-Chair will be held at the January 2010 meeting.

**International Policy
Governance
Association
Conference (IPGA)**

Ariana Arguello and Shane King commented on the value of the International Policy Governance Association Conference (IPGA) they attended in July 2009.

**Board Self
Assessment**

Policy 1.7, *Board Committee Principles*

**Moved by Rebecca Darnell; seconded by Derek Robertson:
THAT the Board of Governors is in compliance with Policy 1.7, *Board Committee Principles*.**

MOTION CARRIED

Policy 1.8, *Board Committee Structure and Outside Appointments*

Moved by Rebecca Darnell; seconded by Shane King:

THAT the Board of Governors is in compliance with Policy 1.8, *Board Committee Structure and Outside Appointments*

MOTION CARRIED

Policy 1.9, *Board Relationship with Senate and the Kwantlen Foundation*

Moved by Rebecca Darnell; seconded by Shane King:

THAT the Board of Governors is in compliance with Policy 1.9, *Board Relationship with Senate and the Kwantlen Foundation*

MOTION CARRIED

Policy 1.10, *Cost of Governance*

Moved by Rebecca Darnell; seconded by Shane King:

THAT the Board of Governors is in compliance with Policy 1.10, *Cost of Governance*

MOTION CARRIED

The Board monitored the following policies:

Policy 1.11, *Board Members' Individual Responsibilities*

Policy, 2.0, *Global Governance-Management Connection*

Policy 2.1, *Unity of Control*

Evaluation of the Board as a Group

Rebecca Darnell evaluated the Board meeting indicating that the Board complied with the evaluation criteria. She congratulated the members for focusing on the future, considering and discussing external issues, and making amendments of substance.

Next Meeting Agenda Items

The Board will consider Mayor Green's presentation on the South of the Fraser Transportation Plan.

For the Good of the Order

The Board members introduced themselves because there were four new members.

Adjournment

The meeting adjourned at 8:10 pm.

BOARD CHAIR