



MEETING MINUTES OF THE BOARD

Tuesday, March 24, 2020
1:45 pm to 3:45 pm
Held remotely using MS Teams

Board		Staff
Cherian Itty, Chair	Grace Dupasquier	Jennifer Ingham, VP of University Relations
David Fung, Chancellor	Layne North	Jacqui Stewart, VP Finance & Admin
Duncan Brown, Vice Chair	Michael Fleming	Laureen Styles, VP Academic & Provost
Paul Dangerfield, President	Mila Mattson	Toran Savjord, VP Strategic Planning
Andrew Petrozzi	Patricia Heintzman	Lesley Cook, EA to the Board of Governors
Ash Amlani, Board Liaison	Rodger So	
Regrets		Guests
Barbara Joe		Stephen Williams, Senate Vice Chair
Majid Raja		
R. Paul Dhillon (<i>unable to join due to technical difficulties</i>)		

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 1:45 p.m.

1. Approval of Agenda

It was moved (Grace Dupasquier), seconded by (Rodger So) and resolved;

THAT the agenda be approved as presented.

2. Consent Agenda

It was requested that a change be made to item 6 President's Report, of the January 28 minutes. "The official visit from the Universities Canada Visiting Committee was ~~successful~~ well received."

It was moved (Ash Amlani), seconded by (Grace Dupasquier) and resolved;

THAT the Board approve the following items on the consent agenda as amended:

2.1. Minutes from the January 28, 2020 Board Meeting

2.2. Board Committee Reports:

2.2.1. Executive Committee

2.2.2. Finance & Audit Committee

Note: The Board agreed to discuss the internal audit report, part of item 2.2.2., separately as the new item 6.

2.2.3. Governance Committee

2.2.4 Investment Committee

2.2.5. Policy and Planning Committee

2.3. Correspondence

3. Board Chair's Report

The Board Chair provided a brief overview of the highlights. Due to the COVID-19 pandemic the Board was unable to meet at the Kálex-ay Sunshine Coast Campus, where the Board met in March of 2019. Under better circumstances, the Board hopes to host this meeting at the Kálex-ay Sunshine Coast Campus in 2021.

4. Senate Reports

The Senate Vice Chair provided highlights. The most prominent achievement was that the revised Admissions Policy and new Admissions Procedures were approved. To continue Senate business during the pandemic, Senate has shifted to using an online meeting platform. The Senate Liaison added that Senate is fortunate to have committed staff and faculty who continue to take strides and progress Capilano University. Senate will meet each month April to June, break in July, and reconvene in August.

5. President's Report

The President provided a verbal report to the Board. Prior to the COVID-19 pandemic, senior staff had already committed to all-day training on the operational and processes of an Emergency Operations Centre (EOC) for the university. The CapU EOC has met every day since early March to respond to COVID-19. Recently the University has shifted to operating remotely, with some staff continuing to work on site. The academic priority is to ensure the semester is completed and to prepare for the next one. The President was thrilled to announce that the men's volleyball team won the nationals.

6. Internal Audit Report

The Administration hired MNP to review specific areas that could benefit from an external review. The MNP report provides management with important recommendations and was conducted in accordance with industry standards for auditing. Both reports identified recommendations for management to implement.

7. COVID-19

The campus safety app, CapUSafe and external communications are being used to correspond to students, faculty and staff regarding adjustments to modes of learning, accessibility of essential student services, campus building hours and services, campus closures, and remote working services and technological support. The Administration continues to work with the Student Union to ensure delivery of communications. With the exception of a few services, the University is working almost entirely remotely.

The Administration is aware of the challenges that our students are facing. Looking towards the summer semester, physical distancing and long-distance remote learning are some of the

programming adaptations in review. The Administration is grateful to the communications teams and to all students for their thoughtful messaging.

Note: Additional questions and comments are discussed under item 12 Business Arising.

8. Mandate Letter

The Board Chair and President's Office received the Mandate Letter from the provincial government. The 2020/21 Budget and Integrated Plan covers the four priorities listed in the letter and the university is on target to complete the deliverables.

The Board Chair noted that this year only the Chair needs to sign the Mandate Letter and that each Board member does not have to sign it as in previous years. He also thanked the President for the detailed analysis on how University is in alignment with the Mandate Letter issued by the Ministry.

9. Envisioning 2030

The President gave a presentation, which included a short video clip from the February 6 President's Perspective, and took questions from the Board. The Board has participated in three Envisioning 2030 sessions where they reviewed and provided feedback, in alignment with B.308 Board of Governors Charter. Part of the budget and integrated plan is to apply principle and foundational lenses, such as sustainability, decolonization, health, and academia. For example, faculty and leadership could provide perspective and lead the discussion on fossil fuels and emerging energy solutions. Management will continue to seek council from the community and colleagues. An executive summary of the Envisioning 2030 plan is in development.

Action: The Executive Assistant to the Board will circulate the President's Perspective vimeo link.

It was moved (Michael Fleming), seconded by (David Fung) and resolved;

THAT the Board of Governors approve in principle, the Envisioning 2030 plan.

Ash Amlani left the meeting at 3:35 pm.

Rodger So left the meeting at 3:55 pm.

Andrew Petrozzi left the meeting at 3:57 pm.

10. Governance Committee

10.1 Committee Merger

It was moved (Cherian Itty), seconded by (Michael Fleming) and resolved;

THAT the Board dissolve the Policy and Planning Committee and merge the Policy and Planning and Governance Committees to create a Governance and Planning Committee.

10.2 Terms of Reference

The Committee Chair, Duncan Brown provided background and notified the Board of some additional, non-substantial edits to the clean copies of the Terms of Reference provided in the agenda package.

Additional edits to the Terms of Reference

- Executive and Human Resources Committee
 - The heading Board Succession and Nominations will be added between sub-sections (i) and (j) under Duties and Responsibilities.
- Investment Management Committee
 - Add the following sentence Composition and Quorum. “In addition to the members appointed by the Board of Governors Chair, the Committee will include the President.”

It was moved (Duncan Brown), seconded by (Michael Fleming) and resolved;

THAT the Board approve the proposed Terms of Reference for the Governance and Planning Committee, as presented.

It was moved (Duncan Brown), seconded by (Michael Fleming) and resolved;

THAT the Board approve the proposed Terms of Reference for the Executive and Human Resources Committee, as amended.

It was moved (Duncan Brown), seconded by (Michael Fleming) and resolved;

THAT the Board approve the proposed revisions to the Finance and Audit Committee Terms of Reference, as presented.

It was moved (Duncan Brown), seconded by (Michael Fleming) and resolved;

THAT the Board of Governors approve the revisions to the Investment Management Committee’s Terms of Reference, as amended.

11. Related Party Disclosure

The Related Party Disclosure documentation was summarized and Board members were asked to submit the signed and date form.

Action: Board members are to sign and date the form and send it to the Executive Assistant to the Board.

12. Business Arising

Program Accessibility and Remote Learning

President Paul Dangerfield responded to shíshálh Nation's Education and Employment Manager Ashley Charleson. Through Envisioning 2030, Capilano University will action the need to provide program and student services accessibility at the kálah-ay Sunshine Coast Campus.

COVID-19 Discussion Continued

The Board of Governors continued the COVID-19 discussion. The Board acknowledged and discussed the students' concerns regarding the impact that it may have on their academic record and financial resources. It was felt that these concerns should be discussed at Senate. Management advised that it will bring them to the EOC.

The motion below, moved by Grace Dupasquier and seconded by Patricia Heintzman, with three votes in favor and three against, was not carried.

THAT The Board of Governors requests that Senate consider academic accommodations for students impacted by the COVID-19 public health emergency.

Although the motion from the floor is a request during a time of extraordinary circumstances, it was noted that the motion was outside of the Board of Governors' jurisdiction to provide management with operational directives and it displaces the Senate's role in the bicameral model.

The Board Chair reminded everyone that as seen in the discussion, though the spirit of the motion was supported by the Board, motions for consideration should be well thought out, and where possible, deliberated on in Committee, to ensure that the Board stayed focused on governance and strategic matters and, further, that all decisions were fully aligned with the bicameral governance model under the University Act.

Adjournment

The Regular Meeting of the Board adjourned at 4:42 pm.