

## **BOARD OF GOVERNORS**

### **PUBLIC SESSION MINUTES**

Thursday, November 16, 2023

Senate Chamber Room 1079

5:45 pm – 7:15 pm

**Present:** I. Agoston, A. Alexander, K. Farrell, J. McKay – CHAIR, T. Morrison, P. Mullins, G. Payne, G. Stewart, T. Whitcombe, C. Wishart

**Absent:** A. Beswick, D. Den Duyf, J. Henley, D. McIntosh, M. Reed – VICE-CHAIR,

**Governance:** K. Howitt (Senior Governance Officer), A. Parent (Governance Officer – Recording), M. Rennie (Governance Coordinator)

**Administration:** L. Haslett (Associate Vice-President, Administration) A. Lucarelli (Executive Director – Strategy and Staff), W. Rodgers (Vice-President Academic & Provost), R. Somani (Vice-President Finance and Administration), P. Wood-Adams (Vice-President Research and Innovation)

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The meeting commenced at 5:46 pm

1. **Acknowledgement of Territory**

The Chair acknowledged that our Prince George campus is situated on the traditional territory of the Lheidli T'enneh, part of the Dakelh First Nations and our regional campuses are situated on the traditional territories of the Tsilhqot'in, Dunne-Za and Ts'msyen.

2. **Chair's Remarks**

- **Declarations of Conflict**

The Chair called for any declarations of conflict with items on the Agenda. There was none.

- **Correspondence Received**

There was no correspondence for the Public Session.

3. **Report from the Closed Session of the Board**

a. **September 15, 2023**

- Annual Schedule of Board Meetings
- Indigenous Membership Verification Plan – Discussion
- Board Evaluations
- Proposals for Naming
- Annual 360 Degree Performance Review of President
- Governance Action Items
- Strategic Plan Discussion
- Enrollment Management Discussion

4. **Approval of Agenda**

An addition to agenda was requested from the the Finance and Investment Committee, to be added as item 7.ii.c. for the WIRL Fire Repairs - Construction Contract (attached as Appendix A).

MOTION: 2023BP11.16.01 (P. Mullins/C. Wishart)  
*That, the Agenda for the Public Session of November 16, 2023, of the Board of Governors be approved as presented.*  
CARRIED as Amended

5. **Approval of Minutes**

a. **Public Session Minutes of September 15, 2023**

MOTION: 2023BP11.16.02 (T. Whitcombe/T. Morrison)  
*That, the Public Session Minutes of September 15, 2023, of the Board of Governors be approved as presented.*  
CARRIED

6. **Business Arising from Previous Public Session Minutes**

None

7. **Reports of Committees and Related Motions**

- (i) **Audit and Risk Committee** – G. Stewart, Chair (**Discussion 4 minutes**)  
Written report received. The Chair reported on 2024 Audit Presentation Schedule, update coming in March on the Management Letters from KPMG, detailed presentation coming on Enterprise Risk Management and a presentation coming to both the A&R Committee and the full Board on Cybersecurity Risk.
- a. **University Policy and Procedures Annual Update** – G. Payne and K. Howitt
- i. University Policies and Procedures Report  
Report received and discussed.
- (ii) **Finance and Investment Committee** – A. Beswick, Chair (**Discussion 5 minutes**)
- a. **Q2 Financial Information (for information)** – R. Somani  
Report received. R. Somani reported that the deficit is expected to be lower than the anticipated deficit for quarter 3.
- b. **University Advancement Advisory Committee Report** – C. Wishart  
Report received.
- c. **WIRL Fire Repairs - Construction Contract – L. Haslett (Discussion 5 minutes)**  
L. Haslett discussed the inflationary costs and reported that work is expected to begin December 1 to be completed March 2024.

MOTION: 2023BP11.16.03 (P. Mullins/D. Den Duyf)  
*That, on the recommendation from the Finance and Investment the Board of Governors approves the award of a contract to IDL Projects Ltd for a value not to exceed \$1,704,725 to provide general construction services to repair the Wood Innovation Research Lab Building, as presented.*

CARRIED

(iii) **Governance and Human Resources Committee** – J. McKay, Chair (**Discussion 1 minute**)

a. **Annual Review of Board Rules – Revised Board Rules** – J. McKay (**Discussion 2 minutes**)

MOTION: 2023BP11.16.04 (C. Wishart/T. Morrison)

*That, on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves the Revised Board Rules as presented.*

CARRIED

*Items 7.ii.b -e were discussed and moved as an omnibus motion. (Discussion 12 minutes)*

b. **Approval of Appeals to the Board of Governors Policy** – J. McKay

MOTION: 2023BP11.16.05 (D. Den Duyf/P. Mullins)

*That on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves of the Appeals to the Board of Governors Policy, as presented.*

CARRIED as amended

**Amendment (T. Whitcombe/G. Stewart)**

**6.1.1 b.** Three (3) additional members who are Order in Council members of the Board.

CARRIED

c. **Approval of Appeals to the Board of Governors Procedures** - J. McKay

MOTION: 2023BP11.16.06 (D. Den Duyf/P. Mullins)

*That on the recommendation of the Governance and Human Resources Committee, the Board of Governors approves of the Appeals to the Board of Governors Procedures, as presented.*

CARRIED

d. **Motion to Repeal Guideline for the Conduct of a Board Hearing into the President's Recommendation that a Management/Exempt Employee Be Dismissed** - J. McKay

MOTION: 2023BP11.16.07 (D. Den Duyf/P. Mullins)

*That on the recommendation of the Governance and Human Resources Committee, the Board of Governors repeals the Guideline for the Conduct of an Appeal Under Section 60(3) of the University Act, as presented.*

CARRIED

e. **Motion to Repeal Guideline for the Conduct of an Appeal Under Section 60(3) of the University Act** - J. McKay

MOTION: 2023BP11.16.08 (C. Wishart/T. Morrison)

*That on the recommendation of the Governance and Human Resources Committee, the Board of Governors repeals the Guideline for the Conduct of an Appeal Under Section 60(3) of the University Act, as presented.*

CARRIED

f. **Health and Safety Report** – L. Haslett (**Discussion 11 minutes**)

Report received and discussed. It was requested that this report come to the Audit and Risk Committee in future. The Board discussed the importance of raising awareness, if/how the severity of the incidents could be reported, if there could be a legend (what does a serious injury mean?).

- g. **Human Resources Annual Dashboard** – L. Haslett (**Discussion 2 minutes**)  
Report received and discussed.
- h. **Quarterly Board of Governors Appointment Delegation Report** – June 22, 2023 to October 1, 2023 – L. Haslett (**Discussion 4 minutes**)  
Report received and discussed. A request was made to define the vacancies.
- i. **Sexual Violence and Misconduct Prevention and Response Report** – L. Haslett (**Discussion 2 minutes**)  
Report received and discussed.

8. **Primary Focus for February 2, 2024 Board of Governors Meeting**

- Joint Board & Senate Workshop
- Budget Presentation Assumptions and Analysis Presentation
- Consolidated Budget
- Consolidated Budget for Financial Statement Presentation
- Annual Fees Schedule (2% Tuition Fees Increase)
- Recommendations for Promotion & Tenure
- Executive Compensation Disclosure Summary

9. **Board Motions**

None

10. **Mandatory and Standing Reports – Public Session**

a. **Report of the President** – G. Payne (**Discussion 10 minutes**)

- Regular Report  
Written report received and discussed.
- Senate Update (verbal)
  - Regular Senate meetings were held in September and October.
  - Our next regular meeting of Senate is on November 22, 2023.
  - Senate elected Student Senator Barbara Durau as Vice-Chair.
  - New student senators began their term on September 1, 2023.
  - Senate approved the September list of graduating students for the UNBC Annual Convocation.
  - Senate continues its usual business of course revisions, approvals, other calendar updates and revisions.
  - Received the Northern Studies Program Review.
  - Senate received a presentation on Curriculum Cycle & Strategic Enrolment Management from Kimberly Read and Dennis Stark.
  - Senate continues open discussions on Chat GPT and the use of other Artificial Intelligence (AI) applications. These discussions have included a report from the Academic Student Misconduct Orientation (ASMO) Task Force and the initiation of an AI Taskforce to develop some guidance for instructors on messaging they can use in their course outlines to be clear about their requirements of students, and the students' responsibilities.
  - Changes to the Term of Reference for the Senate Committee on Indigenous Initiatives.
  - Call for Nominations for the Honorary Degrees recipients has gone out. The deadline for the 2024 Convocation Cycle is the end of the fall Semester.
  - Senate revised the terms of reference and conditions for one scholarship.
  - Senate approved the 2023/2024 list of Award Recipients.

b. **Public Reports of the Vice-Presidents, written**

- Vice-President Academic and Provost – W. Rodgers (**Discussion 10 minutes**)  
Written report received and discussed.

-Vice-President, Finance and Administration – R. Somani (**Discussion 4 minutes**)  
Written report received and discussed.

- Report on Elevating Devices Safety Regulation & Power Engineers, Boiler, Pressure Vessel, & Refrigeration Safety Regulations - L. Haslett

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-Vice-President, Research and Innovation – P. Wood-Adams (**Discussion 2 minutes**)

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Written report received and discussed.

**11. Other Business**

**12. Adjournment**

MOTION: 2023BP11.16.09 (T. Whitcombe) <i>That the Board Public Session be adjourned.</i> CARRIED
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Adjourned at 3:40 pm.