

**Public Session Minutes for the Meeting of September 27, 2017**

**Attendees:** Karyn Brearley (Chair), Doug Allingham, Robert Bailey (acting President), Francis Garwe

**Staff:** Becky Dinwoodie, Craig Elliott, Cheryl Foy, Douglas Holdway, Susan McGovern

**Regrets:** Andrew Elrick, Jay Lefton

**Guests :** Mike Eklund, Christine McLaughlin, Glenna Raymond (*teleconference*), Hannah Scott (*teleconference*)

**1. Call to Order**

The Chair called the meeting to order at 10:04 a.m.

**2. Agenda**

*Upon a motion duly made by D. Allingham and seconded by R. Bailey, the Agenda was approved as presented.*

**3. Conflict of Interest Declaration**

There were no conflict of interest declarations.

**4. Approval of Minutes of the Meeting of June 7, 2017**

*Upon a motion duly made by D. Allingham and seconded by R. Bailey, the minutes were approved as presented.*

**5. Chair's Remarks**

The Chair welcomed the committee to the first meeting of the new Board year. It is an exciting time to be on campus, especially with recent addition of the SIRC building. The committee will be discussing several significant items, including the By-law Review Project, Executive Compensation Plan and the student Sexual Violence Policy implementation. She noted that the committee has a busy year ahead.

## **6. President's Remarks**

R. Bailey wished everyone “Happy New Year” in academic terms. He commented that the university had a good start-up.

## **7. Governance**

### **7.1 By-law Review Project – Draft By-laws 1 & 2**

The Chair introduced the draft by-laws. She noted the tremendous amount of work that went into the project. She listed the members of the working group. She reported that there have been extensive discussions and active participation by all members of the group. Upon presentation of the by-laws, the mandate of the working group will be fulfilled and the group will be defunct. The governance bodies will be responsible for the work flowing from completion of the by-laws.

The Chair invited C. Foy to present the draft by-laws. C. Foy commented that there has been a lot of discussion and that the review has been a 2-year process.

(F. Garwe arrived at 10:09 a.m.)

C. Foy noted that most of the amendments to By-law No. 1 were clean-up. She reviewed the key changes to the by-laws set out in the related committee reports. She reminded the committee that the proposed composition of Academic Council was presented to the committee early on in the process since it would result in a significant increase in the size of Council. The rationale for the proposed composition is to increase faculty and student involvement, as well as reflecting the desire of faculty members to have a majority of faculty members on Academic Council.

C. Foy discussed the feedback received from the Academic Council consultation sessions, which was summarized in the addendum report circulated to the committee. As a result of the consultations, the working group recommended maintaining an administrative staff member as part of the Academic Council composition. C. Foy reviewed the options for maintaining an administrative staff member while also keeping a majority of faculty on Council.

G. Raymond added that she was pleased by the feedback provided at the Academic Council consultation session. She noted that Academic Council is a collective of the academy - it is important to ensure the voices of all members are heard and to improve the engagement of the entire Council.

C. Foy added that the By-law Review Working Group has developed a “parking lot” of issues that flow from the by-law review. Once the By-laws are approved, GNHR will be presented with a draft governance plan for both governing bodies.

The committee had an engaged discussion regarding the Working Group’s recommended options. The consensus of the committee was to add an additional elected at-large faculty representative, as described in option 2 of the addendum. The committee felt that this option reflected the goal of increasing participation and engagement.

*Upon a motion duly made by D. Allingham and seconded by F. Garwe, pursuant to the recommendations of the Board of Governors By-law Review Project Working Group, the Governance, Nominations and Human Resources Committee recommended By-law Number 1, as presented, and By-law Number 2, as amended to reflect the changed Academic Council composition as described in option 2 of the addendum, for approval by the Board of Governors.*

The Chair commented that she believes the revised by-laws will provide a solid foundation for the university's governance going forward. The Board has a desire to improve bicameral governance and the updated by-laws are a significant step forward in that regard. The recommended composition of Academic Council will allow more faculty involvement and the delegation of authority to Council is much clearer. She also noted that governance is not a static, one-time project – it requires continuous work and she encouraged individuals at all levels of the university to work together to strengthen the university's governance.

## **7.2 Board Processes**

The Chair discussed the changes to Board processes that will be implemented during the upcoming Board year driven by last year's Board assessment results. The changes will include:

- switching the order of the public & non-public sessions to reduce duplication of discussion & encourage more public discussion;
- use of an updated cover report, which will serve as an executive summary of the agenda item;
- the intention of including a report for each item is to reduce presentation time at each meeting and free up additional time for Board discussion;
- reinforcing the expectation that Board members review written materials in advance of the meeting; and
- reducing the level of detail in meeting minutes, which will help reduce the volume of material & improve efficiency of the Secretariat.

The goal of these changes is to improve efficiency, reduce the length of meetings and make the meetings more impactful. The committee will monitor and assess the effectiveness of the changes throughout the year.

## **7.3 Executive Compensation Plan**

R. Bailey provided a brief update on the status of the Executive Compensation Plan. There has been no further development with respect to the university's draft plan. R. Bailey responded to questions from committee members.

## **7.4 Policy:**

### **(a) Implementation of Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence**

R. Bailey reviewed the key points of the related report with the committee and answered the committee's questions. He confirmed that training sessions are underway with faculty and staff members. R. Bailey advised that the Board will be given an update on the percentage of training completed at the AGM in June.

**8. Other Business**

**9. Termination**

*There being no other business, upon a motion duly made by D. Allingham and seconded by F. Garwe, the public session of the meeting terminated at 10:43 a.m.*

Becky Dinwoodie, Secretary