Minutes of the St. Paul's University College Board of Governors Meeting on  
Thursday, February 21, 2019  
7:00 p.m. in Room 256, St. Paul's University College  

ATTENDEES:  Bill Watson, Bob Rosehart, Gary Foerster (Chair), JP Gladu, Julia Salvini, Olutoyin Odeyemi, Peter Frick, Rick Myers, Rod Barr, Tracy Mann  
REGRETS:  Jeff Casello, Cheryl Maksymyk, Brad Siim, David Romagnoli, Brenda Simpson, Mariah Smith, Wendy Zufelt-Baxter  
GUESTS:  Mike Steinmann  
MINUTES:  Charlene Hone  

1. Foerster welcomed everyone to the meeting and introduced Bill Watson as our newest Board member.  
   Foerster announced the recent passing of former Principal Bill Klassen. Frick described some fond memories of working with Bill while he was Academic Dean.  

2. The agenda was amended to include an in-camera session following the Report of the Governance Committee. Foerster announced that the Guest Presentation was cancelled.  
   
   Motion to approve the agenda as amended. (Frick/Barr-Carried)  

3. Board members were asked to declare any conflicts of interest they might have in relation to the items on the agenda. No conflicts were declared.  

4. Motion to approve the minutes of the Board of Governors Meeting of October 18, 2018 (Salvini/Frick-Carried)  

5. Executive Committee minutes of October 4, 2018 were presented for information purposes.  

6. The Principal’s Report was included in the meeting package for review. Myers highlighted a few areas of interest:  

   a. Section 1.1. We are not yet at a point where we can recruit nationally for the Essex program, but we will start to offer HRTS courses in the Fall. The program is geared toward those who desire a background in legal studies, not necessarily to practice law in Ontario. Additional coursework would be required to become a practicing lawyer in Ontario. That said, the program is a natural fit for what we already do with INDEV and Indigenous education.  

   Essex suggests a starting enrollment of 50 students. We would probably take as many as 75-80 into the HRTS program. It would then be a natural fit for these students to live at St. Paul’s.
b. Section 2.4. Correction. Stephen Loo was actually the one to secure the GreenHouse Venture Grant

c. Section 3.1. We have already worked out a first draft of the budget for next year, and we find ourselves in a much better position than most institutions. Most of our revenue comes from housing and that helps to buffer the changes. The first draft of the budget will be a balanced budget with a modest surplus (taking into account a lot of conservative assumptions). St. Paul’s may experience more of a challenge down the road when additional faculty positions are added.

There will be increases to residence fees. UW will increase at 1.8% and 3.2% for the food portion. The Colleges will increase 2.5-3%.

d. Section 5.1. We are talking to a small group of current students that we would like to invite back for next year with the title of Residence Mentors (with a small financial incentive).

Dons would maintain their role in managing the residence, reporting to College officials, and providing services to students. The Residence Mentors would be more focused on participating in College life, providing support to first-year students, and other duties as assigned. We want the mentors to help boost the general morale of the College. UW wants the Academic mentoring to remain with UW.

We would also like our students to be much more academically diverse. Students are primarily Environment or Engineering students.

e. Section 5.2. Students have now drafted a proposed constitution for a St. Paul’s Student Association. The Governance Committee has provided some constructive suggestions for the constitution, but ultimately the students should have the right to construct their organization as they wish. The proposed constitution would go to a referendum, followed by a vote for elected officials. In the end, St. Paul’s will need a written agreement between the College and the new Student Association. The Governance Committee agreed that this would be a reasonable way to proceed. The goal is to have the organization up and running by September.

7. Mann presented the Finance & Investment Committee report. At the end of 2018 all markets were down across the globe. There was also increased pressure on preferred shares. That said, we were only down less than 1% compared to a market that was down almost 2% (we are still somewhat underweight in our Equity). As of January 31, 2019 we have experienced a market recovery and are up $200,000. Our portfolio as a whole is very well balanced, and we have taken actions to ensure that we are well protected against future market decline.

Neither the F&I Committee Mandate nor the current Investment Policy specifies who makes decisions on behalf of the committee. There was a past motion that gave Brad Siim (former Chair of the F&I Committee) authority to make changes to the investment portfolio, but he is no longer Chair of the committee. The F&I Committee proposes an addition to Section 5 of the B5 – Investment Policy that states,
“The Chair of the Finance and Investment Committee, or a Member of the Committee designated by the Chair, will liaise with our investment advisor to approve changes to our portfolio and to ensure that the investment mandate described above is followed.”

Motion to approve the proposed change to B5 – Investment Policy (Barr/Rosehart-Carried)

8. Myers presented the rationale for the renumbering of policies.

Action: Hone to update Section 3 of Policy B1 – Policy Framework to add, “the normal cycle is to review the policies biannually. Categories A, B and P is one year and Categories E and W in the alternate year.”

Myers presented the following policies for approval:

**Policy B3 – Policy and Procedures for Evaluation of the Principal**

Draws a clear distinction between Annual Review and Term Review. The Annual Review is something that the Board has to conduct to ensure things are going well and to provide a basis for compensation on a year to year basis. It is also a key mechanism for ensuring the Principal and Board are on the same page. The Term Review evaluates whether the Principal will stick around for another term. It is much more in-depth and includes many more people. Simpson and Foerster used the outlined procedure unofficially for the Annual Review this year. It will be useful to guide future reviews.

The Board agrees that the process of self-assessment is good, but feels that the review team should hear the self-assessment directly from the Principal.

Action: Hone to amend Policy B3 (section 3.2 and 5.3) to include “and meet with the committee to discuss the self-assessment and priorities”

**Policy B4 – Travel Expenses of Members of the Board of Governors**

The Governance Committee approved the change from 40 to 45 cents/km for the first 21,400 km and the change from 23 to 28 cents/km for distance in excess of 21,400 km.

The kilometer allowance of 21,400 seems like an odd number. The Board suggests removing this.

Frick requested the addition of Academic Dean to the list of authorized car renters.

Action: Hone to update Policy B4 with these recommendations.

**Policy E21 – Payment of Bonuses**

A bonus is not to be used on a regular basis. It is awarded in rare circumstances described in the policy and allows for a one-time payment beyond regular salary.

Action: Hone to update Policy E21 and add “normally a bonus may not exceed 5% of salary”

Motion to approve Policy B1, B3, B4 and E21 as amended (Myers/Frick-Carried)
9. In-camera session

10. The meeting was adjourned at 8:46 p.m.

Notice of Motion Passed:

Meeting of the Board of Governors on February 21, 2019

1. Motion to approve the agenda as amended (Frick/Barr-Carried)

2. Motion to approve the minutes of the Board of Governors Meeting of October 18, 2018 (Salvini/Frick-Carried)

3. Motion to approve the proposed changes to B5 – Investment Policy (Barr/Rosehart– Carried)

4. Motion to approve Policy B1, B3, B4 and E21 as amended (Myers/Frick- Carried)

Approved without amendments by the St. Paul’s University College Board of Governors on April 18, 2019.

Signed, __________________________ Secretary of the Board Date: __________________

Signed, __________________________ Chair of the Board Date: June 20/19