



Present

Board

Arvinder Bubber / Chair
Kathleen Casprowitz /
Vice Chair
Rebecca Darnell
Tom Radesh
David Takahashi
Kim Richter
George Melville
Ken Hahn
Robert Evans
Tung Chan

Ex-Officio

Takashi Sato / Chair,
Education Council
Skip Triplett / President

University College Vice Presidents

Rob Fleming / Acting Vice President, Academic
David Ross / Vice President, Administration &
Student Services
Liz McKinlay / Vice President, Human Resources
Gordon Lee / Vice President, Strategic Services

University College Community Members

Roy Daykin / Associate Vice President, Finance
Jody Gordon / Registrar
Grant Allan / Associate Vice President Research
Bob Brown / Professor Emeritus, SFU
Terri Van Steinberg / President, KFA
Megan Johnston / Public Information Officer
Roger Elmes / Dean of Arts
Sandi Klassen / Executive Administrator

Regrets

Lisa Coan

Presentation

The Board invited Dr. Bob Brown to speak to it about the role difference for universities and colleges in order to set the stage for the Board's visioning workshop in February. Skip Triplett mentioned Dr. Brown's background. Dr. Brown, Professor Emeritus, Department of Geography, Simon Fraser University, presented the role of a university in its communities, showing that Kwantlen is already doing university work. Dr. Brown related these ideas to the Board's development of their Ends Policies, helping them understand that the scope of these Ends Policies must be broader than those a college would need. Valuable discussion followed the presentation. The Chair thanked Dr. Brown for his presentation.

Call to Order

The Chair called the meeting to order at 7:00 pm and welcomed the guests.

Minute of Silence

A minute of silence was held to honour the memory of Dr. George Preston, a member of the Board of Governors from 1988 to 1994.

**Confirmation of
Agenda**

The following items were added to the agenda:
13a. Vice Chair Expectations
13b. Potential Election of 2nd Vice Chair
The amended agenda was approved by consensus.

Election of Officers

Election of Chair

The Chair passed the gavel to the President, who called for nominations for the position of Chair of the Board of Governors. Rebecca Darnell nominated Arvinder Bubber for the position of Chair, seconded by Tom Radesh. Mr. Bubber accepted the nomination. Nominations were called three times.

In the absence of other nominations, Mr. Bubber was declared Chair of the Board of Governors by acclamation.

Election of Vice Chair

The President called for nominations for the position of Vice Chair of the Board of Governors. Ken Hahn nominated Kathleen Casprowitz, seconded by David Takahashi. Ms. Casprowitz accepted the nomination. Nominations were called three times.

In the absence of other nominations, Ms. Casprowitz was declared Vice Chair of the Board of Governors by acclamation.

Mr. Bubber thanked the Board Members for their show of support in re-electing him as Board Chair.

The President passed the gavel back to the Board Chair.

Consent Agenda

**Moved Ken Hahn by; seconded by Tom Radesh:
THAT the Consent Agenda be approved.**

MOTION CARRIED

Items approved under the Consent Agenda:

- a. **Regular Meeting Minutes dated 16 November 2005**

Assurance of Successful President Performance

Receipt of Monitoring Reports – Compliance Vote

**Moved by Tom Radesh; seconded by Rebecca Darnell:
THAT the President is in compliance with Policy 3.5, *Financial Condition and Activities*.**

MOTION CARRIED

**Moved by George Melville; seconded by Ken Hahn:
THAT the President is in compliance with Policy 3.11,
Communication and Support to the Board.**

MOTION CARRIED

**Moved by Rebecca Darnell; seconded by George Melville:
THAT the President is in compliance with Policy 4.0, *Global Ends*.**

MOTION CARRIED

Current Monitoring Reports

The Board monitored the President's interpretation of Policy 3.0, *Global Executive Constraint*, at the Board meeting. Each point of the evaluation was discussed at length.

Agreed by consensus:

THAT the President is in compliance with Policy 3.0, *Global Executive Constraint*.

MOTION CARRIED

Revision to Policy 3.0, *Global Executive Constraint*

After discussing if this policy should be re-drafted to clarify meaning, the Board decided, by a vote, that it did not need any change.

Policy Change Mechanism

It was suggested that the Board as a whole discuss policy changes desired. Then it can be referred to the Strategic Leadership Development Committee for revision and recommendation to the Board as a whole.

The process of discussing monitoring reports at the Board table is new and different. Therefore, it should be given a fair trial.

New Operational Concerns

Mandatory Retirement

The Chair invited questions regarding the information on mandatory retirement contained in the Board package. It is a collective agreement issue and recommendations are being developed at the joint labour management committee.

Education Council Nothing to report.

Policy Development **Re-adoption of Board Policies**

Moved by Rebecca Darnell; seconded by Ken Hahn:

THAT the Board of Governors re-adopts Board Policies 0.0 to 4.2.

MOTION CARRIED

Notice of Bylaw Amendment

Notice was given to the Board of an upcoming amendment to Bylaw No. 4, *Fees*, to be considered at the March 2006 Regular Board Meeting.

Board Budget 2006/07

Moved by Ken Hahn; seconded by Rebecca Darnell:

THAT the Board of Governors approves the Board Budget for 2006/07.

MOTION CARRIED

Proposed Board Meeting Schedule

Moved by Rebecca Darnell; seconded by Kathleen Casprowitz:
THAT the Board of Governors approves the proposed Board Meeting Schedule for 2006 and revisions to Policy 1.4, *Agenda Planning & Board Meeting Conduct* to reflect this schedule.

MOTION CARRIED

Assignment of Policy Responsibilities

A document was distributed indicating the policies for which individual Board Members are responsible during Board meetings. Board Members are responsible for filtering issues through “their” policies and for pointing out the policy implications of the item being discussed.

Draft Revised Ends Policies

The Board reviewed draft Ends policies at their November 2005 Board Retreat, recommending them to the January 2006 Regular Board Meeting.

Skip Triplett distributed a Contextual Preamble for Ends Policies to be added as an addendum to draft Policy 4.0, *Global Ends*. The contextual preamble is to help readers external to Kwantlen understand the context for the Ends Policies and the President is not held accountable for it. Mr. Triplett also distributed copies of draft Ends Policy 4.5, *Community Access to University Resources*, which he developed at the Board’s request.

Moved by Kathleen Casprowitz; seconded by Ken Hahn:
THAT consideration of the draft revised Ends Policies is deferred to after the Board’s visioning workshop on Feb. 3, 2006.

MOTION DEFEATED

Moved by Rebecca Darnell; seconded by George Melville:
THAT the Contextual Preamble for Ends Policies be added to draft Ends Policy 4.0, *Global Ends* and adopted.

MOTION CARRIED

Moved by Rebecca Darnell; seconded by George Melville:
THAT draft Ends Policy 4.0, *Global Ends*, is adopted as amended.

Moved by Tung Chan; seconded by Robert Evans:
TO defer the motion on the table until after the visioning workshop on February 3, 2006.

MOTION CARRIED

Moved by Rebecca Darnell; seconded by Ken Hahn:
THAT the Board of Governors defers consideration of draft Ends Policies 4.0 to 4.5.

MOTION CARRIED

Rescind Ends Policies 4.0 to 4.2

**Moved by Tung Chan; seconded by Kathleen Casprowitz:
THAT the Board of Governors defers rescinding current Ends
Policies:**

4.0 *Global Ends Statement*

4.1 *Student Ends*

4.2 *Community Ends*

MOTION CARRIED

Agenda for February Board Workshop

The Board unanimously agreed to develop a University College vision at their February 3, 2006 workshop. Materials for this workshop will be circulated in advance.

International Policy Governance Assn (IPGA) Conference

The IPGA Conference takes place June 2-3, 2006 in San Antonio, Texas. The theme is “Responsible Governance – The Power of Accountable Boards”. Board members attending are:

Rebecca Darnell

Ken Hahn

Robert Evans

Skip Triplett

Sandi Klassen, Executive Administrator to the Board, will also attend.

Review of Committee Structure / Committee Appointments

The Board reviewed the current committee structure and appointments to determine if they wish to continue with current committees or disband them. They decided to retain the current structure.

Appointment of Audit Committee

**Moved by Kathleen Casprowitz; seconded by Ken Hahn:
THAT the following Board Members are appointed to the Audit
Committee:**

George Melville / Chair

Tung Chan

Arvinder Bubber

David Takahashi

Rebecca Darnell

MOTION CARRIED

The Board will seek an opinion from KPMG on what constitutes an “independent” Board Member. Depending on the opinion, Tom Radesh may be added to the committee. All Board Members are welcome to attend

Appointment of Strategic Leadership Development Committee (SLDC)

The Board appointed the following members to the SLDC:

Kathleen Casprowitz / Chair
George Melville
Kim Richter
Takashi Sato
Robert Evans
Tom Radesh

Presidential Search Committee

This committee will be appointed early in 2007.

Compensation Committee

The Board appointed the following members to the Compensation Committee:

Rebecca Darnell / Chair
Tung Chan
George Melville
Kathleen Casprowitz
Ken Hahn

Task Force / Advocacy

The Board appointed the following members to the Advocacy Task Force:

Ken Hahn /Chair
Tung Chan

Task Force / Board Values

This committee was removed since other committees took up the concerns of this committee and handled them quite well.

Review Board Budget Process

Moved by Kim Richter; seconded by Rebecca Darnell:

THAT the Board of Governors agrees with the process presented for Board monitoring of Kwantlen's Operating Budget.

MOTION CARRIED

Board's Role in Fund Raising

This item was deferred to the March 2006 Regular Board Meeting.

**Community
Ownership /
Linkage**

Appointment of Board Liaison to Foundation Board

Moved by Rebecca Darnell; seconded by Kathleen Casprowitz:

THAT the Board of Governors appoints Ken Hahn as the Board liaison to the Kwantlen Foundation Board.

MOTION CARRIED

Board Attendance at Education Council Meetings

Moved by Rebecca Darnell; seconded by George Melville:
THAT the Board of Governors appoints Robert Evans as the Board liaison to the Education Council until the end of June 2006.
MOTION CARRIED

Advocacy Process Introduction – Timeframe

Moved by Tom Radesh; seconded by Rebecca Darnell:
THAT the Board of Governors approves the Timeframe for the Advocacy Process.

Moved by Kim Richter; seconded by Rebecca Darnell:
TO amend the Timeframe for the Advocacy Process, changing the March deadlines to April or to a special meeting to be announced
MOTION CARRIED

Political Strategy

This item was deferred to the March 2006 Regular Board Meeting.

Board Self-Assessment

The Board monitored the following policies, handing their evaluations to the Executive Administrator:

Policy 1.0, *Global Governance Process / Ownership Linkage Commitment*
Policy 1.9, *Cost of Governance*
Policy 2.3, *Delegation to the President*
Policy 2.4, *Monitoring President's Performance*

The Board will review the process of Board Self-assessment to determine if they wish to do the assessments independently or discuss as a whole group at each Board meeting.

Next Meeting Agenda Contribution

Board Members may submit future agenda items to the Chair or through the Executive Administrator.

For the Good of the Order

Vice Chair Expectations

Moved by Kim Richter; seconded by Ken Hahn:

THAT the Board of Governors establishes a succession planning mechanism where Vice Chair becomes the Chair the following year and elects a second Vice Chair that becomes Vice Chair the next year.

MOTION DEFEATED

Potential Election of Second Vice Chair

This election was not necessary.

Evaluation of the Board as Group

Using Appendix G, *Evaluation of the Board as a Group*, Kathleen Casprowitz commented on the work of the Board at this evening's Board meeting.

There was good dialogue from all the Board Members and productive discussion. The Board followed their own policies, reacted to staff initiatives regarding the draft Ends Policies, did not consider community input for decisions, encouraged diverse viewpoints in the discussion, moved in the direction of working on items of strategic leadership, was clear about the distinction of Board and President roles, focused more on the future than the past and supported each other to be successful Board Members and the President to be successful in his work. The Board did a good job tonight.

Adjournment

The meeting adjourned at 9:37 pm.

Board Chair

Vice President, Administrative and Student Services