Minutes of the 594th Meeting of the
Board of Governors

Tuesday, January 26th, 2016 at 4:00 p.m.
Room 2440R River Building, Carleton University

PRESENT:  Mr. A. Tattersfield, Chair  Ms. R. Thompson  Dr. R. O’Reilly Runte
          Ms. D. Armstrong (phone)  Ms. L. A. Daly  Mr. J. Durrell
          Mr. M. El Koussy  Ms. C. Gold (phone)  Mr. K. Evans
          Ms. G. Courtland  Ms. L. Levonian (phone)  Prof. R. Gorelick
          Mr. N. Nanos  Dr. B. Örmeci  Mr. R. Jackson
          Mr. O. Javanpour  Mr. A. Ullett  Ms. C. Switzer
          Mr. M. Wernick  Mr. E. Greenspon  Mr. D. Fortin (phone)
          Mr. B. Wener  Ms. J. Gilbert (phone)
          Dr. F. Afagh  Ms. L. Watson
          Mr. R. Burgess  Dr. S. Whitney

STAFF:  Ms. J. Caldwell  Ms. S. Blanchard  Dr. P. Ricketts
        Mr. D. Watt  Ms. J. Conley  Mr. S. Levitt

REGRETS:  Dr. C. Carruthers  Mr. D. Craig  Mr. F. Alhattab
          Dr. P. Merchant  Mr. B. Hobin  Mr. D. Andrews

GUESTS:  Mr. D. Cumming  Ms. J. Conley
          Ms. B. Gorham  Mr. B. Winer

OPEN SESSION

1. CALL TO ORDER AND CHAIR’S REMARKS

The Chair called the meeting to order at 4:01 p.m. and welcomed all attendees, guests and
observers to the first Full Board meeting of the new calendar year. He remarked that
while normally the period between December and the January Board meeting is quiet, he
and other members of the Board have been busy attending events such as the Joint Board
Holiday Party with the University of Ottawa, as well as meetings with the Council of
Ontario Universities and several Board Committee meetings.

Mr. Tattersfield congratulated Mr. Wernick on his recent appointment as the Clerk of the
Privy Council.
2. DECLARATION OF CONFLICT OF INTEREST

The Chair asked for any declarations of conflict of interest from the members as it pertained to the items on the Open agenda. There were none.

3. APPROVAL OF AGENDA

There was a motion by Ms. Daly and it was seconded by Mr. Javanpour that the agenda be approved as presented. It was carried.

4. APPROVAL OF THE CONSENT AGENDA

Ms. Watson moved to approve the Consent Agenda as presented. The motion was seconded by Mr. Wener and was carried.

5. ITEM(S) FOR DELIBERATION

5.1 Approval of Proposed Clarifications to Statement of General Duties, Fiduciary Responsibilities and Conflict of Interest to Create a Code of Conduct

Mr. Wernick, in his capacity as Chair of the Governance Committee, introduced a revised version of the Statement of General Duties. The proposed changes included a name change to the Code of Conduct which would be in effect immediately upon approval by the Board.

The Board was reminded that it is not a legislature and that it has fiduciary responsibilities for Carleton University as a public institution. With this responsibility comes the need to ensure clarity around Governor’s behavior and conduct. In addition, the language of the current document had been subject to misinterpretation and it is the hope of the Governance Committee that the Code of Conduct, while same in structure and concepts, communicates the role of a Governor much more clearly and that it now captures the essence of ‘open means open’ and ‘closed means closed’, and encourages Governors to conduct themselves with collegiality and respect.

Mr. Wernick presented the following motion which was seconded by Mr. Evans:

Be it resolved as a resolution of the Governors that the Board of Governors’ Code of Conduct, approved by the Governance Committee on January 15th, 2016 be, hereby, ratified, confirmed, and approved.
A request was made to have a report brought to the Board in the event that there was a breach of conduct as defined in Section IV of the Code. Mr. Wernick affirmed that the Governors are being kept apprised of issues that might arise, and that they are provided with copies of the Minutes from all Committee meetings, including the Executive, where such concerns might be raised.

Dr. Gorelick thanked the Governance Committee for their work on the Code of Conduct. He then asked to make an amendment to the motion to delete and strike Section 1, General Duties Item 10.0. It was seconded by Mr. Burgess.

Mr. Evans reminded Governors that the duties and responsibilities outlined in the Code of Conduct are based on case law. Members have the right and freedom of discussion and an obligation to bring viewpoints forward and to speak with people about open session items, so that they can bring those views to the table, which then enables the Board to have a broad perspective of the community, staff, faculty and students of the University. However, case law dictates that once a decision is arrived at through mutually respectful deliberation, Governors have a legal obligation to support and further the best interests of the University.

It was suggested that if there are Governors who are not comfortable with the roles and responsibilities as outlined, or who might experience issues of conscience, that it might be in their best interest to resign their seat on the Board.

Following this discussion, the Chair called for a vote on the amendment to the motion. It was defeated.

Dr. Gorelick proposed a second amendment to the original motion, indicating that in the event that there was a breach of conduct by a member of the Executive Committee, that it was inappropriate for the same Committee to adjudicate the matter.

The Chair rejected the amendment noting that it was circular and misleading because all members of the Board, regardless of the Committees on which they serve, are subject to the same terms and conditions as outlined in the Code. There was no further discussion.

The University Secretary re-read the initial motion made by Mr. Wernick and seconded by Mr. Evans and a vote was taken. The motion carried.

The Chair of the Board voiced his support of the Code of Conduct and indicated that current members of the Board will not be required to sign the new document, as the duties and responsibilities have not changed. All returning and incoming members will be asked to review and sign it at the start of the 16/17 Board year.
6. COMMITTEE CHAIR REPORTS

6.1 Governance Committee Report

Mr. Wernick indicated that the Committee has been actively engaged in a full review of the existing Bylaws to clean up some inconsistencies and better clarify wording, as well as to address anticipated changes to provincial legislation for Not-For-Profit organizations. He assured the Board that the Committee feels strongly that the Bylaws, in general, are sound but require a modernization of language making it clear that the Board operates in an open and transparent manner. It is the intention of this Committee to present the revised Bylaws and supporting documents at the March 2016 meeting of the Board.

The Chair noted that the University Secretary and General Counsel conducted an in-depth analysis of all Canadian universities during the summer months. Between their research and the University’s need to comply with the new legislation, the Governance Committee was asked to debate and consider proposed changes in order to better frame a meaningful set of Bylaws which align with the Carleton University Act.

6.2 Community Relations & Advancement Committee Report

Mr. Javanpour announced that the promotion for the Board Award has begun. The Committee recently approved changes to the criteria for the Award to clarify eligibility of potential candidates but the most significant change was that the cash award will now be $2,000. Mr. Javanpour thanked the Secretary to the Board and Senate and the members of the Committee for their collaboration and efforts to create the promotional material for the Award.

It was also noted that moving forward, and up to the celebration of the 75th Anniversary of Carleton University, the Committee will have a standing item regarding the Anniversary on its agenda. Members from the various planning committees will be invited to share updates and the Committee will explore ways that it might be able to support the planning efforts and/or engage members of the Ottawa community in the celebrations.

The Chair invited members of the Board, and guests in the room, to present any ideas or suggestions that they might have to the University Secretary who will share them with the Committee for further deliberation.
8. OTHER BUSINESS

There was none.

9. QUESTION PERIOD

The University Secretary received a question from Dr. Gorelick inquiring why the Board has not scheduled an Open Forum for the 2015/16 year for the at-large community to present their concerns to the Board.

President Runte responded to the question, indicating that there had already been several forums throughout the academic year. These open forums included invites to the community to share comments and feedback related to: the search for the new Vice-President (Finance and Administration) as well as for the Dean of FASS and Dean of Public Affairs; the campus master plan; and service excellence and innovation. In light of the number of consultations recently held, another forum was not scheduled.

The Chair indicated that an additional open forum was not required at this time.

A motion to adjourn the Open Session of the meeting was made at 4:46pm. The Chair thanked all guests who attended the Open Session and asked them to leave so that the Closed Session of the meeting could begin.