

**Cape Breton University
Board of Governors
Public Meeting**

**Friday, December 4, 2020
Following Prologue
MS Teams**

Mr. Sampson began with the acknowledgement that Cape Breton University is located in Mi'kma'ki, the ancestral and unceded territory of the Mi'kmaq People. This territory is covered by the "Treaties of Peace and Friendship" which Mi'kmaq and Wolastoqiyik (Maliseet) people first signed with the British Crown in 1726. The treaties did not deal with surrender of lands and resources but in fact recognized Mi'kmaq and Wolastoqiyik (Maliseet) title and established the rules for what was to be an ongoing relationship between nations.

1 – 5 Opening Information/Discussion

1. Roll Call

Present:

Mr. Robert Sampson (Chair), Ms. Denise Allen (Vice Chair) Mr. David Dingwall (President), Mr. Gordon MacInnis (Treasurer), Dr. Richard MacKinnon (Secretary), Mr. Bill Burke, Mr. Pat Bates, Ms. Carol Beaton, Mr. Michael Claener, Ms. Melissa Deane, Dr. Ann Frances D'Intino, Dr. Donnie Holland, Ms. Angela Houston, Mr. Calvin Howley, Mr. Terry Kelly, Ms. Courtney Degiobbi, Mr. Keith MacDonald, Mr. Bernie MacLennan, Mr. Ryan Magee, Mr. Keith Maher, Mr. Kirk MacRae, Ms. Tara Milburn, Mr. Jim Mustard, Mr. Darryl Poirier, Dr. Scott Rodney, Mr. Michael Sandalis, Mr. Tom Joseph Scaria, Ms. Harman Singh, Ms. Ann Sylliboy,

Regrets:

Mr. Pierre Jean, Ms. Amanda Mombourquette, Mr. Amrinder Singh, Mr. Steve Wadden

The Chair declared quorum and called the meeting to order at 10:30 am.

2 Minutes

2.1 - It was moved by Mr. Poirier, seconded by Ms. Beaton, to approve the Public minutes of October 23, 2020. **Motion carried.**

3 Business Arising – N/A

4 Reports

4.1 Report of Senate

Mr. MacLennan reported that prior to conducting the business of Senate, a moment of silence was acknowledged for the passing of faculty member Dr. Margaret Dechman. Following this Senate was presented with the proposal of a new Centre of Discovery and Innovation by President Dingwall and that and external search firm had been acquired to fill various administrative positions. In terms of academic matters, an MOU has been signed with Tobique in New Brunswick and another is being explored with the NSCC for a three-year BACS degree in music. Take Note Debates have also taken place with regard to Academic Advising and Academic Integrity task forces. Senate also approved a revised proposal on a Master's of Education Sustainability, Creativity and Innovation, which has been sent to MPHEC for their consideration.

4.2 Report of the Students' Union

On behalf of the Student's Union, Mr. Magee reported that the Union continues to advocate on behalf of students on many issues; most relevant for mandatory COVID-19 testing for students and reducing the time it takes for international students to gain health coverage. They have also engaged with MLAs, MPs and CBRM's new mayor for support of the proposed Centre for Discovery and Innovation. The Union is also working with CBU to support students in self-isolation to ensure meals are being delivered. He also noted the Mr. Singh met with community leaders to provide their support for the continued operations of the Sydney airport. He reported that they have been active in providing a borrow program of grad gowns to recent graduates for photos and that the food bank at that the downtown location has been quite active.

On the question of how the idea of health coverage was received, Mr. Magee noted that a fair number saw the value in the initiative but there was some concern with the financial impacts of its implementation.

4.3 Special Announcements, Question – N/A

4.4 President's Report

To begin, President Dingwall provided thanks and sincere appreciation to Mr. Par Bates for his significant contributions and wide council to the CBU Board of Governors during his time with the Board. He noted that the Audit Committee continues to work on the issue of succession planning and that the implantation of the ERP has seen some issues and concerns but are being strategically addressed as they are identified. With regard to a planned Executive Retreat planned for December, he advised this has been postponed until the new year, but in the meantime a half-day session will occur to address online learning as CBU moves forward in the current situation. He also mentioned that in many conversations, micro-credentials are becoming a high-demand ask from learners, and CBU is preparing to align themselves to address this particular initiative. As mentioned during the Students' Union report, CBU continues to advocate for MSI coverage for international students in Nova Scotia. With regard to the COVID-19 vaccines reported in the media he advised that CBU is in constant contact with the Health Authority to provide assistance as a possible testing and vaccination site. CBU, the Chamber of Comers, the Cape Breton Partnership, and interested stakeholders met with the CEO of the Sydney Airport to discuss possibility of any assistance that may be available and the what Air Canada may or may not do. He also provided detail on an open dialogue he has begun with the NS Power Corporation as it relates to clean energy and how CBU may be able to assist the clean energy front and that he has consulted with Membertou on a possible collaboration, to which he has received a positive response. Connected to this, with respect to fundraising attempts, he noted that a carbon footprint reduction plan is essential to any funding possibilities. In conclusion, he advised that the outreach for the Centre of Discover and Innovation is going extremely well and bodes well for CBU.

On the question of CBU's carbon footprint plan with respect to the windmill, President Dingwall responded that it is fair to say that CBU has a strategic advantage with the windmill, however the power generated does not go directly to CBU, rather it goes to the NS Power grid and then distributed. What CBU is suggesting is that the maximum capacity of the windmill is not being realized and should that occur, CBU could certainly benefit in reducing its carbon footprint. Ms. Milburn, with her extensive experience in this field, offered her knowledge and insight on further conversations on how to lower the carbon footprint. On Dr. Rodney's question of the heating source for CBU, Mr. MacInnis responded that currently, due to difficulties with the supply chain CBU is not using wood pellets as a heating source. In a follow up question, Dr. Rodney questioned if CBU has considered signing the climate agreement brought forward during a meeting of the CBU Senate, to which President Dingwall responded that it is not being considered at this time for a variety of reasons; the cost associated, the lack of participation from other institutions, the time and resources associated with signing the agreement and the need for CBU to focus on its own plan.

5 Treasurer's Report

5.1 Financial Statements

Mr. MacInnis referred to the Financial Statements circulated with the meeting package and the following key items were highlighted and discussed:

- CBU's cash position remains quite healthy due to the holding of deposits from future students and the pre-payment of the 2020/21 provincially funded operating grant.
- The student receivable is lower when compared to last year's figure and is related to reduced enrolment levels for the 2020/21 academic terms. Approximately 50% of CBU students presently have "financial holds" on their accounts for non-payment of fees. A one-month grace period, ending October 31st, has been granted to students who still owe fees. This action, combined with significant fee waivers, increased financial aid to students in the form of scholarships/bursaries, maintaining very competitive tuition/fee levels, and the waiving of all interest charges for the 6-month period ending September 30th has been the cornerstone of CBU's effort to assist students during this time of need.
- No financial assistance from the provincial government related to COVID-19 is contemplated in the financial report as presented.
- The book value of investments held by CBU for endowment purposes is approximately \$40 million (market value approximately \$44 million).
- CBU operations have been significantly impacted by COVID-19 seeing substantial comparative figure from the previous year and the average course load per student has declined. Of particular note is the fact that many students registered in fall 2020 have yet to register for Winter 2021. Reasons may include some are scheduled to graduate in fall 2020 and not return, some may be testing on-line learning this fall before enrolling for the winter term, or perhaps some are financially unable to continue.
- Expenditures are operating as expected with of course, the Athletics travel being far below budgeted expectancies

6 Committee Reports

6.1 Executive Committee

Mr. Sampson, reported that the Executive Committee met on December 3rd when the Committee approved the agenda items for the meetings today. All items discussed have been, or will be covered by other agenda items.

6.2 Investment Committee

Committee Chair, Mr. MacRae reported that the Committee met on December 3rd when they reviewed the current asset mix, focusing on the addition of core plus fixed income and commercial mortgage allocations. Eckler responded that CBU could increase its portfolio return by implementing core plus fixed income and commercial mortgages to the asset mix and that the Committee agreed to present a motion to the Board. **It was moved**, by Mr. MacRae, seconded by Mr. Kelly, that the Board approve the recommendation of the Investment Committee as presented:

1. diversification of the asset mix to incorporate core plus fixed income and commercial mortgage holding would provide a likely higher return (20 bps after fees) over the long term,
2. for new mandates, and with a philosophy to recommend manager on the Sun Life platform only if such managers are considered best of class, the identification of fund managers to lead the mandate.

On the question of the viability of investing in commercial investments during the time of COVID-19, Mr. MacInnis responded that CBU requested a reaffirmation from Eckler on this issue, and Eckler confirmed that they have no hesitation in this investment. **Motion carried.**

6.3 Audit Committee

Mr. Kelly reported that the Audit Committee met on December 3rd to discuss the Audit Plan for 2020-21 and the Risk Management Plan. Mr. Darren Chiasson from MNP-LLP presented and Audit Plan which emphasized the evaluation of student receivables and payroll, in particular, agent fees.

With regard to risk management, the Audit Committee explored a formal initiative and engaged the services of Mr. Kris Parsons to perform this process for CBU. He filed his report with the Audit Committee which included eleven recommendations; all have been accepted by the Committee for recommendation to the Board for adoption:

1. Create and Approve an Enterprise Risk Management Policy
2. Create and Approve an Enterprise Risk Management Framework
3. Conduct ERM Awareness and Education Sessions
4. Recruit or Appoint an Internal ERM Resource
5. Create an ERM Committee
6. Develop the University Risk Profile
7. Develop Unit Level Risk Profiles
8. Develop Sub-Unit Level Risk Profiles
9. Conduct Executive Team Risk Reviews
10. Conduct a Board of Governors Risk Reviews
11. Participate in an ERM Benchmarking Exercise

Mr. Kelly advised that the report suggested options for implementation, a road-map that could take upwards of two years, and that an internal resource has been identified to lead the initiative. **It was moved** by Mr. Kelly, seconded by Mr. Claener, to adopt the recommendation of the Parson's report, with the Audit Committee as the lead on the initiative, as presented. **Motion carried.**

7 Items Requiring Action \ Decision – N/A

8 New Business – N/A

9 Presentations – N/A

10 Open Session – N/A

11 Date of Next Meeting

The next meeting will be on Friday, March 5, 2021.

12 Adjournment

It was moved by Dr. D'Intino to adjourn the meeting at 11:24am. **Motion carried.**

A handwritten signature in black ink, appearing to read "Richard MacKinnon", with a horizontal line extending to the right.

Dr. Richard MacKinnon, Secretary to the Board