



BOARD OF DIRECTORS
MINUTES OF MEETING
SEPTEMBER 25, 2024

The meeting was held at 4:36 p.m. in the Vitali Lounge and via Zoom.

PRESENT:	Deanna Bond * Nonie Brennan Ken Deane Sara De Candido Larry Frederick Ed Goehring Dan Lang Vince MacDonald Randolph Mank Jean-Pierre Morris Houssam (Sam) Mourad	Ilona Niemi Chuck Scott Ricardo Soto * Nancy Sutherland Michaela Therrien Joseph Turnbull * Paul Tufts (Vice-Chair) Rob Ventresca * Amna Wasty * Paul Wilton (Secretary) * <div style="text-align: right;"> Online * non-voting</div>
Regrets:	Aaron Atcheson Adam Bohnet * Rev. Gary Ducharme	
By Invitation:	Patricia Dool, Father Jim Mockler	
Committee Resource	Ann Hoffer	

P. Tufts, Vice-Chair, called the meeting to order, welcoming C. Scott as a new member and inviting a round of introductions.

1. Opening Prayer and Land Acknowledgment
 - A. Wasty opened with a prayer. V. MacDonald offered a personalized land acknowledgement.

2. Approval of the Agenda and Conflict of Interest Declarations
 - No conflicts of interest were declared.
 - Moved by N. Sutherland, seconded by S. De Candido**
That the draft agenda be approved, as circulated
CARRIED

3. Mission Moment

S. De Candido offered a Mission Moment.

4. Consent Agenda

Moved by N. Sutherland, seconded by V. MacDonald

That the report items be received by the Board of Directors by unanimous consent.

CARRIED

P. Tufts shared the Gender-Based Sexual Violence Annual Report is provided for information as it's conducted annually as a matter of compliance. He added the King's University College Student's Council Report will be provided following the meeting.

5. Board Development Session and Strategic Discussion

a. Strategic Plan: Inclusive Student-Centred Learning Community

R. Ventresca, Interim President provided an overview of the Strategic Plan's vision, mission, and values, highlighting the three strategic directions. Rob invited M. Yenson, Interim Vice-President Academic Dean, to highlight the key foundational components of the first strategic direction, "Inclusive Student-Centred Learning Community." Members were separated into groups (in-person and online) and participated in a 30-minute Gallery Walk Exercise to answer questions on this first section of the Strategic Plan. Members left their notes for the President's review.

ACTION: President's Office to collate the written responses to share with the Board at the next meeting.

P. Wilton shared the Chair has asked the Board to focus on each strategic initiative. Rob thanked Board members for their dedication to this process.

ACTION: At its next meeting, Board members to conduct Gallery Walk Exercise looking at Excellence in Research.

6. Interim President's Report

R. Ventresca, Interim President, provided a high-level view of the challenges and opportunities in 2025 and into 2030. He touched on:

- the adaptive challenges posed by both external and internal factors that are changing the landscape
- the tension between needing to change and keeping the promise
- a need to rethink the premise for our business model for medium and long-term sustainability
- differentiation for King's is vital for our long-term success, complemented by our great faculty, loyal employees, proud alumni and dedicated donors.

In conclusion, Rob shared his optimism and excitement about our opportunities and future, noting our need to renew, refocus and centre around the Mission of King's. A 18-minute discussion ensued.

- To determine our size by design, it was proposed that we conduct a deep dive into international enrolment trends as our Strategic Plan needs to be relevant to our size, scope and financial viability.
- In the section on organizational performance, it was suggested that senior administration consider implementing a controlled management process given the current deficit, including a pension holiday, and that our financial report should include forecasting and identifying key performance indicators.
- Concern was raised about the Branding Guidelines being presented to the Board for information rather than approval. The Board will oversee branding going forward. The Interim President added the Director of Marketing is gathering data to determine if the new brand is resonating with students.

The Vice-Chair noted that R. Ventresca has received Board feedback and is committed to next steps. P. Tufts acknowledged the critical timing of the Interim President's role and emphasized that, despite the challenges of change, things have progressed smoothly overall.

7. Committee Reports

a. Finance and Investment Committee

With Board members having already read the Attestation of Compliance with Board Policy Regarding Financial Due Diligence, the Financial Results, and the Enrolment Update (*Appendices 1-3, circulated with the agenda*). N. Sutherland highlighted the financial results, noting with thanks to J. Major and his team, that we have a clean audit.

K. Dean moved, L. Frederick seconded

That the Board approve the audited financial statements for year-end April 30, 2024 and forward them to the Corporate Members.

CARRIED

Although KPMG has done an excellent job as the sole auditor for many years, there are concerns about the implications of their long-standing role. If the Board is comfortable going out to market in one year, the Finance and Investment Committee is prepared to look at the scope and expectations of this work.

S. De Candido moved, S. Mourad seconded

That the Board recommends to the Corporate Members the appointment of KPMG as auditors for the 2024-2025 fiscal year.

CARRIED

Enrolment Update

Our second consecutive deficit is largely due to not meeting international enrolment targets. We are awaiting the November 1st headcount to determine next steps. Nancy acknowledged the hard work of Enrolment Services. She shared a recent announcement of a further 10% reduction in international students to Canada. Despite our relatively strong position, we must adopt quickly and will meet monthly to address these challenges. A 10-minute discussion ensued.

- R. Mank is introducing R. Ventresca to Trade Commissioners to facilitate international networking opportunities.
- Should we be building a model that relies on international students when there are so many external factors that can impact their accepting our offer and ultimately arriving/remaining in Canada?
- The Strategic Enrolment Plan is our number one action and the focus of the Strategic Enrolment Committee.

b. Governance Committee

Policy Reviews

Motion: That the Board approve: the attached draft committee terms of reference; and governance policy 1.4.1 – Open Meetings, In-Camera Meetings, Special Meetings, and Executive Sessions.

8. In-Camera Session – Update on Employee Group Negotiations

The Board proceeded with an in-camera session, excusing all members of an Employee Association, including P. Wilton due to appearance of a conflict of interest with CUPE.

9. Standing In-Camera Session

The Board excused the Interim President and recording secretary, and continued with in-camera discussion.

10. Adjournment

On motion, the meeting adjourned at 6:35pm. Board Members were invited to stay to observe the Annual General Meeting.



Nonie Brennan,
Chair



Paul Wilton,
University Secretary