

**MINUTES OF A MEETING
OF THE BOARD OF DIRECTORS
OF KING'S UNIVERSITY COLLEGE**

**Wednesday, May 29th, 2024 at
at 4:30pm via Zoom/Wemple Vitali Lounge Extension**

Present: N. Brennan (Chair), A. Atcheson, D. Bond, C. Chau, L. Crowe, K. Deane, S. De Candido, G. Erenburg, F. Galloway, E. Goehring, Rev. G. Ducharme, D. Lang, L. Lee, V. MacDonald, J. Major, D. Malloy, R. Mank, J.P. Morris, H. Mourad, M. O'Hare, N. Sutherland, M. Therrien, P. Tufts, R. Ventresca, A. Wasty, K. Deonarine (Recording Secretary)

Regrets: P. Wilton, L. Crowe

Guests: J. Henry, A. Co-Dyre, T. Cunningham, J. Slay, D. Perreault, T. Ahrens, A. Casson, Fr. P. Baillargeon, P. Dool, R. Soto (Incoming KUCSC President)

1. Opening Prayer and Land Acknowledgement

Rev. G. Ducharme opened with a prayer and D. Bond presented the land acknowledgement.

2. Presentation from Dr. Richard Leblanc on Board Governance

Dr. Richard Leblanc joined the meeting remotely and presented on the legal responsibilities and fiduciary duties that are performed at the Board of Directors level. Dr. Leblanc discussed in detail all the duties which the college's administration should abide by and manner in which they assist the Board of Directors with the implementation of strategies and policies.

Dr. Leblanc advised of the legal and financial responsibilities in detail in which administration and specific committees are to follow. Examples included the use of business cases for proposals and availability of direct legal consultation were given. Dr. Leblanc explained the Board relationship with management must be one of independence to ensure their fiduciary responsibilities are performed without bias and noted that the Board speaks collectively and if asked, administration *must* provide any requested information to them. Dr. Leblanc stated that Administration cannot be "tied-up" in the rules of the Broader Public Sector (BPS) or budget policies as a means to avoid RFP for consultants or legal assistance

President succession was explained and that this should be conversed in an Employee Relations Committee, which was noted as "crucial" for such planning. Dr. Leblanc identified best practices and how to be the most effective in meetings. In-camera sessions were explained and that this should be practiced at the beginning and end of each Board meeting.

A lengthy discussion was held about risk management and compliance in relation to internal controls and it was noted the key characteristics (prepare, engage, act on red flags and retain legal advice when needed). A discussion regarding the Financial Health Indicators in relation to the Auditor General was had.

Chair N. Brennan thanked Dr. Leblanc for his presentation and was he excused from the meeting.

3. Board Insurance Policy Presentation

Marsh Representative, T. Gainham presented the Director and Officer Policy as requested by the Board. The policy package was summarized and noted this up-coming years' premium and deductible costs. An explanation was given regarding the Defence Cost which is currently at 80%. It was suggested to raise the Defence Cost to 100%, in anticipation that there are no additional premiums. Marsh will inquire and advise.

Inquiry about how King's compares to other alike institutions. It was relayed that King's is on par and if anything, have more insurance than some universities. VP Finance, J. Major noted that King's policy binder is similar to the CURIE offerings, which is the gold standard for insurance for Canadian Universities.

4. Approval of the Agenda and Conflict of Interest Declarations

MOTION

That the agenda of Wednesday, May 29th, 2024 approved.

M/S

F. Galloway/M. O'Hare

Carried

There was no conflict of interest declared.

5. Mission Moment Presented by President David Malloy

President D. Malloy verbally shared an event which recently took place and how our employees and administration had put King's key values first. It was shared that a student had passed away and the process of events which followed were explained. Noted that our employees went over and above for this family who flew from over-seas.

6. Consent Agenda

Chair, N. Brennan provided a quick overview of the Consent Agenda.

MOTION

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

M/S

P. Tufts/F. Galloway

Carried

7. Report from the President

President, D. Malloy discussed enrolment and highlighted sustainability, specifically, supporting domestic enrolment and summarized the appendix to his report. The appendix provided an update on applications and confirmations and Director of Enrolment Services, T. Cunningham spoke to this. The Tracking Sheet for the President's goals was identified and it was explained that the President's Office will continue to provide updates which will be converted into a Dashboard.

President, D. Malloy advised that he has reached out to faculty inviting them to engage in discussion about how teaching and research complement each other. This is an on-going goal and noted that five (5) faculty members have already participated.

Strategy Framework was discussed and noted the public facing document which is currently being developed. The official launch date is set for September 2024. The strategic framework is in review which involves the Vice-Presidents and StrategyCorp.

The Academic Governance Steering Committee continues with its consultations and work. Formative documents will be established and elections will be conducted over the summer months in anticipation of launching the Academic Council and the Community Assembly in September.

Affiliation talks with Western are currently on-going.

President D. Malloy summarized the community engagement events that he has been involved in, in recent months. It was noted that the Mission Statement will be updated on the President's report.

Inquiry about target numbers and international students in association with acquiring a VISA. Students who have their attestation letters are being tracked and it was noted that China is the continued target market. Conversation was had about the leads of 500 students in India through a partnership group called "HighSchoolMoms".

a. Marketing Updated by Director of Marketing Amy Casson

A presentation was given by Marketing Director, A. Casson on the new branding concept for King's. The process, positioning and objectives were explained which A. Casson worked on in conjunction with King's new creative company, Republic. A. Casson discussed the business challenges, objectives and timing.

This new branding was based on external reviews and surveys with students and parents through an outside agency and then presented and tested in front of approximately 70 students at Medway High School. A. Casson noted that the feedback received was positive. Stakeholder research results were noted and that "a sense of community and belonging" topped the list.

There were several suggestions and questions about the graphics used and what should be portrayed in this concept. A conversation was had about the use of any religious symbols as the research indicated that was lower on the list of reasons why a student would choose King's. It was suggested that the imagery be more diverse.

Concerns about the missed opportunities were noted in relation to our growth targets. A. Casson noted that the concept imagery will be tweaked and testing will be conducted over the next year to gauge success of the campaign.

Inquiry was made about the total budget for this campaign which the Board asked to be circulated. It was noted that this will be discussed in the Finance and Investment Committee Meeting next month.

8. Report from Students' Council

In-coming Student Council President, R. Soto was welcomed and noted the highlights and goals that have been accomplished in recent months. R. Soto conveyed his excitement for the up-coming year ahead.

9. Committee Reports:

a. Academic Governance Steering Committee

Committee Chair, R. Ventresca provided a verbal update on our collegial process for governance renewal at King's. The Board established an Academic Council through an amendment to its by-laws. The Academic Council will be operative by September 1, 2024, therefore, College Council, Faculty Council and its committees will cease to exist in their current forms.

It was noted that this is a critical first step in a multi-step process of renewal with a view to enhancing bicameral governance and to ensure that King's is effectively functioning.

An email will be sent out to the community, communicating this change.

b. Finance and Investment Committee

Committee Chair, N. Sutherland discussed the Year-to-Date Results and the April Board Motion. It was noted that the Committee is working on achieving a 5% surplus and will revisit come September. It was noted that there is a meeting scheduled in June to discuss enrolment numbers in hopes that targets will be met.

c. Governance Committee

Committee Chair, F. Galloway advised that the Nomination Committee conducted a thorough board recruitment process and noted the particulars of the process. He advised that twenty (20) applications were received which were narrowed down to six (6). F. Galloway provided an overview of the two (2) recommended candidates.

MOTION

The Board recommends to the Corporate Members the following slate of directors for election.

Ilona Niemi – Three-Year Term as Voting Director

Niemi is an independent consultant and advisor who was formerly Chief Compliance Officer and Chief Privacy Officer at Co-operators Group, and Zurich Insurance Group. Niemi has a PhD and MA in International Relations from LMU Munich and a Master of Policy Management from Georgetown University. She has served as Co-Chair of Industry Groups, Harvard Business School's WomenExecs on Boards, the Advisory Board for Compliance and Legal Risk Management at Osgoode Hall Law School, and the Ted Rogers School of Management's Advisory Council. Niemi has her Board Risk Governance Certification from the Directors and Chief Risk Officers Group and has taken Boardroom Dynamics for Executives from the Institute of Corporate Directors. Niemi is committed to King's mission and will contribute to the Board's strength in risk management.

Larry Frederick – Three-Year Term as Voting Director

Frederick is President and Chief Executive Officer of Southwest Staffing Solutions Inc. In this role Frederick, supports the placement of top-tier talent in executive positions. Frederick has background in banking, consulting, sales, and post-secondary teaching. Frederick has served on London Health Sciences Centre's People and Culture Committee, Middlesex-Elgin's Victorian Order of Nurses' Strategic Planning and Priorities Committee and LEADS Employment Service's Board of Directors where he served as Chair of the Nominations Committee. Frederick is committed to supporting King's in furthering its mission and brings experience in non-profit governance.

Aaron Atcheson – Re-election to a three-year term

Ken Deane – Re-election to a three-year term

Gary Ducharme - Re-election to a three-year term

Vince MacDonald - Re-election to a three-year term

Non-Voting Directors

Joseph Turnbull – Election to a three-year term to serve as faculty on the board as nominated by Faculty Council.

Adam Bohnet - Election to a three-year term to serve as faculty on the board as nominated by Faculty Council.

M/S F. Galloway/M. O’Hare Carried

MOTION

That the Board of Directors approves the following slate of officers and committee chairs.

Nonie Brennan – Renewal of term for one-year as Board Chair

Paul Tufts – Election as Vice-Chair for a one-year term

Ken Deane – Chair of the Governance Committee

Sara De Candido – Election as Chair of the Property Committee for a one-year term

Nancy Sutherland – Renewal of term as Treasurer and Finance and Investment Committee for one-year.

M/S F. Galloway/M. O’Hare Carried

F. Galloway discussed the by-law amendments which have been in the works for over the past two (2) years. The amendments to the by-laws intend to bring King’s into compliance with the *Not-for-Profit Corporations Act* before the October 2024 deadline. These amendments were discussed in detail.

MOTION

That the Board of Directors recommends to the Corporate Members the draft by-laws for adoption.

M/S F. Galloway/K. Deane Carried

10. Other Business

The Chair, N. Brennan thanked the five (5) outgoing board members for their services. The Chair gave special thanks to external members, F. Galloway and M. O’Hare for their many years of dedicated service. The Chair encouraged all members to join the reception following the adjournment.

11. Standing In-Camera Session

POSTPONED

12. Adjournment

MOTION

That the meeting be adjourned.

M/S

F. Galloway/M. O'Hare

Acclaimed

Respectively submitted,



**Kate Deonarine
Acting Recording Secretary**