



SUBJECT	Board Annual Calendar Framework
SUBMITTED TO	Board of Governors
MEETING DATE	February 16, 2021
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
REQUEST	Action requested – Approval IT IS HEREBY RESOLVED that the Board of Governors approves as circulated the annual calendar framework and the 2022 meeting calendar presented in Appendix 1.
LEAD	Karen Hakkarainen, Board Secretary

EXECUTIVE SUMMARY

This briefing note sets out a recommendation for a framework for the Board’s annual calendar. The objective is for the Board to approve a framework that will enable the Board to fulfill its responsibilities in alignment with the University’s business cycles, while also accommodating activities that occur on the campuses and predicted cycles of change in Board membership. The framework that the Board adopts will inform the selection of specific meeting dates beginning in 2022 and in subsequent years. The Governance Committee considered three framework options at its meeting of February 04, 2021. Based on the committee’s feedback, a framework recommended for Board approval is outlined in this briefing note and the corresponding calendar for 2022 is presented as Appendix 1. The three framework options presented to the Governance Committee are attached in Appendix 2.

DISCUSSION

As articulated in the *University Act* and in the UBC Board of Governors Manual, the Board is responsible for the general oversight of the University, and the management, administration and control of the property, revenue, business and affairs of the University. The Board will be positioned to fulfill these responsibilities, meet key reporting deadlines and provide timely input to discussions of risk and strategy if the Board’s annual meeting cycle aligns to the University’s business cycles. The Board’s annual meeting cycle must also take into account other activities occurring on campus, such as graduation ceremonies and student exam periods, and consider the renewal dates for board membership.

Considerations that inform the annual meeting framework include:

Legislative requirements:

- The *University Act* directs that the Board must meet as often as necessary to transact the business of the Board, and at least once every 3 months.

Key approvals required of the Board and their timeframe:

March

- approval of the operating budget before the start of the next fiscal year

June

- approval of the audited consolidated financial statements (due to BC Government by end of June)
- approval of the Institutional Accountability Plan and Report (due to BC Government mid-July)
- approval of the Five-Year Capital Plan (due to BC Government in the summer – normally July)

September

- approval of the Statement of Financial Information (due to BC Government September 30)
- approval of the President's annual goals

December

- Q3 financial forecast as at December 31 (due to BC Government in early January)
- Annual general meeting of the American Foundation for UBC

Graduation ceremonies:

Ceremonies require the participation of the Chancellor and the President & Vice-Chancellor, and are optional events for other Board members:

- Fall graduation (only UBCV): begins on fourth Wednesday of November and runs for 3 days
- Spring graduation – UBCV: begins the Wednesday following Victoria Day long weekend and runs for 7 days (excluding the weekend)
- Spring graduation – UBCO: the second Thursday and Friday of June

Other factors:

- UBCO: The Board is committed to holding one meeting per year at the Okanagan campus.
- Board retreats: The Board holds an annual Retreat and may supplement the retreat with periodic learning sessions.
- Governor terms: Student-elected members begin their one-year terms on April 01; Okanagan campus faculty and staff elected members begin their terms on September 01 on a triennial basis; Vancouver campus faculty and staff elected members begin their terms on March 01 on a triennial basis; Provincial appointees typically begin their terms on July 31.
- Board orientations: The Secretariat Office proposes to establish a standing schedule of orientation days in the Board's annual calendar that aligns to predicted dates of turnover in Board membership.

Within any framework that the Board adopts there is opportunity for the Board to hold additional meetings as needed to transact necessary University business. At the discretion of the Chair, the Board may also transact business via electronic vote between regularly scheduled meetings. If needed to transact business, the Committees may also meet as needed between regularly scheduled committee meetings or transact business via electronic vote between regularly scheduled meetings.

RECOMMENDED FRAMEWORK

This framework aligns the Board meetings to the business cycles of the University while responding to the considerations noted above:

- January board meeting (brief meeting to transact routine Board business)
- late March board meeting, with full committee cycle
- May Board meeting
- May retreat
- mid-late June Board meeting, with full committee cycle
 - Board meeting to be held at UBCO campus; committee meetings to be held at UBCV campus
- mid-late September board meeting, with full committee cycle
- mid-December board meeting, with full committee cycle

This framework includes four Board meetings that would be preceded by a full slate of committee meetings and would enable the Board of Governors to provide the input and approvals to key University decisions that fall within its scope of authority in a timeframe that is responsive to the needs of the institution, notably approval of the annual operating budget in advance of the start of the new fiscal year.

The framework also includes two Board meetings that would not be preceded by a full slate of committee meetings: one in January and one in May. A brief January meeting would be scheduled to bridge the gap between a December meeting and a March meeting so that the Board meets the requirement of the *University Act* to meet at least every 3 months. At this meeting, routine business, such as the approval of the next year's annual meeting calendar, would be transacted. The framework introduces a May meeting, the focus of which would be agreed upon through discussion between the Board Chair and the President.

A key feature of this framework is that it will better support the effective participation of the student-elected members, who are elected on an annual basis with terms beginning on April 01. In the recommended framework, student members would have benefit of participation in board and committee meetings for a full year before they are asked to participate in decisions about the University's annual operating budget.

Appendix 1 – Recommended meeting calendar for 2022

Appendix 2 – Framework options presented to the Governance Committee

APPENDIX 1: RECOMMENDED MEETING CALENDAR FOR 2022

**note: graduation and National Indigenous Day dates are provided for information only,*

JANUARY/FEBRUARY		
Board meeting	Tuesday, January 25	brief meeting for routine business
MARCH/APRIL		
Audit committee meeting	Thursday, March 17	
Committee meetings	Monday, March 21	President reviews/approves materials March 08, 09, 10, 11
Committee meetings	Tuesday, March 22	
Board meeting	Thursday, March 31	Operating budget
Board orientation	Thursday, April 28	Presentations from VP portfolios
<p><i>Note: The March cycle will require two meetings of the Finance committee: the first meeting for a budget preview; the second meeting to present the final budget for recommendation to the Board for approval. The date of the first meeting will be selected in consultation with the Chair of the Finance Committee and the VP Finance and Operations. The second Finance Committee meeting will fall on one of the two regularly scheduled committee days.</i></p>		
MAY/JUNE		
Okanagan Orientation	Tuesday, May 03	UBC- Okanagan - half-day on-campus session (between last day of classes and start of Summer Session)
Board retreat	Wednesday, May 11	
Board meeting	Thursday, May 12	
Graduation ceremonies	Wednesday, May 25 – Friday June 03	UBC – Vancouver
Graduation ceremonies	Thursday, June 09 & Friday, June 10	UBC – Okanagan
Committee meetings	Wednesday, June 15	President reviews/approves materials June 03, 06, 07, 08
Committee meetings	Thursday, June 16	
Audit committee meeting	Monday, June 20	
National Indigenous Peoples Day	Tuesday, June 21	No meetings to allow members to participate in events.
Board meeting (@ UBCO campus)	Wednesday, June 29	Audited consolidated financial statement Institutional Accountability Plan & Report 5-Year Capital Plan
JULY/AUGUST		
Board orientation	Thursday, August 18	Presentations from VP portfolios
SEPTEMBER/OCTOBER		
Committee meetings	Monday, September 19	President reviews/approves materials Sept 06, 07, 08, 09
Committee meetings	Tuesday, September 20	
Audit committee	Wednesday, September 21	Statement of Financial Information
Board meeting	Thursday, September 29	President's annual goals - approval
NOVEMBER/DECEMBER		
Committee meetings	Monday, November 21	President reviews/approves materials Nov 07, 08, 09, 10
Committee meetings	Tuesday, November 22	
Graduation ceremonies	Wednesday – Friday, November 23 – 25	UBC Vancouver; no Fall graduation held at UBC Okanagan
Audit committee	Monday, November 28	Q3 financial forecast
Board meeting	Monday, December 05	UBC American Foundation AGM

Appendix 2 – Framework options presented to the Governance Committee

Three options are outlined below for Board meetings and a Board Retreat. In 2019 and 2020, the Board held a retreat in September, and in 2021, the Board held a Retreat in January. In the options outlined below the recommended time to hold the Board Retreat is in the spring.

For all options, committee meetings would be scheduled 10 – 12 days in advance of Board meetings, with some variation in the timing of Audit Committee meetings.

Option 1

Option 1 aligns the timing of Board meetings with key approvals and, for this reason, is recommended to the Committee:

- January board meeting (a brief meeting to transact routine board business)
- late March board meeting
- late April or early May retreat – timing to be decided by the Board Chair and President (potential to hold it in the Okanagan and include a UBCO campus visit)
- mid-late June board meeting
- mid-late September board meeting
- mid-December board meeting

This option enables the Board to provide the input and approvals to key University decisions that fall within its scope of authority in a timeframe that is responsive to the needs of the institution, notably approval of the annual operating budget in advance of the start of the new fiscal year. It also enables the student elected members to provide an informed vote on the operating budget as the budget approval would occur at the end of their terms of service, rather than at the beginning of their terms. It includes a brief January meeting to bridge the gap between a December meeting and March meeting so that the Board meets the requirement to meet at least every 3 months.

Under this option, the Board would need to decide whether to hold its Okanagan meeting in March or in June, with June being recommended as a preferred option to avoid potential weather impacts to travel.

Option 2

Option 2 maintains the Board's current practices with respect to its annual board meeting schedule:

- mid-February board meeting
- mid-April board meeting
- mid-April retreat (held in conjunction with the April board meeting)
- mid-late June board meeting
- mid-late September board meeting
- early-mid December board meeting

With this schedule, however, the Board does not approve the annual operating budget before the start of the fiscal year and new student elected members who have joined the Board effective April 01 are faced with a request to approve a budget without benefit of advance briefings that would have been provided to other Board members. Additionally, the time available to the Administration to prepare for the February meeting cycle is shortened due to the holiday break between December 24 and January 02; it is exceedingly difficult for the Administration to provide substantive, quality reporting within the required timelines for the distribution of materials to the Committees.

Under this option the Board would hold its April meeting in the Okanagan.

Option 3

Option 3 contemplates how the Board might align its meetings to the business cycles of the University while increasing the number of meetings that it holds per year, in the event that the Board agrees that there is value in holding more frequent meetings than outlined in Option 1:

- January board meeting (brief meeting to transact routine board business)
- late March board meeting
- May board meeting
- May retreat
- mid-late June board meeting
- mid-late September board meeting
- mid-December board meeting

If the Board wished to pursue this option, then additional discussion would be required to determine the focus of the agenda for the new May Board meeting. This option would present a challenge for the Administration in preparing submissions for the May Board meeting since the time between the March meeting and proposed May meeting would be quite short. As with Option 1, this option includes a brief January meeting to bridge the gap between a December meeting and March meeting so that the Board meets the requirement to meet at least every three months.

Under this option, the Board's options for holding a meeting in the Okanagan are increased to include March, May and June, with May or June being recommended as the preferred options to avoid weather impacts to travel.