



Board of Governors
GOVERNANCE COMMITTEE
OPEN MINUTES

Thursday, September 14, 2023
8:32 a.m. to 9:22 a.m.

VIDEOCONFERENCE

Approval: November 21, 2023

Chair	Mr. Byron Thom	Designated Executive Liaison
Vice-Chair	Dr. Philipp Reichert	Mr. Hubert Lai, K.C., University Counsel
Members	Ms. Isabella Bravo	
	Ms. Alison Brewin	Board Secretary
		Ms. Karen Hakkarainen
Regrets	Interim President Deborah Buszard	
	Ms. Chaslynn Gillanders	
	Board Chair Nancy McKenzie	
	Dr. Charles Menzies	
	Hon. Steven Point, Chancellor	
Other Governors in Attendance	Ms. Miranda Lam	

Governance Committee Chair Byron Thom called the open session of the September 14, 2023 meeting of the Governance Committee to order at 8:32 a.m.

The Chair respectfully acknowledged the ancestral and unceded territories of the Musqueam and of the Syilx Okanagan Nation upon which UBC campuses are located, and the traditional owners and caretakers of lands, near and far, from which Board members and UBC community members remotely joined the meeting.

The Chair welcomed Philipp Reichert as a new member of the Committee, and thanked him for stepping into the role of Vice-Chair. He thanked Governors Miranda Lam and Nicole Udzenija for their service to the Committee as they were no longer members.

The Board Secretary reviewed attendance and confirmed quorum.

1. Approval of Agenda

The Chair asked if any Committee member would like to make amendments to the Agenda. No requests were made.

The following resolution was moved, seconded, and **CARRIED**:

IT IS HEREBY RESOLVED that the Governance Committee approves as circulated the Agenda for the September 14, 2023 open meeting of the Governance Committee.

The Chair asked whether Governors had any actual, potential or apparent conflicts of interest with any of the items on the agenda. None were declared.

2. Consent Agenda

The Chair noted the following items for approval under the Consent Agenda: minutes of the previous meeting and Advisory Urban Design Panel Terms of Reference updates.

The Chair asked whether Committee members noted any errors or omissions in the Minutes. None were noted.

The following resolution was moved, seconded, and **CARRIED**:

IT IS HEREBY RESOLVED that the Governance Committee approves the resolutions forwarded under the Consent Agenda, as presented in the Appendix.

3. Amended and Combined Board and Committee Meeting Rules and Practices

Responsible Executive/Lead: Hubert Lai, K.C., University Counsel
 Karen Hakkarainen, Board Secretary

The University Counsel provided an overview of the consolidation of the Board and Committee Meeting Rules and Practices, as set out in the briefing. He noted that previously there had been two separate sets of rules for Board and Committee meetings, which created unnecessary complications, and that the consolidation aimed to simplify the rules. Additionally, the Subcommittee to Review the Board’s Committee Structure had recommended Principles for Committee membership to be incorporated into the rules. The *UBC Board of Governors’ Meeting Rules and Practices* (the “Rules”) represents both the consolidation of rules and incorporation of the recommended principles.

The Chair informed Committee members on feedback that had been received from a Committee member who was not able to attend the meeting. That member requested that:

1. Changes to the agenda during a meeting be allowed;
2. All requests for information from the Administration made by Governors during meetings be funneled through the Meeting Chair and the Secretariat for tracking and coordination; and,
3. In camera Committee meetings are open to all Governors to attend.

The first suggestion regarding agenda changes led the Chair to recommend changing the word “must” to “should” in section 2.4.5, giving the Meeting Chair more flexibility to consider changes suggested in the context of a meeting. Additionally, section 1.1.3, referencing Robert's Rules of Order, would be treated as guidance rather than strict adherence.

To the second point, the Chair suggested that no changes were needed, as the existing process was for all formal requests from Governors for information to be funneled through the Committee Chair and the Board Secretary, and it was at the Committee Chair’s discretion to decide whether or not an information item would come forward from the Administration or be discussed at the next Committee meeting. He noted that Committee members are encouraged to ask questions, but formal information requests for future meetings will need to be coordinated to ensure appropriateness, need, and to not unduly burden the Administration.

To the final point, the Chair noted that after consultation with the University Counsel and the Board Secretary, it was agreed that it would be consistent with best practice to maintain the current practice of

not allowing Governors who are not members of a Committee to attend in-camera sessions unless they have the permission from the Meeting Chair to do so.

A motion to amend the *UBC Board of Governors' Meeting Rules and Practices* was moved, seconded and carried:

IT IS HEREBY RESOLVED that the *UBC Board of Governors' Meeting Rules and Practices* are revised as follows:

- Section 1.1.3 to read, "Subject to compliance with the Rules, Meeting Chairs will have discretion in the conduct of Board and Committee meetings, as applicable, and may refer to Robert's Rules of Order Newly Revised for guidance."; and
- Section 2.4.5 to replace "must" with "should".

The following amended resolution was moved, seconded, and **CARRIED**:

IT IS HEREBY RESOLVED that the Governance Committee, in accordance with authority delegated by the Board of Governors, approves the UBC Board of Governors' Meeting Rules and Practices in the form attached as Appendix 1 hereto, with revisions to sections 1.1.3 and 2.4.5. as amended in the meeting, to replace the current Board Meeting Rules and Practices and the current Committee Meeting Rules and Practices effective October 1, 2023.

4. Professional Development for Governors

The Board Secretary provided an overview of past discussions and considerations on the topic of professional development for Governors, as outlined in the briefing. She outlined options upon which feedback from the Committee was sought, including whether to budget \$1,500 per year for each Governor, which would amount to \$30,000 annually to be allocated for Board professional development. She noted that Governors' use of the funds had so far not drawn down the annually budgeted amount, and therefore, it may be worth considering budgeting a lower annual amount. She noted the possibility of making unused funds available to Governors who require extra support for their professional development efforts.

Discussion focused on establishing guidelines to ensure the appropriate use of these funds for Board-related purposes. Additionally, budgeting considerations were discussed, as not all Board members utilize the funds equally, leading to questions about the annual budget allocation and the possibility of additional funding requests. Several suggestions were made, including setting a deadline for Board members to propose their professional development plans at the start of the fiscal year, potentially covering travel expenses related to professional development activities, and considering the option of allowing Board members to continue education courses at the University free of charge. Committee members acknowledged the need for flexibility and encouraged the use of these funds to enhance Board members' knowledge and skills. There was agreement to budget \$30,000 annually for Governors' professional development, with annual funding of up to \$1500 per Governor. The Board Secretary was asked to draft final guidelines for Committee approval at a future meeting.

5. Draft revised Committee Terms of Reference

Lead: Byron Thom, Governance Committee Chair, Subcommittee to Review Committee Structure Chair

The Committee was updated by the Chair of Governance and the Subcommittee to Review Committee Structure (SRCS) on the work of the SRCS, where the following key points were noted:

- The decision to wind down the Sustainability and Climate Action Committee had been implemented. Its responsibilities were distributed to other standing Committees and reporting on sustainability and climate action now goes to the full Board.
- There was a recommendation from the Subcommittee to eventually phase out the People, Community and International Committee, with its responsibilities being transferred to three other standing Committees: Finance, Employee Relations, and Learning and Research.
- The SRCS is working on updating the Terms of Reference for all standing Committees to establish a unified format, clearly identify the scope of each Committee, and clarify their composition. An external governance expert has been engaged to assist in this process.
- Draft Terms of Reference for three Committees (Governance, Learning and Research, Employee Relations) have been developed, but feedback on these drafts is still being gathered. The goal is to have these updates ready for implementation in the New Year, starting with these three Committees in the next Board cycle. Progress on updating the Terms of Reference for the remaining standing Committees will continue through the Fall.

Overall, he noted that the aim of these changes is to improve the organization and functioning of Board Committees and ensure alignment with best practices in governance.

ACTION ITEM

The Board Secretary will finalize Governors' Professional Development Fund guidelines for approval at a future meeting.

CONSENT AGENDA – For Approval

6. Minutes of Previous Meeting

IT IS HEREBY RESOLVED that the Governance Committee approves as circulated the minutes of the June 15, 2023 meeting of the Governance Committee.

7. Advisory Urban Design Panel Appointment Terms of Reference updates

IT IS HEREBY RESOLVED that the Governance Committee recommends to the Board of Governors approval of amendments to the Advisory Urban Design Panel Terms of Reference as set out in Appendix 1.

Adjournment

The open session adjourned at 9:22 a.m.