



Board of Governors
GOVERNANCE COMMITTEE
OPEN MINUTES

Tuesday, November 21, 2023
3:03 p.m. to 3:22 p.m.

VIDEOCONFERENCE

Approval: March 12, 2024

Chair	Mr. Byron Thom	Designated Executive Liaison
Vice-Chair	Dr. Philipp Reichert	Mr. Hubert Lai, K.C., University Counsel
Members	President Benoit-Antoine Bacon	Board Secretary
	Ms. Isabella Bravo	Ms. Karen Hakkarainen
	Ms. Alison Brewin	
Regrets	Ms. Chaslynn Gillanders	
	Board Chair Nancy McKenzie	
	Dr. Charles Menzies	
	Hon. Steven Point, Chancellor	

Committee Chair Byron Thom called the open session of the November 21, 2023 meeting of the Governance Committee to order at 3:03 p.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 new President and Vice-Chancellor, Dr. Benoit-Antoine Bacon, and new Governor Leonard Schein who had recently been appointed to the Board by the Province.

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 open session of the November 21, 2023 Governance Committee meeting.

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. Approval of Minutes

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 as circulated the minutes of the open session of the September 14, 2023 Governance Committee meeting.

3. Update on Amendments to Committee Terms of Reference

Lead: Byron Thom, Governance Chair, Subcommittee to Review Committee Structure Chair
Karen Hakkarainen, Board Secretary

The Governance Committee Chair provided an update on the progress toward amending the Board standing committees' Terms of Reference based on the recommendations of the Subcommittee to Review Committee Structure. Implementation of the recommendations started in March 2023 with the dissolution of the Sustainability & Climate Action Committee. He acknowledged that while the process was taking longer than had been expected, that the focus was on moving forward to review and approve the new Terms of Reference once ready.

A question was raised about future plans regarding the University's committee structure and whether there were intentions to review and potentially rationalize the number of committees in the coming years. It was noted that the Governance Committee was currently considering dissolving one more committee, and that there was ongoing discussion from the May 2023 Board retreat about undertaking a more formal and extensive review of the University's governance.

4. Professional Development for Governors

Lead: Byron Thom, Governance Chair
Karen Hakkarainen, Board Secretary

The Board Secretary provided an update on the draft UBC Board of Governors Guidelines for Professional Development Funds (the "Guidelines"), noting that feedback from the Committee's previous meeting had been incorporated in the draft. She noted that the objective was to offer Governors flexibility in accessing professional development funds while keeping the process manageable for both Governors and administration. She noted that the draft Guidelines provided in the Appendix could be recommended to the Board for approval if the Committee felt they were ready.

The Board Secretary informed on future plans to purchase a Board membership for the Institute of Corporate Directors (ICD) to provide training opportunities for Governors and the Executive team. The membership, available at a minimal cost to the University as a non-profit organization, offers access to webinars and training resources tailored to non-profit governance, providing an easy and valuable professional development opportunity.

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

IT IS HEREBY RESOLVED THAT the Governance Committee recommend to the Board of Governors the approval of the UBC Board of Governors Guidelines for Professional Development Funds as set out in the Appendix.

ACTION ITEMS

None arising.

Adjournment

The open session adjourned at 3:22 p.m.