



**Board of Governors
GOVERNANCE COMMITTEE
OPEN MINUTES**

**Tuesday, March 12, 2024
1:17 p.m. to 1:55 p.m.**

VIDEOCONFERENCE

Approval: June 11, 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	
	Dr. hagwil hayetsk (Charles Menzies) <i>(left at 1:28 p.m.)</i>	
	Mr. Leonard Schein	
Regrets	Hon. Steven Point, Chancellor	
	Interim Board Chair Bill Sundhu	

Committee Chair Byron Thom called the open session of the March 12, 2024 meeting of the Governance Committee to order at 1:17 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 member Governor Leonard Schein to the Committee, and acknowledged Chaslynn Gillanders, who recently retired from the Board, for her service to the Committee.

The Board Secretary reviewed attendance and confirmed quorum.

1. Approval of Agenda

The Chair noted that the agenda would be amended to change Item #3, *Amendments to the Code of Conduct and Conflict of Interest guidelines for the Board of Governors*, to a discussion item, rather than an item for approval, to allow more time for revisions to address feedback from Committee members.

The Chair asked if any Committee member would like to make any further amendments to the Agenda. No other amendments were requested.

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

IT IS HEREBY RESOLVED that the Governance Committee approves as amended the Agenda for the open session of the March 12, 2024 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. Consent Agenda

The Chair asked whether Committee members had noted any errors or omissions in the Minutes of the previous meeting, as circulated under the appended Consent Agenda. 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 open Consent Agenda, as presented in the Appendix.

The Chair noted the briefings circulated under the Consent Agenda for the Committee's information.

3. Amendment to the Code of Conduct and Conflict of Interest Guidelines for the Board of Governors

Lead Executive: Hubert Lai, University Counsel

Presenter: Jeffrey J. Lowe, K.C., Conflict of Interest Advisor (COI) to the Board of Governors

The Committee considered a proposed amendment to the Code of Conduct and Conflict of Interest Guidelines for the Board of Governors to adopt a new form of Schedule "C" (Conflict Disclosure), as set out in the briefing.

It was noted that the recommendation to update the form arose from issues with the existing conflict disclosure form being too brief and potentially leading to inconsistencies among Governors in how the form is completed and the extent of the information provide. The new draft was informed by a review of similar conflict disclosure forms from other Canadian universities as well as the consideration of past inquiries from Governors on the matter of COI disclosures.

During discussion, members emphasized Governor training on conflict principles rather than a rules-based approach, and questioned whether such a detailed form was necessary. A Committee member noted that certain affiliations (e.g., being a student, staff, or faculty) are already known for elected governors, and that appointed governors who may have teaching or other roles at UBC should declare such affiliations.

Members noted that the revised form could lead to a burden for Governors who would be asked to remember all their past UBC affiliations. It was suggested as an alternative that the form focus on recent affiliations rather than past distant professional experiences. The Administration clarified that the revised form only requests information on past affiliations with organizations that have a connection with UBC and would not apply if Governors served on the Board of an organization unrelated to UBC.

During discussion, the Committee noted that it is a Governor's responsibility to disclose their own conflicts of interest and to follow a conflict management plan where required. By providing pertinent information to the Board Secretary, the Secretariat can identify potential conflicts before materials are distributed. It was noted that being in a Conflict of interest itself is not inherently negative, and that managing conflicts effectively is important.

The Administration noted that the proposed revisions to the conflict disclosure form were intended to develop a document that will assist Governors in recognizing and disclosing conflicts of interest by guiding them through pertinent questions to strike a balance between gathering necessary information and avoiding irrelevant personal details.

As a result of the discussion, the Chair requested the Administration take additional time to consider changes to the conflict disclosure form based on the feedback provided. It was requested that the revised form would be brought back to the Governance Committee for further discussion once the changes had been made.

4. Management of Conflict of Interests in Committee meetings

Lead Executive: Hubert Lai, University Counsel

The Committee discussed guidance notes prepared by the Office of the University Counsel to assist the Board Chair and Committee Chairs in managing Conflict of Interest disclosures that are made in relation to items on the agenda for their meetings, as set out in the briefing.

It was agreed that the Board Secretary would incorporate the guidance into resource materials provided to Committee Chairs.

It was suggested that the Governance Committee periodically consider disclosures made in meetings by Governors and recorded by the Board Secretary in the minutes, to assess the frequency of disclosures, the effectiveness of conflict management, and identify areas for potential improvement. The Committee Chair, Board Chair and Board Secretary to discuss this further.

ACTION ITEMS

None identified.

CONSENT AGENDA

For Approval

5. Approval of Minutes

IT IS HEREBY RESOLVED that the Governance Committee approves as circulated the minutes of the open session of the November 21, 2023 Governance Committee meeting.

6. Dissolution of the Advisory Committee on Campus Vision 2050 and Rapid Transit

IT IS HEREBY RESOLVED that the Governance Committee, under authority delegated by the Board of Governors, approve the dissolution of Advisory Committee on Campus Vision 2050 and Rapid Transit, effective March 12, 2024.

For Information

7. Status Report | Action Items Tracked in 2023

Adjournment

The open session adjourned at 1:55 p.m.