



**Board of Governors
GOVERNANCE COMMITTEE
MINUTES**

**Thursday, September 12, 2024
1:03 p.m. to 1:54 p.m.**

VIDEOCONFERENCE

Approval: November 21, 2024

Chair Mr. Byron Thom
Vice-Chair Dr. Philipp Reichert
Members President Benoit-Antoine Bacon
Ms. Ameer Chande
Dr. hagwil hayetsk (Charles Menzies)
Board Chair Miranda Lam, K.C.
Ms. Irene Lanzinger
Chancellor Judy Rogers, C.M.
Mr. Leonard Schein
Mr. Matthew Tan

Designated Executive Liaison
Mr. Hubert Lai, K.C., University Counsel

Board Secretary
Ms. Karen Hakkarainen

Committee Chair Byron Thom called the open session of the September 12, 2024 meeting of the Governance Committee to order at 1:03 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 thanked outgoing Governors Isabella Bravo, and Alison Brewin for their service to the Committee, and welcomed new members Governors Irene Lanzinger and Ameer Chande, both recently appointed to the Board by the Province, and Governor Matt Tan.

The Chair also welcomed Chancellor Judy Rogers to the Board, and newly appointed Vice-President External Relations Dr. Melanie Stewart to UBC.

The Board Secretary reviewed attendance and confirmed quorum.

1. Approval of Agenda

The Chair asked if any Committee members would like to make any amendments to the agenda. No amendments were requested.

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 September 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. Approval of Minutes

The Chair asked whether Committee members had 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 June 11, 2024 Governance Committee meeting.

3. Streamlining of Board Policy Requirements (No Feedback Requiring Discussion)

Lead Executive: Hubert Lai, K.C., University Counsel

The Committee Chair introduced a briefing of proposed amendments to Board policies for recommendation to the Board. He noted that there had been extensive discussion and review, and that this package of amendments contained only those for which no additional feedback was received from governors following the June 2024 meeting cycle. He also noted that the Naming Policy is a joint policy of the Board and Senates, and the amendment to that policy will not become effective until after approval from all three bodies had been obtained. All affected Committees had received information briefings on their consent agendas regarding the proposed amendments, with the Chair and Vice-Chair of the Governance Committee, along with relevant executives, expressing their support for the changes.

The University Counsel noted that the proposal aims to reduce the 61 submission requirements across 88 policies, with 25% of the requirements being fully eliminated and 20% partially eliminated, reflecting adjustments based on feedback received from Governors during the June 2024 Governance meeting.

The Committee discussed a concern which had been raised by a Governor by email to the to the Governance Committee Chair about raising the current monetary thresholds for Board involvement in capital projects and internal loan decisions in Capital Projects Policy (FM11). The Administration noted in response that the policy thresholds, set years ago, had not been adjusted despite the significant volume of approvals that are requested from the Board. It was further noted that the proposed increase from \$5 million to \$10 million aligns with Provincial thresholds and remains below UBC's materiality thresholds, and that there would be continued oversight through multiple layers of Executive approval.

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

IT IS HEREBY RESOLVED that the Governance Committee recommends the following to the Board of Governors:

i. Approval of amendments to the following Board Policies in the form set out in Appendix 1, effective upon publication in the Official Repository on the website of the Office of University Counsel:

- **Board Appointments Policy (AP3);**
- **Business Expenses Policy (FM8);**
- **Retained Risk Policy (FM10);**
- **Capital Projects Policy (FM11);**
- **Regulatory Framework Policy (GA2);**

- **Honorifics Policy (LR1);**
- **Killam Professors Policy (LR6);**
- **Technology Equity Policy (LR8);**
- **Disaster Management Policy (SC10);**
- **Deaccessioning Policy (UP11); and**
- **Land Use Policy (UP12).**

And

- ii. **Approval of amendments to the Naming Policy (G6) in the form set out in Appendix 1, subject to the approval of these amendments by both the Vancouver and Okanagan Senates, effective upon publication in the Official Repository on the website of the Office of University Counsel.**

4. Streamlining of Board Policy Requirements (Feedback for Discussion)

Lead Executive: Hubert Lai, K.C., University Counsel

The Committee Chair introduced a briefing of proposed amendments to Board policies for recommendation to the Board. He noted that there had been extensive discussion and review, and that this package of amendments contained only those for which additional feedback had been received from governors following the June 2024 meeting cycle. He also noted that the Registrar/Librarians Extension Policy (AP13) is a joint policy of the Board and Senates, and the amendment to that policy will not become effective until after approval from all three bodies had been obtained. All affected Committees had received information briefings on their consent agendas regarding the proposed amendments, with the Chair and Vice-Chair of the Governance Committee, along with relevant executives, expressing their support for the changes.

The University Counsel noted that the proposed amendments reflect adjustments based on feedback received from Governors since the June 2024 Governance meeting.

The Chair moved the resolution as set out in the briefing and it was seconded.

During discussion, and via email to the Committee Chair, the following points were raised by some Governors against the proposed amendments:

- That the Board should retain approval authority in the Registrar/Librarians Extension Policy (AP13) due to the oversight of \$400 million in student tuition, aligning it with the Board's approval of capital projects over \$5 million;
- That the Board should continue to receive reports required by the Administrative Associate Vice-Presidents (AVPs) Policy (AP15) for accountability and transparency, and to amend the Policy to include requiring Board approval for new AVP positions;
- That the Board should retain the reporting requirements of Employment Advertising Policy (HR11) for transparency and oversight as it helps the Board understand the impact of spousal appointments on the University and the ways in which waivers may also be used for high urgency hires. This puts the Board in a better position to offer support to the Administration in cases where any such hires may trigger a controversy;
- That amendments to the Non-Union Compensation Policy (HR12) could reduce transparency and accountability, limiting the Board's support of the Administration in controversial decisions; and,

- That amendments to the Environmental Protection Policy (SC4) could reduce timely communication of significant incidents, undermining the Board’s ability to fulfill its fiduciary duties. A concern was also raised that the criteria for reporting environmental protection issues to the Board are ill-defined and subjective, and that there should be a more consistent and transparent process for reporting significant environmental issues.

The Administration noted that the proposed amendment to the Environmental Protection Policy aligns it with the University’s current administrative structure, requiring only significant incidents to be reported to the Chief Assurance & Risk Officer, who then informs the Audit committee and Board chair, ensuring relevant issues are communicated appropriately.

A Committee member moved an amendment to remove the following policies for which concerns had been raised by Governors from the motion on the floor: Registrar/Librarians Extension Policy (AP13); Administrative AVPs Policy (AP15); Employment Advertising Policy (HR11); Non-Union Compensation Policy (HR12); Environmental Protection Policy (SC4); and, the Registrar/Librarians Appointment Policy (AP11).

The motion to amend was seconded and carried, with Committee Chair Byron Thom and Vice-Chair Philipp Reichert and one other objecting.

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

IT IS HEREBY RESOLVED that the Board of Governors approves of the proposed amendments to the Endowment Policy (FM5), in the form set out in Appendix 1, effective upon publication in the Official Repository on the website of the Office of University Counsel.

The Committee agreed that the proposed policy amendments which were removed from the motion will be reconsidered once the feedback has been considered by the Administration.

The Chair thanked the everyone in the Office of the University Counsel for their dedicated work over the summer to prepare the briefing.

5. Policy Priorities - Update on the status of Board Policies assigned to the Standing Committees

Lead Executive: Hubert Lai, K.C., University Counsel

The University Counsel provided an overview of the biennial review of the University’s 88 policies, as set out in the briefing. He noted that the process involves updating priorities based on changing circumstances and feedback. The Policies are categorized into three priorities: A (urgent issues), B (minor issues), and C (no further work needed). Five policies are on hold due to timing issues. The review results, including priority rankings and committee assignments, are shared for feedback and adjustments if necessary.

The Committee expressed its appreciation for the important work being carried out by the Office of the University Counsel.

ACTION ITEMS

None arising.

Adjournment

The open session adjourned at 1:54 p.m.