

MINUTES OF A MEETING OF THE  
BOARD OF REGENTS OF THE CATHOLIC COLLEGE OF REGINA  
(CAMPION COLLEGE)  
AT 4:30 P.M., WEDNESDAY, JANUARY 31, 2018

PRESENT: Heather Antonini, Jeffrey Burwell, S.J., Rob Currie, Sandi Ellert Day, Linda Dewhirst, Sami Helewa, S.J., Paul Malone, John Meehan, S.J., John O'Brien, S.J., Huntley O'Connor, Robert Petry, Lisa Polk, Barry Wood

REGRETS: Sean Daley, Allison Fizzard, James Gustafson

CHAIR: Sandi Ellert Day

1. CALL TO ORDER/PRAYER – The meeting was called to order and opened with a prayer.
2. MISSION – Consolation/Desolation Sharing.
3. APPROVAL OF AGENDA – P. Malone requested that Item 12, Roles & Responsibilities, be moved between Items 5 and 6. Item 10, President Selection Committee, will be moved between Items 14 and 15.  
**Moved by P. Malone and seconded by L. Polk approval of the agenda as amended. CARRIED**

There were no items for an In Camera Meeting.

4. ADOPTION OF THE MINUTES FROM NOVEMBER 29, 2017  
**Moved by J. Meehan and seconded by S. Helewa approval of the minutes. CARRIED**

5. MATTERS ARISING FROM PREVIOUS MEETING MINUTES – None noted.

5. (A) The Chair indicated that she asked P. Malone to present the roles & responsibilities because the Board Evaluation from 2016-17 indicated there was a gap in understanding by members of the Board. Governance can look at including this information in Board Orientation and in our policy guidelines.

Paul Malone presented a document he prepared on the roles and responsibilities of Board Members and there was discussion. (Document attached to minutes).

The Chair indicated that it is a key responsibility of each member of the Board to be asking questions. This is due diligence. At the end of each meeting, there is an opportunity to add a topic that might need further clarification and the topic could be put on the agenda at a future meeting.

6. CAMPION ORGANIZATION SCORECARD –The Scorecard was circulated with the agenda. J. Meehan went through the Scorecard. There were questions regarding the reflection of the engaged learning numbers. The President reported that the position has very recently moved to the academic side of the College. It is a unique program at Campion and good for our mission. It also has a tie to international recruitment. The Chair noted that the Board is concerned about the engaged learning numbers. The President indicated that it is an important program and we want it to grow. The Chair indicated that it is in line with Jesuit values.

The Chair noted that feeling part of the community is decreasing in all categories so it might be something to pay attention to.

The Chair noted that review of the Scorecard, as prework, is a big part of the responsibility of the members of the Board. If members do not understand an item, they must ask what it is about.

7. EXECUTIVE COMMITTEE REPORT – The Chair reported that several members of the Board and Campion attended the annual State of the University address given by Dr. Vianne Timmons on January 25.

8. FINANCE AND AUDIT COMMITTEE REPORT – A report was circulated with the agenda. B. Wood reported that at the last meeting, the Committee did not have quorum; therefore, an information session with the Executive Director took place. B. Wood summarized the financial statements at the Board meeting.

**Moved by J. Meehan and seconded by J. O'Brien that Linda Dewhirst be a member of the Finance and Audit Committee. CARRIED**

9. GOVERNANCE COMMITTEE – H. O'Connor reported that with respect to Item 9 from the last meeting, the list of members of the Governance Committee are: Paul Malone, Rob Currie, Robert Petry, Lisa Polk, James Gustafson, Sami Helewa, S.J., John Meehan, S.J., and Sandi Ellert Day.

**Moved by R. Currie and seconded by J. Meehan that John O'Brien, S.J. be nominated as a member of the Governance Committee and Jeffrey Burwell, S.J. be nominated as a member of the Finance Committee. CARRIED**

The Chair clarified that the Board Orientation is organized by the Governance Committee: 1) The Chair gives the new members an overview including the Strategic Plan and Scorecard. 2) J. Gustafson reviews the financial information and introduces the member to the staff 3) tour of the facilities 4) Jesuits spend time with the new Board member regarding Jesuit higher education.

The members of the Board were in agreement that a session would be held at the Jesuit Residence, date to be determined by S. Helewa, S.J. It would be for Board members only and will include Dinner, Orientation, and Retreat from 5:00-9:00 p.m.

Most of the members of the Board are missing parts of the Orientation. The tour will be organized with the Director of Facilities and Operations and Executive Director for some time after a regular Board meeting.

At the last meeting, J. Meehan was asked to invite a potential candidate to apply for a position on the Board and the candidate will let him know in March. The members of the Board were in agreement to wait on filling the vacant position until after March.

10. PRESIDENT SELECTION COMMITTEE – Moved to Item 15. (A).

11. FUNDRAISING COUNCIL OF CAMPION –The Chair reported that J. Gustafson is unable to attend today’s meeting; therefore, this Item will be presented at the March meeting. A Fundraising Council could include three to four members of the community, the Director of Development, and the President and be a President’s Council. If a Council is established, the Chair asked members of the Board to give feedback on a possible structure that they would like and to bring suggestions forward before the March meeting

12. ROLES & RESPONSIBILITIES OF A BOARD MEMBER – This item was discussed under Item 5. (A).

13. REPORTS FROM OFFICERS AND REPRESENTATIVES

13.1 PRESIDENT’S REPORT – A report was circulated with the agenda.

13.2 DEAN’S REPORT – A report was circulated with the agenda.

13.3 CORPORATION OF OWNERS – No report.

13.4 FACULTY REPORT – A report was circulated with the agenda.

13.5 STAFF REPORT – A report was circulated with the agenda.

13.6 C.C.S.U. REPRESENTATIVE – No report.

**Moved by J. Meehan and seconded by L. Polk that the Board receive the circulated reports. CARRIED**

14. TOPICS FOR FUTURE MEETINGS

14.1 At the June 2017 meeting, members of the Board were in agreement to adapt and use as a self-evaluation tool the document: *Jesuit Identity Plan Some Characteristics of Jesuit Colleges and Universities: A Self-Evaluation Instrument* The link is: <https://www.xavier.edu/mission-identity/programs/documents/CharacteristicsFINALDec2012A.pdf> and can be found on the Association of Jesuit Colleges and Universities (AJCU) website. Campion is an associate member of AJCU. It was suggested that at the next three meetings, discussion could include how the Scorecard and Mission and Identity fit in with the document. The document could also be used as part of the Orientation for the Board.

14.2 Campion Affiliation Program Update – The Chair reported that in April 2017, there was discussion about allowing students who cannot register through Campion to still be associated with Campion and asked if the Board would like to discuss this further. R. Petry and H. Antonini were asked to bring some information to the Board at the May meeting.

14.3 The Chair indicated that the President is extending an invitation to Louise Greenberg to attend the March meeting to discuss framework as the Board develops the next Strategic Plan.

14.4 L. Dewhirst requested information regarding Jesuit partnership agreements/global networks and the Chair will add this to Topics for Future Meetings.

(S. Helewa, S.J. excused himself from the meeting)

15. (A) - Moved from Item 10.

PRESIDENT SELECTION COMMITTEE:

P. Malone gave an update since the November 29 Board meeting. In accordance with the policy for the Appointment of the President, Fr. Sami Helewa, S.J. was interviewed on January 10, 2018. S. Helewa, S.J. made a presentation to Campion community on January 12. The Committee report unanimously and without reservation that the Committee is prepared to recommend to the Board that in accordance, the Board should recommend to the Corporation that Sami Helewa, S.J. be offered the position of President beginning July 1, 2018 for five years. If the Board and Corporation agree with the recommendation then a plan to announce the appointment to the public would be created. Policy 7.1 policy should be revised and P. Malone offered to undertake this task and bring it back to the Board for approval.

**Moved by P. Malone and seconded by R. Currie that the Board of Regents recommend to the Corporation of Owners and seek the approval of the Provincial that Sami Helewa, S.J. be offered the position of President of Campion College for a five-year term beginning July 1, 2018. CARRIED**

The Chair requested that P. Malone coordinate with the Jesuit Provincial and with the Campion Director of Communications and Marketing the announcement timeline. The announcement comes from the Board of Regents.

15. NEXT BOARD MEETING – Wednesday, March 21, 2018.

16. NEXT SPECIAL BOARD MEETING – Proposed Strategic Planning dates: March 14, April 5 or 9, and May 7 at 4:30 p.m. Dates will be confirmed, by email, once the facilitator has confirmed her availability.

17. ADJOURNMENT – 6:50 p.m.

WOOD

### Campion Board Members Roles and Responsibilities:

Directors of all corporate boards, including Campion College, have certain duties and obligations arising from the special relationship that exists between a director and the corporation. This relationship is a fiduciary relationship. As a result of being in a fiduciary relationship, a director is required:

- to act honestly and in good faith
- to act with a view to the best interests of the College as a whole
- to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- to comply with the College's enabling legislation, its by-laws and any policies adopted by the Board
- to be informed about and understand the business and affairs of the College
- to put the interests of the College before his/her personal interests or the interests of others
- to use his/her own knowledge and expertise for the benefit of the College

The Board of Regents governs the affairs of the College:

- The Board concentrates its time and energy on providing strategic direction for the College (governance).
- The President is responsible for and reports to the Board regarding the day to day work of the College, including compliance with legal obligations (operations).
- After setting **direction** the Board uses **controls** to ensure the College stays on the course it has set.

How does the Board provide **direction**?

- Strategic Plan is the main tool. This is where the Board formally sets long term direction.
  - o Sets out the long term goals towards which the day to day operations are aimed
  - o The Board should be very active at this stage, including setting the mission, vision, values, objectives of the College

- Budget: to ensure resources are allocated wisely and in accordance with the Strategic Plan
- Delegation of the authority of the Board: to Board committees (who should be preparing minutes of meetings) and to other members of management
- Assessment and management of risk through Board policies

What **controls** are put in place to ensure the Board is confident that the College is going in the direction approved?

- annual
  - financial statements, supported by audits and controls
  - evaluations (President, Board, Chair)
  - Annual Report to stakeholders (public disclosure of information)
- ongoing
  - interim financial reports
  - performance scorecard with indicators: measurement of results
  - interim monitoring and measurement

Monitoring is an ongoing process. All these tools require Board members to receive information, digest and understand it, and if necessary ask for more information.

What should Board members do?

- Prepare for board meetings: read your board packages
- Participate in your committee, where the detail work is done
- Ask questions (including of management)
  - Be proactive – do not sit back
  - There are no dumb questions!
- Voice opinions

Scorecard review and analysis

- Board should be active in determine whether this tool is meeting its needs
- Intended to say where we are at a point of time on our priorities
  - The indicators, metrics, measures coincide with the priorities on the Strategic Plan
- This is where we get information from management at our regular Board meetings
- This is the President's report to the Board on the implementation of the Strategic Plan
- Is it giving you the info you want to fulfill your duties as a Board member?

