



BOARD OF GOVERNORS

Special Meeting

Tuesday, October 4, 2022 – 10:00 am

Video Conference

- Present:** Dennis Flood (Chair), Lisa Raitt (Vice-Chair), Simone Abbass, Eileen Alma, Paul Ash, Ron Chisholm, Amanda Cockshutt, Monica Foster, Marc Furlotte, Karen Gardiner, Andy Hakin, Lynda Harling Stalker, Wayne Kirkpatrick, Peter Ludlow, Paul McFarland, Sylvia Parris Dummond, John Peacock, James O'Reilly, Brendan Roberts, Marc Rodrigue, Kathleen Sheridan, Violet Silva, William Sweet, Marie Walsh
- Regrets:** Denton Anthony, Bill Burke, Duaine Deveraux, Deborah Gillis, Chris Gilham, Joshua Kroker, Peter Marzlin, Andrea Paul
- Guests:** Andrew Beckett

1. WELCOME AND ROLL CALL

D. Flood called the special session of the October 4, 2022 meeting of the Board of Governors to order at 10:00 a.m. He welcomed new members of the StFX Board of Governors: Cynthia Dorrington, Marie Walsh, and James (Jamie) O'Reilly.

2. APPROVAL OF THE AGENDA

The following motion was approved, seconded and **CARRIED:**
That the agenda be approved as circulated.

3. PRESIDENT'S UPDATE

A. Hakin provided an overview of initiatives from the Office of the President:

- Extensive wind speeds and heavy rainfall from Hurricane Fiona left the university without power for several days and caused considerable damage to our campus infrastructure. The damage to Marguerite Hall in the Mount St. Bernard complex was significant and resulted in the emergency relocation of 106 students to other residences across the campus. As well, faculty and staff within the Rankin School of Nursing were relocated and some classes moved to nearby St. Ninian's Place.
- Marguerite Hall suffered structural roof, significant water damage, and significant electrical system damage.. The damage to our campus grounds includes the loss of over 50 mature trees. Varying damage (roof, electrical, water, etc.) also occurred to a number of other buildings. In addition, many off-campus students were displaced from their homes.
- Based on our current assessment, the total insurable cost to the University is estimated to be a minimum of \$3.5 million.

A. Hakin noted that several conversations are taking place with government representatives in an effort to secure funding in order to repair the damage. A. Hakin offered thanks to all those who worked diligently throughout the hurricane and in the ensuing days in the coordination and execution of the university's response to aftermath of Hurricane Fiona. A special thanks was given to all of our community members who collectively raised over \$25,000 to support students in their time of need.

4. AMENDMENTS TO UNIVERSITY ACT

A. Beckett provided a background summary of the changes to Board size and composition outlined as outlined in the StFX Governance Review. Highlights from the presentation included:

- In April 2020 the Governance & Nominating Committee received a Governance Review (2020) document submitted by Maureen Reid of BoardWorks Consulting. The report is extensive and contains recommendations in a variety of areas including: Governance Structure, Stewardship Responsibilities, Board Functioning, and Board Infrastructure.
- In February 2022 the Governance & Nominating Committee brought forward the portion of the Report dealing with Board composition and size to the Board for its consideration. The Board was provided an opportunity to discuss the Report's recommendations in an on-line workshop format that was facilitated by Maureen Reid from Boardworks.
- Prior to the workshop, in recognition that the change in Board composition and size has a direct impact on key stakeholders, A. Hakin and A. Beckett met with those that would be impacted to provide them with information on the Report's recommendations. These included: the Bishop (separately and also with two priests from the Diocese); the four faculty representatives on the Board and the three student representatives on the Board. Subsequent to the workshop A. Hakin and A. Beckett also met with the Diocesan representatives on the Board.
- In June 2022, on recommendation of the Governance & Nominating Committee the Board approved a motion to reduce to 24 members as follows:
 - Chancellor
 - President & Vice Chancellor
 - 2 Faculty representatives elected by the University Faculty
 - The President of the Student Union and one additional student elected by the student body
 - The President of the Alumni Association and one appointee from the Alumni Association
 - The Bishop plus one appointee from the Bishop
 - 2 appointees from the Priests of the Diocese
 - 12 Board nominated appointees
- As a result, legislative amendments have been prepared for submission to the Provincial legislature to enact the new Board structure.

A. Beckett provided an overview of the proposed amendments, for consideration by the Board. The Board had an opportunity to review the detailed amendments prior to the discussion. Discussion focused on the relevance and necessity of specifying that appointees from the Bishop, priests of the Diocese, alumni, and governors must not be employees of the university. This proposed amendment was discussed the context of the StFX Governance Review and as it relates to practices of good governance. As a point of discussion for the Governance and Nominating Committee, the importance of ensuring that Board members have an opportunity to declare conflicts of interests as part of the regular Board agenda was noted.

K. Gardiner, Chair of the Governance and Nominating Committee, moved the adoption of a motion which, after debate and amendment, was adopted as follows:

To approve the Bill: An Act to Amend Chapter 29 of the Acts of 2014, the St. Francis Xavier University Act, with the following amendments:

Delete Section 7(1A) of Chapter 29, "the governors appointed pursuant to clauses (1)(d), (f), (h) and (k) must not be employees of the University", as presented in the draft Bill: An Act to Amend Chapter 29 of the Acts of 2014, the St. Francis Xavier University Act.

In addition, a friendly amendment was made to specify that the Alumni Association is an incorporated organization, per An Act to Incorporate The Alumni Association of St. Francis Xavier's College, Chapter 195, passed on the 16th day of April, A.D. 1908.

5. FUTURE BUSINESS

Mr. Flood noted the upcoming in-person Board meetings scheduled for October 20th and 21st, 2022.

6. ADJOURNMENT

There being no further business, the special session of the October 4, 2022 meeting of the Board of Governors adjourned at 10:55 a.m.