



BOARD OF GOVERNORS
ANNUAL REPORT
2019-2020

CONCORDIA

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OUTGOING CHAIR'S MESSAGE

In many respects, 2019/2020 was a big year for Concordia.

In an institution that aims to both reflect and guide society, external factors are always at the heart of our affairs. That became truer than ever in March 2020, when the COVID-19 pandemic threw societies around the globe into crisis mode.

It is in situations like these that leadership is truly tested. Several factors helped the board successfully fulfill its role to help Concordia navigate the choppiest seas it has faced in decades.

First, in the calm just before the storm, the Board had selected an extremely capable leader. Succeeding Alan Shepard, Graham Carr brought extensive experience as a Concordia administrator to the Office of the President just when it was needed most. Graham's intelligence and dedication served the university very well during this tempestuous period, as did the support of his seasoned senior leadership team. The maturity and insights of our Board members and the collegiality we have developed together helped us make good decisions – both during the pandemic and before.

This year saw the Board supervise regular and emergency finance measures and adopt and revise policies that undergird the university's success – on ethics and professional conduct, conflict of interest, sexual violence and more. I am extremely proud of the work we have done.

I would like to thank those whose term of service concluded at the end of June 2020 – a group that includes me. It has been an honour and privilege to serve my alma mater as Board Chair these past eight years. I have every confidence I am passing the baton to an excellent successor in Helen Antoniou, who will help Concordia pursue its noble mission of improving the individual to strengthen society.



Norman Hébert Jr.

MANDATE

The Board of Governors is the University's senior governing body and, as such, is responsible for establishing its legal and administrative framework, which includes the adoption of the University's mission and strategic directions, the approval of the budget, the appointment of senior administrators, the establishment of policies, procedures and regulations in connection with the University's governance, the adoption of tuition fees, and the conferment of honorary degrees. The detailed list of the Board's functions and powers is found in [Section 9 of the By-Laws](#).

STANDING COMMITTEES

The work of the Board is supported by its ten standing committees which regularly report to the Board and bring forward recommendations as required. A full description of each committee's composition and mandate is included in the [Mandates of the Standing Committees of the Board of Governors](#).

APPEALS COMMITTEE

Reviews and makes recommendations regarding any matter referred to it by the Chair of the Board in accordance with its superintending power over decisions affecting the University.

AUDIT COMMITTEE

Monitors the internal audit function and enterprise risk management process, reviews and makes recommendations to the Board regarding changes to accounting policies and practices, the approval of the audited financial statements and the appointment of the external auditors.

EMPLOYEE BENEFIT COMMITTEE

Reviews, monitors and makes recommendation to the Board regarding modifications to employee group insurance and benefits plans, except for plans that are exclusively for employee groups with primary membership of part-time employees, makes recommendations to the Board regarding modifications to the Pension Plan.

EXECUTIVE COMMITTEE

Reviews draft Board agendas and documentation, decides on matters requiring urgent attention between Board meetings.

FINANCE COMMITTEE

Reviews and makes recommendations to the Board regarding the annual operating and capital budgets and examines and reports on the quarterly results and projections in relation thereto, reviews and recommends all major university borrowings, financings and expenditures.

GOVERNANCE AND ETHICS COMMITTEE

Reviews and makes recommendations to the Board regarding governance rules and related policies and procedures, oversees the application of the Code of Ethics, recommends the appointment of external Governors, Board Chair and Vice-Chairs, Chancellor and Deputy Chancellor, evaluates the performance of the Board.

HONORARY DEGREE AND CONVOCATION COMMITTEE

Approves matters relating to convocation policy, reviews and makes recommendations regarding proposals for honorary degree and Faculty awards of distinction recipients.

HUMAN RESOURCES COMMITTEE

Recommends and oversees the implementation and application of human resources policies for the University's employees and senior management personnel, makes recommendations to the Board in connection with the collective bargaining mandates as well as tenure and sabbatical leave of academic personnel.

PART-TIME EMPLOYEE BENEFITS COMMITTEE

Reviews, monitors and makes recommendations to the Board regarding modifications to employee group insurance and benefits plans that are exclusively for employee groups with primary membership of part-time employees.

REAL ESTATE PLANNING COMMITTEE

Reviews and makes recommendations to the Board regarding plans for the management and development of the University's real estate, makes recommendations regarding policies and major expenditures with respect to the construction, expansion, repairs and renovations of buildings, facilities, premises and properties as well as the acquisition or disposal thereof.

MEETINGS

Members of Board members were convened to seven meetings during the 2019/2020 academic year:

September 18, 2019	April 15, 2020
October 24, 2019	May 20, 2020
December 11, 2019	June 18, 2020
March 11, 2020	

The highlights of the main topics discussed during those meetings are summarized below.

IMPACT OF COVID-19 PANDEMIC

A good part of the March, April, May and June Board meetings was devoted to updates by the President and the senior leadership team regarding the impact of the COVID-19 pandemic and the work, initiatives and actions undertaken to address the challenges in relation thereto. Governors were also kept apprised of the situation via several email communications between Board meetings.

POLICY DOCUMENTS

During the academic year, the Board approved or amended the following policy documents and procedures:

- Revisions to [University By-Laws](#): The primary substantive amendment pertained to modifying the eligibility requirements for students to serve on Senate and the Board of Governors. Other amendments included updating some titles, introducing gender-neutral language, simplifying wording, adapting wording to current practices and standardizing some language regarding the voting requirements.
- Revisions to the Policy on *Conflict of Interest* ([BD-4](#)): This Policy, formerly entitled *Code of Ethics and Safe Disclosure Policy Applicable to Employees of Concordia University*, was amended to detach the “whistleblowing” or “wrongdoing” disclosure procedures to make it a pure conflict of interest policy, which now co-exists with the new stand-alone whistleblowing policy *Policy on Employee Disclosure of Wrongdoings* ([BD-16](#)).
- Revisions to the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* ([BD-10](#)): These revisions were done to ensure that the Code is up to date with current legislation and practices and consistent with respective definitions of conflict of interest throughout other University policies.
- Adoption of the *Policy on University Policies* ([SG-6](#)): This new Policy was drafted based upon current practices and guidelines at the University as well as best governance practices following a review of similar policies at other Canadian universities. It establishes a coordinated and consistent process for the review, development and approval of all official University policies and provides for definitions of what constitutes a University policy, standardizes and provides for policy templates and protocols and clarifies roles and responsibilities in policy development.
- Adoption of the *Policy on Conferral of the Emeriti Title by the Board of Governors* ([SG-7](#)): This Policy codified and clarified the criteria approved by the Board in March 1989 with respect to the Board conferral of the titles of Governor, Chancellor and President Emeritus.

- Revisions to *Policy concerning Gift Acceptance and Receipting* ([VPA-1](#)): Revisions were brought to emphasize that the University’s current practices and rules ensure that funds received by the University or any entity authorized by the University do not represent proceeds of a crime or illegal activity.
- Revisions to *Policy regarding Sexual Violence* ([PRVPA-3](#)): This Policy, initially approved in May 2016, was initially revised in December 2018 to comply with *An Act to prevent and fight sexual violence in higher education institutions*. The changes approved by the Board in June 2020 include expanding the Policy in order to respond to the feedback from University stakeholders for greater clarity and detail. The main revisions are encapsulated into four areas (support and survivor centric measures, policy character, level of detail of complaint process, and privacy and confidentiality).

GENERAL

To deepen their knowledge and understanding of the University’s operations, academic life, ongoing initiatives and partnerships, during the year Governors benefited from presentations and updates from the following individuals on the following topics:

- Graham Carr: This presentation updated Governors on the key performance indicators focusing on selective data in connection with four of the nine strategies included in the [strategic directions](#): Double our Research, Teach for Tomorrow, Grow Smartly, and Take Pride.
- Denis Cossette and Howard Davidson: This presentation, entitled *Concordia’s Commitment to 100% Sustainable Investment*, focused on the work done by the [Concordia University Foundation](#) on sustainable investments.
- Amy Fish and Lisa White presented the highlights of the [Ombuds Office annual report](#) and the [Office of Rights and Responsibilities annual report](#), respectively.
- Laura Mitchell: This presentation, entitled *Prepared for Today, Ready for Tomorrow*, focused on the [Student Success Centre](#).

FINANCES

Throughout the year, the Board was kept apprised of the University’s evolving financial situation via reports provided by the Finance Committee, the Chief Financial Officer as well as the President.

Prior to the COVID-19 pandemic, the University was on track to record a balanced budget for 2019/2020.

In the Spring, the Board discussed the key considerations which informed the 2020/2021 budget discussion as well as the areas of discussion stemming from the COVID-19 pandemic between the Quebec universities and the government that need to be finalized and which made it difficult to finalize the budget for 2020/2021 during the normal timeline of May.

In light of the foregoing, the Board approved an authorization to spend (*Autorisation de dépenses*), from May 1, 2020 to October 31, 2020, comprising up to \$300 million for regular operations, and up to \$25 million for the COVID-19, Agility and Fast Track Adjustments special fund. The key principles behind this recommendation were prudence, continuity of activities, financial agility and long-term financial sustainability. The formal operating budget will be presented for Board approval in October 2020 when more information will be available.

While the capital budget for 2019/2020 to 2022/2023 was also approved, a revised capital budget will also be presented in October. The latter comprises funds provided by MEES under a specific envelope dedicated to capital assets and which cannot be transferred to the operating budget.

HUMAN RESOURCES

Reports on the status of the labour negotiations were provided to Governors throughout the year. The Board also ratified collective bargaining settlements between the University and:

- Association of Concordia University Management and Administrative Employees (ACUMAE)
- Concordia Association of Research Employees (PSAC- CARE)
- Concordia University Continuing Education Part-Time Faculty Union (CUCEPTFU)
- Concordia University Part-Time Faculty Association (CUPFA)
- Concordia University Professional Employees' Union (CUPEU)
- Syndicat des Métallos, section locale 9538, Métiers du Campus Loyola (Loyola Trades)
- TRAC – Invigilators (PSAC)

APPOINTMENTS

Following successful searches conducted in accordance with the *Policy on Senior Administrative Appointments* (BD-5):

- Graham Carr was appointed President and Vice-Chancellor for a term beginning on December 11, 2019 and ending on December 10, 2024;

- Annie Gérin was appointed Dean, Faculty of Fine Arts for a term beginning on August 1, 2020 and ending on July 31, 2025; and
- Pascale Sicotte was Dean, Faculty of Arts and Science for a term beginning on August 1, 2020 and ending on July 31, 2025.

Following some departures:

- Paula Wood-Adams was appointed Interim Vice-President, Research and Graduate Studies from February 5, 2020 until such time that a permanent incumbent will have been appointed to the position;
- Faye Diamantoudi was appointed Interim Dean, Graduate Studies from February 5, 2020 until such time that permanent incumbent is appointed to the position of Vice-President, Research and Graduate Studies; and
- Mourad Debbabi was appointed Interim Dean, Gina Cody School of Engineering and Computer Science, from May 1, 2020 until such time that a permanent incumbent will have been appointed to the position.

Following a successful evaluation conducted in accordance with the *Policy on the Remuneration and Evaluation of Senior Administrators* (BD-8), Frederica Jacobs reappointed Secretary-General and General Counsel for a second term beginning on December 1, 2020 and ending on November 30, 2025.

- Helen Antoniou was appointed Chair of the Board of Governors for a one-year term beginning on July 1, 2020;
- Claude Joli-Coeur was appointed Vice-Chair of the Board representing the external members while Frédérique Martin was reappointed Vice-Chair of the Board representing the internal members, both for a one-year term beginning on July 1, 2020;
- Alan Shepard was conferred the title of President Emeritus; and
- Jonathan Wener was reappointed Chancellor for a two-year term beginning on January 1, 2021 and ending on December 31, 2022.

REAL ESTATE

In keeping with the University's short and long-term space development plan, Board approval was sought and obtained in connection with several renovation and construction projects as well as some strategic acquisitions around the SGW Campus.

ANNUAL REPORT ON DISCLOSURE OF WRONGDOINGS REQUIRED UNDER ARTICLE 25 OF AN ACT TO FACILITATE THE DISCLOSURE OF WRONGDOINGS RELATING TO PUBLIC BODIES

In accordance with *An Act to facilitate the disclosure of wrongdoings relating to public bodies* (the "Act"), the University approved a Policy on Employee Disclosure of Wrongdoings (BD-16) which identified the Director, Internal Audit as the Designated Official who is responsible for receiving and treating the disclosure of wrongdoings.

During the 2019/2020 academic year, the Designated Official received three disclosures. Given that the subject-matter of two of these disclosures did not fall within the Designated Official's mandate as prescribed by the Act, the processing of those two disclosures was ended and each was referred to the appropriate internal resource. The third disclosure was sent for information only and no investigation was required or appropriate.

The foregoing constitutes the public dissemination required under the Act.

MEMBERSHIP

The membership of the Board of Governors, effective June 1, 2020, included 25 members as well as one alternate Governor and one non-voting observer.

Ex-officio

Graham Carr
President and Vice-Chancellor

External members

Helen Antoniou (Vice-Chair of the Board)
Executive Coach and Strategy Consultant

Françoise Bertrand, O.C., C.Q.
Administratrice de sociétés

Jeff Bicher, CFRE
Lead, JAB Strategies

Antoinette Bozac
Corporate Services Executive and Board Director and Trustee

Ken Brooks
*Senior Vice-President
Ernst & Young*

Gina Cody
*President
Gina Cody Foundation*

Adriana Embiricos Coumondouros
*Portfolio Manager, Direct Investments
Joddes Limited*

Rana Ghorayeb
*President and Chief Executive Officer
Otéra Capital*

Norman Hébert, Jr. (Chair of the Board)
*President and CEO
Groupe Park Avenue Inc.*

Caroline Jamet
*Executive Director, Radio & Audio
Radio-Canada*

Claude Joli-Coeur
*Government Film Commissioner and President
National Film Board of Canada*

Michael Novak
Senior Advisor and Consultant

Georges Paulez
*Managing Director and CEO
Mirabaud Canada Inc.*

Philippe Pourreaux
*Vice-President, Valuations
PricewaterhouseCoopers LLP*

Suzanne Sauvage
*President and Chief Executive Officer
McCord Museum*

Representing the Faculty

Patrice Blais
*Vice-President, Collective Agreement and Grievance
Concordia University Part-time Faculty Association*

William Bukowski
*Professor and Director
Centre for Research in Human Development*

Jarrett Carty
*Professor
Liberal Arts College*

Daniel Cross
*Associate Professor
Department of Cinema*

Claudine Mangen
*Associate Professor
Department of Accountancy*

Ted Stathopoulos
*Professor
Department of Building, Civil and Environmental
Engineering*

Representing Graduate Students

Karan Pande

Representing Undergraduate Students

Chris Kalafatidis
Nicholas Bailey (alternate)

Representing the Administrative and Support Staff

Frédérica Martin (Vice-Chair of the Board)
*Senior Advisor, Office of the Associate Dean
AACSB Accreditation*

Non-voting observer

Jonathan Wener, C.M.
Chancellor

Secretary-General

Frederica Jacobs
Secretary-General and General Counsel

Secretary of the Board of Governors

Danielle Tessier
Associate Secretary-General



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