



BOARD OF DIRECTORS  
MINUTES OF MEETING  
JULY 18, 2024

The meeting was held at 9:00 a.m. via Zoom.

PRESENT:	Aaron Atcheson Adam Bohnet * Deanna Bond * Nonie Brennan (Chair) Ken Deane Sara De Candido Rev. Gary Ducharme Dan Lang Lucy Lee * Vince MacDonald Dave Malloy *	Randolph Mank Ilona Niemi Jean-Pierre Morris Houssam (Sam) Mourad Ricardo Soto * Michaela Therrien Joseph Turnbull * Paul Tufts (Vice-Chair) Amna Wasty * Paul Wilton (Secretary)	<i>* non-voting</i>
Regrets:	Larry Frederick Ed Goehring * Nancy Sutherland		
By Invitation:	Jeff Major, Rob Ventresca, Fr. Jim Mockler		
Committee Resource	Ann Hoffer		

Chair N. Brennan called the meeting to order and welcomed new board members.

1. Opening Prayer and Land Acknowledgment  
Rev. G. Ducharme opened with a prayer. M. Therrien offered a personalized land acknowledgement.
2. Approval of the Agenda and Conflict of Interest Declarations  
No conflicts of interest were declared.  
**Moved by N. Brennan, seconded by P. Tufts  
That the draft agenda be approved, as circulated  
CARRIED**
3. Mission Moment  
R. Ventresca, Vice President and Academic Dean, emphasized that the 2024 Spring Convocation ceremony exemplifies King’s mission and values. He explained how these

values are reflected in every aspect of the day's events - from his speech as an alumnus of the Class of '93, to the students receiving their diplomas on stage, to the faculty forming an honour guard and applauding the graduates, and even in the students sharing of their personal experiences.

4. Consent Agenda

**Moved by N. Brennan, seconded by R. Mank**

**That the report items be received by the Board of Directors by unanimous consent.**

**CARRIED**

5. Committee reports:

a. Academic Governance Steering Committee

R. Ventresca, Vice President and Academic Dean, acknowledged and thanked members of Academic Governance Steering Committee for working diligently through this collegial process. He went on to thank P. Wilton for his governance expertise and the Board for their oversight.

With Academic Council being enacted by the Board effective September 1, 2024, stage two of the process will be to establish the by-laws to regulate the affairs and exercise of the authority and duties of Academic Council. Dr. Ventresca featured four significant areas in the proposed By-Laws.

- **Bicameral Governance:** The Academic Council bylaws clarify and strengthen the bicameral structure of shared governance at King's by transforming College Council and Faculty Council into the Academic Council as a single, cohesive academic governance body for King'.
- **Size and Composition:** The Academic Council is smaller with delegated and/or elected membership; a Council of no more than 45 voting members brings us into line with normative practices at institutions of comparable size and designates membership either by virtue of office (ex officio) or through specified criteria for election or appointment of members (e.g., faculty, student representation).
- **Scope:** the bylaws are intentionally and purposefully focused on delegated authorities from the Board to the Council to give the academic governing body oversight over academic and educational matters, and to provide recommendations to the Board on financial and operational matters the Council deems essential to fulfilling its academic duties and the academic mission of King's.
- **Dialogue:** the bylaws are framed in such a way as to promote engagement and formal lines of communication between the Board and the Academic Council, in a much more structured and intentional way than was the case with College Council. This should provide new opportunities for sustained dialogue between the two branches of bicameral governance, to advance the shared Mission of King's.

The Academic Governance Steering Committee has begun to draft the Terms of Reference for each standing committees of Academic Council. Rob noted that the Committee structure has been streamlined from more than 19 to 11 Committees, many of which are now smaller in size, except for those whose members serve by virtue of their leadership role in academic units.

A recent update to the King’s community described how the non-governance committees will proceed in the form of a Community Assembly and a Presidential Advisory Committee on Environment and Sustainability and that, pending the successful completion of the nominations and elections process, the inaugural meeting of Academic Council is tentatively scheduled for September 25, 2024.

P. Wilton, Manager of the President’s Office and University Secretary, presented the proposed Academic Council By-Law, as recommended by the Academic Governance Steering Committee. Drawing attention to the track changes and comments, Paul provided rationale for the additional changes to the By-Law. An 18-minute discussion ensued.

- A member read an excerpt on bicameralism from a recent Governance Review at Dalhousie University
- It was proposed the motion be amended to:  
“That the Board remove 1.2 (d) and 1.2 (f) from the bylaws; affirm its commitment to bicameralism; commit to a process, yet to be defined, with the Academic Council to build a governance framework that supports bicameralism, collaborative processes and communications; invite the Academic Council Executive to meet quarterly meeting with the Board Executive during the first year of the new Council to discuss areas of concern, opportunities for improvement, etc. and at the end of the year, invite the Academic Council to hold a joint Board – Academic Council meeting; and initiate a review of the current appointment guidelines and processes and inviting input from the Academic Council.”
  - Board Members expressed concern with removing 1.2 (d) and 1.2 (f) entirely from the bylaws because if left unsaid it could lead to role clarity issues.
  - **Amendment did not receive a seconder.**
- On the topic of delegated authority to Academic Council, it was noted that the legal responsibility ultimately resides with the Board

**Moved by R. Mank, seconded by P. Tufts**

**That the Academic Council By-law be approved with edits by the Board of Directors.**

**CARRIED**

The Chair expressed gratitude to R. Ventresca and P. Wilton for their diligent efforts. We look forward to the establishment of the new Academic Council.

D. Bond granted permission to P. Wilton to read her question during the in-camera session, “Update on Negotiations”. A response will be provided as appropriate.

6. Update on Negotiations – In-Camera Session

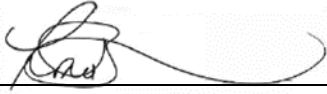
The Committee moved in-camera, excusing members of employee associations.

7. Standing In-Camera Session

The Committee excused non-voting Members, the recording secretary and continued with in-camera discussion.

8. Adjournment

On motion, the meeting adjourned.



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Nonie Brennan,  
Chair



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Paul Wilton,  
University Secretary