



CUBA

Canadian University Boards Association

ACCAU

L'Association canadienne des conseils
d'administration d'universités

ANNUAL GENERAL MEETING

Saturday, May 4, 2024

RBC Place, 1st Floor Salons D/E/F – London ON

Chair: Gen Gauthier-Chalifour

AGENDA

<u>Item</u>	<u>Action</u>
1. Approval of the Agenda	Approval
2. Minutes of the 2023 Annual General Meeting*	Approval
3. Report from the Board of Directors	Information
4. CUBA Financial Statements as of 31 March 2024*	Approval
5. Organizational Matters:	
a. 2024-2025 Budget*	Approval
b. Call for expression of interest - hosting the 2026 Annual Conference and AGM	Approval
c. Strategic Vision for CUBA – Report on Member Survey and Next Steps	Information
6. Report of the Nominating Committee	
a. Proposed membership slate for 2024-2025 CUBA/ACCAU Board of Directors*	Approval
7. Other Business	
8. Closing Remarks	
a. Welcome to Halifax! Invitation to CUBA 2025, hosted by Saint Mary's University!	

* *Attachments*

Issued: April 26, 2024

Claire Milton
Secretary,
Canadian University Boards Association



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Minutes of the Annual General Meeting of the Association

Saturday May 6, 2023, 11:15 a.m. to 11:45 a.m. CT

Adams Ballroom, Delta Bessborough, Saskatoon SK

Chair: Joy Crawford

The meeting was called to order at 11:15 a.m. CT by the chair of the association, Joy Crawford of University of Saskatchewan. A quorum of member institutions was present. Claire Milton of Saint Mary's University acted as recording secretary.

1. Approval of the Agenda

On motion made and duly seconded, the agenda was approved.

2. Minutes of the 2022 Annual General Meeting

A motion was duly made and seconded to approve the minutes as distributed. Carried.

3. Report from the Board of Directors

The chair provided remarks to augment the written report.

4. CUBA Financial Statements as of 31 March 2023

The secretary provided a short overview of the statements. A motion was heard to approve the financial statements as presented and was duly seconded. Carried.

5. Organizational Matters

a. 2023-24 Budget. The secretary presented the draft budget and highlighted items of interest to members. A motion was heard to approve the budget as presented and was duly seconded. Carried.

b. Call for expression of interest in hosting the 2025 Annual Conference and AGM. A motion was heard to approve Saint Mary's University as the host of the 2025 Annual Conference and AGM. The motion was duly seconded. Carried.

6. Report of the Nominating Committee

a. Proposed Membership Slate for 2023-2024 CUBA/ACCAU Board of Directors. Mike Grivicic referred to his report included with meeting materials. A motion was heard to approve the appointment/reappointment of the following slate of candidates to the CUBA/ACCAU Board of Directors commencing at this annual meeting:

- i. Genevieve Gauthier-Chalifour, University Secretary, University of Guelph, as chair of the association
- ii. Carol Ryder, Chair, Alberta University of the Arts, as vice-chair of the association
- iii. Joy Crawford, Vice-Chair, University of Saskatchewan, as past chair of the association

- iv. Al Abraham Jr., Chair, Saint Mary's University, as director at large
 - v. Jodie Gallais, University Secretary, University of Lethbridge, as director at large
 - vi. Amanda Goth, University Secretary, Carleton University, as director at large
 - vii. Edyta Rogowska, Secretary-General, McGill University, as director at large
- Julian Demkiw seconded the motion. Carried.

b. Membership for 2023-24 CUBA/ACCAU Web Advisory Committee. Mike Grivicic referred to the information included in the report. The board has appointed the following candidates to the CUBA/ACCAU Web Advisory Committee for the period 2023-2024:

West/ouest	Central/central	East/est
<i>TBD</i>	Gina Kennedy (<i>NOSM</i>)	Claire Milton (<i>Saint Mary's University</i>)
	Rebecca Coupland (<i>Queen's</i>)	
<i>TBD – 2-4 additional members, with preference from west region</i>		

7. Other Business

With no further business, the meeting was adjourned.



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**Financial Statements
États financiers**

**For the Year Ended March 31, 2024
Pour l'exercice clos le 31 mars 2024**

CANADIAN UNIVERSITY BOARDS ASSOCIATION
Statement of Financial Position

March 31, 2024, with comparative information for 2023

	2024	2023
Assets		
Current Assets:		
Funds on Deposit	\$ 87,613.52	\$ 93,678.07
Accounts Receivable	1,500.00	4,875.00
Prepaid Expenses	-	50,000.00
	\$ 89,113.52	\$ 148,553.07
Liabilities and Net Assets		
Current Liabilities:		
Accrued Liabilities	\$ 625.00	\$ 625.00
Net Assets:		
Unrestricted	\$ 88,488.52	\$ 147,928.07
	\$ 89,113.52	\$ 148,553.07

CANADIAN UNIVERSITY BOARDS ASSOCIATION
Statement of Operations

Year Ended March 31, 2024, with comparative information for 2023

	2024	2023
Revenue:		
Membership fees	\$ 25,450.00	\$ 21,250.00
	\$ 25,450.00	\$ 21,250.00
Expenses:		
Conference Subsidy	55,420.25	7,161.20
Web Hosting	1,859.95	1,500.00
Membership fees	600.00	600.00
Bad Debt	1,500.00	125.00
Professional services	20,725.00	-
Translation	1,357.27	3,002.28
Travel	3,427.08	8,334.41
	\$ 84,889.55	\$ 20,722.89
<i>Excess of Revenue over Expenses</i>	<i>(59,439.55)</i>	<i>527.11</i>
Net Assets - Beginning of Period	147,928.07	147,400.96
Net Assets - End of Period	\$ 88,488.52	\$ 147,928.07

**ASSOCIATION CANADIENNE DES CONSEILS D'ADMINISTRATION
D'UNIVERSITÉS**
État de la situation financière

Au 31 mars 2024, avec informations comparatives de 2023

	2024		2023	
Actif				
Actif à court terme:				
Fonds déposés	87 613.52	\$	93 678.07	\$
Comptes à recevoir	1 500.00		4 875.00	
Charges payées d'avance	-		50 000.00	
	89 113.52	\$	148 553.07	\$

Passif et actif net

Passif à court terme:

Charges à payer	625.00	\$	625.00	\$
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Actif net:

Non affecté	88 488.52	\$	147 928.07	\$
	89 113.52	\$	148 553.07	\$

**ASSOCIATION CANADIENNE DES CONSEILS D'ADMINISTRATION
D'UNIVERSITÉS**
État des résultats

Exercice clos le 31 mars 2024, avec informations comparatives de 2023

	2024		2023	
Revenus:				
Cotisations des membres	25 450.00	\$	21 250.00	\$
	25 450.00	\$	21 250.00	\$
Dépenses:				
Conférence Subvention	55 420.25		7 161.20	
Hébergement Web	1 859.95		1 500.00	
Cotisations	600.00		600.00	
Créance Irrécouvrable	1 500.00		125.00	
Honoraires professionnels	20 725.00		-	
Traduction	1 357.27		3 002.28	
Déplacements	3 427.08		8 334.41	
	84 889.55	\$	20 722.89	\$
<i>Excédent des revenus sur les dépenses</i>	<i>(59 439.55)</i>		<i>527.11</i>	
Actifs net au début de la période	147 928.07		147 400.96	
Actifs net à la fin de la période	88 488.52	\$	147 928.07	\$



2024: Membership Fees \$500

MOTION: That the proposed Budget for 2024-2025 be recommended.

		Actual 2023-2024	Budgeted 2023-2024	Variance 2023-2024	Proposed Budget 2024-25	Note
REVENUE						
	Membership dues	\$ 25,450	\$25,800	(\$350)	\$43,000	[1]
	Conference Excess	0	0	0	\$0	[2]
	Total Revenue	\$25,450	\$25,800	(\$350)	\$43,000	
EXPENSE						
	Conference Subsidy	\$55,420	\$50,000	(\$5,420)	\$50,000	[3]
	Meetings/Travel	\$3,427	\$15,000	\$11,573	\$15,000	
	Universities Canada Membership	\$600	\$600	\$0	\$600	
	Website Hosting	\$1,860	\$1,500	(\$360)	\$1,500	
	Translation	\$1,357	\$3,000	\$1,643	\$3,000	
	Other	\$1,500	\$6,500	\$5,000	\$500	[4]
	Professional services	\$20,725	\$0	(\$20,725)	\$22,000	[5]
	Total Expenses	\$84,890	\$76,600	(\$8,329)	\$72,600	
EXCESS (DEFICIT)	Revenue over Expenses	(\$59,440)	(\$50,800)	(\$8,640)	(\$29,600)	[6]
NET ASSETS	Beginning of period	\$147,928	\$147,928	\$0	\$88,488	
	End of Period	\$88,488	\$97,128	(\$8,640)	\$58,888	

- Budget assumes 86 memberships at \$500.
- CUBA does not budget an excess of funds from the annual conference. Although prior years' conferences have reported profits, CUBA conference hosts are not required or expected to make a profit; though there is the continued assumption that the conference will break even with the assistance of the subsidy. Unfortunately, conferences over the last five years have not broken even, and the trend is not sustainable.

Historical Information, Conference Excess/Deficiency

2014-15	Excess \$15K
2015-16	Excess \$23K
2016-17	Excess \$30K
2017-18	Excess \$2K
2018-19	Excess \$8.7K
2019-20	Deficiency \$6.7K
2020-21	Deficiency \$10.9K
2021-22	Deficiency \$29.7K
2022-23	Deficiency \$7.2K
2023-24	Deficiency \$55.4K

3. A subsidy is provided to conference hosts with no expectation for repayment, considering the association’s historical net assets. The conference subsidy increased to \$50K in 2017, recognizing that CUBA is a non-profit and should not carry a large profit, and that financial assistance should be provided to conference hosts where necessary and as appropriate. The subsidy no longer appears in the revenue section.

In the financial statements, the \$50K amount is shown as a prepaid expense towards the upcoming conference. The expenses are incurred for the relevant conference which happens in the next fiscal year (e.g when the 2023-2024 year has been closed, the 2024-2025 year will show the \$50K as a subsidy until all conference related expenses have been paid, and the excess is paid to CUBA. The mid-year report will then show the amount as a subsidy, and any amounts paid for the conference as an advance). This is consistent with prior years.

Unfortunately, this approach is proving to be unsustainable, with conference deficiencies in each of the last five years. Without change, our net assets will soon be depleted, hence the recommendation for a fee increase and greater oversight over conference budgets and planning.

4. For the previous budget, an amount of \$6,000 was included in “other” representing an administrative fee to be paid to Universities Canada pursuant to a new services agreement. The agreement provides that Universities Canada will provide all accounting and bookkeeping services for the association, and other services as required from time to time. In the financial statements, this amount is reported in Professional Services, together with the fees contracted for the strategic planning project. In the draft financial statements, the \$1,500 reported as “other” is a proposed write-off of uncollected membership fees for the years 2020-2022. Given the passage of time and collection efforts exhausted, this amount is deemed to be uncollectible.
5. Professional services include \$6,000 to Universities Canada for services and the balance of fees owed on the strategic planning project.

6. *Historical Information, Net Assets at Start of Fiscal Year*

2018-19	\$181,361.06
2019-20	\$196,831.67
2020-21	\$198,543.93
2021-22	\$168,590.01
2022-23	\$147,400.96
2023-24	\$147,928.07
2024-25	\$ 88,488.52



Canadian University Boards Association

May, 2024

**Annual General Meeting Consultation on
Proposed new Strategic Direction**

What is happening?

- The CUBA Board has heard from members that they would like more support from CUBA
- The Board surveyed its members earlier this year to better understand their thinking
- After reviewing the data, the Board is exploring a new mission statement and accompanying set of strategic directions, including a potential change to organization structure, funding model and services
- These considerations are being presented publicly for the first time today – this launches a member and stakeholder consultation period.
- The Board hopes to ascertain member support for the new direction, scenario plan for implementation and seek approval/launch a new mission and directions in 2025

Survey - Participant Universities

Description	Number	Total included in Survey	Percentage of Total institutions
Total Number	33	96	34%
Alberta	4	9	44%
BC	5	12	42%
Manitoba	2	6	33%
New Brunswick	2	3	67%
Nova Scotia	0	9	0%
Newfoundland	1	1	100%
Ontario	14	31	45%
PEI	0	1	0%
Quebec	2	19	11%
Saskatchewan	3	6	50%



What CUBA heard from respondents ...

- Members value CUBA and its unique service offering ...
- Members want more from CUBA and are willing to pay a reasonable fee to get it (86% are willing to pay up to \$1,000 annual membership fee, whereas 14% are willing to pay up to \$2,000)
- There is good support for a one-time voluntary levy to assist in the launch of this new initiative (46% indicate their university would support this, 32% were unsure)
- CUBA's mission is relevant but needs to be more focused on the shared governance context, and actions need to be taken to align CUBA's activity with its mission
- There is almost total alignment on the importance of university governance training (97% strongly agree or agree that training is increasingly important to their role)

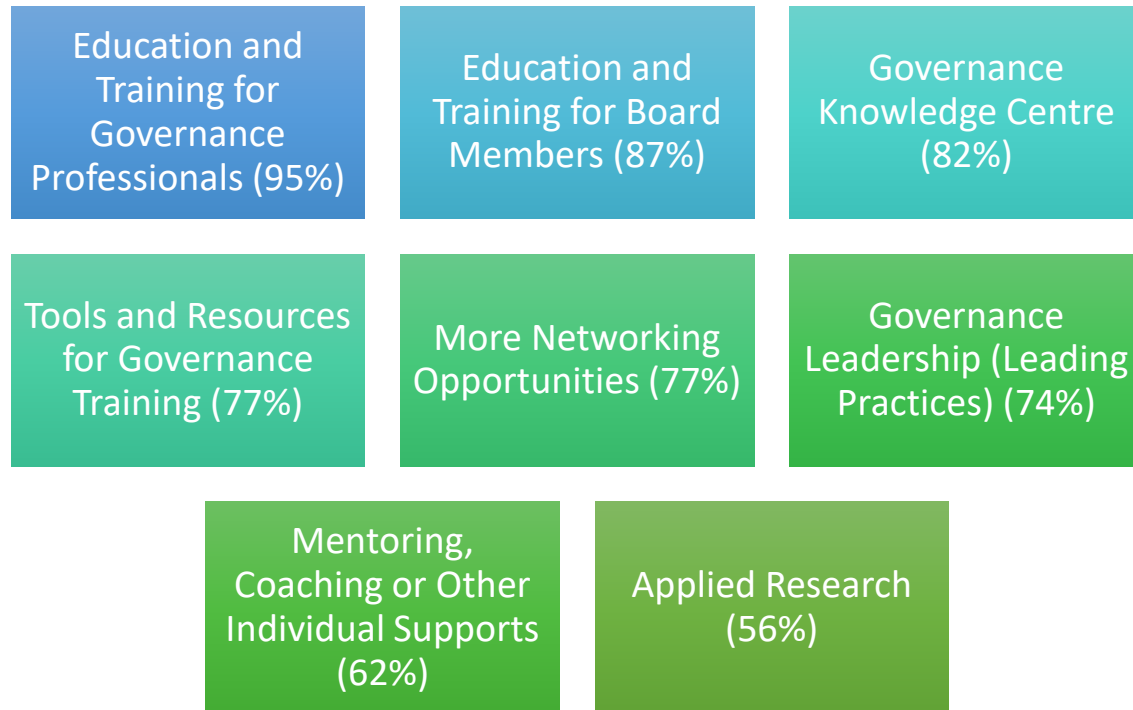


What CUBA heard from respondents ...

There is a desire to:

- support university governance more broadly (to include academic governing body governance practices)
- expand the conversations CUBA facilitates to include: presidents (85% agree that presidents should be invited to some events), senior administration (81% agree that they should be invited to occasional events), and academic governing body leaders (66% agree that they should be invited to occasional events).


Respondents' Priority of Potential Offerings (Percent who see the item as very high or high priority)



CUBA's Current Mission

The Canadian University Boards Association exists to improve the governance of Canadian universities*. It serves as a means of mobilizing the leadership of university boards to support and develop policies and programs that enhance the ability of boards to discharge their fiduciary duties and to be accountable for the overall direction of their universities.

*Bylaws limit this to UC members



CUBA's Current Objectives

The
objectives
of the
Association
are:

The Canadian University Boards Association (the “Association”) exists to improve the governance of Canadian universities. It serves:

as a means of mobilizing the leadership of university boards to support and develop policies and programs that enhance the ability of boards to discharge their fiduciary duties and to be accountable for the overall direction of their universities;

as a network for the exchange of information among persons responsible for the leadership and operations of university governing boards; and

as a focus for occasional meetings and seminars on university governance.

Possible changes to CUBA's mission

Membership open to all Canadian universities

Increased emphasis on promoting the success of shared governance

Through new service offerings and an expanded group of permitted participants, increase focus on shared governance while retaining commitment to board governance

New permitted participants (in new events or programming and over time) to include: academic governing body governance professionals, presidents/academic governing body leaders, and senior administration

Three Strategic Directions (2025 to 2028)



Create the organizational structure, and technological and financial foundation to allow CUBA to deliver on its new mission.



Design, develop and deliver enhanced service offerings for an expanded participant base.



Become thought leaders in university governance through initiatives to build the capacity of the sector to fulfil purpose through governance excellence.



Proposed Funding Changes

- Will request a voluntary one-time contribution of [\$1,000] – will come with recognition of founding university status on CUBA's website
- Annual fee will be increased effective 2025 to a graduated fee based on institution size?: \$750 for small, \$1,000 for medium, and \$1,500 for large



Potential Organizational Changes

- Retain relationship with Universities Canada in form to be discussed or agreed with UC
- create a new Canadian corporate entity (currently not a legal entity) resulting in new board and membership structure
- retain resources to support execution of its new strategy (resource plan to be based on budget but anticipating initially having one employee to oversee execution)

Proposed Initial Service Changes (2024-26)



Membership platform



Website changes (tied to platform) to include more resources and information



Publication of 2024 survey information through newsletter



Virtual offerings (peer to peer learning and networking groups)

Medium-Term Service Changes (2025-27)



Retain annual conference but look at new offerings/streams to include other participants for 2026 conference



Launch of University Governance Knowledge Centre



Bring structure to governance knowledge sharing process (Listserv)



Development of University Governance 101 virtual modules for board members

Service Changes 2028 and beyond



Development of additional tools for member in-house training



Foster development of regional or provincial governance networks and relationships with them



Form partnerships with common interest entities (CAUBO, ICD, GPC etc.)



Comments and Questions

How to share your thoughts about the proposed new changes:

Confidential email to
cfoy@universitygovernance.ca





Next steps

- After AGM consultation, an email will be sent to all members asking for their comments
- Other stakeholders may also be consulted
- Board will consider input and finalize the new mission and strategic direction and publish it to members

Appendix - How might a revised mission statement look?
(revised draft of a version proposed by a survey
respondent):

The Canadian University Boards Association is committed to advancing shared governance excellence in Canadian universities. Our mission is to unite and empower the diverse leadership of university governing bodies, fostering collaboration, and providing a platform for the development of innovative leading shared governance practices. Through education, the creation of networks, advocacy, and the promotion of leading governance practices, we commit to enhance the effectiveness of university boards and of governance professionals in ensuring excellent integrated governance that fosters the success, inclusivity, and sustainability of Canadian higher education.



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To: CUBA/ACCAU Annual General Meeting
From: CUBA/ACCAU Board of Directors
Date: April 17, 2024
Subject: **Report to the 2024 Annual General Meeting**

The following report is respectfully submitted to the CUBA Annual General Meeting following recommendation by the CUBA Board, and was formulated by the CUBA Nominating Committee:

- Lynne Castonguay, Secretary General, Université de Moncton
- Julian Demkiw, University Secretary and Chief Governance Officer, University of Saskatchewan
- Amanda Goth, University Secretary, Carleton University
- Mike Grivicic, Associate University Secretary, University of Waterloo [Committee Chair]

1. Proposed Membership Slate for CUBA/ACCAU Board of Directors

Motion:

THAT the following slate of candidates be appointed/reappointed to the CUBA/ACCAU Board of Directors at the 2024 annual general meeting:

- i. Carrie Andersen, University Secretary, University of Victoria, as director at large (term to 2026)
- ii. Joy Crawford, former Vice-Chair, University of Saskatchewan, as past chair of the association (term to 2025)
- iii. Julian Demkiw, University Secretary and Chief Governance Officer, University of Saskatchewan, as director at large (term to 2026)
- iv. Amanda Goth, Secretary, Carleton University, as secretary of the association (term to 2026)
- v. Mike Grivicic, Associate University Secretary, University of Waterloo, as director at large (term to 2026)

Rationale:

The recommended composition of the Board of Directors arises from the Board's deliberations for presentation to the 2024 Annual General Meeting (AGM); see attached tabulation for more details. The recommended composition will leave two vacancies for directors at large which the Board would seek to fill with board chairs or vice-chairs to balance the composition of the CUBA/ACCAU Board.

When such vacancies arise, they are customarily addressed following a general call for interest at the AGM. If that general call does not fill the vacancies, there is provision in CUBA Bylaw 3(9) to fill the vacancy by the Board of Directors:

So long as a quorum of the Board remains in office, the Board of Directors may appoint an eligible person to fill the vacancy for the remainder of the term of any Director who is unable to complete his/her term of office.

Considerations affecting the recommendations include:

- Bylaw requirements for composition of the Board of Directors
- Bylaw requirements for consideration of regional interests of the Association

- Bylaw requirement for consideration of hosting of annual conferences for the Association
- Opportunities to preserve a degree of membership continuity from year to year, while also seeking to engage new participants from across the country
- Past practice of alternating between Board Chair and Board Professional in the role of Chair

2. CUBA/ACCAU Web Advisory Committee

For information

Following consultation of the nominating committee chair with the Web Advisory Committee chair (R. Coupland, Queen's University), the nominating committee has not submitted a membership recommendation for the Web Advisory Committee on account of that committee's inactivity in 2023-24 and more generally in recent years since the website redesign in 2020. We invite further discussion at the Board meeting as may be necessary.

Position	Name (role at institution)	Region	Year of first appointment	Expiry of current appointment	Recommendation
Chair/President	Genevieve Gauthier-Chalifour (Secretary, Waterloo)	Central	2017	2025	
Vice-Chair/Vice-president	<i>Vacancy</i>				[Vacancy]
Past Chair/President sortant	Joy Crawford (Vice-Chair, Saskatchewan)	West	2020	2025	Appointment as Past Chair
Secretary/secrétaire	Amanda Goth (Secretary, Carleton)	Central	2023	2025	Appointment as Secretary to 2026
Directors at large (not more than eight)	1. Carrie Andersen (Secretary, Victoria)	West	2019	2024	Reappointment to 2026
	2. Julian Demkiw (Secretary, Saskatchewan)	West	2024	N/A	Appointment to 2026
	3. Lynne Castonguay (Secrétaire Générale, Moncton)	East	2022	2025	
	4. Jodie Gallais (Secretary, Lethbridge)	West	2021	2025	
	5. Mike Grivicic (Associate Secretary, Waterloo)	Central	2019	2024	Reappointment to 2026
	6. Edyta Rogowska (Secretary-General, McGill)	Central	N/A	2025	
	7. <i>Vacancy</i>				
	8. <i>Vacancy</i>				
Chair/vice-chair, past conference host	Keith Gibbons (Chair, Western)	Central	2023		
Secretary, past conference host	Amy Bryson (Secretary, Western)	Central	2022		
Chair/vice-chair, upcoming conference host	Al Abraham, Jr. (Chair, Saint Mary's)	East	2023		
Secretary, upcoming conference host	Claire Milton (Secretary, Saint Mary's)	East	2023		
Chair/vice-chair, upcoming conference host (two-years hence)	<i>To be determined</i>				
Secretary, upcoming conference host (two-years hence)	<i>To be determined</i>				

Per CUBA Bylaw 3(3)(a):

Directors shall normally serve a term of up to 2 years and shall be eligible for reappointment for up to 8 consecutive years of service. The Chair and Past-Chair may exceed 8 years of service.