

Subject: RE: Draft report to Board of Governors
Date: Tuesday, October 8, 2024 at 12:55:35 PM Atlantic Daylight Saving Time
From: Cotie, Tyrone
To: Tianyuan Yu
Attachments: image001.png

Dear Dr. Yu:

Thank you for your email of October 4 in response to mine of October 3.

I acknowledge receipt of your signed Acknowledgement and Agreement and have passed it along to the Board Secretary.

I agree, as you noted in your email, that the A&A is meant to confirm each Governor's commitment to the effective sharing of opinions and thoughts. It also confirms each Governor's acknowledgement that, at times, conflicts of interest may arise and that all Governors are required to be mindful of their obligations to disclose and address any conflicts in accordance with the Board-approved documents that are listed in the A&A.

I appreciate the acknowledgement in your email that the fiduciary obligation of every university board member is to act in the best interest of the University. I agree.

The annotation you have added confirms and recognizes that you have two separate roles within the University and that your decision to serve on the Board does not derogate from your role as FA President. Conversely, your role as FA President cannot derogate from your role as Governor. I trust you would agree.

In terms of the comments I offered on your Faculty Report, there is no intention to censor faculty member appointees on the Board in reporting on the issues impacting faculty generally. The Board welcomes the opportunity to hear from you, and the other faculty-appointees, on faculty matters. In receiving reports from you, the Board will look to hear from you in your capacity as a Governor and not in your capacity as FA President. If there is a communication that you feel should be conveyed to the University in your capacity as FA President, it should be directed through the Administration.

I continue to have concerns that the report that you have provided advocates views and positions of the Faculty Association that are the subject of the on-going labour relations proceedings and best addressed in that forum. With that caveat, the Board Secretary will include your Report in the materials for the upcoming Board meeting.

I look forward to a productive Board meeting this week and to working with you as a Governor.

Yours truly
Tyrone Cotie
Chair, Board of Governors
Mount Saint Vincent University

From: Tianyuan.Yu1@msvu.ca <Tianyuan.Yu1@msvu.ca>
Sent: Friday, October 4, 2024 12:16 PM

To: Cotie, Tyrone <Tyrone.Cotie@chorusaviation.com>
Cc: Joel Dickinson <Joel.Dickinson@msvu.ca>; Pat Comeau <Pat.Comeau@MSVU.CA>
Subject: EXTERNAL - Re: Draft report to Board of Governors

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Dear Mr. Cotie,

I agree there may be some confusion over board members' role and your role as Chair of BoG. But the confusion is probably on your side, not mine.

First and foremost, I would like to advise that *the Truth needs to be told before Reconciliation can happen.*

Next, I would like to clarify the potential confusion, which I understand is a historical issue at the Mount after consulting former FA Presidents, the FA lawyer, and CAUT officers.

In general, the fiduciary obligation of every university board member is to act in the best interest of the university. But there can be no determination of the best interest of the university without considering the interest of the university's constituent parts as mandated by a representational board. University boards are required to be stakeholder boards. The general corporate law conceptualization of fiduciary obligation does not fit the university as an institution subject to collegial governance with a representational board of governors. The fiduciary duty and the conflicts of interest rules often reflect a false dichotomy between the best interest of the university and the interest of the internal university communities represented on a university board. This misinterpretation and misapplication of a corporate concept of fiduciary duty unfortunately hinders university board members from acting as representatives of their communities. In a university, board members must be free to function as representatives for the community they are to represent. In specific, I am appointed a governor **because** I am FA President, not because I **happen to be** FA President. Otherwise, representation is a sham: the board member's status as faculty becomes only an eligibility criteria for board membership, not for the representation of faculty or faculty association that is fundamental in the collegial governance model.

I consider my faculty report completely appropriate and much needed. According to *MSVU Board of Governors' Key Responsibilities*, the Board needs to "promote ethical behaviour throughout the University community (governors, faculty, staff, and students)", "understand the principal risks facing the University", and "promote accountability on the part of the University through regular and accurate communication to its stakeholders". Currently, the Collective Agreement conflict is the single biggest issue inflicting the University. The truth needs to be told and discussed. Collective reflection must ensue. Otherwise, the wounds would not be healed, the hatred would only be deepened, the trauma would be entrenched, and similar tragedies would happen again and again across generations of the Mount community. Therefore, my report not only reflects the best interest of faculty members but also the best interest of the University, which is a collective entity including governors, faculty, staff, and students.

You as Chair of Board do not have the authority to dictate the content of a board member's report or to censor it by judging its "appropriateness" or imposing any conditions. In particular, it is both unethical and unlawful for you to prevent my report from being circulated or being heard. It is unethical because of the outright disregard of the immense pain suffered by all

faculty members (and arguably by Administration as well) caused by the ongoing labour disputes. Moreover, since the purpose of the University focuses on teaching, research, and service, the interest of the constituents doing that work, i.e., FA members, should be at the forefront, and the voices of the board members representing those interests must be heard and not frustrated. Stifling those voices by obstructing or interfering with the ability of representatives to carry out this statutory role is contrary to the University's best interest and to the law. For more detailed analysis of the unlawful nature of such censorship, please see the attached CAUT Legal Advisory on fiduciary duties of University Board Members.

Regarding your request for me to remove the notation on my signed confidentiality agreement, I want to point out that a confidentiality agreement (i.e., the Acknowledgement & Agreement document, or A&A) is to ensure that Board members can be open and honest with regard to their opinions and thoughts. It should not be misused to quash a board member's responsibilities to their constituents as mentioned above. Given the potential confusion as outlined above, I deem it necessary to add a notation to my signed A&A. There is no such stipulation as the A&A must be signed without annotation in any Board documents or the MSVU Charter. Moreover, former FA Presidents have all been adding similar notations on their signed A&A and were never prevented from providing either a written or oral report to the Board. As one of the few, if not the only, Asian and racialized members severely underrepresented at the Board, I have been striving to overcome multiple challenges beyond your imagination to participate in Board meetings in the hope of fostering the MSVU strategic goal of EDIA. Your attempt to censor my report and to deny my access to the link to the distributed Board materials and even my right to attend the Board meetings before I remove my notation on the A&A is discriminatory, unlawful and despicable. This is discrimination against me for my involvement in the Faculty Association and for my intersectional identity on multiple grounds. My rights as a Board member under the MSVU Charter are also being violated. It is also contrary to my rights under the law and the Collective Agreement.

Lastly, I would like to update my signed A&A (as attached) with a more comprehensive annotation that "I do not abdicate my responsibilities in my role as FA President". I demand that my Faculty Report (as attached) be included in the distribution, and that a link to the Board materials be sent to me by 12:00pm, Monday October 7. I also demand that my Faculty Report be included on the Agenda for the Board Meeting on October 10. Otherwise, I will take actions to publicly condemn your attempt of censorship, and more.

Sincerely,
Tianyuan

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Tianyuan Yu, PhD (she/her)

Associate Professor of Management

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President of the MSVU Faculty Association

<https://www.msvufa.ca>



"You must be the change you wish to see in the world." — Mahatma Gandhi

I acknowledge that MSVU is in K'jipuktuk, the ancestral and unceded territory of the Mi'kmaq.

From: Cotie, Tyrone <Tyrone.Cotie@chorusaviation.com>

Date: Thursday, October 3, 2024 at 9:54 AM

To: Tianyuan Yu <Tianyuan.Yu1@msvu.ca>

Subject: Draft report to Board of Governors

Dear Dr. Yu:

I am in receipt of your draft report to the Board of Governors and wanted to reach out, as I believe there may be some confusion over the purpose of faculty reports to the Board, and over your role as Governor.

As you know, the legislation governing MSVU sets out composition of the Board of Governors, including three faculty members. Any faculty members are eligible to fill those roles, and they are not tied to the Faculty Association, CAUT, a trade union, or any other organization. You currently hold two roles, as a Governor of the University, and as President of the Faculty Association. Those are distinct roles with distinct obligations and accountabilities.

It is, of course, in your role as a Governor that I write to you as Board Chair. In that role, your fiduciary and other obligations are, first and foremost, to the university. The same is true for all Governors. In order for the Board to function effectively, all Governors must put aside personal and political agendas and interests and come together to advance the university and its mission.

It is not appropriate for you to use the faculty report to outline or advocate for the Faculty Association's position on labour negotiations. That is not consistent with your role as a Governor of the University, and it will not be part of the Board package as currently written. I permitted some latitude with your predecessor in this regard, in hopes it was a temporary approach, but now seems to have become a trend.

In the past, the Board has benefited from faculty reports that afforded non-faculty Governors a glimpse into the work of faculty and their significant contributions to the university. We have been apprised of teaching activities, research accomplishments, innovative scholarship, and at times, controversial or challenging issues. Labour relations, in contrast, are not an appropriate topic for a faculty report to the Board. I have already explained that the Board of Governors is simply the wrong forum for such advocacy. The same logic applies here as to your request to meet with me in September – that labour negotiations are conducted in the appropriate fora, not at the Board.

I genuinely look forward to working with you as a Governor but wanted to first clear the air about the expectations of that role. I would also note that we have not received the signed confidentiality agreement, without notation or amendment, required of all Governors before you can participate in Board meetings. I will ask Pat Comeau to follow up with you on that.

Yours truly
Tyrone Cotie
Chair, Board of Governors
Mount Saint Vincent University

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