



BOARD OF GOVERNORS

Governance, Nominations & Human Resources Committee

**Public Session Minutes of the Meeting of Thursday, March 26, 2020
2:00 p.m. to 2:35 p.m.
Videoconference**

- Members:** Francis Garwe (Chair), Doug Allingham, Laura Elliott, Steven Murphy
- Staff :** Jamie Bruno, Becky Dinwoodie, Cheryl Foy, Lori Livingston
- Regrets:** Kori Kingsbury, Trevin Stratton, Maria Saros
- Guests:** Chelsea Bauer & Christine McLaughlin (Ontario Tech FA)

1. Call to Order

The Chair called the meeting to order at 2:02 p.m.

2. Agenda

The Chair noted that a revised agenda was circulated earlier that week. A request was made to add an item to the non-public session regarding the 2020 Student Governor Election.

Upon a motion duly made by D. Allingham and seconded by L. Elliott, the Agenda was approved as amended.

3. Conflict of Interest Declaration

There was none.

4. Chair's Remarks

The Chair discussed the unprecedented circumstances facing everyone. The university community has stepped up to ensure our students and community are being supported. He reported that he has heard positive stories about the support being provided to international students during this time.

The Chair advised that in order to help get through this time, the Board and its committees will be focusing on items requiring approval and other priority matters. Recognizing that

individuals are dealing with other pressing demands and additional responsibilities, we want to minimize the time required for meetings.

5. President's Remarks

The President expressed his appreciation for the committee members attending the meeting. He acknowledged their volunteer contributions, which have been outstanding on the part of all governors.

The President reported that the faculty, staff and students are working incredibly hard to make the transition to online learning a lot smoother than what other institutions are dealing with. He acknowledged the entrepreneurial spirit of our faculty and students. Despite the fact that people are juggling many responsibilities and dealing with the stress of the pandemic itself, the community has come together and we are seeing the best of the human spirit coming out. The university is being flexible with academics, staff members, and students to ensure our students may finish the term while minimizing stress.

Efforts are being made to look at how the university can use its strengths to support the community and province. The President advised that there are two different groups working on face shields for the health sector and that one design was just approved by Health Canada. The university is also working with GM on ventilator production. This is important work, which is being done on a voluntary basis. Our nursing students are also ready to help out on the front lines. All of these initiatives demonstrate the university's "tech with a conscience". It is important to demonstrate our values in addition to talking about them. These initiatives show that our research matters and can be put into practice.

Both of the university's governance bodies are addressing the crisis by focusing on priority matters that need to be advanced in order to reduce the length of meetings. Academic Council will also be considering changes to its Steering Committee Terms of Reference to allow for timely decisions to be made.

The President responded to questions from committee members. There was a discussion regarding the team effort in designing and sourcing parts for the ventilators. L. Elliott thanked the President and staff for the work they are doing to keep the operations going and the generosity of the university community in helping out with the pandemic response.

6. Governance:

6.1 Board Engagement:

(a) Annual Board Practices Assessment

C. Foy reviewed the annual practices assessment process and asked for the committee's direction on whether the annual assessment should be conducted this year. Proceeding with the assessment would also provide Board members with an opportunity to give feedback on how they feel the pandemic is being handled by the university and offer

suggestions for improvement. The assessment results are also used to guide the Board priorities for the upcoming year. The committee supported proceeding with the annual assessment unless the pandemic situation escalates.

C. Foy advised the committee that in terms of governance, the university is at an advantage as we had already transitioned to BlueJeans video conferencing and the OnBoard portal while other institutions have been experiencing challenges with the switch to virtual meetings.

6.2 Policy Update:

(a) Pandemic Plan

C. Foy reported that the Office of the University Secretary and General Counsel (USGC) is using this time to continue priority policy work and advance key policies (e.g. Technology Use Policy, Code of Ethics, IP Policy, etc.). The USGC team is also focusing on training initiatives.

C. Foy discussed how the work the Board has undertaken on governance and risk management has put the university in a good position with respect to its pandemic response. A pandemic plan was already in place and only had to be updated. This preparedness allowed the senior leadership team to make quick decisions with respect to essential resources. Further, steps were taken several weeks ago to ensure staff had VPN access and could work from home. C. Foy attributed this to the “can do” attitude of all team members.

D. Allingham added that the university has a strong leadership succession plan in place in case members of the senior leadership team fall ill. He also commented that while it is not the Board’s role to be involved in the day to day operations of the university, the Board has the important responsibility to provide oversight and support. D. Allingham confirmed that the Board is aligned with management on the university’s short and medium term goals. If necessary, the Board could meet more frequently to provide support to the staff. It is integral to ensure the staff have adequate resources and support, including mental health support. D. Allingham encouraged the staff to reach out if they need support. It is also important to have an appropriate communications plan in place for students, staff, faculty, and government.

There was a discussion regarding the university’s business continuity plan and the extent of joint planning being done with Durham College.

7. Consent Agenda:

Upon a motion duly made by D. Allingham and seconded by L. Elliott, the items on the Consent Agenda were approved, as presented.

7.1 Amendment to Defined Contribution Pension Plan Statement of Investment Policies and Procedures

7.2 Minutes of the Meeting of January 16, 2020

8. For Information:

8.1 Annual Pension Plan Governance Report

9. Other Business

10 Adjournment

Upon a motion duly made by L. Elliott, the meeting adjourned at 2:36 p.m.

Becky Dinwoodie, Secretary