

**Public Session Minutes for the Meeting of April 19, 2018
10:00 – 11:25 a.m., ERC 3023**

Attendees: Karyn Brearley (Chair), Doug Allingham, Lisa Edgar, Andrew Elrick (*via teleconference*), Francis Garwe (*via teleconference*)

Staff: Robert Bailey, Jamie Bruno, Becky Dinwoodie, Cheryl Foy, Doug Holdway, Niall O'Halloran, Olivia Petrie

Guests: Mike Eklund and Kimberly Nugent (*UOIT FA*)

Regrets : Jay Lefton

1. Call to Order

The Chair called the meeting to order at 10:00 a.m.

2. Agenda

Upon a motion duly, the Agenda was approved as presented.

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Approval of Minutes of the Meeting of February 7, 2018

Upon a motion duly, the Minutes were approved as presented.

5. Chair's Remarks

The Chair welcomed the President to his first GNHR meeting. She kept her remarks brief to allow additional time for discussion.

6. President's Remarks:

Pilot Agenda Format

The President discussed the pilot agenda format that was recently introduced. The goals of combining the public and non-public items into one agenda are to reduce duplication, streamline material and promote transparency.

He provided an update on the Executive Compensation Plan. There remains some uncertainty as to whether the government will act on the plans prior to the election. Having an approved compensation plan would be helpful in the recruitment of the next Provost and Vice-President, Academic, and Vice-President Responsible for Research.

(A. Elrick joined at 10:05 a.m. and F. Garwe joined at 10:06 a.m.)

Board Recruitment

The President discussed the advisory board recruitment approach used at Ryerson, which was a successful recruiting strategy, as well as an effective method of engaging community members with the university. A member asked how the committee could assist with the recruitment strategy. The President advised that the university would need to retain a consultant to effect such a strategy.

Upon a motion duly made by L. Edgar and seconded by D. Allingham, the Governance, Nominations & Human Resources Committee supported the proposed approach to recruitment.

7. Governance

7.1 By-law No. 2 Implementation:

- **Academic Council Governance Committee**

C. Foy presented the draft Terms of Reference (ToR) for the Academic Council Governance and Nominations Committee (GNC) for feedback. The ToR were presented to Academic Council for consultation on Tuesday and Council expressed support for them. C. Foy shared that a member of Council asked whether an election process to select members of the committee would be more appropriate. She explained that the rationale for recommending a selection process is to ensure the ability to appoint diverse members to the committee. C. Foy discussed the benchmarking process used to develop the ToR. The operation and structure would be very similar to GNHR. One of the first tasks for the new committee would be to review the terms of reference for all other Academic Council committees. She explained the rationale for the President being the Chair of the GNC, as he is a member of both governing bodies and can serve as an effective link between the two.

There was some discussion at the Academic Council Executive Committee about the quorum requirement. The Chair commented that she prefers a simple majority (50% + 1) to provide clarity.

GNHR had a discussion regarding the number of meetings per year. A suggestion was made to revise it to "shall meet between 6 and 8 times per year, or otherwise at its discretion."

C. Foy reviewed the approval path and the ToR will return to GNHR for recommendation in May.

7.2 Annual Board Practices Assessment

B. Dinwoodie summarized the report that was included in the meeting material. She highlighted the response rate using the different methods over the past few years. The committee supported completing the 2017-2018 assessment by e-mail again this year. They also encouraged following up with Board members to try to increase the response rate.

7.3 Policy:

(a) Policy Framework Review

C. Foy delivered a presentation providing an overview of the Policy Framework Review results to date. They have been receiving rave reviews on the new Appendix A. There has also been feedback that the updated Appendix provides more clarity.

She clarified the role of the University Administrative Council in the Policy Framework and how it is replacing the Senior Leadership Team in the Framework. There was a discussion regarding how a change is categorized as being editorial. A comment was made about some confusion regarding the two local approval authorities and N. O'Halloran explained the difference between the local authorities.

The committee agreed that the updated Appendix A makes things more clear. There was a discussion regarding the benefit of having faculty members' perspective on the Policy Advisory Committee (PAC). The committee also discussed the time required for appropriate consultation. C. Foy advised that they are considering making PAC agendas public to keep the community informed of the status of policies coming forward.

The committee reviewed the delegation of authority chart. There was some concern that it is too long. While it might not be helpful to the general public, it could serve as a good guide for PAC and policy developers. A member commented that the delegation of authority chart is part of a good risk management strategy and it is better to start with too much than not enough.

C. Foy explained the alignment of the Framework with the Board's duty to consult under the *UOIT Act*. External counsel was consulted to ensure the Policy Framework aligns with the *Act* and By-laws. The Framework amendments include mandatory online consultation with Council on administrative policies to keep Council's focus at a strategic level.

The committee members supported the proposed changes.

(b) Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence – Annual Report

O. Petrie provided an overview of the report that was provided in the meeting material, including reviewing the university's legal reporting requirements. She explained that students prefer to see the university's counsellors and, as a result, they hired two additional counsellors. She also discussed the prevention strategies used throughout the year. She reviewed the number of disclosures, formal complaints, and reports to the police, which includes historical incidents.

O. Petrie advised that the university is providing support to students regardless of when the incident happened.

O. Petrie confirmed that an advisory committee has been established, which has taken on the review of the policy. Additional consultation on the policy is planned for the summer and fall. There was a discussion regarding the difficulty of comparing UOIT's numbers to those of other institutions. R. Bailey advised that since the Board will receive this report annually, comparing the reports could be helpful with assessing the impact of the procedures and support provided. O. Petrie added that there is communication among senior administrators across institutions about the issue. A question was raised about whether there has been an increase in reporting as a result of the #metoo movement. R. Bailey clarified that the report covers the same period.

8. Nominations

8.1 Board 2018-2019 Election Results & Update

C. Foy provided an overview of the 2018-2019 election results. She summarized the concerns raised related to the research leave eligibility requirements for the Faculty governor positions, which were also described in the relevant report. She explained the rationale for the eligibility requirement for faculty Board members. The recommendation was to proceed with the election results and implement any changes to the policy in the next election. The committee supported the direction taken with respect to the faculty governor research leave eligibility requirement.

Upon a motion duly made by L. Edgar and seconded by A. Elrick, pursuant to the 2018-2019 Board of Governors Election results, the Governance, Nominations & Human Resources Committee recommended the appointment of the following individuals to the Board of Governors for approval:

- *Liqun Cao and Ferdinand Jones as the Teaching Staff Governors for the term of September 1, 2018 until August 31, 2021;*
- *Mark Neville as the Administrative Staff Governor for the term of September 1, 2018 until August 31, 2021; and*
- *Jessica Nguyen as the Student Governor for the term of September 1, 2018 until August 31, 2019.*

9. Other Business

10. Adjournment

There being no other business, upon a motion duly made by D. Allingham and seconded by L. Edgar, the public session of the meeting adjourned at 11:06 a.m.

Becky Dinwoodie, Secretary