

Public Session Minutes for the Meeting of May 31, 2018
2:30 p.m. – 3:50 p.m., ERC 3023

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

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

Regrets: Doug Allingham, Jay Lefton

1. Call to Order

The Chair called the meeting to order at 2:32 p.m.

2. Agenda

Upon a motion duly made by L. Edgar and seconded by F. Garwe, 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 April 19, 2018

Upon a motion duly made by L. Edgar and seconded by S. Murphy, the Minutes were approved as presented.

5. Chair's Remarks

The Chair commented on the full agenda and the items of significance coming forward.

6. President's Remarks:

Executive Compensation Plan

The President updated the committee. While the plan was submitted to the government for approval, it is unlikely that it will be approved prior to the election. The university will remain in a holding pattern until after the election.

There was a discussion regarding the development of the executive compensation plan. The President noted the challenges presented by not having an approved plan while recruiting for the next Provost and VP Research, since the executive compensation levels must remain the same as they were before.

7. Governance

7.1 By-law No. 2 Implementation: Academic Council Governance Committee

C. Foy presented the Terms of Reference for the Governance and Nominations Committee of Academic Council for consideration. She reviewed the development of the Terms of Reference and commented that the establishment of a governance committee represents governance maturity for the Council.

Upon a motion duly made by L. Edgar and seconded by F. Garwe, pursuant to the recommendation of Academic Council, the Governance, Nominations and Human Resources Committee recommended the Terms of Reference for the Governance and Nominations Committee of Academic Council, as presented, for approval by the Board of Governors.

By-law Orientation

With the new By-laws coming into effect on September 1, 2018, C. Foy proposed holding a joint orientation session for the Board and Academic Council in the fall to familiarize them with the new By-laws. The committee expressed their support for the proposal.

7.2 Annual Board Practices Assessment

C. Foy presented a summary of the results of the 2017-2018 Board Practices Assessment. She highlighted those categories where the results indicate some improvement is required. Based on the responses, there appears to be further opportunity to develop strategies for more effective engagement between the Board and Academic Council. The establishment of a Governance and Nominations Committee of Academic Council is timely and the new committee will have an opportunity to contribute ideas for increasing engagement.

C. Foy also reviewed the most significant achievements of the Board during the past year and provided a summary of the governors' comments.

There was a discussion regarding diversity of representation on the Board in the context of the recruitment process to be conducted over the summer.

The Chair noted the overall positive results of the assessment and remarked that tremendous progress has been made over the past few years.

A member suggested that a comparison of the assessment results year over year would be helpful to the committee.

With the large number of new governors joining the Board in the fall, orientation will require a different approach. It was suggested that a fall Board retreat would be helpful to build the relationship between existing and new Board members. The Board might also have to revisit committee compositions to ensure there are experienced governors on each committee.

(N. O'Halloran left the meeting at 3:00 p.m.)

7.3 Draft Board Schedule 2018-2019

C. Foy presented the draft Board schedule for 2018-2019. She informed the committee that the number of committee and Board meetings is being reduced from 5 per year to 4 per year, as part of the ongoing efforts to improve Board efficiency. The university will also look at holding a retreat in the fall to coincide with the first Board meeting. The Office of the University Secretary distributed a survey to returning governors to determine preferred meeting times. Once the survey results are compiled, the meeting times will be added to the schedule. The committee supported holding a fall retreat as a way of helping build momentum for the year ahead.

7.4 Policy:

C. Foy reported that the Human Resources Department is commencing a review of the Workplace Violence and Harassment Policy in the fall and will report on the status of the review at the committee's first meeting of the 2018-2019 Board year.

(a) Policy Framework Review

C. Foy provided an overview of the changes to the Policy Framework, as well as the consultation conducted during the Policy Framework Review. She advised that Academic Council recommended the proposed changes to the Policy Framework documents for approval by the Board.

Upon a motion duly made by F. Garwe and seconded by L. Edgar, and whereas Academic Council has recommended the amendments to the UOIT Policy Framework for approval, GNHR approved the Procedures for the Development, Approval and Review of Policy Instruments and Appendices D and E and recommended that the Board of Governors approve the amendments to the UOIT Policy Framework and Appendices A, B and C.

C. Foy thanked the community for their feedback and engagement. The Chair thanked everyone who worked on the Policy Framework Review.

(b) Review of Board of Governors Procedures for the Election of Faculty, Non-Academic Staff & Student Governors ("Election Procedures")

C. Foy advised that the review of the Election Procedures would be deferred until the faculty governor working group's review is completed during the summer.

8. Nominations

8.1 2018 Election Nominations

C. Foy summarized the proposed approach for reviewing the research leave eligibility requirements for faculty governors. She explained the allocation of work for tenured/tenure track faculty members as set out in the Collective Agreement, as well as the general expectation that a faculty member on research leave devotes 100% of her/his time to research.

The Board's current faculty governors have agreed to participate as part of a working group with C. Foy and R. Bailey to review the matter. C. Foy reviewed the proposed parameters to be used to guide the working group's recommendations.

The committee discussed some of the disadvantages of allowing a faculty governor who is on research leave to continue to serve on the Board, including how the individual's absence on campus would result in a disconnect with his/her constituency.

With respect to the faculty governors who were nominated for appointment at the last GNHR meeting (following the 2018 Spring Election), C. Foy advised that the Senior Leadership Team recommends proceeding with presenting the faculty governor nominations to the Board for approval at the June meeting. The committee members unanimously supported presenting the faculty governor nominees for Board approval at the next meeting.

The committee identified a few key considerations to keep in mind during the review:

- continued service on the Board while on research leave must be supported by the Dean;
- eligibility requirements and expectations be included in the relevant policy and procedures; and
- there must be an obligation to disclose the start of a research leave to the Board.

8.2 External Board Recruitment – Process Update

C. Foy provided an update on the external Board recruitment process. The RFP selection process for a recruitment firm was conducted last week and the successful proponent was Arlington Partners. A selection committee for the recruitment process will be formed and will include up to 6 governors. A call for expressions of interest will be issued to the Board's Executive Committee and members of GNHR. C. Foy will provide a draft timeline for the recruitment process to give members a sense of the time commitment. The Chair, F. Garwe and L. Edgar volunteered to serve on the selection committee.

9. Other Business

10. Adjournment

There being no other business, upon a motion duly made by F. Garwe and seconded by L. Edgar, the public session of the meeting adjourned at 3:52 p.m.

Becky Dinwoodie, Secretary