

Thursday, October 11, 2018

2:00 p.m. – 4:45 p.m.

North Campus, ERC 3023

Toll-Free: 1-877-385-4099 Participant Passcode: 1028954#

Members: Francis Garwe (Chair), Doug Allingham, Lisa Edgar, Laura Elliott, Kori Kingsbury, Steven Murphy, Trevin Stratton

Staff: Robert Bailey, Jamie Bruno, Becky Dinwoodie, Cheryl Foy, Krista Secord

AGENDA

No.	Topic	Lead	Allocated Time	Suggested End Time
	PUBLIC SESSION			
1	Call to Order	Chair		
2	Agenda (M)	Chair		
3	Conflict of Interest Declaration	Chair		
4	Approval of Minutes of the Meeting of May 31, 2018* (M)	Chair		
5	Chair's Remarks	Chair		2:05 p.m.
6	President's Remarks: <ul style="list-style-type: none"> Executive Compensation Plan*: Recruitment & Retention 	S. Murphy	10	2:15 p.m.
7	Governance			
7.1	Faculty Governor Working Group Recommendations* (D): <ul style="list-style-type: none"> Board of Governors Recruitment, Appointment and Leadership Policy* Teaching Staff Nominee Election Form* 	C. Foy	20	2:35 p.m.
7.2	By-laws Implementation* (U): <ul style="list-style-type: none"> Joint Orientation Session 	C. Foy	5	2:40 p.m.
7.3	GNHR Terms of Reference Review* (M)	C. Foy	10	2:50 p.m.
7.4	Presidential Transition Committee* (U)	D. Allingham	5	2:55 p.m.
7.5	Board Engagement: <ul style="list-style-type: none"> Videoconferencing New Governor Orientation Plan* 	C. Foy	5	3:00 p.m.
No.	Topic	Lead	Allocated Time	Suggested End Time

7.6	Policy:			
	(a) Workplace Violence Policy 2017-2018 Review Report* (U)	J. Bruno	10	3:10 p.m.
	(b) Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors* (D)	C. Foy	5	3:15 p.m.
	(c) Board of Governors Meeting Policy Review* (D)	C. Foy	5	3:20 p.m.
8	Nominations			
8.1	Board Recruitment Process (U)	S. Murphy/ C. Foy	5	3:25 p.m.
9	Human Resources			
9.1	Pension Plan: Amendment to Statement of Investment Policies & Procedures* (M)	J. Bruno	5	3:30 p.m.
10	Other Business	Chair		
11	Adjournment (M)	Chair		3:35 p.m.
No.	Topic	Lead	Allocated Time	Suggested End Time
	NON-PUBLIC SESSION (material not publicly available)			3:40 p.m.
12	Call to Order	Chair		
13	Conflict of Interest Declaration	Chair		
14	Approval of Minutes of the Meeting of May 31, 2018* (M)	Chair		3:45 p.m.
15	President's Remarks	S. Murphy	5	3:50 p.m.
16	Human Resources			
16.1	Labour Relations & Policy Update* (M)	R. Bailey	15	4:05 p.m.
17	Governance			
17.1	2018-2019 Work Plan* (D)	Chair	5	4:10 p.m.
18	Nominations			
18.1	Governor Member of Academic Council* (D)	C. Foy	5	4:15 p.m.
18.2	Board & Committee Leadership Succession (U)	C. Foy	5	4:20 p.m.
19	Board Engagement			
19.1	Board Portal* (U)	C. Foy/ B. Dinwoodie	10	4:30 p.m.
20	Confidential Questions (if any) from Public Session	Chair	5	4:35 p.m.
21	Other Business	Chair		
22	In Camera Session (M)	Chair		
23	Termination (M)	Chair		4:45 p.m.

Becky Dinwoodie, Secretary



**BOARD OF GOVERNORS
Governance, Nominations and
Human Resources Committee (GNHR)**

**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

DRAFT



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Governance, Nominations & Human Resources Committee

DATE: October 11, 2018

FROM: Jamie Bruno, AVP, Human Resources

SLT LEAD: Cheryl Foy, University Secretary and General Counsel

SUBJECT: Executive Compensation Program

BACKGROUND/CONTEXT & RATIONALE:

- Under the Broader Public Sector Executive Compensation Act, 2014, the Executive Compensation Framework Regulation (the “Regulation”) required each university in Ontario to develop and submit a proposed Executive Compensation Program to the Ministry of Advanced Education and Skills Development (MAESD) by September 29, 2017.
- The Regulation set out requirements for a draft Executive Compensation Program to include a list of named designated executives in the organization, identification and rationale of comparator organizations, maximum 50th percentile salary caps for each of the designated executive positions based on an analysis of the comparators, a rationale for a recommended increase to the annual pay envelope, as well as any other elements of compensation.
- UOIT’s Executive Compensation Program was approved by the Executive Committee of the Board and submitted to MAESD on August 23, 2017.
- On February 22, 2018, the university was notified that its draft Executive Compensation Program was approved to proceed for public consultation.
- The university posted its program from March 12 – April 12, 2018.
- On April 19, a summary of the public feedback received was shared at the Governance, Nominations and Human Resources Committee. The recommendation to accept the draft Executive Compensation Program without revision was endorsed by the Committee.

- On April 20, the university applied for Program approval from its overseeing minister.
- Ministerial approvals was not received as the Liberal government suspended all review and decisions related to executive compensation programs shortly after UOIT (and many other universities) completed its submission.
- On August 15, 2018, the Ontario government issued a directive through Treasury Board Secretariat announcing the following restraints to existing executive compensation programs:
 - Base salaries for all designated executives cannot increase beyond their current amounts,
 - The performance-related pay envelope for all designated employers cannot increase from what was previously provided in the most recently completed pay year, and
 - Compensation for newly hired executives is limited to what was provided to previous incumbents.
- The new regulation includes a commitment to review the program by June 7, 2019.

IMPLICATIONS:

- The ability for UOIT to attract and retain executive staff continues to be challenged as the nearly decade-long effect of wage restraint on its leadership group continues.
- Exacerbating this challenge is the implementation of Minister-approved executive compensation plans at four Ontario universities, creating a further competitive imbalance within the sector.
- UOIT does not include performance-based pay within its compensation program and, as such, is not affected by pay envelopes that may fall short of earnings achieved by its designated executives.

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

- As described within the Program, “the overall policy of the University is to pay competitive salaries to our employees within the limits of our financial situation”.

NEXT STEPS:

- UOIT will continue to participate, as necessary, with the Council of Ontario Universities to engage with the government on this program review.



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

FROM: Cheryl Foy, University Secretary & General Counsel, Chair of Faculty Governor Working Group

SUBJECT: Faculty Election Eligibility – Recommendations of Faculty Governor Working Group

COMMITTEE MANDATE:

- one of GNHR’s responsibilities under its Terms of Reference is to oversee the process of electing new governors & recommending their appointment to the Board, in accordance with the *UOIT Act & By-laws*
- in response to concerns raised during the spring 2018-2019 Board of Governors Election regarding Teaching Staff governor eligibility requirements, GNHR formed a Faculty Governor Working Group to review the matter over the summer
- the Faculty Governor Working Group is presenting their recommendations to the committee for feedback

BACKGROUND/CONTEXT & RATIONALE:

- the 2018-2019 Board of Governors Election took place from February 26 - April 6, 2018
- we received 5 nominations for the 2 Teaching Staff Governor positions on the Board
- in order to confirm eligibility to serve on the Board, each nominee was asked to advise whether she/he had research leave scheduled or she/he would be requesting research leave during the next 2 years
- this fundamental eligibility requirement is based on the understanding and expectation that a faculty member on research leave will be spending all of

- his/her time on research and participating in no other service at the university during that time (consistent with section 28.03 of the Collective Agreement)
- this eligibility criteria is used for both the Board of Governors and Academic Council faculty representative positions
 - 3 nominees responded that they planned to request research leave during the next 2 years
 - based on this requirement, one of the nominees withdrew as a candidate
 - we notified the other 2 nominees that they were ineligible as candidates in the current election due to their planned research leave requests
 - both ineligible nominees expressed concern about this eligibility requirement
 - a summary of the concerns is:
 - their research leave requests had not yet been approved
 - research leave does not necessarily mean all of their time is devoted to research & they can still participate in Board/Committee meetings as the time commitment is not extensive
 - this eligibility requirement would exclude many tenured/tenure track faculty from serving on the Board as they are eligible for a 6 month research leave every 3 years
 - once appointed to the Board of Governors, a faculty member is not part of the Faculty Association during the length of their term & section 28.03 of the Collective Agreement would not apply
 - there have been instances of Academic Council members who go on research leave & do not lose their seat on Academic Council
 - the rationale for the eligibility requirement is:
 - governors owe a fiduciary duty to the university, which is the highest of legal obligations
 - a fiduciary duty cannot be temporarily delegated to another member
 - while a faculty member is on research leave, the expectation is that she/he is dedicated to research full-time & is not engaging in service at the university
 - if a faculty member's request for service is denied, it may be postponed for a period of no more than 1 year in accordance with the Collective Agreement – accordingly, if a faculty member's request for leave in 2019 is denied, it would generally be granted for 2020
 - to support fulfilment of their fiduciary obligations and effective governance, Board members are expected to attend all meetings when possible – attendance expectations are set out in the Board of Governors Attendance Policy
 - accordingly, a faculty member's inability to attend meetings would be inconsistent with the Board's expectations
 - inability to attend meetings would also negatively impact the member's ability to meet his/her fiduciary obligations
 - since the length of term on the Board is only 3 years, spending a portion of the term on research leave would also negatively impact the member's development as a governor & ability to contribute effectively to the Board

- serving a portion of his/her term as governor while on research leave would also leave the faculty member perspective absent from Board discussion, which would be a disservice to the faculty and Board, and the quality of the Board dialogue.

Faculty Governor Working Group (FGWG)

- in order to address the concerns expressed by the Board faculty members and two of the ineligible nominees, a working group was formed to review the research leave eligibility requirement and to make a recommendation to GNHR with respect to any proposed amendments to the eligibility requirement
- the members of the FGWG were: Cheryl Foy (Chair), Robert Bailey and the two faculty governors (terms ending August 31, 2018): Jeremy Bradbury, and Shirley Van Nuland
- the FGWG was guided by the following considerations:
 - regular attendance at Board & Committee meetings is required (the limit of missing three meetings is not intended to be permissive - it triggers a review of the Board member's status on the Board)
 - governors' fiduciary obligations
 - the practice of appointing elected faculty for three year terms allows faculty Board members to become familiar with Board operations & then serve as effective Board members - any recommendation should ensure that faculty Board members have an opportunity to become familiar with the Board & serve effectively
 - minimize disruption & turnover of Board members
 - existing leave restrictions/parameters & the impact of the solution on decanal discretion relating to research leave
 - any recommendation must be consistent with the Act, By-Laws, and governance good practices

SUMMARY OF RECOMMENDATIONS:

- the FGWG met on June 19 & July 18 – following very constructive discussions, the FGWG agreed upon the following recommendations with respect to research leave eligibility requirements:

One year leave:

- If a faculty member has submitted a request/plans to submit a request for a one (1) year research leave, to be taken during the first two (2) years of the term, the individual is ineligible to participate in the Board election
- If a faculty member goes on a one (1) year research leave during last year of term, she/he can no longer serve on the Board & will be replaced on the Board by election

Six (6) month leave:

- If a faculty member has submitted a request/plans to submit a request for a six (6) month research leave during the first year of the term, the individual is ineligible to participate in the Board election
- If a faculty member goes on six (6) month research leave during years 2-6 of the term, she/he can continue to actively serve on the Board with the Dean's agreement

FGWG Recommendation to GNHR:

The FGWG's recommendations have been incorporated into the Board of Governors Recruitment, Appointment and Leadership Policy and Teaching Staff Nominee Election Form (documents attached).

COMPLIANCE WITH POLICY/LEGISLATION:

- this is compliant with the Act and By-laws

NEXT STEPS:

1. If GNHR supports the FGWG's recommendations and proposed amendments to the Board of Governors Recruitment, Appointment and Leadership Policy and Teaching Staff Nominee Election Form, the amended documents will be posted online for community consultation.
2. Community feedback will be considered and incorporated, where appropriate.
3. The policy documents will be presented at the GNHR meeting on January 17, 2019 for recommendation and to the Board on February 28, 2019 for approval.

SUPPORTING REFERENCE MATERIALS:

- blacklined Board of Governors Recruitment, Appointment and Leadership Policy
- blacklined Teaching Staff Nominee Election Form



Classification	BRD 1000
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Original Approval Date	April 24, 2014
Date of Most Recent Review/Amendment	June 18, 2014
Review Date	June 2017
Supersedes	Board of Governors Recruitment, Appointment and Leadership Policy (April 2014)

BOARD OF GOVERNORS RECRUITMENT, APPOINTMENT AND LEADERSHIP POLICY

PURPOSE

1. The purpose of this policy is to define the method by which the Board of Governors will carry out the recruitment, appointment and re-appointment of members to the Board of Governors. Additionally, this policy outlines the process by which the Board of Governors will address the election, appointment and succession planning for leadership positions of the Board (Chair and Vice-Chair(s)) and its Committees.

DEFINITIONS

2. For the purposes of this policy the following definitions apply:

“Administrative Staff” means full-time continuing and part-time continuing employees of the University who are not members of the Teaching Staff.

“Non-Academic Administrative Staff Governor” means a member of the Board who is elected by and from within the Non-Academic Administrative Staff of the University.

“Board” means the Board of Governors of the University.

“Committee” means any standing ~~C~~committee or sub-~~C~~committee of the Board, established in accordance with the UOIT Act and By-laws.

“Corporations Act (Ontario)” means the Corporations Act, RSO 1990, c C.38, and any amendments thereto.

“Disqualifying Final Disciplinary Decision” is a decision under the Student Conduct Policy, as amended, which has not been appealed or has been upheld on appeal and which, in the discretion of the Governance, Nominations and Human Resources Committee of the Board, indicates that the student candidate or Student Governor does not demonstrate the core competencies expected of all Governors.

“External Governor” means an appointed member of the Board who is external and independent from the University.

“Elected Governors” means the members of the Board who are elected from within their relevant constituencies within at the University. This includes Administrative Staff, Student, and Faculty Teaching Staff, Non-Academic Staff and Student Governors.

~~“Faculty Governor” means a member of the Board who is elected by and from within the teaching staff of the University.~~

“Clear Academic Standing” has the meaning ascribed to it in the General Academic Regulations of UOIT, as amended.

“Good Standing” means both that there is no record of a Disqualifying Final Disciplinary Decision and the student is in Clear Academic Standing.

~~“Non-Academic Staff” means an individual who is employed in the administrative/technical, professional/managers, or senior non-academic administrators staff groups of the University.~~

~~“Non-Academic Staff Governor” means a member of the Board who is elected by and from within the Non-Academic staff of the University.~~

“Research Leave” has the meaning ascribed to it in the relevant Collective Agreement.

“Student Governor” means a member of the Board who is elected by and from within the student population of the University.

“Teaching Staff” means those positions engaged in the work of teaching or giving instruction or in research at the university as defined in Section 1 of the UOIT Act.

“Teaching Staff Governor” means a member of the Board who is elected by and from within the Teaching Staff of the University.

“The By-Laws” means By-Law Number ~~10s. 1 and 2~~ of the University of Ontario Institute of Technology, and any amendments thereto.

“UOIT Act” means the University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O, and any amendments thereto.

SCOPE AND AUTHORITY

3. This policy applies to the recruitment, election, appointment and re-appointment of members to the Board ~~of Governors of UOIT.~~
4. This policy and the related procedures are established in accordance with the UOIT Act and The By-Laws as amended from time to time

POLICY

5. Achieving excellence in governance and ensuring performance and accountability in the management of the affairs of the University is the primary mission of the Board ~~of Governors.~~ To meet this obligation, the Board has developed a policy that will:
 - Establish membership and leadership for the Board that demonstrates a balance of skills, expertise and knowledge, while reflecting broad demographic and cultural diversity.
 - Support transparent and effective processes for the recruitment, review, appointment and election of members to the Board and its leadership positions.

6. Board Composition: Skills and Competencies

- 6.1. The UOIT Board of Governors is a competency-based Board and its composition will reflect the knowledge, skills and abilities necessary for it to govern effectively and meet the strategic goals of the University.
- 6.2. Overall Board composition, and selection of individual members, will be based on the requisite skills and competencies set out in the Board Skills and Competencies Matrix (Matrix) ~~as amended from time to time.~~
- 6.3. The Governance, Nominations and Human Resources Committee (GNHR), or its successor Committee, will be responsible for annually reviewing the Board composition and ~~defining-identifying~~ any skill or competency gaps. This assessment will form the basis of recruitment of new members and recommendation for appointment to any vacancies on the Board.

7. Recruitment and Appointment: General

- 7.1. In addition to the requirements set out in the UOIT Act and The By-Laws, all appointments to the Board must be made in accordance with the regulations set out in the Corporations Act (Ontario) for Corporations without Share Capital.
- 7.2. The process of recruitment, screening, selection, election, and recommendation for appointment to the Board will be overseen by GNHR, in accordance with the associated procedures.

8. Recruitment and Appointment: External Governors

- 8.1. Term lengths for External Governors are defined in sections 8(3) and 8(5) of the UOIT Act.
- 8.2. GNHR, or its successor Committee, will recruit, screen, and maintain a pool of eligible candidates for appointment to the Board, based on an assessment of the skills and competencies needed to fill any identified gaps.
- 8.3. GNHR, or its successor Committee, will actively seek to broaden the demographic and cultural diversity of the Board when recruiting eligible candidates to fill any identified gaps.
- 8.4. Candidates may be referred by any member of the current Board, University Senior Leadership or other member of the University community.
- 8.5. Eligible candidates will remain in the pool for three (3) years.
- 8.6. GNHR, or its successor Committee, will make recommendations to the Board from the pool of eligible candidates for the appointment of new members.

9. Recruitment and Appointment: Elected Governors

- 9.1. Term lengths for Elected Governors are defined in sections 8(3), 8(4) and 8(5) of the UOIT Act.
- 9.2. GNHR, or its successor Committee, will be responsible for overseeing the recruitment, nomination, and election procedures for Elected Governors.

- 9.3. Elected Governors will be recruited, nominated, and elected from within their respective constituency groups ~~within at~~ the University.
- 9.4. The respective constituencies will be provided with information regarding the requisite skills and competencies for Board members in order to facilitate the nomination and election of Elected Governors who can meet the needs and obligations of Board membership.
- 9.5. In accordance with Article ~~43.54~~ of ~~The~~ By-Law No. 1, in order to be eligible to be nominated or to remain as an Administrative Staff Governor ~~Faculty or Non-Academic Teaching Staff~~ Governor, individuals must be employed by the University. Such Governors will automatically cease to hold office if they cease to be employees of the University ~~hold a full-time continuing appointment to the University within their relevant constituency group~~.

Teaching Staff Governor Eligibility

9.6. Teaching Staff who:

- a) have been granted a six (6) month Research Leave; or
- b) submitted a request for a six (6) month Research Leave; or
- c) are planning to submit a request for a six (6) month Research Leave that will commence at any time during the first year of their prospective first term on the Board are ineligible to be nominated as a candidate for the position of Teaching Staff Governor.

9.7. Teaching Staff who:

- a) have been granted a twelve (12) month Research Leave; or
- b) submitted a request for a twelve (12) month Research Leave; or
- c) are planning to submit a request for a twelve (12) month Research Leave that will commence at any time during the first two (2) years of their prospective first term on the Board are ineligible to be nominated as a candidate for the position of Teaching Staff Governor.

9.8. In the event that a Teaching Staff Governor is granted a twelve (12) month Research Leave that will commence prior to the end of her/his term on the Board, the Teaching Staff Governor will cease to hold office as a Teaching Staff Governor effective as of the start date of the Research Leave.

9.9. In the event that a Teaching Staff Governor is granted a six (6) month Research Leave that will commence during the second or third year of her/his term on the Board, assuming the Teaching Staff Governor obtains the written agreement of the relevant Dean in accordance with the terms of the applicable Collective Agreement, the Teaching Staff Governor may continue to serve on the Board for the remainder of the term.

Commented [BD1]: considered effective date to be either date approval is granted OR start date of Research Leave – start date of leave would be less disruptive

~~9.5-9.10.~~ In order to be eligible to be nominated or to remain as a Student Governor, a student must be a full-time, registered undergraduate or graduate student, in Good Standing.

10. Election and Selection of Chair, Vice-Chairs and Committee Chairs

- 10.1. In accordance with Section 8(13) of the UOIT Act, the Chair and Vice-Chair(s) shall be elected on an annual basis.
 - 10.1.1. There will be one (1) Chair who will normally be nominated and elected from the incumbent Chair or Vice-Chair(s).
 - 10.1.2. An incumbent Chair will have the opportunity to express interest in re-election to the Chair position, provided such person is within the normal term length for an External Governor.
 - 10.1.3. There will be ~~two~~ (2) Vice-Chair~~s~~ who will normally be nominated and elected from the incumbent Vice-Chair(s) or Committee Chairs.
 - 10.1.4. The incumbent Vice-Chair(s) will have the opportunity to express interest in re-election to the Vice-Chair positions, provided such person is within the normal term length for External Governors.
- 10.2. Committee Chairs will normally be recruited from within the incumbent External Governors.
 - 10.2.1. External Governors will have an opportunity, on an annual basis, to express interest in Committee Chair positions.
 - 10.2.2. Committee Chairs be selected from members who have demonstrated a high degree of commitment to the University, the Board and its Committees and who meet the desired skill and competency profile for leadership of the respective Committee for which they are being considered.

- ~~10.2.3. Board Vice-Chairs will normally not be Chairs of another Board Committee.~~
- ~~10.3. Board Leadership Nominating Committees for the Chair, Vice-Chairs and Committee Chairs will be established as sub-Committees of GNHR. These Committees will recommend nominees for the election of the Chair and Vice-Chairs, and for the selection of Committee Chairs, to the Board.~~
- ~~10.4. Composition of the Board Leadership Nominating Committees are established as follows:~~
 - ~~10.4.1. The Nominating Committee for the Chair will normally be made up of: current Board Chair, President and CEO, and two Committee Chairs.~~
 - ~~a) The University Secretary will sit on the Committee as a non-voting member~~
 - ~~b) The Chair of GNHR will normally fill one of the Committee Chair appointments to this Committee.~~

Commented [BD2]: This is inconsistent with our current practice – the Vice-Chairs also tend to be a committee Chair

Commented [BD3]: Leadership Nominating Committees have not recently been required during past few years –remove as overly cumbersome & will continue to be responsibility of GNHR

- e) ~~Where any member of the Committee is in conflict as a result of their consideration for the Chair position, the University Secretary will recommend another Committee member who is not in conflict.~~

~~10.4.2. The Nominating Committee for the Vice Chairs will normally be made up of: current Board Chair, incoming Board Chair, President and CEO, and two Committee Chairs.~~

- a) ~~The University Secretary will sit on the Committee as a non-voting member.~~
- b) ~~The Chair of GNHR will normally fill one of the Committee Chair~~
- e) ~~Where any member of the Committee is in conflict as a result of their consideration for a Vice Chair position, the University Secretary will recommend another Committee member who is not in conflict.~~

~~10.4.3. The nominating Committee for the Committee Chairs will normally be made up of: current Board Chair, incoming Board Chair, President and CEO, current Board Vice Chairs and incoming Board Vice Chairs~~

- a) ~~The University Secretary will sit on the Committee as a non-voting member.~~
- b) ~~The Chair of GNHR will normally fill one of the Committee Chair~~
- e) ~~Where any member of the Committee is in conflict as a result of their consideration for a Committee Chair position, the University Secretary will recommend another Committee member who is not in conflict~~

11. Review of Chair, Vice-Chairs and Committee Chairs

- 11.1. The Board Chair, Vice-Chairs and Committee Chairs will be evaluated on an annual basis.
- 11.2. Annual evaluations will be used to support the ongoing improvement of Board processes as well as in the consideration of incumbent nominees for re-election to Board leadership positions.

12. Vacancies

- 12.1. Vacancies in Board membership that occur prior to the end of the appointment term of a Governor will be filled in accordance with Article ~~43.116~~ of ~~The By-Law~~By-law No. 1.
- 12.2. Vacancies in any of the Board Chair, Vice-Chair or Committee Chair positions that occur before the end of the appointment term will normally be filled on an acting basis until ~~the Nominating Committee~~GNHR can recommend a new nominee for election or selection.
 - 12.2.1. A vacancy in the Chair position will normally be filled by one of the Vice-Chairs.

- 12.2.2. A vacancy in one of the Vice-Chair positions will normally be filled by an incumbent Committee Chair. The selected individuals will maintain their Committee Chair role on a temporary basis until the end of the year.
- 12.2.3. A vacancy in a Committee Chair position will normally be filled by a Committee member.

RELEVANT LEGISLATION

- 13. University of Ontario Institute of Technology Act, 2002, S.O. 2002, c. 8, Sch. O
By-Laws ~~Number 1~~ of the University of Ontario Institute of Technology
Corporations Act, RSO 1990, c C.38

RELATED POLICIES, PROCEDURES & DOCUMENTS

- 14. Board of Governors and Committees Skills and Competency Matrix
General Academic Regulations, University of Ontario Institute of Technology
UOIT Student Conduct Policy
Governance, Nominations and Human Resources Committee Terms of Reference
Board Leadership Nominating Committee(s) Terms of Reference**
Procedures for the Referral of Candidates to the Board of Governors**
Procedures for the Appointment of External Governors**
Procedures for the Election of Faculty, Non-Academic Staff and Student Governors**
Procedures for the Election of Board Chair, Vice-Chairs and Appointment of Committee Chairs**
Board Evaluation Policy**
Board Chair Position Statement **
Board Vice-Chair Position Statement**

***To be developed*



**UOIT BOARD OF GOVERNORS -
Teaching Staff Governor Nominee Declaration**

NOMINEE NAME (please print): _____

FACULTY: _____ **TITLE :** _____

I hereby declare that:

- I am willing to be nominated to stand as a candidate for election to the UOIT Board of Governors.
- I am a Tenured, Tenure Track or Teaching Faculty member with a full-time, continuing appointment.
- I have not requested and am not planning on submitting a request to go on:
 - a six (6) month Research Leave during the first year of my term on the Board; or
 - a twelve (12) month Research Leave during the first two (2) years of my term on the Board.
- I have read and understand the Board of Governors Recruitment, Appointment and Leadership Policy.
- I have read and understand the Board of Governors Procedures for the Election of Faculty, Non-Academic Staff and Student Governors.
- If elected, I am willing to serve as a member of the UOIT Board of Governors and to attend, and participate fully, in scheduled Board and committee meetings.
- I will first and foremost act with the best interests of the University and support the Board's decisions to the best of my ability.
- I shall be bound by UOIT Act, By-Laws and all applicable Provincial regulations, and published university policies and procedures.

Formatted

Formatted: Font: (Default) +Body (Calibri), 11 pt

NOMINEE SIGNATURE: _____ **DATE:** _____

E-MAIL: _____ **BANNER ID:** _____ **EXTENSION:** _____

Please note:

1. This completed and signed form, along with the completed *Nomination Form*, must be submitted to boardoffice@uoit.ca by **Monday, March 12 at 4 p.m.**
2. All original documents must be submitted to the Office of the University Secretary & General Counsel, DTA 344 (61 Charles St.) by **Friday, March 16 at noon**. If original copies are not received, the nomination will be considered ineligible.
3. Candidates are also required to submit a Candidate Statement for publication purposes. Candidate Statements are limited to 100 words and statements that exceed the limit will not be accepted. Candidate Statements must also be submitted to boardoffice@uoit.ca no later than **4:00pm on Monday**,

Personal information on this form is collected under the authority of the University of Ontario Institute of Technology Act, SO 2002, c 8, Sch O and will be collected, protected, used, disclosed and retained in compliance with Ontario's Freedom of Information and Protection of Privacy Act R.S.O. 1990, c. F.31. This information will be used to administer the elections process for governance positions at UOIT. Questions regarding the collection of your personal information may be directed to UOIT's Chief Privacy Officer, 2000 Simcoe Street North, Oshawa, ON L1H 7K4, 905.721.8668, ext. 6705, email: accessandprivacy@uoit.ca.

March 12 at 4 p.m. Nomination forms will be considered incomplete if the candidate statement is not received by the stated deadline.

Personal information on this form is collected under the authority of the University of Ontario Institute of Technology Act, SO 2002, c 8, Sch O and will be collected, protected, used, disclosed and retained in compliance with Ontario's Freedom of Information and Protection of Privacy Act R.S.O. 1990, c. F.31. This information will be used to administer the elections process for governance positions at UOIT. Questions regarding the collection of your personal information may be directed to UOIT's Chief Privacy Officer, 2000 Simcoe Street North, Oshawa, ON L1H 7K4, 905.721.8668, ext. 6705, email: accessandprivacy@uoit.ca.



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

PRESENTED BY: Cheryl Foy, University Secretary & General Counsel

PREPARED BY: Becky Dinwoodie, Assistant University Secretary

SUBJECT: By-laws Implementation Plan Update

COMMITTEE MANDATE:

In accordance with its Terms of Reference, GNHR is responsible for advising the Board of Governors on its governance structure and processes, which includes reviewing the UOIT By-laws and recommending revisions when appropriate.

Consistent with the committee’s mandate, in anticipation of the updated By-laws coming into effect on September 1, 2018, GNHR supported the attached By-laws Implementation Plan developed in February 2018.

BACKGROUND:

As part of the committee’s responsibilities, a By-law Review Working Group was established in May 2015. Pursuant to the recommendations of the Working Group, GNHR recommended the updated By-law No. 1 and new By-law No. 2 for approval by the Board at the meeting of October 26, 2017. The Board approved the By-laws as presented, to come into effect on September 1, 2018.

At the GNHR meeting in November 2017, the committee reviewed and endorsed the proposed 3-year Governance Plan for the Board. One of the 2018 governance priorities identified for both the Board and Academic Council was the implementation of the

updated By-laws. Accordingly, a By-law Implementation Plan was developed to guide the process.

UPDATE:

We have provided a status update for the relevant items in the Implementation Plan for the committee's review.

NEXT STEPS:

- we will continue to update GNHR on the progress of the By-laws Implementation Plan

SUPPORTING REFERENCE MATERIALS:

- By-laws Implementation Plan

BY-LAWS IMPLEMENTATION PLAN – BY-LAW No. 1

Article	Actions Required	Lead	Target Date	Status
Definitions - “Administrative Staff”	<ul style="list-style-type: none"> Review of policy instruments to update term “non-academic staff” to “administrative staff” 	Office of University Secretary & General Counsel (USGC)	2020	in progress
	<ul style="list-style-type: none"> Definition broadened to include part-time continuing employees Update Board Election Procedures, if required 	USGC	Fall 2018	amendments presented to GNHR – October 2018
3.3(c)	<ul style="list-style-type: none"> Reduce number of elected student governors from 2 to 1 – open to undergraduate & graduate students implement change in Spring 2018 election 	USGC	Spring 2018	COMPLETE
	<ul style="list-style-type: none"> Update Board Election Procedures, if required 	USGC	Fall 2018	n/a
4.2 – 4.6	<ul style="list-style-type: none"> Board “Conflict of Interest” provisions Include in governor orientation 	USGC	Fall 2018	scheduled October 4
6.11	<ul style="list-style-type: none"> Rules of Order changed to <i>Democratic Rules of Order</i> by Francis & Francis Distribute copies to the Board during orientation 	USGC	Fall 2018	scheduled November 29

BY-LAWS IMPLEMENTATION PLAN – BY-LAW No. 2

Academic Council – Immediate Priority	Lead	Target Date	Status
<ul style="list-style-type: none"> Discussion regarding establishment of a governance committee/working group of Academic Council (AC) 	Office of University Secretary & General Counsel (USGC)	Summer 2018	COMPLETE - TERMS OF REFERENCE APPROVED JUNE 2018
<ul style="list-style-type: none"> Solicit nominations for Academic Council's Governance & Nominations Committee (GNC) 	USGC	Summer 2018	in progress – calls sent out Aug & Sept

Article	Actions Required	Lead	Target Date	Status
1.1(a)(ii)	<ul style="list-style-type: none"> Develop procedure for selection of Vice-Chair for AC 	AC (GNC)	Summer 2018	on hold
1.1(a)(iii)	<ul style="list-style-type: none"> Develop procedure for selecting temporary Chair for AC 	AC (GNC)	Summer 2018	on hold
1.1(a)(iv)	<ul style="list-style-type: none"> Review of appointment process & committee appointment procedures to be completed together with the review of AC committees' terms of reference 	AC (GNC)	Fall 2019	
2.3	<ul style="list-style-type: none"> Increase in elected faculty & student membership of Academic Council Include additional positions in 2018 Spring Election 	USGC	Spring 2018	COMPLETE (held Spring & Fall elections)
2.4	<ul style="list-style-type: none"> Review & update Academic Council Election procedures 	USGC	Spring 2018	on hold
5.1	<ul style="list-style-type: none"> Develop procedure for selecting Academic Council liaison with the Board 	AC	Summer 2018	on hold

BY-LAWS IMPLEMENTATION PLAN - PARKING LOT

Issue	Actions Required	Lead	Target Date
AC Committees	<ul style="list-style-type: none"> Review Terms of Reference & appointment procedures 	GNC	Fall 2019
Faculty Councils (FC)	<ul style="list-style-type: none"> Review Terms of Reference 	GNC	Fall 2019
	<ul style="list-style-type: none"> Review meeting processes 	GNC	Winter 2020
	<ul style="list-style-type: none"> Review communication between FC & AC 	GNC	Winter 2020
Outdated Academic Council Handbook	<ul style="list-style-type: none"> Review & update Academic Council Handbook Consider eliminating Academic Council Handbook & replacing with Terms of Reference, Policies & Procedures 	AC/GNC	Spring 2020



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

FROM: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Review of GNHR Terms of Reference

COMMITTEE MANDATE:

- GNHR’s responsibilities under its Terms of Reference include providing advice to the Board on its governance structure and processes, and matters pertaining to the organization of the Board and its committees.
- As part of the committee’s mandate, it must conduct a periodic review of its Terms of Reference and recommend revisions to the Board when appropriate.
- We are seeking the committee’s feedback and recommendation of the proposed amendments to the GNHR Terms of Reference.

BACKGROUND/CONTEXT & RATIONALE:

- We reviewed GNHR's Terms of Reference in the context of the newly implemented By-laws, as well as any comments received since they were last updated in March 2016.

PROPOSED CHANGES:

Section 3

- (i) Removal of Vice-President, Human Resources and Services as member of GNHR - since members of the Senior Leadership Team will be providing support to Board committees as required and/or requested, it is no longer necessary to name a Vice-President as a member of the committee.
- (ii) Deletion of “The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.” - Article 7.4 of By-law No. 2 provides that the Board Chair and President “shall be members of all Board Committees,

whether standing, special or ad hoc.” Accordingly, it is no longer necessary to stipulate that they are invited to attend as voting members.

COMPLIANCE WITH POLICY/LEGISLATION:

- this is compliant with the Act and By-laws

NEXT STEPS:

1. If GNHR supports the proposed amendments to the GNHR Terms of Reference, the amended Terms of Reference will be presented to the Board for approval on November 29, 2018.

MOTION:

The Governance, Nominations and Human Resources Committee (GNHR) hereby recommends the proposed amendments to the GNHR Terms of Reference, as presented, for approval by the Board of Governors.

SUPPORTING REFERENCE MATERIALS:

- blacklined version of GNHR Terms of Reference

BOARD OF GOVERNORS
Governance, Nominations and
Human Resources Committee

1. TERMS OF REFERENCE

The Governance, Nominations and Human Resources Committee is a standing committee of the UOIT Board of Governors and is responsible for providing advice to the Board on its governance structure and processes, the nomination and election of new members and board performance, and matters concerning the university's human resources policies, strategies and plans.

The Governance, Nominations and Human Resources Committee is empowered with decision-making authority on behalf of the Board of Governors with respect to the setting of human resources policies, compensation plans and collective bargaining mandates.

The Committee shall also consider such other matters that are delegated to the Committee by the UOIT Board of Governors.

Specifically, the Governance, Nominations and Human Resources Committee shall have the following responsibilities:

i) Governance

- Advising the Board on matters pertaining to the organization of the Board of Governors and its committees and the Board's relationship with other bodies at the university as established in the UOIT Act and By-Laws
- Periodically reviewing the UOIT By-Laws and other policies of the Board and its committees, and relevant university policies, making recommendations to the relevant governing body or administrative department for development and revision when appropriate

ii) Nominations

- Overseeing the process of recruiting, selecting and electing new governors and recommending their appointment to the Board, in accordance with the UOIT Act and By-laws. In doing so, the Committee shall strive to achieve a balance of skills, expertise and knowledge among its membership, while reflecting the demographic and cultural diversity of the communities served by the university
- Overseeing the development of programs for the orientation and ongoing education of governors on university operations, matters affecting the post-secondary education sector, and good governance practices
- Developing, implementing and monitoring procedures for assessing the effectiveness of the Board and its committees
- Overseeing the nomination and election of a Chair and Vice-Chair from among the external governors of the Board

- Assessing the leadership needs of the Board, and in consultation with committee chairs, recommend chair and individual member assignments for each of the standing committees

iii) **Human Resources**

- Establishing collective bargaining mandates for the university's representatives engaged in negotiation of collective agreements with certified bargaining agents representing persons employed at the university
- Establishing human resources policies that govern terms and conditions of employment of university staff and faculty
- Establishing changes to the compensation of university staff and faculty not represented by a bargaining agent.

2. MEETINGS

The Committee shall meet at least four (4) times per year. In accordance with the UOIT Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

3. MEMBERSHIP

The Committee shall be composed of:

- Between three (3) and seven (7) external governors
- ~~Vice-President, Human Resources and Services (non-voting)~~

~~The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.~~

Commented [BD1]: Article 7.4 of By-law No. 1 provides Chair & President are members of all committees so this is unnecessary

4. QUORUM

Quorum requires that half of the Committee members entitled to vote be present.



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Governance, Nominations and Human Resources Committee

DATE: October 11, 2018

FROM: Doug Allingham, Chair of Presidential Transition Committee

PREPARED BY: Becky Dinwoodie, Assistant University Secretary

SUBJECT: Presidential Transition Committee – Update

COMMITTEE/BOARD MANDATE:

In accordance with section 9(1)(i) of the *UOIT Act*, the Board has the authority to appoint committees and assign or delegate to them such duties and responsibilities as may be provided in the by-laws.

Article 9.8 of By-law No. 1 provides that the Board may constitute special or ad hoc committees, being committees appointed for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not governors, provided that the chair of the committee is a governor.

Pursuant to these provisions, the Board of Governors approved the Terms of Reference for a Presidential Transition Committee (PTC) in January 2018 in preparation for the arrival of the next President on March 1, 2018.

BACKGROUND/CONTEXT & RATIONALE:

The Board recognizes how essential it is to create the necessary conditions for a successful transition of a new president. In recent years, a lot of attention has been focused on early departures of new university presidents in Canada. Accordingly, presidential transition has been a topic of discussion at many recent conferences. A

common theme of these sessions is the need for institutions to develop a presidential transition plan.

To assist the Board with the development and oversight of a presidential transition plan, the Board established the PTC. The PTC includes a representative from key stakeholder groups in order to provide advice and facilitate the president's introduction to his/her respective constituency.

Presidential Transition Committee

Following an expression of interest process, the PTC members were appointed by the Board on February 23, 2018.

The members of the PTC are:

- Doug Allingham (Chair)
- Reem Ali
- Catherine Davidson
- Becky Dinwoodie
- Shilpa Dogra
- Francis Garwe
- Doug Holdway
- Trish Jennett
- Sue McGovern
- Cathy Pitcher

The PTC had its first meeting on March 12, where the committee was presented with an overview of the planned transition activities for the President, including his first few weeks and first 100 days. The committee also had a brainstorming session with respect to raising the profile of the university within the community and ideas for engaging the community. This initial meeting was tremendously successful in developing a plan for introducing the President to the UOIT community and providing him with opportunities to engage with the various constituencies.

The next meeting of the PTC was on May 14. The committee received updates on the President's activities during his first two months at the university, the communications plan, and President's Installation. The PTC also reviewed the President's planned events for the summer months.

The committee shared their positive feedback from the community. The general consensus was that the transition is going very well. While encouraged with the community's reception of the President, the PTC emphasized the importance of the President maintaining engagement with the community beyond his first year.

Given the planned activities and positive buzz on campus regarding the President, the PTC was uncertain of the committee's role going forward.

RECOMMENDATION:

As an ad hoc committee of the Board, it is recommended that this be the final report of the PTC and that the committee be dissolved as of the date of receipt by the Board.

SUPPORTING REFERENCE MATERIALS:

- PTC Terms of Reference

BOARD OF GOVERNORS Presidential Transition Committee

The Presidential Transition Committee (“the Committee”) is established by the Board of Governors of the University effective February 1, 2018, on the authority provided to it by Section 9(1)(d) of the *University of Ontario Institute of Technology Act*.

1. TERMS OF REFERENCE

The Committee has been constituted by the Board of Governors to assist the Board with ensuring a successful orientation and transition of the next President and Vice-Chancellor of the university. The Committee is responsible for developing, overseeing, and implementing a presidential transition plan to commence prior to the president’s arrival until one year after the incoming president’s start date.

The Committee’s responsibilities include:

- developing, overseeing, and implementing a transition plan designed to assist the next president with building key relationships, learning the university’s culture, and getting acquainted with the community-at-large;
- identifying desired outcomes & activities to accomplish the Committee’s goals;
- regularly updating the Board of Governors (through the Committee Chair) on the progress of the transition; and
- monitoring community response to the transition & reporting feedback to the Board and incoming president.

The Committee will support the incoming president by:

- providing appropriate information & advice;
- assisting with building, maintaining & enhancing key relationships; and
- co-ordinating appropriate activities during the transition & first year of the president’s term.

2. MEMBERSHIP

The Executive Committee of the Board will select individuals who are best positioned to facilitate the information, relationships, and activities that will contribute to a successful presidential orientation and transition. The Committee should be comprised of individuals who can connect the incoming president with their respective stakeholder groups and/or have knowledge or expertise that would be particularly helpful to the president during the transition.

Accordingly, the Committee shall be composed of:

- two external governors (ideally Board Chair/Vice-Chair & member of CRP) (Chair/Vice-Chair to serve as Committee Chair) – *require at least one governor who has served on the Board for several years & can provide guidance to president – must inspire respect from the Committee*
- one member of Senior Leadership Team
- one member of Senior Academic Committee
- one faculty member (consider Board/Academic Council member)
- one student member (consider Board/Academic Council member)
- one staff member (consider Board/Academic Council member)
- one Communications Team member
- Assistant to the President
- University Secretary/Assistant University Secretary

The Board reserves the option to add members to ensure diverse perspectives are included.

3. EXPRESSIONS OF INTEREST & SELECTION

The Executive Committee will solicit expressions of interest from the relevant constituencies.

All expressions of interest will be in brief letter form and will address the following:

- a) the applicant's ability to commit the necessary time to regularly and consistently attend the Committee meetings and perform work as required between meetings;
- b) the applicant's reason for applying;
- c) the applicant's ability to connect the incoming president with the stakeholder group represented by the applicant.

4. GOALS

The Committee's goals include:

- introducing the incoming president to the community (internal and external) in manner suited to the incoming president's personality;
- recommending the development of appropriate briefing material;
- raising the profile of the university within the community & the post-secondary sector;
- establishing the incoming president as a visible & actively engaged participant in the UOIT community and education sector; and

- ensuring the university community is meaningfully engaged in the presidential transition.

5. WORKING GROUPS

The Board will ensure that the Committee has the necessary resources and support in order to fulfill its mandate. It is expected that implementation of the transition plan will require smaller working groups with respect to specific topics or events. Examples of potential working groups are:

- Communications
- Student Engagement
- Faculty Engagement
- Community Engagement (business, non-profit, arts)
- Indigenous Community Engagement
- Alumni & Donor Engagement
- Government Relations
- President's Installation



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

FROM: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Orientation Plan 2018-2019

COMMITTEE MANDATE:

GNHR is responsible for overseeing the development of programs for the orientation and ongoing education of governors on university operations, matters affecting post-secondary education sector, and good governance practices.

In accordance with the committee’s mandate, the 2018-2019 Orientation/Board Education Work Plan (“Education Plan”) is coming forward for review and discussion.

BACKGROUND/CONTEXT:

In anticipation of the larger than usual number of new governors, a more detailed Education Plan was developed for 2018-2019. The Education Plan was developed incorporating as many sessions as possible into the existing Board meeting schedule, as well as holding introductory orientation sessions before the first committee meeting to ensure the new members had the appropriate background before attending their first meeting.

CONSULTATION:

The Education Plan was developed in consultation with President and the senior leadership team. A draft of the plan was also circulated to the committee in advance of the conference call on September 11, 2018.

Taking into consideration the feedback of the Board during the Orientation Session held on October 4, we will also be incorporating sessions with individual members of the senior leadership team.

NEXT STEPS:

The work plan will be used as a guide to develop the Board educational sessions for 2018-2019.

SUPPORTING REFERENCE MATERIALS:

- Draft GNHR Work Plan 2018-2019

ORIENTATION/BOARD EDUCATION WORK PLAN 2018-2019

Date	Suggested Topic	Lead
September 25	<ul style="list-style-type: none"> • Joint orientation session for Board & Academic Council <ul style="list-style-type: none"> ○ President's welcome & introductory remarks ○ Introduction to University's governing legislation with focus on new By-laws ○ Bicameral Governance – strategic role & support for university vision 	Cheryl & Becky
October 4	<ul style="list-style-type: none"> • Orientation session for new Board members <ul style="list-style-type: none"> ○ President's welcome & introductory remarks ○ University Governance 101 ○ Free Speech & Academic Freedom ○ Followed by welcome reception 	Cheryl & Bob
October 11	<ul style="list-style-type: none"> • GNHR New Member Orientation <ul style="list-style-type: none"> ○ Orientation session prior to first GNHR meeting ○ Committee mandate & work plan ○ Key issues facing GNHR 	GNHR Chair & Steven & Cheryl & Bob
November 1	<ul style="list-style-type: none"> • S&P New Member Orientation <ul style="list-style-type: none"> ○ Orientation session prior to first S&P meeting ○ Committee mandate & work plan ○ Key issues facing S&P 	
November 19	<ul style="list-style-type: none"> • Investment & A&F New Member Orientation <ul style="list-style-type: none"> ○ Orientation session prior to first Investment & A&F meetings ○ Committee mandate & work plan ○ Key issues facing Investment & A&F 	Investment/ A&F Chair & Steven & Craig & Cheryl
November 29 (morning before Board meeting)	<ul style="list-style-type: none"> • Fall Board Retreat (Sector and Strategy Orientation) <ul style="list-style-type: none"> ○ Trends in lifelong learning, technology, higher education & UOIT's responsive strategy (technology, entrepreneurship, experiential learning): <ul style="list-style-type: none"> ▪ What are the trends that are driving strategy? ▪ How is the strategy addressing the trends? 	Steven & Cheryl

	<ul style="list-style-type: none"> ○ Strategic questions for discussion – societal questions: talent management & professional development will lead to a more competitive Canada? ○ Need to identify areas that Board can provide direction and feedback (tie into Spring 2018 Retreat – continue conversation) 	
February 28	<ul style="list-style-type: none"> ● PD Session Prior to Board meeting <ul style="list-style-type: none"> ○ University Funding 101 	Brad
April 24 - 25	<ul style="list-style-type: none"> ● Board meeting & Retreat (to be held offsite) <ul style="list-style-type: none"> ○ Strategic retreat topic to be determined by S&P and President 	S&P Chair & Steven

***additional sessions with individual members of the Senior Leadership Team will be added throughout the year**

DRAFT



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

PRESENTED BY: Jamie Bruno, AVP, Human Resources

SLT LEAD: Robert Bailey, Interim Provost and VP, Academic

SUBJECT: Policy Review Update: Policy Against Violence, Harassment and Discrimination in the Workplace

BACKGROUND/CONTEXT & RATIONALE:

- The Policy Against Violence, Harassment and Discrimination in the Workplace was approved in December 2016, last reviewed in May 2017, and due for most recent review as of May 2018.
- The first step of the most recent review involved an internal analysis by the Human Resources department, which commenced this summer.
- Upon conclusion of this review, the findings from Human Resources include:
 - During calendar year 2018, no incidents of workplace violence were submitted to either the Human Resources department or the Director, Human Resources.
 - Formal complaints filed, submitted or received in accordance with the policy have been attended to appropriately, and the provisions governing accountabilities and actions expected of the employer (i.e. information sharing, communication, investigation and responses) to formal complaints continue to demonstrate a responsible and effective mechanism to manage such sensitive and confidential matters.

- Notwithstanding the above, it is recommended that the following sections be revised to replace “Director, Human Resources” with “AVP, Human Resources”:

- Section 38 (c) details the roles and responsibilities of employees, including:

Employees are encouraged to report incidents of Workplace Violence, Harassment and Discrimination by communicating such incidents to their supervisor. If the Employee's supervisor is involved in the incidents at issue, the information should be reported directly to the administrator who the Employee's supervisor reports to, or directly to the Director, Human Resources [\[Link to Human Resources\]](#). If the Employee's supervisor is involved in the incidents at issue, and that supervisor is a member of Human Resources, then the information should be reported to UOIT General Counsel.

- Section 39(e) details the accountabilities of “Persons of Authority”, including:

Persons of Authority are responsible for supporting UOIT in its duty to recognize, assess and address Workplace Violence, Harassment and/or Discrimination. For example, Persons of Authority should intervene promptly when they become aware of Workplace Violence, Harassment and/or Discrimination, and should seek assistance from the Director, Human Resources [\[Link to Human Resources\]](#), unless a member of Human Resources is directly involved in the incidents at issue, in which case assistance should be sought from UOIT General Counsel.

- Section 45 of the corresponding Procedures details the direct contact within Human Resources of all Workplace Violence incident reports:

Anyone who witnesses an incident of Workplace Violence should also promptly report it to the Office of Campus Safety. Employees who witness an incident of Workplace Violence must complete a Workplace Violence incident report form as soon as possible. If several Employees are involved in or witness the incident, each Employee must file a separate report with the Office of Campus Safety. The Office of Campus Safety will immediately forward a copy of all Workplace Violence incident reports to the Director of Human Resources, when there is a situation that presents a threat of further Workplace Violence to Employees, volunteers or visitors.

- Pursuant to the policy, the management group in Student Life is reviewing the policy, and the internal findings and recommendations contained herein will be shared with the Joint Health and Safety Committee (JHSC).

IMPLICATIONS:

- The approval of the policy review will allow the University to continue to support staff in a responsible and responsive manner when managing a complaint under the policy.

- The recommended substitution from Director, HR to AVP, HR ensures a greater level of experience and knowledge will be applied to those seeking assistance from, or providing information to, the Human Resources department.

NEXT STEPS:

- Following the conclusion of consultation and feedback from both Student Life and the JHSC, final review will be completed and shared with GNHR at the November committee meeting.



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

FROM: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Review of Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors

COMMITTEE MANDATE:

- one of GNHR’s responsibilities under its Terms of Reference is to periodically review the policies of the Board and its committees and making recommendations to the relevant governing body or administrative department for development and revision when appropriate
- in accordance with the Procedures for the Development, Approval and Review of Policy Instruments, policy instruments will be reviewed at least once every three years
- the Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors (“Election Procedures”) were scheduled for review in June 2018
- the review was postponed until the work of the Faculty Governors Working Group (FGWG) was completed during the summer of 2018
- we are seeking the committee’s feedback on the proposed amendments to the Election Procedures

BACKGROUND/CONTEXT & RATIONALE:

- we conducted a review of the Election Procedures in the context of the recent implementation of the new By-laws, as well as the recommendations of the FGWG

- no amendments to the Election Procedures were required as a result of the FGWG's recommendations, as the Teaching Staff eligibility requirements are set out in the Board of Governors Recruitment, Appointment and Leadership Policy
- we updated the language in the Election Procedures to reflect the updated terminology in the By-laws
- we also made some editorial changes to simplify the language in the Election Procedures

Section 7.2 - Process for Resolving a Tie

- the Election Procedures currently provide that a tie will be resolved by the Chief Electoral Officer (CEO) conducting a coin toss in the presence of the candidates in question, under the observation of two impartial witnesses
- in September 2017, the election for one of positions on the university's Academic Council committees resulted in a three-way tie
- this made for a cumbersome process involving determining which candidates would face off first in the coin toss
- it was also a time consuming process, as the coin tosses had to take place in the presence of all three candidates and two witnesses
- in order to avoid such a scenario going forward, we are recommending using the following process in the event of a tie:
 - ...the CEO will determine the successful candidate by writing each candidate's name on a separate piece of paper. The papers will be folded and put in box. The box will be shaken and the CEO will withdraw one (1) of the folded pieces of paper. The candidate whose name is on the selected piece of paper is the winner. This process will be conducted in the presence of two independent witnesses.

COMPLIANCE WITH POLICY/LEGISLATION:

- this is compliant with the Act and By-laws

NEXT STEPS:

1. if GNHR supports the proposed amendments to the Election Procedures, the amended documents will be posted online for community consultation
2. Community feedback will be considered and incorporated, where appropriate.
3. The policy documents will be presented at the GNHR meeting on January 17, 2019 for recommendation and to the Board on February 28, 2019 for approval.

SUPPORTING REFERENCE MATERIALS:

- blacklined version of Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors

Classification	BRD 1000.01
Parent Policy	Board of Governors Recruitment, Appointment and Leadership Policy
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Approval Date	June 25, 2015
Review Date	June 2018
Supersedes	N/A

BOARD OF GOVERNORS PROCEDURES FOR THE ELECTION OF ADMINISTRATIVE STAFF, STUDENT, AND FACULTY/TEACHING STAFF, NON-ACADEMIC STAFF AND STUDENT GOVERNORS

PURPOSE

1. The purpose of these procedures is to outline the general rules and guidelines that will govern the conduct of elections for Elected Governor positions on the UOIT Board of Governors.

DEFINITIONS

2. For the purposes of these procedures the following definitions apply:

“Campaigning” means any attempt to influence voters or solicit votes with respect to any candidate during the election process.

“Campaign Period” means the designated timeframe during which candidates may campaign.

“Chief Electoral Officer (CEO)” means the University Secretary or designate who is responsible for the conduct of the elections within the established policies and procedures, as amended.

“Elected Governors” means the members of the Board who are elected from within their relevant constituencies within the University. This includes Faculty, Non-Academic Administrative Staff, and Student, and Teaching Staff Governors.

“Election Conduct Warning” means a notice in writing made to a candidate of a violation of election procedures.

“Nomination Period” means the designated timeframe during which candidates may submit nomination materials to be considered as a candidate in the election.

“Student Governor” means a member of the Board who is elected by and from within the student population of the University.

“Voting Period” means the designated timeframe during which online voting will occur.

PROCEDURES

3. General

- 3.1. In accordance with the Board of Governors Recruitment, Appointment and Leadership Policy, the Governance, Nominations and Human Resources Committee (GNHR), or its successor Committee, will have overall responsibility and authority for elections to the Board of Governors.

- 3.2.** The Chief Electoral Officer (CEO) shall have the following responsibilities in the conduct of the Board of Governors elections:
- a) Recommending the timelines for Board elections to GNHR;
 - b) Updating of the Board of Governors elections website;
 - c) Disseminating information about the elections to relevant constituency groups;
 - d) Providing nomination forms and instructions on the conduct of the Board elections;
 - e) Convening a mandatory information session for all student candidates prior to the start of the Campaign Period;~~;~~
 - f) Verifying the eligibility of all nominees for the Board elections;
 - g) Establishing campaign expense guidelines as required;~~;~~
 - h) ~~Providing interpretation of~~Interpreting the election procedures;~~;~~
 - i) Investigating and reporting to GNHR any irregularities and /or infractions of ~~campaigning or voting~~the election procedures and ~~the recommendation of~~recommending sanctions;
 - j) Verifying the results of online voting and reporting election results to GNHR and the Board of Governors for confirmation; and~~;~~
 - k) ~~Making recommendations~~Recommending to GNHR ~~on the updating~~updates and /or revisions ~~of~~to Board election policy and procedures.
- 3.3.** Email communication regarding Board of Governors elections will be to official UOIT addresses only (@uoit.ca or @uoit.net).

4. Nomination

- 4.1.** Individuals who wish to stand for election must fill out the required nomination forms and provide all other relevant information requested by the CEO. Nomination materials must be submitted according to the specified process and deadlines. Incomplete nomination materials or nomination materials submitted after the deadline will not be accepted.
- 4.2.** Candidate eligibility is determined in accordance with the Board of Governors Recruitment, Appointment and Leadership Policy, as amended.
- 4.3.** Nominations require a minimum of five (5) signatures from nominators who are deemed eligible from within the relevant constituency group of the nominee. Nominees are not eligible to sign their own nomination forms.
- 4.4.** The CEO is responsible for determining that all criteria for eligibility for both nominees and nominators has been met.
- 4.5.** Nominees will receive notification of their eligibility status by the CEO. Only nominees who have received confirmation of eligibility will be allowed to stand for election and campaign.

- 4.6. Nominees for Student Governor are required to attend a candidates' information session at a time and place to be determined by the CEO.
- 4.7. When the Nomination Period has closed, if the number of candidates nominated is equal or less than the Board positions available in a particular constituency, the candidates shall be acclaimed.
- 4.8. A nominee may withdraw their nomination by submitting a signed statement to the CEO any time before the close of nominations and at any time thereafter up to two business days following the close of nominations.

5. Campaigning

- 5.1. If a candidate chooses to Campaign, he/she will only do so during the Campaign Period.
- 5.2. All candidates shall conduct themselves and their activities in a manner which is considered reasonable, respectful, ethical, and fair.
- 5.3. Candidates are responsible for ensuring that all aspects of their campaign are in compliance with UOIT policies and all applicable municipal, provincial and federal laws.
- 5.4. No candidate may campaign or allow campaigning on their behalf that is in violation of the election procedures.
 - a) Candidates are personally responsible and accountable for those individuals acting on their behalf.
 - b) Candidates who are aware of unauthorized campaigning on their behalf must report the issue to the CEO.
- 5.5. No candidate is allowed to interfere or condone interference with another candidate's campaign including but not limited to, communication of any misinformation about another candidate, misuse of social media, and/or the destruction, defacing, moving or removal of physical campaign materials.
- 5.6. Candidates are required to check their UOIT email at least once every 24 hours during the Campaign Period for information from the CEO relating to the election. Candidates will be deemed to be notified and responsible for all information 24 hours after it was sent.
- 5.7. Candidate names and personal statements will be posted to the Board of Governors election website at the beginning of the Campaign Period.
- 5.8. Candidates are not entitled to use in their campaign any service or resource that is accessible by virtue of their employment at the University and/or position within a campus group or organization. This includes but is not limited to office supplies, equipment, technology, support staff, and distribution lists.
- 5.9. All expenses incurred during the course of the election campaign are the responsibility of the candidate.
- 5.10. All campaign information must include:
 - a) Name of the candidate;
 - b) Position for which the candidate is campaigning;

- c) The address of the official Board of Governors election website;
 - d) An accurate English translation of any information in other languages;
 - e) A reminder to vote during the Voting Period.
- 5.11.** Campaign information may not include the UOIT logo.
- 5.12.** Candidates must represent themselves accurately in all campaign information about their accomplishments, certifications, academic credentials, positions held and any other statements intended to influence voters.
- 5.13.** Campaigning may not interfere in any way with the normal orderly function of the University. Campaigning is not allowed during classes even with the permission of the course instructor.
- 5.14.** Campaigning may only be done on-campus and in an open, public space (e.g. hallways, atriums) and is prohibited in the following areas:
- a) All University administrative, academic and service offices;
 - b) All instructional areas including classrooms, lecture theatres, seminar rooms, labs, meeting rooms and board rooms;
 - c) Libraries, prayer rooms, designated study areas, the Health Centre, the Flex Centre and change-rooms, bathrooms, cafeterias and food service outlets;
 - d) Student residences; and
 - e) Other locations as determined by the CEO.
- 5.15.** Campaigning at University events is strictly prohibited.
- 5.16.** Candidates are allowed the use of paper posters and handbills for campaign purposes. No other physical campaign materials are permitted.
- 5.16.1.** Posters may be no larger than eleven inches by seventeen inches (11"x17") and handbills may be no larger than eight and a half inches by eleven inches (8.5" x 11"). Campaign materials do not need to be approved by the CEO in advance of distribution.
- 5.16.2.** Candidates are limited to a maximum of twenty-five (25) posters on each of the North or Downtown locations. There is no limit to the number of handbills that may be distributed.
- 5.16.3.** Posting of any kind on any glass surface, on bulletin boards that are designated for specific departments/purposes, in stairwells, in the bathrooms or outside of buildings is prohibited.
- 5.16.4.** Posters can only be affixed to surfaces by using wall putty such as fun tack or sticky tack. Tape of any kind is prohibited.
- 5.16.5.** All campaign materials must be removed and disposed of within 48 hours following the close of the Voting Period.
- 5.17.** Candidates are allowed use of any freely accessed internet site or social media platform for campaigning purposes.

- 5.17.1.** Candidates who use social media to campaign for elections must create a new account for the elections such that all candidates will start the campaign with zero followers. Only one new account on each chosen platform may be created by each candidate.
- 5.17.2.** Candidate's personal social media accounts may not be used for election purposes.
- 5.17.3.** Candidates are not allowed to utilize any official UOIT social media accounts.
- 5.17.4.** Communication using social media or posted online must comply with the campaign information requirements outlined in these procedures.
- 5.17.5.** All online content and social media use must be public. Candidates must share any social media account/group names, addresses or handles, and links to websites or internet pages with the CEO within 24 hours of being created. All candidates choosing to use social media must provide access (i.e. add, invite, friend, be followed by) to the administrative account provided by the CEO.
- 5.17.6.** Where applicable to the platform all social media communication must include the hashtag provided by the CEO.
- 5.17.7.** Candidates may not publish, broadcast, tweet, retweet, post, pin, "tag" or communicate any information related to opposing candidates.
- 5.17.8.** All online posting and social media activity must cease at the beginning of the Voting Period and all online accounts must be deactivated within twenty-four (24) hours after the close of the Voting Period.

6. Voting

- 6.1.** Voting for Board of Governors elections will be conducted online.
- 6.2.** The Voting Period will be forty-eight (48) hours in duration.
- 6.3.** No minimum voter turnout is required to validate an election. Eligible voters are entitled to vote once for each position within their respective constituency.
- 6.4.** The CEO and administrative staff of the University Secretariat are ineligible to vote.
- 6.5.** In order to respect the integrity of the election process voters are entitled to cast their ballots in secret. Candidates or those acting on behalf of a candidate are prohibited from:
 - a)** Establishing polling stations;
 - b)** Providing a personal computer or any other personal electronic device for the purpose of voting;
 - c)** Assisting voters in casting of their vote;
 - d)** Observing voters as they vote;
 - e)** Interfering with the voting process;
 - f)** Casting a ballot other than one's own;
 - g)** Conducting exit polls.

- 6.6. Notification of the Voting Period and voting process will be communicated by email to relevant constituencies and posted to the Board of Governors elections website.

7. Election Results

- 7.1. Depending on the number of vacancies in each constituency group, the candidate(s) with the highest number of votes in the election will be deemed the successful candidate(s).
- 7.2. In the event of a tie, the CEO ~~shall will~~ determine the successful candidate by ~~means of writing each candidate's name on a separate piece of paper. The papers will be folded and put in box. The box will be shaken and the CEO will withdraw one (1) of the folded pieces of paper. The candidate whose name is on the selected piece of paper is the winner. conducting a coin toss in the presence of the candidates in question. This process will be conducted in the~~ under the observation of presence of two impartial independent witnesses.
- 7.3. In the event that a successful candidate is disqualified as a result of misconduct in the election process the candidate with the next highest number of votes will be deemed the successful candidate.
- 7.4. Election results will be certified and communicated by the CEO. Election results may be withheld at the discretion of the CEO pending the outcome of any investigations into allegations of election misconduct.

8. Violations of the Election Procedures

- 8.1. Allegations of violation of the election procedures must be submitted to the CEO in writing ~~and signed~~. Complaints submitted anonymously will not be investigated.
- 8.2. Allegations of violations of the election procedures must be made within one (1) business day of the alleged infraction. Complaints may be made up to one (1) business day following the end of the Voting Period.
- 8.3. Alleged violations of election procedures will be investigated by the CEO:
- a) The CEO shall inform the respective candidate of the allegations in writing, along with details of the violation that has been alleged to have occurred. The identity of complainants will be kept confidential.
 - b) Candidates will be given one (1) business day to comment upon the allegations being made.

9. Penalties

- 9.1. Where a violation of the elections procedures is deemed to have occurred, the CEO will implement penalties on a case by case basis, depending on the severity of the infraction.
- 9.2. If a candidate is found to have committed a violation of the election procedures, one or more of the following penalties may be imposed:
- a) Election Conduct Warning;
 - b) Public correction and/or apology for false statements in campaign information;
 - c) Penalties under the Student Conduct Policy;

- d) Disqualification of the candidate from the Board elections; or
- e) Such other penalties as the CEO may consider to be reasonable and appropriate to the circumstances.

9.3. The following conduct will result in immediate disqualification of a candidate from the elections:

- a) Failure to maintain the requirements for eligibility as outlined in the Board of Governors Recruitment, Appointment and Leadership Policy.
- b) Violation of any procedure related to the online voting process.
- c) Violation of an Election Conduct Warning from the CEO.
- d) Any subsequent violation under these procedures whether or not an Election Conduct Warning has been issued in respect of such subsequent violation.
- e) Failure to report to the CEO a violation of the election procedures by individuals acting on their behalf where the candidate ought reasonably to have known the conduct occurred.
- f) Failure to cooperate with the CEO in the investigation of an allegation of election misconduct.
- g) Any misrepresentation or misinformation communicated regarding an opposing candidate.
- h) Any other violation found by the CEO to be a serious violation of these procedures or electoral guidelines.

10. Appeals

10.1. Appeals related to the decision of the CEO may be made in writing to the Chair of GNHR.

10.2. Appeals must be made within one (1) business day of the receipt of the CEO decision and must contain:

- a) The specific decision being appealed;
- b) Written documentation of the reason(s) for the appeal; and
- c) A summary of the evidence in support of grounds for appeal.

10.3. If an appeal is submitted while the election is still underway, GNHR will render a decision on the appeal within 24 hours, or as soon as practicable.

10.4. If a candidate is appealing disqualification from the election, the candidate will be allowed to continue their campaign until the outcome of the appeal is determined.

10.5. Decisions of GNHR are binding.

11. Election Recall

11.1. Where the CEO has determined that significant irregularities or violations of election procedures have occurred, a recommendation may be made to GNHR for the election results to be overturned and a new election held.

RELEVANT LEGISLATION

- 12.** University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O
By-Laws ~~Number 1~~ of the University of Ontario Institute of Technology

RELATED POLICIES, PROCEDURES & DOCUMENTS

- 13.** Board of Governors Recruitment, Appointment and Leadership Policy



COMMITTEE REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

FROM: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Review of Board of Governors Meeting Policy

COMMITTEE MANDATE:

- One of GNHR’s responsibilities under its Terms of Reference is to periodically review the policies of the Board and its committees and making recommendations to the relevant governing body or administrative department for development and revision when appropriate.
- In accordance with the Procedures for the Development, Approval and Review of Policy Instruments, policy instruments will be reviewed at least once every three years.
- The Board of Governors Meeting Policy (“Meeting Policy”) was approved in June 2015 and underwent a preliminary review in September 2015 – it is due for review now.

BACKGROUND/CONTEXT & RATIONALE:

- We reviewed the Meeting Policy in the context of the newly implemented By-laws, as well as any comments received since it was last reviewed in September 2015.
- The key considerations taken into account when developing the Meeting Policy were:
 - balancing the requirement for public meetings with the need for confidentiality related to specific issues;
 - compliance with the *UOIT Act* and By-law;
 - incorporating the regular use of closed meetings as a governance tool and part of good practice; and

- defining confidentiality and setting out the types of meetings based on the material to be discussed and who should be in attendance.
- As set out in the Meeting Policy, the Board and its committees are regularly holding public, non-public and *in camera* sessions.
- The Board and its committees, with the support of the President, have combined their public and non-public are posting the agendas for its public and non-public sessions online.
- Based on the foregoing, we do not have any proposed changes at this time.

NEXT STEPS:

1. Feedback of the committee will be incorporated, as required, and the Meeting Policy will be posted online for community consultation.
2. Community feedback will be considered and incorporated, where appropriate.
3. If amendments are required, the policy document will be presented at the GNHR meeting on January 17, 2019 for recommendation and to the Board on February 28, 2019 for approval.

SUPPORTING REFERENCE MATERIALS:

- Board of Governors Meeting Policy



Classification	BRD 1001
Framework Category	Board
Approving Authority	Board of Governors
Policy Owner	University Secretary
Approval Date	June 25, 2015
Review Date	September 2015
Supersedes	N/A

BOARD OF GOVERNORS MEETING POLICY

PURPOSE

1. The purpose of this Policy is to promote the effective organization and administration of meetings of the University of Ontario Institute of Technology Board of Governors and its Committees.

DEFINITIONS

2. For the purposes of this Policy the following definitions apply:

“Non-Public” means a Meeting that includes all members of the Board of Governors and those individuals invited by the Board to attend.

“Closed” means to move or hold a Meeting, or portion of a Meeting, to Non-Public or *In Camera*.

“Confidential” means information that, if broadly disseminated, would harm the organization, compromise strategic plans, disclose personal information or impact on competitive advantage.

“In Camera” means moving a Meeting, or portion of a Meeting, that includes only members of the Board of Governors.

“Meeting” means any gathering that:

- Includes the full membership, or quorum, of the Board, Executive or standing committee of the Board; and
- Is intended to discuss and/or materially advance the business or decision-making of the Board or a Committee of the Board.

“Public” means a Meeting open to all individuals, both internal and external to the University, in accordance with University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O.

SCOPE AND AUTHORITY

3. This Policy applies to all meetings of the Board of Governors and the standing Committees of the Board.
4. The University Secretary, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy.

POLICY

The Board is committed to conducting meetings in a manner that is open and transparent, while at the same time balancing its responsibility and accountability for effective deliberation and decision-making.

5. Meetings of the Board

- 5.1. Meetings of the Board will be Public in accordance with the UOIT Act unless the Meeting, or a part thereof, may be Closed as specified in the UOIT Act and By-Laws.
- 5.2. The Board will conduct three types of Meetings as part of the regular administration of the Board and its Committees:
 - Public
 - Non-Public
 - *In Camera*

6. Closed Meetings

There are circumstances where the Board Chair may Close a Meeting or portion thereof. In accordance with the UOIT Act and By-Law, the following topics of discussion will normally take place in a Closed Meeting:

6.1. Personal

- Matters pertaining to identifiable individuals or personal information that is subject to the *Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. F.31 (FIPPA)*.

6.2. Confidential

- Litigation, potential litigation or information that is subject to legal privilege;
- Labour relations;
- Contractual matters including contracts under negotiation or which have not yet been executed;
- Matters which are deemed Confidential by the Board and/or its Executive;
- Board self-governance, evaluation and management;
- Meetings held for the purpose of education or training.

7. Meeting Procedures

- 7.1. Meetings of the Board and its Committees will be held in accordance with the Board of Governors Meeting Procedures.

MONITORING AND REVIEW

8. This Policy will be reviewed as necessary and at least every three years. The Governance, Nomination, and Human Resources Committee, or successor thereof, is responsible to monitor and review this Policy.

RELEVANT LEGISLATION

9. University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O
By-Law Number 1 of the University of Ontario Institute of Technology Legislation
Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. F.31

RELATED POLICIES, PROCEDURES & DOCUMENTS

10. Board of Governors Meeting Procedures



COMMITTEE/BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Governance, Nominations & Human Resources Committee (GNHR)

DATE: October 11, 2018

PRESENTED BY: Jamie Bruno, AVP, Human Resources

SLT LEAD: Craig Elliot, Chief Financial Officer

**SUBJECT: UOIT Defined Contribution Pension Plan (UOIT DCP)
 Statement of Investment Policies and Procedures (SIPP)**

COMMITTEE/BOARD MANDATE:

As part of GNHR’s oversight of the university’s human resources policies, strategies and plans, the Senior Administration (Pension & Benefits) Sub-Committee (SASC) (*a sub-committee of SLT*) provides the GNHR with recommendations with respect to the operation and administration of the University’s defined contribution pension plan (UOIT DCP).

BACKGROUND/CONTEXT & RATIONALE:

Due to a change in the regulations governing Ontario registered pension plans effective January 1, 2016, administrators of Ontario registered pension plans must file their Statement of Investment Policies and Procedures (SIPP) and SIPP amendments with the Financial Services Commission of Ontario (FSCO).

The SIPP has recently been amended to introduce the Philips, Hager & North (PH& N) Core Plus Bond Fund and remove the Black Rock Universe Bond Index Fund due to poor performance. The SIPP has been amended and vetted by Mercer (the University’s pension investment consultant) and the SASC. The SIPP as amended must be filed with FSCO. A copy of the amended SIPP is attached for your review.

RESOURCES REQUIRED:

- None

IMPLICATIONS:

- If not approved, plan members would not have access to an investment option that may perform better than the current fixed income offering in the fixed income asset class.

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

- This aligns with the university's strategy to make UOIT a remarkable place for work and study.

ALTERNATIVES CONSIDERED:

- Pacific Investment Management Company (PIMCO) Canadian Core Plus Bond Fund had previously been considered as an alternative within the fixed income asset class. However, the rating and performance outlook for the PH & N Core Plus Bond fund was rated higher by Mercer.

CONSULTATION:

- March 9, 2018: Pension and Benefits Working Group
- September 25, 2018: SASC

COMPLIANCE WITH POLICY/LEGISLATION:

- The amendment to the SIPP is compliant with the Ontario Pension Benefits Act and its regulations thereunder.

NEXT STEPS:

- The SIPP will be distributed to the Board of Governors for approval on November 29, 2018.

MOTION FOR CONSIDERATION:

- *That pursuant to the recommendation of the Senior Administration (Pension & Benefits) sub-committee, the Governance, Nominations & Human Resources Committee hereby recommends the proposed amendments to the Statement of Investment Policies and Procedures (SIPP) for the University of Ontario Institute of Technology —Defined Contribution Pension Plan, as presented, for approval by the Board of Governors.*

SUPPORTING REFERENCE MATERIALS:

- Statement of Investment Policies & Procedures

Statement of Investment Policies and Procedures

University of Ontario Institute of Technology—Registered Pension Plan

September 26, 2018

APPROVED on this _____ day of _____, 2018

University of Ontario Institute of Technology

Contents

Section 1 – Definitions

1.01	Board of Governors	1
1.02	Custodian	1
1.03	Custodian Agreement	1
1.04	Earnings	1
1.05	Employee	1
1.06	Income Tax Act	1
1.07	Member	1
1.08	Pension Benefits Act	1
1.09	Pension Fund	1
1.10	Plan	2
1.11	University	2

Section 2 – Overview

2.01	Purpose	3
2.02	Description of the Plan	3
2.03	Plan Profile	3
	(a) Contributions	3
	(b) Withdrawals	4
	(c) Benefits	4
	(d) Liabilities	5
2.04	Purpose of the Plan	5
2.05	Administration	5

Section 3 – Governance Framework

3.01	Delegation of Responsibilities	6
3.02	The Board of Governors	6
3.03	Committees of the Board	7
3.04	Senior Administration Sub-Committee (SASC)	7
3.05	Pension and Benefits (P&B Committee)	7

Section 4 – Investment Options and Diversification Policy

4.01	Investment and Risk Philosophy	8
4.02	Expected Volatility	8
4.03	Selection of Investment Funds	8
4.04	Number and Diversity of Investment Options	8
4.05	Responsible Investing	9

Section 5 – Permitted and Prohibited Investments

5.01	General Guidelines	10
5.02	Permitted and Prohibited Investments	10
5.03	Prior Notice Required	10
5.04	Securities Lending	10
5.05	Borrowing	10

Section 6 – Monitoring and Control

6.01	Monitoring of Investment Options	11
	(a) Generally	11

	(b) Performance Monitoring	11
6.02	Replacement of Investment Funds	12
Section 7 – Member Rights and Responsibilities		
7.01	General	13
7.02	Investment Decisions	13
7.03	Failure to Make an Investment Decision	13
Section 8 – General Provisions		
8.01	Employee Communication	14
8.02	Conflicts of Interest	14
	(a) Responsibilities	14
	(b) Disclosure	14
8.03	Related Party Transactions	15
8.04	Standard of Care	15
8.05	Voting Rights	15
8.06	Co-Ordination with Registered Plan Documents	15
8.07	Policy Review	15
8.08	Plan Expenses and Investment Fees	15

DRAFT

Section 1- Definitions

The following capitalized words and phrases shall have the following meanings in this Statement of Policies and Procedures unless the context clearly indicates otherwise:

1.01 Board of Governors

“Board of Governors” means the board of governors of the University of Ontario Institute of Technology appointed in accordance with the *University of Ontario Institute of Technology Act, 2002* (Ontario).

1.02 Custodian

“Custodian” means the trust company or insurance company, or any successor trust company or insurance company, appointed by the University to have custody of the Pension Fund pursuant to the provisions of the Custodian Agreement.

1.03 Custodian Agreement

“Custodian Agreement” means the agreement between the University and the Custodian governing the custody, investment and administration of the Pension Fund.

1.04 Earnings

“Earnings” means the base salary, stipends, and any variable pay paid to a Member by the University. However, Earnings do not include any vacation pay paid as a lump sum upon termination of employment or severance pay payable under either statute or common law, but includes statutory pay in lieu of notice.

1.05 Employee

“Employee” means an individual employed by the University on a permanent basis who works in one of the following categories:

- (a) academic: employed by the University in teaching or in the conduct of research; and
- (b) non- academic: employed by the University in either a managerial/professional or in an administrative/technical position in the administration of the University.

1.06 Income Tax Act

“Income Tax Act” means the *Income Tax Act (Canada)*, as amended, the regulations thereunder and the Information Circulars, Interpretation Bulletins and published administrative policies of the Canada Revenue Agency.

1.07 Member

“Member” means an Employee who has fulfilled the eligibility requirements as set out under Section 2.02 Description of the Plan below and the Former Employees who continue to have rights or contingent rights to benefits from the Plan.

1.08 Pension Benefits Act

“Pension Benefits Act” means the *Pension Benefits Act (Ontario)*, as amended, and its regulations.

1.09 Pension Fund

“Pension Fund” means the assets held, administered and invested by the Custodian pursuant to the provisions of the Custodian Agreement and from which the pension benefits of the Plan are paid.

1.10 Plan

“Plan” means the University of Ontario Institute of Technology Pension Plan as set out in the plan text and is amended from time to time.

1.11 University

“University” means the University of Ontario Institute of Technology except that any reference in the Statement of Investments Policies and Procedures to the University taking any action, giving any consent, approval or opinion or making any decision shall refer to the University of Ontario Institute of Technology acting through the Board of Governors for the purposes of the Plan.

DRAFT

Section 2—Overview

2.01 Purpose

This Statement of Investment Policies and Procedures (the “Policy”) provides the framework for the investment of the assets and selection of investment options of the Registered Pension Plan (the “Plan”) sponsored by the University of Ontario Institute of Technology (the “University”).

This Policy is based on the “prudent person portfolio approach” to ensure the prudent investment and administration of the assets of the Plan within the parameters set out in the Ontario pension legislation and the regulations hereunder, where applicable.

2.02 Description of the Plan

The University of Ontario Institute of Technology Pension Plan (“Plan”) was established effective January 1, 2003 as a contributory defined contribution pension plan for eligible employees of the University. The Plan is registered as a pension plan with the Canada Revenue Agency and the Financial Services Commission of Ontario effective January 1, 2003.

Each full-time continuing employee shall be required to join the Plan, as a condition of employment, immediately upon the date he or she was hired by the University.

Each part-time continuous employee shall be allowed to join the Plan after twenty-four (24) months of continuous employment if, in each of the two calendar years immediately prior to joining the Plan, he or she had either:

- (a) Earnings of not less than 35% of the Year’s Maximum Pensionable Earnings; or
- (b) At least 700 hours of employment with the University.

Plan members are responsible for selecting from an array of investment options offered under the Plan, bearing all of the investment risk and receiving the investment returns attributable to those funds in which they are invested. The University engages a third party pension investment consultant to provide the University with expert investment advice in the selection of various investment options made available to Plan members.

2.03 Plan Profile

(a) Contributions

Member Contributions

(1) Required Contributions

A member shall contribute 3% of his or her earnings to the Plan.

(2) Additional Voluntary Contributions

A member may contribute to the Plan additional voluntary contributions up to an additional 3% of his or her earnings in increments of 1%.

University Contributions

(1) Basic Contributions

The University shall contribute an amount equal to 6% of each member’s earnings.

(2) *Supplemental Contributions*

The University shall contribute an additional amount up to 2% of a member's earnings, in increments of ½%, in accordance with the member's election.

Maximum Contributions

(1) *Total Contributions*

The total, in a calendar year, of the member's contributions made pursuant to Member Contributions outlined above and the University's contributions made pursuant to University Contributions outlined above shall not exceed the maximum allowed under the Income Tax Act for the calendar year. Such maximum shall not exceed the lesser of:

- (i) the money purchase limit for the calendar year; and
- (ii) 18% of the member's compensation for the calendar year.

(2) *University Contributions*

If the maximum contribution limit, set out in Total Contributions outlined above, is or will be reached in the calendar year, the University contributions to the Plan, in respect of a member, shall equal:

- (i) the maximum allowed under the Income Tax Act as determined in Total Contributions outlined above, less the member's contributions made in accordance with Member Contributions outlined above.

For the purpose of this Section, the definitions of "money purchase limit" and "compensation" shall be as set out in the Income Tax Act.

(b) Withdrawals

A member is not permitted to make any withdrawals from his or her pension account while employed by the University other than those set out under the Income Tax Act and the Pension Benefits Act.

(c) Benefits

Each member who retires or terminates from the Plan, other than because of death, shall be entitled to transfer the balance in the member's pension account out of the Plan, as of the date of the retirement or termination.

The member shall elect to transfer the balance in his or her pension account in one or in a combination of more than one of the following manners:

- (i) As a single premium purchase of a life annuity from a licensed insurance company and in a form acceptable under the Income Tax Act and the Pension Benefits Act; or
- (ii) As a lump-sum transfer to a locked-in registered retirement savings vehicle pursuant to the Income Tax Act and the Pension Benefits Act.

In addition, the Member shall elect to transfer the balance of his or her account attributable to additional voluntary contributions, if any, to either (i) and (ii) above, or have it paid directly to the Member as a single lump-sum payment, less applicable withholdings, if any.

(d) Liabilities

The University does not bear the risk of market fluctuations. However, it does have the liability of making the contributions as referred to in paragraph (a) above.

2.04 Purpose of the Plan

The purpose of the Plan is to provide a vehicle for the tax-effective retirement savings for eligible employees of the University through a combination of University and member contributions.

2.05 Administration

The University is the legal administrator and plan sponsor of the Plan and is therefore responsible for all matters relating to the administration, interpretation and application of the Plan, including developing, monitoring and amending this Policy. Any reference in this document to taking any action, giving consent, approval or opinion or making any decision shall refer to the University acting through the Board of Governors for the purposes of the Policy. The University may delegate its powers and duties to a committee, to the Custodian or to one or more service providers.

DRAFT

Section 3—Governance Framework

3.01 Delegation of Responsibilities

The University has overall responsibility for the Plan but is entitled to delegate its administrative duties and responsibilities to a committee, third-party advisors and/or third-party agents.

Specifically, the University's responsibilities in the context of this Policy will include:

- (a) Maintenance of this investment policy;
- (b) Selection and removal of investment options;
- (c) Monitoring the compliance of the investment managers, including the investment results with the mandates provided; and
- (d) Selection and utilization of independent external resources, such as the record keeper, performance measurement services, investment consultants and other third parties as required.

The responsibility for administering the Plan members' assets invested in the Plan has been delegated to the record keeper. All investment options are offered through the record keeper. Without limiting the generality of the foregoing, the record keeper's responsibilities include the maintenance of individual Plan member accounts, investment of Plan member contributions, rendering of member statements, and the provision of communication and educational material as developed in conjunction with the University. In addition, the University looks to the record keeper to monitor the performance of the investment managers, and to ensure that the management of the various funds is in compliance with the investment managers' own investment policies and the applicable legislation.

3.02 The Board of Governors

The Board of Governors has general oversight responsibility for the administration of the Plan and the administration and investment of the Fund. The Board receives and consider reports from the Governance, Nominations & Human Resources Committee (GNHR) and the Audit and Finance Committee (A&F) to which the SLT reports and approves Plan design changes recommended by the GNHR.

In fulfilling its fiduciary responsibilities, the Board may delegate certain duties and responsibilities to the Senior Leadership Team ("SLT") of the University and the Senior Administration Sub-Committee ("SASC").

3.03 Committees of the Board

The GNHR committee, a sub-committee of the Board, receives and considers reports from the SLT and the SASC with respect to the administration of the Plan and investment of the Fund. The A&F Committee is assigned certain risk management functions and oversees the Plan audit. The SLT is responsible for high level oversight of the sponsor, administration and investment functions for the Plan. The SLT carries out its functions through a sub-committee, the Senior Administration Sub-Committee.

3.04 Senior Administration Sub-Committee (SASC)

The Senior Administration Sub-Committee is a sub-committee of the Senior Leadership Team. The SASC exercises overall responsibility for the proper administration of the Plan and administration and investment of the Fund. The SASC is responsible for reporting to the GNHR and Audit & Finance Committees of the Board.

3.05 Pension and Benefits (P&B) Committee

The Pension & Benefits Committee serves in an advisory capacity with respect to the Plan. The mandate of the P&B Committee includes oversight with respect to the administration, communication and investment management of the Plan. This includes the ability to make recommendations to SASC to amend and interpret the provisions of the Plan.

DRAFT

Section 4—Investment Options and Diversification Policy

4.01 Investment and Risk Philosophy

The University recognizes that members of the Plan have different tolerances for risk and different expectations for long-term returns. Some members will view capital preservation as the most important objective, while others will strive to maximize investment returns. Therefore, each member will determine their own investment mix by selecting from a range of investment options provided by the University. Such investment options shall offer varying risk/return profiles and varying time horizons.

4.02 Expected Volatility

The design features of the Plan result in members having direct exposure to risk in the investment returns of the Plan’s assets. The University has no exposure to investment risk.

In general, there is no specific volatility expected for the Plan’s assets. However, it is expected that each fund will experience volatility of returns comparable to its respective market index’s standard deviations. The market index (benchmark) for each asset class and/or type of fund is:

Asset Class	Benchmark
GIC	n/a
Money Market	100% FTSE TMX Canada 91-Day T-Bill Index
Fixed-Income	100% FTSE TMX Canada Universe Bond Index
Target Date	As per the benchmark established by the investment manager
Canadian Equity	100% S&P/TSX Composite Index
U.S. Equity	100% S&P 500 Index (C\$)
International Equity	100% MSCI EAFE Index (C\$)
Global Equity	100% MSCI World Index (C\$)

4.03 Selection of Investment Funds

In the event that a new investment fund must be selected or an additional investment fund is added to the Plan, investment fund changes will be undertaken with the assistance of a third-party investment consultant.

The criteria used for investment fund(s) shall include the attributes of the investment fund such as the investment objectives, investment strategies, investment risks, the investment management team, the historical performance and fees. Any new investment fund shall be considered in the context of the existing investment funds to ensure each participant in the Plan is able to determine his or her own investment mix by selecting from a range of diversified styles and objectives.

4.04 Number and Diversity of Investment Options

The investment options offered to members of the Plan provide members with the flexibility to invest in various asset classes and Target Date Funds.

4.05 Responsible Investing

The University believes that the consideration of environmental, social and governance (ESG) factors with respect to responsible investing are an important factor in offering an array of investment options to Plan members. The consideration of ESGs factors supports the Plan

member's ability to determine his or her own investment mix from a range of diversified styles and objectives.

The University obtains ESG fund ratings for each investment option available in the Plan from a third party pension investment consultant and may offer ESG fund options to its Plan members from time to time.

DRAFT

Section 5—Permitted and Prohibited Investments

5.01 General Guidelines

The investment options offered in the Plan must comply with the requirements and restrictions imposed by the applicable legislation, including but not limited to the requirements of the *Pension Benefits Act, Ontario*, under which the Plan is registered and the Regulations thereunder, which refers to the federal *Pension Benefits Standards Act, 1985* on investment related issues, the *Income Tax Act* and Regulations (Canada), and all subsequent amendments.

5.02 Permitted and Prohibited Investments

In general, and subject to the restrictions in this section (Section 4), the investment manager may invest only in any of the asset classes and in any of the investment instruments prescribed in applicable legislation and as set out in each investment fund's investment policy

5.03 Prior Notice Required

In the event of a revision to any of the Plan's investment managers' mandate, the University requires prior notice from the record keeper.

5.04 Securities Lending

The Plan itself may not enter into securities loan agreements, although the investment funds may do so if their policies so permit.

The Plan itself may not lend cash, although the investment funds may do so if their policies so permit.

5.05 Borrowing

The Plan should not require the ability to borrow funds due to the nature of the Plan and, as such, the Plan shall not borrow money for any purpose.

Section 6—Monitoring and Control

6.01 Monitoring of Investment Options

(a) Generally

The University shall monitor and review, at least annually, the performance of the investment options offered to Plan participants relative to the benchmarks set out in paragraph (b) below. In addition, the University will review the performance of each investment option on a risk-adjusted basis and relative to a universe of similar investment funds. Finally, a review of each investment manager's stability, staff turnover, consistency of style and record of service will be undertaken from time to time. The University requires quarterly reporting from the record keeper on fund performance, fund allocation, web-site usage and other service-level statistics.

(b) Performance Monitoring

Quantitative performance of an active fund will be considered satisfactory if the annualized rates of return of the funds exceed, by the amount of the objectives shown below, the returns that could have been earned by passively investing in the applicable benchmark index. Quantitative performance of a passive fund shall be considered satisfactory if the rates of return of the funds are within the ranges shown below in the objective:

Fund Option	Benchmark	4-Year Annualized Benchmark Objective
BlackRock LifePath Index Target Date Funds	Varies by fund and adjusts quarterly.	+/- 0.50%
Beutel Goodman Canadian Equity Fund	S&P/TSX Composite Index	+ 1.50%
Fidelity True North Fund	S&P/TSX Capped Composite Index	+ 2.00%
CC&L Group Canadian Equity Fund	S&P/TSX Capped Composite Index	+ 1.00%
Beutel Goodman Small Cap Fund	BMO Small Cap Weighted (Blended) Index	+ 3.00%
BlackRock U.S. Equity Index Fund (Registered)	S&P 500 Index (C\$)	+/- 0.25%
MFS International Equity Fund	MSCI EAFE Net of Dividend Withholding Taxes Index (C\$)	+ 1.25%
BlackRock EAFE Equity Index Fund	MSCI EAFE Net of Dividend Withholding Taxes Index (C\$)	+/- 0.50%
MFS Global Equity Fund	MSCI World ex. Canada Net of Dividend Withholding Taxes Index (C\$)	+ 1.00%

Fund Option	Benchmark	4-Year Annualized Benchmark Objective
MFS Responsible Global Research Fund	MSCI All Country World Net of Dividend Withholding Taxes Index (C\$)	+ 1.00%
PH&N Core Plus Bond Fund	FTSE TMX Canada Universe Bond Index	+1.25%
Sun Life Money Market Fund	FTSE TMX Canada 91-Day T-Bill Index	+ 0.00%

The University may increase the frequency of review (i.e., increase the due diligence performed) on a fund for a number of different qualitative factors, including but not limited to such factors as personnel turnover, compliance issues, and deviation from the fund's stated management style.

In the event that a fund does not meet or exceed its stated objectives noted above and is below median in its peer group over the same periods measured (and such failure cannot be explained by management style or process), the fund will be monitored more frequently and will specifically be reviewed at each subsequent meeting to determine if further action is warranted.

6.02 Replacement of Investment Funds

Reasons for considering the removal of an investment fund from the Plan include, but are not limited to, the following:

- (a) Performance results which do not achieve stated benchmarks;
- (b) Changes in the overall structure of the investment options offered to Plan participants such that the investment fund is no longer available;
- (c) Unresolved qualitative concerns including changes in personnel, firm structure or investment philosophy that may adversely affect the potential return and/or risk level of the fund being managed; and/or,
- (d) Failure to adhere to the investment policy of the fund being managed.

Section 7—Member Rights and Responsibilities

7.01 General

Members are responsible for using the information and decision-making tools made available by the University and the record-keeper to assist them in making those decisions.

7.02 Investment Decisions

Each member is responsible for all decisions related to the amount he or she contributes, how much he or she allocates to any given investment option, and whether or not to move funds from one investment option to another. As such, each member bears all of the investment risk and receives the investment returns attributable to those funds in which he or she is invested.

7.03 Failure to Make an Investment Decision

Should a member fail to make an investment decision with respect to his or her contributions or with respect to the University's contributions made on the member's behalf, the member's account shall be invested in the Default Investment Option. Where an investment option is removed, and a member fails to reallocate his or her funds invested in the option being removed, that portion of the member's account invested in the option being removed shall be invested in the investment option as chosen by the University at the time of removal and as communicated to members during the transition.

DRAFT

Section 8—General Provisions

8.01 Employee Communication

The University will oversee education and communication to Plan participants and may delegate some or all of the following information to the record keeper. Information relating to the Plan and investment options shall be made available to plan participants upon request. An investment education seminar shall be provided to plan participants, including the fundamentals of investment education, the trade-off between risk and return, and diversification as a means to reduce specific risk. Specifically, information will be provided as appropriate in the following context:

- (a) Introducing the Plan to members;
- (b) Information on the investment options;
- (c) Information on transacting investment instructions;
- (d) Information on applicable fees, expenses and penalties;
- (e) Member statements at least semi-annually;
- (f) Information on changes to the investment options offered;
- (g) Performance reports on investment options;
- (h) Information enabling a member to assess his/her individual investment risk tolerance; and/or
- (i) Information pertaining to various retirement income options.

8.02 Conflicts of Interest

(a) Responsibilities

This standard applies to the University, as well as to all agents employed by them, in the execution of their responsibilities under the Plan (the “Affected Persons”).

An “agent” is defined to mean a company, organization, association or individual, as well as its employees who are retained by the University to provide specific services with respect to the investment, administration and management of the assets of the Plan.

(b) Disclosure

In the execution of their duties, the Affected Persons shall disclose any material conflict of interest relating to them, or any material ownership of securities, which could impair their ability to render unbiased advice, or to make unbiased decisions, affecting the administration of the Plan assets.

8.03 Related Party Transactions

Related party transactions shall have the same meaning as set out in Section 17 of Schedule III of the Federal Pension Benefits Standards Act, 1985 with respect to the criteria as to whether a transaction is nominal or immaterial to the Plan under the related party rules.

A “related party” is defined to mean the administrator of the Plan, including any officer, director or employee of the administrator. It also includes the investment managers and their employees, a union representing employees of the employer, a member of the Plan, a spouse or child of the persons named previously, or a corporation that is directly or indirectly controlled by the persons named previously, among others. Related party does not include government or a government agency, or a bank, trust company or other financial institution that holds the assets of the Plan, where that person is not the administrator of the Plan.

8.04 Standard of Care

The University and their agents shall exercise the care, diligence and skill in the administration and investment of the Plan that a person of ordinary prudence would exercise in dealing with the property of another person. Such persons must further use all knowledge and skill that they possess or ought to possess.

8.05 Voting Rights

The University has delegated voting rights acquired through the investments held by the Plan to the custodian of the securities to be exercised in accordance with the investment manager’s instructions. The investment managers are expected to exercise all voting rights related to investments held by the Plan in the interests of the Plan members.

8.06 Co-Ordination with Registered Plan Documents

If any term or condition of this Policy conflicts with the registered plan documents including insurance policies and custodial agreements, the terms and conditions of the respective plan documents, insurance policies and trust agreements shall govern.

8.07 Policy Review

The University shall review the Policy once per annum and, if required, will amend the Policy. Any, amendments to the Policy shall be filed with the Financial Services Commission of Ontario

8.08 Plan Expenses and Investment Fees

The University shall pay all normal and reasonable fees, taxes, and expenses related to the general administration of the Pension Fund and the Plan but not including investment, record-keeping and other transaction fees relating to the investment and administration of the Member’s Pension Account, which are the responsibility of the Members.