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BOARD OF GOVERNORS

Governance, Nominations & Human Resources Committee (GNHR)

Minutes of the Public Session of the Meeting of January 28, 2021

2:00 – 3:00 p.m., Videoconference

Members:	Maria Saros (Chair), Lisa Edgar, Laura Elliott, Mitch Frazer, Steven Murphy, Dietmar Reiner
Regrets:	Francis Garwe, Kori Kingsbury, Trevin Stratton
Staff:	Jamie Bruno, Cheryl Foy, Lori Livingston, Susan McGovern
Guests:	Chelsea Bauer, Mike Eklund, Hannah Scott

1. Call to Order

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

2. Agenda

Upon a motion duly made by L. Edgar and seconded by L. Elliott, the Agenda was approved as presented.

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Chair's Remarks

The Chair wished everyone a Happy New Year and hopes everyone is keeping safe in light of the increasing COVID numbers. She noted that the committee has an ambitious agenda, which has been structured to encourage strategic discussion. She thanked C. Foy and B. Dinwoodie for structuring the meeting in this new format. The Chair reminded the members that the committee's role is one of oversight and strategic focus and encouraged members to keep their comments at that level.

5.   President's Remarks

The President also acknowledged the Board Chair and Secretariat for their work on structuring the agenda in a way to fulfill the governors' fiduciary obligations and to ensure there is more time for discussion rather than presentation. It is a tight agenda and it is focused on making the most of our governors' time in an effective way. This is part of the university's continued efforts to improve our governance processes. The President noted that as GNHR is responsible for governance, this is the best place to discuss the Board's strategy and objectives with respect to EDI and to develop recommendations for consideration by the full Board.

6.   Governance

6.1 Strategic Discussion: Strategic goals for Board Governance EDI Strategy

The Chair remarked that concurrent with the COVID-19 crisis, we have also been witnessing a crisis of racism, hatred and violence across North America. Equity, diversity, and inclusivity (EDI) are fundamental values that define our institution. In order to demonstrate the Board's commitment to systemic change to organizational structures that continue to marginalize communities, one of the Board's priorities for this year is to develop a governance EDI strategy for the Board. The committee should consider what role the committee and the Board should be playing in advancing EDI. This is in addition to the Board's oversight role of EDI initiatives at the institution.

The Chair reminded the committee members that they are responsible for overseeing this initiative and advising the Board accordingly. The Chair provided an overview of the committee's preliminary discussion of EDI at the October meeting. One of the comments that stood out from that discussion was that the institution should be a leader in this area for the broader community.

The Chair framed the strategic discussion by asking the committee to focus on identifying the Board's goals for the Board itself in the area of EDI so that the senior leadership of the university can support the Board in the achievement of those goals. Once the Board finalizes its goals for EDI, the Office of the University Secretary will support the Board through research and planning work.

The Chair kicked off the discussion by asking the committee members what role they see the Board playing in EDI at the institution, keeping in mind their responsibility for oversight and not operations. The committee's discussion included the following comments and feedback:

- EDI is incredibly important for the insitution;
- reviewing the report of the President's Equity Taskforce (PET) presented at the December Board meeting was helpful;

- continuous professional development and learning should be the starting point so that Board members have a common understanding about what a university should look like;
- should identify goals with respect to outcomes: staff hiring, policies, Board member composition;
- suggestion to review the PET report in more detail;
- incorporate continued PD for the Board to help increase the governors' EDI knowledge
- oversight of the university's metrics in order to determine whether we are making progress;
- additional educational resources would be helpful;
- would be helpful for the Board to better understand what the university already has in place - what targets/metrics are in place and identify gaps;
- there can also be some confusion with respect to terminology (e.g. multiculturalism);
- must also take EDI into account with respect to communications and the Board's relationship with stakeholders;
- important to identify desired outcomes and metrics in order to help assess improvement and success;
- given the nature of the institution and presence we have in the community, there will likely be an onus to achieve outcomes sooner rather than later and be seen as a leader;
- seeing an increased focus on EDI metrics in corporations, as well;
- reference to the PET report that recommended developing a university-wide EDI strategic action plan – will be helpful for the Board to understand the university's development of the plan - in terms of oversight, it would be beneficial for the Board to review the plan;
- ensure that expenditures and budget are reviewed with a lens to support EDI initiatives, as well as policy development;
- the Board has a role to play in terms of stakeholder relations in terms of EDI (e.g. procurement and the types of organizations that the university deals with);
- there should be short and long-term strategies;
- EDI must be integrated into everything we do and must work with the unique culture of Ontario Tech;
- this is an incredible opportunity – there is room for improvement, but there are many things that the university already does in this space - our students model this very well;
- the Board needs to set the tone for the entire university - if done well, this will make Ontario Tech the best in class.

The Chair then asked the committee for their thoughts on the Board's role, including succession, renewal, and recruitment, which are unique responsibilities for GNHR. The committee shared the following comments:

- when it comes to succession planning and recruitment, EDI goals should be built into these processes;
- the Board will require a broader reach for recruitment to ensure diverse populations are included;
- the needle has already been moved with respect to gender diversity but there is still room for improvement with respect to racial diversity;
- suggestion to incorporate EDI into the interview process – GNHR can be more methodical in composing the interview panel (e.g. if the candidate is female, ensure there are at least two female governors on the interview panel);

The Chair thanked the committee members for the robust discussion and looks forward to continuing the discussion at the February Board PD session. She informed the committee that an external facilitator would be leading the session.

7.   Review of Board Committee Structure

D. Reiner discussed his priorities as Board Chair, which includes how to continue to increase governor engagement and focus on strategy. Through his conversations with governors, there seems to be alignment on this. D. Reiner remarked that the timing is right due to the breadth of capability and experience of the Board members and the set of challenges facing the institution. It is important to consider how the university comes through these challenges as a leader.

As we review our committee structure, in order to have fruitful strategic discussions, it will be important for the senior leadership team to bring forward the right items for discussion that align with the university's long-term goals. This will require adjustments to committee agendas to ensure there is sufficient time for discussion. It will also be important to consider whether matters are being reviewed by the correct committee. After having an opportunity to look across the committees' work, GNHR may develop some recommendations for consideration by the Board.

D. Reiner noted that the proposal is simply fine tuning the good practices that are already in place. The Chair thanked D. Reiner, S. Murphy and C. Foy for their work on continuous improvement. A member commented that they have observed some instances where governors are getting into the weeds a bit too much and suggested using questions to guide discussions. Another member agreed that the structure of agendas is a good starting point and welcomed other suggestions that staff might have to assist the Board in their work.

8. **Policy Consultation:**

C. Foy highlighted that the Accommodation and Respectful Workplace Policies, included for written consultation, are important policies with respect to EDI. She reminded GNHR that policies are brought to the Board to ensure they are the types of policy statements that we want to make as an institution. She discussed how these policy instruments in particular promote a "sticky campus".

8.1 Proposed Amendments to:
   (a) Board of Governors Recruitment, Appointment and Leadership Policy
   (b) By-law No. 1
   (c) Board of Governors Procedures for the Election of Administrative Staff, Student, and Teaching Staff Governors
   (d) Exempt Academic Staff Employment Policy & Deans, Associate Deans and Teaching Staff Governors Procedures

C. Foy provided an overview of the proposed amendments to the By-law and policy documents arising out of the arbitration decision. She reviewed the key findings of the arbitrator and walked through the key amendments being proposed as a result of the decision. C. Foy responded to questions from the committee. She advised that the amendments address the implications of the decision and more clearly set out the expectations of governors. The Chair encouraged the committee to share any additional comments they might have with C. Foy.

9. **Consent Agenda:**

Upon a motion duly made by L. Elliott and seconded by L. Edgar, the Consent Agenda was approved.

   9.1. Minutes of the Meeting of October 22, 2020

   9.2. Election Process 2021

10. **Policy Documents for Written Feedback:**

   10.1.   Accommodation Policy

   10.2.   Respectful Campus Policy & Procedures to Prevent and Address Discrimination and Harassment By or Against Employees

11. **Adjournment**

Upon a motion duly made by S. Murphy, the public session adjourned at 2:52 p.m.

Becky Dinwoodie, Secretary