

**Public Session Minutes for the Meeting of October 11, 2018
2:00 p.m. – 3:35 p.m., ERC 3023**

Attendees: Doug Allingham (Chair), Lisa Edgar, Kori Kingsbury, Steven Murphy, Trevin Stratton
(via videoconference)

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

Regrets: Laura Elliott, Francis Garwe

1. Call to Order

The Chair called the meeting to order at 2:00 p.m.

2. Agenda

Upon a motion duly made by K. Kingsbury and seconded by S. Murphy, 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 May 31, 2018

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

5. Chair's Remarks

D. Allingham chaired in F. Garwe's absence. He kept his remarks brief and shared F. Garwe's disappointment at missing the first committee meeting of the year.

6. President's Remarks

Executive Compensation Plan: Recruitment & Retention

The President updated the committee on the status of the university's Executive Compensation Plan. Almost all Ontario universities submitted their executive compensation plans for approval earlier in the year; however, only 4 were approved prior to the provincial election. He does not anticipate any further developments with respect to executive compensation for a while. This is important to note as the university is recruiting for new senior academic administrators and salaries remain frozen. The committee will continue to be updated throughout the year.

The President also discussed the university's first joint Board and Academic Council orientation session. The session was well received and the plan is to coordinate at least one more joint event during the academic year. He also discussed the shared campus with Durham College (DC). The university interacts and works closely with DC on a number of levels. Plans are underway to coordinate a joint Board meeting. The President also reported on the recent meeting of university presidents with the Deputy Ministers. He responded to questions from the committee.

7. Governance

7.1 Faculty Governor Working Group Recommendations

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

C. Foy reviewed the background of the faculty research leave eligibility requirements and the development of the faculty governor working group (FGWG). She presented the FGWG's recommendations and noted the distinction between a one-year leave and six-month leave. She also reviewed the consultation path. C. Foy responded to the committee's questions. The committee supported the recommendations, as presented.

7.2 By-laws Implementation

Joint Orientation Session

C. Foy distributed a summary of the evaluation responses received regarding the joint Board and Academic Council orientation session. Overall, the feedback was positive for the university's first joint orientation session. The committee members echoed the positive comments.

C. Foy also provided an update on the implementation of the updated By-laws. There was a discussion regarding the increased size of the membership of Academic Council and the effectiveness of Council given the large size.

7.3 GNHR Terms of Reference Review

C. Foy reviewed the proposed amendments to the committee's Terms of Reference and invited the committee's comments on the proposed changes and Terms of Reference in general. S. Murphy added that it works well having members of the senior leadership team only attend Board committee meetings when they have work coming forward at that meeting.

Upon a motion duly made by L. Edgar and seconded by S. Murphy, the Governance, Nominations and Human Resources Committee (GNHR) recommended the proposed amendments to the GNHR Terms of Reference, as presented, for approval by the Board of Governors.

7.4 Presidential Transition Committee

D. Allingham provided the background to the establishment of the Presidential Transition Committee, a summary of which was included in the meeting material. He reported on the work of the committee and the feedback received from the community on the President's transition.

(T. Stratton joined the meeting at 2:39 p.m.)

The feedback has been overwhelmingly positive and the university community is appreciative of S. Murphy's active engagement.

Upon a motion duly made by K. Kingsbury and seconded by L. Edgar, pursuant to the recommendation of the Presidential Transition Committee (PTC), the Governance, Nominations and Human Resources Committee recommended that this be the final report of the PTC and that the PTC be dissolved as of the date of receipt by the Board.

S. Murphy shared that the internal and external communities have been very welcoming and there is a very positive energy on campus. From his perspective, he did not have any suggested changes to the transition process.

7.5 Board Engagement Videoconferencing

C. Foy reminded the committee that Board engagement is one of the committee's priorities. It is important for governors to feel that their time is being well used. Videoconferencing is a new option offered to governors to attend meetings this year. D. Allingham commented that it was an issue identified by the Board last year. He thanked B. Dinwoodie and staff for coordinating videoconferencing this year. B. Dinwoodie acknowledged the assistance of Franco Scanga.

New Governor Orientation Plan

C. Foy walked through the orientation plan and asked for the committee's feedback. D. Allingham commented that the orientation program has improved greatly from previous years. Conducting coordinated orientation sessions allows governors to get up to speed more quickly. D. Allingham expressed thanks to C. Foy, S. Murphy and staff for making it happen. It was agreed that the GNHR orientation would be rescheduled to take place by videoconference prior to the next meeting.

7.6 Policy: (a) Workplace Violence Policy 2017-2018 Review Report

J. Bruno provided an update on the Workplace Violence Policy review. The results of the review were summarized in the report included in the meeting material. J. Bruno discussed the proposed amendments to the policy, which are mostly housekeeping changes. Consultations

have also been initiated with Student Life and additional consultations will also take place with the Health & Safety Committee and Faculty Association. The policy has been used also to file complaints related to harassment and discrimination. J. Bruno responded to questions from the committee.

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

C. Foy reviewed the proposed changes to the procedures and explained the circumstances surrounding the amendments made to the procedure regarding resolving a tie. The committee supported the proposed changes.

(c) Board of Governors Meeting Policy Review

C. Foy summarized the report on the Board of Governors Meeting Policy review and responded to questions from the committee.

8. Nominations

8.1 Board Recruitment Process

S. Murphy noted that in addition to being a tremendously successful governor recruitment process, the recent Board recruitment strategy was also a great friend-raising process. The senior leadership team is working on engaging those candidates who were not invited to join the Board. S. Murphy commented that it is an excellent opportunity to engage people and raise the university's profile across the GTA and nationally. The process has been very positive and individuals are eager to contribute in many ways. S. Murphy acknowledged the work done by the team at Arlington Partners and the selection committee to make the recruitment process a success.

9. Human Resources

9.1 Pension Plan: Amendment to Statement of Investment Policies & Procedures (SIPP)

J. Bruno explained that whenever there is a change to one of the funds, the university must file an amendment to the SIPP with Financial Services Commission of Ontario, which requires Board approval. He explained the process used in recommending a change in funds and confirmed that Mercer is the advisor. There was a brief discussion regarding the reason why amendments to the SIPP are presented to GNHR instead of the Investment Committee. C. Foy clarified that the changes come through GNHR because the pension plan is an employee benefit. C. Foy also informed the committee that the university worked with a law firm several years ago to develop a governance plan for the pension plan and reporting to GNHR forms part of the governance plan. She advised that the committee also receives an annual pension plan governance compliance report.

Upon a motion duly made by L. Edgar and seconded by T. Stratton, pursuant to the recommendation of the Senior Administration (Pension & Benefits) sub-committee, the Governance, Nominations & Human Resources Committee recommended 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.

10. Other Business

11. Adjournment

There being no other business, upon a motion duly made by K. Kingsbury and seconded by L. Edgar, the public session of the meeting adjourned at 3:10 p.m.

Becky Dinwoodie, Secretary