



BOARD OF GOVERNORS' 115th REGULAR MEETING

Minutes of the Public Session of the Meeting of Thursday, April 23, 2020
1:00 p.m. to 2:35 p.m.
Video Conference

GOVERNORS IN ATTENDANCE:

Doug Allingham, Board Chair
Stephanie Chow, Chair of Investment Committee
Francis Garwe, Chair of Governance, Nominations & Human Resources Committee
Thorsten Koseck, Chair of Strategy & Planning Committee
Liqun Cao
Kevin Chan
Owen Davis
Laura Elliott
Ferdinand Jones
Dale MacMillan
Mark Neville
Dietmar Reiner
Maria Saros
Trevin Stratton
Jim Wilson
Lynne Zucker

REGRETS:

Nigel Allen, Chair of Audit & Finance Committee
Kori Kingsbury
Noreen Taylor, Chancellor

BOARD SECRETARY:

Becky Dinwoodie, *Assistant University Secretary*

UOIT STAFF:

Cheryl Foy, *University Secretary & General Counsel*
Les Jacobs, *VP, Research and Innovation*
Barb Hamilton, *Assistant to the University Secretary & General Counsel*
Krista Hester
Lori Livingston, *Provost & VP Academic*
Brad MacIsaac, *Assistant Vice-President, Planning and Analysis, and Registrar*
Susan McGovern, *VP External Relations & Advancement*
Andrew Gallagher, *Interim Chief Financial Officer*

GUESTS:

Shay Babb
Mike Eklund

1. Call to Order

The Chair called the meeting to order at 1:04 p.m.

2. Agenda

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

3. Conflict of Interest Declaration

There was none.

4. Chair's Remarks

The Chair welcomed everyone to the first Board meeting held entirely by video conference. He thanked Becky for her diligence in coordinating the meeting. He expressed that he hoped everyone was keeping safe and coping as best they could in the circumstances. He thanked the governors for making time to participate in the meeting and ensuring the governance of the university continued during these unprecedented times. The university needs strong governance now more than ever. The Chair shared how proud he was of how the university's governance bodies have transitioned to virtual meetings, which was made easier by the fact that remote participation by video conference was implemented a few years ago. He noted that he heard reports that some other institutions had to scramble to move their meetings online, whereas our transition was relatively seamless. The university is ahead of the game in this area, as well as others.

The Chair noted that we are facing uncertain times and it is integral to keep focused on the university's strategic priorities. He continues to be impressed and proud of how the university community is stepping up to support our students, each other and the broader community.

As previously discussed, as a result of the pandemic, the Board's meeting agendas are focused on items requiring approval and other priority matters in order to reduce the length of meetings, as it is recognized that everyone is dealing with additional responsibilities.

5. President's Report

The President echoed the Chair's remarks and thanked the Board for their commitment to the university and ensuring the continued effective governance of the university. He noted that it was National Volunteer Week and thanked the governors for volunteering their time to support the university.

The President also thanked the university community for their efforts during this unprecedented time. He expressed appreciation for everyone coming together as a community during a public crisis. The university is doing a great job of servicing our students and the community in a responsible way. There have been some exceptional contributions that will be recognized when the crisis has passed.

Pandemic Update

The President provided an overview of the university's pandemic response initiatives. He thanked the faculty and staff volunteers who participated in the virtual Open House in March. The work being done shows that our research can contribute to real world solutions. The President also noted that the Board Chair has been instrumental in supporting a wastewater testing project, which would be able to give a snapshot in real time as to whether the virus is present in a community's wastewater. Being at the forefront of technology will allow us to differentiate ourselves.

The President informed that Board that all institutions are preparing to be online in the fall. The majority of institutions would like to return to normal operations. The pandemic is providing us with an opportunity to learn from the transition online during this term and to capitalize on enriching the student experience when on campus. In the event that we are not allowed to return to campus in the fall, we must be ready to be online. By beginning the planning process in April, we will be well positioned for the fall as compared to other institutions.

The Chair congratulated the President and the entire institution for stepping up and for the tremendous work that is being done at the university. It is a great time to be part of the institution. On behalf of Board, the Chair expressed how proud they are of what everyone has accomplished. The university's leadership is ensuring that we are looking after our students and managing the finances of the institution.

The President responded to questions from the Board. There was a discussion as to whether any positive cases of COVID had been identified on campus. There was also a discussion as to the university's modelling of best case and worst-case scenarios with respect to enrolment for 2020-2021. Students will be hit hard financially with the loss of summer jobs and the implications of the pandemic on their parents' financial status. Students are looking for some sense of certainty and the sooner we can confirm what we will be offering in the fall, the better.

6. Academic Council

F. Jones delivered the Academic Council report. Like the Board of Governors, Academic Council has transitioned to fully virtual meetings and it has been going very smoothly. Also like the Board, Council meetings and its standing committee meetings have been focusing on items requiring approval and priority matters in order to reduce the length of meetings in light of the additional responsibilities people are dealing with. The Academic Council members have been very committed and engaged in ensuring the academic governance of the university continues uninterrupted.

F. Jones reported that Council has also undertaken contingency planning and making decisions to support the pandemic response. Council held three special meetings that resulted in the following:

- offering our students the choice of either accepting their final course grade OR credit recognition (PAS) as per our grading protocol for Winter 2020 term only;
- approval to graduate our eligible nurses early so that they can get into the health care system where they are needed;

- recommendation of amendments to the Academic Council Steering Committee Terms of Reference to allow the temporary delegation of Academic Council's authority to the Steering Committee during an emergency; and
- temporary delegation of authority to the Steering Committee for a one-month period to be prepared in the event that Academic Council has difficulty reaching quorum.

Given the urgency of the contingency planning, the proposed amendments to the Steering Committee Terms of Reference were presented to the Executive Committee of the Board for approval and are included in the meeting material for information.

Academic Council will be meeting next week and will be considering a proposal for a Cybersecurity Institute. It is very timely as there is federal funding available for such an initiative. In order to meet the funding application deadlines, this proposal might also require approval of the Executive Committee before the next meeting of the Board in June.

F. Jones shared that as a faculty member, being led by the team of S. Murphy, L. Livingston and the Deans, they have been able to make the transition fluidly and he thanked the senior management team for their leadership.

6.1 Steering Committee Terms of Reference

F. Jones referred the Board to the Terms of Reference, which were included in the meeting material for information.

7. Co-Populous Report

J. Wilson delivered the co-populous report. Durham College continues to work on a multitude of activities to support the COVID-19 response efforts. He noted that the college received a virtual "high five" from Ryan Reynolds for their work on producing face shields. The college will also be holding a virtual open house on April 25. The recent announcement regarding the federal government's assistance for students was greatly appreciated. There will be a financial aid seminar on April 27. Like the university, Durham College also established an emergency aid fund for students.

Committee Reports

8. Audit & Finance Committee (A&F) Report

S. Chow delivered the A&F report in N. Allen's absence. The committee met the previous week and received an update on the federal and provincial pandemic initiatives, as well as the initiatives being undertaken by the university that are helping to support the response to the pandemic. The update included the protocols in place to ensure the health and safety of those essential workers and others that need to come to campus. The committee also received a Policy, Compliance and Risk update, which was included in the meeting material for information. The update includes the risk and policy work being done in relation to COVID-19.

Finance

8.1 2020-2021 Budget Update

The committee received a budget update. Normally, the Board would be receiving the budget for approval but rather than taking a snapshot based on pre-pandemic numbers, the committee agreed to review scenarios. The budget will come back for approval at the June meeting. S. Chow commented that it is difficult to anticipate the full impact of the pandemic and acknowledged the tremendous work being done by everyone at the university to assess and respond to these uncertainties.

L. Livingston and A. Gallagher delivered the budget presentation and responded to questions from the committee. There was a discussion regarding whether the university's ability to house students affects the projections. L. Livingston advised that the university is not invested in residences, which are managed by Durham College. Most students will find residence with independent property owners. It could be an advantage that we are not overly dependent on revenues from residences. The government announcement of student bursary programs was positive news and it is estimated that it is four times higher than any other bursary program.

L. Livingston clarified that the reference to faculty attrition in the presentation refers to positions that are vacant that either will not be filled or will not be filled until July. Other positions are vacant staff positions or are coming up for renewal. If positions are not filled then it will result in a cost savings. L. Jacobs responded to a question about MITACS and NSERC funding.

There was also a discussion about the potential implications of measures required during the recovery period, which will likely involve physical distancing when returning to work (e.g. what that means in terms of space use and additional costs). The university will have to examine janitorial expenses and is in the early stages of planning for the return to work and the associated costs.

The Board Chair thanked L. Livingston and A. Gallagher for all the work they have done.

8.2 Project Updates

At the last meeting, the committee received progress updates on the university's key capital projects.

New Building:

Over 94% of contracts with the subtrades have come back and we are approximately \$500,000 under budget. On April 3, the government directed the closure of non-essential construction effective April 4, 2020 for 14 days, with the possibility of an extension. If construction is shut down for the next month, we have a plan of how the building could still be up and open for September based on some concurrent opportunities. Over the next few weeks, the university will be working with Eastern on different scenarios and by the next committee meeting, we should have a better idea as to how the project will progress.

ACE Enhancement:

It had been forecasted that the physical works would be completed by July 2020 (4 months behind original schedule), while the integrated commissioning was still on track. Accordingly, overall completion by September 30, 2020 was achievable. With COVID-19, the project is anticipated to be further delayed. The forecast completion will be assessed once the hold directive is removed. If the delay continues, it may impact revenues that were forecast for next year.

The updates are included in your material for information.

9. GNHR Report

F. Garwe noted the tremendous work being done by the university in supporting the pandemic response and he applauded the great work being done. He commented that this presents an opportunity for the university to rise in terms of leadership.

Annual Board Practices Assessment

At the last meeting, the committee directed the Office of the University Secretary and General Counsel to proceed with conducting the Board's annual practices assessment through the OnBoard portal. The assessment is tremendously helpful in setting the Board's priorities for the following year and gives the committee a sense of how the Board is functioning. This will also provide an opportunity for Board members to provide feedback on the university's handling of the pandemic situation and help plan for future emergency situations. The assessment will be available in OnBoard soon and F. Garwe asked the governors to complete the assessment by no later than May 7 so that GNHR may review the results during their meeting on May 14.

**Policy Update:
Pandemic Plan**

The committee also received a pandemic update in terms of the continuing policy work and training initiatives. The university is shifting priorities as necessary. The committee was impressed by the "can do" attitude of the university community and how everyone has stepped up during this time.

Amendment to Defined Contribution Pension Plan Statement of Investment Policies and Procedures

The committee also recommended amendments to the defined contribution pension plan, which are included in the consent agenda for approval. Following a review of the university's pension investment funds by Mercer (pension investment consultant), it was recommended to remove the current Money Market fund and replace it with the Guaranteed Daily Investment Account. The Statement of Investments Policies and Procedures has been revised to facilitate the proposed change.

The committee also received the annual pension plan governance report, which was included in the meeting material for information.

10. S&P Report

At the committee's last meeting, the committee continued planning for the annual Board Retreat. In light of the current circumstances, the strategic focus of the retreat will likely change and we will continue to assess whether the scheduling of the Board retreat (currently scheduled for the evening of May 27 and morning of May 28) should be adjusted.

The committee also received an update on the integrated academic research plan, which was included in the meeting material for reference. The integrated academic plan links the university's strategic priorities with the academic side of the house. It is in a new format, in that it is a rolling plan to allow the university to be nimble. The university will be actively refreshing the plan to reflect the pandemic.

While going through the process of compiling the plan, the senior leadership team realized that the vision, mission and values need to be refreshed. There was a similar discussion in 2017 when updating the university's Strategic Plan and the decision was to roll the plan over at that time. Over the past 18 months, the President released the university priorities and all units worked on developing the 2020 Integrated Plan. Upon reviewing the unit submissions, there is a belief that the mission and vision should be updated to better capture the university's current direction. The Strategy and Planning Committee supported the proposal to proceed with consulting with the university community and refreshing the university's mission, vision and values to better reflect the university's strategic priorities and direction.

10.1 Endowment Disbursement Report

Upon a motion duly made by M. Saros and seconded by K. Chan, pursuant to the recommendations of the Strategy & Planning Committee, Audit & Finance Committee, and Investment Committee, the Board of Governors approved the disbursement of up to \$725,000 from Endowment Funds for distribution as student awards in 2020-21.

11. Consent Agenda:

Upon a motion duly made by L. Zucker and seconded by M. Neville, the Consent Agenda was approved as presented.

11.1 Technology Use Policy

11.2 Amendment to Defined Contribution Pension Plan Statement of Investment Policies and Procedures

11.3 Minutes of Public Session of Board Meeting of February 27, 2020*

11.4 Minutes of Public Session of A&F Meeting of February 19, 2020*

11.5 Minutes of Public Session of GNHR Meeting of January 16, 2020*

11.6 Minutes of Public Session of S&P Meeting of January 30, 2020*

12. Information Items:

A&F

- 12.1 Policy, Compliance & Risk Report
- 12.2 New Building Project
- 12.3 ACE Enhancement Project
- 12.4 AVIN Update

GNHR

- 12.5 Annual Pension Plan Governance Report

S&P

- 12.6 Integrated Academic Plan

13. Other Business

14. Adjournment

Upon a motion duly made by L. Zucker and seconded by M. Saros, the meeting adjourned at 2:36 p.m.

Becky Dinwoodie, Secretary