



## **BOARD OF GOVERNORS' 116<sup>th</sup> REGULAR MEETING & AGM**

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**Minutes of the Public Session of the Meeting of Thursday, June 25, 2020**  
**9:00 a.m. to 11:00 a.m.**  
**Video Conference**

### **GOVERNORS IN ATTENDANCE:**

Doug Allingham, Board Chair  
Nigel Allen, Chair of Audit & Finance Committee  
Stephanie Chow, Chair of Investment Committee  
Francis Garwe, Chair of Governance, Nominations & Human Resources Committee  
Thorsten Koseck, Chair of Strategy & Planning Committee  
Steven Murphy, President  
Mitch Frazer, Chancellor  
Liquan Cao  
Kevin Chan  
Owen Davis  
Laura Elliott  
Ferdinand Jones  
Dale MacMillan  
Mark Neville  
Dietmar Reiner  
Maria Saros  
Trevin Stratton  
Jim Wilson  
Lynne Zucker

### **REGRETS:**

Kori Kingsbury

### **BOARD SECRETARY:**

Becky Dinwoodie, *Assistant University Secretary*

### **STAFF:**

Jamie Bruno, *Assistant Vice-President, Human Resources*  
Cheryl Foy, *University Secretary & General Counsel*  
Les Jacobs, *VP, Research and Innovation*  
Barb Hamilton, *Assistant to the University Secretary & General Counsel*  
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:**

Chelsea Bauer, *Faculty Association*

Mike Eklund, *President of Faculty Association*

Emil Ilnicki

Christine McLaughlin, *Faculty Association*

**1. Call to Order**

The Chair called the meeting to order at 9:00 a.m.

**2. Agenda**

A request was made to defer item 13.11 on the consent agenda, as it is not yet ready for approval.

*Upon a motion duly made by D. Reiner and seconded by N. Allen, the Agenda was approved as amended.*

**3. Conflict of Interest Declaration**

The Chair reminded those governors being recommended for reappointment and leadership roles under agenda item 11.1 to abstain from voting on that item.

**4. Chair's Remarks**

The Chair noted that it was his last meeting as Chair so his remarks would be longer than usual. He also noted that it was the last meeting of the year and what a year it has been. He welcomed guests to the meeting and shared that he hopes everyone has been keeping safe. While people were initially enamoured with zoom and other videoconference platforms, they are now looking forward to meeting again in person.

The Chair thanked the members for participating in the meeting and ensuring that the governance of the institution is continuing uninterrupted. Strong governance is needed now more than ever. It will take a long time to recover from the pandemic from a financial and societal perspective – we will be feeling the effects for years to come. He noted we will have to coexist with the virus for a long time and must change how services are delivered. Prior to COVID, the university was facing financial constraints and the pandemic has only exacerbated those effects.

As he leaves the Board as Chair, he observed that the institution is truly focused on our students. While difficult decisions must be made to tackle the budget, the decisions have been made using a balanced approach. The Chair encouraged everyone to respect each other and the broader community and to continue to prioritize servicing our students. The university has demonstrated an innovative spirit, from designing face shields to providing digital degrees.

The Chair also referred to the crisis of racism and hatred in North America. Accordingly, it has become increasingly important to continue to demonstrate a commitment to diversity and inclusivity. Accordingly, next year the Board will be prioritizing the development of a statement on equity, diversity and inclusivity.

The Chair encouraged Board members to have debates at the Board meetings and not outside of the Board or in public as it is not fair to the university, administration and staff. He observed that throughout his time on the Board, governors have been very respectful of each other and he would like that to carry on.

The Chair shared that it has been a pleasure to lead this group and a pleasure to be part of the Board. While he was initially reluctant to serve as Board Chair, when he made the decision to serve in the role, he gave it all he had. He shared that it has been one of the best boards he has had the pleasure to be part of. He enjoyed working with a group of people whose focus is truly on the students and growing the university.

The Chair thanked the staff for the assistance they have given him over the years and commended their dedication to the university, particularly C. Foy, L. Jacobs, B. Hamilton, L. Livingston, B. MacIsaac, S. McGovern, A. Gallagher, and Matthew Mackenzie. It has been a real pleasure working with them. The Chair acknowledged all of the work of S. Murphy since he became President – the university would not be where it is without him. He has the utmost respect for S. Murphy and will miss their weekly conversations. He ended by saying that he is confident that the Board will be in good hands under the leadership of D. Reiner.

## **5. Community Reports/Presentations**

### **5.1 Collegial Governance at Ontario Tech University**

M. Eklund delivered a presentation on collegial governance at the university. He reviewed the objectives of the Faculty Association. He acknowledged the remarks given by the Board Chair at the Academic Council (AC) meeting earlier that week and thanked him for his comments. He also thanked the Board Chair and the departing governors for their service to the university.

M. Eklund reviewed the membership requirements of Universities Canada and the historical Board assessment results with respect to engagement with AC. He noted that COVID has strained collegial governance. It was unfortunate that CAUT felt that they needed to step in and send a letter to the Board. He expressed concern that academic decisions have been made without consultation with AC (e.g. decision to move to emergency remote teaching at the end of winter term 2020 and transition to blended learning). He discussed the distinction between consultation and notification. M. Eklund reviewed the 2019/20 budget consultation process with AC. He shared that it seemed to be a risky decision to go forward with the construction of the new building with an \$18m shortfall, which is now a \$25m shortfall.

The Chair thanked M. Eklund for his presentation and shared that the Board remains committed to exploring new ways of strengthening bicameral governance and engaging with AC.

## **6. 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 thanked everyone for their continued efforts during this unprecedented time. He continues to be impressed by how our community has come together to support our students, each other and the community. He noted that we are going through incredibly

tough times as a university and as a society. The university is no stranger to adversity and referred to the struggles Gary Polonsky went through to establish the university. The university faces the burden of financial cuts. The majority of asks of the university are temporary in nature and the majority of people will be coming back. The university will need to come together and heal.

The President acknowledged the work of the senior leadership team. Every member has stepped up to the plate and has been working very long hours during this time. The senior leadership team has been available around the clock as decisions need to be made very quickly. He keeps the future of the university close to his heart and believes in our institution and its potential. He has no doubt that the future can be a bright one. We must learn from these difficult times and continue to be nimble.

The President clarified that the intention is not to become a fully online university. The goal is to focus on how we can enhance the student experience. We will seize upon the challenges and come out stronger on the other side. There is no doubt that this is a difficult period that will not end any time soon.

The President also stressed the university's commitment to denouncing racism and acts of hatred and violence. Awareness of the value of equity and good intentions for a more equitable university community are not enough. In these dark hours, our commitment to equity, diversity and inclusion (EDI) can be tested. We must pull together as a collective to speak and act to condemn violence and promote systemic change to structures that continue to marginalize communities. We must examine and address discriminatory practices, policies and attitudes that constrain opportunity, innovation and achievement. The President shared that the Board Chair encouraged a rejuvenation of the Board and the recruitment process was deeply rooted in EDI. We now have one of the most diverse university boards in Canada, which is an excellent demonstration of our values.

The President noted that this is the time of year when he would normally thank everyone for their participation in this year's convocation ceremonies. While we couldn't celebrate in person this year, we made the best of it and provided our graduates with digital degrees and delivered graduation packages to their homes. We plan to celebrate the Class of 2020 next year during convocation ceremonies held in advance of the Class of 2021 convocation. The President thanked the faculty and staff for their hard work to ensure our students could complete the semester and graduate on time. He congratulated the Class of 2020.

The President discussed the various ways he has been communicating with the university community (e.g. videos, e-mails, town halls, etc.). He advised that the university has begun planning for the return to campus and anticipates it will be a slow trickle back to campus in a safe and effective manner.

## **7. Academic Council**

F. Jones thanked D. Allingham for his tenure as Board Chair and expressed gratitude for his leadership and commitment to the university. F. Jones reported that Academic Council members have also been very committed and engaged to ensuring the academic governance of the university continues uninterrupted.

## 7.1 Establishment of Institute for Cyber Security and Resilient Systems

F. Jones presented the proposal for approval. He noted that a large, yet fragmented, number of research activities related to cyber security is done across the institution by a number of researchers and in different research labs. Though Ontario Tech is a smaller university, most of the research still happens in silos. The main objective of the proposed institute is to create a fertile ground for potential collaboration between researchers from different disciplines to address cyber security and resilience challenges. One of the institutional priorities for Ontario Tech is “tech with a conscience”, which is defined as the responsible and ethical use and development of technologies that can help with the progress and prosperity of humanity. As today’s technology is intertwined with the daily artifacts and applications spanning multiple domains, it is imperative to tackle the human-business-technology challenge from an interdisciplinary perspective.

A member commented that this is a great initiative and it works well with the university’s overall strategy. He also commented that it is great to see the integration of engineering and nuclear science as it is important to look at the systems that control fundamental infrastructure. A suggestion was made to add the name of the university into the name of the institute as a further differentiator.

*Upon a motion duly made by F. Jones and seconded by T. Stratton, pursuant to the recommendation of Academic Council, the Board of Governors unanimously approved the establishment of the Institute for Cyber Security and Resilient Systems (ICSRS), as presented.*

## 7.2 Annual Report

F. Jones delivered the Academic Council Annual Report. He reminded the Board that Academic Council is the academic governing body for Ontario Tech and it plays a significant role in university governance. Academic Council oversees the academic work of the university, as well as advises and makes recommendations to the Board on important matters. F. Jones provided a summary of Academic Council’s accomplishments for the year.

### Recommendations to Board of Governors

Academic Council recommended the following for approval by the Board of Governors:

- Steering Committee (formerly Academic Council Executive Committee) Terms of Reference
- Updated Graduate Studies Committee Terms of Reference
- Faculty of Education – New Program - Teaching English to Speakers of Other Languages
- Establishment of Digital Life Institute
- Faculty of Engineering and Applied Science Department Proposal
- Establishment of Centre for Small Modular Reactors
- Delegation of Authority to Steering Committee
- Updated Terms of Reference for Governance & Nominations Committee
- Establishment of Cybersecurity Institute

## **Governance Initiatives**

- Review of Governance & Nominations Committee Terms of Reference
- Delegation of Authority to Steering Committee

## **Curriculum & Program Changes**

Academic Council approved the following:

- (a) Major Program Modification - Faculty of Science – Bachelor of Science in Biological Science
- (b) Cyclical Program Review Final Assessment Summary Reports
  - (i) Master Applied Science and Doctor of Philosophy in Nuclear Engineering Program
  - (ii) Master of Engineering Management and Graduate Diploma in Engineering Management Program
  - (iii) Bachelor of Science in Chemistry
  - (iv) Bachelor of Arts in Political Science
  - (v) MEng in Nuclear Engineering, GDip in Nuclear Design Engineering, and GDip in Nuclear Technology Program Review
  - (vi) Bachelor of Education
- (c) Program Review 18-Month Follow-Up Final Assessment Reports:
  - (i) Bachelor of Arts in Communication and Digital Media Studies
  - (ii) Bachelor of Science in Nursing
  - (iii) Master of Arts, Master of Education, and Graduate Diploma in Digital Technologies Program Review
- (d) Formal Closure of the Bachelor of Engineering in Energy Systems Engineering Program
- (e) Formal Closure of the Master of Business Administration (MBA) and the Master of Information Technology Security - Master of Business Administration (MITS-MBA) Programs
- (f) Formal Closure of the Bachelor of Applied Science – Nuclear Power Bridge Program and Bachelor of Applied Science – Nuclear Power Program

## **Academic Policy**

Academic Council approved a large number of academic policies and policy updates, which are set out in the accompanying report in your material.

## **Conferral of Degrees**

Academic Council confirmed the eligibility for graduation of those students who fulfilled all degree requirements at the end of the Summer and Fall Terms 2019 and Winter Term 2020 and who were recommended for graduation by their Faculty. This included approving to graduate our eligible nurses early so that they could join health care service agencies on the front lines to assist with the pandemic response.

## **Scholarships**

The selection of recipients for the major scholarship awards for 2020-21 were finalized, and the following is the status of their application and scholarship:

**Chancellor's Scholarship: Isabel Smith - Courtice, ON (Holy Trinity CSS)**

**President's Scholarship:** Megan Patterson - Newcastle, ON (Bowmanville HS)

James Lisondra - Whitby, ON (Father Leo J. Austin CSS)

**Founder's Scholarship:** Sophia Fischer - Ajax, ON (Notre Dame CSS)

Mikayla Chiappetta - Scarborough, ON (St. John Newman CSS)

**FIRST Robotics Scholarship:** Nico Kratofil - Timmins, ON (Timmins HS)

**Global Leadership Scholarship:** Japnit Ahuja - India (National Junior College, Singapore)

The Chancellor's, President's, and Founder's Scholarships are given to applicants who demonstrate outstanding academic achievement (minimum 85 percent average) and exceptional leadership and community involvement. The Global Leadership Scholarship is one of the university's most prestigious entrance awards and recognizes international secondary school applicants with strong academic and leadership abilities.

### **Honorary Degree Recipients**

The Honorary Degrees Committee awarded honorary doctorates to the following recipients:

- Andreas Apostolpolous
- The Right Honourable David Johnston and Sharon Johnston
- Paul Ralph
- Tanya Talaga

### **Colleagues' Exchange**

Academic Council coordinated strategic discussions on the following topics:

- Micro-Credentialing and Digital Badging (October 2019)
- 2020-2021 Academic Dates

### **Academic Council Elections**

Academic Council held an election in February 2020 to fill the vacant positions for 2020-2021. The election was held in accordance with the Academic Council Procedures for the Election of Teaching, Non-Academic Staff and Student Representatives instituted in 2015 by Council. The elections ran smoothly and no complaints were received regarding the conduct of the elections.

### **Governance Education**

Academic Council members were invited to attend an orientation session on September 24, 2019 and focused on the university's legislation, by-laws and Rules of Order. Governance information sessions were conducted for all student candidates prior to the election.



## **Consultations**

Academic Council was consulted during the development of the following:

- Integrated Academic Plan
- Strategic Research Plan
- 2020-2021 Budget
- Payment Card Industry Compliance Policy Instruments
- Procedures for Responding to the Death of a Student
- Procedures for Service Animals
- Accessibility Policy, Procedures for Accommodating Employees with Disabilities, and Procedures for Accommodating Students with Disabilities
- Use of University Automobile Driving Policy
- Technology Use Policy
- Automobile Directive
- Building Naming Policy
- Review of Directives on the Use of Digital Learning Resources for Assessment Purposes
- Policy Framework – Interim Consultation Pathways
- Code of Ethics

The Chair noted that he had the opportunity to attend the Academic Council meeting earlier in the week to give greetings on behalf of the Board and to thank them for their extraordinary efforts during this time and for everything they have accomplished this year. The Chair reiterated that as the academic governing body for the university, Academic Council is an important partner to the Board and the Board relies on their advice and recommendations, as we are seeing today with the establishment of the Institute for Cyber Security and Resilient Systems and the Ethical Conduct Policy.

## **8. Co-Populous Report**

J. Wilson delivered the co-populous report. The Board Chair remarked that as a former co-populous member, he understands how much time is involved. He thanked J. Wilson for his service as a co-populous member.

## **Committee Reports**

### **9. Audit & Finance Committee (A&F):**

The Chair noted that it was N. Allen's last meeting. As chair of A&F, Nigel has done an excellent job, especially during these difficult times. The Chair advised that the budgetary constraints have resulted in layoffs and reduced workloads of the university's OPSEU staff and that this would not be forgotten. This has been a tough process and his hope was that all sectors would step up in the spirit of partnership and cooperation.

## **Finance**

N. Allen commented that it was incredible how quickly the time passed as he approached the end of his term on the Board. From the very beginning, he was extremely impressed with the professionalism of the university's Board meetings and the respectful relationship among the Board members, senior leadership, staff, and faculty. His term on the Board has been very rewarding. He has learned a lot and enjoyed the experience of working with everyone on the Board. N. Allen acknowledged the contributions of the student governors. It is fantastic when students get involved at a younger age and learn about



governance. He expressed his sincere appreciation to the President and the Board Chair. In the face of many difficult challenges (tuition cuts, COVID, etc.), they have demonstrated significant leadership and continue to promote the strategy and vision for the university. He also thanked his fellow governors, particularly A&F, for their support of the goals and direction of the university and being willing to ask questions and challenge thoughts. N. Allen wished L. Elliott continued success as she assumes the role of Chair of A&F. He remarked that it is a truly phenomenal group. N. Allen also thanked the university team for their support over the years, including C. Foy, B. Dinwoodie, S. McGovern, C. Elliott, A. Gallagher, P. Onsiong and B. Maclsaac. They are great supporters of the university and are very professional, which was truly appreciated.

N. Allen reported that the committee met last week and had a very full agenda, as they considered the budget and audited financial statements, in addition to many other key items. The committee received an update on the status of the land exchange with the City of Oshawa. The valuations of the parcels being exchanged have been completed and there is a \$1.9M difference in the value. This difference will be considered a donation to the university. The university and city are close to finalizing the transaction.

He also reported that over the last year, the university worked on a \$2m gift agreement with Mr. Al Libfeld, which was comprised of \$1m in student support (scholarships for 100 students) and a gift to the university of the Stone House. It will be called the Stone House at Ontario Tech and will be used for the university and the community. While the university's legal department awaits comments on the heritage review, the deal should be able to close over the next few weeks.

The committee also received the annual policy and compliance review, which was included in the meeting material for information. The policy framework was developed to provide clarity and structure to the university community and the committee was pleased to hear that the framework is being embraced by the community and is being used to identify policy gaps, among other things. During the Policy Framework review, it was committed to provide the committee with an annual update on the types of policies that are being developed, revised, and approved; the list of policy activity was updated and was also included in the material. N. Allen thanked C. Foy for getting the university to this point. C. Foy advised that the closing date for the Stone House was July 15.

### **9.1 2020-2021 Budget**

N. Allen acknowledged that the university is facing significant financial challenges over the next few years and commended the senior leadership team for working hard to develop a budget addressing those challenges while maintaining a strategic focus. This is not an easy task and the budget working group prepared the proposed budget based on a principled approach. In addition to the presentation being delivered today, the committee also received a presentation from M. Eklund, the President of the university's Faculty Association. The committee appreciated hearing his perspective. When making their recommendation, the committee considered the greater than usual budget risk and felt that additional follow up reporting is required to keep the Board apprised of developments. N. Allen noted that even in the best of times, predicting the future is difficult. The motion being presented includes a requirement for management to revisit the budget in the next couple of months. In his line of work, he has seen the importance of preparing and constantly revisiting budgets. Many clients are suffering financially and

having to make difficult decisions due to COVID and are doing their best to protect their future. The committee is looking to see that the deficit is addressed and a balanced budget achieved.

D. Reiner thanked N. Allen for his leadership of the committee and expressed the respect he has for N. Allen's expertise and good judgment – he will be greatly missed. He also commented that L. Elliott will do a great job succeeding as Chair of A&F. D. Reiner noted that A&F had a good discussion about the financial stresses and commended L. Livingston, A. Gallagher, and the entire team for looking for opportunities to cut costs keeping the university's strategic direction in mind. It is imperative to ensure we maintain the financial health of the institution and to come back, once more is known about enrolments and other factors. The full COVID impact remains unknown and the university needs to be prepared to make further adjustments to the budget.

O. Davis commented that amazing work has been done to meet the 10% reduction and that transparency will be key this year. He asked whether the potential for service unavailability or delay due to layoffs and reduced hours would be fully messaged to students. L. Livingston advised that a budget town hall would be taking place the following day with the entire community and that three town halls with respect to budgetary cuts had already taken place. It is important to understand that J. Bruno and the HR Office have worked long and hard to reach an agreement with OPSEU and the hope had been that everyone at the institution would contribute to the sacrifices being made. F. Jones expressed thanks to the management team for volunteering to take salary cuts in order to contribute to the budget cuts. S. McGovern discussed the town halls that were held and how they were communicated.

*WHEREAS management presented a proposed unbalanced budget in February 2020 based on the forecast at that time;*

*WHEREAS the COVID-19 pandemic necessitated the effective closure of most of the university's physical operations, with the focus shifting to online program delivery and remote working for substantially all faculty and staff, as of March 13, 2020;*

*WHEREAS the budget has been prepared based on a forecast using the best information available at this time;*

*WHEREAS there is additional risk to the budget this year because of the economic uncertainty precipitated by the COVID-19 pandemic;*

*NOW THEREFORE, upon a motion duly made by N. Allen and seconded by F. Jones, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors unanimously:*

- approved the 2020-2021 budget, as presented; and*
- directed that management meet with the Chair of the Audit and Finance Committee in August and September 2020 to conduct further budget reviews.*

## **9.2 2019-2020 Audited Financial Statements**

N. Allen reported that the committee received and reviewed KPMG's Audit Findings Report. KPMG reviewed the significant changes in their planned audit approach as a result of the COVID-19 pandemic. Like last year, no significant audit risks were identified and they did not identify any control deficiencies that they determined to be significant

deficiencies in internal control over financial reporting. KPMG reviewed their key observations on:

- accrued liabilities – legal, access copyright;
- Ontario Tech Talent Inc.; and
- covenant compliance.

The element of unpredictability this year focused on the timing of payment for newly hired employees. KPMG tested the controls surrounding the set-up, accuracy and timing of the first payment made to the employees. In the context of the pandemic, KPMG suggested revisiting the university's Business Continuity Plan and cybersecurity measures. N. Allen thanked the finance team for their work on KPMG's recommendations.

N. Allen also reported that the year end financial statements were presented and reviewed by the committee. He thanked A. Gallagher, P. Onsiong and their team for the comprehensive notes accompanying the financial statements, which are consistent with those of previous years. In addition to normal operating activities, the financial statements reflect:

- the ongoing tension between revenue and expenses with revenues flat year-over-year whereas expenses increased \$9.0M or 5% over the previous year;
- the most significant variance includes a \$3.0m decrease in student tuition fees and an \$8.0m increase in labour costs on the expense side;
- except for the last 2 weeks of March, the financial statements also reflect the ongoing construction of the building with \$12.0m invested in Construction-in-Progress in the current year;
- the impact of COVID-19 has resulted in an unrealized loss of investment of \$2.5m at the end of the year;
- the university has paid back \$6.9m of debt obligations in the current year

*Upon a motion duly made by N. Allen and seconded by T. Koseck, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors unanimously approved the consolidated audited financial statements of the university for the year ending March 31, 2020 as presented.*

## **9.2 Internally Restricted Funds**

N. Allen reviewed the summary of unspent funds that have been restricted over the years for specific purposes. In the current year, \$14.5m of the reserves have been utilized, of which \$12.0m was invested in the new building. The committee recommends adding an additional \$316k to be restricted in the current year to reflect unspent student ancillary fees for a total closing reserve balance of \$17.5m.

*Upon a motion duly made by N. Allen and seconded by D. Reiner, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors unanimously approved an Internal Restriction of approximately \$316,000 in the University's net assets, for a restricted reserve balance of \$17.5m, as presented.*

## **9.4 Fourth Quarter Financial Reports**

N. Allen explained that these reports compare the actual year end results against the original budget and also against the forecast reported at the end of the third quarter. They

show a net operating surplus for the year of \$2.0m, with a net positive variance of \$1.8m on the revenue side which includes \$2.3M of student ancillary fees recognized for investment in the athletic facilities and a slight shortfall in tuition fees. On the expense side, there is an upside of \$2.0m in the admin units, noting that the original budget included \$3.5m of contingency and capital reserves, of which \$1.5m has now been utilized to bridge the gap on revenue shortfall and cost overruns. The university also invested \$13.0m of its restricted reserves for the new building and capital campaign.

## **Project Updates**

### **9.5 New Building**

N. Allen provided an update on the status of the new building project, which was also included in the meeting material. The project had over 98% of subcontractors awarded and approximately 50% of building expenses spent. The second-floor concrete had been poured. While COVID caused a month delay, there were limited additional costs associated with the delay. The team will be working over the summer months to finalize a new timeline based on current restrictions.

### **9.6 ACE Enhancement Project**

N. Allen reported that the physical expansion is basically complete with minimal interior alterations to be made by September. The integration will be delayed until January due to the COVID closure and border restrictions. Specific attention is being paid to minimizing the impact in adjacent units to ensure other testing can continue.

## **Risk, Compliance & Policy**

### **9.7 Ethical Conduct Policy Instruments**

N. Allen presented the Ethical Conduct Policy for approval. He advised that the university currently has no comprehensive code of ethical conduct for employees, relying instead on a variety of conflict of interest clauses embedded in existing policy instruments. The process for addressing conflicts of interest in each policy instrument may differ, as may the requirements for different types of employees. An Ethical Conduct Policy and supporting procedures have been developed to create a framework for addressing conflicts of interest, the acceptance of gifts, the use of university resources, confidentiality, policy compliance, and other ethical considerations. The committee approved the related procedures at their meeting last week. The university engaged in consultation in accordance with the requirements of the Policy Framework and the comments received and proposed responses are set out in the report included in the meeting material.

*Upon a motion duly made by N. Allen and seconded by L. Elliott, pursuant to the Audit and Finance Committee's recommendation for the approval of the Ethical Conduct Policy, the Board of Governors unanimously approved the Ethical Conduct Policy, as presented.*

### **9.8 Policy Framework: Temporary Amendment to Consultation Path**

N. Allen presented the amendments for approval. He explained that the Policy Framework is a key institutional policy that delegates the Board's power, establishing categories of policy instruments with distinct consultation and approval pathways. The recommended amendments to the Policy Framework serve to abbreviate the consultation pathways in order to allow for a more expedited process to establish temporary policies or procedures or make temporary amendments to policy instruments

to account for changes to the university's operations due to the effects of the COVID-19 pandemic response.

*Upon a motion duly made by N. Allen and seconded by M. Saros, pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors unanimously approved the Interim Policy Framework, as presented.*

## **9.9 Annual University Risk Management Report**

N. Allen reported that the committee was pleased to receive the fifth annual University Risk Management Report, which was included in the meeting material. This is an integral part of the university's development of its risk management culture. The pandemic has demonstrated the value of having risk management tools in place and the considerable value of having a dedicated risk professional available to lead operational pandemic response and return to work planning. He acknowledged and thank Jacquelyn Dupuis for all of her hard work leading the university's pandemic response initiatives, from assisting with safely closing the campus to managing limited access to campus, and currently in supporting a safe and gradual return to campus. He was pleased to report that the university continues to make progress toward the integration of risk into its decision-making and planning processes.

Given the constraints the university is facing, the university will carry on with one person devoted to risk management, which limits the amount of progress that can be made. The focus will continue to be on strategic and foundational risks, with the key foundational risk being financial. Cybersecurity and privacy are also key risk considerations. A cross functional team is being assembled to manage cybersecurity and will continue to implement best practices. The committee was pleased to see that the university continues to move the yard stick forward and that risk management is a vibrant activity at the university. N. Allen thanked C. Foy, J. Dupuis, and the Risk Management Committee for the tremendous amount of work done and progress made this year.

## **10. Investment Committee:**

### **10.1 Quarterly Report**

S. Chow delivered the Investment Committee report. She informed the Board that there had been an 8.7% decline in market value but that it was ahead of the benchmark as of March 31. PH&N reminded the committee to keep a long-term view of the portfolio. The committee has been receiving more frequent communication from the investment manager since the start of the pandemic because of the market volatility. S. Chow also reported that the committee received the annual ESG report at their last meeting. ESG factors are shown to mitigate risk and enhance long term performance. She thanked the committee and staff for their work. She noted that a significant accomplishment of the committee this year was carrying out the investment manager review with Mercer.

The Chair thanked S. Chow for looking after the portfolio with A. Gallagher and the team during this difficult period.

## **11. Governance Nominations & Human Resources Committee (GNHR)**

F. Garwe thanked the Board Chair for his leadership and mentorship – he will be missed. F. Garwe also thanked N. Allen for his leadership, calmness and ability to deal with challenges – these are lessons he will take with him going forward. F. Garwe noted it



was his last Board meeting as Chair of GNHR. He shared that being Chair of the committee has been a pleasure. He had not been on the Board long when he assumed the role and he credited C. Foy and D. Allingham with showing him the ropes. He noted he also often calls B. Dinwoodie for support and can rely on her for advice. He remarked that the incoming leadership is in good hands and that they will soon understand the amount of work that goes on. The staff behind the scenes make the leaders look like superheroes. M. Saros will be succeeding him in the role and he believes she will be a fabulous Chair. He noted that M. Saros and the committee members ask excellent questions and he looks forward to great things ahead.

F. Garwe reported that at their last meeting, the committee received an update on the university’s pandemic planning and the working assumptions to plan for a safe return to campus. The committee also received the Report on the Annual Review of Workplace Violence Policy, which was included in the meeting material. The committee received and reviewed the Annual Report on Student Sexual Violence Policy Implementation, also included in the meeting material. The university continues to support students who have experienced sexual violence and other forms of violence even with the transition online. A lot of effort was directed towards education this year and there has been robust engagement with students. The committee was also consulted on the draft Ethical Conduct policy documents.

### 11.1 2020-2021 Board Renewals & Leadership Appointments

F. Garwe thanked all of the governors who expressed interest in taking on leadership roles. The Board is very diverse and there is lots of work that goes on. He let the incoming leaders know that the Board is here to support them and ensure their efforts are recognized. The Board Chair thanked F. Garwe for his leadership and contributions as GNHR Chair.

*Upon a motion duly made by F. Garwe and seconded by L. Zucker, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors unanimously approved:*

1. *The reappointment of Kevin Chan, Kori Kingsbury, Thorsten Koseck, Trevin Stratton and Jim Wilson to the Board of Governors for a three-year term to end on August 31, 2023;*
2. *The appointment of Dietmar Reiner as Chair of the Board for 2020-2021;*
3. *The appointment of Laura Elliott as Vice-Chair of the Board for 2020-2021;*
4. *The appointment of Maria Saros as Vice-Chair of the Board for 2020-2021; and*
5. *The appointment of the following Board members to the positions of Chair of the specified Committee for 2020-2021:*

<i>Stephanie Chow</i>	<i>Investment</i>
<i>Laura Elliott</i>	<i>Audit &amp; Finance</i>
<i>Thorsten Koseck</i>	<i>Strategy &amp; Planning</i>
<i>Maria Saros</i>	<i>Governance, Nominations &amp; Human Resources</i>



## 11.2 2020-2021 Board Committee Appointments

Upon a motion duly made by F. Garwe and seconded by T. Koseck, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors unanimously approved the following committee assignments for 2020-2021, as presented:

### **Executive Committee**

*Dietmar Reiner, Chair and Board Chair*

*Laura Elliott, Vice-Chair & Chair of Audit & Finance Committee*

*Maria Saros, Vice-Chair & Chair of Governance, Nominations & Human Resources Committee*

*Stephanie Chow, Chair of Investment Committee*

*Thorsten Koseck, Chair of Strategy & Planning Committee*

*Steven Murphy, President & Vice-Chancellor*

### **Audit and Finance Committee**

*Laura Elliott (Chair)*

*Dietmar Reiner*

*Stephanie Chow*

*Dale MacMillan*

*Dietmar Reiner, Board Chair (ex-officio)*

*Steven Murphy, President (ex-officio)*

### **Governance, Nominations and Human Resources Committee**

*Maria Saros (Chair)*

*Laura Elliott*

*Kori Kingsbury*

*Trevin Stratton*

*Dietmar Reiner, Board Chair (ex-officio)*

*Steven Murphy, President (ex-officio)*

### **Investment Committee**

*Stephanie Chow (Chair)*

*Ferdinand Jones*

*Thorsten Koseck*

*Mark Neville*

*Maria Saros*

*Dietmar Reiner, Board Chair (ex-officio)*

*Steven Murphy, President (ex-officio)*

### **Strategy & Planning Committee**

*Thorsten Koseck (Chair)*

*Liqun Cao*

*Kevin Chan*

*Jim Wilson*

*Lynne Zucker*

*Dietmar Reiner, Board Chair (ex-officio)*

*Steven Murphy, President (ex-officio)*

### **11.3 Annual Board Practices Assessment Overview**

C. Foy provided an overview of the annual Board Practices Assessment results, highlighting the areas identified for further strengthening. A member commented that the university's vision to implement the OnBoard tool was forward thinking and has helped the Board during these challenging times.

### **12. Strategy & Planning Committee**

T. Koseck thanked D. Allingham and N. Allen for their leadership. He also thanked O. Davis and shared that he understands how much he gives up as a student to take on such a role. T. Koseck shared that he worked with the university on producing face shields and head bands and thanked S. Murphy for his efforts. The university also stepped up to help test new masks for GM. He gave a special thank you to S. McGovern for the incredible amount of she does work behind the scenes. He also thanked C. Foy and B. Dinwoodie for their support.

T. Koseck reported that at the committee's last meeting in May, they received an update on the university's pandemic response initiatives, as well as the strategic focus for beyond the pandemic.

#### **Integrated Planning**

The committee also received an update on the Integrated Planning process. A review and refresh of the institution's mission, vision and values will proceed with consultations over the summer months and the Board will receive an update in the fall. The Integrated Plan 2019-2021 is available online and has helped guide the university's response to the pandemic and will be especially useful with the post pandemic transition. Several of the key strategic areas are learning reimagined and sticky campus.

#### **Annual Programs Update**

The committee also received the Annual Programs Update. The Quality Council conducted their audit of the university's quality assurance processes just before classes were cancelled and the results would be available soon.

#### **Strategic Research Plan**

The committee also received a presentation on the Strategic Research Plan, which was included in the meeting material. Last year, the university's research funding was just over \$11m and it has increased to over \$18.5m this year. He congratulated the university on this accomplishment. The Strategic Research Plan is aimed at an external audience and reflects the university's focus on tech with a conscience.

#### **Strategic Risk Annual Report**

The committee received the annual strategic risk report, also included in the risk report in the material. The university has made great progress on the strategic risk aspects.

#### **Alumni Engagement Strategy Update**

This is usually delivered by the Alumni Association President at the AGM; however, given the full agenda and virtual format, it was not included this year. The Alumni Association President will be invited to speak to the Board at the next appropriate opportunity.

It is encouraging to hear about the progress being made by the Association and it serves as another excellent reminder of why we joined the university's Board of Governors.

### **12.1 Board of Governors Pathways Awards Amendment**

The Board of Governors' Pathways Award was created in 2014 to encourage college students to transfer and continue their studies for a degree at Ontario Tech. Including this year's annual appeal, Board members have contributed \$82,756 including matching grants, supporting 60 college students transferring to Ontario Tech. To expand the award to include more students entering the university, the committee is recommending amending the Terms of Reference for the award. The new award will be open to all students entering Ontario Tech from a college, another university or a high school who have a GPA of 80% (or equivalent) and are not receiving another award. The first awards will be available for the 2021-2022 academic year.

*Upon a motion duly made by T. Koseck and seconded by F. Garwe, pursuant to the recommendation of the Strategy and Planning Committee, the Board of Governors unanimously approved the proposed changes to the Terms of Reference for the Board of Governors' Pathways Award, as presented.*

### **12.2 Strategic Retreat Debrief**

S. Murphy discussed the next steps coming out of the retreat. He noted that it is good for the Board to be aware of other leaders in the blended learning model. It is important to differentiate ourselves from other institutions who are stating they will be delivering education in a hybrid form. They are not being deliberative whereas we are being deliberative and strategic. The goal is to offer as much experiential learning on campus as possible (e.g. wind tunnel, practicums for nursing and med lab students, technology in education, etc.). The Strategy and Planning committee will be central to this as we determine what exactly that means for the university. It is important to look at examples like Deakin and institutions in Europe and the United States. Even institutions that have been extremely innovative are struggling due to COVID and are also facing decreases in revenue. When we start talking about blended learning, the focus seems to be on mode of delivery. What we are really talking about is fundamentally rethinking how we teach our students – how we connect through technology to engage our students. We understand that most young adults want the on-campus experience. We want to respect their time and they could watch lectures online and then apply their knowledge on campus. The university will get there through engaging the Board, Academic Council and the Faculties in the discussion. A tremendous amount of blended learning is already being done on campus and we can push further, identify champions, and use the Board and Academic Council as sounding boards.

### **13. Consent Agenda:**

*Upon a motion duly made by T. Stratton and seconded by L. Elliott, the Consent Agenda was approved, as presented.*

13.1 Faculty of Engineering and Applied Science – Restructuring of Departments

13.2 Academic Council's Governance & Nominations Committee Terms of Reference Amendments

13.3 2020-2021 Board Schedule

13.4 Appointment of Board Secretary 2020-2021

- 13.5 Minutes of Public Session of Board Meeting of April 23, 2020
- 13.6 Minutes of Public Session of Audit & Finance Committee Meeting of April 15, 2020
- 13.7 Minutes of Public Session of Governance, Nominations & Human Resources Committee Meeting of March 26, 2020
- 13.8 Minutes of Public Session of Strategy & Planning Committee Meeting of April 8, 2020
- 13.9 Minutes of Public Session of Investment Committee Meeting of February 19, 2020
- 13.10 Updated A&F Terms of Reference

**14. Information Items:**

- 14.1 A&F Annual Report
- 14.2 Investment Annual Report
- 14.3 GNHR Annual Report
- 14.4 Annual S&P Report
- 14.5 Annual Policy Review & Compliance Update
- 14.6 Annual Report on Student Sexual Violence Policy Implementation
- 14.7 Annual CURIE Report
- 14.8 AVIN
- 14.9 Alumni Engagement Strategy
- 14.10 Strategic Research Plan
- 14.11 Annual Board Chair Report

**15. Other Business**

At the beginning of the meeting, he thanked a number of people, and specifically left off a few names. He thanked C. Pitcher, whom he has worked with closely when dealing with the President. He noted that she had intended to retire this year and deferred it. She is greatly appreciated by the senior staff. He also acknowledged B. Dinwoodie for all of her support during his time as Chair. Her assistance has been invaluable.

**16. Adjournment**

*Upon a motion duly made, the public session adjourned at 11:55 a.m.*

Becky Dinwoodie, Secretary