



BOARD OF GOVERNORS' 120th REGULAR MEETING

**Minutes of the Public Session of the Meeting of Thursday, June 24, 2021
9:00 a.m. to 10:25 a.m., Video Conference**

GOVERNORS IN ATTENDANCE:

Dietmar Reiner, Board Chair
Laura Elliott, Vice-Chair and Chair of Audit & Finance Committee
Stephanie Chow, Chair of Investment Committee
Maria Saros, Vice-Chair and Chair of Governance, Nominations & Human Resources Committee
Thorsten Koseck, Chair of Strategy & Planning Committee
Steven Murphy, President
Mitch Frazer, Chancellor
Azzam Abu-Rayash
Liqun Cao
Kevin Chan
Doug Ellis
Francis Garwe
Kathy Hao
Ferdinand Jones
Kori Kingsbury
Dale MacMillan
Mark Neville
Kim Slade
Trevin Stratton
Roger Thompson
Jim Wilson
Lynne Zucker

REGRETS:

Lisa Edgar

BOARD SECRETARY:

Becky Dinwoodie, *Associate University Secretary & Judicial Officer*

STAFF:

Jamie Bruno, *Chief Work Transformation and Organization Culture Officer*
Stephanie Callahan, *Assistant to the Provost & VP Academic*
Barb Hamilton, *Assistant to the University Secretary & General Counsel*
Krista Hester, *Assistant to the Provost & VP Academic*

Les Jacobs, *VP, Research and Innovation*
Lori Livingston, *Provost & VP Academic*
Brad MacIsaac, *Vice-President, Administration*
Susan McGovern, *VP External Relations & Advancement*
Pamela Onsiong, *Director, Planning & Reporting, Finance*

GUESTS:

Shay Babb
Chelsea Bauer, *Faculty Association*
Brian Campbell
Pierre Cote
Mike Eklund, *President of Faculty Association*
Melissa Gerrits
Robin Kay
Ramiro Liscano
Kimberley McCarthy
Niall O'Halloran
Andrew Sunstrum
Peter Stoett

1. Call to Order

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

2. Agenda

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

3. Conflict of Interest Declaration

None.

4. Chair's Remarks

The Chair welcomed everyone to the last scheduled Board meeting of the academic year. He also welcomed the guests and invited them to introduce themselves. The Chair thanked the governors, senior leadership team, and secretariat for all of their work this year.

5. President's Report

The President thanked the senior leadership team for rising to the challenge of the past year. He reflected on where we were at this point last year - it was a bleak outlook and immediate action had to be taken. Many other institutions are struggling as a result of delaying action. It is difficult to anticipate the continued evolution of the pandemic. The President discussed the planning for the fall term, which will look different. He also discussed the financial planning for the university.

The President commended the university's faculty, staff, and students, who have done a phenomenal job this year. He discussed the strategic discussions that Academic Council had this year focused on blended learning. He emphasized that the development of a blended learning strategy will not be a top-down process. The President noted the difference between where we were twelve months ago versus where we are today. We have come a long way and have a long way to go. He emphasized the need for continuous improvement. We must get into the mindset of continuous learning and develop new sharing mechanisms across Faculties and within Faculties. The university also needs to continue to invest in robust digital platforms. The President commented that everyone is up to the task. He reported on the university's recent success with eCampus Ontario submissions, which resulted in \$2.5m in funding. This is an unbelievable accomplishment and speaks to the fact that so many of our faculty members were already innovating before COVID.

The President discussed the forward-thinking aspects of the new building. He also discussed the plans for the return to work and the flexibility being provided to staff. The new normal is upon us and now is the time to make the transition. He thanked J. Bruno and B. Maclsaac for their work on this. The President noted that we won't necessarily get things right the first time around. We are going to learn as we go along. He encouraged everyone to stick with it as it will take time to get right. This also applies to blended learning.

The President also discussed the plan for the fall term. The university will be managing the return to campus in a conservative and slow approach. The focus is on the level of vaccination, but we must also acknowledge the healing that must take place as a result of the pandemic. It is important for people's mental health to gradually return to campus, which will also help people feel safe.

The President responded to questions, which included:

- Is there any sense of vaccine hesitancy in the community?
 - The President advised that he is actually hearing quite the opposite, but the university is taking a proactive approach to encourage everyone to get vaccinated. He shared the story of speaking with a 21-year old athlete who is fully vaccinated – so many students understand the importance of vaccination. There is also a vaccination clinic on campus and the university has coordinated with public health to ensure there is an opportunity for international students to get vaccinated when they arrive.
- A governor commented that we must be prepared to address the emotional and mental toll the pandemic has had on people. We will likely feel the effects long

after the pandemic is done. She also stressed the importance of being flexible for the return to campus.

- How much work is being done with public health to prepare for the return to campus?
 - The President shared that the new Ontario Medical Officer of Health (OMOH) met with COU earlier that week and offered to work with universities one on one and collectively. In terms of residences, they are shared and owned by Durham College (DC). DC made the decision to make residences mandatory vaccine areas and the university supports that decision given the close quarters of the students.
- Any consideration being given to rapid testing?
 - The President noted that that the OMOH advised not to invest money in rapid testing and to instead focus energy on getting people fully vaccinated
 - The focus will be on a robust campaign to encourage everyone to get vaccinated.

6. Academic Council

F. Jones reported that Academic Council (AC) members have been very committed to ensuring the academic governance of the university continues uninterrupted. AC's annual report, summarizing the accomplishments of Council this year, is included in the meeting material for information.

He noted that in accordance with Article 1.4 of By-law No. 2, AC will make recommendations to the Board on matters including the establishment or termination of degree programs. F. Jones presented the following new program proposals for approval by the Board.

6.1 Master of Business Analytics and AI Program Proposal

F. Jones presented the proposal for approval and noted that the Provost is available to respond to any questions. Board members had the following questions:

- What is the strategy for new programs? Do we have infinite capacity to implement new programs or do some need to be closed first? How do we decide that we can accommodate new programs? What is the tuition for this program? How do we set tuition for professional degree programs?
 - L. Livingston advised that right now in Ontario there is incredible competition for domestic and international students.
 - She noted that the university has not added much in the way of new programs over its first 20 years compared to other Ontario institutions.
 - New programs are being developed to attract more students.

- Part of the analysis of a new program is to ensure it aligns with the university's mission, vision and values and a market study is also conducted.
- AI is one of the areas we should be focusing on.
- The development of new programs is also important to remain competitive with other institutions.

Upon a motion duly made by F. Jones and seconded by T. Koseck, pursuant to the recommendation of Academic Council, the Board of Governors unanimously approved the Master of Business Analytics and AI program, as presented.

6.2 Bachelor of Health Administration Program Proposal

F. Jones presented the proposal for approval.

Upon a motion duly made by F. Jones and seconded by F. Garwe, pursuant to the recommendation of Academic Council, the Board of Governors unanimously approved the establishment of a Bachelor of Health Administration (Honours) program, as presented.

6.3 Doctor of Education Program Proposal

F. Jones presented the program for approval. He advised that Dr. Robin Kay, Dean of the Faculty of Education, and Dr. Brian Campbell were available to respond to questions.

Upon a motion duly made by F. Jones and seconded by T. Koseck, pursuant to the recommendation of Academic Council, the Board of Governors unanimously approved the establishment of a Doctor of Education program.

6.4 Graduate Diploma in Police Leadership Program Proposal

F. Jones reported that this proposal was recommended by Academic Council at their meeting on Tuesday. He noted that Dr. Peter Stoett, Dean of the Faculty of Social Science and Humanities, was available to respond to questions.

Upon a motion duly made by F. Jones and seconded by T. Koseck, pursuant to the recommendation of Academic Council, the Board of Governors unanimously approved the establishment of a Graduate Diploma in Police Leadership, as presented.

6.5 Establishment of Institute for Disability and Rehabilitation Research

F. Jones presented the proposal for consideration. F. Garwe commented that this is a progressive direction for the university and that given the current environment and the possibility for partnerships in the region, this will be a valuable program. He noted that having this expertise available at the university will position the university as a good partner in the region.

A member asked whether the uncertainty related with COVID has been factored into the development of these new programs and institutes?

- o L. Jacobs advised that a year ago, the university launched the 5-year Strategic Research Plan and establishing several research institutes is part of the plan. Each of the institutes have established Centres already (e.g. Dr. Pierre Cote leads a Centre focused on disability and rehabilitation and the Institute will broaden the scope and complement the Centre). Rather than following research activities within Faculties, our strength is our nimbleness and ability to collaborate across Faculties. L. Jacobs discussed the planning process and the impact of COVID on the planning process.

Upon a motion duly made by F. Jones and seconded by D. Ellis, pursuant to the recommendation of Academic Council, the Board of Governors unanimously approved the establishment of the Institute for Disability and Rehabilitation Research (IDRR), as presented.

The Chair acknowledged the great work that AC has done this year, which is evident in the proposals presented today. Their work demonstrates that things are not standing still although at times it felt as though they were. The Chair thanked F. Jones for serving as the AC liaison and for strengthening the communication between the governing bodies.

7. Co-Populous Report

J. Wilson delivered the co-populous report. He reported that DC approved several new degree programs: Honours Bachelor of Community Mental Health starting in September 2023, and Bachelor of Paralegal and Honours Bachelor of Paralegal. He also reported on DC's convocation. There will be 3800 graduates this year and they will be invited to attend an in person ceremony when it is safe to do so. In the meantime, they created a dedicated convocation recognition website. J. Wilson also reported that effective July 1, the new Chair of the DC Board will be Kristi Honey and Gary Rose will be the new Vice-Chair.

The Chair thanked J. Wilson for the report and noted that this is another sign that things have not stood still.

Committee Reports

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

Finance

L. Elliott delivered the A&F report. She reported that the committee engaged in robust discussions at their meeting the week before. She referred to a number of reports that

have been included in the meeting material for information, which are representative of a lot of work done by staff. She encouraged governors to ensure that they review them.

8.1 2020-2021 Audited Financial Statements

L. Elliott provided an overview of the university's audited financial statements. She noted that the university's financial position remains stable. She reviewed the Statement of Operations, which shows a significant loss of commercial revenue due to COVID closures.

Upon a motion duly made by L. Elliott and seconded by A. Abu-Rayash, the Board of Governors unanimously approved the 2020-2021 audited financial statements, as presented.

8.2 Internally Restricted Funds

L. Elliott presented the internally restricted funds recommendation for approval. She noted that \$1.2m will be set aside for contractual obligations and the remainder will be allocated to strategic priorities. She reported that the committee had a discussion about the anticipated timeframe for spending the funds.

Upon a motion duly made by J. Wilson and seconded by T. Koseck, pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors unanimously approved the 2020-21 internally restricted reserves, as presented.

8.3 Fourth Quarter Financial Reports

L. Elliott provided an overview of the fourth quarter financial reports. She noted that A&F had a robust discussion of the reason for the surplus. She reported that \$21m was invested in the new building from the reserves. The President advised that a surplus would be viewed positively by the Ministry in this current economic environment. There was a discussion regarding whether there is any risk of a clawback of the COVID relief funding. The President advised that there has been no indication that the funding would be reversed and that this would be an unprecedented move.

8.4 Amendments to Statement of Investment Policies (SIP)

L. Elliott provided an overview of the proposed amendments to the SIP.

Upon a motion duly made by L. Elliott and seconded by J. Wilson, pursuant to the recommendations of the Investment Committee and the Audit & Finance Committee, the Board of Governors unanimously approved the proposed amendments to the Statement of Investment Policies, as presented.

Risk, Compliance & Policy

8.5 Signing Authority Policy

L. Elliott provided the history of the policy development. She emphasized that the intent is to ensure there is sound stewardship of university resources through a robust framework. The Chair added that this was an area of concern to the Board and is an example of doing the right thing. The Chair also noted the extensive consultation process and thanked the staff for all of their work.

Upon a motion duly made by L. Elliott and seconded by M. Saros, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors unanimously approved the Signing Authority Policy, as presented.

8.6 Annual University Risk Management Report

L. Elliott noted that a strong risk foundation has been developed at the university and the Board should be supportive of that culture. She referred the Board to page 7 of the report, which highlights the risks for the Board. The next step will be the development of a risk dashboard, which will be important to the committee in their oversight of risk going forward.

L. Elliott thanked B. Maclsaac, P. Onsiang, and B. Dinwoodie for their support during her first year as Chair of A&F. The Chair echoed her comments.

9. Governance Nominations & Human Resources Committee (GNHR):

9.1 Review of Committee Structure

M. Saros advised that GNHR is focused on making the most of governors' time while ensuring the Board fulfills its fiduciary obligations. She provided an overview of the recommendations coming out of the GNHR's review of the Board's committee structure, which was set out in more detail in the accompanying report.

Upon a motion duly made by M. Saros and seconded by K. Kingsbury, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors unanimously approved the proposed committee structure and the changes to the committees' Terms of Reference, as presented.

9.2 Annual Board Practices & Committee Assessments Overview

M. Saros thanked the Board for participating and completing the assessment. She was pleased to advise that they achieved a 100% response rate this year, which is reflective of an engaged board. She noted that the ratings were consistent with those of the previous year. M. Saros summarized the key takeaways and opportunities:

- positive response to the change in meeting structure to allow for increased strategic discussion;
- discussions are focused and respectful and meetings are structured to make the most of the Board's time;
- there is an opportunity to strengthen engagement with AC – she noted that there is greater information sharing through F. Jones, the President, and L. Elliott – she welcomed suggestions for additional opportunities to have a joint event;
- some governors are unsure about how to best support government relations/advancement activities – she encouraged members to reach out to S. McGovern; and
- the addition of questions related to EDI was new this year, as GNHR is tasked with the development of a governance EDI strategy.

M. Saros commented that overall, these are great results and the Board should feel very proud. She thanked the USGC, President, Board Chair and committee chairs for all of their efforts and shared that she hopes to continue this momentum going forward.

The Chair added that it is great to see a 100% participation rate, as it is important to hear from all governors. He was pleased to see that year over year, we appear to be moving in the right direction. The committee structure changes approved during this meeting also align well with some of the feedback received. S. Chow commended the Board and expressed appreciation for the shift towards more strategic discussion as it allows governors to add value to the university's strategies. Further, the continued efforts to include more discussion during the public session helps promote transparency. R. Thompson added that he feels the Board's virtual meetings have been very effective with the tools they've been using and that he is looking forward to seeing everyone in person when possible. He also made the suggestion of identifying motions on the agenda.

9.3 First Annual Human Rights Report

C. Foy thanked A. Sunstrum, Director of the Human Rights Office, for all of his work. As we work towards developing a culture that manages conflict well, there are two key aspects of his role: 1. risk management and 2. cultural change. This report is evidence of the progress being made in the area of human rights. This is one aspect of EDI, as the Human Rights Office works to support EDI through the compliance aspect of it.

L. Elliott commended them for publicizing this information as many institutions are reluctant for this information to come to light. She assured C. Foy that the committee will continue to support the university in this work going forward. There was a discussion regarding whether the 43 consultations completed by the Human Rights Office that were of a general human rights nature in which no specific protected ground was cited was

typical in terms of distribution. C. Foy noted that it is too early to determine whether this is typical for our institution, as they are just starting to track this information. The Chair added that it is helpful to have the report to help set baselines for tracking progress going forward.

10. Investment Committee:

10.1 Quarterly Report

S. Chow reported that the university's investment portfolio is currently valued at approximately \$32m with a cash balance of \$354,000. The portfolio's 3-year return is slightly behind benchmark and the 5-year return is slightly ahead of benchmark. She noted that the committee engaged in a robust discussion of the proposed amendments to the SIP. S. Chow thanked the committee and staff for all of the work accomplished this year. The committee has worked hard to ensure the investment governance documents reflect what the committee is trying to achieve.

11. Strategy & Planning Committee (S&P)

11.1 Strategic Retreat Debrief

T. Koseck reported on the Board retreat, which was held virtually on the morning of May 13. He reviewed the objectives of the retreat, which were:

(a) to lay the foundation for strategic change by having Board members develop a better understanding of:

- how universities are changing their approach to learning and to changing their "reach";
- the expectations and assumptions around learning of the next generation of students, and;
- current Academic Council approach to changes in learning and technology in learning.

(b) to have the board engage in strategic discussions to identify:

- the values that should guide a student centred approach;
- what might differentiate Ontario Tech's approach;
- the cultural foundations for change; and
- the socio-economic implications of pedagogical change for students.

The retreat session included:

- hearing from a guest speaker who provided the Board with insights into university innovation, the effect of COVID-19, and how universities are extending themselves;
- a student panel focused on the future of learning from the student perspective;

- an overview of the current state of technology in teaching and on the ground at Ontario Tech; and
- breakout rooms, with the governors in each room engaging in a strategic discussion focused on one of the questions.

Following the retreat, governors were asked to complete an evaluation of the retreat and he was pleased to report that based on the results of the evaluation, governors were in agreement that:

- the retreat format was effective;
- the information provided was relevant and useful;
- the presenters provided adequate time for questions and answered them effectively;
- the written materials were helpful and will be useful references in the future; and
- the retreat objectives were met.

This feedback will assist with planning next year's retreat. T. Koseck thanked everyone who participated in this year's retreat. He remarked that it was a wonderful year and that he has had a great experience being Chair of S&P. He ended by thanking the committee for all their work this year.

The Chair acknowledged T. Koseck's leadership on S&P over the past 3 years and commented that one of the standouts was the vision, mission, and values exercise, which T. Koseck was passionate about.

12. Consent Agenda:

The Chair noted that item 12.11 would be considered separately.

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

12.1 Amendments to By-law No. 1

12.2 Board of Governors Recruitment, Appointment and Leadership Policy

12.3 2021-2022 Board Schedule

12.4 Appointment of Board Secretary 2021-2022

12.5 Minutes of Public Session of Board Meeting of April 22, 2021

12.6 Minutes of Public Session of Audit & Finance Committee Meeting of April 14, 2021

12.7 Minutes of Public Session of Governance, Nominations & Human Resources Committee Meeting of March 30, 2021

12.8 Minutes of Public Session of Strategy & Planning Committee Meeting of March 18, 2021

12.9 Minutes of Public Session of Investment Committee Meeting of February 17, 2021

12.10 2021-2022 Endowment Disbursement

The Chair commented on agenda item 12.4 and thanked B. Dinwoodie for her support during his first year as Chair. He also thanked her for taking on the role of Board Secretary again.

12.11 2021-2022 Board & Committee Leadership

Upon a motion duly made by R. Thompson and seconded by A. Abu-Rayash, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors unanimously approved the following appointments:

1. *Reappointment of Dietmar Reiner as Chair of the Board for 2021-2022;*
2. *Reappointment of Laura Elliott and Maria Saros as Vice-Chairs of the Board for 2021-2022;*
3. *Appointment of the following Board members to the positions of Chair of the specified Committee for 2021-2022:*

<i>Laura Elliott</i>	<i>Audit & Finance</i>
<i>Maria Saros</i>	<i>Governance, Nominations & Human Resources</i>
<i>Lynne Zucker</i>	<i>Strategy & Planning</i>

D. Reiner, L. Elliott, M. Saros, and L. Zucker abstained.

13. Information Items:

13.1 Academic Council Annual Report

13.2 Project Updates

13.3 A&F Annual Report

13.4 Annual Insurance Report

13.5 Annual Compliance Report

13.6 Annual Policy Report

13.7 Annual Privacy Report

13.8 Investment Annual Report

13.9 GNHR Annual Report

13.10 Annual Report on Student Sexual Violence Policy Implementation

13.11 Annual S&P Report

13.12 Annual Board Chair Report

14. Other Business

15. Adjournment

There being no other business, upon a motion duly made by F. Jones, the public session adjourned at 11:10 a.m.

Becky Dinwoodie, Secretary