



BOARD OF GOVERNORS' 118th REGULAR MEETING

**Minutes of the Public Session of the Meeting of Thursday, February 25, 2021
1:00 p.m. to 2:45 p.m., Video Conference**

GOVERNORS IN ATTENDANCE:

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

REGRETS:

Liqun Cao
Lisa Edgar
Francis Garwe
Ferdinand Jones
Dale MacMillan

BOARD SECRETARY:

Becky Dinwoodie, *Associate University Secretary & Judicial Officer*

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*
Krista Hester, *Assistant to the Provost & VP Academic*

Lori Livingston, *Provost & VP Academic*
Brad MacIsaac, *Vice-President, Administration*
Susan McGovern, *VP External Relations & Advancement*

GUESTS:

Shay Babb
Chelsea Bauer, *Faculty Association*
Mike Eklund, *President of Faculty Association*
Melissa Gerrits
Ramiro Liscano
Christine McLaughlin, *Faculty Association*
Niall O'Halloran
Andrew Sunstrum

1. Call to Order

The Chair called the meeting to order at 1:05 p.m.

2. Agenda

Upon a motion duly made by T. Koseck and seconded by T. Stratton, 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 full Board meeting of 2021. He hoped everyone is keeping healthy and staying safe. The Chair welcomed the newest governor, K. Hao, to her first meeting as a governor. He noted that K. Hao's experience will augment the Board's capabilities. He is excited to have her join the Board and looks forward to working with her.

The Chair discussed the use of language and the potential impact words can have on people. He encouraged governors to abide by the following principles: be respectful, be aware of the social environment they are in, be humble about the limits of their knowledge, and and be committed to learning. The Chair acknowledged that they are going to make mistakes and emphasized the need to learn from those mistakes and be ready to change.

The Chair also provided an update on the collaborative efforts with Durham College (DC). He reported on a recent meeting with the executive members of the DC Board. The goals of the meeting were to explore how aligned the Boards are and how, as Board members, they can help reinvigorate the relationship between the insitutions. He shared that it was a positive and productive meeting. There is good alignment between the Boards and the governors agreed that there is untapped potential worth pursuing. The Chair informed the

Board that the group is going to continue the dialogue with both Presidents in the hope to gain momentum. This will serve as a foundation for future joint Board meetings with DC.

The Chair ended by encouraging members to come prepared to meetings and be ready to actively participate.

5. President's Report

The President also welcomed K. Hao to the Board. The President provided an overview of the COVID-19 initiatives in which the university has been involved over the past year and shared how proud he is of the university community.

The President also discussed the university's budget planning, highlighting the limited levers available to increase revenue for universities. The provincial government's tuition freeze leaves the university with little flexibility to deal with increased costs. In the context of students being drawn to the more well known institutions (e.g. Western, Queen's, Waterloo, UofT) and those institutions accepting more students, it is important to differentiate Ontario Tech from other institutions and emphasize our value proposition.

5.1. Strategic Discussion: Fiscal Sustainability

S. Murphy led the strategic discussion focused on fiscal sustainability. He provided an overview of the strategic priorities that are guiding the 2021-2022 budget development:

- enhancing our technological platforms and infrastructure/learning reimagined; and
- student recruitment.

The Board had an engaged discussion regarding the university's financial planning and investment in key strategic areas.

6. Co-Populous Report

J. Wilson reported on the Durham College (DC) Board Meeting of February 10. At that meeting, the DC Board received a winter enrolment report. For the Winter 2021 semester, the day 10 total enrolment count was 11,283 students. Of those, 2067 are international students, representing 18.3% of all enrolment. Compared to Winter 2020 intake, there was a 6.3% decrease in total day 10 enrolment. The DC Board also received the following presentations:

- update on the College's Response to Covid-19; and
- plans for 2021 Convocation.

J. Wilson highlighted the good news items included in the DC President's Report:

- DC was named one of Greater Toronto's Top Employers of 2021 for the 10th year;

- DC was named one of Canada's Top 50 Research Colleges for 2020; and
- DC's AI Hub and the Galen Weston Centre for Food won a Business Excellence Award from the Greater Oshawa Chamber of Commerce.

7. Academic Council

7.1. Vision, Mission, and Values

L. Elliott reported on the feedback provided by Academic Council (AC) on the updated version of the vision, mission, and values. She emphasized that the Board respects and values the views of the university community, and in particular AC, a key partner in university governance. L. Elliott provided an overview of AC's comments and the proposed amendments to the vision, mission and values, which were also set out in the accompanying report. She noted that this is in keeping with process, as the motion passed by the Strategy and Planning Committee supporting the version before the committee at the time reflects the committee's awareness that changes were possible after the final consultation with AC. As the governor member of AC, L. Elliott requested that the Board accept and approve the proposed amendments.

8. Strategy & Planning Committee (S&P) Report

T. Koseck delivered the S&P report. He provided an update on the contributions that have been made to the Board of Governors Award. He also encouraged governors to consider making a gift to the Brave The Future Campaign, if they have not already done so. T. Koseck also thanked everyone who has supported other initiatives, such as the Pi Day of Giving and Student Relief Fund. He reminded governors of the upcoming Pi Day of Giving activities and encouraged members to participate in the virtual events (Speaker Series). He also reminded governors to introduce Ontario Tech to their networks and businesses to help encourage philanthropic support for the university. He thanked those governors who have already taken this step. He also thanked the Chancellor for initiating the Chancellor's Challenge. The Chancellor discussed the purpose of the Challenge and encouraged Board members to think of creative ways to continue to support the university.

8.1. Vision, Mission, Values Refresh

T. Koseck presented the updated vision, mission, and values for approval. He thanked L. Elliott for sharing the feedback of AC with the Board.

Upon a motion duly made by T. Koseck and seconded by L. Elliott, pursuant to the recommendation of the Strategy and Planning Committee, the Board of Governors unanimously approved the refreshed Vision, Mission, and Values, as presented.

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

L. Elliott delivered the A&F report. She advised that A&F also had a robust discussion of fiscal sustainability at their last meeting. While the university's finances are in a good

place, the Board must continue to monitor costs as last year funds were not allocated to reserves and the same for this year. They are looking to reestablish reserves in 2023.

L. Elliott also reported on the capital project updates received by the committee. She noted that the ACE integration project is anticipated to have some increased project costs due to COVID and the project team is exploring innovative ways of completing the integration through virtual means with the assistance of a local company. They will have a better idea as to the additional costs at the next meeting.

L. Elliott advised that the Controlled Goods and Radiation Safety policies were presented to A&F for written consultation and would be returning for recommendation at the next meeting. She highlighted the reports included for information in the Board meeting material.

9.1. Third Quarter Financial Reports & 2021-2022 Budget Update

L. Elliott reported that P. Onsiang reviewed the third quarter financial reports with the committee at their last meeting. The investments in technology, student recruitment, and ACE were highlighted. Items of particular note were:

- enrolment this year is higher overall, mainly due to returning students;
- there has been a decrease in first year domestic enrolment by approximately 6% and this will have a long-lasting impact as those students move through their years at the university; and
- while the revenue from tuition and ancillary fees has increased, commercial revenues have decreased due to the closure of campus (e.g. ACE, food services, parking, etc.).

Overall, there is a current operating forecast of a net operating surplus of \$4.2m at the end of the fiscal year.

10. Investment Committee Report

10.1. Quarterly Report

S. Chow delivered the Investment Committee report. She informed the Board that the portfolio was valued at \$31,178,201 as of December 31, 2020 and the cash account was at \$271,329. The portfolio's performance over the last quarter was 1% ahead of the benchmark. She reported that the committee also received the annual ESG report from PH&N at the last meeting. The committee also had a robust discussion of their investment strategy, which they will continue at the next meeting.

11. Governance Nominations & Human Resources Committee (GNHR) Report

M. Saros delivered the GNHR report. She reported that the committee remains focused on advancing equity, diversity and inclusion (EDI). In support of their efforts, the

committee had an engaged strategic discussion focused on EDI during their last meeting. Key points coming out of the committee's discussion include:

- the need for continuous professional development with respect to EDI for GNHR and the Board;
- ensuring the appropriate line of sight from the Board to the university's EDI strategy considering the multiple stakeholder lens that will need to be applied; and
- the importance of embedding EDI in Board succession, renewal and recruitment.

With respect to professional development, M. Saros thanked the Secretariat's office on behalf of the Board for arranging the EDI session that took place before today's public session. The session helped increase the collective knowledge of the Board. She reviewed the next steps in the development of the Board's EDI governance strategy.

M. Saros reported that the committee was consulted on a number of policy updates, including the Accommodation and Respectful Workplace Policies, which also support the university's EDI work.

The committee also remains focused on ensuring that we continue to refine the structure of our meetings, allocating time for strategic discussion and ensuring continued focus on the matters of most importance to the university's ability to achieve its long-term goals. We appreciate the efforts on the part of the Secretariat's office to support Board members' ability to govern at the oversight, not operational, level through ongoing feedback and professional development opportunities.

Lastly, M. Saros reported that GNHR remains committed to fostering closer ties and strengthening partnerships with DC. In addition to the Chair's remarks, M. Saros observed that there was much enthusiasm on the part of all of the governors who participated in the joint meeting. She found the meeting to be very productive and hopes there will be more opportunities to participate in similar discussions in the future.

12. Consent Agenda:

Upon a motion duly made by R. Thompson and seconded by S. Chow, the Consent Agenda was approved as presented.

- 12.1. Compliance Policy**
- 12.2. Updated BMO Banking Resolution**
- 12.3. RBC Dominion Securities Banking Resolution**
- 12.4. Minutes of Public Session of Board Meeting of December 2, 2020**
- 12.5. Minutes of Public Session of A&F Meeting of November 25, 2020**
- 12.6. Minutes of Public Session of GNHR Meeting of October 22, 2020**
- 12.7. Minutes of Public Session of S&P Meeting of October 8, 2020**
- 12.8. Minutes of Public Session of Investment Meeting of November 12, 2020**

13. Information Items

13.1. Project Updates

13.2. Compliance, Risk and Policy Updates

13.3. Credit Rating Update

13.4. Fiscal Blueprint 2021-2022

14. Other Business

15. Adjournment

There being no other business, upon a motion duly made by M. Neville, the public session adjourned at 2:55 p.m.

Becky Dinwoodie, Secretary