
AGENDA
Thursday, November 29, 2018
12:00 p.m. to 3:50 p.m.
55 Bond Street, DTB 524

No.		Topic	Lead	Allocated Time	Suggested End Time
		PUBLIC SESSION			
1		Call to Order	Chair		
2		Agenda (M)	Chair		
3		Conflict of Interest Declaration	Chair		
4		Chair's Remarks	Chair		12:05 p.m.
5		President's Report	Steven Murphy	5	12:10 p.m.
6		Academic Council Report*	Steven Murphy	5	12:15 p.m.
7		Co-Populous Report	Jim Wilson	5	12:20 p.m.
		Committee Reports			
8		Audit & Finance Committee Report (A&F):	Nigel Allen	60	1:20 p.m.
	8.1	Student Union Addendum & Guarantee Agreement* (M)			
	8.2	New Building* (M)			
	8.3	ACE Enhancement Project* (M)			
	8.4	AVIN* (M)			
	8.5	Campus Recreation & Wellness Centre Expansion* (M)			
	8.6	2019-2020 Ancillary Fees Amendment* (M)			
	8.7	Second Quarter Financial Reports* (U)			
	8.8	2018-2019 Budget Assumptions, Targets & Outcomes* (U)			
	8.9	Policy: (a) Freedom of Expression Policy* (M)			
9		Investment Committee			
	9.1	Quarterly Report (U)	Nigel Allen	5	1:25 p.m.
10		Governance Nominations & Human Resources Committee (GNHR) Report	Francis Garwe	15	1:40 p.m.
	10.1	Presidential Transition Committee* (M)			

No.		Topic	Lead	Allocated Time	Suggested End Time
11		Strategy & Planning Committee Report (S&P)	Thorsten Koseck	5	1:45 p.m.
	11.1	Strategic Priorities* (D)	Steven Murphy	10	1:55 p.m.
12		Consent Agenda: (M)	Chair	5	2:00 p.m.
	12.1	A&F Committee Terms of Reference*			
	12.2	GNHR Committee Terms of Reference*			
	12.3	Investment Committee Terms of Reference*			
	12.4	S&P Committee Terms of Reference*			
	12.5	Minutes of Public Session of Board Meeting of June 27, 2018* (M)			
	12.6	Minutes of Public Session of Audit & Finance Committee Meeting of June 18, 2018*			
	12.7	Minutes of Public Session of Governance, Nominations & Human Resources Committee Meeting of May 31, 2018*			
	12.8	Minutes of Public Session of Investment Committee Meeting of August 15, 2018*			
13		Information Items (also available on the Board portal):			
	13.1	Contract Management Policy & Signing Authority Policy Review*			
	13.2	Risk Management & Insurance Update*			
	13.3	Workplace Violence Policy 2017-2018 Review Report*			
14		Other Business	Chair		
15		Adjournment (M)	Chair	5	2:05 p.m.
		BREAK			2:20 p.m.
		NON-PUBLIC SESSION (material not publicly available)			2:20 p.m.
16		Call to Order	Chair		
17		Conflict of Interest Declaration	Chair		
18		Executive Committee Report	Chair	10	2:30 p.m.
19		President's Report	Steven Murphy	20	2:50 p.m.
	19.1	Tenure & Promotion* (M)			
	19.2	Chancellor Reappointment* (M)			
	19.3	Signing Authority Registry Amendment (M)			
	19.4	2018-2019 Objectives* (D)			
		Committee Reports (confidential items only)			
20		Audit & Finance Committee (A&F) Report	Nigel Allen	5	2:55 p.m.

No.		Topic	Lead	Allocated Time	Suggested End Time
	20.1	Debenture Check-in* (U)	Steven Murphy & Cheryl Foy	15	3:10 p.m.
21		Governance Nominations & Human Resources Committee (GNHR)	Francis Garwe	5	3:15 p.m.
22		Strategy & Planning Committee (S&P)	Thorsten Koseck	10	3:25 p.m.
	22.1	Advancement Update*			
23		Consent Agenda (M):	Chair	5	3:30 p.m.
	23.1	Minutes of Non-Public Session of Meeting of June 27, 2018*	Chair		
	23.2	Minutes of Non-Public Session of Audit & Finance Committee Meeting of June 18, 2018*			
	23.3	Minutes of Non-Public Session of Governance, Nominations & Human Resources Committee Meeting of May 31, 2018*			
	23.4	Minutes of Non-Public Session of Investment Committee Meeting of August 15, 2018*			
24		Other Business	Chair		
25		In Camera Session	Chair		
26		Termination (M)	Chair		3:50 p.m.

Becky Dinwoodie, Secretary

Consent Agenda: *To allow the Board to complete a number of matters quickly and devote more of its attention to major items of business, the Agenda has been divided between items that are to be presented individually for discussion and/or information and those that are approved and/or received by consent. A Consent Agenda is not intended to prevent discussion of any matter by the Board, but items listed under the consent sections will not be discussed at the meeting unless a Governor so requests. Governors are supplied with the appropriate documentation for each item, and all items on the Consent Agenda will be approved by means of one omnibus motion.*



ACADEMIC COUNCIL

REPORT TO BOARD OF GOVERNORS NOVEMBER 29, 2018

Senior Academic Administrator Search Consultation Sessions

In order to obtain Academic Council's input into the candidate profiles for the Provost and VP Research roles, dedicated consultation sessions were held during what is normally the first hour of the Council meeting on September 25 and November 27. There was good turnout and active engagement.

GOVERNANCE

Election

In order to fill remaining vacant positions on Academic Council and its standing committees for 2018-2019, an election was held in September. The election process was conducted fairly and in accordance with the Academic Council Procedures for the Election of Teaching, Non-Academic Staff and Student Representatives.

Academic Council approved the appointment of the following individuals who were properly elected/acclaimed to the UOIT Academic Council for the term of November 1, 2018 to June 30, 2021:

- **Faculty of Social Science & Humanities** - **Olga Marques**
- **Faculty of Social Science & Humanities** - **Jen Rinaldi**
- **Faculty of Social Science & Humanities** - **Phillip Shon**
- **Faculty At-large** - **Amir Mostaghim**

Academic Council approved the appointment of the following students to the specified body for a term of a one-year renewable term of November 1, 2018 to August 31, 2019:

- **Undergraduate Student Position on Academic Council** - **Osama Khalid**
- **Student Position on Admissions & Scholarship Committee** - **Chelsea Jones**

Appointments

Academic Council also approved the following appointments:

Academic Council

- Graduate Student - Lyndsay Woolridge, for 2 years ending August 31, 2020

Research Board

- Faculty of Health Sciences – Pierre Cote, Associate Professor, for 2 years ending June 30, 2020
- Faculty of Science – Brad Easton, Professor, for 2 years ending June 30, 2020

Curriculum & Program Review Committee

- Faculty of Science – Helene Leblanc, Associate Professor, June 2021

Graduate Studies Committee

- Faculty of Science - Anatoli Chkrebti, Professor, June 2021
- Faculty of Health Sciences - Meghann Lloyd, Associate Professor, June 2021

Governance and Nominations Committee

- Faculty of Science - Brad Easton, June 2021
- Faculty of Engineering & Applied Science - Hossam Kishawy, June 2019
- Faculty of Health Sciences - Janet McCabe, June 2021
- Faculty of Social Science & Humanities - Hannah Scott, June 2021
- Dean of Social Science & Humanities - Peter Stoett, June 2021
- Student - Sai Tuppal, August 2019

Academic Council Orientation

The university's first joint Board and Academic Council Orientation took place following Academic Council's first meeting of the year, September 25, 2018. The goals of the session were:

- introduce colleagues serving on the Board and AC;
- get members thinking and talking about governing in an academic culture and working within a bicameral governance system; and
- become familiar with what each body does.

We had 24 attendees (9 Council members & 15 governors). The feedback received from the assessments was overwhelmingly positive.

CURRICULUM & PROGRAM REVIEW COMMITTEE

Academic Council approved the following items recommended by the Curriculum and Program Review Committee:

- (a) Centre for Institutional Quality Enhancement - Cyclical Program Review Final Assessment Summary Reports
 - (i) Bachelor of Engineering in Manufacturing Engineering
 - (ii) Bachelor of Engineering in Mechanical Engineering
- (b) Definition of Experiential Learning & Amendments to Course Nomenclature (recommended jointly with the Graduate Studies Committee)

CONFERRAL OF DEGREES

- Academic Council authorized the granting of degrees to those students who have fulfilled all degree requirements at the end of the Summer Term 2018 and Fall Term 2018 who have been recommended for graduation by their Faculty.

POLICY CONSULTATION

- Academic Council was consulted as part of the development of the following policies and procedures:
 - University Continuity Policy
 - Use of Medical Cannabis by Students Procedure
 - Freedom of Expression Policy



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Board of Governors

DATE: November 29, 2018

FROM: Nigel Allen, Chair of Audit & Finance Committee

SLT LEADS: Brad MacIsaac, Craig Elliott, Cheryl Foy

SUBJECT: UOIT Student Union (UOITSU) – Student Centre and UOIT’s Financial Commitment

BOARD MANDATE:

- This matter is coming to the Board because only the Board has authority to approve financial commitments in excess of one million dollars.
- In this matter, Board approval was provided for UOIT’s commitment to finance up to four million dollars (\$4MCDN) to enable the UOITSU to build a student centre. However, the cost to finance the student centre has now been established with more certainty and it will increase to approximately five and a half million dollars (\$5.5MCDN). It has also been established that UOIT will not finance this amount but will instead, with Board approval, serve as a guarantor for a loan in an amount not to exceed five million dollars (\$5M).
- Board approval is sought to increase the UOIT financial commitment from \$4M to \$5M and to approve the change in the nature of the obligation from a loan to a guarantee commitment.

BACKGROUND/CONTEXT & RATIONALE:

- There are multiple previous reports to Board on this matter. These reports can be found on the Board Portal.
- With full UOIT Board endorsement, UOIT supported its students to respond to litigation commenced by Durham College to separate the formerly joint student

- association and to evict the UOIT student government from the building the UOIT student government formerly shared with DC student government. This litigation was protracted and expensive. It was resolved by way of settlement.
- The terms of the settlement were approved by the UOIT Executive Committee on behalf of the Board in September, 2017. The settlement provided (among other things) that UOIT would assist the UOITSU by lending the UOITSU up to four million dollars (\$4MCDN) to finance the construction of its own building (either standalone or within a new building to be constructed and shared with UOIT. The terms of the settlement established deadlines for such construction.
 - The UOITSU reviewed the matter and notified UOIT that it preferred to occupy a portion of a building to be built by UOIT. This building is the New Building (A5) that is the subject of a separate presentation to A&F at this meeting.
 - The UOITSU portion of the building is larger than originally contemplated and as preliminary phase design work has been completed, UOIT and the UOITSU have a better sense of the costs required to build a student centre in accordance with UOIT requirements.
 - The UOIT has some reserves but will need to finance a significant portion of the costs to build its portion of the new building. The estimated total cost of the UOITSU's share to build the new building is approximately \$5.5M. Rather than take a loan from UOIT, the UOITSU will seek a loan from a third party. UOIT has agreed, subject to Board approval, to be a guarantor for that loan.
 - UOIT students are members of the UOITSU and they pay fees for this membership ("ancillary fees"). UOIT collects these fees in the same manner as tuition and then remits them to the UOITSU. A portion of these fees is collected to cover the costs of UOITSU facilities. UOITSU will cover the loan payments through these student ancillary fees.
 - It is the intention that the UOITSU will own its portion of the building.

RESOURCES REQUIRED:

- In addition to extending its guarantee, UOIT is expending resources to prepare and put in place appropriate agreements including an addendum to the original minutes of settlement, an agreement to transfer interest in a portion of the building from UOIT to USU, as well as the terms under which a guarantee would be provided.

IMPLICATIONS:

- UOIT has a legal commitment to provide the UOITSU with space for a student centre. There were only two choices: 1) a standalone building, or; 2) inclusion in a new UOIT building. The UOITSU has elected to participate in the construction of a new building thereby providing support for the development of a new building to the benefit of all UOIT students.
- If the Committee and/or Board do not agree to build a new building, it will still be necessary for UOIT to fulfil its obligations to provide the UOITSU with a new student centre.
- UOIT senior leadership has worked closely with the UOITSU leadership on the development of the new student centre in the context of the new building. The relationship between UOIT and the UOITSU is positive. As a new organization, the UOITSU has been successful in launching itself and is very much focused on

its new student centre. The UOITSU is a key partner in delivering support and services to the UOIT students. The UOITSU is a key contributor to a “sticky campus”.

- UOIT representatives have reviewed the financial viability of the UOITSU and is confident that the UOITSU will be able to meet its financial obligations for the loan through ancillary fees. This means that the financial risk of acting as guarantor to the UOITSU is low.
- Legal agreements will be put into place to manage legal and financial risks and to provide security to the UOIT for its agreement to guarantee the UOITSU construction loan.

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

- The development of a new student centre co-located with other student services and supports and located centrally on the campus is strategically important.
- The UOITSU is a key partner and it represents our key stakeholder – the students.

ALTERNATIVES CONSIDERED:

- A standalone building was considered. The site offered was unsuitable from a construction perspective.

CONSULTATION:

- The UOITSU has been consulted at each stage of this process.

COMPLIANCE WITH POLICY/LEGISLATION:

- The UOITSU is represented by counsel.
- The UOIT General Counsel is involved in the development and finalization of the addendum to the minutes of settlement to ensure compliance of the addendum with the Minutes of Settlement.
- Both parties’ counsel will be involved in the development of the transfer agreement and the guarantee agreement.

NEXT STEPS:

- This is a request to the Board to approve of the increase in the financial commitment to \$5M and the change in the form of commitment from a loan to a guarantee.

MOTION FOR CONSIDERATION:

Note: Recommend considering this motion and the new building Business Case motion together.

Pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors hereby approves that:

- *UOIT guarantee a UOITSU construction loan for a student centre to be built within A5 in an amount not to exceed five million dollars (\$5MCDN);*
- *UOIT agree to transfer the space allocated as the student centre to the UOITSU, and;*

- *Both the guarantee and the transfer are to be made on such terms and conditions as are recommended and supported by the UOIT CFO and the UOIT General Counsel and negotiated with the UOITSU.*
- *The President and/or Chief Financial Officer are authorized and directed for and in the name of the Corporation to execute and deliver (under the corporate seal or otherwise) all such other documents and do all such other acts as may be necessary or desirable to give effect to this resolution.*
- *At their next meetings, the Audit and Finance Committee and the Board will be provided with a summary of the key elements of the final agreements and thereafter be provided with regular updates regarding the status of the relationship and the student centre building.*

SUPPORTING REFERENCE MATERIALS:

- Final Board Report on Student Union Matter is available on the Board portal



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors

DATE: November 19, 2018

FROM: Nigel Allen, Chair of Audit & Finance Committee

PREPARED BY: Brad Maclsaac, Assistant Vice-President, Planning and Analysis

SUBJECT: New Building Business Case

COMMITTEE/BOARD MANDATE:

The Audit & Finance Committee is responsible for overseeing the financial affairs of the university including providing financial oversight for major capital projects. For this reason, the Board has delegated to the Committee the review and recommendation of campus master planning and the implementation of new structures.

Pursuant to the recommendation of the university’s senior leadership team, the Audit & Finance Committee is recommending that the Board authorize the university to continue with the design and preparations for construction of a new building up to an additional cost of \$1.5M dollars.

BACKGROUND/CONTEXT & RATIONALE:

In Fall, 2015 UOIT and Durham College (DC) released a Joint Campus Master Plan (CMP) after two years of consultation, planning and development. The CMP is a tool that will guide the character, scale, facilities and layout of our Oshawa campuses to address the academic, research, student life, athletic and community partnership needs as UOIT, DC, and the City of Oshawa evolve and grow. It is to be used in combination with the 2011 downtown campus master plan that guides the smooth integration of the university into a strengthened downtown Oshawa. Nearly every aspect of this framework and action plan has cost implications; however, both studies make it clear that investment will be assessed on a case-by-case basis as funding becomes available.

There are three building binders prepared that include location, functional space plans and general servicing requirements. These are the Student Innovation & Learning Centre (SILC), Centre for Advance Research, Innovation & Entrepreneurship (CARIE), and a Joint Health Sciences Building. We also have a general academic building outlined for the downtown location. Depending on the university needs and the funding opportunities available at a given moment in time, we would be shovel ready.

With a vision of engaging space and the requirement to relocate our UOIT Student Union, we are in the process of planning a new structure that takes elements from all three building binders.

In the New Building Discussion Paper presented to the Board in March 2018, the recommendation of the construction of a new five-storey building extending out from the Energy Research Centre not to exceed \$40M was based on an estimated budget based on general building cost formulas and estimated square feet. The current proposal of \$48M as set out in the attached New Building Business Case includes the following major changes:

Function	\$M	Comment
Additional Usable Space	1.8	Original plan ~5,200 sq meters; now estimate ~5,800
Extra Shelled Floor	3.4	~8,000 potential more sq meters
Parking Lot	1.0	This was not originally included in this project
Contingency	1.3	We originally had \$1M but hold \$2.3 until GMP is finalized

RESOURCES REQUIRED:

The use of our planned capital reserve as outlined in the Business Case.

IMPLICATIONS:

The reliance on fundraising and potential borrowing as outlined in the Business Case

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

As noted in our Strategic Plan and emphasized in the presidents five priorities: Our University is a place for learners to test themselves and improve their performance – we also strive to be a place that inspires this ability in others. To do this, we will build a structure to offer a greater variety of lifelong learning through career-focused professional development options and create space to amplify our research reputation through entrepreneurial scholarship. Beyond basic learning interactions, the University experience is all about the connections with the places and the people. The University is a place where lasting relationships are formed among people with different approaches to thinking, doing and leading. By building places that encourage “sticking around” we will unite our community by increasing opportunities to meet, make friends, and form better relationships, because every interaction is an opportunity to make a difference.

ALTERNATIVES CONSIDERED:

Different options have been outlined in the Business Case.

CONSULTATION:

In addition to focused consultations with the user groups (Student Life, UOIT Student Union, and Health Sciences) there have been technical sessions with campus leaders (IT, Communications, Events, Registrar's Office, and Facilities) to get detailed needs and renderings.

UOIT also hosted three open townhall sessions. In June 2017 the president lead a session challenging the current space norms and collecting input about the space of the future. Using the feedback from this session to create the vision of the new building sessions were held in September at the north location to highlight the building design features. Another session was held at the downtown location to expand on how this building fit with the long-term plan.

COMPLIANCE WITH POLICY/LEGISLATION:

- Consistent with the Signing Authority Registry & Approval Procedures

NEXT STEPS:

- Present final negotiated guaranteed maximum price agreement for recommendation at the February 20, 2019 A&F meeting.
- Present final negotiated guaranteed maximum price agreement for approval at the February 28, 2019 Board meeting.

MOTION FOR CONSIDERATION:

WHEREAS the Board of Governors approved the Minutes of Settlement among UOIT, Durham College ("DC") and the UOIT Student Union ("USU") dated September 24, 2017 ("MoS");

WHEREAS paragraph 1 of the MoS stipulates that UOIT will construct a two-storey 8,000 square foot building for the exclusive use by the USU as a student centre ("USU Student Centre");

WHEREAS paragraph 6 of the MoS provides that at the USU's option the location and size of the USU Student Centre as stipulated in paragraph 1 may be modified in consultation with UOIT;

WHEREAS in an e-mail dated November 9, 2017, the USU expressed its preference to pursue the option of modifying the location and size;

WHEREAS, having received and considered the "UOIT New Building Discussion Paper 2018" at its meeting on March 7, 2018, the Board of Governors authorized the university to proceed with the RFP process for the design and construction of the proposed New Building;

WHEREAS the successful design build proponent was selected in June 2018 and an update was provided to the Board of Governors at their meeting on June 27, 2018;

WHEREAS the preliminary phase – design services has been completed;

WHEREAS the university recommends proceeding with further design and site work to prepare for the new building construction while the guaranteed maximum price agreement is finalized;

WHEREAS the cost of the preparatory work is anticipated to be up to \$1.5 million, which is included in the total estimated project cost of \$48M outlined in the November Business Case;

NOW THEREFORE, having received and considered the “New Building Business Case November 2018” and pursuant to the recommendation of the Audit & Finance Committee, upon a motion duly made by [TBD] and seconded by [TBD], the Board of Governors hereby:

- 1. Authorizes the university to proceed with the preparatory work for the new building construction, up to a maximum cost of \$1.5M dollars.*
- 2. Directs the university to present the final negotiated guaranteed maximum price agreement for approval at the February 28, 2019 Board meeting.*
- 3. Authorizes and directs the President and/or Chief Financial Officer for and in the name of the Corporation to execute and deliver (under the corporate seal or otherwise) all such other documents and do all such other acts as may be necessary or desirable to give effect to this resolution.*

SUPPORTING REFERENCE MATERIALS:

- New Building Business Case 2018
- New Building 2021 presentation available on Board portal



Business Case Model: New Building

Report & Recommendations to the Board of Governors

19 November 2018: Audit & Finance Committee

29 November 2018: Board of Governors



Brad Maclsaac – Assistant Vice-President Planning & Analysis

Craig Elliott - CFO

Section

1

Executive Summary

Historically, a 'learning environment' was a physical space – a classroom or a library. Today, in our interconnected and technology-driven world, a learning environment is an infinitely more dynamic concept; this is particularly true because physical space could be, theoretically, entirely removed from the discussion. As we look to the future of our physical assets we begin to think of 21st century learning environments as the support systems that organize the condition in which our stakeholders best learn. Learning environments are the structures, tools, and communities that inspire students and educators to attain the knowledge and skills the 21st century demands of us. Thus, while the March 2018 discussion paper focused on the need for space, this paper will outline the physical spaces; but more importantly the space design and funding options for how those resources support the positive human relationships that matter most to learning.

Building on the goals of the University of Ontario Institute of Technology's (the "university") founding capital plan, this proposal relies on economical approaches in the utilization of facilities. While the space standards have changed, as we look to grow from 9,000 to 12,000 students and further engage our local community, there is a need for high-quality space to support the university's core mission of teaching and research. Further, and maybe more fundamental, almost a third of current space is either temporary or leased, compared to the Ontario university average of under 2%. The quantity and quality of our space significantly affects the recruitment and retention of our students, faculty and staff. In the absence of further investment in new facilities, it will be increasingly difficult to fulfill our mission of providing students with inspiring learning environments that prepare them for their future career.

The Board of Governors approved issuing a Request for Proposal for a five-storey building not to exceed \$40M with a review of a potential additional shelled floor in June 2018. After reviewing the goals and options, the **senior leadership team is recommending the construction of a six -storey, \$48M building connected to the Energy Research Centre**. The additional shelled floor provides the opportunity to greatly enhance our engagement space, is designed for construction eligible for the federal grant and is a great value as the anticipated additional students it serves would lead to less than a three year payback period. This structure will increase the quantity of purpose-built, permanent space on campus as well as significantly enhance the learning environment of our university.

Section

2

Strategic Alignment

“We need to engage our students in their world, while showing them ours can be kind of cool. We must build a ‘sticky’ campus, a place that students want to ‘stick around’. This will involve some real work around creating inviting spaces, a new coffee shop and pub, the addition of men’s and women’s varsity basketball, and intramurals, and more job opportunities on our campus. The student experience drives EVERYTHING I DO. I want to integrate technology throughout our campus and reexamine our processes to see how we can best serve our students.” (Dr. Steven Murphy, Installation Speech, May 8, 2018)

In his inaugural, formal, installation address to the university, and in statements, interviews, and town halls since then, our President has articulated five strategic priorities for the university which are inspired by and significantly add to our current 2017-2022 Strategic Plan’s goals.

- **Creating a Sticky Campus**

What can we do that will make our university a place where students, faculty and staff feel like they are part of a vibrant community where they want to both physically and virtually engage and ‘stick around’?

- **Tech University**

What can we do that will differentiate us as a tech university? In everything from the teaching tools that help our students have a deeper, lasting learning experience, to the tech knowledge and experience that is an integral part of virtually all of our programs, to the enterprise tools we use to operate the university more efficiently and effectively, how can we do better?

- **Nurturing an Intra- & Entre-preneurial Culture**

What can we do to foster an entrepreneurial culture among our students, faculty and staff? In everything from delivering a short continuing education workshop to a thesis-based PhD program, from helping a student fully engage in work-integrated learning to implementing programs and practices that will make equity a recognized part of our culture, we need to encourage and reward creative thinking about how to do things differently and better.

- **A New Definition of Partnership**

Government (e.g. tri-council) and industry (e.g. contract research) ‘partnerships’ have mostly been one-sided with respect to activities and content - external partners provide the resources and we provide the knowledge. What can we do to create more true research partnerships that directly and deeply engage our principle investigators and their students? How do we increase triple helix partnerships, true collaborations among government, industry (including NGOs and

not-for-profits), and academia at the university? In addition to our great partnership with Durham College, how do we continue and enhance building mutually beneficial partnerships with other post-secondary educational institutions regionally, provincially, nationally, and globally?

- **Sharing Our Story**

There was a lot of great things happening at the university when President Murphy arrived on campus in March 2018, and there's much more to come! How do we as a university raise awareness about who we are and what we are doing...it starts regionally, in Oshawa, all of Durham Region and Northumberland County. But we also have a great story to tell provincially, nationally, and globally that will help us build our reputation and enable us to achieve our priority goals over the next five to ten years.

This building will be a major step in addressing these strategic priorities as we embark on the transformation of university education and research, not just here at the University of Ontario Institute of Technology, but as leaders provincially, nationally and around the world.

Section

3

Background

Building new physical infrastructure at our universities has always been challenging, but perhaps never more than in today's funding regime. However, we must confront this challenge if we are to make progress on transforming university education and research. We need to challenge ourselves to integrate new pedagogy, enhanced technology and flexible educational styles into learning and be a pioneer in both content and delivery. An active, open, and dynamic learning environment is usurping the sage on the stage. Multi-user research space is replacing dedicated labs. This building will be foundational in the transformation of our university – an opportunity to see how we could better meet the needs of our students, faculty and staff.

3.1 Definitions

There are two ways that we count the number of students at the university. **Headcount**, is the number of students registered regardless of the number of courses they are enrolled in. **Full-time equivalent (FTE)** factors in the number of courses each student is taking. For example, four students each taking 25% of a

full-time course load would correspond to 1 FTE. In 2018, we have a headcount of about 10,400 students, which translates to just under 9,000 FTEs if we factor in the number of courses each student is enrolled in.

When we quantify the size of a building, we need to distinguish **gross square metres (GSMs)** and **net assignable square metres (NASMs)**. **GSMs** include all of the floor space in a building, including parts that cannot be assigned such as elevators, hallways, mechanical rooms and atria. **NASMs** include the assignable areas. This paper focuses on **NASMs** – the space that contributes directly to achieving our mission.

The university has created its space principles based on the [Council of Ontario University standards](#). As part of the [Framework & Action Plan for Growing UOIT & downtown Oshawa](#) (2011) and the [Campus Master Plan](#) (CMP, 2015), a goal of 5.1 NASMs/FTE (about 60% of COU standards) for teaching, research, and learning support was established. With the creation of the Software & Informatics Research Centre in 2017, the university reached 4.7 NASMs/FTE.

3.1 Consultations



Design Team Member discussing aspects of the design with students. ERC atrium, September 27

The university engaged in an inclusive and comprehensive consultation process. This process began immediately on project initiation with a kick off meeting on July 3, which was quickly followed by a series of stakeholder visioning sessions.

The visioning sessions were instrumental in establishing key planning principles that included notions of the Sticky Campus, Expanding on the notion of Pedagogy and Technology, as well as Wellness. Though all three elements have and continue to inform the design process, Wellness emerged as a critical springboard in the overall building organization and design. Influenced through discussions with indigenous stakeholders who appealed to the team to introduce non-linear and curved spaces, the concept of flow has led to an overall building arrangement that promotes unfettered movement and engagement. This is accomplished through a series of continuous circulation corridors and curved openings on lower floors to promote penetration of light into the building as well as visual connections. Also critical in influencing these planning decisions were conversations with accessibility champions who expanded on the concept of flow, leading to operable doors on all classrooms, which significantly goes above and beyond current building code requirements. This has led to the creation of the project visioning paper that has served as a

foundation document throughout the Preliminary Phase Schematic Design process (PPSD). With the establishment of the visioning document, several rounds of targeted stakeholder consultations have also occurred between July and October.

In addition to direct stakeholder consultations, to date there have been two ‘pop-up’ sessions where the design team has created temporary presentation centres adjacent to food services areas in UA and ERC. Here the design team displayed project graphics aimed at engaging and informing the university community and were available to answer questions and solicit feedback both through conversation and by encouraging people to write comments on sticky notes. Interestingly, comments tended to focus on campus experience fundamentals such as need for more varied and better food options, need for more and greater variety of study spaces, as well as quality of light. Many of these elements are touchstones in the building design as details evolve.



Design graphics for review, along food service line up. UA, October 18

Section

4

Project Description; Cost/Benefit Analysis

The purpose of the project is to construct a building that respects the 2015 Campus Master Plan and addresses the need for high quality space to provide enhanced student success, quality learning and innovative research. The proposed project has three aims:

- Enhance the quality of learning and research space for the present population of students, faculty and staff;
- Provide new space for our recently established Student Union;
- Grow the amount of space to provide more opportunities for learning and research (increase NASMs/FTE);

The Board of Governors approved proceeding with the Request for Proposal (RFP) process for the design and construction of the proposed New Building at its March 2018 meeting. At the June Board of Governors meeting, the RFP method was described including the announcement of Eastern as the successful proponent. At that time, a five-storey \$40M dollar building was proposed. During the design phase the senior team reviewed options and is now recommending the construction of a six-storey, \$48M building connected to the Energy Research Centre as outlined in the alternatives section.

4.1 Project Vision



Rendering of the proposed building's main stair - designed to offer a number of light-filled social spaces.

A visioning session took place at the university in July 2018 using probing questions and resources such as the long-term Campus Master Plan and the President's strategic priorities to identify important goals for the project. The results of these conversations led to three overarching themes: sticky campus, pedagogy/technology and sustainability/wellness. These themes are used as overarching objectives for guidance through the design process.

Sticky Campus: A new and progressive notion in university planning; strives to create campuses that make students, faculty and staff want to 'stick around' because they want to be there.

Student Hub/ Inclusivity

- **Bring People Together:** A university contains various types and scales of communities. The Student Hub should be a place for students, faculty and staff to mix and form a broader community. Daylight, views, access to nature, food and beverages, and the ability to stream sporting events can contribute to attracting people.
- **Make Everyone Feel Welcome/ Promote a Culture of Sharing:** Accessibility is not just about codes and standards; it's about making everyone feel welcome. Flexible washroom types (gender-neutral) are important, but so are considerations such as flexible seating options and providing lighter doors. The needs of everyone should be met; including, students, faculty, those with varying abilities and identities. The design should dispel the perception of space being claimed. Spaces should be inviting and support communal use and collaboration.

A Sense of Ownership and Place

- **Support the University and University Student Union Identities:** Referencing brand elements like colour can serve as opportunities to promote pride and contribute to community morale. The new building should also reinforce the Student Union as a separate entity, ideally with a dedicated building entrance.
- **Create a New Identity:** While the collective and existing identity of the campus and institution should be reflected, the creation of a new building provides an opportunity to create a new, distinct identity. New narratives could be explored in the design, such as indigenous culture or the history of the Windfields Farm.



View of the new build from Polonsky Commons.

Pedagogy and Technology: Are rapidly evolving elements. The building must support current cutting-edge pedagogy and technology, but also have the ability to adapt to future innovations.

Expansion of the Model of Teaching and Learning/Promote Flexibility and Adaptability

- **Support Diverse Pedagogy:** It is important that a wide range of learning modes be facilitated in the new building. Types of desirable classroom configurations include technology-focused and peer learning (student-to-student). This will be facilitated by various furniture solutions, such as separate tables and chairs and also large tables for classes to divide into groups.
- **Generic Classrooms:** Given the wide range and future evolution of pedagogy, classrooms should be designed as generic shells, able to be easily fit-out and modified with specific furniture solutions.

Learning Outside of Classrooms/Divergent Thinking and Risk Taking

- **Foster a Learning Culture:** While classrooms are an important part of learning, it is not the only way that people learn. It is important to create other environments that can foster learning through social interaction/ group work, such as outdoor spaces and social spaces.
- **Promote a Culture of Risk Taking:** The new building should have spaces that allow for students to collaborate and network with industry partners, facilitate entrepreneurship and experiential learning. The design of the new building should encourage students to take risks, for example, by showcasing student work in semi-public areas to build confidence.

Sustainability and Wellness: The university is deeply committed to sustainability. It is paramount to the success of this project that the design of the new building supports our sustainable campus.

Energy and Resources

- **Use Renewable Energy/Conserve Energy:** Striving towards Net Zero Carbon, building should draw from the existing geothermal grid and the design should reduce overall energy demand including optimizing solar orientation and low glazing ration.

- **Make Sustainability Visible:** Sustainability features are often invisible, yet students have an inherent curiosity and interest in seeing and experiencing sustainability in action. The building should function as a ‘Living Lab’ where building systems are exposed and part of the experience.
- **Building Longevity:** Due to the constant evolution of higher education the design and build should be inherently flexible to accommodate future changes. Use materials and finishes that will allow the building to last longer, limit maintenance and prevent future renovations.

Wellness

- **Support Occupant Comfort:** Providing for occupant comfort should be guided by the WELL categories: air, water, nourishment, light, fitness, comfort and mind. Important design considerations include providing access to daylight and views, operable windows for cross-ventilation, access to healthy food options, and emphasizing stairs to promote physical activity.
- **Allow for the Engagement of Nature:** The design of the new building should support the desire of building occupants to interact with nature. This may be accommodated by creating an outdoor social space, upper level terrace/garden and access to a green roof/garden. Also consider opportunities to create indoor microclimate conditions, such as a winter garden.

4.2 Project Structure

- Six-storey (shelled floor) building on a footprint of approximately 1,800 square metres
- Building that is supportive of a technologically enriched based university
- Low Carbon Building and equivalent to LEED’s silver best practice
- Move U5/U6 portables to F2 parking lot. Construct 125 parking spaces north of Ice Centre

4.3 Financial Cost

The amount indicated below is based on design and will be updated March 2019.

Budgetary cost	Amount
Building cost	\$ 34,800,000
Shelled Top Floor	\$ 3,400,000
Soft cost (Consultants, permits, etc.)	\$ 2,100,000
Furnishing, fit-out & equipment (FF&E)	\$ 3,000,000
New Parking & Portable relocation	\$ 2,400,000
Contingencies	\$ 2,300,000
Total Project Budgetary Amount	\$ 48,000,000

Alternatives

The March 2018 discussion paper presented to the BoG focused on the location, size and programming alternatives to go into the building. We will summarize those below in addition to looking at building an additional floor and how to finance the project.

5.1 What to Construct

The options to be considered and evaluated of what to construct were classified into three groups ranging from minimal impact of renovating space, to leasing more space, to a brand new build.

Option 1: Renovate existing space. This would be the least expensive option; however, the university has already implemented most space-saving measures. Portables would still be used, which would make this space less attractive for students to want to hang out in; thus going against the sticky campus strategy.

Option 2: Leasing space has been explored along with the 2011 and 2015 capital plans. Superficially, leases appear to be better than a build; but, when the cost to retrofit the space and the increased costs over time are factored in, the annual expenses outstrip building costs well before any new building life-cycle is complete. Additionally, the current space needs at the university are at the north location where no leasable space available. Finally, the university has 32% leased/temporary space compared to the sector average of 2%; thus, the trend should be to reduce rather than increase our exposure to short-term solutions.

Option 3: New Building will help us reach our strategic goals of improving quality of space and creating a sticky campus. There are different building variations and locations to analyze considering our needs and available budget. Variations to consider would be how many floors the building would be. The location needs to be evaluated as well; how it would fit into our existing campus.

Of the three options, only a new build meets the required needs of the university's strategy. The university needs to create a structure that satisfies our strategies at a cost that the university can manage.

5.2 Location

The Campus Master Plan identifies a set of criteria to evaluate potential locations as we look to build out the campus. We looked at five locations using twelve criteria (a summary can be found in Appendix A). There were two main options: the extension of ERC or northwest corner of Founders 2 parking lot. The two have a number of similar pros and cons and so it came down to the following:

Founders 2: Provides the opportunity to leave the current portable until the building is complete and move only once. However, it is not creating our gateway north, not completing the current quad and would displace parking.

Energy Research Centre Extension: Provides the ability to finish off the initial quad and has room for expansion (similar to SILC rendering). However, we will need to find a place to move Student Life during the build.

SLT recommended the ERC extension as finishing the original design of the quad is essential

5.3 Size

As stated previously, the university is in need of more space. Two factors constraining the size of our next building are the available land footprint and the cost of the building. Based on the selection of the ERC extension location, the new building is on land that supports a building footprint of approximately 1,800 square metres. We believe we can build five floors (9,000 square metres) and are looking into the potential of a sixth floor (10,800 square metres). The actual NASM is dependent on design. While there is a potential to build larger by extending a connection into the library, the total costs are prohibitive at this time.

5.4 Programming

In the fall of 2017, Educational Consulting Services and Architectural Counsel Inc. were engaged to study the university space needs. This document presented a number of scenarios for a new building at the university's north location. Common elements in all scenarios include Office of Student Life; UOIT Student Union; continuing education facilities and assembly spaces. Consultation and functional space programming exercises estimate a common space allocation of ~2,900 NASMs, leaving ~2,600 NASMs for further allocation. A few of the options reviewed included:

- a) Project space & research laboratories
- b) Health Sciences consolidation
- c) Vacating lease/temporary space
- d) Consolidating administrative & learning support functions

There are many ideas as to how the space in the new building could be allocated to significantly increase the *quality* of campus space devoted to innovative teaching and research. To this end, we reviewed a mixture of all scenarios outlined and recommended moving the functionality of the portables into permanent space as this would both improve that functionality and expedite moving the portables in preparation for the next phase of building. Additionally, the move of Health Sciences from UA faculties can expand to meet the ambitious goals articulated in their Academic Plans.

5.5 Option of building five or six storeys

There are different building variations to analyze considering our needs and available budget. For configuration, we reviewed a five-storey building or a six-storey building (five upper floors and a basement). Estimates for an additional floor to this building will cost ~\$3.4M.

- to add this additional space later, as its own separate building, the cost would be ~\$7.8M. Or to add this space on a building five years out it would cost an additional 500K at 3% inflation.
- Looking at revenue, the floor provides ~1,000NASM that would allow growth of ~200 FTEs and capture ~ \$1.5M in tuition per year, given current corridor caps.

Not only does this additional floor satisfy the immediate goal of higher quality space but also moves us to allow for additional growth of the university. Within three years additional revenue could offset the expense.

5.6 Funding of the building

Through financial reserves, partnership with the UOIT Student Union, and planned set asides, we have estimated we can secure \$30.1M of the scheduled \$48M required to complete the full project.

Source of Funds	(\$M)	Comment
Building Reserve FY18	\$13.2	
Planned Reserve to FY22	\$11.9	Includes annual planned building reserves of \$3.5M (3.4 years * \$3.5M = \$11.9)
USU Portion	\$5.0	USU has reserve of ~\$1M in FY18 and will secure a loan
TOTAL	\$30.1	
Current Shortfall	\$17.9	

The \$17.9M would be funded from (or a combination of) the following options:

- 1) Partner with local/provincial/federal governments
- 2) Fundraise through the Capital Campaign
- 3) Use, temporarily, working capital reserve
- 4) Borrow from a financial institution

Option 1 of Working with all levels of government to partner in funding for the building. In the summer of 2015, the Government of Canada announced a major investment in a new Centre for Advanced Research, Innovation and Entrepreneurship at the university. The \$26.9M Government of Canada commitment supports the university's mandate to be a regional hub of market-driven teaching and research, and to drive new university partnerships with industry and the community. The university will continue to seek additional partners and supporters to facilitate construction of the Centre as the federal funds require two-thirds matching. The current design estimates an eligible area that may access ~\$8M of the federal funds.

Option 2 of Fundraising to assist in closing the funding gap. The university has initiated Brave The Future, a



multi-million dollar campaign to develop the space and opportunities necessary to create transformational change. One of the four key campaign priorities is design and invest in high-tech facilities and collaboration spaces. This includes SIRC, Moving Ground Plane and the Centre. The imminent construction of this new build creates a sense of urgency that will continue to attract key volunteer leaders, donors and

industry partners to help reimagine higher learning through the lens of technology and deliver an education experience that meets students in the world where they live today, and prepares them for the world they will create tomorrow. This new build will benefit from philanthropic support, as well as provide a tangible vision to excite and engage more donors for the next building phase.

Option 3 of eliminating working capital reserve of \$6M. The reserve was set up and required when the university was establishing itself. Given a solid cash flow forecasting practice and an improved financial position, the university's credit rating has improved. We could ask the provincial government for permission to liquidate this reserve.

Option 4 of Borrowing from a financial institution is a reliable option for having money available to the university for when it will be required. We could use our existing line of credit or we could enter into a new mortgage agreement. The university has a \$17M line of credit with BMO (prime + 0.25%) and we have a \$5M line of credit with IBM (prime + 0.25%). Currently we are not using either of these lines of credit. We could also enter into a new financial arrangement, if we are able to negotiate better rates than our existing line of credit. The estimated cost of borrowing \$17.9M at an interest rate: 3.95% (prime + 0.25% October 19, 2018) over 20 years would mean an annual payment of \$1.3M. Total interest payments of \$8M.

We would initially explore the first two options that come at no costs and no risks and then we will look at a mixture of the other options to minimize borrowing. Loan agreements would be funded through operating budgets or philanthropic commitments.

Section

6

Project Risk Assessment

At the May 2018 Board of Governors retreat, a key element of the working session was to change the focus of risk from negative to positive. As such, the Senior Leadership Team agreed on a basic philosophy: Strategic analysis of risk drives enhanced performance.

With this in mind, the team weighed both the strategic opportunities and threats of undertaking this new capital project. Considering the risks of *not* proceeding with a project include risks associated with complacency and the *status quo*. With that framing, there are opportunities to significantly enhance our learning environment to increase student, faculty and staff engagement.

At the outset of the project, the university worked with the build team to identify the risks, estimate their potential time/cost impact and contemplate their likelihood to materialize. A Project Risk Register that includes foreseeable possibilities that could occur throughout the lifecycle of the project has been developed (Appendix B). The majority of these risks have existing controls to prevent occurrence or minimize impact.

The Register shall be continuously monitored to ensure that risks are controlled. A dedicated Project Manager is in place to review and approve the construction schedule. The Project Manager meets weekly

with the contractor to review the three-week look-ahead schedule, discuss constructability issues, and table alterations to the risk registry.

The Project Manager reports to the project sponsors (CFO and AVP Planning) bi-weekly. The sponsors are responsible for oversight of project funding, clarifying scope, monitoring progress and influencing stakeholders (internal and external). The project sponsors will critically review final designs and any change orders. The change order system provides a means for the Owner to evaluate changes using hard data from a cost and time perspective. Sponsors will provide the senior team with a monthly update, or as the risk registrar alters, to ensure all are well informed of the project.

Section

7

Conclusions & Recommendations

As we begin to transform the traditional model of university education and research at the University of Ontario Institute of Technology, this new building will be the foundation for further advancing the university's mission as articulated in the President's strategic priorities. The original plan for the building was a five-storey structure, but through the design process the significant benefits relative to cost of an additional floor became apparent. We weighed the opportunity of significantly enhancing our learning environment against the potential risk of borrowing ~\$18M. After critical review of goals, options, and risk associated with constructing this new building, the **President and his Senior Leadership Team recommend the construction of a six-storey, \$48M building connected to the Energy Research Centre.** This structure will significantly enhance the learning environment of our university and increase the quantity of purpose-built, permanent space on campus.



Appendix A – Location Alternatives

Five different locations were considered and evaluated as possible sites for the new build. The criteria was set during the creation of the Campus Master Plan. The matrix below is the result of the evaluation:

Evaluation Criteria	critical issues	manageable	good		
CRITERIA	Founders 2	SIRC	U5	Library Flip	North of CIC
Land Area Can the location accommodate the building footprint required?	Land area is sufficient	Land area is too small	Land area is sufficient	Land area is too small	Land area is greater
Integration How well does the location integrate with the shared campus?	Location is highly integrated with the shared campus.	Location separated but could be integrated.	Location is highly integrated	Location is highly integrated	Land is highly separated
Walkability distance from Commons	10-minute walk.	10-minute walk.	within 5-minute walk	within 5-minute walk	greater than 20-min
Servicing adequate services available within the desired construction time frame?	Service capacity is currently available.	Service capacity is currently available.	Service capacity is currently available.	Service capacity is currently available.	capacity available within one year.
Programming Does the location allow for integration of existing programming	allows for some integration.	allows for some integration.	high degree of integration	high degree of integration.	Location does not allow for integration
Displacement Does the location displace existing academic space?	displacement of parking.	displacement of parking.	displacement of portables.	displacement of portables.	not require displacement.
Accessibility Is the location accessible by public transit?	accessible by existing transit	accessible by existing transit	accessible by existing transit	accessible by existing public transit	not currently accessible
North Gateway has the opportunity to act as a Campus gateway feature.	Location is south of Conlin Road.	Location will act as a gateway	Location is south of Conlin Road.	Location is south of Conlin Road.	begin to establish presence north
South Gateway Feature has the opportunity to complete original plan.	Disconnected from current buildings	Disconnected from current buildings	Completes original plans	Completes original plans	Disconnected from current buildings
Cost Would the location increase building construction costs	no decanting and delay portable move costs	no decanting and delay portable move costs	Decanting and upfront move of portables.	Decanting and upfront move of portables.	Servicing would be required and increases costs.
Portables 2 Could we look after decanting in 1 move	no portable moves required	no portable moves required	ideas but not ideal for SL services for 2 years	classrooms could not be moved	no portable moves required
Duration Would the building be ready for Sept 2021	2 years	3 years	3+ years due to decanting	3+ years due to decanting	3 years

The U5 location had the best result of the evaluation. It eliminates less desirable space (portables) with a structure that completes the original building plans.

Appendix B

Project Name: General Academic and Student Building

PROJECT RISK REGISTER

Updated: 2018 Nov 10

Risk Description						Risk Analysis			Risk Response			Risk Monitoring		
Risk ID	Date Logged	Risk Status	Risk Event	Event Cause	Event Effect / Impact	Likelihood	Probability	Impact	Risk Score	Existing Controls / Mitigation	Responsible Parties	Completion Date	Status / Comments	
PR02	27-06-18	Active	Project Schedule Delay	Contractor is unable to manage design and/or subcontractors and schedule is not maintained.	Schedule end date is extended	Likely	3	2.8		8.4	A baseline project schedule will be established upon award. Schedule will be tracked weekly by Owner and forecast bi-weekly during contractor's meeting. Action will be discussed and taken into action if any slippage or forecast delay is identified.	Project Manager / DB contractor	2021 Jun 30	Monitor
PR08	27-06-18	Retired	Unsuitable Sub- Surface Site Condition	unexpected environment, archeological, soil condition	Building foundation type will change and will slowdown progress	Likely	3	2.6	7.8	The Existing Geotechnical report shows low soil bearing capacity at the southwest corner of New Build Additional Borehole required for structural consideration	DB contractor / Structural Consultant	2019 Sep 30	Soil Investigation completed. Implication considered in detailed design Cost impact captured in the project budget	Complete
PR03	27-06-18	Active	Significant delays in Obtaining Planning Approvals / Permits	Late submission or City takes longer than anticipated	Delay in construction start and project completion	Likely	3	2.6	7.8	Approvals by Authorities is the Design-Builder's responsibility. Site Alteration Permit will be in place to commence site work as schedule.	DB contractor	2020 Jan 30	Monitor	
PR07	27-06-18	Active	Funding Approval Delay, Shortfall or Stoppage	Funding was not made available or Board does not approve	Project cannot commence or contractor does not get paid on time	Remote	2	3.8	7.6	The Business Case for the new building will be presented to A&F committee on Nov 19, 2018. Should we not get approval, the project could not move forward	Project Sponsor	2018 Nov 30	Monitor	
PR04	27-06-18	Active	FFE completion delays not meeting move in date	FFE manufacturing or importing & delivery or installation delays	Owner's move delayed	Likely	3	2.5	7.5	The design, development and coordination of FFE is part of DB contractor responsibility. Schedule for owner FFE will be incorporated to contractor's master project schedule. A separate FFE schedule will be developed and monitored	Project Manager / OCIS / FFE vendors	2021 Jun 30	Monitor	
PR06	27-06-18	Active	Contentious Labour Relations	Union issues with contractors or trades or within the Institution	Project delays	Remote	2	2.6	5.2	Contractor is required to mitigate time lost with no cost impact to owner. 2019 is a contract year for the construction unions, which are due in April. These should be in hand by the start of this project and run for 3 years so this risk should be mitigated by the schedule. Experience from last year strike the unions were respectful. We would manage this through the standard process and escalate if the situation requires.	Project Sponsor / Project Manager / DB contractor	2021 Jun 30	Monitor	
PR12	27-06-18	Active	Significant Design Changes	Error / omission or change of requirements	Delays on completion date	Remote	2	2.4	4.8	PPDS defines end users requirements through consultations and workshops. Design will be at the 70% level. Design errors as a result of the consultant omission is under the Design Builder's risk.	Project Sponsor / Project Manager / DB contractor	2021 Jun 30	Monitor	
PR01	27-06-18	Active	Project and Contractor Staff Attrition	Competitive market place and or too much bureaucracy	loss of key staff	Likely	3	1.6	4.8	DB project team to remain per RFP section 5.4 and PPDS agreement T&C CC9. In case, transition period will be necessary. UOIT engaged Professional Firm with qualified Project Manager for the entire project timeline.	DB Contractor	2021 Jun 30	Monitor	

Project Name: General Academic and Student Building

PROJECT RISK REGISTER

Updated: 2018 Nov 10

Risk Description					Risk Analysis				Risk Response			Risk Monitoring	
Risk ID	Date Logged	Risk Status	Risk Event	Event Cause	Event Effect / Impact	Likelihood	Probability	Impact	Risk Score	Existing Controls / Mitigation	Responsible Parties	Completion Date	Status / Comments
PR09	27-06-18	Active	Labour Supply Shortage	Construction boom, dilution of skilled trades nation wide	difficulty to maintain schedule and construction pace	Likely	3	1.3	3.9	Labour supply shortage will be mitigated through the planning of the tendering list, inviting local trades, requiring CCDC-11s to verify work commitments and contractually signing trades up to the project schedule. Continuous monitoring of production and schedule throughout the project and immediate response to any schedule/productivity issues encountered.	DB Contractor	2021 Jun 30	Monitor
PR05	27-06-18	Active	Severe Weather or Natural Disaster	Earthquake, snow, continous raining, collapse or flooding (e.g. Building floor ruined due to flooding)	Delays while repairs are made	Remote	2	1.9	3.8	Insurance to cover constructor liabilities for incurred damages. Design-Builder is obligated to mitigate time lost.	Project Sponsor / Project Manager / DB contractor	2021 Jun 30	Monitor
PR10	27-06-18	Active	Damage / Destruction of NEW facility towards End of Construction	Fire, earquake, flooding, etc	Facility unusable	Very Remote	1	3.8	3.8	Insurance to cover contractor liabilities for incurred damages.	Project Sponsor / Project Manager / DB contractor	2021 Jun 30	Monitor
PR11	27-06-18	Active	Worksite Fatality or Serious Injury	unsafe work condition or worker error	worksite shutdown, potential non- compliance and some reputational	Remote	2	1.6	3.2	Contractor is responsible for site safety, enforcing contractor safety rules, and enforcing regulations & safe work practices Contractor is committed to safety & health of people	DB Contractor	2021 Jun 30	Monitor
PR23	27-06-18	Active	Market Price Fluctuation and/or Inflation	commodity volatility for oil (e.g.. Roofing)	potential for cost overage at tender stage	Remote	2	1.5	3.0	Contingency in project budget for owner supplied items to cover inflation.	DB Contractor	2021 Jun 30	Monitor
PR22	27-06-18	Active	Utilities Services Shortfalls for the new building	project could not proceed without upgrading or adding new line of services	potential cost & schedule implications	Remote	2	1.4	2.8	Services identified on site are available but has to be validated for its capacity.	Project Sponsor / Project Manager / DB contractor	2021 Jun 30	Monitor
PR18	27-06-18	Active	Insufficient Market for key materials and equipments	Shortage of key materials & equipments	potential for schedule delay	Remote	2	1.3	2.6	The design build team is responsible for material selection and procurement.	DB Contractor	2021 Jun 30	Monitor
PR13	27-06-18	Active	Environmental Non-Compliance during construction (Air, Water & Ground)	Contractor fuel or glycol spill, noise,	minor disruption	Remote	2	1.0	2.0	During construction the site is under the control and responsibility of the Contractor.	DB Contractor	2021 Jun 30	Monitor
PR14	27-06-18	Active	General Contractor Solvency	Regional economy or financial peril	Schedule delays caused	Remote	2	1.0	2.0	All general contractors are pre-qualified from a surety for bonding.	DB Contractor	2021 Jun 30	Monitor

Project Name: General Academic and Student Building

PROJECT RISK REGISTER

Updated: 2018 Nov 10

Risk Description					Risk Analysis				Risk Response			Risk Monitoring	
Risk ID	Date Logged	Risk Status	Risk Event	Event Cause	Event Effect / Impact	Likelihood	Probability	Impact	Risk Score	Existing Controls / Mitigation	Responsible Parties	Completion Date	Status / Comments
PR15	27-06-18	Active	Theft / Vandalism of Materials, Equipment or Venue	worker or third party theft	minor disruption	Likely	3	0.6	1.8	Site Security is Contractor's responsibility Construction site is monitored	DB Contractor	2021 Jun 30	Monitor
PR16	27-06-18	Active	Government Bureaucracy	Gov't interference, adding layers of management; added hoops or requirements	slows the process/project	Remote	2	0.7	1.4	communications to keep Gov't informed, reporting, updating	Project Sponsor	2021 Jun 30	Monitor
PR17	27-06-18	Active	Facility Owner Solvency	Regional economy or financial peril	payment stops; contractor does not get paid on time	Very Remote	1	1.3	1.3	Contracts have late payment clauses and default provisions	Project Sponsor	2021 Jun 30	Monitor
PR19	27-06-18	Active	Significant Legislation / Statutory Requirements Changes	Significant deviations in Building codes (National and/or Provincial), or OHS	potential cost & schedule implications	Very Remote	1	0.7	0.7	Grandfathered legislation	Project Sponsor	2021 Jun 30	Monitor
PR20	27-06-18	Active	Budget Cost overrun	Project cost significant deviation	Project run out of budget	Very Remote	1	1.4	1.4	Integrated design-build GMP cost plus model adapted which allows UOIT to have more control over the cost from preliminary design, final design till subtrades selection process. Project cost savings is shared 80-20 between owner & contractor respectively	Project Sponsor	2021 Jun 30	Monitor
PR21	27-06-18	Retired	Significant Delay in RFP/RFQ Process	Delays in evaluation process due to team workload and contentions	Late project start and end date for project is extended	Remote	2	1.3	2.6	RFP for Design Builder has been awarded.		2018 Jun 30	Completed On time
PR24	27-06-18	Active	Work stoppage / Suspended due to Crane	Crane Struck Hydro cable / Crane Collapse	Schedule delays	Remote	2	1.9	3.8	Crane Permit to be obtained. Review of Structural stability and swing radius	DB Contractor	2021 Jun 30	Monitor
PR26	27-06-18	Active	Work stoppage / Suspended	Material fell into nearby facility or passbyer	Schedule delays	Remote	2	1.8	3.6	Construction site enclosure and regular safety walk	DB Contractor	2021 Jun 30	Monitor
PR27	27-06-18	Active	Project Progress Delayed due to Equipment	Major Equipment Failure, Damage, Theft	Schedule delays	Very Remote	1	1.2	1.2	Construction site security in place and regular maintenance checks to equipments	DB Contractor	2021 Jun 30	Monitor
PR29	27-06-18	Active	University / College Events disruption	Construction damage to Institution's power, IT, sewer and fireline	Business Interruptions	Remote	2	1.4	2.8	Site Services survey and due diligence, work coordination with DCFM before excavation and tie- in activities	DB Contractor	2021 Jun 30	Monitor
PR30	27-06-18	Active	Contractual Contention	Terms and Condition interpretation	Cost and schedule dispute	Very Remote	1	1.8	1.8	Legal review conducted, utilized broker service insurance language. Drafted CCDC and Supplementary conditions.	Project Sponsor	2021 Jun 30	Monitor



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Board of Governors

DATE: November 29, 2018

FROM: Nigel Allen, Chair of Audit & Finance Committee

SLT LEAD: Craig Elliott, Chief Financial Officer

SUBJECT: ACE Enhancement Project – Modified Motion

COMMITTEE MANDATE:

- Pursuant to the UOIT Signing Authority Policy, the Board has the sole authority to approve contracts valued at one million dollars (\$1MCDN) or greater.
- This is a request to the committee to recommend approval of a modified motion clarifying the RFP process to implement the ACE Enhancement project.

BACKGROUND/CONTEXT & RATIONALE:

About ACE:

- The UOIT Automotive Centre of Excellence (ACE) is a research and testing facility offering chambers and technology for climatic, structural durability and life-cycle testing. Facilities include one of the largest and most sophisticated climatic wind tunnels (CWT) on the planet. In the CWT, wind speeds can reach 300 kilometres per hour with temperatures that range from -40 to +60°C. With solar arrays and storm generators ACE can create any weather conditions imaginable, from sweltering jungle downpours to the paralyzing cold of an arctic storm. ACE uses these chambers to test automotive and aerospace products, to improve the performance of elite athletes and to provide services to many other markets, including the Unmanned Aerial Vehicle industry, film and television, and motorsports.

Overview of the ACE Enhancement Project:

- The ACE Enhancement Project will provide aerodynamic and aero-acoustic upgrades that will create capabilities that are unique in the world. The project, when completed, will bring new opportunities to further diversify the ACE client base across the region, build Canadian hi-tech expertise, open up broader opportunities to conduct research and build stronger Canadian industries and employment opportunities linked to energy efficiency, electric vehicles, unmanned aerial vehicles, and emissions reduction. The Enhancements will provide new capability required to meet the minimum requirements for high fidelity aerodynamic research.
- Core to this project is the integration of a moving ground plane (MGP). The MGP capability will allow ACE to fully serve the needs of the region's employers by allowing it to meet the new, internationally accepted, global test standards. Integration of the moving ground plane into the Climatic Wind Tunnel within ACE will require modifications to the facility that include the design and construction of a new turntable to insert the system into the test chamber. The turntable allows the vehicle being tested on the moving ground plane to be turned into different angles of attack relative to the oncoming wind. This capability allows for research and development on vehicle systems in a variety of wind and climatic conditions.
- The remaining infrastructure planned as part of this proposal is linked to further enhancement of the airflow and acoustic quality in the climatic wind tunnel test chamber. These are key investments that position ACE as a world leading aerodynamic research and development facility.
- The project will be completed in two stages. The ACE building will be modified to accommodate the MGP, with substantial completion planned for July 26, 2019. Concurrently, integration activities will begin on the MGP itself, with a target completion of March 31, 2020.

PROJECT IMPLEMENTATION:

- Due to the urgency to draw on funds available prior to the first Board meeting, the Executive Committee of the Board approved the following motion at its meeting on October 18, 2018:

WHEREAS the Government of Canada through FedDev Ontario has committed up to \$9,465,000 to UOIT for the completion of the ACE Enhancement Project ("AEP");

WHEREAS the AEP will be conducted in two stages;

WHEREAS the first stage of the AEP will require modification to the ACE building to accommodate the installation of the moving ground plane, with substantial completion planned for July 26, 2019;

WHEREAS the second stage of the AEP will involve the integration of the MGP into ACE's current technical systems, with the goal of completing the entire project by March 31, 2020;

WHEREAS a RFP for the modification of the ACE building modifications was released on Sept 24, 2018; and

WHEREAS an RFP for MGP integration will be released in October, 2018;

NOW THEREFORE the Board of Governors hereby:

- *approves the award of the ACE Building modification contract not to exceed \$4.1M;*
- *approves the award of the ACE MGP Integration contracts not to exceed \$10.4M;*
- *authorizes the negotiation and completion of such agreements by the Chief Financial Officer and the General Counsel for completion of the ACE Building modification contract and ACE MGP Integration contract; and*
- *authorizes and directs the President and/or the Chief Financial Officer, for and in the name of the university, to execute and deliver (under the corporate seal or otherwise) all such other documents and do all such other acts as may be necessary or desirable to give effect to this resolution.*

The Board requests that management deliver progress updates in respect of the ACE Enhancement Project to the Executive Committee and Audit & Finance Committee until the project is completed. The Board anticipates that the Chair of the Board and the Chair of Audit & Finance will report on the Moving Ground Plane project to the Board until the ACE Enhancement Project is completed.

PROJECT MODIFICATION:

- Upon further project development, it has been determined that rather than awarding a single RFP for the MGP integration project (up to a maximum amount of \$10.4M), there will be multiple RFPs, which will likely include several contracts in excess of \$1M requiring Board approval (up to a maximum amount of \$10.4M).

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

- The ACE Enhancement Project aligns with both the Research and Technology aspects of our strategic plans.
- ACE is strategically important to UOIT as it positions itself as a leading technology university.

ALTERNATIVES CONSIDERED:

- There are no alternatives.

CONSULTATION:

- not applicable

COMPLIANCE WITH POLICY/LEGISLATION:

- Seeking Board approval in compliance with the Signing Authority Registry and Approval Procedures.

NEXT STEPS:

- In furtherance of the Board's approval, the award of RFPs and completion of contracts will be reviewed and signed off on by the President, Chief Financial Officer, and General Counsel. The Audit and Finance Committee and the Board will be provided with regular updates on the awarding of RFPs related to the ACE Enhancement Project, including summaries of the key contractual terms and associated risks.

MODIFIED MOTION FOR CONSIDERATION:

WHEREAS the Government of Canada through FedDev Ontario has committed up to \$9,465,000 to UOIT for the completion of the ACE Enhancement Project ("AEP");

WHEREAS the AEP will be conducted in two stages;

WHEREAS the first stage of the AEP will require modification to the ACE building to accommodate the installation of the moving ground plane, with substantial completion planned for July 26, 2019;

WHEREAS the second stage of the AEP will involve the integration of the MGP into ACE's current technical systems, with the goal of completing the entire project by March 31, 2020;

WHEREAS on October 18, 2018, the Executive Committee approved the award of the ACE Building modification contract not to exceed \$4.1M and the issuance of a RFP for the MGP integration to be released in October, 2018 and the award of the ACE MGP Integration contracts not to exceed \$10.4M; and

WHEREAS the project plan will require the issuance and award of multiple contracts to complete the MGP integration, several of which are anticipated to exceed the one million dollar threshold that requires Board approval;

NOW THEREFORE, pursuant to the recommendation of the Audit & Finance Committee, upon a motion duly made by [TBD] and seconded by [TBD], the Board of Governors hereby approves the following:

- *authorization to award the ACE Building modification contract in an amount not to exceed \$4.1M;*
- *authorization to award multiple MGP integration contracts, the sum of which will not exceed \$10.4M; and*
- *authorization of the negotiation and completion of such agreements by the Chief Financial Officer and the General Counsel for completion of the ACE Building modification contract and ACE MGP Integration contract.*

That the Board authorizes and directs the President and/or the Chief Financial Officer, for and in the name of the university, to execute and deliver (under the corporate seal or otherwise) all such other documents and do all such other acts as may be necessary or desirable to give effect to this resolution.

The Board further requests that management deliver progress updates in respect of the ACE Enhancement Project to the Executive Committee and Audit & Finance Committee until the project is completed, including the award of RFPs that meet the threshold for Board approval and summaries of their key contractual terms and associated risks. The Board anticipates that the Chair of the Board and the Chair of Audit & Finance will report on the Moving Ground Plane project to the Board until the ACE Enhancement Project is completed.



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Board of Governors

DATE: November 29, 2018

FROM: Nigel Allen, Chair of Audit & Finance Committee

SLT Lead: Douglas Holdway, VP Research & Innovation

SUBJECT: AVIN Project Update and Request for Approval of Key Agreements within the AVIN Project

COMMITTEE/BOARD MANDATE:

- The Audit and Finance Committee, on behalf of the Board, is responsible for overseeing the financial affairs of the university with respect to all auditing, financial reporting and internal systems and control functions, budget approvals, risk management, and other internal and external audit functions and activities at the university. The Committee also has the responsibility and authority to recommend to the Board, the approval of contracts valued at over \$1M.
- This report provides an update on the University’s role as the anchor location for a Regional Technology Development Site (“RTDS”) as part of Ontario’s Autonomous Vehicle Innovation Network (AVIN) (Generally described as “AVIN Project”).
- Although Board approval for the AVIN Project was provided earlier this year, today the Board is being asked to approve two significant AVIN Project contracts: 1) An agreement between Spark and UOIT providing for a flow-down of the monies, rights and obligations in the Ontario Centres of Excellence (“OCE”)-Spark contribution agreement to UOIT (Spark-UOIT Subcontract) and; 2) An MOU between UOIT and IBM pursuant to which IBM will agree to make an in-kind contribution to UOIT in the amount of approximately \$3M, and under which UOIT will enter into a variety of agreements for software, support and services from IBM valued at over \$1M during the course of the project (“IBM MOU”).
- Included in this update is a summary of the proposed Spark-UOIT Subcontract and details of the IBM Canada partnership with UOIT on this program.

BACKGROUND/CONTEXT & RATIONALE:

Board Approval June 2018: The UOIT Board of Governors approved UOIT's participation in the AVIN Project in June, 2018.

Overview of UOIT's Role: As the project monies are flowed from OCE to Spark, UOIT was not required to enter into an agreement with OCE at the time the project was awarded and announced. Although not party to the OCE/Spark agreement (and as detailed below), UOIT is playing a central role in the project as it facilitates the flow-through of over \$6M in-kind contributions from project partners, manages multiple projects which will consume about \$4M of the OCE funds, provides its ACE facility as the focal point for the project work, and contributes approximately \$500k to the Project.

Description of the Project:

- AVIN is an \$80M, 5-year investment, delivered by OCE on behalf of
 - Ministry of Economic Development and Growth (MEDG)
 - Ministry of Research, Innovation and Science (MRIS)
 - Ministry of Transportation (MTO)
- The University and its partners, Durham College and the Spark Centre, were awarded \$5M dollars over 5 years to create a Regional Technology Development Site (AVIN Project) in the Durham Region to Support Innovation linked to Autonomous Vehicles ("AV") in the Durham and Northumberland Regions.
- The \$5M cash contribution from OCE required UOIT, the Spark Centre and Durham College to generate a minimum of \$5M matching contributions from private sector partners toward the AVIN Project activities. In excess of \$6M dollars or in-kind cash equivalent contributions have been secured from the industry partners listed in the second milestone of Schedule 2 attached to this document.
- The majority of the AVIN Project funding from OCE (\$4.1M) will be used to expand the capabilities of UOIT's Automotive Centre of Excellence ("ACE") to include new innovative approaches for developing, testing and validating AV technologies. One of the largest partner contributions will come from IBM Canada who will contribute \$3.2M in-kind toward the AVIN Project with a focus on leveraging its large data analysis tool sets within ACE. Other partners will collaborate with the University, through ACE, to create a virtual wireless environment within the ACE chambers, an electric vehicle charging system and a centre for automotive software validation and certification. Funding will also be used to provide operations support, entrepreneurship programming and purchase new equipment for ACE's machine shop.
- The five year budget for the AVIN Project is attached as Schedule 1.
- An updated list of UOIT Milestones/Deliverables is attached as Schedule 2.

Spark-UOIT Agreement

- OCE required that the \$5M of AVIN Project funding awarded from the Province be administered by the Spark Centre, Durham's Regional Innovation Centre, and it holds the Primary Contract with OCE for the AVIN Project activities in the Region.
- The OCE requirement for the Spark Centre to administer the program was communicated after UOIT, the Spark Centre ("Spark") and Durham College ("DC") were notified that the AVIN Project application was successful. The original application was developed around UOIT taking the lead for the region in administering the program and as a result the \$57,500 budgeted for a Program Coordinator position at UOIT has been re-allocated from UOIT to Spark.

- The key players at the project level are OCE, Spark, UOIT and DC. The agreement structure is set out at Schedule 3. In summary, UOIT is entering into an agreement with Spark and DC regarding AVIN Project administration, and a separate agreement with Spark only (the “SubContract”) under which UOIT’s portion of the AVIN Project funds will be flowed to UOIT and UOIT will perform its Part of the Project (the “SubProject”).
- The following are the key elements of the agreements:
 - Spark will serve as administrator (on behalf of UOIT and DC) claiming disbursements from OCE, remitting disbursements to UOIT, submitting financial claims and reports to OCE and coordinating project audits.
 - All of the key terms of the OCE agreement between Spark and OCE (standard-form OCE contribution agreement) flow down to UOIT and DC.
 - The three parties agree to a governance structure as set out in Schedule 4.
 - Each of DC and UOIT will run their own Sub-Projects under separate agreements with Spark (“SubContract”).
 - Under the Subcontract, there are agreed mechanisms for requesting disbursements and project reporting and UOIT and Spark agree to mutually indemnify and insure each other for negligence and willful misconduct.

IBM Canada’s Role

- Please refer to the Agreement Structure set out at Schedule 3.
- UOIT will enter into a binding Memorandum of Understanding (MOU) currently being negotiated with IBM Canada. It is expected that a similar MOU template will be used with all ten (10) anticipated UOIT program partners. The MOU will address obligations of IBM and others as an AVIN Project partner, and will include flow down terms related to overall project financing, termination, liability, accounting for in-kind contributions, reporting and other terms in the Spark-UOIT agreement that affect IBM and other partners.
- The UOIT partnership with IBM Canada for the activities proposed for the AVIN Project will require UOIT to issue multiple subcontracts, and purchase orders, that will total \$1.5M CDN.
- Funding for the \$1.5M financial commitment to IBM Canada will come from the \$4.1M cash allocation that has been budgeted for UOIT in the AVIN Project application.
- IBM will provide a comprehensive and integrated, end-to-end platform that delivers a fully unified and scalable approach to data, information and knowledge necessary to meet AVIN Project goals for the AVIN program.
- More specifically, IBM is the key industry partner for the successful achievement of all milestones related to the creation of the Data Visualization Toolset included in the AVIN Project business plan that was submitted to and approved by OCE for the Region.

Current IBM Agreement Structure and Key Aspects

The following agreements have been finalized and executed by UOIT and IBM:

Agreement for Services:

- Client Relationship Agreement – This agreement governs all Statement of Works (SoW) related to the services to be performed for the AVIN project. It speaks to types of services that may be used, warranties, liability, and termination.
- SoW – this particular SoW covers the services related to the IoT Climatic Wind Tunnel REACT Data – Phase I. The total value of this SoW is \$292, 928.00 to be paid over a 3 month term (October 1, 2018 – December 31, 2018).

Agreement for Software:

- International Passport Advantage Express – This agreement governs all Quotations related to the purchase of IBM software for the AVIN project. It speaks to liability, renewals, system requirements and warranties.
- Purchase of Software – UOIT has acquired SaaS subscriptions under the International Passport Advantage Express agreement for the IBM Cloud Platform, IBM IoT Building Insights and IBM IoT Connection Service. The total value of this purchase was \$59,262.82.

RESOURCES REQUIRED:

- As previously reported, UOIT's in-kind contribution is valued to be approximately \$500,000, which includes the following:
 - Use of campus facilities including: ACE, Clean Energy Research Lab, Gaming Lab, Immersive Simulation Lab, Visualization and Information Analysis Lab, Virtual Reality/Artificial Reality Lab, Electronics Lab, Gaming Lab, Fabrication and Space Prototype Lab. The allocation of campus facilities to AVIN Project activities is TBD.
 - University personnel to support AVIN Project deliverables in the form of business advisory resources and outreach and marketing.
 - Procurement, Finance and Legal departments to review and manage the contractual obligations regarding reporting, sub-contracting and vendor management (partnerships with 10 public and private sector entities).
 - Finance will be required to issue monthly reports to the Spark Centre to provide the documentation necessary for UOIT to be reimbursed for its expenses tied to the AVIN Project activities.
- The proposed budget for the AVIN Project does include funding to support program management and reporting but does not include any mechanism to apply overhead. Specifically, the revised budget includes \$100,000 in annual funding to support administrative requirements, such as program coordination, management of contractual requirements and overall management of the site's activities and partnerships.

IMPLICATIONS:

- **Compliance Risk:** The OCE- Spark Agreement sets out a number of compliance requirements primarily related to financial eligibility, project management and reporting. These requirements are flowed down to UOIT through the Spark-UOIT Subcontract. Diligent project management and effective communication will be required to ensure contractual compliance. UOIT has assigned a project manager and is putting together a project team. The Project Governance Plan has also been put into place to ensure appropriate communication amongst the project partners and participants.
- **Financial Risk:**
 - There is financial risk associated with project execution – in other words, in order to realize the full OCE contribution, UOIT must deliver on the project goals and milestones.
 - The Spark-UOIT Subcontract must be approved and executed in order for the OCE funding agreement to begin flowing to UOIT.

- IBM Canada's in-kind contribution of \$3.2M toward the AVIN Project makes up more than half of the \$5M dollar private sector contribution required by the Province. Without the UOIT/IBM partnership the AVIN Project will not maintain eligibility for the funding secured with OCE
- **Operational Risk:** The amount of internal resourcing that is required to meet the Milestones/Deliverables is considerable and requires a great amount of planning, communication and execution. It is anticipated that UOIT will add additional personnel to support various administrative requirements and oversee program coordination. The governance plan at Schedule 4 and the allocation of administrative costs to Spark Centre are intended to address this operational risk.

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

- With the University's ACE facility as the anchor location for the Durham AVIN Project, the University will be able to offer Durham Region's entrepreneurs and SME's with the capability required to develop, prototype and validate new AV technologies. By merging new and enhanced research infrastructure with the skill sets of the University's faculty, the Durham AVIN Project will be equipped with the tool sets needed to accelerate and lead AV innovation with its partners across Durham Region and Ontario.
- The new, internationally leading capabilities planned at the University will provide its students with access to cutting edge tools and innovation to support their research and make them market ready for careers in this rapidly evolving technology space.
- The Durham AVIN Project will strengthen the University's ability to support its own entrepreneurs and those within the Durham Region. Entrepreneurs and SME's will be drawn to the University to access both its internationally leading AV R&D capabilities and faculty and staff.
- The Durham AVIN Project will be at the geographic center of AVIN. It will offer capabilities that will be unique from those being proposed by the 5 other RTDS locations and is expected to draw innovators and companies from across Ontario to the University.

ALTERNATIVES CONSIDERED:

- N/A

CONSULTATION:

- The activities proposed for the Durham Region AVIN Project were developed through consultation with the University's regional partners (Spark and DC), feedback from industry and consultation with Ontario over a period of approximately 2 years.
- Over the past several months, the University Industry Liaison has consulted with Legal Counsel, Research, Chief Financial Officer and the General Counsel to review the terms proposed in the negotiations of the anticipated Spark-UOIT Subcontract. The General Counsel has been heavily involved in reviewing and negotiating the legal terms of the Spark- UOIT Subcontract.
- The Spark Centre Board has reviewed the Spark-UOIT Subcontract and agreed to the main terms proposed in the Funding Agreement with the Spark Centre. There is a little more work to be done to finalize the terms but the parties have reached substantive agreement.
- Legal Counsel, Research has led the discussions with IBM Canada and negotiated the terms agreed to in the individual services and software license contracts used to date. The General Counsel has been consulted and has signed off on the final terms.

- Discussions with IBM Canada continue for the creation of an overarching MOU that address the terms of the broad partnership planned with IBM Canada on the AVIN Project activities.

COMPLIANCE WITH POLICY/LEGISLATION:

- Based on the Signing Authority Registry and the potential obligations under the two key agreements within the AVIN Project, the Board must approve the agreements.

NEXT STEPS:

- With Board Approval:
 - the authorized signatories will execute the negotiated AVIN Project funding agreement between Spark and the University.
 - UOIT's General Counsel will develop a Memorandum of Understanding for negotiation and finalization with IBM Canada. This MOU will include IBM's \$3.2M in-kind commitment to the program along with UOIT's agreement to provide a total \$1.5M cash contribution to IBM in support of this partnership.
 - The MOU will form the basis for negotiations with other project partners and will leverage the templates prepared by other RTDS sites across the province.
- Using the MOU, UOIT will formalize contractual relationships with AVIN Project partner organizations/participants.
- Issue RFQ's, select suppliers and issue purchase orders for equipment and engineering services required to create new capabilities.
- Consult with HR to develop postings for new positions funded by the AVIN Project allocation.
- Implement the Governance Plan including the formation of an advisory committee comprised of representatives of the partner organizations/participants to provide guidance and technical perspective for the AVIN Project over the Project's duration.

MOTION FOR CONSIDERATION:

WHEREAS the university and its partners, Durham College and the Spark Centre ("Spark") were awarded \$5M by the by Ontario Centres of Excellence ("OCE") to create a Regional Technology Development Site ("AVIN Project") in the Durham Region to support innovation linked to autonomous vehicles in the Durham and Northumberland Regions;

WHEREAS the Board of Governors authorized the university's participation in the AVIN Project on June 27, 2018;

WHEREAS the \$5M contributed by OCE to the AVIN Project will be administered by Spark;

WHEREAS the majority of the \$5M AVIN Project funding will be used to expand the capabilities of the university's Automotive Centre of Excellence;

WHEREAS the university has negotiated a proposed funding agreement with Spark for the AVIN Project that includes terms for the financial disbursements, reporting requirements, liability, and termination for the AVIN Project activities taking place at the university ("Spark Agreement");

WHEREAS the university will be partnering with IBM Canada, among others, for the AVIN Project that will require the issuance of multiple subcontracts, and purchase orders, that will exceed the \$1M signing authority threshold requiring Board approval; and

WHEREAS the university will enter into a binding Memorandum of Understanding with IBM Canada ("IBM MOU");

NOW THEREFORE, pursuant to the recommendation of the Audit & Finance Committee, upon a motion duly made by [TBD] and seconded by [TBD], the Board of Governors hereby approves:

- 1. the finalization and completion of the Spark Agreement on the key terms and conditions described;*
- 2. the finalization and completion of the IBM MOU on the key terms and conditions described, including the proposed procurement of up to \$1.5M CDN in software, support and services from IBM Canada in support of its partnership with the university for the AVIN Project activities at the university;*
- 3. Authorizing and directing the VP Research and Chief Financial Officer for and in the name of the Corporation to execute and deliver (under the corporate seal or otherwise) all such other documents and do all such other acts as may be necessary or desirable to give effect to this resolution.*

The Board requests that management deliver regular progress updates in respect of the AVIN Project to the Audit & Finance Committee until the project is completed. The Board anticipates that the Chair of Audit & Finance will report on the AVIN Project to the Board until the AVIN Project is completed.

SUPPORTING REFERENCE MATERIALS:

- AVIN presentation

Durham Region

Eastern Ontario's Technology Development Site for the Autonomous Vehicle Innovation Network



 UNIVERSITY
OF ONTARIO
INSTITUTE OF TECHNOLOGY
OSHAWA | CANADA 

 spark
CENTRE

 DURHAM
COLLEGE
SUCCESS MATTERS

What is AVIN*

- Announced in the 2017 Ontario Budget, AVIN is an **\$80-million, five-year investment**, delivered by OCE on behalf of:
 - Ministry of Economic Development and Growth (MEDG)
 - Ministry of Research, Innovation and Science (MRIS)
 - Ministry of Transportation (MTO)
- It is comprised of a Central Hub and 4 Programs

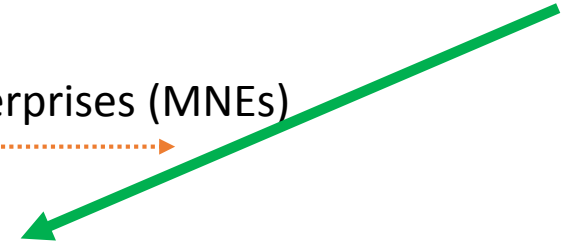
* Autonomous Vehicle Innovation Network

**\$5M per site
over 5 years**

Small and Medium-Sized Enterprises (SMEs) & Multinational Enterprises (MNEs)



Municipalities & Post-Secondary Institutions



AV R&D Partnership Fund	Talent Development <i>TalentEdge</i> Fund	Regional Technology Development Sites (RTDS)	Demonstration Zone
Supports R&D&C collaboration between SMEs, MNEs, academic institutions, and municipalities.	Provides students and recent graduates with real-world industry experiences related to C/AV technologies in Ontario.	Create nodes for SMEs to develop, prototype, test and validate emerging C/AV products and technologies.	Test, validate and showcase technologies in live urban and rural scenarios.
2 levels of funding with a focus on live demonstration.	Up to 2-years of funding for interns and fellows.	Establish a C/AV network across Ontario with existing regional stakeholders : colleges, universities, Regional Innovation Centres, campus accelerators, anchor firms, etc ...	Establish Stratford as the Zone. Onboarding of in-vehicle and infrastructure technologies.

Durham Region Partners

- UOIT and ACE facility are the anchor for majority of activities in Regional Technology Development Site
 - Receives over 80% of the \$5M dollars of provincial funding
- SPARK Center holds Master Contract with Ontario Centers of Excellence (OCE)
 - Administers funding and reporting for Durham Region AVIN Technology Development Site
 - Distributes funds to UOIT and DC to support site activities
- Durham College primarily focused on supporting entrepreneurship activities on campus with connections to their AI Hub

Proposed Activities and Budget

New UOIT ACE Capabilities (~ \$8.5M)

- EV Charging/Microgrid Test Bed - eCAMION
- Simulated Automotive Wireless Environment- Keysight & GAP Wireless
- Software Validation and Certification – QA Consultants
- Data Storage, Real Time Analysis and Visualization – IBM Canada
- On Road Test Platforms – Mackie Transport, AirIQ
- Fabrication Space – Keysight & Others

Services - with SPARK and Durham College

- Business and Technical Advisory Services
- Programming for Entrepreneurs and SME's
- Full time technical staff
- High Resolution Mapping



Durham RTDS Private Sector Partners

Confirmed as of Feb 6 2018

- IBM Canada - \$3.2M
- eCAMION- \$600k
- Mackie Transportation Inc. - \$500k
- Tetra Tech - \$500k
- Flashfibre - \$500k
- QA Consultants - \$300k
- Keysight Technologies - \$179k*
- AirlQ - \$225k
- The Sky Guys - \$125k



\$6M in Industry Contribution

* Contributions via equipment discounts

Private Sector Partners

- OCE Required at least \$5M of private sector contribution to match their \$5M cash contribution toward technology development site
- New ACE capabilities tied to this program developed in partnership with
 - IBM Canada - Contributing \$3.2M of in-kind
 - Keysight and GAP Wireless – Contributing \$500k of in-kind
 - eCAMION – Contributing \$500k of in-kind
- IBM, Keysight, GAP Wireless and eCAMION to receive project funding, via UOIT, to support the development of new technologies tied to these capabilities.

Status

- Notified of Successful Application (April 2018)
- Agreement reached on UOIT contract with SPARK
- Phase 1 of Wireless Environment Engineering Study Completed by Keysight Technologies
- E/V Charging System Requirements defined and specified with eCAMION
- Software Quality Assurance program launched with QA Consultants
- Activities on data visualization and analytics initiated with IBM Canada
- UOIT pursuing additional funding through AVIN Project Funding Stream by working with industry partners





BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Board of Governors

DATE: November 29, 2018

PRESENTED BY: Nigel Allen, Audit & Finance Committee

SLT LEAD: Craig Elliott, CFO

SUBJECT: Campus Recreation & Wellness Centre (CRWC) Expansion

COMMITTEE/BOARD MANDATE:

- The Audit and Finance Committee, on behalf of the Board, is responsible for overseeing the financial affairs of the university with respect to all auditing, financial reporting and internal systems and control functions, budget approvals, risk management, and other internal and external audit functions and activities at the university.
- The Audit and Finance Committee is recommending that the Board approve the expansion of the Campus Recreation and Wellness Centre by adding varsity change rooms and more athletic therapy space in order to facilitate the launch of the university’s new basketball programs.

BACKGROUND/CONTEXT & RATIONALE:

- In the spring of 2018, senior leadership and student union approved the creation of men’s and women’s varsity basketball. Shortly after that, the university’s bid to join OUA (Ontario University Athletics) basketball was supported and approved for competition by the OUA board of directors for the fall of 2019.
- As a playing member to the association we are bound to standards which require us to provide adequate facilities for team competition and training. To meet those requirements varsity change rooms and additional athletic therapy space are required.

- This project will also support the sustainability of our commitment to the well-being of student-athletes by improving the space to which teams are treated and rehabilitated through athletic therapy. It is noted that the varsity change rooms would be dedicated to basketball however all varsity teams will have access and use to the therapy space.

RESOURCES REQUIRED:

- The basis of funding to support these long-term Athletic plans is Student Ancillary fees, and the CRWC capital reserve. This is an existing reserve accumulated from student fees and subject to use for recreational facilities and Wellness initiatives. Currently the CRWC capital reserve balance is \$7M. The addition of new change rooms and therapy space is estimated to cost \$1.9M

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

- In the Canadian university system, basketball is one of the premiere sports. It provides broad market exposure and is an attractive option for donors. Also, once established, it is relatively cost-effective in terms of equipment and facilities. Basketball will elevate the profile of the university across the country based on the high profile nature of the sport
- Offering basketball responds to repeated requests from students, both current and incoming, around their priorities for adding new sports. The addition supports the institutional priority to strengthen the campus culture, grow school spirit, and provide new reasons for students to engage in student life when they are on campus.
- Basketball is a globally recognized sport that will resonate with our diverse campus community.
- The new programs will increase the number of student leaders on campus, engage a new segment of the local community, foster new partnerships, and expose young children and families to the campus as fans of the sport.
- The additional new student athletes increases the opportunities for experiential learning and research opportunities for staff/faculty and students (eg) Kinesiology research, internships, coaching development, and leadership
- The addition of another sport responds to the 2017/18 NSSE results by providing a way to improve student satisfaction related to extracurricular engagement outside of the classroom. Research shows that academic success and retention are related to positive campus experiences. A student's ability to engage in an extracurricular activity as an athlete or as a fan will provide balance, help to reduce stress and anxiety and improve their overall well-being.

ALTERNATIVES CONSIDERED:

- A number of alternative sports were considered. Basketball was determined to be the preferred program based on feedback from students, the overall impact on campus life, and the utilization of existing infrastructure.

CONSULTATION:

- The Athletics team consulted extensively with students, faculty, and staff to get their input regarding the long-term plans, and discuss opportunities to partner around events to further enhance the student experience at the university.
- The CRWC Oversight Committee has made the recommendation to utilize a portion of the CRWC capital reserve to fund the construction of change rooms and athletic therapy space for the new basketball programs.

COMPLIANCE WITH POLICY/LEGISLATION:

- It is estimated that the contract for the expansion of the CRWC will exceed \$1.0M and would therefore require Board approval.

NEXT STEPS:

- Issue an RFP for modification of the CRWC, including the construction of change rooms and therapy space.

MOTION FOR CONSIDERATION:

WHEREAS in the spring of 2018, the university's senior leadership and student union approved the establishment of men's and women's varsity basketball teams;

WHEREAS the university's bid to join Ontario University Athletics (OUA) basketball was supported and approved for competition by the OUA Board of Directors starting in the fall of 2019;

WHEREAS being an OUA member requires the university to meet certain standards, we must provide adequate competition and training facilities;

WHEREAS the expansion of the Campus Recreation and Wellness Centre by adding varsity change rooms and more athletic therapy space will help us meet the OUA standards;

NOW THEREFORE, pursuant to the recommendation of the Audit and Finance Committee, upon a motion duly made by [TBD] and seconded by [TBD], the Board of Governors hereby:

1. *Authorizes the university to proceed with the RFP process for the modifications to the Campus Recreation and Wellness Centre, including the construction of change rooms and therapy space, not to exceed \$1.9M dollars, in order to facilitate the launch of the university's new varsity basketball programs.*
2. *Authorizes and directs the President and/or Chief Financial Officer for and in the name of the Corporation to execute and deliver (under the corporate seal or otherwise) all such other documents and do all such other acts as may be necessary or desirable to give effect to this resolution.*

The Board further requests that management deliver progress updates in respect of the CRWC Modification Project to the Audit & Finance Committee until the project is completed. The Board anticipates that the Chair of Audit & Finance will report on the CRWC Modification Project to the Board until the project is completed.

SUPPORTING REFERENCE MATERIALS:

- none



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors
FROM: Nigel Allen, Chair of Audit & Finance Committee
DATE: November 29, 2018
SLT Lead: Brad Maclsaac
SUBJECT: 2019-2020 Ancillary Fees - Revised

COMMITTEE MANDATE:

As set out in the terms of reference, the committee is responsible for overseeing the financial affairs of the university including guiding the student related fees set.

The university sets tuition and ancillary fees two years in advance to provide accurate net tuition data to prospective students at time of application. Since the university is looking to move two programs to “bring your own device” (BYOD) for 2019-20, the Audit & Finance Committee recommends that the Board approve the reduced ancillary fees, as presented.

BACKGROUND/CONTEXT & RATIONALE:

Pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors approved the 2019-20 ancillary fees at the meeting on May 9, 2018.

Provincial policy requires that a negotiated Compulsory Ancillary Fees protocol exists between the Board of Governors of each university and their student association. The committee consists of three student and three administrative representatives. Under the terms of the current UOIT protocol, signed in 2018, fees under the Bank of Canada, Consumer Price Index average of 12 months do not require committee approval. As the committee approves maximum price reductions do not require approval either.

IMPLICATIONS:

If not approved the university would revert to providing the laptop as per current practice. This change is part three of a four-part phase out.

ALIGNMENT WITH MISSION, VISION, VALUES & STRATEGIC PLAN:

The fees recommended will allow UOIT to continue to provide high quality technology enriched learning and experiences to its students.

ALTERNATIVES CONSIDERED:

The main alternative was remaining in the business of distributing laptops with loaded software to the students. The programs were originally approved to increase 3% for gaming and 3.5% for nuclear engineering. For gaming, the launch of a new version of current software key to the program increased the fee 400%. The university considered not moving out of the laptop procurement or having students purchase software directly. The move to TELE is the best for students due to reduced pricing and the ability to ensure all have the right product.

CONSULTATION:

The gaming and nuclear engineering programs delayed the phase out a year to continue consultations with students and faculty. After a number of test cases with current students to ensure the software could work in a BYOD environment the faculties have approved the change.

COMPLIANCE WITH POLICY/LEGISLATION:

The increases are compliant with provincial policy and UOIT’s ancillary fee protocol.

NEXT STEPS:

Update ancillary fees within UOITs student information system and website.

MOTION FOR CONSIDERATION:

That pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors hereby recommends the changes to the 2019-20 ancillary fees, as presented:

	2018-19	2019-20	% Inc
Compulsory Ancillary Fees			
Flat Fee Paid once per yr. Charged to FT & PT			
Technology-enriched Learning (FT) Gaming ULAF	853.87	478.00	-44.0%
Technology-enriched Learning (FT) FESNS ULAF	729.79	221.00	-69.7%

SUPPORTING REFERENCE MATERIALS:

- Ancillary Fee Protocol available on Board portal – Board Meeting May 2018



**Financial Update
Report to the Audit and Finance Committee
For 6 months ending September 30, 2018**

November 19, 2018

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
Financial Update – Report to Audit and Finance Committee – November 19, 2018
For 6 months ending September 30, 2018
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Consolidated Financial Statements of

**UNIVERSITY OF ONTARIO
INSTITUTE OF TECHNOLOGY**

For 6 months ending September 30, 2018

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
Consolidated Statement of Financial Position
As at September 30, 2018

	<u>Sep 30, 2018</u>	<u>Sep 30, 2017</u>	<u>YOY Variance</u>	<u>Mar 31, 2018</u>
ASSETS				
CURRENT				
Cash and cash equivalents	\$ 57,085,371	\$ 37,098,165	\$ 19,987,206	\$ 35,569,460
Short-Term Investments	8,000,000	16,624,798	(8,624,798)	16,625,200
Grant receivable	7,612,022	6,862,333	749,689	7,547,294
Other accounts receivable	39,795,890	42,772,339	(2,976,449)	8,157,805
Prepaid expenses and deposits	1,706,848	2,022,321	(315,473)	1,619,047
Inventories	929,096	616,373	312,723	241,633
	<u>115,129,227</u>	<u>105,996,329</u>	<u>9,132,898</u>	<u>69,760,439</u>
INVESTMENTS	26,301,813	27,308,913	(1,007,100)	25,681,555
CAPITAL ASSETS	392,651,445	404,548,738	(11,897,293)	399,587,698
TOTAL ASSETS	\$ 534,082,486	\$ 537,853,980	\$ (3,771,494)	\$ 495,029,692
LIABILITIES				
CURRENT AND LONG-TERM LIABILITIES				
Accounts payable and accrued liabilities	22,798,032	23,398,513	(600,481)	25,821,233
Deferred revenue	72,495,866	73,156,123	(660,257)	19,579,647
	<u>95,293,898</u>	<u>96,554,636</u>	<u>(1,260,738)</u>	<u>45,400,880</u>
LONG TERM DEBT	672,774	3,643,784	(2,971,010)	682,736
OBLIGATIONS UNDER CAPITAL LEASE	37,888,140	38,425,679	(537,539)	38,167,349
DEBENTURE DEBT	167,211,025	172,823,718	(5,612,693)	170,061,232
DEFERRED CAPITAL CONTRIBUTIONS	159,506,705	163,688,645	(4,181,940)	162,548,903
	<u>460,572,542</u>	<u>475,136,462</u>	<u>(14,563,920)</u>	<u>416,861,100</u>
Net Assets / (Deficit)				
NET ASSETS, excluding current year surplus	57,128,164	41,731,792	15,396,372	58,424,608
ENDOWMENTS	21,197,256	19,756,993	1,440,263	21,040,428
CURRENT YEAR (DEFICIT) / SURPLUS	(4,815,476)	1,228,732	(6,044,208)	(1,296,444)
	<u>73,509,944</u>	<u>62,717,517</u>	<u>10,792,427</u>	<u>78,168,592</u>
TOTAL LIABILITIES AND NET ASSETS	\$ 534,082,486	\$ 537,853,980	\$ (3,771,494)	\$ 495,029,692

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
Consolidated Statement of Operations
For the 6 months ending September 30, 2018

	<u>Sep 30, 2018</u>	<u>Sep 30, 2017</u>	<u>YOY Variance</u>
REVENUE			
Grants - operating & research	\$ 37,105,015	\$ 34,752,075	2,352,940
Grant - debenture	6,750,000	6,750,000	-
Donations - operating & research	535,537	831,755	(296,218)
Student tuition fees	26,339,869	25,652,405	687,464
Student ancillary fees	8,291,453	8,557,507	(266,054)
Revenue from purchased services	1,940,812	1,988,074	(47,262)
Other income	4,753,962	9,200,617	(4,446,655)
Amortization of deferred capital contributions	4,487,148	4,379,913	107,235
Interest revenue	410,004	261,061	148,943
Unrealized gain on investments	753,481	620,274	133,207
	91,367,281	92,993,681	(1,626,400)
EXPENSES			
Salaries and benefits	50,943,240	46,589,460	4,353,780
Student scholarships, awards and bursaries	5,519,915	4,528,968	990,947
Supplies and expenses	13,964,768	13,664,189	300,579
Purchased Services	6,262,087	5,489,351	772,736
Professional fees	843,981	2,450,327	(1,606,346)
Interest expense - Current Obligations	76,649	88,586	(11,937)
Interest expense - Long Term Debt	6,921,456	7,156,997	(235,541)
Amortization of capital assets	11,572,178	11,612,673	(40,495)
Loss on disposal of assets	78,484	184,396	(105,912)
	96,182,758	91,764,948	4,417,810
Excess of expenses over revenues	\$ (4,815,476)	\$ 1,228,733	\$ (6,044,210)

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
Consolidated Statement of Cash Flows
As at Sep 30, 2018

	<u>Sep 30, 2018</u>	<u>Sep 30, 2017</u>
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES		
OPERATING		
Excess of expenses over revenues	\$ (4,815,476)	\$ 1,228,733
Items not affecting cash:		
Amortization of capital assets	11,572,178	11,612,673
Amortization of deferred capital contributions	(4,487,148)	(4,379,913)
Loss on disposal of assets	78,484	184,396
Unrealized gain on investments	(753,481)	(620,274)
	<hr/> 1,594,556	<hr/> 8,025,615
Working Capital		
Grant and other accounts receivable	(31,702,813)	(35,858,041)
Prepaid expenses and deposits	(87,801)	(332,451)
Inventories	(687,463)	(443,859)
Accounts payable and accrued liabilities	(3,023,201)	(11,235,435)
Deferred revenue	52,916,219	52,277,404
	<hr/> 19,009,499	<hr/> 12,433,233
INVESTING		
Purchase of capital assets	(4,714,409)	(16,406,182)
Investments	8,758,421	(13,680,628)
Endowment contributions	156,828	140,273
	<hr/> 4,200,841	<hr/> (29,946,537)
FINANCING		
Repayment of long term debt	(2,860,169)	(5,423,722)
Repayment of obligations under capital leases	(279,209)	(247,083)
Deferred capital contributions	1,444,950	3,486,734
	<hr/> (1,694,428)	<hr/> (2,184,071)
NET CASH INFLOW / (OUTFLOW)	21,515,911	(19,697,375)
CASH BALANCE, BEGINNING OF YEAR	35,569,460	56,795,539
CASH BALANCE, END OF PERIOD	\$ 57,085,371	\$ 37,098,165

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
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For 6 months ending September 30, 2018

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Assets

Cash and short-term investments increased \$11.4m over last year primarily due to under-spending in the last budget year offset by normal day-to-day normal operating activities.

Grant receivable balance of \$7.6m includes \$5.6m Collaborative Nursing (CN) grant funded on a slip-year basis (PY bal. \$3.1m receivable in CY, and CY bal. \$2.5m receivable in next FY) and \$2.0m of external research grants all of which are current.

Grant receivable increase of \$0.7m includes \$0.4m increase in research grants and \$0.3m increase in CN grant associated with YOY growth.

Other accounts receivable includes student and trade receivables. Balance of \$39.8m includes \$38.1m of student A/R (\$1.3m for spring 2018 and prior, \$6.5m for fall 2018 and \$30.3m for the future winter 2019 semester for which payment is due in Jan 2019), other current receivables comprising \$0.8m ACE, and other balances, none exceeding \$0.5m.

Other accounts receivable decrease of \$3.0m over the prior year includes \$1.2m decrease in student receivable due to better collection resulting from the implementation of the net tuition billing, decrease \$0.7m in sales tax recoverable due to the delay in the tax rebate receipt in the prior year, decrease \$0.5m in sponsorship billing as a result of the decrease in Saudi students, and other immaterial increases / (decreases).

Investment balance of \$26.3m relates solely to endowed funds held at PH&N. The year-over-year decrease of \$1.0m includes a decrease of \$2.8m used to repay the last instalment of the MoF loan in Oct 2017 (**see Other Long Term Debt note under Liabilities below**), offset by a net increase of \$1.8m in endowed funds (new in-year donations \$0.3m, net investment income \$1.6m, M2M unrealized gain \$0.4m, offset by bursary disbursements \$0.5m).

Capital assets decrease of \$11.9m includes net additions of \$8.8m, offset by accumulated amortization of \$20.7m in the last 12 months.

Additions comprise \$3.8m of major equipment, \$2.4m of laptop purchases offset by laptop disposal of 3.2m as a result of the “Bring Your Own Device” program for 3 faculties in the prior year, \$2.3m of FF&E (of which \$1.7m pertains to the new SIRC building), \$1.8m of computer equipment and servers, and \$1.7m in building renovations.

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

Liabilities

There is no significant change in Accounts payable and accrued liabilities. The balance of \$22.8m includes \$4.8m interest payable on our debenture debt, \$4.1m of ancillary fees held in trust for the students, \$3.5m of student ancillary fees billed on behalf of third parties and payable when due (e.g. Durham Region Transit for U-PASS, Student Union), \$2.8m of accounts payable to third parties, and other accruals none exceeding \$1.0m.

Deferred Revenue relate to revenues deferred to subsequent periods as these have not yet been earned at the end of the reporting quarter or will be recognized as revenue in the period in which related expenses are incurred.

Balance of \$72.5m includes \$57.5m deferred tuition which represents 3 months of fall fees and all of winter term fees not earned at the end of the quarter, and \$15.0m of revenues received and not yet spent at the end of the reporting quarter (\$5.3m of externally funded research revenues, \$4.5m student ancillary fees, \$3.0m of expendable donations, and \$2.2m of miscellaneous deferred revenues).

Other long-term debt decrease of \$3.0m includes \$2.8m for the last repayment of the MoF loan in Oct 2017, (**see Investment note under Assets above**) and other repayments, none of which exceeds \$0.5m.

Decrease in obligations under capital lease represents the principal lease repayments for 61 Charles and 55 Bond in the last 12 months.

Decrease in long-term debenture debt of \$5.6m relates to the principal repayment and resulting drawdown of the debt in the last 12 months. This debt is fully payable in October 2034.

Decrease in deferred capital contributions of \$4.2m includes new capital grants and donations of \$4.9m received in the last 12 months, offset by \$9.1m amortization into revenues of capital grants and donations received since inception of the University.

New grants and donations received include \$2.4m remaining SIF grant for SIRC construction, \$0.9m for the Moving Ground Plane, \$0.8m for campus retrofit projects to reduce the University's gas emission, and \$0.8m donation received for SIRC and various capital projects.

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CONSOLIDATED STATEMENT OF OPERATIONS

Revenue

Total Revenue decreased \$1.6m (-1.7%) over the prior year. Significant variances include:

- 1) Operating grant increase of \$2.3m, of which \$1.3m pertains to the timing of receipt of the performance grants from MTCU (this grant is received in instalments on a bi-weekly basis in the CY and was received in the last quarter of the year in the PY), and \$1.0m relates to new grants received in the current year (\$0.6m career ready fund, \$0.2m for the OCADU partnership and \$0.2m for the student success fund). This increase is offset by,
- 2) Other income decrease of \$4.4m as the prior year included a one-time receipt in July 2017 of \$4.9m of retail sales tax rebates on construction costs for the period January 2003 to December 2005 (**see Note (3) under Expenses below for associated consulting costs**).

Expenses

Total Expenses increased \$4.4m (4.8%) over the prior year. Significant variances include:

- 1) Salaries & Benefits increase of \$4.4m. This includes \$1.7m for faculty and staff salary increases, \$1.4m for net new hires and promotions, \$0.7m reversal of accrued administrative leave in the prior year as these were not paid out, and \$0.6m increase in limited term contracts including sessional contracts to cover the reduced course load of the teaching faculty.
- 2) Student scholarships, bursaries and awards increase of \$1.0m includes \$0.7m increase due to the timing of disbursement of graduate awards (these awards are paid at the beginning of the semester in the current year v/s on a monthly basis in the prior year), and \$0.3m increase in entrance scholarships as more students met the requirements for these scholarships for the current academic year.
- 3) Purchased services expenses increase of \$0.8m is mostly attributable to lower bookstore expenses in the prior year as a result of the utilization and draw-down of large amounts of bookstore credit notes in that year.

The above increases are offset by,

- 4) Professional fees decrease of \$1.6m as the prior year included \$1.7m of consulting fees with respect to the one-time receipt in July 2017 of \$4.9m of retail sales tax rebates on construction costs (**see Note (2) under Revenue above**)

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II. FINANCIAL METRICS

The Ministry has adopted 5 financial metrics to assist with assessing university financial health and sustainability.

The table below shows UOIT’s forecast metrics for fiscal year 2018 – 19 and the actuals for the 2 fiscal years 2017 – 18 and 2016 - 17. Also included are the average comparator and average sector metrics for fiscal year 2016 - 2017 (latest published data). The average comparator includes the data for what are considered as “small” universities based on student FTE (“Full-time equivalents”), and includes seven universities: Algoma, Lakehead, Laurentian, Nipissing, OCADU, Trent and UOIT.

Financial Metrics	Forecast	Actual	Actual	Average comparator	Average sector
	2018 - 19	2017 - 18	2016 - 17	2016 - 17	2016 - 17
Net Income/Loss Ratio (1)	3.0%	7.2%	6.2%	0.9%	5.2%
Net Operating Revenues Ratio (2)	9.3%	8.3%	18.1%	6.7%	9.0%
Primary Reserve Ratio (days) (3)	49	53	40	24	106
Interest Burden Ratio (4)	7.5%	8.2%	8.9%	3.2%	2.2%
(b) IBR w MTCU funding	1.7%	1.8%	2.0%	n/a	n/a
Viability Ratio (5)	14.9%	14.1%	10.0%	11.2%	277.8%

Financial Metrics Analysis

1. **Net Income / Loss** ratio - tracks the trend in UOIT’s net earnings.

Based on the current projection of a net operating surplus due to unused planned capital reserves and operational contingency of \$3.1m (see Section III “2017-18 Operating Forecast Summary” on Pages 10 - 12), it is forecast that UOIT’s net earnings ratio will be positive in the current fiscal year.

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
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II. FINANCIAL METRICS (continued)

2. Net Operating Revenues ratio – indicates the extent to which UOIT is generating positive cash flows in the long-run to be financially sustainable.

With stable revenues projected, UOIT continues to experience positive operating and working capital and, therefore, a stable net operating revenues ratio.

3. Primary Reserve ratio – indicates UOIT’s financial strength and flexibility by determining the number of days UOIT could function using its resources that are can be expended without restrictions.

Primary reserve ratio is stable, as although internally restricted capital reserves will be utilized to fund for the start-up construction of the new building in the current year, these will be replenished at the end of this fiscal year with actual operating surplus arising from the unused planned capital reserves and operational contingency.

4. Interest Burden ratio (“IBR”) – indicates UOIT debt affordability and the cost of servicing debt

UOIT’s interest burden continues to improve as it pays back its long-term debt obligations without entering into any new debt. The cost of servicing UOIT’s debt is above the comparator due to its much higher debt obligations.

4b. Interest Burden with MTCU funding ratio – the “IBR” has been re-stated to reflect an annual “institution-specific” grant of \$13.5m from the Ministry to fund the University’s debenture debt. Therefore, interest expense on the debenture has been removed from the total interest expense, used in the calculation of “IBR”.

Including the impact of the Ministry funding, UOIT’s interest burden ratio is more in line with the average comparator and average sector ratios.

5. Viability ratio - determines UOIT’s financial health, as it indicates the funds on hand to settle its long-term obligations.

This ratio is stable due to operating planned surplus (resulting in improved expendable net assets), and reduced debt obligations.

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
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II. FINANCIAL METRICS (continued)

(1) Net Income/Loss Ratio

$$\frac{\text{Total Revenues less Total Expenses}}{\text{Total Revenues}}$$

Measures the percentage of UOIT's revenues that contribute to its net assets. The objective is to track trends in UOIT's net earnings

(4) Interest Burden Ratio

$$\frac{\text{Interest Expense}}{\text{Total Expenses - Depreciation}}$$

Indicates debt affordability as it examines the percentage of total expenses used to cover UOIT's cost of servicing debt

(2) Net Operating Revenues Ratio

$$\frac{\text{Cash flow from Operating Activities}}{\text{Total Revenues}}$$

Indicates the extent to which UOIT is generating positive cash flow in the long-run to be financially sustainable.

(5) Viability Ratio

$$\frac{\text{Expendable Net Assets}}{\text{Long-Term Debt}}$$

Determines UOIT's financial health as it indicates the funds on hand to settle its long-term obligations. Long-Term Debt is total external long-term debt, excluding the current portion of debt.

(3) Primary Reserve Ratio

$$\frac{\text{Expendable Net Assets}}{\text{Total Expenses}} \times 365 \text{ days}$$

Indicates UOIT's financial strength and flexibility by determining the number of days UOIT can function using only its resources that can be expended without restrictions. Expendable net assets include: Unrestricted surplus (deficit), internally restricted net assets and endowments.

University of Ontario Institute of Technology

III. 2018 - 19 Operating Forecast Summary (in '000 s) For the year ending March 31, 2019

The table below shows the variance of the year-end forecast vs the approved budget

April 1, 2018 - March 31, 2019					
Budget, excluding Carryforward	Carryforward/ Internal Restrictions	Total Annual Budget	Y/E Forecast	Fav. (Unfav.) Forecast vs Budget \$/ %	
Revenue					
Grants	80,486	80,486	82,299	1,813	2%
Tuition	83,993	83,993	82,559	(1,434)	-2%
Student Ancillary	12,163	12,163	12,672	509	4%
Other	17,613	17,613	17,929	316	2%
Total Revenue	\$ 194,254	\$ 194,254	\$ 195,459	\$ 1,204	1%
Expenditures					
Academic/ACRU	74,741	1,237	75,978	74,369	1,609 2%
Academic Support	37,072		37,072	39,291	(2,219) -6%
Administrative	32,964		32,964	28,760	4,204 13%
Sub-total	\$ 144,777	\$ 1,237	\$ 146,014	\$ 142,420	3,594 2%
Purchased Services	13,272		13,272	12,966	306 2%
Total Ancillary/Commercial	10,292		10,292	10,054	238 2%
Debt Interest Expense	10,541		10,541	10,541	- 0%
Total Expenses	\$ 178,882	\$ 1,237	\$ 180,119	\$ 175,981	\$ 4,138 2%
Operating Contribution	\$ 15,372	\$ (1,237)	\$ 14,136	\$ 19,478	\$ 5,342 38%

Expenses disclosed on the Balance Sheet

Capital Expenses	7,464	141	7,605	9,807	(2,202)	-29%
Principal Repayments - debenture/leases	6,531	0	6,531	6,531	0	0%

Net Operating Surplus

\$ 1,378	\$ (1,378)	\$ 0	\$ 3,140	\$ 3,140	N/A
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Other disclosure - Funded by Prior Year reserves

Fundraising campaign	\$ -	\$ -	\$ 1,312	\$ 1,181	\$ 131	10%
New Building	\$ -	\$ -	\$ -	\$ 1,900	\$ (1,900)	0%

Net forecast contribution from Operations

\$ 19,478

Items not budgeted:

Externally funded research donations and revenues

\$ 11,500

Externally funded research expenses

\$ (10,200)

Non-cash transactions:

Amortization of capital assets

\$ (23,402)

Amortization of deferred capital contributions

\$ 9,118

Unrealized gain on investments

\$ 150

Capital revenues accounted as Deferred Capital Contributions on the balance sheet

\$ (2,410)

Excess revenues over expenses - as per GAAP Financial Statements

\$ 4,233

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III. 2018 – 19 Operating Forecast Summary

Based on the Nov 1 count enrolment data, the operating budget, after capital expenses and principal debenture and lease repayments, shows a net operating surplus of \$3.1m at the end of the fiscal year.

The variances of the year-end forecast to the approved budget are explained below.

Enrolment

FTE's	2018 - 19 Approved Budget	2018 - 19 Nov 1 Count	Variance to Approved Budget
Undergraduate			
Domestic	7,834	7,945	111
International	468	390	-78
Graduate			
Domestic	379	430	51
International	172	140	-32
Total FTE's	8,853	8,905	52

Nov 1 enrolment count shows a positive net variance of 52 FTE against an original budget of 8,853 FTE. Current eligible undergraduate and graduate enrolment projection is within the +/- 3% of UOIT's corridor midpoint.

Domestic undergraduate and graduate increased 162 FTE. International undergraduate and graduate decreased 110 FTE against the approved budget mostly due to the Saudi impact, and resulting in a total net decrease of \$1.4m in forecast tuition revenue.

Core Operating Grant remains flat as under the new funding formula implemented by the Ministry in 2017-18, the funding for domestic students for the current year remains at the 2016 – 17 level.

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III. 2018 – 19 Operating Forecast Summary (continued)

Revenues

Grants are favourable to budget \$1.8m and include \$1.1m of unbudgeted grant for the Greenhouse Gas Campus Retrofit Program (see offsetting Capital Expenses under **Expenses** section below), \$0.5m higher than budgeted Career Ready Fund grant, and other immaterial variances.

Tuition fees for the year are unfavourable \$1.4m against an original budget of \$84.0m due to the shortfall in international students.

Expenses

Academic/ACRU units are showing a positive variance of \$1.6m and includes \$3.0m of labour savings from open positions across all faculties, offset by \$1.4m increase in operating expenses, funded by faculty carry forward funds. The increase in operating expenses includes start-up and professional funds and relocation costs for new faculty members and investment in new instructional software.

Academic Support units are unfavorable to budget of \$2.2m. This includes an additional \$1.7m of higher than expected entrance scholarships and student access guarantee (“SAG”) funding as mandated by the Ministry and other variances none exceeding \$0.5m.

Administrative units are showing a favourable variance to budget of \$4.2m. This includes \$3.5m release of planned operational and building reserves, \$0.8m electricity rebate associated with The Fair Hydro Act 2017, which came into effect on June 1, 2017, \$0.5m labour savings to reflect open positions in IT and the impact of Bill 148 repeal, offset by an unfavourable variance of \$0.7m for university branding initiatives, and other variances.

Capital Expenses funded from Operations are unfavourable \$2.2m to budget, and includes \$1.1m of campus projects to reduce the University’s greenhouse gas emission and which are fully funded by the Campus Retrofit Grant (see Grants under **Revenue** section above), and other projects such as the renovations to the atrium in the Science Building and to the offices on Windfield Farms.,

Conclusion

Our current forecast is showing an operating surplus of \$3.1m, consisting primarily of the planned building and operational reserves of \$3.5m that was included in the 2018 – 19 budget. Consistent with the prior years, and at year-end, Management will make a recommendation to the Committee to restrict any actual surplus for student initiatives and future campus projects

The forecast surplus on a GAAP (generally accepted accounting principle) basis, after adjusting for non-cash transactions and for items that are not included in the budget, is \$4.2m.

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IV. CAPITAL

This section provides an overview of capital projects over \$1.0m.

A. Moving Ground Plane (“MGP”)

In June 2016, UOIT’s Board of Governors approved the completion of an agreement of purchase and sale with the Old Dominion University (“ODU”) for the acquisition of a moving ground plane (“MGP”) at a cost of no more than \$2.5m in accordance with the terms of a grant of \$2.5m funded by the Ministry of Economic Development and Growth (“MEDG”).

The Moving Ground Plane is a giant belt that acts as a road moving under a vehicle, simulating the aerodynamic forces against moving vehicles and measuring the physical characteristics in real-world conditions. It will give the university’s students the tools to train and conduct research in a high-tech environment, preparing them for the careers of the future. It will also help companies and researchers create new energy-efficient products and reduce carbon emissions in the automotive industry.

On February 12, 2018, the Minister of Research, Innovation and Science (MRIS) announced that the Province is investing an additional \$1.5m to enhance the University’s one-of-a-kind ACE facility by adding a Moving Ground Plane. This is matched by cash contributions of \$1.0m by Magna International and \$0.5m by the University. In addition, Multimatic is also providing engineering services from a team of highly talented automotive engineers to help develop the Moving Ground Plane.

On August 31, 2018, the Prime Minister of Canada announced up to \$9.46m in funding to the University to enhance its ACE facility, and to create new research and development jobs in the automotive industry. This funding will support the integration of the MGP into the ACE facility.

It is anticipated that the installation of the MGP and its integration in the ACE facility would be completed in Spring 2020 and become operational in September 2020.

MGP Progress Update

- The University has paid ODU USD 2.0m in settlement for the equipment in September 2016, and has now received full funding of CAD 2.5m from the Ministry of Economic Development and Growth to cover for the purchase of the equipment.
- In May 2018, the University received a first instalment of \$0.6m from the additional provincial funding of \$1.5m announced in February 2018.
- Management is currently finalizing collaboration agreements with Magna International Inc. and Multimatic Inc. for the provision of financial and in-kind support to the University in respect of the Project.
- The construction of the building modifications began in November 2018.

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V. CASH FLOW

The University administration uses a cash management forecasting model to manage its operating cash balances and operating short-term investment portfolios.

University cash balances are cyclical in nature with higher operating balances in September – November and January - March due to tuition fee collection from the fall and winter semester registration, and lower balances in December and during the early summer months.

The University has the following credit facilities:

- A revolving operating LOC of up to \$17.0m, bearing interest at prime plus 0.25% with a Canadian chartered bank.
- A revolving operating LOC up to \$5.0m, bearing interest at prime plus 0.25% with IBM.

Cash Flow Update

- UOIT has not utilized its available line of credit as at the end of the reporting quarter.
- The University currently holds \$24.9m of its operating cash surplus in short-term investments. In anticipation of the upcoming construction projects at the University (including the integration of the Moving Ground Plane into the ACE facility and the new Student Life building), \$16.9m of the short-term investments have been invested in 30 day cashable GIC's with the remaining \$8.0m in annual GIC's at BMO Nesbitt Burns.
- **Operating cash balance**, including short-term investments of \$24.9m, is projected at **\$42.3m** at the end of the fiscal year.
- **Externally and internally restricted cash balances** (including Research, Advancement, Campus Childcare, Regent Theatre, and ACE) is projected at **\$10.9m** at the end of the fiscal year.

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
Cash Flow Forecast Summary for the year ended March 31, 2019

	Actual		Forecast						Total Forecast	
	Apr - Jun 2018	Jul - Sep 2018	Oct 2018	Nov 2018	Dec 2018	Jan 2019	Feb 2019	Mar 2019	FY 2018-19	
	\$ 000 s	\$ 000 s	\$ 000 s	\$ 000 s	\$ 000 s	\$ 000 s	\$ 000 s	\$ 000 s	\$ 000 s	
Operating Beginning Cash Balance	A	24,570	4,617	28,803	17,595	17,313	11,439	29,256	25,090	24,570
Total Operating Inflows	B	38,467	67,781	11,123	15,532	9,232	35,300	9,461	7,503	194,399
Total Operating Outflows	C	(50,420)	(44,774)	(21,867)	(15,805)	(14,878)	(17,350)	(13,618)	(14,755)	(193,467)
Net Operating Cash Flows	D=B+C	(11,953)	23,007	(10,744)	(273)	(5,646)	17,950	(4,157)	(7,252)	932
Total Operating Cash Available	E=A+D	12,617	27,624	18,059	17,322	11,667	29,389	25,099	17,838	25,502
New Building Outflows	F	0	0	(464)	(9)	(228)	(133)	(9)	(500)	(1,343)
Transfer to Short-term investments	G	(8,000)	1,179							(6,821)
Operating Ending Cash Balance after New Building and transfer to STI	H=E+F+G	4,617	28,803	17,595	17,313	11,439	29,256	25,090	17,338	17,338
Total Internally and Externally Restricted Cash	I	11,831	10,828	10,991	11,530	11,694	10,939	11,396	10,889	10,889
Total Consolidated Cash Position	J=H+I	16,448	39,631	28,586	28,843	23,133	40,195	36,486	28,227	28,227

Total Cash Forecast as at MAR 31, 2019

Total Operating Cash after SIRC	17,338
Add: Short-term investments in GIC's	24,930
Total Operating Cash and ST investments	\$ 42,268

Total Restricted Cash	\$ 10,889
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VI. LONG-TERM FORECAST

In April 2018, and as part of the annual budget presentation to the Audit and Finance Committee, a long-term forecast was presented for the budget years 2018 – 19 to 2027 – 2028 inclusive. This forecast was based on 2017 -18 Feb 1 count enrolment numbers.

In the attached, only the 2018 -19 forecast has been updated to account for the financial impact of the Nov 1, 2018 enrolment count. All other years are held as at the same level as of April 2018.

The forecast will be updated with revised long-term enrolment projections and related expenses, after the confirmation of the official Feb 1, 2019 enrolment count, and will be presented to the Committee at the February 2019 meeting.

Assumptions on the forecast model

1. Grant funding as per the new funding formula implemented in 2017 – 18 year
 - Funding held at 2016 – 17 level for the period of SMA 2 (2017-18 to 2019-20 inclusive)
 - Currently, there is no indication from MAESD that there will be funding above growth; therefore, the model includes an “*uncertainty in growth funding*”
2. Growth in undergraduate domestic (mostly engineering and nursing), coupled with growth in undergraduate international (mostly engineering)
3. Tuition YOY average domestic increase is at the current approved rate of 3.0%. Tuition increase for international students is at 4% in the first 5 years, and 2% increase for the next 5 years
4. Retention rate held at current rate of 80.3%
5. Salary increases as per the current job evaluation system and as per faculty collective agreements
6. New faculty hires to maintain current student to faculty ratio
7. New administrative hires at 2:1 for every new faculty hire
8. Faculty headcount annual attrition \$0.5m
9. TELE transformation to a full “BYOD” model by FY 2019 – 20
10. Operational reserves \$1.0m + planned capital and deferred maintenance reserves \$2.5m for a total of \$3.5m
11. University Priority Fund (UPF) at \$1.6m
12. 3% YOY increase in utilities
13. 2% YOY increase in purchased services cost from Durham College

The operating long-term forecast currently shows a net surplus of \$18.3m over the 10-year period. This excludes the financial impact of any future planned construction projects.

UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
 V. LONG-TERM FORECAST - FY19 to FY28 inclusive (in ' 000s)

10-year Forecast (in ' 000s)												
SMA 2			SMA 3			SMA 4			SMA 5			
FY 19 Approved Budget		FY 19 Fcst	FY 20 Fcst	FY 21 Fcst	FY 22 Fcst	FY 23 Fcst	FY 24 Fcst	FY 25 Fcst	FY 26 Fcst	FY 27 Fcst	FY 28 Fcst	Total 10-year Forecast
REVENUES												
Core Operating Grant, excluding CN grant <i>Uncertainty in Growth Funding</i>	52,181	52,363	52,051	51,525	51,469	51,425	52,782 (731)	52,769 (717)	52,753 (702)	54,864 (2,812)	54,849 (2,798)	526,850 (7,760)
CN grant	4,637	4,637	5,379	5,426	5,755	5,788	5,807	5,832	5,861	5,891	5,921	56,297
Debenture Grant	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	135,000
Other Grants	9,668	11,799	9,856	9,658	9,658	9,658	9,658	9,658	9,658	9,658	9,658	98,918
Student Tuition Fees	83,992	82,559	89,174	94,169	100,062	105,848	110,320	114,419	119,275	123,671	129,618	1,069,116
Student Ancillary Fees	12,163	12,447	8,620	8,801	9,002	9,204	9,318	9,547	9,770	9,988	10,194	96,892
Revenues from Ancillary Operations	3,832	3,832	3,832	3,832	3,832	3,832	3,832	3,832	3,832	3,832	3,832	38,322
Donations*	726	914	726	726	726	726	726	726	726	726	726	7,444
Other Revenues	13,555	13,407	14,724	14,037	14,107	14,178	14,231	14,311	14,392	14,473	14,563	142,424
Total Revenues	\$ 194,254	\$ 195,459	\$ 197,862	\$ 201,674	\$ 208,111	\$ 214,158	\$ 219,443	\$ 223,877	\$ 229,066	\$ 233,789	\$ 240,063	\$ 2,163,502
EXPENDITURES												
FT Labour	(94,739)	(89,192)	(99,337)	(103,311)	(107,894)	(112,557)	(116,733)	(120,907)	(125,191)	(129,310)	(133,960)	(1,138,391)
PT Labour	(18,090)	(20,427)	(16,955)	(17,209)	(17,592)	(18,141)	(18,900)	(19,576)	(20,425)	(21,240)	(22,014)	(192,479)
Operating Expenses	(74,113)	(72,893)	(74,091)	(74,052)	(74,706)	(75,672)	(76,268)	(76,353)	(76,857)	(77,364)	(77,871)	(756,127)
Capital Expenses	(7,312)	(9,807)	(5,610)	(5,515)	(5,506)	(5,220)	(5,307)	(5,307)	(5,307)	(5,307)	(5,307)	(58,192)
Approved Expenditures	\$ (194,254)	\$ (192,319)	\$ (195,993)	\$ (200,087)	\$ (205,698)	\$ (211,590)	\$ (217,208)	\$ (222,142)	\$ (227,780)	\$ (233,220)	\$ (239,152)	\$ (2,339,444)
Budget Surplus	\$ (0)	\$ 3,140	\$ 1,869	\$ 1,587	\$ 2,413	\$ 2,568	\$ 2,235	\$ 1,735	\$ 1,286	\$ 569	\$ 911	\$ 18,313



Craig Elliott
CFO

Bob Bailey
Provost & VP Academic

Agenda

- 1. 2018-19 Current Year Budget Update**
- 2. Ten Year Forecast**
- 3. 2019-20 Budget**
- 4. Discussion**

2018-19 Current Year (CY) Budget



Revenue

- Day 10 enrolment numbers are up approximately 106 FTE v/s budget. This includes:
 - an increase of 230 Domestic, offset by
 - a decrease of (100) International (Saudi impact), for a net decrease of approx. \$1.0m in tuition fees
- Domestic FTE is still within our enrolment corridor

Expense

- Expenses Upside:
 - Forecast a number of open positions within the faculties and administrative units. Estimated to reduce expenses for 2018/19 by \$2.0M. We have approximately 56 open positions currently.
 - Estimated \$0.5M savings from lower expenditures across all units. Utilities savings of \$1.0M from GA modifier adjustment and provincial rebate will be allocated between ACE and university operating budget.
- Expenses Downside:
 - \$1.7M in student assistance due to higher than expected entrance scholarships and SAG (student access guarantee) requirements as mandated by MTCU.

YE Forecast vs Budget at Q2

- Net revenue and expense at Q2 = net surplus of \$0.8M from operations.
- CY budget includes:
 - a planned surplus of \$4.0M (\$2.5M building/deferred maintenance, \$1.5M contingency reserves). If we stay on track with our budget, this unspent contingency could be allocated to fund the new building – approx. \$14M shortfall in funding at this stage of planning

Ten Year Forecast



Key Points From Ten Year Forecast at Q2

- **The updated long term forecast maintains a surplus of \$16.0M over the 10-year period or \$1.6M per year**
- **Hi-lights included:**
 - **The impact of higher FTE enrolment levels in Nursing and Graduate students.**
 - **This is offset by the support cost to the higher FTE, the impact of new legislation, and the addition of 52 full time positions since budget 17/18.**
- **Forecast does not include any assumptions around potential budget efficiencies imposed by the Province. We will provide an updated 10 year forecast at the next A&F Committee that will look at best, worst, and most likely scenarios.**
- **This \$1.6M per year is the amount that we will focus on in the upcoming 2019/20 budget as it frames the amount of additional ASKS (resources) that can be funded**

2019-20 Budget



Budget Methodology

- UOIT' budget model is an “Incremental” model with “Strategic” allocations of excess revenues over costs.
- Each unit will start with their prior year base and be allocated funds to cover fixed costs such as salary and utility increases and contractual obligations.
- Academic and unit plans, along with discussions around university priorities will guide strategic allocations.

2019-20 Budget Assumptions

Agenda Item 8.8

- Enrolment levels as forecasted
- Grant funding from the Province set at 2016/17 levels
- Exposure on programs outside of core operating grant, and potential for imposed budget efficiencies on the sector.
- Tuition increase of 3% weighted average maintained each year
- Compensation increases and other fixed cost estimates as forecast
- Faculty and staff new hires will be based on approved integrated plans and identified areas of priority – arising from current discussion on strategy university priorities
- Contingency included in the budget:
 - \$2.5M for new building/capital renewal
 - \$1.5M general contingency for operations.

From the 10 year forecast, we have approximately \$1.6M to allocate to our five strategic priorities of:

- *Sticky Campus*
- *Tech University*
- *Entrepreneurial Culture*
- *Reimagined Partnerships*
- *Sharing Our Story*

Budget Allocation and Strategic Priorities

Agenda Item 8.8

The emphasis for 2019/20 will be on OTO strategic allocations, as any additions to base costs reduce our future flexibility. Outlined below are some examples of priority items.

- ❖ Story-telling
- ❖ Virtual campus
- ❖ Engagement space
- ❖ Entrepreneurship
- ❖ Academic and Unit Plan resources



2019-20 Budget Schedule

Agenda Item 8.8

- Finance kicked off the 2019-20 budget process the week of October 22nd with BPO's and Finance Officers
- Final unit budgets, approved by respective VP, should be entered in FAST by December 18th
- Budget presentations will take place in January, 2019

Questions/Comments





COMMITTEE REPORT

SESSION:

Public
Non-Public

ACTION REQUESTED:

Decision
Consultation
Information

TO: Board of Governors

FROM: Nigel Allen, Chair of Audit and Finance Committee

DATE: November 29, 2018

SLT LEAD: Robert Bailey, Provost and Vice-President, Academic (Interim)

SUBJECT: Freedom of Expression Policy – Approval

COMMITTEE MANDATE:

- Under the Policy Framework, the Audit and Finance Committee is the deliberative body for this policy.
- This report includes a summary of comments received from Academic Council and other sources.
- The Audit and Finance Committee recommends that the Board of Governors approve the Freedom of Expression Policy, as presented.

PURPOSE OF POLICY INSTRUMENT:

- The purpose of this Policy is to confirm the principles and management of free expression in the University community.

BACKGROUND/CONTEXT & RATIONALE:

- In August, the provincial government mandated that all universities in Ontario draft a policy on freedom of speech to have in place by January 1, 2019. This follows the Premier’s campaign promise to uphold free speech on every Ontario publicly-funded university and college campus.

CONSULTATION:

The committee followed the Policy Framework consultation process for new policy development, including Academic Council. The dates of these meetings are listed below:

- Policy Advisory Committee (September 17, October 25)
- Online Community Consultation (October 12-October 22)
- Academic Council (September 25, October 23)
- University Student Union (November 1)
- Administrative Leadership Team (November 13)
- Audit and Finance Committee (November 19)
- Board of Governors (November 29)

Consultation Comments Received and Response:

- UOIT Student Union should be consulted on this Policy. **Response:** The UOIT Student Union has been consulted and were supportive of this Policy as drafted.
- Members of the Faculty of Social Science and Humanities should be consulted. **Response:** All members of the University Community were provided an opportunity to consult on the draft using the Policy Consultation Notice Board. Comments are reflected in this report.
- UOIT Campus includes online environment, but the online environment should be more clearly defined. **Response:** The draft has been updated to include a definition of the online environment that encompasses social media accounts (Twitter and Facebook), email, the University website, and web applications (Google apps for Education). Any online media associated with the University are subject to the Policy.
- An Academic Council member asked if the Freedom of Expression Policy protects a faculty member who makes a critical comment about the university administration on Facebook. **Response:** This policy covers Freedom of Expression on university online media (including the University's Facebook page) broadly, but there is a distinction that must be drawn between Academic Freedom and Freedom of Expression. This policy does not govern Academic Freedom.
- Review Wilfrid Laurier's Statement on Freedom of Expression policy, which includes the concept of "*inclusive freedom*" which espouses a commitment to *the robust protection of free expression, and the assurance that all members – including those who could be marginalized, silenced, or excluded from full participation – have an opportunity to meaningfully engage in free expression, enquiry, and learning*". The Policy should commit to protecting marginalized populations against speech acts that do not qualify as defamation, threat, harassment, discriminatory harassment. Without this commitment, the Policy could be used to protect people causing harm. **Response:** We have revised the Policy to include a commitment to the concept of Inclusive Freedom, as well as a statement on the type of environment the University endeavors to provide.

- Develop a University statement that encapsulates or contextualizes the Policy and speaks to the spirit of the Policy. A number of other institutions have such statements. **Response:** We have adopted an existing policy statement from the University's Booking and Use of Space Policy that speaks to the environment the University endeavors to provide.
- What constitutes an "undue or significant disruption" under section 6.1? How will such decisions be made under the Policy? **Response:** We are unaware of any incidents specific to UOIT that would constitute an undue or significant disruption. This will need to be evaluated on a case by case basis. Efforts will be made to continue the University's functioning while allowing protests to occur. The draft has been updated to clarify that the Policy Owner, in consultation with the General Counsel and Campus Safety will determine when an "undue or significant disruption" must be addressed by limiting Freedom of Expression, including protest, under this Policy.
- Recommendation that the final bullet point of section 6.1, "Unduly disrupt and significantly interfere with the functioning of the University" be removed because it does not directly relate to the University's legal obligations and it is too broad to interpret. Additionally, section 7.1 be revised to include the modifiers from section 6.1, "undue" and "significant". **Response:** The language in this bullet point is consistent with the Ontario Government's recommendation that individuals who engage in "ongoing disruptive protesting that significantly interferes with the ability of an event to proceed" should be subject to disciplinary measures. The modifiers are intended to ensure that the University must make attempts to continue its functions while respecting the right of individuals to protest. Where the functions of the University can continue with modifications to address risks or obstructions (e.g. moving meetings or events, additional security), the Policy Owner, in consultation with the General Counsel, and any other applicable staff (e.g. Risk Management, Campus Security), will make the decision to do so under this Policy. Section 7.1 has been amended to include the modifiers from Section 6.1.
- Policy seems significantly weighted toward physical rather than virtual spaces. The use of the term "obstruct" suggests that only disruption of expression or movement in the physical space contravenes the Policy. **Response:** The intent of the Policy has always been to capture both the physical and virtual spaces. Expression can be obstructed online, and online conduct may be considered to "unduly disrupt" the expression of others, e.g. denial of service attacks that target a UOIT web stream. In order to make this more clear, we have made edits to the definitions, adding the terms University Space and Online University Environment which are used throughout the Policy.
- The Policy should include the "right to be heard". In some cases loudspeakers are set up that are used to drown out unpopular speakers and stop them from being heard. **Response:** We would consider the use of a loudspeaker as a possible act of "obstruction" of the right of free expression under the Policy to be addressed by the mechanisms in the Policy.
- Clarify the definition of "functioning of the University" to include activities in support of the University's main functions including support services such as Facilities. **Response:** We would consider those to fall under the administrative activities of the University.

- Section 6.1 should prohibit disruption of free access and passage on the campus. **Response:** This Policy balances the competing rights of various members of the University community, and as such will allow protest that does not unduly disrupt or significantly interfere with the functioning of the University. Where protest affects free access and passage on campus, the University will weigh risks to health and safety (including evacuation in case of emergency), alternate routes and access for persons with disabilities in making its determination about time, place and manner of protest. These decisions will be made by the Policy Owner, in consultation with the General Counsel and any other relevant personnel.
- Develop procedures for addressing complaints under this Policy, and for determining which speakers will be invited by the University to speak at University hosted events. **Response:** Subsequent to the development and approval of this Policy, the Provost's Office will work on procedures to address complaints under this Policy. Procedures will include an online form and process for reporting concerns under this Policy, and a process for reviewing and addressing them. We will also determine whether additional guidance is required when inviting speakers to University hosted events. Note that under the Booking and Use of Space Policy, student groups and external groups can bring speakers to events at the University.
- The Policy should address conduct by employees of the University. **Response:** Section 9.4 was added to address conduct by employees in contravention of the Policy.

LEGISLATIVE COMPLIANCE:

- This policy is consistent with the Ontario government's mandate for university free speech policies and will meet the requirements to report annually to HEQCO beginning September 2019 as legislated by the government.
- This policy is consistent with, and applies, Canadian laws regarding free speech in its categorization of what is permitted speech in University Space and the Online University Environment. Where speech is prohibited by law, it will also be prohibited by the policy.

MOTION FOR CONSIDERATION:

Pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors hereby approves the Freedom of Expression Policy, as presented.

SUPPORTING REFERENCE MATERIALS:

- Freedom of Expression Policy (draft)



Classification Number	LCG XXXX
Framework Category	Legal, Compliance & Governance
Approving Authority	Board of Governors
Policy Owner	Provost and Vice-President Academic
Approval Date	DRAFT FOR CONSULTATION VERSION 3 Nov 14
Review Date	TBA
Supersedes	

FREEDOM OF EXPRESSION POLICY

PURPOSE

1. The purpose of this Policy is to confirm the principles and management of free expression in the University community.

DEFINITIONS

2. For the purposes of this Policy the following definitions apply:

“Freedom of Expression” means the free expression of ideas and perspectives through a variety of media, including text, performance, images, or the spoken word (free speech), either virtually or physically, by individuals or groups.

“functioning of the University” means carrying out University academic, research, and administrative activities.

“Inclusive Freedom” means a commitment to the robust protection of free expression, including the expression of those who could be marginalized, silenced, or excluded from full participation.

“Online University Environment” means all online media including websites, email, social media accounts, online learning tools and applications provided, managed or self-identified as belonging to the University. This includes the University’s website, branded Twitter and Facebook Live events, as well as online learning and collaboration tools such as Google Apps for Education.

“University Members” means individuals who are:

- Employed by the University;
- Registered as a student, in accordance with the academic regulations of the University;
- Holding an appointment with the University, including paid, unpaid and/or honourific appointments; and/or
- Otherwise subject to University policies by virtue of the requirements of a specific policy (e.g. Booking and Use of University Space) and/or the terms of an agreement or contract.

“University Space” means any location owned, leased, rented or otherwise occupied by the University.

SCOPE AND AUTHORITY

3. This Policy applies to all University Members, authorized visitors, and guests to University Space and the Online University Environment.
4. The Provost and Vice-President, Academic, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy.

POLICY

The University endeavours to provide a safe environment, conducive to personal and intellectual growth, not only free of discrimination, injustice and actual or threatened violence, but also characterized by understanding, respect, peace, tolerance, trust, openness and fairness. The University is fully committed to promoting and advocating academic freedom and Freedom of Expression. At the same time, it has a responsibility to ensure that all members of its community can reasonably expect to pursue their work and studies in a safe and civil environment.

The University is committed to free and open inquiry into all matters and, therefore, guarantees all of its community members the broadest possible latitude to speak, write, challenge, and learn in an environment of Inclusive Freedom. This policy articulates that commitment, as well as the limits on Freedom of Expression and the constraints on protesting or challenging the Freedom of Expression of other community members.

5. Assertion of Freedom of Expression

- 5.1. Consistent with the Ontario Human Rights Code, all University Members, authorized visitors, and guests are encouraged to express ideas and perspectives freely and respectfully in University Space and in the Online University Environment.

6. Limits on Freedom of Expression

- 6.1. The Freedom of Expression described in Paragraph 5 is restricted in that it may **not**:
 - Interfere with the university's legal obligations and/or violate municipal, provincial or federal law
 - Defame an individual or group
 - Constitute a genuine or credible threat, harassment, or discriminatory harassment based on a protected ground under the Ontario Human Rights Code
 - Breach fiduciary, contractual, privacy, or confidentiality obligations or commitments
 - Unduly disrupt and significantly interfere with the functioning of the University
- 6.2. The University may reasonably regulate the time, place and manner of expression in accordance with the Booking and Use of University Space Policy.
- 6.3. The Policy Owner or delegate, in consultation with General Counsel and/or relevant personnel, will be responsible for decisions that may result in limits on Freedom of

Expression under this Policy, including the determination of when expression unduly disrupts or significantly interferes with the functioning of the University.

7. Limits on the Protest and Challenge of Freedom of Expression

- 7.1.** Subject to the limits in section 6, University Members, authorized visitors, and guests are free to criticize and contest any view expressed in University Space or the Online University Environment, and to criticize and contest speakers who are invited to express their views in University Space or the Online University Environment, but they may **not** unduly obstruct or otherwise significantly interfere with the freedom of others to express views they reject or even find abhorrent.
- 7.2.** Conduct by students in contravention of this Policy will be subject to investigation and sanctions under the Student Conduct Policy.
- 7.3.** The Policy Owner or delegate, in consultation with General Counsel and/or relevant personnel, will be responsible for making determinations regarding when protest and challenge of Freedom of Expression unduly obstructs or otherwise significantly interferes with the freedom of others.

8. Responsibilities of Student Associations and recognized Student Organizations

- 8.1.** Student associations recognized under the Student Associations Accountability Policy are encouraged to adopt a policy that aligns with this Policy.
- 8.2.** All recognized student organizations are expected to act in compliance with this Policy, as stated in the Policy on Recognition of Student Organizations.

9. Complaints

- 9.1.** General complaints related to Freedom of Expression in University Space or the Online University Environment under this policy can be submitted to the Office of the Provost for resolution. The Office of the Provost will develop procedures for receiving and resolving complaints, including a form and a means for receiving complaints on its website.
- 9.2.** Complaints related to decisions made by the University under this Policy will be addressed pursuant to the Safe Disclosure Policy.
- 9.3.** Complaints related to the activities of recognized student organizations will be addressed pursuant to the Policy on Recognition of Student Organizations.
- 9.4.** Complaints regarding conduct by Employees in contravention of this Policy will be addressed by the following means:
 - a)** Harassment, violence or discrimination will be investigated under the Policy Against Harassment, Violence and Discrimination in the Workplace, and in accordance with any applicable collective agreements.
 - b)** Other violations can be addressed by the procedures for receiving and resolving complaints in section 9.1, in accordance with any applicable collective agreements.

MONITORING AND REVIEW

10. This Policy will be reviewed as necessary and at least every three years. An initial review will be conducted within the first year of implementation. The Policy Advisory Committee, or successor thereof, is responsible to monitor and review this Policy.

RELEVANT LEGISLATION

11. Ontario Human Rights Code

RELATED POLICIES, PROCEDURES & DOCUMENTS

12. LCG 1111 Student Conduct Policy
LCG 1123 Intellectual Property Policy
LCG 1110 Policy on Recognition of Student Organizations
LCG 1117 Student Association Accountability Policy
LCG 1119 Safe Disclosure Policy
LCG 1119.1 Safe Disclosure Procedure
LCG 1105 Harassment and Discrimination Policy
LCG 1137 Policy Against Violence, Harassment and Discrimination in the Workplace
LCG 1137.1 Procedures to Prevent and Address Violence, Harassment and Discrimination in the Workplace



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors

DATE: November 29, 2018

FROM: Francis Garwe, Chair of Governance, Nominations & Human Resources Committee (GNHR)

SLT LEAD: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Presidential Transition Committee – Update

BOARD MANDATE:

In accordance with section 9(1)(i) of the *UOIT Act*, the Board has the authority to appoint committees and assign or delegate to them such duties and responsibilities as may be provided in the by-laws.

Article 9.8 of By-law No. 1 provides that the Board may constitute special or ad hoc committees, being committees appointed for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not governors, provided that the chair of the committee is a governor.

Pursuant to these provisions, the Board of Governors approved the Terms of Reference for a Presidential Transition Committee (PTC) in January 2018 in preparation for the arrival of the next President on March 1, 2018.

The PTC met several times during the initial months of the President’s arrival. The general consensus of the PTC was that the transition is going very well. As an ad hoc committee of the Board and pursuant to the recommendation of the PTC Chair, GNHR recommends that this be the final report of the PTC and that the committee be dissolved as of the date of receipt by the Board.

BACKGROUND/CONTEXT & RATIONALE:

The Board recognizes how essential it is to create the necessary conditions for a successful transition of a new president. In recent years, a lot of attention has been focused on early departures of new university presidents in Canada. Accordingly, presidential transition has been a topic of discussion at many recent conferences. A common theme of these sessions is the need for institutions to develop a presidential transition plan.

To assist the Board with the development and oversight of a presidential transition plan, the Board established the PTC. The PTC includes a representative from key stakeholder groups in order to provide advice and facilitate the president's introduction to his/her respective constituency.

Presidential Transition Committee

Following an expression of interest process, the PTC members were appointed by the Board on February 23, 2018.

The members of the PTC are:

- Doug Allingham (Chair)
- Reem Ali
- Catherine Davidson
- Becky Dinwoodie
- Shilpa Dogra
- Francis Garwe
- Doug Holdway
- Trish Jennett
- Sue McGovern
- Cathy Pitcher

The PTC had its first meeting on March 12, where the committee was presented with an overview of the planned transition activities for the President, including his first few weeks and first 100 days. The committee also had a brainstorming session with respect to raising the profile of the university within the community and ideas for engaging the community. This initial meeting was tremendously successful in developing a plan for introducing the President to the UOIT community and providing him with opportunities to engage with the various constituencies.

The next meeting of the PTC was on May 14. The committee received updates on the President's activities during his first two months at the university, the communications plan, and President's Installation. The PTC also reviewed the President's planned events for the summer months.

The committee shared their positive feedback from the community. The general consensus was that the transition is going very well. While encouraged with the community's reception of the President, the PTC emphasized the importance of the President maintaining engagement with the community beyond his first year.

Given the planned activities and positive buzz on campus regarding the President, the PTC was uncertain of the committee's role going forward. Accordingly, the PTC Chair recommended that this be the final report of the PTC and that the Board dissolve the ad hoc committee upon receipt of the report. GNHR accepted the PTC Chair's recommendation.

MOTION FOR CONSIDERATION:

That pursuant to the recommendation of the Governance, Nominations & Human Resources Committee, the Board of Governors hereby dissolves the Presidential Transition Committee.

SUPPORTING REFERENCE MATERIALS:

- Presidential Transition Committee Terms of Reference

BOARD OF GOVERNORS Presidential Transition Committee

The Presidential Transition Committee (“the Committee”) is established by the Board of Governors of the University effective February 1, 2018, on the authority provided to it by Section 9(1)(d) of the *University of Ontario Institute of Technology Act*.

1. TERMS OF REFERENCE

The Committee has been constituted by the Board of Governors to assist the Board with ensuring a successful orientation and transition of the next President and Vice-Chancellor of the university. The Committee is responsible for developing, overseeing, and implementing a presidential transition plan to commence prior to the president’s arrival until one year after the incoming president’s start date.

The Committee’s responsibilities include:

- developing, overseeing, and implementing a transition plan designed to assist the next president with building key relationships, learning the university’s culture, and getting acquainted with the community-at-large;
- identifying desired outcomes & activities to accomplish the Committee’s goals;
- regularly updating the Board of Governors (through the Committee Chair) on the progress of the transition; and
- monitoring community response to the transition & reporting feedback to the Board and incoming president.

The Committee will support the incoming president by:

- providing appropriate information & advice;
- assisting with building, maintaining & enhancing key relationships; and
- co-ordinating appropriate activities during the transition & first year of the president’s term.

2. MEMBERSHIP

The Executive Committee of the Board will select individuals who are best positioned to facilitate the information, relationships, and activities that will contribute to a successful presidential orientation and transition. The Committee should be comprised of individuals who can connect the incoming president with their respective stakeholder groups and/or have knowledge or expertise that would be particularly helpful to the president during the transition.

Accordingly, the Committee shall be composed of:

- two external governors (ideally Board Chair/Vice-Chair & member of CRP) (Chair/Vice-Chair to serve as Committee Chair) – *require at least one governor who has served on the Board for several years & can provide guidance to president – must inspire respect from the Committee*
- one member of Senior Leadership Team
- one member of Senior Academic Committee
- one faculty member (consider Board/Academic Council member)
- one student member (consider Board/Academic Council member)
- one staff member (consider Board/Academic Council member)
- one Communications Team member
- Assistant to the President
- University Secretary/Assistant University Secretary

The Board reserves the option to add members to ensure diverse perspectives are included.

3. EXPRESSIONS OF INTEREST & SELECTION

The Executive Committee will solicit expressions of interest from the relevant constituencies.

All expressions of interest will be in brief letter form and will address the following:

- a) the applicant's ability to commit the necessary time to regularly and consistently attend the Committee meetings and perform work as required between meetings;
- b) the applicant's reason for applying;
- c) the applicant's ability to connect the incoming president with the stakeholder group represented by the applicant.

4. GOALS

The Committee's goals include:

- introducing the incoming president to the community (internal and external) in manner suited to the incoming president's personality;
- recommending the development of appropriate briefing material;
- raising the profile of the university within the community & the post-secondary sector;
- establishing the incoming president as a visible & actively engaged participant in the UOIT community and education sector; and

- ensuring the university community is meaningfully engaged in the presidential transition.

5. WORKING GROUPS

The Board will ensure that the Committee has the necessary resources and support in order to fulfill its mandate. It is expected that implementation of the transition plan will require smaller working groups with respect to specific topics or events. Examples of potential working groups are:

- Communications
- Student Engagement
- Faculty Engagement
- Community Engagement (business, non-profit, arts)
- Indigenous Community Engagement
- Alumni & Donor Engagement
- Government Relations
- President's Installation

Strategic Priorities

1. Sticky Campus
2. Tech University
3. Entrepreneurial Culture
4. Reimagined Partnerships
5. Sharing Our Story





BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors

DATE: November 29, 2018

FROM: Nigel Allen, Chair of Audit & Finance Committee

SLT LEAD: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Review of A&F Terms of Reference

COMMITTEE MANDATE:

- As part of the committee’s mandate, it must conduct a periodic review of its Terms of Reference and recommend revisions to the Board of Governors when appropriate.
- We recommend the proposed amendments to the A&F Terms of Reference for approval by the Board of Governors.

BACKGROUND/CONTEXT & RATIONALE:

- The Terms of Reference were reviewed in the context of the newly implemented By-laws, as well as any comments received since they were last updated in March 2016.

PROPOSED CHANGES:

Section 3

- Removal of the Chief Financial Officer (CFO) as a non-voting member of the committee - members of the Senior Leadership Team will be providing support to Board committees as required and/or requested and it is no longer necessary to include the CFO as a committee member.
- Deletion of “The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.” - Article 7.4 of By-law No. 1 provides that the Board Chair and President “shall be members of all Board Committees, whether

standing, special or ad hoc.” Accordingly, it is no longer necessary to stipulate that they are invited to attend as voting members.

COMPLIANCE WITH POLICY/LEGISLATION:

- It is compliant with the Act and By-laws.

MOTION:

That pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors hereby approves the proposed amendments to the A&F Terms of Reference, as presented.

SUPPORTING REFERENCE MATERIALS:

- blacklined version of A&F Terms of Reference

BOARD OF GOVERNORS Audit and Finance Committee

1. TERMS OF REFERENCE

The Audit and Finance Committee is a standing committee of the UOIT Board of Governors and is responsible for overseeing the financial affairs of the university with respect to all auditing, financial reporting and internal systems and control functions, budget approvals, risk management, and other internal and external audit functions and activities at the university. The Committee will report and make recommendations to the Board of Governors regarding these and other related matters.

The Committee shall also consider such other matters that are delegated to the Committee by the UOIT Board of Governors, including special examinations as may be required from time to time, and if appropriate retain special counsel of experts to assist.

Specifically, the Audit and Finance Committee shall have the following responsibilities:

a. Finance

- i) Ensuring fiscal responsibility with respect to the financial resources of the university, including:
 - 1) Reviewing and recommending approval of the annual operating budgets, capital budgets, tuition fees and ancillary fees;
 - 2) Reviewing on a quarterly basis financial statements and financial performance against budget;
 - 3) Reviewing policies on financial administration and recommending their approval by the Board;
 - 4) Reviewing and monitoring all long-term debt and providing recommendations as appropriate; and
 - 5) Providing financial oversight for major capital projects, auxiliary operations, and structures.

b. Audit and Financial Reporting

- i) Ensuring that appropriate financial controls, reporting processes and accountabilities are in place at the university, including:
 - 1) Appointing the external auditor, and approving the fee for such service;

- 2) Reviewing the external auditor's letter of engagement, independence, and the scope of services;
 - 3) Reviewing the external auditor's comprehensive audit plan, scope of the examination, and the nature and level of support to be provided by the internal audit function;
 - 4) Meeting with the external auditor, independent from management, to review audit results and when planning the upcoming audit year;
 - 5) Assessing the performance of the external audit function; and
 - 6) Providing an avenue of communication between the external auditor, management and the Board of Governors.
- ii) Reviewing and recommending to the Board approval of the university's annual audited financial statements, as well as reviewing significant findings or recommendations submitted by the external auditor.
 - iii) Overseeing the provision of internal and external audit functions at the university, including annual reviews, area specific evaluations, functional assessments and process appraisals
- c. Risk Management**
- i) Reviewing and approving the risk management process at the university that ensures that appropriate processes are in place to determine management's risk parameters and risk appetite.
 - ii) Monitoring and ensuring that appropriate processes are in place to identify, report and control areas of significant risk to the university and ensuring that appropriate mitigative actions are taken or planned in areas where material risk is identified.
 - iii) Receiving regular reports from management on areas of significant risk to the university, including but not limited to legal claims, development (fundraising activities), environmental issues, health, safety and other regulatory matters.

2. MEETINGS

The Committee shall meet at least four (4) times per year. In accordance with the UOIT Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

3. MEMBERSHIP

The Committee shall be composed of:

- Between three (3) and seven (7) external governors
- Up to three (3) elected governors

- ~~Chief Financial Officer (non-voting)~~

~~The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.~~

At least one member of the committee shall have an accounting designation or related financial experience.

All members of the committee shall be financially literate and have the ability to read and understand the university's financial statements, or must be able to become financially literate within a reasonable period of time after his/her appointment to the Committee. In this regard, the Chief Financial Officer or other financial expert will ensure that each new member receives appropriate training in reading and understanding the financial statements.

4. QUORUM

Quorum requires that half of the Committee members entitled to vote be present.

Commented [BD1]: SLT members will provide support to Board committees as required/requested – it is no longer necessary for the CFO to be a member

Commented [BD2]: Article 7.4 of By-law No. 1 states that Chair & President are members of all Board committees – this is no longer necessary



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors

DATE: November 29, 2018

FROM: Francis Garwe, Chair of Governance, Nominations & Human Resources Committee (GNHR)

SLT LEAD: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Review of GNHR Terms of Reference

COMMITTEE MANDATE:

- GNHR’s responsibilities under its Terms of Reference include providing advice to the Board on its governance structure and processes, and matters pertaining to the organization of the Board and its committees.
- As part of the committee’s mandate, it must conduct a periodic review of its Terms of Reference and recommend revisions to the Board when appropriate.
- The committee is recommending the proposed amendments to the GNHR Terms of Reference for approval by the Board of Governors.

BACKGROUND/CONTEXT & RATIONALE:

- The Terms of Reference were reviewed in the context of the newly implemented By-laws, as well as any comments received since they were last updated in March 2016.

PROPOSED CHANGES:

Section 3

- (i) Removal of Vice-President, Human Resources and Services as member of GNHR - since members of the Senior Leadership Team will be providing support to Board committees as required and/or requested, it is no longer necessary to name a Vice-President as a member of the committee.

- (ii) Deletion of “The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.” - Article 7.4 of By-law No. 2 provides that the Board Chair and President “shall be members of all Board Committees, whether standing, special or ad hoc.” Accordingly, it is no longer necessary to stipulate that they are invited to attend as voting members.

COMPLIANCE WITH POLICY/LEGISLATION:

- this is compliant with the Act and By-laws

MOTION:

Pursuant to the recommendation of the Governance, Nominations and Human Resources Committee (GNHR), the Board of Governors hereby approves the proposed amendments to the GNHR Terms of Reference, as presented.

SUPPORTING REFERENCE MATERIALS:

- blacklined version of GNHR Terms of Reference

BOARD OF GOVERNORS
Governance, Nominations and
Human Resources Committee

1. TERMS OF REFERENCE

The Governance, Nominations and Human Resources Committee is a standing committee of the UOIT Board of Governors and is responsible for providing advice to the Board on its governance structure and processes, the nomination and election of new members and board performance, and matters concerning the university's human resources policies, strategies and plans.

The Governance, Nominations and Human Resources Committee is empowered with decision-making authority on behalf of the Board of Governors with respect to the setting of human resources policies, compensation plans and collective bargaining mandates.

The Committee shall also consider such other matters that are delegated to the Committee by the UOIT Board of Governors.

Specifically, the Governance, Nominations and Human Resources Committee shall have the following responsibilities:

i) Governance

- Advising the Board on matters pertaining to the organization of the Board of Governors and its committees and the Board's relationship with other bodies at the university as established in the UOIT Act and By-Laws
- Periodically reviewing the UOIT By-Laws and other policies of the Board and its committees, and relevant university policies, making recommendations to the relevant governing body or administrative department for development and revision when appropriate

ii) Nominations

- Overseeing the process of recruiting, selecting and electing new governors and recommending their appointment to the Board, in accordance with the UOIT Act and By-laws. In doing so, the Committee shall strive to achieve a balance of skills, expertise and knowledge among its membership, while reflecting the demographic and cultural diversity of the communities served by the university
- Overseeing the development of programs for the orientation and ongoing education of governors on university operations, matters affecting the post-secondary education sector, and good governance practices
- Developing, implementing and monitoring procedures for assessing the effectiveness of the Board and its committees
- Overseeing the nomination and election of a Chair and Vice-Chair from among the external governors of the Board

- Assessing the leadership needs of the Board, and in consultation with committee chairs, recommend chair and individual member assignments for each of the standing committees

iii) **Human Resources**

- Establishing collective bargaining mandates for the university's representatives engaged in negotiation of collective agreements with certified bargaining agents representing persons employed at the university
- Establishing human resources policies that govern terms and conditions of employment of university staff and faculty
- Establishing changes to the compensation of university staff and faculty not represented by a bargaining agent.

2. MEETINGS

The Committee shall meet at least four (4) times per year. In accordance with the UOIT Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

3. MEMBERSHIP

The Committee shall be composed of:

- Between three (3) and seven (7) external governors
- ~~Vice-President, Human Resources and Services (non-voting)~~

~~The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.~~

Commented [BD1]: Article 7.4 of By-law No. 1 provides Chair & President are members of all committees so this is unnecessary

4. QUORUM

Quorum requires that half of the Committee members entitled to vote be present.



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors
DATE: November 29, 2018
FROM: Stephanie Chow, Chair of Investment Committee
SLT LEAD: Cheryl Foy, University Secretary & General Counsel
SUBJECT: Review of Investment Committee Terms of Reference

COMMITTEE MANDATE:

- As part of the committee’s mandate, it must conduct a periodic review of its Terms of Reference and recommend revisions to the Board of Governors when appropriate.
- The committee recommends the proposed amendments to the Investment Committee Terms of Reference to the Board of Governors for approval.

BACKGROUND/CONTEXT & RATIONALE:

- The Investment Committee’s Terms of Reference were reviewed in the context of the newly implemented By-laws, as well as any comments received since they were last updated in March 2016.

PROPOSED CHANGES:

Section 1

- Change “Statement of Investment Policies and Procedures (“SIPP”)” to “Statement of Investment Policies (“SIP”)”, which reflects the updated name of the policy instrument.

Section 3

- Removal of the Vice-President, Finance and Vice-President, External Relations as non-voting members of the committee - members of the Senior Leadership

Team will be providing support to Board committees as required and/or requested and it is no longer necessary to include them as committee members.

- Deletion of “The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.” - Article 7.4 of By-law No. 1 provides that the Board Chair and President “shall be members of all Board Committees, whether standing, special or ad hoc.” Accordingly, it is no longer necessary to stipulate that they are invited to attend as voting members.
- Change reference from “voting members” to “external governors” to be consistent with the language used in the Terms of Reference of the other committees.

COMPLIANCE WITH POLICY/LEGISLATION:

- It is compliant with the Act and By-laws.

MOTION:

Pursuant to the recommendation of the Investment Committee, the Board of Governors hereby approves the proposed amendments to the Investment Committee Terms of Reference, as presented.

SUPPORTING REFERENCE MATERIALS:

- blacklined version of Investment Terms of Reference

BOARD OF GOVERNORS Investment Committee of the Audit and Finance Committee

1. TERMS OF REFERENCE

The Investment Committee is a sub-committee of the Audit and Finance Committee and is responsible for overseeing the management of the University's investments (Funds) as outlined below and in accordance with the Statement of Investment Policies ~~and Procedures~~ ("SIPP"). The University's investments include all funds invested by the University other than funds that may be invested from time to time in the university's pension plan(s).

Commented [BD1]: Reflects updated name of Statement of Investment Policies

The Committee shall also consider such other matters delegated to the Committee by the UOIT Board of Governors under the auspices of the Audit and Finance Committee.

The Investment Committee shall have the following responsibilities:

- i) Maintaining an understanding of applicable legal and regulatory requirements and constraints;
- ii) Reviewing on an annual basis the university's Statement of Investment Policies ~~and Procedures~~ (SIPP) and making appropriate recommendations to the Audit and Finance Committee;
- iii) Providing semi-annual reports to the Audit and Finance Committee, and through that Committee to the Board of Governors, on the performance of the Funds and any other aspects of the Funds that the Investment Committee deems appropriate or as requested by the Board;
- iv) Formulating recommendations to the Audit and Finance Committee regarding the selection, engagement and dismissal of the Investment Manager ("the Manager"), the Custodian, the Consultant, and any other agents or advisors that may be necessary to prudently manage the Funds;
- v) Overseeing the Fund and the activities of the Manager, including the Manager's compliance with their mandate and the investment performance of assets;
- vi) Considering ESG factors in its investment process;
- vii) Ensuring that the Manager is apprised of any new amendments to their mandate; and
- viii) Informing the Manager of any significant cash flows.

2. MEETINGS

The Committee shall meet at least four (4) times per year. In accordance with the UOIT Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

3. MEMBERSHIP

Committee members shall be appointed by the Board of Governors in consultation with the Audit and Finance Committee and comprised of:

- Between three (3) and seven (7) external governors, including:
 - one governor who is also a member of the Audit and Finance Committee; and
 - one governor who is also a member of the Strategy and Planning Committee
- Up to three (3) elected governors
 - ~~Vice-President, Finance (non-voting)~~
 - ~~Vice-President, External Relations (non-voting)~~

Commented [BD2]: SLT members will provide support to Board committees as required/requested – it is no longer necessary for the VPs to be committee members

Consideration shall be given to governors who possess the requisite financial and investment expertise to provide knowledgeable oversight of the investment portfolio.

~~The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.~~

Commented [BD3]: Article 7.4 of By-law No. 1 states that Chair & President are members of all Board committees – this is no longer necessary

The Chair will be selected from among the ~~voting member~~ external governors. ~~of the Investment Committee.~~

Commented [BD4]: Changed to be consistent with the Terms of Reference of the other committees.

4. QUORUM

Quorum requires that half of the Committee members entitled to vote be present.



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors

DATE: November 29, 2018

FROM: Thorsten Koseck, Chair of Strategy & Planning Committee (S&P)

SLT LEAD: Cheryl Foy, University Secretary & General Counsel

SUBJECT: Review of S&P Terms of Reference

COMMITTEE MANDATE:

- As part of the committee’s mandate, it must conduct a periodic review of its Terms of Reference and recommend revisions to the Board of Governors when appropriate.
- The committee recommends the proposed amendments to the S&P Terms of Reference to the Board of Governors for approval.

BACKGROUND/CONTEXT & RATIONALE:

- The S&P Terms of Reference were reviewed in the context of the newly implemented By-laws, as well as any comments received since they were last updated in March 2016.

PROPOSED CHANGES:

Section 3

- Deletion of “The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.” - Article 7.4 of By-law No. 1 provides that the Board Chair and President “shall be members of all Board Committees, whether standing, special or ad hoc.” Accordingly, it is no longer necessary to stipulate that they are invited to attend as voting members.

Section 5

- Deletion of section 5 - since members of the Senior Leadership Team will be providing support to Board committees as required and/or requested, it is no longer necessary to include this section in the Terms of Reference.

COMPLIANCE WITH POLICY/LEGISLATION:

- It is compliant with the Act and By-laws.

MOTION:

Pursuant to the recommendation of the Strategy and Planning Committee (S&P), the Board of Governors hereby approves the proposed amendments to the S&P Terms of Reference, as presented.

SUPPORTING REFERENCE MATERIALS:

- blacklined version of S&P Terms of Reference



BOARD OF GOVERNORS STRATEGY AND PLANNING COMMITTEE

1. Terms of Reference

The Strategy and Planning Committee is a standing committee of the UOIT Board of Governors and is responsible for overseeing the strategic planning for all aspects of the university and assessment of the implementation of the university's plans in the context of the university's vision, mission and values.

The Committee shall engage in broad strategic planning by reviewing, at least once every 2 years, and making recommendations to the Board on the following:

- i) the university's strategic plan;
- ii) the plans supporting the implementation of the strategic plan, including those plans that reinforce the core mission of the university including, but not limited to plans in the area of:
 - (1) strategic differentiation and positioning;
 - (2) government and institutional relations;
 - (3) advancement;
 - (4) infrastructure, and;
 - (5) strategic plan performance metrics.
- iii) strategic foresight, risk, and scenario planning;
- iv) annual Board of Governors retreat planning; and
- v) other areas as the Board may assign to the Committee.

Governance, governance plans and human resources plans are within the purview of the Governance, Nominations and Human Resources Committee.

2. Meetings

The Committee shall meet at least four (4) times per year. In accordance with the UOIT Act and the Board of Governors Meeting Policy and Procedures, the Committee shall conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

3. Membership

The Committee shall be composed of:

- Between three (3) and seven (7) external governors
- Up to three (3) elected governors

~~The Board Chair and Vice Chair(s) and the President are invited to attend as voting members.~~

The Chair shall be selected from among the external governors.

4. Quorum

Quorum requires that half of the Committee members entitled to vote be present.

~~5. Internal UOIT Invitees~~

~~As the Committee is responsible for the strategic oversight of all business units of the university, every member of the Senior Leadership Team is requested to attend and participate in the Committee meetings.~~

Commented [BD1]: Article 7.4 of By-law No. 1 states that Chair & President are members of all Board committees – this is no longer necessary

Commented [BD2]: SLT members will provide support to Board committees as required/requested – this section is no longer necessary



**BOARD OF GOVERNORS' 108th REGULAR MEETING
& ANNUAL GENERAL MEETING (PUBLIC SESSION)**

**Minutes of the Meeting of Wednesday, June 27, 2018
55 Bond Street, DTB 524
9:00 a.m. to 11:00 a.m.**

GOVERNORS IN ATTENDANCE:

Doug Allingham, Board Chair
Karyn Brearley, Chair of Governance, Nominations & Human Resources Committee
Stephanie Chow, Chair of Investment Committee
Jeremy Bradbury (*via teleconference*)
Don Duval
Lisa Edgar
Andrew Elrick
Francis Garwe
Thorsten Koseck
Steven Murphy, President
Dietmar Reiner
Bonnie Schmidt
Mary Steele
Shirley Van Nuland
Jim Wilson
Yowsif Yakub

REGRETS:

Nigel Allen, Chair of Audit & Finance Committee
Valarie Wafer, Chair of Strategy & Planning Committee
Fardan Ali
Jay Lefton
Mary Simpson
Mike Snow
Noreen Taylor, Chancellor

BOARD SECRETARY:

Becky Dinwoodie, *Assistant University Secretary*

UOIT STAFF:

Robert Bailey, *Interim Provost & VP Academic*
Craig Elliott, *Chief Financial Officer*
Cheryl Foy, *University Secretary & General Counsel*

Doug Holdway, *Interim VP of Research, International and Innovation*
Andrea Kelly, *Assistant to the University Secretary & General Counsel*
Susan McGovern, *VP External Relations & Advancement*
Cathy Pitcher, *Assistant to the President*

GUESTS:

Nancy Arulnathan
Jackie Dupuis
Kaitlynn Gambier
Fahal Khalid
Lori Livingston
Thomas McMorrow
Jessica Nguyen
Abel Shimeles

1. Call to Order

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

2. Agenda

Upon a motion duly made T. Koseck and seconded by K. Brearley, the Agenda was approved as presented.

2. Conflict of Interest Declaration

The Chair reminded those governors being nominated for leadership roles under agenda item 11.4 to declare a conflict of interest at the time of the relevant vote and to abstain from voting.

3. Chair's Remarks

The Chair began his remarks with an acknowledgment of the lands and people of the Mississaugas of Scugog Island First Nation, which is covered under Treaty #20. The meeting was taking place on land situated on the Traditional Territory of the Mississaugas, a branch of the greater Anishinaabeg Nation, which includes Ojibway, Odawa and Pottawatomi.

The Chair welcomed everyone to the last Board meeting of the year and invited guests to introduce themselves.

(A. Elrick joined at 9:03 a.m.)

It was an exciting year in the university's history, particularly because of the arrival of the new President. The Chair thanked Board members and staff for their assistance throughout the year. He acknowledged the efforts made to improve meeting efficiency and Board engagement.

The Chair discussed the Convocation ceremonies held on June 7 and 8, 2018 at the Tribute Communities Centre. He congratulated the Convocation Team on another successful event, and shared that he received many positive comments about the ceremonies. The Chair also congratulated the student Board members, Fardan Ali and Yowsif Yakub, on their graduations.

The Chair referred to the recent recruitment ad in the Globe & Mail and remarked that it was very impressive. He is looking forward to the recruitment process.

5. Approval of Minutes of the Meeting of May 9, 2018

Upon a motion duly made by S. Van Nuland and seconded by J. Wilson, the Minutes were approved as presented.

6. President's Report

The President thanked the Convocation team for all of their work. He reported on a recent Town Hall on space at the university. The Town Hall focused on what the campus of the future looks like. It was well attended and online viewing was available. There will be additional Town Hall meetings in September.

The President discussed the recent change in government and the uncertainty as to what the transition will hold for the post-secondary sector.

The President expressed his appreciation to the Board and acknowledged the considerable effort that all members put forth throughout the year.

The President also reported on an event hosted by PUBLIC Inc. in Toronto. The panel consisted of representatives of the university and an IBM partner. The goal is to continue to attend more events like this to continue to promote the university.

7. Academic Council Report

7.1 Establishment of a Bachelor of Arts (Honours) in Liberal Studies

The President provided an overview of the program, the details of which were included in the meeting material. He invited T. McMorrow from the Faculty of Social Science & Humanities to provide further details regarding the program.

Upon a motion duly made by S. Murphy and seconded by K. Brearley, pursuant to the recommendation of the Academic Council, the Board of Governors approved the establishment of the proposed Bachelor of Arts (Honours) in Liberal Studies program, as presented.

7.2 Establishment of a Doctor of Philosophy in Health Sciences

The President presented the program for consideration and noted that it is in an area that is rapidly changing. L. Livingston added that it is a natural next step in the evolution of the

programs. The university is responding to the needs of our students and the needs of the community. L. Livingston highlighted the letters of support included in the proposal.

Upon a motion duly made by S. Murphy and seconded by L. Edgar, pursuant to the recommendation of the Academic Council, the Board of Governors approved the establishment of the proposed Doctor of Philosophy in Health Sciences, as presented.

7.3 Establishment of a Master of Science in Nursing Joint Program

The President summarized the background of the proposal and explained how the program advances the university's mission. L. Livingston added that there has been interest in the program from as far east as Belleville. This is a tremendous opportunity to grow the program and the program is unique in the province.

L. Livingston responded to questions from the Board regarding the implications to the faculty/student ratio with the program growth. She explained how a great deal of efficiency has been built into the program. S. Murphy and R. Bailey responded to questions regarding how Academic Council determines what new programs to offer. S. Murphy clarified that new programs must align with the university's strategy. R. Bailey discussed the Integrated Academic Plan, as well as the new program development process. The length of time it takes to develop a new program varies, but can take up to a couple of years.

Upon a motion duly made by S. Murphy and seconded by D. Duval, pursuant to the recommendation of the Academic Council, the Board of Governors approved the establishment of the proposed Master of Science in Nursing Joint program, as presented.

7.4 Annual Report

The President noted it was a busy year for Academic Council. He provided an overview of the Academic Council's accomplishments. B. Schmidt commented on the fact that most of the medal winners in the STEM fields were female.

The Chair thanked the members of Academic Council for all of their hard work the past year.

8. Co-Populous Report

J. Wilson reported that the last Durham College (DC) Board meeting was held on June 11, 2018. The DC Board received a presentation on the upcoming Emergency Response Drill, to be held jointly with UOIT in the fall. They also received a presentation on cannabis education in anticipation of the legalization of cannabis effective October 17, 2018.

The DC Board also received an update on the Centre for Collaborative Studies, which is on track to open in September 2018. The Chair commented that the addition of the new buildings makes the area look very impressive.

Committee Reports

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

S. Chow delivered the A&F report in N. Allen's absence. At the last A&F meeting, the committee received updates on the status of the installation of the moving ground plane and the SIRC building project. KPMG completed its Strategic Infrastructure Fund project audit of SIRC in May and the university is awaiting receipt of the report. Electric charging stations have been installed at SIRC and 61 Charles Street, which are currently provided at no cost to users. While the demand for the stations is relatively low, the university will continue to monitor it and reassess whether usage fees are necessary.

The committee also received the annual policy and compliance review, which is included in the meeting material for information. The university has seen an increase in the uptake of policy support, which is indicative of the positive adoption of the Policy Framework. When reviewing the Policy objectives from 2017-2018, the completion of the By-law Review project and evaluation of the Policy Framework were among the highlights.

The committee also reviewed the metrics for FIPPA compliance in 2017-2018. Over 80% of appeals to the IPC were unsuccessful and there were only several decisions where the IPC did not agree with the university's decision to redact certain information. The committee was advised that the university is changing internal practices to deal with inadvertent privacy breaches that arise from employee error.

The university's Annual Insurance Report was also presented in order to allow the committee to assess the sufficiency of the coverage.

The Board had a discussion regarding the number of appeals to the Privacy Commissioner. C. Foy clarified that the requests for information are mostly from students asking for information and only a few requests were from third parties. K. Brearley noted the large amount of time and effort that is involved in responding to requests for information and appeals.

9.1 2017-2018 Audited Financial Statements

S. Chow summarized the Audit Findings Report, which was included in the Board meeting material. She thanked C. Elliott and his team for the comprehensive notes in the financial statements. C. Elliott commented that the audit reports continue to be favourable and he credited his team for these results.

Upon a motion duly made by S. Chow and seconded by D. Reiner, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved the consolidated audited financial statements of UOIT for the year ending March 31, 2018, as presented.

9.2 Internally Restricted Funds

S. Chow presented the recommendation for internally restricted funds. Based on the initial forecasted surplus, the university had planned to request an internal restriction on \$3.8M, of which approximately \$2.5M would be allocated to capital reserves and \$1.3M to faculty budget carry-over and other items. With the additional surplus, most of which arose from one-time events, A&F recommended another \$5M to internally restricted funds, of which approximately \$4M will be allocated towards a new building and the bulk of the remainder to student awards.

Upon a motion duly made by S. Chow and seconded by T. Koseck, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved an Internal Restriction of approximately \$8.7M in the University's net assets, as presented.

9.3 Fourth Quarter Financial Reports

S. Chow summarized the fourth quarter financial reports.

9.4 AVIN Agreements

S. Chow reported on the AVIN project. The university's role in the project will be as the anchor location for a Regional Technology Development Site (RTDS) as part of Ontario's Autonomous Vehicle Innovation Network (AVIN). A report on the project was included in the meeting material. AVIN is an \$80M, 5-year investment, delivered by the Ontario Centres of Excellence (OCE) on behalf of the Ministry of Economic Development and Growth, Ministry of Research, Innovation and Science and Ministry of Transportation.

Funding for this Durham Region RTDS includes a \$4.4M contribution from Ontario to the university in addition to \$6M of in-kind funding from private sector partners. The Durham Region RTDS funding will be used to expand ACE's capabilities to include new innovative approaches for developing, testing and validating autonomous vehicle technologies.

D. Holdway responded to questions from the Board. The Board considered the risk associated with a change in government and the possibility of funding being withdrawn. D. Holdway advised that the project would create many opportunities for students and faculty, particularly since IBM will be one of the key partners. D. Holdway thanked Justin Gammage for his contributions to the project.

There was also a discussion regarding the Board's role in the project, considering the university's contribution is anticipated to be \$500,000 in-kind. A suggestion was made that the President work with D. Holdway on how to bring these types of projects to the Board. It was clarified that the Spark Centre will receive the funding and will flow it through to the university through a contractual arrangement.

Upon a motion duly made by S. Chow and seconded by T. Koseck, pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors supports the AVIN Project, as presented, and given the timeline of Milestones and Deliverables set out in Schedule 1, the UOIT Board of Governors expressly delegated authority to the Executive Committee of the

Board for the period ending with the commencement of the next meeting of the Board of Governors, to make further decisions and resolve any issues that arise in connection with the AVIN Project.

C. Foy clarified that there will be a contract with Spark, which will exceed the \$1M threshold requiring Board approval, and there will be other contracts coming under the main one that might require approval over the summer.

9.5 Statement of Investment Policies Amendments

S. Chow presented the proposed amendments to the Statement of Investment Policies for approval. She responded to the Board's questions regarding the proposed market neutral strategy (MNS). S. Murphy clarified that the MNS fund performs better during times of poor performance as compared to the other funds that the university's portfolio currently contains. C. Elliott added that MNS has more active management and allows the investment manager to sell short. Since the fund is more actively managed, there are higher fees associated with it.

Upon a motion duly made by S. Chow and seconded by D. Reiner, pursuant to the recommendations of the Investment Committee and the Audit and Finance Committee, the Board of Governors approved the amendments to the Statement of Investment Policies, as presented, to allow future investment in Market Neutral Equity funds and enable timely recommendations by the Investment Committee regarding portfolio allocations.

9.6 University Risk Management (URM) Annual Report

S. Chow presented the highlights from the URM annual report. In response to a question regarding social media risk, C. Foy advised that social media risk is covered in the operational risk registers. C. Foy responded to additional questions from the Board.

9.7 New Building Project

S. Chow delivered an update on the new building project. At the Board meeting on March 7, the Board authorized the university to proceed with the RFP process for the design and construction of the proposed new building. Further to that approval, the process for the awarding of the RFP is set out in the presentation included in the meeting material.

9.8 A&F Annual Report

S. Chow delivered the annual report. The Board Chair emphasized the importance of the development of the university's risk management program. C. Foy commented that this year the university created a risk management "heat map" and will likely be able to create a dashboard for next year.

10. Investment Committee

10.1 Quarterly Report

S. Chow provided an update from the Investment Committee. The endowment portfolio is currently at \$25.5M at the end of March, which was .7% above benchmark for the quarter. She reported on the educational session, which focused on cryptocurrency and blockchain. Although it is too early for the university to consider investing in this technology, it is helpful to the committee to understand it. She also discussed PH&N's recommendation to incorporate a market neutral strategy into the portfolio. There was a brief discussion regarding whether the committee pushed back on the higher fees associated with the MNS strategy. C. Elliott advised that if we incorporate that strategy, the gains made would outweigh the additional fees.

10.2 Annual Report

S. Chow delivered the Investment Committee's annual report. She thanked the committee members for all of their work.

11. Governance Nominations & Human Resources Committee (GNHR)

K. Brearley updated the Board on the committee's last meeting, at which the committee received a status update on the Executive Compensation program. The university completed its public consultation and submitted the program for the Ministry's final sign off for it to be presented to the Board for approval. However, this step in the process did not happen before the provincial election. The university is now in a holding pattern in light of the government's transition. As the university commences its searches for the next Provost & Vice-President Academic, and VP Research, this holding pattern means the salaries of the individuals recruited to fill these roles must be capped at the level of their predecessor. The President's salary will be capped at the level at which he was hired. The salaries for all other VP-level positions remain frozen.

11.1 Academic Council Governance Committee

K. Brearley provided the background to the development of the proposed Terms of Reference for the Governance and Nominations Committee of Academic Council. GNHR is responsible for advising the Board of Governors on its governance structure and processes in accordance with its Terms of Reference. As set out in the By-laws Implementation Plan that was presented to the committee in February, discussing the establishment of a governance committee/working group of Academic Council was identified as Council's immediate priority. The draft Terms of Reference have received the support of all of the relevant governance bodies.

As part of the implementation of the new By-laws, a joint orientation session with Academic Council and the Board has been scheduled for September 25 following the first Academic Council meeting. GNHR looks forward to the changes the new By-laws will bring and the continued strengthening of the university's bicameral governance.

Upon a motion duly made by K. Brearley and seconded by T. Koseck, pursuant to the recommendations of the Governance, Nominations and Human Resources Committee of the Board of Governors and Academic Council, the Board of Governors approved the Terms of Reference for the Governance & Nominations Committee of Academic Council, as presented.

11.2 Policy Framework Review

The Policy Framework was approved by the Board on November 28, 2014. The goal of the framework is to continue to enhance organizational efficiency by clarifying processes and responsibility. In accordance with the Framework, all policy instruments must be reviewed at least every three years. A review of the Framework was conducted, involving extensive consultation and resulting in the proposed amendments being presented to the Board for approval. The review confirmed that the community welcomes the framework and that there are many policy gaps that remain to be filled.

Whereas Academic Council and GNHR have recommended the amendments to the UOIT Policy Framework for approval, and GNHR has approved the Procedures for the Development, Approval and Review of Policy Instruments and Appendices D and E, upon a motion duly made, the Board of Governors approved the amendments to the UOIT Policy Framework and Appendices A, B and C.

K. Brearley acknowledged the tremendous amount of work put into the review and the ongoing work to support the Framework by C. Foy and Niall O'Halloran.

11.3 2018-2019 Election Results

One of GNHR's responsibilities is to oversee the process of electing new governors and recommending their appointment to the Board. The committee is reporting on the election process and results of the 2018-2019 Board of Governors Election. GNHR is recommending the appointment of the successful election candidates for approval.

There were no issues to report with respect to the election of the Student or Staff Governors. The committee was advised that there were concerns expressed regarding the Faculty Governor eligibility requirement of not having a research leave scheduled/requested during the next two years. This fundamental eligibility requirement is based on the understanding and expectation that a faculty member on research leave will be spending all of his/her time on research and participating in no other service at the university during that time. The issue is explained in detail in the accompanying report included in the meeting material.

In order to address the concerns expressed by the Board faculty members and one of the ineligible nominees, a working group has been formed to review the research leave eligibility requirement and to make a recommendation to GNHR with respect to any proposed amendments to the eligibility requirement. The members of the working group are: Robert Bailey, Jeremy Bradbury, Cheryl Foy and Shirley Van Nuland. The group had their first meeting last Tuesday and the members agreed that it was a very constructive discussion. The goal is to meet several times over the summer and to arrive at a recommendation by August 30, 2018 for

consideration by GNHR at its first meeting in the fall. The new rules, if any, that will be adopted by the Board and GNHR will apply to the next round of faculty elections. The faculty candidates nominated as Teaching Staff Governors for the next three-year period will be unaffected.

Upon a motion duly made by K. Brearley and seconded by S. Van Nuland, pursuant to the recommendation of the Governance, Nominations & Human Resources Committee, the Board of Governors approved the appointment of the following individuals to the Board of Governors:

- *Liqun Cao and Ferdinand Jones as the Teaching Staff Governors for the term of September 1, 2018 until August 31, 2021;*
- *Mark Neville as the Administrative Staff Governor for the term of September 1, 2018 until August 31, 2021; and*
- *Jessica Nguyen as the Student Governor for the term of September 1, 2018 until August 31, 2019.*

11.4 2018-2019 Board Leadership & Committee Assignments

In accordance with the Board's Recruitment, Appointment and Leadership Policy, the incumbent Board and Committee leaders have an opportunity to express interest in reappointment to their position. D. Allingham, N. Allen and S. Chow have all confirmed their willingness to continue to serve in their leadership roles. With V. Wafer's departure, T. Koseck has agreed to take on a leadership role and serve as Chair of the Strategy & Planning Committee. Regretfully, due to changing and increasing work commitments, K. Brearley submitted her resignation from the Board effective August 31. She agreed to fulfill her commitments over the summer with the university, including assisting with the UOIT Board recruitment campaign. In light of her departure, a successor Chair of GNHR will be sought and appointed over the summer. She invited those interested in serving as the Chair of GNHR to contact the Board Chair.

The proposed committee assignments are as follows:

Executive Committee

Douglas Allingham, Chair and Board Chair
 Nigel Allen, Vice-Chair & Chair of Audit & Finance Committee
 TBD, 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 (ex-officio)

Audit and Finance Committee

Nigel Allen, Chair
 Dietmar Reiner
 Douglas Allingham, Board Chair (ex-officio)
 Steven Murphy, Interim President (ex-officio)
 Craig Elliott, Chief Financial Officer (non-voting)

Governance, Nominations and Human Resources Committee

TBD, Chair
 Lisa Edgar
 Francis Garwe
 Douglas Allingham, Board Chair (ex-officio)
 Steven Murphy, President (ex-officio)

Investment Committee

Stephanie Chow, Chair
 Nigel Allen
 Thorsten Koseck
 Douglas Allingham, Board Chair (ex-officio)
 Craig Elliott, Chief Financial Officer (non-voting)
 Susan McGovern, Vice-President, External Relations (non-voting)

Strategy & Planning Committee

Thorsten Koseck, Chair
 Jim Wilson
 Douglas Allingham, Board Chair (ex-officio)
 Steven Murphy, President (ex-officio)

Upon a motion duly made, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors approved the following:

1. *Reappointment of Doug Allingham as Chair of the Board for 2018-2019;*
2. *Reappointment of Nigel Allen as Vice-Chair of the Board for 2018-2019;*
3. *Appointment of the following Board members to the positions of Chair of the specified Committee for 2018-2019:*

<i>Nigel Allen</i>	<i>Audit & Finance</i>
<i>Stephanie Chow</i>	<i>Investment</i>
<i>Thorsten Koseck</i>	<i>Strategy & Planning</i>
<i>TBD</i>	<i>GNHR</i>

4. *Approval of the proposed 2017-18 Committee Assignments, as attached.*

11.5 GNHR Annual Report

K. Brearley delivered the GNHR annual report. The Chair noted the accomplishments of the committee. K. Brearley thanked the committee members for their work throughout the year.

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

B. Schmidt presented the S&P report in V. Wafer's absence. She introduced the Alumni Association presentation, which is an annual item the Board very much looks forward to. It is encouraging to see the progress the Association has made and it serves as an excellent reminder of why the governors joined the Board. B. Schmidt introduced K. Gambier, Chair of the Alumni Association Council.

12.1 Alumni Association Update

K. Gambier delivered the Alumni Association Council (AAC) presentation. She discussed the Association's vision and mission and provided an overview of the Council's structure. She provided an overview of the AAC's milestones in 2017-2018, including hosting its first paid event in 2017. She reviewed the AAC's Strategic Priorities, including:

- identify a dedicated space on campus & begin fundraising (an Alumni Hall fund);
- develop culture of leadership & networking to mentor students & alumni (iLaunch);
- transparency of meetings & operations;
- develop a distinctive identity & brand – connect through alumni magazine, including alumni expert article contributions;
- create a strong, active & vibrant community through alumni & student engagement – alumni awards, class challenges;
- engage graduating students before they leave; and
- operate in a self-sustaining model.

There was a discussion as to how the Board could help the AAC continue to grow. K. Gambier suggested that governors could assist by speaking at events or sponsoring a room in the new building. B. Schmidt thanked K. Gambier for her leadership and remarked how impressive it is to see the evolution of the AAC.

12.2 S&P Annual Report

The committee has been tackling broader conversations over the past year. The committee's responsibilities include: examining the SMA, metrics, implementation of CMP, strategic partnerships, integrated planning, and retreat planning. B. Schmidt encouraged all governors to contribute to the Pathways Award Fund, if they have not done so already. It was her last Board meeting before the end of her term and she is going to miss working on the committee. She commented on how helpful this year's Board Retreat was. She noticed an evolution of the retreats over the past six years and the retreat topics are extraordinarily helpful to the Board members.

13. Consent Agenda:

Upon a motion duly made by J. Wilson and seconded by L. Edgar, the Board of Governors approved the following items on the Consent Agenda:

- 13.1 Minutes of Public Session of Audit & Finance Committee Meeting of April 26, 2018
- 13.2 Minutes of Public Session of Governance, Nominations & Human Resources Committee Meeting of April 19, 2018
- 13.3 Minutes of Public Session of Investment Committee Meeting of February 21, 2018
- 13.4 2018-2019 Board Schedule
- 13.5 Appointment of Board Secretary 2018-19

14. Information Items (also available on the Board portal):

- 14.1 Board Chair Report
- 14.2 18-Month Follow Up Reports from Academic Council (available upon request):
 - a. Master of Health Science
 - b. Master of Information Technology Security
- 14.3 SIRC Building Construction Project
- 14.4 Annual Policy Review and Compliance Update
- 14.5 Annual Insurance Report
- 14.6 CURIE 2017 Annual Report (available upon request)

15. Other Business

The Board Chair shared his highlights of the 2017-2018 Board year, which included:

- the opportunity to work with the Board as a whole;
- strategic retreat;
- new building plans;
- recruitment of new governors;
- Convocation, progress of advancement program.

Overall, it was a great year and a lot of work remains to be done.

16. Adjournment

Upon a motion duly made by S. Van Nuland and seconded by D. Duval, the public session adjourned at 11:16 a.m.

Becky Dinwoodie, Secretary



**BOARD OF GOVERNORS
AUDIT & FINANCE COMMITTEE**

**MINUTES OF THE MEETING OF JUNE 18, 2018
PUBLIC SESSION
1:00 p.m. – 2:25 p.m., ERC 3023**

Attendees: Nigel Allen (Chair), Stephanie Chow, Steven Murphy, Dietmar Reiner, Mary Simpson

Staff: Becky Dinwoodie, Craig Elliott, Cheryl Foy, Justin Gammage, Pamela Onsieng

Regrets: Fardan Ali, Doug Allingham, Jeremy Bradbury

Guests: Bobbi-Jean White (KPMG), Mike Eklund (teleconference), Christine McLaughlin

1. Call to Order

The Chair called the meeting to order at 1:01 p.m.

2. Agenda

Upon a motion duly made by S. Chow and seconded by D. Reiner, the Agenda was approved as presented.

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Approval of Minutes from April 26, 2018

Upon a motion duly made by D. Reiner and seconded by S. Murphy, the Minutes were approved as presented.

5. Chair's Remarks

The Chair welcomed S. Murphy to his second committee meeting. The Chair noted a full agenda, including a presentation from the university's auditors.

6. President's Remarks

The President updated the committee on the progress of the Vaso's Field upgrade. The next project set to become shovel ready is the moving ground plane (MGP).

6.1 Moving Ground Plane Update

The President provided an update on the status of public funding for the installation of the MGP. The university is doing its best to get the project shovel ready so that we are ready to go if and when the remaining funding is obtained. The President gave the committee an overview of the installation project. He also discussed the benefits of the installation of the MGP, including advancement to education and research. The change in provincial government does not affect the provincial funding allocated to the MGP installation. The President responded to questions from committee members.

7. Finance

7.1 Fourth Quarter Financial Reports

P. Onsiong presented the financial reports for 2017-2018. The university ended the year with a \$13M surplus, which is close to what was forecast after the third quarter results. She reviewed the components that made up the surplus, including grants, tuition, student ancillary fees, and other. P. Onsiong also reviewed the reconciliation of the financial statements with the audited financial statements.

The Chair noted that if the information being reported sounds familiar, it is because the committee has been updated regularly throughout the year.

SIRC Building

P. Onsiong summarized the SIRC Building project costs. KPMG completed an audit of the SIF funding for SIRC and no concerns were raised.

MGP

By the end of May, the university has received \$600,000 of \$1.5M of provincial funding for the MGP installation.

P. Onsiong also provided an overview of the university's cash flow and the 10-year forecast. She answered the committee's questions.

7.2 New Building Project

C. Elliott discussed the key aspects of the new building presentation that was included in the meeting material. He also outlined the RFP process for awarding the design-build contract, which the Board approved in March.

(M. Simpson joined the meeting at 1:20 p.m.)

7.3 SIRC Building Project

C. Elliott reported that KPMG completed the audit of the SIF funding and we are awaiting receipt of the report. He also advised that electric car charging stations have been installed outside of the SIRC Building, as well as 61 Charles Street. The university has switched two of its cars for electric vehicles (one used by Facilities and the other by Paragon Security). There was a discussion regarding the demand for the charging stations and whether the university is planning to expand its fleet of electric vehicles. There was also a discussion regarding the risks associated with the installation of charging stations. The charging stations are located in high visibility locations.

8. Investment Committee Oversight

8.1 Quarterly Report: Statement of Investment Policies (SIP)

S. Chow reported that the portfolio is continuing to perform well. She discussed the most recent educational session, which focused on Blockchain and Cryptocurrency. Although it is not a strategy the university should consider at this time, it is important to continue to learn about it as it could become a strategy to consider in the future.

S. Chow presented the Investment Committee's recommendation to amend the SIP to add a market neutral strategy to the university's investment strategy, which would provide downside protection in the event of a recession.

Upon a motion duly made by S. Chow and seconded by S. Murphy, pursuant to the recommendation of the Investment Committee, the Audit and Finance Committee recommended for approval by the Board of Governors the amendments to the SIP, as presented, to allow future investment in Market Neutral Equity funds and enable timely recommendations by the Investment Committee regarding portfolio allocations.

9. Risk, Compliance & Policy

9.1 Annual Risk Management Report

C. Foy presented the third annual risk report. The Board previously adopted six measures that would give them a sense of the university's progress in risk management. Every year, the university reports on those six measures and sets out the priorities for the following year.

Overall, the university made good progress this year. The Senior Leadership Team has had great discussions focused on risk management and the Board Retreat considered strategic risk. Risk management is continuing to be incorporated into other planning processes (e.g. budget, space working group). The Risk Management Committee is very engaged and a key contributor. The university will continue to work on embedding risk management into its culture by developing risk management objectives.

It is important to continue to monitor key foundational risks. There is unpredictability in our financial environment and increasing compliance obligations continues to be a challenge. Last year, the lack of a business continuity plan was identified as a foundational risk and is no longer identified as such since much progress in developing a plan has been made.

D. Reiner commented that a lot of great work has been done. His comment was echoed by M. Simpson.

9.2 Annual Policy Review & Compliance Update

C. Foy delivered a presentation summarizing the annual policy and compliance review. She reviewed this year's metrics, which have been tracked since 2014. The university has experienced an increase in the uptake of policy support, which is indicative of a positive adoption of the Policy Framework.

C. Foy discussed the policy progress made from 2016-2018, including the key policy objectives. She highlighted the completion of the By-law Review and evaluation of the Policy Framework. She noted there is a backlog of reviewing older policy instruments, for which the Policy Advisory Committee is responsible.

C. Foy also presented the metrics for FIPPA compliance over 2017-2018. There was a brief discussion regarding how many appeals to the IPC are actually successful. She responded to questions from the committee. The university continues to adapt its internal practices to deal with inadvertent privacy breaches (e.g. setting up internal share sites so material is not distributed widely).

C. Foy summarized the Records Management activities for 2017-2018 and the status of objectives. Due to the loss of a resource, there are constraints on the resources available to advance the Records Management objectives. The university is continuing to build the Contract Management Database (CMD). Research was the top priority as the biggest producer of contracts. Other activities can be tracked in the CMD (e.g. certificates of insurance, policy review schedule, etc.). There was a brief discussion regarding whether the CMD could also be used to identify and track risks.

9.3 Annual Insurance Report

C. Foy presented the annual insurance report. She reviewed the CURIE policies and coverage, and discussed her experience on the CURIE Advisory Board. C. Foy confirmed the university's liability coverage for team coaches and/or doctors. She also reviewed the university's policies with Marsh and Sutton. She explained the insurance layering concept and clarified that CURIE provides our primary insurance coverage, as well as excess. She explained that universities are self insured through CURIE (a reciprocal exchange). C. Foy ended by reviewing the areas of focus for 2018-2019.

10. Other Business

11. Adjournment

There being no other business, upon a motion duly made by S. Chow and seconded by M. Simpson, the public session of the meeting adjourned at 2:06 p.m.

Becky Dinwoodie, Secretary

DRAFT



**BOARD OF GOVERNORS
Governance, Nominations and
Human Resources Committee (GNHR)**

**Public Session Minutes for the Meeting of May 31, 2018
2:30 p.m. – 3:50 p.m., ERC 3023**

Attendees: Karyn Brearley (Chair), Lisa Edgar, Andrew Elrick (*via teleconference*), Francis Garwe, Steven Murphy

Staff: Robert Bailey, Jamie Bruno, Becky Dinwoodie, Cheryl Foy, Doug Holdway, Niall O'Halloran

Regrets: Doug Allingham, Jay Lefton

1. Call to Order

The Chair called the meeting to order at 2:32 p.m.

2. Agenda

Upon a motion duly made by L. Edgar and seconded by F. Garwe, the Agenda was approved as presented.

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Approval of Minutes of the Meeting of April 19, 2018

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

5. Chair's Remarks

The Chair commented on the full agenda and the items of significance coming forward.

6. President's Remarks: Executive Compensation Plan

The President updated the committee. While the plan was submitted to the government for approval, it is unlikely that it will be approved prior to the election. The university will remain in a holding pattern until after the election.

There was a discussion regarding the development of the executive compensation plan. The President noted the challenges presented by not having an approved plan while recruiting for the next Provost and VP Research, since the executive compensation levels must remain the same as they were before.

7. Governance

7.1 By-law No. 2 Implementation: Academic Council Governance Committee

C. Foy presented the Terms of Reference for the Governance and Nominations Committee of Academic Council for consideration. She reviewed the development of the Terms of Reference and commented that the establishment of a governance committee represents governance maturity for the Council.

Upon a motion duly made by L. Edgar and seconded by F. Garwe, pursuant to the recommendation of Academic Council, the Governance, Nominations and Human Resources Committee recommended the Terms of Reference for the Governance and Nominations Committee of Academic Council, as presented, for approval by the Board of Governors.

By-law Orientation

With the new By-laws coming into effect on September 1, 2018, C. Foy proposed holding a joint orientation session for the Board and Academic Council in the fall to familiarize them with the new By-laws. The committee expressed their support for the proposal.

7.2 Annual Board Practices Assessment

C. Foy presented a summary of the results of the 2017-2018 Board Practices Assessment. She highlighted those categories where the results indicate some improvement is required. Based on the responses, there appears to be further opportunity to develop strategies for more effective engagement between the Board and Academic Council. The establishment of a Governance and Nominations Committee of Academic Council is timely and the new committee will have an opportunity to contribute ideas for increasing engagement.

C. Foy also reviewed the most significant achievements of the Board during the past year and provided a summary of the governors' comments.

There was a discussion regarding diversity of representation on the Board in the context of the recruitment process to be conducted over the summer.

The Chair noted the overall positive results of the assessment and remarked that tremendous progress has been made over the past few years.

A member suggested that a comparison of the assessment results year over year would be helpful to the committee.

With the large number of new governors joining the Board in the fall, orientation will require a different approach. It was suggested that a fall Board retreat would be helpful to build the relationship between existing and new Board members. The Board might also have to revisit committee compositions to ensure there are experienced governors on each committee.

(N. O'Halloran left the meeting at 3:00 p.m.)

7.3 Draft Board Schedule 2018-2019

C. Foy presented the draft Board schedule for 2018-2019. She informed the committee that the number of committee and Board meetings is being reduced from 5 per year to 4 per year, as part of the ongoing efforts to improve Board efficiency. The university will also look at holding a retreat in the fall to coincide with the first Board meeting. The Office of the University Secretary distributed a survey to returning governors to determine preferred meeting times. Once the survey results are compiled, the meeting times will be added to the schedule. The committee supported holding a fall retreat as a way of helping build momentum for the year ahead.

7.4 Policy:

C. Foy reported that the Human Resources Department is commencing a review of the Workplace Violence and Harassment Policy in the fall and will report on the status of the review at the committee's first meeting of the 2018-2019 Board year.

(a) Policy Framework Review

C. Foy provided an overview of the changes to the Policy Framework, as well as the consultation conducted during the Policy Framework Review. She advised that Academic Council recommended the proposed changes to the Policy Framework documents for approval by the Board.

Upon a motion duly made by F. Garwe and seconded by L. Edgar, and whereas Academic Council has recommended the amendments to the UOIT Policy Framework for approval, GNHR approved the Procedures for the Development, Approval and Review of Policy Instruments and Appendices D and E and recommended that the Board of Governors approve the amendments to the UOIT Policy Framework and Appendices A, B and C.

C. Foy thanked the community for their feedback and engagement. The Chair thanked everyone who worked on the Policy Framework Review.

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

C. Foy advised that the review of the Election Procedures would be deferred until the faculty governor working group’s review is completed during the summer.

8. Nominations

8.1 2018 Election Nominations

C. Foy summarized the proposed approach for reviewing the research leave eligibility requirements for faculty governors. She explained the allocation of work for tenured/tenure track faculty members as set out in the Collective Agreement, as well as the general expectation that a faculty member on research leave devotes 100% of her/his time to research.

The Board’s current faculty governors have agreed to participate as part of a working group with C. Foy and R. Bailey to review the matter. C. Foy reviewed the proposed parameters to be used to guide the working group’s recommendations.

The committee discussed some of the disadvantages of allowing a faculty governor who is on research leave to continue to serve on the Board, including how the individual’s absence on campus would result in a disconnect with his/her constituency.

With respect to the faculty governors who were nominated for appointment at the last GNHR meeting (following the 2018 Spring Election), C. Foy advised that the Senior Leadership Team recommends proceeding with presenting the faculty governor nominations to the Board for approval at the June meeting. The committee members unanimously supported presenting the faculty governor nominees for Board approval at the next meeting.

The committee identified a few key considerations to keep in mind during the review:

- continued service on the Board while on research leave must be supported by the Dean;
- eligibility requirements and expectations be included in the relevant policy and procedures; and
- there must be an obligation to disclose the start of a research leave to the Board.

8.2 External Board Recruitment – Process Update

C. Foy provided an update on the external Board recruitment process. The RFP selection process for a recruitment firm was conducted last week and the successful proponent was Arlington Partners. A selection committee for the recruitment process will be formed and will include up to 6 governors. A call for expressions of interest will be issued to the Board’s Executive Committee and members of GNHR. C. Foy will provide a draft timeline for the recruitment process to give members a sense of the time commitment. The Chair, F. Garwe and L. Edgar volunteered to serve on the selection committee.

9. Other Business

10. Adjournment

There being no other business, upon a motion duly made by F. Garwe and seconded by L. Edgar, the public session of the meeting adjourned at 3:52 p.m.

Becky Dinwoodie, Secretary

DRAFT

**Public Session Minutes for the Meeting of August 15, 2018
10:00 a.m. to 10:45 a.m., ERC 3023**

Attendees: Stephanie Chow (Chair), Nigel Allen, Doug Allingham, Craig Elliott (non-voting), Thorsten Koseck, Steven Murphy, Yowsif Yakub

Staff: Becky Dinwoodie

Guests: Leila Fiouzi from PH&N

Regrets: Susan McGovern

1. Call to Order

The Chair called the meeting to order at 10:00 a.m.

2. Agenda

Upon a motion duly made by D. Allingham and seconded by S. Murphy, the Agenda was approved as presented.

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Chair's Remarks

The Chair welcomed everyone to the last meeting of the 2017-2018 Board year. She thanked Y. Yakub for his contributions, as it was his last meeting as a Board member. She wished him well in his future endeavours.

5. Approval of Minutes of the Meeting of May 31, 2018

Upon a motion duly made by D. Allingham and seconded by Y. Yakub, the Minutes were approved as presented.

6. Investment Review

6.1 First Quarter Investment Review

L. Fiouzi reviewed the portfolio's performance in the last quarter. She confirmed that the cash account is used for scholarships. The portfolio performance is compared to a benchmark that fully represents the asset allocation with passive investment. The portfolio performed +0.33 better than the benchmark in the last quarter. The asset mix is generally on target, being a bit overweight in equities. The RBC economist predicts a Canadian recession at about 35% for 2019.

6.2 Investment Learning – Tariffs 101

L. Fiouzi reviewed the types of trade war ammunition, including:

- tariffs;
- non-tariff barriers:
 - import quota
 - border thickness (cost of moving products across the border)
 - technical barrier (additional regulations)
- investments; and
- export restrictions.

A country subject to US tariffs could try to impose its own export restrictions (e.g. Chinese “rare Earths metals”). Other pressure points include: immigration restrictions, constrain individual firms (example of ZTE & Huawei), access to money clearance system, government procurement contracts, or inflame public sentiment (boycotts).

(S. Chow arrived in person at 10:13 a.m.)

Theoretical Tariff Considerations

The positive consequences for a country imposing a tariff:

- more domestic production; and
- tariff tax revenue.

The downside of imposing a tariff include:

- higher product prices;
- less specialization;
- less selection; and
- supply chain headaches.

The net effect is usually negative for the country imposing the tariff. The consequences are almost always a net negative for the country facing the tariff. There is increasing concern among the U.S.

public with respect to the impact of tariffs. Tariffs are already resulting in higher product prices (e.g. steel mill products).

U.S. & China Trade Tariff Threats

L. Fiouzi discussed the potential impact on China of trade tariff threats.

Who gets hurt most?

- US & China are 2 of the largest global economies
- Would affect other countries, as well (e.g. as price of steel increases globally, will affect price of German products)
- Tariffs will hurt multinationals
- Automotive sector would be hard hit (e.g. Mexico imports most of its auto parts & exports most of the products)

L. Fiouzi also discussed the potential impact of tariffs on certain industries, the auto industry in particular. Canada would be one of the countries least impacted by an auto tariff. She explained that there is a mechanism in the U.S. for companies to apply for an exemption from a tariff. She also examined the impact of the duration of tariffs. The worst outcome would be a full on trade war that has a long duration.

There was a discussion regarding how tariffs are taken into account when balancing an equity trading fund. When factoring in tariffs, the history of how a company handles adversity is considered.

Turkish Currency Prices

There was a discussion regarding the history of relations between Turkey and the U.S. and how the devaluation of the Turkish currency might affect the markets.

7. Other Business

8. Adjournment

There being no other business, upon a motion duly made by D. Allingham and seconded by S. Chow, the public session of the meeting adjourned at 10:40 a.m.

Becky Dinwoodie, Secretary



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Consultation
 Information

TO: Board of Governors

DATE: November 29, 2018

FROM: Nigel Allen, Audit and Finance Committee

SLT LEADS: Craig Elliott & Cheryl Foy

SUBJECT: Contract Management and Signing Authority Policy
 Instruments - Update

COMMITTEE MANDATE:

- Under the Policy Framework, the Audit and Finance Committee is the deliberative body or approval authority for Legal Compliance and Governance policy instruments.
- We are updating the Board on changes to the drafts and upcoming consultation on the draft documents.

PURPOSE OF POLICY INSTRUMENT:

- This Policy, in support of Contract Management at UOIT and will guide the development and implementation,
 - applies to all types of Contracts,
 - defines the responsibilities of individuals who negotiate, approve, or sign Contracts on behalf of the University, and
 - specifies who has the authority to sign a Contract on behalf of the University.
- This Policy is intended to ensure:
 - that there is sound stewardship of the University’s resources and assets through a University-wide framework of Contract signing authority and delegation of that authority where appropriate,

- that risk management processes are in place to support effective and informed decision-making,
- that roles and responsibilities are clarified so that administrators and others can manage their respective areas of responsibility effectively, efficiently and transparently,
- that there is consistent accountability and reporting throughout the University, and
- that all Contracts undergo authorized review and approval prior to execution.

SUMMARY/RATIONALE OF KEY AMENDMENTS (if applicable):

- Contract Management and Signing Authority Policy has been split into two separate policies to ensure clarity of policy ownership. The Contract Management Policy has elements related to contract negotiation, management and approval. The Signing Authority Policy has elements related to delegation of signing authority and the establishment of a Signing Authority Register.
- With the exception of this structural change, policies are consistent with the drafts circulated to this body in February 2018.
- A section related to Financial Review, modeled after the Legal Review, has been added to the Contract Management Procedures and the threshold value for required Legal Review will be made consistent with the level for Financial Review.
- Consistent with the plan presented to the Committee, a Signing Authority Register working group met over the past months to provide more detail to the Signing Authority Register, resulting in a substantially updated draft. Work on the Register continues.
- Once the Register is completed, the Signing Authority Procedures will be subject to a review and amendments if necessary.

CONSULTATION:

- Extensive consultation was conducted in early 2018 on a joint Contract Management and Signing Authority Policy, Procedure and Register. The current drafts of the policy instruments represent the results of that consultation.
- The policy instruments with substantive changes since that consultation are outlined in the summary of key amendments section above.
- Given the changes, additional consultation is recommended and a path is set out below.

List of Consultation Dates in 2018:

- Policy Advisory Committee (January 23 – Consultation)
- Finance and Audit Committee (February 21 – Consultation)
- Academic Council (February 27 – Consultation)
- Research Board (February 27 – Consultation)
- Board of Governors (March 7 – Update)
- University Administrative Council (March 13 – Consultation)
- Audit & Finance Committee (April 26 – Update)

- President/SLT (Mandatory Consultation)

COMPLIANCE WITH POLICY/LEGISLATION:

- These policy instruments will be enacted to ensure clear delegation of signing authority consistent with the UOIT Act and compliance with contractual terms through the enactment of a process for clear contract ownership/management and compliance.

NEXT STEPS:

Follow the consultation path outlined below bringing the policies and procedures back to A&F and the Board early in 2019.

- Policy Advisory Committee (November 22 - Policy Assessment)
- Online Community Consultation (December - Mandatory Consultation)
- Academic Council (January 22 - Mandatory Consultation)
- Administrative Leadership Team (January 8 - Mandatory Consultation/Deliberation)
- Audit and Finance Committee (February 20 Deliberation/Approval)
- Board of Governors (February 28 - Approval)

SUPPORTING REFERENCE MATERIALS:

- None



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

TO: Board of Governors

DATE: November 29, 2018

PRESENTED BY: Nigel Allen, Chair of Audit and Finance Committee

SLT LEAD: Cheryl Foy, University Secretary & General Counsel

SUBJECT: University Risk Management Update

COMMITTEE/BOARD MANDATE:

- Section 5 of the university’s Risk Management Policy (“Policy”) provides that the responsibility to oversee the University’s Risk Management (“URM”) program resides with the Board of Governors (“Board”).
- The Policy also states the Audit & Finance Committee (“A&F”) is delegated to carry out this oversight responsibility on the part of the Board and to report annually to the Board on the status of the risk management program.
- The responsibility for overseeing risk management at the University is also included in the Committee’s Terms of Reference.
- In support of the Committee’s mandate, we are providing the Risk Management and Insurance Work Plan for review.

BACKGROUND/CONTEXT & RATIONALE:

- The third Annual University Risk Management Report was presented and accepted by the Board on June 27, 2018. The keys areas of focus in 2018/2019 are:
 - Development and implementation of an annual repeatable process to work with Risk Owners to manage their risks and maintain their registers;
 - Education and Training through maintenance and enhancement of the Risk

- Management website;
- Continuing to facilitate risk management training sessions relating to implementation of URM;
- Developing Frequently Asked Questions and procedural documents to insurance support, risk understanding and expectations;
- Supporting SLT and Board to determine next steps with strategic risks;
- Developing related policies identified as Foundational Risks to the University through the Risk Register review process;
- Preparing the 2018-19 Annual Risk Report to the Board and Audit and Finance Committee;
- Developing an Insurance Work Plan; and
- Continuing to monitor and record the Metrics of the University;

We have attached Appendix A “Draft Risk Management and Insurance Work Plan” which encompasses the risk management and insurance goals and objectives for the 2018/2019 academic year.

- One of the priorities identified for 2018-2019 was to work with Academic Council regarding their role in risk (task 35). As part of the university’s By-laws Implementation Plan, Academic Council has established a new Governance and Nominations Committee, which will be responsible for overseeing Academic Council’s implementation of the new By-law No. 2. Given the importance of the development of Academic Council governance and the volume of work that will be required to implement the new By-law, we proposed deferring the Academic Council risk work plan.

CONSULTATION:

- Risk Management Committee – October 30, 2018
- Audit & Finance Committee

COMPLIANCE WITH POLICY/LEGISLATION:

- The development and tracking of a Risk Management and Insurance Work Plan promotes compliance with the University’s Risk Management Policy by establishing clear goals and objectives to support the integration of the URM.

MOTION FOR CONSIDERATION:

- None required.

SUPPORTING REFERENCE MATERIALS:

- Appendix A “Draft Risk Management and Insurance Work Plan”

1. Draft Space Risk Communication	Develop memo to present to all Risk Owners regarding the changes to Risk Registers moving forward.	September 2018	Complete
2. Risk Management Framework Policy and University Continuity Policy	Post Risk Management Framework Policy and University Continuity Policy for University Members comments and feedback.	July – September 2018	Complete
3. Draft Annual Repeatable Process for Risk Owners	Develop draft process review of Risk Registers for Risk Owners that is both annual and repeatable.	September 2018	Complete
4. Progress Risk Management Committee Meeting	Agenda: Present Draft Risk Management Work Plan for 2018/2019, discuss committee members for 2018/2019, review website enhancements, review Draft Repeatable Process document for Risk Registers.	October 30, 2018	Complete
5. Excess Insurance Analysis	Marsh Insurance review. University excess liability for general, auto, non-owned auto, and E&O.	November 2018	
6. Draft Space Risk Communication	Present Draft Space Risk Communication to ALT for review and feedback.	November 2018	Deferred to December 2018
7. Interim Risk Register Review	Share with Risk Owners the Draft Repeatable Annual Process, and conduct interim review of Risk Registers and mitigation strategies (includes new Risk Owners).	November & December 2018	

8. Insurance Renewal	CURIE Insurance Renewal Review: General Liability, Errors and Omissions, Property and Excess Property.	December 2018	
9. Define Certificate Of Insurance (COI) process	Refine storage and collection process for COI's (legal suite). Develop process instructions for future support and training.	December 2018	
10. SLT – Proposed Assignment of Strategic, Foundational, High/Extreme Risks	Present proposed ownership, of Strategic, Foundational, and High/Extreme Risks, along with template for reporting.	December 3, 2018	
11. Progress Risk Management Committee Meeting	Agenda: Review changes/feedback to Risk Management Policy, enhancements to risk management website, Event Approval Directive.	December 4, 2018	
12. University Directives	Development of Campus Event, Field Trip, and UAV Directives to increase support, risk understanding, and expectations for University members.	January 2019, ongoing	
13. Risk Website Update	Review and Update Risk Management website, adding new forms, tabs, and FAQ's.	January 2019, ongoing	
14. Increase Education surrounding Insurance at UOIT	Enhance insurance section of website to include documents relating to insurance, FAQ's, develop literature for posting on the "weekly report".	January 2019, ongoing	

15. SLT – Proposed Assignment of Strategic, Foundational, High/Extreme Risks	Update from proposed Risk Owners on mitigation and processes surrounding the Strategic, Foundational, and High/Extreme Risks.	January 14, 2019	
16. Progress Risk Management Committee Meeting	Agenda: TBD	February, 2019	
17. Present Individual Risk Registers for 2018/2019 term	Share with Risk Owners the 2018/2019 registers for upcoming review, set meeting and share time schedule for completion.	February 4, 2019	
18. Audit & Finance – Proposed Risk Assignment and Update and RM Policy	Present the proposed assignment and update to Strategic, Foundational, and High/Extreme Risks. Present changes on Risk Management Framework Policy for feedback and approval.	February 10 to CF for February 20, 2019	
19. Audit & Finance – Draft Continuity Policy	Present the Draft Continuity Policy for consultation and recommendation.	February 20, 2019	
20. Board of Governors – Draft Continuity Policy	Pending recommendation from A&F: Present the Draft Continuity Policy for approval to the Board.	February 28, 2019	
21. Insurance Renewal	Marsh Insurance Renewal Review: Automobile, Non-Owned Automobile, Garage Auto, Machinery Breakdown, Crime, Special Crime, Marine, Nuclear Liability, and Cyber Liability.	March 2019	

22. Insurance Travel Policy Renewal	Travel policy review and renewal for students, Governors travelling internationally.	March 2019	
23. Risk Register Review	Meet with individual Risk Owners to review 2018/2019 Risk Registers and provide training on repeatable risk register process.	To be completed by March 4, 2019	
24. Approval of Risk Registers	Each SLT member approves Risk Registers (incl. High/Extreme risks) within their respective unit/faculty and forwards to Risk Management.	March 25, 2019	
25. Progress Risk Management Committee Meeting	Agenda: Update on Risk Register review, update on metrics.	April 2019	
26. Audit & Finance - Metrics	Present 2018/2019 Risk Management and Insurance Metrics.	April 15, 2019	
27. SLT Discussion – Medium Risks	SLT discusses Medium/High/Extreme Risks identified within 2018/2019 term.	April 8 & 15, 2019	
28. 2018/2019 Risk Annual Risk Management Report	Draft Annual Risk Report.	To be completed by May 1 st and shared with CF	
29. Risk Management Committee – Draft Risk Plan	Agenda: Present Draft 2019 Risk Management Report.	2 nd week in May 2019	
30. SLT – Draft Risk Plan	Present the draft 2018 Risk Management Report.	May 13 th to CF for May 20, 2019	

31. Develop Insurance Report	Draft 2018/2019 Insurance Report.	June 3 rd to CF for June 10, 2019	
32. Audit & Finance – Draft Risk Plan & Insurance Report	Present the draft 2018 Risk Management Report, and Insurance Report for 2018/2019 term.	June 3 rd to CF for June 10, 2019	
33. Board of Governors – Draft Risk Plan	Present the draft 2018 Risk Management Report.	June 17 th to CF For June 26, 2019	
34. Progress Risk Management Committee Meeting	Agenda: TBD	June 2019	
35. Work with Academic Council regarding their role in risk		Proposed to defer until 2019-20 year	
36. Waivers	Take inventory/canvas Units to identify all waivers currently in circulation and develop template waivers for common usage.	Inventory check April 2019, Develop templates December 2019	
37. UOIT Vehicle Policy	Develop draft policy and procedures surrounding the use of University vehicles.	December 2019	
38. Insurance Gap Analysis	Review current insurance portfolio to determine appropriate limits and coverage/benchmark against current market.	Ongoing	

39. Develop Education surrounding traveling abroad	In collaboration with International Travel, develop risk awareness strategies for University members traveling abroad, as well as support development of University member policy.	Ongoing	
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40. Monitor and Record Metrics	Continue to monitor and record metrics for the office of Risk Management.	Ongoing	
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41. Crisis Response Plan for Cyber Loss	Work with IT to develop a crisis response plan in the event of a cyber loss.	Underway	
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DRAFT



BOARD REPORT

SESSION:

Public
 Non-Public

ACTION REQUESTED:

Decision
 Discussion/Direction
 Information

Financial Impact Yes No

Included in Budget Yes No

TO: Board of Governors

DATE: November 29, 2018

FROM: Francis Garwe, Governance, Nominations & Human Resources Committee (GNHR)

PREPARED BY: Jamie Bruno, AVP, Human Resources

SLT LEAD: Robert Bailey, Interim Provost and VP, Academic

SUBJECT: Policy Review Update: Policy Against Violence, Harassment and Discrimination in the Workplace

BACKGROUND/CONTEXT & RATIONALE:

- The Policy Against Violence, Harassment and Discrimination in the Workplace was approved in December 2016, last reviewed in May 2017, and due for most recent review as of May 2018.
- The first step of the most recent review involved an internal analysis by the Human Resources department, which commenced this summer.
- Upon conclusion of this review, the findings from Human Resources include:
 - During calendar year 2018, no incidents of workplace violence were submitted to either the Human Resources department or the Director, Human Resources.
 - Formal complaints filed, submitted or received in accordance with the policy have been attended to appropriately, and the provisions governing accountabilities and actions expected of the employer (i.e. information sharing, communication, investigation and responses) to formal complaints continue to demonstrate a responsible and effective mechanism to manage such sensitive and confidential matters.

- Notwithstanding the above, it is recommended that the following sections be revised to replace “Director, Human Resources” with “AVP, Human Resources”:

- Section 38 (c) details the roles and responsibilities of employees, including:

Employees are encouraged to report incidents of Workplace Violence, Harassment and Discrimination by communicating such incidents to their supervisor. If the Employee's supervisor is involved in the incidents at issue, the information should be reported directly to the administrator who the Employee's supervisor reports to, or directly to the Director, Human Resources [\[Link to Human Resources\]](#). If the Employee's supervisor is involved in the incidents at issue, and that supervisor is a member of Human Resources, then the information should be reported to UOIT General Counsel.

- Section 39(e) details the accountabilities of “Persons of Authority”, including:

Persons of Authority are responsible for supporting UOIT in its duty to recognize, assess and address Workplace Violence, Harassment and/or Discrimination. For example, Persons of Authority should intervene promptly when they become aware of Workplace Violence, Harassment and/or Discrimination, and should seek assistance from the Director, Human Resources [\[Link to Human Resources\]](#), unless a member of Human Resources is directly involved in the incidents at issue, in which case assistance should be sought from UOIT General Counsel.

- Section 45 of the corresponding Procedures details the direct contact within Human Resources of all Workplace Violence incident reports:

Anyone who witnesses an incident of Workplace Violence should also promptly report it to the Office of Campus Safety. Employees who witness an incident of Workplace Violence must complete a Workplace Violence incident report form as soon as possible. If several Employees are involved in or witness the incident, each Employee must file a separate report with the Office of Campus Safety. The Office of Campus Safety will immediately forward a copy of all Workplace Violence incident reports to the Director of Human Resources, when there is a situation that presents a threat of further Workplace Violence to Employees, volunteers or visitors.

- Pursuant to the policy, the management group in Student Life is reviewing the policy, and the internal findings and recommendations contained herein will be shared with the Joint Health and Safety Committee (JHSC).

IMPLICATIONS:

- The approval of the policy review will allow the University to continue to support staff in a responsible and responsive manner when managing a complaint under the policy.
- The recommended substitution from Director, HR to AVP, HR ensures a greater level of experience and knowledge will be applied to those seeking assistance from, or providing information to, the Human Resources department.

NEXT STEPS:

- Following the conclusion of consultation and feedback from both Student Life and the JHSC, final review will be completed and shared with GNHR at the January committee meeting.