THE UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY
MINUTES OF THE 9ᵗʰ REGULAR MEETING OF THE BOARD OF GOVERNORS

DATE: **May 14, 2003**   **PLACE:**   **Community Room**
TIME: **7:19 p.m.**   **Oshawa Campus**

IN ATTENDANCE:

GOVERNORS:	**Bob Strickert, Chair**
	Peter Bagnall
	Joanne Burghardt
	Garry Cubitt
	Bill Hunter
	Denise Jones
	Gail MacKenzie
	Mark Moorcroft
	Mike Shields
	Lorraine Sunstrum-Mann
	Doug Wilson
PARTICIPANTS:	**Carol Beam**
	Liesje de Burger
	Deborah Kinkaid
PRESIDENT:	**Gary Polonsky**
TREASURER:	**Don Hargest**
SECRETARY:	**Cathy Pitcher**
SENIOR STAFF:	**Ralph Aprile**
	Bev Balenko
	Catherine Drea
	Michael Finlayson
	Richard Levin
	Ann Mars
	Judy Moretton
	Gerry Pinkney
	Don Sinclair
	Terry Slobodian
	MaryLynn West-Moynes

REGRETS:

GOVERNORS:	**Michelle Carter**
	Phillip (Rocky) Simmons
PARTICIPANTS:	**Lisa Grande**
SENIOR STAFF:	**Margaret Greenley**

CALL TO ORDER

The Chair called the meeting to order at 7:19 p.m.

REGRETS

The Chair noted regrets from Governors Michelle Carter and Phillip (Rocky) Simmons, and participant Lisa Grande.

INTRODUCTION OF GUESTS

At the request of the Chair, MaryLynn West-Moynes acknowledged Craig Loverock, Director of Budgets and Financial Planning; Donald Wallace, Director, Academic Planning, UOIT; and Tom Ouchterlony, legal counsel with Borden, Ladner, Gervais LLP.

ADDITIONS/DELETIONS TO THE AGENDA

Agenda items 8.3.2, Signing Authority for UOIT, and 15.1, UOIT's First Calendar, were added.

CONFLICT OF INTEREST DECLARATIONS

None was noted.

APPROVAL OF PREVIOUS MINUTES

There being no errors or omissions in the minutes of the Regular Board meeting of April 9, 2003, the Chair declared the minutes accepted as presented.

ACTION ARISING FROM PREVIOUS MINUTES

It was noted that the action item regarding the change to the Research Policy had been completed. A letter for the Chair's signature to the Minister re the articulation agreement between DC and UOIT is in process.

DECISION ITEMS

Research Policies

Michael Finlayson reported that the Board had reviewed and approved a broad Research Policy at last month's Board meeting which outlined and set up the bureaucracy and broad activities for the University. He noted that much of the research activity will be funded federally by one of the three granting institutions (Natural Sciences and Engineering Research Council, the Canadian Institutes of Health Research and the Social Sciences and Humanities Research Council). Michael advised that in the last decade each of these granting institutions has focused on accountability of the use of taxpayers' money and as such, universities applying for federal grants must have policies which conform to the granting agencies requirements.

Research Ethics Policy and Procedures

Michael noted the Research Ethics Policy is pertinent to research involving human subjects. He commented its purpose is to lay out in a detailed way how the University conducts research on human subjects and must conform to explicit, rigid policy. This policy denotes respect for the individual and privacy and outlines procedures which fall within the jurisdiction of the Research Ethics Committee. Michael advised that the draft version of this policy had been sent to NSERC and SSHRC to allow new faculty to bring their research with them and also to apply for new grants.

Bob Strickert noted Section 2.7 which states "if human participants are involved in a teaching exercise, the activity must be reviewed by the Review Committee or by a committee with delegated power". He stated there was no reference in the Act to the Board having powers in this area. Michael Finlayson agreed. Bob then questioned what would happen from a process perspective if there was a complaint, and would there

be any interface with the Board? Michael replied that the VP of Research (or Associate VP of Research) does report to the Board on a regular basis and this would include any research misconduct complaints.

Lorraine Sunstrum-Mann commented that the section regarding Informed Consent was well written. She questioned the statement "under certain circumstances, the Review Committee may waive the requirement for written consent" and wondered if some elaboration on this point was required? Lorraine thought perhaps a framework or guidelines could be included as to when written consent was not required. Michael replied that there were certain circumstances where oral consent would suffice and this provided a little provision for flexibility in the judgement of the Review Committee that written consent under certain circumstances was impractical.

Lorraine agreed but stated she was asking the question from a risk management standpoint and what risk was there from the Board or University's standpoint? Doug Wilson stated that this was specific to written consent and doesn't talk about waiving consent and that this was relatively common. Bill Hunter stated that one example might be when the participants are researchers themselves and understand fully that they need this protection and know their rights. He commented another situation might be when peer consent is not needed or it is already publicly stated.

<div align="center">Moved by Doug Wilson   Seconded by Garry Cubitt</div>

MOTION "That the Board of Governors of the University of Ontario Institute of Technology approve
#36   the Research Ethics Policy and Procedures, as presented."

<div align="center">CARRIED</div>

Integrity in Research and Scholarship Policy

Michael advised that this policy deals with the issues of research not involving human subjects. He stated this policy was designed to deal with academic or scholarly misconduct. The policy outlines the procedure to make complaints and, if warranted, the process for a review and hearing. This definitional and procedural policy protects the University from liability re misconduct. Bob Strickert questioned how often professional misconduct in research occurs. Michael stated this was difficult to predict, particularly in light of the fact we will not have a School of Medicine, but it usually is minimal. He reiterated that there must be a process in place.

<div align="center">Moved by Lorraine Sunstrum-Mann   Seconded by Garry Cubitt</div>

MOTION "That the Board of Governors of the University of Ontario Institute of Technology approve
#37   the Integrity in Research and Scholarship Policy, as presented."

<div align="center">CARRIED</div>

Approval of the 2003-2004 Budget

Denise Jones advised that the Audit & Finance Committee met on April 22 to review the UOIT Budget. She noted minutes had been distributed for the Governors' review. She stated the Committee had also begun discussion re Audit & Finance Committees' best practices and would continue at the June meeting.

Doug Wilson commented that reference was made in the budget highlights re the discounted BIU and that this was no longer the case. Craig Loverock agreed but stated the 85% was allocated to the operating costs and 15% had been added directly to capital.

| | Moved by Doug Wilson | Seconded by Lorraine Sunstrum-Mann |

MOTION
#38

"That the Board of Governors of the University of Ontario Institute of Technology approve the 2003-2004 Budget as prepared by Administration and indicating revenues of $21,791,031, expenditures of $21,791,031 and a surplus of $0, and a copy of the foregoing budget be attached to and form part of these minutes."

CARRIED

Affirm Decision Item(s) from Joint Boards of Governors Meeting

Election of Chair and Vice Chair

| | Moved by Doug Wilson | Seconded by Garry Cubitt |

MOTION
#39

"That the Board of Governors of the University of Ontario Institute of Technology approve the appointment of Garry Cubitt as Chair of the Board for a one-year term beginning September 1, 2003 in accordance with the election results of May 14, 2003, and that the ballots for the election be destroyed."

CARRIED

| | Moved by Gail MacKenzie | Seconded by Debbie Kinkaid |

MOTION
#40

"That the Board of Governors of the University of Ontario Institute of Technology approve the appointment of Lorraine Sunstrum-Mann as Vice-Chair of the Board for a one-year term beginning September 1, 2003 in accordance with the election results of May 14, 2003, and that the ballots for the election be destroyed."

CARRIED

Signing Authority for UOIT

| | Moved by Doug Wilson | Seconded by Lorraine Sunstrum-Mann |

MOTION
#41

"That the Board of Governors of the University of Ontario Institute of Technology approve that Craig Loverock, Director of Budgets and Financial Planning, become a signing officer for the University of Ontario Institute of Technology upon the retirement of Don Hargest, Vice President, Finance and Administration, effective June 4, 2003."

CARRIED

COMMUNITY INFORMATION AND QUESTIONS

Bill Hunter reviewed the Building Connections collaborative partnership between UOIT's School of Education, Durham College, the Durham District School Board and the Durham Catholic District School Board. This program brings in teacher candidates and teachers from the School Boards to gain first-hand knowledge of the college learning environment. He noted funding was provided for at least one more year for this initiative and it had enormous support among all the partners.

DISCUSSION ITEMS

By-Law Number 1

Bob Strickert advised that the Executive Committee, along with additional Governors, had met several times to review governance issues including the proposed By-Law. He noted that the By-Law document was a stand-alone document, and that the framework of how the College and University Board would work together would be defined in a sharing agreement. He advised there would be a statement of principles in a Governance Manual which would also outline the University's Special Mission. He reiterated that the By-Law does not deal with shared services.

The draft By-Law outlines the powers of the Board and outlines two specific Board Committees: Executive Committee and Special Compensation Committee. Bob stated that all other committees and the composition of the committees will be decided by a Resolution of the Board. He reported that the Executive Committee has the power to act on behalf of the Board on urgent items or during the summer recess period. He advised that the compensation of the President will be dealt with by a special committee and not negotiated with the full Board. Bob stated there was an outstanding item with respect to the composition of the Executive Committee and this would be discussed later. Bob reminded Governors that the By-Law defines the governance structure for the long-term.

Joanne Burghardt referred to Section 6.2 and that meetings shall be adjourned after three hours from commencement or completion of business. She questioned if the process to do so was as outlined in Section 6.8 and by a simple majority? Bob replied yes.

Debbie Kinkaid questioned the date in Article 16, Fiscal Year. She stated the original thought had been that it would be the same as year ending for Durham College. Don Hargest noted the Government had originally stated that April was the fiscal year end, in line with most universities. They had since agreed it would be March 31. Don also recommended this change.

Bill Hunter referred to Section 4.3, Appointed Governors, and felt the wording "approximately one year" was unclear. Tom Ouchterlony stated this referred to initial appointments only. Bob stated this was flexible to the appointment time and Gail agreed and stated the end date should be August 31. It was agreed to change this.

Bill also questioned the use of Wainberg and Nathan as the rules of order. Bob commented that this was thought to be more in line with the Corporations Act and clearer than Roberts' Rules.

Bill reviewed Section 6.12, Adjournments, and questioned why the Board would want to adjourn to a future time without notice? He felt this opened the door to manipulation and was not clear as to why and how this would happen. Bob noted an example of a meeting being extremely lengthy and the need to adjourn to another time. Tom also mentioned this was vague and did not specify that the adjournment could allow for such things as fire alarms or other emergency situations. He stated the rules of order (Wainberg and Nathan) would address the "how" to adjourn. Bill noted he still had concerns on what actions would allow an adjournment to take place and the phrase "from time to time".

Tom commented that this was a standard phrase in corporate by-laws which allows events to move or change to another time. Doug Wilson agreed and stated that this provided flexibility to the meeting. He commented that notice requirements can become onerous and it would really be a continuation of the original meeting.

Garry Cubitt commented he would like an expansion on the meaning of the word "adjournment" as he felt this may simply mean a "recess". Bill felt this discussion was helpful but also stated that the adjournment could be made without a quorum. Garry advised that allowed for an adjournment to take place. Bill reiterated with no notice, individuals would not be aware of when the Board would reconvene.

After further discussion, it was agreed that Tom Ouchterlony would review the wording.

Richard Levin commented that Section 4.5, regarding the definition of student governor introduced an inflexibility re full-time semester and the definition should be the academic definition in the University regulations.

Discussion followed re Section 4.4, Elected Governors, and representation of teaching staff. Michael Finlayson suggested representation of two faculty by dividing the Schools into two groups to ensure equal representation. It was agreed that Tom Ouchterlony would re-visit Section 4.4.

Bob reviewed the structure of the Executive Committee and that there are different schools of thought: one was to have seven members with 5 co-populous Governors, 1 UOIT and 1 DC Governor. Another was to have 5 co-populous Governors. He commented that if there were only 5 co-populous Governors, this would exclude the internal Governors. A third option is to have a separate Executive Committee for DC and UOIT, with mostly co-populous Governors but also with 1 or 2 non-co-populous; typically, both committees would meet together. Bob asked for input from the Board.

Mark Moorcroft thought there would be overlap with two Executive Committees. Joanne Burghardt questioned how we could state in the UOIT By-Law that a DC Governor be a member of the Committee? Bob stated the By-Law would read that a non-Governor could be a member. Joanne commented that the concept of the joint Committee made sense as it models the Board structure. Doug Wilson commented that it would be difficult to delegate to non-Board members. He questioned why the 5 co-populous model could not work? Gary stated that internal Governors would be precluded and it was a legal opinion that internal Governors could not be precluded from equitable opportunity.

Gary reiterated the model of two Executive Committees (one for DC and one for UOIT) that normally would sit at the same time. It could be comprised of 5 co-populous Governors plus one or two DC and one or two UOIT Governors for its respective Committee. He noted this structure would model the current Joint Board.

Lorraine Sunstrum-Mann saw this as problematic, particularly if the internal voices could sway the discussion of the other Committee members. She stated this structure would need to be clearly detailed with respect to functionality. Bob agreed and added it would be the Chair's role to have a clear vision of function.

Peter Bagnall was comfortable with two Executive Committees and if there was a unique UOIT-only situation the UOIT Committee only would meet, ditto for DC. He did stress that it should be a matter of routine that they sit together. Bob reiterated that the respective Committees could make decisions solely for its institution. Gail MacKenzie felt the less divisive the better, and that the model could work as long as both Committees met together. Bob noted this could be included in the shared services agreement.

Mark agreed with this model and felt the Executive Committee should be comprised of senior Board members. Bill added his support for two Executive Committees as it reflected two legal entities (DC and UOIT).

Bob noted the Executive Committee will meet again in early June to review this model as well as the other changes to the By-Law as discussed.

Tom Ouchterlony left the meeting at 8:54 p.m.

REPORT OF THE PRESIDENT

Ontario College of Teachers' Education Site Visit Update

Bill Hunter advised that accreditation had been received from OCT and UOIT can now recommend students for their teacher license. He noted this currently was a consecutive program based on science,

math and technology but could be expanded to other areas. Bill commented that proposals would be forthcoming for other programs.

Vision Update

No questions or comments were noted.

Academic Council Meetings held March 25 and April 15, 2003

Michael Finlayson noted the minutes had been circulated and noted the bridging programs for the B.Comm and Justice programs.

Memo from Janet Ecker to Gary Polonsky re Government Support for the University

Gary stated this was a critical letter from Minister Ecker which reiterated support of the University.

UOIT Economic Impact Statement

Gary reported that this document had been completed explicitly for the "ask" from the Region but would be used in many other situations to garner support. He congratulated Bob Coke on a job well done. Gail commented that the document was clearly written and spelled out the economic and social benefits of the university. She felt it was a very useful document. Doug Wilson and Lorraine Sunstrum-Mann echoed Gail's comments. Bob Strickert thanked Bob Coke for a job well done.

UOIT's First Calendar

Bob reviewed the calendar and noted this was the very first calendar published for UOIT.

Board Tribute to Don Hargest

The Chair commented that this was Don's last Board meeting prior to retirement. He congratulated and thanked Don for a job well done. Don thanked the Board for its support and best wishes.

ADJOURNMENT

Meeting was adjourned at 9:15 p.m.

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Bob Strickert, Chair   Gary Polonsky, President