

**BOARD OF GOVERNORS**

**MINUTES (PUBLIC SESSION)**

**MEETING NUMBER:** 81

**MEETING DATE:** JUNE 19, 2013

**MEETING LOCATION:** DTB 524, 55 BOND STREET, OSHAWA, ON

**GOVERNORS IN ATTENDANCE:**

Larry Seeley, *Chair*  
Michael Angemeer  
Rupinder Brar  
Garry Cubitt  
Rami El-Emam  
Andrew Elrick  
Miles Goacher  
Donald Hathaway  
Adele Imrie  
Jay Lefton  
Robert Marshall  
John McKinley  
Tim McTiernan, *President and Vice Chancellor*  
Michael Newell  
Glenna Raymond  
Marj Rempel  
Bonnie Schmidt  
Andrea Slane  
Ann Stapleford-McGuire  
Pierre Tremblay  
Heather White  
Peter Williams

**REGRETS:**

Perrin Beatty, *Chancellor*  
Zaid Keldani  
Michael Angemeer  
John McKinley  
Rami El-Emam

**BOARD SECRETARY:**

Cheryl Foy, *University Secretary and General Counsel*

## **UOIT STAFF:**

Susan McGovern, *Vice President, External Relations*  
Andrea Kelly, *Assistant to the University Secretary and General Counsel*  
Brad Maclsaac, *Assistant Vice-President, Planning & Analysis*  
Cathy Pitcher, *Assistant to the President*  
Michael Owen, *Vice-President, Research, Innovation and International*  
Brad Maclsaac, *Assistant Vice-President, Planning & Analysis*  
Stephanie Rogoza, *Legal Counsel*  
Murray Lapp, *Vice President, Human Resources and Services*  
Pamela Onsiong, *Director, Planning and Reporting*

## **GUEST:**

Shirley Van Nuland, Associate Professor, Faculty of Education/President  
Faculty Association,

### **1. Call to Order and Introduction of Guests**

The Chair called the Meeting to order and introduced several guests in attendance including: Pamela Onsiong, Shirley Van Nuland, and Stephanie Rogoza

### **2. Approval of the Agenda**

With the addition of "Other Business" as Item 13.14 and moving "Adjournment" to Item 13.15, the Agenda was approved as amended.

### **3. Conflict of Interest Declarations**

There were none.

### **4. Approval of Minutes of April 18, 2013\***

With a correction to the student/teacher ratio noted and upon motion duly made by G. Cubitt and seconded by M. Goacher, the Minutes were approved as amended.

### **5. Chair's Report**

The Chair tabled his report on the Board activities for the 2012-2013 year. He expressed his pride in the University, board, faculty, students and staff indicating that the University is well-positioned. He noted that in the past year the Board and its committees had met 33 times and attended a variety of functions on behalf of the University thereby demonstrating a tremendous commitment made by Board members to the University. He noted that the University is continuing to improve its governance and he recognized the contributions of A. Stapleford-McGuire in this regard. He also thanked C. Foy for her contribution to the improvement of governance indicating that improved governance is essential. He noted that in the past year the Board had reviewed and approved the Terms of Reference for its Committees and encouraged Board members to familiarize themselves with these documents. He noted that

the Co-Populous process has been improved and is more relevant and thanked Mr. Cubitt for his Co-populous reports. The Chair said that the Board Committees have incorporated work plans. The Chair noted that the past year saw the finalization of the Strategic Plan – a document that was in process for over a year and that now the focus is on execution against the Plan. The Chair advised that he has confidence in the Senior Leadership Team noting in particular that the University is very well-served by the President. The Chair thanked each member of the Senior Leadership Team individually.

## 6. **President's Report**

The President advised that he had only a few comments. He noted the establishment and growth of the UOIT Alumni Association. He commended those involved indicating that this initiative is welcomed and important to UOIT.

The President turned to research at UOIT. He noted that researchers make contributions to knowledge generation and knowledge transfer indicating that UOIT researchers are achieving national and international recognition. He described a collaboration with the Dublin Institute of Technology. He described AUCC initiatives to advocate for support for research. Some key messages from that advocacy included research as a means for students to secure their first jobs, research as a path through which institutions collectively act as significant contributors to the economy. He noted that in addition to these benefits institutions have a formal mandate to debate and discuss innovative ideas for the betterment of our society.

## 7. **Co-Populous Member Report – Garry Cubitt**

The Chair asked G. Cubitt to present the Co-Populous report. G. Cubitt noted the report relating to college/university pathways for gaming which described that students often switch back and forth between colleges and universities.

He described Durham College's focus on good governance indicating that a highlight of the last board meeting was that members of the Durham College Board had completed advanced good governance certificates.

G. Cubitt described the Durham College Program Quality Assurance Process Audit noting that Durham College was fully compliant in all six areas of the audit. He noted the addition of new Board members indicating that the Board is very excited about the calibre and quality of its new members. He advised that he was very pleased to be part of the governance committee to conclude efforts on revamping the Co-Populous process recognizing A. Stapleford-McGuire for her leadership in this area. He noted that some work would be required between the two institutions to replace Michael Newell.

The Chair congratulated Dr. Cubitt on his receipt of a UOIT Honorary Degree. T. McTiernan echoed L. Seeley's comments noting the calibre of the nominees for this year's degree awards.

## 8.1 2012-13 Audited Financial Statements - Adele Imrie

The Chair asked A. Imrie to speak to the annual financial statements. Ms. Imrie confirmed that the University had adopted new standards for not for profit entities, noting that these standards are required to be applied retroactively. She noted that there was a minimal impact on financial statements. Ms. Imrie confirmed that UOIT ended the year with \$21M of cash and a surplus of \$14M. She described the reasons for this surplus.

In respect of the surplus, A. Imrie recommended that of the \$14M management and the Audit & Finance Committee an amount of \$11.5M is set aside as internally restricted. Within the \$11.5M, she put forth a recommendation that \$1M be allocated to working capital bringing total to \$3M. She noted that the University is required to bring up its working capital reserve by MTCU and is ahead of schedule in this regard. She noted that there is a further recommendation that another \$1M to student awards and the balance to a capital reserve for wet labs and to build an additional building facilitating the creation of more student space.

Ms. Imrie confirmed that as part of the Audit & Finance Committee's due diligence, it held an *in camera* session with the University's auditors and there were no concerns reported. A. Imrie thanked the finance team noting that the auditors were complimentary of the results. She expressed appreciation for the solid fiscal management of the University's financial resources.

Ms. Imrie put forth the following motion, seconded by A. Stapleford-McGuire:

*THAT, PURSUANT TO THE REQUEST OF THE AUDIT COMMITTEE OF THE BOARD, AND FURTHER TO THE AUDIT COMMITTEE'S REVIEW AND APPROVAL OF THE 2012-13 AUDITED FINANCIAL STATEMENTS, THE BOARD OF GOVERNORS APPROVE THE 2012-2013 AUDITED FINANCIAL STATEMENTS GENERALLY AND SPECIFICALLY APPROVE THE INTERNAL RESTRICTED FUND DESIGNATION DESCRIBED ON PAGE 1 OF THE AUDITED FINANCIAL STATEMENTS AND NOTED UNDER NOTE 15 ON PAGE 19 OF THOSE STATEMENTS.*

The Chair confirmed that there were questions at Audit & Finance Committee which resulted in changes to notes and additions. He further noted that the money to be allocated to student scholarships will attract additional investment. He confirmed his view that the labs are essential. He also noted that the new building is essential. Additionally, the Chair noted that Audit & Finance Committee was concerned to ensure that the proposed hires are taking place strategically confirming that the Board wishes to ensure that student services, faculty, and student experience areas are supported.

The motion was unanimously approved as presented.

## 9.1 **AGM Strategic Plan Update (P) - Tim McTiernan**

The Chair asked the President to provide a Strategic Plan update. T. McTiernan referred to his presentation entitled “Strategic Plan Update”. He reminded the Board of the three key elements of the Strategic Plan: preparing graduates for the evolving 21<sup>st</sup> workplace; building strength and capacity through research, innovation and partnerships, and distinguishing the University as a healthy 21<sup>st</sup> workplace. He discussed the ways in which the University is implementing the Strategic Plan describing the: Transformation of Learning Task Force, Tablet Pilot Projects, a Student Service Review, the Strategic Research Plan including international, industry and regional economic development collaborations and recognition awards. The President discussed the Strategic Mandate Agreement advising that it echoes the Strategic Plan as it provides for flexible delivery, outcomes-based learning strategies and enhanced pathways, productivity and innovation through strengthened partnerships with Durham College and Trent, and the enhancement of the physical and IT infrastructure. He reported on the specific pathways agreements, the operational agreement with Trent and the work underway on IT, labs and the physical infrastructure. The President described his vision of the University in 20 years. He outlined the key accomplishments required in order to achieve the 20 year vision. The President then discussed the core narrative to support the achievement of this vision advising that UOIT will lead in key aspects of three central public policy challenges: Advanced Manufacturing, Sustainable Energy, and Smart Communities.

**Board Discussion:** The President responded to comments and questions from the Board about the financing required to support the vision. There was a discussion of potential partners for collaboration and the President confirmed that there are ideas under development. P. Tremblay stated that there is a lot of good thinking going on and queried whether there are themes emerging as a dialogue for the Board at some point? T. McTiernan confirmed that there are themes and also noted that to a large extent international opportunities are being driven by but should not be limited by government funding priorities. He stated that subject area and connections should also drive the development of international partnerships. The Chair agreed that it is not in the interests of universities to be limited by federal government priorities. He stated that each university must make its own choices based on its priorities and needs and he has made that clear at COU. T. McTiernan concurred and confirmed that as differentiation progresses making strategic decisions about those relationships will be more important. J. Lefton asked for a list of target countries and the President described them. The Chair advised that it would be helpful to the Board to have an annual update on international strategy.

## 9.2 University Performance Report\* - Tim McTiernan

The President turned to his second report and referred to a presentation prepared by B. MacIsaac and entitled “UOIT – Taking our Pulse”. The President discussed a variety of topics including : applicants to UOIT and their distribution as organized by whether UOIT is the 1<sup>st</sup>, 2<sup>nd</sup>, or 3<sup>rd</sup> choice; yield rates; enrolment pattern; growth in research grants and contracts; citation rates; graduation rates for students; degrees conferred; graduate employment rates. The President noted that in 2013, UOIT is a shade below the average and further noted that one of our strengths i.e. the focus of our programs may also be our vulnerability as if the target sectors are hit, it will have an impact. The President responded to comments and questions. J. Lefton advised that it would be helpful to have a comparison with peers and T. McTiernan described some of the challenges in doing across University comparisons. He noted that for citations, for example, the numbers would have to be adjusted for career lengths within institutions noting that UOIT is a young institution with young faculty members for the most part early in their careers. The President responded to additional comments and questions. G. Raymond thanked T. McTiernan for tabling indicators advising that the discussion was helpful to the Strategy & Planning Committee as it was struggling with lots of discussion around indicators and how to measure progress against the Strategic Plan. This presentation demonstrates that the University is making good progress. The Chair echoed Ms. Raymond’s thanks noting that indicators are important and focus us on strategic issues to be managed.

## 10. Consent Agenda - Annual Board Governance Matters: (For Decision):

The Chair advised that he would go through each item providing comments where necessary and soliciting comments and questions.

In respect of item 10.2 – Board committee membership, the Chair noted the following changes to the document presented: D. Hathaway to be added to Strategy & Planning; J. Lefton to be added to Governance, Nominating and Human Resources and Strategy & Planning and removed from Audit & Finance. He noted that Heather White and Michael Newell should be noted as LGIC appointees.

In respect of item 10.3, the Chair noted the revised Meeting schedule, indicating that the schedule reflects an attempt to move to having more meetings on same day thereby taking up less days of Members’ time.

With respect to item 10.13 - Recommendations for the Award of Tenure & Promotion, the Chair asked T. McTiernan to describe the process. The President described the tenure and promotion process, noting that it is central to the academic life of the community and is a multi-step process: Applications

for tenure are considered by a committee with representatives from the academy. The committee recommendations are presented to the President for review and endorsement or not with the final list going from President to Board for approval. The process involves external peer reviews that are factored in. The principle of peer review is at the core of the academic evaluation process both for grants, and citations. R. Brar expressed support for the recommended recipients noting that we should feel proud of them and be happy that they have made a commitment to UOIT.

The Chair introduced item 10.14 - Appointment of External Auditors, noting that UOIT issued its audit to tender and that the responses were considered by a committee composed of the CFO, members of Finance, and of the Audit & Finance Committee. He described the criteria and the result which is a proposal to retain KPMG. He discussed the reason for the selection of KPMG and noted that it had dropped its audit fees by 20%. The Chair asked for discussion on the following motion:

*THAT, PURSUANT TO THE REQUEST OF THE AUDIT COMMITTEE OF THE BOARD, AND FURTHER TO THE AUDIT COMMITTEE'S REVIEW OF THE SELECTION PROCESS AND APPROVAL OF THE SELECTION OF KPMG AS AUDITOR TO THE UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY FOR THE FISCAL YEARS 2013-14, 2014-15, AND 2015-2016, THE BOARD OF GOVERNORS APPROVES THE APPOINTMENT OF KPMG AS AUDITOR TO THE UNIVERSITY OF ONTARIO INSTITUTE OF TECHNOLOGY FOR THE FISCAL YEARS 2013-14, 2014-15, AND 2015-2016.*

J. Lefton asked about the rationale for the three-year term of the appointment and M. Goacher advised that the committee was looking for continuity. The Chair commented on the process confirming that there had been a full presentation at Audit & Finance. He noted that KPMG is doing 80% of the university sector work and further noted that the Board was very concerned to retain the capability and expertise. He confirmed that the committee felt that KPMG came out well against criteria and cost. R. Marshall noted that he sees value in continuity in the audit given the University's progress in improved controls over the years. D. Hathaway noted that unless there is a change in audit partners there is a risk associated with excessive familiarity. G. Raymond noted that she is comfortable to support the recommendation and asked if the Audit & Finance Committee would look at assigning a different QA partner.

Upon motion duly made by P. Tremblay and seconded by P. Williams, the motion was approved as presented.

11.1 **Videos:** The Board received two video presentations.

## 11.2 **UOIT Graphic Evolution and AODA Compliance - Susan McGovern**

The Chair invited Ms. McGovern to present on the Graphic Evolution and AODA Compliance. Ms. McGovern discussed the history of the logo confirming that the 10<sup>th</sup> anniversary logo would be in use until September 2014. She presented the future variations of the UOIT logo. She explained that “Challenge Innovate Connect” is a tagline which will be used separately from the Logos. She described the terms of use of the logo by faculties, departments and clubs explaining that for the foreseeable future the faculties will not have their own logos although this may be considered in the future. She presented Word Mark examples. She described unacceptable use of the logo. She presented the University Coat of Arms and its history. She advised that the Coat of Arms will be used only for ceremonial and commemorative purposes. She discussed the design obligations under the Accessibility for Ontarians with Disabilities Act (AODA). She described the University’s approach to the proposed changes to the new colour palette. She responded to comments and questions.

## 11.3 **Canadian University Boards Association Conference (P) - Adele Imrie**

The Chair asked Adele Imrie to present on the Canadian University Boards Association Annual Conference. Ms. Imrie advised that the conference was a great opportunity to network and to discuss ideas. She advised that the theme was the future of Canadian universities and whether universities need to be rethought confirming that the speakers were very qualified and very interesting.

*Don Hathaway left the Meeting.*

Ms. Imrie noted that some of the ideas were controversial and that in light of many of the recommendations, UOIT is in a good position. She noted that the University already focuses on experiential learning and building pathways and is also well-positioned for change as it is younger and entrepreneurial. She described the unprecedented change affecting the post-secondary sector and the challenges facing the sector. She described what speakers indicated about the future for universities including increased reliance on technologies and changed approaches to teaching. She noted that it is very important for Universities to teach soft skills and to focus on skill development and experiential learning and offer relevant programming as well as emphasizing employment for graduates. She further noted that differentiation and specialization are critical. She discussed MOOCs noting that speakers had emphasized that MOOCs require great speakers. She noted that the Canadian system of separating colleges and universities is unique and that stronger pathways should be developed. She said that there were recommendations to work on community relationships and those speakers promoted market sensitive compensation for faculties. She described the discussion about what Boards should be asking: transparency, accountability, teaching improvements



and assessments, should understand what research scholars are doing and judge what is worthwhile. She listed many other questions that Boards should be asking. Ms. Imrie referred to a risk management and scenario-planning handbook handed out by Richard Worzel and described Mr. Worzel's recommendations.

T. McTiernan commented and providing some background on several of the speakers. He said that the model that seems to be proposed is that of undergraduate-only universities and is highly problematic. He objected to the tone that underlies that suggests that universities are being passive and that faculties are running rampant. There was a discussion about the role of universities within society. P. Williams commented that CUBA is inwardly focused and recommended improved ties with the Association of Governing Boards. There was a discussion of the possible takeaways including whether it was possible to identify any gold-standard corporate governance best practices. Ms. Imrie responded to other comments and questions from the Board.

The Chair advised that research in universities is crucial noting that it isn't the technology that is the most valuable, it's the capability of doing research and of solving problems in the real world over and over and over again. He stated that innovation comes from an ability to do research and stated his view that the biggest product is the graduate and the graduate's capability. P. Williams expressed the view that universities have to focus on generating money – move from dependence to independence noting that US universities can teach Canadian universities how to do that. The Chair thanked Ms. Imrie for her presentation and the Board for an engaged and lively discussion.

## 12. **Information Items**

The Chair referred the Board to the items circulated for information and asked the Board to read the materials. The Chair noted the CCOU Board of Governors Conference to be held November 8-9, 2013 and encouraged Board members to attend. The Chair thanked the Board and Management for a very good meeting.

*There being no other business and upon motion duly made and seconded, the meeting ended at 3:15 p.m.*