
PUBLIC SESSION MINUTES
Wednesday, March 11, 2015
3:00 pm – 5:30 pm
Place: 55 Bond St, DTB 524

GOVERNORS IN ATTENDANCE:

Glenna Raymond, Chair
Adele Imrie, Vice Chair
John McKinley, Vice Chair
Nigel Allen
Doug Allingham
Rupinder Brar
Karyn Brearley
Garry Cubitt
Don Duval
Andrew Elrick
Amir Ghandehariun
Miles Goacher
Don Hathaway
Theeben Jegatheesan
Jay Lefton
Robert Marshall
Michael Newell
Tim McTiernan
Bonnie Schmidt
Andrea Slane (via teleconference)
Pierre Tremblay
Tyler Turecki
Valarie Wafer

REGRETS:

Perrin Beatty, Chancellor
Heather White

BOARD SECRETARY:

Cheryl Foy, University Secretary and General Counsel

UOIT STAFF:

Craig Elliott, Chief Financial Officer
Andrea Kelly, Assistant to the Secretary
Murray Lapp, Vice President, Human Resources and Services
Susan McGovern, Vice President, External Relations and Communications
Michael Owen, Vice President, Research, Innovation & International
Melissa Gerrits, Legal Counsel

GUEST:

Jonathan Hackett

Matt Fawcett

1 Call to Order

The Chair called the meeting to order at 3:21 p.m.

2 Agenda

Upon motion brought by G. Cubitt, and seconded by D. Duval, the agenda was approved as presented.

3 Conflict of Interest Declaration

G. Cubitt declared a conflict of interest with respect to item 9.1.4 as it relates to UOIT UPass fees.

4 Chair's Remarks

The Chair welcomed members to the first Board Meeting of 2015. She also welcomed UOIT student Jonathon Hackett. She remarked that the full agenda reflected the committees' diligent work at the University since the last board meeting. She was pleased to note that the annual joint meeting with the DC Board was taking place that evening. DC is a significant partner, evidenced by the regular copopulous reports, and the Chair encouraged members to attend and part take in the discussions.

5 Approval of Minutes of the Meeting of November 28, 2014

Upon motion brought by G. Cubitt, and seconded by R. Marshall, the minutes were approved as presented.

6 President's Report

The Chair invited the President to deliver his report. The President was pleased to report that UOIT was one of a handful of universities to benefit from an increase in applications over last year. With the Major Capacity Expansion program premised on continued growth, an increase in enrollment would strengthen UOIT's proposal. He advised that UOIT was a recipient of the Queen Elizabeth II Diamond Jubilee Scholarship which will used to fund student exchange programs with other institutions in the Commonwealth. UOIT will be attending a meeting on advancement in manufacturing along with several other community partners and academic participants. He advised that UOIT had recently benefited from some unpaid publicity in the Porter Airlines Inflight Magazine and as a result of a guest appearance by Minister Holder at UOIT's economic club, inspiring young Canadians to study science, technology and engineering. The President indicated that convocation ceremonies are scheduled for June 4 and 5. He looks forward to having Board members attend to celebrate the occasion.

6.1 Chancellor Search Committee Update

The President provided an update on behalf of the Chancellor Search Committee. The President confirmed that the Committee identified the qualifications and attributes for the incoming Chancellor and compiled a list of potential nominees. At the next meeting the Committee intends to review

biographies and prepare a short list of nominees. Those who are short listed will be contacted for interviews. More information to follow at the next Board meeting.

6.2 Honorary Degree Committee Update

The President delivered an update with respect to honorary degrees. UOIT intends to confer a total of four honorary degrees at the upcoming convocation. The Committee has been in positive contact with three recipients and is looking to arrange a discussion with the fourth. The President expects to officially announce the names of the recipients at the next Board meeting.

6.3 AUCC Letter of Reaffirmation

The President addressed the AUCC Letter of Reaffirmation. The AUCC Board of Directors required all institutional members to sign a reaffirmation statement acknowledging continued adherence to the membership criteria. The President indicated that UOIT is compliant with all stated criteria and sought the support of the Board in reaffirming its AUCC membership.

Upon a motion brought by T. McTiernan and seconded by D. Allingham, the Board approved the following motion:

Whereas the AUCC is a voluntary membership organization, and institutions wishing to join the association must meet the criteria that are set out in the organization's by-laws;

And Whereas the Board of Governors of UOIT acknowledges the value of UOIT's membership in the AUCC and wishes to expressly restate its willingness to act in accordance with the AUCC's stated criteria;

Now Therefore, the Board of Governors of UOIT affirms UOIT's adherence to the criteria for institutional membership in the AUCC, as reflected in the document appended to the minutes.

7 Academic Council Report

The President presented the Academic Council Report. He referred the Board to the summaries of the September 18, 2014 and January 20, 2015 meetings and noted that the AC had approved two Bachelor degrees of Engineering in Mechatronics in addition to four new Pathway programs in keeping with the College/University bridge mandate. He advised that certain program specializations had been adjusted in an effort to accommodate the needs of students as programs continue to mature and evolve.

8 Co-Populous Report

The Chair invited co-populous member P. Tremblay to provide his report. P. Tremblay advised that the DC Board retreat is scheduled for April 18 and 19 at the Kingsbridge Conference Centre. The theme will be leadership succession as a number of Executive Heads are expected to retire in the coming years.

P. Tremblay remarked that the completion of the SLA agreement marked an important milestone for the maturation of the two institutions and is indicative of their collaborative relationship. He noted that the Presidents will be part of an advocacy panel at an upcoming conference.

He was happy to report that DC men's basketball team placed third and the women's volleyball team placed second at the OCAA provincial championship.

The Chair indicated she was looking forward to conversing with DC colleagues at the annual joint meeting later that evening and was particularly intrigued by the topics for the roundtable discussions.

9 Committee Reports (public items)

The Chair introduced the Committee reports noting that this is an opportunity for the Committee Chairs to update the Board on key items of work undertaken by the Committees.

9.1 Audit & Finance Committee

9.1.1 Third Quarterly Report

A. Imrie reported that the Committee received the Q3 Financial update, included in the package. She indicated that total enrollment for the University was up, however, it was lower as compared to the budget. The resultant decrease in revenue was offset by savings in expenses and the use of contingency funds. The budget was otherwise tracking to forecast.

She also highlighted that \$22M accounts receivable was attributable to deferred student tuition revenues, of which \$18M was already collected. Outstanding student A/R was being monitored and generally saw favourable collection rates as a result of robust collection procedures. From the cash account, \$16M was transferred to short-term GICs in accordance with the Expendable Funds Policy. The overall objective was to increase productivity of cash assets, while maintaining liquidity and minimizing risk as the institution continues to pursue strategic initiatives.

9.1.2 Laptop Procurement

A. Imrie presented the Laptop Procurement recommendation on behalf of the Audit and Finance Committee. Management was seeking board approval for the expenditure of \$6M to support the UOIT Technology Enriched Learning Program and internal needs for the 2015-16 academic year. Approximately 5200 new devices will be required to accommodate the refresh cycle as well as student, staff and faculty growth. An open competition across all PC equipment manufacturers is planned. The expenditure amount is slightly reduced from last year as a result of decreased enrollment and the Faculty of Education opting out, however, the expected unit price is expected to increase by 7% as a result of the exchange rate. The University will consider and weigh all criteria, including price, quality, risks and costs when selecting a manufacturer.

Upon a motion brought by A. Imrie, and seconded by R. Marshall, and pursuant to the recommendation of the Audit and Finance Committee, the Board approved the expenditure of approximately \$6 Million for the purpose of procuring the laptop, tablet and desktop equipment to support the UOIT Technology Enriched Learning Program and internal needs for the 2015-16 academic year.

A. Imrie further noted that virtualization pilots were underway in three faculties to test the viability of students accessing and using software on their own devices. According to P. Bignall's most recent report, the IT department aims to have a recommendation regarding the direction of the Tele program

by Spring 2015. The implementation of the transformative strategy, if any, will take effect Summer 2016.

9.1.3 Endowment Disbursement

J. McKinley presented the 2015-16 Disbursement Recommendation on behalf of the Audit and Finance Committee. Total Net Endowed Earnings as of March 31, 2015 is approximately \$2.75M. After deductions for current year disbursements and capital preservation, \$597,525 is available for disbursement. The Committee recommends a total disbursement of \$420,000 to be distributed as student awards for the 2015-16 year, with \$30K specifically allocated for Ontario Graduate Scholarships. This recommendation was duly reviewed and endorsed by both Advancement and Investment Committees.

Upon a motion brought by J. McKinley, and seconded by M. Goacher, and pursuant to the recommendation of the Advancement, Investment and Audit and Finance Committees, the Board approved the disbursement of \$420,000 from Endowment Funds to be distributed as student awards for the 2015-16 academic year.

The Chair congratulated the University on the management of its funds, and its commitment to making meaningful contributions to the education of its students noting that this will be the first year that Graduate Scholarships will not be funded by the operating account.

9.1.4 Tuition & Ancillary Fees 2015-16

The Chair invited B. MacIsaac to deliver his presentation to the Board. He described the process by which tuition and ancillary fees are fixed. The UOIT Act confers authority upon the Board of Governors to establish and collect fees. Tuition fees are inversely related to government funding. With Ontario Universities receiving the lowest average revenue per FTE in the country and provincial grants declining, institutions are forced to supplement revenue streams by raising the cost of tuition. At UOIT, tuition accounts for 38-40% of its revenue. Tuition fee increases are restricted to a maximum allowable fee increase of 3% as instituted by the Ministry in 2014.

B. MacIsaac compared UOIT fees relative to the rest of the system. Depending on the program, UOIT fees are \$500-\$1000 less than the tuition average for the province. UOIT ancillary fees are the highest in the province, approximately \$450 ahead of the average, excluding Tele program fees. The disparity is largely attributable to the University's age and the fact that it has a smaller student base from which to collect fees. As B. MacIsaac pointed out, UOIT fees are considerably offset by financial supports made available to its students. Last year, UOIT contributed \$7.34M to students in the way of scholarships, bursaries, summer employment and work study opportunities. This coupled with government financial assistance and tax credits, situates UOIT tuition as fourth highest in the province. For marketing and educational purposes, B. MacIsaac prefers to differentiate between the "sticker price" and the "net tuition fee".

B. MacIsaac presented some statistics concerning student debt levels. The percentage of students graduating with debt and average debt levels has remained fairly static since 2000. Employment rates, salary levels and earning potential suggest that debt is affordable and manageable. B. MacIsaac concluded by stating that the Committee was proposing a 3% tuition increase for the upcoming academic year. Ancillary fees are calculated to be \$18 less per student over last year.

Board members appreciated the insightful presentation and discussed the value of educating the public on the myth of growing tuition and how financial supports offset the sticker price to allow for a more affordable education.

Upon a motion brought by A. Imrie and seconded by J. Lefton, and pursuant to the recommendation of the Audit and Finance Committee, the Board approved the 2015-16 tuition fees as presented.

Upon a motion brought by A. Imrie and seconded by T. Turecki, and pursuant to the recommendation of the Audit and Finance Committee the Board approved the 2015-16 ancillary fees as presented.

G. Cubitt abstained from voting on the ancillary fees motion as a result of a conflict of interest declared earlier in the meeting.

Investment Committee

9.1.5 Third Quarter Investment Review

M. Goacher was invited to provide the Investment Committee report. He summarized highlights from the February meeting. As at December 31, 2014 the Investment Account was at \$18.64M up from \$18.49M despite the oil shock, and was just over \$19M in February signalling a good start to the year. The Cash Account had approximately \$400K. Total returns were 1.35% for the third quarter and 11% for the year, both ahead of their respective benchmarks of 0.6% and 7.8%. Financial experts predict that the CAD dollar will remain at 0.70-0.80 cents for much of the year and could experience a further decline in 2016. PH&N's portfolio manager discussed the global outlook with China markets slowing and US growth already priced into the market. The Canadian economy was neutral to slightly negative as a result of the lower CAD dollar offsetting the negative effects of lower oil prices.

M. Goacher further advised that the Investment Committee decided to depart from the Canadian/US focus and move in the direction of a more global mandate. The Investment Committee, after much deliberation, decided to 1) retain its hedged position but reduce the US and overseas allocations by 1.25% and 2) reduce Canadian Equities by 3%. The 5.5% will be transferred to the RBC Global Equity Focus Fund recommended by PH&N. A global focus affords flexibility to exploit opportunities in emerging markets in the wake of slowing Canadian and US markets.

9.1.6 Statement of Investment Policy Amendment

M. Goacher advised that the new global mandate required some additional flexibility in the Statement of Investment Policies (SIPP). The Committee was contemplating transferring an additional 2% from cash and 3% from bonds to the RBC Global Equity Focus Fund. In order to accommodate such changes, the Committee voted in favour of amending section 6.1 of the SIPP to increase the maximum global equities exposure from 35% to 45%. The Committee sought the approval of the Board.

Upon motion brought by M. Goacher, and seconded by N. Allen, and pursuant to the recommendation of the Investment and Audit and Finance Committees, the Board approved the amended Statement of Investment Policy as presented.

9.1.7 Policy for Expendable Funds

C. Elliott presented the Policy for Expendable Funds with the support of Investment and Audit and Finance Committees. The policy provides that expendable funds are invested in short-term and fixed-income instruments to satisfy the dual objectives of low risk and high liquidity. The policy ensures sufficient cash on hand to satisfy operational obligations. The fund will be reviewed on a monthly basis and will be subject to semi-annual reporting.

Upon motion brought by M. Goacher, and seconded by P. Tremblay, and pursuant to the recommendation of the Investment and Audit and Finance Committees, the Board approved the Policy for Expendable Funds as presented.

9.2 Governance, Nominations and Human Resources Committee

9.2.1 Student Association Policies

M. Newell presented two policy instruments for the Recognition and Accountability of Student Organizations. The policy framework sets out principles for recognition, good governance and collection and distribution of fees to the Student Association. The Committee reviewed and discussed the policies at its February meeting. Members endorsed the policy for striking an appropriate balance between affording autonomy and exercising oversight to ensure that functions are carried out in a responsible, transparent and democratic way. The materials speak to the governance, financial and organizational requirements, the role of the Student Association Advisory Committee and the principles that will guide the administration of the relationship in relation to fees and complaints. While accountability rests with the Student Associations, mechanisms exist if intervention required. M. Newell noted that the policy framework reflects the maturation of the relationship between the University and its Student Associations.

Upon a motion brought by M. Newell and seconded by R. Marshall, and pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board approved the Student Accountability Policy and the Policy on the Recognition of Student Organizations as presented.

9.2.2 Research Board Terms of Reference

M. Owen presented the Research Board Terms of Reference for the Board's consideration and approval. Consultations were conducted with both the Research Board and the Standing Committee of Academic Council in the reconstruction of the Terms. Essentially the amendments seek to update the composition of the Research Board and to enumerate the full scope of its responsibilities and obligations as they exist today.

There was some discussion concerning the role of the Research Board. T. McTiernan advised that the Research Board is strategically focused, while other committees handle the operational details. He clarified that ethical conduct of research involving human subjects is reviewed by the Research Ethics Board, pursuant to the Tri-Council Policy Statement 2, and is therefore not within the purview of the Research Board.

Upon a motion brought by T. McTiernan, and seconded by P. Tremblay, and pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board approved the amended Research Board Terms of Reference as presented.

9.2.3 Pension Plan Amendment

M. Newell proposed an amendment to the Defined Contribution Pension Plan on behalf of the GNHR Committee. The amendment provides an employee with access to his or her pension plan assets in the event of Shortened Life Expectancy (SLE). To qualify under this provision, a plan member requires medical certification of a life expectancy of less than three years and informed written consent of his or her spouse. The member is not required to terminate employment, thereby permitting continued access to health care benefits, however, participation in the plan ceases with the release of funds.

M. Newell noted that the Committee treated this as a time sensitive matter. The Committee's discussion primarily focused on empathy for the faculty member and his family whilst ensuring the execution of its fiduciary duties. Recognizing that member and spouse interests do not necessarily align, the Committee was pleased to know that the application process required the written consent of the spouse before the release of plan assets. The pension plan provider requires the member's spouse to sign a release form acknowledging the forfeiture of rights in the plan and the financial consequences of such a decision. In light of these safeguards, the Committee agreed that it was not necessary to institute an independent legal advice provision in the amendment itself.

M. Lapp noted that UOIT, by amending the DCP, was offering more in the way of support to its employees than that which could be accessed under the Pension Benefits Act. Members could apply for SLE benefits a year earlier and would not have to terminate employment thereby extending access to health care benefits.

Upon a motion brought by M. Newell and seconded by T. McTiernan, the Board approved the inclusion of section 8.09 (Shortened Life Expectancy) to the UOIT Defined Contribution Plan as appended as Schedule "A" to these minutes.

9.3 Advancement Committee

J. McKinley advised that there was no formal report as the February meeting had been cancelled. He did indicate that the Committee's work was forging ahead. The request for proposal regarding campaign services had generated two qualified submissions. The contract was awarded to KCI. The firm was well underway in the planning phases of the advancement campaign. A customized approach was being developed for UOIT. He also noted that the Alumni office had retained the services of Gotta Purpose in an effort to develop a long term alumni strategy.

9.3.1 Alumni Association

The Chair was pleased to introduce Matt Fawcett, the President of the Alumni Association Council to provide an update to the Board. M. Fawcett delivered a very comprehensive presentation that summarized the year in review. The Alumni Association had updated its terms of reference and instituted a new election model in June 2014 with a view to increase awareness, applications and representation. The Council had also formed three distinct sub-committees to better allow for the attainment of strategic initiatives. Some celebrated successes for the year included: homecoming, the

graduating class challenge, the release of the Alumni magazine, the launch of the Digital Wall and various alumni receptions. The Council was also working with the Alumni office to develop a self-sustaining model based in part on affinity partnerships and the sale of alumni merchandise, and was in the process of finalizing its 2015-16 work plan. M. Fawcett's passion for the Alumni Association was quite compelling as was his pride in UOIT as evidenced by his parting remarks "UOIT for life".

10 Other Business

10.1 CUBA Conference - April 30 - May 2 - Montreal

The Chair invited members to attend the national CUBA Conference in Montreal. It is a great opportunity to connect with governors from other institutions. Early bird registration closes March 15. Previous attendees including herself, A. Imrie, M. Goacher and C. Foy could answer any questions.

10.2 Joint UOIT/DC Agenda

The Chair reminded members that the annual joint meeting started at 6pm and included dinner. The meeting is being held in the atrium of 61 Charles Street.

11 For Information

11.1 Board of Governor Elections 2015

The Chair noted that Board of Governor Elections were underway.

11.2 2015 Convocation - June 4 & 5, 2015 - General Motors Centre

The Chair asked Board members to take note of the Convocation dates. There were four ceremonies in total. She sincerely hoped that members could make arrangement to attend at least one of the ceremonies. Convocation is always a privilege to attend and serves as a reminder that the time and effort dedicated by governors is greatly serving UOIT students and the broader community.

11.3 UOIT Research Excellence Award Speaker Series featuring Dr. Bernadette Murphy

The Chair noted that Dr. Bernadette Murphy would be part of a Speaker Series on March 24, 2015 at 5pm and indicated that it would be a good opportunity to gain insight into the research conducted at UOIT.

12 Termination of Meeting

Upon motion made by G. Cubitt and seconded by R. Marshall, and approved by the Board, the Public Session of the Meeting was terminated at 5:28 p.m.

Schedule A
(as approved at the Board of Governors meeting March 11, 2015)

Resolution of the Board of Governors of
the University of Ontario Institute of Technology

WHEREAS the University of Ontario Institute of Technology (the "University") established the University of Ontario Institute of Technology Pension Plan (the "Plan"), registration number 1087808;

AND WHEREAS the University has reserved the right to amend the Plan pursuant to Section 9.01 (Amendment of the Plan) of the Plan;

AND WHEREAS the University desires to add provisions to the Plan allowing for unlocking of pension benefits in the event of shortened life expectancy;

AND WHEREAS the Governance, Nominations and Human Resources Committee has reviewed and recommended the following proposed amendment to the Plan;

NOW THEREFORE BE IT RESOLVED THAT, effective March 11, 2015:

1. The following new Section 8.09 (Shortened Life Expectancy) shall be added to the Plan:

"8.09 Shortened Life Expectancy

A Member or former Member whose Pension Account remains in the Plan, who has a mental or physical disability that is likely to shorten his or her life expectancy to less than three (3) years, as certified in writing by a physician who is licensed to practice medicine in Canada, may apply to the University to withdraw the balance in the Member or former Member's Pension Account on a non-locked in basis. If the Member has a Spouse at the date of such application, the Member must also submit a statement to the University, signed by the Spouse, that the Spouse consents to the withdrawal of the balance of the Member's Pension Account. Upon approval of the application, the balance in the Member's Pension Account shall be paid to the Member as a lump sum cash payment, less applicable withholding taxes. Such payment shall be made in full satisfaction of the rights of the Member or former Member under the Plan."

2. The Vice-President Human Resources and Services of the University is hereby directed to sign and file this Resolution and all related documents with the applicable federal and provincial regulatory authorities and to implement this Resolution, including the making of any further Plan amendments as may be necessary or required to obtain and maintain such federal and provincial registrations.

DATED the _____ day of _____, 201_____.

University of Ontario Institute of Technology

Authorized Signature

Name and Title