



**BOARD OF GOVERNORS' 87th REGULAR MEETING
(PUBLIC SESSION)**

Minutes

Wednesday, October 1, 2014

3:30 to 6:15 pm

Place: 55 Bond St, DTB 524

GOVERNORS IN ATTENDANCE:

Glenna Raymond, Chair
Adele Imrie, Vice Chair
Nigel Allen
Rupinder Brar
Karyn Brearley
Gary Cubitt
Andrew Elrick
Amir Ghandehariun
Miles Goacher
Theeben Jegatheesan
Jay Lefton
John McKinley
Tim McTiernan
Bonnie Schmidt
Pierre Tremblay
Tyler Turecki
Valarie Wafer
Heather White
Robert Marshall
Michael Newell

REGRETS:

Doug Allingham
Don Duval
Don Hathaway
Andrea Slane

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
Michael Owen, Vice President, Research Innovation & International
Cathy Pitcher, Assistant to the President

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Stephanie Rogoza, Legal Counsel
Deborah Saucier, Vice President Academic and Provost
Brad MacIsaac, AVP Planning & Analysis, and Registrar

GUESTS:

None.

1 Call to Order

The Chair called the meeting to order at 3:30 p.m.

2 Agenda

The Chair noted that Item 11.2 will be deferred to the next Board meeting. She further noted that Item 11.5 has been amended to include approval of Board Committee assignments and a new LGIC appointment.

Upon motion duly made by M. Newell and seconded by A. Imrie, the Agenda was approved as revised.

3 Conflict of Interest Declarations

There were none.

4 Chair's Remarks

The Chair welcomed five new Governors to the UOIT Board and welcomed back the returning Governors. She remarked that the Board has a very full schedule in the year ahead and thanked the Governors in advance for their time and commitment.

She discussed the recent opening of the UOIT-Baagwating Indigenous Student Centre which she attended along with M. Newell. She offered congratulations to the President and his team for making this event a success. She remarked that the highlight of the event was the UOIT student speaker.

5 Approval of Minutes of the Meeting of June 18, 2014

Upon motion duly made by A. Elrick and seconded by J. McKinley, the Minutes were approved as presented.

6 Introduction of New Board Members

The Chair introduced the new Governors.

7 President's Report

The President delivered his report. He advised that recent Frosh Week activities were successful and commended Frosh leaders for their commitment and involvement in orienting new students. He noted that Durham College and UOIT split the Campus Cup again this year with UOIT winning in women's soccer and DC winning in men's soccer.

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He discussed the recent opening of the UOIT-Baagwating Indigenous Student Centre. He advised that the opening had an excellent turnout of government officials from all levels. He noted that the ceremony was an excellent reflection of UOIT's commitment to the inclusion of indigenous students and the recognition of indigenous activities within our institution.

He spoke briefly regarding the letter of intent recently submitted by UOIT, Trent and DC in response to the Ministry's call for Capacity Expansion Project proposals.

He discussed a number of events that he attended in recent weeks including the installation of Trent's new president and the installation of Ontario's new Lieutenant Governor, the Honourable Elizabeth Dowdeswell (former recipient of an Honorary Degree from UOIT). He reflected on a recent visit with Queen's University regarding mental health initiatives noting that it was reassuring to hear that UOIT is doing many of the same things in this area, but reflecting that mental health issues in the workplace and with students needs to remain in the foreground of the institution's responsibilities to its students and employees.

7.1 Enrollment

The President provided an update on UOIT's 2014-15 enrolment advising that it is currently up 3% over last year. He noted that the University is just shy of enrolment targets. He advised that UOIT saw an increase in applications from students with prior post-secondary experience and held steady on international and graduate student enrolment. He advised that, following the recent convocation, UOIT has now surpassed 10,000 alumni.

8 Co-Populous Report

P. Tremblay delivered the Co-Populous Report. He noted that DC recently welcomed a number of new Board Members including four external members. He advised that DC was thrilled to partner with UOIT and Trent on the recent Ministry proposal regarding Major Capacity Expansion.

Committee Reports (public items)

9 Audit and Finance Committee

9.1 First Quarterly Report

A. Imrie presented the First Quarter financial statements. She advised that the University is in a very favourable position financially. She noted that while the balance sheet shows a loss of approx. \$1.2 million, this is normal due to the timing of tuition receipts. She advised that the Finance Department will be reviewing the current forecast in detail as part of its second quarter reporting and will determine if any changes to forecast are required as a result of this review.

9.2 Budget

A. Imrie referred to the presentation entitled "Review of New Budget Model". She described the new multi-year budgeting process. She noted that the determination that a Resource Allocation Model (RAM) would best suit UOIT involved a significant amount of comparative research and consultation

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with staff and faculty. She advised that although this is a multi-year process, C. Elliott and his team have already implemented a zero-based budgeting model, forecasting system and automated budgeting model. She noted that these changes are helping to provide a baseline for the rollout of the RAM.

C. Elliott noted that his team has been working closely with the Provost and the Deans on this project as well as with B. MacIsaac and his team to develop a multi-year planning tool which will be essential to the success of the project in the long term.

10 Investment Committee

10.1.1 Second Quarter Investment Review

M. Goacher advised that, as of the end of August, the endowment portfolio had assets in the amount of \$18.8 million. He noted that the recent quarter saw returns of 19% with an overall return of 9.42% since inception. He advised that the portfolio is well-positioned to face an environment of rising interest rates. He discussed the Investment Manager review process and advised that the Committee has decided to implement an annual rolling review.

M. Goacher left the meeting.

11 Governance

11.1 Chancellor Replacement Process

The President delivered a presentation entitled “Chancellor Search & Appointment – Process and Timeline”. He advised that the current Chancellor’s term is coming to an end in June 2015. He discussed the process for selecting a new Chancellor and the establishment of a Chancellor Search Committee comprised of the President, three members of the Board of Governors and 3 members of Academic Council. He advised that the three members of Academic Council have been selected (Mark Green, Carla Cesaroni and Mikael Eklund). He advised that, following discussion at GNHR, the following Governors have been proposed for appointment to the Search Committee: the Chair, J. McKinley (in his capacity as Vice Chair of the Board) and D. Hathaway. He discussed next steps and the proposed timeline to complete the process.

Upon motion duly made by M. Newell and seconded by A. Imrie, the Chair, J. McKinley and D. Hathaway were appointed to the Chancellor Search Committee.

The Chair and J. McKinley abstained.

Upon motion duly made by the President and seconded by M. Newell, the Board delegated the power to appoint an alternate Governor to the Chancellor Search Committee to the Executive Committee in the event that D. Hathaway is unavailable to serve.

11.2 Election Procedures

This Item was delayed to the next meeting.

11.3 Election

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The Chair was pleased to receive the certification of recent Board election results from the Chief Electoral Officer, C. Foy.

C. Foy delivered a presentation entitled “Results for the Undergraduate Student Representative Election – Fall 2014”. She advised that the recent election was run following a recall of the Spring 2014 election. She summarized the election process and complaints that arose during the Fall 2014 election.

11.4 Board Practices Assessment

C. Foy delivered a presentation entitled “Board Annual Practices Review – 2013-14 Board Year”. She described the annual evaluation process and the use of assessment results. She provided an overview of 2013-14 Board Accomplishments and noted areas of focus for 2014-15.

11.5 LGIC Appointment & Committee Appointments

LGIC Appointment

M. Newell referred to the Board Report provided to Governors. He advised that, according to Section 8(1)(5) of the UOIT Act, in addition to the External Governors appointed by the Board, the Board of Governors must have three members appointed by the Lieutenant Governor in Council (LGIC). He described the appointment process and advised that there is a need to recommend one LGIC appointment to replace Ann Stapleford-McGuire whose term recently expired. He noted that the LGIC appointment term is three years which coincides precisely with the reappointment term of UOIT Governors. He advised that GNHR is of the view that it would make most sense to make an application for a governor who has just been reappointed to the Board so that the term of the reappointment to the Board coincides with the term of the LGIC appointment. He noted that the Chair, the President and the University Secretary recommended that A. Imrie be the governor selected to undergo this appointment process and that Ms. Imrie has indicated her willingness to do so.

Committee Appointments

M. Newell advised that as part of the Board Practices Assessment Form, current Governors were asked to indicate a preference as to Committee Assignment. He confirmed that the Chair reviewed these responses, reviewed the skills and experience of the new proposed governors, considered the current composition of the Committees in light of Committee Terms of Reference and Work Plans, and also consulted with the President and the University Secretary. He advised that the proposed Committee composition is appended as Appendix “C” to the Board Report.

Upon motion duly made by M. Newell and seconded by H. White, the Board approved the following motion:

That, on the recommendation of the Governance, Nominations and Human Resources Committee of the Board, the Board:

- 1. Approve the selection of Adele Imrie to be put forward as an LGIC appointee to the Board of Governors; and*
- 2. Approve the proposed 2014-15 Committee Assignments set out in Appendix C to the Board Report, as modified to remove J. McKinley from the A&F Committee.*

12 Advancement

12.1 First Quarterly Report

J. McKinley referred to the Advancement Office Dashboard included in the meeting materials. He discussed Q1 results noting that the quarter saw favourable activity. He advised that as at June 30, 2014, nine asks had been made totalling \$1.1 million, one gift closed, none were declined and eight remained outstanding. He noted that during the quarter seventy-six donors made a new cash gift or pledge to UOIT (including fifty-eight first time donors). He advised that a donor appreciation reception for approximately two hundred donors was held on June 19th on the UOIT Windfields Farm Lands.

He discussed the recently established UOIT BOG Pathways Award noting that it is a commitment from the Board to assist UOIT students participating in pathways program. He encouraged Governors to participate noting that it is a very important component of the Board's leadership role and demonstrates commitment to our students.

13 Strategy & Planning

B. Schmidt provided an overview of the S&P Committee's role and planned activities for the upcoming year. She briefly discussed the Campus Master Planning process, the finalization of the Strategic Mandate Agreement, the upcoming Board Retreat and the newly proposed Sustainability Policy noting that a fuller discussion of these topics would follow her report.

13.1 Campus Master Plan

M. Lapp provided an update on the Campus Master Plan (CMP). He recalled that the CMP process has been underway for quite some time. He noted that originally the process was anticipated to conclude in Fall 2014; however, progress on Phase 1 (development of framework plan and background work for CMP development) took a bit longer than anticipated. He advised that there has now been preliminary agreement between UOIT and DC about where building would start and the CMP is now ready to move into Phase 2 discussions (development of the joint CMP guidelines and recommendations). He advised that two workshops are planned for October and February to obtain community input with a goal of rolling out a final Phase 2 product in Spring 2015.

13.2 Strategic Mandate Agreement

B. Schmidt advised that a copy of UOIT's finalized Strategic Mandate Agreement (SMA) is included in today's meeting materials. The President provided an overview of the SMA process and discussed the context in which SMA's were developed and finalized. He discussed the content of UOIT's SMA which was signed in April 2014 and released by the Minister in August 2014.

13.3 Board of Governors Retreat Planning

B. Schmidt provided an overview of the upcoming Board Retreat. She encouraged all Governors to attend. She noted that there was overwhelming consensus and enthusiasm among members of the S&P Committee regarding the proposed topic of scenario planning.

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C. Foy delivered a presentation entitled “UOIT Board of Governors Annual Retreat”. She noted that she is working with the Provost and M. Rostek (a current UOIT consultant with significant experience/knowledge of scenario planning) to prepare for the Retreat.

J. Lefton left the Meeting.

13.4 Sustainability Policy

M. Lapp provided an overview of the proposed Sustainability Policy included in today’s meeting materials. He noted that while the institution has never had an official policy on this topic, the issue of sustainability has been a key focus in UOIT’s development to date. He advised that the policy is intended, among other things, to assist in making decisions that require that cost and sustainability considerations be weighed in coming to a final determination. He noted that the proposed policy reflects a statement of values on the issue of sustainability, but allows for cost and other constraints to be factored into future decisions

Upon motion duly made by B. Schmidt and seconded by B. Marshall, the following motion was approved by the Board:

That pursuant to the recommendation of the Strategy and Planning Committee of the Board, the Board of Governors approve the Sustainability Policy as presented.

14 For Information

The Chair encouraged Governors to review the synopses from recent Academic Council meetings that are included in today’s meeting materials. She also noted the upcoming Conference of Ontario University Board Members scheduled for November 7th & 8th, 2014

15 Other Business

There was none.

16 Termination of Meeting

Upon motion duly made by G. Cubitt and seconded by H. White, the Chair terminated the meeting at 5:11 p.m.