

**BOARD OF GOVERNORS' 92nd REGULAR MEETING
(PUBLIC SESSION)**

PUBLIC SESSION MINUTES
Wednesday, October 21, 2015
3:10 p.m. – 5:30 p.m.
55 Bond St., DTB 524

GOVERNORS IN ATTENDANCE:

Glenna Raymond, *Chair*
Adele Imrie, *Vice-Chair*
John McKinley, *Vice-Chair*
Nigel Allen
Abdullah AlZahrani
Jeremy Bradbury
Andrew Elrick
Miles Goacher
Jonathan Hackett
Tim McTiernan, *President and Vice-Chancellor*
Bonnie Schmidt
John Speers
Mary Steele
Shirley Van Nuland
Valarie Wafer

VIA TELECONFERENCE:

Karyn Brearley
Don Duval

REGRETS:

Perrin Beatty, *Chancellor*
Doug Allingham
Jay Lefton

BOARD SECRETARY:

Becky Dinwoodie, *Assistant University Secretary*

UOIT STAFF:

Craig Elliott, *Chief Financial Officer*
Cheryl Foy, *University Secretary and General Counsel*

Andrea Kelly, *Assistant to the Secretary*
Murray Lapp, *Vice-President, Human Resources and Services*
Brad MacIsaac, *Assistant Vice-President, Planning and Analysis and Registrar*
Susan McGovern, *Vice-President, External Relations and Communications*
Michael Owen, *Vice-President, Research, Innovation & International*
Cathy Pitcher, *Assistant to the President*
Deborah Saucier, *Provost and Vice-President, Academic*

GUESTS:

Liqun Cao, *Faculty*
Jesse Cullen, *Student Association*
Maurice DiGiuseppe, *Faculty*
Mike Eklund, *Faculty*
Kaitlynn Gambier, *Alumni Association*
Gary Genosko, *Faculty Association*
Denise Martins, *Faculty Association*
Olivia Petrie, *Assistant Vice-President, Student Life*
Kaitlyn Teller, *Student*

1. Call to Order

The Chair called the meeting to order at 3:10 p.m.

2. Agenda

Upon motion brought by V. Wafer and seconded by A. Elrick, the Agenda was approved as presented.

3. Conflict of Interest Declaration

There were no conflicts declared.

4. Chair's Remarks

The Chair welcomed everyone back. She remarked that the work of the Committees is well underway and the first Board orientation session had taken place. She is pleased that the Board will be hearing more about UOIT's start up at the Meeting. She thanked everyone for all of the work done to start the new school year.

She proceeded to congratulate Dr. McTiernan on his reappointment as President. She is pleased the Board and the President concluded the contract and that he will remain at UOIT for many years to come.

The Chair noted the recent change in the political landscape. She views it as an opportunity to continue to build support among political colleagues.

She also expressed concern regarding campus safety and security given the recent event that took place at Wilfrid Laurier. She acknowledged the work of the campus security teams to keep UOIT's community safe.

She ended her remarks by encouraging the Board members' full attention and participation in the Meeting.

5. Approval of Minutes of the Meeting of June 25, 2015

Upon a motion brought by J. McKinley and seconded by J. Speers, the Minutes were approved as presented.

6. Introduction of New Board Members

The Chair welcomed the newly elected Graduate Student Governor, Abdullah AlZahrani, to the Board. She also introduced the other new Governors: Dr. Jeremy Bradbury, Mary Steele, Jonathan Hackett, and Dr. Shirley Van Nuland. She encouraged them all to contribute their perspectives and engage fully.

She asked the Governors to go around and introduce themselves in order to assist with everyone getting to know each other. She then invited guests to introduce themselves.

7. President's Report

The President reported that it has been an active start up this year, and gave credit to the university community for facilitating engagement with the new students. He discussed participating in one of UOIT's unusual traditions, which is wearing all of the faculties' orientation t-shirts. He said that this developed out of a whim during his first year at UOIT and it has turned into an annual event.

He also discussed one of the activities that happened early on in the academic year, which was Indigenous Awareness Week. This is part of a developing set of activities designed to support our Indigenous students.

He referenced the new incoming government and highlighted several of the party's platform priorities that would benefit post-secondary students.

8. Academic Council Report

T. McTiernan presented the Academic Council Report to the Board. In an effort to continue to improve the information flow between Board and Academic Council, the report is more detailed than in the past and that this practice will continue. He informed the Board of Mark Green's reappointment as COU Academic Colleague.

The Chair noted that receiving this type of report assists the Board in understanding the types of issues being discussed by Academic Council and that it contributes to an environment of exchange.

9. Co-Populous Report

D. Allingham sent his regrets but provided the Chair with a written update that she shared with the Board. She reported that the scholastic year is well underway and it is another busy year for the Durham College (“DC”) leadership team and DC Board. There are new faces on the leadership team, including Elaine Popp as the VP Academic, and Barbara MacCheyne as the acting CFO. New Board members include Jim Wilson, Rick Johnson, Kevin Griffin, Kristi Honey, and Charlie Qaqish. Orientation was held successfully and all the DC Board subcommittees are up and running.

Enrolment at the college for both domestic and international students saw modest increases in 2015, which contrasts what is being seen system wide where the market for new students is on the decline.

The college is working on a proposal for the redevelopment and upgrade of the Simcoe Building, which will be a key issue for the DC Board to consider in the months ahead.

The strategic plan of the college is entering into its final year and will be updated in concert with the SMA with the province.

The college system is planning for its 50th anniversary in 2017 and DC’s President is Chair of the provincial committee that is planning the celebration.

Fall Convocation is set for October 29th and the Colleges Ontario Conference was held in Toronto with several of the new Board members attending a day long orientation session.

10. Start-Up Update

D. Saucier delivered a presentation on UOIT’s 2015 Start Up. UOIT is still exceeding budgeted numbers for graduate students. She also reviewed the demographics of UOIT’s students. She discussed the success of Math Boot Camps even without having done any advertising. She confirmed that there was 60% attendance at September’s student orientation, which is well above the provincial average. She also discussed the student leadership awards and commended UOIT students for being very involved in external organizations. There were over 800 senior students who volunteered their time to help new UOIT students.

The Chair thanked D. Saucier for giving the Board an overview of what goes on during the new school year start up.

Prior to the Community Reports, the President announced the awarding of tenure and promotion to the rank of Associate Professor to the following tenure-track faculty members, effective July 1, 2015:

- Chirag Surti, Faculty of Business and Information Technology
- Greg Rohrauer, Faculty of Engineering and Applied Science

11. Community Reports/Presentations

11.1 Student Association:

J. Cullen, President of The Student Association at Durham College and UOIT, advised that S. Syed was unable to attend.

Board Meeting Policy & Procedures

J. Cullen emphasized the need for public institutions to be as transparent as possible. He expressed concern regarding the notice provisions in the Board Meeting Procedures, namely the 10 day notice requirement to speak at a meeting and the 5 day notice requirement to attend a meeting. He also commented that the Board's standing committees should be open to the public, within reason. He discussed the perceived conflict between the non-public committee meeting provisions and the UOIT Act.

Aramark Food Services

J. Cullen noted that he became aware of the renewal of the Aramark contract when he attended the last Board meeting. He shared concerns about the cost of food on campus, as well as the variety of food available. He commented that the food offered is not authentic to the students' culture. He also discussed how the mandatory meal plan for residence students could prove to be a barrier to low income students and middle income families who want their kids living in a safe residence environment. He noted appreciation for the fact that a Campus Food Committee has been created and provides the students with the opportunity to collaborate with Aramark and address some of these issues.

The Chair confirmed that it's critical for the Board to hear the student perspective and thanked J. Cullen for providing comments from the Student Association.

11.2 Faculty Association:

Board Meeting Policy & Procedures

Dr. Gary Genosko, President of the Faculty Association and a former Governor of the University of Alberta, expressed the Faculty Association's concerns on governance. He remarked that the Board Meeting Policy and Procedures present obstacles to creating an open, transparent, collegial system at UOIT. He referenced the UOIT Act and the obligation for the Board and Committee meetings to be open. He also noted inconsistencies in the Board Confidentiality Agreement. He used the example of UofT's governance structure with respect to public meetings. He also suggested having non-Board members sit on committees in order to further enhance openness and collegiality. He asked the Board to rescind the Policy and to ensure all documents are consistent.

K. Brearley, Chair of the Governance, Nominations and Human Resources Committee (GNHRC), thanked J. Cullen and G. Genosko for their presentations. She confirmed that the Committee began

revisiting the policy at their last meeting on September 16. She advised that the Committee will consider all the comments made in writing and the thoughtful presentations made today.

(K. Brearley left the meeting at 4:10 p.m.)

12. Audit & Finance Committee

12.1 First Quarterly Report

A. Imrie reviewed the first quarterly report with the Board. She reported that this year's enrolment is lower than what was budgeted. This is based on the 10 day numbers and there's a possibility that the decrease in enrolment will be larger. The impact to the budget is \$1.8M. Finance is not implementing cuts to the budget at this time as the decrease in revenues will be covered from the university's contingency funds. These funds are not allocated to any specific priorities. The Committee is also reviewing the long term impact of declining enrolment and will be reporting back to the Board on this regularly. The increase in expenses is accounted for by increases in staff, salaries and benefits.

She informed the Board that Finance implemented a new budgeting process this year and there have been some challenges. The new process is a more collaborative approach and involves a steep learning curve for new users of the system. The second quarter reports will address some identified budgeting system issues and will be more accurate.

12.2 Non-Audit Services Policy

A. Imrie introduced the Use of the External Auditor for Non-Audit Services Policy. She advised the Board that the Audit and Finance Committee recommends the policy for approval. She highlighted that the policy restricts the aggregate value of non-audit services to 15%. The policy addresses the concern that if auditors are used for non-audit services and those services become the bulk of their engagement, this could compromise their independence.

Upon a motion duly made by A. Imrie and seconded by J. McKinley, pursuant to the recommendation of the Audit and Finance Committee of the Board, the Board of Governors approved the Use of the External Auditor for Non-Audit Services Policy as presented.

13. Investment Committee

13.1 Second Quarter Investment Review

M. Goacher provided the Board with an Investment Committee update. The Committee met in July to review the June 30th numbers, at which time the UOIT portfolio was valued at \$19.473M. It was down to \$18.8M as of September 30th. He explained the changes in the fund allocation percentages, all which fall within the Statement of Investment Policies.

He also reported on the private equity presentation the Committee received. The Committee felt that it is an interesting concept, but not an appropriate investment for the university to consider at this time. He advised that the Committee is being more proactive and asking the investment manager for

recommendations sooner.

13.2 RBC PH&NIC Account Opening Resolution

C. Elliott explained how the Investment Committee makes decisions regarding how to invest funds that are not currently being used. RBC has requested a separate banking resolution with respect to investing the funds.

Upon a motion duly made by M. Goacher and seconded by T. McTiernan, the Board of Governors approved the following account opening resolution:

“Whereas the Corporation wishes to open and operate a discretionary Investment management account or accounts (collectively, the “Account”) with RBC Phillips, Hager & North Investment Counsel Inc. (“RBC PH&NIC”) and is required to agree to the terms and conditions set out in the Investment Management Account Opening Agreement and execute and deliver to RBC PH&NIC the account opening forms in connection therewith:

RESOLVE that

- 1. The Corporation open the above-noted Account with RBC PH&NIC and agree to the terms and conditions set out in the Investment Management Account Opening Agreement and execute and deliver to RBC PH&NIC the account opening forms;*
- 2. The Authorized Signatories, specified in the below Certificate of Incumbency, are hereby authorized for and on behalf of the Corporation to execute and deliver the account opening forms to RBC PH&NIC with such alterations, additions, amendments and deletions as may be approved by the person executing the same, whose signatures shall be conclusive evidence of such approval and of the fact that the account opening forms so executed are the account opening forms authorized by the resolution;*
- 3. The Authorized Signatories designated in paragraph 2, as they may be revised in any further Certificate of Incumbency executed and delivered to RBC PH&NIC from time to time, are hereby 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 and/or as may reasonably be required by RBC PH&NIC from time to time in connection with the opening and continued operation or closing of the above-noted Account; and*
- 4. RBC PH&NIC be furnished with a copy of this Resolution certified by the Secretary of the Corporation.*

14. Governance, Nominations and Human Resources Committee

14.1 Board By-Law Review Project

C. Foy provided an update on the By-Law Review Project. She went through the process to be followed in conducting the review and advised the Board that Academic Council recommended Hannah Scott and Mike Eklund to participate on the By-Law Review Project Working Committee. The Council's recommendation was accepted by the GNHRC. It will be an extensive project and she anticipates it will take up to 2 years to complete.

14.2 Board Election Results

G. Raymond confirmed the appointment of A. AlZahrani to the Board as the elected Graduate Student Governor.

15. Strategy & Planning Committee

J. McKinley advised the Board that the Committee's Terms of Reference are still under discussion and the work plan is extensive. The agendas will try to keep items at a high level to allow the Committee to discuss strategy.

15.1 International Strategy

M. Owen delivered a presentation on UOIT's International Plan. The Plan officially launched last week. UOIT currently has about 550 international undergraduate students and 150 international graduate students. We need to ensure more of our students gain international experience. He highlighted that it is a trans-university plan and ensures engagement across all levels of the university. The Plan aligns with the university's strategic initiatives. The focus is on integrating international students with the rest of the student body. A Board member asked what the goal is for the number of students going abroad. M. Owen replied that a reasonable goal would be to have an equal number of students going abroad as there are coming here. Unfortunately, many students have family/work obligations that make it difficult for them to go abroad. The university must examine ways to overcome these barriers. M. Owen also confirmed that there are some funds set aside for the program and that there are more opportunities for undergraduate students to study abroad than for graduate students.

16. Alumni Association Update

K. Gambier provided the Board with an Alumni Association update. She spoke about Homecoming, which took place at the beginning of October. She advised that Bruce Croxon spoke as part of the Homecoming events and that he was inspiring and spoke well over his allotted time. The Association also recently elected their Council and a new Executive will be elected in November. They would like to provide the Board with an update at every meeting.

17. For Information:

17.1 Amended Board Schedule

17.2 2015 Conference of Ontario University Board Members - November 6-7, 2015 - DoubleTree Hilton Toronto

The Chair commented that it was great to see that more than half of the Board members registered to attend the COUB conference and thanked the Board office for coordinating it.

18. Other Business

There was none.

19. Termination of Meeting

Upon a motion duly made by J. Bradbury and seconded by M. Goacher, the meeting terminated at 4:56 p.m.

P - Presentation
M - Motion
U - Update
D - Discussion
* Documents attached