

PUBLIC SESSION MINUTES
Thursday, November 26, 2015
3:15 p.m. – 5:30 p.m.
Place: 55 Bond St., DTB 524

GOVERNORS IN ATTENDANCE:

Glenna Raymond, *Chair*
Adele Imrie, *Vice-Chair*
John McKinley, *Vice-Chair*
Doug Allingham
Abdullah Al Zahrani
Karyn Brearley
Miles Goacher
Jonathan Hackett
Tim McTiernan, *President and Vice-Chancellor*
Mary Steele
Shirley Van Nuland

VIA TELECONFERENCE:

Jeremy Bradbury
Don Duval

REGRETS:

Perrin Beatty, *Chancellor*
Nigel Allen
Andrew Elrick
Jay Lefton
Bonnie Schmidt
John Speers
Valarie Wafer

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 University Secretary and General Counsel*

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

GUESTS:

Jesse Cullen, *Student Association*
Mike Eklund, *Faculty*
Ali Naqvi, *Student Association*
Olivia Petrie, *Assistant Vice-President, Student Life*
Reina Rexhmataj, *Student*
Mohammad Soleman, *Alumni Association*
S. Syed

1. Call to Order

The Chair called the meeting to order at 3:35 p.m.

2. Agenda

Upon a motion duly made by S. Van Nuland and seconded by D. Duval, the Agenda was approved as presented.

3. Conflict of Interest Declaration

None.

4. Chair's Remarks

The Chair began by thanking the Board members for completing the Board assessment prior to the meeting. She noted the important governance aspect of completing an assessment, particularly the discussions that will come out of the results.

She thanked those members of the Board who attended the CCOU Conference earlier in the month. It was time well spent on professional development. The conference sessions highlighted the significant issues faced by universities, provided opportunities to learn how Boards at other universities are handling issues, and enhanced governance knowledge and practices. In future, there will be time on the agenda to have a roundtable discussion on issues raised at the conference.

Many members who attended the conference commented on the session relating to student mental health issues. They were struck by the significant stressors on students and found the presentation enlightening. The Chair commented that student life issues will continue to be considered during Board discussions.

The Chair has also received comments from several Board members that they would like additional opportunities for strategic discussions. She encouraged the Governors to engage and actively participate in Board meetings. She underscored the importance of having discussions at a strategic level and noted the opportunity for the Board to have a strategic discussion following the presentation on alternate revenue sources.

She welcomed the guests attending the meeting and asked them to introduce themselves. She then went around the table and asked the Governors to introduce themselves, including those attending by conference call.

5. Approval of Minutes of the Meeting of October 21, 2015

Upon a motion duly made by K. Brearley and seconded by A. Imrie, the minutes were approved as presented.

6. President's Report

The President congratulated Bonnie Schmidt on her Community Service Award from Life Sciences Ontario.

He reported on his attendance at the Federation of Humanities and Social Sciences annual conference. He discussed the depth of experience of his fellow panelists. Brenda Small from Confederation College presented on the changes taking place at the college and how they are making it a welcoming place for Indigenous students.

He also spoke of the powerful stories shared by some of the attendees and the importance of continuing on the journey towards reconciliation. He emphasized that engaging in the reconciliation process with Indigenous students will benefit the community as a whole.

The President also discussed his attendance at the Global Irish Economic Forum. He shared the story of meeting a thoroughbred horse farmer on the first day of the Forum and the fast connection that was formed over Windfields Farm and Northern Dancer.

He advised that Ireland is chasing international students – it is a highly competitive market. Research funding appears to be drifting towards applied research rather than foundational research. He commented that this highlights the need for a university of our size to explore partnerships to engage in competitions. He noted that innovation at the Forum was seen almost entirely in terms of digital applications. His visit confirmed that institutions are experiencing common issues across the globe.

7. Academic Council Report

T. McTiernan delivered the Academic Council Report. He informed the Board of the addition of an entrepreneurship major and minor in the Faculty of Business and Information Technology, as well as the addition of several pathways.

8. Co-Populous Report

D. Allingham delivered the Co-Populous Report. He advised that the last meeting of the Board of Governors of Durham College (DC) took place on October 14, at which they discussed the Board work plan and priorities for the year. There was much discussion about the annual report on accessibility and how the college is meeting those requirements. They also discussed initial enrolment reports and the challenges facing DC. As of October, enrolment was up by 1% but revenue declined due to fewer international students.

The DC Board also had discussions regarding how to assist students. They regularly discuss student mental health and wellness issues. They have seen a significant increase in the amount of attention devoted to this issue.

The DC Board also regularly discusses the importance of the relationship between DC and UOIT. They will work together to deal with space and other issues.

The Chair informed the Board that she, A. Imrie and J. McKinley will be meeting with their DC counterparts to foster that relationship.

COMMITTEE REPORTS

9. Audit & Finance Committee

9.1 Second Quarterly Report

A. Imrie discussed the second quarterly report. The University is down 277 FTEs, which results in a \$3.5M negative variance. This will partly be offset by operations savings and contingency funds. She spoke about the importance of the 5 year forecast model in dealing with decreasing enrolment issues. Examining the budget 5 years out allows the University to prepare and deal with the financial health of the institution. It will be up to budget holders to determine how to allocate the planned 2.5% budget cuts. She also noted that it is important to keep funds aside to deal with space limitations and budget shortfalls. The budget is slowly increasing allocation to the academic side of the university.

9.2 Budget

C. Elliott was invited to deliver the budget presentation. He advised that no budget cuts are necessary for the current year. He reviewed various enrolment projections with the Board. He went through the 5 year forecast based on making no adjustments. He also went over the key points from the 5 year forecast and the significant budget assumptions, including having a new building by 2019/2020.

He informed the Board that a 2.5% budget cut will be required in each of the next 2 years and that good discussions have taken place with budget holders. By implementing those cuts, the university will have a balanced budget after 5 years. The assumptions keep part-time labour flat over the next 5 years. It also includes the strategic target of allocating an additional percentage of the budget to the academic side of the institution. C. Elliott answered questions from Board

members regarding the budget. The Chair remarked that she is pleased to hear about the level of consultation that has taken place. C. Elliott will return to the Board on budget in February and deliver the final budget for approval in April.

9.3 Risk Management and Compliance

This item was deferred until the next Board meeting. The Chair asked the Board to review the material in preparation for the next meeting.

10. Investment Committee

10.1 Second Quarter Investment Review

M. Goacher delivered the second quarter investment review. The portfolio is at \$18.8M, which is down 3% over the 3 month period. The performance matches the benchmark and the yearly return is over benchmark. Global equities and US markets are marginally positive, which has helped us out. Oil is expected to stay in the \$60-65 range until 2018. An increase in the Bank of Canada rates is not expected until the end of next year. He also reported on the discussion regarding the strategic targets set out in the SIP & Asset Class Management Procedures. The Committee decided to keep the strategic targets as they help evaluate investment performance. He also updated the Board on the Committee's educational session on frontier versus emerging markets.

10.2 RBC Dominion Securities Inc. Account Opening Resolution

C. Elliott explained under the Signing Authority Policy the Board is required to approve by resolution all banking and financial agreements. The resolution is to approve the opening of an account dealing with the investment of operating funds that are not being used. M. Goacher clarified that although he works for RBC Dominion Securities, another advisor deals with the account.

Upon a motion duly made by M. Goacher and seconded by J. McKinley, the Board of Governors approved the RBC Dominion Securities Inc. account opening resolution as presented.

11. Governance, Nominations and Human Resources Committee (GNHR)

K. Brearley provided the Board with an update on GNHR's work. She was pleased to report that three new Governors have been appointed during the non-public session. The announcement will be made at a later date when the Secretariat has had an opportunity to inform the successful candidates of their appointments.

11.1 Board Meeting Policy and Procedures

C. Foy reviewed GNHR's recommendations. She also identified the concerns that have been raised by the community regarding the provisions of the Meeting Policy and Procedures. GNHR discussed those concerns and arrived at the recommendations presented.

She explained the reason behind the 10 day notice requirement to address or present during a public meeting. She used the opportunity to encourage members of the community to use the existing mechanisms of communication: write to the Board, work with faculty/staff/student governors, etc. She advised that there may be ad hoc methods of communication for special topics. She also discussed the proposed change in structure of Committee meetings and Committee membership. She explained the process that will be followed if internal members are permitted to sit on additional Committees.

Upon a motion duly made by K. Brearley and seconded by M. Goacher, pursuant to the recommendations of the Governance, Nominations and Human Resources Committee and Strategy and Planning Committee of the Board, the Board of Governors approved the recommendations as presented and directed amendment of the Board Meeting Procedures in accordance with the attached recommendations with an effective date of January 1, 2016.

The Chair thanked K. Brearley and GNHR for their consideration of the policy and their work on the matter.

11.2 Pension Plan Matters

M. Lapp reviewed the proposed pension Statement of Investment Policies and Procedures (SIP&P) with the Board. He advised that the deadline to file the SIP&P is March 1, 2016. He confirmed there is no need to file the appendices included in the package.

Upon a motion duly made by K. Brearley and seconded by T. McTiernan, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors approved the UOIT Registered Pension Plan Statement of Investment Policies and Procedures.

12. Strategy & Planning Committee

J. McKinley discussed the context of the Alternate Sources of Revenue presentation and provided the Board with some considerations to keep in mind during the presentation.

12.1 Alternate Sources of Revenue

B. MacIsaac delivered the Alternate Sources of Revenue presentation. He emphasized the importance of maintaining UOIT's mission under pressure. He reviewed the four main alternatives:

1. Advancement/Campaign
2. Continuing Education
3. Conversion of Campus Tennis Centre
4. Conferences Services

The focus is on what we do well and what we can do better. Increasing student retention by 1% a year would result in large increases in revenue. It is also important to focus on the cost of initiating alternate sources of revenue. All of these options require start-up money. Accordingly,

it would require strategic decisions to move money from current services towards the start-up costs. The indirect costs of the plans must also be considered.

J. McKinley added that it is also important to consider the risks associated with the alternate sources. He advised that the Strategy & Planning Committee has asked SLT to examine a few additional items and come back with findings.

The Chair invited the Board to share their thoughts on the overall direction. There was discussion regarding the timeframe of initiating some of the alternate sources. The Board was advised that the initial start-up cost for continuing education would be recovered after approximately 2 years.

J. Bradbury mentioned a brainstorming session with faculty regarding alternate sources of revenue and that faculty generally did not seem supportive of having more advertising/sponsorship on campus. He noted that UOIT must ensure alternate sources are supported by the community. The Chair added that if the connection between the sponsorship/advertising and the University's mission is unclear, it will likely be more difficult to accept. She invited the student Governors to also provide their feedback.

M. Goacher commented that improving student retention seems like it should be a priority and money might be better spent on initiatives to keep students.

The Chair remarked that the Board would benefit from hearing on measures addressing student retention. She also noted that retention is a strategic and financial issue. The topic will come back to the Board for further discussion.

(S. Van Nuland left the meeting at 5:11 p.m.)

12.2 Advancement

S. McGovern provided the Board with an update on Advancement planning. She advised that the focus is on corporations and individuals. She also provided a philanthropic overview. Donors are encouraged by the fact that 85% of UOIT's students get experiential learning. She also provided an update on campaign planning. Work must be done to increase awareness of the UOIT brand and a campaign will help accomplish that.

D. Allingham asked whether we have considered having a joint campaign with DC. S. McGovern advised that it will form part of a layered campaign. She also stated that the campaign will also have to go beyond Durham Region. The Advancement Team will be discussing a layered campaign with DC and encouraging donors to contribute to pathways.

S. McGovern emphasized that the Board will be expected to actively participate in a campaign.

13. Alumni Association

M. Soleman delivered an Alumni Association presentation to the Board. He discussed the Association's strategic priorities, including the importance of mentoring students. He reviewed the work done on developing the Alumni Association's brand.

The Chair expressed the Board's appreciation for the work done by the UOIT Alumni Association. D. Allingham asked that the Board members be invited to Alumni Association events.

14. For Information:

14.1 UOIT Ridgebacks Hockey Game & Campus Holiday Food Drive – December 4 at 7:30 p.m.

G. Raymond reminded the Board of this event.

15. Other Business

None.

16. Termination of Meeting

Upon a motion duly made by A. Imrie and seconded by T. McTiernan, the public session of the meeting was terminated at 5:30 p.m.