

**PUBLIC SESSION MINUTES
Wednesday, March 9, 2016
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*
Nigel Allen
Doug Allingham
Abdullah Al Zahrani
Jeremy Bradbury
Karyn Brearley
Andrew Elrick
Miles Goacher
Jay Lefton
Tim McTiernan, *President and Vice-Chancellor*
Bonnie Schmidt
Mary Simpson
John Speers
Mary Steele
Laurie Swami
Shirley Van Nuland
Valarie Wafer

VIA TELECONFERENCE:

Don Duval

REGRETS:

Perrin Beatty, *Chancellor*
Dan Borowec
Jonathan Hackett

BOARD SECRETARY:

Becky Dinwoodie, *Assistant University Secretary*

UOIT STAFF:

Paul Bignell, *Executive Director, Information Technology*

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:

Olivia Petrie

Mike Eklund

Gary Genosko

1. Call to Order

The Chair called the meeting to order at 4:22 p.m.

2. Agenda

Upon a motion duly made by K. Brearley and seconded by J. McKinley, the Agenda was approved as presented.

3. Conflict of Interest Declaration

M. Simpson declared a conflict of interest with respect to agenda item 9.5 relating to ancillary fees.

4. Chair's Remarks

The Chair welcomed everyone to the first Board meeting of 2016. She remarked that the work of the Board's Committees is well underway. She welcomed the newest governors, L. Swami and M. Simpson, to their first full Board meeting, and also D. Borowec who was unable to join us due to a scheduling conflict.

She welcomed the guests attending the meeting and asked them to introduce themselves.

5. Approval of Minutes of the Meeting of November 26, 2015

It was noted that N. Allen was not in attendance during the public session.

Upon a motion duly made by J. Bradbury and seconded by M. Steele, the Minutes were approved as amended.

6. President's Report

The President discussed two upcoming events that connect UOIT with the broader community and other institutions:

1. The Role of Universities in Reconciliation on March 17 - an event organized by the Faculty of Social Science & Humanities - speaks in a timely way to the importance of paying attention to the Truth & Reconciliation Report. He commended his colleagues in the University for their involvement in the initiative.
2. In early November, UOIT will be co-hosting the second Higher Education in Transformation Symposium. The conference will also be hosted by Durham College, Trent and three Irish institutions. He hopes to have a good turnout of faculty from all participating institutions. The relationships formed are starting to result in an exchange of students between here and Ireland.

B. Schmidt offered her congratulations to management on receiving the Healthy Workplace Award. M. Steele was acknowledged for her involvement in the work done to achieve the award.

7. Academic Council Report

The President delivered the Academic Council Report. He reviewed the program changes approved by Academic Council. He noted that Academic Council provided their recommendation to the Board to approve the Continuing Education Program Policy, which revamps the policies related to non-degree programs and certificates. He also highlighted the new process implemented for the selection of the Council of Ontario Universities Academic Colleague.

8. Co-Populous Report

The Chair invited D. Allingham to deliver his Co-Populous Report. He reported that the most recent meeting of the Durham College (DC) Board of Governors was held on February 10th. The Governors received an extensive presentation on the DC Crew Program. The presentation was enlightening and the Board was impressed with the students in attendance. He advised that a number of students were working in partnership with MLSE on a project for developing ticket selling strategies for the Toronto Marlies.

DC was also recently named one of the top GTA employers.

DC President, Don Lovisa, coordinated a pre-retreat activity for governors, which was to engage with members of the community to find out what they think Durham will look like in 50 years. D. Allingham reported that he had completed 2 of 3 interviews and it has been an educational process.

The DC Board also discussed the 2016-17 tuition and ancillary fees. There was a tremendous amount of discussion regarding the Durham Transit UPASS, which will be ending next year and will likely result in a student vote. The DC Board is concerned that this issue could affect recruitment to the College and University.

G. Raymond thanked him for his report.

COMMITTEE REPORTS

9. Audit & Finance Committee

9.1 Third Quarter Report

A. Imrie reviewed the third quarter financial statements with the Board. She commented that the balance sheet continues to get stronger. She advised that \$18M of A/R was subsequently collected from students. Revenues are down by approximately \$4M due to a decrease in budgeted enrolment. She also discussed the savings in salary expenses.

The Committee is projecting a planned strategic reserve for the year of approximately \$1.5-2M. She invited questions from the Board.

9.2 Budget

A. Imrie invited C. Elliott to deliver the Budget Presentation. C. Elliott reviewed the significant budget assumptions. There is an anticipated budget cut of approximately 2.5% required in each of the next few years to balance the budget. For 2016-17, there is currently a \$2.5M shortfall that must be made up. The proposed short term solution to balance the 2016-17 budget includes reducing the working capital reserve since the University has already hit the target for the reserve.

He highlighted the issue of the decline in the Canadian dollar and its impact on the University's expenses.

He also walked through the budget process and identified where they are in the process.

The Chair added that she understands it will be a challenging environment for the next couple of years.

In response to a member's question, D. Saucier confirmed that the members of the Budget Working Group are herself, B. MacIsaac, P. Onsiong and C. Elliott. The members of the Senior Academic Team provide advice to the Budget Working Group based on the University's strategic initiatives. The Group also receives feedback through consultations. The Group's decisions are also impacted by the budget forecasts that departments are asked to complete.

9.3 New Building Project

The Chair invited M. Lapp to speak about the new building project. Due to time constraints, M. Lapp did not deliver his presentation and provided a verbal update. He advised that the Board has approved proceeding with the design phase of a new general academic building.

G. Raymond commented that she looks forward to receiving more information about the building and the related options. She invited questions about the project.

9.4 Laptop Procurement

P. Bignell spoke to the Board about the laptop expenditure request and reviewed the Board Report outlining the recommendations.

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 expenditure of approximately \$4.9 million for the purpose of procuring the laptop, tablet and desktop equipment required to support the UOIT technology enriched learning program and internal needs for the 2016-17 academic year.

9.5 Tuition & Ancillary Fees 2016-2017

B. Maclsaac delivered a presentation on the fee context. He discussed how the University has been moving towards reducing ancillary fees. He advised that the difference between UOIT's ancillary fees and those of other institutions is accounted for by capital projects approved by the student associations.

He advised that in order to determine the tuition for each student, each situation must be examined individually. He went through an example of a student's assessed resources. He also clarified that students have been getting "free tuition" through a combination of grants, tax credits and loan remission. The government has now bundled these and will be providing them up front.

He informed the Board that the Government is also lowering the amount expected for parental contribution. Further, the funding will apply to students generally and not those just coming out of high school. He invited questions from the Board.

B. Maclsaac explained that if tuition was not increased, it would result in a budget shortfall of approximately \$2.5M. He also went through the consultation process, including with the Student Association and they preferred not implementing an increase.

Upon a motion duly made by A. Imrie and seconded by M. Goacher, pursuant to the recommendation of the Audit and Finance Committee of the Board, and further to the Audit and Finance Committee's review and approval of the 2016-17 tuition fees, the Board of Governors approved the 2016-17 tuition fees, as presented.

B. Maclsaac also discussed the proposed ancillary fee increases. The Chair reminded the Board that J. Hackett spoke about the proposed ancillary fees during the non-public session.

Upon a motion duly made by A. Imrie and seconded by D. Allingham, pursuant to the recommendation of the Audit and Finance Committee of the Board, and further to the Audit and Finance Committee's review and approval of the 2016-17 ancillary fees, the Board of Governors approved the 2016-17 ancillary fees, as presented.

M. Simpson abstained.

9.6 Endowment Policy

C. Elliott reviewed the amendments to the Endowment Policy and explained the separation between the Policy and the Procedures. A. Imrie invited questions from the Board.

Upon a motion duly made by A. Imrie and seconded by J. McKinley, pursuant to the recommendations of the Investment and Audit & Finance Committees of the Board, the Board of Governors approved the Endowment Management Policy, as presented.

10. Investment Committee

10.1 Third Quarter Investment Review

M. Goacher provided the Board with an investment update. He advised that the University's portfolio has seen an overall 8.1% return versus a 7.3% return for the general market. He discussed the valuation of the Canadian dollar and how it is below where it should be. He explained how during the past year, the currency has actually helped us. He also reviewed the allocation of the portfolio.

He advised that we are just under \$600,000 in income distributions from the portfolio. He also provided an update on the policy for socially responsible investing. He confirmed that PH&N applies ESG principles in the management of funds.

11. Governance, Nominations and Human Resources Committee

K. Brearley provided an update on the work of the GNHR Committee. She advised that there has been another appointment of a new Board member during the non-public session and it will be made public once the successful candidate has been notified.

11.1 Defined Contribution Pension Plan Restatement

M. Lapp was invited to discuss the Defined Contribution Pension Plan Restatement. He explained that the restatement is a compilation of all of the amendments to the pension plan to date. He clarified that the plan has not changed, it simply includes all of the amendments in one document. J. McKinley asked about the timing of the restatement. M. Lapp advised that the restatement was completed now as the pension plan and related amendments were becoming unwieldy.

Upon a motion duly made by K. Brearley and seconded by A. Imrie, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee of the Board, the Board of Governors approved the Restated Defined Contribution Pension Plan, as presented (see form of resolution for filing attached).

11.2 Academic Council – Policy on Continuing Education Programs

The President spoke about the Policy and explained why it is coming forward to the Board for approval. He also explained the nature of the amendments to the Policy.

Upon a motion duly made by T. McTiernan and seconded by M. Steele, pursuant to the recommendations of the Curriculum & Program Review and Graduate Studies Committees of Academic Council, Academic Council and the Governance, Nominations and Human Resources Committee of the Board, the Board of Governors approved the Policy on Continuing Education Programs, as presented.

11.3 Compliance Policies Update

Due to time constraints, C. Foy did not deliver her presentation and provided a verbal update. She discussed the suite of policies that will be coming forward to several of the Committees. Many of the policies coming forward are a response to the changes to the Ombudsman Act. All of them will be underlying the Administrative Fairness Policy. She reviewed the new policies that will be coming forward, as well as the policies that will be amended in order to comply with the new legislation.

G. Raymond encouraged Board members to read through the entire presentation to provide context for the policies coming forward.

(D. Duval left the meeting at 5:31 p.m.)

12. Strategy & Planning Committee

J. McKinley thanked the Committee members for their due diligence and questions on the new building proposal.

12.1 Endowment Disbursement Report

C. Elliott reviewed the proposed disbursement from the endowment funds with the Board.

Upon a motion duly made by J. McKinley and seconded by A. Imrie, pursuant to the recommendations of the Strategy and Planning, Investment and Audit & Finance Committees of the Board, the Board of Governors approved the disbursement of \$450,000 from endowment funds, to be distributed as student awards for the 2016-17 academic year.

12.2 Response to Broader Public Sector Business Documents Directive

D. Saucier delivered a presentation on UOIT's response to the BPS Business Documents Directive. She advised that the good news is that the University was already complying with a high percentage of the tasks included in the directive. One of the requirements they are currently working on is having all of the information available on one webpage. Further, the Strategic Mandate Agreement alone is not sufficient and more detailed operational plans are required. The Strategic Plan is at the centre of the activities and each activity has metrics.

The Chair invited questions and thanked D. Saucier for providing the Board with an update and doing the work necessary to make the University compliant.

13. Consent Agenda:

13.1 Approval of Amendments to Audit and Finance Committee Terms of Reference

13.2 Approval of Amendments to Investment Committee Terms of Reference

13.3 Approval of Amendments to Governance, Nominations and Human Resources Committee Terms of Reference

13.4 Approval of Strategy and Planning Committee Terms of Reference

Upon a motion duly made by S. Van Nuland and seconded by N. Allen, the Board of Governors approved all 4 items on the Consent Agenda.

14. Other Business

None.

15. Termination of Meeting

Upon a motion duly made by J. McKinley and seconded by A. Elrick, the public session of the meeting was terminated at 5:40 p.m.

**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 pursuant to the Amendment of the Plan, the University has effected many amendments to the Plan since it was established;

AND WHEREAS the Plan has become cumbersome to use due to the numerous amendments;

AND WHEREAS the University desires to integrate the Plan and all of the corresponding amendments into one restated document for ease of use;

AND WHEREAS the Governance, Nominations and Human Resources Committee has reviewed and recommended the restated Plan text;

NOW THEREFORE BE IT RESOLVED THAT, effective March 9, 2016:

1. Pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors approves the Restated Defined Contribution Pension Plan, as presented.
2. The Chief Financial Officer of the University is authorized to sign and file all related documents with the applicable federal and provincial regulatory authorities, 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 April, 2016.

University of Ontario Institute of Technology

Authorized Signature

Name and Title