
Minutes of Meeting of Thursday, October 26, 2017

55 Bond Street, DTB 524

3:40 p.m. – 5:30 p.m.

GOVERNORS IN ATTENDANCE:

Doug Allingham, Board Chair

Nigel Allen, Chair of Audit & Finance Committee

Karyn Brearley, Chair of Governance, Nominations & Human Resources Committee

Stephanie Chow, Chair of Investment Committee

Valarie Wafer, Chair of Strategy & Planning Committee (*via teleconference*)

Fardan Ali

Jeremy Bradbury

Don Duval (*via teleconference*)

Francis Garwe

Jay Lefton

Tim McTiernan, President (*ex-officio*)

Dietmar Reiner

Bonnie Schmidt

Mary Simpson

Noreen Taylor, Chancellor (*ex-officio*) (*via teleconference*)

Shirley Van Nuland

Yowsif Yakub

REGRETS:

Andrew Elrick

Mike Snow

John Speers

Mary Steele

BOARD SECRETARY:

Becky Dinwoodie, *Assistant University Secretary*

UOIT STAFF:

Robert Bailey, *Interim Provost & VP Academic*

Cheryl Foy, *University Secretary & General Counsel*

Doug Holdway, *Interim VP of Research, International and Innovation*

Andrea Kelly, *Assistant to the University Secretary & General Counsel*

Susan McGovern, *VP External Relations & Advancement*

Pamela Onsiong, *Director, Financial Planning & Reporting*

Cathy Pitcher, *Assistant to the President*

GUESTS:

Mikael Eklund (*via teleconference*)

1. Call to Order

The Chair called the meeting to order at 4:29 p.m.

2. Agenda

A request was made to move the Audit & Finance Committee Report to before the President's Report.

Upon a motion duly made by K. Brearley and seconded by N. Allen, the Agenda was approved, as amended.

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Chair's Remarks

The Chair welcomed the new governors, F. Ali, S. Chow, and Y. Yakub, to the Board. He commented that he is looking forward to working with the Board in the year ahead.

5. Approval of Minutes of the Meeting of June 22, 2017

Upon a motion duly made by T. McTiernan and seconded by D. Reiner, the Minutes were approved as presented.

9.1 Audit & Finance Committee (A&F) Report

N. Allen delivered the A&F report to the Board. The SIRC building had its occupancy inspection on October 6 and should be substantially completed by the end of the month. The building project has come in on time and on budget. C. Elliott commented that the design-build process worked very well for the university. N. Allen congratulated C. Elliott and his team, including Larry Brual, for the successful management of the project.

At the last meeting, the committee received a presentation on UOIT Financial Controls, Cyber Fraud, and Insurance Coverage, which was timely given the recent phishing fraud experienced at MacEwan University. The presentation summarized the controls in place at the university to prevent such a fraud from happening. As cyber schemes get more sophisticated, it is essential for the university to

stay on top of recent developments and continue to test its control processes. Since people tend to be a key point of vulnerability, it is important to communicate and raise awareness of these types of scams at the university. The committee considered purchasing insurance to cover such a fraud; however, given the maximum limit available is \$250,000 and the minimum deductible is \$10,000, the committee decided to forgo additional insurance at this time and focus on internal controls.

6. President's Report

The President noted the university's improvement in the 2018 Maclean's university rankings. He also reported that the women's soccer team is having another successful season and the men's soccer team advanced to the quarter-finals.

The President reported on his attendance at the recent COU and UC meetings, which focused on themes of equity, diversity, and inclusivity, and free speech on campus.

ACE demonstration videos

The President introduced a video demonstrating ACE's hurricane-force wind testing abilities that was shown on CTV in September.

7. Academic Council Report

The President reviewed the Academic Council Report distributed in advance with the Board.

8. Start-Up Update

R. Bailey reviewed the 2017 enrolment update included in the meeting material. As the faculty complement matures, they expect PhD enrolment to increase over the next few years. Although enrolment is above the corridor mid-point, it is still within the appropriate range of the updated SMA and positions the university well for the negotiation of the next SMA.

(N. Allen, J. Lefton, and S. Van Nuland left the meeting at 4:52 p.m.)

Committee Reports

9. Audit & Finance Committee (A&F)

9.1 *moved up in agenda to after item 5*

9.2 First Quarter Report

N. Allen reviewed the first quarter financial report, which is currently forecasting an upside of \$6.9m in revenues against the original budget. The surplus is comprised of:

- Core Operating Grant - \$0.7M

- Tuition Fees - \$3.0M
- “One-time-only” - net retail sales tax rebate \$3.2M

The Budget Working Group has consulted with stakeholders regarding the prioritization of strategic requests across all units of the University. As a result of this prioritization, additional in-year projects and resources, totaling \$3.0M, have been approved by the Senior Leadership Team. Management will be returning to the committee with recommendations for allocating the surplus at the next meeting.

10. Investment Committee

10.1 Quarterly Report

S. Chow provided the Board with an update from the most recent Investment Committee meeting. She discussed the performance of the university’s portfolio and responded to questions from the Board members.

11. Governance Nominations & Human Resources Committee (GNHR)

11.1 GNHR Committee Report

K. Brearley delivered an update from GNHR. One of GNHR’s responsibilities is to advise the Board on its performance. A theme coming out of last year’s Board Assessment was a desire to improve Board meeting efficiency by reducing the volume of material distributed to the Board while continuing to provide governors with the information necessary for effective decision-making. With the support of the new Board Chair and Executive Committee, several changes will be implemented to Board and committee meetings this year. The changes include:

- switching the order of the public & non-public sessions of committee meetings to encourage more public discussion;
- an updated cover report, which must accompany all agenda items for a committee/Board meeting - the report will serve as an Executive Summary of the agenda item;
- intention of including a report for each item is to reduce presentation time at each meeting & free up time for Board discussion;
- Board members expected to review written materials in advance;
- inclusion of non-contentious items on the consent agenda or for information; and
- reducing the level of detail in minutes, which will help reduce the volume of material & improve efficiency of the Secretariat.

GNHR will continue to monitor and assess the effectiveness of these changes.

The committee received an update on the implementation of the Policy on Sexual Violence for Students & Procedures for Responding to Incidents of Sexual Violence, which is included for information in the Board’s meeting material. The committee also received an update regarding the university’s draft Executive Compensation Plan.

11.2 By-law Review Project – Draft By-laws 1 & 2

K. Brearley introduced the draft by-laws to the Board for consideration. The by-laws represent a tremendous amount of work done by the By-law Review Working Group. She thanked the Working Group for all of their work and noted that the group had great discussions and valuable contributions were made by all members of the group. Upon the Board's consideration of the by-laws, the Working Group will have fulfilled its mandate and will be defunct.

A lot of work will flow from the implementation of the by-laws and the governance bodies of both the Board and Academic Council will be responsible for the work. The updated by-laws will provide a solid foundation for the university's governance going forward. The Board has a desire to improve bicameral governance and the committee views these changed by-laws as a significant step forward in that regard. The composition has changed significantly to allow more faculty involvement and the delegation of authority to Academic Council is much clearer. Governance is not a static, one-time project – it requires continuous work and she encouraged individuals at all levels of the university to work together to strengthen the university's governance processes.

Upon a motion duly made by K. Brearley and seconded by M. Simpson, pursuant to the recommendations of the Board of Governors By-law Review Project Working Group and Governance, Nominations and Human Resources Committee, the Board of Governors approved By-law Numbers 1 and 2, as presented, and to be implemented in September 2018.

A comment was made about the Executive Committee not including any elected members. It was suggested that the matter be reviewed by GNHR. J. Bradbury and S. Van Nuland were asked to prepare a note on the issue.

The Board Chair thanked K. Brearley, C. Foy and the Working Group for all of the work put into completing the by-law review over the past two years.

12. Strategy & Planning Committee (S&P)

12.1 S&P Committee Report

V. Wafer provided the Board with an update from S&P. The committee is continuing to focus on advancing the goals set out in the university's strategic plan and the updated SMA is an example of this. The updated SMA and strategic plan are being used to guide the development of an integrated academic plan. The committee looks forward to receiving a draft integrated academic plan.

At the last meeting, the committee also received a report on the proposed process to be followed to finalize a list of the university's strategic risks and a copy of the report is included in today's meeting material. The committee supported the proposed approach and looks forward to receiving the final list of strategic risks from the senior leadership team following appropriate consultation. The committee will also consider how to incorporate strategic risks into the upcoming Board retreat.

(M. Simpson left the meeting at 5:05 p.m.)

13. Consent Agenda:

Upon a motion duly made by T. McTiernan and seconded by F. Garwe, the Board approved the following items on the consent agenda:

13.1 Amendment to UOIT Pension Plan

13.2 Minutes of the Audit & Finance Committee Meeting of June 12, 2017

13.3 Minutes of the Governance, Nominations & Human Resources Committee Meeting of June 7, 2017

13.4 Minutes of the Investment Committee Meeting of May 24, 2017

13.5 Minutes of Strategy & Planning Committee Meeting of May 17, 2017

14. For Information:

14.1 Implementation of Policy on Sexual Violence for Students & Procedures for Responding to Incidents of Sexual Violence

14.2 Risk Management: Strategic Risks

14.3 Program Review Final Assessment Reports

15. Termination of Public Session

There being no other business, upon a motion duly made by J. Bradbury and seconded by K. Bearley, the public session of the meeting terminated at 5:08 p.m.

Becky Dinwoodie, Secretary