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**Minutes of the Meeting of Wednesday, March 7, 2018**

**2:50 p.m. – 4:05 p.m.**

**55 Bond Street, DTB 524**

**GOVERNORS IN ATTENDANCE:**

Doug Allingham, Board Chair

Nigel Allen, Chair of Audit & Finance Committee

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

Valarie Wafer, Chair of Strategy & Planning Committee

Fardan Ali

Jeremy Bradbury (*via teleconference*)

Thorsten Koseck

Jay Lefton (*via teleconference*)

Steven Murphy, President (*ex-officio*)

Dietmar Reiner (*via teleconference*)

Bonnie Schmidt

Mary Steele

Shirley Van Nuland

Jim Wilson

Yowsif Yakub

**REGRETS:**

Stephanie Chow, Chair of Investment Committee

Don Duval

Lisa Edgar

Andrew Elrick

Francis Garwe

Mary Simpson

Mike Snow

John Speers

Noreen Taylor, Chancellor (*ex-officio*)

**BOARD SECRETARY:**

Becky Dinwoodie, *Assistant University Secretary*

**UOIT STAFF:**

Robert Bailey, *Interim Provost & VP Academic*

Craig Elliott, *Chief Financial Officer*

Cheryl Foy, *University Secretary & General Counsel*

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

*Andrea Kelly, Assistant to the University Secretary & General Counsel  
Brad MacIsaac, Assistant Vice-President, Planning & Analysis  
Susan McGovern, VP External Relations & Advancement  
Cathy Pitcher, Assistant to the President*

**GUESTS:**

*Mike Eklund, UOIT FA (via teleconference)  
Kaitlynn Gambier, UOIT Alumni Association  
Christine McLaughlin, UOIT FA*

**1. Call to Order**

The Chair called the meeting to order at 2:50 p.m.

**2. Agenda**

*Upon a motion duly made by N. Allen and seconded by S. Van Nuland, the Agenda was approved as presented.*

**3. Conflict of Interest Declaration**

There were no conflict of interest declarations.

**4. Chair's Remarks**

The Chair began by acknowledging that the meeting was being held on land that is the traditional territory of the Mississaugas of Scugog Island First Nation. He welcomed everyone to the third Board meeting of the year and the first of 2018. He noted it is an exciting time in the history of the university as they welcome President Steven Murphy. The Board looks forward to working with Steven to continue building on the strengths of the university and to realize its full potential. He noted that the President's Installation is scheduled for May 8 and encouraged everyone to attend.

The Chair also welcomed Thorsten Koseck, the newest governor, to the Board and asked him to introduce himself.

(J. Bradbury joined at 2:53 p.m.)

The Chair announced the members of the Presidential Transition Committee (PTC):

- Francis Garwe – external governor member
- Doug Holdway – senior leadership team member
- Catherine Davidson – senior academic committee member
- Shilpa Dogra – faculty member
- Patricia Jennett – student member

- Reem Ali – administrative staff member
- Sue McGovern – communications team member
- Cathy Pitcher – Assistant to the President
- Becky Dinwoodie – Assistant University Secretary

As Board Chair, he would be chairing the PTC. The Board's Executive Committee selected the members following an expression of interest process and was pleased with the quality of the submissions. The Board is confident that with the help of the PTC and the entire university community, the President will have a successful orientation and transition.

## **5. Approval of Minutes of the Meeting of December 7, 2017**

This item was inadvertently missed and will be approved at the next meeting.

## **6. President's Report**

The President discussed several of the highlights of his first week, including the reception with the Board, the university's Open House, meeting Academic Council and chairing his first meeting of the Academic Council Executive Committee. He also discussed the upcoming Pi Day, a day of giving and building a culture of philanthropy.

### **Committee Reports**

#### **7. Audit & Finance Committee (A&F)**

##### **7.1 A&F Report:**

N. Allen delivered the A&F report.

### **Third Quarter Financial Reports**

At the last meeting, the committee received a high-level overview of the third quarter financial reports, which were included in the Board's meeting material. The reports show a reduction of \$0.7M in purchased services, which reflect a \$0.6M in savings due to a decrease in overhead costs for shared services, as negotiated with Durham College. A good news story for the university is that on February 12, 2018, the Minister of Economic Development announced that Ontario is investing a total of \$4.0M to enhance its one-of-a-kind ACE facility by adding the moving ground plane. The University is contributing \$0.5M and Magna International is contributing \$1.0M. In addition, Multimatic is also providing engineering services from a team of highly talented automotive engineers to help develop the moving ground plane.

N. Allen reported that the committee had an engaged discussion about the forecasted surplus. The current forecast is showing a surplus, after capital expenses, of \$13.0M. The surplus includes \$4.7M earmarked in the 2017 – 18 budget for building and deferred maintenance and operational reserves, which will not be utilized at the end of the fiscal year. Consistent with prior years, and at year-end, management will make a recommendation to A&F to internally

restrict actual surplus for future projects to improve and invest in the university's campus facilities, faculties and student aid.

### **2018-2019 PhD Engineering Tuition Fees**

N. Allen directed the Board to the report setting out the information for the proposed tuition changes, which was included in the meeting material. In accordance with section 9(1)(k) of the *UOIT Act*, the Board is responsible for establishing fees and charges for tuition. It is the responsibility of A&F under its Terms of Reference to review and recommend the approval of tuition fees. At the committee's last meeting, A&F recommended amending the 2018-19 PhD Engineering tuition fees to match all other UOIT PhD rates.

*Upon a motion duly made by N. Allen and seconded by J. Bradbury, pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors approved the amended 2018-19 PhD Engineering tuition fees to match all other UOIT PhD rates, as presented.*

### **2018-2019 Laptop Procurement**

In accordance with the university's Signing Authority Registry and Approval Procedures, any contract worth more than \$1,000,000 requires the approval of the Board of Governors. The report summarizing the information relating to the laptop procurement was included in the meeting material.

*Upon a motion duly made by N. Allen and seconded by M. Steele, pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors approved the expenditure of ~\$2.4M for procurement, via an open competition amongst OECM-selected vendors, of laptop, tablet and desktop equipment required to support the UOIT Technology Enriched Learning Program and internal needs for the 2018-19 academic year.*

## **7.2 Budget**

C. Elliott reviewed highlights of the 2018-2019 budget material that was distributed in advance of the meeting. He discussed the prioritization of the budget "asks" in light of the university's strategic plan. He also reviewed the budget schedule.

## **8. Investment Committee**

### **8.1 Investment Report**

N. Allen delivered the Investment Committee report in S. Chow's absence. He provided an update on the performance of the university's portfolio. At the last meeting, the committee received an environment, social and governance (ESG) update from the university's investment manager, PH&N, as well as an educational session on the effect of US tax policies.

## **9. Governance Nominations & Human Resources Committee (GNHR)**

### **9.1 GNHR Report:**

#### **By-laws Implementation Plan**

At the last meeting, the committee reviewed the proposed By-laws Implementation Plan in preparation for the updated By-laws coming into effect on September 1, 2018. Most of the changes to By-law No. 1 are administrative in nature. The priority of the implementation plan for By-law No. 2 is consideration of establishing a governance committee for Academic Council. There is also an extensive Parking Lot of work to be completed.

#### **Intellectual Property Policy**

GNHR received a presentation on the university's review and update of the Intellectual Property Policy, which included an overview of the drivers of change for the policy. The presentation summarized the key proposed changes to the policy, as well as the main topics of debate

#### **Annual Pension Plan Report**

The committee also received the Annual Pension Plan Report for review, which is a robust compliance program – a copy of the report is available upon request made to the Office of the University Secretary & General Counsel.

#### **Policy Framework Review**

GNHR received a presentation on the Policy Framework Review that is underway. The Policy Framework was approved in November 2014. Under the Policy Framework, all policy instruments must be reviewed at least every three years. A summary of the Policy Framework Review was included in the public Board materials for reference.

## **10. Strategy & Planning Committee (S&P)**

### **10.1 S&P Report**

V. Wafer delivered the S&P report.

#### **Transformation of Technology Enabled Learning**

At the last meeting, the committee received an update on the university's Technology Enhanced Learning Environment program. There was a discussion of the transition planning being done to confirm the viability of the Faculty of Engineering and Applied Science, Faculty of Energy Systems and Nuclear Science, and the Gaming program for the Bring Your Own Device program, with a target cutover of this third and final phase for September 2019.

The Bring Your Own Device program continues to provide the curriculum-specific software, which supports our leadership as an innovator in technology-oriented higher education. Removal of the hardware component of the TELE offering has enabled substantial reduction in students' ancillary fees. A copy of the report is available for information.

### **Environmental/Competitive Scanning**

In accordance with the committee's Terms of Reference, it is the committee's responsibility to engage in broad strategic planning by reviewing plans supporting the implementation of the strategic plan, including those that reinforce the core mission of the university and those that relate to strategic differentiation and positioning. At the committee meeting in October 2016, the Provost reviewed the Trends for Higher Education report from the Society for College and University Planning with a UOIT lens on the items. The committee agreed that the in-depth review should be shared every three years and each year a brief highlight would be discussed.

At the last meeting, the committee was provided with a twelve-minute video entitled "Addressing Forces for Change". The committee provided positive feedback on the video and will use several points from it to guide future discussion. If you would like a copy of the report or a link to the video, please contact the Office of the University Secretary & General Counsel.

### **Integrated Planning**

The committee also received an integrated planning update. At the March 2017 Board of Governors Retreat, a draft of the Integrated Academic Plan was shared and each Dean walked through highlights of their Faculty's Academic Plan. The university now has "version 0" of an integrated academic plan, which was presented to Academic Council for discussion in January. UOIT's Integrated Academic Plan will be revised annually and will inform support unit plans that will subsequently be incorporated into a university-wide Integrated Operational Plan. This in turn will directly inform the development of our next Strategic Plan and Strategic Mandate Agreement with an eye to the resources required to support these.

### **Student Success**

Brad MacIsaac provided an update on Student Success initiatives. The University's 2012-2016 Strategic Plan highlighted the critical goal of increasing student retention. Since that time, multiple new actions were undertaken across the university. While these efforts ultimately resulted in attaining our target goal of a 3% increase in student retention by 2016, the potential impact of a more coordinated, strategic approach was highlighted as a need moving forward. There was a discussion of the shift away from the term "retention" and focusing on integrated student supports to enhance student success.

In the fall of 2017, a Student Success Committee was formed to examine how we could enhance collaboration and coordination across faculties, the Registrar's office, Student Life

office, and other related administrative bodies. The current priorities of the Student Success Committee are:

- First-year and Learner Support Programming
- Academic Advising
- Communication & Cultural Change

**11. Consent Agenda:**

*Upon a motion duly made by S. Van Nuland and seconded by V. Wafer, the Board approved the following items on the Consent Agenda:*

- 11.1 Minutes of the Audit & Finance Committee Meeting of November 22, 2017
- 11.2 Minutes of the Governance, Nominations & Human Resources Committee Meeting of November 15, 2017
- 11.3 Minutes of the Investment Committee Meeting of November 22, 2017
- 11.4 Minutes of the Strategy & Planning Committee Meeting of October 16, 2017
- 11.5 Ancillary Fee Protocol

**12. Information Items (available upon request):**

The Chair noted that as a result of the Board's feedback last year, efforts are being made to streamline the volume of material provided to the Board. As a result, the information items are available upon request made to the Office of the University Secretary and General Counsel.

- 12.1 Annual Investment Report on Environmental, Social & Governance Factors
- 12.2 Transformation of Technology Enabled Learning
- 12.3 Integrated Planning
- 12.4 Annual Pension Plan Report
- 12.5 Risk Management Work Plan
- 12.6 SIRC Building Construction Project
- 12.7 President's Installation: May 8, 2018
- 12.8 Board Retreat: May 17 & 18, 2018
- 12.9 Convocation: June 7 & 8, 2018

**13. Termination of Public Session**

*Upon a motion duly made by K. Brearley and seconded by T. Koseck, the public session terminated at 3:23 p.m.*

Becky Dinwoodie, Secretary