
Minutes of the Meeting of Wednesday, May 9, 2018

12:30 p.m. – 2:30 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

Stephanie Chow, Chair of Investment Committee

Valarie Wafer, Chair of Strategy & Planning Committee

Jeremy Bradbury (*via teleconference*)

Don Duval (*via teleconference*)

Lisa Edgar

Andrew Elrick (*via teleconference*)

Thorsten Koseck

Steven Murphy, President

Dietmar Reiner

Bonnie Schmidt (*via teleconference*)

Shirley Van Nuland

Jim Wilson

Yowsif Yakub

REGRETS:

Fardan Ali

Francis Garwe

Jay Lefton

Mary Simpson

Mike Snow

Mary Steele

Noreen Taylor, Chancellor

BOARD SECRETARY:

Becky Dinwoodie, *Assistant University Secretary*

UOIT STAFF:

Robert Bailey, *Interim Provost & VP Academic*

Scott Barker, *Director, UOIT Athletics*

Jamie Bruno, *Assistant Vice-President, Human Relations*

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*
Niall O'Halloran, *Policy & Compliance Advisor*
Olivia Petrie, *Assistant Vice-President, Student Life*
Cathy Pitcher, *Assistant to the President*
Akira Tokuhira, *Dean of Faculty of Engineering & Applied Science*

GUESTS:

Rachel Ariss, *UOIT Faculty*
Scott Blakely, *Durham College*
Lynn Cohen, *Durham Region Crisis Centre*
Mike Eklund, *UOIT Faculty*
Kaitlynn Gambier, *UOIT Alumni Association*
Denise Martins, *UOIT FA*
Christine McLaughlin, *UOIT FA*
Kim Nugent, *UOIT FA*
MeriKim Oliver, *Durham College*

1. Call to Order

The Chair called the meeting to order at 12:30 p.m.

2. Agenda

Upon a motion duly made by K. Brearley and seconded by S. Murphy, the Board of Governors approved the deferral of agenda item 11.4.

Upon a motion duly made by K. Brearley and seconded by S. Van Nuland, the Agenda was approved as amended.

(J. Bradbury, A. Elrick, B. Schmidt, D. Duval joined at 12:31 p.m.)

3. Conflict of Interest Declaration

There were no conflict of interest declarations.

4. Chair's Remarks

The Chair thanked everyone for joining the meeting on a sunny afternoon. He invited guests to introduce themselves.

The Chair discussed the President's Installation that took place the previous day. He thanked the Installation Organization Team for coordinating an excellent event. V. Wafer remarked that she enjoyed the President's speech tremendously. As a member of the Committee to Recommend a President, she was proud of the committee's selection. D. Duval echoed V. Wafer's comments. He also noted that R. Bailey did an excellent job as the Master of Ceremonies. All constituencies were well represented at the event. D. Duval also commented that the production of the online streaming was well done.

The Chair encouraged everyone to actively engage in the meeting. He commented on the pilot format of the agenda, which combines the public and non-public sessions into one agenda. He also shared that he is hoping to speak to each governor individually to obtain feedback from them over the coming weeks.

5. Approval of Minutes of the Meeting of March 7, 2018

Upon a motion duly made by T. Koseck and seconded by N. Allen, the Minutes were approved as presented.

6. President's Report

The President discussed his Installation ceremony, which was a humbling and memorable experience. He thanked the Installation Organization Team for coordinating and executing the event. He enjoyed the opportunity to reflect on what he has been hearing during his first few months. It has been a steep learning curve, but he is enjoying it. He will continue to meet with internal members of the university community over the summer.

(J. Bruno joined at 12:41 p.m.)

Council of Ontario Universities (COU)

The President discussed the recent COU meeting, which was hosted by the University of Windsor. The upcoming provincial election was discussed and the possible consequences for the postsecondary sector. While it is difficult to predict what will happen, the COU is trying to develop an all-party strategy. The COU also received a presentation on free speech from a former President of the University of California, Berkeley. The key message was promoting free speech in a way that tries to keep people feeling psychologically safe in a charged environment.

Moving Ground Plane (MGP)

The President confirmed that the university has received provincial funding towards the installation of the MGP in the amount of \$1.5M. He thanked the Board's Executive Committee for meeting on short notice to approve the provincial transfer agreement. The university is moving towards being shovel-ready in order to help secure federal funding for the project. He reported on a meeting he had recently with the Minister of Innovation, Science and Economic Development regarding the possibility of obtaining FedDev funding. The installation of the MGP would provide UOIT with a wind tunnel that would be one of only a few in the world. He

will continue to keep the Board apprised of the status of the MGP project. He responded to questions from the Board.

7. Community Presentations

Durham Rape Crisis Centre

L. Cohen from the Durham Rape Crisis Centre (DRCC) presented to the Board. She thanked the Board for inviting the DRCC to speak regarding sexual violence and the We Believe Survivors Campaign (WBS). She distributed material to the Board, including information regarding the We Believe Survivors Campaign, the score card for the university's Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence (SVP), and an open letter regarding the Policy.

L. Cohen discussed the DRCC's involvement in the development of the SVP, as well as their participation as a community member of WBS. She emphasized the importance of students being aware of the community resources available and how to access support from those resources. It is also important to have individuals with expertise responding to disclosures of sexual assault. The DRCC has a high level of expertise with respect to working with survivors of sexual violence.

While they are not policy development experts, they believe the SVP should be clear, transparent, consistent and inclusive. She highlighted that the SVP should include education regarding rape culture. It is important to understand how rape culture contributes to the prevalence of sexual assault in society. L. Cohen also discussed the importance of the initial reaction to a survivor's disclosure and how it can influence the survivor's experience going forward.

L. Cohen summarized the nature of DRCC's relationship with Trent University and the types of services they provide to Trent. DRCC would welcome the opportunity to further develop the partnership/relationship with UOIT. She responded to questions from the Board. She confirmed that the trend is an increase in disclosures, which is likely a result of efforts like the #MeToo movement and #We Believe Survivors. She also noted a backlash as a result of the campaigns. She discussed the challenges for students who are away from home for the first time.

The Chair thanked L. Cohen for her presentation.

Vaso's Field Presentation

The Board received a presentation regarding the Vaso's Field upgrades. The project is an example of the Durham College (DC) and UOIT partnership, which benefits all of the students on campus. S. Barker provided an overview of the development of the project. Until the conversion of the Campus Field House, the campus did not have a recreational space for students. S. Barker reviewed the key objectives of the project, including providing students

with first class athletic facilities and engaging students on campus to be physically active. Improving the campus' recreational facilities will also likely have a positive effect on student recruitment.

S. Barker summarized the scope of the project, which will include a full size FIFA regulation multipurpose turf field for students. It will be the first such field in Canada. There will be 8 change rooms for varsity, recreational and community users. It will also have a state of the art press box and VIP room. S. Barker responded to questions from the Board. He advised that they have been working with student groups to provide facilities without increasing student fees. S. Chow expressed her support for the project as an alumna – having the facilities will encourage students to stay on campus on weekends. It also benefits the university's athletes and gives our students an opportunity to support the teams as fans.

8. Academic Council Report

8.1 Centre on Hate, Bias and Extremism

The President presented the proposal for the Centre on Hate, Bias and Extremism (CHBE). He commented that the proposed CHBE is timely and has the opportunity to be impactful as a research centre. The CHBE will assemble internationally recognized researchers located at UOIT along with academic and community partners locally and globally to research and counter hate, bias and extremism to promote an equal, inclusive and non-discriminatory society. The mission of the Centre will be to advance awareness, understanding and prevention of hate, bias and extremism by providing research that will inform evidence based policies and practices to promote a just and equitable society for all.

It is important to note that the Centre will also support UOIT's strategic "vision" and "mission" while advancing research, teaching and knowledge mobilization activities that complement the intellectual and pedagogical work done by the Faculty of Social Science & Humanities and across UOIT faculties. UOIT's strategic vision is to "advance the discovery and application of knowledge that accelerates economic growth, regional development and social innovation and inspires graduates who will continue to make an impact on the world, as it is and as it will be." The Centre will support this vision by pursuing, generating and circulating knowledge about the economic, political, technological and cultural dimensions of hate, bias and extremism in society while using this knowledge to understand and change the world around us for the better.

The President answered questions from the Board. A question was raised about the safety of individuals working at the Centre. The President responded that safety measures would be in place when establishing the Centre.

Upon a motion made by S. Murphy and seconded by S. Van Nuland, pursuant to the recommendation of the Academic Council, the Board of Governors approved the establishment of the Centre for Hate, Bias and Extremism, as presented.

8.2 Bachelor of Technology in Sustainable Energy Systems

The President presented the proposal for the establishment of the Bachelor of Technology in Sustainable Energy Systems. UOIT's vision advances the discovery and application of knowledge that accelerates economic growth, regional development and social innovation and inspires graduates to continue to make an impact on the world, as it is and as it will be. A key mission objective seeks to develop academic and research collaborations with industry and community that stimulate and enhance the region and university at home and abroad. The mission of the Faculty of Energy Systems & Nuclear Science is to deliver academic programs that prepare graduates for leadership in the energy sector. A Bachelor of Technology in Sustainable Energy Systems program will support the mandate of the Faculty and complement its other energy-focused programs. The Bachelor of Technology program will ensure graduates possess a deep familiarity with the technologies associated with energy systems and various technological options, as well as the skills to continually analyze new energy technologies and changes to energy systems, in terms of their techno-economic and environmental performances. The program will fill a gap for the type of students who will be enrolling in it. The President and the Dean of the Faculty of Energy Systems & Nuclear Science responded to questions from the Board.

There was a discussion regarding opportunities for the program to become a bit more innovative. A. Tokuhiko advised that there is a need in the working world for people who have an understanding of energy systems but who are not engineers. At a high level, the goal is to educate an energy analyst – someone who understands options and scenarios in light of societal energy transformation. The program will start in the Fall 2019.

Upon a motion duly made by S. Murphy and seconded by L. Edgar, pursuant to the recommendation of the Academic Council, the Board of Governors approved the establishment of the proposed Bachelor of Technology (Honours) in Sustainable Energy Systems program, as presented.

9. Co-Populous Report

J. Wilson delivered the Co-Populous Report. At the last DC Board meeting, they received student artificial intelligence project presentations. The DC Board also received an update on capital projects – the construction of the Centre for Collaborative Education is on track to open in September 2018. The capital budget for 2018-2019 was also presented.

Committee Reports

10. Audit & Finance Committee (A&F) Report

N. Allen delivered the A&F Report. At the last meeting, A&F received an update on the status of the installation of the MGP, to which the President spoke earlier. The committee also received a SIRC building project update, which is included in the meeting material for

information. There remain some builder's warranty items to be rectified. The final SIF audit will be performed by KPMG during their UOIT year-end review. Upon receipt of the final audit, the Ministry will issue a Close-Out report on the project.

Contract Management & Signing Authority Policy

The President also provided an update on the review and amendment of the Contract Management and Signing Authority Policy. Louis Charpentier, an external governance consultant, has conducted a lot of consultation and work on the policy and it is in the final stages of review. The purpose of the policy is to ensure the appropriate legal review of contracts and that signing authorities are in place across the institution.

10.1 2018-2019 Budget

N. Allen acknowledged the work of C. Elliott and his team in developing the budget. R. Bailey emphasized the efforts to integrate the budget with strategic planning. He discussed the consultation process with Academic Council. While it is a responsibility set out in the Terms of Reference of the Academic Council Executive Committee (ACX), ACX agreed several years ago that the budget consultation should happen with Academic Council as a whole. R. Bailey also discussed the upcoming review of the Terms of Reference of all Academic Council committees as part of the By-law No. 2 implementation over the next year.

R. Bailey presented the funding for Strategic Initiatives in 2018-2019, as well as the opportunities for future funding. With respect to the opportunities for future funding, he clarified that they are investing in those areas now, but there are opportunities to do more in those areas.

C. Elliott reviewed the key budget assumptions. The student to faculty ratio will continue to improve (will be 29:1 if all positions are filled). He presented the budget contingency numbers – reduced from \$4.6M to \$3.8M. He walked through the details of the draft budget and noted it is a balanced budget. Under the corridor funding model, growth in revenue will primarily come from increases in tuition as opposed to growth. C. Elliott also presented the proposed restricted fund schedule.

C. Elliott and R. Bailey responded to questions from the Board. C. Elliott explained where the savings came from in the SIRC construction project. He also discussed the 10-year forecast.

Upon a motion duly made by N. Allen and seconded by J. Wilson, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved the 2018-2019 budget, as presented.

10.2 2019-2020 Tuition & Ancillary Fees

N. Allen presented the 2019-2020 tuition fees report, which was included in the meeting material. The provincial government has established a tuition fee framework that expires in 2018. This framework regulates all publically funded programs and allows for tuition fee

differentiation based on program and program year. As a new framework has not been released, the previous limits guide the proposed 2019-2020 tuition fee increases. If there are alterations, they will come back to the Board of Governors as required.

Upon a motion duly made by N. Allen and seconded by S. Van Nuland, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved the 2019-2020 tuition fees, as presented.

N. Allen also presented the 2019-2020 ancillary fees report. From 2012-2016, UOIT did not increase any of the internal unit fees as the university had the highest ancillary fees in the province and was monitoring the rate carefully. The categories that increased were only those mandated by outside vendors (e.g. health plans, UPASS) or offered in conjunction with Durham College (e.g. Campus Recreation and Wellness). He also summarized the main reasons for the proposed rate. Last year and this year, the proposed increase is ~1.3%. B. MacIssac confirmed that the 1.3% increase is below the system average of approximately 1.9%

Upon a motion duly made by N. Allen and seconded by T. Koseck, pursuant to the recommendation of the Audit & Finance Committee and subject to the negotiation of the fees of the UPASS and Health Plan, the Board of Governors approved the 2019-20 ancillary fees, as presented.

11. Governance Nominations & Human Resources Committee (GNHR) Report

K. Brearley delivered the GNHR report. At the committee's last meeting, the President provided an update on the status of the university's Executive Compensation Plan. As reported at the last Board meeting, the university received the Ministry's permission to post the draft executive compensation framework for the mandatory 30-days public consultation period. The university completed its public consultation and is currently awaiting the Ministry's sign off for the plan to be presented to the Board for approval. The finalization of the plan is important in light of the university's upcoming recruitment of a Provost and Vice-President Academic, and Vice-President Research. Given the writ of elections has been issued, it is unlikely that the university will receive the Ministry's approval of the plan in the near future.

Board Recruitment

The President also made some recommendations to the committee with respect to Board recruitment and renewal, with a focus on continuing to improve diversity and Board engagement. The President's recommendations were well-received by GNHR. The Board has a considerable number of governors with terms ending in August. Therefore, GNHR will be pursuing a more proactive recruitment process over the summer. We view this as a very strategic initiative that will help position the Board and UOIT for future success. K. Brearley added that there is a continued focus of the government on gender balance and diversity on boards. The President commented that the recruitment process will also serve as a public relations and friend-raising exercise.

Annual Board Practices Assessment

In accordance with GNHR's Terms of Reference, the committee is responsible for developing, implementing & monitoring procedures for assessing the effectiveness of the Board and its committees. The committee has instructed the Office of the University Secretary & General Counsel to conduct the Annual Board Practices Assessment by e-mail again this year, since there was a good response rate (83%) using that method last year. In addition to evaluating the Board's effectiveness, the information collected from the assessment is exceptionally helpful in identifying the upcoming year's governance priorities. The assessment form will be distributed by e-mail by the end of this week. K. Brearley asked governors to make completing the assessment form a priority.

11.1 Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence (SVP) – Annual Report

K. Brearley provided a brief introduction of the SVP annual report and invited R. Bailey to discuss the report. R. Bailey discussed the implementation and effectiveness of the SVP. He provided additional details regarding the membership of the Advisory Committee on Student Sexual Violence Prevention and Support, as well as the mandate of the committee. The goal is to have "more ears than mouths" to listen and absorb information from experts. O. Petrie advised that they are focusing on supporting students who have experienced sexual violence (2 more counsellors have been added to the mental health services team) and educating students about the SVP.

(A. Elrick left the meeting at 2:30 p.m.)

O. Petrie also discussed some of the initiatives taking place on campus with respect to educating students and raising awareness. The Board asked questions about measuring the effectiveness of the SVP. R. Bailey discussed the challenges associated with metrics. The report will be a helpful tool in assessing implementation of the SVP since it will be presented to the Board annually and can be compared to previous years' results. He added that the DRCC scorecard contains valuable information and can provide guidance when updating the SVP.

11.2 Policy Framework Review

C. Foy summarized the report regarding the Policy Framework review. She confirmed that the revised Policy Framework will be presented to Academic Council and GNHR for recommendation. The review is largely a good news story and was an exercise in change management. The feedback is that the Policy Framework is working and is providing necessary guidance to the university community. C. Foy discussed the review process, including the extensive consultations. She added that the Policy webpage now has a feature that allows anyone to comment on any policy at any time online. The feedback will be filtered to the appropriate policy owner.

C. Foy shared that the Delegation of Authority Chart has received rave reviews. D. Reiner commented that he also likes the Chart. C. Foy summarized the comments received on the policy framework. She highlighted how the Policy Framework aligns with the Board's duty to consult under the *UOIT Act*.

K. Brearley acknowledged the tremendous amount of work put into the review by C. Foy and N. O'Halloran.

11.3 Governance & Nominations Committee of Academic Council

K. Brearley provided a summary of the background to the development of the Terms of Reference for a Governance & Nominations Committee for Academic Council and invited the Board's feedback.

11.4 2018-2019 Election Results - DEFERRED

12. Strategy & Planning Committee (S&P) Report

V. Wafer delivered the S&P Report. She is happy to report that at the last committee meeting, S&P reviewed and recommended the endowment disbursement of up to \$750,000 for distribution as student awards in 2018-2019, which is included as part of the consent agenda for approval. The committee also received an educational presentation on the objectives and responsibilities of the external relations team, which works to cultivate and strengthen government and community relationships. S&P received a presentation on integrated planning and its relationship to the budget, which was very helpful in light of today's budget presentation.

Board Retreat

Next week's Board Retreat will be focusing on strategic risk and decision-making, and enhancing the Board's ability to foster strategic decision-making incorporating risk considerations. The Retreat has been designed to maximize governor participation and to increase the Board's understanding of its role in strategic risk oversight. In order to promote an interactive retreat, there will be materials distributed in advance. V. Wafer asked the Board to please review the materials in advance, as this will help foster discussion and allow governors to get the most out of the day.

If the governors would like copies of any of the materials presented at the last S&P meeting, please contact the Office of the University Secretary.

13. Consent Agenda:

Upon a motion duly made by V. Wafer and seconded by J. Wilson, the Board of Governors approved the following items on the Consent Agenda:

13.1 Minutes of Public Session of Board of Governors Meeting of December 7, 2017

- 13.2 Minutes of Public Session of Audit & Finance Committee Meeting of February 21, 2018
- 13.3 Minutes of Public Session of Governance, Nominations & Human Resources Committee Meeting of February 7, 2018
- 13.4 Minutes of Public Session of Strategy & Planning Committee Meeting of January 24, 2018
- 13.5 Bank of Montreal Banking Resolution
- 13.6 Endowment Disbursement

14. Information Items:

14.1 Final Assessment Summary Reports from Academic Council (available upon request):

- Bachelor of Science in Health Physics and Radiation Science
- Bachelor of Science in Nursing
- Bachelor of Arts in Communication and Digital Media Studies
- Master of Science and Doctor of Philosophy in Modelling and Computational Science

14.2 18-Month Follow-Up Reports from Academic Council (available upon request):

- Bachelor of Arts in Legal Studies
- Bachelor of Science in Health Physics and Radiation Science
- Bachelor of Science in Biological Science
- Master of Science and Doctor of Philosophy in Applied Bioscience

14.3 SIRC Building Construction Project

14.4 Board Retreat: May 16 & 17, 2018

14.5 Convocation: June 7 & 8, 2018

15. Other Business

16. Adjournment

Upon a motion duly made by T. Koseck and seconded by D. Reiner, the public session adjourned at 3:02 p.m.

Becky Dinwoodie, Secretary