

**Wednesday, March 1, 2017**

**3:45 p.m. – 6:00 p.m.**

**Place: 55 Bond St., DTB 524**

**GOVERNORS IN ATTENDANCE:**

Adele Imrie, Board Chair

Miles Goacher, Vice-Chair and Chair of Audit & Finance Committee

John McKinley, Vice-Chair

Nigel Allen, Chair of Investment Committee

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

Doug Allingham

Jeremy Bradbury

Andrew Elrick

Tim McTiernan, President (*ex-officio*)

Ololade Sanusi

Bonnie Schmidt

Mary Simpson

Mary Steele

Tyler Turecki

Shirley Van Nuland

Valarie Wafer, Chair of Strategy & Planning Committee

**VIA TELECONFERENCE:**

Jay Lefton

Mike Snow

**REGRETS:**

Dan Borowec

Don Duval

Glenna Raymond

John Speers

Noreen Taylor, Chancellor (*ex-officio*)

**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 Secretary*

Brad MacIsaac, *Assistant Vice-President, Planning and Analysis, and Registrar*

Cathy Pitcher, *Assistant to the President*

Deborah Saucier, *Provost and Vice-President, Academic*

Douglas Holdway, *Interim Vice-President, Research, Innovation and International*

Susan McGovern, *Vice-President, External Relations and Advancement*

### **1. Call to Order**

The Chair called the meeting to order at 3:55 p.m.

### **2. Agenda**

*Upon a motion duly made by K. Brearley and seconded by B. Schmidt, the Agenda was approved, as presented.*

### **3. Conflict of Interest Declaration**

There was none.

### **4. Approval of Minutes of the Meeting of December 7, 2016**

*Upon a motion duly made by T. Turecki and seconded by J. Bradbury, the Minutes were approved, as presented.*

### **5. Community Reports/Presentations (if required)**

The Board did not receive any requests from the community to address the Board.

### **6. Chair's Remarks**

The Chair noted that the Committee to Recommend a President conducted community consultations throughout the month of February. The listening sessions were well attended and the online survey will remain available for completion for the duration of the search. The Chair confirmed that all of the Governors participated in the consultation process and she thanked them for their engagement.

The Chair advised that the tuition and ancillary fees for the following year usually come forward at the March Board meeting. These items will be deferred until the next Board meeting as the Ministry only recently released the tuition framework and compliance requirements. The delay will not negatively affect operations. Due to the new OSAP model, the Board will be also be considering the 2018-19 fees in May.

## **7. President's Report**

The President noted UOIT's improved national and international rankings for its Faculty of Engineering. He also congratulated D. Saucier on her recent appointment as President of MacEwan University in Edmonton. He provided a brief description of MacEwan.

## **8. Academic Council Report**

The President delivered the Academic Council report. He noted that Academic Council had an interesting discussion regarding student success efforts. He highlighted several of the major program modifications approved by Academic Council at their January meeting, including the new specialization in the Internet of Things in the Software Engineering Program and the new minor program in Astronomy. He also listed the 2016 Teaching Award Winners.

## **9. Co-Populous Report**

D. Allingham delivered the Co-Populous Report. He advised that the DC Board Retreat was dedicated to finalizing the strategic plan. The DC Board also discussed mental health issues of students on campus. He reported on the Joint DC/UOIT Executive Committee meeting, which was a success. He advised that the institutions are already working on 30 joint initiatives. He also provided an update on the Centre for Innovation.

The DC Board approved several new programs of instruction and received an extensive report from Program Advisory Committee. DC saw a moderate increase in domestic enrolment and large increase in international students. He highlighted that there is a direct reference to UOIT in DC's strategic plan, with the goal being to strengthen industry and community partnerships.

D. Allingham confirmed that the 50<sup>th</sup> anniversary celebration for colleges kicked off in January. The Chair referenced a recent insert in the Globe & Mail that included an advertisement for DC, which referenced two transfer programs to UOIT.

## **Committee Reports**

### **10. Audit & Finance Committee**

#### **Finance**

#### **10.1 Third Quarter Report**

M. Goacher delivered the Committee's report, advising that the University is running a slightly higher surplus for the year due to a slight increase in FTEs. However, the University will be running a deficit in years 6-10. M. Goacher also advised that the endowment disbursement report came to the Committee for consideration and the Committee recommended it for approval.

## **10.2 Laptop Procurement**

The Chair invited P. Bignell to present the report on laptop procurement. P. Bignell requested the Board's approval of the expenditure of \$2.1M for personal computer hardware for 2017-2018 (approximately 1600 computers). Last year the request was for \$4.9M. P. Bignell provided an update on the transition from the TELE program to BYOD program. He confirmed that, for the most part, the required software must be run on a Windows device. The University will continue to provide a small number of general use workstations. He confirmed that the support model for TAs will not change. Further, UOIT will provide rental devices at a rate that encourages students to use their own devices or repair their devices. The Library workstations will be replaced with updated devices. P. Bignell answered questions from the Board members.

*Upon a motion duly made by M. Goacher and seconded by K. Brearley, pursuant to the recommendation of the Audit and Finance Committee of the Board, the Board of Governors approved the expenditure of approximately \$2.1M for procurement, via an open competition or via the OEMC vendor of record, of laptop, tablet and desktop equipment required to support the UOIT Technology Enriched Learning Program and internal needs for the 2017-18 academic year.*

## **10.3 SIRC Building Construction Project**

Due to a scheduling conflict, C. Elliott delivered the SIRC Building Construction Project update on behalf of L. Brual. C. Elliott advised that the second floor of SIRC is 50% complete. The project is on schedule and on budget. He discussed the two site safety incidents that took place. C. Elliott confirmed that no change orders have been made since the last update. C. Elliott responded to questions from the Board.

## **10.4 Budget**

C. Elliott delivered the budget update. He reviewed the significant budget assumptions and identified the key components of the budget reduction plan. The cost base must be reduced by \$2.5M in 2017-2018. C. Elliott reviewed the updated 10-year forecast, as well as the current status of the budget. At this point, the budget is balanced. He confirmed that there were \$12M in "asks" and explained that all "asks" were not true "asks" (example of contingency fees). He reviewed the budget consultation schedule. M. Goacher congratulated C. Elliott and his team for their work on the budget process. C. Elliott answered questions from Board members.

## **10.5 DBRS UOIT Credit Rating Report**

C. Elliott updated the Board with respect to UOIT's credit ratings. The University requires annual credit reviews to provide information and security for current and potential debt holders. Further, the covenants in the debenture require credit ratings from two agencies. We use Dominion Bond Rating Service (DBRS) and Moody's Investor Service. C. Elliott explained the DBRS and Moody's rating scales and reviewed the history of UOIT's credit rating. The University's DBRS

credit rating has been upgraded to A. The Moody's rating has been a bit more varying and increased in 2012.

C. Elliott discussed the credit rating review process. The reviews are conducted every November and reviewers speak with several members of the senior leadership team. He compared UOIT's ratings to those of other Ontario universities. M. Goacher congratulated the entire senior leadership team on the rating increase, the result of much work.

## **Compliance**

### **10.6 Privacy**

The Chair invited C. Foy to deliver a privacy update to the Board. C. Foy reminded the Board of the role of the Audit and Finance Committee in compliance oversight, which includes privacy. There has been a general upward trend in access requests and breaches. C. Foy discussed the general procedure of responding to access requests, which can be time intensive. She referred to the recent request for a full day of footage from all cameras in the library as an example. The estimated fees for responding to that request could range from \$30,000 – \$90,000. She advised that most access requests are submitted by students. Due to limited resources, there have been fewer privacy and access training sessions.

With respect to the increase in breach reporting, she believes this is more of a reflection of increased awareness due to training as opposed to an increase in the actual number of breaches. She confirmed that none of the breaches have been very serious. There is strict protocol with respect to managing a breach. C. Foy responded to the Board's questions.

## **11. Investment Committee**

### **11.1 Third Quarter Investment Review**

N. Allen delivered the Investment Committee's report. The investment portfolio balance as of December was approximately \$23.1M. The portfolio's return was 0.5% behind the benchmark for the quarter at the end of December. N. Allen reported on PH&N's educational session on the impact of protectionism in the U.S. PH&N anticipates that in the short term, the policies will likely have a positive impact in the U.S. However, the long-term effects will likely be negative. N. Allen answered questions from Board members.

(S. Van Nuland left at 4:45 p.m.)

## **12. Governance Nominations & Human Resources Committee**

K. Brearley provided an update on the recruitment of new governors. She confirmed that the Board appointed two new governors during the non-public session and their names will be announced once the newest governors have been notified.

### **13. Strategy & Planning Committee**

V. Wafer updated the Board on the work of the Strategy and Planning Committee. She thanked J. McKinley for chairing the Committee meeting in January in her absence. At the meeting, there was extensive discussion regarding Board retreat topics. Given the changes in the University and the sector, the retreat is timely.

#### **13.1 Strategic Mandate Agreement (SMA)**

The Chair invited D. Saucier to speak to the Board regarding the SMA. D. Saucier confirmed that we have not yet received the final version of the SMA template. She presented the draft template to the Board and reviewed the highlights of the SMA's main pillars:

##### *Student Experience*

D. Saucier discussed the metrics and targets to be used for this section. One of the challenges is defining “experiential learning” in a way that is meaningful and captures broad experience. Another challenge is that many students do not recognize their experiential learning experiences as such. D. Saucier confirmed that we will have three years to develop the metrics. The Ministry is also requesting reports on experiential learning for each corridor of undergraduate, graduate and PhD students.

They are also interested in the student perspective of their experiences (NSSE scores). There was a discussion about the challenges inherent in student evaluations of their professors, including gender and ethnic biases.

D. Saucier discussed the impact of stable enrolments across the GTA over the next 3-5 years on access and equity. She referenced the correlation between family income and the likelihood of an individual attending post-secondary education. UOIT is a disproportionately young university; therefore, it presents a challenge as it has fewer full professors and younger faculty.

##### *Innovation, Economic Development & Community Engagement*

D. Saucier noted the change of property values in downtown Oshawa since UOIT established its downtown Faculties.

(A. Elrick left the meeting at 5:25 p.m.)

##### *Enrolment & Program Direction*

There was a discussion regarding enrolment corridors. D. Saucier advised that the University will also have to report on its strategic areas of program strength. Any areas to be developed during the SMA period will have to be tied to program strength. The reporting will include financial aspects and sustainability issues.

##### *Institutional Collaborations & Partnerships*

UOIT is differentiated as it has many collaborations with colleges and other institutions.

D. Saucier answered questions from members of the Board. She advised that they continue to consider and develop metrics that accurately reflect the university. The expressed purpose of SMAs is to ensure sustainability for Ontario institutions.

**14. Consent Agenda:**

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

- 14.1 Approval of Minutes of the Audit & Finance Committee Meeting of November 16, 2016
- 14.2 Approval of Minutes of the Governance, Nominations & Human Resource Committee Meeting of November 23, 2016
- 14.3 Approval of Minutes of the Investment Committee Meeting of November 16, 2016
- 14.4 Approval of Minutes of the Strategy & Planning Committee Meeting of November 9, 2016

**15. For Information:**

- 15.1 Annual Pension Plan Report

**16. Other Business**

There was none.

**17. Termination of Public Session**

*Upon a motion duly made by M. Goacher and seconded by K. Brearley, the meeting terminated at 5:38 p.m.*

Becky Dinwoodie, Secretary