
**Friday, October 14, 2016
3:00 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
Karyn Brearley, Chair of Governance, Nominations & Human Resources Committee
Doug Allingham
Jeremy Bradbury
Andrew Elrick
Jay Lefton
Tim McTiernan, President (*ex-officio*)
Glenna Raymond
Ololade Sanusi
Bonnie Schmidt
Mary Simpson
Mike Snow
Mary Steele
Tyler Turecki
Shirley Van Nuland
Valarie Wafer, Chair of Strategy & Planning Committee

VIA TELECONFERENCE:

John McKinley, Vice-Chair

REGRETS:

Nigel Allen, Chair of Investment Committee
Dan Borowec
Don Duval
John Speers
Noreen Taylor, Chancellor (*ex-officio*)

BOARD SECRETARY:

Becky Dinwoodie, *Assistant University Secretary*

UOIT STAFF:

Cally Ashby, *Senior Project Manager*
Craig Elliott, *Chief Financial Officer*

Cheryl Foy, *University Secretary & General Counsel*
Andrea Kelly, *Assistant to the Secretary*
Brad MacIsaac, *Assistant Vice-President, Planning and Analysis, and Registrar*
Michael Owen, *Vice-President, Research, Innovation & International*
Deborah Saucier, *Provost and Vice-President, Academic*

GUESTS:

Mariam Abonokerah, *UOIT Student*
Rabia Ameree, *UOIT Student*
Mike Eklund, *UOITFA*
Jordan Etherington, *UOIT Student*
Joanne Evans, *UOIT Staff*
Christine McLaughlin, *UOITFA*
Ali Naqvi, *UOIT Student*
Umamal Rashid, *UOIT Student*
Kelcieya Ratnavajah, *UOIT Student*
Reina Rexhmataj, *UOIT Student*
Sara Ventura, *UOIT Student*

1. Call to Order

The Chair called the meeting to order at 3:26 p.m.

2. Agenda

Upon a motion duly made by S. Van Nuland and seconded by V. Wafer, the Agenda was approved as presented.

3. Conflict of Interest Declaration

None.

4. Moment of Silence for Richard Marceau

The Chair sadly informed the Board of the recent passing of Richard Marceau, the University's former Provost. She shared that she had the pleasure of working with him and emphasized that he was instrumental to the development of University.

T. McTiernan spoke about R. Marceau and a moment of silence was observed in his honour.

5. Chair's Remarks

The Chair noted that the University is off to an exciting start to the year. The enrolment numbers are strong and the government announced the approval of the SIF funding for UOIT, which will be used towards completion of the SIRC Building.

The 2016 start-up activities were a success. The University had increased participation at the 2-day opening ceremonies. She confirmed that the President continued the tradition of donning each Faculty's t-shirt at the same time.

The Chair acknowledged the Windfields Farm event and thanked the students who participated. The exhibits were interesting and informative. The event provided a wonderful opportunity for the Board to interact with students.

The Chair welcomed the guests to the meeting. She confirmed the importance of stakeholder input, which is of great value during the Board's deliberations. She invited the guests to introduce themselves, as well as the Board and staff members.

6. Introduction of New Board Members

The Chair introduced O. Sanusi and T. Turecki, the newly elected student governors. She welcomed T. Turecki back to the Board as he also served as an elected governor during the 2014-2015 term. She recognized the importance of hearing the student perspective and thanked them for committing their time to the institution.

7. Approval of Minutes of the Meeting of June 29, 2016

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

8. Community Reports/Presentations

8.1 Policy Against Violence, Sexual Violence, Harassment and Discrimination

The Chair introduced the student speakers. She clarified that due to the withdrawal of a number of speakers, each speaker would be allotted 4 minutes to speak. R. Rexhmataj was introduced as the first speaker. R. Rexhmataj expressed concern about the consultation process. She shared that the timing of the consultation was perceived as an intentional attempt to unilaterally implement a policy. She also referenced a report published by the faculty from Carleton. She suggested that a sexual violence working group be created. She communicated the desire for a fair, transparent and cooperative consultation process. She confirmed that the students are willing to collaborate.

C. Foy advised that the senior leadership team recommended to the Board that the policy be tabled for consideration until December. The policy team is sympathetic to the fact that the students have

not yet seen the supporting procedures and will conduct further consultation prior to the Board's consideration.

Mariam Abonokerah was the second speaker. She encouraged meaningful consultation. She also noted that the consultations took place during the summer when fewer people were around to participate. She discussed her concern that student feedback on the policy was dismissed and the follow-up process was disorganized. She suggested that further student/faculty/expert consultation is required.

Sara Ventura was introduced as the next speaker. She thanked the Board for allocating her time to speak at the meeting. She expressed her appreciation for the Board tabling the policy until the next meeting. She advised that she spoke to the Minister Responsible for Women's Issues and suggested that the policy being presented to the Board was not in compliance with the legislation. She added that sexual violence warrants its own policy. The perception is that the University is not prioritizing survivors. She also recommended further consultation with students, community organizations and experts in the field.

Jordan Etherington was the final speaker. He commented that the policy does not take into account that the University has 2 campuses, which are very different. He used the hypothetical situation of a sexual assault occurring while a student is walking between classes at the downtown campus and noting the difficulty in jurisdiction. He recommended reviewing the Durham College policy against sexual violence.

The Chair thanked the students for their participation in the governance process and advised that the Board will take their comments into consideration when discussing the policy later in the meeting.

9. President's Report

9.1 Ontario Universities' Fair (OUF) Video

The President introduced the "10 With Ken: OUF 2016" video and explained how it captures the energy, enthusiasm, and hope offered by post-secondary institutions. The President commended the UOIT faculty, staff, and students for their participation at OUF.

10. Academic Council Report

The President delivered the Academic Council Report to the Board. He acknowledged the membership of the Committees of Academic Council, which shows the range of faculty who participate in academic governance. He also highlighted the Council's recommendation of the policy against violence for approval, which as mentioned earlier, will be tabled until the next Board meeting and work will continue through ongoing consultation.

The Chair added that she attended the reception following Academic Council Orientation and that it was an excellent opportunity for the Board to engage with Council members.

11. Start-Up Update

B. MacIsaac delivered a presentation entitled “UOIT Enrolment”. He reported that the University is on track for meeting most of its enrolment targets. The PhD intake numbers are a bit behind and he reviewed several of the factors that may be contributing to that. He also reviewed the number of applications and confirmations. Although the number of applications has declined a bit, there are more students accepting our offers. He acknowledged the student ambassadors for doing a great job. B. MacIsaac ended with a “Fun with Facts” quiz and provided small prizes for those with the correct answers.

Committee Reports

12. Audit & Finance Committee

12.1 First Quarter Report

M. Goacher provided the Board with the Audit and Finance Committee’s first quarter report. Revenue is up 5.6% overall year over year and expenses are relatively flat. He reported on the new metrics that the Ministry has asked institutions to report on. He noted the interest burden of the debenture.

Things are on track for the SIRC building. UOIT’s contribution will be reduced to \$20.3M as a result of the recently announced SIF funding. He also provided an update on the moving ground plane.

M. Goacher discussed the long term forecast, which anticipates a shortfall in 2018. He confirmed that the Banner payroll system has been implemented and provided an update on the Concur expense system implementation. He ended by congratulating the senior leadership team on all the work they have done.

12.2 SIRC Building Construction Project

C. Elliott introduced C. Ashby to present an update on the SIRC Building construction. C. Ashby provided an overview of the progress made on the project, as well as the risks and risk mitigation measures.

C. Elliott discussed the progress of the third and fourth floors of SIRC. The goal is to have the third and fourth floors completed by mid-November 2017. He also reviewed the design consultation process. He confirmed that UOIT’s contribution will be reduced to \$20.3M because of the federal SIF funding.

C. Foy read the motion to the Board for approval.

WHEREAS the Board of Governors approved the award of the design and build of a new four floor building (SIRC Building) to EllisDon Corporation and also approved the completion of the preliminary design phase at its meeting held on March 9, 2016, with the understanding that it would have the ability to review a business case prior to making a decision to approve the construction of the SIRC Building;

WHEREAS the Board of Governors approved the completion and submission of an application for funding from the Strategic Investment Fund (SIF) in support of the SIRC Building, at its meeting held on April 20, 2016;

WHEREAS at its meeting held on June 29, 2016, upon the recommendations of the Board's Strategy & Planning and Audit & Finance Committees, the Board of Governors approved the construction and fit-out of the new four-floor SIRC Building described in the Business Case Model at a total cost not to exceed twenty-six million, three hundred thousand dollars, (CAD\$26,300,000) for the first phase (construction and fit-out of the first two floors), and not to exceed a further seven million dollars (CAD\$7,000,000.00), for the SIF application (fit-out of the remaining two floors);

WHEREAS the Board of Governors also approved the completion of an agreement ("Agreement") with EllisDon Corporation to build the new four-floor SIRC Building, including the fit-out of the first two of the four floors, at its meeting on June 29, 2016;

WHEREAS the Agreement was finalized and signed on July 5, 2016 and effective June 30, 2016;

WHEREAS the SIF application was successful and UOIT entered into an Ontario Transfer Payment Agreement with the Ministry of Advanced Education and Skills Development on September 16, 2016 and effective May 9, 2016;

WHEREAS the amount of the SIF funding will be sufficient to allow UOIT to proceed with the fit-out of the remaining two floors of the SIRC Building;

WHEREAS the Board of Governors received and considered presentations providing a legal briefing and status update on the SIRC building at its meeting held on October 14, 2016 ("Presentations");

NOW THEREFORE, having received approval of the SIF application for sufficient funding to proceed with the fit-out of the 3rd and 4th floors of the SIRC building, upon a motion duly made by M. Goacher and seconded by D. Allingham, the UOIT Board of Governors approved:

1. The negotiation and completion of a Change Order with EllisDon Corporation to design and complete the remaining two floors of the SIRC building within the cost limits described above (CAD\$7,000,000), such Change Order to be finalized in accordance with the terms and conditions described in the Presentations.

The President and/or Chief Financial Officer is/are hereby authorized and directed for and in the name of the Corporation to execute and deliver (under the corporate seal or otherwise) all such other documents and do all such other acts as may be necessary or desirable to give effect to this resolution.

12.3 Compliance

C. Foy provided the Board with a compliance update. She confirmed that the compliance focus has been established by the Board. She discussed the current status of the compliance plan. She described the process of collecting compliance information through the risk register development process completed last year.

C. Foy informed the Board of the development of the Office of the University Secretary's website and the goal of the website going live by the end of the year. She also provided a summary of FIPPA and Records Management compliance activities. She provided an update on the progress of the contracts database.

The Meeting adjourned for a short break at 4:40 p.m.

The Meeting reconvened at 4:46 p.m.

13. Governance Nominations & Human Resources Committee (GNHR)

K. Brearley delivered the GNHR report. The Committee's work plan is very full and the Committee has already jumped in. An item of priority is the development of an executive compensation plan, which the Committee began discussing at the first meeting. The development of the plan is a standing agenda item for this year.

The Committee also discussed the importance of attendance by Board members and she advised that GNHR will be monitoring governors' attendance this year. She emphasized the importance of attendance for engagement and progressing work. She noted that there is nothing wrong with saying you are too busy and referred to L. Swami who resigned due to the change in her time commitments.

K. Brearley confirmed that leadership and succession planning will also be among the Committee's priorities. She advised that there is a tremendous amount of support provided by senior management and support staff for the committee Chairs.

The Chair echoed K. Brearley's remarks - attendance and engagement are essential. Most of the Board's work is done at the committee level and it is important to have everyone share their views and to have engaged discussions. She also commented on the amount of support provided by the senior leadership team, as well as from fellow Board members. She encouraged everyone to consider taking on a leadership role as these roles are essential to the success of the institution.

13.1 Fair Processes Policy (formerly Administrative Fairness Policy)

The Chair invited C. Foy to speak to the policies being reviewed by the Board. C. Foy clarified that there are 2 policies being presented and that the Fair Processes Policy (FPP) is coming forward for approval. She confirmed that the Policy Against Violence, Sexual Violence, Harassment and Discrimination (PAV) is being tabled and it will be brought back to the Board at the December meeting. It will be helpful to have the Board and community consider the PAV together with the underlying procedures. The policy team wants to ensure that the policy and procedures are understood by the community.

C. Foy reviewed the Board's role in policy approval. She confirmed that GNHR reviewed and recommended both policies being presented.

C. Foy provided an overview of the FPP and explained the rationale for it. The FPP functions to establish the authority and responsibility for decision-making. It also encourages and supports informal resolution wherever possible. C. Foy clarified that the FPP applies only to quasi-judicial decision-making and not day-to-day decisions.

Pursuant to the recommendations of the Governance, Nominations and Human Resources Committee and Academic Council, upon a motion duly made by A. Imrie and seconded by S. Van Nuland, the Board of Governors approved the Fair Processes Policy, as presented.

13.2 Policy Against Violence, Sexual Violence, Harassment and Discrimination

C. Foy presented the underlying philosophy for addressing sexual violence, violence, harassment and discrimination in one policy. The PAV strives to achieve a balance between supporting individuals who have experienced violence and recognizing the support of respondents in order to ensure a robust disciplinary process. She emphasized that the policy is values based. She emphasized that there will be procedures underlying the policy to ensure the proper supports are in place for individuals.

The PAV is holistic and does not differentiate between employees and students. The intent is to communicate that violence is not tolerated towards anyone.

C. Foy provided a summary of the supports available for those who experience sexual violence and/or other forms of violence, harassment, or discrimination. She also gave an overview of the consultation history. There is ongoing engagement with students.

C. Foy identified areas of concern raised by the community. There has been much discussion as to how to accomplish a survivor-centric approach while balancing it with procedural fairness. She also explained the "real and substantial connection" element of the policy. C. Foy responded to questions from the Board.

An overview of the procedures under development was presented. Many of the procedures are in draft form already.

The University has an obligation to have the policy and procedures in place by the end of December. C. Foy outlined the next steps in the approval path.

There was a discussion regarding how it is determined whether it is a criminal act. A governor also noted that the “real and substantial connection” aspect of the policy aligns with UOIT’s values. C. Foy responded to questions regarding when a matter should become a criminal investigation, as well as the limits to UOIT’s ability to help. The Board also discussed the jurisdictional issues of the policy and using the “real and substantial connection” in a values-based approach.

A question was asked about the consultation process going forward. C. Foy responded that several town halls will be held and the policy and procedures will be posted online to obtain feedback. Further, there will be continued engagement with the SA and putting them in touch with club presidents. It was suggested that it might be helpful to coordinate the procedures with DC to ensure consistent processes are available.

C. Foy confirmed that students will be involved in the drafting process. She ended by highlighting the guiding principles of the policy.

The Chair thanked M. Bowman for his participation, as well as the guests for voicing their concerns.

14. Strategy & Planning Committee (S&P)

V. Wafer delivered the S&P report. The Committee has an ambitious and busy work plan. She noted that it is a pivotal time in UOIT’s history. She also discussed the success of the recent Windfields Farm “Field of Dreams” event. The event was a wonderful opportunity to thank the University’s donors.

14.1 Strategic Plan

D. Saucier started with a brief history of the development of the Strategic Plan. She advised that she will be working with the academic units to develop strategic goals and identify what they want to achieve in the next 3 years.

(A. Elrick left the meeting at 5:31 p.m.)

The recommendation was to extend the Strategic Plan to 2022. D. Saucier reviewed the vision, mission, and values of the University. She discussed the comments provided by the Board at the Board Retreat in April. She highlighted the importance of creating a culture of retention for everyone – students, staff and faculty.

She provided a summary of the feedback provided at the retreat on the proposed plan:

- Prepare our graduates for the evolving workplace – explained meaning of “access”
- Build capacity through research and community engagement
- Be a destination for work & study

She introduced the revised Strategic Plan for 2017-2022:

- 1. Challenge** - produce and inspire future leaders who have real-world skillsets
- 2. Innovate** - create new approaches, partnerships, and solutions to improve society
- 3. Connect** – build lasting relationships to make UOIT a remarkable place for work and study

Learning, research and people are included under each of the pillars.

She emphasized the importance of having a strategic plan because it allows an organization to recognize what it’s “not”. The Board expressed agreement that the words are loftier. V. Wafer thanked the team for their work. It’s an outward facing document that helps define UOIT and will help the Advancement team. The Plan provides direction to the University in advancing its vision, mission, values.

D. Saucier acknowledged the contributions of the Board to the document, as well. She responded to questions from the Board. Each unit will develop a plan to measure their success.

That pursuant to the recommendation of the Strategy and Planning Committee, upon a motion duly made by V. Wafer and seconded by K. Brearley, the Board of Governors approved the 2017-2022 Strategic Plan, as presented.

14.2 Board of Governors Pathways Award

J. McKinley introduced V. Wafer to present to the Board regarding the Board of Governors’ Pathways Award Program. V. Wafer advised that it is the Governors’ opportunity to “walk the walk” with respect to Advancement. She provided a summary of the awards given in 2015-2016. The goal is to have an award for each one of the 20 pathways. The awards make a real difference in students’ lives. Students will be speaking about their experience at the next meeting. The goal is to raise \$20,000. She informed the Board that the packages handed out at the meeting include information regarding the stewardship. There is a UOIT self-addressed envelope in the package. V. Wafer encouraged the Governors to contribute. The Chair supported the initiative and commented that she would love to see 100% participation by the Board. J. McKinley added that the awards are important to our students and that he has received thanks from many students over the years.

15. Consent Agenda:

Upon a motion duly made by A. Imrie and seconded by T. McTiernan, the Board approved the following items on the Consent Agenda:

15.1 Minutes of the Audit & Finance Committee Meeting of June 20, 2016

15.2 Minutes of the Investment Committee Meeting of May 11, 2016

Upon a motion duly made, the Board moved into an in camera session at 5:54 p.m.

16. Termination of Public Session

Upon a motion duly made, the Meeting ended at 6:35 p.m.