
Thursday, June 22, 2017

1:30 p.m. to 4:30 p.m.

55 Bond Street, DTB 524

GOVERNORS IN ATTENDANCE:

Adele Imrie, Board Chair

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

Nigel Allen, Chair of Investment Committee

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

Valarie Wafer, Chair of Strategy & Planning Committee

Doug Allingham

Jeremy Bradbury

Tim McTiernan, President (*ex-officio*)

Glenna Raymond

Dietmar Reiner

Ololade Sanusi

Bonnie Schmidt

Mary Simpson

John Speers

Mary Steele

Tyler Turecki

REGRETS:

Don Duval

Andrew Elrick

Francis Garwe

Jay Lefton

John McKinley, Vice-Chair

Mike Snow

Noreen Taylor

Shirley Van Nuland

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 and Analysis, and Registrar*
Susan McGovern, *VP External Relations & Advancement*
Cathy Pitcher, *Assistant to the President*

GUESTS:

Miles Bowman
Mikael Eklund
Miranda Hersco
Ali Naqvi
Olivia Petrie
Michael Riseley
Sara Ventura

1. Call to Order

The Chair called the meeting to order at 1:54 p.m.

2. Agenda

Upon a motion duly made by K. Brearley and seconded by V. Wafer, the Agenda was approved, as presented.

3. Conflict of Interest Declaration

The Chair reminded those governors nominated for leadership roles under item 12.1 to please declare a conflict of interest at the time of the relevant vote.

4. Chair's Remarks

The Chair discussed this year's convocation ceremonies. She congratulated T. Turecki, the undergraduate student governor, on his graduation from the Faculty of Business & Information Technology. She also referenced the inspiring addresses given by the honorary degree recipients. It was also the final convocation for the President and the Provost. While presiding over each ceremony, the President gave very thoughtful and personal addresses to each Faculty. The Chair noted that this is just one of the many contributions the President has made to the university.

The Chair also attended the recent Community Mental Health and Wellness Forum. She discussed Romeo Dallaire's speech regarding PTSD as one of the highlights of the Forum. She asked B. Dinwoodie to distribute the link to his speech to the Board once it becomes available.

Another successful event was the Company of Innovators dinner, attended by a number of successful entrepreneurs. It is an informal event and serves as a great way to get conversations started. It is

also an excellent opportunity to raise the university's profile and develop partnerships. She encouraged governors to attend or host an event if they get the chance.

The Chair thanked and congratulated S. McGovern and her team on the donation received from the Power Workers' Union. She also took the opportunity to recognize O. Sanusi for her achievement in the national 3MT competition - she placed second for the People's Choice Award.

The Chair ended by thanking the Board for their hard work throughout an extremely busy year. She also thanked the staff for their support and contributions.

5. Approval of Minutes of the Meeting of May 3, 2017

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

6. Community Reports/Presentations

The Chair received requests from three students to speak to the Board regarding the Policy on Sexual Violence for Students.

6.1 Student Sexual Violence Policy

S. Ventura acknowledged that she previously addressed the Board regarding the policy. She raised the following concerns:

- the Healthy Sexuality Committee (HSC) seems to be an inadequate means of addressing issues pertaining to the policy;
- lack of meaningful participation in the HSC & exclusion of dissenting voices; and
- lack of consideration given to timing of students' academic lives (in context of cancellation of Healthy Sexuality Summit).

She provided the following suggestions:

- hiring a sexual violence education & response coordinator;
- implementation of a mechanism for effective consultation with students;
- additional consideration given to equity issues by the university.

A. Naqvi expressed concern that the same issues are being raised again and that changes are needed to improve women's safety. He shared S. Ventura's concerns about equity issues requiring additional attention. He also requested more timely sharing of amendments to the policy documents.

M. Hersco shared her concerns with respect to the university's policies related to student international travel, particularly in the context of her experience while on exchange in Istanbul, Turkey and during her preparations for an exchange to India.

The Chair thanked the students for their interest and participation in the governance process. She confirmed that the Board will take their comments into account when considering the policy later in the meeting.

7. President's Report

The President also thanked the students for their presentations. He remarked that the university has excellent students and that more students graduated this year than in previous years. He acknowledged the achievements of the UOIT Women's Soccer Team, in particular. He noted that the construction of the SIRC building is well underway and that it will provide much needed space and classrooms, as well as research space. He advised that the enrolment numbers look on target for next year. The university will continue to evolve and develop programs to support our students. He thanked the Board, his colleagues, and members in the community at-large as it was his last AGM.

8. Co-Populous Report

D. Allingham delivered the co-populous report. He commented that it is great to have the opportunity to update the Board on the activities of Durham College (DC). DC will offer its first degree program, Bachelor of Health Care Technology Management, in 2018, which is exciting for the college. The DC Board also approved a new continuing education program on e-learning development. The 50th anniversary homecoming weekend is scheduled for September. He clarified that the new degree program will be offered independently by DC.

9. Academic Council (AC)

9.1 Annual Report

T. McTiernan delivered AC's annual report. He was pleased to advise that AC approved nine major program modifications. It was a successful year for degrees – 2184 degrees were awarded during the 2017 Convocation. He also listed the major award winners. This year's honorary degree recipients captured the spirit of the university and reflected back to graduates a powerful set of values. These four individuals are exemplary role models of professional achievement and personal strength.

He noted that the annual report reflects some of the substantive outcomes of Council's discussions and it reflects how AC provides a valuable forum for debate of key issues of the academic life of the university.

The Chair asked the President to pass on the Board's thanks to AC on their impressive accomplishments for the year.

Committee Reports

10. Audit & Finance Committee

M. Goacher provided the Board with an update from the last committee meeting. The committee received the annual policy review and compliance update. The University Secretariat continues to oversee compliance for the university and is making good progress. The university's compliance obligations are increasing and its resources to ensure compliance are limited, which was identified as a risk during the budget process.

The transition from administrative code to policy library is complete and the library is searchable in five different ways and more user-friendly. There is also an online consultation tool for the community to provide comments on policies. The plan is to conduct a review of the policy framework and will be included in next year's work plans.

The university is experiencing an increase in the number of access requests to general records. There have been fewer education sessions due to a lack of resources. There is only one person responsible for records management, responding to FIPPA, and supporting the university policy framework. That individual is working with departments to get rid of paper documents, as well as electronic records.

The university purchased software several years ago with the goal of developing a central database of contracts. A total of 1251 contracts and policy documents are now in the database and new department users continue to be added. M. Goacher also reported on the Board's decision to renew its membership in CURIE and the university's recent purchase of cyber liability insurance.

10.1 2016-17 Audited Financial Statements

M. Goacher was pleased to report to the Board that the audit findings were clean and there were no significant findings. The university has a healthy balance sheet. He informed the Board that there was a surplus of \$12M (\$4M of which was planned). He provided a breakdown of the surplus and advised that the Finance Team will update the 10-year forecast based on actual numbers.

Due to the settlement of the Retail Sales Tax Act litigation the previous day, the financial statements will be amended to include a note regarding the subsequent event to account for the recovery of funds since the amount is considered material. C. Elliott provided the proposed wording of the note.

Upon a motion duly made by M. Goacher and seconded by N. Allen, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved the consolidated audited financial statements of UOIT for the year ending March 31, 2017, as amended.

10.2 Internally Restricted Funds

M. Goacher asked C. Elliott to present the recommendation for the internally restricted funds. C. Elliott reviewed the categories of the proposed restrictions: student awards, research related, capital related, working capital, faculty budget carry-forward, fundraising campaign, and other.

Upon a motion duly made by M. Goacher and seconded by D. Allingham, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved an Internal Restriction of \$5.9M in the University's net assets, as presented.

10.2 Fourth Quarter Report

M. Goacher provided a summary of the fourth quarter report.

10.4 2017-2019 Tuition Fees Amendment

M. Goacher presented the proposed tuition fee for the Graduate Diploma in Workplace Disability Prevention. Responding to a question regarding whether the tuition is in line with other diploma programs, B. MacIsaac confirmed that the fee was based on other diploma programs.

Upon a motion duly made by M. Goacher and seconded by M. Steele, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved the 2017-2019 tuition fees for the graduate diploma in Work Disability Prevention, as presented.

10.5 SIRC Building Construction Project

C. Elliott presented a SIRC building construction update. He advised that the drywallers have been working the last four weekends and the elevator should be ready by the beginning of July. All of the trailers are gone and EllisDon has moved into the third floor of the building. The landscaping has started. Although bad weather has slowed the exterior work a bit, the project is still on schedule.

Since it is anticipated that there will be extra money at the end of the project, they are planning for extra university banners to be added to the top of the building. They will also install electrical on all four sides of the building, which would allow for electronic signs in the future.

A governor asked whether there are any significant risks remaining on the project. C. Elliott advised that the schedule is so tight that a minor eventuality could throw off the schedule. He confirmed that with respect to anything that could be planned for, we are on or ahead of schedule.

There was also a discussion regarding the timing of back filling emptied spaces. C. Elliott informed the Board that the back fills are on track – there are many different ongoing projects and have several people assisting with project management. Karen Young is working on the sequence of filling the building. There are no safety issues to report.

10.6 University Risk Management (URM) Year-End Report

The Chair invited C. Foy to deliver the year-end URM Report. C. Foy advised that the Board could opt to receive the report as opposed to adopting it. No motion is required to adopt the report; however, if the Board wants to give any direction, it must be done so by motion.

Measuring progress:

The university is making good efforts to advance URM in a resource-constrained environment. Risk assessment was integrated into the budget process this year.

Highlights:

The Risk Management Committee (RMC) has almost finalized the risk register. The committee has distilled, organized, and integrated the list of risks. The committee integrated and synthesized 253 risks into 91, which fall into several main categories. C. Foy introduced E. Wannamaker to the Board. E. Wannamaker has been instrumental in the development of URM. The risk management website has been updated and is available as a resource to the university community.

The RMC is developing metrics and would like to finalize them by the end of the year. E. Wannamaker already tracks several metrics. The committee is also working to finalize the list of strategic risks. C. Foy acknowledged that this is a priority of the Board and advised that they will devote more attention to finalizing the list of strategic risks the following year.

C. Foy commented that the President has been instrumental in laying the foundation for the integration of risk into the planning and budgeting processes. This is also reflected in allocating risks to certain planning and governance bodies. C. Foy took the opportunity to thank the RMC for all of their hard work.

C. Foy provided an overview of the risk work accomplished this year, including regular risk management updates at the Audit & Finance Committee (A&F) meetings and professional development sessions focused on areas of risk (e.g. Academic Freedom and Free Speech). She asked whether the Board wanted to give any specific directions to the RMC.

There was a discussion regarding how risk priorities are selected given the university's limited resources. E. Wannamaker and C. Foy conducted the preliminary risk assessments and identified where strong mitigation plans and processes were already in place. The risks were then reviewed by the senior leadership team and similar risks were grouped together. For example, many potential health and safety risks were identified in the risk reports. Accordingly, this group of risks will be assigned to the Health & Safety Committee. C. Foy clarified that Student Life is responsible for student mental health.

The Chair thanked A&F and the RMC for all of the work preparing the second risk report and for their work in implementing risk management.

10.7 Audit & Finance Committee Annual Report

M. Goacher presented the A&F annual report for 2016-2017.

Upon a motion duly made by D. Allingham and seconded by T. McTiernan, the Board of Governors approved reordering the agenda to consider the Student Sexual Violence Policy Review immediately following the break.

11. Investment Committee

11.1 Quarterly Report

N. Allen presented the Board with the Committee's report. The last meeting of the Investment Committee was on May 24. At the end of the last quarter, the portfolio performed stronger than the benchmark. The investment account is just over \$23M and the cash account is at just over \$537,000. The Committee had an education session on Diversified Growth Funds. This class of funds delivers equity-type returns with lower risk. N. Allen discussed the downside of these funds, including the difficulty of benchmarking and increased autonomy of the investment manager. RBC is investigating Diversified Growth Funds, as they are not yet in Canada.

11.2 Investment Committee Annual Report

N. Allen presented the Investment Committee's annual report. He thanked the Committee for their work throughout the year, as well as C. Elliott and his team for their support.

12. Governance, Nominations and Human Resources Committee (GNHR)

K. Brearley delivered the GNHR report. She advised that GNHR continues to deal with interesting matters. She thanked the Committee members for their active participation, including the work on the student sexual violence policy. The Board By-law Review working group will be recommending two by-laws for approval – a general Board by-law and another dedicated to Academic Council. She discussed Board leadership and succession planning. She thanked the outgoing Board leaders, as well as those governors who agreed to assume leadership roles.

12.1 Board Leadership & Committee Assignments 2017-2018

K. Brearley presented the report to the Board for consideration. She noted that S. Chow agreed to be nominated as Chair of the Investment Committee under the mentorship of N. Allen. M. Goacher commented that he would prefer to exclude the reference to the expectation of D. Allingham serving as Board Chair for two years and proposed an amendment to the wording of the motion. C. Foy clarified that the wording was included to reassure the Board that D. Allingham is willing to serve as Chair for at least two years.

Upon a motion duly made by M. Goacher and seconded by G. Raymond, the Board of Governors approved the amendment of the motion appointing D. Allingham as Board Chair by removing the words "with the expectation of re-election the following year."

T. McTiernan and M. Simpson opposed.

Upon a motion duly made, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors appointed Doug Allingham as Chair of the Board for 2017-2018.

D. Allingham abstained.

Upon a motion duly made, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors reappointed Miles Goacher as Vice-Chair of the Board for 2017-2018.

M. Goacher abstained.

Upon a motion duly made, pursuant to the recommendations of the Governance, Nominations and Human Resources Committee, the Board of Governors appointed the following governors to the positions of Chair of the specified Committee for 2017-2018:

- *Nigel Allen - Audit & Finance*
- *Karyn Brearley - Governance, Nominations & Human Resources*
- *Stephanie Chow – Investment*
- *Valarie Wafer - Strategy & Planning*

N. Allen, K. Brearley, and V. Wafer abstained.

Upon a motion duly made, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors approved the proposed 2017-18 Committee Assignments, as presented.

M. Goacher agreed to continue as a member of the Investment Committee until a replacement member can be found.

K. Brearley ended by thanking GNHR for all of their hard work.

12.2 Student Sexual Violence Policy Review

R. Bailey introduced M. Bowman to discuss the ongoing consultation process. M. Bowman provided an overview of the engagement efforts that have taken place since the Board's December 2016 meeting, including the participation of students and staff as part of the Healthy Sexuality Committee. M. Bowman also discussed several of the challenges experienced since the last meeting. He advised that they continue to work on developing the most effective means of training for the policy. He noted that although many people have expressed interest in participating in the program they have encountered difficulties getting people to turn out when needed. He discussed additional areas of concern, as well as areas of improvement.

M. Bowman reviewed the recommendations set out in the Report on Student Sexual Violence Policy, which include:

1. develop online training for September 2017;
2. increase awareness that the university will help anyone affected by sexual violence;
3. continue efforts to speak with students face-to-face about the policy;
5. limit collection of disclosure data to those instances submitted to the disclosure@UOIT.ca account;
6. formalize the procedures for documenting incidents of sexual violence, including who collects the data; and
7. target efforts to develop student awareness of resources through orientation, social media outreach, and events during students' first month on campus to build trust and increase understanding of service/support that is available.

R. Bailey added that the education planning will include appropriate training for the Board and SLT in the fall.

K. Brearley acknowledged the comments and concerns expressed by the students at the beginning of the meeting and commits that the Sexual Violence Policy for Students will be part of GNHR's work plan for 2017-2018.

Upon a motion duly made by G. Raymond and seconded by M. Simpson, pursuant to the recommendation of the Governance, Nominations and Human Resources Committee, the Board of Governors approved the amended Policy on Sexual Violence for Students and Procedures for Responding to Incidents of Sexual Violence policy, as presented.

A member remarked that he appreciated GNHR's commitment to continue to monitor the implementation of the policy. He also asked GNHR to consider general student safety and mental health, including suicide attempts. There was a discussion regarding the degree of consultation conducted during the extended review period, particularly in the context of the applicable regulations. C. Foy reviewed the approval pathway of the policy – the policy was presented to the Board in October and the Board deferred the matter to December to allow for additional consultation. The Board approved the policy in December. Upon making its decision, the Board considered the comments provided by the community and allowed an extended 3-month period of comment. The consultation process was consistent with the policy framework and the relevant regulations must be interpreted to be consistent with the UOIT Act. It falls within the jurisdiction of GNHR and the Board as a whole to examine the consultation process and determine how to improve it.

K. Brearley reiterated that GNHR supports the proposed recommendations.

12.3 Governance, Nominations and Human Resources Committee Annual Report

K. Brearley presented the GNHR annual report to the Board.

13. Strategy & Planning Committee

13.1 Alumni Association

S. Valarie introduced M. Riseley to the Board and provided a summary of his background. M. Riseley thanked the Board for the opportunity to present. He delivered the Alumni Association's presentation. The Association consists of 10 volunteers and its mission is to engage alumni. Each member serves a 2-year term. M. Riseley reviewed the Association's milestones from 2012-2016. He also discussed their strategic priorities. The Association will be holding its first paid event soon – attending a Blue Jays game. The members are also involved in the convocation ceremonies and they had a record amount of merchandise sales at convocation this year. The public sessions of the Association's meetings are streamed through Facebook live.

The Chair thanked M. Riseley for the presentation and noted she was impressed with the progress that has been made. The Alumni Association speakers are the most enthusiastic speakers at convocation. V. Wafer also thanked him and congratulated him and the Association on the good work.

13.2 Strategy & Planning Committee Annual Report

V. Wafer delivered the Committee's annual report. She acknowledged J. McKinley and G. Raymond as having been integral members of the Committee and thanked them for their support and contributions.

V. Wafer presented the committee's annual report, highlighting the Strategic Plan and concepts for the Strategic Mandate Agreement (SMA). She also pointed out that over the last few years, the Board retreats have addressed key issues and the committee will continue to seek input to ensure the retreat topic is relevant. She also discussed the university's potential growth strategy in light of the renewed SMA.

The Board Chair thanked the entire Board for all of their hard work and support. As it was her final meeting as Board Chair, she wished them all the best for the next year.

14. Consent Agenda

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

14.1 Board Schedule

14.2 Appointment of Board Secretary 2017-18

14.3 Minutes of the Audit & Finance Committee Meeting of April 19, 2017

14.4 Minutes of the Governance, Nominations & Human Resources Committee Meeting of March 29, 2017

14.5 Minutes of Strategy & Planning Committee Meeting of March 22, 2017

15. For Information:

15.1 Report of the Board Chair - Summary of Activities

15.2 Annual Policy Review and Compliance Update

15.3 CURIE 2016 Annual Report (available on the portal)

16. Other Business

17. Termination of Meeting

There being no other business, upon a motion duly made by T. McTiernan and seconded by T. Turecki, the public session of the meeting terminated at 4:22 p.m.

Becky Dinwoodie, Secretary