
**Minutes of the Meeting of Thursday, November 29, 2018
55 Bond Street, DTB 524
Noon to 2:05 p.m.**

GOVERNORS IN ATTENDANCE:

Doug Allingham, Board Chair
Nigel Allen, Chair of Audit & Finance Committee
Francis Garwe, Chair of Governance, Nominations & Human Resources Committee
Thorsten Koseck, Chair of Strategy & Planning Committee
Liqun Cao
Kevin Chan
Lisa Edgar
Laura Elliott
Ferdinand Jones
Kori Kingsbury
Thorsten Koseck
Dale MacMillan
Mark Neville
Jessica Nguyen
Dietmar Reiner
Trevin Stratton
Jim Wilson
Lynne Zucker

REGRETS:

Noreen Taylor, Chancellor
Stephanie Chow, Chair of Investment Committee
Maria Saros

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*
Justin Gammage, *Industrial Liaison Specialist*
Krista Hester, *Assistant to the Provost*
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*

1. Call to Order

The Chair called the meeting to order at 12:05 p.m.

2. Agenda

Upon a motion duly made T. Koseck and seconded by K. Kingsbury, the Agenda was approved as presented.

3. Conflict of Interest Declaration

J. Nguyen declared a conflict of interest with respect to the agenda item 8.1

4. Chair's Remarks

The Chair welcomed everyone to the first Board meeting of the year. The governors have had the opportunity to meet on several occasions prior to this meeting. The Chair expressed his appreciation for the time the governors have already dedicated to the institution. It is important to have a diversity of perspectives on the Board, including a diversity of opinion. He encouraged the Board members to actively participate in the discussions during the meeting.

Sadly, the university is mourning the death of Rhyss Glenfield, a first year student, due to a tragic accident adjacent to the north campus. A GoFundMe page has been set up to raise funds to cover funeral expenses and for a scholarship to be established in his name. The university has contributed and the Board will also be making a contribution. The Board Chair asked B. Dinwoodie to circulate the link to the GoFundMe page to the Board.

The Chair also discussed the recent announcement about GM closing in Oshawa.

Board Priorities

The Board will continue to focus on diversity during the upcoming year. The continued improvement of the efficiency of Board meetings will remain a priority. The Chair acknowledged improvements to Board process implemented over the last year, including:

- streamlined presentations;
- succinct & well-written Board reports;
- availability of videoconferencing & audio system; and

- comprehensive orientation program.

The university will also be introducing a new Board portal. The Chair thanked B. Dinwoodie and her team for implementing these changes. He is also looking forward to increased engagement with students and the university community. The Chair thanked R. Bailey and S. McGovern for the great retreat session that morning.

5. President's Report

The President provided an update on the status of the Provost and VP Research searches. A confidential long list has been reviewed for the Provost position and the ad for the VP Research position will be posted in December. He noted that there are a lot of searches taking place across the sector. The President also discussed the university's town halls, which have focused on topics, such as, what the campus of the future will look like and the university's acronym (ONTechU). The university community is very engaged.

The President acknowledged the tragic death of Rhyss Glenfield, which shook the community. He emphasized the importance of creating a sense of community, such as when everyone came together for the vigil.

The President also discussed the recent GM announcement and how the university can support GM workers with retraining opportunities.

The President ended by reporting on his attendance at the Whitby Chamber of Commerce Business Achievement Awards. He congratulated Board Chair, D. Allingham, for receiving the 2018 Peter Perry Award.

6. Academic Council Report

The President delivered the Academic Council report, which was included in the meeting material. Academic Council participated in consultation sessions for the senior academic administrator searches. He also noted the establishment of a new governance committee for Academic Council. They are focusing on having more strategic discussions at Council meetings. Council has also been involved in policy consultations, particularly the Freedom of Expression Policy. He acknowledged the work of R. Bailey and Niall O'Halloran in developing the policy.

7. Co-Populous Report

J. Wilson delivered the co-populous report. Durham College (DC) hosted the official opening for the Centre for Collaborative Education on September 2, which was well attended. The implementation of the smoke free campus seems to be going well, so far. He reported on the establishment of a new carpentry and renovation technician program, as well as the suspension of a few diploma programs (insurance, accounting & payroll). DC also held its fall convocation on October 25. J. Wilson

responded to questions from the Board. He discussed the robust process followed to suspend a program and clarified that if a program is suspended, it can always be brought back.

Committee Reports

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

The Chair advised that the Board will be considering the first two motions together as they are closely linked.

8.1 Student Union Addendum & Guarantee Agreement

N. Allen gave an overview of the student union (SU) addendum and guarantee agreement recommendation, which was set out in more detail in the report in the meeting material. He responded to questions from the Board. C. Foy explained that while the university will be the recognized owner of the building, the university will transfer ownership in the space allocated to the SU to the SU in perpetuity. She also clarified that while DC is the registered land owner, it is held in trust for the university. C. Foy confirmed that the transfer of space to the SU would include a right of first refusal if the SU decides to sell the rights to the space down the road. The SU will be paying for their portion of the building, so there is a degree of security that they will have space for the future.

MOTION for STUDENT UNION ADDENDUM & GUARANTEE AGREEMENT:

Upon a motion duly made by L. Elliott and seconded by K. Chan, pursuant to the recommendation of the Audit & Finance Committee, the Board of Governors approved that:

- *UOIT guarantee a UOITSU construction loan for a student centre to be built within A5 in an amount not to exceed five million dollars (\$5MCDN);*
- *UOIT agree to transfer the space allocated as the student centre to the UOITSU, and;*
- *Both the guarantee and the transfer are to be made on such terms and conditions as are recommended and supported by the UOIT CFO and the UOIT General Counsel and negotiated with the UOITSU.*
- *The President and/or Chief Financial Officer are 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.*
- *At their next meetings, the Audit and Finance Committee and the Board will be provided with a summary of the key elements of the final agreements and thereafter be provided with regular updates regarding the status of the relationship and the student centre building.*

J. Nguyen abstained.

8.2 New Building

N. Allen summarized the key aspects of the new building business case, circulated in advance of the meeting. He explained the cost efficiency of including six floors at the time of construction, with the top floor being shelled. The estimated budget is \$48M. He also reviewed the funding options for the remaining project cost.

There were discussions regarding how the building will showcase technology and green standards. It will be designed to be Leed Silver and carbon neutral, but will not be certified. The new building's operating costs have been included from 2021 onward. The university is planning to increase enrolment over the next decade and the construction of a new building will help prepare for that growth. The shelled floor, once fitted out, would create space for an additional 200 students. The Board asked about the cost of fitting out the top floor right away. Consultation will be conducted with the Faculties to determine what would be going on the top floor. It would cost approximately \$1.2M to fit out the top floor.

The Board was also shown how the building design will promote a sticky campus. It was clarified that when the initial plan for the building was contemplated, all other buildings in the Campus Master Plan are four floors due to the restrictions related to being in the airport flight path. By slightly reducing the ceiling height, another floor was added to the design. Delaying the fit out of the top floor will give the Advancement Team a bit more time to fundraise for the construction costs.

MOTION for NEW BUILDING:

WHEREAS the Board of Governors approved the Minutes of Settlement among UOIT, Durham College ("DC") and the UOIT Student Union ("USU") dated September 24, 2017 ("MoS");

WHEREAS paragraph 1 of the MoS stipulates that UOIT will construct a two-storey 8,000 square foot building for the exclusive use by the USU as a student centre ("USU Student Centre");

WHEREAS paragraph 6 of the MoS provides that at the USU's option the location and size of the USU Student Centre as stipulated in paragraph 1 may be modified in consultation with UOIT;

WHEREAS in an e-mail dated November 9, 2017, the USU expressed its preference to pursue the option of modifying the location and size;

WHEREAS, having received and considered the "UOIT New Building Discussion Paper 2018" at its meeting on March 7, 2018, the Board of Governors authorized the university to proceed with the RFP process for the design and construction of the proposed New Building;

WHEREAS the successful design build proponent was selected in June 2018 and an update was provided to the Board of Governors at their meeting on June 27, 2018;

WHEREAS the preliminary phase – design services has been completed;

WHEREAS the university recommends proceeding with further design and site work to prepare for the new building construction while the guaranteed maximum price agreement is finalized;

WHEREAS the cost of the preparatory work is anticipated to be up to \$1.5 million, which is included in the total estimated project cost of \$48M outlined in the November Business Case;

NOW THEREFORE, having received and considered the “New Building Business Case November 2018” and pursuant to the recommendation of the Audit & Finance Committee, upon a motion duly made by D. Reiner and seconded by F. Jones, the Board of Governors:

- 1. Authorized the university to proceed with the preparatory work for the new building construction, up to a maximum cost of \$1.5M dollars.*
- 2. Directed the university to present the final negotiated guaranteed maximum price agreement for approval at the February 28, 2019 Board meeting.*
- 3. Authorized and directed the President and/or Chief Financial Officer 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.*

8.3 ACE Enhancement Project

N. Allen summarized the background of the ACE Enhancement Project. There was a discussion regarding the contract signing controls that are in place. The Signing Authority Policy and Procedures govern who has the authority to sign documents. There is also a legal review policy that governs contracts and if an agreement meets a certain level of risk, it would come to the Board for approval. The Board Chair advised that the Executive Committee was comfortable with the answers provided when the project was initially presented in October. C. Elliott explained why multiple RFPs will be required.

MOTION for ACE ENHANCEMENT PROJECT:

WHEREAS the Government of Canada through FedDev Ontario has committed up to \$9,465,000 to UOIT for the completion of the ACE Enhancement Project (“AEP”);

WHEREAS the AEP will be conducted in two stages;

WHEREAS the first stage of the AEP will require modification to the ACE building to accommodate the installation of the moving ground plane, with substantial completion planned for July 26, 2019;

WHEREAS the second stage of the AEP will involve the integration of the MGP into ACE’s current technical systems, with the goal of completing the entire project by March 31, 2020;

WHEREAS on October 18, 2018, the Executive Committee approved the award of the ACE Building modification contract not to exceed \$4.1M and the issuance of a RFP for the MGP integration to be released in October, 2018 and the award of the ACE MGP Integration contracts not to exceed \$10.4M; and

WHEREAS the project plan will require the issuance and award of multiple contracts to complete the MGP integration, several of which are anticipated to exceed the one million dollar threshold that requires Board approval;

NOW THEREFORE, pursuant to the recommendation of the Audit & Finance Committee, upon a motion duly made by T. Stratton and seconded by D. MacMillan, the Board of Governors approved the following:

- authorization to award the ACE Building modification contract in an amount not to exceed \$4.1M;*
- authorization to award multiple MGP integration contracts, the sum of which will not exceed \$10.4M; and*
- authorization of the negotiation and completion of such agreements by the Chief Financial Officer and the General Counsel for completion of the ACE Building modification contract and ACE MGP Integration contract.*

That the Board authorizes and directs the President and/or the Chief Financial Officer, for and in the name of the university, 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.

The Board further requested that management deliver progress updates in respect of the ACE Enhancement Project to the Executive Committee and Audit & Finance Committee until the project is completed, including the award of RFPs that meet the threshold for Board approval and summaries of their key contractual terms and associated risks. The Board anticipates that the Chair of the Board and the Chair of Audit & Finance will report on the Moving Ground Plane project to the Board until the ACE Enhancement Project is completed.

8.3 AVIN

N. Allen reviewed the AVIN recommendation, which was explained in detail in the accompanying report. AVIN is an \$80M, 5-year investment, delivered by OCE on behalf of the Ministry of Economic Development and Growth, Ministry of Research, Innovation and Science & Ministry of Transportation (MTO). The University and its partners, Durham College and the Spark Centre, were awarded \$5M dollars over five years to create a Regional Technology Development Site (RTDS) in the Durham Region to support innovation linked to autonomous vehicles in the Durham and Northumberland Regions. D. Holdway and J. Gammage responded to questions from the Board. C. Foy clarified that there are a total of five sites for RTDS and the

university may be able to use the documents developed by the other four sites as template agreements. Outside counsel is being consulted.

MOTION for AVIN:

WHEREAS the university and its partners, Durham College and the Spark Centre (“Spark”) were awarded \$5M by the Ontario Centres of Excellence (“OCE”) to create a Regional Technology Development Site (“AVIN Project”) in the Durham Region to support innovation linked to autonomous vehicles in the Durham and Northumberland Regions;

WHEREAS the Board of Governors authorized the university’s participation in the AVIN Project on June 27, 2018;

WHEREAS the \$5M contributed by OCE to the AVIN Project will be administered by Spark;

WHEREAS the majority of the \$5M AVIN Project funding will be used to expand the capabilities of the university’s Automotive Centre of Excellence;

WHEREAS the university has negotiated a proposed funding agreement with Spark for the AVIN Project that includes terms for the financial disbursements, reporting requirements, liability, and termination for the AVIN Project activities taking place at the university (“Spark Agreement”);

WHEREAS the university will be partnering with IBM Canada, among others, for the AVIN Project that will require the issuance of multiple subcontracts, and purchase orders, that will exceed the \$1M signing authority threshold requiring Board approval; and

WHEREAS the university will enter into a binding Memorandum of Understanding with IBM Canada (“IBM MOU”);

NOW THEREFORE, pursuant to the recommendation of the Audit & Finance Committee, upon a motion duly made by D. Reiner and seconded by D. MacMillan, the Board of Governors approved:

- 1. the finalization and completion of the Spark Agreement on the key terms and conditions described;*
- 2. the finalization and completion of the IBM MOU on the key terms and conditions described, including the proposed procurement of up to \$1.5M CDN in software, support and services from IBM Canada in support of its partnership with the university for the AVIN Project activities at the university;*
- 3. Authorizing and directing the VP Research and Chief Financial Officer 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.

The Board requested that management deliver regular progress updates in respect of the AVIN Project to the Audit & Finance Committee until the project is completed. The Board anticipates that the Chair of Audit & Finance will report on the AVIN Project to the Board until the AVIN Project is completed.

8.4 Campus Recreation & Wellness Centre Expansion (CRWC)

N. Allen reported that in the spring of 2018, the senior leadership and SU approved the introduction of men's and women's varsity basketball. Shortly after that, the university's bid to join OUA (Ontario University Athletics) basketball was supported and approved for competition by the OUA board of directors for the fall of 2019. As a playing member of the association, we are bound to standards which require us to provide adequate facilities for team competition and training. To meet those requirements, varsity change rooms and additional athletic therapy space are required. This project will also support the sustainability of our commitment to the well-being of student-athletes by improving the space to which teams are treated and rehabilitated through athletic therapy. While the varsity change rooms would be dedicated to basketball, all varsity teams will have access to the therapy space. C. Elliott responded to questions. He clarified that the money is being spent out of an existing reserve for CRWC, which must be spent toward student activities.

MOTION for CAMPUS RECREATION & WELLNESS CENTRE EXPANSION:

WHEREAS in the spring of 2018, the university's senior leadership and student union approved the establishment of men's and women's varsity basketball teams;

WHEREAS the university's bid to join Ontario University Athletics (OUA) basketball was supported and approved for competition by the OUA Board of Directors starting in the fall of 2019;

WHEREAS being an OUA member requires the university to meet certain standards, we must provide adequate competition and training facilities;

WHEREAS the expansion of the Campus Recreation and Wellness Centre (CRWC) by adding varsity change rooms and more athletic therapy space will help us meet the OUA standards;

NOW THEREFORE, pursuant to the recommendation of the Audit and Finance Committee, upon a motion duly made by L. Edgar and seconded by F. Garwe, the Board of Governors:

- 1. Authorized the university to proceed with the RFP process for the modifications to the Campus Recreation and Wellness Centre, including the construction of change rooms*

and therapy space, not to exceed \$1.9M dollars, in order to facilitate the launch of the university's new varsity basketball programs.

- 2. Authorized and directed the President and/or Chief Financial Officer 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.*

The Board further requested that management deliver progress updates in respect of the CRWC Modification Project to the Audit & Finance Committee until the project is completed. The Board anticipated that the Chair of Audit & Finance will report on the CRWC Modification Project to the Board until the project is completed.

8.5 2019-2020 Ancillary Fees Amendment

The university sets tuition and ancillary fees two years in advance to provide accurate net tuition data to prospective students at the time of application. Since the university is looking to move two programs to “bring your own device” for 2019-20, the Audit & Finance Committee recommended that the Board approve the reduced ancillary fees, as presented.

MOTION for ANCILLARY FEES AMENDMENT:

Upon a motion duly made by L. Elliott and seconded by T. Koseck, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved the changes to the 2019-20 ancillary fees, as presented:

	2018-19	2019-20	
Compulsory Ancillary Fees			% Inc
Flat Fee Paid once per yr. Charged to FT & PT			
Technology-enriched Learning (FT) Gaming UL	853.87	478.00	-44.0%
Technology-enriched Learning (FT) FESNS ULA	729.79	221.00	-69.7%

8.6 Second Quarter Financial Reports

N. Allen directed the Board to the detailed and helpful notes in the financial reports. He reported that the committee was provided with an overview of the second quarter financial reports. There is \$40M in AR, which includes winter term tuition fees that are not collectible until next year. There was also a year-over-year increase of \$4.4M in salaries and benefits. The forecast is based on the assumption that the university will continue to be fully funded in accordance with the funding formula used in 2017-2018. All special purpose grants have been held back as part of the provincial government's line by line review of the budget – this includes our annual debenture grant. The university is forecasting a net operating surplus of \$3.1M at the end of the fiscal year.

C. Elliott responded to questions from the Board. There was a discussion regarding the savings in labour costs. C. Elliott explained that this was due to vacant positions not being filled or being filled

at a slower rate than expected. The Board also inquired about forecasting of possible government cut backs. There was been some scenario planning and it is prudent to anticipate that there will be some efficiency requirements.

8.7 2018-2019 Budget Assumptions, Targets & Outcomes

N. Allen referred the Board to the 2018-2019 budget process, which was included in the meeting material. He emphasized that the forecast does not include any assumptions around potential budget efficiencies imposed by the province. The university will be modelling various scenarios to show best case, worst case, and most likely. These forecasts will come to the next committee meeting in February.

The university will focus on the \$1.6M per year in the upcoming 2019/20 budget as it frames the amount of additional asks that can be funded. The emphasis will be on one-time-only asks to maintain flexibility in the face of revenue uncertainty. N. Allen reviewed the key 2019-2020 budget assumptions. R. Bailey and C. Elliott responded to the Board's questions. He thanked C. Elliott, R. Bailey, B. MacIsaac and their teams for the reports.

8.8 Policy:

(a) Freedom of Expression Policy

N. Allen presented the draft Freedom of Expression Policy for approval. The accompanying report includes a summary of comments received from Academic Council and other sources. R. Bailey answered questions. He advised that there is a complaint process in place at the institution that can be used under this policy. He noted the accelerated development and implementation of the policy in the university environment. There was engaged consultation, which resulted in a different document being presented than what they started with.

There was a discussion regarding the narrow definition of online university environment and whether the policy would apply to a student's personal account. The behaviour of a student using a personal account would be captured by the Student Conduct Policy. There is a distinction between the university's liability for behaviour and the regulation of university community behaviour.

The Board also asked about who is responsible for the cost of security for a controversial speaker. The discussion about costs would take place prior to an event. C. Foy clarified that freedom of expression does not translate into the university covering the cost of carrying out freedom of expression. C. Foy explained the process for booking of space, which involves the Director of Risk. An event organizer is responsible for the costs. In the event that things go wrong, the university has liability insurance up to \$10M.

MOTION for FREEDOM OF EXPRESSION POLICY:

Upon a motion duly made by K. Kingsbury and seconded by K. Chan, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors approved the Freedom of Expression Policy, as presented.

The Board Chair noted that the staff did an excellent job in policy development, particularly the consultation process.

9. Investment Committee

9.1 Quarterly Report

N. Allen delivered the Investment Committee report in S. Chow's absence. The portfolio is up to \$25.5M. He reported on the portfolio's performance compared to benchmark, which was .19% behind the benchmark in the last quarter due to market volatility. He noted that this is not concerning in the short term. He also informed the Board that the committee had an educational session on the cannabis market at the last meeting.

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

F. Garwe delivered the GNHR Report. He thanked the Board Chair for chairing the last GNHR meeting in his absence.

Board Recruitment Process

F. Garwe thanked the Board members and staff who participated in the recruitment process over the summer. It was the first time the Board used an external recruitment firm to assist with the process and it was a tremendous success. The university received an overwhelming number of applicants and the Board is extremely pleased with the results. The addition of the new elected and external governors has broadened the skillset of an already strong Board and we look forward to continuing to advance the university's mission, vision and values.

Executive Compensation

GNHR received an update on the status of the Executive Compensation Plan. Almost all universities submitted their executive compensation plans for approval prior to the election and only four institutions received approval. The rest of the universities must remain in a holding pattern until there is any further development. This is important to note for the Board since the university is currently recruiting for the senior academic administrator positions of Provost and VP Research. The salaries for these positions, as well as the university's other executives, remain frozen.

Faculty Governor Working Group Recommendations

In response to concerns raised during the spring 2018-2019 Board of Governors Election regarding Teaching Staff governor eligibility requirements, GNHR formed a Faculty Governor Working Group to review the matter over the summer. The concerns were related to the election eligibility requirement of a faculty nominee not having requested or planning on requesting research leave during the next two years. This fundamental eligibility requirement is based on the understanding and expectation that a faculty member on research leave will be spending all of his/her time on research and participating in no other service at the university during that time.

The Faculty Governor Working Group presented their recommendations to the committee for feedback. The working group's recommendations are:

For a one year leave:

- If a faculty member has submitted a request/plans to submit a request for a one (1) year research leave, to be taken during the first two (2) years of the term, the individual is ineligible to participate in the Board election.
- If a faculty member goes on a one (1) year research leave during last year of term, she/he can no longer serve on the Board & will be replaced on the Board by election.

For a six (6) month leave:

- If a faculty member has submitted a request/plans to submit a request for a six (6) month research leave during the first year of the term, the individual is ineligible to participate in the Board election.
- If a faculty member goes on six (6) month research leave during years 2-6 of the term, she/he can continue to actively serve on the Board with the Dean's agreement.

GNHR supported the group's recommendations and those recommendations have been incorporated into the Board of Governors Recruitment, Appointment and Leadership Policy and Teaching Staff Nominee Election Form. The amended policy is undergoing community consultation. The community feedback, if any, will be taken into consideration and the policy documents will be presented at the next GNHR meeting for recommendation.

By-laws Implementation

The committee also received a progress update on the implementation of the new By-laws, which came into effect on September 1. The university held its first joint Board and Academic Council orientation session, which was well attended. Overall, the feedback was positive for

our first joint orientation session.

Board Engagement

In response to feedback from the Board during last year's assessment, the university introduced videoconferencing as an option for remote participation this year. The transition to the videoconferencing system has gone smoothly and it seems to be a more engaging format of remote participation.

Workplace Violence Policy 2017-2018 Review Report

The committee received a report on the results of the Workplace Violence Policy review for 2017-2018, which is included in the meeting material for information.

Board of Governors Procedures for Election of Faculty, Non-Academic Staff & Student Governors

The procedures for the election of faculty, non-academic staff & student governors was due for a regular review. There are several proposed editorial changes and one substantive change related to the process used for resolving a tie. Due to an unusual situation where there was a three-way tie in the September 2017 election, the process is being changed from a coin toss to a random selection of a candidate's name from a box. The procedures are posted online for community consultation and the documents will be presented at the next GNHR meeting for approval.

10.1 Presidential Transition Committee (PTC)

The Board recognizes how essential it is to create the necessary conditions for a successful transition of a new president. To assist the Board with the development and oversight of a presidential transition plan, the Board established the Presidential Transition Committee in January 2018. The committee includes a representative from key stakeholder groups in order to provide advice and facilitate the president's introduction to his/her respective constituency. The PTC met several times during the initial months of the President's arrival. The general consensus of the PTC was that the transition is going very well. F. Garwe acknowledged the milestones the President has achieved in his short time at the university. As an ad hoc committee of the Board and pursuant to the recommendation of the PTC Chair, GNHR recommends that this be the final report of the PTC and that the committee be dissolved as of the date of receipt by the Board.

MOTION for PRESIDENTIAL TRANSITION COMMITTEE:

Upon a motion duly made by N. Allen and seconded by J. Wilson, pursuant to the recommendation of the Governance, Nominations & Human Resources Committee, the Board of Governors dissolved the

Presidential Transition Committee.

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

T. Koseck delivered the S&P report. The committee had an orientation session prior to the first committee meeting, during which they reviewed the committee's Terms of Reference and work plan, and heard about some of the key issues that the committee will face over the next year.

Research Office Review

S&P received an update on the results of the research office review that was conducted earlier in the year. The name of the office is currently the Office of Research, Innovation & International – one of the recommendations of the review is to remove International from the portfolio. Other recommendations included:

- fostering entrepreneurship & innovation;
- streamlining processes of the Research Ethics Board; and
- capitalizing on the unique opportunity with respect to researchers' IP and differentiating the university.

Integrated Operating Plan & 2019 Budget Development

The committee also received a presentation on the university's integrated operating plan and 2019 budget development. The emphasis was that the university's strategy and planning are driving the budget development. Strategic planning is filtering down to annual, as well as longer term, goals. A budget presentation is included in the meeting material for reference.

11.1 Strategic Priorities

The President discussed the university's strategic priorities.

Sticky Campus

The President acknowledged the hard work of J. Nguyen and the USU. The university had one of the best kick offs to the school year in its history. Orientation week included a concert that was well attended. The goal is to set up a skating rink in Polonsky Commons over the winter.

Technology

The President discussed the establishment of a collaboratory – a physical resource that allows faculty to think about digitizing portions of their classes. This would include a studio with high calibre recording equipment.

Entrepreneurship

The university has opened a Brilliant Catalyst space, which is an innovation hub.

Partnerships

On the international front, the university is looking to develop strategic partnerships, including one with the University of Technology Sydney.

Story Telling

Because of limited budgets, earned media is an important strategy. The university has received a lot of good earned media recently. We are also working on a new handle for the university.

The President responded to questions from the Board. There was a discussion regarding what an international partnership involves and the learning opportunities available for the university. The vetting process for international institutions was also explained. The President will be more involved in international partnerships until an AVP International is hired. The Board also asked about the risk management process for activities on campus (e.g. skating rink).

12. Consent Agenda

There was a brief discussion regarding the committees' Terms of Reference and whether there are any standard observers. It was suggested that specific questions and/or comments about the Terms of Reference be submitted to the relevant committee.

Upon a motion duly made by T. Stratton and seconded by L. Zucker, the following items on the Consent Agenda were approved, as presented:

- 12.1 A&F Committee Terms of Reference
- 12.2 GNHR Committee Terms of Reference
- 12.3 Investment Committee Terms of Reference
- 12.4 S&P Committee Terms of Reference
- 12.5 Minutes of Public Session of Board Meeting of June 27, 2018
- 12.6 Minutes of Public Session of Audit & Finance Committee Meeting of June 18, 2018
- 12.7 Minutes of Public Session of Governance, Nominations & Human Resources Committee Meeting of May 31, 2018
- 12.8 Minutes of Public Session of Investment Committee Meeting of August 15, 2018

13. Information Items (also available on the Board portal)

- 13.1 Contract Management Policy & Signing Authority Policy Review
- 13.2 Risk Management & Insurance Update
- 13.3 Workplace Violence Policy 2017-2018 Review Report

14. Other Business

15. Adjournment

There being no other business, upon a motion duly made, the public session adjourned at 2:25 p.m.

Becky Dinwoodie, Secretary