

**PUBLIC SESSION MINUTES  
Wednesday, June 29, 2016  
1:30 p.m. – 5:00 p.m.  
Place: 55 Bond St., DTB 524**

**GOVERNORS IN ATTENDANCE:**

Glenna Raymond, *Chair*  
Adele Imrie, *Vice-Chair*  
Nigel Allen (*via teleconference*)  
Doug Allingham  
Jeremy Bradbury  
Don Duval  
Miles Goacher  
Jay Lefton  
John McKinley, *Vice-Chair*  
Tim McTiernan, *President and Vice-Chancellor*  
Bonnie Schmidt  
Michael Snow  
Mary Steele  
Laurie Swami  
Noreen Taylor, *Chancellor*  
Shirley Van Nuland  
Valarie Wafer

**REGRETS:**

Abdullah Al Zahrani  
Dan Borowec  
Karyn Brearley  
Andrew Elrick  
Jonathan Hackett  
Mary Simpson  
John Speers  
Noreen Taylor, *Chancellor*

**BOARD SECRETARY:**

Becky Dinwoodie, *Assistant University Secretary*

**UOIT STAFF:**

Ken Bright, *Director of Campus Infrastructure and Sustainability, Office of Campus Infrastructure and Sustainability*

Craig Elliott, *Chief Financial Officer*

Cheryl Foy, *University Secretary and General Counsel*

Andrea Kelly, *Assistant to the University Secretary and General Counsel*

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

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

Michael Owen, *Vice-President, Research, Innovation & International*

Cathy Pitcher, *Assistant to the President*

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

Elaine Wannamaker, *Director, Risk Management*

**GUESTS:**

Alison Baulk, *UOIT*

Paul Bignell, *UOIT*

Jocelyn Churchill, *UOIT*

Mike Eklund, *UOITFA*

Jenn Freeman, *UOIT*

Kaitlynn Gambier, *UOIT Alumni Association*

Christine, McLaughlin, *UOITFA*

Tanya Neretljak, *UOIT*

Kimberly Nugent, *UOIT*

Pamela Onsiong, *UOIT*

L'naya Russell, *UOIT*

**1. Call to Order**

The Chair called the meeting to order at 1:39 p.m.

**2. Agenda**

*Upon a motion duly made by D. Duval and seconded by J. McKinley, the Agenda was approved as presented.*

**3. Conflict of Interest Declaration**

M. Goacher, J. McKinley, A. Imrie, V. Wafer, N. Allen declared a conflict of interest with respect to the consideration of their leadership positions in agenda item 12.1.

**4. Chair's Remarks**

The Chair noted the recent Chancellor's Installation Event. It was a significant event in the life of the University – an opportunity to welcome Noreen Taylor. She thanked Board members for

attending. She also offered her congratulations on this year's Convocation events. Convocation presents a wonderful opportunity for Board members to be part of the Convocation ceremonies and provide support. She thanked those Board members who attended. She commented that Convocation also provided the Board with a chance to congratulate one of the student Governors, Jonathan Hackett, who was part of the class of 2016. She congratulated the event teams for pulling off the events with such flair. They seemed perfectly orchestrated and were warmly regarded by the attendees. It allowed Board members to mingle with the community and to bring together internal and external members of the UOIT community.

She also discussed her attendance at recent CCOU meetings and provided a summary of the main topics of discussion. There was a consensus that there is a need for more public dialogue about the role of public universities. She noted the President's involvement with the COU at the provincial and national level.

The Chair referred to the recent announcements regarding investment in the auto sector and infrastructure development (407 extension and extending Go Train service east). While the GTA a competitive market, there is great potential in the region and UOIT is one of the significant players in the region. This context is important as the back drop for discussions in years to come.

The Chair ended by recognizing the contributions of A. AlZahrani and J. Hackett, the Student Governors, as their terms end. They both sent their thanks for the opportunity to work with the Board.

## **5. Introduction of New Board Members**

The Chair congratulated the newly elected student Governors who were appointed to the Board during the non-public session. She announced the appointments of Ololade Sanusi, the Graduate Student Governor, and Tyler Turecki, the Undergraduate Student Governor. She provided a brief background for each of them. T. Turecki served as the Undergraduate Student Governor 2 years ago.

The Chair asked the meeting guests to give a quick introduction. She welcomed the guests and mentioned that many of them have been involved in some of the work being presented at the meeting. She was delighted they could attend. The Governors and staff also introduced themselves.

## **6. Approval of Minutes of the Meeting of April 20, 2016**

*Upon a motion duly made by D. Duval and seconded by M. Steele, the Minutes were approved as presented.*

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

The President talked about the life cycle of universities. He offered his congratulations to those in UOIT's Faculty of Health Sciences and Durham College (DC) on the recent news regarding the Nursing Program accreditation.

Everyone is taking notice of what has been happening with the leadership at UBC. UBC seems to have made a remarkable choice of new President, who has strong ties to BC and seems to be healing rifts. The President remarked that institutions have long lives and there are many ups and downs.

He also noted that it is conference season. Many of UOIT's faculty are attending conferences near and far. More students are also attending conferences. UOIT also has an increasing number of students obtaining international placements. This can be worrying in light of the recent events in Orlando, Brussels and Cambridge. Tolerance seems to be under threat. In terms of the University's broader role in society, it is important to reflect tolerance, inclusiveness, and diversity. It is also important to remain vigilant so students and faculty travelling abroad remain safe.

The President reported on his trip to the Netherlands.

(N. Allen joined by phone at 2:01 p.m.)

### **7.1 Confirmation of Tenure & Promotions**

The President confirmed that the recommendations for tenure and promotion were approved during the non-public session.

The President congratulated the following individuals on the awarding of tenure and promotion to the rank of Associate Professor effective July 1, 2016:

- Wei Shi, Assistant Professor, Faculty of Business and Information Technology
- Julie Thorpe, Assistant Professor, Faculty of Business and Information Technology
- Diana Petrarca, Assistant Professor, Faculty of Education
- Walid Ibrahim, Assistant Professor, Faculty of Engineering and Applied Science
- Meghann Lloyd, Assistant Professor, Faculty of Health Sciences
- Christopher Collins, Assistant Professor, Faculty of Science
- Rachel Ariss, Assistant Professor, Faculty of Social Science and Humanities
- Leigh Harkins, Assistant Professor, Faculty of Social Science and Humanities
- Teresa Pierce, Assistant Professor, Faculty of Social Science and Humanities

and promotion to the rank of Professor to the following tenured faculty members, effective July 1, 2016:

- Glenn Harvel, Associate Professor, Faculty of Energy Systems and Nuclear Science
- Scott Nogleby, Associate Professor, Faculty of Engineering and Applied Science
- Shahram Shahbazpanahi, Associate Professor, Faculty of Engineering and Applied Science

The Chair extended her congratulations to all of the listed faculty members.

## **8. Co-Populous Report**

D. Allingham delivered the Co-Populous Report. Colleges seem to be in favour with the province and this bodes well for the Region. The DC Board last met on Monday, June 13. They reflected that they had a great year. The Board discussed the Ontario skills competition, as DC had a number of award winners. DC also hosted a tour for staff of Siemens Canada. The Centre for Food won an environmental achievement award. Next year is the 50<sup>th</sup> anniversary of the college system and there will be a number of events in Durham in celebration of the anniversary. The DC Board also spent a lot of time on the Quality Assurance Program Review and Risk Management for planning. He also discussed items from the DC Board Retreat.

## **9. Academic Council**

The Chair remarked that it is the Board's privilege to hear regular updates on the activities of Academic Council. As Chair of Academic Council, the President presented the following agenda items.

### **9.1 Honours Bachelor of Informatics in Business Technology Management**

T. McTiernan presented the recommendation for the Board's approval.

*Pursuant to the recommendation of Academic Council, upon a motion duly made by T. McTiernan and seconded by D. Allingham, the Board of Governors approved the establishment of the proposed Bachelor of Informatics (Honours) in Business Technology Management program.*

### **9.2 Doctor of Philosophy in Criminology & Social Justice**

*Pursuant to the recommendation of Academic Council, upon a motion duly made by T. McTiernan and seconded by D. Duval, the Board of Governors approved the establishment of the proposed Doctor of Philosophy in Criminology & Social Justice program.*

The President commented that the addition of this program reflects the depth and breadth of the University's academic growth.

### **9.3 Graduate Diploma in Work Disability Prevention**

*Pursuant to the recommendation of Academic Council, upon a motion duly made by T. McTiernan and seconded by A. Imrie, the Board of Governors approved the establishment of the proposed*

*Graduate Diploma in Work Disability Prevention.*

#### **9.4 Annual Report**

The President presented Academic Council's Annual Report. The report included a brief summary of the changes made by Academic Council's Curriculum and Program Review Committee over the past year. It also listed the honours and scholarships awarded this year, as well as the honorary degree recipients. The report also demonstrates Academic Council's participation in policy development.

The Chair asked the President to communicate the Board's appreciation to Academic Council for their hard work and contributions to academic excellence.

#### **Committee Reports**

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

##### **10.1 2015-16 Audited Financial Statements**

A. Imrie presented the draft audited financial statements for 2015-2016. The highlights of the statements were:

- UOIT ended the year in a strong financial position;
- Debt position continues to improve as result of principal repayments on debenture;
- Ended the year with a planned surplus of \$3.3M due to an increase in tuition fees and monitoring of spends during the year;
- Salaries increased by \$5.4M largely due to contract commitments and several new hires;
- There are strategic initiatives underway that will benefit the University as a whole;
- Plan to allocate a certain amount of funds to restricted reserves;
- The auditors presented their audit findings report and did not raise any issues of concern;
- There was no need to change any audit approaches.

She commended C. Elliott and his team on the improved processes. She also thanked the President for setting the tone set at the top. KMPG was complimentary of the Finance Team and advised that the audit ran smoothly and efficiently. A. Imrie expressed thanks to the academic side of University as it is a collaborative effort when it comes to budgeting and fiscal responsibility.

*Pursuant to the recommendation of the Audit and Finance Committee of the Board, upon a motion duly made by A. Imrie and seconded by J. McKinley, the Board of Governors approved the consolidated audited financial statements of UOIT for the year ending March 31, 2016 as presented.*

##### **10.2 Fourth Quarter Report**

A. Imrie provided an overview of Fourth Quarter Report.

### **10.3 Internally Restricted Funds**

*Pursuant to the recommendation of the Audit and Finance Committee of the Board, upon a motion duly made by A. Imrie and seconded by S. Van Nuland, the Board of Governors approved an Internal Restriction of \$6.5M in the University's net assets, as presented.*

### **10.4 University Risk Management (URM) Report**

A. Imrie acknowledged the tremendous amount of work that has gone into the production of the draft URM Report. It is an important step in creating a risk culture at UOIT. She introduced C. Foy to present the URM Report.

C. Foy advised that the report includes changes and clarifications contributed by the Audit and Finance Committee. The Committee wanted to ensure the Board understood that while the report is a final report, the Risk Register is still in development and will continue to be worked on over the coming year. She explained that in accepting the report, the Board will be providing an endorsement of the report and be taking responsibility in respect of the report.

The development of the report and draft Risk Register is a good news story. It represents a great deal of work by many members of the University and several members of Risk Management Committee were in attendance. The Committee is composed of a highly talented and committed group of people selected by the University's senior management. They have demonstrated a great deal of commitment and are ambassadors for the risk process. C. Foy thanked the Committee for all of their work.

The goal is to start incorporating risk management into decision-making. Senior leadership has engaged in thoughtful and comprehensive discussions regarding risk. The draft Risk Register requires tuning and calibration. There has been broad engagement and an awareness that it is also an educational process. Members of the academy were active participants and provided excellent feedback.

C. Foy reviewed the Board's role in the risk management process. She confirmed that the Board should be actively engaged in risk monitoring. The Board must ensure the University has a good process in place to define and manage operational risks. It is also important to ensure that the main strategic risks have been identified. The Audit and Finance Committee has the delegated authority from the Board to delve deeper into risk and the Board should review it at least once a year. The Board should continue to engage in ongoing orientation and training sessions on risk.

C. Foy explained the categories of risk and advised that the Senior Leadership Team is in ongoing discussions to identify the main strategic risks. These will be discussed in the context of the renewed strategic plan. She listed the strategic risks identified, so far. The Committee will continue to work with functional areas to finalize their risk registers, training sessions and the website. They will also work on metrics and best practices.

The Chair acknowledged the work of the Committee and commented that she looks forward to receiving future reports. She is particularly interested in the strategic risks and how they will influence the Board's decision-making.

*Pursuant to the recommendation of the Audit and Finance Committee of the Board, upon a motion duly made by D. Allingham and seconded by S. Van Nuland, the Board of Governors accepted the University Risk Management Report, dated June 29, 2016, and further requested that the Report be made annually through the Audit & Finance Committee to the Board of Governors.*

### **10.5 Responsible Investment Policy (SRI/ESG)**

M. Goacher discussed the background to the development of the form of responsible investment policy being recommended by the Audit and Finance Committee. He highlighted the particular challenges of incorporating environment, social and governance (ESG) factors when investing in pooled funds. He reviewed the proposed amendments to the Statement of Investment Policies (SIP) and the Investment Committee's Terms of Reference. He confirmed that these amendments are in line with the approach taken by several other universities, including the University of Toronto. These changes will promote a more thoughtful way of investing. M. Goacher advised the Board that the University's Investment Manager, PH&N, already incorporates ESG into their investment practices.

*Pursuant to the recommendations of the Audit & Finance Committee and Investment Committee, upon a motion duly made by M. Goacher and seconded by M. Steele, the Board of Governors approved the attached amended Statement of Investment Policies and Investment Committee Terms of Reference as presented.*

### **10.6 Annual Policy Review and Compliance Update**

C. Foy delivered the Annual Policy Review and Compliance Update. She provided a summary of the policy objectives for 2016-17. They committed to reviewing the Policy Framework at the end of its first year. One of the areas that can be improved upon is the consultation paths and improving the efficiency of the process.

She also provided a FIPPA compliance update. She gave an overview of the process used to deal with a privacy breach, as well as the privacy compliance statistics for 2016-17. She also discussed legislative compliance, including AODA and CASL.

The compliance focus of 2016-17 will be the implementation of the Policy Against Violence, Harassment and Discrimination.

Compliance information was gathered through the Risk Register development process and will be used to create a compliance plan.

C. Foy highlighted the accomplishments of the Records Management program. A contracts database has been implemented and started with research as the biggest internal customer. The



development of contract templates will allow University members to draft many contracts without seeking legal advice. C. Foy answered questions from the Board.

## **10.7 Audit & Finance Committee Annual Report**

A. Imrie delivered the Committee's Annual Report. She thanked all the members for their commitment and expertise. The Committee considered the internal audit function and decided not to hire an internal auditor and rely on external auditors when required. Internal audit is not just a compliance function, but an efficiency function. The Finance Team is working with KPMG on debt restructuring. KPMG has worked with a number of universities in the past in this area. They also received the audited financial statements of ACE.

She thanked M. Goacher for his leadership and the advice given by the Investment Committee. The educational updates provided by the Investment Committee represent a significant contribution to the work of the Audit and Finance Committee. She acknowledged the importance of the URM Report that came forward through the Committee.

The Banner Payroll Project is to be launched July 1, 2016 and the use of Concur for travel and expense management will be launched next month.

## **11. Investment Committee**

M. Goacher provided an update from the Investment Committee. The University's portfolio is still up 7.6% from the time of inception and is staying above benchmark. The portfolio is at \$20.4M as of May 31, 2016. They are uncertain as to the impact of Brexit at this time.

The portfolio is well diversified and the Investment Manager has been given more leeway to find the best investment opportunities. He reported on attendance at the PH&N Investor Seminar. The seminar sessions confirmed that our investment strategy is on track.

He also reported on the completion of the annual Investment Manager performance review. Overall, the Committee gave a positive review and decided to continue with the current Investment Manager.

### **11.1 Quarterly Report (first quarter ending March 31, 2016)**

### **11.2 Investment Committee Annual Report**

M. Goacher presented the Committee's Annual Report. This year, the Committee introduced more flexibility for the Investment Manager, increased global exposure, changed the Canadian hedge and continued to review the SIP and Asset Management Procedures to ensure UOIT is in the best position. He commented that it is a great Committee and the members make his job easy.

(The Board took a break at 3:10 p.m. and reconvened at 3:33 p.m.)

## **12. Governance, Nominations and Human Resources Committee**

## **12.1 Board & Committee Leadership & Committee Assignments 2016-2017**

In K. Brearley's absence, C. Foy reviewed the Board report setting out the leadership and Committee assignment recommendations for 2016-2017.

*Pursuant to the recommendations of the Governance, Nominations and Human Resources Committee of the Board, upon a motion duly made by V. Wafer and seconded by S. Van Nuland, the Board appointed Adele Imrie as Chair of the Board and Miles Goacher and John McKinley as Vice-Chairs of the Board.*

*Pursuant to the recommendations of the Governance, Nominations and Human Resources Committee of the Board, upon a motion duly made by T. McTiernan and seconded by A. Imrie, the Board appointed the following Board members to the positions of Chair of the specified Committee:*

*Nigel Allen - Investment Committee*

*Karyn Brearley - Governance, Nominations & Human Resources Committee*

*Miles Goacher - Audit & Finance Committee*

*Valarie Wafer - Strategy & Planning Committee*

The Chair thanked the Governors for their willingness to take on and continue their leadership roles on the Board.

C. Foy clarified that GNHR endeavours to assign Committee membership based on the Governors' interests but must also take the needs of each Committee into account.

*Pursuant to the recommendations of the Governance, Nominations and Human Resources Committee of the Board, upon a motion duly made by D. Duval and seconded by L. Swami, the Board approved the proposed 2016-17 Committee Assignments, as attached.*

## **12.2 Violence, Harassment and Related Policies Framework**

C. Foy presented the report summarizing the proposed framework for the Violence and Harassment Policy. The proposal was already discussed by two of the Board's Committees. She responded to questions from the Board.

## **12.3 Governance, Nominations and Human Resources Committee Annual Report**

C. Foy delivered the Annual Report for GNHR. She went through the Committee's annual work plan and their accomplishments. Going forward, particular attention will be paid to increasing the Board's diversity. In K. Brearley's absence, C. Foy acknowledged K. Brearley's work as Chair and all of the work done by the Committee this year.

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

### **13.1 Strategy & Planning (S&P) Committee Annual Report**

J. McKinley delivered the S&P Committee's Annual Report. The Committee experienced some transitional issues at the beginning of the year with the development of new Terms of Reference for the merged Committee and confirming the membership.

He provided a summary of the Committee's accomplishments, including exploring alternate sources of revenue. There has also been increased reporting to the government, including the BPS Business Documents Directive.

He discussed how the new infrastructure plan for SIRC fits in with the University's strategic plan and supported its recommendation to the Board.

The Committee also had the opportunity to recommend the disbursement of funds without impacting the University's operating money, which is a great accomplishment.

He gave an overview of the Committee's future planning, including strategic enrolment management. He commented that advancement is 95% planning and 5% execution and the University will be ready for execution soon. He advised that the construction of the new building will assist in fundraising.

He confirmed that he believed the merger of the Committees was beneficial, as it provides greater clarity of the concepts of planning and Advancement and provides advancement with the context and strategic direction of the fundraising efforts.

The Chair thanked J. McKinley for his leadership of the Committee as it was his last report as Chair of S&P.

### **14. Consent Agenda**

The Chair referred to the Consent Agenda items noting that they are on the agenda as they are anticipated to be non-controversial. This does not preclude discussion and she invited any questions or comments. There were none. The Chair commented on several of the consent items as noted below. The Chair advised that there might be minor tweaks to the Board Schedule and the Board would be advised of same. She encouraged attendance at both the Committee and Board levels.

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

#### **14.1 Board Schedule**

#### **14.2 Appointment of Board Secretary 2016-17**

#### **14.3 Minutes of the Audit & Finance Committee meetings of April 6 & 13, 2016**

#### **14.4 Minutes of the Governance, Nominations & Human Resources Committee Meeting of May 11, 2016**

### **15. For Information:**

The Chair referred to the items included in the agenda for information. The Chair expressed her appreciation for the work that has been done on professional development by the Governors attending conferences and seminars. This demonstrates the Board's ongoing commitment to continuing education and development. The Chair encouraged the Governors to review the Annual Performance Indicators report in detail as it contains a tremendous amount of information.

### **Termination of Meeting**

In the absence of Other Business, and *upon a motion duly made by D. Duval and seconded by J. Bradbury, the public session of the meeting was terminated at 3:56 p.m.*