



BOARD OF GOVERNORS' 125th REGULAR MEETING

**Minutes of the Public Session of the Meeting of December 1, 2022
12:05 p.m. to 1:15 p.m., Hybrid**

GOVERNORS IN ATTENDANCE:

Laura Elliott, Board Chair
Maria Saros, Vice-Chair and Chair of Governance, Nominations & Human Resources
Lynne Zucker, Vice-Chair and Chair of Strategy & Planning Committee
Steven Murphy, President
Mitch Frazer, Chancellor
Ahmad Barari
Carla Carmichael, Chair of Audit & Finance Committee
Kevin Chan
Kathy Hao
Kori Kingsbury
Thorsten Koseck
Matthew Mackenzie
Joshua Sankarlal
Trevin Stratton
Roger Thompson, Vice-Chair of Audit & Finance Committee
Jim Wilson

REGRETS:

Eric Agius
Doug Ellis
Dale MacMillan
Kim Slade

BOARD SECRETARY:

Lauren Turner, *University Secretary*

STAFF:

James Barnett, *Vice-President, Advancement*
Jamie Bruno, *Chief Transformation and Organization Culture Officer*
Sara Gottlieb, *General Counsel*
Barb Hamilton, *Legal Executive Assistant*
Krista Hester, *Chief of Staff*
Lori Livingston, *Provost & Vice-President, Academic*
Brad MacIsaac, *Vice-President, Administration*
Kimberley McCartney, *Assistant University Secretary*

Joanne Nickle, *Senior Executive Assistant, VP External Relations*
Pamela Onsiong, *Director, Planning & Reporting, Finance*

1. Call to Order

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

2. Agenda

Upon a motion duly made by M. Frazer and seconded by M. Mackenzie, the Agenda was approved as presented.

3. Conflict of Interest Declaration

None.

4. Chair's Remarks

The Chair welcomed everyone to the meeting, expressing pleasure at seeing so many people in person. She complimented the tour guides who led board members around the downtown campus prior to the meeting. She also recognized M. Frazer for his appointment to the Order of Ontario.

5. President's Report

The President expressed similar pleasure at seeing many people in person. He discussed the highly successful fall semester, the happiness of students at returning to campus, and the safety of continued masking. He noted a 33% increase in new student applications to Ontario Tech this year versus a sector average of 6.8% – and attributed the delta to the University's brand and the value proposition of the programs offered. He commented on the challenges with Immigration, Refugees and Citizenship Canada (IRCC) and the student visa backlog, noting that deferred entry in January has been offered.

The President discussed the challenges of the “sticky campus” in the context of COVID-19. Despite these, he noted that record crowds were drawn by varsity sports, particularly the men's soccer team. He then discussed the University's successes in partnering with the private sector and government. In particular, the deal that was signed with Canadian Nuclear Laboratories (CNL) demonstrates the University's prominence in the nuclear and energy spaces.

The President then commented briefly on the audit by the Auditor General of Ontario (AG), recognizing B. Maclsaac in particular for his efforts. The Chair then thanked the staff for their leadership and work on the audit as well as communication with the Board of Governors.

6. Academic Council

C. Carmichael delivered the Academic Council report as the newly appointed Board of Governors representative. She reported that Academic Council had a good discussion about the value of strategic partnerships and hosted Elder Pat Green, who was most insightful. She noted that a number of matters such as student enrolment, planning, the Integrated Academic-Research Plan, and budget assumptions were presented to Academic Council this fall and are now before the Board of Governors. C. Carmichael gave an overview of Academic Council-approved recommendations of memberships to various governance bodies, curriculum, and policy changes. She noted that the report supporting this agenda item includes the orientation materials delivered to Academic Council in the fall, which may be a helpful reference for Board members.

Committee Reports

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

C. Carmichael gave brief remarks as the majority of the A&F items were before the Board of Governors. She noted that as a new Committee Chair, she felt honoured to be appointed to her role and has been impressed with Ontario Tech's leadership team and staff. She thanked R. Thompson and L. Elliott for their support.

Finance

7.1 Second Quarter Financial Reports

C. Carmichael gave an overview of the Second Quarter Financial Reports, noting that the University is trending close to budget. She drew the Board's attention to a shortfall of \$388K, in net operating surplus, \$3M higher than forecasted revenues, and losses due to IRCC visa processing delays estimated at \$1.6M. C. Carmichael then discussed costs, highlighting that labour costs have been favourable against budget and that the University is fortunate that the majority of its costs are fixed or contractual in nature – this offsets the risks of inflation. She noted that capital expenditures are higher by approximately \$4M, an amount largely attributable to new grants awarded to the University as well as some approved capital expenditures in the prior year with delivery into the current year. Overall, the first two quarters have been strong at the University, particularly in light of the challenges posed by IRCC delays and inflation.

J. Wilson joined the meeting.

7.2 Budget Assumptions

C. Carmichael presented the Budget Assumptions, noting that the discussion paper outlines the base assumptions for revenue, tuition and expenses. The budget is scheduled to be approved in late spring for the next fiscal year. B. MacIsaac updated the Board on ongoing consultations regarding the budget, including the recent Town Hall. He also noted that work is underway in units across the University to prioritize expense requests for centralized review.

7.3 Risk Management Update

C. Carmichael presented the Risk Management Update, observing that risk reporting at the Board level is a delicate balance of finding the right amount of information to share with a Board for it to fulfill its oversight function. To this point, she summarized the efforts made during the summer to revise risk reporting as well as the discussion at the fall A&F meeting where a higher-level dashboard of risks was requested. She shared with the Board that the head of the Risk Management program will have standing access to the A&F Chair to advise of any risks that need to be escalated. B. Maclsaac clarified for the Board that although the Risk Management Update bears his name, it reflects the independent assessments of the Director of Risk Management.

T. Stratton joined the meeting.

The Board then discussed the report, expressing support for the revised format. In response to a question, B. Maclsaac advised that the University is currently self-insuring cyber risk. He noted, however, that the University's insurer, Canadian Universities Reciprocal Insurance Exchange (CURIE) has recently completed research into the possible revision of cyber insurance. A brief discussion then ensued on the recent cyberattack on the Durham District School Board. B. Maclsaac confirmed that the University has a communications plan should a similar event occur and advised the Board that a tabletop exercise was held jointly with Durham College in August. He noted that there will be a professional development session in January 2023 dedicated to the subject of cybersecurity.

A. Barari joined the meeting.

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

M. Saros provided the GNHR Report. She commented on the annual review of the Policy Against Violence in the Workplace, noting that neither Human Resources nor the Human Rights Office have received complaints pursuant to the Policy. She also highlighted the Committee's receipt and discussion of leading practices in university board governance which will support broader industry efforts to improve governance and transparency.

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

L. Zucker delivered the S&P report. She shared that the Committee has started work on a strategic retreat for this academic year, a practice that was put on hold during the pandemic. She commented positively on a number of events held by the University in the fall, including Women in STEM and the Chancellor's Challenge.

9.1 Strategic Priorities for 2023-2024

L. Zucker provided an overview of the Strategic Priorities for 2023-2024, noting the challenges posed by frozen tuition, competition for students, and government-mandated programs that do not come with any attendant funding. She shared that the University intends to meet these challenges through innovation, differentiation from other institutions, and pursuing alternate sources of revenue.

In response to a question, the Vice-President Administration discussed the challenges associated with after-hours food service on campus. Board members proposed a number of options for University leaders to explore including creating student jobs, food or coffee trucks, extended hours, and vending machines with fresh food options. The Provost and the Vice-President Administration thanked the Board for its input, sharing that this issue was raised at a recent Town Hall and that a working group may be re-constituted to investigate this issue. Throughout the discussion, it was agreed that student safety is paramount. A brief discussion then ensued regarding building hours and the library's 24-hour schedule during exams. B. Maclsaac noted that the budget presentation in the spring will include input from consultations. In response to a question, B. Maclsaac clarified that although the AG referred to them interchangeably, ancillary services are funded via student ancillary fees whereas commercial services are revenue-generating.

9.2 Towards the 2023-2025 Integrated Academic-Research Plan

L. Zucker provided an update on the 2023-2025 Integrated Academic-Research Plan (IARP). This iteration of the IARP will be the third, and will incorporate qualitative measures linked to a newly-developed action plan. L. Zucker congratulated the Provost on moving towards measurable goals. The Provost noted that there was an in-person event with senior and emerging leaders across the University regarding the IARP. She shared that it brought many wonderful ideas to the floor and was an exceptionally productive session. The conversation was focused on creating a student-centric approach to the IARP.

T. Stratton left the meeting.

9.3 Integrated Planning Process

L. Zucker provided a brief summary of the Integrated Planning Process. She highlighted the progress towards metric development and the data on enrolment, particularly challenges stemming from IRCC delays.

9.4 Capital Projects Tracker

L. Zucker presented the Capital Projects Tracker noting that, like the risk report, this report has undergone review and revisions. B. Maclsaac advised the Board that pursuant to a recommendation by S&P in the fall, the next iteration will be more heavily focused on

strategic projects. In response to a question, B. MacIsaac confirmed that capital projects are re-forecasted, including in the Q2 Financials. In response to a further question, B. MacIsaac committed to adding projected end dates for projects. Support for re-forecasting and project end dates was expressed by the Board.

9.5 Subcritical Nuclear Assembly Project Update

L. Zucker provided a summary of the discussion at S&P in the fall about the Subcritical Nuclear Assembly Project. She highlighted the key aspects of licensure, including cost, regulatory requirements, and community engagements. The A&F Chair requested that further information be provided regarding decommissioning, particularly funds required.

10. Consent Agenda:

Upon a motion duly made by M. Mackenzie and seconded by R. Thompson, the Consent Agenda was approved as presented.

10.1 Minutes of Public Session of Board Meeting of June 29, 2022

10.2 Minutes of Public Session of A&F Meeting of June 15, 2022

10.3 Minutes of Public Session of GNHR Meeting of May 26, 2022

10.4 Minutes of Public Session of S&P Meeting of May 12, 2022

10.5 Freedom of Expression Annual Report

10.6 University Driving Policy

10.7 Council of Ontario Universities – Leading Practices in University Board Governance

11. Adjournment

Upon a motion duly made by L. Zucker, the public session adjourned at 1:15 p.m.

Lauren Turner, University Secretary