



**BOARD OF GOVERNORS**  
**Governance, Nominations & Human Resources Committee (GNHR)**

**Friday October 27, 2023**

**2:00 p.m. – 3:55 p.m.**

[Videoconference](#)

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**Members:** Maria Saros (Chair), Laura Elliott, Mitch Frazer, Steven Murphy, Dwight Thompson

**Staff:** Jamie Bruno, Krista Hester, Kimberley McCartney, Lauren Turner

**AGENDA**

No.	Topic	Lead	Allocated Time	Suggested Start Time
<b>PUBLIC SESSION</b>				
1	Call to Order	Chair	5	2:00 p.m.
2	Agenda (M)			
3	Conflict of Interest Declaration			
4	Chair's Remarks	Chair	5	2:05 p.m.
5	President's Remarks	Steven Murphy	5	2:10 p.m.
6	Governance			
6.1	Review of GNHR Terms of Reference (D)*	Lauren Turner	5	2:15 p.m.
7	Consent Agenda (M):	Chair	5	2:20 p.m.
7.1	Minutes of the Public Session of the Meeting of May 25, 2023*			
8	Adjournment (M)	Chair		2:25 p.m.
<b>BREAK – 10 minutes</b>				
<b>NON-PUBLIC SESSION (material not publicly available)</b>				

No.	Topic	Lead	Allocated Time	Suggested Start Time
9	Call to Order	Chair	5	2:35 p.m.
10	Conflict of Interest Declaration			
11	Chair's Remarks	Chair	5	2:40 p.m.
12	President's Remarks	Steven Murphy	10	2:45 p.m.
13	Governance			
13.1	Strategic Discussion: Board Committee Assignments and Composition* (M)	Lauren Turner	20	2:55 p.m.
13.2	Board of Governors PD Topics (D)	Lauren Turner	5	3:15 p.m.
14	Human Resources			
14.1	Human Resources Update	Jamie Bruno	10	3:20 p.m.
14.2	Labour Relations Update*	Jamie Bruno	10	3:30 p.m.
15	Consent Agenda (M):	Chair	5	3:40 p.m.
15.1	Minutes of the Non-Public Session of the Meeting of May 25, 2023*			
15.2	Minutes of the June 6, 2023 Special Meeting*			
15.3	Minutes of the July 13, 2023 Special Meeting*			
15.4	GNHR 2023-2024 Work Plan*			
15.5	GNHR Action Points*			
15.6	Executive Committee Work Plan*			
16	In Camera Session (M)	Chair	10	3:45 p.m.
17	Termination (M)	Chair		3:55 p.m.

Lauren Turner, University Secretary

## COMMITTEE REPORT

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**SESSION:**

Public   
Non-Public

  
**ACTION REQUESTED:**

Decision   
Discussion/Direction

  

**TO:** Governance, Nominations & Human Resources Committee (GNHR)

**DATE:** October 27, 2023

**FROM:** Lauren Turner, University Secretary

**SUBJECT:** Review of GNHR Terms of Reference

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**COMMITTEE MANDATE:**

- GNHR's responsibilities under its Terms of Reference include providing advice to the Board on its governance structure and processes, and matters pertaining to the organization of the Board and its committees.
- As part of the Committee's mandate, it must conduct a periodic review of its Terms of Reference and recommend revisions to the Board when appropriate.
- The Committee is therefore asked to review its Terms of Reference.

**BACKGROUND/CONTEXT & RATIONALE:**

- The last revision to the Terms of Reference was made in June 2021 in the context of the restructuring of the Board's Audit & Finance and Investment Committees.

**COMPLIANCE WITH POLICY/LEGISLATION:**

- This is compliant with the Act and By-laws.

**NEXT STEPS:**

- The University Secretary will record revisions, if any, and present proposed updates to the Board of Governors.
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**SUPPORTING REFERENCE MATERIALS:**

- GNHR Terms of Reference

## **BOARD OF GOVERNORS**

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

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#### **1. TERMS OF REFERENCE**

The Governance, Nominations and Human Resources Committee is a standing committee of the university's Board of Governors and is responsible for providing advice to the Board on its governance structure and processes, the nomination and election of new members and board performance, and matters concerning the university's human resources policies, strategies and plans.

The Governance, Nominations and Human Resources Committee is empowered with decision-making authority on behalf of the Board of Governors with respect to the setting of human resources policies, compensation plans and collective bargaining mandates.

The Committee will also consider such other matters that are delegated to the Committee by the Board of Governors.

Specifically, the Governance, Nominations and Human Resources Committee will have the following responsibilities:

##### **i) Governance**

- Advising the Board on matters pertaining to the organization of the Board of Governors and its committees and the Board's relationship with other bodies at the university as established in the university's Act and By-Laws.
- Periodically reviewing the university's By-Laws and other policies of the Board and its committees, and relevant university policies, making recommendations to the relevant governing body or administrative department for development and revision when appropriate.

##### **ii) Nominations**

- Overseeing the process of recruiting, selecting and electing new governors and recommending their appointment to the Board, in accordance with the university's Act and By-laws. In doing so, the Committee will strive to achieve a balance of skills, expertise and knowledge among its membership, while reflecting the demographic and cultural diversity of the communities served by the university.
- Overseeing the development of programs for the orientation and ongoing education of governors on university operations, matters affecting the post-secondary education sector, and good governance practices.

- Developing, implementing and monitoring procedures for assessing the effectiveness of the Board and its committees.
- Overseeing the nomination and election of a Chair and Vice-Chair(s) from among the external governors of the Board.
- Assessing the leadership needs of the Board, and in consultation with committee chairs, recommend Chair, Vice-Chair, and individual member assignments for each of the standing committees.

### iii) **Human Resources**

- Establishing collective bargaining mandates for the university's representatives engaged in negotiation of collective agreements with certified bargaining agents representing persons employed at the university
- Establishing human resources policies that govern terms and conditions of employment of university staff and faculty.
- Establishing changes to the compensation of university staff and faculty not represented by a bargaining agent.

## **2. MEETINGS**

The Committee will meet at least four (4) times per year, or otherwise at the Committee's discretion. In accordance with the university's Act and the Board of Governors Meeting Policy and Procedures, the Committee will conduct three types of Meetings as part of its regular administration: Public, Non-Public and *In Camera* (when required).

## **3. MEMBERSHIP**

The Committee will be composed of:

- Between three (3) and seven (7) external governors.

The Chair and Vice-Chair will be selected from among the external governors.

## **4. QUORUM**

Quorum requires that half of the Committee members entitled to vote be present.



**BOARD OF GOVERNORS**  
**Governance, Nominations and Human Resources Committee (GNHR)**

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**Minutes of the Public Session of the Meeting of May 25, 2023**  
**2:00 p.m. to 2:51 p.m. Videoconference**

**Attendees:** Maria Saros (Chair), Laura Elliott, Mitch Frazer, Kori Kingsbury, Steven Murphy, Dwight Thompson

**Regrets:** Trevin Stratton

**Staff:** Jamie Bruno, Sarah Cantrell, Barbara Hamilton, Krista Hester, Lori Livingston, Kimberley McCartney, Andrew Sunstrum, Lauren Turner

**1. Call to Order**

The Chair called the meeting to order at 2:00 p.m. and read aloud the land acknowledgement.

**2. Agenda**

*Upon a motion duly made by L. Elliott and seconded by K. Kingsbury, the Agenda, including the contents of the consent agenda, was approved as presented.*

**3. Conflict of Interest Declaration**

There was none.

**4. Chair's Remarks**

The Chair welcomed everyone to the meeting, noting that it is the last of an eventful academic year. She thanked the Committee, the University leadership and the Secretariat for their hard work this year.

**5. President's Remarks**

The President provided updates on the renewals of the Vice-President, Research & Innovation (VPRI) and the Provost and Vice-President, Academic. The renewal committee for the Provost is being assembled; the VPRI has submitted a vision document on which anonymized feedback is being collected for renewal advisory committee review. He shared that Ontario Tech's Sara Rijkenberg placed second in the Ontario 3 Minute Thesis challenge and will go on to the national competition in November. He closed by noting that the tent is up on Polonsky Commons for Convocation on June 7-9, 2023.

## **6. Governance**

### **6.1 Board Schedule 2023-2024**

The Chair presented the Board Schedule 2023-2024, noting that the dates spaced more evenly across the calendar year were prepared in response to Governor feedback on scheduling. The Committee briefly discussed the two possible calendars for 2023-2024, finding both acceptable. A Committee member requested that a schedule of campus activities be shared with Governors if possible.

### **6.2 Annual Board & Committee Practices Assessment Results**

The Chair made opening remarks on the Annual Board & Committee Practices Assessment Results (the “Results”), noting that this is the first set compiled since 2021. The Chair commented on the response rates, which K. McCartney confirmed were lower than in the past. K. McCartney then shared common themes across the Results, noting positivity around engagement at meetings, and a desire to increase opportunities for generative, strategic discussions. She commented on opportunities for improvement, such as ensuring that Board materials are focused and pithy. She shared some other areas of strength for the Board, including productive conversations, focused meetings, and a sense of pride about serving on the Board of Governors. She noted that Board comments reflected a desire to be more engaged or to advocate on issues of importance to the University. This echoes sentiments from governors expressed at the recent Strategic Retreat. In feedback about Committee service, she noted some room for improvement in the understanding of terms of reference; she advised that this could be addressed via orientation. Highlighted Committee achievements included the move to a 3-year budgeting cycle, the evolution of risk reporting, and positive relationships with University staff. She closed by advising the Committee that the Secretariat would like to revise the assessment tool for 2023/2024 by (i) shortening and focusing it; (ii) combining Board and Committee assessments; and (iii) adding questions about Board/Committee Chair efficacy.

A discussion then ensued on the Results. The Committee discussed the distribution of responses, with the Secretariat confirming that there were no big surprises in the data. With respect to materials, the University Secretary expressed the view that they represent a constant drive for improvement rather than an achievable state of perfection. A member commented on the various ways that Governors can contribute to meetings; some prefer to speak only when there is a strong point to make. General support was expressed for opportunities like the Strategic Retreat for Governors to interact in a more relaxed environment. The Committee expressed support for the revisions to the assessment tool proposed by the Secretariat.

### **6.3 Review of EDI Statement**

The University Secretary presented the Review of the EDI Statement. She provided an overview of the development of the EDI Statement, highlighting that it

was intended to be a living document. Following a brief discussion, the Committee chose not to make changes to the EDI Statement but directed that a scan of the sector be conducted and that the EDI Statement be shared with the new Assistant Vice-President, Diversity, Inclusion and Belonging.

#### **6.4 Annual Consolidated Human Rights Report**

A. Sunstrum presented the Annual Consolidated Human Rights Report (the “Report”). He drew the Committee’s attention to the increase in activity when the mask mandate was introduced at the University, noting that numbers are consistent with three years ago outside of that consideration. He noted an increase in the number of consultations requested with the Human Rights Office. He regarded this as a positive development as early engagement and escalation avoidance are objectives of his Office. He reminded the Committee of the Human Rights Office’s integration with the Student Sexual Violence program and the move towards centralized disclosure and ensuring that students are provided with all required supports in one place. He closed by advising the Committee that an updated gender-based violence training module has been deployed to employees and will be rolled out to students in September. He noted that the training may drive an increase in cases through improved awareness of the Human Rights Office.

The Chair thanked A. Sunstrum for his report, commenting on the improvements in the Report. In response to a question about concerns and issues, A. Sunstrum advised that the increase in creed-based claims did not concern him as the cause – the mask mandate – was readily identifiable. In response to a question about disability and accommodation, A. Sunstrum advised that the Human Rights Office is consulted by Student Accessibility Services when complex accommodations are required for students as well as by Human Resources in the course of administering the accommodation procedures for employees. He noted that none of the consultation engagements have resulted in investigations; preventive measures have been effective. In response to a question, A. Sunstrum advised that Student Life would be responsible for administering participation surveys, if any, to students.

#### **7. Consent Agenda**

##### **7.1 Minutes of the Public Session of the Meeting of March 30, 2023**

##### **7.2 Annual Pension Plan Report**

##### **7.3 GNHR Annual Board Report**

#### **8. Adjournment**

*Upon a motion duly made by K. Kingsbury, the public session adjourned at 2:51 p.m.*

Lauren Turner, University Secretary