



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

March 21, 2024
2:00 p.m. – 4:30 p.m.
[Videoconference](#)
+1 289-274-8348 PIN: 362 736 336#

Members: Maria Saros (Chair), Laura Elliott, Mitch Frazer, Steven Murphy, Gaurav Singh, Dwight Thompson, Emily Whetung

Staff: Kirstie Ayotte, Jamie Bruno, Sara Gottlieb, Krista Hester, Lauren Turner

AGENDA

No.	Topic	Lead	Allocated Time	Suggested Start Time
PUBLIC SESSION				
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	Board Practices Assessment*	Lauren Turner	10	2:15 p.m.
7	Consent Agenda (M):	Chair	5	2:25 p.m.
7.1	Minutes of the Public Session of the Meeting of February 1, 2024*			
8	Adjournment (M)	Chair		2:30 p.m.
BREAK – 10 minutes				
NON-PUBLIC SESSION (material not publicly available)				

D – Discussion

M – Motion

P – Presentation

U – Update

* Documents attached

No.	Topic	Lead	Allocated Time	Suggested Start Time
9	Call to Order	Chair	5	2:40 p.m.
10	Conflict of Interest Declaration			
11	Chair's Remarks	Chair	5	2:45 p.m.
12	President's Remarks	Steven Murphy	10	2:50 p.m.
13	Governance			
13.1	Strategic Discussion: University Governance* (D)	Jamie Bruno/ Lauren Turner	20	3:00 p.m.
13.2	Skills Matrix – Annual Review* (M)	Lauren Turner	5	3:20 p.m.
13.3	Governance Update – Best Practices and the <i>Ontario Not for Profit Corporations Act</i> * (U)	Lauren Turner/Sara Gottlieb	10	3:25 p.m.
13.4	Amendment of Audit and Finance Committee Terms of Reference* (M)	Lauren Turner	5	3:35 p.m.
14	Nominations			
14.1	Board Leadership and Succession* (M)	L. Elliott	10	3:40 p.m.
14.2	Interview Sub-Committee* (M)	Lauren Turner	5	3:50 p.m.
15	Human Resources			
15.1	Human Resources Update	Jamie Bruno	10	3:55 p.m.
15.2	Labour Relations Update*	Jamie Bruno	10	4:05 p.m.
16	Consent Agenda (M):	Chair	5	4:15 p.m.
16.1	Minutes of the Non-Public Session of the Meeting of February 1, 2024*			
16.2	GNHR 2023-2024 Work Plan*			
16.3	GNHR Action Points*			
17	In Camera Session (M)	Chair	10	4:20 p.m.
18	Termination (M)	Chair		4:30 p.m.

D – Discussion

M – Motion

P – Presentation

U – Update

* Documents attached

Lauren Turner, University Secretary

D – Discussion

M – Motion

P – Presentation

U – Update

* Documents attached

COMMITTEE REPORT

SESSION:

Public
Non-Public

ACTION REQUESTED:

Decision
Discussion/Direction

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

DATE: March 21, 2024

FROM: Lauren Turner, University Secretary

SUBJECT: Board Practices Assessment 2023-2024

COMMITTEE MANDATE:

- In accordance with the Governance, Nominations & Human Resources Committee's (GNHR) Terms of Reference, the Committee is responsible for developing, implementing & monitoring procedures for assessing the effectiveness of the Board and its committees
- A revised version of the Board Practices Assessment is before the Committee for discussion

BACKGROUND/CONTEXTAnnual Board Practices Assessment

Since 2018, the annual assessment has been administered via the OnBoard portal.

- It is recommended that OnBoard be used again this year.

Assessments are historically conducted such that results can be brought to the GNHR meeting preceding the June Board meeting.

- This year the assessment will be administered in the two week period leading up to May 10, 2024. Results will be shared with GNHR at its May 30th meeting.

The response rates for the past several years are:

2022-2023: 14/21 governors (67%)

2021-2022: No assessment administered

2020-2021: 17/21 governors (81%)

2019-2020: 16/19 governors (84%)
2018-2019: 16/20 governors (80%)
2017-2018: 20/23 governors (87%)
2016-2017: 20/24 governors (83%)

Following a review of the 2022/2023 results, GNHR discussed ways to improve the annual assessment. In response to the discussion, the following amendments have been made to:

- (a) Combination of Board and Committee assessment – having separate assessments for the Board and Committees was onerous on respondents; the assessment now combines both
- (b) Assessment of Board Chair and Committee Chairs – the assessment now includes some questions about the efficacy of the individuals in these roles
- (c) Length – the assessment has been shortened to keep questions focused and avoid repetition

NEXT STEPS:

1. Based on the discussion and input of GNHR, the University Secretariat will update the assessment
2. The Chair of GNHR will inform the Board of the assessment process at the Board meeting on April 18
3. The Secretariat will provide GNHR with a summary of the results for review at the GNHR meeting on May 30.

SUPPORTING REFERENCE MATERIALS:

2023-2024 Board Assessment



BOARD OF GOVERNORS 2023-2024 Board Practices Assessment

This Board Practices Assessment Questionnaire is designed to assist the Board to evaluate its own effectiveness. The questions provide an opportunity for Governors to indicate whether the structure and conduct of meetings, and the information and support received enable them to participate effectively in the governance of the University. Understanding this information will provide key information for improving Board processes.

The Board Practices Assessment will be conducted through the OnBoard portal.

The questionnaire is a mix of multiple-choice and short-answer questions based on the following categories:

- Board Effectiveness
- Structure of the Board
- Board Meetings
- Individual Board Involvement

In each category, we ask you to indicate your agreement with a series of statements based on the following scale:

- 1 – Strongly Agree
- 2 – Agree
- 3 – Neither Agree nor Disagree
- 4 – Disagree
- 5 – Strongly Disagree
- 6 – NR (No response – if you cannot comment on a statement).

The responses you submit will be seen only by the University Secretariat and will be held in strict confidence. The Secretariat will collate the responses and the results will be presented to the Board without attribution for information and discussion.

Please complete the assessment as soon as possible and no later than **May 10, 2024** in order to allow time for the results to be compiled and presented to the Governance, Nominations and Human Resources Committee at their meeting on **May 30, 2024**.

Board Effectiveness

In this section of the assessment, please indicate your level of agreement with each statement.

1. The Board as a whole has a clear understanding of the University's mission.
2. The Board as a whole has a clear understanding of the University's strategic plan – the Integrated Academic-Research Plan.
3. The University's strategic goals are central to the deliberations and decision-making of the Board.
4. The Board is provided with adequate information at meetings for effective decision-making.
5. The Board is provided with adequate resources prior to meetings for effective decision-making.
6. The Board effectively engages and consults with Academic Council.
7. The Board understands the distinction between its responsibilities and the responsibilities of management.
8. The Board has the opportunity to discuss matters of critical importance before strategic decisions are made.
9. The Board has the opportunity to ask questions of critical importance before strategic decisions are made.
10. The Board understands the major challenges facing the University.
11. The Board understands the strategic opportunities being pursued by the University.
12. The Board schedules sufficient time to discuss strategic issues.

In this section, please provide a short-answer response to the following:

13. In my view, the Board's most significant achievement in the past year was:
14. In my view, the most important thing the Board could do to improve its effectiveness is:

Structure of the Board

In this section of the assessment, please indicate your level of agreement.

1. The Board has an effective committee structure.
2. The Board makes good use of its committees.
3. The level of delegation of authority to the Board Committees is appropriate.
4. Board committees act appropriately within the delegation of authority (i.e. routine matters are resolved and significant matters are properly recommended to the Board).
5. Work done at the committee level can be relied on when considering items brought forward to the Board for review and approval.
6. The Board has an effective orientation program for newly elected Board members.
7. The succession planning and renewal of governors on the Board is being effectively managed.

Board meetings

In this section of the assessment, please indicate your level of agreement with each of the following statements.

1. Board meetings are strategic.
2. Discussions are informative.
3. Discussions are productive.
4. Discussions are respectful.
5. The meeting documentation provides adequate information for preparation prior to a meeting.
6. Management is prepared for Board meetings.
7. Governors are prepared for Board meetings.
8. The agenda is well-planned so that the Board is able to get through all necessary business.
9. Board members are well apprised of issues prior to making a decision.
10. The Chair of the Board effectively encourages strategic discussion in the Boardroom.
11. The Chair of the Board provides effective leadership.
12. The Chair of the Committee on which I serve effectively encourages strategic discussion at Committee.
13. The Chair of the Committee on which I serve provides effective leadership.

Individual Board Involvement

In this section of the assessment, please indicate your level of agreement with each of the following statements.

1. My abilities fit well with the strategic demands facing the University.
2. My abilities are being used effectively in my role(s) on the Board.
3. My abilities are being used effectively in my role(s) on the Board's committees.
4. My time is well-utilized at Board and committee meetings.
5. I read the minutes, reports and other materials in advance of Board and Committee meetings.
6. I am familiar with the University's Act, By-Laws and governing policies.
7. When I have a different opinion from the majority, I am comfortable voicing it.
8. I support Board decisions once they are made even if I do not agree with them.
9. I am able to contribute effectively to the Board's work.
10. I am able to contribute effectively to the University.
11. Overall my experience as a Board member has been positive.

Please provide a short-answer response to the following:

12. Please provide any feedback or additional comments you may have regarding your contribution to the Board of Governors or the effectiveness, structure, or meetings of the Board.

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

Minutes of the Public Session of the Meeting of February 1, 2024
2:00 p.m. to 2:20 p.m. Videoconference

Attendees: Maria Saros (Chair), Laura Elliott, Mitch Frazer, Steven Murphy, Dwight Thompson, Emily Whetung

Regrets: Gaurav Singh

Staff: Kristie Ayotte, Disha Gupta, Barb Hamilton, Krista Hester, Lori Livingston, Brad MacIsaac, Ruth Nyaamine, Beth Partlow, Sarah Thrush, 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 S. Murphy, 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 first GNHR meeting of 2024. She welcomed the new Committee members as well as Kirstie Ayotte, the new Assistant University Secretary. She drew the Committee's attention to the proposed calendar of meeting dates in the consent agenda.

5. President's Remarks

The President wished everyone a happy new year along with happy Black History Month and shared that several things are going to take place this month. He noted a number of good news updates pertaining to Ontario Tech including the jump in applications over the last three years and thanked the various internal stakeholders for their efforts. He also noted that the University ranked as the most research intensive small university in Canada and that brand momentum is continuing. He

then advised the Committee that the provincial government's response on the Blue-Ribbon Panel is anticipated this month.

The President then provided an update on the federal government's announcement last week that placed a cap on international students. He expressed concern about the harm that this causes to Canada's reputation amongst international students. He advised that the provincial and federal governments are meeting and the University's government relations have been actively engaging with, and monitoring this issue. He advised that this development underscores the importance of the University's differentiated growth strategy and noted that the University is already attentive and responsive to labour market needs. The Committee expressed support for the President and the leadership team and commended efforts to position the University well for the future. In response to a question, the President agreed that the connection between the cut and freeze of tuition and grants and the increase in reliance on international students is understood by the government.

6. Nominations – Elections 2024 – Review of Process and Key Dates

The University Secretary presented the Committee with the proposed dates of the 2024 Board of Governors election and provided an overview of the process.

Upon a motion duly made by L. Elliott and seconded by E. Whetung, the Governance, Nominations and Human Resources Committee approved the proposed election process for 2024, as presented.

7. Consent Agenda

7.1 Minutes of the Public Session of the Meeting of October 27, 2023

7.2 Board of Governors Dates – 2024/2025; 2025/2026

7.3 Annual Policy Review Update: Policy Against Violence in the Workplace

Upon a motion duly made by L. Elliott and seconded by S. Murphy, the Consent Agenda was approved as presented.

8. Adjournment

There being no other business, upon a motion duly made by L. Elliott, the public session adjourned at 2:20 p.m.

Lauren Turner, University Secretary