



BOARD OF GOVERNORS' 128th REGULAR MEETING

Minutes of the Public Session of the Meeting of June 28, 2023
9:00 a.m. to 9:52 a.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
Carla Carmichael, Chair of Audit & Finance Committee
Eric Agius
Kathy Hao
Kori Kingsbury
Thorsten Koseck
Dale MacMillan
Matthew Mackenzie
Kim Slade
Dwight Thompson
Jim Wilson

REGRETS:

Ahmad Barari
Kevin Chan
Mitch Frazer, Chancellor
Joshua Sankarlal
Trevin Stratton
Roger Thompson, Vice-Chair of Audit & Finance Committee

BOARD SECRETARY:

Lauren Turner, *University Secretary*

STAFF:

James Barnett, *Vice-President, Advancement*
Jamie Bruno, *Chief Transformation and Organization Culture Officer*
Sarah Cantrell, *Associate Vice-President, Planning and Strategic Analysis*
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*
Andrew Sunstrum, *Director, Human Rights Office*

1. Call to Order

The Chair called the public session to order at 9:02 a.m. and read aloud the land acknowledgement.

2. Agenda

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

3. Conflict of Interest Declaration

None.

Kathy Hao joined the meeting.

4. Chair's Remarks

The Chair welcomed governors, staff, and guests to the final Board meeting of the 2022/2023 academic year. She reflected on her positive experience attending Convocation; she congratulated all those involved on a successful event. She thanked Governors for their dedication over the last year. She closed by thanking departing Governors Kevin Chan, Kori Kingsbury, Thorsten Koseck, Joshua Sankarlal, Trevin Stratton, and Jim Wilson for their years of service to the University.

5. President's Report

The President echoed the Chair's positive remarks about Convocation, sharing that there was positive feedback from students and families. He thanked Governors who took the time to attend and advised the Board that the University's first fall Convocation will take place on October 12, 2023. He thanked Governors for the service, dedication, and advice over the past year. He noted that the recruitment for new Governors is underway and is expected to be completed over the summer. He closed by sharing that the University has led the province in applications for a third year in a row.

6. Academic Council

The Chair thanked C. Carmichael for her service as the Governor on Academic Council this year. She then invited C. Carmichael to deliver the Academic Council report. C. Carmichael advised the Board that the main topic in April was artificial intelligence; she encouraged Governors to read the informative report on the subject. She noted an update on the Campus Master Plan and a focus on the budget in May. She expressed gratitude for the opportunity to serve on Academic Council which exposed her to a number of interesting issues and interactive discussions full of healthy challenges.

Committee Reports

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

C. Carmichael reflected on the last year at A&F, acknowledging the hard work of the leadership team. She noted oversight of critical matters such as the remediation of the Auditor General's recommendations, implementing key performance indicators, budgeting, Ministry metrics, the transition to a three-year budget process, and improved risk reporting as key achievements of A&F over the last year.

Finance

7.1 2022-2023 Audited Financial Statements (includes internally restricted funds)

C. Carmichael presented the 2022-2023 Audited Finance Statements. She drew the Board's attention to the summary of transaction to purchase 55 Bond Street, which was incorporated into the year-end financial statements. She noted that the statement of operation showed a \$2.6 million surplus despite expense increases outpacing revenue; she commented that this is not a sustainable model if provincial funding does not change. Despite this, she advised that the overall financial state of the University is stable.

She then commented on the Appendices, highlighting that Appendix 2 shows a summary of internal reserves and their use throughout the year. She again noted the tension between frozen tuition and increasing expenses which make it challenging to accumulate reserves. A subset of the University's reserves increased by \$500,000 but overall reserves need to increase further to meet certain obligations, which A&F will be monitoring. In Appendix 3, she spoke to the financial health metrics, noting in particular the normalized metrics which better construe the University's financial position. She closed by noting that the net income to loss ratio has declined and is below the suggested minimum threshold; this is also being monitored by A&F and the Board.

Upon a motion duly made by T. Koseck and seconded by L. Zucker, pursuant to the recommendation of the Audit and Finance Committee, the Board of Governors hereby approves the 2022/23 audited financial statements and the 2022/23 internally restricted reserves, as presented.

7.2 Fourth Quarter Financial Report

C. Carmichael presented the Fourth Quarter Financial Report, highlighting the inclusion of budgeting, forecast, actuals, and identified variances. She noted that the Report reconciles differences between management reporting and the content of the year-end audited financial statements; this is explained in detail in Appendix

1. She advised the Board that A&F has challenged the leadership team to improve forecasting, noting that some of the variances over the year were significant. She acknowledged the challenges inherent in forecasting, including the number of inputs. She cautioned, however, that in the absence of accurate forecasting, decision-making based upon it could suffer; it's a tool upon which significant decision are made.

7.3 Interim Risk Report

C. Carmichael presented the Interim Risk Report, advising that no new substantive issues have arisen since the more in-depth Risk Report presented in April. She noted that risk tools continue to develop, including the creation an institutional task force. With respect to reporting cadence, she advised the Board that A&F has agreed to a twice annual in-depth Risk Report with interim reports in between. She advised that emergent risks would still be highlighted and if significant enough could be brought to a Board or Executive Committee meeting.

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

M. Saros reflected on the working of the GNHR over the last year, thanking Committee members, the leadership team and the University Secretariat. She acknowledged J. Bruno for his ongoing guidance on labour relations matters. She highlighted the recent update of the skills matrix as a significant achievement of GNHR, thanking the University Secretary for her efforts. She advised the Board that E. Whetung-MacInnes, whose appointment to the Board was deferred, will be joining the Board of Governors for 2023/2024.

8.1 Board & Committee Practices Assessment

M. Saros presented the Board & Committee Practices Assessment. She noted the lower than average participation rate, expressing the hope that planned changes will make it more user-friendly. She highlighted key themes observed in the Assessment, including the need to facilitate Governor engagement, create space, and having strategic discussions. She noted the need to continue to improve the quality of materials and to find opportunities to steep Governors in the University's culture and broader operating environment. A handful of Governors who neither agree nor disagree were presented as opportunities for improvement and to move people into the positive column; an issue GNHR will be thinking about. Improvements planned for next year include shortening the tool, combining the assessment of Board and Committees, and including questions about Chair performance. A brief discussion then ensued, with the Chair emphasizing the importance of the Assessment as a tool to improve the Board's efficacy.

8.2 Annual Consolidated Human Rights Report

M. Saros presented the Annual Consolidated Human Rights Report, sharing that it was well-received by GNHR. She commended A. Sunstrum and his team on their thorough and transparent work and capable handling of claims. It holds the University to a high standard of accountability. The Chair commented that the work of the Human Rights Office is incredibly important. Recent aggressive actions by individuals and groups opposed to LGBTQ2+ in boardrooms and communities is disconcerting and alarming. She thanked the Human Rights Office and the University for standing firm on protecting the rights of individuals and human rights more broadly. The Board expressed approval of this sentiment, agreeing that it is critical that rights be defended.

Andrew Sunstrum left the meeting.

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

E. Agius presented the S&P Report as the Chair of the May 11th meeting. He thanked L. Zucker for her leadership and Committee members for their efforts throughout the year. He noted that Committee meetings are always highly engaged and thanked staff for bringing forward high quality topics. With respect to the May 11th meeting, E. Agius provided a summary of reports received. He highlighted the Digital Strategy, which is an enabling plan of the Integrated Academic Research Plan. He noted the move to a four-year Digital Strategy plan with investments proposed for student success, cloud migration, and improvements in the experiential learning journey. He advised the Board that while there is very good uptake of digital learning tools at the University, good pedagogy always precedes and drives the use of technology in the classroom. He shared that a working group on data strategy has been struck to consider the safety and security of research and that enhancing the user experience is a top priority for IT. He then advised that S&P received annual reports from the quality assurance and continuous learning areas of the Provost's Office. He closed by advising that S&P endorsed, along with A&F, the endowment disbursement for 2023/2024 to the Board of Governors for approval.

9.1 2023-2028 Integrated Academic Research Plan

E. Agius presented the 2023-2028 Integrated Academic Research Plan (IARP), advising the Board of Governors that there was a thoughtful and lengthy discussion about this item at Committee. He highlighted the move to a five-year IARP and the Provost's rationale including the need for a long-term vision. He advised that the majority of the Committee was supportive of this change, with one member preferring to stay with the current two-year model. He noted that in the course of these discussions, it was made clear that revisions to the plan could and would be

made as necessary with any pivots being driven by institutional metrics and targets. He closed by commenting on the robust consultation described in the materials package. The Chair thanked the leadership team for their work on the IARP, acknowledging the time and effort that goes into the consultative process.

Upon a motion duly made by T. Koseck and seconded by C. Carmichael, on the recommendation of the Strategy and Planning Committee, the Board of Governors approve the 2023-2028 Integrated Academic and Research Plan.

9.2 Institutional and SMA3 Metrics

E. Agius presented the Institutional and SMA3 metrics, noting that for the former a dashboard with targets is now embedded. At S&P, feedback and discussion focused on representing progress towards targets with leaders encouraged not to shy away from the colour red as it can trigger the deployment of resources or assistance and signal urgency and a need for action. He noted that the metrics will be revised to align with the new five-year IARP and that there were no changes to the SMA3 metrics. L. Zucker thanked the leadership team for being responsive to feedback throughout the evolution of the Institutional Metrics and their presentation in a dashboard format.

9.3 International Strategy Update

E. Agius presented the Institutional Strategy Update, sharing the four key pillars of the Strategy: (i) diversifying countries from which international students are drawn; (ii) increasing supports for international students once they arrive at the University; (iii) new recruitment strategies including market developments, partnerships and quality assurance; and (iv) seeking new ways to open Ontario Tech to the international market. The Provost complimented the Registrar and the Registrar's Office team, sharing that the Registrar is extremely skilled in this regard and has led several provincial initiatives on international recruitment.

A discussion then ensued on international students and their experiences. A Governor expressed concern about the lack of affordability in Canada and expressed the view that advocacy for improving conditions to encourage international students to not only study here, but stay here, is critical. In response to a question, the Provost and S. Gottlieb confirmed that the University was not impacted by the fraudulent admissions that were reported in the media. In response to a different question, the Provost advised that the new Associate Vice-President, Diversity, Inclusion and Belonging is currently conducting listening groups across campus, some of which include international students. Based on preliminary discussions, action strategies including creating a robust structure to bring international students together on campus, are being created. The goal is to

improve supports for international students. The Chair commented that word of mouth is important; it is a significant decision to choose where to study internationally and it is advantageous to create the best possible experience for international students.

10. Consent Agenda:

Upon a motion duly made by C. Carmichael and M. Mackenzie, the Consent Agenda was approved as presented.

10.1 2023-2024 Board and Committee Schedule

10.2 Appointment of Board Secretary

10.3 Minutes of the Public Session of Board of Governors – April 27, 2023

10.4 Minutes of the Public Session of A&F – April 12, 2023

10.5 Minutes of the Public Session of GNHR – March 30, 2023

10.6 Minutes of the Public Session of S&P – March 22, 2023

10.7 2023-2024 Endowment Disbursement

10.8 A&F Annual Report

10.9 Annual Policy Report

10.10 Privacy Update

10.11 GNHR Annual Report

10.12 Review of EDI Statement

10.13 Annual Pension Plan Report

10.14 S&P Annual Report

10.15 Digital Strategy

10.16 Annual Programs Update

(a) 2022-2023 Quality Assurance Process & Program Annual Report

(b) 2022-2023 Continuous Learning (CL) Annual Report

10.17 Annual Board Chair report

11. Adjournment

Upon a motion duly made by D. Thompson, the public session adjourned at 9:52 a.m.

Lauren Turner, University Secretary