

**Board of Governors
Minutes of Meeting****Date:** February 27, 2024**Time:** 4:03pm-5:38pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor

Members: Daniel Ableser, Ken Alexander, Chris Baillargeon, Fazle Baki, Carolyn Brown (Acting Chair), John Cappucci, Shari Cunningham, Ferruccio Da Sacco, Megan Evans (virtual), Tiffany Gooch (virtual), Robert Gordon, Eric Joshi, Lisa Milne (virtual), Irene Moore Davis, Celso Oliveira, Beth Ann Prince, Helga Reidel (Chair) (virtual), Jennifer S. Rooke, Debbie Sheppard-LeMoine, Brahmjot Singh, Mario Sonogo, Bruce Tucker, Bill Van Heyst, Lionel Walsh, Elaine Whitmore (virtual), Susan Williams.

Regrets: Brian Cowell, Ghallia Hashem, Rana Olwan, Teresa Piruzza, Mike Ruthard.

Administration and Guest Speakers: Robert Aguirre, Clinton Beckford, Chris Busch, Krista Devine, Jody Fraser, Beverley Hamilton, Gillian Heisz, Kaye Johnson (virtual), Shanthi Johnson, Shetina Jones, Ryan Kenney, Erika Kustra, Vincent Yeung, Rose Zanutto; Yvonne Arnowitz (Associate University Secretary (Board)), Renée Wintermute (University Secretary).

Declaration of conflict of interest and reminder of confidentiality: none reported.

1 Approval of the Agenda

MOTION: That the Agenda be approved.

Tucker/Walsh
CARRIED

2 Minutes of the meeting of November 28, 2023

(see document BG231128M for more details.)

MOTION: That the minutes of the meeting of November 28, 2023 be approved.

Prince/Baillargeon
CARRIED

3 Business arising from the minutes

None to report.

4 Outstanding Business/New Business**4.1 Reports****4.1.1 Remarks from the Acting Chair**

NOTED:

- Due to the strong turnout and robust discussions at the January 23rd Board retreat, the hold for a potential March 26th Board retreat has been cancelled.
- Thank you to the Board members who were able to attend the President's State of the University Address on February 7th.

4.1.2 President's Report

(see document BG240227-4.1.2 for more details.)

NOTED:

- The Ontario government's post-secondary funding announcement on February 26th included a 3-year continued freeze on domestic tuition for Ontario students; \$700M one-time funding for universities and colleges over the next 3 years; \$203M one-time funding for institutions with great financial need; and \$100M one-time funding to support STEM programs for institutions above their corridor. None of the Blue Ribbon Panel recommendations were implemented.
- Immigration, Refugees and Citizenship Canada has announced a 2-year intake cap on undergraduate international student permit applications. Undergraduate international students will need an attestation letter from the province, and caps will be allocated to each province based on population. Based on preliminary modeling figures, the cap will not negatively impact the University's undergraduate international enrolments.
- Stephen MacKenzie, previously from Invest WindsorEssex, has been announced as the Special Advisor on Innovation and Partnerships, reporting to the Vice-President, Research & Innovation, through the end of 2024.
- The University and Can-Am Friendship Centre recently co-hosted a screening and pre-reception of the movie "The Nature of Healing".
- An MOU has been signed with the YMCA of Southwestern Ontario to develop a long-term partnership aligning and collaborating on programming and supports.

4.1.3 Questions Arising from the Reports of the Vice-Presidents and Associate Vice-President, External

(see document BG240227-4.1.3 for more details.)

NOTED:

- Feedback from Faculty Councils across campus on the Employee Mental Health Strategy is positive, noting that it is overdue and that it is important that the University follow-through on its commitment.
- It was noted that efforts are underway to make Essex Hall more accessible, through the use of accessibility grants.

4.2 Audit Committee

4.2.1 Emerging Risk Presentation: Research Security Risks

(see documents BG240227-4.2.1 and BG240227-4.2.1a for more details.)

NOTED:

- An overview of the new federal government policy with respect to safeguarding research and noting emerging risks was provided. These include a list of sensitive technology research areas and a listed of named research organizations who will not be funded.
- Risk of this new policy include: lack of clarity around some definitions and research reporting requirements, as well as misalignment between federal and provincial directions and approvals, that are impacting researchers, post-doctoral fellows, students, and partnerships that have been built over time. Human resource capacity issues and the complexity of the work also need to be monitored.
- Internal and external approaches to risk mitigation include: ongoing awareness, education, and training on campus; ongoing security reviews and attestations; external advocacy and capacity leverage; and regular reports to MCU.

4.2.2 Auditor General of Ontario (AGO) Findings Action Plan – Follow-up Update

(see document BG240227-4.2.2 for more details.)

The document was received for information.

4.2.3 MCU Financial Accountability Framework

(see document BG240227-4.2.3 for more details.)

NOTED:

- New government metrics (two debt-related and one working capital-related) are not typical for universities, with the new debt-related metrics placing the University in the medium action plan range.
- The process for government review of universities in the medium action plan range was reviewed and includes a written response from the University outlining qualitative factors for the scores. MCU finalizes action plans based on an assessment of quantitative and qualitative factors.
- The University is financially stable, consistently receiving strong credit ratings from Moody's and DBRS comparable to the province of Ontario.
- MCU metrics are now included as part of the risk assessment conducted for all capital projects.
- It was noted that most of the University's debt is in its debentures.
- Strategies for moving to the low action category were discussed, including the need to grow revenues.

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

Nothing to report.

4.5 Human Resources Committee

Nothing to report.

4.6 Investment Committee

Nothing to report.

4.7 Pension Committee

Nothing to report.

4.8 Resource Allocation Committee

4.8.1 2023-2024 Operating Budget 9-month Review

(see documents BG240227-4.8.1 and BG240227-4.8.1a for more details.)

NOTED:

- Tuition revenue for Winter 2024 exceeded budget and projections at the 6-month review, due primarily to strong domestic undergraduate enrolments.
- The Winter intake for the international cohort-based masters' was 30% below target, which will have negative flow-through effects into the 2024/25 fiscal year.
- The Enrolment Contingency Reserve was not required in 2023/24 and has been moved to reserves for future year budgeting challenges.
- Funding from the Extraordinary Enrolment Offset Reserve, established in 2022 due to extraordinary enrolments in OSB and Engineering from deferrals due to COVID, has been allocated for the last time.
- Adjustments to government operating grants, investment income, and operating expenditures, including additional funding for scholarships, recruitment, and application processing; reserve and strategic priority funds, were reviewed. While international diversification is a priority, India remains an important market requiring investment.

- While the cap on international study permits may have minimal impact on UWindsor's undergraduate enrolment, the announcements will lead to increased competition from other institutions for graduate students.
- Increases to Law, undergraduate Business, and undergraduate Engineering programs will be allowed to continue under the province's Tuition Anomaly Adjustment program.
- 2024/2025 is expected to be a challenging fiscal year for the University, but all options will be explored, including using reserve funds and developing a multi-year base budget strategy.
- A Budget Balancing Committee has been struck to discuss enrolment strategies with the Deans and strategize options for achieving a 2024/2025 balanced budget.
- Overall, Ontario universities are in a critical place due to the continued tuition freezes and are very concerned about the upcoming budget cycles.

***4.8.2 Procurement Policy – BPS Threshold Changes**

(see document BG240227-4.8.2 for more details.)

MOTION: That the Board approve the proposed revisions to the Procurement Policy.

CARRIED*

4.8.3 Strategic Mandate Agreement (SMA3) Annual Report

(see documents BG240227-4.8.3 and BG240227-4.8.3a for more details.)

NOTED:

- The University has met or exceeded all metrics, and so the portion of grant funding tied to performance is not in jeopardy.

***4.8.4 Capital Projects Dashboard**

(see document BG240227-4.8.4 for more details.)

The document was received for information.*

5 In Camera

The following In Camera motions were read into the public minutes. Members did not participate in the portion of the meeting that pertained to their respective appointments.

MOTION: That the Board approve the following Senate appointment to the Board of Governors:

- Karen Robson (September 1, 2024 to August 31, 2027)

CARRIED*

MOTION: That the Board approve the following non-Board Committee member re-appointments:

- Amanda Iarusso, Human Resources Committee (for 2nd term commencing May 1, 2024)
- Lisa Milne, Pension Committee (extended to April 2026 to streamline with Investment Committee term)
- Eric Whaley, Audit Committee (for 2nd term commencing May 1, 2024)

CARRIED*

MOTION: That Ferruccio Da Sacco be appointed to the Board Investment Committee (to April 30, 2026).

CARRIED*

MOTION: That Lionel Walsh be appointed to the Board Resource Allocation Committee.

CARRIED*

MOTION: That the Board approve the Windsor University Faculty Association's appointment of Ms. Annette Demers to the Board Pension Committee be ratified (effective May 1, 2024 to April 30, 2027).
CARRIED*

MOTION: That the Board approve the Windsor University Faculty Association's appointment of Ms. Annette Demers to the Board Investment Committee be ratified (effective May 1, 2024 to April 30, 2027).
CARRIED*

MOTION: That Jennifer S. Rooke be appointed as a Board representative on the Senate, effective September 1, 2024-August 31, 2026.
CARRIED*

MOTION: That Ms. Shari Cunningham be re-appointed as a Board representative on the Senate, effective December 1, 2024-November 30, 2026.
CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Prince/Sonego
CARRIED