

**Board of Governors
Minutes of Meeting**

Date: November 24, 2020

Time: 4:00 -6:40pm

Room: MS Teams Virtual Meeting

Members: Jonathan Allison, Carolyn Brown, Jodi Butts, John Cappucci, Rajen Chetty, Brian Cowell, Herman Dayal, Bruck Easton, Tiffany Gooch, Robert Gordon, Norbert Hartmann, Chris Houser, Dean Jacobs, Wanda Juricic, Ken Montgomery, Celso Oliveira, Sathish Pichika, Teresa Piruzza, Helga Reidel, Antonio Rossini, Mario Sonogo, Bruce Tucker, Patti Weir, Susan Williams, George Wilkki, William Willis (Chair), Bill Wright.

Regrets: Chris Baillargeon, Jelena Magliaro, Tony Mancina.

Administration and Guest Speakers: Sandra Aversa, Jeffrey Berryman, Jane Boyd, John Coleman, Vincent Georgie, Mary Jo Haddad, Beverley Hamilton, Gillian Heisz, Kaye Johnson, Anna Kirby, Douglas Kneale, Andrew Kuntz, Rita LaCivita, Mike McKay, Colin McLellan, Michael Siu, Renée Wintermute (University Secretary).

Declaration of conflict of interest: none reported.

1 Approval of the Agenda

Item 4.5.2 was unstarred.

MOTION: That the Agenda be approved, as amended.

Pichika/Cappucci
CARRIED

2 Minutes of the meeting of October 20, 2020

(see document BG201020M for more details.)

MOTION: That the minutes of the meeting of October 20, 2020 be approved.

Hartmann/Rossini
CARRIED

3 Business arising from the minutes

None to report.

4 Outstanding Business/New Business

4.1 Reports

4.1.1 Remarks from the Chair

NOTED:

- Bill Wright, who is completing his term on the Board on December 31, 2020, was thanked for his 9 years of service and his leadership as chair of the Governance Committee for the past six years. George Wilkki, who will be leaving the Board as of Jan 1, 2021, was also thanked for his service. Ken Montgomery, Senate Representative, was welcomed by general consent to the Board.
- Members were reminded to take a few moments after the meeting to complete the Board Meeting Evaluation Scorecard. The Annual Board and Committee Evaluation Survey also will be distributed shortly. The Governance Committee is looking for 100% participation. Results will be reviewed at the Board Retreat in February 2021.
- As this is Mr. Willis' last meeting as Board Chair, he thanked members for allowing him the privilege to lead the Board.

4.1.2 President's Report

(see document BG201020-4.1.2 for more details.)

NOTED:

- On behalf of the Board and Administration, the President thanked Mr. Willis for his leadership as Board Chair during the past two years.
- The President announced that the Office of VP Planning and Administration has been renamed and restructured to the Office of the VP, Finance and Operations, with Sandra Aversa as VP, Finance and Operations (Acting), Gillian Heisz as AVP, Finance, and Anna Kirby as AVP, Operations. Ms. Kirby was thanked for her two years of leadership as Acting VP Planning and Administration.

4.1.3 Guest Speaker

4.1.3.1 Safeguarding Healthy Great Lakes

(see document BG201124-4.1.3.1 for more details.)

NOTED:

- Mike McKay, Director of the Great Lakes Institute for Environmental Research, provided an overview of the mission, vision, and work being conducted at GLIER to safeguard the health of the Great Lakes, including: multi-disciplinary programs, world-renowned research, collaboration with other institutes, partnerships with governments and international partners, and collaboration in setting bi-national policy.
- Members were informed that GLIER researchers were also able to apply their expertise in reviewing the efficacy of homemade masks as well as launching a wastewater surveillance project focussing on the early detection of COVID-19 in sewage.

4.1.4 Strategic Items/Emerging Priorities/Risk Issues

4.1.4.1 COVID-19 and University Operations

(see document BG201124-4.1.4 for more details.)

NOTED:

- Members were provided with a high-level overview of the concerns identified by employees in the Human Resources 'Employee Pulse Check Survey'. More detailed analysis of the survey results is being conducted.
- In response to the survey two paid Mental Health Days will be provided to full-time staff and faculty, to be taken prior to April 30, 2021; there will be three consecutive meeting-free days from February 16–18; and shift rotations will be implemented, until December 31, 2020 for the essential on-campus services employees.

4.1.4.2 Addressing Anti-Black Racism – Update

(see document BG201124-4.1.4 for more details.)

NOTED:

- The ABR Task Force has been established, following a call for nominations in October, and a final report with recommendations is expected in Fall 2021.
- An update on the University's response to the recent use of the n-word in two classes was provided, including instructor and departmental actions; student support, care, and accommodations; education and training; and tasking the ABR Task Force with identifying specific recommendations for addressing this challenge on campus.
- While long-term planning will be guided by ABR Task Force recommendations and the external EDI review, the following immediate actions have been taken to combat anti-black racism: the establishment of an ABR Initiatives Fund (available to faculty and students); and a commitment to hire 12 Black faculty members over the next two years.

4.1.4.3 Equity, Diversity, and Inclusion External Review – Update

(see document BG201124-4.1.3.3 for more details.)

NOTED:

- A status report on the creation of a race-based data collection framework, the external EDI review, and ABR/EDI education and training framework was provided.

4.1.4 Questions Arising from Vice-Presidents' Reports

(see document BG201020-4.1.3.4 for more details.)

No questions raised. The document was received for information.

4.2 Audit Committee

4.2.1 Audited Financial Statements for the University of Windsor Pension Plans for the year-ended June 30, 2020

(see document BG201124-4.2.1 for more details.)

MOTION: That the Audited Financial Statements of the University of Windsor Retirement Plan for Faculty and Certain Employees for the year-ended June 30, 2020 be approved; and

That the Audited Financial Statements of the University of Windsor Employees' Retirement Plan for the year-ended June 30, 2020 be approved.

Reidel/Easton

NOTED:

- A 1-year return of 6% as at June 30, 2020 is good, given the volatility in the markets due to COVID-19.
- KPMG is prepared to issue a clean audit opinion.

CARRIED

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

***4.4.1 Revised Pandemic Response Plan**

(see document BG201124-4.4.1 for more details.)

The document was received for information.*

***4.4.2 Bylaw Revision – Investment Committee Composition**

(see document BG201124-4.4.2 for more details.)

MOTION: That proposed revision to Board Bylaw 1 be approved.

CARRIED*

4.4.3 Policy on Freedom of Expression – Review

(see document BG201124-4.4.3 for more details.)

AGREED:

- A review of the policy and its impact indicates that no revisions are required at this time.

4.4.4 Board Bylaw on Non-Academic Vice-Presidents
(see document BG201124-4.4.4 for more details.)

MOTION: That the proposed bylaw on the appointment of Non-Academic Vice-Presidents be approved.

Wright/Easton
CARRIED

***4.4.5 Board Governance Workplan – Update**
(see document BG201124-4.4.5 for more details.)

The document was received for information.*

4.5 Investment Committee

4.5.1 Policy on Responsible Investing
(see document BG201124-4.4.1 for more details.)

MOTION: That the Policy on Responsible Investing be approved.

Allison/Chetty

NOTED:

- The Endowment SIPP now includes a section cross-referencing to the Policy on Responsible Investing.

CARRIED

4.5.2 Statement of Policies and Goals for the Management and Investment of Endowment Funds – Revision
(see document BG201124-4.4.2 for more details.)

MOTION: That the proposed revision to the Statement of Policies and Goals for the Management of Investment and Endowment Funds be approved.

Allison/Hartmann

NOTED:

- In response to a question, it was noted that the University does not usually use interest rates swaps; however, they provide one tool under the Policy, should they be needed.

CARRIED

4.5.3 Statements of Investment Policies and Procedures for the Pension Plans for and Endowment Funds – Asset Mix Revisions
(see document BG201124-4.4.3 for more details.)

MOTION: That the proposed changes to the Statement of Investment Policies and Procedures for the Pension Plans and Endowment Funds be approved.

Allison/Hartmann

NOTED:

- Asset mixes should be reviewed every few years, with adjustments made as appropriate.
- This in-depth asset liability review resulted in the recommendation for a reduction to fixed income and Canadian equities, and an increase allocation to alternatives; providing greater diversification of the growth portfolio and better risk/return trade-offs.

CARRIED

4.6 Pension Committee

See 4.2.1.

4.7 Resource Allocation Committee

4.7.1 2020/2021 Operating Budget Mid-Year Review

(see document BG201124-4.7.1 for more details.)

NOTED:

- Enrolment is up 3% over the revised budget due to very conservative assumptions, though -5% from where the University wanted to be pre-COVID-19.
- First-year enrolment is down which will have a flow-through effect over the next 4 years and will have to be carefully monitored and the impact mitigated.
- While cohort-based Masters programs continue to grow, there have been significant deferrals from international students which resulted in numbers being down approximately 30% from the budgeted numbers. The University is developing strategies to mitigate this loss, including starting a new cohort in Spring 2021, and focussing on diversifying countries of origin and the programs to which the students are being recruited.
- The University is 2.5% over budget in tuition revenues for Fall 2020; however, the Winter term likely will see tuition revenue under budget requiring the use of the contingency fund.
- Budget adjustments were outlined.
- In light of COVID-19, the University is doing well overall.

4.7.2 Planning for the 2020/2021 Operating Budget

NOTED:

- Revenue and operating costs assumptions (pandemic and non-pandemic related) were outlined for 2021/2022; including a return to closer to Fall 2019 enrolment numbers, continued domestic tuition freeze, and no increase to government grants.
- It was noted that the international cohort fee, which will provide a tuition guarantee for the normal completion time of a degree, will result in higher increases for new cohorts since rates for returning students would not be increased.
- In response to a question, it was noted that Ancillary Services are expected to be self-sustaining and so are not included in the operating budget. However, funds from Central may be required at some point to assist these areas given the significant negative impact that COVID-19 has had on their operations.
- The pandemic demonstrated the importance of contingency funds and planning.
- The key elements of the new budget model were reviewed. Building from the current ECM model, the new budget model will be a more traditional or pure ABB model (also referred to as responsibility-centred budgeting), which will motivate behaviours that align to strategic directions. The goal is to empower Faculties (revenue centres) and protect the University's strategic directions.
- The new budget model is in the final modelling stages and will be used in the development of the 2021/2022 budget. The University will focus on launching multi-year budget planning by 2022/2023.

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 Elaine Whitmore be appointed as a member of the Board of Governors effective January 1, 2021 to complete the remainder of George Wilkki's term and for an additional three-year term to October 28, 2024.

CARRIED*

MOTION: That Elaine Whitmore be appointed as a member of the Board Governance Committee effective January 1, 2021 to April 30, 2022.

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Cappucci/Rossini
CARRIED