

**Board of Governors
Minutes of Meeting****Date:** April 20, 2021**Time:** 4:00 – 5:30 pm**Room:** MS Teams Virtual Meeting

Members: Jonathan Allison (Chair), Carolyn Brown, Jodi Butts, John Cappucci, Rajen Chetty, Brian Cowell, Herman Dayal, Bruck Easton, Tiffany Gooch, Robert Gordon, Norbert Hartmann, Chris Houser, Tony Mancina, Ken Montgomery, Celso Oliveira, Sathish Pichika, Teresa Piruzza, Tom Porter, Helga Reidel, Antonio Rossini, Mario Sonego, Bruce Tucker, Patti Weir, Elaine Whitmore, Susan Williams, William Willis.

Regrets: Chris Baillargeon, Dean Jacobs, Wanda Juricic, Jelena Magliaro.

Administration and Guest Speakers: Sandra Aversa, Jeffrey Berryman, Chris Busch, Dave Butcher, Jasleen Dayal, Christopher Fredette, Beverley Hamilton, Kaye Johnson, Dusty Johnstone, Anna Kirby, Douglas Kneale, Rita LaCivita, Colin McLellan, Michael Siu, Renée Trombley, Rose Zanutto, Renée Wintermute (University Secretary), Yvonne Arnowitz (Board Governance Officer).

Declaration of conflict of interest: none reported.

1 Approval of the Agenda

MOTION: That the Agenda be approved.

Hartmann/Weir
CARRIED

2 Minutes of the meeting of March 23, 2021

(see document BG210323M for more details.)

MOTION: That the minutes of the meeting of March 23, 2021 be approved.

Whitmore/Brown
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:

- Welcome to Jasleen Dayal, incoming UWSA President. Vivian Azouz will be the new UWSA student-at-large representative.
- Thank you to outgoing Board members, Patti Weir, Herman Dayal and Sathish Pichika for their work on the Board.
- Members were encouraged to take advantage of their membership and avail themselves of the ICD resources.

4.1.2 President's Report

(see document BG210420-4.1.2 for more details.)

NOTED:

- Dr. Clinton Beckford has accepted the new role of Acting Vice-President, Equity, Diversity and Inclusion, effective June 1, 2021.
- Dr. Patti Weir is the Acting Provost and Vice-President, effective May 1, 2021. An external search to fill the role permanently will begin in early 2022.
- Board participation will be sought for several upcoming Senior Administrative searches.

4.1.2.1 Annual Report on Sexual Misconduct Policy (2020-2021)

(see document BG210420-4.1.2.1)

The document was received for information.

4.1.3 Guest Speaker

4.1.3.1 Non-Profit Boards: Governance and EDI

(see documents BG210420-4.1.3.1 and BG210420-4.1.3.1a for more details.)

NOTED:

- Dr. Chris Fredette, Associate Professor of Management and Strategy, Odette School of Business, provided an overview on the topic of non-profit organizations governance.
- Good governance in non-profit organizations (NPOs) is mission-driven first, and compliance-focused second and requires managerial oversight, strategic leadership, and loyal opposition.
- The Laurentian University situation is an example of a fiduciary and governance failure. The Board did not represent its community and became cloistered.
- Commitment to equity, diversity, and inclusion needs to be transformational, not compliance driven. Building a more diverse and inclusive organization starts at the Board level.
- Many and varied perspectives and voices should be encouraged. A more engaged Board, which challenges Administration, provides for better governance. The Chair is the bridge to the President and the Board but should not just be an information broker.
- A Board should continue to measure its progress and continue to educate itself on emerging issues. It needs to build internal awareness (teaching and research activities, employee relations/issues, etc.) and engage with the regional community so that they feel the University is a place for them.

4.1.4 Strategic Items/Emerging Priorities/Risk Issues

4.1.4.1 COVID-19 – Update

(see document BG210420-4.1.4 for more details.)

NOTED:

- The wastewater checks on campus allowed for the early detection of two positive COVID-19 cases on campus in April. There is one unresolved case on campus, and ongoing screening, including at the residences, continues.
- The Action Group for Fall Return's plans build on maximizing the on-campus experience for students while also bringing faculty and staff back to work, subject to health and safety restrictions. It is expected that 70-80% of the campus community will be vaccinated by July, leading to herd immunity on campus.
- Following public health guidelines, the current goal is to bring back as many course selections as possible. The four teaching approaches will be face-to-face, hybrid, hyflex or online. It is expected that 75% of the campus' courses will be online. Those students who

either cannot come back to campus or do not feel comfortable doing so will have online options to complete their semester. Safety features will be in place to keep faculty, staff and students safe, including rapid screening, contact tracing, and PPE equipment.

4.1.4.2 Addressing Anti-Black Racism and Equity, Diversity, and Inclusion – Update
(see document BG210420-4.1.4 for more details.)

NOTED:

- The Acting Vice-President, Equity, Diversity, and Inclusion initial priorities will include engaging with the campus and the wider community on developing the role and profile of the position, overseeing the external review of EDI processes, and support and develop ABR education and training and enhanced diversity planning. Dr. Beckford will work with both the Board and Senate on these matters.
- Dr. Andrew Allen has been appointed the Anti-Racism Pedagogies Teaching Leadership Chair Appointment.
- ABR educational events and the ABR initiatives funds are both ongoing.

4.1.5 Questions Arising from Vice-Presidents' Reports
(see document BG210420-4.1.5 for more details.)

NOTED:

- In response to a question about the Bus Depot project and the process for capital project approvals, it was noted that this is an ongoing project which was put on hold in 2018 due to building conditions but that the design was almost completed at that time. There are updated design discussions with architects underway. Depending on cost report, a proposal will be brought to the Board in June for consideration. The fundraising component will be included in the proposal.
- Thank you to Dr. Kneale for his work as Provost and Vice-President, Academic and previously as Acting President.

4.2 Audit Committee

***4.2.1 Internal Audit Plan for 2021-2022**

(see document BG210420-4.2.1 for more details.)

The document was received for information.*

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

4.4.1 Gift Acceptance Policy Appendices: Gift Agreement Approvals and Signing Procedure and Sample Gift Agreement Letter

(see document BG210420-4.4.1 for more details.)

MOTION: That the Board of Governors approve the following appendices to the Gift Acceptance Policy:

- Gift Agreement Approvals and Signing Procedure
- Sample Gift Agreement Letter

Tucker/Whitmore

NOTED:

- The policy and gift agreement do allow for the ability to revoke a gift or a naming, should that need arise.
- The Board Chair will be made aware of donations over \$500K.

FRIENDLY AMENDMENT: That the Exceptions section of the Gift Agreement Approvals and Signing Procedure be revised to: “Exceptions to this procedure are at the discretion of the Director of Advancement, *in consultation with the Associate Vice-President, External.*”

CARRIED, as amended

***4.4.2 Board Governance Workplan 2021**

(see document BG210323-4.4.2 for more details.)

The document was received for information.*

4.5 Investment Committee

Nothing to report.

4.6 Pension Committee

Nothing to report.

4.7 Resource Allocation Committee

Nothing to report.

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 1: That Ms. Susan Williams be re-appointed as a representative on the Senate, effective September 1, 2021 – August 31, 2024.

CARRIED*

MOTION 2: That the Provost (or delegate) and the Vice-President, Human Resources (or delegate) be appointed to the Retirement Committee for another two-year term.

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Cowell/Rossini

CARRIED