

NOTICE OF MEETING

There will be a meeting of the
Board of Governors
Tuesday, June 22, 2021
at 4:00 pm
VIRTUAL MEETING
Link: [Join Microsoft Teams meeting](#)

AGENDA

ITEM	DOCUMENT# & ACTION
<i>Declaration of conflict of interest</i>	
1 Approval of the Agenda	
2 Minutes of the meeting of May 18, 2021	Allison-Approval BG210518M
3 Business arising from the minutes	
4 Outstanding Business/New Business	
4.1 Reports:	
4.1.1 Remarks from the Chair	Allison-Information
4.1.2 President's Report	Gordon-Information
4.1.3 Guest Speaker	
4.1.3.1 Indigenous Feminism and Indigenous Women in Politics	Rebecca Major-Information
4.1.4 Strategic Items/Emerging Priorities/Risk Issues	
4.1.4.1 COVID-19 – Update	Gordon-Information
4.1.4.2 Addressing Anti-Black Racism and Equity, Diversity, and Inclusion – Update	Gordon-Information
4.1.5 Questions Arising from Vice-Presidents' Reports (p. 3)	Weir/Aversa/Beckford/LaCivita/Siu-Information BG210622-4.1.5
4.2 Audit Committee	
4.3 Executive Committee	
4.4 Governance Committee	
4.4.1 Principles and Process for Filling Seats on the University of Windsor Board of Governors from the Alumni Association, Assumption University, Canterbury College, and Iona College (p. 8)	Tucker-Discussion BG210622-4.4.1

4.4.2	Policy and Process for Filling External Board Member Positions (p. 9)	Tucker-Approval BG210622-4.4.2
4.4.3	Revised Human Rights Policy (p. 19)	Tucker-Approval BG210622-4.4.3
4.4.4	Role and Responsibilities of the Board and Individual Board Members’ Responsibilities and Expectations – Revisions (p. 38)	Tucker-Approval BG210622-4.4.4
*4.4.5	Policy on Naming of University Assets – Revisions (p. 40)	Tucker-Approval BG210622-4.4.5
*4.4.6	Board Governance Workplan 2021 – Update (p. 41)	Tucker-Information BG210622-4.4.6

4.5 Investment Committee

4.6 Pension Committee

4.7 Resource Allocation Committee

5 In Camera

6 Adjournment

[Bylaw 1, Section 2.6 – Consent Agenda: Items that normally do not require debate or discussion either because they are routine, standard, or noncontroversial, shall be “starred” (identified by an asterisk (*)) on the agenda. “Starred” items will not be discussed during a meeting unless a member specifically requests that a “starred” agenda item be ‘unstarred’, and therefore open for discussion/debate. A request to “unstar” an agenda item can be made at any time before (by forwarding the request to the Secretary) or during the meeting. By the end of the meeting, agenda items which remain “starred” (*) will be deemed approved or received by the Board, as the case may be. No individual motion shall be required for the adoption of “starred” agenda items.]

**University of Windsor
Board of Governors**

4.1.5: Vice-Presidents' Reports

Item for: **Information**

Report of the Vice-President, Finance & Operations (Interim)

Sandra Aversa

Master Plan – Essex Hall Transformation

Essex Hall Building (EH) is located on the main campus along the interior artery of Patricia Avenue. EH is the central home of the Faculty of Science (*i.e.*, Chemistry, Biochemistry, Physics, Dean's office and Central Administration). Essex Hall also houses other key areas for campus, namely the Dramatic Arts Theatre which has its public entrance off the main entrance.

Essex Hall was built in two phases (1961 and 1963) and has a total square footage of approximately 278,000 square feet. Attached to the main building are the Dramatic Arts facility, the Chemical Control Centre, and the newly constructed Science Research building (CORE-2019).

The Faculty of Engineering was housed in EH until its move to its new building, the Centre for Engineering Innovation (CEI). There have been structural and space studies completed on EH in the past to confirm the feasibility of maintaining EH as the central home for the Faculty of Science for the long term. Through this previous work, it has been confirmed that the building, in whole or in part, can be updated to serve as the Faculty of Science's home for decades to come.

Due to the significance of its size and complexity of academic and research programming in the building, a phased approach will be required to address the needs of this building. As a result, the University will be embarking on the development of a Master Plan for Essex Hall. This Master Plan will need to consider a phased transformation plan (possibly 5 to 6 phases?) to the interior spaces (classrooms, teaching labs, research spaces, administration areas, student spaces) and infrastructure. The Master Plan will be developed based on the needs of students, faculty, staff, and industry expectations, current, modern, and developing trends, and best practices in a post-secondary environment with flexible, welcoming, safe, and accessible spaces in support of learning, collaboration, and research for Science programs. Planning and recommendations will be developed with the lens of reducing the campus' environmental impact (*e.g.*, carbon emissions, energy usage, and water usage) which will move us toward our sustainability targets.

A Request for Proposal (RFP) will invite qualified Architects and their team of subconsultants to provide proposals for consulting services in the development of a Master Space Plan for Essex Hall and the Faculty of Science. The RFP is expected to be released and awarded in Fall 2021/Winter 2022, with the development of the Master Plan taking approximately six months. This Plan will then guide the institution in a phased approach to address deferred maintenance, required mechanical system upgrades, and transformation of teaching and research spaces to accommodate the needs of this key Faculty for the University.

In the planning stages, independent of the Master Plan for Essex Hall, is the upgrade of the exterior building façade of EH. These upgrades are focused on improving the building envelope, its thermal resistance and building tightness. This upgrade will provide a balanced approach between energy / GHG reductions and aesthetics. This exterior upgrade could be an excellent candidate should any stimulus monies be announced by the Federal and/or Provincial

governments. Such stimulus programs have prioritized shovel-ready projects with a focus on energy efficiency, research and/or enhanced capacity. Planning for this scope will provide the University with a project for submission should stimulus programs be announced.

The more comprehensive transformation of Essex Hall will form part of the University's Master Capital Plan that is expected to be developed following approval of the University's Strategic Plan.

2020/21 Fiscal Year End

With the University's year end being April 30th, the Finance Department is now focused in on the year end audit of the institution. All areas of campus have been supportive through this process even while working remotely. The year-end process is going well and the external auditors are expected to commence their work on Monday, June 14th. The year end results are scheduled to be presented to the September Resource Allocation Committee and Audit Committee with a presentation to the Board at its October meeting.

As part of the year end initiative this year, we will be enhancing the communication of the financial results with the aim of highlighting key attributes of financial sustainability and ease of understanding complex financial statements.

Report of the Vice-President, Equity, Diversity, and Inclusion (Interim)

Clinton Beckford

Over the next two years, the Office of the Vice President Equity, Diversity, and Inclusion will be working with a broad-based coalition of actors to build a sustainable EDI infrastructure that is positioned to transform the University of Windsor into a truly safe, inclusive, equitable, and just learning and working environment.

Key Areas of Focus

- Policy and procedures
- Accountability
- Structural change
- Leadership in EDI
- Healing and reconciliation
- Culture change

Priorities for 2021-2022

1. Facilitate the University of Windsor's upcoming external review of equity, diversity, and inclusion.
2. In conjunction with the Executive Leadership Team, lead a consultative process to develop the University of Windsor's first EDI Strategic Plan.
3. Guide the:
 - Implementation of ABR Task Force recommendations in conjunction with relevant university and community stakeholders.
 - Establishment of an Anti-racism Committee as part of a process to address the broader issues of racism on university campuses that compelled the OHRC to write to university presidents in December 2020. This includes anti-Indigenous racism, anti-Asian racism, and all forms of racism and racial discrimination.
4. Work with the racialized data collection Rapid Action Unit and Implementation Committee to operationalize the University of Windsor's Student Self-Identification Survey. Substantial progress has already been made to launch Phase One.
5. Begin the development of a framework for the permanent VP, EDI position in the future and work with the President and the ELT and the Indigenous community to fashion a senior level Indigenous portfolio.

6. Establish an EDI Strategic Advisory Committee
 - A cross-sectional and intersectional university-wide body that will work to develop a shared vision for a strategic plan for EDI.
7. Publish an electronic EDI newsletter designed to educate and inform the university and broader community.

Report of the Vice-President, Human Resources

Rita LaCivita

Collective Bargaining with Windsor University Faculty Association (WUFA)

- Collective agreement expires June 30, 2021.
- Planning and Preparation are ongoing.
- Notice to Bargain has been received from WUFA.
- University's Team includes:
 - Ms. Rita LaCivita – Vice-President, Human Resources
 - Ms. Dencie Shuker – Interim Executive Director, Academic and Staff Relations
 - Prof. Jeff Berryman – Associate Vice-President, Academic
 - Dr. Ken Montgomery- Dean, Faculty of Education
 - Ms. Karen Pillon – Associate University Librarian
 - Ms. Amy Davie – Executive Assistant, Office of the Vice-President, Research
 - Ms. Brittany Rife – Academic Labour Relations Advisor

Workplace Accommodation Training Sessions for Supervisors

- Provide an overview of workplace accommodation including responsibilities and process.
- Review the newly developed Employee Request for Workplace Accommodation Form.
- Highlight examples of reasonable accommodation within the context of the COVID-19 pandemic.
- Connect supervisors to resources found on the Workplace Accommodation, Human Resources website.

Guidelines for Addressing and Reporting COVID-19 issues of Non-Compliance

- Have been developed and reviewed by various groups.
- Focus is to remind the non-compliant individual of the H&S requirements and to explain that compliance with all protocols is required for any person to be on campus and in our buildings, for the safety of all University community members.
- Reporting mechanism will also be in place.

Report of the Vice-President, Research and Innovation

Michael Siu

- On May 19, the federal government announced funding of \$ 7.5 million from the Federal Economic Development Agency for Southern Ontario to Invest WindsorEssex. A significant fraction of the investment will support the University of Windsor's work with and economic impact within the Windsor Essex community, including training and increasing the competency of automobility entrepreneurs; enhancing research and development in electric vehicles, autonomous and connected vehicles, auto-cybersecurity; and supporting entrepreneurs to accelerate commercialization of their technologies.
- In synchronization with Ontario's Step One in reopening on June 11, the Research Safety Committee (RSC), the Research Ethics Board (REB) and Animal Care Committee (ACC) have all lifted the restrictions imposed on April 8 relating to approval of new protocols. The committees were able to quickly approve and clear many applications that had been submitted during the intervening time. RSC's statistics shows 78 authorized Research Phase 3 projects or lab applications on June 11: 19 for Engineering, 6 for Human Kinetics, 52 for Science, and 1 for FAHSS; there are also 4 authorized field research applications.

- On June 8, the REB reported receiving a total of 110 protocols for approval in 2021 thus far. This is in pace with the total of 262 submissions received in 2020 and the 206 received in 2019. Most protocols are of the “no more than minimal risk” category and are handled by “Delegated Review” by a committee that meets 12 times a year. Protocols that carry “more than minimal risk” are examined by “Full-Board Review”; some of these can take up tens of hours of work per protocol.
- I would like to use this opportunity to acknowledge and thank the chairs and members of the RSC, REB and ACC for their continued dedication and contributions in supporting the research and innovation enterprise of the University.

Report of the Provost and Vice-President, Academic (Acting)

Patti Weir

1. Decanal Update

Dr. Reem Bahdi has been appointed Dean of the Law School – the first Arab woman and first Palestinian appointed as a Dean of Law in Canada. Dr. Bahdi has been a faculty member at Windsor since 2002 where she has mentored hundreds of students, helped shape the faculty's access to justice theme and developed an international reputation for ground-breaking research on terrorism, Islamophobia, and anti-Arab stereotyping. In 2005, she created the largest federally funded judicial education program in the Middle East and, over 7 years, lead an international team that helped introduce institutional reforms to advance human dignity in the administration of justice.

An interdisciplinary scholar and innovator, she is an elected member of The Royal Society of Canada's College of New Scholars, Artists and Scientists and recipient of the Law Foundation of Ontario's Guthrie Medal for her access to justice contributions to the profession and people of Ontario.

Professor Bahdi has been the recipient of teaching excellence awards from the Student Law Society on three occasions and has been intimately involved with the academic development of the law school curriculum. She has engaged at numerous points on initiatives to advance The Truth and Reconciliation Commission's 94 Calls to Action, to efforts to decolonize the curriculum, and to respond to anti-Black racism.

This brings the hiring of Deans and the University Librarian to a close.

2. Global Skills Opportunity 2021-2025

Universities Canada is administering the Global Skills Opportunity (GSO) as part of Canada's International Education Strategy. This program is designed to encourage Indigenous students, students with disabilities, and low-income students to participate in study/work abroad opportunities. These categories represent 31% of the UWindsor eligible undergraduate population.

The Deans in partnership with the Offices of Enrolment Management and Experiential Learning are submitting two proposals, each valued at \$500,000: 1) First-year International Experience – aim of having 5% of eligible students participate in short-term faculty-led study abroad trips; 2) Work-integrated and Service learning – aim of having an additional 5% of students traveling abroad for service which includes internships and programs such as Engineers without Borders and Teachers in Tanzania.

The funding must be used for direct student support (80%), and the remainder (20%) can be used for wrap-around services (pre- and post-departure services, faculty costs) and support for a Study Abroad Office. The Deans are beginning discussions on how to use this to launch a fully sustainable Study Abroad Office and programs for UWindsor students.

Thank you Dr. Chris Houser and Dr. Chris Busch for leading this initiative.

3. Curated Collections

The Leddy Librarians have created a number of curated collections to recognize our efforts to support and educate all members of our University community on number of important initiatives.

https://ca01.primo.exlibrisgroup.com/discovery/collectionDiscovery?vid=01UTON_UW:UWINDSOR

4. Fall Return to Campus

Implementation plans are well underway.

HyFlex Teaching:

- Training of Faculty has begun and is being undertaken by our staff in both CTL and OOL.
- Faculty will be supported through HyFlex grants and additional teaching support.
- Working to ensure we have clear communication to students at the time of registration on the HyFlex options (online, in-person) and documentation to ensure they are comfortable with the environment.

Campus Safety

- Upgrades are being made to our SafeLancer App to ensure efficient screening (QR code scanning) at the entrances to buildings that will be open.
- Ventilation systems have been tested.
- Hand sanitizing stations have been installed in all office spaces.
- Safety Plan Checklists are being beta-tested across all areas of the campus.

Campus Town Hall scheduled for 2:00 pm June 22, 2021.

5. Carnegie Community Engagement Classification

Part One of the he Pilot Project closing convening took place on May 31, 2021 and June 2, 2021. During these meetings the twelve pilot project participant universities discussed and reviewed their experience with the self-study process, including what is uniquely Canadian that would need to be captured should this partnership with Carnegie move forward. In a unanimous decision all partners committed to working together as a learning community to recommend solutions and contribute to the development of a Canadian specific version of the classification. The final convening meeting will take place June 23, 2021. Thank you to Dr. Jeff Berryman, Dr. Cheryl Collier, Beverley Hamilton and Kristin Schramer for their leadership on this project.

6. Student Work Placement Process

The Magnet Student Work Placement Program (SWPP) brings together employers, students, and post-secondary school stakeholders to create quality work-integrated learning (WIL) opportunities.

The program provides employers with wage subsidies to hire post-secondary students for paid work experiences. Students in turn benefit with quality work experience so they can secure employment in their chosen fields of study.

With leadership from the Office of Experiential Learning and Enrolment Management the Magnet SWPP funding initiative will bring \$ 4,576,394.39 to the university in the weeks ahead. Combining this amount, with the Technation SWPP funding secured in Summer and Fall 2020 the total wage subsidy reimbursement for the 2020-2021 academic year is \$4,951,030.16. The monies will be returned to academic units to facilitate future paid work opportunities.

**University of Windsor
Board of Governors**

4.4.1: Principles and Process for Filling Seats on the University of Windsor Board of Governors from the Alumni Association, Assumption University, Canterbury College, and Iona College

Item for: **Discussion**

Forwarded by: **Board Governance Committee**

Principles and Process for Filling Seats on the University of Windsor Board of Governors from the Alumni Association, Assumption University, Canterbury College, and Iona College (the “Nominating Bodies”)

1. The Nominating Bodies will be notified of upcoming vacancies along with current skills gaps on the University of Windsor Board of Governors.
2. The appropriate Nominating Body shall provide a list of 3 candidates for each vacancy, along with their curriculum vitae and contact information, who meet the current skills gaps to the University of Windsor Board Governance Committee for consideration. Where the Nominating Body cannot identify 3 candidates, the University of Windsor Board Governance Committee may present names of possible candidates to the Nominating Body.
3. The University of Windsor Board Governance Committee will assess all potential candidates based on the required competencies/skills sets of the University of Windsor Board of Governors and diversity and equity considerations, at the time of the vacancy. Following an interview process, the University of Windsor Board Governance Committee may:
 - (a) recommend the name of a single candidate for appointment to the University of Windsor Board of Governors from the list provided by the Nominating Body; or
 - (b) request, with reasons, that the Nominating Body provide additional candidates for consideration. In doing so, the University of Windsor Board Governance Committee may also present names of possible candidates to the Nominating Body for consideration.

Rationale:

- The University of Windsor has grown and evolved significantly, since its incorporation, and is now operating within a postsecondary system and legislative and workforce environment that are much more complex. The University of Windsor Board of Governors must ensure that it has the required skills and knowledge to enable it to discharge its duties in the interests of the public good and with all due diligence.
- The University of Windsor's Board of Governors policy for identifying new board members sets out a process for evaluating potential Board candidates to fill vacancies based on the required competencies/skill sets of the Board, as well as diversity and equity considerations, at the time of the vacancy.
- The proposed process strives to uphold the historic precedent that members of the University of Windsor's Board of Governors are to be appointed by certain organizations, while respecting the contemporary realities regarding the University of Windsor's needs and the principles and strictures of good governance, which stipulate that Boards have the responsibility of ensuring that they are diverse and with the required skills and knowledge, from among their members, to enable them to discharge their fiduciary and other oversight duties in the interests of the public good, and to make decisions properly and with all due diligence.
- This proposal has been reviewed and supported by the Principals of Assumption University, Canterbury College, and Iona College, and the President of the Alumni Association.
- Senate members will continue to be elected by and from its own members.
- The University of Windsor Board of Governors will continue to submit recommendations to the Province to fill LGIC appointments.

**University of Windsor
Board of Governors**

4.4.2: Policy and Process for Filling External Board Member Positions

Item for: **Approval**

Forwarded by: **Board Governance Committee**

MOTION: That the Policy on the Identification of Board Members be deleted and replaced with the proposed *Policy and Process for Filling External Board Member Positions*.

Rationale:

- The *Principles and Process for Filling Seats on the University of Windsor Board of Governors from the Alumni Association, Assumption University, Canterbury College, and Iona College*, reviewed at the May 3, 2021 meeting, together with the proposed *Policy and Process for Filling External Board Member Positions*, will replace the current policy on the identification of board members.
- This proposal follows from the February Board Governance retreat where it was agreed that a public recruiting process for new (external) members, from the region and beyond be developed. This, along with further leveraging the virtual environment for the possible recruitment of more non-Windsor centric members for diversity and perspective purposes, will assist in casting a larger net from which a more diverse pool of board members candidates can be considered for nomination.
- For each public call, the “competencies and experience” section of the public call will be revised to include only the competencies for which the Board is currently recruiting. The full list of competencies is approved as a revised Board Competencies/Skills Matrix document.
- The Board of Governors competency and skills matrix also has been revised to include equity, diversity, and inclusion.

**Policy and Process for Filling External Board Member Positions
(excluding seats on the University of Windsor Board of Governors from the
Alumni Association, Assumption University, Canterbury College, and Iona College)**

External Board member positions will be filled through an interview process, assessed against the identified competencies/skills set required of the Board, as whole, and the required Board member attributes, following a public call for nominations or self-nominations.

Upon joining the Board, Board members will be asked to complete a self-evaluation form against the *Board of Governors Competencies and Board Member Attributes* and submit it to the Secretary. A review of these forms will enable the Board Governance Committee to identify those areas where the Board may be strengthened. Future appointments will be made using the competencies/skills set as a benchmark and normally with a view to filling these gaps. Exceptions may be made where a potential and desired board member has been identified whose skills set complements current areas of strength.

The Policy and Process for Filling External Board Member Positions includes:

1. Call for External Board Members Nominations
2. Board of Governors Competencies and Board Member Attributes

University of Windsor Call for External Board Members Nominations

The Board Governance Committee of the University of Windsor's Board of Governors invites nominations and self-nominations of individuals external to the University who might be considered for membership on the Board of Governors. These voluntary positions offer the potential for meaningful engagement with a diverse and complex University of Windsor community. The Board of Governors strives to ensure a broad cross-representation of appropriate skills, experience, and perspectives.

The Board Governance Committee reviews submissions and makes recommendations to the Board of Governors for appointments. The nomination process is held in strict confidence. As a result, it is important to note that the Committee does not disclose the status of nominations at any time.

This position profile sets out the core requirements, values and personal attributes required to serve as a member on the Board of Governors, as well as the competencies and experience for which the Board of Governors is currently recruiting in light of upcoming vacancies.

CORE REQUIREMENTS

- Strategic thinking
- Critical thinking
- Demonstrated individual accountability (influence, leadership, collaboration, judgment)
- Commitment to the mission of the University and its Strategic Plan, with personal values aligned with the values of the University of Windsor.
- Desire to serve, willingness and ability to commit the time and effort required to carry out duties as a member of the Board of Governors.
- Equity, Diversity and Inclusion oriented; ability and commitment to employ EDI lens to decisions; active participant in building relationships and commitment to a community where everyone feels accepted, valued, and respected.
- Understand and respect fiduciary duty; as a fiduciary, the Board member's sole responsibility is to the financial and operational well-being of the University.
- Encourage, foster and participate in fundraising and friend-raising.
- Maintain confidentiality requirements and declare any and all perceived or actual conflicts of interest.

PERSONAL ATTRIBUTES

- Courage, respect, and integrity
- Teamwork orientation
- Ability to contribute to the Board's effective and appropriate working relationship with administration.
- Energy and drive
- Engagement and enthusiasm for overseeing the fulfilment of the University's mission and strategic priorities

COMPETENCIES AND EXPERIENCE **[list of competencies updated based on needs at time of recruitment]**

Contributing to the collective board experience and in light of upcoming vacancies over the next XXX years, the ideal candidate will possess a high level of knowledge and expertise in at least one of the competency areas identified below, gained through experience dealing with issues and challenges facing a complex institution (or an equivalent capacity) and/or through community leadership and engagement:

Accounting: Understanding financial reporting, considerations and issues associated with the auditing requirements of a complex public sector institution. CPA designation an asset.

Advancement and philanthropy/Fundraising: Experience evaluating the momentum and success of a fundraising program; experience in stewardship and profile-raising activities for community organizations; experience with the planning and implementation of friend-raising and fundraising strategies and major campaigns; and providing insight and oversight for both aspirational and actual change.

Community service and not-for-profit: Community involvement, with experience in the public and not-for-profit sectors.

Facilities Management: Experience with the management of existing, and planned construction of new physical plant facilities, within a dynamic urban environment.

Finance and investments: Understanding of financial operational management of a complex not-for-profit institution, including resource allocation, institutional investment oversight and reporting.

General education sector knowledge: Experience or familiarity with the post-secondary education sector.

Governance: Experience and understanding of good governance practices for public and not-for-profit boards; experience serving on public sector, private sector or not-for-profit boards or committees; experience serving as committee or board chair.

Government Relations: Experience in strategic government relations planning and implementation; expertise or experience in the public sector and particularly with federal or provincial governments, at a senior and strategic level.

Human Resources: Experience and appreciation for the best practices in human resources management with familiarity with Human Rights, employment legislation, and labour relations.

Information Technology/Digital knowledge: Experience with IT strategy and digital transformation; expertise with large-scale IT project oversight, assessment, or implementation, as well as an understanding of IT requirements and related risk oversight considerations within large, complex organizations; understanding the intersection of innovation, technology, and strategy for competitive advantage and risk management.

Innovation and entrepreneurship: Demonstrated strategic thinking and creative problem solving in a complex and competitive environment.

Legal and regulatory: Experience and familiarity with relevant legislation as it relates to corporations and business or non-profit activities; legal practice and/or background.

Public Affairs/Communication/Marketing: Experience in communications, public relations and media; Understanding of the unique requirements of effective marketing and communication planning and implementation in a University setting.

Risk, audit, and compliance: Experience in planning, implementing, and evaluating Enterprise Risk Management; experience in assessing risk management, internal controls, information technology controls, business process design, compliance requirements, and governance processes.

Senior Management: Experience dealing with the issues and challenges facing a complex institution.

Strategic Planning: Experience with strategic planning and evaluation of implementation of the plan.

Commitment to Equity, Diversity, and Inclusion (EDI)

The University of Windsor is committed to equity, diversity, and inclusion in its policies, practices, programs, and teaching, learning and work environments. In keeping with this commitment, the Board Governance Committee welcomes applications from candidates from all gender identities, racialized persons/visible minorities, Indigenous peoples, persons with disabilities, sexual orientations, and others with the skills and knowledge to engage with

diverse communities. Nominations of qualified individuals who would contribute to further diversification of our University community are encouraged and welcomed. Individuals are encouraged to self-identify as members of a designated group, should they wish to do so, in their application submission. A diverse Board of Governors is needed to support, oversee and drive a strategic and system-wide approach to EDI.

The Board of Governors' overriding consideration in identifying and confirming individuals to serve as Board members is merit, experience, and ability to serve in relation to the governance needs of the University, as assessed against the identified competencies/skills set required of the Board, as whole, and the required Board member attributes. All candidates must possess the qualifications, experience, and commitment required to govern an institution of the size, complexity, and reputation of the University of Windsor and should reflect the diversity of the communities served by the University.

About the University of Windsor

Vision

The University of Windsor is a progressive, student-centred university, where the challenges of communities and of a world in transition inform the education we provide, the research we do, and the creative endeavours we pursue.

Mission

Enabling people to make a better world through education, scholarship, research, and engagement.

Submission of Nominations

Recommendations of individuals in response to this profile are to be submitted to bog@uwindsor.ca by [DATE].

Nominations of those who may be suitable for future appointment to the Board of Governors are welcome at any time and, normally, will be kept on file for at least three years from the date of submission.

**University of Windsor
Board of Governors Competencies
and Board Member Attributes**

1. Core competencies/experience/skills set required of the Board of Governors as a whole

COMPETENCIES AND EXPERIENCE

Accounting: Understanding financial reporting, considerations and issues associated with the auditing requirements of a complex public sector institution. CPA designation an asset.

Advancement and philanthropy/Fundraising: Experience evaluating the momentum and success of a fundraising program; experience in stewardship and profile-raising activities for community organizations; experience with the planning and implementation of friend-raising and fundraising strategies and major campaigns; and providing insight and oversight for both aspirational and actual change.

Community service and not-for-profit: Community involvement, with experience in the public and not-for-profit sectors.

Facilities Management: Experience with the management of existing, and planned construction of new physical plant facilities, within a dynamic urban environment.

Finance and investments: Understanding of financial operational management of a complex not-for-profit institution, including resource allocation, institutional investment oversight and reporting.

General education sector knowledge: Experience or familiarity with the post-secondary education sector.

Governance: Experience and understanding of good governance practices for public and not-for-profit boards; experience serving on public sector, private sector or not-for-profit boards or committees; experience serving as committee or board chair.

Government Relations: Experience in strategic government relations planning and implementation; expertise or experience in the public sector and particularly with federal or provincial governments, at a senior and strategic level.

Human Resources: Experience and appreciation for the best practices in human resources management with familiarity with Human Rights, employment legislation, and labour relations.

Information Technology/Digital knowledge: Experience with IT strategy and digital transformation; expertise with large-scale IT project oversight, assessment, or implementation, as well as an understanding of IT requirements and related risk oversight considerations within large, complex organizations; understanding the intersection of innovation, technology, and strategy for competitive advantage and risk management.

Innovation and entrepreneurship: Demonstrated strategic thinking and creative problem solving in a complex and competitive environment.

Legal and regulatory: Experience and familiarity with relevant legislation as it relates to corporations and business or non-profit activities; legal practice and/or background.

Public Affairs/Communication/Marketing: Experience in communications, public relations and media; Understanding of the unique requirements of effective marketing and communication planning and implementation in a University setting.

Risk, audit, and compliance: Experience in planning, implementing, and evaluating Enterprise Risk Management; experience in assessing risk management, internal controls, information technology controls, business process design, compliance requirements, and governance processes.

Senior Management: Experience dealing with the issues and challenges facing a complex institution.

Strategic Planning: Experience with strategic planning and evaluation of implementation of the plan.

2. Core requirements, values, and personal attributes required to serve as a member on the Board of Governors

CORE REQUIREMENTS

- Strategic thinking
- Critical thinking
- Demonstrated individual accountability (influence, leadership, collaboration, judgment)
- Commitment to the mission of the University and its Strategic Plan, with personal values aligned with the values of the University of Windsor.
- Desire to serve, willingness and ability to commit the time and effort required to carry out duties as a member of the Board of Governors.
- Equity, Diversity and Inclusion oriented; ability and commitment to employ EDI lens to decisions; active participant in building relationships and commitment to a community where everyone feels accepted, valued, and respected.
- Understand and respect fiduciary duty; as a fiduciary, the Board member's sole responsibility is to the financial and operational well-being of the University.
- Encourage, foster and participate in fundraising and friend-raising.
- Maintain confidentiality requirements and declare any and all perceived or actual conflicts of interest.

PERSONAL ATTRIBUTES

- Courage, respect, and integrity
- Teamwork orientation
- Ability to contribute to the Board's effective and appropriate working relationship with administration.
- Energy and drive
- Engagement and enthusiasm for overseeing the fulfilment of the University's mission and strategic priorities

3. Other Factors Requiring Consideration

Diversity Factors (to be self-declared)

- Indigenous
- Ethnicity
- Gender Identity
- Persons with Disabilities
- Sexual orientation
- Racialized persons/visible minorities
- Women

Groups

- Artistic community
- Education
- Environment
- Health
- Labour organization

- Large industry
- Municipal government
- Not-for-profit
- Small business

Geographic Location

- City of Windsor
- County of Essex
- GTA
- Other

University of Windsor
Board of Governors

POLICY FOR IDENTIFICATION OF BOARD MEMBERS

APPROVED by Board May 26, 2009

AMENDED due to bylaw revisions/committee changes: February 22, 2011

Rationale:

To ensure that the University is governed by a strong and diverse Board that is representative of its constituencies, it is important that the competencies/skills set required of the Board, as whole, be identified. Attached to this Policy is a proposed list of required Board competencies. This list can be modified at any time with Board approval.

Process:

1. Board members will be asked to complete the self-evaluation form and submit it to the Secretary. A review of these forms will enable the Governance Committee to identify those knowledge areas where the Board may be strengthened. Future appointments will be made using the competencies/skills set as a benchmark and normally with a view to filling these gaps. Exceptions may be made where a potential and desired board member has been identified whose skills set complements current areas of strength.
2. The Governance Committee will inform the Board of any existing vacancies and of any existing gaps in competencies. Board members will be invited to submit names of potential new board members to the Secretary. This submission should include a detailed rationale in support of the nominee and an evaluation of the Board competencies s/he would fill.
3. Using the “Board Competencies” document, the Governance Committee will carefully vet submissions and submit a slate of candidates to the Board for approval. The slate provided to the Board shall list the candidates in priority order and shall always include one extra name should one of the candidates be unacceptable to the Board or decline the offer.
4. Nominees should not be contacted. Board consideration and approval of candidates shall be conducted *in camera*. Approved candidates shall be contacted by the Board Chair or the President who shall extend the offer of a board appointment.
5. For members appointed to the Board from areas specified in the Act, the Governance Committee will request that the areas, working in consultation with the Governance Committee, seek to appoint members based on the board competencies/skills set.

UNIVERSITY OF WINDSOR
Board of Governors Competencies

Competencies for the Board

COMPETENCY	DEFINITIONS
Accounting	Understanding financial reporting, considerations and issues associated with the auditing requirements of a complex public sector institution.
Board Experience	Experience serving on a public sector or not-for-profit board
Committee Experience	Experience serving on committees and/or experience serving as a committee chair.
Communication Public Relations/Media	Experience in communications, public relations and media
Community Service	Community involvement, with experience in the public and not-for-profit sectors
Facilities Management	Experience with the management of existing, and planned construction of new physical plant facilities, within a dynamic urban environment.
Financial/Investment	Understanding of financial operational management of a complex not-for-profit institution, including resource allocation, institutional investment oversight and reporting.
Fundraising	Experience with the planning and implementation of fundraising strategies and campaigns. Experience evaluating the momentum and success of a fundraising program.
Human Resources	An understanding of human resource practices, familiarity with Human Rights, employment legislation and Labour Relations.
Legal	Experience and familiarity with relevant legislation as it relates to corporations and business or non-profit activities.
Senior Management	Experience dealing with the issues and challenges facing a complex institution.
Strategic Planning	Experience with strategic planning and evaluation of implementation of the plan.

OTHER FACTORS TO BE CONSIDERED

Diversity Factors (to be self-declared)

- Aboriginal
- Ethnicity
- Gender
- Language
- Persons with Disabilities
- Sexual orientation
- Visible minority

Groups

- Artistic community
- Education
- Health
- Labour organization
- Large industry
- Municipal government
- Small business

Geographic Location

- City of Windsor
- County of Essex
- GTA
- Other

Appointment to the Board

- Alumni Association
- Assumption University
- Canterbury College
- Ex-Officio
- Iona College
- Lieutenant Governor in Council
- Senate
- Student Organizations
- University of Windsor - Elected

**University of Windsor
Board of Governors**

4.4.3: **Revised Human Rights Policy**

Item for: **Approval**

Forwarded by: **Board Governance Committee**

MOTION: That the Board of Governors approve the revised Human Rights Policy.

Rationale:

- The Human Rights Policy, originally approved in 1997, has undergone extensive review and revisions over the last four years and with the assistance of external legal counsel; following a review of similar policies at other institutions and best practices in addressing human rights complaints.
- The current policy can be found at:
https://www.uwindsor.ca/ohrea/sites/uwindsor.ca.ohrea/files/human_rights_policy_0.pdf



Policy Title: Human Rights Policy

Date Established: June 12, 1997

Office with Administrative Responsibility: Office of Human Rights, Equity, and Accessibility

Approver: Board of Governors

Revision Date: TBA

1. **PREAMBLE: COMMITMENTS AND STANDARDS**

- 1.1 The University of Windsor values dignity, respect and equality for all individuals and strives to foster an atmosphere where all individuals can contribute fully and have equal opportunities. The University is committed to maintaining a healthy and safe learning, living, social, recreational, and working environment. All forms of discrimination and harassment jeopardize the mental, physical, and emotional welfare of the members of the University community, as well as the safety of the campus community and the reputation of the University. Discrimination and harassment violate our institutional values and will not be tolerated, condoned or ignored.
- 1.2 Under the Ontario *Human Rights Code* (the “Code”), every person has the right to be free from discrimination and harassment in the provision of educational services and employment on the basis of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences (in employment only), marital status, family status or disability. The *Code* also prohibits harassment in employment on the basis of sex, sexual orientation, gender identity and gender expression. Sexual misconduct will generally constitute harassment and/or discrimination under the *Code*. Ontario’s *Occupational Health and Safety Act* (“OHS”) prohibits harassment and violence in the workplace.
- 1.3 The University’s obligations with respect to sexual harassment and violence are set out in its *Policy on Sexual Misconduct*, *Workplace Harassment Prevention Policy*, *Workplace Violence Prevention Policy*, and *Human Rights Policy*.
- 1.4 The University is committed to a comprehensive strategy to address discrimination and harassment, including:
- Regularly monitoring organizational systems for barriers relating to *Code* grounds;
 - Establishing and following an effective and fair procedure for responding to incidents of discrimination or harassment;
 - Ensuring procedural fairness and/or due process to all affected parties in cases of alleged discrimination or harassment;
 - Ensuring referrals and services are available for individuals affected by an act of discrimination or harassment;

- Taking any necessary disciplinary action, up to and including expulsion or dismissal;
- Providing training and education to ensure that all members of the University community are aware of their rights and responsibilities; and
- Engaging in public education and prevention activities.

2. SCOPE

- 2.1 This Policy applies to all members of the University community – including, but not limited to, students, staff, faculty, administration, and members of the Board of Governors – with regard to:
- (a) discrimination or harassment that occurs on the premises of the University or its federated and affiliated institutions; and
 - (b) discrimination or harassment that occurs off-campus, including online or on social media, when the person's actions or behaviour have, or might reasonably be seen to have, a negative impact on the University or on the rights of a member of the University community to use and enjoy the University's learning and working environments.
- 2.2 This Policy also applies to all visitors, volunteers, vendors, contractors, service providers, and researchers who are: on University property, conducting University business or business with the University, or acting on behalf of the University. However, the University's ability to take disciplinary or corrective action against such individuals for an act of discrimination or harassment may be limited.
- 2.3 This Policy applies in conjunction with the University's other policies and legal obligations. The University will make reasonable efforts to ensure that members of the University community are aware of what policies apply to them.

3. OBJECTIVES

- 3.1 The objectives of this Policy are to:
- Ensure that members of the University community, visitors, volunteers, vendors, contractors, service providers, and researchers are aware that discrimination and harassment are unacceptable practices and are incompatible with the values of the University and constitute a violation of the law; and
 - Set out the types of behaviour that are prohibited by this Policy.

4. DEFINITIONS

For links to the relevant legislation, see section 11 of this Policy. In this Policy, the following definitions apply:

Concepts:

- 4.1 **Discrimination** means any form of unequal treatment based on a *Code* ground, whether imposing extra burdens or denying benefits. It may be intentional or unintentional. It may involve direct actions that are discriminatory on their face, or it may involve rules, practices or procedures that appear neutral, but disadvantage certain groups of people. Discrimination may take obvious forms, or it may happen in very subtle ways. Individuals may experience discrimination based on the intersection of multiple grounds of discrimination (intersectionality). Even if there are many factors affecting a decision or action, if discrimination is one factor, that is a violation of this Policy. This Policy prohibits discrimination or harassment based on the following grounds, and any combination of these grounds:

- Age
- Ancestry, colour, race
- Citizenship
- Ethnic origin
- Place of origin
- Creed
- Disability
- Family status
- Marital status (including single status)
- Gender identity, gender expression
- Receipt of public assistance (in housing only)
- Record of offences (in employment only)
- Sex (including pregnancy and breastfeeding)
- Sexual orientation
- Association or relationship with a person identified by one of the above grounds.
- Perception that one of the above grounds applies.

4.2 **Harassment** means a course of comments or actions that are known, or ought reasonably to be known, to be unwelcome. It can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning or unwelcome, based on a ground of discrimination identified by this Policy.

Examples of harassment include:

- Epithets, remarks, jokes or innuendos related to a person's race, gender identity, gender expression, sex, disability, sexual orientation, creed, age, or any other ground of discrimination identified by this Policy;
- Posting or circulating offensive pictures, graffiti or materials, whether in print form or via email or other electronic means, including via social media that are related to a ground of discrimination identified by this Policy;
- Singling out a person for humiliating or demeaning "teasing" or jokes because they are a member of a protected group based on a ground of discrimination identified by this Policy; and
- Comments ridiculing a person because of characteristics that are related to a ground of discrimination identified by this Policy. For example, this could include comments about a person's dress, speech or other practices that may be related to their sex, race, gender identity or creed.

4.3 **Racial and ethnic-based harassment** is a course of vexatious comment or conduct based on race or ethnicity that is known or ought reasonably to be known to be unwelcome. The following is excerpted from the Ontario Human Rights Commission's *Policy and guidelines on racism and racial discrimination*:

- Racism and racial discrimination continue to exist and to affect the lives of not only racialized persons, but also all persons in Canada. The reality of racism and racial discrimination must be acknowledged to take effective measures to combat them.
- Race is a socially constructed way of judging, categorizing and creating difference among people. Despite the fact that there are no biological "races," the social construction of race is a powerful force with real consequences for individuals.
- Racism operates at several levels, including individual, systemic or institutional and societal.

- Racial discrimination can be impacted by related Code grounds such as colour, ethnic origin, place of origin, ancestry and creed. In addition, race can overlap or intersect with other grounds such as sex, disability, sexual orientation, age and family status to create unique or compounded experiences of discrimination.
- Racial discrimination can occur through stereotyping and overt prejudice or in more subconscious, subtle and subversive ways.
- Racial discrimination also occurs in significant measure on a systemic or institutional level. Policies, practices, decision-making processes and organizational culture can create or perpetuate a position of relative disadvantage for racialized persons.

4.4 **Sexual and gender-based harassment** is a course of vexatious comment or conduct of a sexual nature that is known or ought reasonably to be known to be unwelcome. Examples of sexual and gender-based harassment include:

- Gender-related comments about a person's physical characteristics or mannerisms;
- Paternalism based on gender which a person feels undermines their self-respect or position of responsibility;
- Unwelcome physical contact;
- Suggestive or offensive remarks or innuendos about members of a specific gender;
- Propositions of physical intimacy;
- Gender-related verbal abuse, threats or taunting;
- Leering or inappropriate staring;
- Bragging about sexual prowess or questions or discussions about sexual activities;
- Offensive jokes or comments of a sexual nature;
- Rough and vulgar humour or language related to gender;
- Display of sexually offensive pictures, graffiti or other materials, including through electronic means such as email and social media; and
- Demands for dates or sexual favours.

4.5 **Bullying** is a specific form of harassment that is also prohibited under the *OHS*A and the Workplace Harassment Prevention Policy and Program. For the purposes of this Policy, bullying is defined as vexatious behaviour in the form of repeated conduct, verbal comments, actions or gestures that are hostile or unwanted, that affect a person's dignity or psychological or physical integrity, that make the educational or work environment harmful, and that are based on a ground of discrimination identified by this Policy. Bullying is considered harassment under this Policy. Examples of behaviour that may constitute bullying, depending on the repetitiveness and severity of the behaviour, include:

- Excluding or isolating someone socially because of characteristics that are related to a ground of discrimination identified by this Policy;
- Intimidation based on a ground of discrimination;
- Undermining or deliberately impeding someone's work because of characteristics that are related to a ground of discrimination;

- Withholding necessary information or purposefully giving the wrong information because of characteristics that are related to a ground of discrimination;
- Intruding on privacy by pestering, spying or stalking because of characteristics that are related to a ground of discrimination;
- Criticizing someone persistently or constantly based on a ground of discrimination;
- Tampering with someone's personal belongings or work equipment because of characteristics that are related to a ground of discrimination; or
- Cyber bullying* based on a ground of discrimination.

**Cyber bullying is bullying through digital technologies, including hardware such as computers and smartphones and software such as social media, instant messaging, texts and websites. It can be overt or covert, and includes abusive or hurtful texts, emails, posts, images or videos. It also includes deliberately excluding others online, malicious gossip and/or rumours, or intimidating someone online.*

- 4.6 A **poisoned environment** is created by comments or conduct (including comments or conduct that are condoned or allowed to continue when brought to the attention of faculty or management) that create a discriminatory work environment. The comments or conduct need not be directed at a specific person, and may be from any person, regardless of position or status. A single comment or action, if sufficiently serious, may create a poisoned environment.
- 4.7 **Accommodation** in teaching and evaluation procedures, or in housing or employment contexts, is designed to meet the demonstrated needs of a member of the University community to the point of undue hardship, considering the cost, outside sources of funding, if any, and health and safety requirements, if any.
- 4.8 A **Preliminary Assessment** is not a formal investigation; it is an expedient means of determining whether it is appropriate for a matter to proceed to a formal investigation. It is designed to be as short as is practical and should cease as soon as it becomes evident how best to handle the issue.

Roles:

- 4.9 **Complainant** is an individual who is alleging an act of discrimination or harassment.
- 4.10 **Respondent** is an individual who has been accused of committing an act of discrimination or harassment.
- 4.11 **Witness** is a person who has directly witnessed or heard the alleged incident of discrimination or harassment or has knowledge of the discrimination or harassment.
- 4.12 The **Office of Human Rights, Equity & Accessibility ("OHREA")** is responsible for education, human rights inquiries and complaints including conducting investigations or managing external investigations, exercising discretionary authority to assess whether a complaint should proceed through formal procedures as outlined in this Policy, government reporting, policy development, and any other matters requiring accountability in these areas at the University. OHREA provides a confidential and safe space for concerns to be brought forward, discussed, support provided and, in some instances assist with resolution. The staff of OHREA act outside the official reporting lines and treat all contact with confidentiality. Exceptions may include where members of the University community are at serious risk, or where legally required to disclose the information. The Executive Director of Human Rights, Equity and Accessibility is the Director of OHREA, and is responsible for overseeing the functions of OHREA.
- 4.13 **Support Person** means a family member, friend, advisor, or member of the University Community. This person should not be a potential witness.

4.14 **Legal Counsel** means a licensed member of the Law Society of Ontario, including an individual working under the auspices of a lawyer such as a Community Legal Aid student.

4.15 **Union Representative** means a representative appointed by an individual's bargaining unit.

5. **MAINTAINING A RESPECTFUL EDUCATIONAL AND WORKING ENVIRONMENT**

5.1 It is our collective responsibility, as members of the University community, to ensure that we build, promote and maintain a respectful, healthy and safe learning, living, social, recreational and working environment. All members of the University community, visitors, volunteers, vendors, contractors, service providers, and researchers are expected to uphold and abide by this Policy by refraining from any form of discrimination or harassment, and by cooperating fully in any process or investigation of a discrimination or harassment complaint.

5.2 Those in leadership positions are responsible for creating and maintaining a discrimination- and harassment-free environment, and should address potential problems before they become serious. They have the additional responsibility to act immediately on observations or allegations of discrimination or harassment.

5.3 All members of the University community, visitors, volunteers, vendors, contractors, service providers, and researchers should be aware that:

- (a) Discrimination and harassment can take place even when the respondent did not intend to offend a particular individual;
- (b) The fact that a person does not explicitly object to discriminatory or harassing behaviour does not mean that the behaviour is condoned;
- (c) Discrimination and harassment should not be confused with legitimate educational, academic or management practices or actions that are part of the normal educational or work function, including measures to correct performance deficiencies such as placing someone on a performance improvement plan, imposing discipline for academic or workplace infractions, or requesting medical documents in support of a request for accommodation or an absence from class or work; and
- (d) Discrimination and harassment does not usually include normal workplace or academic disagreements that may occur between individuals, or differences of opinion.

6. **RIGHTS**

6.1 Individuals affected by discrimination or harassment will:

- Be treated with dignity and respect;
- Be informed about on- and off-campus services and resources;
- Be informed about disclosing, reporting and complaint options, the limits to confidentiality associated with each option, and the University's obligations to act in certain circumstances;
- Be informed of the possibility of multiple processes which may require revisiting or retelling the details of the incident;
- Be provided with appropriate academic and other accommodation based on demonstrated need;
- Decide whether to file a complaint about an incident of discrimination or harassment through OHREA, campus police, or local police (which may trigger an investigation);
- Decide whether to access available services and to choose those services they feel will be the most beneficial; and
- Have reasonable and necessary actions taken to limit further contact with the respondent.

- 6.2 Individuals protected by the *Code* have a right to accommodation of their *Code*-based needs to the point of undue hardship.

7. **CONFIDENTIALITY**

- 7.1 Confidentiality is important to those who report discrimination or harassment and should be safeguarded throughout the process to the extent possible. Where an individual's situation warrants accommodation, staff will protect the confidentiality of all those involved to the degree possible. Where confidentiality cannot be maintained for reasons outlined in 7.2 below, information will only be shared on a need to know basis.

- 7.2 The following circumstances are examples of where confidentiality cannot be assured:

- There are reasonable grounds to believe that an individual is at imminent risk of self-harm;
- There are reasonable grounds to believe that one or more persons in the University and wider community may be at risk of harm;
- Reporting or disclosure is required by law (e.g., in the case of a minor);
- A complaint has been filed, triggering formal procedures including investigation;
- An individual has disclosed to, reported to or filed a complaint with a member of the Campus Community Police. This may result in the filing of a report with the Windsor Police Service. When Campus Community Police become aware of an alleged incident of sexual misconduct, they determine whether the incident must be investigated. If so, under their agreement with the Windsor Police Service, the incident must be reported;
- Evidence of discrimination or harassment is available in the public realm (e.g. video shared publicly on social media);
- The accommodation or support required limits the possibility of confidentiality; or
- An individual has filed a complaint with the Human Rights Tribunal of Ontario.

- 7.3 The University's ability to protect the privacy and confidentiality of an individual affected by discrimination or harassment is limited by the University's legal obligations. Where the University becomes aware of an allegation by a member of the University community against another member of the University community, the University may have an obligation under the *Code* and (if the complainant is an employee) under *OHSA*, to take steps to ensure that the matter is dealt with as required by those statutes. Similarly, regardless of whether an individual who is affected by discrimination or harassment is a student, employee or visitor, the University may be required to take steps to address possible civil law, criminal law or disciplinary aspects of the situation.

- 7.4 Confidentiality requires the parties to not disclose that there is a Complaint, and not disclose the subject matter or content of the discussions. Information may be disclosed as determined by OHREA, on a needs-to-know basis, such as in order to advance the investigation, allow for participation, or for the purposes of resolution of a complaint. Potential witnesses are not to be contacted by either party, nor are the parties to contact each other regarding the complaint. Breaches of confidentiality may give rise to investigation under this policy and procedures and to disciplinary action.

8. **COMPLAINTS AND CONCERNS**

8.1 **Personal Resolution Option**

Individuals affected by discrimination or harassment are encouraged to explain to the person who is harassing or discriminating against them that the conduct is unwelcome but are not obliged to do so. If addressing the respondent could lead to an escalation of the discrimination or harassment, or to safety risks, individuals affected by discrimination or harassment should not be expected to have to directly

interact with that person. If an individual feels they can safely make it known to the person responsible that the behaviour is unwelcome, this may resolve the matter. However, each case is different, and individuals affected by discrimination or harassment should never feel obliged to address the respondent against their better judgment. If the situation cannot be resolved by directly speaking to the respondent, a complaint may still be made.

8.2 Consultations

Concerns regarding discrimination and harassment may be brought to OHREA for consultation. Consultations offer an opportunity for individuals, groups, or units to seek advice or opinions in a forum that is informal and confidential. The advice is non-binding and does not require a written submission. It should be noted that there may be extenuating circumstances where there are legal obligations for the University to follow up on a particular issue.

8.3 Complaint Resolution Process

A complaint may be filed with OHREA by any member(s) of the University community, including the Director of OHREA on behalf of another member of the University, with their consent. Although most complaints made under this Procedure will be made by persons who are the direct recipients of harassment or discrimination, persons who are not the direct recipient, but whose living, working or learning environment is adversely affected by the conduct may also make a complaint under this Procedure.

- 8.3.1 The complainant(s) and the respondent(s) may choose to be accompanied by a Union Representative at all stages of the complaint process. Non-unionized employees and students and other members of the University community may choose to be accompanied by a Support Person. Subject to the terms of any applicable collective agreement, Union Representatives and Support Persons do not speak on behalf of any of the parties. Except for extenuating circumstances, OHREA does not communicate with any of the parties through a third party. OHREA does not engage with legal counsel for complainants, respondents or witnesses involved in human rights complaints. However, this does not preclude any party from consulting with legal counsel at their own expense.
- 8.3.2 Complaints must be submitted in writing to OHREA and must include all relevant documentation and evidence in its original form, where possible. Complaints should include information such as the incident(s) that occurred, including dates, times, and locations of the incident(s), and should include a list of potential witnesses and witness contact information. Copies of the submitted materials should be kept by the complainant, as OHREA will not return submitted materials.
- 8.3.3 Complaints must be filed within 12 months of the incident(s). The deadline may be extended in extenuating circumstances where the Director of OHREA has determined that there is a reasonable explanation for the delay, and that the delay would not impede the respondent's ability to adequately respond to the complaint.
- 8.3.4 The procedures for filing a complaint are set out in Appendix A

8.4 Informal Resolution Process

- 8.4.1 If the complainant elects to proceed with a complaint, the complaint normally shall first proceed to the Informal Resolution Process. The objective of the Informal Resolution Process is to resolve matters to the satisfaction of the parties. There may be instances where OHREA determines that Informal Resolution is not the appropriate step to address the complaint. In those circumstances the complaint may proceed to the Preliminary Assessment to determine whether it should proceed to the Formal Resolution Process.
- 8.4.2 The procedure for the Informal Resolution Process is set out in Appendix A.

8.5 Preliminary Assessment

- 8.5.1 Where OHREA determines that a complaint is not suitable to proceed to the Informal Resolution Process or where that process is suitable but fails to resolve the complaint, OHREA may conduct a Preliminary Assessment. The Preliminary Assessment will determine whether there is sufficient evidence to warrant proceeding to the Formal Resolution Process.
- 8.5.2 The Complainant will be informed in writing of the outcome of any Preliminary Assessment. If a Complainant is not satisfied with the outcome of the Preliminary Assessment, they may request a reconsideration of the correctness of that decision before the Human Rights Panel.

8.6 Formal Resolution Process

Parties may only proceed with the Formal Resolution Process:

- (i) once the Informal Resolution Process has been exhausted and OHREA has completed a Preliminary Assessment that recommends proceeding to formal resolution; or
- (ii) where OHREA has determined that the Informal Resolution Process is not suitable, and OHREA has completed a Preliminary Assessment that recommends proceeding to formal resolution; or
- (iii) if OHREA has determined that the matter should proceed directly to the Formal Resolution Process.

- 8.6.1 The procedure for the Formal Resolution Process is set out in Appendix A.

8.7 Determining the Sanction(s) to Impose

- 8.7.1 The University of Windsor shall be guided by the principles of fairness in dealing with all complaints. As such, no sanction or disciplinary action will be taken against a respondent without the respondent's knowledge. Respondents will be given reasonable notice, with full details of the allegations. They will be provided with an opportunity to answer the allegations made against them as outlined in the policy.
- 8.7.2 Failure to comply with a resolution agreed upon or imposed as a result of the procedures pursuant to this policy may result in disciplinary action by the University.
- 8.7.3 Where the Human Rights Policy is found to have been violated by a student, the finding shall be forwarded to the appropriate area responsible for action, including the imposition of sanctions.
- 8.7.4 Where the Human Rights Policy is found to have been violated by an employee of the University, sanctions may be imposed in accordance with the applicable collective agreement. If a collective agreement is not applicable, sanctions (up to and including dismissal) may be imposed at the discretion of the President or their designate.
- 8.7.5 Where the Human Rights Policy is alleged to have been violated by a member of the Board of Governors or a Board Committee Member, such allegation(s) shall be addressed in accordance with the Board's Process for Breaches of a University Bylaw or Policy by a Board Member or Board Committee Member.
- 8.7.6 Where the Human Rights Policy is found to have been violated by a visitor, volunteer, vendor, contractor, service provider, or researcher who is on University property, conducting University business or business with the University, or acting on behalf of the University, sanctions shall be imposed at the discretion of the President or their designate.

8.8 Protection from Reprisals, Retaliation or Threats

- 8.8.1 It is contrary to this Policy for anyone to retaliate, engage in reprisals or threaten to retaliate against a complainant (individual who lodged the complaint) or other individual for:

- pursuing rights under this Policy or the *Human Rights Code*;
- participating or co-operating in an investigation under this Policy or the *Human Rights Code*; or
- being associated with someone who has pursued rights under this Policy or the *Human Rights Code*.

8.8.2 Breaches of this section may give rise to investigation under this policy and procedures and to disciplinary action.

8.9 Vexatious Complaints

8.9.1 If an individual, in good faith, reports or files a discrimination or harassment complaint that is not supported by evidence gathered during an investigation, that complaint will be dismissed. It is a violation of this policy for any person to:

- make a frivolous, vexatious, malicious or bad faith allegation;
- initiate a procedure under this policy in bad faith; or
- influence or interfere with an ongoing procedure under this policy in bad faith.

8.9.2 Breaches of this section may give rise to investigation under this policy and procedures and to disciplinary action.

8.10 Multiple Proceedings

8.10.1 Where criminal, civil and/or administrative proceedings are commenced in respect of allegations of discrimination or harassment, the University reserves the right to conduct its own independent investigation into such allegations, or to defer its own investigation. The University will make its own determination in accordance with its policies and procedures. Where there is an ongoing criminal investigation, the University will cooperate with law enforcement agencies.

8.10.2 If the subject matter of the complaint has been addressed by another process or forum, OHREA may exercise its discretion on whether or not to proceed with the complaint.

8.11 Right to Withdraw a Complaint

8.11.1 An individual who has brought a complaint of discrimination or harassment has the right to withdraw a complaint at any stage of the process. However, the University may continue to act on the issue identified in the complaint in order to comply with its obligation under this policy and/or its legal obligations.

9. RESPONSIBILITIES

9.1 All parties have the responsibility to act in good faith, and to cooperate with the process. In the absence of a formal complaint, the University may have the obligation to act on information that suggests, for example:

- (a) an incident or a pattern of behaviours damaging to the climate and well-being of the campus community; or
- (b) behaviour which poses a clear and ongoing threat to others.

These actions may include investigation, institutionally imposed sanctions, educational interventions, and/or communication to external bodies.

PROPOSED REVISED POLICY

- 9.2 The University will strive to provide training opportunities to members of the University community, led by individuals with expertise in dealing with discrimination and harassment under the Code.
- 9.3 Supervisors of employees have a legal duty to address discrimination or harassment that they witness or of which they have been informed. (See the *OHSA* and the *Code*). The University may have a duty to investigate complaints of discrimination or harassment to address its civil, criminal and human rights obligations.

10. EDUCATION AND PREVENTION

- 10.1 Members of the University community are encouraged to contribute to the prevention of, intervention in and effective response to discrimination and harassment in all its forms. All members of the University community may play a role in building a safe and just educational environment by:
- Learning about discrimination and harassment by participating in University-sponsored educational programs and campaigns;
 - Modelling healthy and respectful behaviour in personal and professional relationships;
 - Speaking out against behaviour that encourages discrimination and harassment, such as sexism, ableism, racism, homophobia and transphobia;
 - Speaking out against behaviour that discourages reporting or the pursuit of a complaint, such as racism and sexism, the perpetuation of stereotypes, and joking about racism, disability, sexual misconduct, and gender inequality; and
 - Intervening to prevent discrimination and harassment.

11. RELEVANT LEGISLATION

- 11.1 Relevant legislation includes, but is not limited to:
- 11.1.1 The Ontario *Human Rights Code*, Part I (as amended from time to time) (<http://www.ohrc.on.ca/en/ontario-human-rights-code>), which currently prohibits discrimination in the provision of educational services, in housing and in employment on the basis of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences (in employment only), marital status, family status, disability, or the receipt of public assistance (in housing only). The *Code* also prohibits harassment in employment on the basis of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences, marital status, family status or disability.
- 11.1.2 The Ontario *Occupational Health and Safety Act* (“*OHSA*”), Part III.0., (as amended from time to time) (<https://www.ontario.ca/laws/statute/90o01>) prohibits violence and harassment in the workplace. This prohibition includes sexual harassment and sexual violence.

12. RELATED UNIVERSITY BYLAWS, POLICIES, PROCEDURES AND AGREEMENTS

- 12.1 Related University bylaws, policies, procedures, and agreements are set out in Appendix C.

13. POLICY REVIEW

- 13.1 The University will review this policy at least once every three years and amend it as appropriate.

APPENDIX A Procedures

1. COMPLAINT INTAKE PROCESS AND REVIEW

- 1.1 Upon receiving a complaint OHREA will review the complaint (i) for completeness, (ii) to determine whether the complaint is frivolous or vexatious, (iii) to ensure the matter, if demonstrated to be accurate, would fall within the scope of this policy, (iv) to determine the complaint is within the timelines established in the policy.
- 1.2 The intake process and review of the complaint shall be concluded in an expeditious manner and normally conclude within 20 working days of OHREA having received the complaint.
- 1.3 If after reviewing the complaint, OHREA determines that the complaint is incomplete, OHREA may, in its discretion, request that the complainant provide further information.
- 1.4 If after reviewing the complaint, OHREA determines that the complaint is frivolous or vexatious, or that the complaint is outside of the scope or timelines of the policy, the complaint shall not proceed further.
- 1.5 If after reviewing the complaint, OHREA determines that the complaint is not frivolous or vexatious, and that a *prima facie* breach of the Human Rights Policy has been established, OHREA shall contact the complainant. The complainant shall elect whether to proceed with the informal resolution process or withdraw the complaint.
- 1.6 There may be instances where OHREA determines that Informal Resolution is not the appropriate step to address the complaint. In those circumstances, the complaint may proceed to the Preliminary Assessment to determine whether it should proceed to Formal Resolution Process.
- 1.7 If the complainant fails to respond to OHREA's attempts at contact throughout the processes outlined below, then after 60 calendar days, the complaint shall lapse, and the file shall be closed.

2. INFORMAL RESOLUTION PROCESS

Informal procedures include those attempting to resolve complaints with the complainant alone or with only the complainant and the respondent. They may involve approaches such as examples in 1.3 below. The term "informal" does not imply that the approach has any less support and sanction than the formal procedures.

- 2.1 Once the intake process has been completed in accordance with s. 8.4 of the Human Rights Policy, and the complainant has elected to proceed under s. 8.4.4 of the Human Rights Policy, the respondent shall be provided with the particulars of the complaint and disclosure of documentation relevant to the complaint as expeditiously as possible or, where applicable, in a manner consistent with collective agreements. OHREA may grant extensions where circumstances warrant.
- 2.2 OHREA shall discuss the written complaint and any response with the complainant and with the respondent, or with both, with a view to reaching a solution acceptable to all parties.
- 2.3 OHREA may utilize any dispute resolution techniques it deems appropriate, including, but not limited to, clarification of the issues, fact-finding discussions, facilitated conversations, coaching, reconciliation, workplace restoration, settlement conferences, restoration processes, and mediation.

PROPOSED REVISED POLICY

- 2.4 If a resolution is achieved through the Informal Resolution Process, where appropriate, a Resolution Report shall be prepared by OHREA. OHREA shall consult with and obtain the approval of the member of University administration responsible for ensuring that the remedy is imposed or enforced. In instances where there is a Resolution Report, the report shall then be agreed to in writing by the complainant and the respondent. All parties shall receive a copy of the report and be expected to maintain confidentiality surrounding the same. A copy shall also be retained in OHREA's confidential files.
- 2.5 Should the Director of OHREA determine that the possibility of reaching a resolution through the Informal Resolution Process has been exhausted, both the complainant and the respondent shall be informed in writing within 5 working days of that determination. At that point, a Preliminary Assessment may be undertaken by OHREA to determine whether the matter proceeds further.
- 2.6 Following notification that the Informal Resolution Process has been exhausted the complainant may then elect:
- (a) to take no further action;
 - (b) to request, in writing, that the parties proceed to the Formal Resolution Process; or
 - (c) to withdraw, in writing, the complaint.
- 2.7 If the complainant has not taken action to initiate further involvement or withdrawn the complaint in writing within 30 working days of being notified that the Informal Resolution Process has been exhausted, the complaint shall lapse and shall not proceed further.
- 2.8 If the complainant requests in writing that the parties proceed to the Formal Resolution Process, a Preliminary Assessment may be undertaken by OHREA to determine whether the matter proceeds further.

3. FORMAL RESOLUTION PROCESS

- 3.1 Formal procedures include the possibility of a Formal Investigation and for a Formal Review by the Human Rights Panel.

4. FORMAL INVESTIGATION

- 4.1 OHREA will appoint an internal investigator who is specially trained in dealing with cases of discrimination and harassment under the Code. OHREA reserves the right to appoint an external investigator at its discretion. Circumstances in which an external investigator may be appointed include, but are not limited to, circumstances in which the complainant or respondent is a member of senior management (e.g., President, Vice-President), circumstances in which the complainant or respondent is a professional staff member of OHREA, and circumstances in which OHREA determines that the scope or complexity of the allegations warrant the appointment of an external investigator. The external investigator must be specially trained in dealing with cases of discrimination and harassment under the Code.
- 4.2 The investigator will prepare a written Investigation Report, which is an internal document to OHREA, and will not be provided to the parties. The Report will include consideration of the interviews and materials collected in the investigation. The facts and findings will form the basis upon which the investigator will provide an opinion as to whether there has been a violation of the policy. The investigator's findings will be made on the basis of a balance of probabilities (that is, it is more reasonable and probable than not that a violation occurred). The Investigation Report may include recommendations, if applicable and will include a Summary of Findings Report.

PROPOSED REVISED POLICY

- 4.3 The Summary of Findings Report will be provided to the parties and to others as appropriate (e.g., a party's supervisor, if involved in the process). If there is more than one complainant or respondent, the individuals will receive a summary of the portions of the Summary of Findings Report that are pertinent to them.
- 4.4 If there is a finding that the policy has been violated, the Executive Director or their designate may refer the complaint to the appropriate office to determine if any discipline, sanction, or corrective action is warranted. Alternatively, the Executive Director may make a recommendation that non-disciplinary measures be implemented to promote a safe and inclusive environment.
- 4.5 Investigations should normally be completed within 120 working days from the date that the complainant has finalized the written complaint and has subsequently been notified that an investigation will proceed. Parties will be advised in writing prior to the end of the 120 working day period if a delay is anticipated. Completion of investigations must not exceed 120 working days unless there are extenuating circumstances. Any additional delays must be communicated in writing to the parties.

5. THE HUMAN RIGHTS PANEL

- 5.1 The complainant or respondent may request a formal review by the Human Rights Panel, within 10 working days of receiving the Summary of Findings Report or the Preliminary Assessment, on one of the following grounds:
 - (a) In cases where the Executive Director or their designate has made a determination regarding a violation of the Human Rights Policy, and the complainant or the respondent demonstrates that there was serious procedural error in the processing of the complaint which was prejudicial to the complainant or respondent; or
 - (b) In cases where the Complainant is not satisfied with the outcome of the Preliminary Assessment.
- 5.2 The request, submitted through the University Secretariat, shall set out in reasonable detail the grounds, consistent with 5.1, for requesting the review.
- 5.3 OHREA shall then deliver the Summary of Findings Report or the Preliminary Assessment to the University Secretariat for submission to the Human Rights Panel within 10 working days of the notification from the University Secretariat that a request for formal review has been filed. The Panel may request that other relevant documents/information be submitted. OHREA is responsible for ensuring the University Secretariat has the relevant documents from the complaint and/or investigation for the Panel.
- 5.4 If the Human Rights Panel decides to grant a request for a formal review, the Panel will go on to consider whether or not the original decision should be upheld, varied, or revoked.
- 5.5 In the case of a review of the Executive Director's determination referenced in 5.1(a), the review normally shall be completed, and a decision rendered no later than 60 working days from the date of the granting of the review.
- 5.6 In the case of a Preliminary Assessment referenced in 5.1(b), the review normally shall be completed and a decision rendered no later than 30 working days from the date of the granting of the review. If the Panel's decision is that the Preliminary Assessment should be revoked, the matter may proceed to investigation. If the Panel's decision is that the Preliminary Assessment should be upheld, the matter is closed.
- 5.7 If the Human Rights Panel decides not to grant a request for a formal review, the Panel's decision is final and binding and normally shall be issued no later than 30 working days following the receipt of the request by complainant or respondent under 5.3.

5.8 Composition of the Human Rights Panel

- 5.8.1 The Human Rights Panel shall be comprised of members drawn from a pool of members comprised of: (1) two staff members (current or retired); (2) two faculty members/librarian/sessional lecturer/AAS Learning Specialist with tenure/permanence or on tenure/permanence-track or retired/emeriti; and (3) two students (the "Pool of Members").
- 5.8.2 The individuals comprising the Pool of Members, including possible Chairs, shall be selected by the Board Governance Committee. In selecting the Pool of Members, the Board of Governors shall consider: (1) gender and racial diversity; and (2) experience and training in human rights. Individuals comprising the Pool of Members shall serve for a two-year term, which may be renewed. No individual comprising the Pool of Members shall serve more than two consecutive terms. The Human Rights Panel requires gender and racial diversity.
- 5.8.3 The members that are drawn from the Pool of Members to preside over a review shall be representative of two of the three different constituencies (staff members, faculty members and students). One of the members shall be from the same constituency as the complainant and the respondent.
- 5.8.4 In the event of a conflict or where an individual comprising the Pool of Members is unable to serve, a designate shall be appointed by the President. OHREA will provide, annually, a list of individuals available to serve as alternates to the University Secretariat.
- 5.8.5 The Director of OHREA shall ensure that all members of the Human Rights Panel receive training on human rights and the Human Rights Policy on an annual basis. The University Secretariat shall ensure that all members of the Human Rights Panel receive the necessary training regarding procedures.

5.9 Procedure in a Formal Review

- 5.10 Formal review hearings may proceed by written submissions or oral hearing at the discretion of the Human Rights Panel.
- 5.11 Where there is new evidence or information provided in the submissions, the matter should be referred back to OHREA by the Human Rights Panel.
- 5.12 In the case of oral proceedings, the Parties will be notified at least 10 working days before the hearing, of the date, time, and place of the hearing. This notice period may be waived by the Parties in writing.
- 5.13 Formal review procedures, whether written or oral submissions, are closed and confidential.
- 5.14 The Human Rights Panel may request the submission of additional information and may ask any questions and seek clarification of the Executive Director (or designate), the Parties, witnesses, or any other individual deemed appropriate.
- 5.15 The Human Rights Panel may limit the number of submissions where further evidence is repetitive or irrelevant.
- 5.16 The Human Rights Panel may determine how to proceed if a Party is unresponsive or absent without a satisfactory explanation. Actions may include rescheduling or extending deadlines, proceeding in a party's absence, or deeming the review to be abandoned and that no further action is warranted. If the review is deemed to be abandoned, the matter will be dismissed, and the original decision will be upheld.
- 5.17 The Human Rights Panel is not bound by the rules of evidence applicable to judicial proceedings but will be guided by the principles of fairness and natural justice.

PROPOSED REVISED POLICY

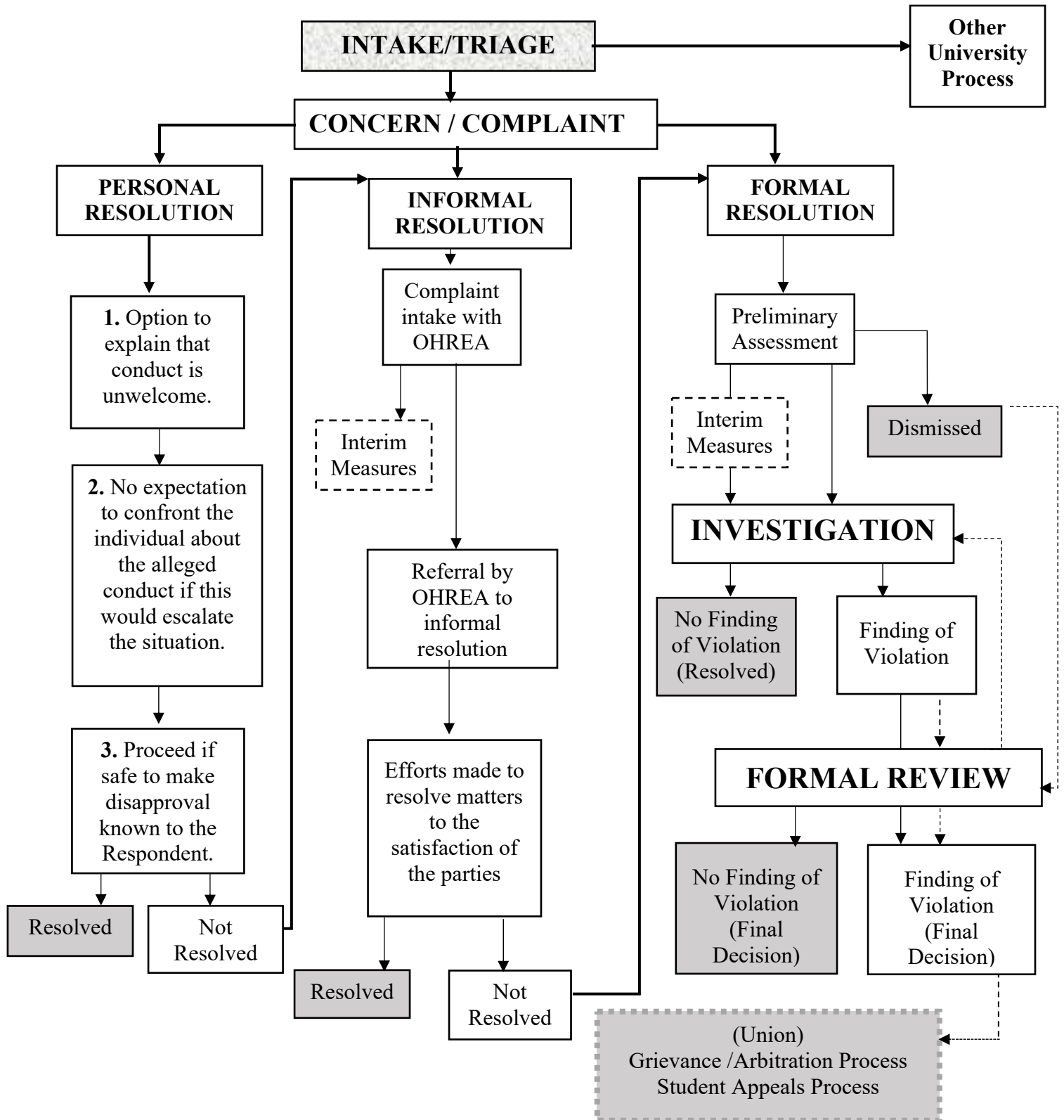
- 5.18 The Human Rights Panel will have control over its own procedures and may set additional procedures as necessary provided they are not inconsistent with these procedures and provided they are in accordance with the principles of fairness and natural justice. The Human Rights Panel will have the power to waive or modify deadlines when the interests of justice warrant or where no substantial prejudice would result.
- 5.19 The finding of the Human Rights Panel shall be based on the review of the evidence (oral or written) and arguments presented. The standard of proof will be on a balance of probabilities.
- 5.20 The Parties will bear their own costs of the proceedings. No orders as to costs will be made.
- 5.21 A quorum of the Human Rights Panel shall be its full membership. Decisions will be reached by a majority of the Human Rights Panel.

6. APPEAL PROCEDURES

- 6.1 If, through Informal and Formal procedures, the matter is not resolved to the satisfaction of the complainant or the respondent, either of them may appeal the outcome through the grievance or appeal process for their constituency, as follows:
 - (a) The grievance procedure for faculty under the Collective Agreement between University and the Faculty Association,
 - (b) The grievance procedures for unionized staff under their collective agreements,
 - (c) Non-unionized employees may consult with OHREA or Human Resources to consider an appropriate process relevant to the situation, and
 - (d) The appeal procedures set out in the various codes of conduct for students.
- 6.2 These appeal procedures also apply for decisions of the OHREA in the administration of these procedures.

APPENDIX B

HUMAN RIGHTS PROCEDURES: FLOWCHART



APPENDIX C

Related External Resources and University Bylaws, Policies, Procedures and Agreements

Related University bylaws, policies, procedures, and agreements include but are not limited to:

- a. [Accessibility for Ontarian with Disabilities Act, 2005 \(AODA\)](#)
- b. [Canadian Charter of Rights and Freedoms](#)
- c. [Ontario Human Rights Code](#)
- d. [Ontario Human Rights Commission Policies and Guidelines](#)
- e. [University of Windsor – Accessibility Policy](#)
- f. [University of Windsor – Collective Agreements](#)
- g. [University of Windsor – Employment and Educational Equity Policy](#)
- h. [University of Windsor – Policy on Freedom of Expression](#)
- i. [University of Windsor – Policy on Intimate Personal Relations](#)
- j. [University of Windsor – Presence of Service Animals on Campus](#)
- k. [University of Windsor – Procedures for Addressing Student Non-Academic Misconduct](#)
- l. [University of Windsor – Workplace Harassment Prevention Policy](#)
- m. [University of Windsor – Workplace Violence Prevention Policy](#)
- n. [University of Windsor Policy on Sexual Misconduct](#)
- o. [University of Windsor Senate By-Law 32 – Procedural Irregularities and Discrimination Regarding Academic Instruction, Academic Evaluation and Academic Grade Appeals](#)
- p. [University of Windsor Senate By-Law 33 – Student Rights and Freedoms](#)
- q. [University of Windsor Senate Policy on Academic Accommodation for Students with Disabilities](#)
- r. [University of Windsor – Student Code of Conduct](#)
- s. [University of Windsor – Information Technology Service Acceptable Use Policy](#)

**University of Windsor
Board of Governors**

4.4.4: Role and Responsibilities of the Board and Individual Board Members' Responsibilities and Expectations – Revisions

Item for: **Approval**

Forwarded by: **Board Governance Committee**

MOTION: That the proposed revisions to the *Role and Responsibilities of the Board and Individual Board Members' Responsibilities and Expectations* be approved.

Rationale:

- Following the February 2021 Board Governance Retreat, it was agreed to update the “Individual Board Members’ Responsibilities” and “Individual Committee Members’ Responsibilities”, which set out the expectations of board and committee members. Revisions were to include the time commitment and engagement expectations and to have each member sign it in the form of an acknowledgment and undertaking.

Proposed Revisions

[see track changes]

**Role and Responsibilities of the Board and
Individual Board Members' Responsibilities and Expectations**

[Last reviewed: March 2016]

Role and Responsibilities of the Board

- To appoint the President
- To review the President's goals and performance
- To retain overall accountability for the performance of the University
- To provide oversight to ensure that University actions support the mission, vision, values and strategic goals of the University
- To monitor the University's performance against specific performance measures related to the Board's mandate
- To ensure that appropriate financial and administrative controls, policies and agreements are in place for the University's financial, human and physical resources
- To grant approvals on University actions that fall within the mandate of the Board, including approval of tuition fees, operating expenditures and one-time funding and expenditures
- To assess the performance of the Board and its members, and facilitate Board renewal

Individual Board Members' Responsibilities and Expectations

- Be informed about the University and support its mission and strategic plan
- Understand that the Board's role is one of policy-making and oversight and not management or executive decision making
- Recognize that the Board is not a constituent assembly – individuals serving on the Board are not there on behalf of a constituency and are not to report back to anyone on matters discussed during in-camera/closed Board meetings

- Act in the best interest of the whole University rather than one particular constituency (even if elected by a constituency), offering your perspective as an individual derived from personal and work experience
- Understand and respect that all matters of the Board, whether public or in-camera, are communicated according to the Board bylaw
- Recognize that the President is the spokesperson for the University and the Board Chair is the spokesperson for the Board
- Recognize that the powers and responsibilities of the Board reside only with the Board as a whole (acting as an assembly) and not with individual members
- Attend and come prepared to participate in meetings of the Board; to think strategically and critically and ask questions
- Support the decisions made by the Board
- Understand and honour the Board's bylaw and policies. Consequences for breach of confidentiality, conflict of interest, or other bylaw/policy range from verbal warning to removal from the Board or Committee
- Respect the role of the Senate as the academic governing body
- Recognize that, as fiduciaries, the sole responsibility is to the financial and operational well-being of the University
- Maintain confidentiality requirements and declare any and all perceived or actual conflicts of interest
- Sign annual confidentiality and conflict of interest attestation in order to participate in meetings and receive meeting packages
- Employ an Equity, Diversity, and Inclusion (EDI) lens to discussions and decisions
- Participate actively in building relationships and in helping to create an inclusive community where everyone feels accepted, valued, and respected
- Demonstrate individual accountability (influence, leadership, collaboration, judgment)
- Encourage, foster, and participate in fundraising and friend-raising, where appropriate
- Be willing and able to commit the time and effort required to carry out duties as a member of the Board of Governors
- Participate in a minimum of two University events per year, in addition to Board meetings and Board events (Board-approved October 20, 2020)

Individual Board Committee Members' Responsibilities and Expectations

In addition to the responsibilities set out above for individual Board members, Board Committee members are to:

- Understand that the Board's, and consequently, the Committee's role is one of policy-making and oversight and not management or executive decision making
- Recognize that, unless it has delegated authority to act, the Committee vets and makes recommendations to the Board which has the decision-making authority
- Recognize that the powers and responsibilities of the Board Committee reside only with the Board Committee as a whole (acting as an assembly) and not with individual members
- Attend and come prepared to participate in meetings of the Committee
- Support the decisions made by the Board Committee and the Board
- Adhere to the Confidentiality Policy of the Board as meetings of Board Committees are held "In Camera"

Acknowledgment and Undertaking

I have read and will abide by the responsibilities and expectations of individual Board members and/or individual Board committee members.

Signature: _____

Please print name: _____

Dated: _____

**University of Windsor
Board of Governors**

***4.4.5: Policy on the Naming of University Assets – Revisions**

Item for: **Approval**

Forwarded by: **Board Governance Committee**

MOTION: That the Board of Governors approve the proposed revisions to the Policy on the Naming of University Assets.

Proposed Revisions

[revisions are in track changes]

Policy on the Naming of University Assets

[...]

2.3 All philanthropic namings of University Assets shall comply with an agreed funding minimum ~~of 75%, as referenced under 3.3 below, subject to 5.1.2.~~ The Associate Vice-President, External (or other individual as designated by the President) will create, maintain, and coordinate a university-wide inventory of approved naming opportunities and a matrix of funding levels and standards.

[...]

3. Approvals

[...]

3.3 Once approval has been granted, any naming in recognition of a donor will ~~only~~ take effect following the first payment as outlined in the gift agreement immediately; however, any naming will be subject to revocation as set out in section 5 below. once 75% of the gift has been received by the University.

[...]

5. Revoking a Naming

5.1 Irrespective of stipulations in related gift agreements, decision support documents, or announcements, the University may revoke a naming if:

5.1.1 the University determines, in its sole discretion, that the naming may have a negative impact on its mission, priorities, commitment to academic freedom, institutional integrity and values, and/or its reputation;

5.1.2 ~~within one year of the original agreement having elapsed,~~ the donor has failed to meet ~~100% of the~~ gift commitment over the respective pledge period outlined in the gift agreement agreed upon time period and where there are no satisfactory revised terms of the agreement; or

5.1.3 any key elements of the terms of the agreement associated with the naming commitment are not fulfilled.

[...]

Rationale:

- It has been noted that requiring that 75% of a gift be provided prior to announcing a naming is problematic in light of the need balance providing donors a reasonable pledge period with the donor's expectation of immediate recognition or recognition at the time of the opening of the asset.
- 5.1.2 will still allow the University to negotiate payment expectation and timing for naming announcements (which could be a 75% requirement) in individual gift agreements.

**University of Windsor
Board of Governors**

*4.4.6: **Board Governance Workplan 2021 – Update**

Item for: **Information**

Forwarded by: **Board Governance Committee**

Board Governance Workplan 2021

Goal: Enhance Board Governance and Board Member Engagement

The January and February 2021 Board retreats and the subsequent feedback from members identified the following areas of focus for follow-up and action, with oversight and direction provided by the Governance Committee. All three of the following areas will be filtered through an institutional lens of University mission, anti-Black racism (ABR), equity, diversity, and inclusion (EDI), and good governance.

Governance Areas of Focus	Actions	Timeline	Update/Comments	Completed
1. Review of Board Committees	a) Establish a Human Resources Committee with terms of reference to include succession planning, employee engagement and performance management.	October 2021	Terms of reference and membership will be drafted over the summer months.	
	b) Consider the merging of the Pension Committee with the Audit Committee.	October 2021		
	c) Request that Board Committees review their terms of reference and committee membership through the lens of ABR and EDI, and that they establish goals with identified metrics and timelines, for consideration by the Governance Committee.	Preliminary report: November 2021 Final report: May 2022	Provide administrative and/or contractual support for how to do this and develop initial plan.	
2. Board Composition and Appointments	a) Review skills matrix to include ABR and EDI.	May 2021	Included in the revised policy for recruiting board members.	
	b) Revise Board Member Nomination Process to include: 1) a public recruiting process for new (external) members, from the region and beyond. This, along with further leveraging the virtual environment for the possible recruitment of more non-Windsor centric members for	May 2021	proposal for process for filling seats for external members by nominating bodies; and proposal for public call and interview	

Governance Areas of Focus	Actions	Timeline	Update/Comments	Completed
	diversity and perspective purposes, will assist in casting a larger net from which a more diverse pool of board members candidates can be considered for nomination; 2) recommendations from nominating bodies to include multiple names with corresponding CVs and contact information*; and 3) interview process to fill board vacancies and non-board member positions on committees to ensure that the Board is diverse and reflects the needed skills and expertise. *Review MOU with Assumption (see attached)		process to be submitted to Board in June.	
	c) Establish new communication process to nominating organizations regarding reference points above so they have a better understanding of our needs at the Board and Committee level. This will also serve as a useful outreach tool to our external partners to communicate our goals and dedication to good governance, ABR, and EDI.	May 2021	Included in proposed process for filling seats by nominating bodies.	
	d) Update the “Individual Board Members’ Responsibilities” and “Individual Committee Members’ Responsibilities”, which set out the expectations of board and committee members. Include the time commitment and engagement expectations and have each member sign it in the form of an acknowledgment and undertaking.	June 2021	June 7, 2021: draft revisions reviewed by the Governance Committee.	
3. Board Member Orientation and Education	a) Continue improvements to the New Board Member Orientation, including adding a mentoring process.	June October 2021	Move timeline to provide more time to develop mentoring piece.	
	b) Create a continuing education process for Board Members, led by internal or external facilitators, including: 1) half day Joint Senate/Board Session followed by dinner; 2) half day Board/Committee training session/retreat; 3) creation of (mandatory or optional) workshops/modules (in-person or online). Varying topics: Pension Legislation, How to read Financial Statements, etc.)	June 2022		
	c) Institute of Corporate Directors Board membership and access to information.	March 2021	ICD membership effective as of March 23, 2021	March 2021