

**Board of Governors
Minutes of Meeting**

Date: October 19, 2021

Time: 4pm-6:38pm

Room: MS Teams Virtual Meeting

Members: Jonathan Allison (Chair), Chris Baillargeon, Fazle Baki, Carolyn Brown, Jodi Butts, John Cappucci, Rajen Chetty, Brian Cowell, Shari Cunningham, Beth Daly, Bruck Easton, Jasleen Dayal, Tiffany Gooch, Robert Gordon, Norbert Hartmann, Celso Oliveira, Teresa Piruzza, Tom Porter, Helga Reidel, Antonio Rossini, Debbie Sheppard-LeMoine, Mario Sonego, Bruce Tucker, Elaine Whitmore, William Willis.

Regrets: Vivian Azouz, Dean Jacobs, Wanda Juricic, Adam Pillon, Susan Williams.

Administration and Guest Speakers: Sandra Aversa, Clinton Beckford, Bev Hamilton, Gillian Heisz, Kaye Johnson, Anna Kirby, Andrew Kuntz, Rita LaCivita, Colin McLellan, Michael Siu, Edwin Tam, Patti Weir, Rosemary Zanutto; Yvonne Arnowitz (Board Governance Officer), Renée Wintermute (University Secretary). From Deloitte for item 4.2.4: Aneesa Ruffudeen.

Declaration of conflict of interest: none reported.

1 Approval of the Agenda

MOTION: That the Agenda be approved.

Tucker/Willis
CARRIED

2 Minutes of the meeting of June 22, 2021

(see document BG210622M for more details.)

MOTION: That the minutes of the meeting of June 22, 2021 be approved.

Whitmore/Reidel
CARRIED

3 Business arising from the minutes

None to report.

4 Outstanding Business/New Business

4.1 Reports

4.1.1 Remarks from the Chair

NOTED:

- Fazle Baki and Shari Cunningham were welcomed to the Board of Governors.
- A personalized land acknowledgment was provided by the Chair. Board members are encouraged to take turns providing a similar acknowledgment at upcoming meetings.
- The Board Executive Committee has revamped this year's presidential performance review process to provide more qualitative and constructive feedback to the President. Board Committee Chairs, members of the Board Executive Committee, direct reports, and others will be invited to provide feedback on the President's 2020-2021 performance, through an interview with consultant Susan Robinson.
- A reminder to fill out the Board meeting scorecard following this meeting.

4.1.2 President's Report

(see document BG211019-4.1.2 for more details.)

NOTED:

- The work around the Orange Shirt Day planning was noted. Work on short and long-term Indigenous initiatives continues, including a session on engaging Indigenous communities planned for the January Board retreat.
- The University continues to explore new partnerships with the City of Windsor and other Essex County municipal partners.
- Sustainability initiatives will include work around clean energy, green space, energy efficiency, composting, recycling, phasing-out single-use plastics, reviewing procurement and investment policies, etc. Consultations with employees and students were held around these initiatives. A new Sustainability Officer position will be posted soon, and a Steering Committee and Sustainability Working Groups will be announced in due course. A Sustainability Framework will be ready for public review by the end of 2021, and a Sustainability Fund will be in place by 2022.
- The [Take a Seat campaign](#) for the new Lancer Centre is now underway.
- Several Senior Administration searches will be starting shortly.

4.1.3 Guest Speaker/New Initiatives

4.1.3.1 Strategic Planning

(see document BG211019-4.1.3.1 for more details.)

NOTED:

- The stages of the upcoming Strategic Planning process were outlined.
- The position paper for Proposing a Strategic Planning Process for the University of Windsor was released last week, with feedback for employees and other stakeholders, including Board members due October 28. The final position paper is expected to be completed by November 3rd with the applicable Committees to begin their work shortly thereafter.
- Membership on the Strategic Planning Steering Committee will include one Board member, and both Senate and the Board will be consulted throughout the process.
- The formal Consultation Launch and Engagement will start in January, with data analysis to begin in February, followed by preliminary findings and initial draft in the Spring and Summer. Formal approval of the final strategic plan will take place in Fall 2022.

4.1.4 Strategic Items/Emerging Priorities/Risk Issues

4.1.4.1 COVID-19 – Update

(see document BG211019-4.1.4.1 for more details.)

NOTED:

- As the University moves towards a full return to campus, the Winter 2022 semester becomes the next incremental stage of the gradual return. Student experience and professional program requirements are at the core of the decision-making process.
- As with other universities, classrooms will not be at 100% capacity in the upcoming semester. The Winter term will see a minimum of 50% traditional classes offered at a minimum of 50% room capacity.
- The vaccine attestation process, which is a directive from MCU, is ongoing, with guidelines in place for exceptions. Any non-compliance from employees (currently 10% of workforce) will result in unpaid leave, and non-compliant students (currently 7K) will be unable to attend campus or register for face-to-face Winter classes. Those who are allowed on campus must scan their Safe Lancer app as they enter buildings. Vaccine attestation records are being audited to ensure their veracity.
- Pop up clinics for both the COVID-19 vaccine and flu shots will be planned for the Fall.

4.1.4.2 Addressing Anti-Black Racism and Equity, Diversity, and Inclusion – Update

(see document BG211019-4.1.4.2 for more details.)

NOTED:

- The final report and recommendations of the Anti-Black Racism Taskforce are expected shortly. New positions in the Office of the Vice-President, EDI, as well as a new speaker series are other ways in which to address these ABR and EDI issues.
- The University has signed the Scarborough Charter, which commits to redressing anti-Black racism and helps to make the campus safer for Black students and employees.
- The signing of the 50/30 challenge will also help to increase the representation and inclusion of diverse groups on campus, as well as on the Board.
- It was noted that the data collection program is being launched in two phases. Phase 1 focuses on racialized data, with Phase 2 open to looking at other data, including accessibility, sexual orientation, gender identity, language, etc. It was suggested that collecting data on economically marginalized individuals, such as first-generation university students, would be useful data to compile.

4.1.5 Questions Arising from Vice-Presidents' Reports

(see document BG211019-4.1.5 for more details.)

NOTED:

- The November Board meeting will include a presentation on macro assumptions for 2022-2023 budget planning and provide an overview of enrolments.

4.2 Audit Committee

4.2.1 Audited Financial Statements for the year-ended April 30, 2021

(see document BG211019-4.2.1 for more details.)

MOTION: That the Board of Governors approve the audited financial statements of the University of Windsor for the year-ended April 30, 2021.

Easton/Porter

NOTED:

- A detailed overview of the audited financial statements was provided. KPMG is prepared to issue a clean audit opinion.
- For the purposes of the financial statements, there were no liabilities for either pension plans due to significant capital market returns over the last fiscal year, which is the first time that this has happened in the Faculty plan. This does not mean that the plans are in a positive position for funding purposes. The Faculty Pension Plan is in a deficit position.

CARRIED

***4.2.2 External Auditor's Findings Report for the year-ended April 30, 2021**

(see document BG211019-4.2.2 for more details.)

The document was received for information.*

***4.2.3 Appointment of External Auditors for 2021-2022**

(see document BG211019-4.2.3 for more details.)

MOTION: That KPMG LLP be appointed as the University of Windsor's external auditors for 2021-2022.

CARRIED*

4.2.4 Enterprise Risk Management
(see document BG211019-4.2.4 for more details.)

MOTION: That the Board of Governors approve the Enterprise Risk Management program as presented in the *University of Windsor Enterprise Risk Assessment Final Report*.

Easton/Cowell

NOTED:

- An Enterprise Risk Management (ERM) program focusses on the broader institutional risks and understanding their impact on the short term and long-term operations. The focus was on prioritizing the University's top enterprise-level risks over the next three-five years, using an intentional, holistic approach to managing the University's awareness and remediation of those risks.
- Risks are inter-connected. If one risk occurs, there is a domino effect.
- Monitoring and reporting annually on current and/or emerging institutional risks, and associated risk mitigation strategies, is an important feature of the ERM program. The process for monitoring, establishing mitigation strategies, and reporting was outlined. The next report to the Board is expected to be presented in Fall 2022.
- Risk awareness and mitigation will be embedded into every conversation and planning.
- An update on Fall enrolment will be provided to the Board Resource Allocation Committee and the Board at their November meetings.

CARRIED

4.3 Executive Committee

4.3.1 Report on Faculty and Staff Hiring Trends and Employment Equity Comparisons with Other Universities
(see document BG211019-4.3.1 for more details.)

NOTED:

- Building on the 50/30 challenge, the University will be establishing institutional goals and strategies for the diversification of faculty and staff through the EDI review.

4.4 Governance Committee

4.4.1 Establishing Board Human Resources Committee
(see document BG211019-4.4.1 for more details.)

MOTION 1: That the composition and terms of reference for the Board Human Resources Committee be approved and included in Bylaw 1, with an implementation date of Winter 2022.

Tucker/Whitmore

NOTED:

- The creation of this Committee was discussed at the February Board retreat and is consistent with the reorganization of Board committees throughout Canada.
- Personnel matters, currently discussed at the Board Executive Committee, will be the focus of this new Committee. This will help to manage risks with respect to hiring, recruitment and retention of personnel, and managing HR portfolios.

CARRIED

MOTION 2: That the revised terms of reference for the Board Executive Committee be approved and Bylaw 1 be amended accordingly, with an implementation date of Winter 2022.

Tucker/Brown

CARRIED

***4.4.2 Board Governance Workplan 2021 – Update**
(see document BG211019-4.4.2 for more details.)

The document was received for information.*

4.5 Investment Committee

4.5.1 Report of the Board Investment Committee
(see document BG211019-4.5.1 for more details.)

NOTED:

- The Board Investment Committee met in September and received an investment update on the Pension and Endowment Funds. There have been strong asset returns in the Pension Fund of 17.7% (on a 1-year basis), with a benchmark of 15.5%. This is a strong sign that the investment managers are adding value. It was noted that the past year was unusual in terms of significantly high returns and should not be regularly expected.
- The Endowment Fund had a one-year rate of return of 19.9%, with \$25.1M in investment income. \$9.6M was released for spending in 2021-2022.
- Members were reminded that an asset liability review was completed in 2020, as part of regular risk management review, with resulting changes being implemented for the long-term.

4.6 Pension Committee

Nothing to report.

4.7 Resource Allocation Committee

4.7.1 Capital Projects Quarterly Report
(see document BG211019-4.7.1 for more details.)

NOTED:

- Both projects are on schedule, with the Lancer Centre expected to have substantial completion by May 2022. To date, \$6M of the \$8M fundraising target has been raised. An agreement of \$3M with the City of Windsor for use of the Lancer Centre has been signed.

5 In Camera

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

MOTION: That the Board approve the following re-appointments:

Tiffany Gooch (for a 2nd term commencing January 1, 2022)
Celso Oliveira (for a 2nd term commencing January 1, 2022)
Susan Williams (for a 3rd term commencing January 23, 2022)

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Hartmann/Brown
CARRIED