

**Board of Governors
Minutes of Meeting**

Date: April 19, 2022
Time: 4:00pm-6:49pm
Room: MS Teams Virtual Meeting

Members: Jonathan Allison (Chair), Chris Baillargeon, Fazle Baki, Carolyn Brown, John Cappucci, Rajen Chetty, Brian Cowell, Shari Cunningham, Beth Daly, Megan Evans, Tiffany Gooch, Robert Gordon, Jane Humphreys, Wanda Juricic, Lisa Milne, Celso Oliveira, Rana Olwan, Adam Pillon, Teresa Piruzza, Tom Porter, Mike Ruthard, Debbie Sheppard-LeMoine, Helga Reidel, Antonio Rossini, Mario Sonogo, Bruce Tucker, Elaine Whitmore, Susan Williams.

Administration and Guest Speakers: Clinton Beckford, Gillian Heisz, Beverley Hamilton, Beverly Jacobs, Kaye Johnson, Dusty Johnstone, Ryan Kenney, Anna Kirby, Andrew Kuntz, Rachel McRae, Rachelle Prince, Anne Rudzinski, Michael Siu, Edwin Tam, Patti Weir, Rosemary Zanutto; Yvonne Arnowitz (Board Governance Officer), Renée Wintermute (University Secretary).

Declaration of conflict of interest: none reported.

1 Approval of the Agenda

MOTION: That the Agenda be approved.

Williams/Tucker
CARRIED

2 Minutes of the meeting of February 22, 2022
(see document BG220222M for more details.)

MOTION: That the minutes of the meeting of February 22, 2022 be approved.

Reidel/Sheppard-LeMoine
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**

(see document BG220419-4.1.1 for more information)

NOTED:

- Dr. Gordon was congratulated for receiving the 2021 Engineer of the Year award, given by the Engineering Week Committee.
- Ms. Jane Humphreys was welcomed to the Board of Governors. She will serve on the Board until July 2022, when a new Canterbury College representative will be nominated.
- Board members were encouraged to nominate non-Board members for the Board Investment Committee.
- The Lancer Sports and Recreation Centre has now been named the Toldo Lancer Centre, thanks to a generous donation by the Toldo Foundation. Donations are still being accepted for the Take a Seat campaign for the Centre.

4.1.2 President's Report

(see document BG220419-4.1.2 for more details.)

NOTED:

- The strategic planning process continues with student, staff, and faculty consultations on campus. There will also be opportunities for virtual consultations in May.
- The Employee Engagement survey has provided a good sense as to how employees are feeling. The feedback will be used as a benchmark in strategic planning. A report will be presented to the Board in the near future.
- Three faculty members were recognized for being named Distinguished University Professors: Dr. Lisa Porter, Dr. Siyaram Pandey, and Dr. Christopher Tindale.
- In-person convocation ceremonies will be held in June at the WFCU Centre.
- In response to a question about the removal of the UWSA President, it was noted that the UWSA is a separate organization, governed autonomously from the University, and that this matter was at their discretion.

4.1.2.1 Annual Report on Sexual Misconduct Policy (2021-2022)

(see document BG220419-4.1.2.1 for more details.)

NOTED:

- There has been an increase in support-seeking from last year. There had been a decrease during the height of the pandemic.
- A mixture of in-person and online education initiatives are being planned.
- The document was received for information.

4.1.3 Strategic Items/Emerging Priorities/Risk Issues

4.1.3.1 COVID-19 – Update

(see document BG220419-4.1.2 for more details.)

NOTED:

- As of May 1st, the following measures are suspended: COVID-19 Vaccination Policy; daily screening through the self-assessment questionnaire (Safe Lancer App); and capacity limits return to fire code levels in campus buildings including classrooms and labs.
- All employees are encouraged to stay home if they feel sick.
- The Mandatory Mask Policy is now extended to May 31, 2022, which many other Ontario universities have also done.

4.1.3.2 Follow-up from the Board Retreat

NOTED:

- The Board retreat in March included impactful discussions on building capacity for Indigeneity. There are important conversations to have, and guidance can be sought from UWindsor Indigenous colleagues. This will need to be a continued effort and commitment by the University, including in its governance structures and processes.
- The session on unconscious bias was also very impactful and training on this is now a requirement for all senior leadership searches.
- Building on this retreat, several initiatives, including recommendations coming from the external EDI review, will be brought to the Board for consideration in the coming months.

4.1.4 Questions Arising from Vice-Presidents' Reports

(see document BG220419-4.1.4 for more details.)

The document was received for information.

4.2 Audit Committee

*4.2.1 Appointment of External Auditors

(see document BG220419-4.2.1 for more details.)

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

CARRIED*

4.2.2 Risk Profile Presentation: Cyber Security

(see document BG220419-4.2.2 for more details.)

NOTED:

- Details of the cybersecurity program, including key issues, risk mitigation strategies, and next steps, were reviewed.
- An assessment by internal auditors, PWC, noted that good progress is being made in this area. An IT Security Advisory Committee is in place with ongoing training and support activities provided for the campus.
- Cybersecurity insurance is being looked at with guidance from Legal Services and Finance, in order to prepare for a potential ransomware attack. A compulsory Cybersecurity Module will be in place by Fall 2022.
- A dashboard will be created with feedback from Board Audit Committee, with regular updates to the Audit Committee and the Board.
- Emergency preparedness exercises are being planned.
- It was noted that there are three full time IT staff focused on cybersecurity for the campus. The University is a member of Connecting Windsor-Essex and works regularly with other regional stakeholders on issues around cybersecurity.

4.2.3 Enterprise Risk Management (ERM) Dashboard

(see document BG220419-4.2.3 for more details.)

NOTED:

- The ERM dashboard was reviewed and progress on the top ten risk areas discussed.
- The dashboard will be submitted to the Board biannually
- Some actions will be completed by June 30th.
- The Executive Leadership Team and the Board Audit Committee will work on cybersecurity strategies and emergency preparedness over the next six months in order to build a better framework for those areas.
- It was noted that one risk management timeline for the Labour Relations (HR) risk area will be back on track and completed in two months' time following an extension request.
- Student recruitment and retention are two of the areas that continue to be closely monitored.
- The document was received for information.

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

4.4.1 Sexual Misconduct Policy - Revisions

(see document BG220419-4.4.1 for more details.)

MOTION: That the proposed revisions to the Sexual Misconduct Policy be approved.

Chetty/Whitmore

NOTED:

- Revisions mandated by the province were incorporated into the policy. Further, the Sexual Misconduct Policy must be reviewed every three years and this review resulted in additional minor revisions, which were vetted by Legal Counsel and campus experts.

CARRIED

***4.4.2 Proposed Revision to Board Bylaw 1**

(see document BG220419-4.4.2 for more details.)

MOTION: That the proposed revisions to Board Bylaw 1 be approved.

CARRIED*

4.5 Investment Committee

4.5.1 Annual Environmental, Social, and Governance (ESG) Review Report

(see document BG220419-4.5.1 for more details.)

NOTED:

- Annual ESG or sustainability reports are provided from each investment manager (with the exception of Lissom and Sightline). Each manager must be a signatory on the UNPRI agreement and provide the University with their scores.
- The document was received for information.

4.6 Pension Committee

4.6.1 Pension Valuations Filings - Update

(see document BG220419-4.6.1 for more details.)

NOTED:

- The University filed new valuations as of July 1, 2021 for the Faculty Pension Plan and the Employees' Pension Plan. As a result of a strong capital market performance and with the asset mix change approved by the Board and the Board Investment Committee, both plans are in going concern and solvency surplus positions which gives stability to the operating budget.
- A further report will be provided to the Board Pension Committee at its May meeting.
- Another assessment will take place in July 2022 to see how the interest rates are doing.
- The document was received for information.

4.7 Resource Allocation Committee

4.7.1 2022-2023 Proposed Operating Budget

4.7.1a Tuition and Compulsory Ancillary Fees

(see documents BG220419-4.7.1a and BG220419-4.7.1c for more details.)

MOTION: That the proposed 2022-2023 Tuition and Compulsory Ancillary Fees be approved.

Chetty/Porter

NOTED:

- A thorough presentation on the proposed tuition and compulsory ancillary fees for 2022-2023 was delivered to the Board.
- The process of approving fees was explained to the Board.
- Consultation included meetings with Deans, student leaders, the Tuition Fee Steering Committee, as well as feedback from the Academic Policy Committee and Senate. The Executive Leadership Team and the Board Resource Allocation Committee has approved the package.
- Provincial domestic student tuition rates for 2022-2023 continue to be frozen. The

domestic out-of-province student tuition will be increased by 5% for undergraduates, with a freeze recommended for domestic out-of-province graduate students.

- A zero tuition increase continues for current international students as part of the UWindsor tuition guarantee. Knowing the costs of their full program upfront allows international students to better negotiate bank loans.
- Changes to the US Neighbour Rate will help to alleviate any confusion with the exchange rate being used. Indigenous persons will be offered domestic (Ontario) tuition rates.
- No tuition increases are being proposed for research-based graduate programs; though there is a modest increase in tuition rates for incoming students in the cohort-based masters programs.
- Increases to the compulsory ancillary fees generally follow the CPI index and are submitted on the recommendation of the Ancillary Fee Protocol Board, the majority of whom are student members. The Student Centre expansion fee has ended and the Toldo Lancer Centre will be a new fee introduced to students this Fall.

CARRIED

4.7.1b Operating Budget

(see documents BG220419-4.7.1b and BG220419-4.7.1d for more details.)

MOTION: That the proposed 2022-2023 Operating Budget be approved.

Chetty/Baillargeon

NOTED:

- A fully balanced budget is projected. The Enrolment Contingency Reserve (ECR) will be maintained for a 3rd year, with additional Strategic Investment and Reserve Funds designed to support the institution's priorities, including a 'Putting People First' focus on human resources.
- A new \$9M Extraordinary Enrolment Offset is being introduced to manage fluctuations from additional cohorts of international course-based masters students, mostly due to deferrals during the pandemic, as the University works towards more sustainable international enrolment targets. The fund will be used to support the international student experience.
- All Faculties continue working on their long-term Faculty Financial Sustainability Plans (FFSP). As is expected in a comprehensive institution, not all Faculties will be striving or able to achieve a balance or positive position.
- A 6% increase in enrolment is being budgeted for the Fall, with growth areas in undergraduate Education, Engineering, HK, and Nursing, as well as growth in graduate Engineering, Science, and Odette.
- Constraints on domestic tuition levels have resulted in 2022-2023 domestic tuition fees being lower than in 2016-2017. There is a significant risk in relying on international student enrolment; however, the continued tuition freeze and stagnant government grant requires the University to do so.
- Due to a provincial delay in the activation of performance-based funding metrics in SMA3, there are no performance grants at risk for the upcoming year.
- The largest expenditure in the University Operating Budget continues to be salaries, wages, and benefits, representing approximately 73.9% of the Operating Budget. New investments in the Faculty budgets include \$1.25M for indirect research funding and \$2.5M in a legacy realignment reimbursement matching program.
- The July 1, 2021 pension valuations saw significant savings with both the faculty and staff pension plans in going concern and solvency surplus positions. A pension stabilization reserve of \$2.8M remains in place if needed.
- A lengthy discussion was held at Senate and feedback was provided by the Board

Resource Allocation Committee. There is a struggle with issues around domestic enrolment and tuition freezes; but the goal is for transparency with Senate and the Board, and a University that remains fiscally responsible.

- A concern was raised about the impact of the budget model on FAHSS, which continues to see itself in a subventive position, and the University's ability to retain its commitment to being a comprehensive university in the long-term. In response, it was noted that under the new Activity Based Budget (ABB) model and Faculty Financial Sustainability Plans (FFSP), each Faculty will negotiate their "goal" position (positive, balanced, or negative). As part of its commitment to being a comprehensive university, Faculties with a negative "goal" position will be subsidized up to their stated "goal" position, while being required to realign their base budgets where they do not meet their goal. It was also noted that the legacy realignment reimbursement matching fund program is a good incentive for areas to move fully and effectively into the new ABB budget model and free themselves from prior obligations.
- The budget model is a tool to report where Faculties stand from a revenue/ expenditures perspective, and to help plan accordingly.
- In terms of risk management, the international tuition portion of the revenues, government policy, and the ability to accurately predict enrolment patterns are primary risk concerns.
- The University continues to look at ways to keep students here post-graduation, including working with the City of Windsor to develop incentives to stay in the region.

CARRIED

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:

Teresa Piruzza (for a 3rd term commencing June 1, 2022)

CARRIED*

MOTION: That the Board approve the following reappointments effective May 1, 2022:

Brian Cowell, Audit Committee
Tom Porter, Audit Committee
Mario Sonogo, Audit Committee
Bruce Tucker, Audit Committee
Wanda Juricic, Governance Committee
Bruce Tucker, Governance Committee
Elaine Whitmore, Governance Committee
Celso Oliveira, Investment Committee
Scott Martyn, Investment Committee
Carolyn Brown, Pension Committee
Muharem Kianieff, Pension Committee
Ram Balachandar, Pension Committee
Lisa Milne, Pension Committee
Celso Oliveira, Pension Committee
Brian Cowell, Resource Allocation Committee
Rajen Chetty, Resource Allocation Committee

CARRIED*

MOTION: That John Meyer be appointed as the retired faculty member representative on the Board Pension Committee, effective May 1, 2022.

CARRIED*

MOTION: That Dave Butcher and Alison Samson be approached, in that order, to serve as the retired staff member representative on the Board Pension Committee, effective May 1, 2022.

CARRIED*

MOTION: That Carolyn Brown be appointed to the Provost and Vice President, Academic Search Committee.

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Reidel/Baillargeon

CARRIED