

**Board of Governors
Minutes of Meeting**

Date: May 24, 2022
Time: 4:00pm-6:32pm
Room: MS Teams Virtual Meeting

Members: Jonathan Allison (Chair), Fazle Baki, Carolyn Brown, John Cappucci, Rajen Chetty, Brian Cowell, Shari Cunningham, Beth Daly, Tiffany Gooch, Robert Gordon, Wanda Juricic, Lisa Milne, Alanna Olteanu, Rana Olwan, Tom Porter, Antonio Rossini, Mike Ruthard, Debbie Sheppard-LeMoine, Helga Reidel, Mario Sonogo, Bruce Tucker, Elaine Whitmore, Susan Williams.

Regrets: Chris Baillargeon, Veronica Beia, Megan Evans, Jane Humphreys, Celso Oliveira, Adam Pillon, Teresa Piruzza.

Administration and Guest Speakers: Clinton Beckford, Beverley Hamilton, Gillian Heisz, Beverly Jacobs, Kaye Johnson, Andrew Kuntz, Rachel McRae, Sukanya Pillay, Rachele Prince, Marcin Pulcer, Diane Rawlings, 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.

Cappucci/Williams
CARRIED

2 Minutes of the meeting of April 19, 2022

(see document BG220419M for more details.)

MOTION: That the minutes of the meeting of April 19, 2022 be approved.

Brown/Whitmore
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 BG220524-4.1.1 for more information)

NOTED:

- Ms. Alanna Olteanu, UWSA President, and Ms. Veronica Beia, UWSA Student at Large Representative, were welcomed to the Board of Governors.
- The June 21st Board of Governors will be held in-person, with a hybrid option for those wishing to attend virtually.
- Board members were encouraged to nominate non-Board members for consideration on the Board Investment Committee.

4.1.2 President's Report

(see document BG220524-4.1.2 for more details.)

NOTED:

- The University is one of four universities, chosen by location, subject to this year's value for money (VFM) audit on "Financial Management and Governance in Ontario Universities", conducted by the Auditor General of Ontario. Fieldwork will be conducted in June-August, with a final report expected by December. Additional universities will be audited in the future.
- An update on several senior administration searches was provided, including Provost and Vice-President, Academic, Vice-President, Research and Innovation, Legal Counsel, and Vice-President, Equity, Diversity and Inclusion.
- Dr. Mary Jo Haddad, Chancellor, has expressed interest in serving a second term. The Chancellor Search/Renewal Committee will be formed soon, which includes three Board members.
- Board members are welcome to attend the upcoming in-person convocation ceremonies from June 14-17 at the WFCU Centre. Invitations will be sent shortly.

4.1.3 Strategic Items/Emerging Priorities/Risk Issues

4.1.3.1 COVID-19 – Update

(see document BG220524-4.1.3.1 for more details.)

NOTED:

- Fall planning, in consultation with the WECHU, is based on pre-pandemic academic offerings/delivery models, with some additional use of hyflex offerings.
- The mask policy is still in effect due to the COVID variant and on the advice of the Health Unit. The vaccination policy is in abeyance. Pop up clinics will continue to be held on campus.

4.1.3.2 Update on Strategic Planning

(see document BG220524-4.1.3.2 for more details.)

NOTED:

- Throughout March and April, face-to-face and hybrid consultations were held to obtain strategic planning feedback from the campus community.
- Additional virtual consultations, as well as topic-specific sessions in hybrid formats, will be held from May-July.
- More specific consultations with Indigenous people and people from historically under-represented and marginalized communities will also be held. The wider community will be asked to give their feedback in June-July.

4.1.3.3 Sustainability Initiatives

(see document BG220524-4.1.3.3 for more details.)

NOTED:

- Environmental sustainability is one of the key institutional values emerging out of the Aspire Strategic Planning process. Over the next year, a governance structure, mobilizing resources, setting goals and workplans will be developed.
- The first annual Sustainability report is expected before the end of June 2023. Drafting responsible investing goals and a review of the Responsible Investment Policy by the Board Investment Committee are also part of this process.

4.1.3.4 Electric Vehicle (EV) Planning Efforts

(see document BG220524-4.1.3.4 for more details.)

NOTED:

- The Electric Vehicle (EV) Strategy builds on the University's research strengths and dovetails with the new EV battery plant being built in Windsor. The overall strategy will focus on impactful research, talent development, student experience and experiential learning opportunities, leveraging external funding, looking at the role that the Automotive Research and Development Centre (ARDC) can play in EV capacity building, and enhancing partnership development in this area.
- In May, Stellantis announced an expansion to the ARDC to become the first battery lab in North America to develop and validate batteries.
- Grants of \$125M are being sought from the Canada First Research Excellence Fund (CFREF) for EV research ranging from battery, fuel cells and propulsion; connected, autonomous and secure vehicles; and society, health and policy.
- A Canada Excellence Research Chair grant in Automobility, Autonomous and Connected Vehicles is being sought. If successful, a senior research chair and junior chairs funded at \$1M/year over eight years would help to align with the EV strategy.
- The University is working with Stellantis and LG Energy Solutions on a broad development strategy in partnership with Invest Windsor-Essex. Experiential learning opportunities for students and developing faculty capacity will be part of this strategy.

4.1.4 Questions Arising from Vice-Presidents' Reports

(see document BG220524-4.1.4 for more details.)

The document was received for information.

4.2 Audit Committee

Nothing to report.

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

***4.4.1 Board Governance Workplan 2022-2023**

(see document BG220524-4.4.1 for more details.)

The document was received for information.*

***4.4.2 Board Bylaw 1 - Revision**

(see document BG220524-4.4.2 for more details.)

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

CARRIED*

4.4.3 Board and Board Standing Committee Diversity Report 2022

(see document BG220524-4.4.3 for more details.)

NOTED:

- Good progress has been made in some areas, but there is still some way to meet the University's commitment to increasing diversity on the Board.

4.5 Human Resources Committee

4.5.1 Disconnecting from Work Policy

(see document BG220524-4.5.1 for more details.)

NOTED:

- The Disconnecting from Work Policy is a requirement of Bill 27, Working for Workers Act, for employers with 25 or more employees.
- In accordance with the Act, the policy does not provide any new entitlement nor set specific expectations. Rather, the policy confirms that employees cannot be required to work outside their contractual hours and reinforces the priorities of the University around employee well-being and work/life balance.
- The policy has been reviewed by legal counsel and discussed with campus union representatives.
- The policy sets out a complaint process and protections against reprisals.
The policy may vary depending on the employee's role and responsibilities; for instance for employees whose duties and responsibilities include being on call at all hours.

4.6 Investment Committee

4.6.1 Report of the Board Investment Committee

(see documents BG220524-4.6.1 and BG220524-4.6.1a for more details.)

NOTED:

- While capital markets are being watched closely, it was noted that pension and endowment funds represent long-term investments requiring a steady, long-term investment approach and that the working capital fund is constructed as low-risk. There are no recommendations for changes to portfolios and managers at this time.
- The sustainable investment review will have a two-phased approach, including setting sustainable investing goals and directions in alignment with the strategic plan, getting broader community input, and presenting a final plan for Board approval.

4.6.2 Foyston, Gordon, & Payne (FGP) Core Plus Bond Fund

(see documents BG220524-4.6.2, BG220524-4.6.2a, and BG220524-4.6.2b for more details.)

MOTION: That the FGP Core Plus Bond Fund be approved for the Endowment portfolio.

Chetty/Olwan

NOTED:

- This fund would replace the current Endowment holdings in the FGP Universe Bond Fund. A switch to the Core Plus Bond Fund would improve diversification, enhance yield, and increase return potential by leveraging asset classes such as mortgages, preferred shares, and high yield.

CARRIED

4.6.3 Statement of Investment Policies and Procedures for University of Windsor Endowment Funds – Revisions *(see documents BG220524-4.6.3 and BG220524-4.6.3a for more details.)*

MOTION: That the proposed revisions to the Statement of Investment Policies and Procedures for University of Windsor Endowment Funds be approved.

Reidel/Cowell

NOTED:

- As with the earlier revisions approved for the Pension SIPP, the proposed revisions streamline the University of Windsor Endowment Funds SIPP in the broader context of proper portfolio governance and is rewritten for simplicity and clarity purposes.

CARRIED

4.6.4 Statement of Investment Policies and Procedures for University of Windsor Working Capital Funds – Revisions (see documents BG220524-4.6.4 and BG220524-4.6.4a for more details.)

MOTION: That the proposed revisions to the Statement of Investment Policies and Procedures for University of Windsor Working Capital Funds be approved.

Cunningham/Chetty

NOTED:

- As with the revisions approved for the Pension and Endowment SIPPs, the proposed revisions streamline the Working Capital Funds SIPP in the broader context of proper portfolio governance and is rewritten for simplicity and clarity purposes.
- The revisions reference the University’s Responsible Investment policy to allow for greater consideration to environmental, social, and governance factors; allow for lending cash to related parties and for broader selection of equity investments; and broaden the current reserve fund.

CARRIED

4.7 Pension Committee

***4.7.1 Report of the Pension Committee**

(see document BG220524-4.7.1 for more details.)

The document was received for information.*

4.8 Resource Allocation Committee

4.8.1 2022-2023 Proposed Residence and Meal Plan Fees

(see documents BG220524-4.8.1 and BG220524-4.8.1a for more details.)

MOTION: That the proposed 2022-2023 Residence and Meal Plan Fees be approved.

Chetty/Whitmore

NOTED:

- A presentation on the proposed residence and meal plan fees for 2022-2023 was delivered to the Board.
- The process of approving annual fees was explained to the Board.
- A blended 3% increase in residence fees is proposed for 2022/23 with a 4.1% increase in Alumni Hall. Rate increases are in-line with proposed increases at peer institutions.
- The recommended meal plan fees increase of 4.5% is in-line with other institutions and reflects the impact of inflation on the cost of food and food production.

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 appoint Elisabeta Maier to the Board Human Resources Committee.

CARRIED*

MOTION: That the Board appoint Shari Cunningham to the Board Resource Allocation Committee.

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Baillargeon/Milne

CARRIED