

**Board of Governors
Minutes of Meeting****Date:** June 21, 2022**Time:** 4:06pm-6:34pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor

Members: Jonathan Allison (Chair), Chris Baillargeon (virtual), Fazle Baki, Carolyn Brown, John Cappucci (virtual), Rajen Chetty (virtual), Brian Cowell (virtual), Shari Cunningham, Beth Daly, Megan Evans (virtual), Tiffany Gooch (virtual), Robert Gordon, Lisa Milne (virtual), Alanna Olteanu (virtual), Rana Olwan, Adam Pillon (virtual), Teresa Piruzza (virtual), Helga Reidel, Mike Ruthard, Debbie Sheppard-LeMoine (virtual), Mario Sonego, Bruce Tucker, Susan Williams.

Regrets: Veronica Beia, Jane Humphreys, Wanda Juricic, Celso Oliveira, Tom Porter, Antonio Rossini, Elaine Whitmore.

Administration and Guest Speakers: Marcela Ciampa, Beverley Hamilton, Gillian Heisz, Kaye Johnson (virtual), Andrew Kuntz (virtual), Rachel McRae, Sukanya Pillay, Rachelle Prince (virtual), Marcin Pulcer (virtual), Charlie Simpkins, 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

Amended 4.4.1 to “for approval”, not information.

MOTION: That the Agenda be approved.

Tucker/Williams
CARRIED

2 Minutes of the meeting of May 24, 2022

(see document BG220524M for more details.)

MOTION: That the minutes of the meeting of May 24, 2022 be approved.

Reidel/Sonego
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 BG220621-4.1.1 for more information)

NOTED:

- The University is proud to honour Indigenous Peoples’ Day.
- The Chair thanked Board members who attended the in-person Convocation ceremonies at the WFCU Centre. Convocation was a success and University staff were congratulated for their hard work.

4.1.2 President's Report

(see document BG220621-4.1.2 for more details.)

NOTED:

- The Auditor General of Ontario's office conducted initial fieldwork in early June, with follow-up meetings and requests expected over the summer. The process will include a letter from the Auditor General to permanent faculty and staff outlining the audit and explaining the whistleblower/safe disclosure process in place. At present, no feedback (formal or informal) has been received. Once the report is finalized, a two-year period will be provided to act on any audit recommendations.
- Over 4000 graduates attended the in-person convocation ceremonies held on June 14-17 at the WFCU Centre (including 1,300 from 2020 and 2021 who wished to cross the stage). Five honorary doctorates were awarded. It is expected that the fall Convocation ceremonies will be held in October at the new Toldo Lancer Centre.
- Several senior administrative position searches are underway and at various stages of the process.

4.1.3 Strategic Items/Emerging Priorities/Risk Issues

4.1.3.1 COVID-19/Return-to-Campus – Update

(see document BG220621-4.1.3.1 for more details.)

NOTED:

- As of June 6th, masks are no longer required in areas where two metres of physical distancing from other individuals can be maintained.
- A May pop-up vaccination clinic was held, with the next clinic to be held on June 29th.

4.1.3.2 Update on Strategic Planning

(see document BG220621-4.1.2 for more details.)

NOTED:

- Significant completion of consultation sessions has taken place. There are some targeted half-day sessions being planned this month in the areas of Engaging Communities and Partners, Campus Experience, Teaching and Learning, and Research, Creative Activity and Innovation.
- Community consultations will be held in July, with plans underway for consultations with the Indigenous community, as well as facilitated discussions on equity, diversity, inclusion, and anti-racism.

4.1.4 Questions Arising from Vice-Presidents' Reports

(see document BG220621-4.1.4 for more details.)

NOTED:

- It was noted that the Canada First Research Excellence Fund (CFREF) is expected to increase to 13 universities (from 11) participating in the consortium. Letters of intent have already been submitted.
- The Health Innovation Park project was paused temporarily due to work on the Auditor General's audit but is expected to resume again soon.

4.2 Audit Committee

***4.2.1 Internal Audit Plan for 2022-2023**

(see document BG220621-4.2.1 for more details.)

The document was received for information.*

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

4.4.1 Confidentiality Policy and Code of Conduct and Conflict of Interest Policy - Revisions

(see document BG220621-4.4.1 for more details.)

MOTION: That the Board approve the revised Code of Conduct and Conflict of Interest Policy, which now incorporates the Confidentiality Policy.

Tucker/Brown

NOTED:

- This revised policy will supersede the current Confidentiality Policy.
- It was noted that there was significant consultation, including from legal counsel who provided guidance on modernizing the language and processes within the policy, in line with what other universities have done.

FRIENDLY AMENDMENT: That the following be added under “Definitions”: “Employee” means any individual employed by the University of Windsor (e.g., faculty, staff, administrators, union, non-union).

CARRIED, as amended

*4.4.2 Board Bylaw 1 Revisions and Board Committee Membership Resolution

(see document BG220621-4.4.2 for more details.)

MOTION 1: That the Board Bylaw 1 be revised as follows:

2.7.1 Membership:

- [...]
- Such other persons, who are non-Board Members and **are not University employees** ~~from outside the University~~, as the Board may from time to time appoint, to a maximum of three.

And that, subject to the discretion of the Board, one seat of the maximum three seats reserved for individuals “who are non-Board Members and are not University employees” on the Resource Allocation Committee be filled by a student at-large, selected from three nominees (one each from the UWSA, GSS, and OPUS) on the recommendation of the Board Governance Committee following an interview process.

CARRIED*

MOTION 2: That the proposed revisions to Board Bylaw 1 be approved, effective as of the appointment of the University Counsel.

CARRIED*

4.5 Human Resources Committee

4.5.1 2022 Employee Engagement Survey Highlights

(see documents BG220621-4.5.1 and BG220621-4.5.1a for more details.)

NOTED:

- This first-time survey provided an opportunity for faculty and staff to share their experiences working at the University. A total response rate of 48% was received, with 30% of faculty (including sessional instructors) and 66% of staff sharing feedback. It was noted that this response rate is typical for such a survey. It was noted that sessional instructors’ response rate was lower which will be an area for improvement in the next survey.

- 69% of respondents are engaged, 71% are satisfied about their place of work, 79% are proud to say that they work here, and 69% are optimistic about the future.
- Results are benchmarked against other universities using the same survey (an N/A means that the question is unique to the University), for comparison purposes.
- The survey results will provide a baseline for future surveys, which are expected to be held every 2-3 years, and will help to inform the Aspire Strategic Planning process.
- The University fared well overall, with preliminary emerging high priority opportunities for improvement in the following areas: professional growth; innovation; executive leadership team; EDI; mental health; University vision, and teamwork, collaboration, and cooperation.
- A deeper analysis of the results will be conducted by an action group, in consultation with the Executive Leadership Team, with final recommendations and an action plan in place by December 2022. Department/area specific results will be communicated by Spring 2023.

4.6 Investment Committee

Nothing to report.

4.7 Pension Committee

Nothing to report.

4.8 Resource Allocation Committee

4.8.1 2022-2023 Proposed Parking Services Fees.

(see document BG220621-4.8.1 for more details.)

MOTION: That the proposed 2022-2023 Parking Services Fees be approved.

Chetty/Reidel

NOTED:

- A presentation on the proposed parking services fees for 2022-2023 was delivered to the Board.
- The process for approving annual fees was explained to the Board.
- It was noted that an administrative error resulted in a Parking memo on parking fees being sent to applicable employees in May prior to Board approval. The memo should have indicated that the fees were tentative, and no fees with a potential increase were collected.
- It was noted that no employees, including Administration and the President, are exempt from parking fees. There are downtown campus parking spaces available for students and employees. It was noted that student parking passes often sell out.

AGREED:

- Administration will provide the full table of market scans of other universities to the Board for future consideration.
- Parking Fees will be brought back to RAC and the Board for approval alongside Meal Plan and Residence Fees. This could take the form of an annual or multi-year approvals.

Opposed: Milne

CARRIED

4.8.2 Annual Capital Budget (2022-2023)

(see documents BG220621-4.8.2 and BG220621-4.8.2a for more details.)

NOTED:

- It was noted that there are no plans to update the Campus Master Plan at this time, as the principles outlined in 2012 for the 50-year plan still hold.
- As per Board resolution, capital projects under \$2.5M are approved by the President, with capital projects between \$1.5M-\$2.5M reported to RAC for information. Capital projects over \$2.5m are approved by the Board.

- \$14.5M is budgeted for capital spending in 2022-2023, with projects selected based on the impact they will have on the student experience, environmental sustainability, safety and regulatory, inclusiveness, and teaching, learning, research. Two projects are contingent on grant funding.
- Under the current deferred maintenance strategy, funding for academic/research deferred maintenance projects is pooled into tranches, with a financially sustainable 'pay as you go' model and no internal/external financing.
- An overview of deferred maintenance and how capital projects are funded was provided.

***4.8.3 Capital Projects Quarterly Report (Dashboard)**
(see document BG220621-4.8.3 for more details.)

The document was received for information.*

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 Tiffany Gooch, Rana Olwan, and Helga Reidel be appointed to the Search/Renewal Committee for Chancellor.

CARRIED*

MOTION: That Ms. Helga Reidel be appointed as first Vice-Chair of the Board, effective June 22, 2022, and succeed as Chair of the Board, effective November 23, 2022.

Tucker/Sonego
CARRIED

MOTION: That Ms. Carolyn Brown be appointed as second Vice-Chair of the Board, effective June 22, 2022, and succeed as first Vice-Chair of the Board, effective November 23, 2022.

Tucker/Ruthard
CARRIED

MOTION: That Beth Ann Prince be appointed to the Board of Governors, commencing June 22, 2022.

CARRIED*

MOTION: That the Board approve the following Senate appointments to the Board of Governors:

- Debbie Sheppard-LeMoine (September 1, 2022-August 31, 2025)
- Linda Rohr (July 1, 2022-August 31, 2023)

CARRIED*

MOTION: That Irene Moore Davis be appointed to the Board of Governors, to complete the remainder of the term left vacant by Bruck Easton (and currently filled by Jane Humphreys to July 31, 2022), commencing August 1, 2022.

CARRIED*

MOTION: That Rana Olwan be appointed to the Board Governance Committee, subject to the appointment of Carolyn Brown as second Vice-Chair.

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Baillargeon/Baki
CARRIED