

**Board of Governors  
Minutes of Meeting****Date:** October 18, 2022**Time:** 4:00pm-6:15pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor**Members:** Jonathan Allison (Chair), Chris Baillargeon, Veronica Beia, Carolyn Brown, John Cappucci (virtual), Brian Cowell, Shari Cunningham, Beth Daly, Megan Evans (virtual), Tiffany Gooch (virtual), Robert Gordon, Lisa Milne, Irene Moore Davis, Celso Oliveira, Alanna Olteanu, Rana Olwan, Adam Pillon, Teresa Piruzza (virtual), Beth Ann Prince, Helga Reidel, Linda Rohr, Mike Ruthard, Debbie Sheppard-LeMoine, Mario Sonogo, Bruce Tucker, Elaine Whitmore (virtual).**Regrets:** Rajen Chetty, Wanda Juricic, Susan Williams.**Administration and Guest Speakers:** Clinton Beckford, Beverley Hamilton, Gillian Heisz, Chris Houser, Kimberly Lassaline, Rachel McRae, Sukanya Pillay (virtual), Patti Weir, Vincent Yeung, 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.Cunningham/Prince  
**CARRIED****2 Minutes of the meeting of June 21, 2022***(see document BG220621M for more details.)***MOTION:** That the minutes of the meeting of June 21, 2022 be approved.Sonogo/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***(see document BG221018-4.1.1 for more information)*

NOTED:

- The Chair noted the success of the first joint Board/Senate retreat in September, which provided members of both governing bodies with a good foundation of university governance and members' roles and responsibilities.
- Board members who attended the in-person Convocation ceremonies at the new Toldo Lancer Centre were thanked. Convocation was a success and University staff were congratulated for their hard work.
- The Board congratulated Dr. Gordon for receiving a key to the City of Windsor.

#### **4.1.2 President's Report**

*(see document BG221018-4.1.2 for more details.)*

NOTED:

- The final report of the Auditor General of Ontario "Financial Management & Governance in Ontario Universities" audit is expected this fall. A progress report from the University will be due in Fall 2024.
- A Cyber Risk Mitigation strategy has been developed following the cyber incident in June. It was noted that several other institutions have had similar breaches since that time. The January 2023 Board retreat will focus on cybersecurity from a governance perspective.
- The strategic partnership between the University and WECHU is progressing, with proposed building retrofit of Residence Hall West to be brought to the Board for approval in the coming months.
- The September 30<sup>th</sup> Orange Shirt Day was impactful on campus. Indigenous leaders provided a lot of support and the University remains committed to decolonization and Indigeneity. An Indigenous Space will be created at the University property at 223 Sunset Ave.
- The Fall Convocation was a great success, with over 1500 graduates and 800 returning students took part.
- The Stellantis-LGES Joint Venture held its introductory meeting on October 4<sup>th</sup>. Up to twenty graduates will be trained at their facilities in Poland and the US and will return to Windsor to take part in a train the trainer model. It is expected that 500 engineers will be hired for the new battery plant, which will help to support the student experience. Longer term opportunities for research, curriculum planning, and SEED programming will be available.
- A Government Relations Working Group will lead discussions and provide solutions toward government strategies, to build and enhance relationships at the local, provincial, and federal levels.
- An update on the searches for Provost and Vice President, Academic, Vice President, Research Innovation and Vice President, Equity, Diversity, and Inclusion was provided.

#### **4.1.3 Strategic Items/Emerging Priorities/Risk Issues**

##### **4.1.3.1 Update on Strategic Planning**

*(see document BG221018-4.1.3.1 for more details.)*

NOTED:

- Campus and community consultations went very well, with over forty organizations in Windsor-Essex County providing their feedback on the strategic planning process. The total engagement points to date are 5,399 with 35,000 data points being captured.
- A draft plan is expected in the next few months. Both Senate and the Board will be asked to endorse the final plan.

#### **4.1.4 Questions Arising from Vice-Presidents' Reports**

*(see document BG221018-4.1.4 for more details.)*

NOTED:

- It is expected that a new University Registrar will be in place by March 2023. A full review of the Registrar's Office is being undertaken and additional investment in 2023/24 is expected.
- The Black Studies Institute was passed at the October Senate meeting and is a historic moment for the University. The infrastructure and supports are being put in place to ensure not only the successful hiring of twelve Black Scholars, but also that Black faculty and students thrive.
- The Mental Health strategy for employees is expected to be in place by April 2023.
- It was noted that a communication strategy around the great work around research and innovation would be useful.

## 4.2 Audit Committee

### 4.2.1 Audited Financial Statements for the year-ended April 30, 2022

*(see document BG221018-4.2.1 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, 2022.**

Cowell/Reidel

NOTED:

- A detailed presentation on the Audited Financial Statements was delivered.
- KPMG is prepared to issue a clean audit opinion, subject to Board approval of the audited financial statements.
- There was only one unadjusted audit difference, which is not material to the financial statements. There were no control deficiencies.
- With actuarial valuations filed July 1, 2021 showing both the pension plans in a going concern surplus position, the University's special payment contributions to the Faculty Plan were paused.
- Liabilities increased by \$58.2M due to accounts payable and accrued liabilities and employee future benefits, while the debt decreased by \$4M.
- Debt per FTE average is \$9,963, an improvement from the prior year.
- Universities, through the Council of Ontario Universities, have proposed a reporting plan to the Ministry of College and University (MCU) for continued transparency and accountability using the four pillars of: annual reports on financial health indicators, definition of triggers for action, escalation of review process, and continued sector leadership in transparency. Under discussion by COU/MCU are a minimum net income (loss) ratio of 1.5%, with 30-45 days as the minimum number of days an institution could function using restricted assets.
- Members were reminded that a Pension Stabilization fund was established to prepare for future actuarial pension valuations which will likely trigger special payments.
- The University's credit rating has remained unchanged.
- A financial literacy training session for Board members will be developed.

**CARRIED**

### \*4.2.2 External Auditor's Findings Report the year-ended April 30, 2022

*(see document BG221018-4.2.2 for more details.)*

The document was received for information.\*

### 4.2.3 Fraud Risk Management Policy and Whistleblower Safe Disclosure Policy

*(see document BG221018-4.2.3 for more details.)*

NOTED:

- It was noted that the Fraud Risk Management Policy would apply to all employees as well as contractors.
- The process will be overseen by the Senior Internal Auditor, who will receive all allegations fraud or other whistleblower reports, triage to other departments for investigation where required, and will oversee the investigation process. An education campaign will also be launched for the campus. The process is expected to go live on January 1, 2023.
- Annual fraud risk assessments reports, identifying any University vulnerabilities relating to fraudulent activity and outlining mitigation strategies, will be provided to the Audit Committee.
- Grant Thornton is a well-known third-party provider for the safe disclosure hotline, used by several universities for their whistleblower polices and process. They provide a secure mechanism for making confidential and anonymous disclosures.
- There have been no significant fraud cases over the last five years. All fraud is reported to the Audit Committee.

**MOTION: That the Fraud Risk Management Policy be approved.**

Cowell/Sonego  
**CARRIED**

**MOTION: That the Whistleblower Safe Disclosure Policy be approved.**

Cowell/Evans  
**CARRIED**

#### **4.3 Executive Committee**

Nothing to report.

#### **4.4 Governance Committee**

##### **4.4.1 Board Statement on Equity, Diversity, and Inclusion**

*(see document BG221018-4.4.1 for more details.)*

**MOTION: That the *Board Statement on Equity, Diversity, and Inclusion* be approved.**

Tucker/Brown

NOTED:

- This statement, which was developed in consultation with the VP, Equity, Diversity, and Inclusion, confirms and reinforces the Board's commitment to EDI through aspirational statements and actionable items, to which the Board will be held accountable.

**CARRIED**

##### **4.4.2 Board Statement on Indigeneity and Decolonization**

*(see document BG221018-4.4.2 for more details.)*

**MOTION: That the *Board Statement on Indigeneity and Decolonization* be approved.**

Tucker/Baillargeon

NOTED:

- This statement, which was developed in consultation with the Senior Advisor to the President on Indigenous Relations and Outreach, confirms and reinforces the Board's commitment to Indigeneity and Decolonization through aspirational statements and actions, to which the Board will be held accountable.

**CARRIED**

##### **\*4.4.3 Revisions to Board Bylaw 1 and List of Signing Authorities**

*(see document BG221018-4.4.3 for more details.)*

**MOTION: That the proposed revisions to the Board Bylaw 1 and the proposed revisions to the list of signing authorities be approved.**

**CARRIED\***

##### **4.4.4 Student Code of Conduct – Revisions**

*(see document BG221018-4.4.4 for more details.)*

**MOTION: That the proposed revisions to the Student Code of Conduct be approved.**

Tucker/Cunningham

NOTED:

- The revisions help to clear up ambiguity regarding student conduct related to virtual classrooms and off campus conduct.

**CARRIED**

#### **4.5 Human Resources Committee**

##### **4.5.1 Report on Faculty and Staff Hiring Trends and Employment Equity Data Comparisons with Other Universities**

*(see document BG221018-4.5.1 for more details.)*

NOTED:

- The numbers are in line with other comparator universities, but the campus is still behind in some demographics. There is an increase in diversity in the faculty members, but there are gaps amongst staff members. The University is making good strides in diversifying the Board and senior leadership positions as per the federal 50/30 challenge.
- It was noted that the visible minorities category does not provide the full story on the campus community, as it pulls together several groups. The Office of the VP, EDI is looking into how to disaggregate the data to determine where there may be under-represented groups.

##### **4.5.2 Electronic Monitoring Transparency Policy**

*(see document BG221018-4.5.2 for more details.)*

NOTED:

- The provincial government requires an electronic monitoring policy for all organizations with twenty-five employees or more. It is to denote how and for what purpose employees are electronically monitored or may be monitored.
- This provincial requirement does not give employees any new rights.
- It was noted that there is a distinction between passive and active monitoring. The University does not actively monitor employees. The only exception would be if there is a lawful requirement to do so.

#### **4.6 Investment Committee**

##### **4.6.1 Investment Update Report**

*(see document BG221018-4.6.1 for more details.)*

NOTED:

- The Committee was encouraged to look at a consolidated structure for all employees' and/or faculty pension plans. Several universities have joined the University Pension Plan group, which may be a path to be explored.
- The Committee will be interviewing investment managers at its November meeting and closely reviewing investment products in light of market conditions.

#### **4.7 Pension Committee**

Nothing to report.

#### **4.8 Resource Allocation Committee**

##### **\*4.8.1 Capital Projects Quarterly Report (Dashboard)**

*(see document BG221018-4.8.1 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 the Board approve the renewal of the appointment of Dr. Mary Jo Haddad as Chancellor of the University of Windsor for a period not to exceed four years.**

Cunningham/Olteanu  
**CARRIED**

**MOTION: That Ms. Megan Evans be appointed as second Vice-Chair of the Board, effective November 23, 2022.**

Tucker/Whitmore  
**CARRIED**

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

Bruce Tucker (for a 3<sup>rd</sup> term)  
Carolyn Brown (for a 2<sup>nd</sup> term)  
Brian Cowell (for a 2<sup>nd</sup> term)  
Tom Porter (for a 2<sup>nd</sup> term)

**CARRIED\***

**MOTION: That Shari Cunningham be appointed to the Human Resources Committee (to April 31, 2026).**

**CARRIED\***

**MOTION: That Jonathan Allison be appointed as an External Member of the Investment Committee.**

**CARRIED\***

**6 Adjournment**

**MOTION: That the meeting be adjourned.**

Baillargeon/Olteanu  
**CARRIED**