

**Board of Governors
Minutes of Meeting****Date:** November 22, 2022**Time:** 3:59pm-5:57pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor

Members: Jonathan Allison (Chair), Chris Baillargeon (virtual), Carolyn Brown, John Cappucci (virtual), Rajen Chetty, Brian Cowell, Shari Cunningham, Beth Daly (virtual), Megan Evans, Tiffany Gooch (virtual), Robert Gordon, Wanda Juricic, Lisa Milne, Irene Moore Davis, Celso Oliveira (virtual), Teresa Piruzza, Beth Ann Prince, Helga Reidel, Linda Rohr, Mike Ruthard, Debbie Sheppard-LeMoine, Mario Sonego, Elaine Whitmore (virtual), Susan Williams (virtual).

Regrets: Veronica Beia, Alanna Olteanu, Rana Olwan, Bruce Tucker.

Administration and Guest Speakers: Clinton Beckford, Beverley Hamilton, Gillian Heisz (virtual), Chris Houser, Kaye Johnson (virtual), Ryan Kenney, Andrew Kuntz, Rachel McRae, Rachelle Prince (virtual), Charlie Simpkins, Patti Weir, Vincent Yeung; 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.

Prince/Cunningham
CARRIED

2 Minutes of the meeting of October 18, 2022

(see document BG221018M for more details.)

MOTION: That the minutes of the meeting of October 18, 2022 be approved.

Sonego/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:

- The Chair thanked members for their time, dedication, and support throughout his term.

4.1.2 President's Report

(see document BG221122-4.1.2 for more details.)

NOTED:

- On behalf of the Board, the President thanked the Chair for his strong and effective leadership during his two-year term.

- The Chief Legal Officer appointment will be announced shortly. A decision on the Vice President, Research and Innovation, and the Provost is expected by early Winter. The search process for the Vice-President, Equity, Diversity, and Inclusion will begin shortly.
- The Windsor International Film Festival event featuring the movie “Indian Horse” also featured a panel discussion on the recent visit by the Lancer Men’s hockey team to the Kamloops Residential school site and the important journey for decolonization.

4.1.3 Strategic Items/Emerging Priorities/Risk Issues

4.1.3.1 Update on Strategic Planning

(see document BG221122-4.1.3.1 for more details.)

NOTED:

- Strategic directions, underpinned by tactical needs (or foundational commitments), and emerging opportunities will be outlined in the new Strategic Plan.
- The final plan will provide the foundation for a new Strategic Research Plan and a Strategic Academic Plan. A commitment to Indigeneity and EDI will also be highlighted.
- A full Strategic Plan framework document, which will include a summary of the consultations and the major elements of the plan, will be shared with the campus community in December for feedback. The final draft should be available for Board and Senate review and endorsement in Winter 2023.

4.1.4 Questions Arising from Vice-Presidents’ Reports

(see document BG221122-4.1.4 for more details.)

NOTED:

- It was noted that the Employee Mental Health Strategy Steering Committee will consult and seek feedback from all campus unions.
- It was also noted that the WECHU move to Residence Hall West will not impact staff levels. Other than some office moves, jobs will not be affected.
- The undergraduate student enrolment is down from budgeted enrolments. It was noted that more recruitment planning is underway to improve domestic enrolment particularly from the GTHA, as well as an early leavers study to mitigate attrition and identify retention strategies.

4.2 Audit Committee

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

(see document BG221122-4.2.1 for more details.)

MOTION 1: That the Audited Financial Statements of the University of Windsor Retirement Plan for Faculty and Certain Employees for the year-ended June 30, 2022 be approved.

CARRIED*

MOTION 2: That the Audited Financial Statements of the University of Windsor Employees’ Retirement Plan for the year-ended June 30, 2022 be approved.

CARRIED*

4.2.2 Enterprise Risk Management – Top Risk Refresh 2022

(see documents BG221122-4.2.2 and BG221122-4.2.2a for more details.)

MOTION: That the Board of Governors approve the revised Enterprise Risk Management top ten enterprise risks.

Cowell/Chetty

NOTED:

- The current top ten enterprise risks were reviewed. Where former risks fell out of the top 10, this was associated with strong leadership and effective action items, though they will continue to be monitored.
- The Executive Leadership Team will assign Risk Champions, who will develop mitigating actions and timelines for those newly identified top ten risks noted for Fall 2022, with progress reports on the action plans going to the Executive Leadership Team and the Board Audit Committee.

CARRIED

***4.2.3 Enterprise Risk Management (ERM) Dashboard – Fall 2022 Update**
(see document BG221122-4.2.3 for more details.)

The document was received for information.*

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

***4.4.1 Vice-President, Equity, Diversity, and Inclusion – Bylaw Revisions**
(see document BG221122-4.4.1 for more details.)

MOTION: That proposed revisions to Vice-President, Equity, Diversity, and Inclusion Bylaw be approved.

CARRIED*

***4.4.2 Board Bylaw Revision**
(see document BG221122-4.4.2 for more details.)

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

CARRIED*

4.5 Human Resources Committee

Nothing to report.

4.6 Investment Committee

***4.6.1 Report of the Board Investment Committee**
(see document BG221122-4.6.1 for more details.)

The document was received for information.*

4.7 Pension Committee

***4.7.1 University of Windsor Employees' Retirement Plan – Proposed Text Amendments (Phase 1)**
(see document BG221122-4.7.1 for more details.)

MOTION: That the Board of Governors approve the amendments to the University of Windsor Employees' Retirement Pension Plan as presented in the *University of Windsor Employees' Retirement Plan – Proposed Amendments 2022* document, effective November 22, 2022.

CARRIED*

***4.7.2 University of Windsor Employees' Retirement Plan – Early Retirement Amendments**

(see document BG221122-4.7.2 for more details.)

MOTION: That the Board of Governors approve the Plan amendments attached as Schedule “A”;

and

That the administration of the University take the steps necessary to give effect to the resolution of the Board of Governors to amend the Plan, including to execute and deliver all necessary documents, and to make any required modifications to the Plan text that are requested by either the Financial Services Regulatory Authority of Ontario or the Canada Revenue Agency in order to secure the continued registration of the Plan in compliance with the Pension Benefits Act (Ontario) and the Income Tax Act (Canada).

CARRIED*

4.8 Resource Allocation Committee

4.8.1 2022-2023 Operating Budget Mid-Year Review

(see documents BG221122-4.8.1 and BG221122-4.8.1a for more details.)

NOTED:

- The mid-year budget review challenges are due to capital markets, student retention challenges, and unexpected costs such as cybersecurity costs. Funds are available to balance the budget despite tuition results and market costs.
- Tuition revenue is down \$4.5M (or -1.9%) against budget, primarily due to issues around undergraduate student retention and international undergraduate student recruitment. It is expected that international student enrolment will go up as VISA issues are resolved, and plans to diversify recruitment in this area are ongoing.
- A recommended balancing plan of \$9.15M was provided. This includes using the funds in the enrolment contingency reserve, adjusting the extraordinary enrolment offset to reflect forecast results, and requiring Faculties that missed their budgets to contribute 15% (one-time) of their variance amount.
- Nursing has received new grant funding from the Ministry of \$1.5M per year over a three-year period. Talks with the Dean are underway on how to best deploy the funding.
- Ongoing assessments of faculty and staff vacancies are taking place.

4.8.2 2022-2023 Ancillary Services Budget Mid-Year Review and Transformation Update

(see document BG221122-4.8.2 for more details.)

NOTED:

- A presentation on the mid-year budget review of Ancillary Services and on the progress with transformation plans was provided.
- Fall 2022 residence occupancy is at 95% capacity. Work continues to fill remaining beds in Winter 2023. Work is also underway for future occupancy plans, including a decision on potential closure of a current residence due to the construction of new residence.
- The Bookstore is under a new provider (Follett) as of July 2022. A six-month contract review will be held in January.
- Food Services is looking at dining options for the residence halls, with the new dining hall to open in September 2024. Procurement for a new campus Food Services provider has concluded, with Sodexo (global provider) selected. The existing services will be approximately mirrored, with other changes to service levels and locations to be expected by September 2023. Work with the unions, management, and HR are being finalized.
- A parking optimization study will be held, and alternative locations for additional downtown parking are still being considered.

4.8.3 Fall 2022 Enrolment Report

(see document BG221122-4.8.3 for more details.)

NOTED:

- Overall, full-time enrolment has grown over Fall 2021 by 450 (+2.9%); however, it fell short of budget by 474 students (-3%);
- Full-time graduate enrolment grew by 832 students over last year but fell short of budget by 201.
- 69% of the students on campus in Fall 2022 are domestic. Domestic undergraduate enrolments have declined over the last five years, driving much of this change. There is a need to focus on improvement in this area.
- The development of a new comprehensive Strategic Enrolment Management Plan for 2023-2028 is underway and will align with the new University Strategic Plan and the overall budget.
- Plans are also underway to address higher than usual undergraduate attrition rates and improve student retention, including following up with students who have not returned to complete their studies.
- More in-person recruitment events, such as Open Houses, international recruitment events, and high school outreach, are being held.
- Hiring a new GTHA and Transfer Enrolment Advisor will help to prioritize support and relationship building among high school, transfer, and mature learners residing in the GTHA.
- There is a strong growth in International Masters/PhD students (+28% over Fall 2021) as the COVID backlog of students are moving through their program. India continues to be a primary source country despite application prioritization and diversification efforts.
- A Graduate Recruitment Strategy will be developed to diversify the international markets, look at partnership agreements, and develop more high-quality graduate programs.

4.8.4 2023-2024 Operating Budget Assumptions

(see document BG221122-4.8.4 for more details.)

NOTED:

- In support of the ABB Model, Faculties will begin developing their Faculty Financial Sustainability Plans (FFSP) shortly after the completion of the 'Aspire' Strategic Planning process to determine Faculty-specific revenue growth and cost mitigation strategies. This process is expected to take a number of years to complete.
- A Service Level Agreement (SLA) Steering Committee has been established, with a target completion of SLAs for all Service Departments by March 2024.
- A Model Governance Committee continues to evaluate and monitor ABB model design/levers.
- The government grant is comprised of a core operating grant (45%) and a performance-based grant (55%). SMA3 performance-based metrics will be applied for the first time in 2023/24 and so a reserve will be established in the budget to address potential losses.
- There is a possible risk of falling outside the enrolment corridor in 2023/24, which would affect 45% of the provincial operating grant.
- Talks with the Ministry on a 2023/24 tuition fee framework are ongoing. Universities are encouraging a 5% increase due to pressures being faced by institutions due to years of tuition freezes and the 10% tuition cut. Planning will include 0% and 3% tuition fee scenarios. An assessment of international student tuitions fees is also underway.
- The Fall 2023 enrolment planning process has begun.
- Both the Enrolment Contingency Reserve and Extraordinary Enrolment Offset Reserve will be retained for 2023/24 and will be re-assessed in the coming year.
- Negotiations with CUPE 1393 and CUPE 4580 are ongoing. All other collective agreements, as well as pension contributions are known.
- Other operating expenditure considerations were noted, including staffing conversion (8-12 month sessional lecturer positions), inflationary, and cybersecurity investments.

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 Mike Horrobin be appointed as an external non-Board member to the Audit Committee and the Investment Committee effective immediately to April 30, 2025.

CARRIED*

MOTION: That Jasmeet Singh Marwah be appointed as an external non-Board member to the Investment Committee effective immediately to April 30, 2025.

CARRIED*

MOTION: That Brad Eizenga be appointed as an external non-Board member to the Investment Committee effective immediately to April 30, 2025.

CARRIED*

MOTION: That Irene Moore Davis be appointed to the Human Resources Committee (to April 30, 2025).

CARRIED*

MOTION: That Mike Ruthard be appointed as member and vice-chair of the Investment Committee.

CARRIED*

MOTION: That Hussein Samhat be appointed to the Board Resource Allocation Committee to April 30, 2025.

CARRIED*

MOTION: That Veronica Beia be appointed to the Governance Committee Advisory Group on the Naming of University Assets.

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Reidel/Milne
CARRIED