

**Board of Governors
Minutes of Meeting****Date:** April 25, 2023**Time:** 4:01pm-6:31pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor**Members:** Jonathan Allison, Chris Baillargeon Carolyn Brown, John Cappucci, Brian Cowell, Shari Cunningham, Megan Evans (virtual), Tiffany Gooch, Robert Gordon, Wanda Juricic (virtual), Lisa Milne, Irene Moore Davis, Celso Oliveira, Alanna Olteanu, Tom Porter, Beth Ann Prince, Helga Reidel (Chair), Debbie Sheppard-LeMoine, Linda Rohr, Mike Ruthard, Mario Sonego, Bruce Tucker, Lionel Walsh, Elaine Whitmore (virtual), Susan Williams.**Regrets:** Veronica Beia, Rajen Chetty, Beth Daly, Rana Olwan, Teresa Piruzza, Andrew Ward.**Administration and Guest Speakers:** Clinton Beckford, Krista Devine (virtual), Jody Fraser, Beverley Hamilton, Gillian Heisz, Dusty Johnstone (4.1.2.1), Kaye Johnson (virtual), Ryan Kenney, Andrew Kuntz, Rachelle Prince (virtual), Patti Weir, Vincent Yeung; Yvonne Arnowitz (Board Governance Officer), Renée Wintermute (University Secretary).*Declaration of conflict of interest: Lisa Milne noted that there may be a perceived conflict relating to 4.8.2 in that she works in the Law building. It was agreed that this was not a conflict.***1 Approval of the Agenda****MOTION:** That the Agenda be approved.Prince/Gooch
CARRIED**2 Minutes of the meetings of February 28, 2023 and March 28, 2023.***(see document BG230228M and BG230328M for more details.)***MOTION:** That the minutes of the meetings of February 28, 2023 and March 28, 2023 be approved.Baillargeon/Williams
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:

- Board and Board Committee members who were unable to attend the Financial Literacy training at the March retreat will be invited to attend a repeat session.
- Several Board members recently attended the two-day workshop: Beyond Diversity by Courageous Conversation Global Foundation in April.
- Convocation will be held from May 30-June 2, 2023, in the Toldo Lancer Centre. Board members are encouraged to take part in the various sessions.
- Ms. Olteanu was thanked for her work on the Board of Governors.

4.1.2 President's Report

(see document BG230425-4.1.2 for more details.)

NOTED:

- This year's United Way campus campaign raised \$126,602.91 over a four day period.
- The Chancellor's Leadership Series welcomed the Honourable John Manley at a public discussion on March 23rd. A YouTube recording of the event is available.
- Honorary degrees will be awarded to Danielle Campo McLeod, Joseph John Comartin, Cheryl D. L. Perera, and Myrna Kicknosway) at the Spring Convocation.
- The inaugural Equity, Diversity and Inclusion Awards were recently held to recognize outstanding contributions to help advance equity and justice on campus and in the community.
- The University recently launched the "Hire UWindsor Initiative", connecting UWindsor graduates and with employers in order to find meaningful career opportunities.
- Led by Elder Myrna Kicknosway and supported by Dr. Beverly Jacobs, two Indigenous Land Blessing Ceremonies were held on April 10th at the future home of Turtle Island House at 223 Sunset Ave. and at the building site of the new student residence.
- Board and campus community members are encouraged to attend the second annual Alumni & Student Pow Wow from May 11-13 at the Toldo Lancer Centre, jointly offered with St. Clair College.
- The provincial government has created a Blue Ribbon Panel of experts to provide recommendations for keeping the PSE sector financially stable and focused on providing the best student experience possible. The panel will also provide recommendations to MCU on a long-term tuition-fee policy that considers access to, and quality of the learning experience. UWindsor will be providing individual and collective feedback.
- Next steps for the Aspire Strategic Plan include data strategy information gathering and preliminary planning.

4.1.2.1 Annual Report on Sexual Misconduct Policy (2022-2023)

(see document BG230425-4.1.2.1 for more details.)

NOTED:

- In response to a questions raised, it was noted that many people may disclose or report sexual misconduct in order to seek support but choose not to formally file a complaint.

4.1.3 Questions Arising from Vice-Presidents' Reports

(see document BG230425-4.1.3 for more details.)

NOTED:

- In response to a suggestion that there should be more publicity highlighting positive news stories such as the Equity, Diversity and Inclusion Awards, the Co-op Employer of the Year, and Rising Star Student Awards, it was noted that a strategy for greater promotion is already underway.
- It was noted that, following a failed search, the search for the Dean of the Odette School of Business will resume in one year's time, due to the competitiveness in the market. An acting appointment will be in place for up to two years, as per Bylaw 10.
- It was noted that the NSERC Discovery Grant results are lower than expected, as many faculty members are not taking part in the internal review process. The new VP, Research & Innovation will outline clearer metrics in order to achieve a higher success for participating faculty members.
- Members were pleased to note that the University has received an increase in its credit rating.

4.2 Audit Committee

*4.2.1 Whistleblower Safe Disclosure Policy – Minor Revisions

(see document BG230425-4.2.1 for more details.)

MOTION: That the Board approve the proposed revisions to the Whistleblower Safe Disclosure Policy.

CARRIED*

*4.2.2 Fraud Risk Management Policy and Procedure – Minor Revisions

(see document BG230425-4.2.2 for more details.)

MOTION: That the Board approve the proposed revisions to the Fraud Risk Management Policy and Procedures.

CARRIED*

*4.2.3 Internal Audit Plan for 2023-2024

(see document BG230425-4.2.3 for more details.)

The document was received for information.*

4.2.4 Internally Restricted Endowments for Debt Repayment: Proposed Financial Reporting Change

(see documents BG230425-4.2.4 and BG230425-4.2.4a for more details.)

MOTION: That the three (3) Board of Governors restricted sinking funds be established for the sole purpose of repayment of the principal of Series A, B and C debentures, and that the market value of the endowments established for the repayment of the debentures be transferred as of April 30, 2023.

Cowell/Cunningham

NOTED:

- The proposal more appropriately classifies endowments held for debt repayment as internally restricted net assets, which means that they will appear on the financial statements as savings for debt repayment. The reclassification also will mitigate future possible negative impacts on financial metrics as well as concerns due to material changes in the endowment when funds are withdrawn upon maturity of the debentures.
- The proposal provides greater transparency in terms of the University's financial sustainability and its long-term debt repayment strategy, and aligns with MCU's Financial Accountability Framework and peer institutions' financial statement reporting.

CARRIED

*4.2.5 Enterprise Risk Management Dashboard and Update

(see document BG230425-4.2.5 for more details.)

The document was received for information.*

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

4.4.1 Board and Board Committee Competencies and Board Member Attributes

(see documents BG230425-4.4.1a and BG230425-4.4.1b for more details.)

MOTION: That the proposed revisions to the Board of Governors Competencies and Board Member Attributes and the proposed Board and Board Committee Skills Matrix/Competencies & Rating Definitions be approved.*

**If approved, the relevant sections of the Policy and Process for Filing External Board Member Positions will be revised accordingly.*

Tucker/Baillargeon

NOTED:

- The proposal identifies 10 core competencies for the Board comprising of the five competencies outlined by the AGO, as well as governance; human resources; legal and regulatory; real estate, facilities management, and environmental sustainability; and strategic planning.
- Board and Board Committee members will be asked to rate their levels of experience, which will be charted and evaluated by the Board Governance Committee.
- A cost/benefit analysis of opening the University Act and reducing the size of the Board will be conducted with a report back to the Board in due course.
- Future training opportunities for the Board will be assessed based on the final competencies' report. It was noted that members' competency ratings will not remain static, as members develop and enhance their skills.

FRIENDLY AMENDMENT: That "Accounting" be added as a competency that should be present on the Board Investment Committee and the Board Resource Allocation Committee, but could be covered by appropriate support from management in 4.4.1b.

CARRIED, as amended

*4.4.2 Board Bylaw 1 - Revisions

(see document BG230425-4.4.2 for more details.)

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

CARRIED*

*4.4.3 Code of Conduct and Conflict of Interest - Revisions

(see document BG230425-4.4.3 for more details.)

MOTION: That the proposed revisions to the Code of Conduct and Conflict of Interest Policy be approved.

CARRIED*

4.5 Human Resources Committee

Nothing to report.

4.6 Investment Committee

Nothing to report.

4.7 Pension Committee

Nothing to report.

4.8 Resource Allocation Committee

4.8.1 2023-2024 Proposed Operating Budget

4.8.1a Tuition and Compulsory Ancillary Fees

(see document BG220419-4.8.1a for more details.)

MOTION: That the proposed 2023-2024 Tuition and Compulsory Ancillary Fees be approved.

Tucker/Walsh

NOTED:

- A thorough presentation on the proposed tuition and compulsory ancillary fees for 2023-2024 was provided.
- Domestic tuition remains frozen, but the Ministry has allowed out of province tuition increases of up to 5%, which has been included in the proposal. The MCU is allowing applications for tuition increases for programs that have tuition rates 15%+ lower than the average. Applications from UWindsor for the tuition anomalies have not yet been approved.
- To remain competitive, there is no proposed increase in tuition for international research-based graduate students. Attracting Master and PhD international students is critical to research growth.
- International tuition rate increases are consistent with the International Student Tuition Guarantee, are based on recommendations from the Tuition and Financial Aid Steering Committee, and have been reviewed with all Faculty Deans and student leaders.
- The US Neighbour Rate increase of 10% now includes Master of Business Administration and Master of Business Administration for Managers and Professionals.
- Under this proposal, only 12% of UWindsor students will be impacted by a rate change. Domestic tuition rates in 2023/24 are lower than they were in 2016/17.
- There has been lobbying by all Ontario universities, through COU, with MCU in order to see an increase in domestic tuition. The applications for anomalies funding, if approved by the Ministry, could help certain programs get to the median in 3-4 years.
- It was noted that the University remains on par with its peer group (Brock and Laurier), and that all tuition fees from Ontario universities are reviewed during the fees review and with the Resource Allocation Committee.

CARRIED

4.8.1b Operating Budget

(see document BG220419-4.8.1b for more details.)

MOTION: That the proposed 2023-2024 Operating Budget be approved.

Baillargeon/Allison

NOTED:

- A balanced budget is projected but requires an “across-the-board” base realignment of 1% of Salary & Benefits budget (or \$2.4M), due to enrolment projected to increase by 0.3% resulting in an increase of 2.8% in revenue compared to a 3.6% increase in operating expenditures. This is a two-year realignment strategy, requiring an additional 1% ATB cut in 2024-2025.
- The Extraordinary Enrolment Offset is maintained for the 2023/24 year at \$5.5M as the enrolment bubble created by deferred enrolments at the onset of the pandemic levels off. It is expected to be completed by 2024/25. Funds in this reserve are invested directly into priority projects supporting the international student experience.
- The Enrolment Contingency Reserve is maintained for the 4th year. Strategic investment and reserve funds are designed to support the new Aspire Strategic Plan, institutional

priorities, and mitigate institutional risk.

- In March 2023, the MCU announced the activation of performance-based funding (SMA3) at a system-wide proportion of 10% following a three-year delay as a result of the sector-wide challenges related to COVID-19.
- Expenditures were reviewed, including salary increases and benefit improvements resulting from bargaining, increases due to inflation, investments in cybersecurity, additional scholarship support for international research-based masters students, continuance of the pension stabilization reserve, and establishment of strategic priority funds to support priority areas within the Aspire Strategic Plan.
- It was noted that the 2024/25 Operating Budget will be more difficult for the institution.
- It was noted that current benefit costs are due to the increased use of benefits from faculty and staff post-COVID, rather than costs from Green Shield. An increase of up to 10% is expected by next year.
- The budget model is a tool to report where Faculties stand from a revenue/ expenditures perspective, and to help them think strategically and creatively about how they might redefine themselves and their programs and plan accordingly.
- Members were reminded that some Faculties will always be in a deficit position. Under the budget model, each Faculty negotiates 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.
- The University will continue to meet the challenges from new students with different learning expectations and mental health needs.
- A better understanding of attrition rates and greater focus on student retention initiatives need to be part of Faculty plans.
- The institution will focus on workforce planning, embrace technology, and allocate for programs to be HR centric. A support network for Deans will also be developed.

CARRIED

4.8.2 Transforming Windsor Law (TWL) Project - Update

(see documents BG230425-4.8.2 and BG230425-4.8.2a for more details.)

MOTION: That the Board of Governors increase the total project cost of the Transforming Windsor Law (TWL) project by \$3.0M, for total project cost of \$38.0M.

Sonego/Oliveira

NOTED:

- At the November 24, 2020 Board meeting, a budget of \$35M was approved for the Transforming Windsor Law (TWL) project. As a result of some unexpected challenges, including unforeseen building conditions encountered during the project; required and user-directed changes to construction scope (to accommodate teaching and learning in a post COVID-19 environment); pricing and inflationary pressures; and materials and labour shortages, the project is over budget.
- The planned substantial completion date is June 30, 2023.
- Funding for the increase, includes an increase in the fundraising goal, increased undergraduate enrolment into the JD program, a contribution from Law’s reserve funds, and transferring unused debenture funds which were ear-marked for other capital projects to the TWL project. There will be no additional draw from the debentures.
- Risks associated with this proposal are relatively low, with the risk to reputation being slightly higher due to the commentary in the AGO audit. Administration will act on lessons learned for future projects, including setting more aggressive fundraising targets for future projects as appropriate.

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 Ferruccio Da Sacco be appointed to the Board of Governors, commencing May 20, 2023 to May 19, 2026.

CARRIED*

MOTION: That the following Board members be reappointed for a three-year term:
Helga Reidel (third term)
John Cappucci (second term)

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Cowell/Gordon
CARRIED