

**Board of Governors
Minutes of Meeting****Date:** June 27, 2023**Time:** 4:00pm-5:04pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor**Members:** Jonathan Allison, Chris Baillargeon, Carolyn Brown, John Cappucci (virtual), Brian Cowell, Shari Cunningham, Ferruccio Da Sacco, Beth Daly (virtual), Megan Evans (virtual), Tiffany Gooch (virtual), Robert Gordon, Ghallia Hashem, Eric Joshi (virtual), Irene Moore Davis, Celso Oliveira, Teresa Piruzza (virtual), Tom Porter, Beth Ann Prince, Helga Reidel (Chair), Linda Rohr, Mike Ruthard (virtual), Mario Sonego, Bruce Tucker, Andrew Ward (virtual), Elaine Whitmore (virtual), Susan Williams.**Regrets:** Wanda Juricic, Rana Olwan, Debbie Sheppard-LeMoine, Lionel Walsh.**Administration and Guest Speakers:** Clinton Beckford, Beverley Hamilton, Gillian Heisz, Chris Houser, Shetina Jones, Ryan Kenney, Rachelle Prince (virtual), Patti Weir, Vincent Yeung; Yvonne Arnowitz (Board Governance Officer), Renée Wintermute (University Secretary).

Declaration of conflict of interest and reminder of confidentiality: none reported.

A moment of silence in honour of faculty, staff, and students who passed away over the past year was observed.

1 Approval of the Agenda**MOTION: That the Agenda be approved.**Prince/Porter
CARRIED**2 Minutes of the meeting of May 23, 2023***(see document BG230523M for more details.)***MOTION: That the minutes of the meeting of May 23, 2023 be approved.**Tucker/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:

- Spring Convocation ceremonies went very well and were well attended.
- A performance review survey for the President will be sent to all Board members following this meeting. Members were reminded that evaluating the performance of the President is one of the most critical responsibilities of board members. The results will be discussed at the October Board meeting.

4.1.2 President's Report

(see document BG230627-4.1.2 for more details.)

NOTED:

- Sincere thanks were extended to Dr. Weir and Dr. Houser for their leadership as Acting Provost and Vice President, Academic and Acting Vice President, Research and Innovation, respectively.
- The new Student Residence ground-breaking was held on June 19, 2023.
- A MOU was signed with Can-Am Indian Friendship Centre on June 21, 2023, which will see UWindsor and CAIFC working together to advance Truth and Reconciliation, learning, respectful knowledge creation, and the well-being of local First Nations and campus communities.
- The first annual regional Mayors and CAO Forum will help to build on partnerships and networks to find solutions to issues, and support talent development and student experience.
- Spring Convocation included 11 sessions celebrating more than 5,000 graduates.
- The "Telus Atrium" naming in the Engineering building was in recognition of a \$5M gift, and builds on the UWindsor-Telus partnership of the 5G connected campus and commercial lab.
- As a result of numerous leadership changes, a day long Executive Leadership Team (ELT) retreat was held on June 15, 2023, in order to provide on-boarding, as well as discuss goal setting, Aspire alignment, Senior Leadership Team Professional Development and the overall Role of ELT.
- UWindsor performed among the Top 44% universities in the (QS) World University Rankings.

4.1.3 Questions Arising from Vice-Presidents' Reports

(see document BG230627-4.1.3 for more details.)

NOTED:

- It was noted that the Black Scholars Hiring of 14 positions are either in progress or in the final stage.

4.2 Audit Committee

Nothing to report.

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

*4.4.1 Gift Acceptance Policy – Revisions

(see document BG230627-4.4.1 for more details.)

MOTION: That the proposed revisions to Gift Acceptance Policy be approved.

CARRIED*

*4.4.2 Board Governance Workplan 2022-2023 – Update

(see document BG230627-4.4.1 for more details.)

The document was received for information.*

4.5 Human Resources Committee

*4.5.1 Policy on Sexual Misconduct – Revisions

(see document BG230627-4.5.1 for more details.)

MOTION: That the proposed revisions to Policy on Sexual Misconduct be approved.

CARRIED*

4.6 Investment Committee

Nothing to report.

4.7 Pension Committee

Nothing to report.

4.8 Resource Allocation Committee

4.8.1 2023-2024 Capital Budget

(see documents BG230627-4.8.1 and BG230627-4.8.1a for more details.)

NOTED:

- \$12.72M is budgeted for capital spending in 2023-2024, with projects selected based on the impact they will have on the student experience, teaching and learning, research, environmental sustainability, safety and regulatory, and inclusiveness. One planned project is contingent on grant funding.
- The major projects in 2023-2024 already approved by the Board include the Residence West Transformation, along with the upgrade of stadium lighting and campus signage.
- An overview of the deferred maintenance strategy, and how capital projects are prioritized and funded, was provided.
- Funding for deferred maintenance projects is pooled into tranches, with a financially sustainable 'pay as you go' model and no internal/external financing in the current tranche. A new tranche is a planned \$30M strategy expected to span five fiscal years, dependent upon MCU support through the Facility Renewal Projects (FRP) Fund. The provincial fund has seen a \$300k government cut across the province.

4.8.2 2023-2024 Cash Flow Report

(see document BG230627-4.8.2 for more details.)

NOTED:

- The University is in a good, stable position.

*4.8.3 Capital Projects Quarterly Report (Dashboard)

(see document BG230627-4.8.3 for more details.)

The document was received for information.*

4.8.4 Capital Debt Policy

(see documents BG230627-4.8.4 and BG230627-4.8.4a for more details.)

MOTION: That the Board of Governors approve the proposed Capital Debt Policy.

Baillargeon/Porter

NOTED:

- This policy formalizes existing practices to ensure that the University has a robust debt management and monitoring review process, and incorporates approved thresholds for the review and approval of major projects.
- This policy also formalizes financial health indicators for MCU targets.
- Targets will be addressed annually and through appropriate reporting scorecards. They were not included in the policy, as any change would require a change to the policy.

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 Dr. Fazle Baki's Senate appointment to the Board (September 1, 2023 – August 31, 2026) be approved.

CARRIED*

MOTION: That Beth Ann Prince be appointed to the Board Governance Committee (to April 30, 2025).

CARRIED*

MOTION: That Mike Ruthard be appointed as Chair of the Board Investment Committee (effective January 1, 2024).

CARRIED*

MOTION: That Jonathan Allison be appointed as an external non-Board member to the Board Investment Committee effective January 1, 2024 to April 30, 2026.

CARRIED*

MOTION: That Husam Morra be appointed to the Board Resource Allocation Committee to April 30, 2026.

CARRIED*

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

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Cowell/Baillargeon
CARRIED