

**Board of Governors
Minutes of Meeting****Date:** October 18, 2023**Time:** 4:05pm-6:25pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor**Members:** Jonathan Allison, Fazle Baki, Carolyn Brown, Brian Cowell, Shari Cunningham, Ferruccio Da Sacco, Megan Evans (virtual), Tiffany Gooch (virtual), Robert Gordon, Ghallia Hashem, Eric Joshi, Celso Oliveira (virtual), Teresa Piruzza, Beth Ann Prince (virtual), Helga Reidel (Chair), Jennifer Rooke, Mike Ruthard, Debbie Sheppard-LeMoine, Mario Sonogo, Bruce Tucker, Lionel Walsh, Andrew Ward, Elaine Whitmore (virtual), Susan Williams.**Regrets:** Chris Baillargeon, John Cappucci, Beth Daly, Irene Moore Davis, Rana Olwan, Tom Porter.**Administration and Guest Speakers:** Robert Aguirre, Clinton Beckford, Ray Darling, Krista Devine, Jody Fraser, Marian Gayed, Beverley Hamilton, Gillian Heisz, Kaye Johnson (virtual), Shanthi Johnson, Ryan Kenney, Erika Kustra, Rachel McRae, Charlie Simpkins, Vincent Yeung; Yvonne Arnowitz (Board Governance Officer) (virtual), Renée Wintermute (University Secretary).

*Declaration of conflict of interest and reminder of confidentiality: none reported.***1 Approval of the Agenda****MOTION:** That the Agenda be approved.Walsh/Ward
CARRIED**2 Minutes of the meeting of June 27, 2023***(see document BG230627M for more details.)***MOTION:** That the minutes of the meeting of June 27, 2023 be approved.Joshi/Da Sacco
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 Fall convocation was a successful event and congratulations to all those involved in the planning. Over 1,400 degrees were awarded.
- The University of Windsor has achieved its highest-ever position with the Times Higher Education global rankings, moving up 100 positions from the prior year. UWindsor was ranked seventh among non-medical Canadian universities and fourth among non-medical Ontario universities.
- The Board welcomed new member Ms. Jennifer S. Rooke and returning member Fazle Baki.
- Mr. Tom Porter was thanked for his work on the Board of Governors.

4.1.2 President's Report

(see document BG231018-4.1.2 for more details.)

NOTED:

- During global events such as the situation in Israel and Palestine, the University supports members of our community and encourages respectful dialogue. The President is working with Campus Police, Health & Safety, and the UWindsor student groups to ensure that the campus remains a safe community for everyone.
- A town hall will be held on Thursday, October 19th at 10am and live-streamed for the benefit of family and friends in India, to address concerns related to the India-Canada situation and the student experience.
- The Blue Ribbon Panel was established by the provincial government to provide recommendations on keeping the post-secondary education sector financially stable and focused on providing the best student experience possible. The panel's report is expected in two weeks' time and will likely include recommendations on a Tuition Fee Framework and sector funding.
- Following-up from the Joint Board-Senate retreat on September 27th, the Carbon Neutrality Plan will be brought to the Board in November, and an annual Sustainability report will be brought to both Senate and the Board.
- The Cube Incubator (which is entrepreneurship talent incubator for Indigenous and Black students) was launched on September 14th.
- The first Black Alumni Reunion event was held this past weekend and was a great success.
- As mentioned in the Chair's report, the University has moved up in the prestigious Times Higher Education rankings, placing it in the top tier of universities globally.
- The University is performing above the sector average in terms of post-graduate employment rates and subject matter match.
- The Master of Sport Management and Leadership was named the best graduate program in sports business in all of Canada.

4.1.3 Questions Arising from the Reports of the Vice-Presidents and Associate Vice-President, External

(see document BG231018-4.1.3 for more details.)

NOTED:

- The two reports around data collection and planned giving by Global Philanthropic will be completed by November.
- The Provost and VP, Research & Innovation are working on a strategic academic plan and strategic research plan, which will be aligned with the Aspire Strategic Plan.

4.1.3.1 Provost Portfolio: Current Risk Areas and Key Goals for the Year Ahead

(see document BG231018-4.1.3.1 for more details.)

NOTED:

- Focussing on the enrolment management part of the portfolio, the Provost provided an enrolment update, including student recruitment and emphasizing the importance of student retention through the delivery of high quality programs and services. Not only is it important to support students once they have arrived on campus and provide them with the best student experience, but it is more cost effective to retain students than to recruit them.
- A detailed review of Fall 2023 enrolment numbers, which are strong to date, will be provided to the Board at its November meeting.
- There is a strong increase in international graduate student recruitment. Work is being done to ensure that recruitment remains diverse and not reliant on one or two countries. The international student experience, including student spaces on campus,

are also being enhanced. The University continues to work with its partners regarding housing as well.

- An MOU is being created with YMCA to provide assistance for international students who are transitioning to live in Canada and need help with immigration status.
- The impact of political decisions and relations on student recruitment and retention, as well as the University's response and mitigation strategies, were discussed.
- Engineering is focussing efforts on increasing domestic undergraduate enrolment.
- The University will have a strong presence at the upcoming Ontario Universities Fair in the GTA.
- Increased retention efforts need to be an area of focus.

4.2 Audit Committee

4.2.1 Audited Financial Statements for the year-ended April 30, 2023

(see documents BG231018-4.2.1, BG231018-4.2.1a, BG231018-4.2.1b, and BG231018-4.2.1c 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, 2023.

Ruthard/Da Sacco

NOTED:

- A detailed presentation on the Audited Financial Statements was delivered. Overall, the financial statements for the year-ended April 30, 2023 are strong.
- KPMG is prepared to issue a clean audit opinion, subject to Board approval of the audited financial statements.
- The University expects its credit rating to remain unchanged over the coming year.
- Members were reminded that during the fiscal year, \$8 million in Internal Sinking Funds related to the debt repayment strategies for our debentures (Series A, B & C) were transferred from Endowment to Internally Restricted Net Assets for financial statement presentation purposes, providing greater transparency into the University's financial sustainability as an institution, specifically in terms of our long-term debt repayment strategy. The reclassification of the Endowment is not a change in policy but rather how the information is presented.
- Deferred contributions are presented as both current portion of deferred contributions, under current liabilities, with any longer-term contributions reported as "deferred contributions" within the long-term liabilities section of the balance sheet. This change will support the financial health metrics by decreasing the value of the total current liabilities, providing a small improvement to the working capital ratio metric for the purposes of the Ministry's Financial Accountability Framework announced in 2022.
- The Framework comprises eight financial indicators in three categories (Liquidity, Sustainability and Performance) plus credit rating, measured against minimum thresholds, and will be in place for 2023-24 using 2022-23 year-end financial data (single year; not rolling average).
- Care must be taken to ensure metrics reporting decisions are not negatively impacting or influencing otherwise sound financial decisions for the long-term stability and sustainability of the institution and its mission.
- Performance against the MCU metrics and thresholds is not expected to impact credit ratings as the latter utilize their own criteria and measurements.
- It was noted that an annual fundraising report is being developed.

CARRIED

*4.2.2 External Auditor's Findings Report for the year-ended April 30, 2023

(see document BG231018-4.2.2 for more details.)

The document was received for information.*

***4.2.3 Auditor General of Ontario (AGO) Findings Action Plan - Update**
(see document BG231018-4.2.3 for more details.)

The document was received for information.*

***4.2.4 Appointment of External Auditors for 2023-2024**
(see document BG231018-4.2.4 for more details.)

MOTION: That KPMG LLP be appointed as the University of Windsor's external auditors for 2023-2024.

CARRIED*

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

4.4.1 Bylaw Revisions – Board Chair and Vice-Chair Positions
(see document BG231018-4.4.1 for more details.)

MOTION: That the Board of Governors approve the proposed revisions to Board Bylaw 1, effective as of November 27, 2024.

Tucker/Joshi

NOTED:

- The revision eliminates the second Vice-Chair role, and extends the sole Vice-Chair and Board Chair terms to three years. This ensures continuity and experience and is in line with other universities in terms of best practice.

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 Capital Projects Quarterly Report (Dashboard)**
(see document BG231018-4.8.1 for more details.)

The document was received for information.*

***4.8.2 Capital Projects Fundraising Update**
(see document BG231018-4.8.2 for more details.)

The document was received for information.*

***4.8.3 Procurement, Hospitality, and Travel Policies - Revisions**

(see documents BG231018-4.8.3, BG231018-4.8.3a, BG231018-4.8.3b, and BG231018-4.8.3c for more details.)

MOTION 1: That the Board of Governors approve the revised University Procurement Policy.
CARRIED*

MOTION 2: That the Board of Governors approve the revised University Hospitality Policy.*
**formerly titled "Entertainment Policy"*
CARRIED*

MOTION 3: That the Board of Governors approve the revised University Travel 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 Helga Reidel be appointed as Vice-Chair of the Board Investment Committee (effective January 1, 2024 to April 30, 2026).
CARRIED*

MOTION: That Shari Cunningham be appointed to the Senate (effective October 19, 2023).
CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Baki/Ruthard
CARRIED