

**Board of Governors
Minutes of Meeting**

Date: November 26, 2024

Time: 4:00pm-7:45pm

Room: Freed-Orman Commons, Assumption Hall, University of Windsor

Members: Ken Alexander, Daniel Ableser, Carolyn Brown, Chris Baillargeon (virtual), Fazole Baki, Noah Campbell, John Cappucci, Brian Cowell, Shari Cunningham, Ferruccio Da Sacco, Megan Evans (virtual), Tiffany Gooch (virtual), Robert Gordon, Ghallia Hashem, Lisa Milne, Irene Moore Davis (virtual), Celso Oliveira (virtual), Beth Ann Prince, Helga Reidel (Chair), Karen Robson, Jennifer S. Rooke, Mike Ruthard (virtual), Debbie Sheppard-LeMoine, Mario Sonego, Gina Touma, Bill Van Heyst, Susan Williams.

Regrets: Amangel Bhullar, Rana Olwan.

Administration and Guest Speakers: Robert Aguirre, Clinton Beckford, Chris Busch, Lori Bona (virtual), Judy Bornais, Chris Busch, Ray Darling, John Dube, Jody Fraser, Gillian Heisz, Shanthi Johnson, Ryan Kenney, Andrew Kuntz, Erika Kustra, Rachelle Prince (virtual), Charlie Simpkins, Mona Sleiman (virtual), Bruce Tucker; Yvonne Arnowitz (Associate University Secretary (Board)), Renée Wintermute (University Secretary).

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

1 Approval of the Agenda

Unstar 4.4.1 and 4.6.1.

MOTION: That the Agenda be approved.

Van Heyst/Rooke
CARRIED, as amended

2 Minutes of the meeting of October 22, 2024

(see document BG241022M for more details.)

MOTION: That the minutes of the meeting of October 22, 2024 be approved.

Cappucci/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:

- New members were welcomed to the Board, and outgoing members were thanked for their work on the Board.
- Board members were reminded to complete the Equity, Diversity, Inclusion, and Decolonization (EDID) modules on Antisemitism and Islamophobia by December 15th.
- As outgoing Chair, Ms. Reidel thanked Administration and the Board for their support during her tenure.

4.1.2 President's Report

(see document BG241126-4.1.2 for more details.)

NOTED:

- The January 28th Board retreat will feature guest speaker Karen Gordon from Gordon Strategy, who will present on university communications during periods of austerity.
- The President reported on a new Memorandum of Understanding (MOU) with Chatham Kent Chamber of Commerce and Economic Development; the recent Alumni Sports Hall of Fame event; and the awarding of the WIFF Legacy Partnership Award to the University.
- In addition to the Financial Planning Town Hall held on November 13th, which was very well-attended and garnered hundreds of views, a campus-wide email summarizing UWindsor's financial planning status was sent on November 14th, with ongoing communications being planned.
- Two new UWindsor reports are now available: [Research & Innovation in Action – 2022-2023 Annual Impact Report](#) and the [2024 Annual Sustainability Report](#).
- An overview of the University's Branding Strategy 2024-26 was provided, including media content in print and radio spots, billboards, and targeted videos.
- The Board Chair was thanked for all her hard work over the past two years.

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

(see document BG241126-4.1.3 for more details.)

NOTED:

- The new four-year undergraduate degree in Mechatronic Systems Engineering has been approved by the Ministry to start in Fall 2025, and has already garnered a lot of interest.
- An overview on the University's continuing initiatives regarding identity-based violence and oppression was provided. An anti-racism plan will be the roadmap for the University regarding addressing these concerns, and there will be more tools and modules to come for various applicable topics.

4.2 Audit Committee

***4.2.1 Audited Financial Statements of the University of Windsor Pension Plans for the year-ended June 30, 2024.**

(see documents BG241126-4.2.1, BG241126-4.2.1a, and BG241126-4.2.1b 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, 2024 be approved.

CARRIED*

MOTION 2: That the Audited Financial Statements of the University of Windsor Employees' Retirement Plan for the year-ended June 30, 2024 be approved.

CARRIED*

4.2.2 Enterprise Risk Management Dashboard and Top Ten Risk Refresh

(see document BG241126-4.2.2 for more details.)

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

Cunningham/Prince

NOTED:

- The revised top ten risks were reviewed.

CARRIED

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

4.4.1 Board Meeting Schedule

(see document BG241126-4.4.1 for more details.)

NOTED:

- Stemming from a request at the October Board meeting, it was noted that the University is in the norm with its peer institutions regarding the number of Board meetings held annually.
- The role of the Executive Committee, including its delegated authority, was clarified.
- The Executive Committee and Human Resources Committee may be merged in the future. Other streamlining of governance processes are being considered, though the work capacity of the other committees would make it challenging to merge them.
- As part of a broader review of governance best practices conducted over a decade ago, the Board approved that minutes of closed/in-camera Committee should not be widely distributed or made public, given the definition of “in-camera” meetings. Rather, to ensure transparency, the Board is to be informed of a Committee’s work either through reports and proposals brought forward or via Committee summaries, as appropriate, in the applicable Board packages.

AGREED:

- The scheduling of meetings is operational and established in accordance with the board bylaw which sets the minimum number of meetings required annually.
- The Governance Committee will review and report back to the Board on the question of access to Committee minutes.

CARRIED

4.5 Human Resources Committee

*4.5.1 President and Senior Executive Long-Term Succession Planning Framework

(see document BG241126-4.5.1 for more details.)

MOTION: That the Board approve the President and Senior Executive Long-Term Succession Planning Framework.*

**the current policies which set out the framework for succession planning for the office of President or Senior Administration in the event of the death, resignation, termination, long-term disability, or temporary absence from the role will be renamed President Emergency Succession Planning Framework and Senior Executive Emergency Succession Planning Framework, respectively.*

CARRIED*

4.6 Investment Committee

4.6.1 Report of the Board Investment Committee

(see document BG241126-4.6.1 for more details.)

NOTED:

- Discussion on the item was deferred to the in camera session.

*4.6.2 Internally Restricted Accounts Update

(see document BG241126-4.6.2 for more details.)

MOTION: That the annual allocation from the internally restricted scholarship Endowments be increased from \$650,000 to \$780,000 annually.

CARRIED*

4.7 Pension Committee

*4.7.1 University of Windsor FCO – Full Plan Text Restatement

(see documents *BG241126-4.7.1*, *BG241126-4.7.1a*, and *BG241126-4.7.1b* for more details.)

MOTION: That the Board of Governors approve the amendments to the University of Windsor Retirement Plan for Faculty and Certain Employees as presented in the attached Certification of Amendments for the University of Windsor Retirement Plan for Faculty and Certain Employees.

CARRIED*

4.8 Resource Allocation Committee

4.8.1 2024-2025 Operating Budget Mid-Year Review

(see documents *BG241126-4.8.1* and *BG241126-4.8.1a* for more details.)

NOTED:

- The University is facing challenging financial times, with all levers for tuition growth effectively capped or stymied.
- Tuition fees fell short of budgeted numbers, with international student tuition fees coming in under budget in light of geo-political tensions and government policies. The University will utilize \$4M from the Enrolment Contingency Reserve (ECR) to offset a portion of the 2024/25 international tuition shortfall, and maintain \$2M reserve into the Winter semester to reconcile against either a possible additional shortfall or to be carried forward.
- Revenue and expenditure adjustments at the 6-month mark were discussed in detail.
- Difficult decisions will lay ahead for the University, including staffing and program cuts and other restructuring considerations.
- It was noted that these same issues are affecting all Ontario universities.

4.8.2 Strategic Enrolment Management Plan

(see documents *BG241126-4.8.2* and *BG241126-4.8.2a* for more details.)

MOTION: That the Strategic Enrolment Management Plan be approved.

Cunningham/Da Sacco

NOTED:

- An overview of the SEM plan was provided. The overall aim is for a diverse learner community of 18-20K, encompassing full-time and part-time students across all degree levels.
- Faculties set enrolment goals and priorities.
- While recruitment and diversification efforts are key components of the SEM plan, greater focus on student retention initiatives is a priority. It remains more cost effective to retain rather than recruit a student.
- Strategies are being developed to provide for more campus interactions for commuting students, who can be more difficult to engage.

CARRIED

4.8.3 Fall 2024 Enrolment Report and Recruitment Strategies for Fall 2025 – Presentation

(see document *BG241126-4.8.3* for more details.)

NOTED:

- While undergraduate enrolments exceeded budget, Fall 2024 full-time enrolment is projected to be slightly lower than budgeted, due to the shortfall in international graduate enrolments. Domestic enrolments are trending positively.

- Despite solid application numbers, geo-political tensions and IRCC policy changes resulted in the low international student enrolments. With the low application to registration conversion rate experienced in Fall 2024, Fall 2025 forecasts will be set lower given continued geo-political tensions and unfavourable IRCC policies.
- A discussion on strategies and challenges for diversifying enrolments by country of origin was held.
- The University is seeing a positive trend in retention rates, and has enhanced its media strategy around recruitment.
- The Strategic Enrolment Management Plan will provide a systematic approach to student recruitment and retention.
- It was noted that some Ontario universities are increasing their domestic numbers while not receiving additional government funding.

4.8.4 2025-2026 Operating Budget Assumptions – Presentation

(see document BG241126-4.8.4 for more details.)

NOTED:

- The \$2.8M structural base deficit from 2024/25 remains and must be funded.
- A projected \$16.9M international student tuition fee shortfall from 2024/25 will have flow through impact on 2025/26.
- Domestic student tuition rates will be frozen for the 6th straight year in 2025/26, with the exception of the three programs approved under the tuition anomaly program (in Business, Law, and Engineering).
- Projections for total enrolment and tuition are done based on intake, with a three-year weighted average used to prevent a one-year instance to fully affect the projections.
- Early forecasts from 2025/26 tuition revenue shows a \$30M deficit due to further softening of international enrolment and an inability to increase tuition.
- Without significant cost-cutting action, expenses for 2025/26 are anticipated to increase \$12-\$15M.
- The Enrolment Contingency Reserve for 2025/26 will be maintained.
- 2025 will be a bargaining year for WUFA and most staff unions. Non-union compensation will be frozen.
- There will be continued investment in *Aspire* strategic initiatives, where possible.
- The University will see significant changes over the next few years. Strategies to address this significant deficit include reducing personnel costs, assessing program offerings and services, and building on physical resource management strategies.
- Senior Administration and the Operational Excellence Committee are working with consultants through the Efficiency and Accountability Fund to develop and implementing strategies on the path towards long-term financial sustainability.
- The Activity-Based budgeting model will be paused for 2025/26 and 2026/27.

***4.8.5 Capital Projects Fundraising Update**

(see document BG241126-4.8.5 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 Gordon Orr be appointed to the Board of Governors, effective January 23, 2025.

CARRIED*

MOTION: That Ferruccio Da Sacco be appointed to the Board Pension Committee, to complete the remainder of Carolyn Brown's term and serve a three year term to April 30, 2028.

CARRIED*

MOTION: That Gordon Orr be appointed to the Board Pension Committee, effective January 23, 2025 to April 30, 2026.

CARRIED*

MOTION: That Lisa Milne be appointed to the Senate, effective immediately to August 30, 2026.

CARRIED*

MOTION: That Ferruccio Da Sacco be appointed as Vice-Chair of the Board Investment Committee (effective November 27, 2024 to April 30, 2026).

CARRIED*

MOTION: That Gordon Orr be appointed to the Board Human Resources Committee.

CARRIED*

MOTION : That the Board of Governors approve the following Board re-appointment:
Megan Evans (for a 2nd term commencing February 26, 2025)

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Baki/Campbell
CARRIED