

**Board of Governors
Minutes of Meeting**

Date: February 24, 2026

Time: 4:05pm-6:58pm

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

Members: Daniel Ableser, Ken Alexander (virtual), Fazle Baki, Amangel Bhullar (virtual), Carolyn Brown (Chair), Jodi Butts, Noah Campbell, John Cappucci, Brian Cowell (virtual), Shari Cunningham, Ferruccio Da Sacco (virtual), Megan Evans (virtual), Tiffany Gooch (virtual), Nadine Manroe-Wakerell, J.J. McMurtry, Lisa Milne, Irene Moore Davis, Husam Morra, Gordon Orr, Beth Ann Prince, Karen Robson, Jennifer S. Rooke, Mike Ruthard (virtual), Debbie Sheppard-Lemoine, Mario Sonogo, Gina Touma, Bruce Tucker, Bill Van Heyst, Stephen Weir.

Regrets: Celso Oliveira, Rana Olwan.

Administration and Guest Speakers: Shelby Askin Hager, Clinton Beckford, Judy Bornais, Marie Campagna, Cheryl Collier, Ray Darling, John Dube, Shanthi Johnson, Shetina Jones-Smith, Ryan Kenney, Andrew Kuntz, Erika Kustra, Josianne Marsan, Rachel McRae, Patti Weir; Yvonne Arnowitz (Associate University Secretary (Board)), Renée Wintermute (University Secretary).

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

1 Approval of Agenda

Item 4.4.2 was unstarred.

MOTION: That the Agenda be approved, as amended.

Cunningham/Butts
CARRIED

2 Minutes of the meeting of November 25, 2025

(see document BG251125M for more details.)

MOTION: That the minutes of the meeting of November 25, 2025 be approved.

Rooke/Cappucci
CARRIED

3 Business arising from the minutes

None to report.

4 Outstanding Business/New Business**4.0a Notice of Motion – RE: Academic Hiring Restrictions**

(see document BG260224-4.0a for more details.)

NOTED:

- A member moved that his notice of motion, relating to Academic Hiring Restrictions, as outlined on page 2 of the document, be placed on the April 16, 2026 Board public agenda.
- The motion was ruled out of order by the Chair of the Board based on the Board's existing policies and procedures regarding its governance processes. The role of the Board is one of strategic direction and policy-setting, and not management or executive decision-making.

MOTION: To appeal the ruling of the Chair.

Ableser/Alexander

NOTED:

- A discussion was held on the role of the Board.
- Administration can be asked to report back in detail within the context of agenda items to be discussed.

The question on whether the ruling of the Board Chair should be sustained was called and a division of the assembly was requested: 14 in favour of chair's ruling, 7 opposed, and 1 abstention.

The ruling of the Chair was SUSTAINED.

4.0b Applicants to the Board of Governors

(see document BG260224-4.0b for more details.)

MOTION: 1. That the Board of Governors (the "Board"), be provided with the names and applications for all people who apply for appointment to the Board (or who are nominated to the Board and confirm their willingness to serve), together with the slate of recommended Board appointments.

and;

2. That Administration, working with the Board Governance Committee, make recommendations to the Board regarding any necessary Bylaw, Procedure or Policy changes necessary to ensure its Bylaws, Procedures and Policies comply with and reflect #1 above.

Ableser/Da Sacco

NOTED:

- A discussion on the motion ensued.
- Recruitment/appointment to positions (paid or volunteer) is delegated to committees, which presents recommended candidates to the appropriate body. This is standard practice, ensuring a level of confidentiality and privacy for applicants who are not successful.
- The Governance Committee does not support the motion, noting that the impact of this motion on the ability to attract the best candidates poses a governance risk.

DEFEATED

4.1 Reports

4.1.1 Remarks from the Chair

NOTED:

- Jodi Butts was welcomed to her first in-person meeting as the new Vice Chair.
- The funding announcement by the province is welcome news, though universities are still awaiting the details.

4.1.2 President's Report

(see document BG260224-4.1.2 for more details.)

NOTED:

- The Ministry recently announced funding to post-secondary institutions, along with allowing a 2% increase to domestic tuition starting in September 2026 to match inflationary pressure and changes to OSAP. The Board will be updated as details become available.
- Consultation and engagements sessions on the four growth pillars will be held over the next several months.

- The University is shifting to a more strategic, mission-driven financial framework focused on long-term sustainability and growth. Integrated resource planning will take 2-3 years to fully roll-out. The 2026/27 Operating Budget approach will prioritize enrolment, research, advancement, and revenue diversification while exploring strategic cost reductions.
- The President reported on his recent trip to India, which included a delegation of over 20 Canadian university presidents led by Universities Canada, in order to strengthen academic and research partnerships.

4.1.3 Questions Arising from the Reports of the Vice-Presidents and Associate Vice-President, External
(see document BG260224-4.1.3 for more details.)

The document was received for information.

4.2 Audit Committee

***4.2.1 Whistleblower Policy - Revisions**
(see document BG260224-4.2.1 for more details.)

MOTION: That the proposed revisions to the Whistleblower Safe Disclosure Policy be approved
CARRIED*

***4.2.2 Fraud Risk Management Policy - Revisions**
(see document BG260224-4.2.2 for more details.)

MOTION: That the proposed revisions to the Fraud Risk Management Policy be approved.
CARRIED*

4.3 Executive Committee

***4.3.1 Annual Report on Anti-Racism and Anti-Hate Policy Statement**
(see document BG260224-4.3.1 for more details.)

The document was received for information.*

***4.3.2 Annual Report on Student Mental Health Policy**
(see document BG260224-4.3.2 for more details.)

The document was received for information.*

4.4 Governance Committee

***4.4.1 Policy on the Freedom of Expression – Revisions**
(see document BG260224-4.4.1 for more details.)

MOTION: That the proposed revisions to the Policy on the Freedom of Expression be approved.
CARRIED*

4.4.2 Roles and Responsibilities of the Board, and Individual Board Members' and Board Committee Members' Responsibilities and Expectations - Revision
(see document BG260224-4.4.2 for more details.)

MOTION: That the proposed revision to the *Role and Responsibilities of the Board, and Individual Board Members' and Board Committee Members' Responsibilities and Expectations* be approved.

Tucker/Campbell

NOTED:

- Suggested revisions were proposed from the floor.

AGREED:

- Significant revisions to motions should first be reviewed by Committee.
- The matter will be deferred and the suggested wording will be forwarded to the Governance Committee for consideration and report back to the Board.

WITHDRAWN

4.4.3 Access to Committee Minutes and Packages

(see document BG260224-4.4.3 for more details.)

MOTION: That the following provisions be added to the revised 2012 Board Resolution on Access to Committee Minutes, and that the resolution be expanded to include Committee packages:

- Board members are only able to request access to packages and minutes of committee meetings which were held during the period they were members on the Board and are only able to request access to packages and minutes of committee meetings held during their tenure on the Board. Such requests will usually be accommodated, except in special circumstances, as in the case of matters involving appointments or personnel issues.
- Access will be denied to Board members who may have an actual, perceived, or potential conflict with the agenda items, discussions, or reports.
- Where access has been granted, copying, taking notes, or taking photos/images by any means (electronic, digital, audio/visual, hand-writing, etc.) of committee packages and minutes is prohibited.

Tucker/Campbell

NOTED:

- Amendments were made to the proposal to include access to packages, though to mitigate governance risk, the Board Governance Committee notes that access should not be unrestricted. The proposal provides appropriate controls and security of the confidential record.
- A member felt that the proposal fell short in a few key areas and proposed revisions from the floor.

AGREED:

- The matter will be deferred and the the member's suggested wording will be forwarded to the Governance Committee for consideration and report back to the Board.

WITHDRAWN

4.5 Investment Committee

Nothing to report.

4.6 Pension Committee

Nothing to report.

4.7 Resource Allocation Committee

4.7.1 2025-2026 Operating Budget 9-month review

(see documents BG260224-4.7.1, BG260224-4.7.1a, BG260224-4.7.1b, and BG260224-4.7.1c for more details.)

NOTED:

- Only a minor adjustment was made to tuition revenue from projected at the 6-month review. As expected, the decrease in tuition revenue is due to the continuation of low international student enrolment. Fall domestic enrolments were up slightly against budget with a \$1.2M surplus.
- The deficit position remains the same. The last cuts happened quickly and impacted the University's ability to deliver programs, necessitating investments in some areas.
- There was no new draw down from reserves at the 9-month mark.
- The Ancillary Services Budget at the 9-month mark was reviewed, with a total projected profit of \$629K.
- The 2026/27 budget development strategy will move away from reactive, year-to-year budgeting toward strategic, mission-aligned multi-year integrated resource planning. Long-term strategic budget planning is needed to reduce the structural deficit and stabilize the University's financial position while safeguarding the institution's mission, vision, and values.
- The focus will be to develop a growth path, while looking for any efficiencies.
- The Operating Budget will be finalized in May. Current budget planning anticipates a \$10m deficit.

***4.7.2 Capital Projects Quarterly Report (Dashboard)**
(see document BG260224-4.7.2 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 Carl Hiltz and Ana Kleer be appointed as external non-Board members to the Investment Committee to April 30, 2029; and that Mark Pfaff be appointed as an external non-Board member to the Investment Committee to April 30, 2028, completing the remainder of a vacancy.

CARRIED*

MOTION: That Cody Gouin be appointed as an external non-Board member to the Audit Committee to April 30, 2029.

CARRIED*

MOTION: That the Windsor University Faculty Association's appointment of Mr. Tom Grondin to the Board Investment Committee be approved (to April 30, 2027).

CARRIED*

MOTION: That Ms. Cheryl Paglione be appointed as the retired staff member on the Board Pension Committee to April 30, 2028.

CARRIED*

6 Adjournment

MOTION: That the meeting be adjourned.

Campbell/Butts
CARRIED