



BOARD OF GOVERNORS MINUTES

Thursday, April 19, 2018, 2:00 – 6:00 p.m.

45 Lodge Street, LAB103, Upper Meeting Room, Waterloo Campus or
SCJ210, SC Johnson Building, Brantford Campus

Present: Jillian Swartz (Chair), Peter Ansley, Scott Bebenek, Tom Berczi, John Bowey, Mary-Louise Byrne, Michael Dell, Angèle Hamel, Mark Harris, Dave Jaworsky, Lynda Kitamura, Paul Kwasnik, Scott Lyons, Deb MacLatchy, Sara Matthews, Kristiina Montero, Connie Palenik, Michael Pryse, Joseph Small, Melanie Will

Regrets: Karljorgen Feuerherm, Karl Kiefer, Adam Kovacs, Jamie Martin, Eileen Mercier, Shaun Miller, Bill Muirhead, Kelly Murumets, Patricia Polischuk, Stephanie Ratza, Joe Rooney, Jessica Siegel, Paul Singh

Secretariat: John Fraser, Anne Lukin

A. Open Session

1. **Call to Order**, Jillian Swartz

The Chair flagged that the quorum was not present at the start of the meeting; members agreed to hear presentations and discussions; with votes to follow electronically or at a special meeting. [The University Secretary notes that quorum was achieved during the course of the meeting.] Ms. Swartz noted that the Executive & Governance (E&G) Committee is looking at quorum requirements laid out in the WLU Act and current and historic interpretations of quorum language. They will bring a recommendation to a future Board meeting.

The Chair acknowledged that the meeting was held on the Haldimand tract, the traditional territory of the Neutral, Anishinaabe and Haudenosaunee peoples.

a. Declaration of Conflicts of Interest: None

2. Movement of Consent Items to the Main Agenda: None; approved/ accepted as is.

3. Chair's Report, Jillian Swartz

The province officially announced its approval and \$90M in funding support for Laurier programming in Milton yesterday. The Chair commented that this is a ten-year team effort, including extraordinary and visionary leadership from presidents Max Blouw and Deb MacLatchy; and heroic advocacy efforts from Brian Rosborough and Deborah Dubenofsky, as well as strong leadership and forward planning by academic and administrative leaders across the University. This initiative has built on strong partnerships with the Town of Milton, the Mississaugas of the New Credit, and Conestoga College, among others. On behalf of the Board, she thanked the province for their support and Laurier leaders for their work leading to this momentous milestone.

The chair also noted: thanks to harp student Nicole Lancaster who provided music for the networking session in advance of the meeting; congratulations to Jamie

Martin, confirmed by E&G as the Distinguished Governor for 2018 for his years of leadership and dedication, with recognition to follow at the Fall convocation sessions; congratulations to Peter Ansley who will receive the 2018 Laurier Philanthropy Award, the University's most prestigious award honouring philanthropic support for Laurier at a ceremony on May 31st; and nearly \$4 Billion in new science and research funding over the next five years, including support for Canada Research Chairs, announced in the federal budget in February.

The next Board meeting on June 7th will be held in Brantford, and will be preceded by a tour of the Athletics Complex and a focus group on governance.

4. Leadership Update

a. President's Report, Deb MacLatchy

The President commented on:

- Minister of Innovation, Science and Economic Development Hon. Navdeep Baines visited the Waterloo campus the day after the federal budget announcement, gaining media coverage for Laurier's research strengths;
- meetings with Ontario Cabinet ministers Hon. Mitzie Hunter, Hon. Reza Moridi, Hon. Daiene Vernile, Hon. David Zimmer, Hon. Indira Naidoo-Harris, and MPP Catherine Fife;
- Laurier's Office of Research Annual Report noted \$16.3M total new funding for 2016-2017, an increase of 40% over the previous year;
- delivering the keynote address for an International Women's Day event hosted by Laurier Alumni and the International Women's Forum;
- the Laurier-Brantford Y Recreation facility is nearly completed with an official grand opening expected for early Fall 2018;
- thanks and farewell to Brian Rosborough, who is moving on from his position as Senior Executive Officer, Brantford Campus and External Relations, with thanks to Heidi Northwood, dean of the Faculty of Liberal Arts, who will take on the SEO role on an interim basis; Sandra Palmaro, Interim VP: Development & Alumni Relations will take on the External Relations portfolio;
- recent controversial events on the Waterloo campus which drew protests and media attention; this kind of activity is experienced at universities across North America as institutions navigate the intersecting issues of academic freedom, free speech, diversity and inclusion. Laurier will continue to address these issues through the development and implementation of the Statement on Freedom of Expression.

b. Senate Report

Mary-Louise Byrne, faculty member of Board and Senate, reported on the following Senate activity:

In response to recommendations of the Governance Review, changes have been made to the Senate committee structure, with two committees being combined into the Senate Committee on Teaching and Learning; Senate approved curriculum changes; Senate reviewed the 2018-2019 Budget and ratified by e-vote endorsing it to the Board; Senate has been hearing updates

on the work of the Task Force on Freedom of Expression, with a Town Hall scheduled for April 24; and heard an update from the Dean of Faculty of Graduate and Postdoctoral Studies about graduate enrolment numbers.

- c. **Q and A on Reports of the Senior Executives**
The Board received written reports on strategic activities within portfolios across the University.

5. **Update on Task Force on Freedom of Expression**, David McMurray
The Board received an update from David McMurray on behalf of Rob Gordon on the work of the Task Force on Freedom of Expression. The Task Force has been consulting widely across the University, with on-line submissions of input being posted publicly. The Task Force has also brought in external academic and legal experts. Working since December 22, 2017, through three working groups examining principles, limits of freedom and implementation, the Task Force has prepared a draft statement to be released early next week. Input will be gathered through an April 24th Town Hall and a May 11th meeting of Senate, as well as on-line submissions through the morning of May 14th; with a goal of bringing a final document to Senate for approval on May 29th.

Board members discussed: consultation with other universities; Board and Senate's respective roles in approval of the Statement; Senate to approve since the primary impacts will be focused academically; Board to have input to the draft statement; and reputational impact of the statement and implementation.

Board members will be invited to participate on a discussion on the draft Statement at an ad hoc Executive & Governance Committee meeting, to be held before the May 14th deadline for feedback.

6. **Academic Administrator Update: Faculty of Music**, Glen Carruthers
The Board received an update on the Faculty of Music, including: growth of programming since 1970, the addition of bachelors and masters degrees in music theory over the years and the more recent additions of bachelors and masters degrees in Community Music which have proven to be very popular; the Faculty aims to add a doctoral program; two videos of student activity; in 2015, Laurier took over a private sector music instruction program and added a conservatory with a 1,000+ registrants, providing adult and youth community connections to Laurier; and a partnership between the Music Therapy program and Homewood Health in Guelph, funded by Bryce and Nancy Walker has proven very successful. The Dean noted that the Faculty of Music is subvented under the RCM budget model, but that revenue generation is a focus, with the Conservatory bringing in \$100K in revenue over expenses, and plans to grow revenue from student fees and private lessons. Other challenges noted included retirements among an aging faculty; and facility challenges includes inadequate practice space, and stronger competition with two other universities having new buildings. Fundraising is underway on two projects, to replace the main floor auditorium with a new 600-800 seat theatre; and to replace and increase soundproof practice space; at a projected cost of \$12M/project.

7. **Reports from the Standing Committees of the Board**
 - a. Q and A on Chair's Updates on Committee Activity

The Board received reports on the work of the Standing Committees, in a new written format.

b. Finance and Investments, Tom Berczi

1. 2018-2019 Fee Reports

While the majority of tuition, compulsory non-tuition and non-publicly funded program fees were approved in Spring 2017 for 2017-2018 and 2018-2019, there were some revised or additional domestic and international fee amounts brought forward for approval, along with tuition for two new programs. Non-tuition fees are set in consultation with undergraduate and graduate student associations.

Two student representatives from the International Students Association requested the opportunity to present the Board with some information and concerns about international fees. Board members enquired about opportunities for international students to have input to fees; and about suggestions for improvements to services for these students.

The motion was considered later in the meeting once quorum was achieved.

Motion (Tom Berczi/Michael Dell): That on the recommendation of the Finance & Investments Committee, the Board of Governors approve the 2018/19 Fee Report Update and the 2018/19 Non-Tuition Fee Report. Carried.

2. 2018-2019 Budget

[Quorum was achieved during discussion on this item. A vote on the motion from Item A.6.b.1. was held before proceeding with motions on the following items.]

The Budget is being presented in April this year, moving the process forward to better align with the fiscal year. Deborah Dubenofsky provided a presentation on the proposed 2018-2019 Budget, including:

- noting the impact of the province's corridor funding model, including future constraints in taking on new students as flowthrough from previous enrolment increases utilizes the bandwidth allowed under the corridor model. Laurier as discussed this growth trend with the province, but will need to work to bring enrolment into alignment;
- the RCM budget model is being transitioned in over a five-year period; the budget was developed using templates, with spending on strategic projects to be identified within a portfolio before requests were made for additional funding support; department requests for base and one-time-only funding have been outlined in the Budget Report;
- 92% of revenue comes from tuition and government grants, with salary and benefits make up 75% of expenses; the Budget Report provided a breakdown by faculty;
- A deficit was anticipated going into the year, but staff have been able to present a balanced budget.
- Staff are working toward providing a multi-year budget forecast; and will bring a capital plan to the Board for approval in June.

The Board discussed: how a proposed \$13M surplus would be used, to support direct teaching costs of additional programming; and enhanced recruitment, web site and marketing activity; that future surpluses would be used as appropriations to fund future needs; actuals for 2017-2018; how implementation and uptake for the RCM model is unfolding; how Seminary contributions are reflected in Laurier's financial statements; responding to the presentation by international student reps; potential repercussions of being out of alignment with corridor constraints; and, salary and benefits costs consistent over time and with the sector.

Motion (Tom Berczi/Scott Bebenek): That on the recommendation of the Finance & Investments Committee, the Board of Governors approve the 2018-2019 Budget. Carried.

3. Non-Tuition Fee Protocol Agreement

This agreement lays out the terms by which the University and student associations confer on proposed fees, with the current iteration is due to expire at the end of April 2018. The province requires this formal agreement and stipulates Board approval. A new five-year agreement, to 2023, has been outlined, with a summary of revisions provided.

Motion (Tom Berczi/Joseph Small): That on the recommendation of the Finance & Investments Committee, the Board of Governors approve the renewed Protocol Agreement on Non-Tuition Fees. Carried.

c. Audit and Compliance, Scott Lyons on behalf of Stephanie Ratza

1. Annual Review of Policy 7.1 Environmental/Occupational Health & Safety (EOHS)

Under provincial legislation, this policy requires annual review; it was approved with no changes at this time.

Motion (Scott Lyons/Tom Berczi): That on the recommendation of the Audit & Compliance Committee, the Board of Governors approve Policy 7.1 Environmental/Occupational Health & Safety, as is. Carried.

2. Revisions to Policy 5.7, Signing Authority

This policy addresses who at the University has authority to sign various contracts and agreements which the University enters into; and also sets dollar thresholds at which approval is required. The Board approved increasing the threshold for agreements requiring Board approval, from \$1M up to \$5M. This is in line with many other Ontario universities; the \$5M value aligns with the amount which our external auditors consider material; and is the first increase to this approval threshold in over a decade. It was noted that any contract which is precedent setting or has reputational impact can be brought before the Board, regardless of value, as well as any policy for which a Board member requests review.

Motion (Scott Lyons/John Bowey): That on the recommendation of the Audit & Compliance Committee, the Board of Governors approve Policy 5.7, Signing Authority, as amended. Carried.

8. **Other Business:** None.

B. *In Camera* Session

Motion (Mary-Louise Byrne/Scott Bebenek): to move the meeting in camera. Carried.

C. Consent Items

The following items were provided for information or approval. The Agenda, Minutes and items including a motion (^) were approved by consent.

1. **Agenda**
2. **Minutes, Board of Governors, February 15, 2018^**
3. **Safety, Health, Environment and Risk Management (SHERM) Annual Report**
4. **Privacy Office Report**
5. **Capital Projects and Funding Sources Update**
6. **Sustainability Annual Report**
7. **2017-2018 9-Month Fiscal Update**
8. **Pension Year-End Funded Status Update**
9. **Investment Performance Summary Q4 2017**
10. **2017 Pension Compliance Report**
11. **Invitation to Chancellor's Luncheons and Convocation**