



## BOARD OF GOVERNORS MINUTES

Thursday, June 7, 2018, 1:00 – 5:00 p.m.

Student Centre Multi-Purpose Room, Lower Level, 103 Darling Street,  
Brantford Campus

Present: Jillian Swartz (Chair), Peter Ansley, Tom Berczi, Mary-Louise Byrne, Michael Dell, Karljurgun Feuerherm, Karl Kiefer, Lynda Kitamura, Paul Kwasnik, Scott Lyons, Deb MacLatchy, Jamie Martin, Shaun Miller, Kristiina Montero, Patricia Polischuk, Stephanie Ratza, Joe Rooney, Jessica Siegel, Joseph Small, Melanie Will

Regrets: Scott Bebenek, John Bowey, Angèle Hamel, Mark Harris, Dave Jaworsky, Adam Kovacs, Sara Matthews, Eileen Mercier, Bill Muirhead, Kelly Murumets, Connie Palenik, Michael Pryse, Paul Singh

Secretariat: John Fraser, Anne Lukin

### A. Open Session

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

- a. Declaration of Conflicts of Interest: None
- b. Movement of Consent Items to the Main Agenda: None; approved/accepted as is.

2. **Chair's Report**, Jillian Swartz

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

The Chair welcomed Anna Kornobis as the incoming University Secretary, the result of a long and thoughtful search; noting that Ms. Kornobis will start later this month. She also commented on: Stephanie Ratza's renewal to a second term as a provincially appointed member of the Board; the 2018 Philanthropy award presented to Peter Ansley on May 31 recognizing his many contributions to Laurier; Kelly Paton's appointment as the new coach of Laurier's award-winning women's hockey; convocation ceremonies celebrating 589 new graduates on the Brantford campus and over 2100 new alumni in Waterloo this June; Board members touring the new Laurier-YMCA Recreation complex, showcasing a spectacular new facility which open officially later this year; and the joint Laurier & YMCA fundraising campaign which raised \$5.4M in support of this new community asset. Ms. Swartz thanked John Fraser for his support in the role of interim Secretary for the past nine months. She encouraged members to vote today in the provincial elections.

a. **Recognition of Outgoing Board Members**

The Chair recognized and thanked members whose terms end this

June, including former Chair Jamie Martin, who will receive the Distinguished Governor award this Fall; Kelly Murumets; Jessica Siegel; Angèle Hamel; David Johnson; Adam Kovacs; and Rob Noxon.

It was noted that former Board member Larry Scott passed away last summer. Mr. Scott had served as both an alumni representative and a provincially appointed member of the Board over the years.

### 3. **Leadership Update**

#### a. President's Report, Deb MacLatchy

The President commented on: the alumni and teaching excellence awards; opportunities to showcase Laurier at the recent True North conference on tech as a force for good, featuring the head of Pixar Studios; the incoming University Secretary Anna Kornobis, who brings a wealth of experience as a senior policy advisor with the provincial government in ministries dealing with infrastructure and post-secondary education; a recent meeting of the Council of Ontario Universities Executive Heads; June 2018 convocation ceremonies; and appreciation for the work of the Task Force on Freedom of Expression.

#### b. Senate Report

Faculty member of Senate and Board Mary-Louise Byrne reported that Senate has met three times since the last Board meeting, in both regular meetings and a special meeting to discuss the draft Statement on Freedom of Expression. At their May 29 meeting, senators approved the Statement on Freedom of Expression, as recommended by the Task Force.

Senate also combined two previous committees to establish a new standing committee on Teaching and Learning; recommended the 2018-2019 Budget; approved two new program proposals for Honours BAs; and approved numerous curriculum changes.

#### c. Q and A on Reports of the Senior Executives

The Board received a written report on activities within the portfolios of the executive leadership team. The Board Chair flagged that research grants of \$4.6M have been recently achieved by Laurier scholars; and that Laurier is hiring two new Canada Research Chairs.

### 4. **Statement on Freedom of Expression, Rob Gordon**

The Board received a copy of the Statement of Freedom of Expression approved by Senate on May 29<sup>th</sup>. In drafting the Statement, the Task Force's goal was to engage the community, alumni and external partners in dialogue on this issue, as well as learning from international experts. Guiding principles included academic freedom, freedom of expression, Laurier's Act and values, as well as Canadian law. Dr. Gordon reported on feedback

received on the draft Statement, which was incorporated into a final draft, endorsed unanimously by the Task Force and overwhelmingly at Senate. The final document includes the concept of inclusive freedom, defined in Laurier's Statement.

Board members acknowledged that the Statement falls squarely in the purview of Senate, but wanted to show support for Laurier's direction through a motion to endorse the Statement.

Board members discussed: lessons learned include the importance of significant consultation, academic excellence through collaboration, and the value of teambuilding as the Task Force grappled with this challenging issue; next steps for implementation; impacts to risk and reputation; communications strategies to help Board members when talking with community members; and Laurier exploring how to create a climate and culture that will support free expression. The Board expressed appreciation for the work of the Task Force.

**Motion (Patricia Polischuk/Tom Berczi): That the Board of Governors endorse the Statement on Freedom of Expression, as presented. Carried.**

5. **Academic Administrator Update: Faculty of Education**, Colleen Willard-Holt

The Dean provided an update on the Faculty of Education, which started in 2007 with 70 students in a B.Ed., Grades K-6. The B.Ed. is a highly competitive program, with only 1 in 14 applicants accepted. Current programs include 152 students enrolled in the B.Ed., two Masters level programs, an education minor; with an Honours Bachelor of Arts in International Education Studies beginning in 2019. A new Masters stream in Student Affairs is proving very popular. Other outreach includes youth camps and in-serve training for educators.

Board members discussed: teachers requiring a degree plus the two-year B.Ed.; with most provinces now having a two-year program; Laurier's program popular due to all placements being located in one school, which encourages student engagement; placement rate in the low 90's for the past several years; Laurier graduates being sought out; the reality of a perceived oversupply of teachers; student affairs-related content for the new Masters program; the need for better tracking of students minoring in Education; renovated space in Bricker Academic providing new flexible classrooms; the impact of Nippissing's withdrawal from joint programming in Brantford; and provincial control over available seats in education.

6. **Enrolment Update**, Paul Jessop

The Board received an update on admissions from the Interim VP: Academic. He noted that Laurier has successfully executed its undergraduate enrolment plan for 2018-2019, with intake aligned with the SMA and enhanced diversity. He commented on the role of strategic enrolment management to meet SMA targets and control growth within the constraints of the corridor funding model. There have been 3916 confirmations to Laurier for "101" domestic high school students, which represents a 5.4% share of the market for the Ontario sector.

7. **Reports from the Standing Committees of the Board**

a. Q and A on Chair's Updates on Committee Activity:

The Board received written summaries of recent committee work and recommendations. There were no questions.

b. Audit and Compliance, Stephanie Ratza

1. Gendered Violence Data Report

To comply with legislation, Laurier is required to annually report to the Board as well as to the Ministry of Advanced Education and Skills Development on internal responses, programs and number of annual complaints in this area. The report for 2017 was provided to the Board.

Last year staff received only 1 "formal complaint" of sexual violence and 2 others related to sexual harassment. Staff received 103 disclosures last year. The disclosures ranged from serious sexual assault to historical sexual trauma.

Sexual harassment complaints have increased, and in light of the current "#MeToo" initiative, staff are projecting a likely increase. In response, one of the goals of the Office of Dispute Resolution & Support is to do a review of all Ontario universities' practices with regard to managing sexual harassment complaints. That team will also engage in discussion with others doing the work to ensure that Laurier responds with a measured and accountable approach to eliminating these unwanted behaviours.

This year Laurier has committed to a partnership with the University of Waterloo. The focus of this partnership project is eradicating sexual harassment on both campuses. Faculty, staff and students at both institutions are involved.

2. Pension Plan Audited Financial Statements

In compliance with legislation, the assets of the Pension Plan are audited annually. These Financial Statements received a clean audit report from KPMG. Net assets which reflect both assets and

obligations of the Plan are reported in the WLU Audited Financial Statements. Financial Services Commission of Ontario, the regulatory agency which oversees the Pension Plan, requires an accounting of only the assets for this review.

**Motion (Michael Dell/Scott Lyons): That on the recommendation of the Audit and Compliance Committee, the Board of Governors approve the Audited Financial Statements of the Wilfrid Laurier University Pension Plan for the year ended December 31, 2017 and authorize any two members of the Board of Governors to sign the financial statements as evidence of such approval.  
Carried.**

c. HR and Compensation, Shaun Miller

1. Executive Performance Assessment System

HR management have recommended that a review of the current performance assessment system for executives be undertaken. The system had not been reviewed since 2008 and the timing was ideal given new executive leadership. In October 2017, the Compensation Sub-Committee of the Board approved undertaking this review; and the resulting procedure has been reviewed and recommended by the Human Resources Committee.

The review process solicited feedback from the Board Chair and from all members of the Executive Leadership Team, and benchmarked best practices in executive performance assessment in higher education.

The proposed Procedure will guide the planning and review process for executives moving forward. It will also inform any recommendations for performance based pay, in line with the Executive Compensation Framework awaiting approval by the provincial government.

The current policy 8.9 is being recast as a procedure due to the nature of the proposed performance assessment system, and its relationship to the provincial Executive Compensation Framework.

**Motion (Patricia Polischuk/Stephanie Ratza): That on the recommendation of the Human Resources & Compensation Committee, the Board of Governors approve the proposed Procedure for Executive Leadership Team Performance Planning and Assessment, and rescind Policy 8.9, Senior Executive Performance Assessment System.  
Carried with one abstention.**

- d. Finance and Investments, Tom Berczi
1. Endowment Spending Rate  
Annually staff review the performance of endowment funds in conjunction with the investment consultant, and make recommendations on a spending rate(s) and inflation rate. These rates are proposed to maximize the amount of funds available to be used for student supports, while maintaining the security and consistency of the principal. They have recommended a slightly higher rate of spending on those funds who have a stabilization account balance greater than 20% of market value; approximately 230 of the endowment funds fall into this category.  
**Motion (Jamie Martin/Stephanie Ratza): That on the recommendation of the Finance and Investments Committee, the Board of Governors approve the following for all endowment funds:**
    - a) the inflation adjustment factor be set at 2%, and
    - b) the spending rate be set at 3% with the option of an additional spending allocation of up to 2% for endowments with a stabilization account valued at greater than 20% of market value.**Carried.**
  2. Jarislowsky Investment Policy  
In February the Board of Governors approved the acceptance of a \$2 million gift from Jarislowsky Foundation to create a new endowment that requires Jarislowsky Fraser to act as the investment manager for the gifted funds. The proposed investment policy outlines the investment structure, asset mix targets and ranges, and performance objectives of the \$2 million investment. It has been reviewed by the Investment Oversight Sub-Committee on May 3<sup>rd</sup> and by Finance & Investments on May 17.  
**Motion (Michael Dell/Peter Ansley): That on the recommendation of the Finance & Investments Committee, the Board of Governors approve the Investment Policy of The Jarislowsky Chair in Sustainable Water Futures At Wilfrid Laurier University. Carried.**
- e. Executive and Governance, Jillian Swartz
1. Quorum Requirements for Board Meetings  
Staff have reviewed quorum requirements for Board meetings as set out in the Act, noting the instances when quorum has been difficult to achieve due in part to the current interpretation of those requirements. The Committee recommends adopting an earlier interpretation, whereby quorum, as set out in the Act, requires at

least 12 members present, interpreted as: from among those present, at least 6 are external members; with quorum achieved once these minimum requirements are met; and maintained as long as the requirements are preserved throughout the meeting. When the Board By-laws are next reviewed, a clause on quorum can be considered which would might set a higher minimum number of attendees and requirement for external members.

**Motion (Melanie Will/Peter Ansley): That on the recommendation of the Executive & Governance Committee, the Board of Governors approve that for meetings of the Board, in accordance with the WLU Act, quorum be interpreted as at least 12 members present, and from among those present, at least 6 are external members; with quorum achieved once these minimum requirements are met; and maintained as long as the requirements are preserved throughout the meeting. Carried.**

8. **Other Business:** None

#### **B. *In Camera* Session**

**Motion (Patricia Polischuk/Lynda Kitamura): to move the meeting *in camera*. Carried.**

#### **C. Consent Items**

The following items were accepted or approved.

1. **Agenda**
2. **Minutes, Board of Governors, April 19, 2018**
3. **Confirmation of Statutory Remittances November 2017 – April 2018**
4. **Employment Equity Report**
5. **Capital Projects and Funding Sources Update**
6. **Deferred Maintenance Report**
7. **Investment Performance Summary Q1 2018**
8. **2017 Pension Plan Annual Brochure**
9. **2018-2019 and 2019-2020 Board & Committee Dates**

*Note: If you need assistance or have a question about this agenda or the Board of Governors, please contact the University Secretariat office, by email to [alukin@wlu.ca](mailto:alukin@wlu.ca) or 519-884-0710 x4291.*