



BOARD OF GOVERNORS MINUTES

Thursday, September 13 2018, 1:30 – 5:30 p.m.

45 Lodge, LAB103, Upper Level, Waterloo Campus and
SCJ210, SC Johnson Building, Brantford Campus

Present: Jillian Swartz (Chair), Scott Bebenek, Tom Berczi, John Bowey, Mary-Louise Byrne, Michael Dell, Karljürgen Feuerherm, Cody Groat, Mark Harris, Lynda Kitamura, Scott Lyons, Deb MacLatchy, Sara Matthews, David Monod, Kristiina Montero, Bill Muirhead, Connie Palenik, Patricia Polischuk, Michael Pryse, Stephanie Ratza, Joe Rooney, Paul Singh, Joseph Small, Melanie Will, Klaudia Wojtanowski

Regrets: Peter Ansley, Dave Jaworsky, Karl Kiefer, Paul Kwasnik, Eileen Mercier, Shaun Miller

Secretariat: Lauren Kelly, Anna Kornobis, Anne Lukin, Eryn Warner

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 commented on: welcoming new student Board members Cody Groat and Klaudia Wojtanowski and returning faculty member David Monod; the opening on September 14th of Laurier Brantford Y athletics and recreation complex in downtown Brantford; the opportunity to tour the newly renovated and rebranded Martin Luther University College during the Board Retreat this morning; Chancellor Eileen Mercier and Board Vice-Chair Peter Ansley co-chairing a Forever Purple and Gold event during Homecoming, celebrating all alumni from the 1960s; governors encouraged to attend the 2018 Conference of Ontario University Board Members on November 29 and 30 in Toronto; Laurier researchers Terry Mitchell and Jonathan Crush named as finalists for prestigious 2018 Social Sciences and Humanities Research Council of Canada (SSHRC) Impact Awards; and noting the lists of 2018-2019 Board dates and members and an invitation to participate in Fall Convocation included in the agenda package.

3. **Leadership Update**

- a. President's Report, Deb MacLatchy
The President provided a written report on recent activities. She also presented an overview of institutional plans for 2018-2019. As a

starting point, five enduring institutional commitments were identified, with related core enabling strategies. The Board will receive on-going reporting on these strategies and on executive priorities. Priority projects for the executive leadership team were identified: the institutional strategic planning process; the Milton Campus launch; a Diversity, Equity and Inclusion initiative; and implementation related to the Statement on Freedom of Expression.

b. Senate Report

Senate met on September 12th; a written report will be provided at the November Board meeting.

c. Q and A on Reports of the Senior Executives

The Board received a written report on strategic activity within each executive portfolio.

4. Strategic Initiatives 2018-2019 and Next Steps in Strategic Planning, Deb MacLatchy

The President provided an overview of the objectives, phasing and structure for developing a new strategic plan for the University. Phases will include research and an environmental scan; community consultations; plan development; and implementation and assessment. A steering committee of representatives from across the university will undertake the process. A website devoted to the strategic plan will go live on September 17, 2018 and will provide updates to the Laurier community.

Board members discussed: that the plan will be developed over the course of a year and will then span 5 years, with metrics developed for in-progress evaluation; plans will cascade from the president's goals to the executive leadership team and then to departments; a five-year horizon to allow long-term policies to unfold and to see results; balancing meeting provincial educational policy and federal research priorities with a proactive Laurier-centric approach; and launching the process and communicating with stakeholders.

5. Progress Report on Milton, Deborah Dubenofsky

The Board received a presentation on progress to date for Milton programming. Capital funding from the provincial government was announced in April 2018, by the provincial government at that time. Following the June provincial election, staff are reaching out to the new government; and awaiting the results of the October municipal elections. There is an internal coordinating committee in place to look at academics and research, student affairs, finance and administration and advancement and external relations. Bruce McKay has been appointed as the academic lead for Milton. Initial academic programs have been identified as computer science, data science, environmental science and honours science. The

partnership with Conestoga College continues, with other opportunities for local partnerships being developed. Student enrolment for Laurier in Milton is projected as 85 – 100 FTEs in the initial intake, and approximately 1,000 FTEs by year five and 2,300 by year ten, with similar numbers projected for Conestoga.

The development of Milton programming is a two-phased approach, with teaching to be housed in leased space on the second floor at the Innovation Centre beginning in Fall 2019, taking over the 3rd floor as needed. A new building will be built, with occupancy planned for 2021-2022, constructed using the Integrated Project Delivery approach. A potential architect and contractor have been interviewed through a procurement process. Staff are waiting for the province to issue a Transfer Payment Agreement, which they will bring to the Board (or to the Executive and Governance Committee, depending on timing) for approval. A Campus Master Plan on how best to use Laurier's fifty acres in Milton will be a key deliverable working with the architect and contractor.

Board members discussed: the fundraising timeline for raising the needed \$16M in capital funds, and that capital costs and related fundraising will be adjusted as needs are finalized; the risks involved in continued commitment by the new government; that only Laurier internal approvals are needed for offering existing programming in a new location, while new programs such as engineering will require programming approvals from the government; with the VP Academic noting that Fall 2019 program offerings are in good shape; and whether the delay in government funding represents a risk to initial revenue projections from leased space.

a. **Review of Financial Statements**, Stephanie Ratza

WLU Audited Financial Statements and Management Commentary
The Audit and Compliance and Finance and Investments Committees met jointly with Matt Betik, of external audit firm KPMG. The University's audited financial statements earned a clean audit report for the year ended April 30, 2018. Materiality was set at \$5M, with a reporting threshold of \$200K. The auditor noted that the university's financial management team completed the statements quickly and completely. Total revenue was reported at \$383M on the Statement of Operations, fueled in part by an enrolment revenue increase of \$9.3M. KPMG reviewed deferred contributions closely, and examined actuarial assumptions for the Pension Plan. Contingencies highlighted in the Notes included the University's on-going role as defendant in legal issues; and the possibility of receiving an HST refund on capital projects. Management provided additional details on assets, liabilities, revenue and expenses, through a written commentary accompanying the audited financial statements.

Motion (Lynda Kitamura/Michael Dell): That on the recommendation of the Audit & Compliance Committee, the Board of Governors approve the Wilfrid Laurier University Audited Financial Statements for the year ended April 30, 2018 and authorize any two members of the Board of Governors to sign the financial statements as evidence of such approval. Carried.

- b. Management Report Budget vs Actual Results for the Year Ending April 30, 2018
The Board received a report highlighting areas of budget-to-actual performance for the fiscal year ending April 30, 2018. This included a summary outlining the reconciliation of the operating fund statement to the audited financial statements; and providing details for the operations of the ancillary fund and the real estate fund. Board members discussed how a surplus from one year is used in future budgets, to fund identified strategic initiatives and as future reserve funds. The Board will see the first draft of the 2019-2020 budget framework in January 2019, with final approval set for April.

- c. Unaudited Financial Statements of WLU Press
Statements for the Press received a review by the external auditors to comply with a requirement from a granting agency. The Board received an accompanying management memo outlining Press performance, with a focus going forward on increasing revenue.

Motion (Lynda Kitamura/Michael Dell): On the recommendation of the Audit & Compliance Committee, the Board of Governors approve the unaudited Financial Statements for the Wilfrid Laurier University Press for the year ended April 30, 2018. Carried.

6. **Revisions to Policy 12.4, Gendered and Sexual Violence**

Originally approved in November 2016, Policy 12.4 has been re-written to be easier for students to read and to follow; and to revise definitions to mirror legislative language. The procedures have also been updated to reflect new staff supports which have been added. The briefing note provided a summary of proposed changes.

Board members discussed how the policy applies to survivors and respondents; it was noted that the policy and procedures speak to anyone who has been impacted by gendered or sexual violence; and that parties to a resolution process will receive notice of steps undertaken as appropriate.

Motion (Patricia Polischuk/Tom Berczi): That on the recommendation of the Audit and Compliance Committee, the Board of Governors approve the proposed amended Gendered and Sexual Violence Policy and Procedures (policy 12.4) with implementation effective the date of approval. Carried.

7. **WLU Students Union Operating Procedures Agreement,**

David McMurray/Dan Dawson

Board members received a summary of the main points of a proposed renewal of the agreement between the University and the WLU Students Union. The agreement has been re-formatted to provide clarity and reflect multi-campus operations; with detailed appendices to allow flexibility and dynamic updates. The responsibilities of campus clubs is more clearly laid out.

Board members discussed whether these type of stakeholder agreements needed Board approval; it was concluded that they could be provided for information as part of the consent agenda going forward. There was consensus that members were comfortable moving forward with this OPA as proposed.

Motion: That the Board of Governors approve management entering into a renewal of the Operating Procedures Agreement (OPA) with the WLU Students' Union (SU) for a period up to 4 years as defined in the Agreement. Approved by consent.

8. **Student Affairs Administrative Agreement,** David McMurray/

Dan Dawson

Board members received a summary of the main points of an agreement outlining the respective roles and responsibilities for Laurier's Student Affairs office and the undergraduate and graduate student associations (WLUSU and WLUGSA) in administering the Comprehensive Student Services Fee. This agreement has traditionally had a five-year term; the current iteration is for three years with two optional one-year extensions.

Noting that this type of agreement could be provided for information as part of the consent agenda going forward, there was consensus on approving this item.

Motion: That the Board of Governors approve management entering into a renewal of the Student Affairs Administrative Agreement (SAAA) with the WLU Students' Union (SU) and the WLU Graduate Students Association (GSA) for a period of 3 years. Approved by consent.

9. **Investment Mandate Statements (IMS) for PH&N Core+ and QV,** Lynda Kitamura

In June 2018, the Board approved hiring Phillips, Hager & North Investment Management (PH&N), based on a formal competitive procurement process, to provide management of core+ fixed income investments. The Board also approved the transfer of the balance of bonds managed by QV Investors to PH&N. This required the creation of new Investment Mandate Statements for PH&N, and revised statements for QV, to reflect these changes.

Motion (Tom Berczi/Stephanie Ratza): On the joint recommendation of the Joint Finance & Investments / Pension Committees, the Board of Governors to approve:

- a) The changes to the Investment Mandate Statements for QV Investors Inc.**
 - b) The new Investment Mandate Statements for Phillips, Hager & North Investment Management (PH&N).**
- Carried.**

10. Other Business

The Chair reminded governors of their duty to keep the good of the institution and its future in mind when sitting as a member of the Board, rather than considering the needs of any one constituency group; and a further reminder as the meeting moved into a closed session, that any *in camera* material and discussion are to be held confidential.

B. *In Camera* Session

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

C. Consent Items

The following items were approved/accepted by consent.

- 1. Agenda**
- 2. Minutes, Board of Governors, June 7, 2018**
- 3. Board Membership 2018-2019**
- 4. 2018-2019 Revised Committee and 2019-2020 Board Dates**
- 5. Convocation Fall 2018 Invitation**