



## BOARD OF GOVERNORS MINUTES

Thursday June 6, 2019, 2:00 – 6:30 p.m.

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

**Present:** Jillian Swartz (Chair), Cam Anderson, Peter Ansley, Scott Bebenek, John Bowey, Mary-Louise Byrne, Michael Dell, Cody Groat, Mark Harris, Dave Jaworsky, Lynda Kitamura, Paul Kwasnik, Deb MacLatchy, Sara Matthews, Kristiina Montero, Bill Muirhead, Connie Palenik, Jim Phillips, Stephanie Ratza, Karen Redman, Joseph Small, Mark Straub, Berry Vrbanovic, Melanie Will, Klaudia Wojtanowski

**Regrets:** Tom Berczi, Scott Lyons, Shaun Miller, Patricia Polischuk, Joe Rooney, Karljurgun Feuerherm, Eileen Mercier, David Monod

**Secretariat:** Ana Juhik, Lauren Kelly, Anna Kornobis, 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; the agenda, minutes and three motions listed in the Consent section were approved as is.

**Motion (Lynda Kitamura/Peter Ansley): that the Board of Governors approve the Consent items listed for approval under Item C.1. Carried.**

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

The Chair congratulated Chief Information Officer Nela Petkovic, recently recognized along with colleagues from eight other institutions with a 2019 Leadership Award for Technology Innovation in Higher Education from the Ontario Research and Innovation Optical Network (ORION).

- a. Recognition of Outgoing and Incoming Board Members  
The Chair welcomed newly appointed LGIC Board members Mark Straub and Cameron Anderson who were present for their first Board meeting. Incoming Board members as of July will be Community at Large members Leanne Hall and Savvas Chamberlain; staff member Ryan Brejak; and undergraduate Mitchell Bergin; with three Senate members to be elected.

The Chair recognized and thanked outgoing Board members for their service and contributions to Laurier: faculty members Karljurgun Feuerherm, Mary-Louise Byrne and Sara Matthews; undergraduate Joseph Small; and staff member Melanie Will. Special thanks went to

three long-serving volunteers who demonstrated significant leadership during their time on the Board: Past Chair John Bowey; Vice-Chair Peter Ansley and Buildings & Property Chair Michael Dell.

### 3. **Leadership Update**

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

In addition to a written report summarizing recent activity, the President commented on: incoming Vice President of Advancement & External Relations Jason Coolman; thanks to Jillian Swartz for her leadership as Board Chair, noting that a formal event will be held in the Fall to recognize her work; NSERC funding of \$3.3M awarded to Laurier faculty and students for science research; upcoming convocation ceremonies; John Bowey and Peter Ansley to be recognized with Distinguished Governor Awards; continued relationship building and discussions with provincial, municipal and business partners in Milton, including with Conestoga College; a COU Executive Heads roundtable on government relations; campus visits by MTCU Minister Fullerton; discussions with the province on Strategic Mandate Agreement (SMA) 3; responses and next steps in the Employee Engagement Survey; that Rob Gordon, Provost & VP Academic will be leaving to take on the role of President and the University of Windsor; that searches for the VP Finance and VP academic will be launched in the Fall; and that interviews are underway for the Senior Executive Officer position in Brantford.

#### b. Senate Report, Mary-Louise Byrne

The Board received a written summary of the May 2019 Senate meeting; Dr. Byrne highlighted: revisions to the Senate Committee structure; results of the annual cyclical review of programs; a new program for Human & Social Sciences; and Senate's approval of the Academic Student Code of Conduct; the Laurier Strategy 2019-2024 and the Fee Reports and Budget for 2019-2020.

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

The Board received written summaries of recent activity in the portfolios of the senior executives; and discussed the accreditation process underway for Laurier's Special Constable Service.

### 4. **Laurier Strategy: 2019-2024**, Deb MacLatchy

A draft Strategy for the next five years has been developed, with unanimous recommendation by the Steering Committee and unanimous approval by Senate. Board members Lynda Kitamura, Scott Lyons, Bill Muirhead, Mark Harris, Kristiina Montero, Connie Palenik and Melanie Will served on the Steering Committee, which was chaired by Dr. MacLatchy. A highly consultative process resulted in a draft strategy which was circulated in late March, with feedback

incorporated into the final version for review by Senate and Board. The final document reflects a Strategy rather than a plan, with specific action items to be developed over the next year. Dr. MacLatchy provided a presentation on the Strategy.

The Strategy outlines Laurier's context and challenges; the vision it describes will shape the University's mission over the next 5 years. Input from the Laurier community was gathered into two main themes of "thriving community" and "future readiness". Each main theme was divided into five pillars, with drivers of change and related sub-themes identified, reflecting many points of interconnection and integration. An accountability framework is being developed for moving the Strategy forward; senior leaders will review further at a June retreat session. Mark Harris, Principal-Dean of Martin Luther University College, noted that he appreciated that that the College was included as a partner in the process, and that Luther is in the process of developing its own strategy.

**Motion (Bill Muirhead/Mark Harris): That the Board of Governors approve the Laurier Strategy: 2019-2024. Carried, unanimous.**

5. **Governance Review**, Anna Kornobis

A Governance Review was undertaken by a third-party panel of experts in 2016-2017, to look at best practice and areas of improvement. The Board was presented with a summary of progress on recommendations identified in the panel's Report. The recommendations, grouped into twelve themes, are deemed complete, with some work continuing to evolve. Improvements include streamlined Board practices, including changes to Board agendas and briefing notes; an enhanced focus on strategic issues; upgrades to 45 Lodge and the Senate & Board Chamber for more efficient meetings; and improved onboarding and education sessions, among others.

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

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

The Board received a written summary of recent issues examined by the committees. There were no questions.

b. Audit & Compliance Committee, Stephanie Ratza

1. Pension Plan Audited Financial Statements

A review of the audited financial statements of the assets of the Pension Plan is required annually by the Financial Services Corporation of Ontario. These assets, as well as any liabilities of the Plan, are also captured in the University's statements. The Board discussed: that the

cash position of the Pension Plan grew dramatically in 2018 due to a timing issue; a subsequent large investment with investment manager Romspen reduced the cash position; that the Statement of Change to Net Assets recorded transfers to other plans by employees who left the Laurier Plan; and that Manager Fees under accrued expenses reflected large commission fees related to strong investment returns during the year.

**Motion (Michael Dell/Mark Harris): That on the recommendation of the Audit & Compliance Committee, the Board of Governors approve the Audited Financial Statements of the Wilfrid Laurier University Pension Plan for the year ended December 31, 2018 and authorize any two members of the Board of Governors to sign the financial statements as evidence of such approval. Carried.**

2. Update on Cannabis and Policy 7.21, Cannabis and Proposed Changes to Policy 7.8, Smoking  
Staff proposed Laurier become a smoke-free university, and revised the current smoking policy to reflect this change. The current Cannabis Policy is due to expire on June 30, 2019. The Board discussed: that regulations for cannabis smoking will be integrated into the new smoke-free policy, which covers smoking and vaping; that accommodations are covered in the policy; and that procedures will be developed along with an aggressive education campaign. Staff noted that Laurier will focus on education rather than punitive measures in dealing with future smoking infractions.

**Motion (Melanie Will/Michael Dell): That on the recommendation of the Audit & Compliance Committee, the Board of Governors approve a revised Policy 7.8, Smoking, as Policy 7.8, Smoke Free, as presented, with an effective date of July 1, 2019. Carried.**

3. Revisions to Policy 12.3, Non-Academic Student Code of Conduct and Related Procedures  
Last reviewed in 2015, revisions to the Non-Academic Student Code of Conduct were proposed to provide streamlined reporting; better articulate definitions; outline an improved appeal process; and provide an expanded jurisdiction section to address conduct that occurs off-campus. The Policy itself has been revamped to fit the current standard policy template. The Board discussed section 6.01.03.c regarding recording or disseminating information without consent, which may fall under the

Academic or Non-Academic Code of Conduct depending on circumstances. Laurier's General Counsel is being consulted.

**Motion (Melanie Will/Mary-Louise Byrne): That on the recommendation of the Audit & Compliance Committee, the Board of Governors approve Policy 12.3, Non-Academic Code of Conduct and related procedures, as revised. Carried.**

c. Finance & Investments Committee

1. Endowment Spending Rate for Fiscal 2018-2019

An annual spending allocation is set each year, with the goal of maximizing the amount available to spend while safeguarding the funds and covering inflation and investment management fees. Staff review market returns, fund performance, Statistics Canada data and other factors in proposing the spending rate and inflation factor, which are also reviewed by the Investment Oversight Sub-Committee. The Board discussed that the spending rate and inflation rate are reviewed and adjusted annually.

**Motion (Jim Phillips/Joseph Small): 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. Fee Reports

Each year, fees for tuition, programs and courses and other non-tuition fees are reviewed and revised, in consultation with student groups and university departments. The Board received the proposed fees for 2019-2020, which align with government directives on compulsory and non-compulsory fees. The Board discussed: that they wanted to see details of any increases for international fees over the past five years; and that the University will develop a longer term fee strategy and communicate with students.

**Motion (Mark Harris/Kristiina Montero): That on the recommendation of the Finance and Investments Committee, the Board of Governors approve the 2019/20 Non-Tuition Fee Report and the report on 2019/20 Tuition, Program and Course Fees. Carried.**

3. Budget 2019-2020, Rob Gordon / Tony Araujo / Mary Anne Banks

The Board received a written budget report and a presentation on the proposed 2019-2020 budget. Staff have been reviewing and revising the draft budget to adjust for the impact of recent government announcements regarding tuition cuts and changes to fee structures. These include a 10% cut to tuition revenue for 2019-2020 and a freeze for the following year, resulting in an \$11.2M reduction in revenue. When combined with salary increases and other costs, the overall budget deficit is projected to be \$18.4M for 2019-2020. This deficit will be offset by reserves, carry-forwards and anticipated surpluses, and staff will use the coming year to plan ways to address future year deficits. Enrolment numbers just announced show an increase in undergraduate intake for next year.

The full transition to the Responsibility Centre Model (RCM) budget framework as originally planned will slow to soften the impact of tuition cuts. The two Faculties which are in surplus will receive a one-time allocation rather than in-base increases.

The Board discussed: an adjusted timeline for full transition to the RCM model; analysis of why the Faculties of Education and Human & Social Sciences are successfully in a surplus position; that some older Faculties may be carrying historical costs; how enrolment numbers are tracking within the province's corridor funding model; and opportunities to negotiate with the province on corridor numbers.

**Motion (Scott Bebenek/Joseph Small): to move the meeting *in camera*. Carried.**

The Board moved into an *in camera* session for further discussion on the budget before returning to the open session for a vote on the following motion.

**Motion (Connie Palenik/Cody Groat): That on the recommendation of the Finance and Investments Committee, the Board of Governors approve the 2019/20 Budget. Carried.**

7. **Other Business:** None.

**B. *In Camera* Session**

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

**C. Consent Items**

The following items were provided for approval or information. The Agenda, Minutes and three motions were approved by consent.

**1. Items for Approval**

- a. Agenda
- b. Minutes, Board of Governors, April 25, 2019
- c. 2019-2020 and 2020-2021 Board & Committee Dates  
**Motion: That the Board of Governors approve the dates for Board and Committee meetings for 2019-2020 and 2020-2021, as proposed. Carried.**
- d. Policy 7.20, Fitness for Work  
**Motion: That on the recommendation of the Human Resources & Compensation Committee, the Board of Governors approve Policy 7.20, Fitness for Work, as revised. Carried.**
- e. Pension Governance Manual  
**Motion: That on the recommendation of the Pension Committee, the Board of Governors approve the Pension Governance Manual, as revised. Carried.**

**2. Items for Information**

- a. Confirmation of Statutory Remittances, Nov 2018–Apr 2019
- b. Employee Engagement Survey Results and Implementation Progress Report 2019
- c. Employment Equity Report 2018
- d. Capital Projects and Funding Sources Updates
- e. Sustainability Annual Report 2018-2019
- f. Responsible Investing Annual Report 2018-2019
- g. Q1 2019 Investment Performance Summary - Proteus
- h. UFCW RRSP Plan Update 2018
- i. 2018-2019 Annual Report on the Cyclical Review of Academic Programs as provided to Senate ([link to full Report](#))

*Note: If you need assistance or have a question about these minutes 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.*