



## BOARD OF GOVERNORS MINUTES

Thursday, November 28, 2019, 2:00 – 6:00 p.m.

Senate & Board Chamber, Waterloo and SCJ210, SC Johnson Building, Brantford

- Present:** Lynda Hawton Kitamura (Chair), Scott Bebenek, Tom Berczi, Ryan Brejak, Mitchell Bergin, Mary-Louise Byrne, Michael Carroll, Maria Gallego, Cody Groat, Mark Harris, Paul Kwasnik, Scott Lyons, Deb MacLatchy, Patricia McLaren, Bill Muirhead, Connie Palenik, Jim Phillips, Patricia Polischuk, Stephanie Ratza, Karen Redman, Mark Straub, Jillian Swartz
- Regrets:** Cameron Anderson, Savvas Chamberlain, Leanne Hall, Dave Jaworsky, Eileen Mercier, Shaun Miller, David Monod, Joe Rooney, Berry Vrbanovic, Klaudia Wojtanowski
- Secretariat:** Ana Juhik, Shannon Kelly, Anna Kornobis, Anne Lukin

### A. Open Session

1. **Call to Order, Lynda Hawton Kitamura**

Board Chair, Lynda Hawton Kitamura, 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.
- b. Movement of Consent Items to the Main Agenda: Included in the Consent section for approval were: the Minutes from September 13, which will corrected to show that Patricia McLaren attended that meeting; and three motions recommended by the Development Committee, to update policies. Board members discussed risk mitigation through gift agreements for naming opportunities for individual donors, noting that the proposed Naming policy dealt with corporate donors.

**Motion (Mark Harris/Jim Phillips): that the Board of Governors approve the Consent items listed for approval under Item C.1. Carried.**

2. **Chair's Report, Lynda Hawton Kitamura**

The Chair commented on: welcoming new governor Maria Gallego to the Board, recently elected through the University Faculty Council; Paulette Tremblay stepping down from the Board due to time constraints; Laurier's recognition as one of North America's most environmentally responsible post-secondary institutions, according to the Princeton Review's *Guide to Green Campuses*; Board members Dr. Patricia McLaren and Ryan Brejak being

recognized with 2019 Employee Achievement Awards, while Connie Palenik was recognized for 35 years of service at Laurier; Barrington Walker filling the new position of Senior Advisor, Equity, Diversity and Inclusion starting in the new year; and three Laurier professors, Drs. Phelim Boyle, Rianne Mahon and Eleanor Ty, being formally inducted as fellows into the Royal Society of Canada.

### 3. Leadership Update

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

The President commented on: successful homecoming events and campus open houses this Fall in Brantford and Waterloo; a recent Alumni Association gift of \$800K to support student wellness and success initiatives; events marking the 20-year anniversary of the Brantford Campus; the opening of a Lazaridis Institute office in Kitchener; Laurier recruitment offices seeing an increase; unsanctioned street gatherings continuing to be a challenge for PSE in Ontario; a coordinated approach by the university, regional police and others to maintain order at street gatherings during homecoming, resulting in reduced attendance down by approximately 10K; VP: Advancement and External Relations Jason Coolman is leading a Homecoming Review Committee which will also help plan for St. Patrick's Day next Spring; an external executive coach working with the senior executive team to set goals; searches underway to fill the roles of Vice-President: Academic, and Finance & Administration; and the on-going budget process. The President also provided a government relations update, noting: that a majority of our local MPs were re-elected; MTCU name change to Ministry of Colleges & Universities; positive interactions with Parliamentary Assistant David Piccini; participation in the Milton Santa Parade; and negotiations for SMA3. She noted that Milton has been a priority focus; and that there was positive feedback to a Milton update provided at Senate.

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

The Board received written updates from senior leaders. They discussed uses planned for renovated space in One Market, Brantford, including a new home for student affairs staff, an International Office, the Brantford Dean of Students, classrooms, and a branch of Veritas Café; and Laurier fundraising targets and performance to date.

#### c. Senate Reports

Mary-Louise Byrne highlighted that Senate has met three times this academic year; in the open sessions a number of programs and policies have been approved; and Senate has received multiple updates on SMA3 and Laurier's budget.

4. **Update on the Strategic Mandate Agreement 3 (SMA3)**, Maureen Mancuso

The Provost and VP: Academic provided a presentation on SMA 3, noting that these agreements began as a multi-year accountability framework which has evolved over three rounds of negotiation with the province. By the end of this third round, 60% of funding will be tied to ten performance metrics to be phased in over the three years. A first draft of SMA 3 is due to the province by December 17, submitting weightings for the ten metrics, program areas for focus and Laurier choice for metrics demonstrating economic impact. The Executive & Governance Committee will receive an update on December 10 regarding the weighting strategy.

Board members discussed: demonstrating the value of an arts degree; how to measure graduate outcomes; the use of StatsCan data; collaboration by universities; provincial strategies for funding and tuition rates; and continued advocacy on tuition inequity among institutions especially in professional programs.

5. **Contribution Agreement for Funding to Support Women Entrepreneurs**, Deb MacLatchy

The federal government announced last August funding support for female entrepreneurship programs to be provided by staff at the Lazaridis School. The grant amount of \$1.38M would not usually require Board approval, but FedDev requires a Board resolution to accept the funding for this programming. It was discussed that gift acceptance rules do not apply to government grants; that this training will be delivered by staff and overseen by faculty; and that this funding is very welcome in support of the fastest growing segment of entrepreneurs.

**Motion (Karen Redman/Patricia Polischuk): That the Board of Governors resolve that Wilfrid Laurier University enter into a contribution agreement with the Federal Economic Development Agency for a non-repayable contribution up to \$1,385,000 under the Women Entrepreneurship Strategy Ecosystem Fund – Regional Stream; and that the Board of Governors resolve that Deb MacLatchy, as the President and Vice-Chancellor of Wilfrid Laurier University, acting alone, is hereby authorized to execute, sign and deliver on behalf of the Corporation, the contribution agreement the whole containing such terms and conditions as she in her sole discretion deems necessary of desirable and execution thereof by such person will be conclusive evidence thereof. Carried.**

6. **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 meetings; there were no questions.

- b. Finance and Investments, Tom Berczi
1. 2020 – 2021 Budget Update, Tony Araujo / Maureen Mancuso  
The Board received an update on progress on the budget process since the summer. Senior leaders provided a reminder that there is a projected \$18M structural deficit as a result of the 10% tuition reduction; and an overview of budget balancing actions. An overview of the three-year scenario reflected possible gains from revenue-generating and cost-cutting ideas generated by faculty and staff; and from the impact of factors such as the provincially-imposed salary cap of 1% for across-the-board annual increases. The Vice-Presidents will be required to identify 2% cuts/year for two years from among their portfolios. An update on the Voluntary Retirement Incentive Program (VRIP) was provided noting that any replacement hirings will reflect program/market demands and strategic priorities.

Board members discussed: a projected \$9.6M which reflect permanent budget reductions; the projected uptake and financial impact of this round of voluntary retirement offering; the planned development of shorter upgrading programming with an accreditation focus; and how Laurier's student body and enrolment levels might be impacted by these non-corridor offerings.

2. Internal Loans

Staff provided a summary of cash currently being held which would be available in the shorter term for internal loans to finance University initiatives. Both the amount available for loans and the proposed interest rate for 2019-2020 are lower than those approved for 2018-2019.

**Motion (Lynda Hawton Kitamura/Scott Lyons): That on the recommendation of the Finance and Investments Committee, the Board of Governors approve that the excess cash available for internal loans in '19/20 is \$8.7 million and the interest rate should be set at 3.25%. Carried.**

c. Joint Finance and Investments/Pension

1. Pension Plan Statement of Investment Policies and Procedures (SIPP) Annual Review

The Pension Plan SIPP requires annual review and approval as per the Ontario Pension & Benefits Act. Proposed revisions included the addition of an appendix showing the plan's target asset allocation for each investment category, and updating a reference to a previous actuarial valuation net interest rate assumption.

**Motion (Bill Muirhead/Scott Lyons): On the joint recommendation of the Finance & Investments and Pension Committees, the Board of Governors approve the WLU Pension Plan Statement of Investment Policies and Procedures, as revised. Carried.**

2. Pension Valuation as of April 30, 2019

The University is required to file a formal valuation of the Pension Plan at least every three years; the next one is due no later than April 30, 2020. Actuary firm Aon Hewitt was requested to calculate a valuation as of April 30, 2019. This valuation is expected to reflect a reduced deficiency, and therefore result in lower special payments required by the province to address that shortfall.

**Motion (Bill Muirhead/Scott Bebenek): That on the joint recommendation of the Finance & Investments and Pension Committees, the Board of Governors approve the April 30, 2019 WLU pension plan actuarial valuation, as prepared by the Actuary, to be filed with the regulator by November 30, 2019 resulting in an improvement in the overall funded status of the Plan, with a \$10 million going concern shortfall and a \$36.3 million solvency shortfall. Carried.**

3. University Joint Pension Plan, Pam Cant

The AVP, HR provided an update on progress among a group of three universities in establishing a joint sector pension plan, with a proposed start date of July 1, 2021 for a plan with \$10B in assets, and a 50/50 cost sharing between employers and members of the plan. Laurier may have the opportunity to join this sector plan, in 2022 or beyond. The Chair noted that the Board endorses the continued exploration of this option and wants to be kept informed on the joint initiative.

Board members discussed: that a sustainable plan would be in the best interests of both the University and its employees; that a single-employer plan carries more risk than a joint plan; that the joint plan being established will be a desirable defined benefit plan; that when asked to choose whether to join a sector plan in a few years' time, employees will need to understand what it means to give up Laurier's current hybrid plan (noting that Queens University has a hybrid plan and their employees have decided to move to the joint plan); and that initial conversations have been held with Laurier's unions but will need to be engaged more formally, with plans for educational sessions on what the sector plan would entail.

- d. Nominations, Jillian Swartz
  1. Call for Nominations  
The Chair of the Nominations Committee outlined the qualities and expertise identified as needed to fill any vacancies among Community-at-Large members of the Board. Board members were asked to bring forward any recommendations for individuals who fulfill the Call for Nominations.

Board members discussed the need for diversity on the Board to better reflect the Laurier community, especially the student body; and that the Nominations Committee is actively looking for indigenous leaders and other diverse candidates.

7. **Other Business:** None.

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

**Motion (Cody Groat/Jim Phillips): to move the meeting *in camera*. Carried.**

## **C. Consent Items**

The following items were provided for approval or information. The Agenda, Minutes and items noted for Approval were approved by consent, with one correction to the Minutes.

1. **Items for Approval**
  - a. Agenda
  - b. Minutes, Board of Governors, September 13, 2019
  - c. Policy 13.5, Naming of University Assets  
**Motion: That on the recommendation of the Development Committee, the Board of Governors approve Policy 13.5, Naming of University Assets, as revised. Carried.**
  - d. Policy 13.6, Gift Acceptance  
**Motion: That on the recommendation of the Development Committee, the Board of Governors approve Policy 13.6, Gift Acceptance, as revised. Carried.**
  - e. Policy 13.7, Ethical Fundraising Practices  
**Motion: That on the recommendation of the Development Committee, the Board of Governors approve Policy 13.7, Ethical Fundraising Practices, as revised. Carried.**

**2. Items for Information**

- a. Review and Approvals of University Policies 2018-2019
- b. Employee Engagement Survey Implementation Update
- c. Dimensions Program – Grant and Award Pilot in Support of Equity, Diversity & Inclusion (EDI)
- d. Annual Report from the Office of Dispute Resolution and Sexual Violence Support: Related to Policy 6.1, Prevention of Harassment and Discrimination
- e. Q 2 Investment Performance Summary
- f. Five Year History of Giving
- g. Capital Projects and Funding Source Updates