
MINUTES PUBLIC SESSION
Tuesday, November 26, 2013
3:15 pm to 5:15 pm
Place: DTB 524 (55 Bond Street)

GOVERNORS IN ATTENDANCE:

Glenna Raymond, *Chair*
Adele Imrie, *Vice Chair*
Ann Stapleford-McGuire, *Vice Chair*
Michael Angemeer
Rupinder Brar
Gary Cubitt
Andrew Elrick
Miles Goacher
Don Hathaway
Robert Marshall
Tim McTiernan, *President and Vice Chancellor*
Lokendra Ramotar
Marj Rempel
Bonnie Schmidt
Larry Seeley
Yousif Yakub

Via Teleconference:

Don Duval

REGRETS:

Perrin Beatty, *Chancellor*
John McKinley
Pierre Tremblay
Jay Lefton
Michael Newell
Andrea Slane

BOARD SECRETARY:

Cheryl Foy, University Secretary and General Counsel

UOIT STAFF:

Craig Elliott, Chief Financial Officer
Andrea Kelly, Assistant to the Secretary
Murray Lapp, Vice President, Human Resources and Services
Susan McGovern, Vice President, External Relations
Cathy Pitcher, Assistant to the President

Stephanie Rogoza, Legal Counsel
Deborah Saucier, Vice President Academic and Provost

GUESTS

Kristen Calis – Metroland

Student - Tyler Turecki

Stephen Rose, Associate Dean and Director of International Programs, Faculty of Business and Information Technology

Sohale Zakeri-Ghamsari, 4th Year Student, Bachelor of IT (Game Development and Entrepreneurship)

Shannon Sawitz, 4th Year Student, Bachelor of Commerce (Accounting)

1 Call to Order

The Chair called the meeting to order at 3:28 p.m.

2 Agenda

Upon motion duly made by A. Stapleford-McGuire and seconded by L. Ramotar, the Agenda was approved as presented.

3 Conflict of Interest Declaration

There were none.

4 Chair's Remarks

The Chair advised the Board that she recently attended University Day at Queen's Park with the President. She noted that the event provided an opportunity to interact with members of the Provincial Government during a series of meetings set up by the Council of Ontario Universities (COU). She provided an overview of the topics and information presented during the event and made special note of the impact of the Fall Economic Statement on the university sector. She noted that the meetings with various ministry representatives indicated a strong sense of support for the work that the post-secondary education (PSE) sector is doing.

The Chair also advised the Board that she, along with several other Board members, recently attended a conference for university Governors put on by the COU. She provided an overview of the program and noted that the conference included presentations from industry, the current Governor General and the Ministry of Training, Colleges and Universities (MTCU). She advised that other Board attendees would be providing further information on this conference later in the meeting.

5 Approval of Minutes of the Meeting of October 9, 2013

Upon motion duly made by A. Stapleford-McGuire and seconded by M. Goacher, the Minutes were approved as presented.

Heather White joined the meeting

6 President's Remarks

The Chair invited the President to deliver his report. The President advised the Board that the University is well into its current academic planning cycle and continues to engage in strategic

discussions with the Federal and Provincial governments regarding the Strategic Mandate Agreement process. He noted that University's budget planning process (including continuing discussions regarding joint land use planning with Durham College) is also underway. He advised of a recent roundtable meeting with consultants on various aspects of the Campus Master Plan and noted that the Board would soon receive further updates in that respect. He also noted that the Honorary Degree Committee would be meeting shortly to discuss candidates for the June convocation.

The President discussed his experience at the recent Association of Universities and Colleges of Canada (AUCC) meeting in Ottawa. He noted that while the event did not involve any meetings on Parliament Hill, it did include a lunch meeting with the Minister of Finance. He described this meeting as an engaging discussion of PSE interests in the context of the federal government.

7 Co-Populous Remarks

The Chair invited G. Cubitt to deliver the Co-Populous Report. G. Cubitt discussed the highlights of the recent Durham College Board meeting which included a presentation about "Café", a program intended to assist full and part time instructors to learn more about active learning. He noted that the Café program has received positive feedback both internally and externally. He informed the Board that Durham College President, Don Lovisa, was recently named Business Person of the Year in Ajax-Pickering. He also noted that the College is very excited to launch its new Healthcare Management degree program.

8 Report on COU Chairs Meeting

The Chair described her experience at the recent COU Chairs Meeting. She noted that it provided an excellent opportunity to engage with Chairs and Vice-Chairs from other universities across Ontario. She provided an overview of the topics discussed including: the impact of presidential turnover in the PSE system (in the context of an empirical study using data back to the 1800s); the process the government is taking with respect to the negotiation of strategic mandate agreements with each university; the challenges of differentiating institutions across the sector; and productivity and innovation funding. The Chair thanked the Board for the opportunity to attend this meeting.

9 COU Governance Conference

The Chair asked Board attendees to comment on their experiences at the recent COU Governance Conference. The attendees noted that, overall, it was a great event. They agreed that while the event was billed as a governance conference, it was much broader in scope and provided a comprehensive overview of stakeholders and issues facing the PSE sector. There was a general consensus that UOIT does not face many of the "legacy" issues currently affecting more established institutions (e.g., those relating to aging facilities and pensions). The attendees discussed the importance of digital learning and the development of "soft skills" to assist graduates in adapting to high levels of change going forward. It was suggested that research might be included more specifically as a topic during the next annual conference.

10 Campus Master Plan Update

The Chair invited M. Lapp to provide an update on the Campus Master Plan. M. Lapp advised that the process is well underway. He advised that the firm MMM was selected as a consultant on this project which is a joint process with DC. He noted that the process includes a review of all of the future building needs, space and land needs for both institutions for the future (including North campus, downtown campus and DC's Whitby location). So far, the process has involved requesting significant input from the Region and the City so that the end result is integrated appropriately. He noted that it was also essential to look at infrastructure available now and in the future from both the Region and the City. He noted that we are just about at the point of having a preliminary report which will include detail at a high level. This will help us in our different initiatives with respect to funding for the Plan as funding is a key issue.

M. Lapp responded to questions from the Board. It was agreed that broad consultation is a necessary component to the planning process. The general consensus of the Board was that it would like to see an intersection of learning and innovation. In response to questions from Board members, the President confirmed the scope of the current planning process as being very high level (zoning, sewer placements, useable lands etc.) and noted that we are not quite ready to plan the specific buildings.

11 Committee Reports (public items)

Governance, Nominations & Human Resources Committee

The Chair invited A. Stapleford-McGuire to provide an update from the recent GNHR Committee meeting. A. Stapleford-McGuire noted that three Governors will be completing their terms and leaving the Board at the end of the current year. She advised that the Committee had discussed a variety of strategies for recruiting new Governors. She informed the Board that new Governors will be evaluated based on their strengths in the areas of: (i) marketing/communications/ government relations, (ii) fundraising; (iii) IT specialization; and (iv) research and industry. She also noted that the recruitment process for Governors would be modified follow a system similar to the one being rolled out for honorary degrees to provide for a longer term pool of candidates.

Strategy & Planning Committee

The Chair invited B. Schmidt to provide an update from the recent S&P Committee meeting. B. Schmidt noted that the Committee had lively discussion in four areas: (i) the role of the Committee as part of the oversight of planning process and as a strategic sounding board; (ii) the Strategic Mandate Agreement; (iii) the Campus Master Plan; and (iv) International Collaborations.

Advancement Committee

In J. McKinley's absence, the Chair invited D. Hathaway to provide an update from the recent Advancement Committee meeting. D. Hathaway was pleased to inform the Board that UOIT's Alumni Association held its first strategic meeting in November. He advised that the recent Friends of UOIT dinner raised approximately \$68,000. He also noted that key items of discussion at the Committee meeting included amendments to the Gift Acceptance Policy; an agreement for the new Aboriginal Student Centre; and the establishment of a Board bursary fund.

Audit & Finance Committee (including Investment Committee)

The Chair invited A. Imrie to provide an update from the recent Audit & Finance Committee meeting. A. Imrie informed the Board that, at the last meeting, KPMG confirmed that all areas of audit focus at UOIT are currently rated “low” which speaks to significant improvement in UOIT’s internal finance process. As a result, she noted that the audit fees have been reduced. She informed the Board that, in addition to its general audit engagement, KPMG has also been retained to conduct a number of mini-audits on specific finance areas. A. Imrie informed the Board that as part of the mini audit process for ACE, the Committee received the first set of audited statements for the facility which reflected the 14-month period beginning in March 2012. She noted that while ACE showed a deficit during this period, many of the significant expenses related to start-up costs. She provided an overview of UOIT’s Q2 financial statements noting that the balance sheet continues to improve and UOIT is in a strong cash position tracking ahead of budget. She noted that the current forecast indicates a surplus for the current year and advised that the finance team is currently looking at ways to balance the budget.

Upon motion duly made by A. Imrie and seconded by D. Hathaway, the Board approved the following motion:

THAT PURSUANT TO THE REQUEST OF THE AUDIT AND FINANCE COMMITTEE OF THE BOARD, AND FURTHER TO THE AUDIT & FINANCE COMMITTEE’S REVIEW AND APPROVAL OF THE Q2 2013-2014 FINANCIAL STATEMENTS, THE BOARD OF GOVERNORS APPROVE THE Q2 2013-2014 FINANCIAL STATEMENTS, AS PRESENTED.

A. Imrie provided a brief update on the risk management project that is currently underway at UOIT and noted that the Board would be receiving a presentation from Marsh following today’s Public Session. She asked C. Elliott to present an update on the rollout of the new budgeting process. C. Elliott advised the Board that internal stakeholders have now been informed of the new process and are in the process of preparing budgets for next year. He provided an overview of key budget assumptions, namely, that current forecasts are based on a 2% growth in enrolment. He informed the Board that the original forecast projected a deficit of \$1.3 million for the 2014-2015 year; however, he confirmed that the finance group has already taken a number of steps to reduce this deficit including, but not limited to, the implementation of zero-based budgeting and a close review of recruitment activities.

A. Imrie invited M. Goacher to discuss proposed amendments to UOIT’s investment allocations, Statement of Investment Policy (“SIP”) and Terms of Reference for the Investment Committee of the Board. M. Goacher described the proposed changes. With respect to the SIP, he noted that the amendments are intended to allow the document to function more effectively as a set of guiding principles permitting a range of target investments.

Upon motion duly made by M. Goacher and seconded by A. Stapleford-McGuire, the Board approved the following motion:

THAT PURSUANT TO THE REQUEST OF THE AUDIT & FINANCE COMMITTEE OF THE BOARD, AND FURTHER TO THE AUDIT & FINANCE COMMITTEE’S REVIEW AND APPROVAL OF THE PROPOSED AMENDMENTS TO THE STATEMENT OF INVESTMENT POLICY, THE BOARD OF GOVERNORS APPROVE THE AMENDED STATEMENT OF INVESTMENT POLICY, AS PRESENTED.

Upon motion duly made by M. Goacher and seconded by the President, the Board approved the following motion:

THAT PURSUANT TO THE REQUEST OF THE AUDIT & FINANCE COMMITTEE OF THE BOARD, AND FURTHER TO THE AUDIT & FINANCE COMMITTEE'S REVIEW AND APPROVAL OF THE PROPOSED AMENDMENTS TO THE TERMS OF REFERENCE OF THE INVESTMENT COMMITTEE OF THE BOARD, THE BOARD OF GOVERNORS APPROVE THE AMENDED TERMS OF REFERENCE OF THE INVESTMENT COMMITTEE, AS PRESENTED.

L. Ramotar and Y. Yakub left the meeting

12 Presentation: FBIT & Students Ontario Global Edge Program

The following guests entered the meeting:

- *Stephen Rose, Associate Dean and Director of International Programs, FBIT;*
- *Sohale Zakeri-Ghamsari, 4th Year Student, Bachelor of IT (Game Development and Entrepreneurship); and*
- *Shannon Sawitz, 4th Year Student, Bachelor of Commerce (Accounting)*

The Chair welcomed the guests and invited them to deliver a presentation on the Ontario Global Edge program offered by the Faculty of Business and Information Technology (FBIT). The students described their recent work experience in Germany and Hong Kong as part of the exchange-based program. Following the presentation, the students responded to questions from Board members.

The Chair acknowledged students presentations as illustrative of the impact & reach UOIT education is having and thanked the Associate Dean and students for attending.

R. Brar left the meeting

13 Consent Agenda

Upon motion duly made by G. Cubitt and seconded by M. Rempel, items (13)1 through (13)6 of the Consent Agenda were approved, as presented.

M. Goacher requested that items 13(7) and 13(8) be removed from the Consent Agenda. It was agreed that item 13(7) undergo further revision and review by the Advancement Committee to provide clarification on the language referring to donation of securities. It was further agreed that the Non-Public Session be resumed following the current meeting to discuss item 13(8) in more detail.

14 Other Business

2013 Awards of Excellence

The Chair encouraged the Governors to take the time to review documentation relating to the recent Awards of Excellence event.

Part Two: Board of Governors Orientation – January 15, 2013

The Chair reminded the Governors of the upcoming orientation session.

15 Termination of Meeting

There being no further business, the Chair moved to adjourn the meeting at 5:19 p.m.

Cheryl Foy, Secretary