



UNIVERSITY OF ALBERTA

UNIVERSITY GOVERNANCE

Board of Governors Open Session Minutes

Friday, December 14, 2018
2-31 South Academic Building (SAB)
8:00 AM - 12:00 PM

ATTENDEES:

Voting Members:

Michael Phair	Appointed Chair, General Public
Lynn Parish	Appointed Vice-Chair, General Public
Matthew Barnett	Appointed Member, Non-Academic Staff Representative (NASA Appointee)
Mary Pat Barry	Appointed Member, University of Alberta Alumni Association Representative
Katherine Binhammer	Appointed Member, Academic Staff Representative (GFC Appointee)
Charlene Butler	Appointed Member, University of Alberta Senate Representative
Levi Flaman	Appointed Member, Undergraduate Board of Governors Representative
Dominique Grégoire	Appointed Member, General Public
Reed Larsen	Appointed Member, President (Students' Union)
Kirk MacLeod	Appointed Member, General Public
Ray Muzyka	Appointed Member, General Public
Lynne Paradis	Appointed Member, General Public
Zahra Somani	Appointed Member, General Public
Sheri Somerville	Appointed Member, General Public
Douglas Stollery	Appointed Member, Chancellor
Glenn Stowkowy	Appointed Member, University of Alberta Alumni Association Representative
Owen Tobert	Appointed Member, General Public
David Turpin	Appointed Member, President and Vice-Chancellor
Sasha van der Klein	Appointed Member, President, Graduate Students' Association
Donna Wilson	Appointed Member, Academic Staff Representative (AASUA Appointee)

Non-Voting Officials Appointed by the President:

Steven Dew	Provost and Vice-President (Academic)
Marion Haggarty-France	University Secretary
Brad Hamdon	General Counsel
Gitta Kulczycki	Vice-President (Finance and Administration)
Andrew Sharman	Vice-President (Facilities and Operations)
Kelly Spencer	Interim Vice-President (Advancement)
Catherine Swindlehurst	Chief of Staff (President's Office)
Jacqui Tam	Vice-President (University Relations)
Juli Zinken	Board Secretary and Manager of Board Services

Regrets:

Matthias Ruth	Vice-President (Research)
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Observer(s):

Laura Beard	Associate Vice President (Research)
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Staff:

Erin Plume, Assistant Board Secretary

OPENING SESSION

1. Chair's Session

Presenter(s): Michael Phair

1a. Call to Order and Confirmation of Quorum

Presenter(s): Michael Phair

The Board Secretary confirmed that the attendance constituted quorum. The Chair called the meeting to order at 8:00 a.m.

1b. Approval of Open Session Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session agenda as presented.

CARRIED

1bi Review of Consent Agenda

Presenter(s): Michael Phair

The Chair invited members to inform him if there were any requests to remove an item from the Open Session Consent Agenda. There were no requests.

1c. Conflict of Interest - Opportunity for Declaration

Presenter(s): Michael Phair

The Chair made note of the following:

- The University of Alberta has policy and procedure in place for Conflict of Interest and Conflict of Commitment, and Board members make annual disclosures.
- In addition, Board members must declare any conflict related to the Board Agenda of each meeting and, in the event of such conflict, absent themselves from the discussion and voting on the item.
- The *Post-secondary Learning Act*, Section 16(5) states that: The members of the board must act in the best interests of the university.

The Chair invited members to declare conflicts of interest related to the Open Session Agenda of the meeting. Seeing none, the Chair declared the question asked and answered.

1d. Chair's Remarks

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

The Chair welcomed members and guests and acknowledged all Indigenous peoples and the traditional lands on which the Board was gathered. He reviewed a map of the lands of Treaty 6 and noted its expansiveness and importance to the province and country.

The Chair then thanked members for joining him at the Board's festive holiday dinner the previous evening. He offered a warm welcome to Dr Donna Wilson who was appointed to the Board on November 26, 2018 for three years as Academic Staff Representative, and also welcomed Kelly Spencer, Interim Vice-President (Advancement), to her first Board meeting in her new role, and Laura Beard, Associate Vice-President (Research), who was attending the meeting on behalf of Matthias Ruth.

The Chair acknowledged the work of the Board Ad Hoc Group on Committee Mandates and Membership (BAGMM) in implementing the recommendations of the Board Working Group that were approved by the Board in June. He thanked BAGMM members, Reed Larsen, Sheri Somerville, and Dick Wilson, for their hard work over the past six months, and also acknowledged those who had supported the initiative, including President Turpin and Brad Hamdon who served as advisors, as well as Governance staff.

Finally, the Chair remarked on the university's wide-reaching impact on society, noting a recent event he attended where researchers from the School of Public Health presented their work on reducing childhood obesity in elementary schools and the greater community.

2. Report of the President

Presenter(s): David Turpin

Discussion:

In lieu of his regular report, the President provided verbal remarks on: the response of the university community to the unfortunate passing of Dean Richard Fedorak and the continuation of Dr Dennis Kunimoto as Interim Dean of the Faculty of Medicine and Dentistry during the upcoming search for a new dean; an update on the university's work toward developing an Equity, Diversity, and Inclusivity Strategic Plan; the latest QS (Quacquarelli Symonds) World Rankings, which lists the University of Alberta as number one in Canada in terms of graduate employability; the recent opening of the Aga Khan Garden, Edmonton; an update on the UniForum initiative; the 2018 University Cup winners Chris Le, Medicine and Dentistry (Laboratory Medicine and Pathology) and Anne Naeth, Agricultural, Life and Environmental Sciences (Renewable Resources); the university's national record-breaking 165 Academic All-Canadian winners; and his recent travels to Ottawa to further advocate for investment in science.

2i. For the Public Good Performance Indicator Report

Materials before members are contained in the official meeting file.

Presenter(s): David Turpin

Purpose of the Proposal: To share the *For the Public Good: Performance Measures* which provides an annual update on the University of Alberta's performance measures, documenting progress towards its strategic plan, *For the Public Good*, over time.

Discussion:

President Turpin provided an annual update on the 12 performance measures that document progress against the strategies and objectives of the university's strategic plan, *For the Public Good*, tracking growth and movement while also guiding the university's work going forward.

2ii. Joint Board / General Faculties Council / Senate Summit

Presenter(s): David Turpin

Purpose of the Proposal: For information / discussion.

Discussion:

Dr Turpin briefed members on plans for the upcoming Board of Governors/General Faculties Council/Senate Summit on January 25, 2019, thanking the organizing committee for its strong work in planning the event. He noted that this year's theme would be "Public Perceptions of Universities in an Election Year" and that Bruce Anderson, Chairman of Abacus Data, would present the keynote.

CONSENT AGENDA

3. Report of the University Secretary

Presenter(s): Marion Haggarty-France

Purpose of the Proposal: For information / discussion.

Discussion:

The University Secretary briefed the Board on recent education and development sessions attended by Board members and administration, including in-person orientation sessions hosted by the Ministry of Advanced Education, and the third annual Field Law Post-Secondary Summit. She also noted that the Board Chair and Vice-Chair would be attending the 2019 Canadian University Boards Association (CUBA) conference in Kingston, Ontario. She thanked Board members for making time for these opportunities and reminded them of other resources and sessions available to them through the Association of Governing Boards of Universities and Colleges (AGB) and the Institute of Corporate Directors (ICD).

Ms Haggarty-France then recognized the staff in the University Governance and Senate offices, noting that they recently attended the 2018 Conference of Western Canadian University Board Secretaries. She thanked members of the Board of Governors for participating in the creation of the "Governance Grove" art project and encouraged members to visit the University Governance office to see the results of their collective creativity.

4. Approval of the Consent Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

Action Items

- 4a. Approval of the Open Session Minutes of October 12, 2018
- 4b. Report of the Finance and Property Committee
- 4bi. Increase to Parking Citation Rates
- 4c. Report of the Investment Committee
- 4ci. University Funds Investment Policy
- 4d. Report of the Board Chair
- 4di. Committee Appointments

Information Reports

- 4e. Report of the Audit and Risk Committee

- 4f. Report of the Finance and Property Committee
- 4g. Report of the Human Resources and Compensation Committee
- 4h. Report of the Investment Committee
- 4i. Report of the Learning and Discovery Committee
 - i. Equity, Diversity, and Inclusivity (EDI) Strategic Plan
- 4j. Report of the Reputation and Public Affairs Committee
- 4k. Report of the Safety, Health and Environment Committee
 - i. Implementation of Occupational Health and Safety Act Changes

Regular Reports

- 4l. Chancellor's Report
- 4m. Alumni Association
- 4n. Students' Union (including 2017-18 Financial Statements)
- 4o. Graduate Students' Association
- 4p. Association of Academic Staff
- 4q. Non-Academic Staff Association
- 4r. General Faculties Council
- 4s. Board Chair and Board Members Activity Report

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session Consent Agenda, as presented.

CARRIED

DISCUSSION ITEMS

5. Report of the Finance and Property Committee

Presenter(s): Owen Tobert

5a. New Budget Model

Materials before members are contained in the official meeting file.

Presenter(s): Steven Dew; Gitta Kulczycki

Discussion:

Mr Tobert introduced the item and reviewed consultation on the Budget Model to date, noting that it will be implemented in Fall 2019. He provided an update on how the proposed model allocates funds based on activity levels, where the university currently is in the process, and work still to be done.

The President, Dr Dew, and Ms Kulczycki responded to questions from the Board regarding: how the budget model will affect the university's efforts to be more interdisciplinary and collaborative, particularly as it relates to cost allocation for space-utilization; how the new model will allow the university to improve quality and focus on centres of excellence; whether it would be possible to summarize risks associated with the new model; whether administration has researched potential impacts on the full university community; whether, in an activity-based model, matrices have been developed to address funding for research; how the Strategic Investment Fund money will be allocated; whether funding would be allocated for community engagement; the increasing number

of online courses and how that may affect public perception and educational space requirements; how this model compares with those of similar provincial, national, and international institutions; whether it would be possible to conduct a SWOT analysis of the new model; how the model will evolve and be assessed going forward; plans to mitigate the possibility of students being squeezed into spaces; and how new legislation on fees and market modifiers will be worked into the budget model going forward.

Following the discussion, Mr Tobert thanked Administration for their work on the new budget model and suggested that they provide an update on implementation of the new model at future Board Finance and Property Committee and Board of Governors' meetings.

DISCUSSION & ACTION ITEMS

6. Implementation of Recommendations of the 2018 Board Working Group

6a. Board Ad Hoc Group on Committee Mandates and Membership:

- i. ACTION: Principles to Guide Board Committee Composition
- ii. ACTION: Board Standing Committee Composition Frameworks
- iii. ACTION: Board Standing Committee Mandate Statements
- iv. Update: Limitations on delegation by the Board of Governors for Board Standing Committees

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

Purpose of the Proposal: To seek Board of Governors approval of principles to guide future decisions regarding standing committee composition and of committee composition frameworks and mandate statements to be incorporated into future revised committee Terms of Reference.

Discussion:

The Chair reviewed the recommendations of the Board Ad Hoc Group on Committee Mandates and Membership (BAGMM). He briefed the Board on the proposed *Principles for Board of Governors Standing Committee Composition*, indicating that this revised proposal addresses concerns raised at the October Board meeting regarding conditions guiding the selection of committee Chairs.

The motion was moved and seconded.

Motion 1: THAT the Board of Governors, on the recommendation of the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed *Principles for Board of Governors Standing Committee Composition*, as set forth in Attachment 1, effective immediately, to guide decisions regarding the composition of Board standing committees.

CARRIED

The Chair then reviewed the proposed Board standing committee composition frameworks, noting that recommended changes include less explicit membership categories, reflective of the principles' commitment to diversity and broad representation, as well as an opportunity for all committees to include external members of the public in their membership, as needed.

The motion was moved and seconded.

Motion 2: THAT the Board of Governors, on the recommendation of the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed Board Standing Committee Composition Frameworks, as set forth in Attachment 2, effective upon future approval of revised committee Terms of Reference (*with the exception of the Board Governance Committee for which changes can be effective immediately*).

CARRIED

The Chair then provided an overview of the proposed Board standing committee mandate statements, noting that feedback from the committees' review of these recommendations had been incorporated into the final proposal. He indicated that each statement reflects the Board-approved future restructuring of its committees as well as the Board's desire to provide strategic foresight and insight in addition to oversight.

The motion was moved and seconded.

Motion 3: THAT the Board of Governors, on the recommendation of the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed Board Standing Committee Mandate Statements, as set forth in Attachment 3, effective upon future approval of revised committee Terms of Reference (*with the exception of the Board Governance Committee for which changes can be effective immediately*).

CARRIED

Following approval of those proposals, the Chair provided an update on BAGMM's work related to Board delegation of authority to its committees. He noted that while BAGMM reviewed and proposed changes to each committee's limitations of delegated authority, final approval and implementation of any changes would remain a work in progress. He indicated that some changes would come forward for Board approval as part of the revised committee Terms of Reference in Spring 2019, while others were currently being worked on by Administration for Board approval at upcoming meetings.

The President then briefed the Board on work underway regarding certain delegations of authority, noting that at the March Board meeting, Administration planned to bring forward a recommendation regarding financial thresholds for the future approval of tuition and fees.

At this point, the Chair reminded members that the Board Governance Committee Terms of Reference had been approved at the October Board meeting, and thanked those Board members who had agreed to serve as inaugural members of the committee. He noted that the committee would begin meeting in early 2019, and distributed, for members' review and feedback, an outline of his initial thoughts regarding potential committee membership changes for the other Board standing committees.

Finally, the Chair briefed the Board on next steps in the process, indicating that a consultant would be hired to review and propose changes to current Board Committee Terms of Reference, based on Board-approved principles and documents. He indicated that the proposed Terms of Reference would then go to the standing committees for review, with final Board approval planned for Spring 2019.

6b. Update: Board Safety, Health and Environment Committee Transition Process

Materials before members are contained in the official meeting file.

Presenter(s): Zahra Somani

Purpose of the Proposal: To update the Board on BSHEC's work to ensure its mandates and responsibilities are successfully transferred to other Board committees.

Discussion:

Ms Somani provided an update on the Board Safety, Health and Environment Committee's efforts in transitioning its mandates and responsibilities to the Board Audit and Risk Committee (for the environment, safety and security items) and the Board Learning and Discovery Committee (for the student health and wellness items). She informed the Board that over the coming months, the committee would use some of its meeting time to oversee this transfer of responsibilities, and noted the proposed timeline and recommendations outlined in the attached material.

6c. Update: Review of Process for Board Oversight of Enterprise-wide Risk Management

Presenter(s): Dominique Grégoire

Purpose of the Proposal: For information/discussion.

Discussion:

Ms Grégoire briefed the Board on progress related to the review of processes for Board oversight of enterprise-wide risk management (ERM). She indicated that she and the committee Vice-Chair were working with administration on a proposal that would include: increased focus on emerging risks and opportunities; changes to Board standing committee engagement in enterprise-wide risk management (ERM) oversight; and opportunities for Board and committee education sessions on the ERM framework, processes, and their governance role.

The Board Chair and Board Audit and Risk Committee Vice-Chair responded to questions from the Board regarding how other committees' perspectives on specific risks would be integrated into the Board Audit and Risk Committee's discussions; and how opportunities would be addressed in conjunction with risk.

CLOSING SESSION

7. Other Business

Presenter(s): Michael Phair

There was no other business.

8. Adjournment

Presenter(s): Michael Phair

The Chair adjourned the open session at 9:40 am.