



The following Motions and Documents were considered by the Board of Governors at its Friday, October 24, 2014 meeting:

Agenda Title: **Board Finance and Property Committee Terms of Reference**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Final Item: 5a

Agenda Title: **Capitalization of Unrestricted Funds to Permanent Restricted Endowments Net Assets**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the transfer of \$2,500,691.39 of unrestricted net assets to permanent restricted endowment net assets.

Final Item: 5b.

Agenda Title: **Land Asset Strategy: Trust Deed**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the governance model for the University of Alberta Properties Trust Inc. as set forth in attachment 1 (Articles of Incorporation) and attachment 2 (By-law no. 1).

Final Item: 5c.

Agenda Title: **Land Asset Strategy: Signature Authorization**

Approved Motion: THAT the Board of Governors authorize the Chair of the Board of Governors or the Chair of the Board Finance and Property Committee, on behalf of the Board as sole shareholder of University of Alberta Properties Trust Inc., to execute all documents necessary to give effect to the resolutions of the Board of Governors of the University of Alberta pertaining to the establishment of University of Alberta Properties Trust and the University of Alberta Properties Trust Inc.

Final Item: 5d.

Agenda Title: **Board Human Resources and Compensation Committee Terms of Reference**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Final Item: 6a.

Agenda Title: **Board Investment Committee Terms of Reference**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Investment Committee, approve the revised Terms of Reference for the Board Investment Committee, as set forth in Attachment 1 to the agenda documentation.

Final Item: 7a.

Agenda Title: **Board Learning and Discovery Committee Terms of Reference**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Learning and Discovery Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Final Item: 8a.

Agenda Title: **Faculty of Graduate Studies and Research and Faculty of Business Proposal for a Master of Accounting (MAcc)**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Learning and Discovery Committee, approve the proposal for a (new) Master of Accounting (MAcc) degree program, as submitted by the Faculty of Graduate Studies and Research and the Faculty of Business and as set forth in Attachment 1, for implementation in May, 2015.

Final Item: 8b.

Agenda Title: **Approval of Mandate and Roles Document**

Approved Motion: THAT the Board of Governors approve the revised University of Alberta Board of Governors Mandate and Roles Document for submission to the Ministry of Innovation and Advanced Education, as set forth in Attachment 2.

Final Item: 9a.

Agenda Title: **Committee Appointments**

Approved Motion: THAT the Board of Governors, on the recommendation of the Board Chair, Mr Douglas Goss, approve Board Committee appointments, as set forth in Attachment 1 to the agenda documentation.

Final Item: 9b.

OUTLINE OF ISSUE

Agenda Title: **Board Finance and Property Committee Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Dick Wilson, Chair, Board Finance and Property Committee
Presenter	Dick Wilson, Chair, Board Finance and Property Committee
Subject	Review of Committee Terms of Reference

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To review the Committee Terms of Reference and approve proposed changes.
The Impact of the Proposal is	The revised Terms of Reference reflect the elimination of the position "Associate Vice-President (Facilities and Operations)" and addition of new Associate Vice-President positions in the Facilities and Operations portfolio.
Replaces/Revises (eg, policies, resolutions)	n/a
Timeline/Implementation Date	Immediately following approval by the Board of Governors
Estimated Cost	n/a
Sources of Funding	n/a
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p>1. <i>Post Secondary Learning Act (PSLA)</i>, Section 60 (1)(b): "The Board of a public post-secondary institution shall develop, manage and operate, alone or in cooperation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta."</p> <p>2. <i>Board of Governors General Terms of Reference</i>, Section b: "The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee's defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee." ... "...issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of...any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;..."</p> <p>3. <i>Board Finance and Property Committee Terms of Reference</i>:</p>

Item No. 5a

	<p>3. MANDATE OF THE COMMITTEE</p> <p>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board.</p> <p>Without limiting the generality of the foregoing, the Committee shall:</p> <p>u) annually review the terms of reference for the Committee and recommend to the Board any required changes.</p>
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Routing (Include meeting dates)

Consultative Route	
Approval Route (Governance) (including meeting dates)	Board Finance and Property Committee – September 23, 2014 (for recommendation) Board of Governors – October 24, 2014 (for approval)
Final Approver	Board of Governors – October 24, 2014

Attachments:

1. Board Finance and Property Committee Terms of Reference – showing edits (4 pages)
2. Board Finance and Property Committee Terms of Reference – without edits (4 pages)

Prepared by: Geeta Sehgal, Acting Assistant Board Secretary, geeta.sehgal@ualberta.ca



BOARD FINANCE AND PROPERTY COMMITTEE Terms of Reference

1. AUTHORITY

- a) The Board Finance and Property Committee (the “Committee”) is created by and responsible to the Board of Governors (the “Board”) of the University of Alberta (the “University”).
- b) The Vice-President (Finance and Administration) and the Vice-President (Facilities and Operations) shall provide management support to the Committee.
- c) The Committee shall function in accordance with the Board’s General Committee Terms of Reference.

2. COMPOSITION OF THE COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 11 voting members):
 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate*
 - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
 - (3) A Board member from the membership category identified by the Act as *non-academic staff of the University*
 - (4) Two Board members from the membership category identified by the Act as *students nominated by the council of the students association* or as *graduate student nominated by the council of the association*
 - (5) One other member of the Board of Governors
 - (6) A member of the general public with specific expertise in a field of interest to the Committee
 - (7) The Board Chair, by virtue of office
 - (8) The President and Vice-Chancellor, by virtue of office
 - (9) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Provost and Vice-President (Academic)
 - (2) Vice-President (Facilities and Operations)
 - (3) Vice-President (Finance and Administration)
 - (4) Vice-President (University Relations)
 - (5) University Secretary
 - (6) Committee Secretary
 - (7) Other officers, as determined by the President
- c) One of the members from the Board’s constituencies of general public, or the Senate or the Alumni Association who is a member of the Committee shall also serve as a member of the Audit Committee.
- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.

- e) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board’s General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing, the Committee shall:

Financial

- a) review the quarterly financial statements with respect to operating and capital funds
- b) review and recommend to the Board the Integrated Planning and Budgeting Policy which includes guiding principles for changes to approved budgets and for transfer or reallocation of monies included in approved budgets
- c) review and recommend to the Board the annual and other budgets and major issues of policy related to budgets
- d) review and recommend to the Board tuition and other like fees
- e) approve authorized signing officers in respect of all banking and safekeeping

Facilities and Property

- f) approve original Capital Expenditure Authorization Request (CEAR) or individual Supplemental CEARs up to a maximum of \$7 million and aggregate total CEAR and Supplemental CEARs up to a maximum of \$14 million. The Vice-President (Facilities and Operations) is authorized to approve original CEARs or individual Supplemental CEARs up to \$2 million and aggregate total CEAR and Supplemental CEARs up to \$4 million.
- g) review and recommend to the Board original Capital Expenditure Authorization Requests or individual Supplemental CEARs greater than \$7 million or aggregate total CEAR and Supplemental CEARs up to, but not exceeding \$14 million.
- h) approve the acquisition or disposal of real property, provided always that any such decision of the Committee shall be reported to the Board and shall only be effective or implemented a minimum of 24 hours following the conclusion of the Board meeting at which the decision of the Committee is reported, and provided the Board has not resolved otherwise

Approved Capital Expenditure Authorization is as follows:

Approval level	Original CEAR or individual Supplemental CEAR Approval Limit	Aggregate Total CEAR and Supplemental CEAR’s Limit (not to exceed)
Directors/Executive Directors F&O	Up to \$500,000	\$750,000
Associate Vice-President (Facilities & Operations Ancillary Services; Operations and Maintenance; Planning)	Up to \$1,000,000	\$2,000,000

<u>and Project Delivery; Utilities)</u>		
Vice-President (Facilities & Operations)	Up to \$2,000,000	\$4,000,000
BFPC	Up to \$7,000,000	\$14,000,000
BG	Over \$7,000,000	Over \$14,000,000

Policies

- i) approve policies for intellectual property and technology transfer
- j) approve policies for construction and supply contracts, policies governing the use of space and planning reports for individual capital projects and receive an annual report on these;
- k) recommend to the Board capital expenditure policies for the committee and for the Board;
- l) approve policies for the control and regulation of pedestrian and vehicle traffic on University lands;
- m) review and approve policies on financial risk management for risks which may jeopardize the achievements of the strategic vision of the University
- n) review and recommend to the Board policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University

Reports, Advice, Trends

- o) Review and provide recommendations on the University’s enterprise-wide risks and risk measures related to the Committee mandate.
- p) monitor trends affecting the University and the implications of those trends on finances and property of the University
- q) annually provide advice to the President, through the Chair of the Board Human Resources and Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice Presidents whose responsibilities are within the mandate of the Committee
- r) review annual and quarterly reports highlighting progress achieved in implementing the University’s current budget and strategic business plan, including appropriate and relevant performance indicators
- s) review planning reports for individual capital projects and receive a quarterly report on these
- t) receive for review an annual report on donations and gifts and monitor performance against fundraising goals
- u) annually review the terms of reference for the Committee and recommend to the Board any required changes

4. LIMITATIONS ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee set out in paragraph 3, the Board shall:

- a) approve the guiding principles, budgets and changes to approved budgets and the transfer or reallocation of monies included in approved budgets;
- b) approve the annual and other budgets and major issues of policy related to budgets;
- c) approve capital expenditures of more than \$7 million or more or expenditures which, when combined with other expenditures for the same project, would equal more than \$7 million;
- d) approve capital expenditure policies;
- e) approve tuition and other like fees;

- f) approve policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University;
- g) review all decisions of the Committee with respect to the acquisition or disposal of real property; after any such review the Board may resolve to overturn or vary any such decision.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

DATE	DECISION-MAKER	DECISION
2006-11-20	Board Finance and Property Committee	Recommended to Board of Governors
2006-12-8	Board of Governors	Approved
2008-06-10	Board Finance and Property Committee	Recommended to Board of Governors
2008-06-20	Board of Governors	Approved
2008-10-03		Editorial Revisions Made as a Result of CEAR Policy Approved by BFPC/Board
2009-09-16	Board Finance and Property Committee	Recommended to Board of Governors
2009-10-02	Board of Governors	Approved
2011-02-01	Board Finance and Property Committee	Recommended to Board of Governors
2011-02-11	Board of Governors	Approved
2011-09-20	Board Finance and Property Committee	Recommended to Board of Governors
2011-10-21	Board of Governors	Approved
2012-07-12		Editorial Revisions Made as a Result of Changes in Title
2013-10-01	Board Finance and Property Committee	Recommended to Board of Governors
2013-10-18	Board of Governors	Approved



BOARD FINANCE AND PROPERTY COMMITTEE Terms of Reference

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 - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
 - (3) A Board member from the membership category identified by the Act as *non-academic staff of the University*
 - (4) Two Board members from the membership category identified by the Act as *students nominated by the council of the students association* or as *graduate student nominated by the council of the association*
 - (5) One other member of the Board of Governors
 - (6) A member of the general public with specific expertise in a field of interest to the Committee
 - (7) The Board Chair, by virtue of office
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 - (9) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Provost and Vice-President (Academic)
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 - (3) Vice-President (Finance and Administration)
 - (4) Vice-President (University Relations)
 - (5) University Secretary
 - (6) Committee Secretary
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- c) One of the members from the Board’s constituencies of general public, or the Senate or the Alumni Association who is a member of the Committee shall also serve as a member of the Audit Committee.
- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.

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- b) review and recommend to the Board the Integrated Planning and Budgeting Policy which includes guiding principles for changes to approved budgets and for transfer or reallocation of monies included in approved budgets
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- f) approve original Capital Expenditure Authorization Request (CEAR) or individual Supplemental CEARs up to a maximum of \$7 million and aggregate total CEAR and Supplemental CEARs up to a maximum of \$14 million. The Vice-President (Facilities and Operations) is authorized to approve original CEARs or individual Supplemental CEARs up to \$2 million and aggregate total CEAR and Supplemental CEARs up to \$4 million.
- g) review and recommend to the Board original Capital Expenditure Authorization Requests or individual Supplemental CEARs greater than \$7 million or aggregate total CEAR and Supplemental CEARs up to, but not exceeding \$14 million.
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Approved Capital Expenditure Authorization is as follows:

Approval level	Original CEAR or individual Supplemental CEAR Approval Limit	Aggregate Total CEAR and Supplemental CEAR’s Limit (not to exceed)
Directors/Executive Directors F&O	Up to \$500,000	\$750,000
Associate Vice-President (Ancillary Services; Operations and Maintenance; Planning and Project Delivery; Utilities)	Up to \$1,000,000	\$2,000,000

Vice-President (Facilities & Operations)	Up to \$2,000,000	\$4,000,000
BFPC	Up to \$7,000,000	\$14,000,000
BG	Over \$7,000,000	Over \$14,000,000

Policies

- i) approve policies for intellectual property and technology transfer
- j) approve policies for construction and supply contracts, policies governing the use of space and planning reports for individual capital projects and receive an annual report on these;
- k) recommend to the Board capital expenditure policies for the committee and for the Board;
- l) approve policies for the control and regulation of pedestrian and vehicle traffic on University lands;
- m) review and approve policies on financial risk management for risks which may jeopardize the achievements of the strategic vision of the University
- n) review and recommend to the Board policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University

Reports, Advice, Trends

- o) Review and provide recommendations on the University’s enterprise-wide risks and risk measures related to the Committee mandate.
- p) monitor trends affecting the University and the implications of those trends on finances and property of the University
- q) annually provide advice to the President, through the Chair of the Board Human Resources and Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice Presidents whose responsibilities are within the mandate of the Committee
- r) review annual and quarterly reports highlighting progress achieved in implementing the University’s current budget and strategic business plan, including appropriate and relevant performance indicators
- s) review planning reports for individual capital projects and receive a quarterly report on these
- t) receive for review an annual report on donations and gifts and monitor performance against fundraising goals
- u) annually review the terms of reference for the Committee and recommend to the Board any required changes

4. LIMITATIONS ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee set out in paragraph 3, the Board shall:

- a) approve the guiding principles, budgets and changes to approved budgets and the transfer or reallocation of monies included in approved budgets;
- b) approve the annual and other budgets and major issues of policy related to budgets;
- c) approve capital expenditures of more than \$7 million or more or expenditures which, when combined with other expenditures for the same project, would equal more than \$7 million;
- d) approve capital expenditure policies;
- e) approve tuition and other like fees;
- f) approve policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University;

- g) review all decisions of the Committee with respect to the acquisition or disposal of real property; after any such review the Board may resolve to overturn or vary any such decision.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

DATE	DECISION-MAKER	DECISION
2006-11-20	Board Finance and Property Committee	Recommended to Board of Governors
2006-12-8	Board of Governors	Approved
2008-06-10	Board Finance and Property Committee	Recommended to Board of Governors
2008-06-20	Board of Governors	Approved
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2009-09-16	Board Finance and Property Committee	Recommended to Board of Governors
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2011-02-01	Board Finance and Property Committee	Recommended to Board of Governors
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2011-09-20	Board Finance and Property Committee	Recommended to Board of Governors
2011-10-21	Board of Governors	Approved
2012-07-12		Editorial Revisions Made as a Result of Changes in Title
2013-10-01	Board Finance and Property Committee	Recommended to Board of Governors
2013-10-18	Board of Governors	Approved

OUTLINE OF ISSUE

 Agenda Title: **Capitalization of Unrestricted Funds to Permanent Restricted Endowments Net Assets**

Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the transfer of \$2,500,691.39 of unrestricted net assets to permanent restricted endowment net assets.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Vice-President (Finance and Administration)
Presenter	Phyllis Clark, Vice-President (Finance and Administration)
Subject	Approval of the transfer of unrestricted funds to permanent restricted endowment net assets.

Details

Responsibility	Vice-President (Finance and Administration)
The Purpose of the Proposal is (please be specific)	<p>The following faculties have requested capitalization:</p> <ul style="list-style-type: none"> Agricultural, Life and Environmental Sciences - \$1,000,000.00 Source of funds: Mattheis Ranch revenue from oil & gas and utility right-of-way payments. Purpose: To match a portion of the Conservation Easement grant, and increase the funding available to support rangeland research, education and extension activity. Medicine and Dentistry - \$52,657.00 Source of funds: Alberta Health Services research and education fund (\$30,000.00); Department of Pharmacology one-time funding (\$22,657.00). Purpose: To increase the number of students registered in Pharmacology MSc and PhD programs. Science - \$345,000.00 Source of funds: Undesignated donations Purpose: To increase the principal of the SCI fund to provide an ongoing source of funding that will enable the faculty to focus financial resources on critical priorities. Vice-President (Finance and Administration) - \$1,103,034.39 Source of funds: WCB Special Dividends Purpose: To increase the principal of the WCB fund to provide an ongoing source of funding that will enable the university to fund various health and safety initiatives.
The Impact of the Proposal is	Transfer of \$2,500,691.39 of unrestricted net assets to permanent restricted endowment net assets.
Replaces/Revises (eg, policies, resolutions)	None
Timeline/Implementation Date	Effective upon approval by the Board of Governors.
Estimated Cost	n/a
Sources of Funding	n/a

Notes	
Alignment/Compliance	
Alignment with Guiding Documents	<p>Dare to Discover: A Vision for a Great University Dare to Deliver: The University of Alberta Academic Plan 2011-2015</p>
<p>Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)</p>	<p><u>1. Post-Secondary Learning Act</u> Under the <i>Post-Secondary Learning Act</i>, the University's Board of Governors has the <i>capacity, rights, powers and privileges of a natural person</i> (Section 59(1), and the Board is tasked with <i>managing and operating the University in accordance with its mandate</i> (Section 60). Thus, like any other owner of property, the governors of the University can create a trust by declaration whereby it yields up its ownership interest and becomes a trustee of the subject property, with beneficial ownership of the property residing elsewhere.</p> <p>This is equally so in terms of the creation of true permanent endowments (charitable purpose trusts) whereby the University can declare a trust that results in its taking on a trustee role for the property (in substitution for its prior ownership role) and whereby the beneficiaries of the trust become the equitable owners of the trust (i.e. in the case of a charitable purpose trust, the objects or purposes to which the endowment is devoted).</p> <p><u>2. University Policy and Procedure On-Line (UAPPOL)</u></p> <p>Board-approved Capitalization of Unrestricted Funds to Endowment Policy and relevant procedure.</p> <p><u>3. Board of Governors General Terms of Reference, Section 1.b. states:</u></p> <p><i>The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee's defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee.</i></p> <p><u>4. The Board Finance and Property Committee Terms of Reference Section 3</u> <i>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board.</i></p> <p><i>Without limiting the generality of the foregoing, the Committee shall:</i></p> <ul style="list-style-type: none"> a) review the sources of and application of financial resources b) review and recommend to the Board the guiding principles for changes to approved budgets and for transfer or reallocation of monies included in approved budgets. c) review and recommend to the Board the annual and other budgets and major issues of policy related to budgets

Item No. 5b

	<p>4. <u>LIMITATIONS ON DELEGATION BY THE BOARD</u></p> <p><i>The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee set out in paragraph 3, the Board shall:</i></p> <p>(a) <i>approve the guiding principles, budgets and changes to approved budgets and the transfer or reallocation of monies included in approved budgets;</i></p>
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Routing (Include meeting dates)

Consultative Route	
Approval Route (Governance) (including meeting dates)	Board Finance and Property Committee – September 23, 2014 (for recommendation) Board of Governors – October 24, 2014 (for approval)
Final Approver	Board of Governors – October 24, 2014

Attachments:
None

Prepared by: Martin Coutts, Associate Vice-President, Finance and Supply Management Services
(martin.coutts@ualberta.ca, 492-3436)
Michele Pearce, Director, Financial Accounting and Reporting, Financial Services
(michele.pearce@ualberta.ca, 492-0877)

OUTLINE OF ISSUE

Agenda Title: **LAND ASSET STRATEGY– University of Alberta Properties Trust Inc. governance model**

Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the governance model for the University of Alberta Properties Trust Inc. as set forth in attachment 1 (Articles of Incorporation) and attachment 2 (By-law no. 1).

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Don Hickey, Vice-President (Facilities and Operations) and Phyllis Clark Vice-President (Finance and Administration)
Presenter	Don Hickey, Vice-President (Facilities and Operations)
Subject	Governance model by which the trust will carry out its business

Details

Responsibility	Facilities and Operations
The Purpose of the Proposal is (please be specific)	Administration seeks Board of Governors approval of the governance model proposed for the University subsidiary in connection with it serving as corporate Trustee of the intended Land Trust.
The Impact of the Proposal is	Subject to Board of Governors' approval, the Order in Council approving the University's incorporation of the subsidiary will be submitted to Innovation and Advanced Education (IA&E).
Replaces/Revises (eg, policies, resolutions)	
Timeline/Implementation Date	Depending on the timing of the approval of the Order in Council, the appointed Directors will meet to organize and to start the process of recruiting a CEO.
Estimated Cost	(2014-2015) \$200,000.00 and (2015-2018) \$500,000.00 each of 3 years
Sources of Funding	Internal funding (loan to Trust)
Notes	<p>At the June 20 Board of Governors meeting the following motion was approved:</p> <p>THAT, subject to the prior approval of the Minister of Innovation and Advanced Education, under section 77 of the Post-secondary Learning Act and approval of the Lieutenant Governor in Council under section 80 of the Financial Administration Act, the Board of Governors authorizes and approves the incorporation of a subsidiary corporation, University of Alberta Properties Trust Inc., to act as the trustee of a trust for the purpose of holding and developing lands.</p> <p>Administration committed at that time to return to the Board of Governors meeting October 24, 2014, with a governance model suitable for a land trust. The proposed governance model is based on the principles contained in the Alberta Public Agencies Governance Act and known best practices of governance.</p>

Alignment/Compliance

Alignment with Guiding Documents	Dare to Discover, Dare to Deliver, Comprehensive Institutional Plan, Long Range Development Plan 2002, Post-Secondary Learning Act (PSLA) 2003, Appendix XIX – South and North Campus LRDP
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	amendments 2013, The President’s Change Agenda – Sustainable Financial Operations.
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<p>Post-Secondary Learning Act (PSLA) – Section 77 states: “a board must obtain the approval of the Minister for an incorporation prior to seeking Lieutenant Governor in Council approval under the Financial Administration Act”.</p> <p>Financial Administration Act (FAA) Section 80 states: “No person shall incorporate a Provincial corporation or Crown controlled organization without the approval of the Lieutenant Governor in Council”.</p> <p>UAPPOL – Creation of a Legal Entity “The University’s participation in the creation of legal entity, it must undertake appropriate due diligence to ensure that it has an understanding of the legal, financial and other issues associated with its involvement in the legal entity”</p> <p>Board Finance and Property Committee Terms of Reference 3. MANDATE OF THE COMMITTEE Except as provided in paragraph 4 and in the Board’s General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board. Without limiting the generality of the foregoing, the Committee shall: [...] n) review and recommend to the Board policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University[...]</p> <p>4. LIMITATIONS ON DELEGATION BY THE BOARD The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee set out in paragraph 3, the Board shall: [...] f) approve policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University; g) review all decisions of the Committee with respect to the acquisition or disposal of real property; after any such review the Board may resolve to overturn or vary any such decision.</p>

Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	<p>March 2013-August 2014 – Land Asset Management Advisory Task Force</p> <p>January 23, 2014, May 8, 2014, August 7, 2014 – President’s Executive Committee – Strategic (PEC-S), February 13, 2014 and May 8, 2014, President’s Executive Committee – Operational (PEC-O), March 13, 2014 PEC O – Communications Workshop led by University Relations</p>
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Item No.5c

	<p>on leveraging assets</p> <p>June 20, 2013 – South Campus Long Range Development Plan (LRDP) Amendment, February 25, 2014 and North Campus LRDP Amendment – Board Finance and Property Committee</p> <p>2014 – Community Engagement report to the Board</p> <p>Faculty of Agricultural, Life and Environmental Sciences (ALES) – Dean and Chairs consultation November 2013 – March 2014</p> <p>May 21, 2014 – Deans’ Council and Community Consultation May 27, 2014 – Board Finance & Property May 30, 2014 – Board University Relations June 20, 2014 – Board of Governors approves the incorporation of a subsidiary corporation, University of Alberta Properties Trust Inc. September 19, 2014 – Presentation to Senate</p>
Approval Route (Governance) (including meeting dates)	<p>Board Finance and Property Committee (BFPC) – September 23, 2014 – for recommendation to the Board of Governors on governance model Board Human Resources Committee – September 23, 2014- for recommendation to the Board of Governors on the slate of Directors for the Trust</p>
Final Approver	Board of Governors (BG) – October 24, 2014

Attachments:

1. Attachment 1 – Articles of Incorporation (3 pages)
2. Attachment 2 – By-law no. 1 (8 pages)
3. Attachment 3 – Briefing Note and Information (includes Trust Deed, Supplemental Trust Deed, Members’ Resolution and Statement of Trust, all of which are provided for information only, solely for background and context) (30 pages)

Prepared by:
 Mary Paul
 Senior Administrative Officer
 Office of the Vice-President (F&O)
 mpaul@ualberta.ca

Revised: 10/17/2014

Articles Of Incorporation

Business Corporations Act, Alberta
Section 6

1. Name of Corporation

Alberta Corporate Access No.:

University of Alberta Properties Trust Inc.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See Schedule "A" attached hereto.

3. Restrictions on share transfers (if any):

None

4. Number, or minimum and maximum number, of directors that the corporation may have:

The Corporation may have a minimum of one (1) director and a maximum of eleven (11) directors.

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

None

6. Other rules or provisions (if any):

See Schedule "B" attached hereto.

7. Date authorized by Incorporators:

Year/Month/Day

Incorporator

Name of Person Authorizing (please print & sign)	Address: (including postal code)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013
REG 3047 (2001/09)

SCHEDULE "A"

2. THE CLASSES OF SHARES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The Corporation is authorized to issue an unlimited number of Class A Common shares having attached thereto, as a class, the following rights, privileges, restrictions and conditions:

- (a) The right to vote at any meeting of the shareholders of the Corporation;
- (b) The right to receive dividends as, when, and if declared on the Class A Common shares by the Corporation; and
- (c) The right to receive the remaining property of the Corporation upon dissolution.

SCHEDULE "B"

6. OTHER RULES OR PROVISIONS (IF ANY):

- (a) The Corporation shall have a lien on all shares registered in the name of a shareholder or his legal representative for any debt of that shareholder to the Corporation.
- (b) The Directors of the Corporation shall be elected and shall retire in rotation. At the first Annual General Meeting, the shareholders shall elect:
 - (i) up to four (4) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which those Directors were elected;
 - (ii) up to four (4) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which those Directors were elected;
 - (iii) up to three (3) Directors, each serving a term that ends at the close of the next Annual General Meeting following the Annual General Meeting at which those Directors were elected;
 - (iv) thereafter at each Annual General Meeting Directors shall be elected to fill the positions of those Directors whose term of office has expired and each director so elected shall hold office until the third Annual General Meeting after election; and
 - (v) Directors shall be eligible for re-election, and may serve up to a maximum of ten (10) years.

BY-LAW NO. 1

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF UNIVERSITY OF ALBERTA PROPERTIES TRUST INC.

Section 1 INTERPRETATION

1.01 Definitions

In these and any other by-laws of the Corporation, if any, unless the context otherwise requires:

- (a) "Act" means the *Business Corporations Act* (Alberta), R.S.A. 2000, c.B-9, as from time to time amended, and any statute that may be substituted therefor;
- (b) "Articles" means the articles attached to the certificate of the Corporation as from time to time amended or restated;
- (c) "Board" means the board of directors of the Corporation;
- (d) "Corporation" means the corporation which has adopted these by-laws and to which the same apply; and
- (e) "Recorded Address" means in the case of a shareholder his or her address as recorded in the share register; and in the case of joint shareholders the address appearing in the share register in respect of such joint holding or the first address so appearing if there are more than one; and in the case of a director, officer, auditor or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation.

1.02 Interpretation

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders.

Section Two

DIRECTORS

2.01 Number of Directors

The Board shall consist of the number of directors provided in the Articles, or, if a minimum and maximum number is so provided, not fewer than the minimum number and not more than the maximum number of directors provided in the Articles.

2.02 Composition of the Board

Of the directors to be appointed to the Board, the shareholders shall appoint to the Board not more than four (4) of the following individuals: i) the Chair of the Board of Governors of the University of Alberta, or his/her designate at the time of the appointment, ii) the President of the University of Alberta, or his/her designate at the time of the appointment, iii) a Vice-President of the University of Alberta; or iv) a public member of the Board of Governors of the University of Alberta. At no time shall the directors who are members of the Board of Governors of the University of Alberta or officers of the University of Alberta constitute a majority of the Board.

2.03 Meetings by Telephone

A director may participate in a meeting of the Board or of a committee of the Board by means of telephone or other communications facilities that permit all persons participating in the meeting to hear each other.

2.04 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as the Board, the Chairperson of the Board, the President, the Secretary, or any two directors may determine.

2.05 Notice of Meetings

Notice of the time and place of each meeting of the Board shall be given to each director not less than 48 hours before the time when the meeting is to be held. This notice may be delivered to the Recorded Address of the directors. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

2.06 Chairperson

The chairperson of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: Chairperson of the Board, or Vice-Chairperson of the Board. If no such officer is present, the directors present shall choose one of their number to be the chairperson.

2.07 Quorum

One director, or, if there is more than one director elected at the last meeting of the shareholders, one half of that number of directors, or if such number is an odd number, a majority of the number of directors elected at the last meeting of shareholders shall constitute a quorum of the Board.

2.08 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.

2.09 Remuneration of Directors

Directors shall receive no remuneration for acting as such but, by resolution of the Board, a director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

Section Three

OFFICERS

3.01 Appointment

Subject to the Articles and any unanimous shareholder agreement, the Board may from time to time appoint a Chairperson of the Board, a Vice-Chairperson of the Board, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of such officers and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation.

3.02 Powers and Duties

Subject to a unanimous shareholder agreement and the authority of the Board:

- (a) the Chairperson of the Board must be a director, may be a member of the Board of Governors of the University of Alberta, and shall not be an individual who is an officer of the University of Alberta;
- (b) the President shall have general supervision of the business of the Corporation and shall not be a director;
- (c) the Secretary shall:
 - (i) attend and be the secretary at all meetings of the Board, Committee of directors, and shareholders and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat;
 - (ii) give or cause to be given all notices to shareholders, directors, officers and auditors;
 - (iii) be the custodian of any corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation;
- (d) the Treasurer shall:
 - (i) keep or cause to be kept proper accounting records in compliance with the Act;
 - (ii) be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; and
 - (iii) render to the Board an account of all transactions and of the financial position of the Corporation;
- (e) an officer ceases to hold the office when that officer dies, resigns, is removed by the Board or ceases to be an individual of full capacity, whichever shall first occur; and
- (f) the powers and duties of any officer may be varied, added to or limited by the Board.

Section Four

PROTECTION OF DIRECTORS AND OFFICERS

4.01 Indemnity

Subject to the Act, the Corporation does hereby indemnify any director or officer or former director or officer or any person who acts or acted at the Corporation's request as an officer or

director of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of the Corporation or body corporate, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

Section Five DIVIDENDS AND RIGHTS

5.01 Unclaimed Dividends

Any dividend unclaimed after a period of 6 years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation. There shall be no obligation upon the Corporation to earmark or set aside any unclaimed dividend at any time after it has been declared and prior to this forfeiture and reversion to the Corporation.

5.02 Method of Payment

A dividend may be paid by mailing a cheque to the Recorded Address of the shareholder. Every such cheque shall be payable to the order of the person to whom it is sent. The payment of any such cheque by the Corporation, if purporting to be endorsed by the person to whom it was made payable, shall be a good discharge to the Corporation, notwithstanding that such signature is not in fact genuine.

Section Six MEETINGS OF SHAREHOLDERS

6.01 Chairperson, Secretary and Scrutineers

The chairperson of any meeting of shareholders shall be the first mentioned of such of the following officers who is present at the meeting: Chairperson of the Board, or Vice-Chairperson of the Board. If no such officer exists or is not present within 15 minutes from the time fixed

for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the Secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution, or by the chairperson with the consent of the meeting.

6.02 Persons Entitled to be Present

Subject to the Act, the only persons entitled to be present at a meeting of shareholders shall be those entitled to notice thereof. Other persons may be admitted only on the invitation of the chairperson of the meeting with the consent of the meeting.

6.03 Quorum

A quorum for the transaction of business at any meeting of shareholders shall be one or more persons present in person, each being either a shareholder entitled to vote thereat, or a duly appointed proxyholder or representative for a shareholder so entitled, representing in the aggregate **51%** of the issued shares of the Corporation entitled to vote at such meeting.

6.04 Votes to Govern

At any meeting of shareholders every question shall, unless otherwise required by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the question.

6.05 Adjournment

If a quorum was present at the opening of any meeting of the shareholders, the chairperson at any such meeting may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

6.06 Meetings by Telephone

A shareholder may participate in a meeting of the shareholders by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other.

Section Seven DEBTS TO THE CORPORATION

7.01 Enforcement of Lien

The Corporation may enforce a lien on a share or shares registered in the name of a shareholder of the Corporation or the shareholder's legal representative for any debts of that shareholder to the Corporation by:

- (a) the Corporation repurchasing such shares for cancellation from that shareholder or the shareholder's legal representative; or
- (b) the Corporation selling the shares subject to the lien in any manner and to any person that the Board sees fit.

7.02 Exercise of Right of Sale

No repurchase or sale pursuant to clause 7.01 shall occur until:

- (a) a written demand for payment has been served to the registered holder of the shares subject to the lien,
- (b) a notice of intention to repurchase or sell has been given to the registered shareholder no sooner than fourteen (14) days after the written demand for payment was served, and
- (c) the debt has remained outstanding, in whole or in part, for at least seven (7) days after the notice of intention to repurchase or sell was given.

7.03 Proceeds of Sale

The proceeds of the sale of shares subject to a lien shall be applied:

- (a) first, to satisfy the cost to the Corporation of selling or repurchasing the shares and,
- (b) second, to satisfy the debt upon which the lien was based,
- (c) with the balance, if any, to the debtor or his legal representative, whomever is shown on the register.

7.04 Title of Purchaser

The Board shall appoint a person who is empowered to execute a transfer of the shares sold pursuant to this section 7. The purchaser shall not be affected by any irregularities in the sale proceedings or in the application of the purchase money. Upon the purchaser's registration as the holder of the shares, the purchaser's title may not otherwise be impeached by anyone and any remedies of the debtor or the debtor's legal representative shall be in damages only and against the Corporation exclusively.

7.05 Eligibility of Dividends

The Corporation may also apply any dividends declared on the share or shares subject to a lien to discharge the debt.

MADE by the Directors the ____ day of _____, 2014.

CONFIRMED by the shareholders in accordance with the Act the ____ day of _____, 2014.

Board Committee Briefing

Land Asset Strategy- University of Alberta Properties Trust Corporation

This briefing highlights key elements from the Business Case on the proposal brought forward by senior administration to the Board of Governors on June 20, 2014, and provides a high-level summary of the governance model and progress updates.

Board Human Resources and Compensation will be asked to recommend approval to the Board of Governors on the slate of directors put forward to sit on the board of directors of the corporation.

Board Finance and Property Committee will be asked to recommend approval to the Board of Governors of the governance model of the subsidiary corporation in connection with it serving as corporate Trustee of the intended Land Trust.

Business Case Summary

The University of Alberta seeks to establish a Land Trust that will develop university lands in a manner complementary to the long-term vision for the university. Income from the Land Trust is intended to provide ongoing revenues for the institution, thereby also advancing its economic agenda.

The university has received tax advice that to best maintain its charitable organization status under the Income Tax Act, it needs to ensure it only conducts “related business”—with the commercial development of university lands potentially being an “unrelated business.” The establishment of a Land Trust to develop university lands addresses this concern and provides for the generation of revenue from lands in a manner that is consistent with the institution’s mandate and does not detract from the university’s core business of academic and research priorities.

To ensure the Land Trust is established in a way that minimizes risk for the institution while maximizing the opportunity of monetizing land assets, the university has sought the advice of legal counsel, sought tax experts and completed a risk assessment. In addition, a basic preliminary cost-benefit analysis has been completed.

The university’s model enlists a corporation established by the university to act as trustee. Use of an arm’s-length corporate trustee allows for the introduction of land development expertise and efficiencies, and allows for maximum flexibility in meeting the mandate established for the development of such lands.

Ministerial approval of the incorporation of the university subsidiary that will serve as trustee is required under section 77 of the Post-secondary Learning Act. An order-in-council is also required under section 80 of the Financial Administration Act. For placement of lands by the university into the trust, an order-in-council will be required pursuant to section 67 of the Post-secondary Learning Act.

The university currently owns more than 26,000 acres of land in Alberta. These lands have been acquired through the Crown, or purchased or donated. Most (but not all) university land use is guided by the Long Range Development Plans (LRDP) first approved by the Board of Governors in 2002 with the South Campus LRDP amendment occurring in 2013 and the North Campus LRDP amendment in 2014. An LRDP forecasts land use needs and requirements to support the longer-term priorities of the university. Such plans are the result of extensive internal and external consultation and discussions between the university and neighbouring communities. Lands identified in the LRDP are classified into three categories:

- Lands used primarily for academic and research purposes
- Lands used primarily for research purposes
- Lands not needed for the core purposes of the institution, namely teaching and research

For example, based on the existing South Campus LRDP amendment, the part of South Campus typically referred to as the West 240 consists of lands being considered for development by the institution and are lands contemplated for placement into the Land Trust. Other campus land parcels owned by the university may also be appropriate to move into the Land Trust. Decisions regarding which lands will be moved to the trust will be guided by the potential to maximize the benefits of those lands in conjunction with the strategic needs of the institution.

The university's model is patterned after the University of British Columbia's land trust, which has been operating successfully since 1988. In Alberta, University of Calgary (UC), Olds College (OC) and Keyano College (KC) have all set up corporate subsidiaries for the purposes of land development. UC has established a land trust, with a corporate trustee, for the development of its 185-acre West Campus lands.

The University of Alberta's Land Trust allows for the university to advance its entrepreneurial opportunities and enhance future sustainability.

Progress Updates

At the June 20 Board of Governors meeting the following motion was approved:

THAT, subject to the prior approval of the Minister of Innovation and Advanced Education, under section 77 of the Post-secondary Learning Act and approval of the Lieutenant Governor in Council under section 80 of the Financial Administration Act, the Board of Governors authorizes and approves the incorporation of a subsidiary corporation, University of Alberta Properties Trust Inc., to act as the trustee of a trust for the purpose of holding and developing lands.

Administration committed at that time to return to the Board of Governors meeting October 24, 2014, with a governance model suitable for a land trust. The proposed governance model is based on the principles contained in the Alberta Public Agencies Governance Act and known best practices of governance.

July and August

The Land Asset Management Advisory Task Force composed of Gordon Clanachan, Marc de la Bruyère, Jerry Naqvi, Ralph Young, Phyllis Clark, Debra Pozega Osburn, Don Hickey and Brad Hamdon, met on two

occasions to review a proposed composition and a high-level overview of the governance model. A matrix was created with a focus on expert knowledge with strong fiduciary competencies from which to evaluate potential candidates from the public and corporate sector to act as directors of the university's subsidiary corporation that will be acting as corporate trustee of the Land Trust. A search firm was selected through an RFP process to approach potential candidates to confirm qualifications and to deem whether there was an expression of interest. The Task Force has given input regarding the foregoing.

University of Alberta Properties Trust Corporation

The university will be the sole shareholder of the subsidiary corporation that will serve as corporate trustee and it will be entitled to appoint the directors of the corporation's governing board.

In terms of the composition of that board, the university will appoint up to four of the following individuals: the chair of the Board of Governors of the University of Alberta (or their designate), the president of the University of Alberta (or their designate), a vice-president of the University of Alberta, or a public member of the Board of Governors of the University of Alberta. At no time will these individuals constitute a majority of the board. The remaining members of the board will consist of individuals with expertise in land development and other areas which will complement the board. As trustee, the corporation and its board will be responsible for administering the Land Trust in accordance with the terms and mandate of the Land Trust and, specifically, to meet and support the best interests of the university.

The University of Alberta Properties Trust (the "Land Trust")

The trust deed provides that any income from the trust is allocated to the university itself (as beneficiary of the trust) or to a companion endowment (of which the university is trustee) established as an additional or alternative second beneficiary (the "University Properties General Endowment").

Through a supplemental trust deed, the University of Alberta Properties Trust Corporation is made trustee of the trust. The trust terms are also varied so as to reflect a specific mandate for the trustee with respect to any lands placed by the university into the trust. In accordance with the terms of the trust deed, both this trustee appointment and the trust variance require the approval of the members of the Board of Governors. Note that, by design, these powers are not exercised directly by the Board of Governors itself; instead, they are exercised by its members as the group of individuals appointed under the trust deed for such purposes.

Under the specific mandate that will be incorporated into the trust deed, the trustee is obligated to manage and develop those university-owned lands that are placed into the trust:

- In accordance with the trust deed, and with any agreements entered into as between the university and the trustee regarding such lands (as contemplated to be entered into as and when lands are placed into the trust); and
- In alignment with any applicable Long Range Development Plans (as amended from time to time), to which lands placed into the trust are subject.

The trust deed provides the trustee with broad powers to invest and manage. The beneficiaries of the trust have the ability to terminate the trust at any time.

Next Steps

Should the Board of Governors approve the motions brought forward to the October 24 Board of Governors meeting, the next steps will be the following:

- To have the members of the Board of Governors convene at the same time (October 24) to approve, via the supplemental trust deed:
 - the substitution of the subsidiary corporation as trustee
 - the variance of the trust to provide the mandate for the development of university lands placed into the trust
- To obtain the requisite approvals from the Province and incorporate the subsidiary corporation
- For the corporation to meet to organize and start the process of recruiting a president/CEO
- To place lands into the trust, including by:
 - attaining the requisite approval of the Province
 - entering into formal agreement with the trustee concerning the form and substance of such placement (envisaged to be by long-term lease)

THE UNIVERSITY OF ALBERTA PROPERTIES TRUST

TRUST DEED

THE TRUST DEED is made on and effective the ____ day of _____, 2014.

BETWEEN:

Jennifer J. Oakes, an individual resident in the city of
Edmonton, in the Province of Alberta (the “**Settlor**”)

OF THE FIRST PART

AND:

Greg A. Harding, an individual resident in the city of
Edmonton, in the Province of Alberta (the “**Trustee**”)

OF THE SECOND PART

WHEREAS the Settlor intends to establish a Trust for the benefit of the beneficiaries identified herein and has entered into this Trust Deed to witness the creation of the same, to establish the terms of the Trust, and to define the rights and obligations of the Trustee:

1. CREATION OF THE TRUST

- 1.1 Name of the Trust. The Trust created by this Deed shall be known as **The University of Alberta Properties Trust** (the “Trust”), or such other name as the Trustee may from time to time determine.
- 1.2 Settlement of the Trust. The Settlor hereby settles upon the Trustee the property described in Schedule “A” attached hereto.
- 1.3 Acceptance of the Trust. The Trustee, by joining in the execution of this Deed, signifies receipt of the property described in Schedule “A” and acceptance of this Trust and the duties and obligations contained here.
- 1.4 Irrevocability of the Trust. The Trust shall be irrevocable by the Settlor, but may be terminated in accordance with the power provided for in Part 10 hereof.

2. PURPOSES

2.1 Definitions. For the purposes of this Deed:

- (a) “**Associate of the Trustee**” means:

- (i) Any subsidiary or associated corporation of a Trustee;
 - (ii) Any corporation of which a Trustee is directly or indirectly an associated corporation;
 - (iii) Any holding corporation of a Trustee or of any corporation included in Clause 2.1(a)(ii) above; and
 - (iv) Any subsidiary or associated corporation of any corporation included in Clause 2.1(a)(iii) above;
- (b) **“Beneficiaries”** means:
- (i) The University of Alberta, a university duly created under the laws of the Province of Alberta; and,
 - (ii) The University Properties General Endowment, an existing charitable purpose trust of which the University of Alberta is trustee.
- (c) **“Benefit”** means any benefit whatsoever including, without limitation, any payment or transfer for the purposes of education, teaching, research, development of intellectual property, administrative and operational service, maintenance, support, advancement, or any one or more such purposes;
- (d) **“Deed”** means this Trust Deed and any supplementary deed writing;
- (e) **“Discretion”** means absolute and uncontrolled discretion to the extent enabled by law;
- (f) **“Division Date”** means the first to occur of the following dates:
- (i) Twenty-one (21) years after the date of death of the last surviving issue of Her Majesty, Queen Elizabeth II, alive on the date of this Deed; and
 - (ii) Such day prior to the day described in Clause 2.1(f)(i) as the Trustee in its Discretion may select as the Division Date;
- (g) **“Net Income”** of the Trust for a particular calendar year means the amount that would be the income of the Trust for purposes of the *Income Tax Act* (Canada) including, without limitation, any capital gains derived from deemed dispositions of property of the Trust and any other deemed income, before deducting any amount pursuant to subsection 104(6) of the *Income Tax Act* (Canada) (or pursuant to any provision which may be substituted therefor or of similar effect);

- (h) **“Person”** means person or any word or expression descriptive of a person and includes any body corporate and politic, any individual, trust, partnership, organization, association or entity whatsoever;
- (i) **“Person Entitled to Appoint a Trustee”** means the members of the Board of Governors of the University of Alberta as duly appointed and elected from time to time pursuant to the *Post-secondary Learning Act* (Alberta), R.S.A. 2000, c. P-19.5 (including as subsequently amended), or its delegate. The Person Entitled to Appoint a Trustee may adopt any rules or policies which it may from time to time deem proper to govern its procedure in appointing a Trustee provided that any decision made by said members to themselves appoint a Trustee or exercise any other power provided to them hereunder, shall be made by majority decision;
- (j) **“Tax Act”** means the *Income Tax Act* (Canada) and the regulations promulgated thereunder, as amended from time to time;
- (k) **“Trust Fund”** means:
- (i) The property declared to be held in trust in Clause 1.2;
 - (ii) All other assets in which the property declared to be held in trust in Clause 1.2 may be converted and invested by the Trustee;
 - (iii) All other assets which are now or which at any time during the continuance of may be acquired by or assigned, transferred or appointed to the Trust and which the Trustee may be willing to accept and hold upon the trusts hereof and which may be invested or converted by the Trustee; and
 - (iv) Any income, including capital gains, derived from the assets, or from dispositions of assets, comprising the Trust Fund which is accumulated by the Trustee,
- but excludes all amounts which have been paid or disbursed therefrom pursuant to the provisions of this Trust;
- (l) **“Trustee”** means the original Trustee herein, and any other trustee from time to time acting under this Trust and shall include any successor Trustee appointed pursuant to Part 6 hereof.

2.2 For the purposes of interpretation and construction of this Deed, the singular shall mean and include the plural and vice versa and any gender shall mean and include all of the genders. The titles and sub-titles of this Deed are inserted and included for the purpose of convenience only and should not be used in the interpretation or construction of this Deed.

2.3 Purposes. The Trustee shall and it hereby agrees to hold the Trust Fund in trust and administer it for the following purposes:

(a) Net Income Interest

Until the Division Date, the Trustee shall pay, transfer, or accrue as payable all of the Net Income arising in any calendar year, to or for the Benefit of the Beneficiaries, at such time or times and in such manner, and divided into such amounts amongst the Beneficiaries as the Trustee in its Discretion shall determine. For greater certainty, the Trustee shall have the Discretion to allocate all of such Net Income to one of the Beneficiaries and not the other. For further greater certainty, and to ensure and confirm that all of the Net Income arising in any calendar year shall be duly distributed as mandated by this Clause 2.3(a), the Trustee may in its Discretion at any time in a particular calendar year direct that any Net Income of the Trust arising in that calendar year which has not been so paid, transferred or accrued as payable prior to the end of that calendar year or which is not determinable until a time after the end of that calendar year, be paid, transferred, or accrued as payable on December 31 of that calendar year, or on demand prior to that date by one of or both Beneficiaries.

(b) Discretionary Capital Interest

Until the Division Date, the Trustee may in its Discretion encroach upon the capital of the Trust Fund including to pay or transfer any amount or amounts of the Trust Fund to or for the Benefit of one or both Beneficiaries, at such time or times and in such manner as the Trustee in its Discretion shall determine.

(c) Extent of Encroachment

Notwithstanding the generality of Clause 2.3(b), the Trustee may in its Discretion encroach upon the Trust Fund to such an extent that the Trust Fund is completely distributed.

(d) Distribution on Division Date

Upon the Division Date, the Trustee shall distribute the Trust Fund to the Beneficiaries of the Trust at that time and in such manner, and in such amounts, as between the Beneficiaries as the Trustee in its Discretion shall determine. For greater certainty, the Trustee shall have the Discretion to allocate all of such distribution to one of the Beneficiaries and not the other.

3. DISTRIBUTIONS TO BENEFICIARIES

- 3.1 Any power hereby or by law conferred on the Trustee to distribute, pay, transfer, appropriate or apply any or all of the Net Income and the Trust Fund to or for the Benefit of the Beneficiaries may at the Discretion of the Trustee be validly exercised:
- (a) By distributing the same, in the Trustee's Discretion, by way of cash, kind or by delivery of a promissory note of the Trust; and
 - (b) By paying or transferring the same to the trustees of any settlement, the provisions of which are, in the Discretion of the Trustee, for the benefit of one of or both Beneficiaries, notwithstanding that such settlement may also contain trusts, powers or provisions, discretionary or otherwise, in favour of some other person or persons or objects, provided that no such payment or transfer shall be made so as to infringe upon the rule against perpetuities, if any, applicable to this Trust. The receipt by such trustees of such settlement shall be a full and sufficient discharge to the Trustee.

4. POWERS AND AUTHORITIES OF THE TRUSTEE

- 4.1 Without in any way limiting or derogating from the powers, authorities, discretions and immunities otherwise howsoever available to the Trustee, whether under any statute or at law, the Trustee hereunder shall have and be invested with the following powers, authorities, discretions and immunities, as to which its judgment shall be final and conclusive upon all interested parties, and no person dealing with the Trustee and the Trust shall be charged with any duty to enquire into the propriety of its actions, that is to say:
- (a) Without restriction, to make or retain any investment or investments that it considers advisable, and to invest in property of any kind, and in any manner as if the Trustee was absolutely entitled to the Trust Fund, and the Trustee shall not be responsible for any loss which may be occasioned by reason of the making of such investments or the retention of the same;
 - (b) Without restricting the generality of Clause 4.1(a), to invest without diversification; and to make or retain any investment or investments in speculative assets, wasting assets, or assets which yield little or no income; and to make or retain any investment or investments in one or more mutual funds (with any such investment not being an unauthorized delegation of any power, authority, or discretion of the Trustee);
 - (c) To manage real or leasehold property entrusted to it or either of the Beneficiaries or from time to time held by one or both Beneficiaries, and to make such ordinary and extraordinary repairs and such alterations and improvements thereon as the

Trustee shall deem advisable; to raise buildings and erect new buildings; to subdivide and plot real property; to lay out and dedicate ways, roads and public places; to grant or release easements and to enter into partition, party wall or boundary line agreements and agreements of any kind with respect to real property; to make any payment for such repairs, alterations and improvements or services or in connection with such management out of the Trust Fund or the Net Income in such proportions as the Trustee in its Discretion considers advisable; to renew and hold renewed any mortgage or mortgages; to borrow money for refunding any mortgage or mortgages; and generally to manage any such real or leasehold property;

- (d) To lease at any time and from time to time real property or any interest in real property entrusted to the Trustee by one of or both of the Beneficiaries, or from time to time held by the Trustee or one of or both of the Beneficiaries for such term or terms of months or years, to begin presently or in the future, as it may deem proper, even though such lease or leases may be for a term or terms exceeding that authorized by law and may extend beyond the time of the termination of the Trust or any trust estate herein created. The Trustee in its Discretion may enter into such leases with such options to the lessees as it shall deem proper including, without limiting the generality thereof, terms for renewal and/or purchase upon such covenants, terms, conditions, agreements and provisions as it shall deem proper, and in connection therewith may make, execute, acknowledge and deliver any and all instruments that may be necessary, proper or desirable;
- (e) To permit one of or both of the Beneficiaries to occupy or reside in or upon any real or immovable property or to have the use and enjoyment of any moveable property for the time being held upon the Trustee hereof at a rent to be determined by the Trustee and generally upon such terms as the Trustee shall in its Discretion think fit;
- (f) To carry on, participate or invest in any corporation, partnership, joint venture or co-operative and to enter into such leases, contracts or other undertakings relating to the assets comprising the Trust Fund, or any part thereof, as the Trustee shall in its Discretion deem advantageous, notwithstanding that such leases, contracts or undertakings extend or may extend beyond the termination of the Trust;
- (g) To deal in any way with any and all of the assets comprising the Trust Fund from time to time in the same manner as it might personally do if it were the beneficial owner of the assets comprising the Trust Fund;
- (h) To execute and deliver agreements, assignments, bills of sale, contracts, deeds, notes, powers of attorney, receipts and any and all other instruments in writing necessary or appropriate in the Discretion of the Trustee for the administration of the Trust, and to execute any such instrument without warranty by or without recourse to the Trustee;

- (i) To open and operate such financial institution account or accounts as may be expedient in the Discretion of the Trustee and to deposit any cash balances in the hands of the Trustee at any time in such financial institution as the Trustee shall decide and, for the purposes of the Trust, to draw, make, endorse, deposit or deal in cheques, bills of exchange, promissory notes, drafts or any other mercantile, commercial or security documents of any nature or kind, and to enter into contracts or agreements of any nature or kind with such financial institution, and all such forms as may be required to open financial institution accounts, operate same related matters shall be completed in the required manner and on the forms required by such financial institution account, and to designate any person or persons as the signing authority for any such financial institution account or accounts opened by the Trustee;
- (j) To vote all shares and stocks forming part of the Trust Fund and to exercise all rights incidental to the ownership of the shares, stocks, bonds, debentures or other securities or investments forming part of the Trust Fund and to issue proxies therefor to others; to vote for the election to any executive or other board or committee of any such corporation or association and to serve in any such office or on any such board or committee and accept and receive remuneration for such services without diminution of compensation to the Trustee as fiduciary hereunder and without being liable to account for such remuneration; to sell or exercise any subscription rights and in connection with the exercise of such subscription rights to use any portion of the Trust Fund for such purpose; to consent to and join in any plan for reconstruction, reorganization, amalgamation, consolidation or readjustment in respect of any corporation whose shares, stocks, bonds, debentures or other securities for the time being form part of the Trust Fund or for the sale of the assets and undertaking, or a substantial portion thereof, of any such corporation and in pursuance of any such plan to accept shares, stocks, bonds, debentures or other securities then forming part of the Trust Fund; and in respect of any securities or investments forming part of the Trust Fund, generally to act as fully and effectually as if the same were not part of the Trust Fund but always in such manner as the Trustee shall in its Discretion consider to be in the best interest of the Beneficiaries;
- (k) To appoint any person or persons to be its proxy to vote such shares and stocks as may form part of the Trust Fund;
- (l) To borrow money in its Discretion on security or without security from time to time for any purpose connected with the administration of the Trust Fund upon such terms and conditions as the Trustee may deem advisable, and as security therefor it may mortgage, pledge, hypothecate or otherwise charge the Trust Fund or any part thereof and may make, execute and deliver under seal or otherwise such notes, bonds, mortgages or other obligations as may be required. For greater certainty such borrowings may be made from one of or both Beneficiaries;

- (m) In the case of an investment purchased or sold at a premium or discount or in the case of any moneys received, to determine in its Discretion whether such premium, discount or amount received shall be credited to or charged against capital or income;
- (n) In the case of a receipt of stock dividends or subscription rights from stocks held as an asset of the Trust Fund, to determine in its Discretion whether such stock dividends or subscription rights, or the proceeds thereof if the same should be sold, shall be credited to capital or income;
- (o) To enter into any partnership or limited partnership agreement or agreements;
- (p) To incorporate any corporation or corporations under the laws of the Province of Alberta or any other jurisdiction in Canada or elsewhere at the expense of the Trust Fund for the purpose of investing the whole or any part of the Trust Fund in shares or other securities of such corporation or corporations.
- (q) To employ and compensate agents, accountants, solicitors, brokers, investment advisors and other employees, assistants and advisors deemed by the Trustee to be helpful for the proper settlement or administration of the Trust, and to do so without any liability for any neglect, omission, misconduct or default of any such employed person provided they were selected and retained with reasonable care;
- (r) To make any payments, provisions, apportionments or distributions which may be determined or required under the terms of this Trust, in whole or in part, in money, securities or other property comprising the assets of the Trust Fund, including in the form of payment of interest, or repayment of capital or repayment of debt owing and every apportionment, distribution and valuation therefor which the Trustee in its Discretion shall consider equitable shall be final, conclusive and binding upon all person interested hereunder;
- (s) To carry on any business or businesses for such length of time and either alone or in partnership as the Trustee in its Discretion shall consider to be in the best interest of the Trust including, without restricting the generality thereof, partnership or in any other capacity with any corporation or corporations in which the Trustee is directly or indirectly interested either in its own right or in its capacity as Trustee or in any other capacity, and in connection therewith to make, execute, negotiate and arrange all matters of payments, commercial credits, bills of exchange and all other necessary authorities to bankers and others from the Trust Fund or the Net Income in such proportions as the Trustee in its Discretion considers advisable for the purpose of carrying on such business or businesses. The Trustee shall be indemnified by the Trust for any loss, liability, costs or expenses suffered or incurred by reason of carrying on such business or businesses;

- (t) To exercise, or concur in exercising, the voting and other rights attaching to any securities for the time being forming part of the assets comprising the Trust Fund so that a Trustee who becomes a director or other officer or employee of any corporation is paid reasonable remuneration for such services to that corporation without being liable to account to the Trust therefor;
- (u) To grant options for such proper consideration and exercisable at such time or times or within such period as the Trustee may think fit for the purchase of any property or for the acquisitions of any interest therein;
- (v) To waive or agree to waive, in whole or in part, unpaid accrued interest or accumulated dividends of any investment which may be held by it at any time, or to release any person, firm or corporation from any obligation to the Trust, with or without compensation therefor;
- (w) To advance moneys or any part of the assets comprising the Trust Fund by way of loan to any person, including the Trustee or one of or both Beneficiaries, with or without interest, upon such terms as to payment, and with or without security, as the Trustee in its Discretion deems advisable;
- (x) To carry insurance against hazards, including public liability, in such amounts and in any type of insurance company as the Trustee in its Discretion deems advisable;
- (y) To make any designation, allocation or apportionment and without restricting the generality thereof in respect of capital cost allowance or other tax depreciation, depletion allowance, capital gains or losses, capital dividends, stock dividends or taxable dividends to or between the Beneficiaries and the Trust itself as is required or permitted under the relevant provisions of any taxing statute affecting the Trust;
- (z) To make, or refrain from making, in the Trustee's Discretion, any election, determination or designation permitted by any taxing statute affecting the Trust, and such exercise of Discretion by the Trustee is conclusive and binding upon both Beneficiaries;
- (aa) To pay out of the Trust Fund or the Net Income in such proportions as the Trustee in its Discretion from time to time considers advisable, any taxes or other imposts payable in connection with the Trust Fund or payable by either of the Beneficiaries in respect of the Trust Fund or any part thereof;
- (bb) To make any designation, allocation, apportionment and election permitted by any taxing statute affecting the Trust, and such exercise of the Discretion by the Trustee is conclusive and binding upon both Beneficiaries provided that any such designation, allocation, apportionment and election made in favour of one of or both the Beneficiaries for purposes of a taxing statute shall not have the effect,

unless otherwise determined in the Trustee's Discretion, of vesting any Net Income or the Trust Fund in favour of the such Beneficiaries for any other purpose;

- (cc) To retain, in its Discretion, all or any of the shares or any other rights or interests in or over any property or private corporation, limited partnership, or joint-venture the stocks, shares, debentures, or interests in which shall at any time or from time to time form part of the Trust Fund (which for the purpose of this Clause 4.1(cc) only is referred to as the "**Corporation**" and which shall include the Corporation, any other corporation controlled by the Corporation, and any corporation with which the Corporation is merged or amalgamated and any other corporation which is controlled by such Corporation) for so long as the Trustee may consider advisable, notwithstanding any professional advice to the contrary, and;
- (i) the Trustee shall not be bound or required to exercise any control the Trustee may have over or to interfere in or become involved in the administration, management or conduct of the business or affairs of the Corporation and in particular, but without prejudice to the generality of the foregoing, the Trustee shall not be bound or required to exercise any voting powers or rights of representation or intervention conferred on the Trustee by any share, right or interest held in respect of the Corporation;
- (ii) the Trustee shall leave the administration, management and conduct of the business and affairs of the Corporation to the directors, officers and other persons authorized to take part in the administration, management or conduct thereof and the Trustee shall not be bound or required to supervise such directors, officers or other persons so long as the Trustee shall not have actual knowledge of any dishonesty relating to such business and affairs on the part of any of them;
- (iii) the Trustee shall assume at all times that the administration, management and conduct of the business and affairs of the Corporation is being carried on competently, honestly, diligently and in the best interests of the Trustee in its capacity as shareholder or howsoever it is interested therein and the Trustee shall also assume, until such time as it has actual knowledge to the contrary, that persons appearing to be or who act as the directors, officers and other persons authorized to take part in the aforesaid administration, management and conduct are duly appointed and authorized;
- (iv) the Trustee shall not be bound or required at any time to take any steps at all to ascertain whether or not the assumptions contained in Clause 4.1(cc)(iii) are correct;
- (v) without prejudice to the generality of the foregoing, the Trustee shall not be bound or required:

- A. to exercise any rights or powers, whether as a shareholder, debenture holder or otherwise howsoever, enabling it to appoint, elect or remove a director, officer or other person authorized to take part in the administration, management or conduct of the business affairs of the Corporation and in particular shall not be bound to take any steps to see that the Trustee or any officer(s) or nominee(s) of the Trustee becomes a director or other officer of the Corporation; and,
 - B. to exercise any power to require the payment of a dividend or other distribution of profit, whether of an income or capital nature;
- (vi) the Beneficiaries shall not be entitled in any way whatsoever to compel, control or forbid the exercise in any particular manner of any powers, discretions or privileges, including any voting rights, conferred on the Trustee by reason of any shares or other rights of whatsoever nature in or over the Corporation;
 - (vii) the Trustee shall not be liable in any way whatsoever for any loss to the Corporation or the Trust Fund or the income thereof arising from any act or omission of the directors, officers or other persons taking part (whether or not authorized) in the administration, management and conduct of the business or affairs of the Corporation, whether or not any such act or omission by any such foregoing persons shall be dishonest, fraudulent or negligent;
 - (viii) without prejudice to the generality of Clause 4.1(cc)(vii), the Trustee shall not be rendered responsible in any way whatsoever for any default or other act or omission by the directors, officers or other persons referred to in Clause 4.1(cc)(vii) by any express notice or intimation of such default or other act or omission and the Trustee shall not be obliged or required to make or enforce any claim in respect of such default or other act or omission and neither of the Beneficiaries shall be entitled to compel the making of such claim, but the Trustee may be required to lend its name for the purpose of proceedings brought by either of the Beneficiaries in respect of any such default, act or omission upon being given a full and sufficient indemnity against all costs and expenses of such proceedings;
 - (ix) the provisions contained in this Clause 4.1(cc) shall apply equally to any shares or participations in the Corporation which comprise at any time an asset in the Trust Fund;
 - (x) the Trustee shall not be bound or required to obtain or to seek in any way whatsoever or obtain any information regarding the administration, management or conduct of the business or affairs of the Corporation from

the persons involved in the administration, management or conduct or from the shareholders of the Corporation;

- (xi) the Trustee shall assume that such information as is supplied to it by any person relating to the Corporation is accurate and truthful unless the Trustee shall have actual knowledge to the contrary and the Trustee shall not be bound or required at any time to take any steps at all to ascertain whether or not the information is accurate and truthful;
- (xii) the Trustee shall not be liable in any way whatsoever for any loss sustained by the Trust Fund or the income thereof arising as a result of the Trustee not taking all or any possible steps to obtain any information referred to in Clause 4.1(cc)(x) or to verify the accuracy and truthfulness of such information as is supplied to the Trustee;
- (xiii) neither of the Beneficiaries shall be entitled to compel the Trustee to take any steps to obtain any information referred to in Clause 4.1(cc)(x) or to verify the accuracy and truthfulness of such information as is supplied to the Trustee;
- (dd) To be at liberty, in the exercise of its investment powers under this Trust Deed, to invest in any account and place cash or other moneys or deposits for the time being subject to the trusts hereof with any financial institution in any part of the world and upon such terms as to maturity as the Trustee may in its Discretion think fit. Further, and without limiting the generality of the foregoing, the Trustee in exercising the aforesaid powers may in its Discretion use the services of any Associate of the Trustee and the Trustee itself, including the placing of any account, time or other deposit with the same or investing in notes or debentures or other obligations of the same from time to time and to employ and place moneys with any of the same which carry on the business of managing or investing moneys and funds and the same may retain and keep all profits, fees, commissions, bonuses and perquisites arising in connection with any such account, deposit, note, debenture, obligation, employment, placement or business and may charge and be paid from the Trust Fund or the Net Income, in such proportions as the Trustee in its Discretion considers advisable, all fees, charges and expenses customarily charged by any of the same.

5. PRIVILEGES, RIGHTS AND DUTIES OF THE TRUSTEE

- 5.1 The expenses in connection with the administration of this Trust, the investment and re-investment of any part of the Trust Fund and the collection of income and other sums derivable therefrom shall be charged and be paid by the Trustee from the Trust Fund or the Net Income in such proportions as the Trustee in its Discretion considers advisable including, without limiting the generality thereof, the remuneration and charges of the Trustee hereinafter provided for.

- 5.2 The Trustee shall have the authority to determine the amount of its reasonable compensation, to pay the same and to reimburse itself as it in its Discretion considers proper and to further reimburse itself as it considers proper for all other necessarily incurred expenses in the administration of this Trust.
- 5.3 The appointment of any Trustee of this Trust which shall be a trust corporation or a corporation authorized to undertake trusteeship shall be upon the Trustee's terms and conditions last published before the date thereof. The Trustee shall be entitled to charge at such rates as the Trustee determines from time to time and be paid from the Trust Fund or the Net Income in such proportions as the Trustee in its Discretion considers advisable remuneration, fees and charges for its services calculated in accordance with such terms and conditions, in addition to reimbursement of its necessarily incurred expenses. The Trustee shall also have power from time to time to charge remuneration, fees and charges in accordance with any later published terms and conditions of the Trustee in force from time to time.
- 5.4 The Trustee shall be entitled to retain any profit or other benefit arising by way of fees, brokerage commissions, perquisites or otherwise obtained or received by it in connection with any account, investment, deposit, note, debenture, obligation, employment, placement, business or transaction carried out on behalf of the Trust for its own personal use and benefit without being liable to account therefor to any person, notwithstanding that such fees, brokerage commissions or perquisites arose directly or indirectly by virtue of or in connection with the Trustee having acted as Trustee of this Trust.
- 5.5 The Trustee shall have the right and privilege to enter into any transactions authorized or empowered hereunder, whether expressed or implied, with persons related to either of the Beneficiaries including corporations in which the Trustee, either of the Beneficiaries, or related persons are interested, or with any or all of the assets comprising the Trust Fund, provided that such transactions are on the same basis as might reasonably be negotiated with any stranger. In addition to the foregoing, the Trustee is authorized to receive any remuneration or compensation for acting as an employee, partner or director, or in any other similar capacity in any entity dealing with the Trust, without accounting therefor or without diminution of the entitlement of the Trustee to fees hereunder.
- 5.6 If the Trustee hereunder is a chartered accountant or a solicitor or is engaged in any other profession or business, he or she may charge and be paid all usual professional and other charges for work done by such Trustee or any member of his or her Firm in relation to the administration of this Trust in the same manner in all respects as if he or she were not the Trustee hereof, including reasonable charges and disbursements for all work and business done and all time spent in connection with matters arising hereunder, including matters which might or should have been attended to in person by a Trustee not being a chartered accountant or a solicitor or other professional person but which said Trustee might reasonably require to be done by a chartered accountant or a solicitor or other professional person.

- 5.7 The Trustee may adopt any rules and policies which it may from time to time deem proper to govern its procedure. Any agreements, deeds, transfers, assignments, contracts, obligations, bills of lading, powers of attorney, promissory notes, securities, bills of exchange, receipts, and other instruments of any nature or description (referred to in this Clause 5.8 as a "Document") shall be signed, executed, drawn, endorsed and negotiated by:
- (a) the Trustee for the time being in office; or
 - (b) any other person or persons whom the Trustee may, from time to time, duly appoint and delegate the power to serve as an authorized signatory or signatories in respect of a Document (referred to in this Clause 5.8 as an "Authorized Signatory") on behalf of the Trust. For greater certainty, such appointment and delegation of an Authorized Signatory:
 - (i) may be on such terms and conditions as the Trustee may in its Discretion consider appropriate and necessary; and
 - (ii) may relate to an existing, specific Document or a future Document which is not in existence at the date of such appointment and delegation.
- 5.8 The Trustee shall not be liable or responsible for any error in judgment or for any act or omission or commission not amounting to actual fraud in the management and administration of the Trust Fund. The Trustee shall not be personally liable for any moneys to become due from or by any claims against the Trust Fund or for any investment executed by a Trustee under the provisions hereof. The Trustee shall have the power to bind the Trust Fund without rendering the Trustee personally liable. The legal title to all assets comprising the Trust Fund shall be and remain vested in the Trustee and its successors.
- 5.9 The Trustee shall be indemnified out of the Trust Fund in respect of any loss, cost or expense (including legal expenses on a solicitor and own client basis) suffered by it in connection with it acting in good faith as Trustee hereof, except where such loss, cost or expense is incurred as a result of its own wilful default.
- 5.10 Should the Trustee, for any reason, fail to assess or report or pay any taxes that may be subject to assessment or payment during the currency of this Trust for which the Trustee might be responsible, the Trustee shall not be liable for any such failure; and in the event that the Trustee should be called upon to pay any such taxes, penalties or other charges thereon, any such moneys so paid out by the Trustee shall be returned to it out of the Trust Fund or the Net Income in such proportions as the Trustee in its Discretion considers advisable. This provision for indemnity and reimbursement shall also extend and apply to any other fines levies, assessments and damages levied against the Trustee, whether by a court or otherwise, in respect of or arising out of any matter or thing done or

omitted to be done in connection with the management, operation, administration and carrying out of this Trust.

- 5.12 Any successor Trustee shall not be required or under any duty to examine, question, verify or audit the books, records, accounts or proceedings of any predecessor Trustee.
- 5.13 If the Trustee is a corporation, it may exercise or concur in exercising any discretion or power hereby conferred on the Trustee by a resolution of such corporation or by a resolution of its board of directors or governing body, or may delegate the right and power to exercise or concur in exercising any such discretion or power to one or more members of its board of directors or governing body or any of its officers or employees or any representative appointed from time to time by the said board of directors or governing body for that purpose.
- 5.14 The Trustee shall be under a duty not to act or make any omission in contravention of this Deed.

6. APPOINTMENT OF SUCCESSOR TRUSTEE

- 6.1 The Trustee shall continue to act as Trustee of the Trust until the first to occur of the following events ("Material Event"):
- (a) such Trustee resigns upon THIRTY (30) DAYS written notice to the Person Entitled to Appoint a Trustee, or upon such shorter notice as the Person Entitled to Appoint a Trustee may accept as sufficient;
 - (b) such Trustee becomes subject to the bankruptcy laws of the jurisdiction in which the Trustee resident;
 - (c) such Trustee, being a corporation, enters into liquidation, whether compulsory or voluntary (not being merely a voluntary liquidation for the purposes of amalgamation or reconstruction);
 - (d) such Trustee is declared mentally incompetent by a proper authority; or
 - (e) such Trustee dies;
 - (f) the Person Entitled to Appoint a Trustee decides to exercise the Discretion and power it shall have, by written notice, to discharge such Trustee and appoint a substitute Trustee,

and for the purposes of this Part 6 only, such Trustee shall be referred to as the "Retiring Trustee".

- 6.2 If the Person Entitled to Appoint a Trustee receives a notice given pursuant to Clause 6.1(a), Clause 6.3(a), or Clause 6.4, or exercises its power pursuant to Clause 6.1 (f), then

the Person Entitled to Appoint a Trustee will be entitled to appoint, subject to Clause 6.5, by Deed, revocable or irrevocable, with such appointment to have immediate effect or to be postponed in its effect or contingent upon any event or lapse of time, any person or corporate Trustee as a substitute Trustee to fill any vacancy occurring in the office of the Trustee, and for greater certainty, any such appointment by Deed will be fully effective even if such Deed may have been duly executed by the Person Entitled to Appoint a Trustee prior to any event initiating such Trustee appointment.

- 6.3 If the Material Event is the event described in Clause 6.1 (a) and if the Person Entitled to Appoint a Trustee fails to appoint a person to act as Trustee within THIRTY (30) DAYS following such initial notification as provided by Clause 6.1 (a), such Retiring Trustee shall appoint a person or corporate trustee to act as Trustee, subject to the limitations set out in Clause 6.5, upon giving the Person Entitled to Appoint a Trustee notice of such appointment.
- 6.4 If the Material Event is one of the events described in Clauses 6.1 (b) to 6.1 (e) inclusive, the duly appointed personal representative, committee or attorney, as the case may be (for the purposes of this Part 6 only referred to as the "Personal Representative"), appointed to act on behalf of the Retiring Trustee as a result of such Material Event shall forthwith provide notice to the Person Entitled to Appoint a Trustee of the occurrence of the Material Event.
- 6.5 The Person Entitled to Appoint a Trustee or the person given the power to appoint a Trustee in accordance with the provisions of this Part 6, as the case may be, shall not exercise its power of appointment as described in this Part 6 if such appointment would result in the number of resulting Trustees acting hereunder to be in excess of ONE (1).
- 6.6 Notices of all changes in Trusteeship shall be endorsed or attached to this Deed, signed by the Retiring Trustee, if available, and the new Trustee, and every such notice shall be sufficient evidence to any person having dealings with this Trust as to the fact to which it relates.
- 6.7 Any newly appointed Trustee hereunder shall, upon appointment, be vested with the assets comprising the Trust Fund and with all the trusts, powers and authorities herein contained without further assignment, transfer or conveyance of any kind or any order of any court or tribunal whatsoever.
- 6.8 A Trustee shall not be required to give any bond or other security in respect of the performance of duties hereunder.

7. NOTICE IN WRITING

- 7.1 Any notice or other communications required or permitted hereunder shall be sufficiently given if delivered personally or sent by registered or certified mail, postage prepaid, or by facsimile transmission or other electronic transmission, addressed to the parties at the last known address delivered to a party and such notice shall be deemed to have been given as

of the date so delivered or deposited in the mail or faxed or sent by electronic transmission as the case may be. Any party may from time to time advise by notice in writing in accordance with this Part 7 of a change of its address for notice.

8. CONFIDENTIALITY

- 8.1 Without prejudice to any right under the laws applicable to this Trust empowering the Trustee to refuse disclosure of any document, it is hereby declared that the Trustee shall not (unless compelled to do so by an order of a court) be bound to disclose to any person:
- (a) any document disclosing any deliberations of the Trustee as to the manner in which the Trustee should exercise any power or discretion conferred upon it by this Trust Deed or disclosing the reasons for any particular exercise or non-exercise of any such power of discretion;
 - (b) any other document relating to the exercise or proposed exercise of any such power or discretion (not being a Deed or other written instrument which actually exercises or merely records the exercise of any such power or discretion and not being legal advice obtained by the Trustee at the cost of the capital or income of the Trust Fund); or
 - (c) any document relating to the creation and foundation of the Trust.
- 8.2 Except as is otherwise provided hereunder or by applicable law or as shall be necessary or desirable in connection with the administration of this Trust, the Trustee shall keep confidential all information regarding the state and amount of the Trust Fund or the conduct of administration of this Trust.
- 8.3 The Trustee shall be entitled to pay out of the Trust Fund any costs or liabilities incurred by it, whether in the course of litigation or defending against potential legal proceedings in furtherance of its duties as stipulated in Clause 8.1.

9. POWER TO AMEND

- 9.1 Subject to Clauses 9.2 and 9.3, the Trustee shall have the power by Deed (a "Deed of Variation") to alter, revoke, amend or add to any of the provisions of this Trust and to make new provisions to the exclusion of or in addition to any of the provisions hereof for the time being in force, and any such alteration, revocation, amendment or addition to the provisions of this Trust shall be subject in like manner to be altered, revoked, amended or added to by a subsequent Deed of Variation, provided that the same does not violate the law against perpetuities applicable to this Trust.
- 9.2 Any proposed alteration, revocation, amendment or addition shall not have effect if:

- (a) such alteration, revocation, amendment or addition affects the beneficial entitlement to any amount ascertained as payable to either of the Beneficiaries prior to the date of the alteration, revocation, amendment or addition;
- (b) the Deed of Variation whereby such alteration, revocation, amendment or addition is effected does not provide that the provisions of this Part 9 or provisions to the like effect shall apply to the trusts, terms and conditions upon which the Trust Fund or the part the subject of such Deed of Variation are thenceforth held; or
- (c) the Person Entitled to Appoint a Trustee has not previously approved and consented to the Deed of Variation whereby such alteration, revocation, amendment or addition is effected, which approval and consent must be evidenced by Deed executed by the Person Entitled to Appoint a Trustee and delivered to the Trustee.

9.3 The Trustee shall not alter, revoke or add to any of the provisions of this Part 9.

9.4 The powers granted by Clause 9.1 are in addition to and not in derogation from any applicable statutory power whereby the trusts of this Trust or the trusts upon which the Trust Fund or any part thereof from time to time held may be varied.

9.5 Notices of any Deed of Variation shall be endorsed or attached to this Trust Deed and signed by the Trustee then in office, and every such notice shall be sufficient evidence to any person having dealings with this Trust as to the fact to which it relates.

10. POWER TO REVOKE

10.1 Notwithstanding any other provision hereunder, the Trustee shall have the Discretion, including but not limited to the Trustee determining that the further administration of the Trust would defeat or fail or serve the Settlor's purposes in creating the Trust, or be otherwise impractical, or be otherwise not in the best interests of one or both of the Beneficiaries, and in full discharge of the duties of the Trustee and without judicial accounting, approval or consent, to terminate the Trust by distributing and allocating the then remaining Trust Fund to one of or between the Beneficiaries, and upon such distribution and allocation the Beneficiaries interest in the Trust, and the Trust itself, shall be terminated and the Trustee discharged and relieved of all liabilities with respect to the Trust.

11. TRUSTEE INDEPENDENCE

11.1 The Trustee is vested with full power and discretion in respect of the Trust Fund so that the judgment and discretion of the Trustee will prevail, and every determination which may be made by the Trustee under this Deed, and every power, trust power, and discretion given to the Trustee, may be made or exercised in the Trustee's Discretion. Without limitation, in deciding whether and how to exercise any power, trust power, or discretion hereunder, the Trustee is entitled, acting in good faith, to ignore any request or

wish, whether verbal or in writing, made to the Trustee by the Settlor, either of the Beneficiaries, or any other person.

12. GENERAL

- 12.1 Interpretation. This Trust shall be interpreted and governed according to the laws in force in the Province of Alberta.
- 12.2 Certified Copies. Any person dealing with this Trust may rely upon a copy of this Deed and of any notices or schedules endorsed thereon or attached thereto certified by the Trustee or the Trustee's lawyer before a notary public to the same extent as the original might be relied upon.

IN WITNESS WHEREOF the parties hereto have hereunto set their hands and seals.

Witness

JENNIFER J. OAKES Q.C. (Settlor)

Witness

GREG A. HARDING Q.C. (Trustee)

SCHEDULE "A"

One (1) 5 Dollar Canadian Pure Gold Coin 2014 "O Canada – Grizzly Bear" (Mintage No. 1231/4000).

THE UNIVERSITY OF ALBERTA PROPERTIES TRUST

Supplemental Trust Deed #1

**DEED OF VARIATION, RESIGNATION OF TRUSTEE, AND
APPOINTMENT OF SUCCESSOR TRUSTEE**

WHEREAS:

- A. Greg Harding (the "Trustee") is Trustee of THE UNIVERSITY OF ALBERTA PROPERTIES TRUST (the "Trust") as created and established by Trust Deed dated _____, 2014 (the "Trust Deed");
- B. The Trustee has given notice and hereby confirms:
- a. an intention, pursuant to Clause 9 of the Trust Deed, to vary, by this Deed of Variation, the terms of the Trust -- the three intended amendments being those identified in Schedule "A" hereto; and,
 - b. that effective upon and subject to the due incorporation of *University Of Alberta Properties Trust Inc.* (as pending) he wishes to resign and retire as Trustee and to have a successor trustee appointed (the "Successor Trustee");
- C. As incorporated *University Of Alberta Properties Trust Inc.* will be well-suited to serving as Successor Trustee and administering the Trust in accordance with its terms (including as amended by this Deed of Variation);
- D. Clause 9.2(c) of the Trust Deed requires the consent and approval of the members of the Board of Governors of the University of Alberta (the "Members") to any Deed of Variation;
- E. Clause 2.1(i) and Part 6 of the Trust Deed also provides that the Members are the "Person Entitled to Appoint a Trustee" upon the resignation of the Trustee;
- F. The Members:
- a. are accepting of the amendments to the Trust set out in this Deed of Variation;
 - b. are accepting of the resignation of the retiring Trustee as tendered; and
 - c. wish to appoint, subject to the terms hereof, *University Of Alberta Properties Trust Inc.* as Successor Trustee.

TAKE NOTICE THAT:

1. Subject to and effective upon its due incorporation and its acceptance of the said trusteeship (as to be noted at the foot hereof) *University Of Alberta Properties Trust Inc.* SHALL BE APPOINTED as Successor Trustee to the retiring Trustee Greg Harding, and shall be vested with all funds and assets of the Trust and with all the trusts, powers and authorities contained within the Trust Deed (including as amended by this Deed of Variation) without further assignment, transfer of conveyance of any kind.

2. Greg Harding HEREBY AFFIRMS his RESIGNATION as Trustee subject to and to be effective upon the appointment of the Successor Trustee as provided for herein.

3. The Members HEREBY CONSENT TO AND APPROVE the amendments to the Trust Deed set out in Schedule "A" hereto and this Deed of Variation.

DATED at the City of Edmonton, in the Province of Alberta, this _____, day of _____, 2014.

ON BEHALF OF THE MEMBERS OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF ALBERTA:

Per: _____

TRUSTEE GREG A. HARDING, Q.C.:

CONSENT of UNIVERSITY OF ALBERTA PROPERTIES TRUST INC., this _____ day of _____, 2014.

Per: _____

CERTIFIED this _____ day of _____, 2014, by Field LLP, legal counsel to the Trust, as SUPPLEMENTAL TRUST DEED #1.

Per: _____

SUPPLEMENTAL TRUST DEED #1**SCHEDULE "A" (Deed of Variation)**Amendment #1:

The words in italics be added as Clause 2.1(m)

"University Lands" means any interest in land which at any time during the continuance of the Trust may be assigned, transferred, or appointed to the Trust by the University of Alberta.

Amendment #2:

The words in *italics* be added to existing Clause 2.1(k)(iii):

All other assets which are now or which at any time during the continuance of may be acquired by or assigned, transferred or appointed to the Trust, *including any University Lands* , and which the Trustee may be willing to accept and hold upon the trusts hereof and which may be invested or converted by the Trustee; and

Amendment #3

The words in *italics* be added as Clause 4.2:

Provided always that in the case of University Lands, the Trustee shall be subject to and charged with the following additional mandate in its administration of the Trust:

(a) to manage and develop University Lands in accordance with any agreements with the University of Alberta concerning the same becoming Trust Property; and

(b) to manage and develop University Lands in alignment with any Long Range Development Plans (as amended from time to time), to which the same may be subject.

IN THE MATTER OF THE UNIVERSITY PROPERTIES TRUST

RESOLUTION OF THE MEMBERS OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF ALBERTA

WHEREAS:

A. The members of the Board of Governors (the "Members") exercise and enjoy certain third party powers with respect to THE UNIVERSITY OF ALBERTA PROPERTIES TRUST (the "Trust") as created and established by Trust Deed dated _____, 2014 (the "Trust Deed");

B. The existing Trustee of the Trust has advised:

(a) of an intention, pursuant to Clause 9 of the Trust Deed, to vary the terms of the Trust by Deed of Variation, with the intended amendments being those identified in Schedule "A" to the Supplemental Trust Deed #1 affixed hereto (the "Supplemental Trust Deed"); and,

(b) that effective upon and subject to the incorporation of University Of Alberta Properties Trust Inc. he wishes to resign and retire as Trustee and to have a successor trustee appointed (the "Successor Trustee");

C. Clause 9.2(c) of the Trust Deed requires the consent and approval of the Members to any Deed of Variation;

D. Clause 2.1(i) and Part 6 of the Trust Deed provides that the Members are the "Person Entitled to Appoint a Trustee" upon the resignation of the Trustee; and,

E. The Members do verily believe:

(a) that the Deed of Variation is in the best interests of the named Beneficiaries of the Trust; and

(b) that upon and subject to its incorporation University Of Alberta Properties Trust Inc. would be well-suited to serve as Successor Trustee and to administer the Trust in accordance with its terms, including as amended by the referenced Deed of Variation.

NOW THEREFORE BE IT RESOLVED THAT the Members consent to and approve and the Supplemental Trust Deed AND THAT _____ be authorized to sign and execute the Supplemental Trust Deed on behalf of all of the Members recorded as convened and in attendance and this __ day of _____, 2014.

Donor Information

Name Jennifer Oakes

Address c/o 2000, 10235 – 101 Street NW

City Edmonton

Province Alberta

Postal Code T5J 3G1

2 This Endowment, to be known as **The University Properties General Endowment**, may be used, at the absolute and uncontrolled discretion of the University, to benefit any University of Alberta purpose, including without limitation, any payment or transfer for the purposes of education, teaching, research, development of intellectual property, administrative and operational service, maintenance, support, advancement, or any one or more such purposes.

The property of this Endowment may be augmented by other donors, including the University, at any time, provided the purpose of the Endowment is not restricted in any way.

In the event that future circumstances render the continuation of the Endowment impractical, the principal or income of the Endowment, including the entirety of the same, may be used by the University for such other purposes as will, in its opinion, honour, as nearly as practical, the original intent of the Donor.

1 I hereby donate to The Governors of the University of Alberta (the "University"), as trustees, for the purposes of establishing an endowment and charitable purpose trust, the property described in attached Schedule "A" ("the Endowment").

3 This Endowment is to be administered by the University in accordance with the *Post-Secondary Learning Act* and such policies and procedures it may have in place from time to time for the administration of endowments, including its current *Unitized Endowment Pool (UEP) Spending Policy* and *University Funds Investment Policy*.

Signature

Signature of the donor dated effective this ____ day of _____, 2014

Jennifer Oakes
Printed name of donor

Signature of donor

Receipt of property and acceptance of trust terms acknowledged by the University as Trustee

Dated this ____ day of _____, 2014.

Printed Name of Vice-President (Advancement)

Signature of Vice-President (Advancement)

Printed Name of Vice-President (Finance and Administration)

Signature of Vice-President (Finance and Administration)

SCHEDULE "A"

One (1) 5 Dollar Canadian Pure Gold Coin 2014 "The Polar Bear" (Mintage No. 2567/4000).

OUTLINE OF ISSUE

Agenda Title: **LAND ASSET STRATEGY– University of Alberta Properties Trust Inc. signature authorization**

Motion: THAT the Board of Governors authorize the Chair of the Board of Governors or the Chair of the Board Finance and Property Committee, on behalf of the Board as sole shareholder of University of Alberta Properties Trust Inc., to execute all documents necessary to give effect to the resolutions of the Board of Governors of the University of Alberta pertaining to the establishment of University of Alberta Properties Trust and the University of Alberta Properties Trust Inc.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Don Hickey, Vice-President (Facilities and Operations); Brad Hamdon, General Counsel
Presenter	Don Hickey, Vice-President (Facilities and Operations); Brad Hamdon, General Counsel
Subject	Signing authority for the execution of University of Alberta Properties Trust Inc. documents.

Details

Responsibility	University Governance, General Counsel
The Purpose of the Proposal is (please be specific)	Approval of two signing authorities to act on behalf of the Board as sole shareholder of the University of Alberta Properties Trust Inc. to execute all documents necessary to give effect to the resolutions of the Board of Governors of the University of Alberta pertaining to the establishment of University of Alberta Properties Trust and the University of Alberta Properties Trust Inc.
The Impact of the Proposal is	Subject to Board of Governors' approval, Mr Doug Goss, as Chair of the Board of Governors, and Mr Dick Wilson, as Chair of the Board Finance and Property Committee, will be authorized to act on behalf the Board as sole shareholder of University of Alberta Properties Trust Inc., to execute all documents necessary to give effect to the resolutions of the Board of Governors of the University of Alberta pertaining to the establishment of University of Alberta Properties Trust and the University of Alberta Properties Trust Inc
Replaces/Revises (eg, policies, resolutions)	n/a
Timeline/Implementation Date	Immediately upon approval.
Estimated Cost	n/a
Sources of Funding	n/a
Notes	<p>At the June 20 Board of Governors meeting the following motion was approved:</p> <p>THAT, subject to the prior approval of the Minister of Innovation and Advanced Education, under section 77 of the Post-secondary Learning Act and approval of the Lieutenant Governor in Council under section 80 of the Financial Administration Act, the Board of Governors authorizes and approves the incorporation of a subsidiary corporation, University of Alberta Properties Trust Inc., to act as the trustee of a trust for the purpose of holding and developing lands.</p> <p>Administration committed at that time to return to the Board of Governors</p>

Item No.5d

	meeting October 24, 2014, with a governance model suitable for a land trust. The proposed governance model is based on the principles contained in the Alberta Public Agencies Governance Act and known best practices of governance.
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Alignment/Compliance

Alignment with Guiding Documents	Dare to Discover, Dare to Deliver, Comprehensive Institutional Plan, Long Range Development Plan 2002, Post-Secondary Learning Act (PSLA) 2003, Appendix XIX – South and North Campus LRDP amendments 2013, The President’s Change Agenda – Sustainable Financial Operations.
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<p>Post-Secondary Learning Act (PSLA) – Section 77 states: “a board must obtain the approval of the Minister for an incorporation prior to seeking Lieutenant Governor in Council approval under the Financial Administration Act”.</p> <p>Financial Administration Act (FAA) Section 80 states: “No person shall incorporate a Provincial corporation or Crown controlled organization without the approval of the Lieutenant Governor in Council”.</p> <p>UAPPOL – Creation of a Legal Entity “The University’s participation in the creation of legal entity, it must undertake appropriate due diligence to ensure that it has an understanding of the legal, financial and other issues associated with its involvement in the legal entity”</p>

Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	General Counsel Facilities and Operations University Governance
Approval Route (Governance) (including meeting dates)	Board of Governors (BG) for approval – October 24, 2014
Final Approver	Board of Governors (BG) – October 24, 2014

Attachments – refer to those documents included under Item 5c of the agenda package.

Prepared by: University Governance.

Item No. 6a

OUTLINE OF ISSUE

 Agenda Title: **Review of Board Human Resources and Compensation Committee Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Bob Teskey, Chair, Board Human Resources and Compensation Committee
Presenter	Bob Teskey
Subject	Review of recommended changes to Committee Terms of Reference

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To review the proposed changes to the Committee Terms of Reference.
The Impact of the Proposal is	This proposal increases the potential number of voting members on the Committee, and adds the Associate Vice-President (Human Resources) as a member. It also changes the individuals whose performance and compensation will be reviewed by the Committee, adding the Deputy Provost and the University Librarian, and removing Associate Vice-Presidents (Academic and Research).
Replaces/Revises (eg, policies, resolutions)	Current Terms of Reference
Timeline/Implementation Date	Upon approval of the Board of Governors
Estimated Cost	n/a
Sources of Funding	n/a
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<p>1. <i>Post Secondary Learning Act (PSLA)</i>, Section 60 (1)(b): "The Board of a public post-secondary institution shall develop, manage and operate, alone or in cooperation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta."</p> <p>2. <i>Board of Governors General Terms of Reference</i>, Section b: "The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee's defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee."</p> <p>...</p> <p>"...issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of...any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;..."</p>

Item No. 6a

	<p>3. Board Human Resources and Compensation Committee Terms of Reference Section 3 (Mandate):</p> <p>(p) annually review the terms of reference of the Committee and recommend to the Board any required changes.</p>
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Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	
Approval Route (Governance) (including meeting dates)	Board Human Resources and Compensation Committee – September 29, 2014 (for recommendation) Board of Governors – October 24, 2014 (for approval)
Final Approver	Board of Governors

Attachments

1. Board Human Resources and Compensation Committee Terms of Reference – showing edits (3 pages)
2. Board Human Resources and Compensation Committee Terms of Reference – without edits (3 pages)

Prepared by: Geeta Sehgal, Acting Assistant Board Secretary, geeta.sehgal@ualberta.ca



BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE Terms of Reference

1. AUTHORITY

- (a) The Board Human Resources and Compensation Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) and the Provost and Vice-President (Academic) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- (a) Voting Members appointed by the Board (ordinarily a maximum of ~~8~~9 voting members):

- (1) ~~Four~~Up to s-ix Board members from the membership categories identified by the Alberta Post-Secondary Learning Act (the Act) as general public, alumni and senate. There shall be no board members on this committee representing academic staff, non-academic staff or students
- (2) The Board Chair, by virtue of office
- (3) The President and Vice-Chancellor, by virtue of office
- (4) The Chancellor, by virtue of office

Non-Voting Officials appointed by the President

- (1) Provost and Vice-President (Academic)
- (2) Vice-President (Finance and Administration)
- ~~(2)~~(3) Vice-Provost and Associate Vice-President (Human Resources)
- ~~(3)~~(4) University Secretary
- ~~(4)~~(5) Committee Secretary
- ~~(5)~~(6) Other officers, as determined by the President

- (b) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- (c) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to, and the Board delegates to the Committee responsibility and authority for, all policies and procedures affecting staff working conditions at the University and matters for collective bargaining and related service contracts. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- (a) consider and propose changes in collective agreements and confirm the mandate for negotiating committees with all bargaining units;
- (b) annually review and approve the performance and compensation of the Deputy Provost, Deans, and the University Registrar and University Librarian on the advice and recommendation of the Provost;
- ~~(c) annually review and approve the performance and compensation of the Associate Vice Presidents (Academic and Research);~~
- ~~(d)~~(c) annually provide advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents and thereafter approve the compensation of the Vice-Presidents on the advice of the President;
- ~~(e)~~(d) annually solicit, review and evaluate the comments of the members of the Board with respect to the performance of the President and consider such other data, reports and information as the Committee considers useful and thereafter, approve the compensation of the President and through the Chair of the Committee, provide advice to the Chair of the Board on the performance of the President;
- ~~(f)~~(e) appoint Board members to Search and Review Committees for the President and Advisory and review committees for Vice-Presidents established under the University of Alberta Policies and Procedures On-Line (UAPPOL) from time to time;
- ~~(g)~~(f) regularly assess staff benefit plans, including trends;
- ~~(h)~~(g) review and approve material changes to personnel policies of the University that are outside the regular collective bargaining process and consider trends affecting such policies;
- ~~(i)~~(h) approve the appointment of Killam and Tory Chairs;
- ~~(j)~~(i) review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate
- ~~(k)~~(j) monitor executive and university trends for compensation and benefits for senior institutional administrators;
- ~~(l)~~(k) receive and review the Annual Report, and the report of the nominee of the Board to the Board of Trustees, of the Universities Academic Pension Plan;
- ~~(m)~~(l) monitor Presidential effectiveness;
- ~~(n)~~(m) review succession plans for senior administration;
- ~~(o)~~(n) annually report on an evaluation of the Board;
- ~~(p)~~(o) monitor the performance of the University in the areas of responsibility of the Committee, against key strategic performance initiatives and

performance measure reports and results in place from time to time and report thereon to the Board;

(e)(p) annually review the terms of reference of the Committee and recommend to the Board any required changes.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

In making reports and recommendations with respect to appointments, extensions, reappointments and dismissals of Deans and Vice-Presidents, the Committee shall do so on the advice and recommendation of the President.

4. LIMITATION ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to:

- (a) the appointment, extension, reappointments and dismissals of Deans, Vice-Presidents and the President;
- (b) the approval of goals and objectives for the President;
- (c) the approval of collective agreements and any substantial revisions thereof;
- (d) policy related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University; and
- (e) the establishment of an annual report on an evaluation of the Board and decisions arising from that report.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

DATE	DECISION-MAKER	DECISION
2002-09-20	Board of Governors	Approved
2006-10-3	Board Human Resources and Compensation Committee	Revised
2007-06-22	Board of Governors	Approved
2008-05-21	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2008-06-20	Board of Governors	Approved
2010-09-23	Board Human Resources and Compensation Committee	Suggested Revisions
2011-02-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2011-02-11	Board of Governors	Approved
2011-10-21	Board of Governors	Approved

2013-10-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2013-10-18	Board of Governors	Approved



BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE

Terms of Reference

1. AUTHORITY

- (a) The Board Human Resources and Compensation Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) and the Provost and Vice-President (Academic) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- (a) Voting Members appointed by the Board (ordinarily a maximum of 9 voting members):

- (1) Up to six Board members from the membership categories identified by the Alberta Post-Secondary Learning Act (the Act) as general public, alumni and senate. There shall be no board members on this committee representing academic staff, non-academic staff or students
- (2) The Board Chair, by virtue of office
- (3) The President and Vice-Chancellor, by virtue of office
- (4) The Chancellor, by virtue of office

Non-Voting Officials appointed by the President

- (1) Provost and Vice-President (Academic)
- (2) Vice-President (Finance and Administration)
- (3) Vice-Provost and Associate Vice-President (Human Resources)
- (4) University Secretary
- (5) Committee Secretary
- (6) Other officers, as determined by the President

- (b) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- (c) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to, and the Board delegates to the Committee responsibility and authority for, all policies and procedures affecting staff working conditions at the University and matters for collective bargaining and related service contracts. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- (a) consider and propose changes in collective agreements and confirm the mandate for negotiating committees with all bargaining units;
- (b) annually review and approve the performance and compensation of the Deputy Provost, Deans, University Registrar and University Librarian on the advice and recommendation of the Provost;
- (c) annually provide advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents and thereafter approve the compensation of the Vice-Presidents on the advice of the President;
- (d) annually solicit, review and evaluate the comments of the members of the Board with respect to the performance of the President and consider such other data, reports and information as the Committee considers useful and thereafter, approve the compensation of the President and through the Chair of the Committee, provide advice to the Chair of the Board on the performance of the President;
- (e) appoint Board members to Search and Review Committees for the President and Advisory and review committees for Vice-Presidents established under the University of Alberta Policies and Procedures On-Line (UAPPOL) from time to time;
- (f) regularly assess staff benefit plans, including trends;
- (g) review and approve material changes to personnel policies of the University that are outside the regular collective bargaining process and consider trends affecting such policies;
- (h) approve the appointment of Killam and Tory Chairs;
- (i) review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate
- (j) monitor executive and university trends for compensation and benefits for senior institutional administrators;
- (k) receive and review the Annual Report, and the report of the nominee of the Board to the Board of Trustees, of the Universities Academic Pension Plan;
- (l) monitor Presidential effectiveness;
- (m) review succession plans for senior administration;
- (n) annually report on an evaluation of the Board;
- (o) monitor the performance of the University in the areas of responsibility of the Committee, against key strategic performance initiatives and performance measure reports and results in place from time to time and report thereon to the Board;

- (p) annually review the terms of reference of the Committee and recommend to the Board any required changes.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

In making reports and recommendations with respect to appointments, extensions, reappointments and dismissals of Deans and Vice-Presidents, the Committee shall do so on the advice and recommendation of the President.

4. LIMITATION ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to:

- (a) the appointment, extension, reappointments and dismissals of Deans, Vice-Presidents and the President;
- (b) the approval of goals and objectives for the President;
- (c) the approval of collective agreements and any substantial revisions thereof;
- (d) policy related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University; and
- (e) the establishment of an annual report on an evaluation of the Board and decisions arising from that report.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

DATE	DECISION-MAKER	DECISION
2002-09-20	Board of Governors	Approved
2006-10-3	Board Human Resources and Compensation Committee	Revised
2007-06-22	Board of Governors	Approved
2008-05-21	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2008-06-20	Board of Governors	Approved
2010-09-23	Board Human Resources and Compensation Committee	Suggested Revisions
2011-02-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2011-02-11	Board of Governors	Approved
2011-10-21	Board of Governors	Approved
2013-10-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors

2013-10-18	Board of Governors	Approved
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OUTLINE OF ISSUE

Agenda Title: **Board Investment Committee – Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Investment Committee, approve the revised Terms of Reference for the Board Investment Committee, as set forth in Attachment 1 to the agenda documentation.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Dave Lawson, Chair, Board Investment Committee
Presenter	Dave Lawson, Chair, Board Investment Committee
Subject	Board Investment Committee Terms of Reference

Details

Responsibility	Vice-President (Finance and Administration)
The Purpose of the Proposal is (please be specific)	To update the current Terms of Reference for the Board Investment Committee.
The Impact of the Proposal is	Several minor changes to create alignment between the Terms of Reference and the University Funds Investment Policy. Specifically; Mandate of the Committee 3(f) “investment manager mandates” replaced with “Investment Mandates” which is a defined term in the University Funds Investment Policy Limitations on Delegation by the Board 4(c) The reference to debt and equity is no longer applicable as the University Funds Investment Policy does not define the asset allocation in these terms anymore. Furthermore, risk tolerance levels, diversification and quality standards are all addressed by the University Funds Investment Policy and can be combined with 4(a) which deals with Investment Policies.
Replaces/Revises (eg, policies, resolutions)	Replaces existing Terms of Reference for the Board Investment Committee that were approved by the Board of Governors on June 21, 2013.
Timeline/Implementation Date	Implementation date is November 1, 2014
Estimated Cost	Not Applicable
Sources of Funding	Not Applicable
Notes	None

Alignment/Compliance

Alignment with Guiding Documents	Dare to Discover: Cornerstone - Transformative Organization and Support Enables the development of an endowment comparable to the best public research universities in the world
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section)	Board Investment Committee Terms of Reference <i>3. MANDATE OF THE COMMITTEE</i> <i>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate</i>

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<p>numbers)</p>	<p><i>and make decisions on behalf of the Board with respect to all investments, including both short-term and long-term investments (“Investments”). The Committee shall also consider such other matters delegated to the Committee by the Board.</i></p> <p><i>Without limiting the generality of the foregoing the Committee shall:</i></p> <p><i>(d) annually review the terms of reference of the Committee and recommend to the Board any required changes</i></p> <p>UNIVERSITY OF ALBERTA STANDING AND OTHER COMMITTEES OF THE BOARD OF GOVERNORS GENERAL TERMS OF REFERENCE</p> <p>The General Terms of Reference for Board Committees section 1(b) states the following (emphasis added):</p> <p><i>For greater certainty the delegation of authority to the Committees is intended to permit the Board to pursue major policy and strategic issues. In particular the delegation of authority to the Committees is intended to be sufficiently broad so that as a result the issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of the following:</i></p> <p><i>i. high level strategic, budgetary and stewardship policy issues or matters of significant risk to the University;</i></p> <p><i>ii. any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;</i></p>
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Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	
Approval Route (Governance) (including meeting dates)	Board Investment Committee, September 30, 2014 for recommendation) Board of Governors, October 24, 2014 (for approval)
Final Approver	Board of Governors

Attachments:

1. Draft Board Investment Committee Terms of Reference (final) – 2 pages
2. Draft Board Investment Committee Terms of Reference (track changes) – 2 pages
3. Board Investment Committee Terms of Reference (as approved on June 21, 2013) – 2 pages

Prepared by: Ron Ritter, Director, Investments and Treasury, 780-492-9987, ron.ritter@ualberta.ca



BOARD INVESTMENT COMMITTEE Terms of Reference

1. AUTHORITY

- (a) The Board Investment Committee (the "Committee") is created by and is responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) shall provide management support to the Committee.
- (c) The Office of the Vice-President (Finance and Administration) shall provide administrative support to the Committee.
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 12 voting members)
 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate* subject to 2 (c) below
 - (2) Three to eight members of the general public
 - (3) The Board Chair, by virtue of office
 - (4) The President and Vice-Chancellor, by virtue of office
 - (5) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Vice-President (Finance and Administration)
 - (2) University Secretary
 - (3) Committee Secretary
 - (4) Other officers, as determined by the President
- c) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1) or 2(a)(2), upon the recommendation of the Board Chair.
- e) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to all investments, including both short-term and long-term investments ("Investments"). The Committee shall also consider such other matters delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- (a) assist the Board with all of its policy setting responsibilities related to Investments by analyzing policy matters and making recommendations thereon for the Board's approval;
- (b) review and recommend to the Board, the Endowment Objectives and the Endowment Spending Policy for the University.

- (c) review and recommend to the Board, Investment Policies for the University.
- (d) annually review the Terms of Reference of the Committee and recommend to the Board any required changes.
- (e) annually provide advice to the President, through the Chair of the Investment Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice-Presidents whose responsibilities are within the mandate of the Committee.
- (f) review and approve Investment Mandates.
- (g) establish and document the basic investment principles and beliefs held by the Committee.
- (h) review and monitor management's process for the appointment and termination of investment managers and advisors.
- (i) review the appointment and termination of the University's investment custodians.
- (j) monitor, on a regular basis, all matters that are the responsibility of the Committee.
- (k) monitor, at least quarterly, implementation and compliance with the Investment Policy.
- (l) monitor, at least quarterly, the performance of individual investment managers.
- (m) monitor, at least annually, the value added by specific elements of Investment Policy.
- (n) review, at least annually, the continued appropriateness of the Investment Policy.
- (o) monitor, at least annually, the cost effectiveness of the Investment Policy.
- (p) monitor, at least annually, staff's compliance with staff's terms of reference and the University's Conflict of Interest Policy.

4. LIMITATIONS ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Committee shall bring to the Board for final approval:

- (a) the Investment Policies for the University, which shall include the establishment of broad risk tolerances, strategic asset allocation, asset class diversification, and quality standards.
- (b) the Endowment Objectives and Spending Policy of the University.

In addition, the Board may, with or without recommendations from the Committee, establish investment policy matters with respect to matters of social responsibility.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall annually, and if necessary more frequently, report to the Board with respect to its activities and decisions.

Date	Decision-Maker	Decision
2009-03-27	Board of Governors	Original Approved
2010-09-14	Board Investment Committee	Approved / Recommendation to the Board
2011-02-11	Board of Governors	Approved
2011-09-26	Board Investment Committee	Approved / Recommendation to the Board
2011-10-21	Board of Governors	Approved
2013-06-04	Board Investment Committee	Approved / Recommendation to the Board
2013-06-21	Board of Governors	Approved
2014-09-30	Board Investment Committee	Approved / Recommendation to the Board
2014-10-24	Board of Governors	



BOARD INVESTMENT COMMITTEE Terms of Reference

1. AUTHORITY

- (a) The Board Investment Committee (the "Committee") is created by and is responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) shall provide management support to the Committee.
- (c) The Office of the Vice-President (Finance and Administration) shall provide administrative support to the Committee.
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 12 voting members)
 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate* subject to 2 (c) below
 - (2) Three to eight members of the general public
 - (3) The Board Chair, by virtue of office
 - (4) The President and Vice-Chancellor, by virtue of office
 - (5) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Vice-President (Finance and Administration)
 - (2) University Secretary
 - (3) Committee Secretary
 - (4) Other officers, as determined by the President
- c) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1) or 2(a)(2), upon the recommendation of the Board Chair.
- e) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to all investments, including both short-term and long-term investments ("Investments"). The Committee shall also consider such other matters delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- (a) assist the Board with all of its policy setting responsibilities related to Investments by analyzing policy matters and making recommendations thereon for the Board's approval;

- (b) review and recommend to the Board, the Endowment Objectives and the Endowment Spending Policy for the University.
- (c) review and recommend to the Board, Investment Policies for the University.
- (d) annually review the ~~Terms of Reference~~ of the Committee and recommend to the Board any required changes.
- (e) annually provide advice to the President, through the Chair of the Investment Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice-Presidents whose responsibilities are within the mandate of the Committee.
- (f) review and approve Investment investment manager mMandates.
- (g) establish and document the basic investment principles and beliefs held by the Committee.
- (h) review and monitor management's process for the appointment and termination of investment managers and advisors.
- (i) review the appointment and termination of the University's investment custodians.
- (j) monitor, on a regular basis, all matters that are the responsibility of the Committee.
- (k) monitor, at least quarterly, implementation and compliance with the Investment Policy.
- (l) monitor, at least quarterly, the performance of individual investment managers.
- (m) monitor, at least annually, the value added by specific elements of Investment Policy.
- (n) review, at least annually, the continued appropriateness of the Investment Policy.
- (o) monitor, at least annually, the cost effectiveness of the Investment Policy.
- (p) monitor, at least annually, staff's compliance with staff's terms of reference and the University's Conflict of Interest Policy.

4. LIMITATIONS ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Committee shall bring to the Board for final approval ~~or information~~:

- (a) the ~~approval of~~ Investment Policies for the University, which shall include the establishment of broad risk tolerances, strategic asset allocation, asset class diversification, and quality standards.
- (b) the ~~approval of the~~ Endowment ~~e~~Objectives and ~~s~~Spending ~~p~~Policy of the University.
- ~~(c) The establishment of broad investment risk tolerances within which the University should operate in the area of Investments. Such tolerance levels shall be defined in terms of broad allocation to debt and equity within the investment pool, the level of desired diversification and the broad quality levels of investments to be made.~~

In addition, the Board may, with or without recommendations from the Committee, establish investment policy matters with respect to matters of social responsibility.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall annually, and if necessary more frequently, report to the Board with respect to its activities and decisions.

Date	Decision-Maker	Decision
2009-03-27	Board of Governors	Original Approved
2010-09-14	Board Investment Committee	Approved / Recommendation to the Board
2011-02-11	Board of Governors	Approved
2011-09-26	Board Investment Committee	Approved / Recommendation to the Board
2011-10-21	Board of Governors	Approved
2013-06-04	Board Investment Committee	Approved / Recommendation to the Board
2013-06-21	Board of Governors	Approved
<u>2014-09-30</u>	<u>Board Investment Committee</u>	<u>Approved / Recommendation to the Board</u>
<u>2014-10-24</u>	<u>Board of Governors</u>	



BOARD INVESTMENT COMMITTEE Terms of Reference

1. AUTHORITY

- (a) The Board Investment Committee (the "Committee") is created by and is responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) shall provide management support to the Committee.
- (c) The Office of the Vice-President (Finance and Administration) shall provide administrative support to the Committee.
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 12 voting members)
 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate* subject to 2 (c) below
 - (2) Three to eight members of the general public
 - (3) The Board Chair, by virtue of office
 - (4) The President and Vice-Chancellor, by virtue of office
 - (5) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Vice-President (Finance and Administration)
 - (2) University Secretary
 - (3) Committee Secretary
 - (4) Other officers, as determined by the President
- c) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1) or 2(a)(2), upon the recommendation of the Board Chair.
- e) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to all investments, including both short-term and long-term investments ("Investments"). The Committee shall also consider such other matters delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- (a) assist the Board with all of its policy setting responsibilities related to Investments by analyzing policy matters and making recommendations thereon for the Board's approval;
- (b) review and recommend to the Board, the Endowment Objectives and the Endowment Spending Policy for the University.
- (c) review and recommend to the Board, Investment Policies for the University.
- (d) annually review the terms of reference of the Committee and recommend to the Board any required changes.
- (e) annually provide advice to the President, through the Chair of the Investment Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice-Presidents whose responsibilities are within the mandate of the Committee.
- (f) review and approve investment manager mandates.
- (g) establish and document the basic investment principles and beliefs held by the Committee.
- (h) review and monitor management's process for the appointment and termination of investment managers and advisors.
- (i) review the appointment and termination of the University's investment custodians.
- (j) monitor, on a regular basis, all matters that are the responsibility of the Committee.
- (k) monitor, at least quarterly, implementation and compliance with the Investment Policy.
- (l) monitor, at least quarterly, the performance of individual investment managers.
- (m) monitor, at least annually, the value added by specific elements of Investment Policy.
- (n) review, at least annually, the continued appropriateness of the Investment Policy.
- (o) monitor, at least annually, the cost effectiveness of the Investment Policy.
- (p) monitor, at least annually, staff's compliance with staff's terms of reference and the University's Conflict of Interest Policy.

4. LIMITATIONS ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Committee shall bring to the Board for final approval or information:

- (a) the approval of Investment Policies for the University.
- (b) the approval of the Endowment objectives and spending policy of the University.
- (c) The establishment of broad investment risk tolerances within which the University should operate in the area of Investments. Such tolerance levels shall be defined in terms of broad allocation to debt and equity within the investment pool, the level of desired diversification and the broad quality levels of investments to be made.

In addition, the Board may, with or without recommendations from the Committee, establish investment policy matters with respect to matters of social responsibility.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall annually, and if necessary more frequently, report to the Board with respect to its activities and decisions.

Date	Decision-Maker	Decision
2009-03-27	Board of Governors	Original Approved
2010-09-14	Board Investment Committee	Approved / Recommendation to the Board
2011-02-11	Board of Governors	Approved
2011-09-26	Board Investment Committee	Approved / Recommendation to the Board
2011-10-21	Board of Governors	Approved
2013-06-04	Board Investment Committee	Approved / Recommendation to the Board
2013-06-21	Board of Governors	Approved

OUTLINE OF ISSUE

Agenda Title: **Board Learning and Discovery Committee Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Learning and Discovery Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Shenaz Jeraj, Chair, Board Learning and Discovery Committee
Presenter	Shenaz Jeraj
Subject	Review of Committee Terms of Reference

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To review and update the Committee Terms of Reference
The Impact of the Proposal is	This proposal updates the Committee's responsibilities with respect to enrolment management, in alignment with current practices. It also clarifies that the Board should make decisions relating to the academic transformation of the institution.
Replaces/Revises (eg, policies, resolutions)	n/a
Timeline/Implementation Date	n/a
Estimated Cost	n/a
Sources of Funding	n/a
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p>1. <i>Post secondary Learning Act (PSLA)</i>, Section 60 (1)(b): "The Board of a public post-secondary institution shall develop, manage and operate, alone or in cooperation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta."</p> <p>2. <i>Board of Governors General Terms of Reference</i>, Section b: "The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee's defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee." ... "...issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of...any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;..."</p> <p>3. Board Learning and Discovery Committee Terms of Reference, section 3: <u>MANDATE OF THE COMMITTEE</u></p>

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	<p>Except as provided in paragraph 4 hereof and in the Board’s General Committee Terms of Reference, the Committee shall, in accordance with the Committee’s responsibilities with powers granted under the <i>Post-Secondary Learning Act</i>, monitor, evaluate, advise and make decisions on behalf of the Board with respect to matters concerning the teaching and research affairs of the University, including proposals coming from the administration and from General Faculties Council (the “GFC”), and shall consider future educational expectations and challenges to be faced by the University. The Committee shall also include any other matter delegated to the Committee by the Board.</p> <p>Without limiting the generality of the foregoing the Committee shall: (...) q. annually review the terms of reference for the committee and recommend to the Board any required changes.</p>
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Routing (Include meeting dates)

Consultative Route	
Approval Route (Governance) (including meeting dates)	Board Learning and Discovery Committee – September 29, 2014 (for recommendation) Board of Governors – October 24, 2014 (for approval)
Final Approver	Board of Governors

Attachments:

1. Board Learning and Discovery Committee Terms of Reference (2 pages) – showing edits
2. Board Learning and Discovery Committee Terms of Reference (2 pages) – without edits

Prepared by: Geeta Sehgal, Acting Assistant Secretary to the Board of Governors,
geeta.sehgal@ualberta.ca



BOARD LEARNING AND DISCOVERY COMMITTEE Terms of Reference

1. AUTHORITY

- (a) The Board Learning and Discovery Committee (the “Committee”) is created by and responsible to the Board of Governors (the “Board”) of the University of Alberta (the “University”).
- (b) The Provost and Vice-President (Academic) and the Vice-President (Research) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee.
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF THE COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 10 voting members)
 - i) A Board member from the membership category identified by the Post-Secondary Learning Act (*the Act*) as *academic staff of the University*;
 - ii) A Board member from the membership category identified by the Act as *an undergraduate student nominated by the council of the undergraduate student association*;
 - iii) A Board member from the membership category identified by the Act as a *graduate student nominated by the council of the graduate student association*;
 - iv) Four Board members from the membership categories identified by the Act as general public, alumni and senate;
 - v) The Board Chair, by virtue of office
 - vi) The President and Vice-Chancellor, by virtue of office
 - vii) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - i) Provost and Vice- President (Academic)
 - ii) Vice-President (Research)
 - iv) University Secretary
 - v) Committee Secretary
 - vi) Other officers, as determined by the President
- c) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2 a) iv), upon recommendation of the Board Chair,

- d) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall, in accordance with the Committee's responsibilities with powers granted under the *Post-Secondary Learning Act*, monitor, evaluate, advise and make decisions on behalf of the Board with respect to matters concerning the teaching and research affairs of the University, including proposals coming from the administration and from General Faculties Council (the "GFC"), and shall consider future educational expectations and challenges to be faced by the University. The Committee shall also include any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- a. review and approve initiatives related to the overall academic mission and related plans and policies of the University;
- b. review, provide feedback and approve teaching and research policies;
- c. review and approve recommendations of GFC for major changes in instructional and research programs and other academic matters;
- d. review, provide feedback and approve the ~~establishment, modification and removal of enrolment quotas~~ management strategy and annually review such quotas plans;
- e. review and approve the Code of Student Behaviour, the Code of Applicant Behaviour and the Practicum Intervention Policy;
- f. review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate;
- g. undertake studies and review academic matters that pertain to the quality of the educational experience at the University;
- h. monitor educational and research trends, community expectations and demands;
- i. monitor all matters related to intellectual property and technology transfer of research at the University.
- j. ensure that the academic teaching and research activities at the University are administered and undertaken in a manner consistent with the vision and mission of the University;
- k. consider future educational expectations and challenges to be faced by the University;
- l. review proposals and recommendations of GFC concerning the establishment, continuation and re-organization of faculties, schools, departments and make recommendations to the Board in respect thereof;
- m. review recommendations of GFC Academic Planning Committee concerning the Comprehensive Institutional Plan (CIP) and/or a similar document as required, and make recommendations to the Board in respect thereof;
- n. review and recommend to the Board any annual reports and any other major issues within the mandate of the committee;
- o. receive for information proposals approved by the GFC Academic Planning Committee respecting Shared Credential Programs;

- p. review the performance of the University, in the areas of responsibility of the Committee, against performance measure reports and results in place from time to time and report thereon to the Board; annually provide advice to the President, through the Chair of the Human Resources & Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice-Presidents whose responsibilities are within the mandate of the Committee; and
- q. annually review the terms of reference for the committee and recommend to the Board any required changes.

The Committee shall review, evaluate, and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

4. LIMITATIONS ON DELEGATION BY THE BOARD

This general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to:

- a. the establishment, continuation, reorganization or abolition of faculties, schools and departments;
- b. program approvals involving the creation or abolition of a degree program (but not specializations of an existing degree);
- c. the consideration of proposals, ideas and issues that deal with the academic transformation of the institution.-

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

Date	Decision-Maker	Decision
2011-09-26	Board Learning and Discovery Committee	Recommended to the Board
2011-10-21	Board of Governors	Approved



BOARD LEARNING AND DISCOVERY COMMITTEE Terms of Reference

1. AUTHORITY

- (a) The Board Learning and Discovery Committee (the “Committee”) is created by and responsible to the Board of Governors (the “Board”) of the University of Alberta (the “University”).
- (b) The Provost and Vice-President (Academic) and the Vice-President (Research) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee.
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF THE COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 10 voting members)
 - i) A Board member from the membership category identified by the Post-Secondary Learning Act (*the Act*) as *academic staff of the University*;
 - ii) A Board member from the membership category identified by the Act as *an undergraduate student nominated by the council of the undergraduate student association*;
 - iii) A Board member from the membership category identified by the Act as a *graduate student nominated by the council of the graduate student association*;
 - iv) Four Board members from the membership categories identified by the Act as general public, alumni and senate;
 - v) The Board Chair, by virtue of office
 - vi) The President and Vice-Chancellor, by virtue of office
 - vii) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - i) Provost and Vice- President (Academic)
 - ii) Vice-President (Research)
 - iv) University Secretary
 - v) Committee Secretary
 - vi) Other officers, as determined by the President
- c) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2 a) iv), upon recommendation of the Board Chair,

- d) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall, in accordance with the Committee's responsibilities with powers granted under the *Post-Secondary Learning Act*, monitor, evaluate, advise and make decisions on behalf of the Board with respect to matters concerning the teaching and research affairs of the University, including proposals coming from the administration and from General Faculties Council (the "GFC"), and shall consider future educational expectations and challenges to be faced by the University. The Committee shall also include any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- a. review and approve initiatives related to the overall academic mission and related plans and policies of the University;
- b. review, provide feedback and approve teaching and research policies;
- c. review and approve recommendations of GFC for major changes in instructional and research programs and other academic matters;
- d. review, provide feedback and approve the enrolment management strategy and annually review such plans;
- e. review and approve the Code of Student Behaviour, the Code of Applicant Behaviour and the Practicum Intervention Policy;
- f. review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate;
- g. undertake studies and review academic matters that pertain to the quality of the educational experience at the University;
- h. monitor educational and research trends, community expectations and demands;
- i. monitor all matters related to intellectual property and technology transfer of research at the University.
- j. ensure that the academic teaching and research activities at the University are administered and undertaken in a manner consistent with the vision and mission of the University;
- k. consider future educational expectations and challenges to be faced by the University;
- l. review proposals and recommendations of GFC concerning the establishment, continuation and re-organization of faculties, schools, departments and make recommendations to the Board in respect thereof;
- m. review recommendations of GFC Academic Planning Committee concerning the Comprehensive Institutional Plan (CIP) and/or a similar document as required, and make recommendations to the Board in respect thereof;
- n. review and recommend to the Board any annual reports and any other major issues within the mandate of the committee;
- o. receive for information proposals approved by the GFC Academic Planning Committee respecting Shared Credential Programs;

- p. review the performance of the University, in the areas of responsibility of the Committee, against performance measure reports and results in place from time to time and report thereon to the Board; annually provide advice to the President, through the Chair of the Human Resources & Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice-Presidents whose responsibilities are within the mandate of the Committee; and
- q. annually review the terms of reference for the committee and recommend to the Board any required changes.

The Committee shall review, evaluate, and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

4. LIMITATIONS ON DELEGATION BY THE BOARD

This general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to:

- a. the establishment, continuation, reorganization or abolition of faculties, schools and departments;
- b. program approvals involving the creation or abolition of a degree program (but not specializations of an existing degree);
- c. the consideration of proposals, ideas and issues that deal with the academic transformation of the institution.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

Date	Decision-Maker	Decision
2011-09-26	Board Learning and Discovery Committee	Recommended to the Board
2011-10-21	Board of Governors	Approved

OUTLINE OF ISSUE

Agenda Title: **Faculty of Graduate Studies and Research and Faculty of Business Proposal for a Master of Accounting (MAcc)**

Motion: THAT the Board of Governors, on the recommendation of the Board Learning and Discovery Committee, approve the proposal for a (new) Master of Accounting (MAcc) degree program, as submitted by the Faculty of Graduate Studies and Research and the Faculty of Business and as set forth in Attachment 1, for implementation in May, 2015.

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Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Mazi Shirvani, Vice-Provost and Dean, Faculty of Graduate Studies and Research; Joseph Doucet, Dean, Alberta School of Business; Joan White, Associate Dean, Alberta School of Business
Presenters	Carl Amrhein, Provost and Vice-President (Academic)
Subject	Proposed New Degree of Master of Accounting (MAcc) to be offered by the Alberta School of Business

Details

Responsibility	Provost and Vice-President (Academic)
The Purpose of the Proposal is (please be specific)	To offer a Master of Accounting (MAcc) program to provide the required competencies of the new CPA (Chartered Professional Accountant) designation.
The Impact of the Proposal is	There are currently no similar programs which exist in the Campus Alberta system.
Replaces/Revises (eg, policies, resolutions)	N/A
Timeline/Implementation Date	For implementation in May, 2015.
Estimated Cost	N/A
Sources of Funding	This will be a revenue-generating program.
Notes	The GFC Academic Standards Committee (ASC) will review and be asked to recommend on the proposed admission and academic standing requirements (highlighted in yellow on page 21 of the Attachment) for the MAcc program at its June 19, 2014 meeting. Its recommendation will be reported by the Vice-Chair of GFC ASC to GFC APC on June 25.

Alignment/Compliance

Alignment with Guiding Documents	Aligns with <i>Dare to Deliver, Dare to Discover</i> Values: enrich the student experience; foster new joint degree programs that unite academic units/professional schools; promote interdisciplinary collaboration, create learning opportunities for students and creative collaborations to address global challenges and initiatives; provide an intellectually superior educational environment for students; diverse, yet inclusive, dynamic collegial community that welcomes change.
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	1. Post-Secondary Learning Act (PSLA): The <i>PSLA</i> gives GFC responsibility, subject to the authority of the Board of Governors, over academic affairs (Section 26(1)). Further, the <i>PSLA</i> gives the Board of Governors authority over certain admission requirements and rules respecting enrolment (Section 60(1)(c) and (d)). The Board has delegated its authority over admissions requirements and rules

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respecting enrolment to GFC. GFC has thus established an Academic Standards Committee (ASC).

2. **PSLA:** GFC may make recommendations to the Board of Governors on a number of matters including the budget and academic planning (Section 26(1)(o)). GFC delegates its power to recommend to the Board on the budget and on new or revised academic programs to the GFC Academic Planning Committee (APC).

3. **PSLA:** The *PSLA* gives Faculty Councils power to “provide for the admission of students to the faculty” (29(1)(c)).

4. **PSLA:** The *PSLA* gives Faculty Councils the authority to “determine the programs of study for which the faculty is established” (Section 29(1)(a)); to “provide for the admission of students to the faculty” (Section 29(1)(c)); and to “determine the conditions under which a student must withdraw from or may continue the student’s program of studies in a faculty” (Section 29(1)(d)).

5. **UAPPOL Admissions Policy:** “Admission to the University of Alberta is based on documented academic criteria established by individual Faculties and approved by GFC. This criteria may be defined in areas such as subject requirements, minimum entrance averages, and language proficiency requirements. In addition to academic requirements for admission, GFC authorizes each Faculty to establish such other reasonable criteria for admission of applicants as the Faculty may consider appropriate to its programs of study, subject to the approval of GFC (e.g. interview, audition, portfolio, etc.)

The admission requirements for any Faculty will be those approved by GFC as set forth in the current edition of the *University Calendar*. In addition to the admission requirements, selection criteria for quota programs, where they exist, will also be published in the current edition of the *University Calendar*.

The responsibility for admission decisions will be vested in the Faculty Admission Committees or in the Deans of the respective Faculties, as the councils of such Faculties will determine.”

6. **UAPPOL Admissions Procedure:**

“PROCEDURE

1. EFFECTIVE DATE OF CHANGES TO ADMISSION REGULATIONS

Following approval by GFC:

a. Where changes to admission regulations may disadvantage students in the current admission cycle, normally implementation will be effective after the change has been published in the *University Calendar* for one full year (i.e., effective the second year that the information is published in the *University Calendar*). [...]

b. Where changes to admission regulations are deemed by the approving body to be “advantageous to students”, normally the date of

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implementation will be effective immediately or at the next available intake for the admitting Faculty.”

7. GFC Academic Standards Committee (ASC) Terms of Reference (Mandate): The Office of the Provost and Vice-President (Academic) has determined that the proposed changes are substantial in nature. ASC’s terms of reference provide that “the term ‘substantial’ refers to proposals which involve or affect more than one Faculty or unit; are part of a proposal for a new program; are likely to have a financial impact; represent a definite departure from current policy; involve a quota; articulate a new academic concept” (3.A.ii).

Further, “ASC provides advice or recommends to the GFC Academic Planning Committee (APC) on proposals which involve substantial change to admission/transfer regulations or academic standing.” (3.B.iv)

8. GFC Academic Planning Committee (APC) Terms of Reference (Mandate/Establishment/Termination of Academic Programs):

“NOTE: APC deals with major program matters; minor program matters are dealt with through the GFC-mandated course/program approval process. The Provost and Vice-President (Academic) decides what is major or minor.

- a. To approve the establishment of new academic programs at the University of Alberta or those administered in cooperation with other post-secondary institutions.” (3.8.)

9. Board Learning and Discovery Committee (BLDC) Terms of Reference:

“3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 hereof and in the Board’s General Committee Terms of Reference, the Committee shall, in accordance with the Committee’s responsibilities with powers granted under the *Post-Secondary Learning Act*, monitor, evaluate, advise and make decisions on behalf of the Board with respect to matters concerning the teaching and research affairs of the University, including proposals coming from the administration and from General Faculties Council (the “GFC”), and shall consider future educational expectations and challenges to be faced by the University. The Committee shall also include any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:
[...]

- c. review and approve recommendations of GFC for major changes in instructional and research programs and other academic matters[.] [...]

4. LIMITATIONS ON DELEGATION BY THE BOARD

This general delegation of authority by the Board to the Committee shall

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	<p>be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to: [...]</p> <p>b. program approvals involving the creation or abolition of a degree program (but not specializations of an existing degree).”</p> <p>10. PSLA: “The Campus Alberta Quality Council may inquire into and review any matter relating to a proposal to offer a program of study leading to the granting of an applied, baccalaureate, master’s or doctoral degree other than a degree in divinity.” (Section 109(1))</p>
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Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	<p>Alberta School of Business</p> <p>Cost-recovery proposals are to be reviewed by the Registrar’s Advisory Committee on Fees (RACF), with any recommendation on the cost-recovery component of the proposal to be forwarded to the Provost and Vice-President (Academic) for final approval.</p>
Approval Route (Governance) (including meeting dates)	<p>Faculty of Graduate Studies and Research Council (May, 2014) – for recommendation;</p> <p>GFC Academic Standards Committee (June 19, 2014) – for recommendation on the admission and academic standing criteria only;</p> <p>GFC Academic Planning Committee (June 25, 2014) – for recommendation;</p> <p>Board Learning and Discovery Committee (September 29, 2014) – for recommendation;</p> <p>Board of Governors (October 24, 2014) – for final approval</p>
Final Approver	Board of Governors

Attachment:

1. Faculty of Graduate Studies and Research and Faculty of Business Proposal for a Master of Accounting (MAcc) (31 pages)

Prepared by: Janice Hurlburt, Functional Analyst, Faculty of Graduate Studies and Research,
janice.hurlburt@ualberta.ca

New Degree Proposal Template (Part A: System Coordination Review)

The following template outlines the information required by Advanced Education and Technology to support System Coordination Review, the first of the two stages in the review process for new degree programs and new specializations in existing degree programs. Completed templates are to be submitted electronically through the ministry's Program and Provider Registry System.

The guiding premise of System Coordination Review is to ensure that the program adds value to Campus Alberta. This stage of review will focus on the institution's assessment of student and employer demand; the situation of the program in the context of Campus Alberta; and the financial viability of the program, including implications for students and taxpayers.

Given a positive outcome from System Coordination Review, the proposed program will be recommended to the Minister for referral to Campus Alberta Quality Council for quality assessment, the second stage of review. Please refer to the council's publication, CAQC Handbook: Quality Assessment and Assurance, for further information. This publication is available on the Council's website <http://caqc.gov.ab.ca>.

Basic Information

Institution	University of Alberta
Program/specialization title	Master of Accounting
Credential awarded	M Acc
Proposed Implementation Date	May 2015

SECTION 1: PROGRAM OVERVIEW

1.1 Type of Initiative

Master of Accounting – new graduate degree program

1.2 Program Description

The Master of Accounting (MAcc) program is intended to provide the required competencies of the new CPA (Chartered Professional Accountant) designation. The CPA designation replaces the CA, CMA and CGA designations and unifies the accounting bodies into one national organization. The proposed MAcc curriculum will largely reflect the new core, elective and capstone modules of the CPA program with additional courses being added to increase managerial knowledge and skills. Students who have completed a BCom or MBA at the University of Alberta and have all of the accounting prerequisites will take the program over two summers, allowing them to work and gain professional experience during the remaining part of the year. Similarly,

students from Campus Alberta who have completed a BCom or MBA with the required prerequisites will follow the same path. Students who have a BCom or MBA from the U of A, from another Canadian institution or have international credentials but lack the accounting prerequisites will be required to take additional courses to fulfill any deficiencies.

1.3 Enrolment Plan

We anticipate starting with a small cohort of 25-40 students with the expectation of eventually enrolling approximately 80 students each year. Students who apply to the MAcc program with the required accounting prerequisites will typically be working full-time September through April in an accounting position and will complete the MAcc program over two consecutive May through August periods on a full-time basis. Generally students who are admitted and without all of the prerequisites completed may either complete the prerequisite accounting courses on a full-time or a part-time basis prior to completing the core MAcc courses. (Note: The accounting prerequisite courses as currently determined by the CPA are listed in the Appendix.) It is anticipated that the attrition rate once the accounting prerequisites have been met, will be no greater than 5%.

Include assumptions and explanatory notes (e.g., attrition, part-time enrolment). Also:

- *If program implementation will occur over a number of years, provide data for each year to full implementation.*
- *If internal reallocation of existing resources is proposed, describe any anticipated decrease in enrolment in other programs that would result.*

Proposed Enrolment	Year 1	Year 2	Year 3	Year 4	Year 5	Annual Ongoing
Total head count	0	0	0	0	0	0
• Full-Time Year 1	30	40	60	80	80	80
• Full-Time Year 2	0	30	40	60	80	80
Total FLE	0	0	0	0	0	0
• FLE Year 1	30	40	60	80	80	80
• FLE Year 2	0	30	40	60	80	80
• FLE Year 3	0	0	0	0	0	0
• FLE Year 4	0	0	0	0	0	0
Anticipated No. of Graduates	0	30	40	60	80	80

SECTION 2: DEMAND

2.1 Student Demand Analysis

Analysis should be supported by relevant data for the region and for Campus Alberta, as might be derived from: systematic questionnaire surveys of target audiences; application and enrolment summaries and trends for similar programs currently offered by other institutions; tabulations of unsolicited student inquiries and/or expressions of interest obtained at student recruitment events; demographic projections for relevant sub-populations.

Individuals who want to complete the CPA designation will need to complete a specific set of requirements beyond the accounting courses completed in a BCom or MBA program. The MAcc program will deliver the CPA required courses. Enrollment in the undergraduate accounting major at the University of Alberta has been very strong (it is the largest major within the Bachelor of Commerce program), with 700 students graduating each year from the undergraduate program of which approximately 250 pursue an accounting designation.

There are a few programs across Canada that deliver content similar to that proposed in the MAcc program. The University of Saskatchewan typically has over 300 applications for admission to their program each year; however, they only admit approximately 88 students. Many of the applicants are from Alberta. The University of Toronto also turns away approximately two-thirds of their applicants.

2.2 Labour Market Analysis

Analysis should be supported by relevant data and placed in the context of the target occupational/regional labour market(s). Relevant data sources include systematic surveys of prospective employers; occupational supply/demand projections from government or industry sources; tabulations of job postings/'help wanted' advertising; surveys of recruitment and graduate employment rates of similar programs; and demographic projections (i.e. for relevant regions and sub-populations.) Describe anticipated employment outcomes.

As with most professions in Alberta, employment prospects for accountants are strong. A recent Government of Alberta Occupational survey indicates that there will be a cumulative shortfall of over 900 accountants over the next seven years. In addition to employment in Alberta, accountants are typically in demand both within Canada and internationally. The CPA is the standard accounting designation internationally.

2.3 Support

Provide evidence of consultation with and approval/support from relevant professional organizations, regulatory bodies, advisory committees, employers, and/or industry.

CPA Canada has indicated they would like universities to provide graduate level education programs as they move towards increasing the education requirements to become a CPA. Starting in 2019 it is likely that an undergraduate business degree will be insufficient to cover the required competencies and many post-secondary institutions will no longer meet the requirements for accreditation. We have also had strong indications of support from the accounting practitioner community in Edmonton for a masters degree program since many firms send their staff to the University of Saskatchewan for graduate training and would rather have the program available in Edmonton.

2.4 Clinical or Work Experience

If clinical or work experience is an essential part of program delivery:

While work experience is a necessary requirement to obtain the CPA designation, there is no work experience or internship requirement in the MAcc program. Most students will already be hired by accounting firms or will have a position in an accounting training office. For those students who are admitted to the MAcc program without some or all of the accounting prerequisite courses and/or for international students who move to Edmonton to complete the program, career services will be available. The Alberta School of Business has an excellent relationship with accounting firms in Alberta and both the undergraduate and graduate business career offices are successful in placing students in relevant positions. At the MBA level, 90-95% of students have attained full-time employment three months post-graduation. The Career Management Centre provides education and coaching to students when they seek employment. It is anticipated that students will be attaining full-time positions and will not be in an internship position.

2.4.1 *Provide evidence that the placements will be available when needed.*

2.4.2 *Describe the student's role in securing placements.*

2.4.3 *Explain how the institution will supervise/monitor the learning experience of students in off-site settings?*

2.4.4 *Identify potential employer/employee liability related to this aspect of the program, and how the institution intends to manage this liability.*

SECTION 3: INSTITUTIONAL AND SYSTEM CONTEXT

3.1 Institutional Strategy

How does the proposed program align with the institution's strategic priorities and the Comprehensive Institutional Plan?

The proposed MAcc program is consistent with the University's vision *Dare to Discover* in connecting communities by "fostering partnerships with business and industry to advance mutual goals for supporting talented people through employment and internship opportunities for our students and access to life-long learning." The MAcc Program will provide individuals with the requirements to complete the CPA designation while remaining in Alberta.

3.2 Institutional Programs

Explain how the proposed program fits with existing programs at the institution, and the anticipated positive or negative impacts on other programs.

The Alberta School of Business is the largest provider of accounting graduates in Alberta from their undergraduate business degree program. With the change to the CPA designation, the requirements to attain an accounting designation have changed. The MAcc program provides individuals with the ability to stay in Alberta to complete the requirements of the CPA designation within an academic setting. The Alberta School of Business has strong expertise in delivering accounting knowledge and skills. The MAcc program is a natural fit within the School.

3.3 Internal Review and Approval

1) Business Council, Alberta School of Business; 2) FGSR (Faculty of Graduate Studies and Research) Council; 3) Academic Standards Committee; 4) Academic Planning Committee on delegated authority of General Faculties Council; 5) BLDC; 6) Board of Governors

3.4 Campus Alberta Programs/Initiatives

This will be the first Master of Accounting program offered in Alberta. No other Campus Alberta institution currently offers this type of program. The MAcc program will allow residents of Alberta who would have had to leave the province to complete the CPA designation requirements, with the opportunity to remain in Alberta while completing the CPA requirements.

3.5 Consultation

Summarize the type and outcomes of consultations with other institutions offering related programs. Attach copies of relevant documents (e.g. letters, meeting summaries). Discuss the potential for inter-institutional collaboration.

Discussions and consultations have been held with the newly formed CPA Canada. Universities have been encouraged to provide graduate level education programs as CPA Canada move towards increasing the educational requirements to become a CPA.

3.6 Learner Pathways

3.6.1 *Identify potential pathways from work to school (where applicable).*

For individuals working in an accounting position and wanting to pursue the CPA designation, the MAcc program will provide the final level of accounting requirements. For those individuals who are deficient in some of the accounting prerequisite courses, these courses can be completed as part of the program. For those individuals without any of the accounting prerequisite courses, we are potentially looking at creating a combined MBA/MAcc degree program for those with prior degrees outside of business.

3.6.2 *Identify potential opportunities for transfer/laddering into the proposed program from other institutions or other programs within the institution; and for transfer/laddering from the proposed program to other programs within the institution or at other institutions. List any formal agreements for internal or inter-institutional transfer/laddering that have been negotiated to this point.*

Individuals who have completed a BCom or MBA from the University of Alberta, or a BCom from other Campus Alberta institutions who have completed the accounting stream or major will more closely meet the requirements for admission. We are potentially looking at creating a combined MBA/MAcc degree program for those with prior degrees outside of business and who have limited or no accounting background for entry into the MAcc program.

3.6.3 *Estimate the portion of graduates who can be expected to proceed to further education directly. At a later stage in their careers. What types of programs/credentials would they be most likely to pursue?*

The vast majority of our graduates will pursue careers as professional accountants so it will be a small proportion of students who will proceed to higher education. Some may pursue further professional specialization designations such as CBV, CFA or tax specialists. While this is a professional degree program, we anticipate that some students may pursue a PhD in Accounting which is offered at many institutions.

SECTION 4: FINANCIAL VIABILITY AND SUSTAINABILITY

4.1 Annual Budget and Funding Sources

Identify annual and one-time expenditures and annual revenue for the program in the budget tables below. If program implementation will take place over more than one year, provide estimates for each year until full implementation. Provide explanatory notes for all budget assumptions, such as inflation and per student tuition.

(For proposals without significant impacts on institutional costs, revenues or enrolment, a detailed budget presentation will not normally be required (please confirm with the department). Such proposals will satisfy all of the following tests:

1. The proposal is for a new specialization in an existing program, consisting of an innovative combination of existing curricula.
2. Overall enrolment capacity in the program is maintained.
3. Excepting incidental administrative and promotional costs, no start-up or incremental operations costs are incurred.)

	Year 1	Year 2	Year 3	Year 4	Year 5	Annual Ongoing
Revenue						
Tuition and Related Fees	\$555,000	\$1,295,350	\$1,872,605	\$2,671,321	\$3,078,480	\$3,078,448
Re-allocation from Existing Programs ¹	\$0	\$0	\$0	\$0	\$0	\$0
Other Internal Sources ²	\$0	\$0	\$0	\$0	\$0	\$0
External (Third Party) Sources ³	\$0	\$0	\$0	\$0	\$0	\$0
GOA (Identify source) ⁴	\$0	\$0	\$0	\$0	\$0	\$0
Other (specify)	\$0	\$0	\$0	\$0	\$0	\$0
Total Revenue	\$555,000	\$1,295,350	\$1,872,605	\$2,671,321	\$3,078,480	\$3,078,448
Operational Costs						
Salaries, Wages and Benefits	\$195,525	\$322,950	\$346,238	\$476,663	\$614,850	\$614,850
Materials and Contracted Services	\$87,000	\$169,000	\$235,000	\$317,000	\$364,000	\$364,000
Other Direct Costs	\$83,250	\$194,303	\$280,891	\$400,698	\$461,767	\$461,767
Indirect Costs	\$3,000	\$7,000	\$10,000	\$14,000	\$16,000	\$16,000
Total Operational Costs	\$365,775	\$693,253	\$872,128	\$1,208,361	\$1,456,617	\$1,456,617

Notes:

1. Program Costs Canadian Student: \$36,000 Tuition plus Non-Instructional Fees; this program is a revenue generation program
2. Program Costs International Student: \$50,400 Tuition plus Non-Instructional Fees; this program is a revenue generation program
3. It is anticipated that International students will not be aware of the program for the first two years. In year three, 5% of the students will be international; in years 4 and 5 and on-going, 10% will be international students.
4. Non-Instructional Fees (approximately \$500 in 2014) plus an annual increase of 1% per year
5. No re-allocation of revenue from existing programs
6. No revenue from other sources is anticipated
7. Salaries include Instructors, Teaching Assistants, Administrative support and Student recruitment
8. Materials include course materials and textbooks, recruitment brochures and costs, course delivery costs
9. Direct costs include University overhead
10. Indirect costs include soft-skill development and career services as required
11. All other Canadian Schools (Toronto, Waterloo, Saskatchewan) offering a Master of Accounting program have higher tuition for international students. Part of the rationale for the increase in tuition is based on the extra services required for these students. Significantly more career services resources are required for international students, as well as additional soft skill development.

One-time expenditures	Amount	Revenue Source	Details
Facilities	\$0		
Equipment and IT	\$0		
Curriculum Development	\$70,000	School of Business	Curriculum development for 7 new courses
Marketing and Promotion	\$40,000	School of Business	Brochure, website development, online advertising and recruitment
Faculty Recruitment and Establishment	\$10,000	School of Business	One additional faculty member will be required
Library Enhancements	\$0		
Other	\$0		

4.2 Impact

4.2.1 There are currently no similar programs which exist in the Campus Alberta system. The tuition costs at similar programs across Canada are: University of Toronto, \$60,400 (Canadian residents), \$81,060 (International); University of Waterloo, \$27,300 (Canadian residents), \$36,100 (International); University of Saskatchewan, \$30,000 (Canadian residents), \$45,000 (International).

4.2.2 Students entering the job market generally have very good job prospects with above average salaries. Those currently employed by accounting firms may be able to use educational allowances commonly granted to them by their employer.

4.2.3 *If program funding includes internal reallocation, evaluate the impact of this reallocation on the institution's operations and overall financial position.*

RECOMMENDATION (FOR DEPARTMENT USE)

Do Any Issues or Information Gaps Remain?

Recommendation(s)

Reviewer(s)

Date Completed

APPENDIX:

Master of Accounting Courses

First-Year Courses:

1. ACCTG 601 (Case Studies in Accounting) - **NEW**
*3 (fi 6) (either term, 3-0-0)
Develops students' competence in analyzing case studies in financial and managerial accounting. Topics covered include identification of financial and managerial reporting needs, preparation of financial reports, planning budgeting and forecasting, governance, and enterprise risk management. Open to students enrolled in the MAcc program only.
2. FIN 625 - Finance in Professional Accounting - **NEW**
*3 (fi 6) (either term, 3-0-0)
Intended for students pursuing the CPA designation, this course looks at derivatives, hedging and risk management. Open to students enrolled in the MAcc program only.
3. ACCTG 625 - Performance Management - **NEW**
*3 (fi 6) (either term, 3-0-0)
Addresses advanced topics in performance management including identification of organizational reporting systems to meet strategic goals, cost management, and measurement of performance on both an organizational and individual level. Open to students enrolled in the MAcc program only.
4. OM 604 – Bargaining and Negotiations
*3 (fi 6) (either term, 3-0-0)
This course is a blend of both experiential learning and theory with the objective of making the student more effective in all types of bargaining. A study of positive theories on how to improve negotiation skills will be combined with analytical models of the game theoretic structure of bargaining. Through this mix of theories and several case studies and bargaining exercises, students will see both the opportunities for joint gain (win-win) and the constraints which can lead to inferior outcomes.
5. SMO 610 (Manager as Strategist)
*3 (fi 6) (either term, 3-0-0)
This is a two week intensive course designed to develop critical thinking skills for executives. The course provides an overview of the substantive areas of management including human resources, leadership, organizational behaviour and strategy skills.
6. OM 624 - Project Management - **NEW**
*3 (fi 6) (either term, 3-0-0)
Examines project management including investigation and analysis, scope definition, resource analysis and estimation, timing estimation, cost estimation, scheduling, monitoring, and implementation.

Second-Year Courses:

7. ACCTG 657 - Advanced Auditing - NEW

*3 (fi 6) (either term, 3-0-0)

Covers advanced topics in internal control/audit, external assurance engagements, audit and assurance service planning, and preparation of financial reports. Analysis of accounting policies and transactions and the role of audit committees and other corporate governance mechanisms will be discussed. Open to students enrolled in the MAcc program only.

8. ACCTG 662 (Strategic Tax Planning)

*3 (fi 6) (either term, 3-0-0)

The course provides a general economic background to embed the consideration of tax provisions in organizational decision-making. The concepts learnt should be applicable and transferable to different tax regimes. Applications include showing how better decisions can be made by applying tax planning concepts and knowledge of specific tax regimes to investment decisions, compensation planning, choice of organizational form, and mergers and acquisitions. International tax planning is also covered.

9. ACCTG 630 (Valuation)

*3 (fi 6) (either term, 3-0-0)

Develops students' competence in analyzing financial statements and using financial information to make investment decisions, both equity and debt. The primary thrust of the course is aimed at equity investments. Students learn a five step process of analysis for equity investments: (1) An examination of the firm's industry, markets and strategy, (2) An evaluation of the firm's accounting policies and their impact on the financial reports, (3) Applying fundamental analysis to assess financial strengths and weaknesses, (4) Forecasting future earnings and cash flows, and (5) Applying valuation models to assess the current price.

10. ACCTG 688 - CPA Capstone 1 - NEW

*3 (fi 6) (either term, 3-0-0)

Covers topics as required for the Capstone 1 module of the CPA Professional Education Program. Open to students enrolled in the MAcc program only.

11. ACCTG 689 - CPA Capstone 2 - NEW

*6 (fi 6) (either term, 3-0-0)

Covers topics as required for the Capstone 2 module of the CPA Professional Education Program. Open to students enrolled in the MAcc program only.

Accounting Prerequisite Courses:

ACCTG 614 – Intermediate Financial Accounting I

ACCTG 615 – Intermediate Financial Accounting II

ACCTG 618 – Seminar in Advanced Accounting Issues

ACCTG 624 – Seminar in Management Accounting

ACCTG 656 – Auditing History, Theory and Current Thought

ACCTG 667 – Basic Income Tax

ACCTG 668 – Corporate Taxation

Part B: Campus Alberta Quality Council Review

As noted at the beginning of Part A, given a positive outcome from the System Coordination Review, the Minister may refer the proposed program to the Campus Alberta Quality Council for quality assessment, the second stage of review.

The onus is on the applicant institution to satisfy Council that the level of learning to be achieved is consistent with that which is expected at the proposed degree level, that the program has sufficient breadth and rigour to meet national and international standards as outlined in, for example, the Canadian Degree Qualifications Framework (CDQF), and that the program is comparable in quality to similar programs (if any) offered in Alberta and elsewhere. The program proposal should demonstrate how Council's program quality standards and any applicable guidelines have been addressed and describe any unique dimensions that set the program apart from similar programs thus providing new educational opportunities for students.

NOTE: Part A of the program proposal may undergo changes as a result of the System Coordination Review. It is important that Part A be up-to-date and complete before it is forwarded to Council. Building on the information provided in Part A, the program proposal that is sent to Council should contain the following additional information. When possible, links to existing policy documents and institutional policies should be provided, rather than recopying them in response to questions.

SECTION 5: PROGRAM SPECIFICS

5.1 Program Structure and Learning Outcomes

5.1.1 *Describe the program's learning outcomes and how they were established. How will the achievement of the learning outcomes be evaluated? Providing a mapping of the courses to the learning outcomes, particularly in professional programs, is helpful.*

The Alberta School of Business has general learning outcomes for the undergraduate and masters level programs. These learning outcomes are adapted for each specific program. There are five learning outcomes, described below. The learning outcomes will be evaluated primarily in the capstone courses.

- **Professional Accounting Knowledge.**
Students will be well grounded in advanced accounting knowledge and will have sufficient awareness of the concepts of accounting and tax to recognize problems and concerns that may require further research.
- **Critical Thinking.**
Students will have the ability to analyze, integrate and communicate complex accounting, tax and financial information to arrive at reasoned conclusions and make informed decisions.
- **Communication Skills.**
Students will develop their abilities to communicate effectively both in oral presentations and in written documents.

- **Ethical Awareness.**
Students will develop a high degree of ethical awareness and will develop strategies to recognize and deal with ethical problems.
- **Teamwork.**
Students will understand and be able to use teamwork and collaborative techniques to accomplish group tasks, and will develop the tools and skills to be both effective leaders and followers.

Curriculum Map – Attached in Appendix A

5.1.2 *Students are expected to demonstrate independent scholarly activity applicable to the degree level and expectations of its graduates (see the CDQF). Describe the academic culture that will nurture and support student scholarly and creative activity.*

Students will build on the prerequisite technical accounting knowledge gained at the undergraduate level and will apply theory and knowledge to advanced accounting problems and issues. Students will critically analyze and evaluate case studies and present both quantitative and qualitative solutions. The capstone course will provide an integrative experience, building on the knowledge gained throughout the program. Students will be expected to provide a research-informed analysis of a complex issue and be able to support and justify their analysis.

5.1.3 *For undergraduate degrees, demonstrate (in a table, if possible) how the program meets the relevant section of CAQC’s Expectations for Design and Structure of Undergraduate Degrees.*

Graduate program – Not Applicable

5.1.4 *Provide an outline of the program structure and requirements (major, minor, cognates, core, general education, etc.) including credits in each category, and a summary description of the curriculum. Note any new courses. Course outlines must be available for reviewers but are NOT to be included with the proposal. (See sample table below - note that this is provided as a guideline only for a typical baccalaureate program, and will be different for other baccalaureate and graduate programs).*

Program structure

Component ¹		Junior courses (maximum)	Credits	Senior courses (minimum)	Credits
Major requirements	Specified courses	0 courses	0 credits	11 courses	36 credits
	Electives	0 courses	0 credits	0 courses	0 credits
Total		0 courses	0 credits	11 courses	36 credits

¹ The names of the components in this column are only applicable to some programs at some institutions, and should be modified accordingly for the proposed program.

This program is designed to exceed the requirements of the CPA Canada Professional Educational Program (PEP). The PEP program consists of a total of six modules (two “core”, two “elective” and two “capstone” courses). For the elective modules, the PEP program allows students to select two modules from: Assurance, Performance Management, Tax or Finance. The proposed MAcc program will require

all graduates to complete the competencies from all of the core and elective modules. The two capstone modules have course content that is provided to the post-secondary institution for delivery within the program. Students will also be required to write the national exams in order to obtain the CPA designation.

To assist in demonstrating that the program curriculum is clear and well integrated with the objectives and outcomes, provide one or more typical student programs by year of program (see sample table below).

Typical student program

	Summer				
	Course number	Course title	Course level	Role in program	Credits
1 st YEAR	ACCTG 601	Case Studies in Accounting*	S	Major	3
	FIN 625	Finance in Professional Accounting*	S	Major	3
	ACCTG 625	Performance Management*	S	Major	3
	OM 604	Negotiations	S	Major	3
	SMO 610	Manager as Strategist	S	Major	3
	OM 624	Project Management*	S	Major	3
	Summer				
2 nd YEAR	ACCTG 657	Advanced Auditing*	S	Major	3
	ACCTG 662	Strategic Tax Planning	S	Major	3
	ACCTG 630	Valuation	S	Major	3
	ACCTG 688	CPA Capstone 1*	S	Major	3
	ACCTG 689	CPA Capstone 2*	S	Major	6

*Indicates a course that is new.

5.2 Criteria / Requirements for Admission and Academic Progression

State the admission criteria (including any provision for prior learning assessment), residency requirements, academic performance progression requirements, and graduation requirements applicable to the program, along with the grading scheme. Note any program specific regulations (e.g., for doctoral programs, note any candidacy or dissertation requirements, examination requirements, time to completion requirements, etc.).

We anticipate admitting students from two streams:

- 1) Graduates of the University of Alberta Bachelor of Commerce or Master of Business Administration program who have completed the necessary pre-requisite courses. Applicants will be required to have a minimum GPA of 3.0 on a 4.0 scale. The GMAT will be waived for University of Alberta graduates.
- 2) Other students holding a minimum of an undergraduate degree with an emphasis in accounting. Students in this category will include those University of Alberta graduates who have completed most, but not all of the necessary CPA pre-requisite courses, applicants from other post-secondary institutions and foreign trained

accountants. The minimum GPA will be 3.0/4.0 or equivalent. Students admitted in this stream will have their transcripts evaluated to determine any deficiencies in their accounting background. Students with deficiencies would be required to take additional courses prior to taking the core MAcc courses. For instance, international applicants would most likely be required to take two additional taxation courses to ensure they have the necessary competencies in Canadian taxation prior to enrolling in the MAcc courses. Applicants with degrees not granted by the University of Alberta will be required to have a minimum GMAT of 550 and demonstrate proficiency in the English language.

Students will be required to achieve a cumulative GPA of 2.7 to meet graduation requirements with no course grade being below a C+. Students must complete all degree requirements within six years.

5.3 Engaged and Active Learning / Delivery Methods

5.3.1 *Demonstrate the ways in which the institution identifies and attends to the learning of students in the program and what pedagogies will be used to encourage their engaged and active learning, as per Council's program quality assessment standard #5 (Program delivery).*

Instructors in the MAcc program will use a variety of pedagogies to encourage active learning. While the technical material will be delivered primarily in a lecture format, the majority of the learning will be through application of knowledge to an issue or problem and through discussion. Team-based learning will be encouraged in most courses. Case studies will be used extensively and guest speakers will be brought in to enhance the learning experience. In the capstone courses, students will be required to research an issue, critically analyze the issue and present their findings to their peers or a panel of experts. Students will be asked to evaluate each course in terms of effectiveness of course delivery and teaching methods. Exit interviews will also be conducted at the conclusion of a student's program.

5.3.2 *Include a description of the teaching/learning approaches to be used, a description of the rationale for using the approach and evidence of adequate support for the approach. Where applicable, demonstrate how CAQC's Additional Quality Assessment Standards for Programs Delivered in Blended, Distributed or Distance Modes will be met.*

The MAcc program is designed to exceed the CPA requirements. The program includes a mix of technical accounting courses, soft skill development and integration of knowledge in strategy courses. The MAcc program prepares students for a career in professional accounting where individuals must have strong technical accounting expertise and the ability to apply this knowledge in complex accounting and organizational problems. To be successful, students must have strong qualitative and quantitative skills and must be able to communicate a solution effectively. Upon completion of the MAcc program, students must successfully complete an examination through CPA Canada to receive the CPA designation.

5.4 Program Comparison

5.4.1 *Provide a comparative analysis of the proposed program (curriculum, structure, admission requirements, etc.) with similar programs offered elsewhere (if any), especially in Alberta and Canada (see sample table below). What process was used to determine which programs were deemed to be the most comparable? Illustrate the similarities and differences.*

Program component	Applicant institution	University of Saskatchewan	University of Toronto	University of Waterloo
Name of credential	Master of Accounting	Master of Professional Accounting	Master of Management and Professional Accounting	Master of Accounting
Entrance requirements	Prior business degree with sufficient accounting focus and acceptable GPA	Prior four year bachelors degree with sufficient understanding of Canadian accounting	– Generally a four year undergraduate degree is required. Program may be shortened if prior business degree has been completed	Four year undergraduate degree at the University of Waterloo with required accounting and management courses Varies
Areas of study / Curriculum	Accounting	Accounting	Accounting and Management	Accounting – sub-specializations (i.e., tax, information systems) are available
Graduation requirements	Successful completion of all courses with a minimum course average of 70%	Successful completion of courses and thesis	Successful completion of courses	Successful completion of courses with a 70% average.
Total credits	36	39	Varies depending on individual student background	51

5.4.2 There are currently no existing programs that provide this program at the University of Alberta.

5.5 Other elements affecting quality

CPA Canada has determined specific requirements for attainment of the CPA designations. The MAcc program includes all of the core and elective requirements of the CPA program, as well as soft skill development which have been identified as desirable for graduates by professional accounting firms.

SECTION 6: IMPLEMENTATION AND RESOURCES

6.1 Program Implementation Plan

Provide a program implementation plan by academic year (start to maturity) that includes any elements to be phased in (e.g., new academic staff hires, courses, minors, co-op option). If introduction of this program is dependent on a similar program being phased out, the implementation plan should include how both programs are being supported until the phase out and start up are completed.

We anticipate enrolling our first cohort starting in May of 2015. Students will take the first six courses outlined in section 5.1. In year 2 the first cohort would begin taking the second year courses in May of 2016 and complete their degree, while the second cohort would take the initial six courses.

6.2 Staffing Plan

6.2.1 *Show how the number (head count and FTE), distribution and qualifications of teaching staff meet Council's requirements and the objectives of the program as a whole (as described in s. 1.6 above). Include the academic staff expertise to be recruited, if new staff are contemplated. Provide summary information of current academic staff and new hires who will be teaching in the proposed program in the following format (see sample table below).*

Courses taught by academic staff by credential and specialization

Courses	NAME	Earned credentials and specialization ¹	Professional designation (if applicable)	Academic staff status
ACCT 601 Case Studies in Accounting	Maier, Michael	PhD (Accounting/Finance)	CGA	Tenure Track (full-time)
ACCTG 625 Performance Managements	King, Jocelyn	BCom (Accounting)	CA	Sessional (full-time)
ACCTG 630 Financial Statement Analysis	Esplin, Adam	PhD (Accounting/Finance)		Tenure Track (full-time)
ACCTG 657 Advanced Auditing	Marshall, Erin	BCom (Accounting)	CA	Graduate Student ¹
ACCTG 662 Strategic Tax Planning	Sprysak, Christopher	BCom (Accounting), LL.M. (Law)	CA	Tenured (full-time)
ACCTG 688 CPA Capstone 1	Maier, Michael	PhD (Accounting/Finance)	CGA	Tenure Track (full-time)
ACCTG 689 CPA Capstone 2 – Exam Preparation Module	Dewald, Kristie	BCom (Accounting)	CA	Sessional (full-time)
FIN 625 Finance in Professional Accounting	Smith, Gary	PhD (Finance)	CFA	Sessional (full-time)
OM 604 Negotiations	Jamal, Karim	PhD (Accounting)	FCA (Fellow of Chartered Accountants)	Tenured (full-time)
OM 624 Project Management	New Hire	PhD (Business Administration)		Tenure Track
SMO 610 Manager as Strategist	Washington, Marvin	PhD (Organizational Behavior and Sociology)		Tenured (full-time)

1 Erin Marshall is currently a PhD Candidate at the University of Alberta and is expected to defend her thesis prior to Fall 2014. She has secured a tenure track position as an Assistant Professor starting July 1, 2014.

Include only highest *earned* credential; if faculty member is enrolled in a graduate program, indicate in a footnote. For new hires, indicate the desired credential and specialization.

* Currently enrolled in a [Name of Program] at [Institution]. Expected to graduate in [Date].

6.2.2 *Include brief explanations of academic staff categories (e.g., continuing, sessional, term) and workload expectations.*

These courses will normally not be considered as part of the regular workload for academic staff. Since this will be a cost-recovery program most courses will be contracted with individual instructors on a per section basis.

6.2.3 *Provide a proposed teaching rotation that outlines the academic staff at launch and to maturity of the program (see sample table below) and shows clearly the plan for any cycling of courses. List also any non-academic staff who will teach in the program.*

Proposed four year teaching rotation for required courses in the major/specialization

Summer Year 1	Instructor	Summer Year 2	Instructor
ACCTG 601	Maier	ACCTG 601	Maier
FIN 625	Smith	FIN 625	Smith
ACCTG 625	King	ACCTG 625	King
OM 604	Jamal	OM 604	Jamal
SMO 610	Washington	SMO 610	Washington
OM 624	New Hire	OM 624	New Hire
		ACCTG 657	Marshall
		ACCTG 630	Esplin
		ACCTG 688	Maier
		ACCTG 689	Dewald
Summer Year 3	Instructor	Summer Year 4	Instructor
ACCTG 601	Maier	ACCTG 601	Maier
FIN 625	Smith	FIN 625	Smith
ACCTG 625	King	ACCTG 625	King
OM 604	Jamal	OM 604	Jamal
SMO 610	Washington	SMO 610	Washington
OM 624	New Hire	OM 624	New Hire
ACCTG 657	Marshall	ACCTG 657	Marshall
ACCTG 630	Esplin	ACCTG 630	Esplin
ACCTG 688	Maier	ACCTG 688	Maier
ACCTG 689	Dewald	ACCTG 689	Dewald

6.2.4 *For graduate programs, provide a detailed plan to organize the academic advising, supervision and monitoring of graduate students, and state the credentials, graduate teaching experience, master’s committee work/supervision and PhD supervision experience of academic staff. For doctoral programs, a summary table such as the following would be helpful.*

Since this is a course based graduate program there are no graduate projects to supervise.

6.2.5 *Include CVs of core academic staff teaching in the program as well as key administrators (see CAQC’s CV template). Be sure their permission has been given.*

6.3 Scholarly and Creative Activity

6.3.1 *Describe what constitutes scholarship and/or creative activity for academic staff teaching in this program, and summarize the institutional expectations of academic staff with respect to scholarship and professional development as well as how these are assessed. Describe plans for supporting scholarly activities and professional development of academic staff (see Council’s expectations regarding scholarship, research and creative activity in s. 3.7.3 of Council’s Handbook).*

There are two types of academic staff who will be teaching in the proposed MAcc program: full-time tenured or tenure track academics or contract academic staff (sessional). For full-time tenured or tenure-track individuals the expectation is that they will be encouraged to conduct research and publish in the Financial Times 45 list of peer reviewed journals so that they may satisfy the tenure and promotion criteria of the Alberta School of Business. These academics are also subject to annual review by the Alberta School of Business Faculty Evaluation Committee (FEC) which makes recommendations as to whether an individual is continuing to meet the established scholarly research standards. Because this program is professional in nature, academics are also expected to research new and evolving professional practice standards and guidelines in their area of expertise. A professional designation is highly desirable.

While sessional staff typically have reduced research requirements, they are still encouraged to engage in scholarly activities. These activities may include: writing articles for professional journals or magazines, attending or presenting at conferences on changes to accounting standards, investigations into new teaching techniques and/or creating original case materials which fairly represent issues in the rapidly changing professional accounting environment. It is expected that sessionals who are teaching in this program will have a professional accounting designation. Sessional staff are evaluated on their teaching, research and professional activities on an annual basis by their department chair and the FEC.

Support for scholarly activities for both groups generally takes the form of financial support. All staff are provided with professional expense allowances which can cover the costs associated with the production and dissemination of research results. Funds are also available for travel to conferences for professional development. The University of Alberta has a strong library system and all academic staff have access to a variety of databases for research purposes. Tenured and tenure-track faculty are also encouraged to apply for external grants which can provide further financial support for their research.

6.3.2 *For doctoral proposals, include a tabular summary of research grants held by key academic staff involved in the program, both (i) in aggregate form, and (ii) by academic staff member, years of tenure of each grant, and source and amount of the grant.*

Not applicable

6.4 Physical and Technical Infrastructure

Describe the facilities, laboratory and computer equipment (as applicable) available to meet the specialized demands of the program, as well as plans to address any deficiencies in what might be required.

As this program will be provided primarily during summer sessions it is anticipated that existing facilities will be adequate to meet the needs of this program as attendance in our other program BCom and MBA are primarily in session during the remaining portions of the year.

6.5 Information Services

Provide an inventory and analysis of information resources to support the program (using standard library reference guides) and plans to deal with any deficiencies, and a description of student access to other information services.

It is not anticipated that additional library resources will be required. The University of Alberta has extensive library resources and supports the research interests and teaching requirements of academic and doctoral student research in accounting.

SECTION 7: CONSULTATION AND ASSESSMENT

7.1 Program Evaluation

Describe the criteria and methods which will be used to ensure the ongoing quality of the program. Include mechanisms for periodic review using external evaluation. Include the expected outcomes, key performance indicators and performance targets for the program.

The key value driver for this program will be achieving accreditation by the CPA Canada. This program will be subject to periodic accreditation review (every 3-5 years).

The MAcc program will also be part of the AACSB (Associate to Advance Collegiate Schools of Business) review every five years which includes an assessment of the learning goals of the programs. The Alberta School of Business is the longest, continuously accredited business school in Canada.

7.2 Consultation / Accreditation or Regulatory Approval

7.2.1 Building on s. 2.3, outline the consultation that has occurred with other institutions, organizations or agencies, including advisory bodies formed by the applicant institution to assist in program design, implementation and evaluation. This should include, where appropriate, professional associations, regulatory agencies and/or accrediting bodies, and prospective employers.

The program design has been largely influenced by the requirements of the new Chartered Professional Accountants (CPA) program (see CPA National Recognition and Accreditation Standards for Post-Secondary Institutions). We are seeking a level “D” accreditation with the CPA which will allow us to deliver all of the advanced standing programs required by the CPA profession.

7.2.2 If the program is subject to accreditation or approval of a regulatory body, provide a description of the review process, requirements of the body and timing of the review (if in process). If possible, a chart or table may be useful to outline accreditation or regulatory approval requirements.

We have already received accreditation for our undergraduate program which exceeds the entry requirements for the CPA Professional Education Program. We are awaiting a decision on our Master of Business Administration degree program. Discussions have commenced with CPAs to receive the appropriate accreditation for this program. We believe our proposal will exceed the accreditation requirements of CPA Canada.

7.2.3 If not already covered in 7.2.2., indicate how graduates will meet professional or regulatory expectations.

All graduates will be required to complete the required national CPA exams and work experience requirements prior to receiving the CPA designation.

7.3 Reports of Independent Academic Experts

CAQC views external peer review, which can be both formative and summative, as foundational to ensuring the quality of academic programs. In order to strengthen the proposal, before the proposal is finalized, the institution should consult with one or more independent academic experts it selects from outside the institution to provide advice regarding all aspects of the program. The report(s) of these external independent academic

experts should be provided, along with the institution's response to the report(s). If an institution wishes a program proposal to be exempted from the normal requirement of an assessment by an external expert, it must provide a compelling case as part of its request for a Fully Expedited Review. Short résumés of the academic experts involved and a rationale as to why they were selected should be provided (see CAQC's guidelines with respect to the selection and use of Independent Academic Experts in Appendix I of the CAQC Handbook).

SECTION 8: OTHER

8.1 Adverse Claims or Allegations

Disclose any adverse claims or allegations that might affect this application or be of concern to Council.

N/A

8.2 Statement of Institutional Integrity

Include a signed Statement of Institutional Integrity (see Council template on web site).

8.3 Other documentation

Provide any other supporting documents such as the Graduate Program Handbook, Faculty Handbook, current calendar, cyclical review of programs policy, etc. that would add support to the applicant's case and would help reviewers (provide website links, if available).

The Alberta School of Business is an accredited business school. The AACSB (Association to Advance Collegiate Business Schools) requires programs to be reviewed every five years.

Calendar description attached in Appendix B.

APPENDIX A:

Macc - Curriculum Map

	Professional Accounting Knowledge	Critical Thinking	Communication Skills	Ethical Awareness	Teamwork
ACCTG 601 Case Studies in Accounting	S	S	R	S	R
FIN 625 - Finance in Professional Accounting	S				
ACCTG 625 - Performance Management	S			R	R
OM 604 - Negotiations		S	R		
SMO 610 - Manager as Strategist		S	R		S
OM 624 - Project Management		S			R
ACCTG 657 - Advanced Auditing	S	R		R	
ACCTG 662 - Strategic Tax Planning	S	R	R	R	
ACCTG 630 - Valuation	S	R		R	
ACCTG 688 - CPA Capstone 1	R	A	A	A	A
ACCTG 689 - CPA Capstone 2	A	A		A	

Key:

S = Skill or knowledge acquired

R = Skill or knowledge applied or reinforced

A = Skill or knowledge assessed

APPENDIX B: Calendar Description

205.9.XX Degree of Master of Accounting

The Master of Accounting (MAcc) prepares students with the required competencies of the CPA (Chartered Professional Accountant) designation.

Entrance Requirements

Admission to the program is based on the applicant's undergraduate grades, accounting courses completed, three letters of reference, a statement of purpose explaining how the MAcc relates to the applicant's career goals, the applicant's Graduate Management Admission Test score, and a personal interview. The GMAT will be waived for graduates of the University of Alberta BCom and MBA programs who have completed the necessary prerequisite accounting courses. Applicants should have relevant business or professional experience and a relevant undergraduate degree.

Program Requirements

Students will be required to achieve a cumulative GPA of 2.7 to meet graduation requirements with no course grade being below a C+.

The course requirements are as follows:

- (1) ★27 MAcc courses
- (2) ACCTG 688 (capstone 1)
- (3) ACCTG 689 (capstone 2)

Length of Program

Students enrolled in the MAcc program can complete the requirements over two summers (May to August), allowing students to work and gain professional experience during the remaining part of the year. Students must complete all degree requirements within six years.

May 8, 2014

Joseph A. Doucet
Stanley A Milner Professor and Dean
Alberta School of Business
University of Alberta
4-40G Business Building
Edmonton, Alberta, T6G 2R6

Dear Mr. Doucet,

This is a letter of support for the development of a new Masters in Accounting degree, at the Alberta School of Business, for students who wish to become Chartered Professional Accountants.

Alberta remains a growing and dynamic economic marketplace with a need for trusted business professionals, possessing a high degree of technical competency and broad-based business skills. There are approximately 25,000 designated accountants in Alberta who are unifying as CPAs. With a strong Alberta marketplace and the imminent retirement of baby boomers, the profession plans to grow its membership in the near and long term future. A Masters in Accounting degree is a potential alternative education delivery mechanism into the CPA.

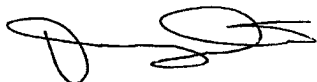
Successful collaboration existed between the legacy accounting designations and the Alberta School of Business. CMA Alberta and the Alberta School of Business offered an accredited CMA/MBA Combined Program. As well, a MBA & CGA Combination Program was offered through CGA Alberta and the Alberta School of Business. The Alberta Accountants Unification Agency (AAUA) will continue to build on the relationship that exists between the accounting profession and the Alberta School of Business.

While the AAUA supports the development of a new Masters in Accounting degree, the program must demonstrate coverage of both the technical and enabling competencies required by the CPA Competency Map and recognize the requirements as per section 6.3.1 of the CPA National Recognition and Accreditation Standards.

We look forward to working with you and the Alberta School of Business faculty.

Please contact me at 403-299-1334 or at jcarpenter@albertaaccountants.org if you have any questions.

Regards,

A handwritten signature in black ink, appearing to read 'John S. Carpenter', with a stylized flourish at the end.

John S. Carpenter MBA, FCGA, ICD.D
Chief Executive Officer
Alberta Accountants Unification Agency

May 7, 2014

Joseph A Doucet
Stanley A Milner Professor and Dean
Alberta School of Business
4-40G Business Building
University of Alberta
Edmonton AB T6G 2R6

Dear Joseph:

SENT VIA COURIER

Subject: Masters degree in Accounting program

I am writing this letter to express my support for a Masters degree in Accounting program in Alberta for the new CPA profession.

In my opinion, this program is much needed and I would recommend it without hesitation to my staff. I feel it is important to balance technical knowledge (CPA) with the soft skills offered by the MBA program and see this innovative program as filling a gap in the marketplace and meeting the demand for professional accountants.

In closing, I believe that having alternative education delivery mechanisms in place for the CPA education program can only help to increase enrolment numbers. A Masters degree in Accounting program would be another way of achieving that.

Sincerely,



Leland Oberst
Managing Partner
Deloitte Edmonton

LO/cm



May 9, 2014

Joseph Doucet, Ph.D, ICD.D
Dean, Alberta School of Business
University of Alberta
Office 4-40, Business Bldg.
Edmonton, AB T6G 2R6

Dear Dr. Doucet:

I am writing to provide comments on behalf of the Alberta CA profession with respect to the proposed Master's degree in Accounting currently being pursued by the Alberta School of Business.

From the perspective of the designated accounting profession, I believe that this proposed Master's degree will serve prospective CPAs and the Alberta business sector effectively. As proposed, the degree program will provide students with a comprehensive and rigorous new path to obtain their designations.

In this respect, the proposal is similar to the MPAcc program currently offered by the University of Saskatchewan. The MPAcc program has proven to be a notable success in Saskatchewan; it prepares students exceptionally well for careers in accounting and also provides the marketplace with well-trained and well-educated designated professionals. Given Alberta's strong economy and the growing demands for accounting professionals to serve the needs of Alberta business, it would be of tremendous benefit to have that type of program here in Alberta.

As I understand it, your proposed Master's program would complement the traditional CPA educational path by providing students with MBA-style training in "soft skill" areas such as management, negotiation, and strategic thinking. These added dimensions in students' training will serve them well, and will also be of interest and value to Alberta businesses, the public sector and even the educational sector. In fact, I can foresee graduates of this proposed program choosing in many instances to pursue careers in the post-secondary sector. That would be a very welcome development. The need for skilled and dedicated accounting educators is high in Alberta; addressing that need is vital in order to ensure the numbers of trained CPAs in the future align with market demand.

I anticipate that this program would be very well-received by the accounting profession and the Alberta business community. Both the public practice and industry sides of the profession would welcome the opportunity to utilize graduates from the program, and I expect they would also support current staff members who wish to augment their skills and education by pursuing the Master's option while still employed. I believe that the proposed program will be attractive to working Albertans seeking to earn the CPA designation.

In summary, I am delighted to offer the support of the Institute of Chartered Accountants of Alberta for this proposed Master's degree in Accounting. One of the overarching principles of the national move to unification of the designated accounting professions under the umbrella of the CPA designation has been to increase access for qualified individuals to earn their designations and pursue their preferred career options. Another principle has been to ensure that the marketplace and the public are well-served by



qualified, appropriately educated and trained professionals who bring the highest standards of technical competencies and ethical conduct to their work. Your proposed program would help the profession deliver on those principles, to the benefit of the province and those Albertans who choose careers as CPAs.

I wish the Alberta School of Business success in receiving approval for this proposed program.

Yours sincerely,

Rachel Miller FCA
CEO and Executive Director
Email: r.miller@icaa.ab.ca



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Dr. Joseph A. Doucet
Stanley A Milner Professor and Dean
Alberta School of Business
4-40G Business Building
University of Alberta
Edmonton, AB T6G 2R6

May 9th, 2014

Dear Joseph:

I am writing this letter in support of the proposal by the Alberta School of Business to offer a Masters in Accounting degree as an alternate path for students pursuing the CPA designation. In comparison to the traditional online module-based learning, this proposed Masters program would enable students to complete all prerequisite courses in the CPA program (prior to the final examination) through full-time attendance at in-classroom sessions over two summer terms.

The Masters program will not only cater to students with various learning styles, but will also balance the technical requirements of the CPA program with the soft skills emphasized in a traditional MBA program. The Masters in Accounting will leverage the content of the MBA program to develop students' knowledge of topics such as strategy, project management, and negotiation. This broad skill set will be valuable in building well-rounded professionals who will be successful in the industry.

I have witnessed similar programs in other provinces achieve tremendous success in recent years. In light of the recent unification in the accounting profession there will be an increase in market demand for a Masters in Accounting, which creates a need and an opportunity to establish a successful program in Alberta. I believe that the proximity of this proposed program to students in Alberta combined with the diversity of the curriculum will make this an attractive option to prospective CPA candidates.

I am fully supportive of students having the option to choose from multiple paths to pursue a CPA designation. Locally, KPMG's decisions related to CPA exam preparation for our students are aligned with the policies dictated by our National office. As a result, financial

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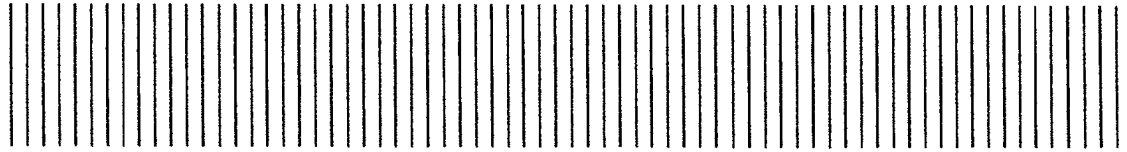
support for KPMG students in Edmonton to attend the Masters program offered by the Alberta School of Business will depend on congruency of the program's cost and timing with resourcing decisions made by KPMG nationally. These policies are currently being drafted with respect to the 2015 CPA final examination.

I would be pleased to discuss this matter further should you have any questions on the above.

Yours truly,

A handwritten signature in black ink, appearing to read 'Borrelli', with a stylized flourish at the end.

Robert Borrelli, CA, CBV, CFA
Office Managing Partner
KPMG LLP



May 12, 2014

Dr. Joseph A Doucet
Stanley A Milner Professor and Dean
Alberta School of Business
4-40G Business Building
University of Alberta
Edmonton, Alberta T6G 2R6

Dear Dr. Doucet,

RE: Masters of Accounting degree at the University of Alberta School of Business

Further to our recent discussion, I am writing this letter in support of the development of a Masters of Accounting degree at the University of Alberta School of Business (U of A SOB). In my previous role as Office Managing Partner at PwC in Edmonton, I was often curious about why a significant number of our articling students would travel to another Province to take courses which would enable them to attain a degree, while at the same time accessing the prerequisite requirements to write the Uniform Final Examination in order to become a Chartered Accountant. It seemed reasonable to me that articling students from both our Edmonton and Calgary offices would be well served by a comparable program in their Province of residence. From an economics perspective in our business (and to the students, for that matter) it would clearly be financially beneficial to have our articling students obtain such training in Alberta.

Additionally, as a member of the Business Advisory Council of U of A SOB, I would often note the available capacity of professors and facilities during the spring and summer sessions at the school.

What a great idea to combine these two notions, by having well regarded accounting department and business school faculty at the U of A SOB provide all the courses necessary for the new CPA program, when the facilities of the U of A SOB are otherwise underutilized. This seems to be a highly rational solution to the need for CPA training, particularly when the unification of the accounting groups in Alberta has resulted in the need for high quality educational program delivery for the hundreds of accounting professionals needing competencies to fulfill the demanding expectations of our buoyant economy.

I have no doubt that the U of A SOB can and will deliver this training in a seamless manner. It is essential, since the training must be provided to articling students to become a CPA. It is logical, since we already have the infrastructure in place to satisfy this important need.

Yours very truly,



Barry L. James, B.Comm, FCA, ICD.D
Chief Corporate Development Officer, Lloyd Sadd Insurance Brokers Ltd.
Retired Partner, PricewaterhouseCoopers LLP

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NEW ACADEMIC PROGRAM LIBRARY IMPACT STATEMENT CERTIFICATION

Submitted to the Academic Development Committee
Proposal for Master in Accounting
Proposed implementation date: May 2015

The Library has examined the proposal for the new Master of Accounting program (MAcc) in the Alberta School of Business submitted by the Associate Dean, MBA Programs, Joan White. We anticipate that the new program will not incur any additional costs for Library acquisitions.

The Master of Accounting (MAcc) program is intended to provide the required competencies of the new CPA (Chartered Professional Accountant) designation. The CPA designation replaces the CA, CMA and CGA designations and unifies the accounting bodies into one national organization. The proposed MAcc curriculum will largely reflect the new core, elective and capstone modules of the CPA program with additional courses being added to increase managerial knowledge and skills. Students who have completed a BCom or MBA at the University of Alberta and have all of the accounting prerequisites will take the program over two summers, allowing them to work and gain professional experience during the remaining part of the year. Students who have a BCom or MBA from another Canadian institution or international credentials but lack the accounting prerequisites may be required to take additional courses to fulfill any deficiencies.

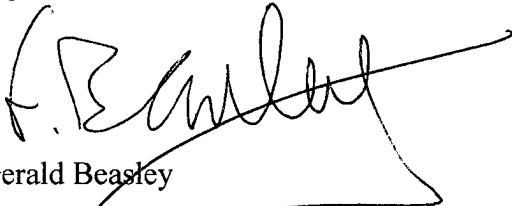
The University of Alberta Libraries has a strong research collection that supports accounting and finance requirements for the current undergraduate, graduate and research streams of the Alberta School of Business. The proposed MAcc courses will be supported by many databases subscribed to currently by the UA Libraries: CCH TaxWorks, Knotia, Taxnet Pro, Mergent, Thomson One, Orbis, ABI and Business Source Complete, are examples of the depth of the collection to support the Alberta School of Business' new program.

This proposed program should have no impact on Library staff/hours, classes will be held during daytime, or collection resources. We support the creation of the proposed program and look forward to working with its instructors and students in the years to come.

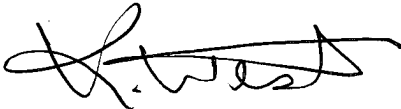
Executive summary of costs:

Total Costs	Start Up	On going (expected annual maintenance costs)
Collections budget	0	0
Capital budget	0	0
Operating/staffing budget	0	0
Incremental Cost for Licensed Resources	0	0
Total Costs: Summary	0	0

Signed:



Gerald Beasley
Chief Librarian



Kathy West
Head, Winspear Business Library

Dated: *May 9, 2014*

OUTLINE OF ISSUE

Agenda Title: **University of Alberta Board of Governors – revised Mandate and Roles Document**

Motion: THAT the Board of Governors approve the revised University of Alberta Board of Governors Mandate and Roles Document for submission to the Ministry of Innovation and Advanced Education, as set forth in Attachment 2.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Douglas Goss, Chair, Board of Governors
Presenter	Douglas Goss, Chair, Board of Governors, and Marion Haggarty-France, University Secretary
Subject	Review by the Board of Governors of the Mandates and Roles document as required by the <i>Alberta Public Agencies Governance Act</i> .

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	<p>On December 18, 2013, the Board Chair received a letter from then Deputy Minister David Morhart requesting the University’s Mandate and Roles document be updated. The Board of Governors reviews the Mandate and Roles document (MRD) on an annual basis and it had just done so at the December Board meeting.</p> <p>Per the request of the Deputy Minister, prior to submitting an update, the universities in Alberta sought clarity regarding the scope of the MRD with respect to governance within the post-secondary sector. Following a series of discussions, the Ministry clarified the scope of the MRD and suggested modifications to the document in key areas.</p> <p>The revised document before members meets the expected requirements for our institution.</p> <p><i>Background regarding Alberta Public Agencies Governance Act (APAGA)</i></p> <p>APAGA was proclaimed in force June 12, 2013.</p> <p>The Act provides a legislative framework for the work of Alberta's public sector agencies. The University of Alberta, and indeed all of the post-secondary institutions in Alberta, are considered public sector agencies and therefore the Board of Governors is accountable under the Act.</p> <p>Key responsibilities are outlined in the Act. Public Agencies will be responsible for the following:</p> <ul style="list-style-type: none"> • providing orientation, evaluation and training of members; • requiring agencies to have a written statement of their mandate, roles and responsibilities, codes of conduct, and clearly stating the responsibilities of agencies and Ministers; • clarifying the relationships and accountabilities between government and agencies, including policy making and

Item No. 9a

	<p>information sharing;</p> <ul style="list-style-type: none"> • requiring periodic reviews of all agencies, to ensure they are operating as effectively as possible; (for the Post-Secondary sector, this will be on a seven year cycle); and, • ensuring the public knows what steps are being taken to promote agency effectiveness, both through legislating these principles and requiring information about agencies to be made publicly available. <p>The document before members is one of the key documents called for in the accountability process under APAGA.</p> <p>This document must not be confused with the Institution's Mandate which was approved by the Board in June 2009 and by the Minister on July 17, 2009. The University's Mandate is, however, referenced in the Board of Governors Mandate and Roles document.</p>
The Impact of the Proposal is	To ensure compliance with the legislation.
Replaces/Revises (eg, policies, resolutions)	
Timeline/Implementation Date	
Estimated Cost	
Sources of Funding	
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<ul style="list-style-type: none"> • The <i>Alberta Public Agencies Governance Act</i> (APAGA) promotes transparency, accountability, and good governance for the province's nearly 250 agencies, boards and commissions. Section 3 in the <i>Act</i> specifically outlines the contents required for the Mandate and Roles document.

Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	Ministry of Innovation and Advanced Education Alberta University Secretaries and Board Secretaries
Approval Route (Governance) (including meeting dates)	Board of Governors, October 24, 2014 (for approval)
Final Approver	Board of Governors, October 24, 2014

Attachments:

1. Mandate and Roles Document – red-lined (12 pages)
2. Mandate and Roles Document – clean (10 pages)
3. Letter from Acting Assistant Deputy Minister, Peter Leclaire – September 25, 2014 (3 pages)

Prepared by: University Governance

The Governors of The University of Alberta ~~Board of Governors~~ Mandate and Roles Document

Preamble

This Mandate and Roles Document for the ~~Board of~~ Governors of the University of Alberta (~~Board~~) has been developed collaboratively between the ~~Ministry~~ Minister of Innovation and Advanced Education (Minister) and the Board to reflect a common understanding of respective roles and responsibilities.

1. Mandate

Mandate

Continued under the *Post-secondary Learning Act* (PSLA), the Board manages and operates the post-secondary institution in accordance with its approved mandate [PSLA Section 60(1)(a)].

The Governors of The University of Alberta Mandate – *approved by the Minister of Advanced Education and Technology, July 17, 2009*

Created by the *University Act*, 1906 of the Legislative Assembly of the Province of Alberta, the University of Alberta is a board-governed, publicly-funded university that operates as a Comprehensive, Academic and Research Institution under the authority of Alberta's *Post-Secondary Learning Act*. ~~Its fundamental mandate is to offer a broad range of outstanding learning and research programs to prepare citizens and leaders who will make a difference. The University plays a leading role in Campus Alberta through collaboration with other Alberta institutions, responding to vital community relationships at every level and giving a national and international voice to Alberta innovation. Its activities enhance student opportunities and build Alberta's capacity for long-term, knowledge-driven sustainable development at the global forefront.~~

~~The University provides instructional excellence through both on-campus and distance delivery in a vibrant and supportive learning and research environment. Its residential, multi-campus setting includes many research and field facilities. The University community discovers, disseminates, and applies new knowledge through the following interrelated core activities:~~

~~In a dynamic and integrated learning and research environment, the University of Alberta offers graduate and undergraduate students the opportunity to earn internationally respected credentials, including bachelors, masters and doctoral degrees, and university certificates and diplomas. It also offers French language programs leading to university degrees, certificates and diplomas as well as college certificates and diplomas. A number of its programs are unique within Alberta. Post-doctoral fellows come to the University to refine their teaching, mentoring and research skills.~~

The University of Alberta is a balanced academy, with strong arts and sciences programs featuring the Faculties of Agricultural Life and Environmental Sciences, Arts, Augustana, Extension, Native Studies, Physical Education and Recreation, Science and the Faculté Saint-Jean. These faculties are foundational to and interlinked with the University's network of strong professional faculties, including Business, Education, Engineering, Graduate Studies and Research, Law, Medicine and Dentistry, Nursing, Pharmacy and Pharmaceutical Studies, Public Health, and Rehabilitation Medicine. In addition, all of our faculties are involved in professional development and continuing education.

The University establishes and maintains an environment of inquiry-based learning anchored in strong academic programming and an array of co-curricular student life opportunities. Academic support, social/community enrichment, health and wellness, and career and life development are cornerstones of the University of Alberta student experience. The intellectual and creative diversity of the campus, including its international and multicultural population and exchange programs, makes for an engaging student experience. Fine arts displays, stage performances, museum collections, athletic and recreational opportunities combine with residence life to present multi-dimensional possibilities. Experiential learning opportunities based in the community augment on-campus activities with real-life applications.

Transfer and collaborative degree completion agreements with partner institutions broaden student opportunities and provide rural, northern and Aboriginal communities with access to University of Alberta credentials. Similar innovative arrangements centred at the University deliver information and knowledge resources to post-secondary and government communities through both inter-library and online access.

The University of Alberta's research and creative activity produces a dual impact through the preparation of highly qualified graduates and a continuous flow of innovation. The University attracts scholars of international reputation: undergraduate and graduate students, post-doctoral fellows, staff and faculty. Collectively, they foster, conduct and disseminate research and creative activity, both pure and applied, within and across all the major program areas at an internationally recognized level of excellence.

University of Alberta faculties, centres and institutes combine resources and talents for collaborative advantage through research partnerships with other academic institutions, business, governments and public agencies. The University actively transfers new knowledge and creative works to Alberta, Canada and the world for community benefit, including commercial development of intellectual property when appropriate and feasible.

In every aspect of its mandate, the University of Alberta is a partner in social, cultural, and economic development, fostering and establishing the provincial, national and international connections and understandings that support leading global enterprise and citizenship for Albertans. University administrators, faculty, staff and students contribute regularly to public debate and to government and corporate examination of issues. Start-up companies and new technologies licensed to existing companies lead Alberta in new directions and employ graduates. The University continually moves out into its communities through its graduates, its creative and research advances, and its ongoing opportunities for experiential and life-long learning.

[The Mandate, as approved by the Board and the Minister, can be found at:](#)

<http://eae.alberta.ca/media/277211/ualberta.pdf>

Vision and Mission

Approved by the Board May 12, 2006

Our Vision

To inspire the human spirit through outstanding achievements in learning, discovery, and citizenship in a creative community, building one of the world's great universities for the public good.

Our Mission

Within a vibrant and supportive learning environment, the University of Alberta (University) discovers, disseminates, and applies new knowledge through teaching and learning, research and creative activity, community involvement, and partnerships. The University of Alberta gives a national and international voice to innovation in our province, taking a lead role in placing Canada at the global forefront.

We have anchored our vision on four cornerstones that provide the foundation for a great ~~university~~ University and the uplifting of the whole people, that are: Talented People; Learning, Discovery, and Citizenship; Connecting Communities; and Transformative Organization and Support.

Link to University of Alberta Web Site: <http://www.ualberta.ca/>

Applicable Legislation and Regulations

The Board has responsibilities under, and is subject to, a number of statutes and regulations, which include but are not limited to the following:

- *Post-secondary Learning Act;*
- *Alberta Public Agencies Governance Act;*
- *Financial Administration Act;*
- ~~*Government Accountability Act*~~ *Fiscal Management Act;*
- ~~*Freedom of Information and Protection of Privacy Act;*~~
- ~~*Government Organizational Act (Schedule 1, Advanced Education)*~~ *and*
- ~~*Lobbyist Act;*~~
- ~~*Results-based Budgeting Act; and*~~
- ~~*Public Interest Disclosure (Whistleblower Protection) Act.*~~

All of these statutes and their regulations can be viewed at: Link to Queen's Printer website: <http://www.qp.alberta.ca/index.cfm>

The ~~PSLA~~ Post-secondary Learning Act provides the primary legislation for public post-secondary institutions in the province of Alberta. Regulations enacted under the PSLA include:

- ~~Enterprise and Advanced Education~~ and Technology Grants Regulation (s. 13.2);
- Programs of Study Regulation;
- Campus Alberta Sector Regulation;
- Land Use Regulation;

- [Model Provisions Regulation](#);
- [Pension Validation Regulation](#); and
- [Public Post-Secondary Institutions' Tuition Fees Regulation](#)

2. Duties and Responsibilities

Lieutenant Governor in Council

The [PSLA *Post-secondary Learning Act*](#) outlines the duties and responsibilities of the Lieutenant Governor in Council specific to the Board. These include the continuation of the public post-secondary institution [PSLA Section 126] and its Board [PSLA Section 16 (1)].

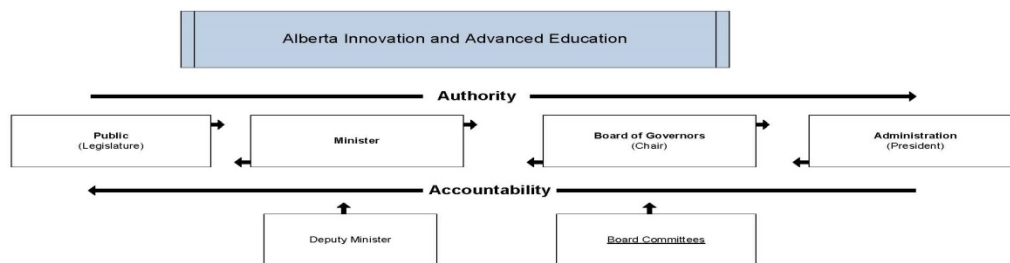
In addition, the Lieutenant Governor in Council:

- Appoints public Board members [PSLA Section 16(3)(e)];
- May by order disestablish the public post-secondary institution and its Board [PSLA Section 102(1)];
- May order that the assets and liabilities of a dissolved Board be transferred to government or to another post-secondary institution [PSLA Section 102(2)];
- Approves debenture borrowing [PSLA Section 73(1)];
- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act];
- Approves the Board's establishment of a registered pension plan as an alternative to a designated pension plan [PSLA Section 69(2)(b)]; and
- Approves the Board's disposition of certain land [PSLA Section 67(1.1)].

Auditor General

The Auditor General of Alberta is the auditor of the Board as outlined in Section 71 of the [PSLA *Post-secondary Learning Act*](#).

Organization Chart



Minister of **Enterprise Innovation** and Advanced Education

The PSLA *Post-secondary Learning Act* outlines a variety of duties and responsibilities for the Minister of **Enterprise Innovation and Advanced Education (Minister)** including the appointment of Board members from nominees of constituent groups [PSLA Section 16(3)(d)] and approval of the institution's mandate statement [PSLA Section 103(1)].

In addition, the Minister:

- Monitors the institution's operation and performance through the Board's business plan, access plan, and annual report submissions [PSLA Sections 78(1), 78.1 and 79(1)];
- Approves the Board's establishment of supplementary pension plans [PSLA Section 69(2)(c)];
- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act];
- Chairs the Campus Alberta Strategic Directions Committee [PSLA Section 107.1(2)]; and
- Informs the Board of government policies and direction impacting the work of the Board.

Under the *Alberta Public Agencies Governance Act (APAGA)*, the Minister also conducts regular reviews (at least every seven years) of the Board's mandate and purpose [APAGA Section 19(1)].

Deputy Minister of **Enterprise Innovation** and Advanced Education

The Deputy Minister supports and acts under the general direction of the Minister, and is responsible for activities which have been delegated by the Minister.

Department of **Enterprise Innovation** and Advanced Education

The Department ~~of Enterprise Innovation and Advanced Education (Department)~~ supports the Minister and Board in meeting their legislated responsibilities. Examples of Department support for Board related functions include:

- The provision of orientation materials and training support for new Board members;
- Establishment of workflow procedures for the recruitment and appointment of Board members;
- Ensuring that the Board's Mandate and Roles Document is affirmed annually and renewed or revised every three years; and
- Coordinating the Board's mandate and purpose review, at a minimum, every seven years.

Board of The Governors of the The University of Alberta

<http://www.governance.ualberta.ca/BoardofGovernors.aspx>

The Board shall manage and operate the institution in accordance with its mandate [PSLA Section 60(1)(a)].

The Board agrees to work with the Minister to support and promote Campus Alberta, and its goals of an accessible, affordable, quality, and sustainable post-secondary system in Alberta that fosters innovation, entrepreneurship and collaboration.

The Board has the authority through the ~~PSLA-Post secondary Learning Act~~ to establish admission requirements and publish rules with respect to enrolment and programs [PSLA Section 60(1)(c) and (d)], determine tuition fees to be paid by students in accordance with the regulations [PSLA Section 61], and delegate in writing powers, duties or functions set out in the PSLA, with the exception of bylaws [PSLA Section 62]. Other Board specific functions include, but are not limited to:

- The settlement of questions [PSLA Section 63];
- Student discipline [PSLA Section 64];
- The acquisition of land [PSLA Section 66(1)];
- The disposition of land with approval of the Lieutenant Governor in Council [PSLA Section 67(1.1)(a) and (b)];
- Debenture borrowing, subject to the approval of the Lieutenant Governor in Council [PLSA Section ~~72~~73];
- Banking and investment [PLSA Section 75]; and
- The appointment of the president and vice-presidents [PSLA Sections 81(1) and 82(1)].

In terms of accountability and reporting:

- The Board must prepare a statement setting out the mandate for the institution and this must be submitted to the Minister for approval [PSLA Section 103(1)].
- The Board must also submit a business plan, access plan and annual report to the Minister on an annual basis [PLSA Sections 78(1), 78.1 and 79(1)].

- The Board may be required to collect information (such as enrolment data and Key Performance Indicators) and submit to the Minister any information and reports the Minister considers necessary [PSLA Section 118(1)].
- The Board is accountable for ensuring that the public funds appropriated for the support of institutions are used effectively and appropriately. The Board approves annual operating and capital budgets and regularly review expenditures, investments and borrowings.
- The Board is responsible for the appointment of a President as the Chief Executive Officer of the institution [PSLA Section 81(1)] and the remuneration to be paid to the President [PSLA Section 81(2)]. The Board is ultimately responsible for the quality and performance of its administrations, and therefore is required to evaluate the overall efficiency and effectiveness of the President and the Senior Administration.

The Board may establish committees as it deems necessary to carry out its duties and ensures that a written mandate of each committee is reviewed and approved annually.

Committees for the Board include:

- Audit Committee
- Finance and Property Committee
- Human Resources and Compensation Committee
- Investment Committee
- Learning and Discovery Committee
- Safety, Health and Environment Committee
- University Relations Committee

Link to University of Alberta Board of Governors Standing

Committees: <http://www.governance.ualberta.ca/en/BoardofGovernors.aspx>

The Board acts as an intermediary between the institution and the public that it is intended to serve. The Board is responsible for ensuring that the institution is responsive to changing educational and societal needs. The Board, in collaboration with Senior Administration of the University, are significant participants in Campus Alberta.

Board Chair

With direction from the Board, the Chair represents the Board and its interests in dealing with the Minister, the Department, the President, stakeholders and the community. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board.

Additional responsibilities of the Chair include:

- Planning and managing Board meetings;
- Providing the Minister with regular updates on the strategic direction of the University and informing the Minister regarding emergent issues;
- Ensuring that the Board, and its committees, have opportunities to meet independent of management;

- Ensuring ~~that~~ an adequate succession plan is in place for Board member and Senior Administration renewal, and
- Ensuring that members of the Board comply with the University's ~~of Alberta's~~ Conflict Policy – *Conflict of Interest and Commitment and Institutional Conflict*.
<https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Conflict-Policy--Conflict-of-Interest-and-Commitment-and-Institutional-Conflict.pdf>
- Ensuring that members of the Board are aware of the University's Ethical Conduct and Safe Disclosure Policy.
<https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Ethical-Conduct-and-Safe-Disclosure-Policy.pdf>
- The Vice-Chair, serves as the Acting Chair in the absence of the Board Chair, or when the position of Chair is vacant.

Board Members

Board members must act in the best interests of the ~~university~~ University [PSLA Section 16(5)].

The individual responsibilities of Board members include:

- Attending all general and special ~~board~~ Board meetings;
- Sitting on committees and attending committee meetings as required;
- Advocating for the University in securing resources in addition to government grants for the support of the institution;
- Keeping informed and abreast of relevant provincial, national and international issues, as well as developments within the institution;
- Acting in an ethical manner and complying with the ~~board's~~ Board's bylaws and policies;
- Participating in assessing the ~~board's~~ Board's performance and contribution to the institution and assessing ways in which the ~~board~~ Board could improve in fulfilling its responsibilities; and
- Participating in campus activities and providing input where appropriate.

President

The President has general supervision over and direction of the operation of the institution and has those powers, duties and function that are assigned by the Board [PSLA Section 81(3)].

- Fulfills all of the duties of President as set out in the ~~PSLA~~ Post-Secondary Learning Act.
- Exercises oversight over the operational and fiscal management of the University. Delegates the internal operation of the University to the Provost and Vice-President (Academic).
- Exercises, under delegated authority from the ~~Board of Governors~~, the authority to act in extraordinary and/or emergency circumstances (eg, a flu epidemic, extreme emergency or major disruption), and s/he may delegate to a member of the Executive team (either the Provost and Vice-President (Academic) or one of the Vice-

Presidents) the responsibility for oversight of the University's affairs (including but not limited to the suspension or cancellation of classes) during such circumstances where such action is warranted.

- Creates and stages a vision that will build and advance the University ~~of Alberta~~ as an exceptional institution.
- Creates, through all his/her dealings, an atmosphere of academic excellence that will further the reputation of the University ~~of Alberta~~ as a leader in teaching, research and community service.
- Builds a senior executive team committed to fulfilling the vision, goals and priorities necessary to ensure the long-term sustainability of the University.
- Promotes, preserves and represents, through his/her personal reputation and stature, the achievements of the University in order to gain support for its many endeavours.
- Models, as the University's chief representative and spokesperson, the spirit, values and integrity of the institution as he/she champions, locally, provincially, nationally and internationally, the initiatives set out in the University Strategic Business Plan.
- Champions the University's fundraising initiatives and campaigns to ensure the long-term financial viability of the University. Works closely with the Vice-President (University Relations) to plan strategies for successfully accomplishing these initiatives.
- Ensures the overall effectiveness of the University through contact with and/ or participation in various orders of government and with councils and organizations involved in higher education at the provincial, national and international levels.
- Ensures the work of the various governing bodies (General Faculties Council (GFC), the Senate and the Board ~~of Governors~~) is harmonized and focused on the achievement of the University vision. Maintains a strong relationship with the Chair of the Board ~~of Governors~~ and the Chancellor.
- Reports to the Board ~~of Governors~~ on the performance of the University against the measures laid out in the University Strategic Business Plan.

3. Recruitment and Appointment of Board Members

Membership

As outlined in the PSLA *Post-secondary Learning Act* [Section 16(3)], the Board ~~of the University of Alberta~~ consists of the Chair of the Board, the Chancellor of the ~~university~~ University, the President of the ~~university~~ University, and not more than 9 members representative of the general public, in addition to the Chair, appointed by the Lieutenant Governor in Council. In addition, the Board consists of the following members appointed by the Minister:

- Two alumni of the ~~university~~ University nominated by the alumni association;
- One member of the senate nominated by the other members of the senate;
- Two members of the academic staff of the ~~university~~ University;
- Two students nominated by the council of the students association;
- If the ~~university~~ University has a graduate students association, one graduate student nominated by the council of the association; and

- One member of the non-academic staff nominated by the non-academic staff association.

Recruitment

The recruitment of public members is competency based and led by the Department in consultation with the Board. The Board and the Department will develop a competency matrix for the Board as a whole as well as competencies required for individual members.

The steps that are taken or intended to be taken in the recruitment process and any identified skills, knowledge, experience or attributes required of a member to be appointed will be made public either before or after the member is appointed [APAGA Section 13(2)].

A public posting of all vacancies is the responsibility of the Department's Human Resources (HR) area.

Recruitment is based on the competencies approved by the Minister.

Process

When a vacancy occurs:

- The Board identifies competencies that need to be replaced and provides that profile to the ~~Department's~~ HR area who facilitates the recruitment process.
- Applications are reviewed by HR and assessed on the basis of the applicable competencies and values identified through the development of a screening report.
- The Board Chair reviews the screening report and consults as appropriate and forwards a recommendation to the Minister.
- Based on the screening report and considering the Board recommendation, the Minister recommends the name of a candidate to Cabinet for appointment.
- Once Cabinet approves the Minister's recommendation, the Department will coordinate the appointment process by *Order in Council* (for public appointments) or Ministerial Order (for internally-elected appointments).

Appointment

Prior to the appointment of a Board member, appropriate screening will include determining potential conflicts of interest.

Appointment is for a fixed term of up to 3 years, with the potential for reappointment [PSLA Sections 56(1) and 56(2)].

~~The Board will comply with all appointment requirements pursuant to the *Post-secondary Learning Act* and any additional policies of the Government of Alberta or the Minister. The Department has an established recruitment process that applies to all of its agencies.~~

Remuneration

Board members are not remunerated for their service. The University does reimburse Board members for expenses incurred in the performance of their duties as a member of the Board [PSLA Section 55].

Remuneration

~~The Board prescribes the remuneration that members are paid for their duties as members of the Board [PSLA Section 55].~~

Orientation, Education and Development

Following the appointment of a Board member, the Department provides the new member with an orientation manual. In addition, the new member participates in an orientation process coordinated by the Office of the Board of Governors. The Board is committed to on-going professional development for members and will identify and facilitate members' participation at workshops, conferences or other educational activities.

4. Interaction between Board and Department

The Board serves as the intermediary between the ~~government~~Government of Alberta and the institution. The Board may become involved in the development of provincial policies by:

- Providing advice on issues and trends;
- Reacting to proposals and statements put forward by the Minister;
- Recommending policy changes to the Minister; and
- Keeping the Minister informed about the development of the institution and plans for the future.

As described under Duties and Responsibilities, the Board provides the Department with regular reports on the institution's performance and future plans.

In addition, Board Chairs of post-secondary institutions serve on the Campus Alberta Strategic Directions Committee. The Campus Alberta Strategic Directions Committee is chaired by the Minister and provides advice to the Minister respecting issues related to Campus Alberta [PSLA Section 107.1].

5. Administration

Annual Affirmation

The Mandate and Roles Document ~~must will~~ be ~~affirmed reviewed~~ annually by the ~~Minister and the Board Chair, of Governors or on a change in either the Minister or Board Chair.~~

Three Year Renewal or Revision

The Mandate and Roles ~~document~~Document shall be in effect for not more than three years. It must be renewed or revised by the expiry date [APAGA Section 4].

Transparency

Copies of the Mandate and Roles Document will be filed with the Minister ~~of Advanced Education and Technology~~ and the Agency Governance Secretariat. In support of the principle of transparency [APAGA Section 5] this document will also be made available on the Board's website and the Government of Alberta's website.

~~Name~~ Douglas Goss, QC, A.O.E.

Board Chair
University of Alberta

Donald Scott, QC

~~Minister~~ Deputy Premier
~~Advanced Education and Technology~~
Minister of Innovation and Advanced
Education

Date

Date

The Governors of The University of Alberta Mandate and Roles Document

Preamble

This Mandate and Roles Document for the Governors of the University of Alberta (Board) has been developed collaboratively between the Minister of Innovation and Advanced Education (Minister) and the Board to reflect a common understanding of respective roles and responsibilities.

1. Mandate

Mandate

Continued under the *Post-secondary Learning Act* (PSLA), the Board manages and operates the post-secondary institution in accordance with its approved mandate [PSLA Section 60(1)(a)].

The Governors of The University of Alberta Mandate –

Created by the *University Act*, 1906 of the Legislative Assembly of the Province of Alberta, the University of Alberta is a board-governed, publicly-funded university that operates as a Comprehensive, Academic and Research Institution under the authority of Alberta's *Post-Secondary Learning Act*.

The Mandate, as approved by the Board and the Minister, can be found at:
<http://eae.alberta.ca/media/277211/uAlberta.pdf>

Vision and Mission

Approved by the Board May 12, 2006

Our Vision

To inspire the human spirit through outstanding achievements in learning, discovery, and citizenship in a creative community, building one of the world's great universities for the public good.

Our Mission

Within a vibrant and supportive learning environment, the University of Alberta (University) discovers, disseminates, and applies new knowledge through teaching and learning, research and creative activity, community involvement, and partnerships. The University gives a national and international voice to innovation in our province, taking a lead role in placing Canada at the global forefront.

We have anchored our vision on four cornerstones that provide the foundation for a great University and the uplifting of the whole people, that are: Talented People; Learning, Discovery, and Citizenship; Connecting Communities; and Transformative Organization and Support.

Link to University of Alberta Web Site: <http://www.ualberta.ca/>

Applicable Legislation and Regulations

The Board has responsibilities under, and is subject to, a number of statutes and regulations, which include but are not limited to the following:

- *Post-secondary Learning Act;*
- *Alberta Public Agencies Governance Act;*
- *Financial Administration Act;*
- *Fiscal Management Act;*
- *Freedom of Information and Protection of Privacy Act;*
- *Government Organizational Act (Schedule 1, Advanced Education)Lobbyist Act;*
- *Results-based Budgeting Act; and*
- *Public Interest Disclosure (Whistleblower Protection) Act.*

All of these statutes and their regulations can be viewed at: Link to Queen's Printer website: <http://www.qp.alberta.ca/index.cfm>

The PSLA provides the primary legislation for public post-secondary institutions in the province of Alberta. Regulations enacted under the PSLA include:

- Enterprise and Advanced Education Grants Regulation (s. 13.2);
- Programs of Study Regulation;
- Campus Alberta Sector Regulation;
- Land Use Regulation;
- Model Provisions Regulation;
- Pension Validation Regulation; and
- Public Post-Secondary Institutions' Tuition Fees Regulation

2. Duties and Responsibilities

Lieutenant Governor in Council

The PSLA outlines the duties and responsibilities of the Lieutenant Governor in Council specific to the Board. These include the continuation of the public post-secondary institution [PSLA Section 126] and its Board [PSLA Section 16 (1)].

In addition, the Lieutenant Governor in Council:

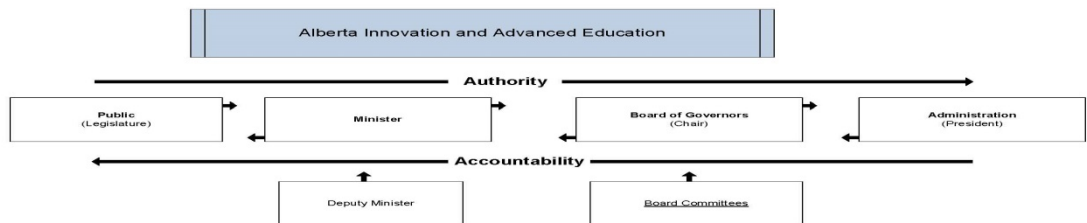
- Appoints public Board members [PSLA Section 16(3)(e)];
- May by order disestablish the public post-secondary institution and its Board [PSLA Section 102(1)];
- May order that the assets and liabilities of a dissolved Board be transferred to government or to another post-secondary institution [PSLA Section 102(2)];
- Approves debenture borrowing [PSLA Section 73(1)];

- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act];
- Approves the Board’s establishment of a registered pension plan as an alternative to a designated pension plan [PSLA Section 69(2)(b)]; and
- Approves the Board’s disposition of certain land [PSLA Section 67(1.1)].

Auditor General

The Auditor General of Alberta is the auditor of the Board as outlined in Section 71 of the PSLA.

Organization Chart



Minister of Innovation and Advanced Education

The PSLA outlines a variety of duties and responsibilities for the Minister including the appointment of Board members from nominees of constituent groups [PSLA Section 16(3)(d)] and approval of the institution’s mandate statement [PSLA Section 103(1)].

In addition, the Minister:

- Monitors the institution’s operation and performance through the Board’s business plan, access plan, and annual report submissions [PSLA Sections 78(1), 78.1 and 79(1)];
- Approves the Board’s establishment of supplementary pension plans [PSLA Section 69(2)(c)];
- Approves an incorporation, and the establishment, acquisition and dissolution of a subsidiary by the Board [PSLA Section 77 and the Financial Administration Act];
- Chairs the Campus Alberta Strategic Directions Committee [PSLA Section 107.1(2)]; and
- Informs the Board of government policies and direction impacting the work of the Board.

Under the *Alberta Public Agencies Governance Act* (APAGA), the Minister also conducts regular reviews (at least every seven years) of the Board's mandate and purpose [APAGA Section 19(1)].

Deputy Minister of Innovation and Advanced Education

The Deputy Minister supports and acts under the general direction of the Minister, and is responsible for activities which have been delegated by the Minister.

Department of Innovation and Advanced Education

The Department supports the Minister and Board in meeting their legislated responsibilities. Examples of Department support for Board related functions include:

- The provision of orientation materials and training support for new Board members;
- Establishment of workflow procedures for the recruitment and appointment of Board members;
- Ensuring that the Board's Mandate and Roles Document is affirmed annually and renewed or revised every three years; and
- Coordinating the Board's mandate and purpose review, at a minimum, every seven years.

The Governors of The University of Alberta

<http://www.governance.ualberta.ca/BoardofGovernors.aspx>

The Board shall manage and operate the institution in accordance with its mandate [PSLA Section 60(1)(a)].

The Board agrees to work with the Minister to support and promote Campus Alberta, and its goals of an accessible, affordable, quality, and sustainable post-secondary system in Alberta that fosters innovation, entrepreneurship and collaboration.

The Board has the authority through the PSLA to establish admission requirements and publish rules with respect to enrolment and programs [PSLA Section 60(1)(c) and (d)], determine tuition fees to be paid by students in accordance with the regulations [PSLA Section 61], and delegate in writing powers, duties or functions set out in the PSLA, with the exception of bylaws [PSLA Section 62]. Other Board specific functions include, but are not limited to:

- The settlement of questions [PSLA Section 63];
- Student discipline [PSLA Section 64];
- The acquisition of land [PSLA Section 66(1)];
- The disposition of land with approval of the Lieutenant Governor in Council [PSLA Section 67(1.1)(a) and (b)];
- Debenture borrowing, subject to the approval of the Lieutenant Governor in Council [PLSA Section 73];
- Banking and investment [PLSA Section 75]; and
- The appointment of the president and vice-presidents [PSLA Sections 81(1) and 82(1)].

In terms of accountability and reporting:

- The Board must prepare a statement setting out the mandate for the institution and this must be submitted to the Minister for approval [PSLA Section 103(1)].
- The Board must also submit a business plan, access plan and annual report to the Minister on an annual basis [PLSA Sections 78(1), 78.1 and 79(1)].
- The Board may be required to collect information (such as enrolment data and Key Performance Indicators) and submit to the Minister any information and reports the Minister considers necessary [PSLA Section 118(1)].
- The Board is accountable for ensuring that the public funds appropriated for the support of institutions are used effectively and appropriately. The Board approves annual operating and capital budgets and regularly review expenditures, investments and borrowings.
- The Board is responsible for the appointment of a President as the Chief Executive Officer of the institution [PSLA Section 81(1)] and the remuneration to be paid to the President [PSLA Section 81(2)]. The Board is ultimately responsible for the quality and performance of its administrations, and therefore is required to evaluate the overall efficiency and effectiveness of the President and the Senior Administration.

The Board may establish committees as it deems necessary to carry out its duties and ensures that a written mandate of each committee is reviewed and approved annually.

Committees for the Board include:

- Audit Committee
- Finance and Property Committee
- Human Resources and Compensation Committee
- Investment Committee
- Learning and Discovery Committee
- Safety, Health and Environment Committee
- University Relations Committee

Link to University of Alberta Board of Governors Standing

Committees: <http://www.governance.ualberta.ca/en/BoardofGovernors.aspx>

The Board acts as an intermediary between the institution and the public that it is intended to serve. The Board is responsible for ensuring that the institution is responsive to changing educational and societal needs. The Board, in collaboration with Senior Administration of the University, are significant participants in Campus Alberta.

Board Chair

With direction from the Board, the Chair represents the Board and its interests in dealing with the Minister, the Department, the President, stakeholders and the community. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board.

Additional responsibilities of the Chair include:

- Planning and managing Board meetings;
- Providing the Minister with regular updates on the strategic direction of the University and informing the Minister regarding emergent issues;
- Ensuring that the Board, and its committees, have opportunities to meet independent of management;
- Ensuring that an adequate succession plan is in place for Board member and Senior Administration renewal, and
- Ensuring that members of the Board comply with the University's Conflict Policy – *Conflict of Interest and Commitment and Institutional Conflict*.
<https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Conflict-Policy--Conflict-of-Interest-and-Commitment-and-Institutional-Conflict.pdf>
- Ensuring that members of the Board are aware of the University's Ethical Conduct and Safe Disclosure Policy.
<https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Ethical-Conduct-and-Safe-Disclosure-Policy.pdf>
- The Vice-Chair, serves as the Acting Chair in the absence of the Board Chair, or when the position of Chair is vacant.

Board Members

Board members must act in the best interests of the University [PSLA Section 16(5)].

The individual responsibilities of Board members include:

- Attending all general and special Board meetings;
- Sitting on committees and attending committee meetings as required;
- Advocating for the University in securing resources in addition to government grants for the support of the institution;
- Keeping informed and abreast of relevant provincial, national and international issues, as well as developments within the institution;
- Acting in an ethical manner and complying with the Board's bylaws and policies;
- Participating in assessing the Board's performance and contribution to the institution and assessing ways in which the Board could improve in fulfilling its responsibilities; and
- Participating in campus activities and providing input where appropriate.

President

The President has general supervision over and direction of the operation of the institution and has those powers, duties and function that are assigned by the Board [PSLA Section 81(3)].

- Fulfills all of the duties of President as set out in the PSLA.
- Exercises oversight over the operational and fiscal management of the University. Delegates the internal operation of the University to the Provost and Vice-President (Academic).

- Exercises, under delegated authority from the Board, the authority to act in extraordinary and/or emergency circumstances (eg, a flu epidemic, extreme emergency or major disruption), and s/he may delegate to a member of the Executive team (either the Provost and Vice-President (Academic) or one of the Vice-Presidents) the responsibility for oversight of the University's affairs (including but not limited to the suspension or cancellation of classes) during such circumstances where such action is warranted.
- Creates and stages a vision that will build and advance the University as an exceptional institution.
- Creates, through all his/her dealings, an atmosphere of academic excellence that will further the reputation of the University as a leader in teaching, research and community service.
- Builds a senior executive team committed to fulfilling the vision, goals and priorities necessary to ensure the long-term sustainability of the University.
- Promotes, preserves and represents, through his/her personal reputation and stature, the achievements of the University in order to gain support for its many endeavours.
- Models, as the University's chief representative and spokesperson, the spirit, values and integrity of the institution as he/she champions, locally, provincially, nationally and internationally, the initiatives set out in the University Strategic Business Plan.
- Champions the University's fundraising initiatives and campaigns to ensure the long-term financial viability of the University. Works closely with the Vice-President (University Relations) to plan strategies for successfully accomplishing these initiatives.
- Ensures the overall effectiveness of the University through contact with and/ or participation in various orders of government and with councils and organizations involved in higher education at the provincial, national and international levels.
- Ensures the work of the various governing bodies (General Faculties Council (GFC), the Senate and the Board) is harmonized and focused on the achievement of the University vision. Maintains a strong relationship with the Chair of the Board and the Chancellor.
- Reports to the Board on the performance of the University against the measures laid out in the University Strategic Business Plan.

3. Recruitment and Appointment of Board Members

Membership

As outlined in the PSLA [Section 16(3)], the Board consists of the Chair of the Board, the Chancellor of the University, the President of the University, and not more than 9 members representative of the general public, in addition to the Chair, appointed by the Lieutenant Governor in Council. In addition, the Board consists of the following members appointed by the Minister:

- Two alumni of the University nominated by the alumni association;
- One member of the senate nominated by the other members of the senate;
- Two members of the academic staff of the University;
- Two students nominated by the council of the students association;

- If the University has a graduate students association, one graduate student nominated by the council of the association; and
- One member of the non-academic staff nominated by the non-academic staff association.

Recruitment

The recruitment of public members is competency based and led by the Department in consultation with the Board. The Board and the Department will develop a competency matrix for the Board as a whole as well as competencies required for individual members.

The steps that are taken or intended to be taken in the recruitment process and any identified skills, knowledge, experience or attributes required of a member to be appointed will be made public either before or after the member is appointed [APAGA Section 13(2)].

A public posting of all vacancies is the responsibility of the Department's Human Resources (HR) area.

Recruitment is based on the competencies approved by the Minister.

Process

When a vacancy occurs:

- The Board identifies competencies that need to be replaced and provides that profile to the HR area who facilitates the recruitment process.
- Applications are reviewed by HR and assessed on the basis of the applicable competencies and values identified through the development of a screening report.
- The Board Chair reviews the screening report and consults as appropriate and forwards a recommendation to the Minister.
- Based on the screening report and considering the Board recommendation, the Minister recommends the name of a candidate to Cabinet for appointment.
- Once Cabinet approves the Minister's recommendation, the Department will coordinate the appointment process by *Order in Council* (for public appointments) or Ministerial Order (for internally-elected appointments).

Appointment

Prior to the appointment of a Board member, appropriate screening will include determining potential conflicts of interest.

Appointment is for a fixed term of up to 3 years, with the potential for reappointment [PSLA Sections 56(1) and 56(2)].

Remuneration

Board members are not remunerated for their service. The University does reimburse Board members for expenses incurred in the performance of their duties as a member of the Board [PSLA Section 55].

Orientation, Education and Development

Following the appointment of a Board member, the Department provides the new member with an orientation manual. In addition, the new member participates in an orientation process coordinated by the Office of the Board of Governors. The Board is committed to on-going professional development for members and will identify and facilitate members' participation at workshops, conferences or other educational activities.

4. Interaction between Board and Department

The Board serves as the intermediary between the Government of Alberta and the institution. The Board may become involved in the development of provincial policies by:

- Providing advice on issues and trends;
- Reacting to proposals and statements put forward by the Minister;
- Recommending policy changes to the Minister; and
- Keeping the Minister informed about the development of the institution and plans for the future.

As described under Duties and Responsibilities, the Board provides the Department with regular reports on the institution's performance and future plans.

In addition, Board Chairs of post-secondary institutions serve on the Campus Alberta Strategic Directions Committee. The Campus Alberta Strategic Directions Committee is chaired by the Minister and provides advice to the Minister respecting issues related to Campus Alberta [PSLA Section 107.1].

5. Administration

Annual Affirmation

The Mandate and Roles Document will be reviewed annually by the the Board of Governors .

Three Year Renewal or Revision

The Mandate and Roles Document shall be in effect for not more than three years. It must be renewed or revised by the expiry date [APAGA Section 4].

Transparency

Copies of the Mandate and Roles Document will be filed with the Minister and the Agency Governance Secretariat. In support of the principle of transparency [APAGA

Section 5] this document will also be made available on the Board's website and the Government of Alberta's website.

Douglas Goss, QC, A.O.E.
Board Chair
University of Alberta

Donald Scott, QC
Minister of Innovation and Advanced
Education

Date

Date

From: Peter Leclaire
Sent: Thursday, September 25, 2014 5:31 PM
To: Provost ULethbridge; 'Carl G Amrhein'; 'cindy@athabascau.ca'; 'Dru Marshall'; 'john.corlett@macewan.ca'; 'kshailer@mtroyal.ca'
Subject: Interpretation and application of the Alberta Public Agencies Governance Act

Hello,

I am writing to you to follow-up on concerns raised by Comprehensive Academic Research Institutions (CARIs) and the Baccalaureate Applied Studies Institutions (BASIs) with respect to the interpretation and application of the *Alberta Public Agencies Governance Act (APAGA)*. I understand that staff from your institutions, Innovation and Advanced Education, Justice and Solicitor General, and the Agency Governance Secretariat held a number of meetings over the summer to talk about these concerns and other matters related to board governance.

One of the matters involved the interpretation of “public agency” under APAGA. In early discussions with former Assistant Deputy Minister, Gord Johnston, Provosts of CARI and BASIs, and in the follow-up meetings with your board secretariat staff, we were advised that clarity was required with respect to interpretation of the term “public agency”. Specifically we were asked whether public agency means the board, the institution, or any other bodies established under the *Post-Secondary Learning Act (PSLA)*. The particular concern related to the application of the definition to Mandate and Roles Documents (MRDs).

The Government of Alberta, including Justice and Solicitor General, interprets “public agency” as meaning only the board of an institution. As the definition clearly refers to a corporation with members appointed in a particular manner, it does not include other bodies under the PSLA such as a General Faculties Council, Academic Council, or Senate. Neither, on a strict reading, does it include the institution. However, in order to give the term “public agency” a practical interpretation, in our view, it should be read as the board acting on behalf of the institution.

Ms. Nancy Reid Jones, Barrister and Solicitor, Alberta Justice, responded to your legal counsel via email on July 23, 2014, providing the context for this interpretation and its application to related sections in APAGA and the PSLA. I have provided this context in the attached appendix.

Accordingly, given that MRDs are aimed at governance matters, the board’s MRD can be customized to describe important aspects of your institution’s governance model, such as the role of General Faculties Council.

I also understand that based on the meetings with Government of Alberta staff and upon receipt of this letter, your board secretariat will finalize the MRD for submission to the Minister this fall. Please have your staff contact Ms. Marg Leathem, Director, Campus Alberta Connections, if you have further questions about the MRDs. Marg can be contacted by email at marg.leathem@gov.ab.ca.

I appreciate your candor throughout these discussions and hope this clarification is helpful. My staff have indicated that conversations will continue with your institution’s board secretariat on items of common interest around governance matters. Please feel free to contact me if you have any questions or would like to discuss further.

Sincerely,

Peter Leclaire
Acting Assistant Deputy Minister
Advanced Learning and Community Partnerships

Attachment

Appendix
Interpretation of “Public Agency” in Relation to Bodies
Established under the Post-secondary Learning Act

The following sets out the interpretation of Public Agency as it relates to Public Post-secondary Boards established under the *Post-secondary Learning Act*.

Alberta Public Agency Governance Act (APAGA)

Section 1(1) of APAGA, “public agency” is defined as:

- (i) “public agency” means a corporation, other than a corporation incorporated by or under a local or private Act, all or a majority of whose members or directors are appointed or designated, either by their personal names or by their names of office, by an Act of the Legislature or regulations under an Act of the Legislature, by an order of the Lieutenant Governor in Council or of a Minister of the Crown or by any combination of those methods,
- (ii) a corporation all of whose issued voting shares of every class are owned by the Crown or held in trust for the Crown or are partly owned by the Crown and partly held in trust for the Crown,
- (iii) an unincorporated board, commission, council or other body that is not a department or part of a department, all or a majority of whose members are appointed or designated, either by their personal names or by their names of office, by an Act of the Legislature or regulations under an Act of the Legislature, by an order of the Lieutenant Governor in Council or of a Minister of the Crown or by any combination of those methods, and
- (iv) a body that is specified in, or that meets the criteria set out in, the regulations.

The Board of Governors as established in the *PSLA* is considered a public agency as it is a corporation, all of whose members are appointed by a combination of: (1) their names of office under an Act, (2) their personal names by an order of the Lieutenant Governor in Council, and (3) their personal names by Minister [APAGA s 1(1)(i)(i)].

Post-secondary Learning Act (PSLA)

Board Appointments

A detailed breakdown of the Board appointments under the *PSLA* is as follows:

University board – Section 16

- Appointed by name of office by Act - chancellor, president
- Appointed by personal names by the Minister – 2 alumni, 1 member of the senate, 2 members of the academic staff, 2 students, 1 graduate student, 1 member of the non-academic staff
- Appointed by personal names by the Lieutenant Governor in Council – chair and 9 public members

Public College board – Section 44

- Appointed by name of office by Act - president
- Appointed by personal names by the Minister – 1 academic staff member, 1 student, 1 non-academic staff member

- Appointed by personal names by the Lieutenant Governor in Council – 7 persons including the chair, additional persons on recommendation of Minister

General Faculties Council and Alternative Academic Council

The General Faculties Council, Academic Council and Alternative Academic Council, on the other hand, are not considered public agencies under the *APAGA* definition. As unincorporated councils, the applicable provision of *APAGA* is section 1(1)(i)(iii), but the majority of the members of these councils are not appointed or designated, either by their personal names or by their names of office, by an Act of the Legislature or regulations under an Act of the Legislature, by an order of the Lieutenant Governor in Council or of a Minister of the Crown or by any combination of those methods.

General Faculties Council – Section 23

- While there are a number of members appointed by their names of office under section 23(a), the majority of members are not appointed or designated by any of the means set out in section 1(1)(i)(iii) of *APAGA*.
- The total number of elected members are twice the number of persons who are members by virtue of their offices.

Academic Council – Section 46

- There is one member appointed by name of office (president).
- The remainder of the council members are either appointed by the Board or elected by their respective associations.

Alternative Academic Council – Regulation

- There are two members appointed by virtue of their offices (president and vice-president in charge of academic programs).
- The remainder of the council members are appointed by the Board, elected by the council of their association, or otherwise elected (as determined by the Board).

Senate – Section 11

- As the Senate is a corporation, the applicable provision of *APAGA* is section 1(1)(i)(i). Only the seven members appointed under section 11(3)(a) are appointed by their names of office and nine members of the public are appointed by the Minister.
- Therefore, there are 16 members appointed or designated in a manner that would satisfy the definition of public agency under *APAGA*.
- However, this is not a majority of members given that there are also 30 representative members elected by the members of the senate and a further 15 or 16 members appointed by their respective associations or bodies (i.e. a total of 61 members – or 62 if there is a Graduate Student Association).
- The appointments under section 11(3)(b) are not by name of office. An appointment by name of office is made when a specific office or position is identified; for example, the president. The person currently filling that office is a member of the senate. A dean appointed by the dean's council is not an appointment by name of office as no office has been identified. It would be an appointment by office if the appointment was the dean of science, which is an office.

OUTLINE OF ISSUE

Agenda Title: **Board Committee Appointments**

Motion: THAT the Board of Governors, on the recommendation of the Board Chair, Mr Douglas Goss, approve Board Committee appointments, as set forth in Attachment 1 to the agenda documentation.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Mr Douglas Goss, Chair, Board of Governors
Presenter	Douglas Goss, Board Chair; Marion Haggarty-France, University Secretary
Subject	Appointments to Board Committees

Details

Responsibility	Chair of the Board of Governors
The Purpose of the Proposal is (please be specific)	To consider the appointment of Mr Michael Ross as Chair of the Board Audit Committee.
The Impact of the Proposal is	To ensure that the Committees' membership reflects the appropriate Terms of Reference and Board of Governors' membership roster.
Replaces/Revises (eg, policies, resolutions)	Replaces the current 2014-2015 Committee Membership List approved at the June 25, 2014 Board meeting.
Timeline/Implementation Date	Effective upon approval.
Estimated Cost	n/a
Sources of Funding	n/a
Notes	The Board of Governors reviews recommendations of the Board Chair for appointments to the Board Standing Committees.

Alignment/Compliance

Alignment with Guiding Documents	Mandates and Roles for the Board of Governors, <i>Dare to Discover</i> , Comprehensive Institutional Plan
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<p><u>The Board's General Terms of Reference for Board Standing Committees, Sections 3 and 4 state:</u></p> <p>3. <i>A member of a Committee shall be appointed by the Board for a term commencing on a date selected by the Board and expiring on the earliest of:</i></p> <ul style="list-style-type: none"> <i>(i) the effective date of the resignation of that member from the Board;</i> <i>(ii) the effective date of the resignation of that member from that Committee;</i> <i>(iii) a date selected by the Board;</i> <i>(iv) the expiry date of the term of the appointment of a non-Board member to the Committee; and</i> <i>(v) the effective date of a general appointment of all members to that committee (ordinarily the first Board meeting in June).</i> <p><i>A member of a Committee is eligible to be reappointed to that Committee.</i></p> <p>4. <i>There shall be members of each Committee who are Board members; non-Board members may be drawn from the University Senate and elsewhere within the University or from the community as the Board considers may be appropriate or as may be provided in the Committee's terms of reference. Where the terms of reference of a Committee provide for a number of</i></p>

Item No. 9b

	<i>members in excess of those specifically required to be represented on the Committee, additional members may, subject to the foregoing, be appointed from any constituency.</i>
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Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	Board Chair (and consultation with Members of the Board of Governors)
Approval Route (Governance)	Board of Governors, October 24, 2014 (for approval)
Final Approver	Board of Governors, October 24, 2014

Attachments:

1. Proposed 2014-2015 Board of Governors Committee Membership (1 page) – for approval

Prepared by: Juli Zinken, Assistant Board Secretary, University Governance

ADVANCEMENT BOARD COMMITTEE**

Chair: Doug Goss
Vice-Chair: Dick Wilson
Ray Muzyka
Nizar Somji

**Additional external members sit on the committee with these Board members.

AUDIT COMMITTEE

Chair: ~~Don Matthew~~ Michael Ross
Vice-Chair: Dick Wilson
*Gordon Clanachan (November 22, 2015)
Jane Halford
Shenaz Jeraj
*Stuart Lee (August 30, 2016)
~~Michael Ross~~
Nizar Somji
Robert Teskey

FINANCE & PROPERTY COMMITTEE

Chair: Dick Wilson
Vice-Chair: Steven LePoole
Nathan Andrews
*Robert Borelli (June 30, 2017)
Sangram Hansra
Barry James
Christopher Pu
Wayne Renke

HUMAN RESOURCES & COMPENSATION COMMITTEE

Chair: Robert Teskey
Vice-Chair: Shenaz Jeraj
James Heelan
~~Don Matthew~~
Michael Ross
Dick Wilson

INVESTMENT COMMITTEE

Chair: *Dave Lawson (June 30, 2017)
Vice-Chair: *Jim Drinkwater (June 30, 2016)
*Ken Bancroft (June 30, 2015)
*Barbara Belch (June 30, 2016)
*John Butler (June 30, 2016)
Jane Halford
James Heelan
*Allister McPherson (June 30, 2015)
*Sandy McPherson (June 30, 2015)

LEARNING AND DISCOVERY COMMITTEE

Chair: Shenaz Jeraj
Vice-Chair: TBD
Miodrag (Mike) Belosevic
Nathan Andrews
LeRoy Johnson (effective October 18)
William Lau
Ray Muzyka
Rob Parks

SAFETY, HEALTH & ENVIRONMENT COMMITTEE

Chair: Steven LePoole
Vice-Chair: *Gordon Winkel (June 30, 2016)
Simarjit (Monty) Bal (GSA designate) (June 30, 2015)
*Dave Ferro (December 13, 2016)
LeRoy Johnson (effective October 18)
William Lau
Christopher Pu
Wayne Renke

UNIVERSITY RELATIONS COMMITTEE

Chair: Robert Teskey
Vice-Chair: TBD
Nathan Andrews
Miodrag (Mike) Belosevic
Sangram Hansra
Barry James
Leroy Johnson (effective October 18)
*Catrin Owen (June 30, 2017)
Rob Parks
Christopher Pu
Nizar Somji

Ex Officio Members on all Board Committees: Douglas Goss, Board Chair
Indira Samarasekera, President
Ralph Young, Chancellor

BOARD REPRESENTATION ON UNIVERSITY COMMITTEES

Senate: James Heelan, Shenaz Jeraj
Edmonton Community Foundation Nominating Committee: Rob Parks (to June 30, 2017)

* Denotes External Member on a Board Committee

For Board of Governors Approval: October 24, 2014