

The following Motions and Documents were considered by the Board of Governors during the Open Session of its Friday, October 13, 2023 meeting:

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Agenda Title: **University of Alberta Properties Trust Inc. (UAPTI)**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, and as sole shareholder of University of Properties Trust Inc. (UAPTI), approve the amendment of By-Law No. 1 as follows:

by deleting paragraph 2.02 of By-Law No 1 and replacing it with the following language:

"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, or iii) two (2) public members 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."

Final Item: 5b.

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Agenda Title: **Amended Investment Management Agreement 2024 and 2025**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Learning, Research and Student Experience Committee (BLRSEC), approve the amended 2022-23, 2023-24 and 2024-25 Investment Management Agreement domestic enrolment targets and thresholds as presented in Table 2 below..

Final Item: 5c.



**ITEM NO. 5b**

**Decision**  **Discussion**  **Information**

**ITEM OBJECTIVE:** To consider a change to the UAPTI Bylaw No. 1, resulting in a change to the composition of the UAPTI Board of Directors.

<b>DATE</b>	October 13, 2023
<b>TO</b>	Board of Governors
<b>RESPONSIBLE PORTFOLIO</b>	UAPT / UA Governance

**MOTION:** THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, and as sole shareholder of University of Properties Trust Inc. (UAPTI), approve the amendment of By-Law No. 1 as follows:

by deleting paragraph 2.02 of By-Law No 1 and replacing it with the following language:

"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, or iii) two (2) public members 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."

**EXECUTIVE SUMMARY:**

Background

The University of Alberta Properties Trust (UAPT) was formed by the University of Alberta to develop or re-develop lands deemed as surplus to the university with a view of distributing net revenues back to the University of Alberta (its sole shareholder).

The University of Alberta Properties Trust Inc. (UAPTI) is the Trustee and has a total of 11 board directors. Four directors are representative of the Board of Governors, the remaining seven board directors are independent.

The current By-Law No. 1 states that one of the four board appointees from the University of Alberta must be a Vice-President. Currently, that position is filled by the Vice-President (Facilities and Operations). This motion proposes to remove the requirement that a Vice-President be one of the appointees, and replace that with a second public member of the Board of Governors. The Vice-President (Facilities and Operations) (VP (F&O)) will continue to serve as a resource to the UAPTI Board of Directors.

**GOVERNANCE OUTLINE**



**ITEM NO. 5b**

The directors of UAPTI have, as is required by the relevant legislation, approved this proposed amendment to the By-Law.

Analysis / Discussion

The removal of the board position on UAPTI's Board of Directors for the VP (F&O) offers increased flexibility for the university in strategic decisions related to land development. However, it also addresses potential conflicts of interest that may arise from the VP (F&O)'s dual roles. The decision should be balanced, considering expertise, resource allocation, and accountability, while ensuring transparent communication and stakeholder engagement to align land development with the university's mission and goals effectively.

Risk Discussion / Mitigation of the Risk

The following risks are mitigated through the change in By-Law No. 1:

- Increased flexibility in director appointments
- Remove any clear or perceived conflicts created by the dual role.

Where applicable list the legislation that is being relied upon

BFPC Terms of Reference, Section 2u

Next Steps

The University of Alberta Board of Governors will make an appointment to replace the VP (F&O)

**Supporting Materials:**

1. Shareholder's resolution (1 page)
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**SCHEDULE A**

**Engagement and Routing**

Consultation and Stakeholder Participation / Approval Route (parties who have seen the proposal and in what capacity) <[Governance Resources Section Student Participation Protocol](#)>

- Cathy Roozen, UAPTI Chair of Governance, Human Resources and Nominations
  - Ralph Young, UAPTI Board Chair
  - Greg Dewling, UAPT President and CEO
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**RESOLUTIONS OF THE SOLE SHAREHOLDER OF  
UNIVERSITY OF ALBERTA PROPERTIES TRUST INC.  
(the "Corporation")**

**PASSED** as of the \_\_\_ day of September, 2023.

**WHEREAS** the sole shareholder of the Corporation wishes to confirm the amendment to section 2.02 of the bylaws of the Corporation made by the directors of the Corporation effective September \_\_\_, 2023;

**AND WHEREAS** pursuant to section 102(2) of the *Business Corporations Act* (Alberta), an amendment of the Corporation's bylaws requires the approval of the Corporation's shareholders by ordinary resolution.

**NOW THEREFORE BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE SOLE SHAREHOLDER THAT** the amendment to section 2.02 of the Bylaws made by the directors of the Corporation by resolution dated September \_\_\_, 2023 be and is hereby confirmed.

**SIGNED** by the undersigned, being the sole shareholder of the Corporation, pursuant to Section 141 of the *Business Corporations Act* (Alberta).

**THE BOARD OF GOVERNORS OF THE  
UNIVERSITY OF ALBERTA**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Title (please print)

**ITEM NO. 5c**

 Decision  Discussion  Information 

**ITEM OBJECTIVE:** Obtain Board of Governors approval of the amended Fiscal Year 2022-23, 2023-24 and 2024-25 Investment Management Agreement domestic enrolment targets, thresholds and weightings.

<b>DATE</b>	October 13, 2023
<b>TO</b>	Board of Governors
<b>RESPONSIBLE PORTFOLIO</b>	Provost and Vice-President (Academic) Vice-President (University Services and Finance)

**MOTION:** THAT the Board of Governors, on the recommendation of the Board Learning, Research and Student Experience Committee (BLRSEC), approve the amended 2022-23, 2023-24 and 2024-25 Investment Management Agreement domestic enrolment targets and thresholds as presented in Table 2 below.

**EXECUTIVE SUMMARY:** The Government of Alberta (the Government) requested that the 2023-24 and 2024-25 Investment Management Agreement (IMA) targets be submitted informally before April 30, 2023. The IMA metrics were presented and recommended by BFPC on May 30, 2023, and the Board of Governors approved the submission on June 16, 2023.

Subsequent to this, the Government requested changes to university's domestic enrolment targets and thresholds for 2022-23, 2023-24 and 2024-25. Specifically, the Government requested the university increase its domestic enrolment target and its tolerance threshold, i.e. the degree to which the actual can vary from the target.

The amended target for 2022-23, shown in table 2, is based on the 2021-22 actual plus the approved enrolment growth for 2022-23. Similarly, targets for 2023-24 and 2024-25 are based on IMA targets set for the previous year plus the approved enrolment growth funding targets for each year. The 2022-23 target increased from 30,704 to 33,554. The 2023-24 target increased from 31,324 to 34,174, and the 2024-25 target increased from 31,919 to 34,769. In all years, the tolerance threshold was increased from 2% to 8%.

**Table 1: Original Submission.**

Provider	2021-22 Actual	*2022-23 Target	2023-24 Target	2024-25 Target
University of Alberta	32,886	30,704	31,324	31,919
	Tolerance Threshold	921	2%	2%
	Metric Weighting	8%	10%	16%

\*2022-23 actual numbers are not yet finalized and signed off by the GoA, and will appear in next year's IMA.

**Table 2: Amended Submission – for approval**

Provider	2021-22 Actual	2022-23 Target	2023-24 Target	2024-25 Target
University of Alberta	32,886	33,554	34,174	34,769
	Tolerance Threshold	2,684	8%	8%
	Metric Weighting	8%	10%	16%

Risk Discussion / Mitigation of the Risk

With up to 25% of the operating and program support grant at risk in fiscal year 2023-24 and 40% of grant at risk in fiscal year 2024-25, it is imperative that the funding metric targets set are achievable. To mitigate this risk, targets have been set taking into account historical achievement and current trends.

For reference, the new submission, including both the revised domestic enrolment submission and the previously approved and unchanged metrics is attached (attachment 1).

**Supporting Materials:**

1. Investment Management Agreements (IMAs) Government of Alberta template (6 pages)

**Supplementary Notes / Context:**

The original IMA was recommended to the Board of Governors by both BLRSEC and the Board Finance and Property Committee (BFPC) in May/June 2023, but because enrolment falls within BLRSEC's mandate, the amended IMA was recommended by only that committee. BFPC received an update on the changes at its September 26, 2023 meeting.

## Funding Metric Worksheet

### FUNDING PERFORMANCE METRIC

#### Proportion of In-Scope Approved Programs with a Work Integrated Learning (WIL) Opportunity by School Year1

Source: 2021-22 and 2022-25 Signed IMA.

The University of Alberta supports the GOA goal to have 100% of programs with WIL and are proud of our accomplishments in support of that goal.

We have increased our target from 89% to 95% in recognition of the fact that we are currently working with AE to make adjustments to our PAPRS data, which may impact the WIL calculation.

Once PAPRS is adjusted we can revisit this target.

Provider	2020-21 Actual	2021-22 Target	2021-22 Actual	2022-23 Target2	2023-24 Target3	2024-25 Target4
University of Alberta	62%	78%	99%	89%	95%	95%
		<b>Tolerance Threshold</b>	4%	5%	7%	7%
		<b>Metric Weighting5</b>	5%	4%	9%	9%

**Notes:**

- 1 In-scope programs exclude: open studies, second language learning, academic upgrading, adult basic education.
- 2 Actuals to be validated against PAPRS data as of July 1, 2023.
- 3 2023-24 target should be equal to or greater than the 2022-23 target plus the 2023-24 tolerance threshold, but not required.
- 4 2024-25 target should be equal to or greater than the 2023-24 target plus the 2024-25 tolerance threshold, but not required.
- 5 Metric weighting is the percent of at-risk funding tied to this metric. Total at-risk funding is 5% in 2021-22, 15% in 2022-23, 25% in 2023-24, 40% in 2024-25.
- 6 All metric weightings add up to 15% for 2022-23. Minimum: 2%, Maximum: 8% for any one metric.
- 7 All metric weightings add up to 25% for 2023-24. Minimum: 3%, Maximum: 13% for any one metric.
- 8 All metric weightings add up to 40% for 2024-25. Minimum: 5%, Maximum: 22% for any one metric.





## FUNDING PERFORMANCE METRIC

### Proportion of Employed Graduates in Jobs Related to their Programs<sup>1</sup>

Source: Graduate Outcome Survey

U of A graduates continue to excel in the labour market.

Given the unpredictability of the employment market, and our lack of direct control over it, we are suggesting a steady state target.

Provider	2018 Actual	2020 Actual	2022 Target	2022 Actual <sup>2</sup>	2024 Target <sup>3</sup>	
University of Alberta	95%	97%	95%	95%	95%	
			<b>Tolerance Threshold</b>	8%	8%	10%
			<b>Metric Weighting<sup>4</sup></b>	3%	N/A	5%

Notes:

- Proportion of domestic graduates from approved programs who state their current job is very or somewhat related to the general skills and abilities acquired by program two years after graduating.
- Actuals were provided to PSIs in January 2023.
- 2024 target should be equal to or greater than the 2022 target plus the 2024 tolerance threshold, but not required.
- Metric weighting is the percent of at-risk funding tied to this metric. Total at-risk funding is 5% in 2021-22, 15% in 2022-23, 25% in 2023-24, 40% in 2024-25.
- All metric weightings add up to 15% for 2022-23. Minimum: 2%, Maximum: 8% for any one metric.
- All metric weightings add up to 40% for 2024-25. Minimum: 5%, Maximum: 22% for any one metric.

## FUNDING PERFORMANCE METRIC

### Administration Expense Ratio<sup>1</sup>

Source: FIR reporting from Data Collection and Reporting System

The U of A runs an administratively lean organization and is targeting to maintain its administrative expense ratio.

Provider	2020-21 Actual	2021-22 Actual	2022-23 Estimate <sup>2</sup>	2023-24 Target <sup>3</sup>	2024-25 Target <sup>4</sup>
University of Alberta	6%	6%	TBD	6%	6%
			<b>Tolerance Threshold</b>	2%	2%
			<b>Metric Weighting<sup>5</sup></b>	3% <sup>6</sup>	5% <sup>7</sup>

**Notes:**

- 1 Expressed as administration expense divided by (total expense - extraordinary expense)
- 2 Please provide an estimate for 2022-23.
- 3 2023-24 target can be similar to previous years.
- 4 2024-25 target can be similar to previous years.
- 5 Metric weighting is the percent of at-risk funding tied to this metric. Total at-risk funding is 25% in 2023-24, 40% in 2024-25.
- 6 All metric weightings add up to 25% for 2023-24. Minimum: 3%, Maximum: 13% for any one metric.
- 7 All metric weightings add up to 40% for 2024-25. Minimum: 5%, Maximum: 22% for any one metric.

## FUNDING PERFORMANCE METRIC

### Research Commercialization<sup>1</sup>

Source: Technology and Innovation annual survey of CARUs

The U of A has been successful in its research commercialization, however, this metric can fluctuate quite substantially. In setting our target we first removed the last two years, as these include amounts related to COVID research, which are anticipated to decrease. Given that this metric is subject to fluctuation, we set our 2023-24 target to the lowest year during the 2016-17 to current period. As this is a key area for the U of A, we have set a growth target for 2024-25.

Provider	2020-21 Actual (Mil)	2021-22 Actual (Mil)	2022-23 Estimate <sup>2</sup>	2023-24 Target <sup>3</sup>	2024-25 Target <sup>4</sup>
University of Alberta	139.76	167.15	118.7M	105.4M	110.7M
			<b>Tolerance Threshold</b>	5%	5%
			<b>Metric Weighting<sup>5</sup></b>	3% <sup>6</sup>	5% <sup>7</sup>

Notes:

- 1 Expressed as sponsored research revenue from industry and non-profit sectors
- 2 Please provide an estimate for 2022-23.
- 3 2023-24 target should be equal to or greater than the 2022-23 estimate plus the 2023-24 tolerance threshold, but not required.
- 4 2024-25 target should be equal to or greater than the 2023-24 target plus the 2024-25 tolerance threshold, but not required.
- 5 Metric weighting is the percent of at-risk funding tied to this metric. Total at-risk funding is 25% in 2023-24, 40% in 2024-25.
- 6 All metric weightings add up to 25% for 2023-24. Minimum: 3%, Maximum: 13% for any one metric.
- 7 All metric weightings add up to 40% for 2024-25. Minimum: 5%, Maximum: 22% for any one metric.

## TRANSPARENCY METRIC

### FLE Enrolment for International Learners by School Year1

Source: LERS Cubes (filtered on select Legal Status of "Visa" or "Other Visa")

The U of A has targeted a steady state for international enrolment.

The global environment is currently unstable, with potential geopolitical tensions that may affect international student mobility and there will be VISA processing delays due to the federal labour disruption. Given this situaion, it will be particularly important to revisit the 2024-25 metric for this target.

Provider	2020-21 Actual	2021-22 Estimate	2021-22 Actual	2022-23 Target 2	2023-24 Target	2024-25 Target
University of Alberta	7,609	7,894	7,894	7,894	7,894	7,894

REVISE

Notes:

- 1 International Learners are Non-Canadian learners attending an approved program within Alberta, and therefore require a visa to attend.
- 2 Actuals to be validated against data in LERS in summer 2023.
- 3 U of A figures do not include "off-shore" students, who had previously been included.