

Minutes of the Board of Governors' Meeting held on March 27, 2001 at 5:00 p.m. in Room 160 Continuing Education Complex

Present:

Mr. Paul Soubry, Chair
 Ms Linda Archer
 Mr. Ron Black
 Ms Colleen Bready
 Ms Angela Busch
 Ms Melanie Crouch
 Mr. Romel Dhalla
 Dr. Harry Duckworth

Mr. Gerald Dureault
 Mr. Steven Fletcher
 Dr. Janet Hoskins
 Dr. Tony Secco
 Dr. Ian Smith
 Dr. Emőke Szathmáry
 Mr. Doug Ward

Also Present:

Dr. Jay Goldstein, UMFA Assessor
 Mr. E. Janzen, GSA
 Dr. Joanne Keselman, Vice-President (Research)
 Mr. Jeff Leclerc, UMSU Assessor
 Dr. Richard Lobdell, Vice-Provost (Programs)

Ms M.J. Loustel, Director, Audit Services
 Mr. Mike McAdam, Vice-President (Administration)
 Ms Jean Zushman, Support Staff Assessor
 Ms Beverly Sawicki, University Secretary
 Ms Lucy Shore, Recording Secretary

Regrets:

Mr. Wayne Anderson
 Mr. Alfred Black
 Ms Darlene Hildebrand
 Mr. Krishna Lalbiharie

Dr. Arthur Mauro, Chancellor
 Ms Shirley Van Schie
 Mr. Ken Shiffman
 Ms Wendi Thiessen

The Chair announced that there would be a presentation by Mr. Alan Simms, Executive Director, Technology Commercialization and Research Services. After a brief introduction by Dr. Keselman, Mr. Simms gave members an overview of Technology Commercialization.

FOR ACTION**1. MINUTES:** January 23, 2001 (Regular, Open Session)

1.1 Approval as circulated or amended

It was moved by Dr. Secco, seconded by Ms Archer:

THAT the Open Session Minutes of March 27, 2001 be approved as circulated.
 CARRIED

1.2 Business Arising

(a) University of Manitoba Web Statistics

Information was provided indicating that the number of "visits" per day to the University's web site, excluding visits to the *Calendar*, was over 90,000 in December 2000. Moreover, 6,000 students are enrolled in 382 credit courses that make use of the Web in teaching.

2. FROM ACADEMIC AFFAIRS COMMITTEE


2.1 Awards

(a) Senate Report on Awards - February 7, 2001

At the April 5, 2000 Senate meeting, the terms of reference for the Committee on Awards were changed to allow the Committee to approve and inform Senate of all new offers and amendments of awards that meet the published guidelines for awards.

At its meeting on February 5, 2001, the Senate Committee on Awards approved eighteen new awards, sixteen award amendments and two award withdrawals (as set out in the report of the Senate Committee on Awards dated February 7, 2001). All these award decisions comply with the published guidelines of November 3, 1999, and are reported to Senate for information.

It was moved by Dr. Szathmáry, seconded by Ms Archer:

THAT the Board of Governors approve the eighteen new awards, sixteen award amendments, and two award withdrawals as set out in Appendix "A" of the report of the Senate Committee on Awards dated February 7, 2001 (as reviewed and received for information by Senate on March 7, 2001).

CARRIED

2.2 Program Proposal

a) B.A. (Advanced) in Music

This proposal was developed jointly by the Faculty of Arts and the School of Music, with Arts being responsible for administration and Music teaching the courses. All courses in the program are already being taught by the School of Music, and no new courses are being introduced. The program will provide an opportunity for students to major in Music's academic areas "without the requirement for the extensive study of music performance" which is required for a Bachelor of Music degree. It will instead focus on musical historical and analytical comprehension.

This type of collaboration was recommended by the University of Manitoba Task Force on Strategic Planning, and has also been advocated by the Council on Post-Secondary Education.

The program will require no additional operating or capital costs.

It was moved by Ms Archer, seconded by Mr. Dureault:

THAT the Board of Governors approve the proposal from the Faculty of Arts dated November 12, 1998 for a B.A. (Advanced) in Music (as endorsed by the report of the Senate Committee on Curriculum and Course Changes dated January 23, 2001 and the report of the Senate Planning and Priorities Committee dated January 30, 2001, and as approved and recommended by Senate on March 7, 2001).

CARRIED

2.3 Proposal to Establish a Chair in Evidence-based Child Health

1. Section 2.1 of Policy 428 on *Chairs and Professorships* outlines the steps



to be followed in the establishment of Chairs or Professorships. In accordance with that policy, the Senate Committee on University Research is recommending the establishment of a Chair in Evidence-based Child Health. The proposal was developed by the Department of Pediatrics and Child Health.

This Chair will "provide leadership, scholarship and mentorship in clinical epidemiology" at the University.

- 2. At its meeting on March 7,2001, Senate approved and recommended to the Board of Governors the establishment of a Chair in Evidence-based Child Health.
- 3. In keeping with the terms of Policy 416 on *Naming of Chairs and Professorships*, the Senate Committee on Honorary Degrees considered and recommended a request that the proposed Chair be named the *Robert Wallace Cameron Chair in Evidence-based Child Health*. Senate approved the recommendation, subject to Board approval of the establishment of the Chair.

It was moved by Ms Archer, seconded by Dr. Duckworth:

THAT the Board of Governors approve the proposal to establish the *Robert Wallace Cameron Chair in Evidence-based Child Health* (as set out in the report of the Senate Committee on University Research dated February 5, 2001, and the report of the Senate Committee on Honorary Degrees dated February 1, 2001, and as approved and recommended by Senate on March 7, 2001).

CARRIED

2.4 Research Centres and Institutes - Report of the Senate Committee on University Research

In accordance with the terms of Policy 1405 on Research Centres, Institutes and Groups, three review sub-committees conducted reviews of the following:

- (1) Centre for Defence and Security Studies;
- (2) Winnipeg Institute for Theoretical Physics; and
- (3) Centre for Applied and Professional Ethics.

In each case, the sub-committee determined that a full review was not warranted and that the centre or institute should continue for a further five-year period. The Senate Committee on University Research agreed that each of the above organizations is "meeting both the general expectations of university research centres/institutes and the specific objectives of the particular centre/institute; and that the activities of each centre/institute reflected positively on the general reputation of the University."

It was moved by Ms Archer, seconded by Dr. Smith:

THAT the Board of Governors approve the report of the Senate Committee on University Research dated February 6,2001 regarding the Centre for Defence and Security Studies, the Winnipeg Institute for Theoretical Physics, and the Centre for Applied and Professional Ethics (as approved and recommended



3. FROM EXECUTIVE COMMITTEE - none

4. FROM FINANCE AND ADMINISTRATION COMMITTEE

4.1 Amendment to Section 9.2.1 of the Traffic and Parking Regulations at the University of Manitoba (pulled from the agenda)

4.2 Board and Room Rates 2001-2002

This change has been necessitated in large part by the recent rate increases in natural gas; should these rates go back down, the board and room rates will be revisited as a result.

It was moved by Mr. Ward, seconded by Dr. Secco:

THAT the Board approve an increase of 5% in board rates and a 3% increase in room rates of university residences.

CARRIED

Mr. R. Black, Ms Bready, Mr. S. Fletcher, and Ms A. Busch abstained.

4.3 Audit Committee Terms of Reference

Section 9.6.3 of Board of Governors Bylaw 3.00 makes reference to a "Schedule A" that would define the role of the Finance and Administration Committee in dealing with audit-related matters. However, such a schedule was not developed. A draft "Schedule A" was presented for review and comment at the January 9th Finance and Administration Committee Meeting. Also presented at the January 9th meeting, was a document that summarized the results of an e-mail survey conducted with Canadian universities regarding audit committees.

The summary document represented that eleven of the thirteen university respondents use a separate audit committee model to handle audit-related matters. The other two universities address the audit committee functions within their finance committee mandate - similar to the model we currently use. Current literature indicates increasing focus on effective governance and accountability. Predominantly, it is recommended that organizations adopt an independent audit committee model and follow best practice principles relating to the committee's role in financial and internal control oversight, relationship with internal and external auditors, and diligence in dealing with management and auditors alike.

The new proposed section 15 "Audit Committee" facilitates the University's adoption of an audit committee model and best practice principles relating to the committee duties.

The rationale for deleting sections 8.7.3, 9.6.2(m) and 9.6.3 is as follows:

- (a) Section 8.7.3 states that the Executive Committee reviews the quarterly environmental and safety risk reports. This responsibility has been transferred to the proposed Audit Committee.



- (b) Section 9.6.2(m) states that the Finance Committee recommends to the Board respecting the appointment of auditors for student organizations. This responsibility has been transferred to the proposed Audit Committee.
- (c) Section 9.6.3 states that the Finance and Administration Committee acts as the Audit Committee. This section must be deleted in order to be consistent with the new section 15 which establishes a separate Audit Committee.

It was moved by Mr. Ward, seconded by Dr. Secco:

THAT Bylaw 3.00 "The Board and Its Committees" be revised as follows in order to authorize the formation of an Audit Committee of the Board:

- 1. Delete section 8.7.3, section 9.6.2(m) and section 9.6.3, and renumber the remaining sections as necessary.
- 2. Renumber the existing section 15 as section 16. 3. Add a new section 15 which reads as follows:

"15.0 Audit Committee:

15.1 There shall be a standing Committee of the Board known as the Audit Committee of the Board.

15.2 Membership:

15.2.1 Ex-officio (voting):

- (a) The Chair of the Board or designate;
- (b) The Vice-Chair of the Board; and
- (c) The Chair of the Finance and Administration Committee or designate.

15.2.2 Elected Members:

- (a) Two members of the community with the qualification of Chartered Accountant and/or with senior executive experience.

15.2.3 Ex-officio (non-voting):

- (a) The President;
- (b) The Vice-President (Administration);
- (c) The University Secretary.

15.2.4 Resource Persons when needed (non-voting):

- (a) Comptroller;
- (b) Director Audit and Advisory Services or designate.

15.3 Term of Office:



15.3.1 The term of office of an *ex-officio* voting¹ member of the Audit Committee shall be for a period not exceeding three years following such person's election and shall sooner terminate when such person ceases to be a member of the Board, or resigns, or when such person's membership in the Audit Committee is sooner terminated by the Board.

15.3.2 The term of office of an elected member of the Audit Committee shall be for a period not exceeding two years, to be designated at the time of election, whenever necessary, to result in the retirement of at least one member at each meeting of the Board in June and the election of such person's successor, and shall sooner terminate when such person resigns or when such person's membership in the Audit Committee is sooner terminated by the Board.

15.4 Chair:

The Audit Committee shall be chaired by the Vice-Chair of the Board. In the absence of the Vice-Chair from a meeting, the Audit Committee shall appoint a chair for that meeting from amongst its members.

15.5 Secretary:

The University Secretary shall be the Secretary of the Committee.

15.6 Duties of the Audit Committee:

The Audit Committee shall:

15.6.1 consider, report, and make recommendations to the Board on such matters as may be referred to it by the Board;

15.6.2 facilitate the consideration by the Board of matters relating to the adequacy of risk management and internal control, including reliable financial reporting, and compliance with regulatory matters and with University policy;

15.6.3 meet with the external auditor prior to the commencement of the financial audit, to review the scope and extent of the proposed examination and to discuss any matters of interest related to the audit engagement and the University operations;

15.6.4 meet with the external auditor to review the draft financial statements of the University and the results of the audit examination, including review of any management recommendations made by the external auditor to University Administration;

15.6.5 recommend Board approval of the audited financial statements

¹The clause was amended by the Board by inserting the word "voting."



of the University;

15.6.6 review and recommend to the Board on the terms of reference, scope and mandate of the Audit Services Office, the annual internal audit plan and periodic reports submitted by the Audit Services Office;

15.6.7 meet with either the external or internal auditor on a periodic basis as needed to discuss any matter which should be brought before the Committee.

15.6.8 review University risk assessment and risk management practices, risk evaluation reports such as the quarterly report on environmental and safety risk assessments;

15.6.9 review on an annual basis insurance coverage;

15.6.10 review on a periodic basis issues relating to board members' personal liability;

15.6.11 recommend to the Board the appointment of auditors for the student organizations; and

15.6.12 recommend to the Board the engagement of such special audits or studies as the Committee considers necessary.

15.7 Power of the Audit Committee:

The Audit Committee shall have power and authority to make such recommendations to the Board, and undertake such consultation or audit, as it deems proper for reviewing the adequacy of risk management and internal control, reliable financial reporting, and compliance with regulatory matters and with University policy."

CARRIED

4.4 Policy 320, Audit Services Office

Policy 320 reflects the contemporary role of internal audit and its relationship with the Board. A draft of this policy was presented for review and comment at the January 9th Finance and Administration Committee meeting. The policy has been revised from the January 9th version to reflect the recently approved version of the IIA Standard 2130 Governance and the recommendation to authorize the formulation of an audit committee of the Board. The policy is now presented with recommendation for approval by the Board of Governors at the March, 2001 meeting. The policy was circulated to all members.



It was moved by Mr. Ward, seconded by Dr. Duckworth:

THAT the Board approve Policy 320, Audit Services Office as set out in the draft document dated March 6, 2001.

CARRIED

- 4.5 *The Freedom of Information and Protection of Privacy Act (Manitoba) and The Personal Health Information Act (Manitoba).*

The proposed policy, circulated to members, sets out how the University will oblige *The Freedom of Information and Protection of Privacy Act (Manitoba) and The Personal Health Information Act (Manitoba)* legislations.

It was moved by Mr. Ward, seconded by Mr. R. Black:

THAT the Board of Governors approve the policy on *The Freedom of Information and Protection of Privacy Act (Manitoba) and The Personal Health Information Act (Manitoba)*, as set out in the draft proposal dated December 4, 2000.

CARRIED

5. NEW BUSINESS

- 5.1 *Ad Hoc* Committee of Election: Procedures for Election of a Chancellor

At its meeting on February 26, 2001, the *ad hoc* Committee of Election reviewed the procedures for the Election of the Chancellor. Section 4.2 of the procedures states:

The names of the candidates shall remain confidential; *curricula vitae* shall be circulated at the meeting on the day of the election with the exception that eligible members of the committee of Election may peruse the documentation in the Office of the University Secretary on the day prior to the election. Similar arrangements will be made for the Bannatyne campus. Notice of the opportunity shall be included in the notice of meeting of the Committee of Election along with a cautionary note regarding the confidentiality of the documentation and the names of the candidates. The *ad hoc* Committee had a discussion regarding whether the full "*curriculum vitae*" or the short biographical summary of the person nominated should be circulated at the meeting on the day of the election.

It is the Committee's belief that this recommendation meets the spirit of Section 4.2 of the procedures. Members of the Committee of Election may peruse the full "*curriculum vitae*" for each candidate the day prior to the election.

It was moved by Ms Archer, seconded by Mr. Ward:

THAT the short biographical summary of each nominee (*i.e.*, no more than two pages each) be circulated at the Committee of Election meeting on April 4, 2001.

CARRIED

FOR RATIFICATION



6. FROM THE EXECUTIVE COMMITTEE

6.1 Alumni Representative - Board of Governors

The Office of the University Secretary received correspondence from the Alumni Association regarding the election of an alumni representative to the Board of Governors. The Board of Directors of the Alumni Association nominated Mr. Wayne Anderson for re-election. No other nominations were received by the closing date for nominations.

The Alumni Association's Bylaw 10.0 states:

In the event that only a single candidate is nominated, the board of the Association shall appoint that candidate to succeed the elected member whose term is about to expire. This appointment is subject to the approval of the Board of Governors who, under Section 12(4) of *The University of Manitoba Act* (the Act), may take alternative steps to fill the vacancy.

The Act, Section 12(4) states:

In default of any nomination by the alumni association or by the graduates as aforesaid within the time fixed by the regulations of the board, the board may fill the vacancy by appointment, or may take such steps as it may deem expedient to procure nominations to be made and may hold a special election to fill the vacancy.

It was moved by Mr. Dureault, seconded by Mr. R. Black,

THAT, pursuant to Section 12(4) of *The University of Manitoba Act*, the Board of Governors approve the appointment of Wayne Anderson as the alumni representative on the Board of Governors for a second term 2001-2004.

CARRIED

6.2 University of Manitoba Membership in CommonFund

The Trust Investment Committee at its meeting of February 1, 2001, unanimously approved the appointment of CommonFund to manage the USA and non-North American portfolios of the University Investment Trust (UIT). This approval, and hence the recommendation above, is consistent with the provisions of the Investment Policy Statement which was approved by the Finance and Administration Committee and the Board of Governors in January, 2001. Currently, the total estimated market value of the portfolio that would be transferred to CommonFund is \$68 million, representing 40% of the UIT. CommonFund specializes in university endowments with over 1,400 college and university clients across the USA and Canada, and over \$26 billion under management. CommonFund is a manager of managers, not a portfolio manager, which draws on its considerable resources and expertise to select managers for each of its investment funds and to evaluate manager performance. They are also experts in governance plans for endowments and offer extensive educational programs for University administrators and Investment Committee members. Membership will allow the University of Manitoba to draw on their expertise and to take advantage of a multi manager approach in its investment strategy.

It was moved by Dr. Secco, seconded by Mr. Ward:



THAT the University of Manitoba become a member of The CommonFund for NonProfit Organizations ("CommonFund"), a New York Membership corporation, pursuant to the Constitution, ByLaws and Rules of CommonFund, thereby becoming entitled to invest in the various investment funds established and maintained or sponsored by CommonFund.

FURTHER, to authorize Representatives holding the following offices in the University of Manitoba to act on behalf of the University of Manitoba in all matters relating to CommonFund:

- The Vice-President (Administration)
- The Comptroller
- The Associate Comptroller

CARRIED

6.3 Transfers in blank in connection with all stock certificates, bonds and debentures held by the University

It was moved by Mr. Ward, seconded by Dr. Duckworth,

THAT the resolution (with respect to transfers in blank in connection with all stock certificates, bonds and debentures held by the University) dated February 15th, 2000 be amended by the deletion of Claudia Weselake as signor and with the replacement of Wayne Anderson as signor.

CARRIED

FOR INFORMATION

7. REPORTS

7.1 Report of the President

The President briefly reviewed her written report which was divided into

Part A:

- Academic Matters (Activities and Special Achievements)
- Research Matters
- Administrative Matters
- External Matters (Special Events and Communications)

Part B:

- Notable Events (External)

Dr. Szathmáry ^{Bmm} she has authorized an increase from 25 to 27 - 29 students in the Faculty of Dentistry. The final number is somewhat flexible in order to provide space for students who may need to repeat first year. The increase does not require additional faculty.

Dr. Keselman noted that

- all 4 applications to the New Opportunities Program (CFI) were successful;
- preliminary results indicate that NSERC grants will be up substantially; and
- her Office is currently awaiting the results from the Canada Research Chairs

Bmm

Mr. McAdam reported that

- there are extensive capital projects planned for the next five years;
- the energy conservation program has shown that it will result in \$2 million savings per year once the initial costs have been recouped. The project has been so successful that the University received a North American award;
- the grain storage facility is almost 97% complete; and
- he attended a two-day joint meeting between AESES and Human Resources of both University of Winnipeg and University of Manitoba. The two days were very productive, resulting in model which they feel will prove useful in future negotiations.

Dr. Lobdell reported that

- enrolment in University 1 had increased 4 - 5% in each of the last two years; based on applications it is anticipated to be about the same as last year.

7.2 Report of the External Relations Division

The External Relations Division is comprised of Alumni Affairs, Public Affairs and Private Funding. The Division reports directly to the President of the University of Manitoba, and, twice a year, submits a written report to the Board of Governors. The report was circulated to members.

7.3 Report of the President of UMSU

Mr. Fletcher highlighted the following:

- the President and Vice-President elect of UMSU for 2001-2002 are Nick Louizos and James Kusie, respectively. They will assume office May 1, 2001;
- UMSU has approved a surplus budget which will enable them to create a rainy day fund;
- a "thank you" to all members who attended the fund-raising dinner and thus contributed to the Scholarship and Bursary Fund; and
- an invitation to a talk he was presenting at the Chamber of Commerce with respect to universities in the 21st century.

In addition,

- Ms Bready reported that she had attended a recent CASA conference where the students had an opportunity to meet various officials from federal student loan and scholarship programs.



FROM THE ACADEMIC AFFAIRS COMMITTEE

8.1 Revised Academic Schedule 2001-2002

At the meeting of January 3, 2001, Senate approved an amendment to the academic schedule for 2001-2002 such that the first day of the second term was changed to January 3, 2002. At the same time, the Director of Student Records was authorized to make any consequential changes to the schedule.

The schedule incorporating the above changes was circulated for information.

8.2 University Discipline Committee Annual Report - September 3, 1999 to August 31, 2000

The University Discipline Committee presents an annual report on student disciplinary matters. This report covers the period from September 1, 1999 to August 31, 2000. It is divided into two parts, one dealing with varying forms of academic dishonesty, and the other relating to matters involving inappropriate behaviour.

8.3 Canadian Forces University Program Annual Report - September 1, 1999 to August 31, 2000

The annual report covers the period from September 1, 1999 to August 31, 2000, and marks the twenty-sixth year of this unique and highly successful program.

As a result of the Canadian Forces University Program (CFUP):

1. over 1000 Canadian Forces personnel and their dependants have obtained a degree on their own time;
2. the Department of National Defence, in keeping with its Defence 2000 commitment to life-long learning, has benefitted by more educated and motivated personnel; and
3. the University of Manitoba received over \$722,000 in tuition fees from CFUP students in the past year.

8.4 Senate Committee on Honorary Degrees - Naming of Spaces

In keeping with the terms of Policy 227 on *Naming of Buildings, Parts of Buildings and Special Units*, the Senate Committee on Honorary Degrees received and approved a request to name the library in the Kipichiwin building at the Delta Marsh Field Station as the *Alice K. Chambers Memorial Library*.

8.5 Correspondence from Vice-Provost (Programs)

The Council on Post-Secondary Education (COPSE) has advised that it approved the University's proposal to establish a PhD program in Natural Resources and Environmental Management on January 12, 2001.

The Vice-Provost (Programs) has authorized implementation of the program.



COPSE has also advised that it has approved the University's proposal to convert the diploma in periodontics to a Master's of Dentistry in Periodontics, and the diploma in oral and maxillofacial surgery to a Master's of Dentistry in Oral and Maxillofacial Surgery.

8.6 Report of the Vice-President (Research) January/February, 2001

Dr. Keselman reported on the following areas:

- Honours and Distinctions
- Grants Received and/or Applied for
- Contracts Received
- Office Activities

- 9. FROM THE EXECUTIVE COMMITTEE - None
- 10. FROM FINANCE AND ADMINISTRATION COMMITTEE - None
- 11. MOTION: CLOSED SESSION

It was moved by Dr. Secco, seconded by Ms Archer:


THAT the Board move into Closed and Confidential Session.

CARRIED

24. MOTION TO ADJOURN

It was moved by Mr. R. Black, seconded by Dr. Secco:

THAT the meeting adjourn.



 Chair



 University Secretary

