



UNIVERSITY
OF MANITOBA

**Minutes of the Meeting of the Board of Governors
Open Session
November 15, 2011**

The meeting was held at 4:00 p.m. in the Alan A. Borger Sr. Executive Conference Room, E1-270 EITC.

Present: J. Lederman, Chair
J. Leclerc, University Secretary

D. Barnard	A. Berg	T. Bock	P. Bovey	E. Bowness	R. Dhalla
J. Embree	M. Forsen	N. Halden	G. Hatch	J. Hoskins	S. Jasper
M. Labine	P. Nawrot	B. Passey	N. Rashid	M. Robertson	H. Sectar
C. Tapp	M. Whitmore	R. Zegalski			

Assessors Present:

R. Howard B. McKenzie

Officials Present:

S. Foster D. Jayas J. Kearsey J. Keselman D. McCallum T. Voss

Also Present:

Joanna Graham, Manitoban Reporter

1. **Announcements**

The Chair commented on a presentation made the previous week regarding the Knowledge Infrastructure Program projects. A video was played from that presentation.

2. **Approval of the Agenda**

It was moved by Ms. Bovey and seconded by Ms. Forsen:

THAT the agenda for the November 15, 2011 Open Session be approved as circulated.

CARRIED

3. **Minutes**

3.1 Open Minutes

It was moved by Mr. Zegalski and seconded by Ms. Hatch:

THAT the minutes of the September 27, 2011 Open Session be approved as circulated.

CARRIED

4. Unanimous Consent Agenda

The Chair asked whether any member had concern with any of the items on the Consent Agenda. No items were identified to be dealt with separately.

It was moved by Ms. Bovey and seconded by Ms. Jasper that the Board of Governors approve and/or receive for information the following:

THAT a \$3.50 per credit hour contribution be assessed against the students in the Faculty of Human Ecology for a two year term commencing in the fall of 2012 as outlined in the letter from Gustaaf Sevenhuysen, Dean, Faculty of Human Ecology, dated September 29, 2011.

THAT a \$2.00 per credit hour contribution be assessed against the students in the School of Dental Hygiene for a three year term commencing in the fall of 2012 as outlined in the letter from Joanna Asadoorian, Director, School of Dental Hygiene, dated September 22, 2011.

THAT the Board of Governors approve one new offer and one amended offer, as set out in Appendix A of the Report of the Senate Committee on Awards - Part A [dated September 26, 2011].

THAT the Board of Governors approve the Report of the Senate Committee on Awards - Part B [dated September 26, 2011].

Statement of Intent: Bachelor of Nursing Science

THAT the Board of Governors approve the proposal for a Ph.D. in Nursing [as recommended by Senate November 2, 2011].

CARRIED

5 Report from the President

Dr. Barnard began by announcing that Mrs. McCallum had submitted her notice of retirement after working at this University for 40 years. He observed that this would be a substantial change for the University but that Mrs. McCallum was flexible about the precise timing of her departure, leaving sometime before the end of 2012.

Dr. Barnard reported that a retreat had been held the previous day with Deans and the Executive team, primarily dealing with the capital campaign and the beginning of the budget process. He also informed the Board that a reception for entrance scholarship winners and their parents had been held the previous evening, observing that the pride of the parents was inspiring.

Lastly, Dr. Barnard stated that there had been a media release released last Thursday regarding the Lukacs matter. Mr. Kearsey noted that there may be more coverage in the Winnipeg Free Press in the near future.

6. NEW BUSINESS

6.1 Alumni Association Election Process

Mr. Leclerc stated that this item related to regulations around the election of Alumni representatives to the University Board of Governors. He added that there were 130,000 eligible voters and the balloting will be managed by a company which manages online voting. He added that this process is for 2012 only and that a generic process would be mapped out for upcoming annual elections. Mr. Dhalla commented that past practices allowed for too much flexibility and that because it led to ambiguity, a more formal process would be welcome.

It was moved by Dr. Embree and seconded by Mr. Zegalski:

THAT the Board of Governors approve the proposed Alumni Association Election Process for 2012.

CARRIED

7. FROM FINANCE, ADMINISTRATION & HUMAN RESOURCES

7.1 Policy: Outside Activities for Support Staff

It was moved by Mr. Zegalski and seconded by Dr. Halden:

THAT the Board of Governors approve the revised Policy: Outside Activities for Support Staff.

CARRIED

7.2 Policy: Stipends for Academic Administrators

Mrs. McCallum stated that the University used a number of different types of stipends and that it tended to lead to some confusion about which ones constituted pensionable earnings and which did not. She added that the purpose of the policy was to remove any ambiguity and to centralize the management of stipends by Human Resources. Dr. Whitmore asked whether this policy would result in any change to stipends for Associate Deans and Department Heads. Mr. Voss indicated there would be no change for either group.

It was moved by Mr. Zegalski and seconded by Ms. Forsen:

That the Board of Governors

- 1) rescind the current Policy: Stipends for Academic Administrators (June 16, 2009); and**
- 2) approve the new Policy: Stipends for Academic Administrators.**

CARRIED

8. FROM GOVERNANCE & NOMINATING

8.1 Board of Governors Internal Review and Assessment

The Chair informed the Board that this item had been approved by the Governance and Nominating Committee in April. She explained that the process consists of individual self-assessments based on the skills matrix as well as an assessment by the Chair and a survey. She added that the Governance and Nominating Committee will use these assessments to make recommendations to the appointing bodies so that the Board is being proactive in identifying skillsets to fill any gaps.

It was moved by Ms. Bovey and seconded by Dr. Embree:

THAT the Board of Governors approve the Internal Review and Assessment Process.

CARRIED

8.2 New Meeting model for the Board of Governors

The Chair summarized the submission, stating that the key to it is reducing the number of Board meetings from seven to six annually and having more in-depth discussions on strategic areas. She reminded Board members that the meetings have always been set for 4:00 p.m. to 7:00 p.m. even though the expectation and practice has been to end by 6:00 p.m. and noted that under the new meeting model the meetings will likely be three hours long. She then explained that there would be three policy/strategy meetings and three business meetings per year. Further, she stated that some business matters may creep into the strategy meetings, particularly in the beginning, but that would not be the intention. She then added that this new model could not be allowed to delay the necessary work of the Board so some flexibility and ongoing monitoring would be needed. Lastly, the Chair noted that this model would allow discussion of some bigger issues and provide opportunities for education on matters where the Board needs a better understanding.

Dr. Barnard stated that the management team agrees that this model brings with it the potential for some exciting and useful conversations. He also added that the executive team will work with the Governance and Nominating Committee to develop a list of topics for the upcoming year.

Mr. Dhalla asked whether this type of meeting model was in use at other universities. Ms. Lederman responded that there are many different models in use across Canada, but that there is currently a movement towards generative thinking at the Board level and this model has been developed in response to that. Mr. Dhalla then commented that in his opinion it was an exciting change to the way the Board of Governors operates. Ms. Tapp echoed Mr. Dhalla's comments, and asked whether the new model would require that more decisions are made by the Executive Committee. She added that if this were the case the UMSU and the GSA should each have a representative on the Executive Committee, noting that UMSU does not currently have representation on that Committee. Ms. Lederman responded that it is typical for Boards to use their Executive Committee between meetings, but that the University Board has not done that

very much. She added that she hoped it would stay that way. She also added that she would take Ms. Tapp's suggestion back to the Governance and Nominating Committee. She then stated that she felt it would not be good to push decision making by only a small group. Ms. Bovey suggested that the Governance and Nominating should track the number and type of decisions made by the Executive Committee under the new model. Mr. Leclerc then stated that a special meeting of the Board could be called if that were ever necessary. Ms. Forsen requested that the full Board receive a short brief after decisions are made by the Executive. Ms. Lederman responded that all decisions are and would continue to be reported to the Board for information. Ms. Howard noted that the board room may not be the best room to use for a strategy/policy discussion and Ms. Lederman took that under advisement.

Ms. Forsen also echoed Mr. Dhalla's comments, adding that it would be necessary to ensure that the Executive Committee doesn't end up handling all decisions. Ms. Lederman responded that she is sensitive to that concern and that the Board would not be allowed to get in the way of the business of the University going ahead. Dr. Barnard observed that as the new model is implemented and used there would be some learning and adjustments to be made. Dr. Whitmore agreed that the change was exciting, and noted that staff recommendations sometimes had to be dealt with quickly and that should not be impeded.

Ms. Lederman then informed the Board that the January meeting would be the first strategy/policy meeting and that it may have to be rescheduled.

It was moved by Ms. Bovey and seconded by Chancellor Sector:

THAT the Board of Governors approve the change in the structure and timing of Board meetings, effective January, 2012.

CARRIED

9. FROM AUDIT & RISK MANAGEMENT

9.1 Revised Terms of Reference

Ms. Bovey, Chair of the Audit & Risk Management Committee (ARMC), stated that the reason for periodically reviewing terms of reference was to improve efficiency and effectiveness; the ARMC reviewed its terms of reference, its mandate, and its function in response to some new questions asked by the External Auditor. She added that the new terms of reference would ensure enhanced focus on risk management and clarify the roles and expectations of the Committee, Management, Audit Services, and the external auditor. She explained that the Committee would now meet four times yearly instead of three, and would follow a work plan which would ensure the necessary work is completed at the correct time. Additionally, she added, each meeting will start with a list of regular agenda items so that all areas report regularly on any concerns, and will end with an in camera session with the Director of Audit Services. Ms. Bovey also reported that the Annual Audit Plan would become a broader two year plan based on the Risk Framework currently being developed. She added that the Director of Audit Services and the Risk Manager would work together to develop this plan.

Ms. Forsen stated that she liked the layout and the additional detail provided in the new terms of reference, adding that they would bring clarity to the mandate and authority of the Committee. Further, she stated her hope that other Committees' terms of reference would be similarly reviewed.

Ms. Lederman informed the Board that some Committees have external members who contribute a great deal to their work, adding that Don Solman, Vice - President of Finance at James Richardson International, and Keith Findlay, a Chartered Accountant and former Chair of the Board, were external members on ARMC and each played an important role in developing the revised terms of reference. Ms. Bovey thanked Mr. Solman for preparing the draft under consideration. Finally, Ms. Bovey observed that the new terms of reference will put the Committee in a much stronger position to fulfill its responsibilities.

It was moved by Ms. Bovey and seconded by Ms. Forsen:

THAT the Board of Governors approve revised Terms of Reference for the Audit & Risk Management Committee.

CARRIED

11. UPDATES

11.1 Update from the UMSU President & GSA President (oral)

Ms. Tapp reported that her Executive had been very busy and that she met recently with Alan Simms regarding the walkway lighting and with Neil Marnoch regarding early registration for student leaders. She also informed the Board that in partnership with Housing & Student Life, UMSU had sent eight students to Calgary for a conference on student leadership. Lastly, she reported that UMSU was working on 170 holiday hampers for struggling students and their families, and that Alan Gold, a Residence student, had collected, donated, and challenged others to donate toys. He has collected 411 toys in the last year. Ms. Tapp then added that Celebration week would be held the last weekend in January and that exciting speakers were being lined up.

Dr. Barnard asked whether there was a specific amount to sponsor a hamper. Ms. Rashid responded that they would accept food items, toys, or cash and that each hamper would cost between \$50 and \$100. Dr. Barnard responded by challenging Board members to donate, stating that he would match each person's first \$50 donation. Ms. Bovey suggested that all members be put on the mailing list for donations. Ms. Rashid suggested that those interested could call the UMSU main office.

Mr. Nawrot reported that the renovation of the GSA Lounge and office was underway and that it would be soundproof and audiovisual equipment would be installed. He also reported that the GSA was sending eight students to a conference in Calgary and would be sending seven more students to the Canadian Federation of Students General Meeting in Ottawa. Mr. Nawrot

indicated that GSA had created a committee to consider Aboriginal Excellence, especially what is working and challenges and suggestions for change. Lastly, he reported that some improvements have been made to the endowment fund to allow more types of grants instead of only travel grants, and to double departmental grants.

MOTION TO MOVE TO CLOSED AND CONFIDENTIAL SESSION

It was moved by Ms. Tapp and seconded by Mr. Nawrot:

THAT the meeting move into Closed and Confidential Session.

CARRIED

It was moved by Mr. Nawrot and seconded by Ms. Jasper that the meeting adjourn.

CARRIED

The meeting adjourned at 5:50 p.m.

Chair

University Secretary