



**Minutes of the OPEN Session of the
Board of Governors
November 29, 2022, at 4:00 p.m.**

Present: L. Hyde, Chair
J. Leclerc, Secretary

J. Anderson	M. Benarroch	A. Bindra	D. Brothers	J. DeSouza-Huletey
I. Fakankun	D. Finkbeiner	K. Lee	L. Magnus	A. Mahon
K. Osiowy	J. Oyeyode	S. Prentice	A. Raizman	V. Romero
S. Sekander	J. Taylor			

Regrets:
C. Cook V. Koldingnes W. Lazarenko N. Murdock D. Roussin

Absent:
S. Li J. Rykiss

Assessors: M. Shaw S. Woloschuk

Officials: N. Andrew D. Hiebert-Murphy M. Pinto M. Watson

Presenters: J. Martin

ANNOUNCEMENTS

The Chair began the meeting by acknowledging that the University of Manitoba is located on the original lands of the Anishinaabeg, Cree, Oji-Cree, Dakota, and Dene peoples and on the homeland of the Métis Nation, acknowledging and respecting the treaties made on these lands and committing to resolving harms and mistakes of the past.

The Chair expressed her hope that the Board will continue to work together in a spirit of trust and collaboration to fulfill its fiduciary duties in the best interest of the University as a whole, always demonstrating the highest respect for each other, for students, faculty, and staff and the community the University serves.

The Chair invited Chancellor Mahon provide remarks about the UMSU Holiday Hampers. Chancellor Mahon addressed the need for students and their families and offered a friendly challenge that she will match any donations made by Board members to the UMSU Holiday

Hampers. She invited Ms. Romero to provide further details on the UMSU Holiday Hamper Program. Ms. Romero shared that in 2021, UMSU helped 230 families over the holiday season through the hamper program. She explained that gift cards for groceries, in addition to hygiene products and toys will be handed out, adding that she will provide details regarding the hamper program and how to donate. The Chair thanked Chancellor Mahon for her kindness and generosity, noting that details on the UMSU Holiday Hamper Program will be shared with Board members shortly.

In response to the question, Ms. Romero shared that many students have and continue to request for hampers this year, and although UMSU does not have a total number of hamper requests thus far, the need overall is high. She noted that the UMSU Hardship Fund allocates \$20,000 per to year for students in need, sharing that prior to the first day of fall classes, \$11,000 from this fund had already been given to students in need. Ms. Sekander shared that graduate students are facing similar financial struggles. She explained that UMGSA also has a hamper program, sharing that they are working with the Vice-Provost (Students) in expanding this program to allow for donations, adding that UMGSA is seeing an 8-10% increase in the need for hampers from graduate students this year.

FOR ACTION

1. APPROVAL OF THE AGENDA

It was moved by Ms. Sekander and seconded by Ms. Lee:

THAT the agenda for the November 29, 2022 meeting be approved as circulated.

CARRIED

2. MINUTES (Open) Session

2.1 Approval of the Minutes of the September 28, 2022 Open Session as circulated or amended.

It was moved by Ms. Sekander and seconded by Mr. Osiowy:

THAT the minutes of the September 28, 2022 Open session be approved as circulated.

CARRIED

2.2 Business Arising

There was no business arising from the minutes.

3. PRESENTATION

The Chair welcomed and introduced Dr. Mario Pinto, who began his term as Vice-President (Research and International) on October 1, 2022.

Dr. Pinto thanked the Chair for the introduction and began by acknowledging and paying respect to the traditional owners of the land, to the traditional Elders past and present, and to all Indigenous peoples.

In providing an overview of the Vice-President (Research and International) portfolio, Dr. Pinto explained that he oversees four research units, six research centres and 75 FTE (Full-Time Equivalent) positions, in addition to research development efforts that provide support to faculty and students funding applications for external grants. He shared that the overall goal and mission of his office is to support researchers and research training through:

1. Providing individuals who can assist researchers in applying for grants and achieving performance
2. Platforms and infrastructure (ranging from computer infrastructure to physical infrastructure)
3. Processes, that include policies, procedures, and guidelines to help researchers navigate compliance

Dr. Pinto shared that the overall goal and mission is impact at local, national, and global level. He noted that he is thrilled to be able to build on the wonderful legacy left by his predecessor Dr. Digvir Jayas.

In speaking on the University's research income, Dr. Pinto explained 2020/21 had a total sponsored research income of \$231 million dollars. He explained that while the University does very well in receiving funding from other sources such as foundations and partnerships, he shared that the University receives about 49% of research funding from federal sources. with about seven percent of research funding received provincially. Dr. Pinto shared his concerns with this, adding that discussions are occurring with Research Manitoba.

Dr. Pinto provided an overview of the topics occupying research and innovation communities locally, nationally, and internationally. He explained that conversations within the research community continue to occur between fundamental research (discovery), and innovation or commercialization (applied research). He shared that universities focus on the fundamental research, or discovery, noting that occasionally and very seldomly, true innovation occurs. Dr. Pinto explained true innovation as economic or societal impact that can lead to behavioral change, adding that this can also provide tension within the university, in determining how research can entail both. Dr. Pinto shared the push towards commercialization, noting the importance in providing pathways to facilitate the pathways in moving towards that direction.

Dr. Pinto explained that research, development, and delivery can each be intertwined within one another, noting that there is not one single pathway through the process of attaining the end goal. He shared the importance of collaboration and engaging the correct partners, as those doing to research may be different from those responsible for the delivery and development.

Dr. Pinto explained that the Smartpark Innovation Hub will become a portal to and from the University of Manitoba, adding that the expansion of activities will allow UM researchers the ability to collaborate with companies, and receive professional help from industry in providing regulatory, licensing, and global market knowledge.

In referring to a model of innovation continuum, Dr. Pinto explained the need for universities to gain a better understanding and knowledge of market validation, market penetration and market expansion, adding that the university needs to bring in the appropriate partners to do so. Dr. Pinto shared that this model will be explored by the University of Manitoba.

Dr. Pinto provided an overview on several principles:

- Collaboration: bringing different disciplines together in imaginative combinations
- Creativity: being creative and bold, we are generally risk adverse as an academic community, there is a need to return to our creative roots
- Dialogue: the art of dialogue has been lost, we need to listen to different Indigenous voices and learn from them
- Diversity and spectrum of views: critical with embracing different ethnicities and ideologies, will be effective not just with achieving better outcomes but also economic return

Dr. Pinto explained that conscious and unconscious biases are here to stay, and that we must learn how to counter bias. He shared the analogy of two-eyed seeing from an Indigenous Elder, Albert Marshall. He explained that one eye provides an Indigenous perspective, with the other eye a Western perspective, with the combination of the two eyes together charting a course forward. Dr. Pinto also shared the importance in training ethically literate students.

Dr. Pinto explained that the goal in what UM is striving for is global impact, both for our researchers and the University of Manitoba. In presenting a visual graph that presented different layers, Dr. Pinto explained the first as a strong foundation that presents diversity of talents that can be used to move onto the next level. He noted that the second layer is the interlinking thread to address global issues and addressing major granting opportunities, bringing faculties together at the outset to do so. Dr. Pinto explained the third layer as reflecting what the University of Manitoba wants to be known, and what makes it unique for global recognition. He noted the UM's research initiatives within maternal and child health as a great example of this.

He explained that by bringing different faculties together, the University of Manitoba can build joint programs, providing supports and resources throughout the process. Dr. Pinto shared that this would entail development of proposals as the onset, involving different perspectives but ultimately working towards a common goal. He shared that learning and pattern recognition can be applied, to learn from one sector and apply our learning to the next.

In closing, Dr. Pinto shared the need to be bold, and to be optimistic particularly as we move forward from a global pandemic. The University will require confidence and a willingness to participate in these new adventures, counting on all players including faculty, staff, and students in working towards the common goal.

In response to a question, Dr. Pinto shared that faculty and units within the areas of creative arts and humanities have a tremendous role to play, sharing the need for creativity the interweaving of disciplines across all fields. Dr. Pinto explained that crafting a strategic research plan that will bring researchers together from different disciplines will provide a good starting point. He noted the need to educate students in creative, critical, and adaptive thought.

Dr. Prentice shared her appreciation for this holistic vision with the hopes to keep ahold of this vision moving forward. Dr. Shaw asked what strategy will be taken to ensure that our provincial government can see the value of our research. Dr. Pinto shared that he remains optimistic and has met with a handful of Deputy Ministers along with two Ministers. He noted the importance of advocacy and sharing our university's mission of training the next generation in the art of creative, critical, and adaptive thought and ensuring that work force of the future for Manitoba.

The Chair thanked Dr. Pinto for his informative and thoughtful vision and presentation, sharing that the Board will remain very interested in continuing this discussion. Dr. Pinto welcomed Board members to share any input or suggestions with him.

4. COMMITTEE REPORTS

4.1 Report of the Audit and Risk Management Committee

a) Revisions to the Audit Services Policy and Audit Services Charter

Mr. Osiowy noted that at its meeting on November 15th, the Committee considered the proposed revisions to the Audit Services Policy and the Audit Services Charter, adding that this is being presented to the Board for approval. He shared that the Audit Services Policy was due for review in November 2022, and that one substantial change was made to the policy with respect to frequency of the Audit Services Charter review, found on page 23 of the meetings materials.

It was moved by Mr. Osiowy and seconded by Ms. Magnus:

THAT the Board of Governors approves the proposed revisions to the Audit Services Policy and to the Audit Services Charter.

CARRIED

4.2 Report of the Governance and Nominating Committee

Ms. Magnus explained that the Committee met on November 1st to consider several matters, adding that two key items being shared with the Board, the revised Board Committee Structure with Terms of Reference as well as the Board of Governors Education Plan for 2022-2023. The revised Board Committee structure and Terms of Reference are being presented to the Board for approval, with the Board of Governors Education Plan for 2022-2023 shared for information.

a) Revised Board of Governors Committee Structure

Ms. Magnus noted that the principles document used to guide Board Committees in addition to the visual of the new Committee structure have been previously shared with Board members, for information and reference. She shared that the Committee engaged Ms. Christine Tausig-Ford, President of Higher Thinking Strategies, and expert in university governance, in addition to receiving feedback from the President's Executive Team, committee chairs, external committee members and the Chair and Vice-Chair of the Board. She noted that the revised Board of Governors Committee structure is being presented to the Board for approval.

Mr. Leclerc thanked Ms. Magnus for her leadership throughout this process over the last year, adding that if approved, the roll-out and implementation of the revised Committee structure will occur over the next 6 months.

Mr. Osiowy expressed his appreciation for all the work that took place in developing this revised Board Committee structure, noting that this will be great for clarifying the work and responsibilities of committees moving forward. In commenting on the assigned risk management responsibilities within the terms of reference for the individual Board committees, Mr. Osiowy reminded Board members that this will also need to be captured within the Enterprise Risk Management Plan. Ms. Magnus shared that each committee oversees the risks associated with those areas specific to that committee, adding that the Audit and Risk Management Committee oversees the Enterprise Risk Management Program.

In response to a question, Mr. Leclerc confirmed that while other committees such as the Trust Investment Committee and pension committees would report through the Finance and Infrastructure Committee, they are not specific sub-committees of the Finance and Infrastructure Committee.

Mr. Osiowy recommended that a definition outlining a staff member and employee be made, to provide further clarity within the terms of reference documents. Mr. Leclerc noted that further review will be done to ensure that this language is tidied up within the documents to ensure clarity.

In referring to section 3.b.iv of the Human Resources and Compensation Committee terms of reference, Mr. Osiowy asked if the responsibility of assessing the effectiveness of the pension

plans and reports, falling on members of this committee would fall outside of the area of competency for members of that committee. Ms. Magnus explained that the different areas of human resources and compensation that is currently spread amongst more than one Board committee, has been combined into this one Human Resources and Compensation Committee. She noted that human resources can have a significant financial impact, adding that as part of that committee's membership, it is required that the Chair of the Finance and Infrastructure Committee is also a member of the Human Resources and Compensation Committee. Ms. Magnus also shared that committee members positions will be filled to ensure that ensure that a level of expertise from external members is available within each committee.

Mr. Leclerc explained that the University of Manitoba is the plan sponsor with the pension committee for both pension plans acting as plan administrator. He noted that the pension committees oversee and administer the plan, as they have specialized training and expertise in this area. He shared that Human Resources and Compensation Committee will provide oversight and reporting to the Board, noting that Mr. Emslie is the Chair and Ms. Andrew is Vice-Chair of the Pension Committee, in addition to internal and external members.

Dr. Prentice commented and asked if the budget and financial figures and information shared with the Board of Governors is sufficient to provide enough protection against the possibly of situations that could arise, such as what recently occurred at Laurentian University. Dr. Benarroch explained that the University of Manitoba has implemented several financial requirements that do not allow the university to utilize finances the way the Laurentian University did. In particular, he explained that there are internal restrictions within University of Manitoba budgets that do not allow interchanging or borrowing of money between funds (for example, between a research and endowment fund), sharing that if a deficit were to arise, it would be clearly shown within the operating financial details.

As Chair of the Audit and Risk Management, Mr. Osiowy shared that stronger protections have been put into place with improvements in responding to issues that arise. He noted the benefit of having several built-in regulatory requirements in addition to the requirement for the University of Manitoba to present an annual balanced budget. Mr. Leclerc noted best practices followed by the University of Manitoba that include an Audit and Risk Management Committee with strong external members who have an independent audit background, in addition to the quarterly budget reporting both the Board of Governors and the province. He added that the Auditor General is the University of Manitoba's auditor of record, noting that the Audit and Risk Management Committee meets on a quarterly basis in camera (without management present), with the internal and external auditors. Mr. Leclerc shared that while protections were in place prior to the unfortunate events that took place at Laurentian University, since then the University of Manitoba has worked to ensure even stronger practices. He also shared that in Manitoba, borrowing by the institution requires approval from the provincial government, and therefore the level of borrowing is much less in comparison to other provinces who do not have that same requirement. Ms. Magnus shared that the terms of reference for the Finance and Infrastructure provides specific reference to monitoring of the University's long term financial health and

planning for both operating and capital budgets, noting the benefit in having community members with financial expertise that sit on the Finance and Infrastructure Committee to further strengthen that oversight.

In response to a question, Ms. Magnus shared that in addition to considering equity, diversity and inclusion within committee composition, the skills matrix will be used to assess individual experience and knowledge. Mr. Leclerc noted that the University of Manitoba's commitment to equity, diversity, and inclusion as well as Indigenous engagement, is documented within the terms of references, including the same for the Governance and Board Development Committee in focusing on identifying vacancies and filling them, adding that diversity in experience, background, and expertise make for better decision making overall.

Ms. Magnus shared that the Principles Guiding Board of Governors Committees also references committee composition, reminding Board members that this will be used when considering committee memberships, in addition to the University of Manitoba's values. Ms. Magnus added that the skills matrix was recently refreshed and updated to include competencies that are currently relevant. She explained that this matrix was populated using individual data collected that provided Board member areas of experience and interest. Mr. Leclerc noted that at the time of appointment, Board members submit their background information, biographies, and expertise, adding that this is used to inform the work of the Governance and Board Development Committee in filling committee vacancies. Ms. DeSouza-Huletey commented on the need for levels of criteria in assessing skills.

Mr. Leclerc explained that the responsibility of the Finance and Infrastructure Committee to consider the long-term financial drivers of the university's budget would also entail considering the financial context of university pension plans. He noted that the oversight of issues related to pension structures and amendments to plan texts would be considered by the Human Resources and Compensation Committee. Ms. Magnus reminded Board members that the Chair of the Finance and Infrastructure Committee is also a member of the Human Resources and Compensation Committee, and therefore can report on any concerns shared by the Human Resources and Compensation Committee, to the Finance and Infrastructure Committee, when considering the long-term financial pension plans.

It was moved by Ms. Magnus and seconded by Mr. Osiowy:

THAT the Board of Governors approve:

- the Principles Guiding Committees;
- the new committee structure, to include the Executive Committee, Advancement Committee, Audit and Risk Management Committee, Finance and Infrastructure Committee, Governance and Board Development Committee, and Human Resources and Compensation Committee, commencing with the January 2023 Board Cycle; and
- the Terms of Reference for the new standing committees of the Board.

CARRIED

5. UNANIMOUS CONSENT AGENDA

It was moved by Dr. Anderson and seconded by Dr. Brothers:

THAT the Board of Governors approve and/or receive for information the following:

THAT the Board of Governors approve the establishment of a graduate Micro-Diploma in Science Communication, Department of immunology.

THAT the Board of Governors approve:

- A. Proposal for a Doctor of Philosophy in Pathology and Laboratory Medicine, Department of Pathology
- B. Proposals for a Master of Science and a Doctor of Philosophy in Pediatric and Child Health, Department of Pediatrics and Child Health
- C. Proposal to Convert Manitoba Public Insurance Professorship in Neuroscience to a Chair

The Board received for information the following:

- Academic Schedule for 2023-2024
- Education Plan & Governance Updates

MOTION TO MOVE TO CLOSED AND CONFIDENTIAL SESSION

It was moved by and seconded by :

THAT the meeting move into Closed and Confidential Session.

CARRIED

Chair

University Secretary