



Board of Governors  
Open Session Minutes

Friday, December 15, 2017  
2-31 South Academic Building (SAB)  
8:00 AM - 12:00 PM

---

**ATTENDEES:**

Voting Members:

Michael Phair	Appointed Chair, General Public
Dick Wilson	Appointed Vice-Chair, General Public
Marina Banister	Appointed Member, President (Students' Union)
Matthew Barnett	Appointed Member, Non-Academic Staff Representative (NASA Appointee)
Mary Pat Barry	Appointed Member, University of Alberta Alumni Association Representative
Katherine Binhammer	Appointed Member, Academic Staff Representative (GFC Appointee)
Charlene Butler	Appointed Member, University of Alberta Senate Representative
David Cooper	Appointed Member, Academic Staff Representative (AASUA Appointee)
Dominique Grégoire	Appointed Member, General Public
LeRoy Johnson	Appointed Member, General Public
Ray Muzyka	Appointed Member, General Public
Lynne Paradis	Appointed Member, General Public
Lynn Parish	Appointed Member, General Public
Michael Sandare	Appointed Member, Undergraduate Board of Governors Representative
Babak Soltannia	Appointed Member, President (Graduate Students' Association)
Zahra Somani	Appointed Member, General Public
Sheri Somerville	Appointed Member, General Public
Douglas Stollery	Appointed Member, Chancellor
Glenn Stowkowy	Appointed Member, University of Alberta Alumni Association Representative
Owen Tobert	Appointed Member, General Public
David Turpin	Appointed Member, President and Vice-Chancellor

Non-Voting Officials Appointed by the President:

Steven Dew	Provost and Vice-President (Academic)
Walter Dixon	Interim Vice-President (Research)
Marion Haggarty-France	University Secretary
Brad Hamdon	General Counsel
Gitta Kulczycki	Vice-President (Finance and Administration)
Heather McCaw	Vice-President (Advancement)
Andrew Sharman	Vice-President (Facilities and Operations)
Catherine Swindlehurst	Chief of Staff (President's Office)
Jacqui Tam	Vice-President (University Relations)
Juli Zinken	Board Secretary and Manager of Board Services

Presenter(s):

Rob Munro	Director, Environment, Health and Safety
-----------	--

Staff:

Erin Plume	Assistant Board Secretary
------------	---------------------------

## **OPENING SESSION**

### 1. Chair's Session

*Presenter(s):* Michael Phair

#### 1a. Call to Order and Confirmation of Quorum

*Presenter(s):* Michael Phair

The Board Secretary confirmed that the attendance constituted quorum. The Chair called the meeting to order at 8:00 a.m.

#### 1b. Approval of Open Session Agenda

Materials before members are contained in the official meeting file.

*Presenter(s):* Michael Phair

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session agenda as presented.

**CARRIED**

#### 1bi. Review of Consent Agenda

*Presenter(s):* Michael Phair

The Chair invited members to inform him if there were any requests to remove an item from the Open Session Consent Agenda.

#### 1c. Conflict of Interest - Opportunity for Declaration

*Presenter(s):* Michael Phair

The Chair made note of the following:

- The University of Alberta has policy and procedure in place for Conflict of Interest and Conflict of Commitment, and Board members make annual disclosures.
- In addition, Board members must declare any conflict related to the Board Agenda of each meeting and, in the event of such conflict, absent themselves from the discussion and voting on the item.
- The *Post-secondary Learning Act*, Section 16(5) states that: The members of the board must act in the best interests of the university.

The Chair invited members to declare conflicts of interest related to the Open Session Agenda of the meeting. Mr Stowkowy declared a general conflict in that his firm does work for the University of Alberta.

Seeing no further declarations, the Chair declared the question asked and answered.

#### 1d. Chair's Remarks

*Presenter(s):* Michael Phair

The Chair welcomed members and guests and acknowledged all Indigenous peoples and the traditional lands on which the Board was gathered. He offered a warm welcome to Katherine Binhammer, who was appointed July 1, 2017 as General Faculties Council appointee on the Board but was attending her first Board meeting.

The Chair then informed members that this was likely the final Board of Governors' meeting for two public members, LeRoy Johnson and Dick Wilson, noting that Mr Johnson was currently serving his 90-day override period and that, pending the appointment of his successor, Mr Wilson's term would expire in January 2018.

The Chair individually recognized both members for their service to the Board. He thanked Mr Johnson for his three years of service including as a member on the University Relations and Safety, Health and Environment Committees, and as Vice-Chair and now Chair of the Learning and Discovery Committee, noting Mr Johnson's valuable role in connecting the Board to the Camrose community and the university's Augustana Campus.

He then acknowledged Mr Wilson's extensive service to the university and the Board since his appointment six years ago: as Acting Chair of the Board in 2015-16, as Vice-Chair of the Board for four years, as Chair of the Audit and Finance and Property Committees, as a member of the Human Resources and Compensation Committee, and as Board representative on several senior administrative search committees, including the Presidential Search Committee. Members joined the Chair in recognizing both members for their service and dedication to the Board and the university.

The Chair referred members to the talking points before them related to the Fundamental Science Review Panel Report, commonly referred to as the "Naylor Report". He also drew members' attention to two publications of interest: "Eighteen Bridges – Fall 2017", a collaborative project from the Edmonton Community Foundation, Eighteen Bridges Magazine, and Litfest, and "Vital Signs" from the Edmonton Community Foundation, noting that both publications included articles written by members of the university community.

The Chair invited members to join him in congratulating Andrew Sharman and his team on receiving the Award of Merit in Urban Architecture for the design of Peter Lougheed Hall, as part of the 2017 City of Edmonton Urban Design Awards. He also extended congratulations to Babak Soltannia for receiving a 2017 Alberta Graduate Citizenship Award.

Finally, the Chair updated members on his recent campus activities, noting that he had attended a naming event for the Anne Lambert Clothing and Textiles Collection as well as the university's Day of Remembrance and Action on Violence Against Women. He also thanked members for joining him at the Board's festive holiday dinner the previous evening.

## 2. Report of the President

- Joint Board / General Faculties Council / Senate Summit

Materials before members are contained in the official meeting file.

*Presenter(s):* David Turpin

### *Discussion:*

In addition to his written report, President Turpin provided verbal remarks on: the November 9<sup>th</sup> campus forum on financial sustainability, and the university's plans to address the structural deficit; the move to multi-year budget planning, and ongoing development of a budget model; advocacy work surrounding the Naylor Report; efforts to lobby the provincial government for an increase to the campus grant; the solicitation of fundraising priorities from the deans in advance of the fundraising campaign; and the upcoming joint summit of the Board, General Faculties Council, and Senate.

3. Report of the Safety, Health and Environment Committee

Presenter(s): Zahra Somani

3a. Safety Moment: A Tale of Two Hazards

Materials before members are contained in the official meeting file.

Presenter(s): Rob Munro

*Purpose of the Proposal:* For information / discussion.

*Discussion:*

Ms Somani introduced the presentation, reminding the Board of its commitment to a safety culture on campus. Mr Munro then presented a safety moment entitled "A Tale of Two Hazards", reviewing the importance of hazard assessment and management and its correlation with an organization's overall safety culture.

4. Report from the University Secretary

Presenter(s): Marion Haggarty-France

*Discussion:*

Ms Haggarty-France informed the Board of education and development opportunities available for members through the Association of Governing Boards of Universities and Colleges (AGB) and the Institute of Corporate Directors (ICD), and encouraged members to attend campus events and future Governor Emeritus Members (GEM) events when possible.

**CONSENT AGENDA**

5. Approval of the Consent Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

Action Items

5a. Approval of the Open Session Minutes of October 20, 2017

5b. Report of the Finance and Property Committee

5bi. Envision: Year 4 - Capital Expenditure Authorization Request (CEAR), Borrowing Resolution & Order in Council

Information Reports

5c. Report of the Audit Committee

5d. Report of the Finance and Property Committee

5e. Report of the Human Resources and Compensation Committee

5f. Report of the Investment Committee

5g. Report of the Learning and Discovery Committee

5h. Report of the Safety, Health and Environment Committee

5i. Report of the University Relations Committee

Regular Reports

- 5j. Chancellor's Report
- 5k. Alumni Association
- 5l. Students' Union (including 2016-17 Financial Statements)
- 5m. Graduate Students' Association
- 5n. Association of Academic Staff (no report)
- 5o. Non-Academic Staff Association
- 5p. General Faculties Council
- 5q. Board Chair and Board Members Activity Report

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session Consent Agenda, as presented.

**CARRIED**

### **ACTION ITEMS**

6. Report of the Board Chair

*Presenter(s):* Michael Phair

6a. Principles to Guide the Board of Governors Working Group

Materials before members are contained in the official meeting file.

*Presenter(s):* Michael Phair; Marion Haggarty-France

*Purpose of the Proposal:* To present for Board approval the principles that will guide the work of the Board of Governors' Working Group.

*Discussion:*

The Chair introduced the item, reminding members that a revised attachment had been distributed earlier in the week amending the wording of Principle 2 to: "An expectation that the Board will..." instead of "A desire for the Board to..."

He briefed members on the work of the Board Working Group since the October Board meeting, informing members that the working group had received a presentation from General Counsel regarding the Board's legislative obligations and delegation opportunities, and had also met with the Chair and Vice-Chair of the General Faculties Council Ad Hoc Committee on Academic Governance Including Delegated Authority regarding lessons learned and advice for the Board Working Group. He also indicated that the Board Working Group had held information gathering sessions with representatives from the Board, the Office of University Relations, the Office of Advancement, the Senate, and Alumni Council to discuss the bodies' related mandates; as well as with Finance and Administration staff to seek their insight and perspective of the Board committees they attend and provide material for.

The Chair noted that the Board Working Group was having preliminary discussions regarding Board committee structure, membership, and mandates, and reviewed next steps including: further discussions and comparisons of Board structure, delegations and committee mandates; a meeting with committee chairs to seek their input; a Board strategy session on February 9; and a "Tour of Terms of References" at each Board Committee meeting in the next Board meeting cycle.

The Chair and Ms Haggarty-France responded to a question from the Board regarding the Board Working Group's anticipated timeline and next steps.

The motion was moved and seconded.

THAT the Board of Governors, on the recommendation of Board Chair, Michael Phair, approve a set of principles to guide the work of the Board of Governors' Working Group, as set forth in Attachment 1, as amended.

**CARRIED**

### **CLOSING SESSION**

#### 7. *Adjournment*

*Presenter(s):* Michael Phair

The Chair adjourned the Open Session at 8:50 a.m.