

The following Motions and Documents were considered by the Board of Governors during the Open Session of its Friday, October 12, 2018 meeting:

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Agenda Title: **Land disposition: Long-Term Lease (Utility Right-of-Way) - Mattheis Ranch**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee:

- a) approve, on terms and conditions acceptable to the Vice-President (Facilities and Operations), the disposition via long-term lease for a term of 25 years with the option of a 25 year renewal, of approximately 3.65 acres of land contained within the parcel legally described as L.S. 6 Sec. 18 Twp. 22 Rge. 14 W4M located in the county of Newell, Alberta within the University of Alberta's Mattheis Ranch; and
- b) make an application to the Minister of Infrastructure for the required approval from the Lieutenant Governor in Council for the granting of the disposition via long-term lease.

Final Item: 4bi.

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Agenda Title: **Land disposition: Long-Term Lease (Utility Right-of-Way) - University of Alberta Botanic Garden**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee:

- a) approve, on terms and conditions acceptable to the Vice-President (Facilities and Operations), the disposition via long-term lease for a term of 25 years with the option of a 25 year renewal, of approximately 0.28 acres of land contained within a parcel legally described as Lot D, Plan 7722357 located in the County of Parkland within the University of Alberta Botanic Garden
- b) make an application to the Minister of Infrastructure for the required approval for the Lieutenant Governor in Council for the granting of the disposition vial long-term lease.

Final Item: 4bii.

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Agenda Title: **Appointment to the Universities Academic Pension Plan Board of Trustees**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee and the Board Chair, approve the appointment of Ms Gitta Kulczycki, Vice-President (Finance and Administration), to the Board of Trustees of the Universities Academic Pension Plan, pursuant to Sections 3.6 and 3.8 of the *Universities Academic Pension Plan Sponsorship and Trust Agreement*, for a four-year term, effective January 1, 2019.

Final Item: 4ci.

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Agenda Title: **Board Committee Appointments**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Chair, Mr Michael Phair, approve Board Committee appointments, as set forth in Attachment 1 to the agenda documentation, to take effect October 13, 2018.

Final Item: 4di.

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Agenda Title: **Board Governance Committee Terms of Reference**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Chair and the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed Terms of Reference for a Board Governance Committee, as set forth in Attachment 1, with implementation of the mandate to take effect once the committee is operational.

Final Item: 7a.

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**OUTLINE OF ISSUE**  
**Action Item**

Agenda Title: **Land disposition: Long-Term Lease (Utility Right-of-Way) - Mattheis Ranch**

**Motion:** THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee:

- a) approve, on terms and conditions acceptable to the Vice-President (Facilities and Operations), the disposition via long-term lease **for a term of 25 years with the option of a 25 year renewal**, of approximately 3.65 acres of land contained within the parcel legally described as ~~L.S. 6~~ Sec. 18 Twp. 22 Rge. 14 W4M located in the county of Newell, Alberta within the University of Alberta’s Mattheis Ranch; and
- b) make an application to the Minister of Infrastructure for the required approval from the Lieutenant Governor in Council for the granting of the disposition via long-term lease.

*Please note this motion has been changed since BFPC’s recommendation: see Supplementary Notes and Context.*

**Item**

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation
Proposed by	Facilities and Operations – Real Estate Services
Presenter	Andrew Sharman, Vice-President (Facilities and Operations)

**Details**

Responsibility	Vice-President (Facilities and Operations)
The Purpose of the Proposal is (please be specific)	To seek approval for the disposition of approximately 3.65 acres of land via long-term lease to Torxen Energy.
The Impact of the Proposal is	The long-term surface lease will allow Torxen Energy to drill a gas well on the University of Alberta’s Mattheis Ranch. The lease will have no meaningful impact on teaching or research objectives and will result in a small amount of annual revenue.
Replaces/Revises (e.g., policies, resolutions)	N/A
Timeline/Implementation Date	2019
Estimated Cost and funding source	N/A
Next Steps (ie.: Communications Plan, Implementation plans)	As in all land dispositions, following the approval of the Lieutenant Governor in Council, formal negotiations with Torxen can commence.
Supplementary Notes and context	<p><b>With the permission of BFPC Vice-Chair David Cooper, the office of the Vice-President (Facilities and Operations) has made the following changes to the material for this item based on recommendations from Alberta Infrastructure:</b></p> <ul style="list-style-type: none"> <li>• <b>Motion</b> <ul style="list-style-type: none"> <li>• the addition of the length of the lease</li> <li>• the removal of <i>L.S.6</i></li> </ul> </li> <li>• <b>Briefing Note</b> <ul style="list-style-type: none"> <li>• adding the potential to renew the lease for a further 25 years</li> <li>• adding the size of the land being leased</li> </ul> </li> </ul>

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	<ul style="list-style-type: none"> <li>• adding more information under 'Request', to clarify that the lease term is flexible</li> <li>• Board Resolution             <ul style="list-style-type: none"> <li>• addition of the length of the lease.</li> </ul> </li> </ul> <p>The Board Finance and Property Committee has since been informed of the proposed amendments to the motion and changes to the supporting materials.</p>

**Engagement and Routing** (Include meeting dates)

Participation: (parties who have seen the proposal and in what capacity)	<u><b>Those who have been informed:</b></u> <ul style="list-style-type: none"> <li>• Faculty of Agriculture, Life, and Environmental Sciences</li> </ul>
<For further information see the link posted on the <a href="#">Governance Toolkit section Student Participation Protocol</a> >	<u><b>Those who have been consulted:</b></u> <ul style="list-style-type: none"> <li>• PEC-O: September 6, 2018</li> </ul>
	<u><b>Those who are actively participating:</b></u> <ul style="list-style-type: none"> <li>• Vice-President, Facilities and Operations</li> <li>• Associate Vice-President, Planning &amp; Project Delivery</li> <li>• Director, Real Estate Services</li> </ul>
Approval Route (Governance) (including meeting dates)	Board Finance and Property Committee – September 25, 2018 (recommendation) Board of Governors – October 12, 2018 (approval)
Final Approver	Board of Governors

**Alignment/Compliance**

Alignment with Guiding Documents	<p><b><u>Institutional Strategic Plan - For the Public Good</u></b> <i>Sustain our people, our work, and the environment by attracting and stewarding the resources we need to deliver excellence to the benefit of all.</i></p> <p>23. <b>OBJECTIVE:</b> <i>Ensure that the University of Alberta’s campuses, facilities, utility, and information technology infrastructure can continue to meet the needs and strategic goals of the university.</i></p> <p>i. <i>Strategy: Secure and sustain funding to plan, operate, expand, renew, and optimize the use of campus infrastructure to meet evolving teaching and research priorities.</i></p> <p><b><u>Long Range Development Plan</u></b></p>
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p><b><u>Post-secondary Learning Act</u></b></p> <p><i>Post-secondary Learning Act (PSLA), Section 67(1.1) A board shall not, without the prior approval of the Lieutenant Governor in Council,</i></p> <p>a) <i>sell or exchange any interest in land, other than donated land, that is held by and being used for the purposes of the board, or</i></p> <p>b) <i>lease for a term that exceeds five years any land held by the board unless the lease is to a person that will use the land for the purpose of providing support services to the students, faculty or staff of the public post-secondary institution.</i></p>

	<p><i>BFPC Terms of Reference – Sections 3 and 4 state:</i></p> <p><b>3. <u>MANDATE OF THE COMMITTEE</u></b></p> <p><i>Except as provided in paragraph 4 and in the Board’s General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board.</i></p> <p><i>Without limiting the generality of the foregoing, the Committee shall:</i></p> <p><i>g) review and recommend to the Board the acquisition or disposition of real property as determined by the Board approved Real Property Compliance Policy</i></p> <p><b>4. <u>LIMITATIONS ON DELEGATION BY THE BOARD</u></b></p> <p><i>The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee set out in paragraph 3, the Board shall:</i></p> <p><i>g) approve the acquisition or disposition of real property as determined by the Board approved Real Property Compliance Policy.</i></p> <p><b>UAPPOL:</b> <i>Real Property Compliance Policy, Real Property Acquisition Procedure, Real Property Disposition Procedure:</i> <a href="https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Real-Property-Compliance-Policy.pdf">https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Real-Property-Compliance-Policy.pdf</a></p>
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Attachments:

1. Briefing Note (1 page)
2. Google Aerial (1 page)
3. Board Resolution (1 page)

Prepared by:

R. Craig Moore  
Director, Real Estate Services  
Email: [craig.moore@ualberta.ca](mailto:craig.moore@ualberta.ca)  
Telephone: 780-492-4164

**Land disposition: Long-Term Lease (Utility Right-of-Way) - Mattheis Ranch****Background**

Torxen Energy Ltd. (Torxen) has approximately 100 well site surface leases transiting the University of Alberta's Mattheis Ranch. These leases, all of which are for an industry-standard term of 25 years, were inherited when the U of A when it assumed ownership of the ranch in 2010.

Torxen has requested a new surface lease, which is the first such request made of the U of A. Since this requested lease term would also be for 25 years, approval of the Lieutenant Governor in Council is required.

**Request**

Per section 67 of the Post-secondary Learning Act, disposition of land via long-term lease (exceeding five years) requires the approval of the Lieutenant Governor in Council. Accordingly, to enter into a 25-year lease with Torxen, the U of A will need to seek government's approval via an Order in Council.

**Impact**

As numerous wells are already present throughout the ranch, teaching and research objectives will not be negatively impacted with the addition of one more.

Upon receipt of the Order in Council, the University will enter into a long-term lease with Torxen Energy by way of an agreement signed by the President and the Vice-President (Facilities and Operations). There are no critical dates related to this lease; therefore, no terms of the lease via disposition related to the timing. The revenue to the University is expected to be \$10,000 for the first year and \$2,700 annually in subsequent years.

**Recommendation**

The Board Finance and Property Committee recommend the Board of Governors approve this request including seeking approval of the Lieutenant Governor in Council.

Mattheis Ranch

Wellsite

Div - 8

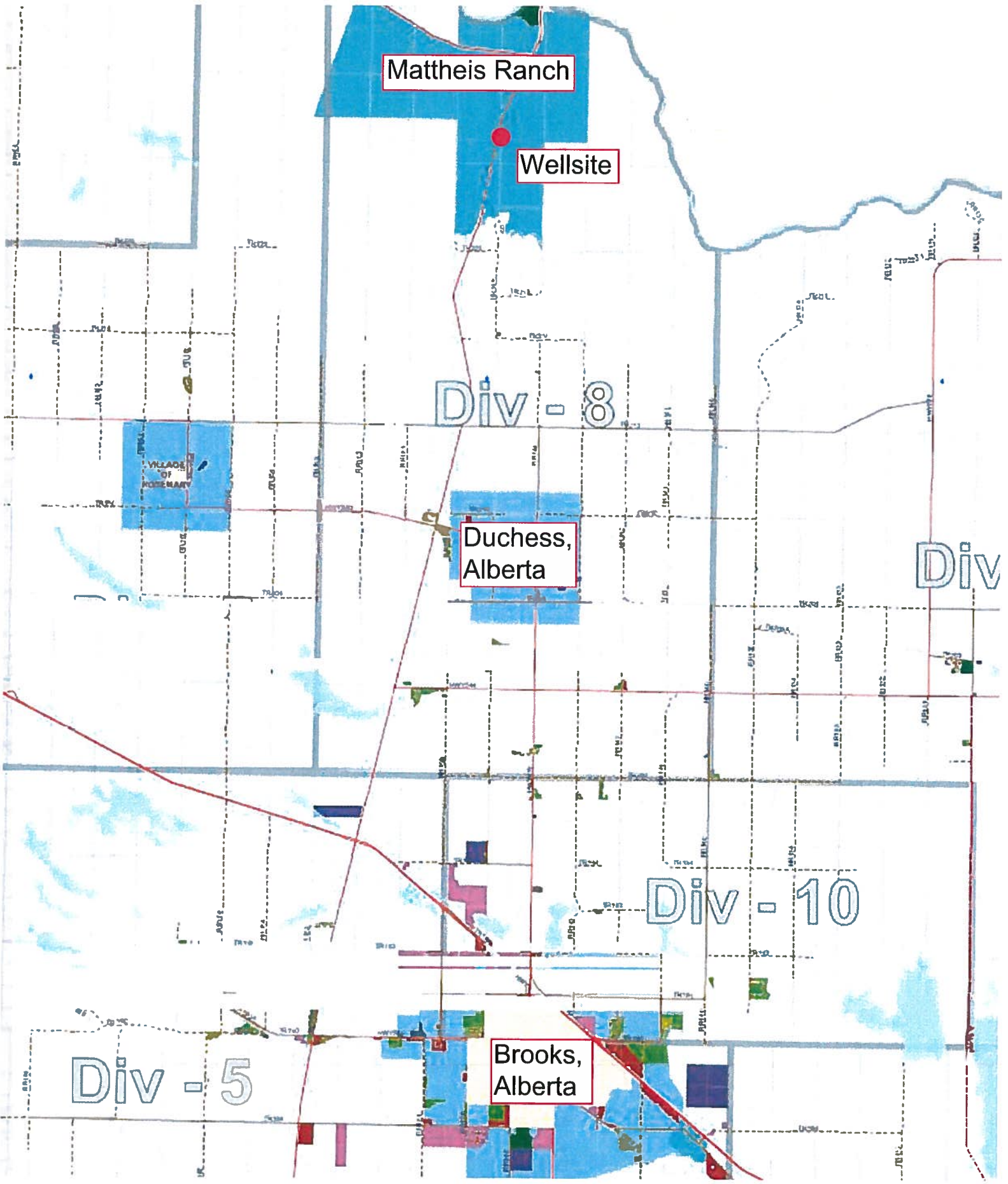
Duchess,  
Alberta

Div

Div - 10

Div - 5

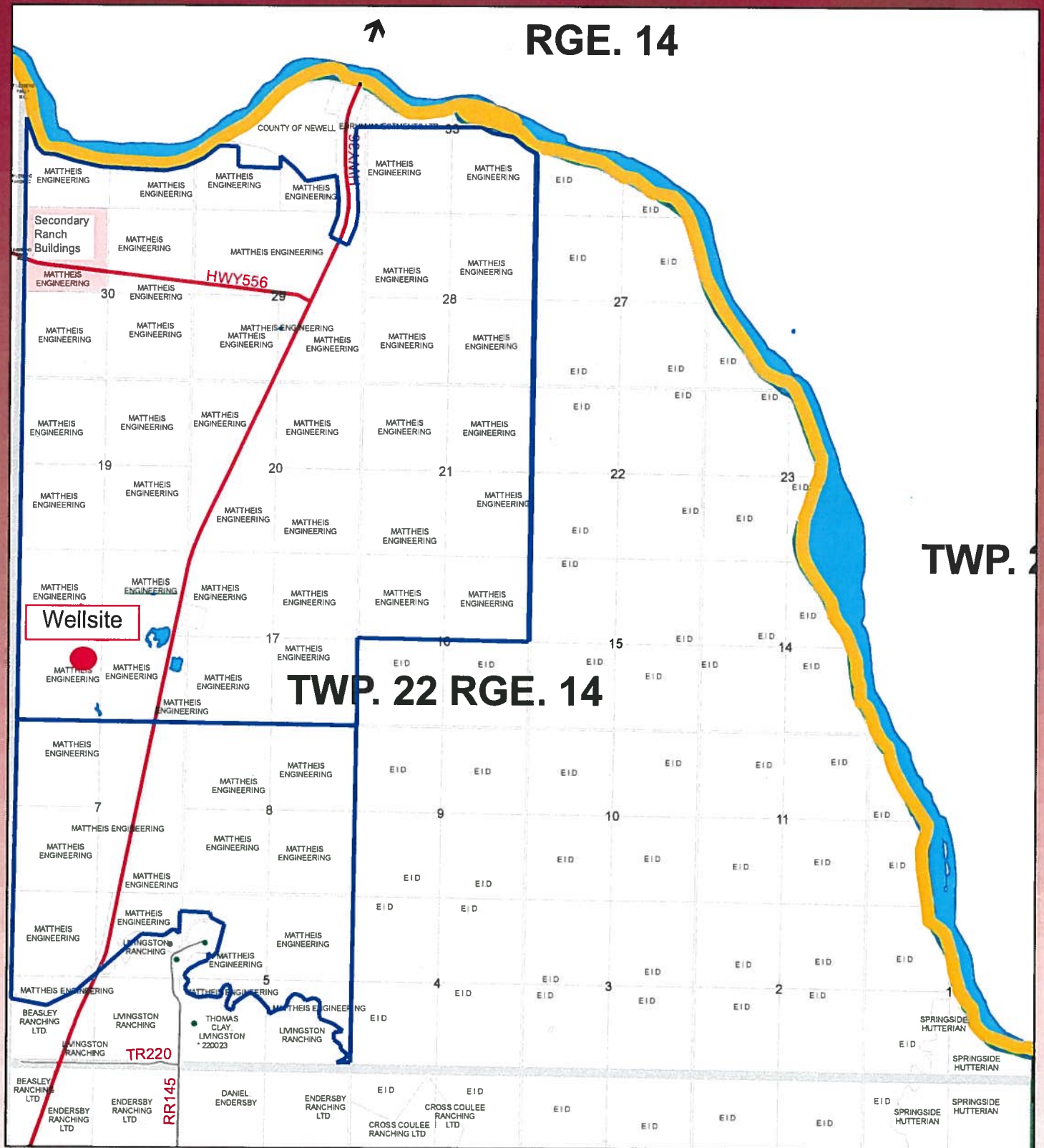
Brooks,  
Alberta



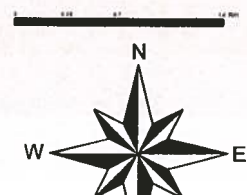


# Mattheis Ranch

Township 22 Range 14



Notes:





**RESOLUTION OF The Governors of The University of Alberta**

**("Board of Governors")**

**IT IS HEREBY RESOLVED:**

THAT, subject to the prior approval of the Lieutenant Governor in Council under section 67 of the *Post-secondary Learning Act*, The Governors of The University of Alberta authorize and approve the disposition via lease for a term of 25 years with the option of a 25 year renewal, of approximately 3.65 acres of land contained within the parcel legally described as Sec. 18 Twp. 22 Rge. 14 W4M located in the County of Newell, Alberta within the University of Alberta's Mattheis Ranch on terms and conditions acceptable to the Vice-President (Facilities and Operations).

I hereby certify that this resolution has full force and effect on the \_\_\_\_ day of \_\_\_\_\_, 2018.

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Chair, The Governors of The University of Alberta

**OUTLINE OF ISSUE**  
**Action Item**

Agenda Title: **Land disposition: Long-Term Lease (Utility Right-of-Way) - University of Alberta Botanic Garden**

**Motion:** THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee:

- a) approve, on terms and conditions acceptable to the Vice-President (Facilities and Operations), the disposition via long-term lease **for a term of 25 years with the option of a 25 year renewal**, of approximately 0.28 acres of land contained within a parcel legally described as Lot D, Plan 7722357 located in the County of Parkland within the University of Alberta Botanic Garden
- b) make an application to the Minister of Infrastructure for the required approval for the Lieutenant Governor in Council for the granting of the disposition via long-term lease.

*Please note this motion has been changed since BFPC's recommendation: see Supplementary Notes and Context.*

**Item**

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation
Proposed by	Facilities and Operations
Presenter	Andrew Sharman, Vice-President (Facilities and Operations)

**Details**

Responsibility	Vice-President (Facilities and Operations)
The Purpose of the Proposal is (please be specific)	To seek approval for the disposition of approximately 0.28 acres of land via long-term lease.
The Impact of the Proposal is	The long-term surface lease allows ATCO Pipelines to install above ground valves to monitor an underground pipeline contained in their existing right of way. The lease will have no meaningful impact on teaching or research objectives and will result in a small amount of annual revenue.
Replaces/Revises (eg, policies, resolutions)	N/A
Timeline/Implementation Date	2019
Estimated Cost and funding source	N/A
Next Steps (ie.: Communications Plan, Implementation plans)	As in all land dispositions, following approval of the Lieutenant Governor in Council, formal negotiations with ATCO can commence.
Supplementary Notes and context	<p><b>With the permission of BFPC Vice-Chair David Cooper, the office of the Vice-President (Facilities and Operations) has made the following changes to the material for this item based on recommendations from Alberta Infrastructure:</b></p> <ul style="list-style-type: none"> <li>• <b>Motion</b> <ul style="list-style-type: none"> <li>• the addition of the length of the lease</li> </ul> </li> <li>• <b>Briefing Note</b> <ul style="list-style-type: none"> <li>• adding that ATCO will install the valves</li> <li>• Under lease details, adding potential length of lease term</li> </ul> </li> </ul>

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	<ul style="list-style-type: none"> <li>• adding the size of the land being leased</li> <li>• adding section 'Request', for consistency with other land disposition briefing notes</li> <li>• adding section 'Impact', making reference to ALES confirming that teaching and research objectives will not be negatively impacted</li> <li>• Board Resolution             <ul style="list-style-type: none"> <li>• addition of the length of the lease.</li> </ul> </li> </ul> <p>The Board Finance and Property Committee has since been informed of the proposed amendments to the motion and changes to the supporting materials.</p>
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**Engagement and Routing** (Include meeting dates)

Participation: (parties who have seen the proposal and in what capacity)	<p><u>Those who have been informed:</u></p> <ul style="list-style-type: none"> <li>• Dean, Faculty of Agriculture, Life, and Environmental Sciences</li> <li>• Director, University of Alberta Botanic Garden</li> </ul>
<For further information see the link posted on the <a href="#">Governance Toolkit section Student Participation Protocol</a> >	<p><u>Those who have been consulted:</u></p> <ul style="list-style-type: none"> <li>• PEC-O: September 6, 2018</li> </ul> <p><u>Those who are actively participating:</u></p> <ul style="list-style-type: none"> <li>• Vice-President, Facilities and Operations</li> <li>• Director, Real Estate Services</li> </ul>
Approval Route (Governance) (including meeting dates)	Board Finance and Property Committee – September 25, 2018 (recommendation) Board of Governors – October 12, 2018 (approval)
Final Approver	Board of Governors

**Alignment/Compliance**

Alignment with Guiding Documents	<p><b><u>Institutional Strategic Plan - For the Public Good</u></b> <i>Sustain our people, our work, and the environment by attracting and stewarding the resources we need to deliver excellence to the benefit of all.</i></p> <p>23. <b>OBJECTIVE:</b> <i>Ensure that the University of Alberta's campuses, facilities, utility, and information technology infrastructure can continue to meet the needs and strategic goals of the university.</i></p> <p style="padding-left: 20px;">i. <i>Strategy: Secure and sustain funding to plan, operate, expand, renew, and optimize the use of campus infrastructure to meet evolving teaching and research priorities.</i></p> <p><b><u>Long Range Development Plan</u></b></p>
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p><b><u>Post-secondary Learning Act</u></b></p> <p><i>Post-secondary Learning Act (PSLA), Section 67(1.1) A board shall not, without the prior approval of the Lieutenant Governor in Council,</i></p> <p>a) <i>sell or exchange any interest in land, other than donated land, that is held by and being used for the purposes of the board, or</i></p> <p>b) <i>lease for a term that exceeds five years any land held by the board unless the</i></p>

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	<p><i>lease is to a person that will use the land for the purpose of providing support services to the students, faculty or staff of the public post-secondary institution.</i></p> <p><i><u>BFPC Terms of Reference – Sections 3 and 4 state:</u></i></p> <p><i><b>3. <u>MANDATE OF THE COMMITTEE</u></b></i></p> <p><i>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board.</i></p> <p><i>Without limiting the generality of the foregoing, the Committee shall:</i></p> <p><i>g) review and recommend to the Board the acquisition or disposition of real property as determined by the Board approved Real Property Compliance Policy</i></p> <p><i><b>4. <u>LIMITATIONS ON DELEGATION BY THE BOARD</u></b></i></p> <p><i>The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee set out in paragraph 3, the Board shall:</i></p> <p><i>g) approve the acquisition or disposition of real property as determined by the Board approved Real Property Compliance Policy.</i></p> <p><i><b>UAPPOL: Real Property Compliance Policy, Real Property Acquisition Procedure, Real Property Disposition Procedure:</b></i> <a href="https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Real-Property-Compliance-Policy.pdf">https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Real-Property-Compliance-Policy.pdf</a></p>
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Attachments:

1. Briefing Note (1 page)
2. Site Plan (1 page)
3. Board Resolution (1 page)

*Prepared by:*

Craig Moore  
Director, Real Estate Services  
[craig.moore@ualberta.ca](mailto:craig.moore@ualberta.ca)



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## **University of Alberta Botanic Garden - Long-Term Lease**

### **Background**

ATCO Pipelines has an existing pipeline right of way transiting a portion of the University of Alberta Botanic Garden as shown in the attached site plan. To ensure the integrity of the pipeline, ATCO would like to install above-ground valves, which will enable the use of in-line inspection tools.

To install the valves, ATCO has requested a surface lease involving 0.1 acres for the valve site and 0.18 acres for an access road to the valve site for a total lease area of 0.28 acres. ATCO Pipelines will attend the site twice annually to conduct the in-line inspection and other routine maintenance.

### **Request**

Since this requested lease term is for 25 years with a potential renewal of a further 25 years, government's approval via an Order in Council is required. Per section 67 of the *Post-secondary Learning Act*, disposition of land via long-term lease (exceeding five years) requires approval of the Lieutenant Governor in Council.

Upon receipt of the Order in Council, the University will enter into a long-term lease with ATCO by way of an agreement that will be signed by the President and Vice-President (Facilities and Operations). There are no critical dates related to this lease; therefore, no terms of the lease via disposition related to the timing.

### **Impact**

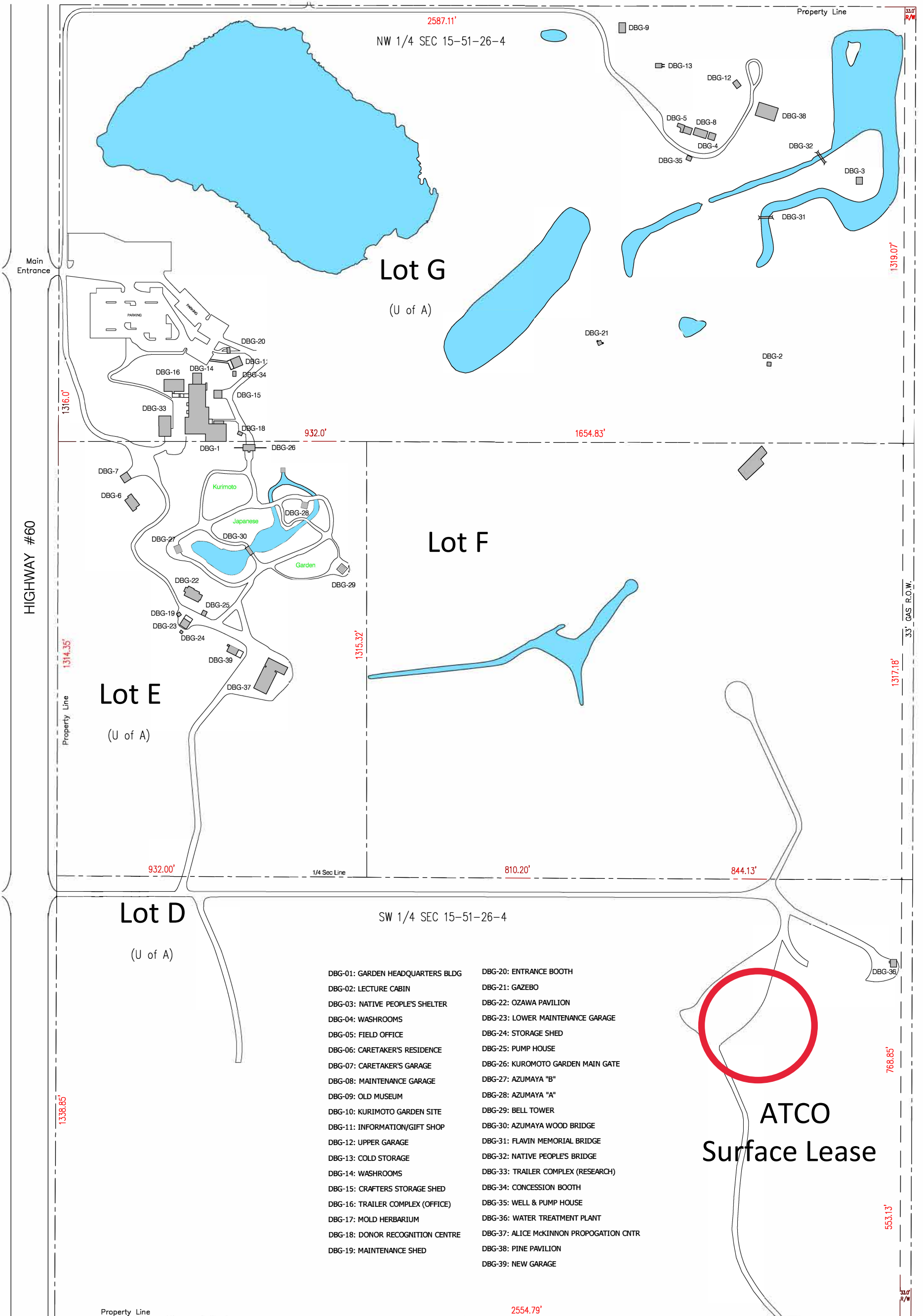
The Faculty of Agriculture, Life, and Environmental Sciences has confirmed that teaching and research objectives will not be negatively impacted by the construction of the valve site or access road. Revenue to the University is expected to be \$4,000 for the first year and \$2,000 annually thereafter.

### **Recommendation**

The Board Finance and Property Committee recommend the Board of Governors approve this request including seeking approval of the Lieutenant Governor in Council.



# University of Alberta Botanic Garden



- |                                  |   |
|----------------------------------|---|
| DBG-01: GARDEN HEADQUARTERS BLDG | DBG-20: ENTRANCE BOOTH                  |
| DBG-02: LECTURE CABIN            | DBG-21: GAZEBO                          |
| DBG-03: NATIVE PEOPLE'S SHELTER  | DBG-22: OZAWA PAVILION                  |
| DBG-04: WASHROOMS                | DBG-23: LOWER MAINTENANCE GARAGE        |
| DBG-05: FIELD OFFICE             | DBG-24: STORAGE SHED                    |
| DBG-06: CARETAKER'S RESIDENCE    | DBG-25: PUMP HOUSE                      |
| DBG-07: CARETAKER'S GARAGE       | DBG-26: KURIMOTO GARDEN MAIN GATE       |
| DBG-08: MAINTENANCE GARAGE       | DBG-27: AZUMAYA "B"                     |
| DBG-09: OLD MUSEUM               | DBG-28: AZUMAYA "A"                     |
| DBG-10: KURIMOTO GARDEN SITE     | DBG-29: BELL TOWER                      |
| DBG-11: INFORMATION/GIFT SHOP    | DBG-30: AZUMAYA WOOD BRIDGE             |
| DBG-12: UPPER GARAGE             | DBG-31: FLAVIN MEMORIAL BRIDGE          |
| DBG-13: COLD STORAGE             | DBG-32: NATIVE PEOPLE'S BRIDGE          |
| DBG-14: WASHROOMS                | DBG-33: TRAILER COMPLEX (RESEARCH)      |
| DBG-15: CRAFTERS STORAGE SHED    | DBG-34: CONCESSION BOOTH                |
| DBG-16: TRAILER COMPLEX (OFFICE) | DBG-35: WELL & PUMP HOUSE               |
| DBG-17: MOLD HERBARIUM           | DBG-36: WATER TREATMENT PLANT           |
| DBG-18: DONOR RECOGNITION CENTRE | DBG-37: ALICE MCKINNON PROPOGATION CNTR |
| DBG-19: MAINTENANCE SHED         | DBG-38: PINE PAVILLION                  |
|                                  | DBG-39: NEW GARAGE                      |

**ATCO**  
Surface Lease



**RESOLUTION OF The Governors of The University of Alberta**

**("Board of Governors")**

**IT IS HEREBY RESOLVED:**

THAT, subject to the prior approval of the Lieutenant Governor in Council under section 67 of the *Post-secondary Learning Act*, The Governors of The University of Alberta authorize and approve the disposition via lease for a term of 25 years with the option of a 25 year renewal, of approximately 0.28 acres of land contained within the parcel legally described as Lot D Plan 772 2357 located in the County of Parkland, Alberta within the University of Alberta Botanic Garden on terms and conditions acceptable to the Vice-President (Facilities and Operations).

I hereby certify that this resolution has full force and effect on the \_\_\_\_ day of \_\_\_\_\_, 2018.

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Chair, The Governors of The University of Alberta

**Governance Executive Summary**  
**Action Item**

Agenda Title: **Appointment to the Universities Academic Pension Plan Board of Trustees**

**Motion:** THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee and the Board Chair, approve the appointment of Ms Gitta Kulczycki, Vice-President (Finance and Administration), to the Board of Trustees of the Universities Academic Pension Plan, pursuant to Sections 3.6 and 3.8 of the *Universities Academic Pension Plan Sponsorship and Trust Agreement*, for a four-year term, effective January 1, 2019.

**Item**

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation
Proposed by	Michael Phair, Chair, Board of Governors
Presenter(s)	Michael Phair, Chair, Board of Governors

**Details**

Responsibility	Chair, Board of Governors
The Purpose of the Proposal is ( <i>please be specific</i> )	To appoint the Vice-President (Finance and Administration) to the Board of Trustees of the Universities Academic Pension Plan, pursuant to Sections 3.6 and 3.8 of the UAPP Sponsorship and Trust Agreement, to which the University of Alberta is a signatory.
Executive Summary ( <i>outline the specific item– and remember your audience</i> )	As detailed under sections 3.6 and 3.8 of the <i>Universities Academic Pension Plan Sponsorship and Trust Agreement</i> , each of the member institutions, through their Governors, appoint a representative to the Board of Trustees.  In order to ensure the appropriate level of representation and expertise from the University of Alberta, the Vice-President (Finance and Administration) has traditionally been the appointed representative.  The Board of Governors, on the recommendation of BHRCC, had already appointed Ms Kulczycki to finish her predecessor’s term, which ends on December 31, 2018. The new appointment, which the Committee is asked to recommend for approval, refers to a four-year term, effective January 1, 2019 through December 31, 2022.
Supplementary Notes / context	

**Engagement and Routing** (Include meeting dates)

Consultation and Stakeholder Participation (parties who have seen the proposal and in what capacity)  <For information on the protocol see the <a href="#">Governance Toolkit section Student Participation Protocol</a> >	<b><u>Those who are actively participating:</u></b>
	<ul style="list-style-type: none"> <li>Gitta Kulczycki, Vice-President, Finance and Administration</li> </ul>
	<b><u>Those who have been consulted:</u></b>
	<ul style="list-style-type: none"> <li>Michael Phair, Chair, Board of Governors</li> </ul>
	<b><u>Those who have been informed:</u></b>
	<ul style="list-style-type: none"> <li>UAPP</li> </ul>
Approval Route (Governance) (including meeting dates)	<ul style="list-style-type: none"> <li>Board Human Resources and Compensation Committee, September 25, 2018 (recommendation)</li> <li>Board of Governors, October 12, 2018 (final approver)</li> </ul>

**Strategic Alignment**

<p>Alignment with <i>For the Public Good</i></p>	<p><i>For the Public Good (Sustain):</i> Sustain our people, our work, and the environment by attracting and stewarding the resources we need to deliver excellence to the benefit of all Albertans. OBJECTIVE 22: Secure and steward financial resources to sustain, enhance, promote, and facilitate the university's core mission and strategic goals. iii. Strategy: Ensure responsible and accountable stewardship of the university's resources and demonstrate to government, donors, alumni, and community members the efficient and careful use of public and donor funds.</p>
<p>Alignment with Institutional Risk Indicator</p>	<p>D. Faculty and Staff E. Leadership and Change I. Relationships with Stakeholders</p>
<p>Legislative Compliance and jurisdiction</p>	<p>Section 3.6 and 3.8 of the <i>Universities Academic Pension Plan Sponsorship and Trust Agreement</i> states that: 3.6 <i>The Board of Trustees consists of</i> 1. <i>one person appointed by each of the Governors of the University of Alberta, the Governors of the University of Calgary, and The Governors of the University of Lethbridge</i> 3.8 <i>The Trustees appointed under paragraph 3.6 shall serve for a term of four years each.</i>  Section 3 (k) of the Human Resources and Compensation Committee's Terms of Reference</p>

Attachment:

1. Current Membership of the Universities Academic Pension Plan Board of Trustees (1 page)

Prepared by: Giovana Bianchi, Senior Administrative Officer, Finance & Administration,  
[giovana.bianchi@ualberta.ca](mailto:giovana.bianchi@ualberta.ca)

## UAPP Board of Trustees Membership as of Sep/2018

### **Employee Trustees**

#### **Geoffrey Hale (Vice-Chair)**

Associate Professor, Political Science  
University of Lethbridge

#### **Aditya Kaul**

Associate Professor, Finance  
University of Alberta

#### **Paul Rogers**

Associate Professor, Mechanical and Manufacturing  
University of Calgary

#### **Lawton Shaw**

Associate Professor, Chemistry  
Athabasca University

### **Employer Trustees**

#### **Bruce Byford**

Vice President, Chief Financial Officer  
The Banff Centre

#### **Linda Dalgetty (Chair)**

Vice-President Finance & Services  
University of Calgary

#### **David Head**

Interim Vice-President Finance & Administration  
Athabasca University

#### **Gitta Kulczycki**

Vice-President Finance & Administration  
University of Alberta

#### **Nancy Walker**

Vice-President Finance & Administration  
University of Lethbridge



**Governance Executive Summary  
Action Item**

 Agenda Title: **Board Committee Appointments**

**Motion:** THAT the Board of Governors, on the recommendation of the Board Chair, Mr Michael Phair, approve Board Committee appointments, as set forth in Attachment 1 to the agenda documentation, to take effect October 13, 2018.

**Item**

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation
Proposed by	Mr Michael Phair, Chair, Board of Governors
Presenter(s)	Michael Phair, Board Chair

**Details**

Responsibility	Chair of the Board of Governors
The Purpose of the Proposal is ( <i>please be specific</i> )	To consider revisions to the current Board Committee membership roster to reflect upcoming Board membership changes.
Executive Summary ( <i>outline the specific item– and remember your audience</i> )	<p>The Board of Governors annually reviews the recommendations of the Board Chair for appointments to Board Standing and other committees at its June meeting. Other appointments are made as required.</p> <p>With David Cooper's term ending on October 11, 2018 (or upon the appointment of a new Academic Staff Representative – AASUA Nominee), the Board Chair would like to ensure that academic staff are represented on the Board Finance and Property Committee (BFPC) and is therefore recommending that Katherine Binhammer be appointed to BFPC in time for its November meeting (which Dr Cooper was unable to attend). Further changes to committee appointments will be made once the new AASUA Nominee has been appointed.</p>
Supplementary Notes / context	Replaces the 2018-2019 Committee Membership List approved by the Board on June 15, 2018.

**Engagement and Routing** (Include meeting dates)

Consultation and Stakeholder Participation (parties who have seen the proposal and in what capacity)  <For information on the protocol see the <a href="#">Governance Toolkit section Student Participation Protocol</a> >	<p><b><u>Those who are actively participating:</u></b></p> <ul style="list-style-type: none"> <li>• Board Chair</li> <li>• University Governance</li> </ul> <p><b><u>Those who have been consulted:</u></b></p> <ul style="list-style-type: none"> <li>• Those Board members affected by the change</li> <li>• BSHEC and BFPC Chairs</li> </ul> <p><b><u>Those who have been informed:</u></b></p>
Approval Route (Governance)	Board of Governors – for approval – October 12, 2018

**Strategic Alignment**

Alignment with <i>For the Public Good</i>	<p><b><u>Institutional Strategic Plan - For the Public Good</u></b>  <i>SUSTAIN our people, our work, and the environment by attracting and stewarding the resources we need to deliver excellence to the benefit of all.</i></p>
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Item No. 4di

	<i>21. Objective: Encourage continuous improvement in administrative, governance, planning, and stewardship systems, procedures, and policies that enable students, faculty, staff, and the institution as a whole to achieve shared strategic goals.</i>
Alignment with Institutional Risk Indicator	Leadership and Change
Legislative Compliance and jurisdiction	<ul style="list-style-type: none"> <li>• Board of Governors General Terms of Reference for Board Standing Committees – Sections 3 and 4</li> <li>• Board Finance and Property Committee Terms of Reference – Section 2(a6)</li> </ul>

Attachments:

1. Proposed 2018-2019 Board of Governors Committee Membership (1 page) – for approval

Prepared by: Erin Plume, Assistant Board Secretary, [erin.plume@ualberta.ca](mailto:erin.plume@ualberta.ca), 780-492-9699

**\*\*AUDIT AND RISK COMMITTEE**

Chair: Dominique Grégoire  
Vice-Chair: Charlene Butler  
\*Shenaz Jeraj (June 30, 2019)  
\*Barry Kaiser (June 30, 2019)  
\*Stuart Lee (August 30, 2019)  
Owen Tobert

**FINANCE & PROPERTY COMMITTEE**

Chair: Owen Tobert  
Vice-Chair: ~~David Cooper~~ <vacant>  
Matthew Barnett  
Katherine Binhammer  
\*Jon Chia (June 30, 2021)  
Reed Larsen  
Glenn Stowkowy  
Sasha van der Klein  
<vacant>

**HUMAN RESOURCES & COMPENSATION COMMITTEE**

Chair: Ray Muzyka  
Vice-Chair: Lynn Parish  
\*Robert Teskey (June 30, 2019)  
Zahra Somani

**INVESTMENT COMMITTEE**

Chair: \*Dave Lawson (June 30, 2020)  
Vice-Chair: \*Jim Drinkwater (June 30, 2019)  
\*Derek Brodersen (June 30, 2019)  
Charlene Butler  
\*John Butler (June 30, 2019)  
\*Gordon Clanachan (June 30, 2019)  
\*Maria Holowinsky (June 30, 2021)  
\*Sandy McPherson (June 30, 2021)  
\*Peter Pontikes (June 30, 2019)  
<vacant>

\* Denotes External Member on a Board Committee

\*\*Formerly known as Audit Committee

\*\*\*Formerly known as University Relations Committee

**LEARNING AND DISCOVERY COMMITTEE**

Chair: Lynne Paradis  
Vice-Chair: Mary Pat Barry  
David Cooper  
Reed Larsen  
Kirk MacLeod  
Ray Muzyka  
Sasha van der Klein

**\*\*\*REPUTATION AND PUBLIC AFFAIRS COMMITTEE**

Chair: Mary Pat Barry  
Vice-Chair: Sheri Somerville  
Matthew Barnett  
Katherine Binhammer  
Levi Flaman  
\*Catrin Owen (June 30, 2020)  
Lynne Paradis  
Sasha van der Klein  
\* <vacant>

**SAFETY, HEALTH & ENVIRONMENT COMMITTEE**

Chair: Zahra Somani  
Vice-Chair: \*Gordon Winkel (June 30, 2019)  
Matthew Barnett  
~~Katherine Binhammer~~ <vacant>  
\*Fahed Elian  
Levi Flaman  
\*David Rust (June 30, 2020)  
Sheri Somerville  
Glenn Stowkowy  
\* <vacant>

***Ex Officio Members on all Board Committees:***

Michael Phair, Board Chair  
Douglas Stollery, Chancellor  
David Turpin, President

**BOARD REPRESENTATION ON UNIVERSITY COMMITTEES**

Senate: Lynne Paradis, Sherri Somerville

Edmonton Community Foundation Nominating Committee: Mary Pat Barry

University Properties Trust Board of Directors: Glenn Stowkowy, <vacant>

**Governance Executive Summary  
Action Item**

Agenda Title: **Board Governance Committee Terms of Reference**

**Motion:** THAT the Board of Governors, on the recommendation of the Board Chair and the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed Terms of Reference for a Board Governance Committee, as set forth in Attachment 1, with implementation of the mandate to take effect once the committee is operational.

**Item**

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation
Proposed by	Michael Phair, Chair, Board of Governors; Board Ad Hoc Group on Committee Mandates and Membership
Presenter(s)	Michael Phair, Chair, Board of Governors

**Details**

Responsibility	University Governance
The Purpose of the Proposal is <i>(please be specific)</i>	To seek Board of Governors approval of Terms of Reference for a new Board Governance Committee, a new standing committee of the Board charged with enhancing board governance integrity and performance by overseeing the effectiveness, impact, organization, and procedures of the Board of Governors.
Executive Summary <i>(outline the specific item– and remember your audience)</i>	<p><u>Background:</u></p> <p>In August 2017, the Board of Governors held a strategic retreat with objectives that included</p> <ul style="list-style-type: none"> <li>To solidify the Board of Governors' commitment to dimensional governance that ensures the Board and all committees are doing the right work to guide the University and to support the ambitions of <i>For the Public Good</i>.</li> </ul> <p>The Board of Governors last reviewed its committee structure and mandates as a whole in 1999. Since that time, the <i>Universities Act</i> transitioned into the <i>Post-secondary Learning Act</i> (2004), the <i>Alberta Public Agencies Governance Act</i> (APAGA) was established, and the University of Alberta has continued to grow and transform.</p> <p>Following the retreat, a Board Working Group was formed to engage in a review of the Board of Governors' processes, structure and role in providing strategic oversight, insight and foresight with a goal of governance excellence in support of the university's institutional strategic plan.</p> <p>On June 15, 2018, the Board of Governors approved the <a href="#">Report and Recommendations of the Board Working Group 2018</a>, including the establishment of a Board Ad Hoc Group to continue the implementation of committee-restructuring recommendations, to be completed on or before December 2019.</p> <p><u>Board Governance Committee:</u></p> <p>The Board Ad Hoc Group on Committee Mandates and Membership</p>

Item No. 7a

	<p>(BAGMM) has been meeting since June 2018 to implement the recommendations of the Board Working Group. One of those approved recommendations was that the Board establish a Board Governance Committee to enhance board governance integrity and oversee the organization and procedures of the Board of Governors.</p> <p><u><i>Proposed Governance Committee Terms of Reference:</i></u></p> <p>The establishment of a governance committee is considered a governance best-practice for governing boards. The proposed Board Governance Committee Terms of Reference are based on the approved recommendations of the Board Working Group and are intended to guide the committee in its support of the Board's governance requirements and responsibilities as outlined in legislation, and in overseeing Board and committee alignment with the institutional strategic plan.</p> <p>These Terms of Reference include components from other standing committee mandates, namely 2(a) (originally from the Board Audit Committee mandate) and 2(h) (originally from the Board Human Resources and Compensation Committee mandate). These components will be removed from those committees' mandates in 2019 once the final review of Terms of Reference of all Board standing committees has been completed. In the meantime, the Board Governance Committee will lead Board consideration of those matters.</p> <p>The Board Governance Committee Terms of Reference have been drafted in a new proposed template for Board Standing Committee Terms of Reference (fulfilling the second component of BAGMM's mandate) and also reflect the proposed <i>Principles for Board of Governors Standing Committee Composition</i>.</p>
Supplementary Notes and context	<p>The attached proposed Board Governance Committee Terms of Reference are the first step toward establishment of the committee. Once approved, the Board Chair will begin approaching Board members to sit on the committee, with a goal that initial meetings of the committee will take place in early 2019.</p>

**Engagement and Routing** (Include meeting dates)

<p>Consultation and Stakeholder Participation (parties who have seen the proposal and in what capacity)</p> <p>&lt;For information on the protocol see the <a href="#">Governance Toolkit section Student Participation Protocol</a>&gt;</p>	<p><u><i>Those who are actively participating:</i></u></p> <ul style="list-style-type: none"> <li>• Michael Phair, Chair, Board of Governors</li> <li>• Members, Board Ad Hoc Group on Committee Mandates and Membership</li> <li>• Marion Haggarty-France, University Secretary</li> <li>• Juli Zinken, Board Secretary and Manager of Board Services</li> </ul>
	<p><u><i>Those who have been consulted:</i></u></p> <ul style="list-style-type: none"> <li>• President and Vice-Chancellor</li> <li>• Lynn Parish, Vice-Chair, Board of Governors; former member, Board Working Group</li> </ul>
	<p><u><i>Those who have been informed:</i></u></p> <ul style="list-style-type: none"> <li>•</li> </ul>
Approval Route (Governance)	Board of Governors, October 12, 2018 – for approval



**Strategic Alignment**

<p>Alignment with <i>For the Public Good</i></p>	<p>Institutional Strategic Plan – <i>For the Public Good</i>:</p> <p><i>SUSTAIN: Sustain our people, our work, and the environment by attracting and stewarding the resources we need to deliver excellence to the benefit of all.</i></p> <p><i>21. Encourage continuous improvement in administrative, governance, planning and stewardship systems, procedures, and policies that enable students, faculty, staff, and the institution as a whole to achieve shared strategic goals.</i></p>
<p>Alignment with Institutional Risk Indicator</p>	<p>Leadership and Change; Relationships with Stakeholders; Reputation</p>
<p>Legislative Compliance and jurisdiction</p>	<ul style="list-style-type: none"> <li>• The <i>Alberta Public Agencies Governance Act</i> (APAGA) promotes transparency, accountability, and good governance for the province’s nearly 250 agencies, boards and commissions.</li> </ul>

Attachment:

1. Proposed Terms of Reference for the Board Governance Committee (2 pages)

*Prepared by:* Juli Zinken, Board Secretary and Manager of Board Services, [juli.zinken@ualberta.ca](mailto:juli.zinken@ualberta.ca) / 780-492-4715



- 1. Mandate and Role of the Committee** – The Board Governance Committee is a standing committee of the Board of Governors charged with enhancing board governance integrity and performance by overseeing the effectiveness, impact, organization, and procedures of the Board of Governors.

The Committee shall function in accordance with the Board's General Committee Terms of Reference and Principles for Board of Governors Standing Committee Composition.

**2. Areas of Responsibility**

Without limiting the generality of the foregoing, the Committee shall:

*Oversight of Institutional Strategic Plan*

- a) support the University in the development and ongoing monitoring of the institutional strategic plan, and report thereon to the Board, as necessary.
- b) identify an annual outline of topics for discussion by the Board related to the institutional strategic plan, and also consider and explore other areas requiring additional focus by the Board or its committees.

*Composition and Succession Planning*

- c) identify required competencies and personal attributes required on the Board and its committees to ensure effective succession in its membership and leadership positions, including oversight and maintenance of a skills matrix for the Board to fulfil its responsibilities.
- d) Work with the Board Chair to identify candidates as prospective Board members and/or committee members to fulfill the roles and responsibilities of the Board.
- e) develop and implement a systematic and open process for seeking nominations for external members of the public to sit on Board committees.

*Orientation and Development*

- f) facilitate opportunities related to Board member orientation, mentorship, development, continuing education, and Board strategic planning, including an annual Board retreat, to support a solid understanding of the University and good governance practices.
- g) oversee opportunities for member engagement with university stakeholders and key sectors of the broader community.

*Board Self-Assessment and Governance Best-Practices*

- h) oversee the Board self-evaluation process and report to the Board on any findings and outcomes.
- i) review the Board's committee structure and mandates to ensure committees remain relevant and effective, with a comprehensive review every three years.
- j) monitor, review, and ensure Board compliance with governance legislation and documents.
- k) review and revise Board by-laws and codes of conduct for approval by the Board of Governors.
- l) review Board processes and meeting effectiveness, ensuring items before the Board or its committees are addressed efficiently, appropriately, and in accordance with legislated standards and best practices.
- m) review the information needs and time commitment of members to ensure that information and meeting management systems and practices facilitate the most effective use of members' time.
- n) ensure follow-up on action items and other recommendations of the Board.

*Other Matters*

- o) consider other matters at the request of the Board.

### 3. Composition

#### **Voting Members (ordinarily a maximum of 8)**

##### ***Ex-officio (3)***

- a) The Board Chair, by virtue of office
- b) The Chancellor, by virtue of office
- c) The President and Vice-Chancellor, by virtue of office

##### ***Appointed (5)***

- d) At least three but no more than five voting members of the Board of Governors, of whom at least one must be the chair of a Board standing committee.

#### **Non-voting Members**

- e) University Secretary
- f) Committee Secretary

#### **Chair/Vice-Chair**

- g) The Board Chair shall appoint the Committee Chair from the Committee membership Section 3(d) of these Terms of Reference.
- h) The Committee appoints the Committee Vice-Chair from the Committee membership category Section 3(d) of these Terms of Reference, upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

### 4. Limitation on Delegation by the Board of Governors

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 2, the Board shall make all decisions with respect to:

- a) decisions arising from the Board self-evaluation process.
- b) the establishment or revisions of Board by-laws or codes of conduct.
- c) the appointment of members to Board standing committees and other representative roles on behalf of the Board of Governors.

### 5. Reporting to the Board of Governors

The Committee should report regularly to the Board of Governors with respect to its activities and decisions.