



UNIVERSITY OF ALBERTA

UNIVERSITY GOVERNANCE

Board of Governors Open Session Minutes

Friday, October 21, 2016
University of Alberta Council Chamber, 2-100 University Hall
8:00 AM - 12:00 PM

ATTENDEES:

Voting Members:

Michael Phair	Appointed Chair, General Public
Shenaz Jeraj	Appointed Vice-Chair, General Public
Dick Wilson	Appointed Vice-Chair, General Public
Faiza Billo	Appointed Member, Non-Academic Staff Representative (NASA Appointee)
Colin Champagne	Appointed Member, Undergraduate Student Representative to Board of Governors
Sarah Ficko	Appointed Member, President, Graduate Students' Association
Barry James	Appointed Member, University of Alberta Senate Representative
LeRoy Johnson	Appointed Member, General Public
Steven LePoole	Appointed Member, General Public
Raymond Muzyka	Appointed Member, General Public
Robert Parks	Appointed Member, University of Alberta Alumni Association Representative
Fahim Rahman	Appointed Member, President, Students' Union
Jeremy Richards	Appointed Member, Academic Staff Representative (General Faculties Council)
Douglas Stollery	Appointed Member, Chancellor
David Turpin	Appointed Member, President and Vice-Chancellor

Non-Voting Officials Appointed by the President:

Phyllis Clark	Vice-President (Finance and Administration)
Marion Haggarty-France	University Secretary
Brad Hamdon	General Counsel
Heather McCaw	Vice-President (Advancement)
Andrew Sharman	Vice-President (Facilities and Operations)
Catherine Swindlehurst	Chief of Staff (President's Office)
Jacqui Tam	Interim Vice-President (University Relations)
Juli Zinken	Board Secretary and Manager of Board Services

Regrets:

Lorne Babiuk	Vice-President (Research)
David Cooper	Appointed Member, Academic Staff Representative (AASUA Appointee)
Steven Dew	Provost and Vice-President (Academic)
James Heelan	Appointed Member, General Public
Wendy Rodgers	Deputy Provost
Nizar Somji	Appointed Member, General Public
Glenn Stowkowy	Appointed Member, University of Alberta Alumni Association Representative

Presenter(s):

Kelsey Dokis-Jansen	Aboriginal Initiatives Manager, Office of the Provost and Vice-President (Academic)
Roxanne Tootoosis	Traditional Knowledge Keeper

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

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 James reminded members that he is Chair of the Audit Committee for the Province of Alberta and that the financial statements of the University are approved by this committee.

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 Andrew Sharman, the university's new Vice-President (Facilities and Operations), and to recently-appointed Interim Vice-President (University Relations), Jacqui Tam. He also noted that subsequent to the last Board meeting, Glenn Stowkowy was appointed as a new Alumni Association representative on the Board of Governors, replacing former member Jane Halford.

The Chair also welcomed members of a delegation from the University's Global Academic Leadership Development program, a program formed following a Memorandum of Understanding signed between the University of Alberta and the Chinese Scholarship Council in 2011, to provide leadership training to Chinese university administrators in Canada.

The Chair then informed the Board that this would be the final Board of Governors' meeting for Steven LePoole and thanked Mr LePoole for his dedication and service to the Board and its committees over the past five years, both as a Board member and as an external committee member on the Board Finance and Property Committee. Mr LePoole expressed his appreciation for his time on the Board and especially as Chair as the Board Safety Health and Environment Committee, and members joined the Chair in recognizing Mr LePoole's contributions.

The Chair also acknowledged that this would be Phyllis Clark's last Board meeting after 14 years as Vice-President (Finance and Administration), and members recognized Ms Clark for her tremendous leadership at the university and support to the Board and its committees.

The Chair noted his participation in the recent Alumni Weekend celebrations and thanked the Alumni Association for organizing the memorable events.

He informed members that documents had been distributed at the meeting related to the provincial government's recent announcement regarding the extension of the tuition freeze and indicated that these documents would be discussed later in the meeting.

At the Chair's invitation, Chancellor Stollery provided Board members with an overview of the university's current United Way campaign, inviting members to contribute and noting his plans to strengthen community connections as part of next year's campaign.

The Chair reminded members of the upcoming fall convocation and its honorary degree recipients, Chancellor Emeritus Ralph Young, Elizabeth O'Neill, and Stephen Lewis. He also provided an update on the status of the public member search process, indicating that the advertisement for the Board's public members closed the day before and that he was hopeful the process would proceed quickly from this point forward.

Finally, the Chair acknowledged members of the Board for their valuable contributions to the university, reminding members of the June Board of Governors' meeting where the Board approved the new institutional strategic plan, *For the Public Good*. He congratulated President Turpin and his team for their work on the plan, indicating that over the summer he had on several occasions witnessed the university community's positive reception toward and enthusiasm for the strategy document.

2. Update on Aboriginal / Indigenous Initiatives

Presenter(s): David Turpin; Kelsey Dokis-Jansen

The President provided members with an update on the university's Aboriginal and Indigenous initiatives, reminding members of the university's website that provides a directory of links to University of Alberta initiatives, activities, partnerships and programs related to Indigenous and Aboriginal communities.

He informed members that the university hosted the 2016 Building Reconciliation Forum on September 28 and 29 and invited Ms Dokis-Jansen to share with the Board some of the Aboriginal and Indigenous cultural practices on campus.

2a. Smudging Ceremony

Materials before members are contained in the official meeting file.

Presenter(s): Roxanne Tootoosis

Purpose of the Proposal: The University of Alberta is taking steps to ensure campuses are inclusive and culturally responsive by integrating First Nations, Métis and Inuit perspectives into programming and practices. This includes welcoming all members of the campus community to learn about First Nations, Metis and Inuit traditions. In the context of the recommendations of the Truth and Reconciliation Commission, indigenization of campus has been identified as a priority area for post-secondary institutions and the University of Alberta wants to walk the path of learning and reconciliation. Being able to practice smudging and other traditional ceremonies can contribute to a sense of belonging and positive relations with Aboriginal communities.

Discussion:

The Chair welcomed Traditional Knowledge Keeper Roxanne Tootoosis to the meeting and invited Board members to join him in a traditional cleansing ceremony to start the meeting.

Ms Tootoosis provided an overview of the traditional ceremony and invited all interested members to come forward to smudge.

Following the smudge, the Chair thanked Ms Tootoosis for bringing her teachings of ceremony to the Board and also thanked Ms Shana Dion, Director of the Aboriginal Student Services Centre, for coordinating the ceremony.

3. Report of the President

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 points of interest to the Board on: his recent trip to China, provincial government consultation on the funding system, and implementing and measuring *For the Public Good*. He also acknowledged the recent death of former Premier Jim Prentice, University of Alberta alumnus and past honorary degree recipient, stating that Mr Prentice would be sadly missed by the university community.

President Turpin reviewed the provincial government's recent extension of the tuition freeze, noting that the freeze encompasses mandatory non-instructional fees (MNIFs) but not international tuition. He expressed concern that the announcement did not include a plan for backfill funding to cover the shortfall, indicating that the university would be petitioning government to provide this funding and encouraging Board members to do the same.

The Board engaged in a discussion regarding the tuition freeze and its implications on the university, particularly if government does not provide backfill funding. The President noted that the freeze would result in a \$2.7 million cut to the university's budget, not including the MNIFs, and members discussed potential repercussions, including those related to an eventual tuition freeze "thaw" at which point the university would be in a position where it would need to substantially increase tuition to be competitive with other Canadian institutions.

The President reviewed recent changes to his senior management team, acknowledging Don Hickey's retirement and the arrival of Andrew Sharman, Debra Pozega-Osburn's recruitment to the University of Saskatchewan and the interim appointment of Jacqui Tam, and thanking Phyllis Clark for her extraordinary accomplishments at the university as she approaches retirement at the end of the month.

He informed the Board that Vice-President (Research) Lorne Babiuk had been named the 2016 recipient of the World Agriculture Prize, an award bestowed by the Global Confederation of Higher Education Associations for Agriculture and Life Sciences in recognition of exceptional lifetime achievements, and commended Dr Babiuk on this significant accomplishment. He also noted the university's receipt of a \$75-million federal grant from the Canada First Excellence Research Fund (CFREF) that will launch the university's Future Energy Systems Research Institute and the university's receipt of \$82.5 million in infrastructure funding from the federal and provincial governments to improve the scale, quality and sustainability of 10 of its research and innovation facilities, as part of the federal government's Post-Secondary Institutions Strategic Investment Fund (SIF).

President Turpin responded to questions from the Board regarding the university's level of satisfaction with the SIF funding it received; future funding opportunities; and how the Board can stay informed on campus Aboriginal/Indigenous initiatives.

3a. Update on For the Public Good

Materials before members are contained in the official meeting file.

Presenter(s): David Turpin

Discussion:

President Turpin provided an update on the implementation of *For the Public Good*, indicating that he is working with Dr Dew to determine short, medium and long-term priorities, develop quantitative and qualitative measures to monitor progress and success, and to create an annual institutional reporting and accountability process. He informed the Board that a *For the Public Good* Advisory Committee has been convened to explore potential measures to assess the success of, and progress against, goals of *For the Public Good*, and of the intent to establish cross-institution working groups to look at initiatives requiring institution-wide consensus, action, and accountability.

The President highlighted immediate priorities including professional and leadership development, faculty renewal, and a President's committee on international initiatives, as well as the establishment of university signature areas and the process involved in selecting and developing these key areas.

He responded to questions from the Board regarding: how to avoid segregation, or the perception thereof, within the university community due to the development of signature areas; what funding would be associated with signature areas; how the decision would be made to conclude focus on a signature area; whether or not the process of developing these areas would include consultation with the broader university community; whether teaching would be considered alongside research in determining these areas; the management process of potential or upcoming signature areas; how students would be engaged in the development of these signature areas; how more global issues would be addressed within this plan; and whether or not the process would involve provincial, national and international linkages.

The Chancellor suggested that administration refrain from referring to the institutional plan as the acronym "FPG" and instead use "For the Public Good" to encourage continued mindfulness of the plan's original vision and purpose.

President Turpin provided a brief update on the establishment of performance indicators, noting that Mary Persson, Associate Vice-President (Audit and Analysis) and University Auditor, is leading a Performance Indicators Advisory Group, and reviewing the principles and consultation involved in the development of the indicators. He responded to a question from a member regarding whether or not consultation would involve commercialization advisory experts to expand the focus past basic research.

The President then briefed the Board on an incident earlier that morning at the Centennial Centre for Interdisciplinary Science involving an individual in distress.

4. Report from the University Secretary

Presenter(s): Marion Haggarty-France

Discussion:

Ms Haggarty-France provided an update on upcoming opportunities and future plans for board development and orientation for both current and new members, indicating that the Board's annual development session was deferred until new members are appointed.

CONSENT AGENDA

5. Approval of the Consent Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

At the request of a member, the Chair removed Items 5ciii: *Capitalization of Unrestricted Funds to Permanent Net Asset Endowments*, and 5di: *Board Human Resources and Compensation Committee Terms of Reference*, from the Consent Agenda.

- 5a. Approval of the Open Session Minutes of June 17, 2016
- 5b. Approval of the Open Session Minutes of September 1, 2016 (Electronic Vote)
Action Items
- 5c. Report of the Finance and Property Committee
 - 5ci Board Finance and Property Committee Terms of Reference
 - 5cii Augustana Land Bank - Laneways: Land Acquisition
 - 5ciii. Capitalization of Unrestricted Funds to Permanent Net Asset Endowments - *Item removed*
- 5d. Report of the Human Resources and Compensation Committee
 - 5di. Board Human Resources and Compensation Committee Terms of Reference - *Item removed*
 - 5dii Appointment to Universities Academic Pension Plan Board of Trustees
Information Reports
- 5e. Report of the Audit Committee
- 5f. Report of the Finance and Property Committee
- 5g. Report of the Human Resources and Compensation Committee
- 5h. Report of the Investment Committee
- 5i. Report of the Learning and Discovery Committee
- 5j. Report of the Safety, Health and Environment Committee
- 5k. Report of the University Relations Committee
Regular Reports
- 5l. Chancellor's Report
- 5m. Alumni Association
- 5n. Students' Union
- 5o. Graduate Students' Association (including 2015-16 Financial Statements)
- 5p. Association of Academic Staff

- 5q. Non-Academic Staff Association
- 5r. General Faculties Council
- 5s. 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 amended.

CARRIED

ACTION ITEMS

5c. Report of the Finance and Property Committee

Presenter(s): Dick Wilson

5ciii. Capitalization of Unrestricted Funds to Permanent Net Asset Endowments

Materials before members are contained in the official meeting file.

Presenter(s): Phyllis Clark

Purpose of the Proposal: The following faculties have requested capitalization:

- Agricultural, Life and Environmental Sciences - \$897,348.00
Source of funds: Mattheis Ranch revenue from oil and gas leases
Purpose: To match the final portion of the Conservation Easement grant, and increase the funding available to support rangeland research, education and extension activity.
- Medicine and Dentistry - \$1,000,000.00
Source of funds: bequest from the Aulbach estate.
Purpose: Recognize MD students at the annual White Coat award ceremony and provide bursaries for students in the MD program
- Vice-President (Finance and Administration) - \$774,619.23
Source of funds: WCB Special Dividends
Purpose: To increase the principal of the WCB fund to provide an ongoing source of funding that will enable the university to fund various health and safety initiatives.

Discussion:

Ms Clark responded to a question from a Board member regarding to what extent the proposed endowments are one-off expenditures and whether or not they would need re-endowed support in the future.

The motion was moved and seconded.

THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the transfer of \$2,671,967.23 of unrestricted net assets to permanent restricted endowment net assets.

CARRIED

5d. Report of the Human Resources and Compensation Committee

Presenter(s): Raymond Muzyka

5di. Board Human Resources and Compensation Committee Terms of Reference

Materials before members are contained in the official meeting file.

Presenter(s): Raymond Muzyka; Marion Haggarty-France

Purpose of the Proposal: To define the role of BHRCC in the appointment of senior administration; clarify BHRCC's role in approving the compensation and all contractual terms and conditions for Senior Administration; formalize BHRCC's delegated authority over the selection of the external representative on the Vice-President (Facilities and Operations) search committee; and align the Terms of Reference with Board-approved policy/procedures.

Discussion:

In response to a concern expressed by a member regarding the level of delegated authority the committee received from the Board, the Board Chair noted that the former committee chair was aware of those concerns and, along with the current chair, had committed to more comprehensive reporting back to the Board.

The motion was moved and seconded.

THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

CARRIED

CLOSING SESSION

6. *Adjournment*

Presenter(s): Michael Phair

The Chair adjourned the Open Session at 10:15 a.m.