



Board of Governors
Open Session Minutes

Friday, October 16, 2020
By videoconference / teleconference
8:00 AM - 12:00 PM

ATTENDEES:

Voting Members:

Kate Chisholm	Appointed Chair, General Public
Guy Bridgeman	Appointed Vice-Chair, General Public
Joel Agarwal	Appointed Member, President, Students' Union
Zarina Bhambhani	Appointed Member, Additional Member
Ayaz Bhanji	Appointed Member, University of Alberta Alumni Association Representative
Charlene Butler	Appointed Member, General Public
Breda Cormack	Appointed Member, Non-Academic Staff Representative (NASA Appointee)
Daniel Eggert	Appointed Member, General Public
Bill Flanagan	Appointed Member, President and Vice-Chancellor
Peggy Garritty	Appointed Member, Chancellor
Mona Hale	Appointed Member, General Public
David Konrad	Appointed Member, Undergraduate Board of Governors Representative
Janice MacKinnon	Appointed Member, General Public
Sett Policicchio	Appointed Member, General Public
Thomas (Tom) Ross	Appointed Member, General Public
Margot Ross-Graham	Appointed Member, University of Alberta Senate Representative
Rakesh Saraf	Appointed Member, General Public
Robert Ryan Thompson	Appointed Member, University of Alberta Alumni Association Representative
Dilini Vethanayagam	Appointed Member, Academic Staff Representative (GFC Appointee)
Marc Waddingham	Appointed Member, President, Graduate Students' Association
Paul Whittaker	Appointed Member, General Public
Donna Wilson	Appointed Member, Academic Staff Representative (AASUA Appointee)
Lillian Zenari	Appointed Member, Additional Member

Non-Voting Officials Appointed by the President:

Martin Coutts	Acting Vice-President (Finance and Administration)
Steven Dew	Provost and Vice-President (Academic)
Walter Dixon	Interim Vice-President (Research)
Brad Hamdon	General Counsel & University Secretary
Andrew Sharman	Vice-President (Facilities and Operations)
Kelly Spencer	Interim Vice-President (Advancement)
Catherine Swindlehurst	Interim Vice-President (University Relations) & Chief of Staff (President's Office)
Juli Zinken	Board Secretary and Manager of Board Services (University Governance)

Presenter(s):

Rob Munro	Executive Lead, Service Excellence Transformation (SET)
Tim Orton	Managing Director, Nous Group

Staff:

Erin Plume, Assistant Board Secretary (University Governance)

IN CAMERA SESSION OF VOTING MEMBERS ONLY

Voting members met, *In Camera*.

OPENING SESSION

The Chair welcomed members and guests, and invited President Flanagan to give the following territorial acknowledgement prepared by Vice-Provost (Indigenous Programs and Research) Florence Glanfield:

The University of Alberta resides on Treaty 6 territory and the homeland of the Métis. This territory is a traditional gathering place for diverse Indigenous peoples including the Cree, Blackfoot, Métis, Nakota Sioux, Iroquois, Dene, Ojibway, Saulteaux, Anishinaabe, Inuit, and many others whose histories, languages, and cultures continue to influence our vibrant community. To acknowledge the traditional territory is to recognize its longer history—reaching beyond colonization and the establishment of European colonies, as well as its significance for the Indigenous peoples who lived and continue to live upon this territory, and whose practices and spiritualities were tied to the land and continue to develop in relationship to the land and its other inhabitants today. We must recognize our collective responsibility in working in relationship with First Nations, Métis, and Inuit peoples and what that means for our institutional work. The principles of Good Relations with FNMI peoples and communities can be followed with all of our diverse and vibrant communities and will be our way forward to uplifting the whole people for the University for Tomorrow.

1. Chair's Session

Presenter(s): Kate Chisholm

1a. Call to Order and Confirmation of Quorum

Presenter(s): Kate Chisholm

The Chair called the Open Session to order at 8:05 am. The Board Secretary confirmed that the attendance constituted quorum.

1b. Approval of Open Session Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Kate Chisholm

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): Kate Chisholm

The Chair made note of the following:

- The University of Alberta has a Code of Conduct in place regarding Board members' obligations respecting conflict of interest, and Board and Board Committee members make annual disclosures in this regard.
- 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 any conflicts of interest related to the open session agenda. She noted that Mr Eggert had declared a potential conflict with Item 3c, *Appointment to the Universities Academic Pension Plan Board of Trustees*, as his employer provides office space to the Universities Academic Pension Plan, but indicated that she did not feel this was a conflict with the current agenda. The Chair observed no further declarations, and declared the question asked and answered.

1d. Chair's Remarks

Presenter(s): Kate Chisholm

The Chair welcomed Sett Policicchio, appointed as a public member to the Board of Governors on September 28, and Todd Gilchrist, incoming Vice-President (Finance and Administration), who was observing the meeting. She also acknowledged Martin Coutts for his service as Acting Vice-President (Finance and Administration) during this transition period.

The Chair thanked Board members for their participation in several Board meetings over the summer months to support the Board's preparation for important upcoming decisions regarding the University of Alberta for Tomorrow initiative.

2. Report of the President

- COVID-19 Update
- Emergency Governance Protocols Decision Tracker
- Board / GFC / Senate Summit Update

Materials before members are contained in the official meeting file.

Presenter(s): Bill Flanagan

Purpose of the Proposal: For information / discussion.

Discussion:

In addition to his written report, President Flanagan updated the Board on the University of Alberta's first Nobel Prize recipient, Dr Michael Houghton, in recognition of his discovery of the hepatitis C (HCV) virus, noting that this is Canada's second-ever Nobel Prize in Physiology or Medicine and that the HCV vaccine developed by Dr Houghton and his team were currently in the late pre-clinical stage of testing.

At President Flanagan's request, Andrew Sharman briefed the Board on the university's COVID-19 response, including a recent campus outbreak, contact tracing, and Winter and Fall 2021 planning.

President Flanagan, Steven Dew, and Mr Sharman responded to questions from the Board regarding: the recruitment of a new Vice-President (Research and Innovation); commercialization and public relations opportunities related to Dr Houghton's Nobel Prize; the severity of campus COVID-19 cases; whether the university had returned to full-grading for the Fall semester; consideration of student mental health as students transition back to in-person learning, particularly for first-year students new to campus; and whether the Board Learning, Research, and Student Experience Committee would receive an update on the university's comparisons with The National Standard of Canada for Mental Health and Well-Being for Post-Secondary Students.

CONSENT AGENDA

3. Motion to Approve the Consent Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Kate Chisholm

- 3a. Approval of the Open Session Minutes of June 19, 2020
Report of the Human Resources and Compensation Committee
- 3b. Appointment to the Public Service Pension Plan (PSPP) Sponsor Board – item removed
- 3c. Appointment to the Universities Academic Pension Plan Board of Trustees – item removed

At the request of a member, the Chair removed Items 3b, *Appointment to the Public Service Pension Plan (PSPP) Sponsor Board*, and 3c, *Appointment to the Universities Academic Pension Plan Board of Trustees*, for discussion.

The motion was moved and seconded.

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

CARRIED

3b. Appointment to the Public Service Pension Plan (PSPP) Sponsor Board

Materials before members are contained in the official meeting file.

Presenter(s): Martin Coutts

Purpose of the Proposal: To approve the appointment of the incoming Vice-President (Finance and Administration) to assume the position of the outgoing Vice-President (Finance and Administration) on the PSPP (Public Service Pension Plan) Sponsor Board effective October 26, 2020, pursuant to Schedule 2, Part 1, Section 4 of The Joint Governance of Public Sector Pension Plans Act.

Discussion:

There was no discussion.

The motion was moved and seconded.

THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee, approve the appointment of Todd Gilchrist, incoming Vice-President (Finance and Administration), to the PSPP (Public Service Pension Plan) Sponsor Board, pursuant to Schedule 2, Part 1, Section 4 of the *Joint Governance of Public Sector Pension Plans Act*, to complete the three-year term of Gitta Kulczycki, effective October 26, 2020 to February 28, 2022.

CARRIED

3c. Appointment to the Universities Academic Pension Plan Board of Trustees

Materials before members are contained in the official meeting file.

Presenter(s): Martin Coutts

Purpose of the Proposal: To approve the appointment of the incoming Vice-President (Finance and Administration) to assume the position of the outgoing Vice-President (Finance and Administration) on the Board

of Trustees of the Universities Academic Pension Plan (UAPP), pursuant to Sections 3.6 and 3.8 of the Universities Academic Pension Plan Sponsorship and Trust Agreement.

Discussion:

A member informed the Board that in addition to the proposed appointment to the UAPP Board of Trustees, the Vice-President (Finance and Administration) should also be a member of the UAPP Sponsors group. Mr Coutts noted that the UAPP Sponsorship and Trust Agreement automatically names the university's Chief Financial Officer as a Sponsor, and that the Vice-President (Finance and Administration) reports annually on UAPP to the Board Human Resources and Compensation Committee.

The motion was moved and seconded.

THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee, approve the appointment of Todd Gilchrist, incoming Vice-President (Finance and Administration), to the Board of Trustees of the Universities Academic Pension Plan (UAPP), pursuant to Sections 3.6 and 3.8 of the *Universities Academic Pension Plan Sponsorship and Trust Agreement*, to complete the four-year term of Gitta Kulczycki, effective October 26, 2020 through December 31, 2022.

CARRIED

DISCUSSION & ACTION ITEMS

Report of the President

Presenter(s): Bill Flanagan

4. *UofA for Tomorrow*

The President introduced the item and provided an overview of internal and external consultation to date.

4a. *Academic Restructuring*

Materials before members are contained in the official meeting file.

Presenter(s): Steven Dew

Purpose of the Proposal: To discuss and receive feedback on the contents of the Interim Report of the Academic Restructuring Working Group and to update the Board on consultations thus far.

Discussion:

Dr Dew presented an update on academic restructuring consultation, reviewing concerns raised by the community regarding the pace of consultation, the amount of change and job loss, and skepticism over the cost-saving estimates and potential additional level of hierarchy in the executive dean proposal. He reviewed three academic restructuring scenarios, including a number of variations, with a detailed financial analysis of each.

Dr Dew responded to questions from the Board regarding: the standard pace of faculty renewal and strategies to rejuvenate the professoriate; how pension plans are addressed within the financial model; the benefits and disadvantages of: placing the School of Business in the "Natural and Applied Sciences" grouping, grouping Augustana Faculty, Campus Saint Jean, and the School of Native Studies together, and combining the Faculties of Arts and Science; the opportunity to seek advice on lessons-learned from individuals who have experienced similar transformations at other institutions; whether the proposed groupings were intended to create greater opportunity for interdisciplinary work; whether Deans are prepared to return to the professoriate; the risks to faculty recruitment and retention; and how the university plans to address the growing sense of fear and anxiety among the campus community.

4b. Service Excellence Transformation (SET)

4b.i. Recommendation from General Faculties Council

Materials before members are contained in the official meeting file.

Presenter(s): Bill Flanagan

Purpose of the Proposal: To provide the Board with the motion passed at the September 28, 2020 GFC meeting.

Discussion:

President Flanagan presented a recommendation made by General Faculties Council (GFC) at its September 28, 2020 meeting that GFC be given the opportunity to discuss and make recommendations related to the Service Excellence Transformation (SET) initiative prior to Board of Governors' approval of the SET operating model. The President noted that he had advised GFC that because SET was an administrative matter and not an academic matter, it was outside the statutory jurisdiction of GFC, but that the *Post-Secondary Learning Act* allowed for GFC to make recommendations to the Board of Governors "on any other matters considered by the general faculties council to be of interest to the university".

The President expressed university administration's view that delaying the SET operating model decision would postpone development of a plan to address budget cuts. He assured the Board that should the model be approved, administration would ensure the university could maintain its key mission and would continue to share relevant information regarding the SET initiative with GFC.

The Chair acknowledged receipt of the recommendation and the value of GFC's guidance, but noted the seriousness of consequences if the university did not address its financial challenges within the very short timeframe provided.

President Flanagan and Mr Munro responded to questions from the Board regarding: whether it was possible to share more details on the SET proposal with GFC to help engage the community in the process; how communication regarding SET could be improved; the establishment of measures of success for the SET initiative; whether administration had determined and communicated which areas of the university would be included in Phases 1 and 2 of the implementation plan; whether implementation of SET was interconnected with the academic restructuring process; whether GFC was aware of the established timelines and implementation plan; and the importance of engaging GFC on SET decisions as they relate to the academic restructuring.

4.b.ii SET Operating Model (for approval)

Materials before members are contained in the official meeting file.

Presenter(s): Rob Munro; Tim Orton

Purpose of the Proposal: The proposal is before the Board because agreement on the administration operating model will allow the university to develop processes and structures to deliver services in an effective and efficient manner, within the operating budget.

Discussion:

Mr Munro provided a presentation on the proposed Service Excellence Transformation (SET) operating model, including two alternative models and the potential savings, advantages, and disadvantages for each; features of the preferred model; and a timeline for implementing the model.

Discussion of this item took place under Item 4bi.

The motion was moved and seconded.

THAT the Board of Governors approve proceeding with the Service Excellence Transformation initiative utilizing the Administrative Operating Model as set forth in Attachment 1.

CARRIED

Following approval of the motion, the Chair committed to sending a formal response to GFC on the Board's behalf.

INFORMATION REPORTS

Material before members is contained in the official meeting file.

There were no requests from members to discuss the information items listed below.

5. Action Arising from Previous Meetings – completed / no action arising from June 19
6. Report of the Audit and Risk Committee
7. Report of the Finance and Property Committee
 - Integrated Asset Management Strategy Dashboard
8. Report of the Governance Committee
 - 2020-21 campus events and engagement opportunities
9. Report of the Human Resources and Compensation Committee
10. Report of the Investment Committee
11. Report of the Learning, Research, and Student Experience Committee
12. Report of the Reputation and Public Affairs Committee
Regular Reports
13. Chancellor's Report
14. Alumni Association
15. Students' Union
16. Graduate Students' Association
17. Association of Academic Staff
18. Non-Academic Staff Association
19. General Faculties Council
20. Board Chair Report

CLOSING SESSION

21. Adjournment

The Chair adjourned the Open Session at 9:45 a.m.