



BOARD OF GOVERNORS
Approved Minutes - Open Session

March 16, 2018, 8:15 a.m.

Governors Boardroom A167

Members

Jill Wyatt, Chair
Steve Allan
Rob Allen
Elizabeth Cannon
Branden Cave
Hafeez Chishti
David Cramb
Beverley Foy*
Kris Frederickson
Mark Herman
Lawna Hurl
Colin Jackson
Pam Krause
Allan Lyons
Mary Ellen Neilson
Britney Paris
Margaret Patterson
Samantha Sirianni
Robert Thirsk – left during Item 16
Elaine Wong

Secretary

Susan Belcher

Scribe

Miranda Dallalba

Regrets

Firoz Talakshi

Observers

Whitney Hunter, External Communications Specialist, Students' Union
Samuel Geisterfer, Quality Money Committee Member, Students' Union
Sagar Grewal, President-Elect, Students' Union
Jyoti Myers, Governance Coordinator
Philippe Reicher, Associate Vice-President, Strategic Communications
Drew Scherban, Manager Media Relations
Tina Shaygan, Editor, The Gauntlet

Management

Bart Becker, Vice-President (Facilities)
Linda Dalgetty, Vice-President (Finance and Services)
Karen Jackson, General Counsel
Diane Kenyon, Vice-President (University Relations)
Dru Marshall, Provost and Vice-President (Academic)
Ed McCauley, Vice-President, (Research)
Nuvyn Peters, Vice-President (Development and Alumni Engagement)

Guests

Michael Sclafani, Associate Vice-President, Government and Community Relations – present for Item 16

**by telephone*

The Chair called the meeting to order at 8:15 a.m. and confirmed quorum.

1. Approval of the Agendas

A new item was added to the Closed Session Agenda as Item 24.

Moved/Seconded

That the Agendas for the March 16, 2018 Board of Governors meeting be approved, with the reported amendment.

Carried

2. Conflict of Interest Declaration

No conflicts were declared.

3. Chair's Remarks

The Chair welcomed guests, observers and recently appointed public Board members Hafeez Chishti, Pam Krause and Colin Jackson. The Chair thanked members for attending the board dinner last evening and commented on the caliber of student presentations. The Chair then noted that this is the last Board meeting for Branden Cave, Students' Union, President and Samantha Sirianni, Students' Union, Member-at-Large and thanked them for their contribution to the Board.

4. Safety Moment

Linda Dalgetty presented on snow shovelling safety.

5. Approval of Items on the Open Session Consent Agenda

Documentation for these items was circulated with the Agenda. The following Consent Agenda items were adopted:

5.1 December 15, 2017 Open Session Minutes

That the Minutes of the Open Session of the Board of Governors meeting held on December 15, 2017 be approved.

Adopted

The following Consent Agenda items were received by the Board for information:

5.2 Quarterly Capital Project Status Report (3rd Quarter)**5.3 Standing Committee Chair Reports**

- Audit
- Environment, Health, Safety and Sustainability
- Executive
- Finance and Property

- Human Resources and Governance
- Investment

6. Approval of the Board Bylaws Revisions

Documentation for this item was circulated with the Agenda. Susan Belcher presented this item.

Highlights:

- Management reported that the Board Bylaws are scheduled to be reviewed and that this is the first scheduled review since their adoption
- Management reported that no substantive changes are being proposed at this time. Only minor wording changes are being proposed to correct errors and ensure the bylaws remain current.
- The Board discussed the Bylaws and requested that references to he/she be changed to 'their'

Moved/Seconded

That the Board of Governors approve the revised Board of Governors Bylaws, in the form provided to the Board, and as recommended by the Human Resources & Governance Committee, with the requested amendment.

Carried

7. Approval of Revisions to Committees Terms of Reference (TOR)

Documentation for this item was circulated with the Agenda. Susan Belcher presented this item.

Highlights:

- Management reported that changes to the TOR are being proposed as a result of the government's public Board member appointment process and delays in appointments, which is creating challenges for ensuring that the Chairs and Vice-Chairs of the standing committees have the appropriate level of expertise to lead the Committees
- Management reported that, in order to alleviate this somewhat, it is proposed that the Chair and Vice-Chair positions be opened up to appointees from the Senate and Alumni Association who have the necessary expertise
- The Committee discussed the proposed changes and it was noted that the TOR for the Environment, Health, Safety and Sustainability Committee does not need to be revised at this time
- There were no questions

Moved/Seconded

That the Board of Governors approve the revised Terms of Reference for the following Board of Governors Standing Committees:

Audit Committee

Budget Committee

Executive Committee

Finance and Property Committee

Human Resources and Governance Committee

Investment Committee,

in the forms provided to the Board, and as recommended by the Human Resources and Governance Committee.

Carried**8. Approval of the 2018-2019 Board Meeting Calendar**

Documentation for this item was circulated with the Agenda. Susan Belcher presented this item.

Highlights:

- Management reported on the work and consultation that goes into developing a meeting calendar that works with most schedules and fits with the business and governance cycle of the University. It was reported that the calendar is very similar to previous years' calendars and works well to allow the Board and University to complete the necessary work in a year.
- The Chair commented on the difficulty in changing meeting dates and asked Board members to add meetings to their calendar for the next year to ensure attendance
- There were no questions

Moved/Seconded

That the Board of Governors approve the 2018-2019 Board and Board Standing Committees Calendar in the form provided to the Board, and as recommended by the Executive Committee.

Carried**9. Approval of the Revisions to the Board Code of Conduct**

Documentation for this item was circulated with the Agenda. Karen Jackson presented this item.

Highlights:

- Management reported that the Code of Conduct is being amended to comply with new legislation and a review by the Alberta Ethics Commissioner
- The Board discussed the proposed revisions, particularly section 4 with regard to the definition of improper behaviour and the Board's ability to respond to situations where a breach in the Code has occurred
- In response to a question, it was reported that the Code applies to all Board and Board Committee members
- It was reported that once approved, the new Code of Conduct will be effective on the stated date in the code and will be sent to all Board and Committee members for review and signing

Moved/Seconded

That the Board of Governors approve the amendments to the Code of Conduct of The Board of Governors of the University of Calgary, as set out in the documents provided to the Board, and as recommended by the Human Resources and Governance Committee, with the requested amendment.

Carried**10. Approval of the CIP Appendix A: Financial and Budget Information (Consolidated and Capital Budgets)**

Documentation for this item was circulated with the Agenda. Linda Dalgetty, Dru Marshall and Bart Becker presented this item.

Highlights:

- Management reported that they are presenting the budget for approval and provided an overview of the process used to prepare the budget. It was noted that Management is requesting approval of the budget prior to the government's budget announcement in order to ensure that the University is able to continue to meet its obligations following its fiscal year end of March 31.
- Management reported that there is uncertainty around the provincial budget, and the budget assumptions include a 0% increase in the Campus Alberta operating grant and the receipt of tuition backfill. It was reported that the budget will be adjusted as required following the government's budget announcement, and the adjusted budget will be brought to the Board for approval in June as part of the CIP.
- Management reported that the University is required to submit a balanced budget to government for the upcoming year and noted the following budget highlights:
 - Tables two and four and the Business Enterprise Investments will be completed once final year-end numbers are known
 - Increases in Other Grants are due to required changes in reporting, which changes require some of the government grants to be grossed up

- With the exception of the MacKimmie Complex and Professional Faculties Building Redevelopment Project (MCRP), only approved infrastructure projects have been included, and it was noted that Management will be seeking approval for the MacKimmie redevelopment project later in the meeting
- The Board discussed the MCRP budget, the assumptions used in the development of the budget and the costs. It was reported that bridge funding was approved by the Board last year, to enable work to continue to move forward uninterrupted.
- The Finance and Property Committee Chair reported on the budget discussion at the Committee's last meeting and that the Committee is recommending the budget to the Board for approval

Moved/Seconded

That the Board of Governors approve the University of Calgary's 2018-19 Consolidated Budget totalling \$1,390 million and Capital Budget totalling \$215 million, as set forth in the documents provided to the Committee, and as recommended by the Finance and Property Committee.

Carried**11. Approval of the MacKimmie Complex and Professional Faculties Building Redevelopment Project**

Documentation for this item was circulated with the Agenda. Bart Becker presented this item.

Highlights:

- Management reported that the MCRP has been one of the University's highest capital priorities since 2009. Pre-construction work on MCRP began in 2015-2016 upon receipt of an initial \$17.2 million in government funding. The government has since committed an additional \$262.8 million to complete the capital project.
- Management provided an overview of the project scope and work, including:
 - The re-fit of the tower, the construction of a new block and link as well as renovations to the Professional Faculties Building
 - The project provides the opportunity for the University to play a leadership role in national sustainable building designs, as one of the first projects striving for certification with Canada Green Building Council's net zero carbon building standard, which aligns with the University's Institutional Sustainability Strategy.
 - A philanthropic gift of \$10 million was recently received for the development of the Hunter Hub for Entrepreneurial Thinking, which will be housed on floors four and five of the MacKimmie tower.
 - The project will provide new space for students and the anticipated completion date is 2021-2022
- The Board discussed the impact of the project on both internal and external stakeholders, the phased approach to construction, the implementation plan and the engagement and communications strategy that will be used

- The Board discussed potential risks associated with the project, particularly relating to receiving funding from the government and it was reported that the project has been identified as a priority by the government and Management feels confident that government funding will be received very soon
- The Chair of the Finance and Property Committee shared the Committee's discussion on the project and reported that they are recommending the project to the Board for approval
- The Board agreed that this is an exciting opportunity for the University

Moved/Seconded

That the Board of Governors approve the MacKimmie Complex and Professional Faculties Building Redevelopment Project, for a total project cost of \$290,000,000; contingent on the receipt of the fully executed grant agreement for \$262.8 million of funding from the Government of Alberta, as set out in the documents provided to the Board, and as recommended by the Finance and Property Committee.

Carried**12. Approval of the Tuition for New Program – Doctorate of Business Administration (DBA)**

Documentation for this item was circulated with the Agenda. Dru Marshall presented this item.

Highlights:

- Management reported on the extensive consultation and lengthy approval process for the DBA and confirmed that the program has now received approval from the government
- Management then provided an overview of the DBA, noting that there are currently only two other similar programs in Canada, and that the University's DBA program, if approved, will be the only accredited program in the country. Management reported that the program falls in line with current North American trends and is geared towards working professionals.
- The Board discussed the program and the proposed tuition in comparison to similar programs in North America and the significance of setting an appropriate tuition at the onset
- In response to a question, it was explained how the DBA varies from the Executive Master of Business Administration program
- The Chair of the Finance and Property Committee (FPC) reported on the discussion at the last FPC meeting regarding this item and that FPC recommends approval of the tuition

Moved/Seconded

That the Board of Governors approve the tuition fees for 2018-2019 for the Doctor of Business Administration program, as set out in the documents provided to the Board and as recommended by the Finance and Property Committee.

Carried

13. Report from the President

Documentation for this item was circulated with the Agenda. Elizabeth Cannon presented this item.

The President reported on her activities for the period of December 15, 2017 to March 15, 2018 and noted that great things have been happening on campus including the Dinos winning the national championship last week and that the woman's volleyball team is currently at national competitions. A campus celebration is being planned for next week.

14. University Academic Plan and University Research Plan

Documentation for this item was circulated with the Agenda. Dru Marshall and Ed McCauley presented this item.

Highlights:

- Management reported that, following the refresh of the Eyes High Strategy, the academic and research plans were reviewed to ensure alignment with the University's strategic priorities
- Management provided an overview of the process, which began in April 2017, and included a review of data from the Eyes High consultation process, a literature review, a survey that generated 24,000 responses from across the University, and several consultations with internal and external stakeholders
- Management outlined the five priorities in the plans, noting that the two models are integrated and centered around connecting communities, innovation, prioritizing people, increasing research capacity and matching strengths with opportunities. The value proposition in each plan includes student experience and impact and the plans focus on development of a learning culture that is diverse, equitable and inclusive.
- The research plan provides an opportunity for the University to find new ways to conduct research and identify the next major problems for scholars and research to tackle and to incentivize scholars, which is a unique approach to conducting research in Canadian post-secondary institutions
- The Board discussed various aspects of the plans including the priorities and the significance of the integration of the models with each other, how they align with the University's strategy and the importance of this alignment
- The Board considered the importance of collaborating with the local community, particularly given the economic situation, to create opportunities for the University to become more integrated with the greater business community and also for bringing the broader community on campus
- In response to a question, it was reported that the General Faculties Council approved the plans in January
- The Board acknowledged the extensive work involved in updating the research and academic plans

15. Student Service Fee Report

Documentation for this item was circulated with the Agenda. Dru Marshall presented this item.

Highlights:

- Management reported that a Student Service Fee was approved by the Board in 2010 and that this report outlining the use of the fee is presented to the Board annually
- It was reported that the fee has not changed since 2010 and that the fee only covers part of the costs of providing these services to students and that the University covers the balance of the costs to ensure that services that support students continue to be readily available. It was reported that students are pleased with the current fee and that the use of the fee.
- The Committee discussed the growing gap between costs and fees, the tuition freeze and the likelihood of an adjustment to the fee being required in the future. It was reported that students are advocating to government for predictability in tuition fees over freezes.
- The Board noted that it is pleased with the level of transparency the report provides

16. Alumni Engagement Strategy Report

Documentation for this item was circulated with the Agenda. Nuvyn Peters and Michael Sclafani presented this item.

Highlights:

- Management reported that it has been working with stakeholders and strategic partners to develop a university wide alumni engagement strategy. The last alumni strategy expired in 2016, and there have been numerous changes at the University since then, including a change in organizational structure, the establishment of a Development team, and the addition of fundraising accountability to the portfolio.
- The new strategy will maximize resources and ensure that complimentary fund development and alumni engagement strategies are developed. The University is focused on a long term strategy for students, and lasts a lifetime.
- Management reported on the development of the strategy to date, which includes:
 - An initial consultation process that includes deans, executive leadership, the alumni association board, fundraising staff and alumni
 - The development of five program pillars to serve as the foundation of the strategy
 - Consideration of life stages of alumni and how their engagement with the University changes over time
- The Board discussed the development of the strategy, the changing needs of alumni and programs that will engage, connect and support alumni globally
- In response to a question, it was reported that data is used to build relationships with alumni, and may include surveys and tracking volunteers hours, attendance at events and interest levels

17. Board Member Reports

Documentation for this item was circulated with the agenda.

It was reported that the third Alumni Weekend is scheduled for this weekend and Board members were encouraged to participate in the various events.

The University and the Students' Union have settled the dispute over MacEwan Hall and an agreement has been put in place.

18. Other Business in the Open Session

There was no other business.

19. Motion to Adjourn the Open Session and Move into the Closed Session**Moved/Seconded**

That the Board of Governors adjourn the Open Session and move into the Closed Session.

Carried

The Open Session was adjourned at 10:02 a.m.

Susan Belcher
University Secretary