



BOARD OF GOVERNORS
Approved Minutes - Open Session

March 18, 2016, 8:00 a.m. – 12:30 p.m.

Governors Boardroom A167

Members

Bonnie DuPont, Chair
Steve Allan
Rob Allen
Elizabeth Cannon
Hamid Habibi
Todd Hirsch
Patricia Johnson
Brenda Kenny
Alison Love
Gord Ritchie
Mark Starratt
Robert Thirsk
Robert Thompson
Michael Tom
Michael Webster
Steve Wilson

Regrets

Georgette Habib
Sue Lee
Ed McCauley, Vice-President (Research)
Levi Nilson
Joe Struck
Firoz Talakshi

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)
Nuvyn Peters, Vice-President (Development)

Guests

Miranda Dallalba, Governance Coordinator
Kim Lawrence, Associate VP (Marketing) – present for Item 15
Kevin McQuillan, Deputy Provost – present for Item 11
Jennifer Quin, Senior Director, Student Services – present for Item 9

Observers

Stephen Guscott, President Elect, Students' Union
Fabian Myer, Gauntlet News Editor
Jessica Polivchuk, Policy Analyst, Students' Union

Secretary

Susan Belcher

Scribe

Sheila McAlpine, Governance Coordinator

The Chair called the meeting to order at 8:21 a.m. and confirmed quorum.

1. Approval of the Agendas

Moved/Seconded

That the Agendas for the March 18, 2016 Board of Governors meeting be approved.

Carried

2. Conflict of Interest Declaration

No conflicts were declared.

3. Chair's Remarks

The Chair welcomed the observers to the meeting and thanked Board members who had attended the Board dinner the previous evening.

The Chair announced that Elizabeth Cannon was receiving her 25-year long service award in April and offered congratulations.

The Chair announced that Steve Wilson was awarded a fellowship in the Alberta Institute of Chartered Accountants.

The Chair thanked Michael Webster and Michael Tom for their positive service on, and contributions to the Board, as this is their last meeting before their terms as Board members expire in April.

4. Safety Moment

Michael Webster gave a presentation on the dangers of 'Distracted Walking'.

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 11, 2015 Open Session Minutes**

That the Minutes of the Open Session of the Board of Governors meeting held on December 11, 2015 be approved.

Adopted

5.2 **Authorization to Continue Business**

That the Board of Governors authorize the Vice-President, Finance and Services to approve and pay financial obligations incurred or arising in the normal course of the University's business and operations after the expiration of the current budget on March 31, 2016 and until formal Board approval of the 2016-2017 budget for the University.

Adopted

5.3 **Approval of Naming**

That the Board of Governors approve the naming of a wet lab space located on the second floor of the Heritage Medical Research Building at the Cumming School of Medicine, as the **Troy Ducharme and Hank Swartout MS Research Laboratory** for 25 years or the life of the mandate of the lab, effective March 18, 2016.

Adopted

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

- 5.4 Student Service Fee Report
- 5.5 Aboriginal Student Policy Standing Committee Report (Annual)
- 5.6 Quarterly Capital Project Status Report (3rd Quarter)
- 5.7 Standing Committee Chair Reports:
 - Audit
 - Environment, Health, Safety and Sustainability
 - Executive
 - Finance and Property
 - Human Resources and Governance
 - Investment

6. Approval of the 2016-17 Board Meeting Calendar

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

Management reported that the proposed calendar is similar to the current year's calendar, with the exception of the Finance and Property Committee meetings, which have been scheduled before the Audit Committee for the upcoming year, and that all meetings have been scheduled over one week, as opposed to two weeks.

Moved/Seconded

That the Board of Governors approve the 2016-2017 Board and Board Standing Committees Calendar in the form provided to the Board, and as recommended by the Executive Committee

Carried

7. Approval of All Committees Updated Terms of Reference (TOR)

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

Highlights:

- Management reported that:
 - the proposed new TOR framework is comprised of a general TOR that applies to all Board standing committees, supplemented by a TOR specific to each committee
 - this TOR and the individual Committee's TOR were taken to each standing committee for their review in November/December, except the Budget Committee, which reviewed its TOR in February. The Human Resources and Governance Committee reviewed all of the TOR in January and recommended approval of the TOR in March.
 - Management stated that they believe the proposed TOR reflect current best practices across a variety of sectors, including specifically the post-secondary sector, while meeting requirements specific to the University of Calgary Board governance structure. The new TOR also now accurately reflect the business of the Committees and clearly state the role and responsibilities of each Committee.
 - all of the changes requested by the Board standing committees have been incorporated

into the versions that are being presented to the Board

- In response to a question on introducing business to the Committees, Management responded that the advance notice provided for in the TOR allows the Chair to confirm that the business is appropriate for the committee and the Committees or others to be prepared for the matter, and added that this is consistent with the Board bylaws. The TOR also provides for business to be brought without advance notice with the approval of the Chair of the committee.

Moved/Seconded

That the Board of Governors (Board) approve the Board of Governors Standing Committees General Terms of Reference and new Terms of Reference for each of the Board standing committees set out below, in the forms provided to the Board, and as recommended by the Human Resources and Governance Committee.

Audit Committee
Budget Committee
Environment, Health, Safety & Sustainability Committee
Executive Committee
Finance and Property Committee
Human Resources and Governance Committee
Investment Committee

Carried

8. Approval of Tuition Fees for New Programs (EMBA Program)

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

Highlights:

- Management reported that proposed tuition increase for the Alberta-Haskayne Executive Master of Business Administration program will align the University's tuition with the tuition charged by the University of Alberta, and that this is appropriate given that this is a joint program offered by the University and the University of Alberta
- In response to a question, Management reported that even with the tuition increase, this program will continue to operate on a cost recovery basis and does not generate revenue
- Management noted that this is a very popular program and is currently priced below market rates.
- The Board discussed making this program a world class program and agreed that people often correlate prestige and value with the cost of a program.

Moved/Seconded

That the Board of Governors approve a tuition increase of \$1,250, (1.94%) effective May 1, 2016, and an increase of \$3,250 (4.94%) effective May 1, 2017 for the Alberta-Haskayne Executive Master of Business Administration program, as recommended by the Finance and Property Committee.

Carried

9. Recommendations from the Report on the Prevention of Sexual Harassment and Sexual Violence

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

Highlights:

- The Provost and Vice-President (Academic) reported that an ad-hoc Sub-Committee on the Prevention of Sexual Harassment and Sexual Violence (ad hoc committee) was struck and charged with conducting a review of the existing policies, procedures, programs, and initiatives related to sexual harassment and sexual violence by students against other students on the University's campus, and to determine what changes, if any, are required
- The proponents reported that the ad hoc committee determined that the University has strong policies and procedures, and a variety of initiatives to educate students, but that improvements could be made. They emphasized the importance of ensuring that students feel that they are part of a community that will not tolerate sexual violence in any form. The proponents then outlined the key recommendations in the report.
- The Board discussed the scope of the policy and the recommendations and Management emphasized that it is important for all stakeholders to be involved in the process, and that further significant discussions with faculty, staff and students are planned
- In response to a question, Management responded that a policy for both on and off campus situations is being looked at, but there is still significant work to be done regarding this
- In response to a question, Management noted that there may be challenges with implementation and operation, and Management will work with security and others to address these challenges
- The Board noted that this strong initiative sets the University apart and congratulated the proponents and their team on their excellent work

Moved/Seconded

That the Board of Governors recommend that Management proceed to implement the recommendations articulated in the Prevention of Student-to-Student Sexual Harassment and Sexual Violence Report, as presented to the Board, and as recommended by the Human Resources and Governance Committee.

Carried

10. Approval of Amendments to the West Campus Lease

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

Highlights:

- Management provided background on the two previous land lease agreements and summarized the amendments to the lease and sublease presented for approval
- Management noted that, as several members of Management sit on the West Campus Development Corporation board, which could give rise to potential conflicts of interest, Management is proposing that the University's General Counsel be delegated authority to approve certain matters related to the Amended and Restated Lease Agreement on behalf of the Board, rather than other members of management
- In response to a question regarding the West Campus development project and the challenging

economic climate, Management responded that they believe that there is a marketplace for this development, and that Management has full confidence in the West Campus management team's ability to successfully drive this project forward

Moved/Seconded

THAT, the Board of Governors approve the Amended and Restated Lease Agreement between The Governors of the University of Calgary and West Campus Development Trust by its trustee West Campus Development Corporation dated for reference the 15th day of October 2014, substantially in the form provided to the Board, and authorize the President and Vice President Facilities on behalf of the Board to execute the Amended and Restated Lease Agreement;

THAT, the Board of Governors approve the Amended and Restated Sublease Agreement between The Governors of the University of Calgary and West Campus Development Trust by its trustee West Campus Development Corporation dated for reference the 15th day of October 2014, substantially in the form provided to the Board, and authorize the President and Vice President (Facilities) on behalf of the Board to execute the Amended and Restated Sublease Agreement;

THAT, the Board of Governors authorize the President and Vice President (Facilities) on behalf of the Board, to approve, execute and deliver any further amendments to the Amended and Restated Lease Agreement and the Amended and Restated Sublease Agreement reasonably necessary to reflect the changes in the legal description of the leased and subleased lands resulting from the Order in Council requested from the Province of Alberta on November 20, 2015;

THAT, the Board of Governors authorize the President and Vice President (Facilities), on behalf of the Board, to negotiate, approve, execute and/or deliver all agreements or forms of agreements and all amendments or revisions to such agreements or forms of agreements required by or contemplated under the Amended and Restated Lease Agreement or the Amended and Restated Sublease Agreement; and

THAT, the Board of Governors authorize the General Counsel of the University, after consultation with the President, Vice President (Facilities) and Vice President (Finance and Services), on behalf of the Board, to approve all matters (other than agreements, forms of agreements, and the Development Plan [refer to section 5.1 in the Amended and Restated Lease Agreement]), which are subject to the Board's approval under the Amended and Restated Lease Agreement or the Amended and Restated Sublease Agreement;

all as recommended by the Finance and Property Committee.

Carried

11. Comprehensive Institutional Plan (CIP)

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

Highlights:

- Management presented the draft CIP and discussed the template which is dictated by government, noting that there is one main chapter and several appendices. Management also reminded the Board that the University's academic and research plans drive capital and resource allocations and that the executive summary will be added as the document develops.
- Management reported that the University has an improved enrollment plan and strategy in place, that new programs are being contemplated and that they have almost reached their target for international growth

- Management noted that they have refined the goals and objectives and added affordability, quality and accessibility pieces throughout the document
- In response to questions in regards to research platforms, Management reported that the University will have a new vision document completed next year
- Management confirmed that West Campus is fully self-supporting and receives no funding from the University
- Management confirmed that they have a balanced operating budget for the upcoming year
- Management reported that they will review further the general outreach information with a view to adding content
- The Board discussed the Aboriginal Strategy and agreed that the impact of such a strategy needs more emphasis in the document. They further discussed the need to develop teaching metrics and Management noted that these are in the process of being moved into the collective agreement.
- The Board congratulated the team on a good, fluid document and acknowledged the improvements that have been made to the CIP over the years
- Management reported that the next version of the CIP will come to the Board in May

12. Energizing Eyes High

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

Highlights:

- The President noted that this work is a continuation of discussions held at the Board retreat in September 2015 and is part of a consultation process to ensure that the principles, scope, governance and timelines for developing the next institutional strategy are supported by the internal community and the Board, prior to launching the formal consultation process in September 2016
- The President reported that the feedback to date has been positive and that the University is on a path of excellence, expectations are higher, and the University is now seen as a significant player nationally. She also reported that there is general support to maintain the *Eyes High* name because it is understood by the internal and external communities and there is momentum behind it.
- In response to a question, it was reported that the employee engagement survey has shown improvement in employee engagement each year, and that the investment in culture change is having a positive impact
- In response to a comment that undergraduate students felt disengaged in the *Eyes High* process, Management reported that student leaders were involved in the *Eyes High* Oversight Committee and that there were significant efforts to engage in a broad consultation process, including with students and that Management will consider this further for this consultation process
- The Board expressed their view that *Eyes High* is an excellent strategic plan which has gained attention and has changed attitudes, and commented that implementation is the key to any strategic initiative and *Eyes High* is on the right track. The Board commended the President for the excellent work on *Eyes High*.

13. President's Report

Documentation for this item was circulated with the Agenda. The President made no additional comments.

14. Board Member Reports

Documentation for this item was circulated with the Agenda for the Board's information and Board members made the following comments supplementing their reports:

- Board members were invited to attend the alumni weekend from April 30 to May 1, 2016.
- The President of the Graduate Students' Association (GSA) reported that the results of their recent election were invalidated due to a procedural issue, and that the GSA will hold a special general meeting to conduct a new vote.
- The member for the General Faculties Council (GFC) reported that a new clinical health services strategy has recently been approved by GFC.

15. 50th Anniversary Plan

Documentation for this item was circulated with the Agenda. Diane Kenyon and Kim Lawrence presented this item.

Management reported that 50th Anniversary programming and activities will extend from April 2016 to April 2017, with a focus on community engagement and opportunities for conversations about the future of the University, and that this will be an opportunity to say thank you to Calgary and its citizens for their support of the University. Board members were encouraged to participate.

16. Other Business in the Open Session

There was no other business.

17. 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 10:57 a.m.

Susan Belcher
University Secretary