



**BOARD OF GOVERNORS
ANNUAL MEETING
September 27, 2018
9:00am – 12:00pm
Thunder Bay Location – UC1001 (Senate Chambers)
Orillia Location - OA2005**

MINUTES

Board of Governors Members in Attendance: Ms. Ann Dumyn; Ms. Angela Maltese; Mr. Gerry Martin; Mr. Brian McKinnon; Dr. Moira McPherson; Mr. Ross Murray; Mr. Lou Pero; Ms. Kathryn Rippey; Ms. Catherine Siemieniuk; Mr. David Tamblyn (Chair); Ms. Cathy Tuckwell; Ms. Maria Vasanelli; Mr. Murray Walberg

Regrets: Mr. Ian McCormack; Mr. Sean Speer; Mr. Nathan Wainwright

Administrative Support in Attendance: Ms. Barbara Eccles (Secretary) – General Counsel & University Secretary; Ms. Marcie Morrison – Assistant University Secretary

Invited Guests in Attendance:

Mr. Robert Arnone – Incoming Lakehead University Board of Governor
Dr. Michel Beaulieu – Incoming Lakehead University Board of Governor
Dr. David Barnett - Provost and Vice President (Academic) (Lakehead University)
Ms. Deb Comuzzi - Vice President, External Relations (Lakehead University)
Dr. Andrew P. Dean – Vice President, Research & Innovation (Lakehead University)
Mr. Toby Goodfellow - Chief of Staff, Office of the President (Lakehead University)
Dr. Christine Gottardo - Incoming Lakehead University Board of Governor
Dr. Dean Jobin-Bevans - Principal, Orillia Campus (Lakehead University)
Mrs. Kathy Pozihun - Vice President, Administration & Finance (Lakehead University)

The meeting was called to order at 9:10am.

New, incoming Board members in attendance were introduced and welcomed.

1. Approval of Meeting Agenda

MOVED (C. Tuckwell) that the agenda be approved.
CARRIED

2. Need for In-Camera Items to be Declared

Members were reminded that items arising that need in-camera attention should be declared at the point of discovery.

3. Declaration of Conflict of Interest

Members were reminded of their duty to declare a conflict of interest should awareness of conflict arise at any time in the meeting.

4. Approval of Previous Meeting Minutes

By consensus, the Board approved the minutes of the June 8, 2018 meeting that were circulated in advance with the meeting materials.

5. Business Arising from the Minutes (not on the Agenda elsewhere)

There was no business arising from the minutes.

6. Board Executive Committee Report

The Board Executive Committee discussed items of business that were sensitive or confidential in nature. The approved minutes of the June 20, August 16 and August 21, 2018 Board Executive Committee meetings were circulated to the Board of Governors for information with the in-camera meeting package.

7. Chair's Annual Report

Mr. Tamblyn's verbal annual report included a recap of Board and University events that he participated in since the last Board meeting on June 8, 2018, followed by a summary of the following significant events from the past two years:

- Implementation of the current 2013-18 Lakehead University Strategic Plan;
- Development of the new 2018-23 Lakehead University Strategic Plan;
- Implementation and expansion of the Achievement Program pilot project;
- Establishment of the William G. Tamblyn Legacy Society;
- Executive Compensation legislation compliance;

- Report to the community – Partnerships and Pathways
- Dr. Brian Stevenson’s farewell events;
- Council of Chairs of Ontario Universities joint executive head meeting;
- Governance Review with Bonnie Patterson;
- New Board member recruitment – implementation of the new Evergreen List;
- Successful Presidential search; and
- Continuing support of the President.

8. President’s Report

The September 2018 President’s Report was distributed in advance with the meeting materials and can be found on the Lakehead website at www.lakeheadu.ca.

8.1 Report on Student Appeals 2017-18

A report on 2017-18 student appeals from the Director of Risk Management and Access to Information was circulated in advance with meeting materials.

~~8.2 Final Report on the 2013–18 Lakehead University Strategic Plan~~

8.3 Report on Appointments – *for information*

- Dr. Syed Islam was re-appointed as Acting Chair of the Department of Political Science for the term May 1, 2018 to July 31, 2018.
- Dr. Rupert Klein was appointed as Acting Chair of the Department of Psychology effective January 1, 2019 to June 30, 2019.
- Dr. Kefu Liu was appointed as Acting Chair of the Department of Mechanical Engineering effective July 1, 2018 to September 30, 2018 and from October 1, 2018 to December 31, 2018.
- Prof. Roland Martin was appointed as Chair of the Department of Visual Arts effective July 1, 2018 to June 30, 2019.
- Dr. Hassan Naser was re-appointed as Chair of the Department of Software Engineering for the term July 1, 2018 to June 30, 2021.
- Dr. Rebecca Schiff was appointed as Acting Chair of the Department of Health Sciences effective January 1, 2019 to June

30, 2019.

- Dr. Jill Taylor-Hollings was appointed as an External Adjunct Professor in the Department of Anthropology effective July 1, 2018 to June 30, 2022.

9. Board Standing Committee Annual Reports

9.1 Governance & Nominating Committee

9.1.1 Annual Report

The 2017-18 Governance & Nominating Committee annual report was circulated in advance with the meeting materials.

9.1.2 Appointments to the Board of Governors

Faculty Senate Member:

MOVED (K. Rippey) that Dr. Christine Gottardo be appointed to fill the Faculty Senator member position on the Board of Governors for a three year term, commencing immediately through to the close of the 2021 annual meeting.

CARRIED

Officers:

MOVED (K. Rippey) that the following individuals be appointed as Officers of the Lakehead University Board of Governors for a one year term, commencing at the close of the 2018 annual meeting, through to the close of the 2019 annual meeting:

- Ross Murray – Board Chair
- Angela Maltese – Board Vice Chair
- David Tamblyn – Past Chair
- Moira McPherson – President
- Barb Eccles – Secretary

CARRIED

External Members:

MOVED (K. Rippey) that Ms. Wendy Walberg be elected to the Board of Governors for a three term, commencing at the close of the annual meeting 2018, through to the close of the annual meeting 2021.

Mr. Walberg declared a conflict of interest and abstained from voting.

CARRIED

MOVED (K. Rippey) that Mr. Robert Arnone be elected to the Board of Governors for a three term, commencing at the close of the annual meeting 2018, through to the close of the annual meeting 2021.

CARRIED

9.1.3 Full-Time, Non-Faculty Staff Member:

MOVED (R. Rippey) that Ms. Maria Vasanelli be re-appointed to the Full-Time, Non-Faculty Staff member position on the Board of Governors for a three year term, commencing at the close of the annual meeting in 2018, through to the close of the annual meeting in 2021.

Ms. Vasanelli declared a conflict of interest.

CARRIED

Alumni Association Member:

MOVED (K. Rippey) that Dr. Michel Beaulieu be appointed to fill the Alumni Association member position on the Board of Governors for a two year term, commencing at the close of the 2018 annual meeting through to the close of the 2020 annual meeting.

CARRIED

Student Member:

MOVED (K. Rippey) that Mr. Nathan Wainwright be re-appointed to the Student member position on the Board of

Governors for a one year term, commencing at the close of the annual meeting in 2018 through to the close of the annual meeting in 2019.

CARRIED

9.1.4 Appointments to Organizations and Other Committees

Board of Governors Member on the Ogimaawin-Aboriginal Governance Council (O-AGC):

MOVED (K. Rippey) that Ms. Ann Dumyn be appointed to serve on the O-AGC as the Board of Governors Member pursuant to paragraph 3.1a(ii) of the O-AGC Bylaws, for a one year term commencing at the close of the annual meeting in 2018 through to the close of the annual meeting in 2019.

CARRIED

Board of Governors Member on Senate:

MOVED (K. Rippey) that Mr. Sean Speer be recommended to serve on Senate as the Board of Governors Member pursuant to paragraph 8(i) of the Senate Bylaws for a one year term commencing at the close of the annual meeting in 2018 through to the close of the annual meeting in 2019.

CARRIED

9.1.5 Other Recommendations for Appointments

Lakehead University Employee Pension Plan Advisory Committee:

MOVED (K. Rippey) that the Lakehead University Vice President of Administration and Finance and the Associate Vice President of Human Resources be appointed to the Lakehead University Employee Pension Plan Advisory Committee for one year, commencing at the close of the annual meeting in 2018 through to the close of the annual meeting in 2019.

CARRIED

Board of the Professional Staff Pension Plan:

MOVED (K. Rippey) that Ms. Ann Dumyn and Mr. John Guerard be appointed to the Board of the Professional Staff Pension Plan for one year, commencing at the close of the annual meeting in 2018 through to the close of the annual meeting in 2019.

CARRIED

9.1.6 Appointment of Committee Chairs

MOVED (K. Rippey) that the following individuals be appointed as Chair of the stated Board Standing Committee, commencing at the close of the 2018 annual meeting through to the close of the 2019 annual meeting:

- Ann Dumyn - Audit and Risk
- Brian McKinnon - External Relations
- Angela Maltese - Finance and Operations
- Kathryn Rippey - Governance and Nominating
- Catherine Siemieniuk - Learning and Research

CARRIED

9.1.7 Appointments to Board Standing Committees

The proposed Board Standing Committee membership was circulated in advance with the meeting materials.

MOVED (K. Rippey) that the proposed Committee membership list be approved as presented and that the term for each member listed be for one year, commencing at the close of the 2018 annual meeting, through to the close of the 2019 annual meeting.

The Secretary referred governors to the Bylaws when a question was raised about how extra Board members appointed to standing committees affect quorum.

CARRIED

9.1.8 Approval of Amendments to the Board Bylaws

The proposed amendments to the Bylaws were circulated in advance with the meeting materials.

MOVED (K. Rippey) that the proposed amendments to Article 6 of the Board Bylaws be approved, as presented.

Discussion ensued and the Secretary provided an overview of the proposed amendments.

CARRIED

9.1.9 Approval of Amendments to the Audit and Risk Committee Terms of Reference (Governance Review Benchmark 9.1)

The proposed amendments to the Audit and Risk Terms of Reference were circulated in advance with the meeting materials.

MOVED (K. Rippey) that the proposed amendments to the Audit and Risk Committee Terms of Reference be approved, as presented.

CARRIED

9.1.10 Board of Governors Mentorship Program Guidelines and Process

The Board of Governors Mentorship Program Guidelines and Process document was circulated in advance with the meeting materials for information.

9.2 Audit & Risk Committee

9.2.1 Annual Report

The 2017-18 Audit and Risk Committee annual report was circulated in advance with the meeting materials.

9.2.2 Approval of the 2017-18 Financial Statements of Lakehead University and the Independent Auditors' Report

The 2017-18 Financial Statements of Lakehead University and the Independent Auditors' Report were circulated in advance with the meeting materials.

MOVED (A. Maltese) to approve the 2017-18 Financial Statements of Lakehead University and accept the Independent Auditor's Report attached thereto. The Committee Chair highlighted areas of the report.
CARRIED

9.2.3 Appointment of Auditors

MOVED (A. Maltese) to appoint BDO Canada LLP as auditors of the University for the 2018-19 fiscal year.
CARRIED

9.2.4 2018 Research Ethics Board (REB) Annual Report and Letter of Compliance

The 2018 REB annual report and letter of compliance were circulated in advance with the meeting materials.

MOVED (A. Maltese) to accept the Research Ethics Board Annual Report and Letter of Compliance.
CARRIED

9.3 External Relations Committee Annual Report

The 2017-18 External Relations Committee annual report was circulated in advance with the meeting materials.

9.4 Learning & Research Committee Annual Report

The 2017-18 Learning and Research Committee annual report was circulated in advance with the meeting materials.

9.5 Finance & Operations Committee

9.5.1 Annual Report

The 2017-18 Finance and Operations Committee annual report was circulated in advance with the meeting materials.

9.5.2 Approval of Amendments to the Capital Debt Policy

The proposed amendments to the Capital Debt Policy were circulated in advance with the meeting materials.

Members were provided with background information.

MOVED (R. Murray) that the proposed amendments to the Capital Debt Policy be approved as presented.

CARRIED

10. Investment Resolution

WHEREAS Article 35 of the Board By-Laws requires the Board at its Annual Meeting to designate two or more individuals to manage the University's investments;

MOVED (R. Murray) that the President and the Vice President (Administration & Finance) shall be authorized to manage the investments of the University and to purchase, transfer, exchange, sell or otherwise dispose of or turn to account or realize upon securities, in accordance with the policies established by the Board on the recommendations of the Board Finance and Operations Committee, such as the Statement of Investment Policies and Guidelines for Trust and Endowment Funds Policy, in accordance with the terms of reference of the Committee, and the laws and statutes of the Province of Ontario and the Government of Canada, effective at the close of the annual meeting on September 27, 2018 until the close of the annual meeting in 2019. During the absence of:

- either the President or the Vice President (Administration & Finance), any one of the University's signing officers shall be authorized as the second signature; and
- both the President and the Vice President (Administration & Finance),

any two of the signing officers shall be authorized to perform the aforementioned activities, effective at the close of the annual meeting on September 27, 2018 until the close of the annual meeting in 2019.

CARRIED

11. 2018-19 Judicial Panel Appointments

11.1 Faculty Appointment

A memo from the President and Vice Chancellor providing background information regarding the recommendation was circulated in advance with the meeting materials.

MOVED (M. McPherson) that the following faculty member of the University be appointed to the Judicial Panel for one year, commencing at the close of the annual meeting in 2018 through to the close of the annual meeting in 2019:

- Dr. Ron Davis, Psychology

CARRIED

11.2 Student Appointment

MOVED (M. McPherson) that the following full time student of the University be appointed to the Judicial Panel for one year, commencing at the close of the annual meeting in 2018 through to the close of the annual meeting in 2019:

- Sabyah Azhar

CARRIED

12. Other Reports for Information

A report of the September 17, 2018 Senate meeting was circulated in advance with the meeting materials.

13. In-Camera Meeting

MOVED (M. Vasanelli) to adjourn to an in-camera meeting to discuss items of a personnel, legal, or real estate nature, and other sensitive or confidential matters, and that only members of the Board and others specifically invited by

the Chair may be present.

Mr. Arnone, Dr. Barnett, Dr. Beaulieu, Ms. Comuzzi, Dr. Dean, Ms. Eccles, Mr. Goodfellow, Dr. Gottardo, Dr. Jobin-Bevans, Ms. Morrison and Mrs. Pozihun were invited to remain for the in-camera meeting.

The Board returned to the regular meeting.

Dr. Barnett, Ms. Comuzzi, Dr. Dean, Mr. Goodfellow, Dr. Gottardo, Dr. Jobin-Bevans and Mrs. Pozihun left during the in-camera session.

Mr. McKinnon joined the meeting during the in-camera session.

14. Motions Arising from the In-Camera Meeting

There were no motions arising from the in-camera meeting to be reported to the regular meeting.

15. Items for Information

15.1 2018-19 Board of Governors Meeting Schedule

The 2018-19 Board of Governors meeting schedule was circulated with the meeting materials for information.

16. Other Business

There was no other business.

The meeting adjourned at 12:00pm.

Mr. David Tamblyn, Chair

Ms. Barbara Eccles, Secretary