



BOARD OF GOVERNORS ANNUAL MEETING

October 3, 2019

9:00am – 1:00pm

Thunder Bay Location – UC1001 (Senate Chambers)

Orillia Location - OA2005

MINUTES

Board of Governors Members in Attendance: Dr. Michel Beaulieu; Ms. Ann Dumyn; Dr. Christine Gottardo; Ms. Angela Maltese; Mr. Brian McKinnon; Dr. Moira McPherson; Mr. Ross Murray (Chair); Ms. Kathryn Rippey; Mr. David Tamblyn; Ms. Cathy Tuckwell; Ms. Maria Vasanelli

Regrets: Mr. Robert Arnone; Mr. Sean Speer; Ms. Wendy Walberg

Administrative Resources in Attendance: Ms. Barbara Eccles (Secretary) - General Counsel & University Secretary; Ms. Marcie Morrison (Recorder) - Assistant University Secretary

Invited Guests in Attendance:

Dr. David Barnett - Provost and Vice President (Academic) (Lakehead University)
Ms. Rita Blais – Associate Vice President, Financial Services (Lakehead University)
Dr. Kristin Burnett - Chair, Research Ethics Board (Lakehead University)
Ms. Deb Comuzzi - Vice President, External Relations (Lakehead University)
Mr. Toby Goodfellow - Chief of Staff, Office of the President (Lakehead University)
Dr. Dean Jobin-Bevans - Principal, Orillia Campus (Lakehead University)
Dr. Heather Murchison - Vice Provost, Institutional Planning and Analysis (Lakehead University)
Mrs. Kathy Pozihun - Vice President, Administration and Finance (Lakehead University)
Ms. Anna Sampson - Incoming Lakehead University Board of Governor
Dr. Millo Shaw – Director, Risk Management and Access to Information (Lakehead University)
Ms. Sue Wright - Research Ethics and Administrative Officer (Lakehead University)

The meeting was called to order at 9:06am.

The Chair opened the meeting by acknowledging the Indigenous territories of Thunder Bay and Orillia.

1. Approval of Agenda

MOVED (M. Beaulieu) 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 during the meeting.

4. Approval of Previous Minutes

The minutes of the June 7, 2019 meeting were circulated in advance with the meeting materials.

MOVED (M. Vasanelli) that the minutes of the June 7, 2019 be approved.
CARRIED

The Board of Governors discussed items of business that were sensitive or confidential in nature during a special meeting on the August 14, 2019. The minutes of this meeting were circulated to the Board with the in camera meeting package.

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 at the meetings on July 9 and September 12, 2019. The approved minutes of these meetings were circulated to the Board of Governors for information with the in camera meeting package.

7. Chair's Report

The Board Chair reported that he attended the annual meeting of the Northern Ontario School of Medicine (NOSM) Board of Directors. All members were acknowledged for their contribution over the past year.

8. President's Report

The October 2019 President's Report was distributed in advance with the meeting materials and can be found on the Lakehead website at www.lakeheadu.ca.

Dr. McPherson reported on other events that were not included in her written report:

- Lakehead's annual deputation to City Council
- recent luncheon with the Minister of Training, Colleges and Universities
- Ontario Universities Fair

8.1 2019-23 Strategic Plan Year End Implementation Report (Year 1)

The 2019-23 Strategic Plan year end report was circulated in advance with the meeting materials.

Highlights from Dr. Murchison's report included:

- overview of the five themes and current statistics for each:
 1. Academic Excellence
 2. Social Responsibility
 3. Local and Global Partnership
 4. Entrepreneurship and Innovation
 5. Capacity Development
- reporting approach and annual reporting cycle (last report was received in June 2019)
- report card (as of September 23, 2019);
 - 21 items were flagged "annual target achieved"
 - 3 items were flagged "trending in the right direction"
 - 2 items were flagged "under development"
 - 1 item were flagged "intervention required"

The floor was open to questions and discussion ensued.

8.2 Report on Appointments

Dr. McPherson's report on Chair and Director appointments for the period ending September 24, 2019 was circulated in advance with the meeting materials for information.

8.3 Report on Student Appeals

The 2018-19 annual report on student appeals prepared by the Director of Risk Management and Access to Information, Lakehead University, was circulated in advance with the meeting materials.

Discussion ensued. Dr. Shaw was present to answer questions related to the report.

Dr. Shaw and Mr. McKinnon left the meeting.

9. Board Standing Committee Reports

9.1 Governance & Nominating Committee

9.1.1 Annual Report

The Governance and Nominating Committee's annual report was circulated in advance with the meeting materials.

9.1.2 Resignations – for information

- Catherine Siemieniuk (effective as of July 22, 2019)
- Maria Vasanelli (ceased being employee of Lakehead on August 15, 2019)

9.1.3 Appointments to the Board of Governors

Mr. Murray and Mr. Tamblyn declared a conflict and left the meeting. The Vice Chair of the Board temporarily chaired the meeting.

External Members:

- MOVED (K. Rippey) that Mr. Ross Murray be reappointed to the Board of Governors for a three year term, commencing at the close of the 2019 annual meeting through to the close of the 2022 annual meeting.
CARRIED
- MOVED (K. Rippey) that Mr. David Tamblyn be reappointed to the Board of Governors for a one year term, commencing at the close of the 2019 annual meeting through to the close of the 2020 annual meeting, conditional on Mr. Tamblyn also being appointed to one of the offices listed in Article 6(c) of the Board Bylaws.
The Secretary provided clarification to the reference of Article 6(c) in the motion.
CARRIED

Mr. Murray and Mr. Tamblyn joined the meeting.

Ms. Wright and Dr. Burnett joined the meeting.

Ms. Vasanelli declared a conflict and left the meeting.

- WHEREAS the resignation of full-time staff member Maria Vasanelli, from Lakehead University, effective as of August 15, 2019 causes the member to no longer be eligible for the full time, non-faculty staff member position on the Board, pursuant to article 6a(ii) of the Board Bylaws, and;
WHEREAS the Board has sole and absolute discretion to declare a member's position on the Board vacant, pursuant to Article 8b(ii) of the Board Bylaws;
MOVED (K. Rippey) that;
 - a) the full-time non-faculty staff member position on the Board of Governors be declared vacant at the close of the annual meeting in 2019, and that;
 - b) Maria Vasanelli be appointed as an elected member on the Board of Governors for a three year term, commencing at the close of the annual meeting in 2019 through to the close of the annual meeting in 2022.CARRIED

Ms. Vasanelli joined the meeting.

Elected Member:

Ms. Rippey declared a conflict and left the meeting.

MOVED (C. Tuckwell) that Ms. Kathryn Rippey be recommended as an elected member on the Board of Governors for a three year term, commencing at the close of the annual meeting in 2019 through to the close of the annual meeting in 2022.

Discussion ensued regarding the Lieutenant Governor In Council appointment process.

CARRIED

Ms. Rippey joined the meeting.

Full-Time, Non-Faculty Staff Member:

Ms. Sampson left the meeting.

MOVED (K. Rippey) that Ms. Anna Sampson be appointed to the Board of Governors for a three year term, commencing at the close of the annual meeting in 2019, through to the close of the annual meeting in 2022.

Discussion ensued.

CARRIED

Ms. Sampson joined the meeting.

Officers:

MOVED (M. Vasanelli) 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 2019 annual meeting, through to the close of the 2020 annual meeting:

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

CARRIED

9.1.4 Appointments to Organizations and Other Committees

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

MOVED (C. Tuckwell) 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 2019 through to the close of the annual meeting in 2020.

CARRIED

Board of Governors Member on Senate:

MOVED (A. Maltese) 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 2019 through to the close of the annual meeting in 2020.

CARRIED

9.1.5 Other Recommendations for Appointments

Lakehead University Employee Pension Plan Advisory Committee:

MOVED (C. Tuckwell) 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 2019 through to the close of the annual meeting in 2020.

CARRIED

Board of the Professional Staff Pension Plan:

MOVED (A. Maltese) 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 2019 through to the close of the annual meeting in 2020.

CARRIED

9.1.6 Appointment of Standing Committee Membership and Standing Committee Chairs

The proposed committee composition for the 2019-20 term was circulated in advance with the meeting materials.

MOVED (C. Tuckwell) that the Standing Committee membership and Standing Committee Chair recommendations be approved as presented and that the term for each member listed be for one year, commencing at the close of the 2019 annual meeting, through to the close of the 2020 annual meeting.

CARRIED

The Governance and Nominating Committee Chair noted that attendance and participation of Board members will be discussed at the next meeting of the Committee.

9.2 Audit & Risk Committee

9.2.1 Annual Report

The Audit and Risk Committee's annual report was circulated in advance with the meeting materials.

9.2.2 Approval of the 2018-19 Financial Statements of Lakehead University and the Independent Auditors' Report

The 2018-19 financial statements of Lakehead University accompanied by a memo dated September 4, 2019, prepared by the Associate Vice President, Financial Services that provided a brief summary of the draft Financial Statements, were circulated in advance with the meeting materials.

Mrs. Pozihun provided highlights of the financial statements.

MOVED (A. Dumyn) to approve the 2018-19 Financial Statements of Lakehead University and accept the Independent Auditor's Report attached thereto.

CARRIED

9.2.3 Appointment of Auditors

MOVED (A. Dumyn) to appoint BDO Canada LLP as auditors of the University for the 2019-20 fiscal year.

CARRIED

9.2.4 Research Ethics Board (REB)

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

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

CARRIED

Proposed amendments to the REB Terms of Reference were circulated in advance with the meeting materials.

MOVED (A. Dumyn) to approve the amendments to the Research Ethics Board Terms of Reference.

CARRIED

Ms. Blais, Ms. Wright and Dr. Burnett left the meeting.

9.3 External Relations Committee

9.3.1 Annual Report

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

The Board agreed to a short recess at 10:31am.

The meeting was called to order at 10:45am.

9.4 Finance & Operations Committee

9.4.1 Annual Report

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

The Committee Chair flagged the Fossil Free Lakehead Deputation Request item and reported that this group has been invited to a future Finance and Operations Committee meeting.

9.4.2 Proposed Amendments to Statement of Investment Policies (SIP)

Proposed amendments to the Statement of Investment Policies and Guidelines for Trust and Endowment Funds and the Statement of Investment Policies and Guidelines for Restricted Internal Funds were circulated in advance with the meeting materials.

Background information regarding the composition and work of the SIPs Sub Committee and a summary highlighting the major changes were provided.

MOVED (D. Tamblyn) that the Board of Governors approves the proposed amendments to the Statement of Investment Policies and Guidelines for Trust and Endowment Funds and the Statement of Investment Policies and Guidelines for Restricted Internal Funds as presented.

CARRIED

9.4.3 Investment Resolution

Dr. McPherson declared a conflict of interest, and refrained from participating in debate and voting on the following motion. The Chair invited her to remain in the meeting.

WHEREAS Article 35 of the Board Bylaws requires the Board at its annual meeting to designate two or more individuals to manage the University's investments;

MOVED (A. Maltese) that the President and the Vice President (Administration and 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 October 3, 2019 until the close of the annual meeting in 2020. During the absence of:

- either the President or the Vice President (Administration and 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 and Finance), any two of the signing officers shall be authorized to perform the aforementioned activities, effective at the close of the annual meeting on October 3, 2019 until the close of the annual meeting in 2020.

CARRIED

9.5 Learning & Research Committee Annual Report

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

In the absence of a Committee Chair, Ms. Eccles provided a summary of the Committee's work over the year.

10. 2019-20 Judicial Panel Appointments

10.1 Faculty Appointments

A memo from Dr. McPherson that provided information about the appointment process and terms was circulated in advance with the meeting materials.

MOVED (M. McPherson) that the following faculty members of the University be appointed to the Judicial Panel for the terms specified, commencing at the close of the annual meeting in 2019:

1. Kristin Burnett (returning, three year term)
2. Ron Davis (returning, three year term)
3. Susan Scott (returning, two year term)
4. Tamara Varney (returning, three year term)
5. Gerald Walton (returning, two year term)
6. Mariette Brennan (new, one year term)
7. David Law (new, one year term)
8. Naqi Sayed (new, one year term)

CARRIED WITH AMENDMENTS

10.2 Student Appointments

MOVED (Dr. McPherson) that the following full-time students of the University be appointed to the Judicial Panel for one year, commencing at the close of the annual meeting in 2019 through to the close of the annual meeting in 2020:

1. Sukhraaj Singh Shergill
2. Annaah Malik
3. Daniyal Jafri
4. Sarah Foulds
5. Clifford Mushquash
6. Madison Sameshima

CARRIED

11. Sexual and Gender Based Violence Adjudication Panel Pool Appointments

Supporting documentation that included information about the appointment process and biographies for the new candidates was circulated in advance with the meeting materials.

MOVED (M. McPherson) that the following individuals be appointed/re-appointed to the Sexual and Gender Based Violence Adjudication Panel Pool for one year, commencing at the close of the annual meeting in 2019 through to the close of the annual meeting in 2020 pursuant to paragraph 11.5 of the Sexual and Gender Based Violence Response Policy:

1. Phil Conway (returning)
2. Ron Davis (returning)
3. Kimberly Gagan (returning)
4. Julie Howell (returning)
5. Thamara Laredo (new)

6. Jodie Murphy (new)
7. Jenny Roth (new)
8. Yvonne Roussel (returning)
9. Kathy Sanderson (returning)
10. Deborah Scharf (new)
11. Bryanna Scott (returning)
12. Susan Scott (new)
13. Joy Wakefield (returning)
14. Rachel Warburton (returning)
15. Kathy Kortess-Miller (new)

CARRIED

12. Other Reports for Information

12.1 Senate

A report of the September 16, 2019 Senate meeting was circulated with the meeting materials.

12.2 Northern Ontario School of Medicine (NOSM)

The September 2019 NOSM Dean Report was circulated with the meeting materials.

13. In Camera Meeting

MOVED (K. Rippey) 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 and others approved by the Board may be present.

CARRIED

At 10:55am, the Board adjourned to an in camera meeting.

By consensus, the Board agreed that Dr. Barnett, Ms. Comuzzi, Ms. Eccles, Mr. Goodfellow, Dr. Jobin-Bevans, Ms. Morrison, Dr. Murchison, Mrs. Pozihun and Ms. Sampson remain for the in camera meeting.

The Board returned to the regular meeting at 1:04pm.

Dr. Barnett, Ms. Comuzzi, Mr. Goodfellow, Dr. Jobin-Bevans, Dr. Murchison and Mrs. Pozihun left during the in camera meeting, and Mr. McKinnon re-joined during the in camera meeting.

14. Motions Arising from the In Camera Meeting

There were no motions arising from the in camera meeting.

15. Items for Information

15.1 [Sustainability Action Plan](#)

A website link to the Sustainability Action Plan was circulated with the meeting materials.

15.2 First Board Meeting of the 2019-20 Term

Members were reminded of the next meeting on November 22, 2019 from 9:00am to 12:00pm, in the Senate Chambers.

16. Other Business

There was no other business.

The meeting adjourned at 1:06pm.

Mr. Ross Murray, Chair

Ms. Barbara Eccles, Secretary