



BOARD OF GOVERNORS MEETING MINUTES

Date:	November 25, 2021
Time:	9:00am - 2:00pm (EST)
Location:	Zoom Meeting

Board of Governors Members in Attendance: Brandon Rhéal Amyot; Robert Arnone; Peter Caldwell; Ann Dumyn; Dr. Don Kerr; Angela Maltese (Chair); Brian McKinnon; Michael Nitz; Dr. Moira McPherson; Ross Murray; Anna Sampson; Mark Smith; Cathy Tuckwell; Maria Vasanelli; Wendy Walberg; Debra Woods

Regrets: Claudine Cousins

Administrative Resources in Attendance: Barbara Eccles (Secretary) - General Counsel & University Secretary; Marcie Morrison (Recorder) - Assistant University Secretary; Debra Bevan (Recorder) - Governance and Legal Assistant

Invited Guests in Attendance:

Dr. David Barnett - Provost and Vice-President, Academic (Lakehead University)
 Rita Blais - Associate Vice-President, Financial Services (Lakehead University)
 Michael den Haan - Vice-President, External Relations (Lakehead University)
 Dr. Andrew P. Dean - Vice-President, Research and Innovation (Lakehead University)
 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)
 Kathy Pozihun - Vice-President, Administration and Finance (Lakehead University)

The Chair opened the meeting by acknowledging the Indigenous territories of Thunder Bay and Orillia.	
The meeting was called to order at 9:02am.	
Item	Presenter(s)
1. Approval of Agenda MOVED (R. Arnone) that the agenda be approved. CARRIED	Angela Maltese
2. Need for In Camera Items to be Declared	Angela Maltese

	Members were reminded that items arising that need in camera attention should be declared at the point of discovery.	
3.	<p>Declaration of Conflict of Interest</p> <p>Members were reminded of their duty to declare a conflict of interest should awareness of conflict arise at any time during the meeting.</p>	Angela Maltese
4.	<p>Code of Conduct at Meetings</p> <p>Members were reminded of the Board approved Code of Conduct in place to promote a positive environment.</p>	Angela Maltese
5.	<p>Chair's Report</p> <p>Highlights from the Board Chair's verbal report included:</p> <ul style="list-style-type: none"> • mention of the recent Board of Governors Fall Retreat • the implementation of the new Consent Agenda item • acknowledgment of the work of the Board of Governors Bylaw Review Sub Committee (Ann Dumyn, Moira McPherson, Maria Vasanelli and Cathy Tuckwell), the Sub-Committee Chairs who led the work (Maria Vasanelli and former Governor, Kathy Rippey) and the University Secretariat's office (Barb Eccles, Marcie Morrison, Yvonne Roussel) • acknowledgment the Board members who attended the Lakehead University Student Union 40th Anniversary event and gave congratulations on behalf of the Board (Mark Smith and Brandon Amyot) 	Angela Maltese
6.	<p>President's Report</p> <p>The November 2021 President's Report was circulated in advance with the meeting material and is available on the Lakehead website at www.lakeheadu.ca.</p>	Dr. Moira McPherson
7.	<p>Consent Agenda</p> <p><i>For Information: The Board Bylaws provide that no recommendation for a Board Motion can be dealt with as part of the Consent Agenda unless declared beforehand. Prior to approval of the Consent Agenda, Board members may request that an item be removed from the Consent Agenda to allow discussion or debate on such item.</i></p> <p>The items listed in the Consent Agenda, along with supporting documentation, were circulated to members in advance with the meeting materials. Prior to approving the Consent Agenda, Board members had the opportunity to request that an item be removed from the Consent Agenda and placed as a separate item</p>	Angela Maltese

	<p>on the agenda under Items for Discussion from Committee Reports or elsewhere on this agenda, to allow for discussion or debate.</p> <p>The Board Chair explained how the Consent Agenda is designed for items that are routine and non controversial in nature and should help meetings run more efficiently, reminding members that any item may be removed from the Consent Agenda and added as a separate item to allow for discussion.</p> <p>Dr. Don Kerr declared a conflict of interest for item C6.3.</p> <p>MOVED (A. Dumyn) that the Consent Agenda be approved. CARRIED</p>	
C1.	<p>Approval of the October 1, 2021 Board of Governors Meeting Minutes</p> <p>MOVED that the minutes of the October 1, 2021 meeting be approved. CARRIED</p> <p>There was no business arising from the minutes.</p>	
C2.	<p>Executive Committee Report</p> <p>The Board Executive Committee discussed items of business that were sensitive or confidential in nature during its meeting on November 4, 2021. A confidential report was provided during the in camera session.</p>	
C3.	<p>President's Report on Appointments</p>	
C4.	<p>Audit and Risk Committee Report (of the meeting held on November 4, 2021)</p>	
	<p>C4a. Research Ethics Board Terms of Reference Amendments</p> <ol style="list-style-type: none"> 1. Current Terms of Reference 2. Proposed Amendments (with markup) 3. Proposed Amendments (without markup) <p>MOVED that the proposed amendments to the Research Ethics Board Terms of Reference be approved. CARRIED</p>	
C5.	<p>External Relations Committee Report (of the meeting held on November 3, 2021)</p>	

C6.	Finance and Operations Committee Report (of the meeting held on November 4, 2021)	
	<p>C6a. Lakehead University Pension Plan Text Amendments</p> <ol style="list-style-type: none"> 1. Memo 2. Lakehead University Employee Pension Plan (the “Employee Plan”) Amendment 2021/2 <p>MOVED that the resolution relating to the Employee Plan Amendment 2021/2, circulated with the meeting materials, be approved. CARRIED</p> <ol style="list-style-type: none"> 3. Pension Plan for Professional Staff of Lakehead University (the “Professional Plan”) Amendment 2021/2 <p>Dr. Don Kerr declared a conflict of interest for item C6.3.</p> <p>MOVED that the resolution relating to the Professional Plan Amendment 2021/2, circulated with the meeting materials, be approved. CARRIED</p>	
C7.	Governance and Nominating Committee Report (of the meeting held on November 4, 2021)	
	<p>C7a. Notice of Expiring Terms</p> <p><i>For information: once a year, the Board shall be advised in writing by the Secretary of the names of those members whose terms expire during the current year. These names shall be recorded in the official minutes of that Board meeting [Bylaws: Article 7].</i></p> <ul style="list-style-type: none"> ● Ross Murray (Term: October 3, 2018-AGM 2022) - eligible for 1 more year unless an officer (9 year limit is the AGM 2023) ● Maria Vasanelli (Term: October 3, 2018-AGM 2022) - eligible for two more years unless an officer (9 year limit is the AGM 2024) ● Anna Sampson (Term: October 3, 2019-AGM 2022) - eligible for one additional three year term ● Debra Woods (Term: October 1, 2020-AGM 2022) - eligible for one additional two year term 	

	<p>C7b. Board Learning and Liaison Committee Membership Recommendation</p> <ul style="list-style-type: none"> • BLLC Terms of Reference - for information MOVED that Peter Caldwell be added as a member of the Board Learning and Liaison Committee, commencing immediately until the close of the Annual Meeting in 2022. CARRIED 	
C8.	Learning and Liaison Committee Report (of the meeting held on November 3, 2021)	
C9.	<p>Sexual and Gender Based Violence Adjudication Panel Pool Appointments</p> <p>MOVED that the following individuals be re-appointed to the Sexual and Gender Based Violence Adjudication Panel Pool commencing immediately, through to the close of the annual meeting in 2022 pursuant to paragraph 11.5 of the Sexual and Gender Based Violence Response Policy:</p> <ol style="list-style-type: none"> 1. BUSET, Hope (returning) 2. CHAPMAN, Frances (returning) 3. CLIFFORD, Lorne (returning) 4. LUKKAROINEN, Mari (returning) 5. MacELHERON, Sabreena (returning) 6. MURPHY, Jodie (returning) 7. NIITTYNEN, Miranda (returning) 8. OINONEN, Kirsten (returning) 9. ROUSSEL, Yvonne (returning) 10. TENIUK, Roy (returning) 11. VAILLANCOURT, Anita (returning) <p>CARRIED</p>	
C10.	Other Informational Items	
	C10a. Ogimaawin Indigenous Education Council Reports (of the October 7 and November 15, 2021 meetings)	
	C10b. Senate Report (of the October 18, 2021 meeting)	
8.	Items for Discussion from Committee Reports	Angela Maltese

8.1	<p>Finance and Operations Committee</p> <p>Marcie Morrison joined the meeting.</p>	Cathy Tuckwell
	<p>8.1a. BFOC Responsible Investing Policy Review Ad Hoc Committee Report</p> <p>The following items were circulated in advance with the meeting materials.</p> <ol style="list-style-type: none"> 1. Update on the Divestment of Fossil Fuel Investments in Lakehead Trusts and Endowments (“Funds”) <p>An update on Lakehead’s divestment initiatives as of November 18, 2021, submitted by the Chair of the Responsible Investing Ad hoc Committee, was circulated in advance with the meeting materials. It was reported that the Board of Governors and Administration are fully committed to divestment of fossil fuels by the end of our strategic plan in 2023 and are well on track to achieving this goal.</p> <p>Additional information was provided regarding the Ad hoc Committee’s next steps. Discussion ensued.</p> <ol style="list-style-type: none"> 2. Investing to Address Climate Change Charter [climatecharter.utoronto.ca]: <p><i>For information: Excerpt from the minutes of the November 26, 2020 Board of Governors in camera meeting - MOVED (C. Tuckwell) that the Board of Governors approves:</i></p> <ol style="list-style-type: none"> a. <i>Initializing steps to become signatory/members of a Responsible Investment organization(s) (such as Responsible Investment Association, UN PRI or IACC) ...</i> <p><i>Working towards total divestment (fossil-free) by the end of the current Strategic Plan in 2023 but in step with the Responsible Investment Policy and aligned and guided by the work that will be completed as part of recommendation (a) above and in a manner consistent with the fiduciary and legal obligations of the Board.</i></p> <p>A motion was presented to the Board of Governors to direct Lakehead University to initiate the first step to become a signatory of the Investing to Address Climate Change Charter.</p>	Cathy Tuckwell

	<p>MOVED (C. Tuckwell) that the University initiate the first step for Lakehead to become a signatory of the Investing to Address Climate Change charter. CARRIED</p> <p>Dr. Andrew Dean joined the meeting.</p>	
8.2	<p>Governance and Nominating Committee</p> <p>Debra Bevan left the meeting.</p>	Maria Vasanelli
	<p>8.2a. Board of Governors Bylaw Revisions</p> <p><i>For information: Notice of Motion was presented at the October 1, 2021 Board of Governors meeting.</i></p> <p>The following items were circulated in advance with the meeting materials:</p> <ol style="list-style-type: none"> 1. Current Bylaws 2. Proposed Bylaws 3. CONFIDENTIAL Copy of Comprehensive Bylaw Review Progress Report <i>(Secretary's Note: This report was previously distributed to the Board with the October 1, 2021 In Camera meeting package, and was included here as confidential supporting information. This report will be deleted from the open meeting package prior to its publication, and moved to the in camera meeting package)</i> <p>The Chair of the Board of Governors Bylaw Review Sub Committee provided background information. Members of the Sub Committee and the University Secretariat staff were acknowledged for their expertise and contributions during the review process.</p> <p>WHEREAS the Board has carried out a comprehensive review of its Bylaws;</p> <p>AND WHEREAS numerous amendments to the Board Bylaws have been proposed;</p> <p>MOVED: (M. Vasanelli)</p> <ol style="list-style-type: none"> (a) that the attached revised Board of Governors Bylaws be approved effective November 26, 2021; and (b) that the Board Bylaws in effect on November 25, 2021 are repealed. 	<p>Maria Vasanelli, Barbara Eccles</p>

		CARRIED	
		Past Board member Kathy Rippey was acknowledged for her work in initiating the review before she retired from the Board.	
9.	In Camera Session	<p>MOVED (C. Tuckwell) to adjourn to an in camera session to discuss items of a personnel, legal, or real estate nature, and other sensitive or confidential matters, and that only members of and others approved by the Board may be present. CARRIED</p> <p>Dr. David Barnett, Dr. Andrew Dean, Barbara Eccles, Toby Goodfellow, Michael den Haan, Dr. Dean Jobin-Bevans, Marcie Morrison, Dr. Heather Murchison and Kathy Pozihun were invited to remain for the in camera meeting.</p> <p>The Board returned to the open meeting at 2:14pm.</p>	Angela Maltese
9a.	Motions Arising from the In Camera Meeting	<p>The Secretary reported that the following resolutions were adopted during the In Camera session:</p> <ul style="list-style-type: none"> • MOVED that the 2021-22 Board of Governors workpan be approved. CARRIED • MOVED to change the date of the June 2022 meeting of the Board of Governors from 3 June 2022 to 10 June 2022. CARRIED 	Barbara Eccles
10.	Other Business	There was no other business	Angela Maltese
<p>The meeting was adjourned at 2:16pm.</p> <p>Next Meeting: February 5, 2022, 9:00am - 1:00pm (EST)</p>			

 Angela Maltese, Chair

 Barbara Eccles, Secretary