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**BOARD OF GOVERNORS**

**ANNUAL MEETING**

**September 27, 2018**

**9:00am – 12:00pm**

**Thunder Bay Location – UC1001 (Senate Chambers)**

**Orillia Location - OA2005**

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**AGENDA**

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

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

**Invited Guests:** Mr. Toby Goodfellow - Chief of Staff, Office of the President (Lakehead University)

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1. Approval of Meeting Agenda

MOVED that the agenda be approved.

2. Need for In-Camera Items to be Declared

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

3. Declaration of Conflict of Interest

Members are 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 - *attachment*

MOVED that the minutes of the meeting held on June 8, 2018 be approved.

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

6. Board Executive Committee Report

*For information: 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. David Tamblyn) (10 minutes)

8. President's Report (Dr. Moira McPherson) (30 minutes) – *attachment*

8.1 Report on Student Appeals 2017-18 – *attachment*

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

8.3 Report on Appointments – *for information*

- Dr. Sayed 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 (Ms. Kathryn Rippey) (15 minutes)

9.1.1 Annual Report – *attachment*

9.1.2 Appointments to the Board of Governors

Faculty Senate Member:

MOVED 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.

Officers:

MOVED 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

External Members:

MOVED 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.

MOVED 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.

9.1.3 Full-Time, Non-Faculty Staff Member:

MOVED 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.

Alumni Association Member:

MOVED 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.

Student Member:

MOVED 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.

9.1.4 Appointments to Organizations and Other Committees

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

MOVED 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.

Board of Governors Member on Senate:

MOVED 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.

9.1.5 Other Recommendations for Appointments

Lakehead University Employee Pension Plan Advisory Committee:

MOVED 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.

Board of the Professional Staff Pension Plan:

MOVED 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.

9.1.6 Appointment of Committee Chairs

MOVED 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

9.1.7 Appointments to Board Standing Committees - *attachment*

MOVED 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.

9.1.8 Approval of Amendments to the Board Bylaws - *attachment*

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

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

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

9.1.10 Board of Governors Mentorship Program Guidelines and Process – *attached for information*

9.2 Audit & Risk Committee (Ms. Angela Maltese) (15 minutes)

9.2.1 Annual Report - ***attachment***

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

MOVED to approve the 2017-18 Financial Statements of Lakehead University and accept the Independent Auditor's Report attached thereto.

9.2.3 Appointment of Auditors

MOVED to appoint BDO Canada LLP as auditors of the University for the 2018-19 fiscal year.

9.2.4 2018 Research Ethics Board (REB) Annual Report and Letter of Compliance (Dr. Lori Chambers) – *attachment*

MOVED to accept the Research Ethics Board Annual Report and Letter of Compliance.

9.3 External Relations Committee Annual Report (Mr. Brian McKinnon) (5 minutes) – *attachment*

9.4 Learning & Research Committee Annual Report (Ms. Catherine Siemieniuk) (5 minutes) – *attachment*

9.5 Finance & Operations Committee (Mr. Ross Murray) (5 minutes)

9.5.1 Annual Report - *attachment*

9.5.2 Approval of Amendments to the Capital Debt Policy – *attachment*

MOVED that the proposed amendments to the Capital Debt Policy be approved as presented.

10. Investment Resolution (Mr. Ross Murray) (5 minutes)

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 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.

11. 2018-19 Judicial Panel Appointments (Dr. Moira McPherson) (5 minutes)

11.1 Faculty Appointment – *attachment*

MOVED 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

11.2 Student Appointment

MOVED 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

12. Other Reports for Information

- Senate - *attachment*

13. In-Camera Meeting

MOVED 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.

14. Motions Arising from the In-Camera Meeting

15. Items for Information

15.1 2018-19 Board of Governors Meeting Schedule – *attachment*

16. Other Business

Adjournment