

BOARD OF GOVERNORS' ANNUAL MEETING #13-266 Friday, October 4, 2013 at 4:00 p.m. in the Senate Chambers

MINUTES

Present Mr. C. Clark (Chair) Mr. C. Bruce Mr. D. Bacsa Ms. Nancy Bouchard Mr. K. Cleghorn Mr. K. Chase Mr. Andy Crooks* Ms. J. Flett Mr. D. Heroux

Ms. K. Roche (Secretary)

Regrets Mr. B. McKinnon Mr. T. Morris Mr. G. Labine Dr. C. Matheson Ms. M. Phipps Ms. F. Picherack Dr. B. Stevenson Mr. D. Tamblyn Mr. Bruce Waite Mr. M. Walberg Mr. E. Zakrewski

Mr. Robert Perrier Dr. P. Smith

- Teleconference*
- 1. Need for In Camera Items to be Declared

An item will be added to the In Camera agenda: Update on LGIC Appointment to the Board.

2. Guest Speaker- Dr. Thomas Potter, Associate Professor in Outdoor Recreation - "Teaching for Deep Learning through Student Engagement"

> Dr. Tom Potter discussed how Lakehead University provides students with experiential learning in the Outdoor Recreation Program. Students are learning by thinking. The Outdoor Recreation Program uses a 3-pronged approach with specializations in tourism, leadership, and parks. Students are also involved in the community and are provided opportunities to work with community organizations.

3. Approval of Agenda

MOVED (C. Matheson/G. Labine) that the agenda be approved. CARRIED

4. Declaration of Conflict of Interest

The Chair asked for declarations of conflict of interest. He noted that should a member become aware that they have a conflict of interest at any time during the meeting it is the member's responsibility to declare the conflict.

There were no conflicts declared.

5. Approval of Minutes of the Board of Governors' Meeting of June 7, 2013

MOVED (M. Walberg/D. Tamblyn) that the Minutes of the Board of Governors' Meeting of June 7, 2013 be approved. CARRIED.

6. Board Executive Committee Minutes

There were no questions or comments on the Executive Committee Minutes or the motions passed by the Executive Committee on behalf of the Board. These items were provided for information only.

- 6.1 Board Executive Committee meeting held on June 19, 2013 –. The meeting minutes were distributed with the Board meeting materials.
- 6.2 Board Executive Committee meeting held on September 11, 2013 –. The meeting minutes were distributed with the Board meeting materials.

The Board of Governors' Executive Committee met on September 11, 2013 and passed the following motions on behalf of the Board:

that the Appointment of Chairs/Directors be approved:

- Dr. Robert Petrunia, Chair of the Economics Department for a one (1) year term effective July 1, 2013 through June 30, 2014.
- Dr. Krishnamoorthy Natarajan, Chair of the Electrical Engineering Department for a three (3) year term effective July 1, 2013 through June 30, 2016.
- Dr. Marg McKee, Director of the Social Work School for a three (3) year term effective July 1, 2013 through June 30, 2016.
- 7. Business Arising from the Minutes (not on the Agenda elsewhere)

There was no business arising from the minutes.

8. Chair's Report

Mr. Cam Clark summarized the highlights of the past year in his report to the Board. He noted that the year-end reports submitted by the chairs of the standing committees provided a good overview of the Board's accomplishments. He stated that the Board is working in both a leadership capacity and reaching out to a broader audience that also has a stake in advancing the University. This report was distributed with the meeting materials.

9. President's Report

Dr. Stevenson reviewed the highlights of his report as distributed prior to the meeting.

International recruitment has been very successful. Previously the Board saw the targets and the proposed budget. The president will provide a comprehensive report after November when the final enrolment numbers are available.

Dr. Stevenson reviewed the status of the President's Advisory Council on Economic Development (PACED) and how this will tie into the roundtable discussions. PACED has recently been set up in Northwestern Ontario. Plans are underway to set up a committee in Orillia. The committees will review what items they will be working on as a result of the previous consultations.

Dr. Stevenson noted that a press conference will be held in the next few days on the Nanabijou Day Care Centre.

9.1 Strategic Planning Objectives

Barb Eccles, Senior Advisor and Legal Counsel to the President, presented a revised version of document presented to the Board in June. This table will be used to report progress on the Strategic Plan throughout 2013-14. She noted that although approval of the report is not needed, Administration is seeking approval from the Board to continue with this format. Each time this comes to the Board, all previously reported information will be included as well as the new information which will be highlighted.

10. Consent Agenda

- 10.1 Learning and Research Committee Annual Report
- 10.2 External Relations Committee Annual Report
- 10.3 Finance and Operations Committee Annual Report
- 10.4 Audit and Risk Committee Annual Report
- 10.5 Governance and Nomination Committee Annual Report
- 10.6 Report of the Board of Governors' Representative to Senate
- 10.7 Ogimaawin Aboriginal Governance Council Report
- 10.8 Ratification of Adjunct Professors
 - Dr. David Chapman be appointed as an External Adjunct

Professor to the Faculty of Science and Environmental Studies for the term July 1, 2013 through June 30, 2017.

- Dr. Christopher Murray be appointed as an Internal Adjunct Professor to the Faculty of Science and Environmental Studies for the term July 1, 2013 through June 30, 2017.
- Dr. Marcus Powloski be appointed as an External Adjunct Professor to the Faculty of Health and Behavioral Sciences for the term July 1, 2013 through June 30, 2017.
- Dr. Kristen Burnett be appointed as an Internal Adjunct Professor to the Faculty of Education for the term July 1, 2013 through June 30, 2017.
- 10.9 Appointment of Chairs/Directors
 - Dr. Lionel Catalan, Chair of the Chemical Engineering Department for a 3 year term effective July 1, 2013 through June 30, 2016.

MOVED (C. Matheson/M. Phipps) that the Consent Agenda be approved. CARRIED

Motions Arising out of Committee Reports

- 11. Audit and Risk Committee
 - 11.1 MOVED (K. Chase/F. Picherack) that the Board of Governors accept and approve the 2012/13 Financial Statements of Lakehead University and the Independent Auditors' Report attached thereto.

There were no significant issues raised by the auditors. Mr. Chase recommended that the Board members read the notes to the financial statements. There were no recommendations from the auditors that needed to be brought to the attention of the Board.

The Chair called the question. CARRIED

- 11.2 MOVED (K. Chase/D. Heroux) that the Board of Governors appoints BDO Canada as auditors for the 2013/14 fiscal year. CARRIED
- 12. Governance and Nomination Committee

12.1 Policy – Board Members Seeking Employment with Lakehead University.

MOVED (C. Bruce/M. Walberg) that the Board Members Seeking Employment with Lakehead University Policy be approved.

Mr. Bruce noted that the issue of Board members applying for employment at the University arose a few times in the past year therefore the committee determined that protocol needed to be established. The committee sought legal advice on the policy.

This policy pertains to external Board members where monetary compensation is involved, not to volunteers. The Chair called the question. CARRIED

12.2 Nomination Procedures

Mr. Bruce noted that this item went forward to the June Board meeting for discussion and notice of motion. This policy refers to external members. The process for internal organizations recommendations is determined by the internal organizations. The Nominating Committee will review and accept the nominations from internal organizations but the approval is sought from the Board itself.

MOVED (C. Bruce/M. Phipps) that the Board approves the proposed "Nomination Process". CARRIED

12.3 Succession on the Board

MOVED (C. Bruce/F. Picherack) that exceptions to the normal 3 year terms on the Board of Governors will be permitted in the recommendations from the Board Governance & Nominating Committee in 2014 in order to provide a more even distribution of members' terms on the Board.

Mr. Bruce noted that due to the restructuring of the Board through attrition, many Board members' terms will expire at the end of this year and the remainder at the end of 2015, therefore the committee has requested the latitude to recommend appointments for 1, 2, and 3-year terms when coming forward with its recommendations. CARRIED

- 13. Appointment of Board members
 - 13.1 MOVED (C. Bruce/D. Heroux) that William (Bill) Keeler be appointed as the Alumni member on the Board for the term October 5, 2013 through the Board's Annual Meeting in 2015. CARRIED

- 13.2 MOVED (C. Bruce/G. Labine) that B. Daniel Bacsa be appointed as the LUSU student to the Board for the term October 5, 2013 through the Board's Annual Meeting in 2014. CARRIED
- 13.3 MOVED (C. Bruce/E. Zakrewski) that Dr. Christine Gottardo be appointed as the Senator to the Board for the term October 5, 2013 through the Board's Annual Meeting in 2014. CARRIED
- 14. Appointments to Organizations and Other Committees
 - 14.1 MOVED (C. Bruce/K. Chase) that David Tamblyn be recommended to serve on the O-AGC as the Board member for the term 2013-2014. CARRIED
 - 14.2 MOVED (C. Bruce/B. Waite) that Ms. Maria Phipps be recommended to continue to serve on the 50th Anniversary Committee as the Board's appointee to that committee. CARRIED
- 15. Appointment of Board Executive FOR INFORMATION ONLY

The Board Officers were approved for the term from the Annual Meeting 2012 until the end of the Annual meeting 2014 – see Item #14.1 - Board Minutes September 28, 2012 as follows:

- Mr. Cam Clark Chair
- Mr. Murray Walberg Vice-Chair
- Mr. Colin Bruce Past-Chair
- Dr. Brian Stevenson President
- Ms. Karen Roche Secretary
- 16. Appointment of Board Members to Standing Committees & Standing Committee Chairs

MOVED (C. Bruce/M. Walberg) that the members of the Executive Committee, the Standing Committees members, and the Chairs of the Standing Committees for 2013-14 be approved. CARRIED

17. LGIC Member Resignation

MOVED (C. Bruce/M. Phipps) that the Board of Governors declares the LGIC position on the Board as vacant. CARRIED

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18. Judicial Panel Appointments

MOVED (B. Stevenson/D. Tamblyn) that the faculty appointments to the Judicial Panel for 2013-2014 be approved as follows:

Dr. Gautam Das (Physics) Dr. Ron Davis (Psychology) Dr. Sonja Gover (Education) Dr. Robert Mawhinney (Chemistry) Prof. Michel Morton (Nursing) Dr. David Tranter (Social Work) Dr. Tamara Varney (Anthropology) Dr. Béatrice Vernier-Larochette (Languages) CARRIED

19. Investment Resolution

Mr. David Heroux noted that this motion flows from the requirement in the Board's Bylaws to annually authorize the President and the Vice-President (Administration & Finance) as the investment signing authorities.

MOVED (D. Heroux/D. Bacsa) 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 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. During the absence of either the President or the Vice-President (Administration & Finance) any one of the signing officers shall be authorized as the second signature. During the absence of both the President and the Vice-President (Administration & Finance) any two of the signing officers shall be authorized to perform the aforementioned activities until the Annual Meeting in 2014. CARRIED

Other Reports and Information Items

There were no the reports.

In Camera Meeting

- 20. MOVED (C. Bruce/D. Bacsa) that the Board of Governors move to an incamera meeting to discuss:
 - Naming Opportunities at PACI

- Research Ethics Board Annual Report 2013
- LGIC vacancy

AND that Ms. Anne Klymenko, Dr. Richard Maundrell, Ms. Barb Eccles and the Vice-Presidents remain for the in-camera meeting. CARRIED

The Board returned from the in-camera session.

ADJOURN MOVED (D. Bacsa/M. Walberg) that the meeting be adjourned. CARRIED

Mr. Cameron Clark, Chair

Ms, Karen Roche, Secretary