

BOARD OF GOVERNORS

Approved Minutes of the Special Meeting of Friday, December 9, 2022

9:00 a.m., Via Zoom

Present	Absent
<p><u>Voting Members Present</u> Bangs, Jeff Chair Brouillette, Robert Cameron, Vernon Duval, Don Eger, Tammy, President & Vice-Chancellor Harquail, David Kurkimaki, Laura Recollet, Angela Sbaa, Nawfal(AEF)</p> <p><u>Non-Voting Members Present</u> Bassett, Shannon, Senate Colin, Fabrice, LUFA Durand, Louis, LUFA Fenske, Tom, LUSU Johnson, Mark, Interim University Secretary Morin, Avery (SGA) Scott, Daniel, Senate Teller, Meredith, LUAPSA</p> <p><u>Also in attendance (Resources):</u> Caron, Joseph, Interpreter Hamilton, Sharon, Monitor, Ernst & Young Hodgson, Ann, Acting Associate University Secretary Jubb, Dawne, Interim General Counsel Lavallee, Normand, Associate Vice-President, Financial Services Larivière Céline, Interim Provost & Vice-President Academic Michaud, Marie-Lynne, Director, Marketing Miller, D.J., Counsel, Thornton Grout Finnigan Piché, Michel, Interim Vice-President, Finance and Administration Rocca, Gina, Acting Executive Assistant Wilkinson, John, Counsel, Weir & Foulds LLP</p>	<p><u>Voting Members Absent</u> Barry, Aaron Guay, André McCue, Meghan (GSA)</p> <p><u>Non-Voting Members Absent</u></p>

OPEN SESSION

The Chair of the Board of Governors (the “Board”), Mr. Jeff Bangs, called the meeting to order at 9:03 a.m. and confirmed quorum. Mr. Bangs then invited Robert Brouillette to open the meeting by acknowledging the Robinson-Huron Treaty of 1850 and further recognized that Laurentian University is in the traditional lands of the Atikameksheng Anishnawbek.

ACTION ITEMS

1. Adoption of the Agenda

RESOLUTION: Moved by Vernon Cameron and seconded by Don Duval.

That the Agenda be approved as presented.

Carried Unanimously

2. Declaration of Conflicts of Interest

The Chair invited members to declare any conflicts of interest relevant to the agenda and reminded Governors that at any time during the meeting proceedings they are respectfully encouraged to consider and raise any potential conflict which may arise during discussions.

It was noted for the record by the Interim University Secretary that Mr. Harquail has previously disclosed a potential conflict he may have from time to time regarding discussions concerning the treatment of the University's endowment fund and/or deferred donor contributions.

3. Approval of Proposed Amendments to the General Bylaws of the Board of Governors of Laurentian University

The Chair invited Don Duval, Chair of the Executive Committee and the Vice-Chair of the Executive Committee, Robert Brouillette to present this item.

Mr. Duval provided further context that the amendments have been reviewed and confirmed as appropriate by University and board counsel, Weir & Foulds LLP, and were presented at the December 2, 2022 Board meeting to serve as a notice of the proposed amendments. Mr. Duval also highlighted the proposed amended sections 2iv, 2v and section 2iii.a of the Bylaws as distributed in the materials.

A discussion ensued when Fabrice Colin asked if the current Bylaws would be valid or pose any potential issues regarding the number of external members it can have if the Province allows the University to add three additional Board members who would be staff and faculty members. The Vice-Chair, Mr. Brouillette and the Chair, Mr. Bangs advised presently this is only a recommendation to the Province, and the Province is the one to decide if this recommendation will happen or not. If the Province grants the request further review of the Bylaws and/or Terms of References will be required.

RESOLUTION: Moved by Robert Brouillette and seconded by Vernon Cameron.

BE IT RESOLVED,

THAT the Board of Governors approve the amendments to the General Bylaws of the Board of Governors of Laurentian University, as recommended by the Executive Committee by way of the Notice of Proposed Amendments to the General Bylaws of the Board of Governors dated December 2, 2022.

Carried Unanimously

ADJOURNMENT

4. Adjournment of Open Session

Having exhausted the agenda, the open session of the Board of Governors was adjourned at 9:15 a.m.

CLOSED SESSION

The Chair of the Board of Governors (“the Board”), Mr. Jeff Bangs, called the regular meeting of the Board of Governors session to order at 9:22 a.m. and confirmed quorum. Mr. Bangs then invited Robert Brouillette to open the meeting by acknowledging the Robinson-Huron Treaty of 1850 and further recognize that Laurentian University is on the traditional lands of the Atikameksheng Anishnawbek.

ACTION ITEMS

1. Adoption of Agenda

MOTION: Moved by Robert Brouillette and seconded by Don Duval.

That the agenda be approved as presented.

Carried unanimously.

2. Declaration of Conflicts of Interest

The Chair invited members to declare any conflicts of interest relevant to the agenda and reminded Governors that at any time during the meeting proceedings they are respectfully encouraged to consider and raise any potential conflict which may arise during discussions.

It was noted for the record by the Acting University Secretary that Mr. Harquail has previously disclosed a potential conflict he may have from time to time regarding discussions concerning the treatment of the University’s endowment fund and/or deferred donor contributions.

3. Post-Emergence CCAA Issues

The Chair Mr. Jeff Bangs invited the Interim President and Vice-Chancellor, Dr. Tammy Eger, to provide an overview of this item. University Counsel, D.J. Miller, along with Interim General Counsel, Dawne Jubb, legal counsel John Wilkinson and the Monitor, Sharon Hamilton provided updates on various CCAA-related items.

4. Property Development and Planning Committee:

Recommendation for Approval

4.1 Term Sheet with Infrastructure Ontario

Infrastructure Ontario Proposed Draft Term Sheet

The Chair, Mr. Jeff Bangs, invited David Harquail, Chair of the Property Development and Planning Committee, to provide an update on this item. Mr. Harquail noted Infrastructure Ontario has provided a framework of a term sheet, however it is not comprehensive as the key terms are still outstanding.

Mr. Harquail then invited Vice-President, Finance and Administration, Michel Piché to add further context on this matter. Mr. Piché stated this term sheet is still preliminary and are looking to finalize a term sheet to bring to Treasury Board in late January, however it is more realistic to consider the first few weeks in February.

RESOLUTION: Moved by Tammy Eger and Vernon Cameron

BE IT RESOLVED,

THAT the Board of Governors accept the recommendation of the Property Development and Planning Committee as set out in the Memorandum dated December 6, 2022 (Item 4.1b) regarding the draft framework for negotiation (Item 4.1c), as presented at its meeting of December 9, 2022.

Carried Unanimously

5. Nominating Committee:

5.1 Approval of Board Member

Appointment of Tammy Manitowabi as nominated by the Board Nominating Committee

The Chair, Mr. Jeff Bangs invited the Chair of the Nominating Committee, Mr. Robert Brouillette to provide further information on this item. Mr. Brouillette provided further context in the process the Nominating Committee took regarding the recruitment of Ms. Tammy Manitowabi to serve as a new member of the Board of Governors. He also highlighted some of her qualifications, experience and skill set

RESOLUTION: Moved by Tammy Eger and seconded by David Harquail

WHEREAS in accordance with article 2. i. of General Bylaws ("Bylaws"), ten (10) members of the Board shall be named by the Nominating Committee of Laurentian University;

WHEREAS in accordance with article 2. iii. a) of the Bylaws "all members except the person elected from student nominations shall hold office for a period of three years, ending on the day after the annual meeting in a year named in such appointments."

BE IT RESOLVED,

THAT the Board of Governors approve Tammy Manitowabi as a member of the Board of Governors, for a term of three (3) years to commence upon approval by the Board of Governors, as recommended at its meeting of December 9, 2022.

Board of Governors

Carried unanimously

6. In Camera Discussion

The Chair, in consultation with the Interim University Secretary, Mark Johnson confirmed there were no items for an In Camera discussion.

ADJOURNMENT

7. Adjournment

Having exhausted the items on the agenda Mr. Jeff Bangs, Chair adjourned the meeting at 10:35 am.

Jeff Bangs, Chair

Mark Johnson, Interim University Secretary