

**BOARD OF GOVERNORS**  
**Approved Minutes of the Meeting of Friday, October 21, 2022**  
**9:00 a.m., Via Zoom**

<b>Present</b>	<b>Absent</b>
<p><b><u>Voting Members Present</u></b> Bangs, Jeff , <b>Chair</b> Brouillette, Robert Cameron, Vernon Duval, Don Haché, Robert, President &amp; Vice-Chancellor Kurkimaki, Laura McCue, Meghan (GSA)</p> <p><b><u>Non-Voting Members Present</u></b> Colin, Fabrice, LUFA Durand, Louis, LUFA Fenske, Tom, LUSU Kwan, Kathleen, Acting University Secretary Morin, Avery (SGA) Scott, Daniel, Senate</p> <p><b><u>Also in attendance (Resources):</u></b> Berger, Marie-Josée, Provost &amp; Vice-President Academic Breijer, Peter, Manage, Domestic Recruitment Caron, Joseph, Interpreter Demers, Serge, AVP Student Affairs, Registrar and Secretary of Senate Eger, Tammy, Vice-President, Research Dowdell, Jennifer, Interim Co-Director, Equity, Diversity and Human Rights Office Goffin, Shannon, Interim Co-Director, Equity, Diversity and Human Rights Office Hamilton, Sharon, Monitor, Ernst &amp; Young Hodgson, Ann, Acting Associate University Secretary Jubb, Dawne, Interim General Counsel Kennedy, Michael, Counsel, Hicks Morley Lavallee, Normand, Associate Vice-President, Financial Services 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 Theall, Larry, Counsel Theall Group LLP Upenieks, Michael, Auditor, BDO</p>	<p><b><u>Voting Members Absent</u></b> (representative to be confirmed)(AEF) Harquail, David</p> <p><b><u>Non-Voting Members Absent</u></b> Bassett, Shannon, Senate Laferriere, Martin, LUAPSA (representative to be confirmed)(CUPE)</p>

**CLOSED SESSION**

The Chair pro tempore of the Board of Governors (“the Board”), Mr. Jeff Bangs, called the meeting to order at 9:02 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.

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

THAT the meeting of the Board of Governors move in to *Closed Session*.

Carried unanimously

**CLOSED INFORMATION AND ACTION ITEMS**

**1. Adoption of the Closed Agenda**

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

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. President and Vice-Chancellor, Dr. Robert Haché indicated his conflict as it relates to any CURIE/CCAA related matters.

**3. Chair's Items**

The Chair welcomed the new student representative of the Graduate Students' Association (GSA), Meghan McCue, to the Board.

**4. CCAA Actions and Updates**

Mr. Jeff Bangs, Chair, invited the President and Vice-Chancellor, Dr. Robert Haché, to introduce the advisors who were providing updates to the Board. Amongst those providing updates on various CCAA-related items were Counsel, DJ Miller and Counsel, Larry Theall.

**5. Human Resource Matter**

The Executive Team departed the meeting for Item 5.

***Human Resource Matter – Senior Leadership Transition***

The Chair invited Counsel, Michael Kennedy to provide an overview for this item.

RESOLUTION: Moved by Robert Brouillette and seconded by Vernon Cameron

*BE IT RESOLVED,*

THAT the Board of Governors hereby terminates the appointment of Dr. Robert Haché as President and Vice-Chancellor, on a without cause basis, to be effective as of October 31, 2022, as presented at its meeting of October 21, 2022.

Carried unanimously

RESOLUTION: Moved by Don Duval and seconded by Robert Brouillette

*BE IT RESOLVED,*

THAT the Board of Governors approve the appointment of Dr. Tammy Eger as Interim President from November 1, 2022, until a successor interim appointment is made for the President's position and the successor assumes office, as presented at its meeting of October 21, 2022.

Carried unanimously

RESOLUTION: Moved by Don Duval and seconded by Vernon Cameron

*BE IT RESOLVED,*

THAT the Board of Governors approve the compensation of Dr. Tammy Eger as Interim President effective November 1, 2022, at a base salary of \$278,433 as presented at its meeting of October 21, 2022.

Carried unanimously

## **6. In Camera Discussion**

The Board Members and the Executive Team proceeded with an *In Camera* discussion in the absence of external Advisors.

MOTION: Moved by Don Duval and seconded by Meghan McCue.

THAT the meeting of the Board of Governors move out of *Closed Session*.

Carried

## **ADJOURNMENT**

### **7. Adjournment of Closed Session**

Having exhausted the agenda, the meeting of the Board of Governors was adjourned at 10:55 a.m.

## **PUBLIC 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 11:04 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 in the traditional lands of the Atikameksheng Anishnawbek.

## **INFORMATION SESSION**

### **A. Laurentian University at OUF**

The Chair, Jeff Bangs, invited Provost & Vice-President Academic, Dr. Marie-Josée Berger to provide an introduction of the presentation and to introduce Dr, Serge Demers, AVP, Student Affairs, Registrar and Secretary of Senate and Mr. Peter Breijer, Manager Domestic Recruitment to provide the presentation.

Dr. Demers indicated the Ontario Universities' Fairs is held annually and has as its focus the recruitment of new high school students to Ontario's Universities. He indicated there will be other recruitment events throughout Ontario including events in Sudbury. A team from Laurentian comprised of staff and faculty, attended to meet with potential students. Mr. Peter Breijer added that attendance in 2022 was higher than in past years. The leads that were gathered were invited to Laurentian's Open House. Ms. Marie-Lynne Michaud, Director, Marketing, highlighted that given Laurentian's tri-cultural mandate, they had created an area to represent the Assinawabe culture. Mr. Breijer added as a result of the leads gathered, this has translated into 250 pre-registrations for the Open House to be held at Laurentian University.

Members engaged in a good discussion to learn more about the components and logistics involved to effectively mobilize a team of key representatives from Laurentian for student recruitment purposes and expressed their thanks for the ambassadorial roles undertaken on behalf of the University.

## **ACTION ITEMS**

### **1. Adoption of Agenda**

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

That the agenda be approved as presented.

Carried

### **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. Adoption of Minutes**

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

THAT the Minutes of the meetings held June 24, 2022 and the Special Meetings held June 29, 2022, July 13, 2022, July 19, 2022, July 28, 2022, August 15, 2022, August 30, 2022, September 7, 2022, September 14, 2022, September 21, 2022 and the electronic votes held July 20, 2022, September 9 (1st) and September 9 (2nd), 2022 be adopted as presented.

Carried unanimously

### **4. Business arising from minutes.**

The Chair, in consultation with Acting University Secretary, Ms. Kathleen Kwan confirmed there was no business arising from the minutes.

## 5. Executive Committee Recommendations:

### **5.1 Adoption of a Consent Agenda for Board Meetings**

### **5.2 Responsibilities for Governors of the Board and Members of Board Committees**

Mr. Bangs, Chair, invited the Chair of the Executive Committee, Mr. Don Duval to present items 5.1 and 5.2 respectively.

#### **5.1 Adoption of a Consent Agenda for Board Meetings**

Mr. Duval provided an overview for the operation of a consent agenda, with materials detailing the context and functionality of a consent agenda provided in the agenda materials.

He explained that minutes of the Board meeting will report matters approved as part of the consent agenda as "carried by unanimous consent". Information items received as part of the consent agenda will be reported as "received". In response to a question regarding whether non-voting governors would be able to request an item to be moved from the consent agenda, the Acting University Secretary confirmed there would be no differentiation between voting and non-voting Governors in being able to make this request.

RESOLUTION: Moved by Vernon Cameron and seconded by Robert Brouillette

*BE IT RESOLVED,*

THAT the Board of Governors approve the adoption of a Consent Agenda for Board meetings, as recommended at its meeting of October 21, 2022.

Carried unanimously

#### **5.2 Responsibilities for Governors of the Board and Members of Board Committees**

Mr. Duval highlighted the importance for current and all future Board members and members of Board committees to clearly understand bicameral governance, the responsibilities of the Board and its Committees, and the scope and the limitations of a governor's (and committee member's) roles. In addition, he noted that this document outlined the qualities and characteristics that are expected of governors/committee members in performing their roles, and expectations in terms of time, preparation, and participation in meetings.

RESOLUTION: Moved by Robert Brouillette and seconded by Jeff Bangs.

*BE IT RESOLVED,*

THAT the Board of Governors approve the "Responsibilities for Governors of the Board and Members of Board Committees", as presented at its meeting of October 21, 2022.

Carried unanimously

## 6. Audit Committee Recommendations:

### **6.1 Consolidated Financial Statements for Laurentian University of Sudbury for the Year Ending April 30, 2022**

Mr. Jeff Bangs, Chair invited Mr. Vernon Cameron, Chair of the Audit Committee, to introduce this item. Mr. Cameron provided a detailed overview of the approval path on which the Consolidated

Financial Statements had progressed to reach the Audit Committee and the Board. He indicated that the Board Audit Committee had held Special Meetings over the summer months and additional meetings at the start of the fall term, receiving progressive updates pertaining to the developing financial statements for the fiscal year ending April 30, 2022. Mr. Cameron recognized the concerted effort to restructure a more comprehensive set of Financial Statements which also included detailed notes to supplement the data provided and advised that the financial statements were on track to meet the filing deadline of October 31, 2022.

Mr. Cameron invited Interim Vice-President, Finance and Administration, Michel Piché to provide the Board with an in-depth review of the 2021-22 Consolidated Financial Statements and to highlight key components of the financial statements. Mr. Piché referred to the presentation materials that were provided to the Board and which provided an overview of the University's financial results for the year and which highlighted the key variances and notes to the financial statements.

Mr. Piché stated that following the issuance of a Request for Proposal (RFP) in April 2022, the firm of BDO was selected as External Auditor for the University covering the fiscal years ending April 30, 2022 to April 30, 2026 (5-year period). Key areas that Mr. Piché noted included: capital assets and liabilities; the statement of operations and tuition; research revenues and expenses; ancillary costs and expenses related to salary and benefit costs; endowment and investment income; and CCAA restructuring costs.

Following Mr. Piché's presentation governors raised several questions seeking clarifications. One such area was whether the number of notes in the statements would be a cause of concern, and Mr. Piché indicate that this was a similar number to the prior year's statements and reflected the more detailed approach that provided good context for the statements and that was required while under CCAA.

A member questioned whether the surplus funds could be used for bolstering the number of faculty.

Mr. Bangs responded that the Board was very aware of the pressures that all the University community was operating under and that there was a great deal of work to be done when the project management consultant is hired, and a strategic plan is developed. It was therefore important to manage expectations until the operational restructuring work had been undertaken.

RESOLUTION: Moved by Jeff Bangs and seconded by Robert Brouillette

WHEREAS management has prepared Laurentian University of Sudbury's consolidated financial statements for the fiscal year ended April 30, 2022, in accordance with Canadian accounting standards for not-for-profit organizations;

WHEREAS, the Auditor conducted appropriate reviews and tests and concluded that the financial statements present fairly, in all material respects, the consolidated financial position of Laurentian University of Sudbury as at April 30, 2022, and its consolidated results of operations, its consolidated changes in net assets, and its consolidated cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations;

WHEREAS, The Audit Committee recommended at its meeting held on October 12 that the Board of Governors approve the Consolidated Financial Statements of Laurentian University of Sudbury for the year ending April 30, 2022.

BE IT RESOLVED,

THAT the Board of Governors approve the Consolidated Financial Statements of Laurentian University of Sudbury for the year ending April 30, 2022, as presented at its meeting of October 21, 2022.

Carried with one (1) abstention, Meghan McCue

## **INFORMATION ITEMS**

### **7. Chair's Items**

Mr. Jeff Bangs, Chair, recognized new Governor Laura Kurkimaki who recently joined the Board. He stated that the recruitment process was ongoing for new Board members to ensure that the Board had the appropriate diversity and skills that were required for the Board. He also expressed his appreciation of the work of his fellow governors, all of whom are volunteers. In relation to Executive renewal, while Mr. Bangs could not make a comment at this time, he indicated that announcements would be forthcoming.

Mr. Bangs indicated that both he and Dr. Tammy Eger, Vice-President, Research would be attending convocation. In addition, Mr. Bangs will be speaking at an upcoming event on November 10 at the Sudbury Chamber of Commerce.

### **8. President's Items**

#### **8.1 President's Report**

The Chair invited President & Vice-Chancellor, Dr. Robert Haché to provide his report. Dr. Haché expressed his thanks to the Board members and the Audit Committee, as well as all those involved in the recruitment of new students.

### **9. Executive Committee**

#### **9.1 Sexual Violence Annual Report of 2021-22**

The Chair brought the report to the attention of the Board, acknowledging its importance for the community.

## **OTHER BUSINESS**

### **10. Other Business**

The Chair advised there was no other business.

## **ADJOURNMENT**

### **11. Adjournment**

Having exhausted the items on the agenda Mr. Jeff Bangs, Chair adjourned the meeting at 1:12 pm.

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Jeff Bangs, Chair

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Kathleen Kwan, Acting University Secretary