

BOARD OF GOVERNORS

**Minutes of the Meeting of December 15, 2023
9:00 a.m., Classroom Building, C-203
or via Zoom**

Present	Absent
<p><u>Voting Members Present</u> Barbeau, Jay Barry, Aaron Cameron, Vern, Chair Embleton, Sheila, Interim President and Vice-Chancellor (ex-officio) Harquail, David Kurkimaki, Laura Manitowabi, Tammy Olufowobi, Similoluwa Ramakko, Brian Tavafi, Mehdi</p> <p><u>Non-Voting Members Present</u> Bassett, Shannon, Senate Representative Colin, Fabrice, LUFA Representative Fenske, Tom, LUSU Representative Gorham, Robyn LUFA Representative Sbaa, Nawfal, AEF Representative Scott, Dan, Senate Representative Teller, Meredith, LUAPSA Representative Vincent, Danielle, University Secretary</p> <p><u>Others in attendance (Resources & Presenters)</u> Ayub, Komal, Strategy Corp Beaudry, Dominic, Associate Vice-President, Academic and Indigenous Programs Boyer, Céleste, General Counsel Brouwer, Brenda, Interim Provost & VP, Academic Chartrand, Anastacia, Student & Presenter Chowdhury, Nabiha, Strategy Corp Eger, Tammy, Vice-President, Research Gunn, John, Professor & Presenter Lalonde, Benoit, Student & Presenter Lavallée, Normand, AVP, Financial Services Leclerc, Renée, Executive Administrative Assistant, University Secretariat Lehtimaki, Shauna, Director, Institutional Planning Lepage, Adam, Student & Presenter Loreto, Chris, Strategy Corp. Morin, Avery, Student & Presenter Nicholls, Taylor, Student & Presenter Piché, Michel, Interim, Vice-President, Finance and Administration Tremblay-Croxall, Louise, Director, Planning & Budgeting Veld, David, Auditor, BDO</p>	<p><u>Voting Members Absent</u> Eshkawkogan, Kevin Guay, Andre Recollet, Angela</p> <p><u>Non-Voting Members Absent</u> Motamedi, Monica, CUPE Representative</p>

CLOSED SESSION

The Chair of the Board of Governors (the Board), Mr. Vernon Cameron called the meeting to order at 9:02 a.m. and University Secretary, Ms. Danielle Vincent, confirmed quorum. Mr. Cameron began the meeting by acknowledging the Robinson-Huron Treaty of 1850 and further recognized that Laurentian University is on the traditional lands of the Atikameksheng Anishnawbek. Mr. Cameron noted that this is a closed session and any material or discussions are to remain confidential.

CLOSED INFORMATION AND ACTION ITEMS

1. Adoption of the Closed Agenda

MOTION: Moved by Brian Ramakko and seconded by Jay Barbeau.

That the Agenda be approved as amended.

Carried unanimously.

2. Declaration of Conflicts of Interest

The Chair, Mr. Cameron, invited members to declare any conflicts of interest. It was noted for the record that Board member Mr. David 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. No additional conflicts of interest were declared.

3. President's Items (Oral Update)

The Chair, Mr. Cameron invited Interim President and Vice-Chancellor, Dr. Sheila Embleton, to speak to this item. Dr. Embleton referenced both the November and December, 2023 President's Report to Senate provided in the meeting material. Dr. Embleton highlighted a few items including the status of Laurentian's operational transformation, the Ministry of Colleges and Universities (MCU) recent release of its blue-ribbon panel report and the Federal Government's recent announcement of its intention to limit the number of approved international study permits which Dr. Embleton noted could have a significant impact on the post-secondary sector.

4. Finance and Properties Committee Items:

4.1 For Info: Art Gallery of Sudbury

The Chair of the Finance & Property Committee, Mr. David Harquail, invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine noted that a report is expected to be received by the end of December, 2023 which will include a detailed account of anticipated construction repair needs for the facility which housed the Art Gallery of Sudbury, including an estimate of repair costs and a project timeline. Ms. Lafontaine also noted that as a result of the structural deficiencies at the facility, the Art Gallery of Sudbury has been closed since October 6, 2023; however, the entire art

collection has been relocated to a suitable site on the Laurentian campus at no cost to the Art Gallery of Sudbury.

4.2 For Info: 5-Year Deferred Maintenance and Facility Renewal Plan Report

The Chair of the Finance & Property Committee, Mr. David Harquail, invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine noted that a detailed list of projects has been provided in the meeting material; however, she noted that the projects on the list originally approved by the Board in May 2023 remain on track and that all deferred maintenance remained within budget, despite unplanned emergency repairs.

5. Human Resources Committee Items

5.1 For approval: Collective agreement with LUFA - Student Counsellors

The Chair of the Human Resources Committee, Mr. Aaron Barry, invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine explained that what is being sought is the ratification of the first collective agreement (CA) for the Student Counsellors group who are represented by the Laurentian University Faculty Association (LUFA). As background, Ms. Lafontaine noted that work on this item commenced in April, 2020, with a mandate having been sought in February, 2023 and subsequently approved by the Board Human Resources Committee in November, 2023.

In response to a question raised, a discussion took place surrounding the terms of the agreement and their alignment with the current LUFA collective agreement.

With no further questions or comments being raised, the resolution was considered as presented.

BE IT RESOLVED

THAT the Board of Governors approve the proposed collective agreement resulting from negotiations with LUFA for the Student Counsellor group, as recommended by the Human Resources Committee and as presented at its meeting of December 15, 2023.

MOTION: Moved by Brian Ramakko and seconded by Laura Kurkimaki.

Carried unanimously.

5.2 For Info: Labour Relations Update

The Chair of the Human Resources Committee, Mr. Aaron Barry, invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to provide a labour relations update regarding the Laurentian University Staff Union, including timelines for negotiations.

6. Audit and Risk Committee Report (Oral update)

6.1 For Info: Audit Recommendations and Internal Controls

The Chair, Mr. Cameron, invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine reviewed the progress made with respect to meeting the recommendations made during Laurentian's previous external audit.

7. Governance Committee Items (Oral update)

7.1 For approval: Nomination of New Board Members

The Chair, Mr. Cameron, invited the Chair of the Governance Committee, Ms. Laura Kurkimaki, to speak to this item. Ms. Kurkimaki presented the three potential Board Governor candidates, referred members to specific candidate information as presented in the meeting material and noted that all three candidates would be strong Board Governors noting each had impressive credentials.

With no questions or comments raised, the resolution was considered as presented.

BE IT RESOLVED,

(a) THAT the Board of Governors appoint Roxanne Bouchard as a member of the Board of Governors, for membership term of three (3) years to commence upon approval by the Board of Governors, as recommended by the Governance Committee and as presented at its meeting on December 15, 2023.

(b) THAT the Board of Governors recommend to the Lieutenant Governor in Council the appointment of [*] as a member of the Board of Governors for a term of three (3) years, as recommended by the Governance Committee and as presented at its meeting of December 15, 2023.

(c) THAT the Board of Governors recommend to the Lieutenant Governor in Council the appointment of [*] as a member of the Board of Governors for a term of three (3) years, as recommended by the Governance Committee and as presented at its meeting of December 15, 2023.

** Note: Nominee to be withheld from the minutes until Ministerial appointment and public announcement.*

MOTION: Moved by Aaron Barry and seconded by Jay Barbeau.

Carried unanimously.

8. Other Business

**Board Governor Jay Barbeau left the meeting.

A discussion took place regarding the succession plan to replace the Vice-Chair of the Board. The Chair reviewed the Board Governance Committee's work and facilitated a discussion among members regarding the status of the renewal progress.

** Board Governor Jay Barbeau returned to the meeting

In response to a question, a discussion took place about governance processes at the Senate. The Chair, Mr. Cameron confirmed there was no other business.

9. Adjournment of the Closed Session

Having exhausted the agenda, the closed session of the meeting of the Board of Governors was adjourned at 9:51 a.m.

PUBLIC SESSION

The Chair of the Board of Governors (the Board), Mr. Vernon Cameron called the meeting to order at 10:02 a.m. and University Secretary, Ms. Danielle Vincent, confirmed quorum. Mr. Cameron began the meeting by acknowledging the Robinson-Huron Treaty of 1850 and that Laurentian University is on the traditional lands of the Atikameksheng Anishnawbek and that the City of Greater Sudbury, also includes the traditional lands of the Wahnapiatae First Nation. We extend our deepest respect to Indigenous peoples - as a sign of our continued relationship we will support Laurentian University's Truth and Reconciliation Task Force Recommendations. Mr. Cameron also noted that this meeting was an open public session that was being live streamed.

Mr. Cameron took the opportunity to welcome new members to the Board: Similoluwa (Simi) Olufowobi, the new representative of the Student's General Association, and Mehdi Tavafi, the new representative of the Graduate Students' Association.

INFORMATION SESSION

A. Learning Session: Environmental Sustainability Committee

The Chair, Mr. Cameron, invited Dr. John Gunn to introduce the students and guest speakers present. Dr. Gunn introduced five (5) guest speakers, Avery Morin, Anastacia Chartrand, Adam Lepage, Benoit Lalonde and Taylor Nicholls. This group of students were invited to showcase the work they have been doing with respect to environmental sustainability on the Laurentian University campus and utilized a presentation deck to accompany their presentation, which was well-received by members of the Board.

ACTION ITEMS

1. Adoption of Agenda

MOTION: Moved by Brian Ramakko and seconded by Mehdi Tavafi.

That the agenda be approved as presented.

Carried unanimously.

2. Declaration of Conflicts of Interest

The Chair, Mr. Cameron, invited members to declare any conflicts of interest. It was noted for the record that Board member Mr. David 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. Additionally, Mr. Jay Barbeau declared a conflict of interest relating to agenda item 8.2, Appointment of Vice-Chair. No additional conflicts of interest were declared.

3. Unanimous Consent Agenda:

The Chair, Mr. Cameron asked for a motion to approve the consent agenda items as presented in the material package, notably:

3.1. Adoption of Minutes: Regular meeting held October 20, 2023 and Special meeting held November 1, 2023.

3.2. Audit and Risk Committee Items:

3.2 A Research Ethics Board (REB) Member Appointments

3.3. Summary of Information Reports by Board Standing Committees:

3.3 A Audit and Risk Committee Report

3.3 B Finance and Property Committee Report

3.3 C Governance Committee Report

3.3 D Human Resources Committee Report

3.3 E Joint Committee on Bilingualism Report

No questions, comments or discussions occurred; therefore, the motion was considered as presented.

MOTION: Moved by Aaron Barry and seconded by Jay Barbeau.

THAT the items listed in the Consent Agenda be approved as presented.

Carried unanimously.

4. President's Report

The Chair, Mr. Cameron invited Interim President and Vice-Chancellor, Dr. Sheila Embleton, to present her reports. Referencing information provided in greater detail in both the November and December, 2023 President's Report to Senate provided in the meeting material, Dr. Embleton noted that approval of the transformation plan by the Ministry of Colleges and Universities (MCU) remained pending. Dr. Embleton also provided a brief update on the status of senior administration recruitment efforts, and highlighted that Laurentian University had performed well in a recent ranking of top research universities in Canada.

5. Financial Update (Cash Flow, Financial Forecast, Enrolment Update, Planning Framework, Investment Returns, Pension and Endowment Fund)

The Chair, Cameron invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine verbally highlighted three (3) key areas as presented in the provided meeting material: cash balances, 2023 fall full-time equivalent (FTE) preliminary enrolment numbers as at November 1, 2023 and investment returns as at September 30, 2023.

Following Ms. Lafontaine's presentation, in response to a question, a discussion took place regarding a potential surplus and ongoing work to obtain a more formal projection. One member expressed concerns regarding reliance on an increase in enrolment relating to three (3) specific graduate programs. It was acknowledged that this source of enrolment increase may not be sustainable and that this uncertainty would be kept in mind while also ensuring support for those students. A discussion ensued regarding the types of housing that may be required to support those students and Ms. Lafontaine advised this would be part of the discussion surrounding a future strategic review of the use of the University's infrastructure. Finally, a discussion took place surrounding the University's recruitment strategy being focused on diversity in terms of both countries and programs.

6. Audit and Risk Committee Items

6.1 For Approval: Institutional Neutrality Policy

The Chair, Mr. Cameron invited Interim President and Vice-Chancellor, Dr. Sheila Embleton, to speak to this item. Dr. Embleton provided the background for this policy, explaining it was brought forward in response to the need to maintain an environment that encourages open discourse, celebrates diversity, and respects the independent viewpoints of its community members. Dr. Embleton further explained, the draft policy aims to preserve freedom of speech and academic freedom within the limits of the law without people feeling constrained by the institution or something the institution's leadership may have said.

It was noted that the policy would not apply to University faculty, staff or students, since they were not authorized to speak on behalf of the University. A concern was expressed that, despite this, the draft policy may be too broad as it might later be interpreted as applying to University faculty, staff or students if their statement could be misconstrued as being on behalf of the institution.

A concern was also expressed that the draft policy might be interpreted as being overly restrictive and preventing University leadership from being able to advocate within the confines of its mandate.

In response to these concerns, it was suggested that the draft policy be amended as follows (text highlighted in **bold** reflects the change/addition to the policy as presented):

1.1

Laurentian University is committed to creating an environment that encourages open discourse, celebrates diversity, and respects the independent viewpoints of its community members. In line with this commitment, and the existing "[Policy on the Freedom of Speech \(Freedom of Expression\)](#)", the University acknowledges the importance of impartiality and does not itself take political or social stances, **other than those consistent with the University's mandate or policies.**

2.1

~~This Policy applies only to departments and offices within Laurentian University, including the Board of Governors. It will only apply to those speaking on behalf of the University, or those who can reasonably be perceived to be speaking on behalf of the University. This Policy does not apply to student-led associations, labour groups, or clubs. Similarly, it does not apply to personal statements made by University leaders outside of their institutional duties.~~

This Policy applies only to the President and Vice-Chancellor, the Chair of the Board of Governors, any officers of the University, or those to whom those persons have delegated authority to speak on their behalf. This policy does not apply to personal statements made by University leaders outside of their institutional duties.

4.2

Impartiality: The University will remain impartial on matters of a political, social, or ideological nature. It will not engage in advocacy for specific political parties, candidates, or causes, **other than those consistent with the University's mandate or policies.**

As a result of this discussion, there was a motion to amend the draft policy as follows:

BE IT RESOLVED,

THAT the Policy on Institutional Neutrality be amended as presented on December 15, 2023.

MOTION: Moved by Brian Ramakko and seconded by Mehdi Tavafi.

Carried unanimously.

Given the approval of the amendment, the following resolution was then read:

BE IT RESOLVED,

THAT the Board of Governors approve the Policy on Institutional Neutrality as recommended by the Audit and Risk Committee and as amended at its meeting of December 15, 2023.

MOTION: Moved by Aaron Barry and seconded by Jay Barbeau.

Carried unanimously.

6.2 For Approval: Audited Financial Statements of the Retirement Plan

The Chair, Mr. Cameron noted that as a practice moving forward, pension fund financial statements will first be presented and reviewed by the Pension Committee, then onto the Board Audit and Risk Committee and subsequently the Board of Governors. Subsequently, Mr. Cameron invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine noted that the statements had been reviewed by both the Pension Committee and Board Audit and Risk Committee with no issues or deficiencies identified. It was noted that upon approval these statements would be filed with the Financial Services Regulatory Authority of Ontario prior to December 31, 2023.

Ms. Lafontaine then invited BDO External Auditor, Mr. David Veld to speak to this item. Mr. Veld highlighted that subsequent to the approval of these statements by the Board of Governors, BDO will be in a position to issue a final report pertaining to the Audited Financial Statements of the Retirement Plan.

With no questions or comments being raised, the resolution was considered as presented.

BE IT RESOLVED,

THAT the Board of Governors approve the audited Fund Financial Statements of the Retirement Plan of Laurentian University of Sudbury for the year ended June 30, 2023 and the Auditor's Report, as recommended by the Audit and Risk Committee and as presented at its meeting of December 15, 2023.

MOTION: Moved by Brian Ramakko and seconded by Aaron Barry.

Carried unanimously.

6.3 For Information: Draft Strategic Plan

The Chair, Mr. Cameron invited Mr. Chris Loreto, Principal and Management Consulting Practice Leader of Strategy Corp, to speak to this item. Mr. Loreto advised that the university is currently in phase three (3) of a four (4) phase approach to creating its next Strategic Plan. Mr. Loreto described the consultation process through which the draft had been created and advised the draft was believed to be a fair representation of the areas of consensus about the institution amongst the community. Mr. Loreto also noted that a good strategy cascades throughout an organization and upon completion of the final Strategic Plan, there will be a role to play for every faculty, school, professor and staff member in delivering upon the commitments identified in the plan.

A discussion ensued about the inclusion of measurable indicators of success and Mr. Loreto advised those indicators were already being developed and would be included in the next and final version presented to the Board for approval.

7. Finance Committee Items

7.1 For Approval: 2024-2025 Domestic In-Province and Out-of-Province Tuition Fees

The Chair, Mr. Cameron invited the Interim Provost and Vice-President, Academic, Dr. Brenda Brouwer, to speak to this item. Dr. Brouwer explained that in 2019, the Ministry of Colleges and Universities (the Ministry) put in place an overall tuition freeze for domestic students which continued to be in effect. However, a mechanism was in place that allowed institutions the ability to request an increase in domestic tuition fees for programs with lower tuition rates relative to the sector average for a maximum of three (3) programs subject to Ministry approval. Having submitted three (3) programs for consideration, Laurentian University received Ministry approval and is recommending domestic tuition increases for these three programs.

With no questions or comments being raised, the resolution was considered as presented.

BE IT RESOLVED,

THAT the Board of Governors approve the domestic in-province tuition fee increase of 3% for the Bachelor of Computer Science, 7.5% for the Bachelor of Engineering and 7.5% for the Master of Architecture, for the Fall/Winter terms of 2024-2025, as recommended by the Finance and Property Committee and as presented at its meeting of December 15, 2023.

MOTION: Moved by Aaron Barry and seconded by Brian Ramakko.

Carried unanimously.

8. Governance Committee Items

8.1 For Approval: Conflict of Interest Policy

The Chair, Mr. Cameron, invited the Chair of the Board Governance Committee, Ms. Laura Kurkimaki, to introduce this item. Ms. Kurkimaki then invited University Secretary, Ms. Danielle Vincent, to speak to this item. Ms. Vincent noted steps had been taken over the past years to reform the University's practices in relation to conflicts of interest, including approval of procedures and informal practices. Ms. Vincent noted that this draft policy was intended to formalize, and expand upon, steps already taken to provide further guidance to Governors. In response to a question raised, it was confirmed that this policy was intended to apply solely to members of the Board of Governors and its committees.

With no further comments or questions raised, the resolution was considered as presented.

BE IT RESOLVED,

THAT the Board of Governors approve the Policy on Conflicts of Interest for Board Members and Board Committee Appointees, as recommended by the Governance Committee and as presented at its meeting of December 15, 2023.

MOTION: Moved by Mehdi Tavafi and seconded by Brian Ramakko.

Carried unanimously.

8.2 For Approval: Appointment of Vice-Chair to the Board

The Chair, Mr. Cameron, asked Board Member, Mr. Jean-Pierre (Jay) Barbeau, to step out briefly for the presentation and discussion of this item. Mr. Cameron, then invited the Chair of the Board Governance Committee, Ms. Laura Kurkimaki, to speak to this item. Ms. Kurkimaki noted that the Board Vice-Chair role is currently vacant and that Governor Jay Barbeau had confirmed his interest and willingness to stand for nomination. In consultation with Governance Committee members, Ms. Kurkimaki advised the Committee was happy to unanimously recommend Mr. Barbeau for appointment.

With no comments or questions being raised, the resolution was considered as presented.

BE IT RESOLVED,

THAT the Board of Governors elect Jean-Pierre (Jay) Barbeau as Vice-Chair of the Board of Governors for the remaining term of the departed Vice-Chair commencing upon approval and ending at the close of June 30, 2024, as recommended by the Governance Committee and as presented at its meeting of December 15, 2023.

MOTION: Moved by Tammy Manitowabi and seconded by Mehdi Tavafi.

Carried with one (1) abstention from J. Barbeau.

9. Report from the Laurentian University Native Education Counsel (LUNEC)

The Chair, Mr. Cameron, invited the Associate Vice-President, Academic and Indigenous Programs, Mr. Dominic Beaudry to speak to this item. Mr. Beaudry commended the inclusion of indigeneity and the university's tri-cultural mandate in the draft strategic plan. Mr. Beaudry then advised that at the request of Mr. Martin Bayer, the Chair of the Laurentian University Native Educational Council (LUNEC), he would read aloud the correspondence included in the meeting material. Subsequently, Mr. Beaudry noted it was encouraging to see that the tri-cultural mandate continues to remain an important consideration as the university moves forward with the transformation and strategic planning..

OTHER ITEMS

10. Chair's Items

The Chair, Mr. Cameron, noted there were no Chair's Items to discuss; however, he afforded Board members to provide closing comments should they wish to do so. A discussion then took place surrounding labour relations between the University and Laurentian University Staff Union (LUSU).

11. Other Business

The Chair, Mr. Cameron confirmed there were no new business items to discuss or address.

IN CAMERA

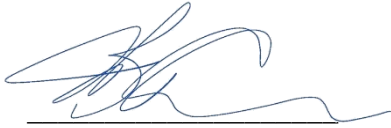
12. In Camera Discussion

The Board of Governors then proceeded with their In Camera Discussion without the Executive Team at 12:05 pm.

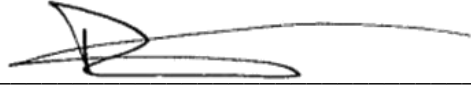
ADJOURNMENT

13. Adjournment

Having exhausted the items on the agenda, the meeting was adjourned at 1:40 PM



Vernon Cameron, Chair



Danielle Vincent, University Secretary