

BOARD OF GOVERNORS

Minutes of the Meeting of October 20, 2023
9:00 a.m., West Residence, W-132
or via Zoom

Present	Absent
<p><u>Voting Members Present</u> Azadehfar, Erfan, GSA Representative Barbeau, Jay Barry, Aaron Cameron, Vern, Chair Embleton, Sheila, Interim President and Vice-Chancellor (ex-officio) Guay, Andre Harquail, David Ramakko, Brian Recollet, Angela</p> <p><u>Non-Voting Members Present</u> 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> Boyer, Céleste, General Counsel Brouwer, Brenda, Interim Provost & VP, Academic Dowdall, Jennifer, Interim Co-ED, EDHRO Office Eger, Tammy, Vice-President, Research Gaber, Tammy, Associate Professor & Director, MSoA Goffin, Shannon, Interim Co-ED, EDHRO Office Hellstrom, Peter, Director, Voyageur Athletics & Campus Recreation Hodgson, Ann, Interim Associate University Secretary Lavallée, Normand, AVP, Financial Services Leclerc, Renée, Executive Administrative Assistant, University Secretariat Lehtimaki, Shauna, Director, Institutional Planning Merritt, Thomas, Full Professor, School of Natural Sciences Piché, Michel, Interim, Vice-President, Finance and Administration Tardiff, Nicole, Program Coordinator, Goodman School of Mines Tremblay-Croxall, Louise, Director, Planning & Budgeting</p>	<p><u>Voting Members Absent</u> Eshkawkogan, Kevin Kurkimaki, Laura Manitowabi, Tammy</p> <p><u>Non-Voting Members Absent</u> Bassett, Shannon, Senate Representative 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

The Chair, Mr. Cameron noted the addition of an agenda topic, item 6 to ratify the decision rendered by the Selection Committee for the approval of the appointment of Laurentian University's new Vice-President, Finance and Administration. There were no other additions to the agenda.

MOTION: Moved by David Harquail 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 provided an update on assorted items including meetings with the Ministry of Colleges and Universities, including a recent emergency meeting called by the Ministry of Colleges and Universities in response to recent events in Israel and Gaza. Dr. Embleton also discussed the status of operational transformation, the strategic planning process, and the various executive searches currently underway and recently completed. Dr. Embleton also spoke of the University's intention to resume conferring Honorary Doctorates.

4. Finance and Properties Committee Report:

4.1 For Info: Real Estate Matters Update (Oral Update)

The Chair, Mr. Cameron, invited Interim Vice-President, Finance and Administration, Mr. Michel Piché, to speak to this item. Mr. Piché provided an oral update, noting that discussions are ongoing with

Infrastructure Ontario with respect to properties identified for purchase. Mr. Piché noted that all transactions with respect to these properties will need to be finalized by 2025-2026.

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

The Chair, Mr. Cameron, invited Interim Vice-President, Finance and Administration, Mr. Michel Piché, to speak to this item. Mr. Piché explained that following the May, 2023 Board of Governors meeting where a deferred maintenance budget was approved, various projects were subsequently tendered in an effort to begin tackling the list of repairs needed to address deficiencies in campus infrastructure, notably various roofs. Mr. Piché noted that the costs of these repairs are jointly funded by the Ministry of Colleges and University's Facilities Renewal Program, and from the University's operating and capital funds. A discussion ensued regarding timelines for completion, supply chain issues and staffing capacity.

5. Human Resources Committee Report (Oral Update)

The Chair, Mr. Cameron, invited Interim Vice-President, Finance and Administration, Mr. Michel Piché, to speak to this item. Mr. Piché highlighted various staffing matters, including providing a brief update on the recruitment progress of vacant positions at the University and noted the expiry of the Laurentian University Staff Union (LUSU) collective agreement in June of 2024. Subsequently, Interim Provost, and Vice-President, Academic, Dr. Brenda Brouwer provided an update on the status of recruitment of various faculty positions currently underway, and noted that recruitment activities are proving to be positive.

6. Appointment of Vice-President, Finance and Administration

The Chair, Mr. Cameron, presented this item.

RESOLUTION: Moved by André Guay and seconded by Jay Barbeau.

THAT the Board of Governors ratify the decision of the Selection Committee and approve the appointment of Sylvie Lafontaine as Vice-President, Finance and Administration, effective October 30, 2023, as recommended by the Selection Committee and as presented at its meeting of October 20, 2023.

Carried unanimously.

7. Other Business

The Chair confirmed there was no other business.

8. Adjournment of the Closed Session

Having exhausted the agenda, the closed session of the meeting of the Board of Governors was adjourned at 9:42 a.m.

PUBLIC SESSION

The Chair of the Board of Governors (the Board), Mr. Vernon Cameron called the meeting to order at 10:01 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. Mr. Cameron noted that this meeting was an open public session that was also being live streamed.

INFORMATION SESSION

A. Learning Session:

University 2023 Summer Camps presents: “Summer learning, having a blast!”

The Chair introduced four (4) guest speakers, Dr. Thomas Merritt, Nicole Tardiff, Peter Hellstrom and Dr. Tammy Gaber, who were each invited to showcase their success in hosting various summer camps throughout the months of July and August, 2023 on the Laurentian University campus.

Following the presentations, a Member raised a question about the status of the campus pool facility, to which Interim Vice-President, Finance and Administration, Mr. Michel Piché explained assessment work is ongoing to determine the extent of repairs required at this facility. The Chair, Mr. Cameron also noted that at a recent meeting with the Mayor for the City of Greater Sudbury a discussion took place regarding the pool and the potential for community stakeholder involvement.

ACTION ITEMS

1. Adoption of Agenda

MOTION: Moved by André Guay and seconded by Jay Barbeau.

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. 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 June 16; special meetings held September 28, September 6 and June 7; electronic votes held July 24 and July 18

3.2. Laurentian Employees Retirement Plan Responsibility Chart
3.3. Financial Signing Authorities Policy

A Board non-voting member requested a correction to the June 16, 2023 regular Board meeting minutes to reflect that she was in attendance, despite being listed as absent.

Additionally, another Board non-voting member noted that a question he posed at the special meeting of September 28, 2023 regarding the basis for valuation which would be employed to evaluate benefit improvements for July 1, 2025 had not been included in the minutes for the meeting. The Chair, Mr. Cameron, confirmed this comment would be noted and reflected in the current meeting minutes.

No further discussion took place.

MOTION: Moved by Andre Guay and seconded by Jay Barbeau.

THAT the items listed in the Consent Agenda be approved, with correction.

Carried unanimously.

4. President's Report

The Chair, Mr. Cameron invited Interim President and Vice-Chancellor, Dr. Sheila Embleton, to present her report. Dr. Embleton highlighted the status and timeline of the operational transformation process with Deloitte as well as the strategic planning process. Dr. Embleton noted the appointment of Sylvie Lafontaine as Vice-President, Finance and Administration, effective October 30, 2023, and noted that while the search for a permanent Provost, and Vice-President, Academic is ongoing, positive progress was achieved over the summer months.

Dr. Embleton noted Laurentian is seeing positive results stemming from collective efforts to attract and support a diverse student body, including a significant number of students confirming their interest in registering for francophone programs, as well as an increase in first-year and international student enrollments.

Dr. Embleton also noted that the Ministry of Colleges and University's (MCU) is winding down the Laurentian Secretariat which is a positive signal that MCU is seeing Laurentian return to some form of stability not requiring the same level of oversight. This is another positive step in Laurentian moving towards long term sustainability.

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

The Chair, Mr. Cameron, invited Interim Vice-President, Finance and Administration, Mr. Michel Piché, to present this item. Mr. Piché provided an overview of the cash position of the University as demonstrated in the meeting material. With respect to enrollment, Mr. Piché noted that although Laurentian is seeing a decline year over year in domestic enrolments, driven primarily by a decline in both undergraduate and graduate

online degree programs, Laurentian will exceed the overall planned enrolment target driven almost exclusively by international enrolments in select course-based graduate programs.

Opening up the floor to questions, a discussion ensued regarding how the University handles the difference between projected and actual international student enrolment numbers. A member asked what the University's plan was to address this type of situation in a way that is more proactive rather than reactive. The Chair, Mr. Cameron, asked Interim Provost, and Vice-President, Academic, Dr. Brenda Brouwer, to respond. Dr. Brouwer responded that international enrolment is complex, making it difficult to predict an accurate conversion rate. However, Dr. Brouwer noted that the University is engaging in strategic enrolment management to look at overall enrolment, including on-campus, domestic, graduate, international and online, over a three (3) year horizon to better plan for resource requirements.

A further comment was raised about professorial resource needs. Interim Vice-President, Finance and Administration, Mr. Michel Piché, noted that many faculties struggled throughout the recent restructuring process and those remaining are looking to have the right support, which is one of the areas that will be looked at as part of the consultations for both the strategic and transformation plans. The Interim Provost, and Vice-President, Academic, Dr. Brenda Brouwer, also noted that as the University performs enrolment management planning, the intent is to include people who recruit in the planning to ensure recruitment efforts focus on the values of the institution.

A member asked that the Board consider having the closed session follow, rather than precede, the open session to ensure the closed session discussions benefit from the information and discussions which ensue during the open session. University Secretary, Ms. Danielle Vincent, explained that all efforts are made to limit the items discussed in closed sessions and that this specific request would be noted for consideration.

No additional questions or discussion ensued.

6. Audit and Risk Committee Items

6.1 For Approval: Draft Enterprise Risk Management Policy

The Chair, Mr. Cameron, invited Interim Vice-President, Finance and Administration, Mr. Michel Piché, to speak to this item. Mr. Piché explained that Laurentian University does not currently have a risk management policy in place and a policy of this nature is important as a best practice relating to the identification and management of institutional risks on an on-going basis to ensure risks are mitigated when possible. Mr. Piché then invited Risk & Insurance Specialist, Mr. Anthony (Tony) Lackey, to present the draft policy as provided in the meeting material.

Following Mr. Lackey's presentation, the Chair, Mr. Cameron, noted that the topic of risk is of significant interest to the Governors and he applauded the work of Mr. Lackey and Mr. Piché in moving this policy forward.

BE IT RESOLVED,

THAT the Board of Governors approve Laurentian's new Risk Management Policy and Framework, as recommended by the Audit and Risk Committee, and as presented at its meeting of October 20, 2023.

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

Carried unanimously.

6.2 For Approval: Consolidated Financial Statements of Laurentian University of Sudbury for the Fiscal year ending April 30, 2023 (Including the Audit Findings Report by External Auditor)

The Chair, Mr. Cameron, invited Interim Vice-President, Finance and Administration, Mr. Michel Piché, to speak to this item. Mr. Piché noted that looking at the University's financials over the past ten (10) years you can see volatility, in particular over the past three (3) years. Moving forward, the hope is that financial statements normalize with respect to operations, especially once settlements negotiated as part of exit from the Companies' Creditors Arrangement Act (CCAA) process are finalized.

BE IT RESOLVED,

THAT the Board of Governors approve Laurentian University's 2022-23 Audited Financial Statement and Auditor's Report at its meeting of October 20, 2023, as recommended by the Board Audit and Risk Committee

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

Carried unanimously.

7. Finance Committee Items

7.1 For Information: Draft Laurentian Annual Financial Report 2022-23

The Chair, Mr. Cameron, invited the Chair of the Finance and Property Committee, Mr. David Harquail, to present this item. Mr. Harquail noted that this agenda item was previously reviewed at the Committee level and presented as information only. Mr. Harquail then invited Interim Vice-President, Finance and Administration, Mr. Michel Piché, to speak to this item in greater detail. Mr. Piché reviewed the information as presented in the meeting package and noted that this draft report accompanies the audited financial statements, and will also be available to view on the University's website.

7.2 For Approval: Operating Budget Carry Forward Policy

The Chair, Mr. Cameron, invited the Chair of the Finance and Property Committee, Mr. David Harquail, to present this item. Mr. Harquail noted that this agenda item was previously reviewed and approved at the Committee level and is now being brought to the Board for approval. Mr. Harquail then invited

Interim Vice-President, Finance and Administration, Mr. Michel Piché, to speak to this item in greater detail.

Mr. Piché explained that historically, Laurentian University did not have a formal Budget Carry Forward Policy, but instead relied upon practices that evolved over the years. When the University filed for Companies' Creditors Arrangement Act (CCAA) protection in February 2021, all existing carry-forward internally restricted appropriations were eliminated. However, following emergence from the CCAA process, Laurentian University conducted a review of budget carry-forward best practices in the sector as well as consulted various stakeholder groups, including academic units of the University, which served to develop a formal policy. The Policy as presented is based on key principles that will provide the University financial flexibility to address multi-year strategic initiatives and will deter unnecessary spending at the end of a fiscal year. Mr. Piché then invited the Director of Institutional Planning, Ms. Shauna Lehtimaki, to expand further on the development of the policy as presented.

Ms. Lehtimaki advised that in developing this policy, sector best practices were considered along with internal consultations at the University. Ms. Lehtimaki explained that the purpose of the policy is to provide units with a mechanism to fund strategic initiatives or carry forward funds that can be utilized between fiscal years, up to twenty (20) percent of the operating budget, although these funds cannot be applied to fund professional allowances or recurring expenditures like benefits or salaries. Following the review and approval of this policy, it is recommended that it would be reviewed at minimum every three (3) years.

Following the presentation of this new policy, a comment was made about how a policy of this nature can at times be used to justify a reduction in the overall budget. The administration was asked how they intend to alleviate this fear, and remove the “use it or lose it” mentality. Mr. Piché responded that moving towards a budgetary process where needs and requirements from a bottom-up perspective are considered based on strategic and operational priorities can address this concern.

No further questions or discussion ensued.

BE IT RESOLVED:

THAT the Board of Governors approve the Operating Budget Carry Forward Policy, as recommended by the Board Finance and Property Committee, and as presented at its meeting of October 20, 2023.

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

Carried unanimously.

8. Human Resources Committee Item

8.1 For Info: Sexual Violence Annual Report

The Chair, Mr. Cameron, invited the Chair of the Board Human Resources Committee, Mr. Aaron Barry, to speak to this item. Mr. Barry called upon the Co-Executive Directors of the Equity, Diversity and Human Rights Office (EDHRO), Ms. Jennifer Dowdall and Ms. Shannon Goffin, to present this item in greater detail. Ms. Goffin noted that the report as presented in the meeting package is for the 2022-2023 year, ending in April, 2023 and is an annual report required by the Ministry of Colleges and Universities (MCU).

Following the presentation of this item, a question was raised about the ability for the report to provide a more detailed breakdown of the groups that are considered case contacts. Ms. Goffin advised that a more comprehensive account of the case contacts is provided in their Annual Report which covers the same reporting period; however, confidentiality and the privacy of those who visit the EDHR office requires limiting the release of specific case contact details.

No further questions or discussion ensued.

9. Summary of Information Reports by Board Standing Committees

9.1 Audit and Risk Committee Report

9.2 Finance and Property Committee Report

9.3 Governance Committee Report

9.4 Human Resources Committee Report

The Chair, Mr. Cameron, invited the University Secretary, Ms. Danielle Vincent, to speak to these reports. Ms. Vincent explained that the purpose of these reports is to ensure the Board members who are not part of each of these Committees are aware of the items being discussed, with the goal being transparency and the sharing of information. Ms. Vincent also noted that items or information that were first presented to a Board Committee before being presented to the full Board have not been captured in these reports to avoid repetition of information.

OTHER ITEMS

10. Chair's Items

The Chair, Mr. Cameron, noted that this meeting was the last for Interim Associate University Secretary, Ms. Ann Hodgson, as she was moving on to a new professional venture outside of the University. Mr. Cameron noted that she will be dearly missed as she has been a valued member of the University Secretariat.

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 12:15pm

ADJOURNMENT

13. Adjournment

Having exhausted the items on the agenda, the meeting was adjourned.

Vernon Cameron, Chair

Danielle Vincent, University Secretary