

SPECIAL MEETING OF THE BOARD OF GOVERNORS

**Minutes of the meeting held November 1, 2023
4:00 p.m., via Zoom**

Present	Absent
<p><u>Voting Members Present</u> Azadehfar, Erfan Barbeau, Jay Barry, Aaron Cameron, Vern, Chair Embleton, Sheila, Interim President and Vice-Chancellor (ex-officio) Guay, Andre Harquail, David Kurkimaki, Laura</p> <p><u>Non-Voting Members Present</u> Bassett, Shannon, Senate Representative Colin, Fabrice, LUFA Representative Fenske, Tom, LUSU Representative Gorham, Robyn LUFA 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 & Vice-President Academic Choi, Angela, Deloitte Croteau, Leeanne, Manager, Procurement & Contracts Eger, Tammy, Vice-President, Research Frappier, Shawn, Director, Service Excellence, HROD Geryk, Laura, Director, Information Management & Systems Lafontaine, Sylvie, VP, Finance and Administration Leclerc, Renée, Executive Administrative Assistant, University Secretariat Parent, Michael, Deloitte Peng, Maureen, Deloitte Piché, Michel, Interim Vice-President, Finance and Administration (during transition) Richardson, Mabel, Deloitte Roy, Luc, VP Sengchansavang, Ben, Deloitte</p>	<p><u>Voting Members Absent</u> Eshkawkogan, Kevin Manitowabi, Tammy Recollet, Angela Ramakko, Brian</p> <p><u>Non-Voting Members Absent</u> Motamedi, Monica, CUPE Representative Sbaa, Nawfal, AEF Representative</p>

PUBLIC SESSION

The Chair of the Board of Governors (the Board), Mr. Vernon Cameron called the meeting to order at 4:02 p.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.

Prior to progressing to the action items as noted on the agenda, Mr. Cameron welcomed Ms. Sylvie Lafontaine, Vice-President, Finance and Administration noting she had just commenced her role with Laurentian University on October 30, 2023 and this was therefore her first attendance at a Board of Governors meeting. Mr. Cameron afforded Ms. Lafontaine the opportunity to introduce herself to the meeting participants.

Following Ms. Lafontaine's introduction in both English and French, Mr. Cameron recognized that there were special guests also participating in the meeting, which included representatives from Deloitte as well as specific Laurentian University personnel who are represented as leads for the four work streams identified in the Transformation Plan. Mr. Cameron thanked them for their contributions and all of the hard work they have done which he noted is critical to the long term success of the University.

ACTION ITEMS

1. Adoption of Agenda

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

That the agenda be approved as presented.

Carried unanimously.

Despite the motion being carried unanimously, a question was raised regarding whether questions could be asked about agenda item three (3) before it was presented, or following its presentation. The Chair, Mr. Cameron, confirmed questions would be welcome following the item presentation.

2. Declaration of Conflicts of Interest

The Chair, Mr. Cameron, invited members to declare any conflicts of interest. Mr. Harquail noted for the record that he 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. Operational Transformation Plan

3.1. For Approval: Laurentian University Transformation Plan

The Chair, Mr. Cameron invited the Interim President and Vice-Chancellor, Dr. Sheila Embleton, to present this item. Dr. Embleton explained that as part of the Plan of Compromise and Arrangement, Laurentian University was required to develop a detailed Transformation Plan to address amongst others the recommendations of the NOUS and Auditor General reports. As such, Laurentian engaged Deloitte following a Request for Proposal (RFP) process.

The objective of the Transformation Plan is to provide the University with the systems, processes, and policies to best support its academic and research missions in the following areas (work streams): Human Resources (HR), Finance (FIN) Registration Services & Student Affairs (RSSA), and Information Technology (IT). Each work stream plan covers interdependencies and activity sequencing along with an overview of the approach and methods used to develop the detailed work plans and high-level roadmaps.

Following approval of the Plan by the Board of Governors and the Ministry of Colleges and Universities (MCU), Laurentian will then move into the Implementation Phase, which will involve the formation of a Transformation Program Implementation Office (TPIO), responsible to deliver on the expected outcomes identified in the Plan. In preparation for implementation, Deloitte is also conducting an assessment of the University's Enterprise Resources Planning (ERP) software to determine whether to modernize the existing system or acquire other best of breed or integrated solutions.

Dr. Embleton then invited Maureen Peng from the Deloitte team to present the Transformation Statement of Work, as provided in the meeting material.

Following Ms. Peng's presentation, Board Chair, Mr. Cameron, noted that prior to the Board meeting an information document was circulated to Board members to assist in answering any questions that may arise following review of the Implementation Plan.

Having afforded members the opportunity to raise questions, a discussion took place regarding the TPIO and the process that will be followed to appoint members to this office. A suggestion was made that the appointment of its members follow a formal process like those used to appoint senior academic administrators. The President and Interim Chancellor, Sheila Embleton, advised that time constraints may not lend themselves to this process. However, a commitment was made to look at how the establishment of the TPIO could be done with a focus on openness and transparency.

Further discussions took place regarding the consultations during the development of the Implementation Plan. A non-voting member requested that the motion brought to the Board at this meeting be tabled to allow the executive of the Laurentian University Faculty Association (LUFA) to review the Plan. A discussion took place during which it was noted that a broad group of individuals, including representatives from all labour partners, were included in the development of the plan as presented during this meeting. It was also noted that there were time constraints involved and the Plan still required approval by the Ministry of Colleges and Universities. Reassurances were given that as the University moves forward into the implementation phase, all labour partners will continue to play an active role in the process.

A subsequent discussion took place regarding the impact of the Plan's implementation phase on university personnel. A request was made by the Laurentian University Staff Union (LUSU) President that the University's labour partners be given an active role in the decision making process, rather than simply a consulting role once decisions have been made. A commitment was made by university administration that regular meetings would be established to afford participants, including labour partners, with the opportunity to provide input as the plan implementation progresses.

There were no further questions and no motions to postpone consideration of the item were made. As a result, the resolution was considered as presented.

BE IT RESOLVED:

THAT the Board of Governors approve Laurentian University's Transformation Plan as recommended by the Audit and Risk and Human Resources Committees and as presented at its meeting of November 1, 2023.

Moved by Andre Guay and seconded by Laura Kurkimaki.

Carried unanimously.

OTHER ITEMS

4. **Chair's Items**

The Chair, Mr. Cameron, advised there are no items to present for information or discussion.

ADJOURNMENT

5. **Adjournment**

Having exhausted the agenda, the public session was adjourned at 5:05 p.m.

CLOSED SESSION

The Chair of the Board of Governors (the Board), Mr. Vernon Cameron called the meeting to order at 5:15 p.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 is a closed session and any material or discussions are to remain confidential.

CLOSED INFORMATION AND ACTION ITEMS

1. **Adoption of Agenda**

MOTION: Moved by Aaron Barry and seconded by David Harquail.

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. Mr. Harquail noted for the record that he 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. **Operational Transformation Plan**

3.1. **For Approval: Laurentian University Transformation Plan Implementation Proposal**

The Chair, Mr. Cameron, asked Interim President and Vice-Chancellor, Dr. Sheila Embleton, to present this item. Dr. Embleton advised that in order for Laurentian to move forward with the implementation of the Plan, it is proposed that Deloitte will continue to be engaged to help the university in the execution phase of the plan including setting up and managing the Transformation Program Implementation Office (TPIO).

Dr. Embleton then invited Maureen Peng from the Deloitte team to present the Transformation Statement of Work, as provided in the meeting material, in greater detail.

Following the Deloitte presentation, the Chair, Mr. Cameron reiterated that it is important to communicate broadly the phase one details so that university stakeholders get a sense for where they fit within the Plan. A subsequent discussion ensued regarding responsibility for managing the contract with Deloitte over the course of the following year and it was confirmed that this responsibility would lie with the President in conjunction with the TPIO, who will have an identified Project Manager.

Having addressed all questions raised, the resolution was considered as presented.

BE IT RESOLVED:

THAT the Board of Governors approve Deloitte's Transformation Implementation proposal for the period of November 1, 2023 to October 31, 2024, at a cost not to exceed C\$972,920.00 before taxes, as presented during its closed session meeting of November 1, 2023.

Moved by Jay Barbeau and seconded by Laura Kurkimaki.

Carried unanimously.

4. **Other Business**

The Chair, Mr. Cameron, advised there were no other business items to present for information or discussion.

5. **Adjournment of the Closed Session**

Having exhausted the agenda, the closed session was adjourned at 5:32 p.m.

Vernon Cameron, Chair

Danielle Vincent, University Secretary