

**BOARD OF GOVERNORS**

**Minutes of the Special Meeting of September 6, 2023**

**4:00 p.m., Via Zoom**

<b>Present</b>	<b>Absent</b>
<p><b><u>Voting Members Present</u></b>            Barbeau, Jay            Barry, Aaron            Cameron, Vernon, <b>Chair</b>            Embleton, Sheila, Interim President &amp; Vice-Chancellor            Gallagher, Jim            Guay, André            Harquail, David            Kurkimaki, Laura            McCue, Meghan (GSA)            Ramakko, Brian            Sbaa, Nawfal (AEF) (joined late and after the vote of student rotation)</p> <p><b><u>Non-Voting Members Present</u></b>            Bassett, Shannon            Colin, Fabrice, LUFA            Robyn Gorham, LUFA            Fenske, Tom, LUSU            Scott, Daniel, Senate            Teller, Meredith, LUAPSA            Vincent, Danielle, University Secretary</p> <p><b><u>Also in attendance (Resources):</u></b>            Boyer, Celeste, General Counsel            Brouwer, Brenda, Interim Provost and Vice President Academic            Hodgson, Ann, Acting Associate University Secretary            Piché, Michel, Interim Vice-President, Finance and Administration            Rocca, Gina, Acting Executive Assistant</p>	<p><b><u>Voting Members Absent</u></b>            Eshkawkogan, Kevin            Manitowabi, Tammy            Recollet, Angela</p> <p><b><u>Non-Voting Members Absent</u></b>            Motamedi, Monica, CUPE</p>

**OPEN SESSION**

The Chair of the Board of Governors (“the Board”), Mr. Vernon Cameron, called the meeting to order at 3:02 p.m. and confirmed quorum. Mr. Cameron then opened 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.

**OPEN ACTION ITEMS**

**1. Adoption of Agenda**

MOTION: Moved by Laura Kurkimaki and seconded by David Harquail.

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. Meghan McCue declared a conflict with agenda item 3.3 "*For Approval: Proposed Five-Year Student Rotational Schedule (2023-2028)*", due to her position as student representative of the GSA.

It was noted for the record by the 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. Governance Committee Items

### 3.1 For approval: Proposed Draft Terms of Reference

The Chair invited Chair of the Governance Committee, Laura Kurkimaki to provide more information on this item. Ms. Kurkimaki was joined by University Secretary, Danielle Vincent. Ms. Vincent gave further context highlighting the steps taken throughout the process to arrive at these proposed Terms of References. She added the consultation process involved several steps. Input was solicited, collected and presented at the Governance Committee, at two separate meetings. At these meetings the terms of reference were refined, suggestions were made and incorporated. The Terms now being proposed for approval were brought forward by recommendation from the Governance Committee.

In response to a question about the absence of a Senate representative on the Governance Committee, a fulsome discussion ensued about the proposed composition of the Governance Committee in light of its nature as an internal facing Committee to assist in regulating the Board of Governors.

There followed a discussion of creating a separate Committee to enhance communication and working relationships with the Senate. Further discussion ensued about the status of the request made to the Ministry of Colleges and Universities (MCU) to include labour partners as members on the Board.

RESOLUTION: Moved by David Harquail and seconded by Jim Gallagher

BE IT RESOLVED,

a) That the Board of Governors, upon the recommendation of the Governance Committee, approve the terms of Reference for the Audit and Risk Committee, as set out in Item 3.1.a, attached hereto;

Carried unanimously

RESOLUTION: Moved by Jay Barbeau and seconded by Aaron Barry

BE IT RESOLVED,

b) That the Board of Governors, upon the recommendation of the Governance Committee, approve the terms of Reference for the Finance and Property Committee, as contained in Item 3.1.b, attached hereto;

Carried unanimously

RESOLUTION: Moved by David Harquail and seconded by Jay Barbeau

BE IT RESOLVED,

c) That the Board of Governors, upon the recommendation of the Governance Committee, approve the terms of Reference for the Governance Committee, as contained in Item 3.1.c, attached hereto;

Carried unanimously

RESOLUTION: Moved by David Harquail and seconded by Jim Gallagher

d) That the Board of Governors, upon the recommendation of the Governance Committee, approve the terms of Reference for the Human Resources Committee, as contained in Item 3.1.d, attached hereto;

Carried unanimously

### **3.2 For approval: In-Year Appointments to Committees**

The Chair invited the Vice-Chair of the Nominating Committee, Laura Kurkimaki to present this item. Ms. Kurkimaki was joined by University Secretary, Danielle Vincent. Ms. Vincent highlighted that due to the recent re-structuring efforts, committee replenishment had not taken place at the Annual General Meeting. Ms. Vincent further added that delegating powers of committee membership appointment to the Governance Committee would ensure that existing and future committee vacancies could be addressed more efficiently.

RESOLUTION: Moved by David Harquail and seconded by André Guay

BE IT RESOLVED,

That the Board of Governors, upon recommendation by the Governance Committee, authorize the Governance Committee to exercise all the powers held by the Board in appointing members to any vacant positions on Board Committees, or any other committees or bodies upon which Board representation is required for the 2023-2024 Board year, as presented on September 6, 2023.

Carried unanimously.

### **3.3 For approval: Proposed Five-Year Student Rotational Schedule (2023-2028)**

The Chair invited University Secretary, Danielle Vincent to provide information on this item. Ms. Vincent gave an overview of the purpose of establishing a new five-year student rotational schedule, as per section 2(ii)(c) of the General Bylaws of the Board of Governors. She noted the new five-year schedule as provided in the distributed agenda package. Ms. Vincent added consultation with the three student associations (SGA, GSA and AEF) took place and the associations were in agreement with the new five-year rotational schedule. Due to Meghan McCue's conflict with being a student representative of the GSA on this item, Ms. McCue abstained from voting and was placed in Zoom's virtual waiting room for the discussion and voting on this item. As well, Nawfal Sbaa was not in attendance of the meeting while this item was presented.

RESOLUTION: Moved by David Harquail and seconded by Jay Barbeau

BE IT RESOLVED,

THAT the Board of Governors, upon recommendation by the Governance Committee, approves the following *Five-Year Rotational Schedule* of the three (3) officially recognized Laurentian University student associations for the academic years (2023 to 2028) as presented on September 6, 2023.

Carried unanimously with one (1) abstention, Meghan McCue

**4. Chair's Items**

The Chair had no other items to present.

**5. Adjournment**

Having exhausted the items on the agenda Mr. Vernon Cameron, Chair adjourned the meeting at 3:38 p.m.

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Vernon Cameron, Chair

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Danielle Vincent, University Secretary