

BOARD OF GOVERNORS

Minutes of the Meeting of October 18, 2024
9:00 a.m., Executive Learning Centre, FA-386
or via Zoom

Present	Absent
<p><u>Voting Members Present</u> Alvarez-Sierra, Christian (AEF Representative) Barbeau, Jay, Vice-Chair Barltrop, James Barry, Aaron Bouchard, Roxanne Guay, André Harquail, David Kasunich, Staysha (SGA Representative) Kurkimaki, Laura Manitowabi, Tammy Ramakko, Brian Wells, Lynn, President and Vice-Chancellor (ex-officio)</p> <p><u>Non-Voting Members Present</u> Cavaliere, Patrick, Senate Representative Colin, Fabrice, LUFA Representative Fenske, Tom, LUSU Representative Gorham, Robyn LUFA Representative Patel, Jeet, GSA Representative Pianosi, Birgit, Senate Representative Vincent, Danielle, University Secretary Yazdani, Noushin, CUPE Representative</p> <p><u>Others in attendance (Resources & Presenters)</u> Beaudry, Dominic, Associate Vice-President, Indigenous & Academic Programs Boyer, Céleste, General Counsel Campbell, Malcolm, Provost & VP, Academic Corboy, Hannah, Associate University Secretary Eger, Tammy, Vice-President, Research Fontaine, Pierre, Director, Operations & Maintenance Laporte, Marianne, Acting-Director, Institutional Planning Lackey, Anthony, Risk Specialist Leclerc, Renée, Executive Administrative Assistant, University Secretariat Myers, Naomi, Manager, Risk & Insurance Pellerin, Gabrielle, Legal Counsel Piquette, Nicole, Associate Vice-President, Financial Services Sconsi, Marcus, External Auditor, BDO</p>	<p><u>Voting Members Absent</u> Cameron, Vern, Chair</p> <p><u>Non-Voting Members Absent</u> McGibbon, Joseph, LUAPSA Representative</p>

CLOSED SESSION

Due to the unavailability of the Chair, Mr. Vernon Cameron, the Vice-Chair, Mr. Jay Barbeau, served as Acting Chair for this meeting. Mr. Barbeau called the meeting to order at 9:10 a.m. and University Secretary, Ms. Danielle Vincent, confirmed quorum. Mr. Barbeau 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 Wahnapiitae First Nation.

Mr. Barbeau noted that this is a closed session and any material or discussions are to remain confidential.

Mr. Barbeau welcomed all Governors to the first meeting of the new academic year, and welcomed newly appointed Associate University Secretary, Ms. Hannah Corboy, to her first meeting of the Laurentian University Board of Governors. Mr. Barbeau also acknowledged two (2) new voting Governors: Ms. Staysha Kasunich, President of the Students' General Association (SGA) and Mr. Christian Alvarez-Sierra, President of the Association des étudiantes et étudiants francophones (AEF).

Mr. Barbeau noted the recent resignations of Governors Mr. Kevin Eshkawkogan and Ms. Angela Recollet.

CLOSED INFORMATION AND ACTION ITEMS

1. Adoption of the Closed Agenda

MOTION: That the Agenda be approved as presented.

Moved by Brian Ramakko and seconded by James Barltrop.

Carried unanimously.

2. Declaration of Conflicts of Interest

The Acting Chair, Mr. Barbeau, 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 Acting Chair, Mr. Barbeau invited President and Vice-Chancellor, Dr. Lynn Wells, to speak to this item. Dr. Wells highlighted the information provided in her written report and described the various activities that are currently underway or that have been undertaken since her appointment and which support the the four (4) pillars of the strategic plan.

Following Dr. Wells' remarks, Dr. Malcolm Campbell, Provost and Vice-President, Academic, was welcomed to his first meeting of the Board of Governors.

4. Finance and Properties Committee Items

The Acting Chair, Mr. Barbeau, invited the Chair of the Finance and Property Committee, Mr. Brian Ramakko, to introduce each of the following items.

4.1 For Approval: Lease, 933 Ramsey Lake Rd (Willet Green Miller Centre)

**Prior to the introduction of this item, Board Governor Mr. David Harquail recused himself due to a conflict of interest. Mr. Harquail left for the remainder of the closed session.*

Mr. Ramakko invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine explained that the proposal before the Board was for a five (5) year lease extension commencing January 1, 2023. It was noted that an assessment of the current and future needs of both Laurentian University and the Harquail School of Earth Sciences (HSoES) had also been initiated to determine if there would be space on the main campus to accommodate the HSoES in the future.

Following Ms. Lafontaine's remarks, a discussion took place regarding the timelines for the completion of that assessment and the terms of the lease agreement.

With no further discussion taking place, the following resolution was considered as presented.

BE IT RESOLVED

THAT the Board of Governors approve a five (5) year lease agreement between HIS MAJESTY THE KING IN RIGHT OF ONTARIO, AS REPRESENTED BY THE MINISTER OF INFRASTRUCTURE, and LAURENTIAN UNIVERSITY for the period commencing January 1, 2023 and ending on December 31, 2027, as recommended by Finance and Property Committee, and as presented at its meeting of October 18, 2024.

MOTION: Moved by James Barltrop and seconded by Roxanne Bouchard.

Carried with one (1) abstention (S. Kasunich).

4.2: For Approval: Scope Extension – Arts Corridor

Mr. Ramakko invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine explained that this specific project had been planned for a prior year and the budgeted cost was the result of an internal Facilities assessment at that time. However, as a result of an assessment following the allocation of the project, that assessment of the space and of the work required resulted in a cost estimate greater than what was originally anticipated. Accordingly, Ms. Lafontaine advised that the Board is being asked to approve an increased total project budget with the project estimated to be completed over a two (2) year period. It was further noted the project would be scheduled to start in the summer of 2025 to minimize disruption to students

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

BE IT RESOLVED

THAT the Board of Governors approve an increase of \$1,100,000 + HST to the previously approved 2023-24 budget for the Arts Building Corridor capital project of \$850,000 + HST, for a revised total 2-year capital budget of \$1,950,000 + HST, as recommended by the Finance and Property Committee, and as presented at its meeting of October 18, 2024.

MOTION: Moved by Brian Ramakko and seconded by Christian Alvarez-Sierra.

Carried unanimously.

4.3: For Approval: 251 John Street

Mr. Ramakko invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine explained that following a thorough assessment of the work to be remediated at this university-owned property since its October, 2023 closure, and the costs associated with remediation work, the sale of the property was being recommended, as the most prudent and fiscally responsible option.

Following Ms. Lafontaine's remarks, a fulsome discussion ensued regarding timeline for the sale of the property, legal restrictions regarding the sale and how it would be communicated to the community.

With no further questions or discussion arising, the following resolution was considered as presented.

BE IT RESOLVED

THAT the Board of Governors approve the initiation of the process to dispose of the Bell Mansion, as recommended by the Finance and Property Committee, and as presented at its meeting of October 18, 2024.

MOTION: Moved by Brian Ramakko and seconded by Christian Alvarez-Sierra.

Carried unanimously.

4.4 For Information: Real Estate Update

**Prior to proceeding to this item, Board Governor Ms. Tammy Manitowabi was excused and placed in a virtual waiting room due to a conflict of interest.*

Mr. Ramakko invited the President and Vice-Chancellor, Dr. Lynn Wells, to speak to this item. Dr. Wells provided an overview of the ongoing discussions between the university and both Infrastructure Ontario (IO) and the Ministry of Colleges and Universities (MCU) to finalize terms for the sale of the first of the seven (7) designated properties. Additionally, Dr. Wells noted that correspondence had been received from Atikameksheng Anishnawbek First Nation with respect to the sale of the properties and that Laurentian University remains committed to fostering and maintaining positive relationships with Indigenous communities.

Following Ms. Lafontaine's remarks, a fulsome discussion took place regarding estimated timelines for the completion of the transactions.

**Following completion of this item, Board Governor Ms. Tammy Manitowabi returned to the meeting.*

5. Audit and Risk Committee Items

The Acting Chair, Mr. Barbeau, invited the Vice-Chair of the Finance and Property Committee, Mr. James Barltrop, to introduce each of the following items.

Prior to introducing the following items, Mr. Barltrop advised Governors that members of the Board Audit and Risk Committee are also closely monitoring the progress with respect to the sale of the seven (7) designated properties.

5.1 For Information: Enterprise Risk Management Report

Mr. Barltrop invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine highlighted that plans continue to evolve with regards to the risk register which will enable the university and its leaders to more effectively identify, mitigate, and address areas of increased risk as they emerge. It was noted this would include conducting a residual risk assessment following the implementation of risk mitigation measures. Ms. Lafontaine noted that as work progresses on this topic, updates will continue to be presented to both the Board Audit and Risk Committee and Board of Governors.

6. Human Resources Committee Items

**The Acting Chair, Mr. Barbeau asked that only voting Governors, the University Secretary, the General Counsel, Vice-Presidents and the Associate Vice-President, Human Resources and Organizational Development remain in the meeting. All others in attendance were excused for the consideration of this item due to conflict of interest.*

6.1 For Approval: Terms and Conditions of Employment Pertaining to LUAPS

The Acting Chair, Mr. Barbeau, invited the Chair of the Human Resources Committee, Mr. Aaron Barry, to introduce this item. Vice-President, Finance and Administration, Ms. Sylvie Lafontaine also participated in the presentation. It was noted that concerns had been raised subsequent to the salary increases communicated to Laurentian University Administrative and Professional Staff Association (LUAPSA) members in July 2024. Although existing term sheets restricted the ability to provide additional compensation increases, the University's leadership had recommended the approval of alternative means of recognizing the value and contribution of this employee group. It was also noted that some of the measures had already been approved by the Human Resources Committee while several others were being submitted to the Board for approval. These measures included adjustments to the vacation entitlement, a reduction in the probationary period, from twelve (12) to six (6) months, and the approval of a job evaluation retroactivity date of July 1, 2024 for LUAPS employees.

Following Ms. Lafontaine's remarks, and in the absence of questions, the resolution was considered as presented.

BE IT RESOLVED

THAT the Board of Governors approve the revisions to the LUAPS Terms and Conditions of Employment, as recommended by the Human Resources Committee, and as presented at its meeting of October 18, 2024; and

BE IT FURTHER RESOLVED

THAT the Board of Governors approve July 1, 2024 as the job evaluation retroactivity date for the LUAPS job evaluation process taking place in 2024-2025, as recommended by the Human Resources Committee, and as presented at its meeting of October 18, 2024

MOTION: Moved by Laura Kurkimaki and seconded by André Guay.

Carried unanimously.

**Following the conclusion of this item, excused individuals were invited to return to the meeting.*

6.2 For Approval: Terms and Conditions of Employment Pertaining to Senior Leadership at Laurentian University

The Acting Chair, Mr. Barbeau, invited the Chair of the Human Resources Committee, Mr. Aaron Barry, to introduce this item following which Mr. Barry invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine to present this item in greater detail. Ms. Lafontaine explained that the changes being proposed to the *Terms and Conditions of Employment pertaining to Senior Leadership at Laurentian University* are based on recommendations made by the Office of the Auditor General of Ontario (OAGO) and specifically, to revise the policy to ensure continued compliance with the Broader Public Sector Executive Compensation Act.

Following Ms. Lafontaine's remarks, the Acting Chair, Mr. Barbeau asked that the President and Vice-Chancellor, along with the Vice-Presidents, be excused from the meeting to allow the Governors to discuss the proposed resolution.

With no questions or concerns being raised, and with Governors in agreement with the proposed changes, the following resolution was considered as presented.

BE IT RESOLVED,

THAT the Board of Governors approve the proposed changes to the Terms and Conditions of Employment pertaining to Senior Leadership at Laurentian University, as recommended by the Human Resources Committee and as presented at its meeting of October 18, 2024.

MOTION: Moved by André Guay and seconded by James Barltrop.

Carried with one (1) abstention (S. Kasunich).

**Following the conclusion of this item, excused individuals were invited to return to the meeting.*

7. Governance Committee Items

The Acting Chair, Mr. Barbeau invited the Chair of the Governance Committee, Ms. Laura Kurkimaki, to introduce the following item.

7.1 For Approval: In-Year Appointments

**Prior to presenting this item, Board Governors Ms. Roxanne Bouchard and Ms. Staysha Kasunich were excused from the meeting as a result of conflicts of interest.*

Ms. Kurkimaki introduced this item following which she invited the University Secretary, Ms. Danielle Vincent, to speak to it in further detail. Ms. Vincent noted Ms. Bouchard had agreed to submit her candidacy for the role of Board Audit and Risk Committee Chair and, given her credentials and financial sector experience, her appointment was being recommended.

Furthermore, Ms. Vincent explained that on June 30, 2024, the Board of Governors approved an initial committee composition for the 2024-2025 year. It was noted at that time that a number of vacancies remained and that those remaining vacancies would be filled as in-year committee appointments. It is now being proposed that one of those vacancies be filled by appointing Ms. Staysha Kasunich to the Joint Committee on Bilingualism.

Following Ms. Vincent's remarks, no questions were raised; therefore, the following resolutions was considered.

BE IT RESOLVED,

THAT the Board of Governors appoint Roxanne Bouchard as the Chair of the Audit and Risk Committee, as recommended by the Governance Committee, and as presented at its meeting of October 18, 2024; and

BE IT FURTHER RESOLVED

THAT the Board of Governors appoint Staysha Kasunich to the Joint Committee on Bilingualism for a term effective upon approval and ending upon the conclusion of the 2025 Board of Governors' Annual Meeting (June 2025), as recommended by the Governance Committee and as presented at its meeting of October 18, 2024.

MOTION: Moved by Brian Ramakko and seconded by James Bartrop.

Carried unanimously.

**Following the conclusion of this item, excused individuals were invited to return to the meeting.*

8. Other Business

The Acting Chair, Mr. Barbeau advised he had no other business items to raise; subsequently, President and Vice-Chancellor, Dr. Lynn Wells informed Board Governors that the university continues to discuss a possible way forward with the City of Greater Sudbury (CGS) regarding the Jeno Tihanyi Pool facility

in light of the CGS' recent aquatics review approved by the municipal council. Dr. Wells noted that the Board will continue to be kept apprised as updates become available.

9. Adjournment of the Closed Session

Having exhausted the agenda, the closed session of the meeting of the Board of Governors was adjourned at 10:05 a.m.

PUBLIC SESSION

The Acting Chair, Mr. Jay Barbeau called the meeting to order at 10:32 a.m. and University Secretary, Ms. Danielle Vincent, confirmed quorum. Mr. Barbeau 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.

Mr. Barbeau noted that this meeting was an open public session that was being live streamed.

Mr. Barbeau welcomed all Governors to the first meeting of the new academic year, and highlighted the addition of two (2) new voting Governors, Ms. Staysha Kasunich, President of the Students' General Association (SGA) and Mr. Christian Alvarez-Sierra, President of the Association des étudiantes et étudiants francophones (AEF), and two new Senate Representatives, Dr. Birgit Pianosi and Dr. Patrick Cavaliere.

INFORMATION SESSION

A. National Building Reconciliation Forum Organizing Committee

The Acting Chair, Mr. Barbeau introduced Associate Vice-President, Indigenous and Academic Programs, Mr. Dominic Beaudry. Mr. Beaudry presented to the Board of Governors the work undertaken by the National Building Reconciliation Forum Organizing Committee in planning the three-day National Building Reconciliation Forum hosted by Laurentian University in June 2024. Alongside Mr. Beaudry were other Organizing Committee members. Those members present in person introduced themselves and the role they played in organizing the forum.

Following Mr. Beaudry's remarks, the Acting Chair, Mr. Barbeau, thanked each of the Organizing Committee members for their contributions and in making the forum a tremendous success.

ACTION ITEMS

1. Adoption of Agenda

The Acting Chair, Mr. Barbeau, noted that agenda item 7.2, *For Approval: 2023-24 Audited Financial Statements & Auditor's Findings Report*, would be moved to just after item 4, *President's Report*, noting the availability of the BDO External Auditor, Mr. Marcus Sconci, who would be joining the meeting for item 7.2.

Otherwise, no additional changes to the agenda were requested.

MOTION: Moved by Brian Ramakko and seconded by James Barltrop.

That the agenda be approved as amended.

Carried unanimously.

2. Declaration of Conflicts of Interest

The Acting Chair, Mr. Barbeau, 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. There were no additional conflicts of interest declared.

3. Unanimous Consent Agenda:

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

3.1. *Adoption* - Minutes: Regular meeting held June 28, 2024, electronic vote dated July 10, 2024 and Special Closed Meeting held July 11, 2024

3.2. *Received for information* - Summary of Information Reports by Board Standing Committees:

- 3.2 A Audit and Risk Committee Report
- 3.2 B Finance and Property Committee Report
- 3.2 C Governance Committee Report
- 3.2 D Human Resources Committee Report
 - i. 2023-2024 Sexual Violence Annual Report

3.3 *Approval*: Research Ethics Board Appointments

BE IT RESOLVED:

THAT the Board of Governors approve the appointment of Roberta Heale and Jordan Babando as members of the Laurentian University Research Ethics Board (LU REB) for a three (3) year period pursuant to their election by the LU REB on May 3, 2024, as recommended by the Audit and Risk Committee, and as presented at its meeting of October 18, 2024.

3.4 *Acknowledgment*: National Building Reconciliation Forum Organizing Committee Report

3.5 *Approval*: Board of Governors Procedures for Recruitment and Appointment

BE IT RESOLVED:

THAT the Board of Governors approve the Board of Governors Procedures for Recruitment and Appointment, as recommended by the Governance Committee, and as presented at its meeting of October 18, 2024

MOTION: Moved by David Harquail and seconded by Andre Guay.

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

Carried unanimously.

4. President's Report

The Acting Chair, Mr. Barbeau invited the President and Vice-Chancellor, Dr. Lynn Wells, to present her report. Dr. Wells provided a verbal narrative to her report provided in the meeting material, and highlighted the work that has commenced in the development of the university's next strategic mandate agreement, the impact of the Federal government's latest international student restrictions on both the sector and Laurentian University specifically, as well as Laurentian's recent approval to receive Efficiency and Accountability funds. Additionally, Dr. Wells introduced Dr. Nicholas Dion, newly appointed Associate Vice-President, Strategic Initiatives, noting this was his first meeting of the Board of Governors since commencing his role with Laurentian University. Lastly, Dr. Wells announced and invited all Board Governors to an event on October 25th recognizing the Robertson-Martin family for its donation of a new gym floor, in support of the Laurentian Voyageurs basketball teams.

7.2 For Approval: 2023-24 Audited Financial Statements & Auditor's Findings Report

**Note, this item was moved up in the agenda, at the request of the Acting Chair at the commencement of the meeting.*

The Acting Chair, Mr. Barbeau, invited the Vice-Chair of the Board Audit and Risk Committee, Mr. James Barltrop, to introduce this item. Mr. Barltrop noted that the financial statements were reviewed by both the Audit and Risk Committee, and the court-appointed Monitor and noting no material changes were identified, the statements are being recommended to the Board for approval. Following Mr. Barltrop's remarks, he invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item in greater detail, and following a brief overview of the statements, Ms. Lafontaine invited Mr. Marcus Sconci, BDO External Auditor, to speak to the recently completed audit.

Mr. Sconci reported positive progress performed by the university since last year, with previous recommendations having been successfully implemented. Additionally, Mr. Sconci expressed gratitude to the finance team for their contributions throughout the audit.

Following Ms. Lafontaine and Mr. Sconci's remarks, a member commented on the sources contributing to the University's revenue surplus, including international student enrolment and contributions of labour groups.

Noting no additional comments or questions, the following resolution was considered as presented.

BE IT RESOLVED

THAT the Board of Governors approve Laurentian University's 2023-24 Audited Consolidated Financial Statement, the transfer of \$13,368,000 to internally restricted net assets, and the Auditor's Report, as recommended by the Audit and Risk Committee, and as presented at its meeting of October 18, 2024.

MOTION: Moved by James Barltrop and seconded by Tammy Manitowabi.

Carried unanimously.

5. Transformation Plan Update

The Acting Chair, Mr. Barbeau invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine provided updates related to three (3) specific areas: (1) the recruitment for

the role of Lead Transformation Officer which was ongoing; (2) solutions labs which had been conducted and would continue to be held as part of the ongoing efforts to identify opportunities for process improvements within the Human Resources, Information Technology and Student Services areas; and (3) efforts underway to determine a location for the Transformation Implementation Office on campus.

6. Financial Update

The Acting Chair, Mr. Barbeau invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine referred Board members to the presentation provided in the meeting material which highlights cash balances for the period of January, 2021 to April 30, 2024 and both cash flow and investment returns, including endowment funds.

7. Audit and Risk Committee Items

The Acting Chair, Mr. Barbeau, invited the Vice-Chair of the Audit and Risk Committee, Mr. James Barltrop, to introduce each of the following items.

7.1 For Approval: Laurentian University Indemnification Policy

Mr. Barltrop invited University Secretary, Ms. Danielle Vincent, to present this item. Ms. Vincent explained that the proposal for an Indemnification Policy arises from the increasing legal risks and liability faced by the members of the Board of Governors and various committees. Furthermore, current legal trends and precedents indicate that without adequate indemnity coverage, board and committee members may face serious personal financial risk. Ms. Vincent also noted that the need for an Indemnification Policy was a recommendation by the Audit General as part of their report on Laurentian University.

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

BE IT RESOLVED

THAT the Board of Governors rescind the Indemnity of Board Members policy approved on June 11, 1993, as recommended by the Audit and Risk Committee; and

BE IT FURTHER RESOLVED

THAT the Board of Governors approve the Indemnification Policy, as recommended by the Audit and Risk Committee, and as presented at its meeting of October 18, 2024.

MOTION: Moved by Brian Ramakko and seconded by Andre Guay.

Carried unanimously.

8. Finance and Property Committee Items

The Acting Chair, Mr. Barbeau, invited the Chair of the Finance and Property Committee, Mr. Brian Ramakko, to introduce each of the following items.

8.1 For Information: 2024-2025 Laurentian University Annual Financial Report

Mr. Ramakko invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine highlighted that this Annual Financial Report is provided to the Board of Governors for information concerning Laurentian's financial results for the fiscal year ended April 30, 2024, and contains an analysis of performance against the previous year. The Report also includes an overview of the operating environment following the exit from Companies' Creditors Arrangement Act (CCAA) protection, an academic update, research highlights, and experienced enrolment trends during the 2023-24 academic year.

8.2 For Approval: Capital Debt Policy Review

Mr. Ramakko invited Vice-President, Finance and Administration, Ms. Sylvie Lafontaine, to speak to this item. Ms. Lafontaine explained that the purpose of the Capital Debt Policy is to provide guidelines on the responsibilities for the approval of new University external capital debt, maximum limits on the amount of total external capital debt incurred, and the required reporting obligations on external capital debt. The last approved Capital Debt Policy was revised on February 12, 2016; therefore, in light of the university financial position post-Companies' Creditors Arrangement Act (CCAA) and the associated Exit Loan Agreement covenants, it was deemed prudent to ensure the university's Capital Debt Policy was up-to-date.

Following Ms. Lafontaine's remarks, Mr. Brian Ramakko noted that revising this policy was also a recommendation made by the Auditor General of Ontario, and while the university is not currently in a position to borrow as a result of CCAA-related restrictions, this policy would be reviewed annually.

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

BE IT RESOLVED

THAT the Board of Governors approve the Capital Debt Policy, as recommended by the Finance and Property Committee, and as presented at its meeting of October 18, 2024

MOTION: Moved by Brian Ramakko and seconded by David Harquail.

Carried with one (1) abstention (S. Kasunich).

8.3 For Information: Enrolment Update

Mr. Ramakko invited the Provost and Vice-President, Academic, Dr. Malcolm Campbell, to present this item. Dr. Campbell highlighted the importance of this update given that that enrolment represents the single largest revenue source for the university. Dr. Campbell also noted that at the recent meeting of the Board Finance and Property Committee, it was requested that financial data be included in the enrolment update which he confirmed would be included in all future enrolment updates provided to both the Committee and Board of Governors.

Following Dr. Campbell's remarks, a discussion took place regarding areas of concern relating to enrolment. Dr. Campbell noted that international student enrolment would require thoughtful recruitment

as well as ensuring as much as possible that those individuals to whom the university grants a certificate will in fact attend Laurentian. Additionally, in response to a question noting the update was based on data from September, Acting Director, Institutional Planning, Ms. Marianne Laporte, noted the most current data showed that the university would have an enrolment shortfall of 94 students, rather than the previous estimate of 120.

9. Human Resources Committee Items

The Acting Chair, Mr. Barbeau, invited the Chair of the Human Resources Committee, Mr. Aaron Barry, to introduce the following item.

9.1 For Approval: Associate Vice-President, Faculty Support

Mr. Barry invited the Provost and Vice-President, Academic, Dr. Malcolm Campbell, to present this item. Dr. Campbell explained that the creation of an Office of Faculty Support was being proposed in an effort to address a critical gap in Human Resources (HR). It was proposed that this office would be led by an Associate Vice-President, Faculty Support reporting directly to the Provost. Dr. Campbell explained the parameters for this role in working closely with the HR department while being the primary point of contact for faculty with respect to orientation, onboarding and career development. Additionally, Dr. Campbell noted that this structure for faculty support was common in the university sector and had proven effective at other institutions.

Following Dr. Campbell's remarks, members voiced support for the creation of this position. However, a request was also made that the ratio of staff and managers be closely monitored.

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

BE IT RESOLVED

THAT the Board of Governors approve the creation of the position of Associate Vice-President, Faculty Support, as recommended by the Human Resources Committee, and as presented at its meeting of October 18, 2024.

MOTION: Moved by Andre Guay and seconded by Brian Ramakko.

Carried with one (1) abstention (C. Alvarez-Sierra).

10. Governance Committee Items

The Acting Chair, Mr. Barbeau, invited the Chair of the Governance Committee, Ms. Laura Kurkimaki, to introduce each of the following items.

10.1 For Approval: In-Year Committee Appointments Delegation of Authority

Ms. Kurkimaki introduced this item, then invited the University Secretary, Ms. Danielle Vincent, to present the item in further detail. Ms. Vincent noted that this authority is not provided to the Committee in its

Terms of Reference (ToR) but has been delegated by the Board of Governors from time to time. A proposal to include a permanent delegation of this authority may be considered in a future review of the Terms of Reference of the Committee.

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

BE IT RESOLVED

THAT the Board of Governors authorize the Governance Committee to exercise all the powers held by the Board in making in-year appointments to Board Committees, or any other committees or bodies upon which Board representation is required, for the remainder of the 2024-2025 Board year, as recommended by the Governance Committee, and as presented at its meeting of October 18, 2024.

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

Carried with one (1) abstention (S. Kasunich)

10.2 For Approval: Board of Governors Agenda Setting Supplementary Guideline

Ms. Kurkimaki introduced this item and invited the University Secretary, Ms. Danielle Vincent, to speak to this item in further detail. Ms. Vincent explained that one of the Auditor General of Ontario's (AG) recommendations was to create, and make public, guidelines regarding what used to be called "in-camera sessions", which are now referred to as "closed sessions". Previously, guidelines had been implemented outlining the proper use of these "closed sessions". However, no similar guidelines had been provided as to the use of a new form of "in-camera" session which had been implemented by the Board in accordance with healthy governance practices and widely accepted sector standards. Ms. Vincent noted that the proposed revisions to the *Board of Governors Agenda Setting Supplementary Guidelines* were intended to enhance transparency by providing this same guidance with respect to the new "in-camera" sessions.

Following Ms. Vincent's remarks, a fulsome discussion ensued regarding the use of "in-camera" sessions. A non-voting member governor requested that the minutes reflect that non-voting members have made a request to be granted voting seats on the Board to afford them the privilege to be included in "in-camera session" discussions and decision-making. The Acting Chair, Mr. Barbeau, subsequently noted that the Board is committed to openness and transparency and makes all efforts to consider items in public sessions, when possible.

With no further questions or discussions, the following resolution was considered as presented.

BE IT RESOLVED,

THAT the Board of Governors approve the revised Board of Governors Agenda Setting Supplementary Guidelines, as recommended by the Governance Committee, and as presented at its meeting of October 18, 2024.

MOTION: Moved by Brian Ramakko and seconded by Christian Alvarez-Sierra.

Carried with two (2) abstentions (S. Kasunich & C. Alvarez-Sierra).

OTHER ITEMS

11. Chair's Items

The Acting Chair, Mr. Barbeau noted there were no Chair's items to present.

12. Other Business

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

**The Open Session of the Board of Governors meeting was adjourned at 11:53 a.m.*

IN CAMERA

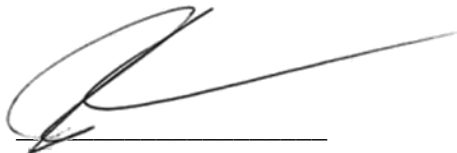
13. In Camera Discussion

The Board of Governors then proceeded with their In Camera Discussion without the Executive Team.

ADJOURNMENT

14. Adjournment

Having exhausted the items on the agenda, the meeting was adjourned at 1:09 p.m.



Jay Barbeau, Acting Chair
(for the meeting of October 18, 2024)



Danielle Vincent, University Secretary