UNIVERSITY OF REGINA BOARD OF GOVERNORS
Minutes of the Meeting of
Tuesday, 7 December 2010, Administration-Humanities 527


Resource: D. Button, L. Jankowski (recording secretary), R. Kelln, G. Maslany, B. Pollock, A. Revet

Regrets: L. Elliott

Call to order: 8:07 a.m.

Susan Barber, Chair asked Board members to declare any conflict of interest at the start of the Board meeting in order to practise good governance procedures. L. Benedicenti declared a conflict of interest with item 6.3 and S. Pollon declared a conflict of interest with item 5.3. It was suggested that both Board members would withdraw from the meeting during the discussions around these two items. This practice will become standard for all future Board meetings.

The Chair congratulated P. Maze in getting nominated to the Regina Wascana Plains constituency. Patrick noted that if he is elected in November 2011, he would resign from the Board of Governors due to a conflict of interest.

1. Approval of the Agenda

   Ready - Benedicenti
   Moved approval of the agenda as circulated. CARRIED

2. Approval of the Minutes

   2.1 Board Meeting of 27 September 2010

   McLellan - Pollon
   Moved approval of the minutes as circulated. CARRIED

3. Business Arising

   3.1 Nursing Budget – 2010/2011, Appendix 1 of the Agenda

   At the Finance and Facilities Committee meeting it was noted that the item should be named Nursing Budget – 2010/2011, instead of Nursing Operations Forecast – 2010/2011.

   McLellan-Pollon
   That the Board of Governors approves the attached current year nursing operations budget for 2010/2011 for the University of Regina component of the Saskatchewan Collaborative Bachelor of Science in Nursing program.

   P. McLellan presented the item and noted that although the ask to government was not met, there are no concerns since the government is fully funding the 2011-2012 fiscal year and there were deferrals of salaries and other expenses in 2010-2011.

   President Timmons noted that the new nursing program has not had a negative impact to
other faculty budgets and there were no programs lost due to the start up of the faculty.

The question was called on the motion. CARRIED

3.2 Approval of Major Capital Projects, appended to the Minutes as Appendix 1

McLellan - Addison

That the Board of Governors approve the following changes, improvements, and continue certain practices designed to obtain their support and approval of Major Capital Projects:

1. In all cases below, stating the Board also means review and recommendation by the Finance and Facilities Committee of the Board;
2. Discontinue the Major Capital Development list;
3. Discontinue the Major Capital Status Report and use instead the Capital fund report for mid and end year reports which includes on time, on budget type information for all major projects and an overall status of sustaining capital funding. The Finance and Facilities Committee will be updated on the status at every meeting.
4. Keep the same definition of major capital but introduce the concept of a “true maintenance” major capital project.
5. Increase the $100,000 limit to $250,000 for both major capital projects and all capital projects funded from Facilities Management’s sustaining capital budget. All projects over $250,000 require specific Board approval either as part of or outside the budget process. Continue the practice of Facilities Management managing within the pool of sustaining capital funding for all projects funded from the Facilities Management Sustaining Capital Budget;
6. Create 3 new approval levels for Board approval of a major capital project at key stages of development. The only exception to this three stage approval process is for “true maintenance” major capital projects funded from Facilities Management’s sustaining capital budget. These projects are not submitted to the Province in the Operations Forecast. In these cases, only Board Level One is required to permit full implementation but the projects will continue to be reported separately in the capital fund report as major capital projects. The Board will receive information items from time to time on major capital projects should the status of a particular major capital project change.

a. The proposed Board Approval Levels are:
   i. Board Level One (approval in principle) - coincident with submission of the operations forecast. It provides the Board with sufficient information to assess the scope, cost, and strategic merits of the project including congruence with the University’s Strategic Plan and Campus Master Plan. This authorizes administration to proceed with preliminary design and due diligence efforts and to expend an approved amount for that purpose. Typically projects will get to this stage of readiness through Facilities Management planning studies funded from its sustaining capital budget. The University may also receive funding from the Province at this level to complete a full preliminary design, scope and cost estimate for Provincial approval (an example of an information item to the Board);
   ii. Board Level Two (approval to complete the full design) - by the time this level is reached, the project has received substantive approval and funding by the province and/or other funding agencies (could also be the University). Approval by the Board authorizes administration to complete the full design of but not
tender the project; and,

iii. Board Level Three (approval to tender the project) - the Board receives the final fully designed project estimate and scope of the project along with confirmed funding. Approval at this level authorizes administration to tender the project publicly and award contracts to the successful bidder(s). Board approval will contain measures administration recommends should tender results not be within Board approved limits. If these measures do not successfully address the tender results, administration must seek further Board approval prior to proceeding with the project.

7. Administration should continue to have full authority for the selection of design consultants, approval of design and tender documents, commitment of funds approved to projects, and signature of legal contract documents.

8. Create a new report that will provide the Board, within six months of substantial completion of the project, with a “Post Mortem” of all except “true maintenance” major capital projects. The intent is to demonstrate to the Board that the intent, scope and cost of the project were achieved and to highlight any significant lessons learned. The budget for the project is determined and final cost compared to the amount approved at stage three Board approval and any added amounts due to tender results.

9. Continue to update the Board on the major follow up work arising from the Campus Master Plan. The Board should have an opportunity for input into this important plan and be able to see its progress, major projects generated, and the impact on future budgets.

P. McLellan presented the item. It was noted there were two friendly amendments made to the motion at the Finance and Facilities Committee meeting so the updated version was distributed at the Board meeting and has been included in the motion above. McLellan mentioned there are significant alignments with the Campus Master Plan and the Strategic Plan. Most of the changes involve the signing authority limits to reflect inflation. McLellan recommended the Board approve the changes.

The question was called on the motion. CARRIED

4. Strategic Item(s)

4.1 Approval of the Campus Master Plan, Appendix 3 of the Agenda

McLellan -Addison

That the Board of Governors approve the content of the draft 2010 Campus Master Plan as summarized in the attached 2010 Campus Master Plan Draft Document (Attachment B - slide summary), and authorize the President to approve the full-text version, consistent with the slide summary, for implementation and distribution to the campus community.

P. McLellan presented the item. It was noted there was an amendment to Attachment B – slide summary, which included adding two slides on the College Avenue Campus on pages 15 and 17. Appended to the Minutes as Appendix 2

McLellan clarified that the Board would approve the concept of the Campus Master Plan which is provided as an executive summary in a slide show template that includes key elements and principles articulated from the larger scale plan. It was noted that the Board had been provided several opportunities to offer input into the plan over the past year.
Management was encouraged to have the Campus Master Plan linked to the academic long range plan. It was noted that this would be beneficial to showcase the connection between the Campus Master Plan, Strategic Plan and the Academic Plan.

The question was called on the motion. CARRIED

S. Pollon ABSTAINED

5. Administrative Item(s)

5.1 Provincial Auditor’s Audit Planning Memorandum, Appendix 4 of the Agenda

Pollon - Benedicenti

*That the Board of Governors approves the attached draft Audit Planning Memorandum prepared by the Office of the Provincial Auditor of Saskatchewan.*

S. Pollon presented the item. It was noted that the content in Attachment A would change significantly in the future as management has been directed to only produce a one page summary of comments on the annual audit planning memorandum.

S. Pollon provided highlights in Attachment B which included the following:

- Notification that the Canadian Auditing Standards are changing to International Auditing Standards effective on December 14th, 2010.
- The planning materiality was set at $1.4 million for this year as compared to $1.3 million last year. The materiality is set based on the level of University expenditures.
- Time lines are consistent with last year’s audit.
- The Audit and Risk Committee have asked to receive the draft audit findings at the July 18, 2011 Board meeting for approval.

It was noted that the UR Guarantee Program is low risk but the auditors are monitoring the program to make sure there are no significant financial obligations that could impact the University.

The question was called on the motion. CARRIED

5.2 Canadian Union of Public Employees (CUPE) 2419 Student Academic Assistants Tentative Agreement with the University of Regina, Appendix 5 of the Agenda

Maze – Benedicenti

*That the Board of Governors approves (pending ratification) the tentative agreement reached with CUPE 2419; a four-year collective agreement, covering the period January 1, 2009 to December 31, 2012.*

P. Maze presented the item and noted there was discussion at the committee level and a recommendation for the Board to approve. Maze clarified that the agreement was not retroactive to 2009 since students who worked at the University during that time are no longer there.

The question was called on the motion. CARRIED

(S. Pollon withdrew from the meeting at 8:43 a.m. due to a conflict of interest as a partner of KPMG LLP, who are involved with auditing the financials for the First Nations University of Canada.)
5.3 Creation of New Corporation by the University of Regina, Appendix 6 of the Agenda

McLellan - Barootes

*That the Board of Governors approves University of Regina management to create a new incorporated entity to be used to fulfill contractual requirements as specified in the Administrative Services Contract dated May 1, 2010 between the First Nations University of Canada and the University of Regina.*

P. McLellan presented the item. It was noted that this approval will allow management to set up a corporation in order to fill their obligations. This item will come back to the Board once the governance model is decided.

The question was called on the motion. CARRIED

(S. Pollon joined the meeting at 8:46 a.m.)

5.4 December 2010 “Talking Points”, distributed at the meeting, *appended to the Minutes as Appendix 3*

The item was presented for information in order to provide consistent messages.

6. Consensus Items

An omnibus motion was made with respect to the following three motions:

Maze - Pollon

6.1 Policy Regarding the Authority to Create New Corporate Entities, *amended copy distributed at the meeting*

*That the Board of Governors approves the revision to the attached policy number 10.130 “Authority to Create Corporate Entities”.*

There was an amendment which included adding a second paragraph to the policy section which reads, “The University of Regina Board of Governors has the sole authority to approve limited liability partnerships, joint ventures or similar independent entities in which the University of Regina is a party to, or interested therein. *Appended to the Minutes as Appendix 4*

6.2 Provincial Audit’s Post-Audit Questionnaire, Appendix 8 of the Agenda

*That the Board of Governors approves the attached Post-Audit Questionnaire as completed by University of Regina Management.*

6.4 Statements of Investment Policies and Goals (SIP&G) – University of Regina Pension Plans, Appendix 10 of the Agenda

*That the Board of Governors approves the revised Statements of Investment Policies and Goals (SIP&Gs) for the Academic and Administrative Pension Plan (Attachment A) and the Non-Academic Pension Plan (Attachment B).*
6.5 RESOLVE (Research and Education for Solutions to Violence and Abuse) Board Member Appointment, Appendix 11 of the Agenda

That effective January 1, 2011 the Board of Governors approve Dr. Darlene Juschka as a member to the Board of Directors for Research and Education Solutions to Violence and Abuse (RESOLVE) for a three-year term ending December 13, 2013.

President Timmons noted that the Board may review the policy in 2011 in order to delegate the appointments in the future.

The question was called on the omnibus motion. CARRIED

(L. Benedicenti withdrew from the meeting at 8:51 a.m. due to a conflict of interest as a current member of the University of Regina Supplementary Executive Retirement Plan, SERP.)

6.3 Amend the University of Regina Supplementary Executive Retirement Plan (SERP), Appendix 9 of the Agenda

McLellan - Maze
That the Board of Governors approves numerous housekeeping amendments to the Plan (Attachment A) effective January 1, 2011. These include:

a) replacing the reference “Executive” to “Out of Scope” employee;
b) requiring lump sum payments for members who terminate employment with the University.

It was clarified that point b) is the lump sum of the benefits that is in the member’s account which is paid out to members upon termination in order to clean up the accounts.

There was a discussion on what the Board regarded as a conflict of interest. Several Board members felt that a membership with a plan would not be a conflict of interest and would not warrant or influence a decision before the Board. The Board suggested that A. Revet should re-visit the criteria for a conflict of interest and provide a recommendation back to the Board at the February meeting.

The question was called on the motion. CARRIED

V. Timmons ABSTAINED

(L. Benedicenti joined the meeting at 8:54 a.m.)

A recess was called at 8:55 a.m.

The meeting rejoined at 9:04 a.m.

7. Reports (For Information)

7.1 Chair, Verbal Report

Chair, S. Barber updated the Board on the following:

A group photo of the Board was given out to Board members following the meeting.

S. Barber, P. McLellan, V. Timmons and A. Revet met with the Ministry of Advanced Education, Employment and Immigration (AEEI) consistent with the requirements as
defined in the Protocol Agreement. There is a plan to meet with the Deputy Minister of AEEI in January 2011 to work on the amendments to the agreement. The Protocol Agreement will be brought to the Board once the amendments have been updated. There was also a discussion on the Board member terms to address the issues around the terms coming up in 2013/14. It was suggested that the Board provide some suggestions to the Ministry on how to solve this problem.

7.1.1 2011 – 2012 Board Meeting Schedule, Appendix 12 of the Board Agenda

There were amendments made to the Board meeting schedule that included the following; the November 28th and 29th Board meetings was changed to December 5th and 6th. There was a Board discussion on the Board Retreat that was tentatively booked for August 23rd and 24th at Elk Ridge Resort. It was noted that several Board members did not find it useful to travel long distances for a retreat but would rather prefer to hold an event closer to Regina. It was decided that P. McLellan and A. Revet would come up with an alternate plan. President Timmons suggested having the retreat in Moose Jaw or off campus and would like to include a community event, if possible.

Maze - Pollon

That the Board of Governors approve the 2011-2012 Board Meeting Schedule (August 2011 to July 2012) as attached. Revisions to the schedule may be made in consultation with the Board Chair and President. (Appended to the Minutes as Appendix 5)

The question was called on the motion. CARRIED

7.2 Chancellor, Verbal Report

7.2.1 University of Regina Senate Report for 9 June 2010, Appendix 13 of the Board Agenda

The Senate Committee items were not included with the report at the July Board meeting so have been submitted with this report.

Chancellor Ready encouraged the Board to consider nominating qualified Honorary Degree recipients.

University of Regina Senate Report for 15 October 2010, Appendix 14 of the Board Agenda

The report was submitted for information.

The Chancellor also reported that the University of Regina Alumni Association have agreed to help nominate qualified candidates for the vacancies held in several elected Senate districts throughout the province.

7.3 President’s Report, Appendix 15 of the Agenda

The President presented the report for information. President Timmons followed up with the Board to report there was a 15% increase in student enrolments from the communities where the University visited during the fall of 2009 and early 2010.
There was a discussion regarding the hiring of the Vice-President (Academic) and Vice-President (Research) and in particular the challenges with open or closed searches. The Board suggested reviewing the policy in 2011 and may look at changing it to a closed search policy. The two current searches will continue to use the current policy.

The Board can expect to receive an e-mail ballot in late December or early January, if required to approve the candidate chosen for the Vice-President (Academic) position.

Management will follow up with the Associate Vice-President (Student Affairs) in order to get the percentage of first year students enrolled in the UR Guarantee Program and some of the reasons why those that may have chosen not to register.

7.3.1 Institutional Dashboard, Appendix 16 of the Agenda

The Institutional Dashboard is a tool that is used by the Board to review and monitor data. The Board continues to enjoy receiving the dashboard information.

There were questions and responses around the following indicators: Alumni and Development, Tri-Council Revenue Awarded, Graduates, Parking and Student Surveys.

The Board would like to see the Contract Revenue indicator updated without the IPAC-CO2 funds included. An updated indicator, including descriptors, will be presented to the Board at the February meeting.

In Camera: 9:55 a.m. (L. Jankowski withdrew)

7.3.2 Strategic Question, For Discussion

10:07 a.m. – out of In Camera session

7.4 URSU President, distributed at the meeting, appended to the Minutes as Appendix 6

K. Addison presented his report to the Board of Governors for information.

A recess was called at 10:15 a.m.

8. In Camera Session 1: 10:20 a.m. (L. Jankowski and University resources withdrew; K. Kummerfield joined the meeting)

10:45 a.m. – (K. Kummerfield left the meeting)

9. In Camera Session 2: 10:47 a.m. (A. Revet and President Timmons withdrew)

10. Items for Information

The following items were received for information:

Audit & Risk Management
10.1 Draft Minutes of the Audit & Risk Management Committee of 26 September 2010, Appendix 17 of the Agenda
10.2 Meeting of the Audit & Risk Management Committee of 6 December 2010, Appendix 18 of the Agenda

Finance & Facilities
10.3 Draft Minutes of the Finance & Facilities Committee of 26 September 2010, Appendix 19 of the Agenda
10.4 Meeting of the Finance & Facilities Committee of 6 December 2010, Appendix 20 of the Agenda,

There was an amendment to item 10.4 on Appendix 1 of Attachment C. The Gifts by Source was missing a line that read, “Unknown Source” and the total amounts should have read; $1,392,974 and $4,476,388. Appended to the Minutes as Appendix 7

Governance and Nominations
10.5 Draft Minutes of the Governance and Nominations Committee of 26 September 2010, Appendix 21 of the Agenda
10.6 Meeting of the Governance and Nominations Committee of 6 December 2010, Appendix 22 of the Agenda

Human Resources
10.7 Draft Minutes of the Human Resources Committee of 26 September 2010, Appendix 23 of the Agenda
10.8 Meeting of the Human Resources Committee of 6 December 2010, Appendix 24 of the Agenda

11. Adjournment – 11:10 a.m. Moved by McLellan.

Annette Revet
University Secretary

Susan Barber
Chair