

UNIVERSITY OF REGINA BOARD OF GOVERNORS
Minutes of the Meeting of
Tuesday, 7 February 2012, Administration-Humanities 527

Present: B. Barootes, E. Bourassa (Conference Call), M. Brigham, L. Elliott, D. Kwochka, P. Maze, P. McLellan (Chair), K. Peterson, W. Ready, V. Timmons

Resource: D. Button, T. Chase, D. Fitzpatrick, L. Jankowski (recording secretary), B. Pollock, A. Revet

Regrets: S. Pollon

Call to order: 8:01 a.m.

Chair, Paul McLellan provided a welcome to all in attendance and introduced new Board member, Daniel Kwochka.

P. McLellan, Chair asked the Board of Governors to declare a conflict of interest should they have one with any of the items discussed at the meeting. McLellan also reminded the members about the importance of confidentiality in the boardroom. No conflicts of interest were declared by Board members.

1. Approval of the Agenda

It was noted that item 5.2 was withdrawn from the agenda.

Maze - Brigham

Moved approval of the agenda as amended.

CARRIED

2. Approval of the Minutes

An omnibus motion was made on the following two motions.

Ready - Maze

2.1 Board Meeting of 7 December 2011

Moved approval of the minutes as circulated.

2.2 Board Meeting of Electronic Ballot of 18 January 2012

Moved approval of the minutes as circulated.

The question was called on the omnibus motion.

CARRIED

3. Business Arising

3.1 Clean Energy Technologies Institute (CETI), Appendix 1 of the Agenda

L. Elliott deferred to President Timmons to present the item for information. It was noted that CETI and SaskPower have had discussions regarding governance of the institution and they are currently looking at forming an advisory board. President Timmons will keep the Board updated as the institution evolves and should any agreements be signed between CETI and SaskPower.

It was mentioned that SaskPower has funded a Research Chair at the University for an endowment gift of \$3.5 million. External Relations is currently working with SaskPower on a formal announcement.

3.2 Aboriginal Staff Recruitment and Retention Initiatives, Appendix 2 of the Agenda

B. Barootes presented the item for information. President Timmons is working together with an Aboriginal Advisory Circle on a number of aboriginal activities on campus. The circle is working on a comprehensive strategic plan on aboriginal staff recruitment and retention on campus. It was noted that a strategy on aboriginal student recruitment and retention should also be included in the plan.

4. Strategic Item(s)

4.1 Performance Measurement Framework - Targets, Appendix 3 of the Agenda

Maze- Timmons

That the Board of Governors approves the targets as amended (Attachment A) for the measures approved in the Performance Measurement Framework at its December 2011 meeting. (amendment – fundraising target – to be developed for fiscal 2012-13)

President Timmons presented the item and noted the Audit and Risk Management Committee voted in favour of the motion through an electronic ballot on January 30, 2012.

It was noted that it would be helpful to Board members if comparable data was included from the previous years.

A discussion followed and it was agreed that there would be a friendly amendment to the second last target regarding donations which is noted on Attachment A. The target should be replaced with, “under development”. It was also noted that the measures do not reflect research outcomes. Management responded that this is a transition document which will report to the end of April 30, 2012 but it was confirmed that management would further develop and enhance the targets for the 2012-13 fiscal year.

The question was called on the amended motion.

CARRIED

5. Administrative Item(s)

5.1 Construction of a 608 Bed Residence, 150 Car Parkade and Two 90 Child Daycares, Appendix 4 of the Agenda

Elliott - Brigham

That the Board approve a reduction in the government contribution to the housing portion of the project by \$3M (from \$24.3M to \$21.3M) if accelerated approval enables a decrease in interest rates and reduction in the mortgage payments.

There is the potential that an interest rate of approximately 4.25% might be possible if approval of the project is received quickly. The interest rate anticipated in the business plan was 5%. The difference would result in a reduction in mortgage payments equal to \$3.0 million in current value. This savings could be offered to the government to assist in expediting the project.

The funding for the project would then be derived as follows:

1. Mortgage supported by revenue for the 608 bed spaces	\$ 39,500,000
2. Loan supported by revenue for 150 Car Parkade	\$ 3,250,000
3. Parking Reserve Fund payment for Parkade	\$ 2,000,000
4. Mortgage supported by revenue for 2 -90 child daycares	\$ 2,800,000
5. Government Contribution for Affordable Housing	\$ 21,300,000
6. Government Contribution for two Accessible Childcare Facilities	\$ 1,000,000
Total	\$ 69,850,000

It was noted that the project aligns with the City of Regina and the Government of Saskatchewan goals. Timmons mentioned that there are no material changes to the project. The decision item provides more flexibility to management to move the project forward.

The question was called on the motion.

CARRIED

5.2 University Coat of Arms, Appendix 5 of the Agenda - WITHDRAWN

5.3 Policy on Conflict of Interest, Conflict of Commitment and External Directorships, Appendix 6 of the Agenda

Ready - Elliott

That the Board of Governors approves the Policy on Conflict of Interest, Conflict of Commitment and External Directorships (Attachment A) and repeals Policy 20.140 – Policy on Conflict of Interest and Conflict of Commitment and Section 8.5 of the Board of Governors Handbook “Commercial Directorships Held by Faculty and Staff”.

President Timmons presented the item and noted that there was an updated copy of Attachment A distributed at the meeting which highlights black line changes, *appended to the Minutes as Appendix 1.*

Timmons added that management worked with the University’s legal counsel to amend the policy.

The question was called on the motion.

CARRIED

5.4 Amendment to Section 5.5 of the Board of Governors Handbook: ‘Conflict of Interest – Board Members’, Appendix 7 of the Agenda

Ready - Timmons

That the Board of Governors approves the amendment to section 5.5 of the Board of Governors Handbook as noted below (underline and striked out portions represent the amendments):

5.5 Conflict of Interest – Board Members

All Board members are required to know and comply with the University Policy on ‘Conflict of Interest, Conflict of Commitment and External Directorships’. Upon appointment (or election) and subsequently, on an annual basis, Board members will be required to complete the Conflict of Interest and Conflict of Commitment Form and submitting it to the University Secretariat.

A conflict of interest be it real, potential or apparent, whether financial or otherwise, may arise when the private interest(s) of a member is/are in competition with those of the University. It is incumbent upon Board members to declare a conflict of interest, be it real, potential or apparent, financial or otherwise, prior to discussion of and decision on an issue. Having declared that interest, the Board member shall withdraw from the meeting for the discussion and refrain from voting, and, at the discretion of the Chair, may be requested to withdraw from the meeting for that item.

With the exception of the President, in instances where a Board member is an employee whether full-time, term or sessional, or whose spouse is an employee of the University, this Board member will not participate in discussions or vote on matters of appointment or promotion, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion or termination of employment. ~~are being discussed, Such~~ This member shall declare a conflict of interest and ~~may be asked by the Chair of the meeting to withdraw from the meeting for the discussion and voting.~~

P. McLellan presented the item. McLellan confirmed that the University Secretariat did a survey from most of the Universities across Canada and found that a majority of the Universities have the amended clause built into their Board policies.

After some discussion, it was decided that the item would be tabled in order for the Board to have more time to consider this motion. The Governance and Nominations Committee will consider the matter and it will be brought back to the Board for approval.

Timmons – Kwochka

Move to table the decision item. The decision item will be brought back at a future Board meeting.

The question was called on the motion.

CARRIED

5.5 Authorization to Collect a New URSU Fee, Appendix 8 of the Agenda

Elliott - Timmons

That the Board of Governors authorizes the University of Regina to collect, on behalf of the University of Regina Students' Union, a \$1 fee per fulltime student per semester and \$0.50 per part-time student per semester for the UR Pride Centre for Sexuality and Gender Diversity. The fee will be effective September 1, 2012, and assessed to all students.

Students do have the option to opt-out of paying the fee, but such opt-outs will be processed by the UR Pride Centre in a similar fashion to how the Regina Public Interest Research Group operates currently.

L. Elliott presented the item and noted that the Finance and Facilities Committee recommended a friendly amendment to the initial motion and added in, “fall and winter semesters” for both the fulltime and part-time student. The amendment was added to clarify which semesters the fee would be collected.

K. Peterson confirmed that URSU would like to collect the fee for every semester a student is registered. There was a friendly amendment made to the recommended motion which reads as follows:

That the Board of Governors authorizes the University of Regina to collect, on behalf of the University of Regina Students' Union, a \$1 fee per fulltime student per semester (fall/winter/spring-summer) and \$0.50 per part-time student per semester (fall/winter/spring-summer) for the UR Pride Centre for Sexuality and Gender Diversity. The fee will be effective September 1, 2012, and assessed to all students.

Students do have the option to opt-out of paying the fee, but such opt-outs will be processed by the UR Pride Centre in a similar fashion to how the Regina Public Interest Research Group operates currently.

Peterson also added that the UR Pride Centre will administer the opting out of the fee.

The question was called on the amended motion.

CARRIED

5.6 Key Messages, Appendix 9 of the Agenda

The item was presented for information by President Timmons. It was noted that the University of Regina is committed to providing French language education and they are reviewing various initiatives to meet student demands.

(There was a break at 9:48 a.m. and the meeting reconvened at 10:04 a.m.)

6. Consensus Items

An omnibus motion was made on the following two motions.

Timmons - Brigham

6.1 Statements of Investment Policies and Goals (SIP&G) for the University of Regina Trust and Endowment Fund, Appendix 10 of the Agenda

That the Board of Governors approves the attached Statement of Investment Policies & Goals (SIP&G) for the University of Regina Trust and Endowment Fund to be effective April 1, 2011.

There was a typo in the above motion. The motion should read, "*Recommends that the Board of Governors approves the attached Statement of Investment Policies & Goals (SIP&G) for the University of Regina Trust and Endowment Fund to be effective April 1, 2012.*"

6.2 Board of Governors 2011-12 Committee Memberships for the Year Remaining, Appendix 11 of the Agenda

P. McLellan presented the item and provided an updated decision item that replaced the existing draft recommendation which was distributed at the Board meeting, *appended to the Minutes as Appendix 2.*

That the Board of Governors approves that Daniel Kwochka serve as an additional member to the Finance and Facilities Committee until the standing committee membership is determined at the July 2012 Board meeting for 2012-13 Year.

The question was called on the omnibus motion.

CARRIED

7. Reports (*For Information*)

7.1 Chair, Verbal Report

The Chair provided a verbal report including his activities since the last meeting highlighting that an exit interview was done with Past Chair (S. Barber) and highlighted upcoming board members activities. The Chair also committed to following up in writing to the letters received from students on February 7th, 2012.

7.2 Chancellor, *Verbal Report*

7.2.1 University of Regina Senate Report for 4 February 2012, Appendix 12 of the Agenda

The Chancellor presented the report for information and noted a change to section 3.4.1 of the Senate Bylaws was approved at the Senate meeting. The Chancellor pointed out that the approval of the bylaws now allows a Senate representative to be appointed to the Board for a second term, even if they are not a member of Senate at the time of the second appointment.

7.3 President's Report, Appendix 13 of the Agenda

President Timmons presented the report for information. It was noted there was a typo on the first bullet of the report. The second sentence of the first bullet should read, "Over that time, the amount of building area on campus has increased by more than 86%, but energy consumption have increased by only 5%."

K. Peterson congratulated the President and the President's Advisory Committee on the sustainability initiatives at the University.

It was noted that the University has partnered with iQmetrix to hold a TEDx Regina event on campus on May 16th at the Shu Box.

Discussion followed.

7.3.1 Institutional Dashboard, Appendix 14 of the Agenda

President Timmons presented the report for information.

7.3.2 Strategic Question(s) for Future Board of Governors Meetings, Appendix 15 of the Agenda

There was a discussion with the Board members on the following 3 strategic questions:

1. From your perspective, what is the number one initiative that the U of R could do to improve its long term sustainability?
2. Mission, Vision and Values – What do these mean to Board members? How are these key tenets of the strategic plan reinforced in the work of the Board?
3. What does healthy Board member engagement look like? How does a University leverage all of the Board members talents/resources/etc. while respecting the Board's oversight role?

Following discussions, it was agreed that the intent of the strategic question discussion would be evaluated and alternative methods for engaging board members in strategic discussions will be considered.

7.4 URSU President, Appendix 16 of the Agenda

K. Peterson presented the report for information. He noted that approximately 300 students attended the Day of Action on February 1st and they received very good media action from the event.

Peterson added it was his last meeting and thanked the Board for the past year.

(L. Jankowski withdrew from the meeting at 10:52 a.m.)

8. In Camera Session I: 10:52 a.m.

(Vice-President's withdrew from the meeting at 11:00 a.m.)

8.1 Distinguished Service Award Nomination Criteria and Process

Ready - Brigham

Moved to recommend to the Board of Governors that the Distinguished Service Award be given to the individual appended in the official file at a Convocation ceremony in 2012.

The question was called on the motion.

CARRIED

(A. Revet and President Timmons withdrew from the meeting at 11:10 a.m.)

9. In Camera Session II: 11:10 a.m.

10. Items for Information

The following items were received for information:

Audit & Risk Management

- 10.1 Meeting of the Audit & Risk Management Committee (electronic) of 30 January 2012, Appendix 17 of the Agenda

Distinguished Service Award Advisory

- 10.2 Meeting of the Distinguished Service Award Advisory Committee of 6 February 2012, Appendix 18 of the Agenda

Finance & Facilities

- 10.3 Draft Minutes of the Finance & Facilities Committee of 6 December 2011, Appendix 19 of the Agenda
 10.4 Draft Minutes of the Electronic Ballot of 17 January 2012, Appendix 20 of the Agenda
 10.5 Meeting of the Finance & Facilities Committee of 6 February 2012, Appendix 21 of the Agenda

Governance and Nominations

- 10.6 Draft Minutes of the Governance and Nominations Committee of 6 December 2011, Appendix 22 of the Agenda

10.7 Meeting of the Governance and Nominations Committee of 6 February 2012, Appendix 23 of the Agenda

Human Resources

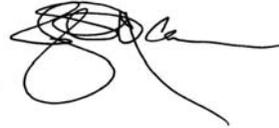
10.8 Draft Minutes of the Human Resources Committee of 6 December 2011, Appendix 24 of the Agenda

10.9 Meeting of the Human Resources Committee of 6 February 2012, Appendix 25 of the Agenda

11. Adjournment – 11:50 a.m. Moved by Maze.



Annette Revet
University Secretary



Paul McLellan
Chair