Call to order: 9:14 a.m.

Chair, Paul McLellan provided a welcome and introduced N. Sgrazzutti.

P. McLellan asked the Board of Governors to declare a conflict of interest should they have one with any of the items discussed at the meeting. No declaration was made.

1. **Approval of the Agenda**

   Item 4.4 Committee Structure was added to the agenda.

   Maze - Ready
   
   Moved approval of the agenda as amended.  
   
   CARRIED

2. **Approval of the Minutes**

   2.1 Board Meeting of 11 September 2012, circulated with the agenda

   Brigham - Bourassa
   
   Moved approval of the minutes as circulated.  
   
   CARRIED

3. **Business Arising**

   3.1 Approval of a 605 Bed Residence, 150 Car Parkade and 90 Child Daycare Project,  
   Appendix 1 of the Board Agenda

   Elliott - Brigham
   
   That the Board, subject to approval and funding from the province, approve the construction of a 605 Bed Residence, 150 car underground Parkade and 90 Child Daycare Project east of the Language Institute for a cost of $73.7M. Funding for the project will be derived as follows:

   1. Mortgage supported by a Business Case for the 605 bed spaces $ 39,700,000
   2. Loan supported by a Business Case for 150 Car Parkade $ 4,300,000
   3. Parking Reserve Fund payment for Parkade $ 3,500,000
   4. Mortgage supported by a Business Case for 90 child daycare $ 1,400,000
   5. Government Contribution for Affordable Housing $ 24,300,000
   6. Government Contribution for Accessible Childcare $ 500,000
   
   Total $ 73,700,000

   L. Elliott presented the item and recommended that a joint letter be sent by the Chair of the Board and President seeking early approval from the provincial government to move forward with construction assuming this item is approved by the Board of Governors. Approval by April 2013 is critical for the project to be complete by the beginning of term August 2015. To miss this key date will mean a full year delay and significant impact on the business case, student housing on campus, and assistance with affordable housing in the Regina region.
D. Button highlighted the two major changes to the project which included improvements to the
dorm rooms in the student residences and changes to the design of the parkade. There were
further discussions on the design of the building and daycare facility.

The question was called on the motion. CARRIED

4. **Strategic Item(s)**

4.1 2012-13 University Risk Register, Appendix 2 of the Agenda

Bourassa - Maze

*That the Board of Governors approves the updated 2012-13 University Risk Register (Attachment A).*

E. Bourassa presented the item.

The question was called on the motion. CARRIED

4.2 Performance Measurement Framework – October 31, 2012 Mid-year Results and Additional
and Amended Measures Recommended, Appendix 3 of the Agenda

Bourassa - Kwochka

*That the Board of Governors approves the following amendments to the 2012-13 performance measurements framework:*

1. *Add two performance measures in order to measure administrative efficiency of the University:*
   a. *Administration Expenditure per FTE (Full-Time Equivalent student) with a 2012-13 target of $2,845 per FTE; and,*
   b. *Administration Expenditure compared to national norm (available through CAUBO) with a target of 87.4%.*

E. Bourassa presented the item and noted that there was an error on the first page with the
mid-year result for the number of graduate students. It was reported as 802 when the actual
result is 1589. It was also noted that the committee agreed to add in ‘student’ into the
motion to read, ‘FTE student’.

Item 2 of the motion was not recommended by the committee. The committee agreed to
recommend the measurement remain as is.

The question was called on the motion. CARRIED

Following the approval of the motion it was noted that there was an error on page 1 of
Attachment A of the Performance Measurement Framework. The measurement for the
energy consumption per square meter of building space and energy consumption per FTE is
incorrect. D. Button will confirm and report back to the Board at the meeting in March 2013.

4.3 Board of Governors Bylaws, Appendix 4 of the Agenda

P. McLellan and L. Elliott thanked the Bylaws Committee and A. Revet for their superior
work on developing the Board Bylaws.

L. Elliott provided highlights of the work of the Bylaws Committee over the past year and
distributed the Board Bylaws comparisons document at the meeting. The document is
It was noted that the Board Bylaws is meant to be a ‘living document’ which should be reviewed and amended by the Board as needed. The Bylaws will be posted on the University of Regina website.

Elliott - Bourassa
That the Board of Governors approves the Bylaws (Attachment A) as drafted by the adhoc Board Bylaws Review Committee and repeal all previous versions that could be deemed to be bylaws of the Board, except for those bylaws that are specific to the Parking Bylaws or Senate Bylaws.

The question was called on the motion.  CARRIED

Bourassa – Kwochka
That the Board of Governors agree that the following six recommendations be carried forward to the various Board committees for completion:

1. That the Governance and Nominations Committee consider the standing committee terms of reference with respect to the assignment of chairs. It is deemed to be leading practice that the Board Chair would not be a chair of any of the standing committees and that the Board also reconsider if it continues to be best for the vice-chair of the Board to always be the chair of the Finance and Facilities Committee.

2. That the Board of Governors task the Governance and Nominations Committee to determine the future content that will be included in the Board Handbook for new board members and future orientation sessions.

3. That the Governance and Nominations Committee draft and recommend to the Board of Governors a policy for honorariums and the process for review of these.

4. That the Audit and Risk Management Committee consider adding as part of its terms of reference that it will receive once annually from management a summary of the insurance that is in place at the University.

5. That the Governance and Nominations Committee add as part of its terms of reference an annual summary of those responsibilities that have been delegated from the Board either to an officer or one of its committees.

6. That the Governance and Nominations Committee prepare and recommend an annual work plan for the Board of Governors.

The question was called on the motion.  CARRIED

The Board agreed to dissolve the Board Bylaws Committee since the work of the committee was complete with the approval of the Board Bylaws.

4.4 Committee Structure, added to the Board Agenda

Elliott - Sgrazzutti
That the Board of Governors approves that Patrick Maze serve as the Chair of the Human Resources Committee effective immediately to July 31, 2013.

L. Elliott added the item to the agenda.

The question was called on the motion.  CARRIED

5. Administrative Item(s)

5.1 Provincial Auditor’s Audit Planning Memorandum, Appendix 5 of the Agenda

Bourassa - Kwochka
That the Board of Governors approves the attached draft 2013 Audit Planning Memorandum prepared by the Office of the Provincial Auditor of Saskatchewan.

E. Bourassa presented the item and noted that the Audit and Risk Management Committee suggested a change to the work plan moving the approval of the audited pension plan financial statements from the May to the July board meeting due to unique circumstances this year. Bourassa provided a brief review of the memorandum and highlighted the major changes in the audit that were noted on pages 2, 7 and 8.

Bourassa also added that the Provincial Auditors will be sending a copy of the audit of the FNUniv Financial Administrative Inc. (FFA) to the Audit and Risk Management Committee as an information item.

The question was called on the motion. CARRIED

5.2 Provincial Audit’s Post-Audit Questionnaire, Appendix 6 of the Agenda

Bourassa- Maze

That the Board approves the attached Post-Audit Questionnaire as completed by University of Regina Management (or that they add their comments and then approve it).

E. Bourassa presented the item and noted the level of satisfaction is high with positive comments.

The question was called on the motion. CARRIED

5.3 Key Messages, Appendix 7 of the Agenda

President Timmons presented the item for information and noted there is urgency to get formal approval from government to start construction for the residence project prior to April 1, 2013.

The Board had a brief recess at 10:15 a.m. and reconvened at 10:30 a.m.

6. Consensus Items

6.1 Presidential Performance Review – consultant engagement, Appendix 8 of the Agenda

Elliott - Ready

That the Board of Governors approves the hiring of JDJ Consulting Limited in early 2013 to complete the presidential performance review for 2012-13 consistent with the Board of Governors approved process.

P. McLellan presented the item.

The question was called on the motion. CARRIED

Timmons - ABSTAINED

6.2 2013-2014 Board Meeting Schedule, Appendix 9 of the Agenda

Ready - Elliott

That the Board of Governors approve the 2013-2014 Board Meeting Schedule (August 2013 to July 2014) as amended. Revisions to the schedule may be made in consultation with the Board Chair and President.
The Board agreed to change the dates of the December 2013 meeting to December 9th and 10th, instead of December 2nd and 3rd. An updated Board Meeting Schedule will be sent out electronically to the Board.

The question was called on the amended motion. CARRIED

7. Reports (For Information)

7.1 Chair, Verbal Report
The Chair gave an update on the following items:
- The Chair indicated that there needs to be further discussion with government on the College Avenue Campus project and the new residence project.
- The Chair provided an update on the progress on filling the two Order-in-Council appointments. He also updated the Board on the draft Protocol Agreement that continues to be worked on by the University of Saskatchewan, University of Regina and the Province of Saskatchewan.

7.2 Chancellor, Verbal Report

7.2.1 University of Regina Senate Report for 19 October 2012, Appendix 10 of the Agenda
Chancellor Ready presented the report for information.

7.3 President’s Report, Appendix 11 of the Agenda
President Timmons presented the report for information. Timmons confirmed that all international travel is accounted for and measured with quantifiable results and to maintain market share.

7.3.1 Institutional Dashboard, Appendix 12 of the Agenda
President Timmons presented the report for information.

7.3.2 Strategic Presentation (U of R Research), For Discussion
Dr. Dennis Fitzpatrick, Vice-President (Research) gave a PowerPoint presentation at the meeting called “Research is Reputation”. The presentation is appended to the Minutes as Appendix 2. Dr. Fitzpatrick had to leave the meeting as soon as his presentation was done.

7.4 URSU President, Appendix 13 of the Agenda
N. Sgrazzutti presented the report for information.

L. Elliott provided an update on the discussions at the Finance and Facilities Committee meeting on the College Avenue Campus Redevelopment Project found under Appendix 17, Attachment B of the Board Agenda. Elliott provided background information and highlighted the many great suggestions made by the College Avenue Campus Advisory Committee which help clarify what should and should not be developed on the site. The F&F Committee discussed the recommendation to develop high end condos on the site and determined that that particular recommendation should not be pursued due to the high risk and limited benefit as illustrated by the Risk and Sensitivity Analysis that had been completed. President Timmons plans to meet with the Minister to discuss the College Avenue Campus project around December 17th, 2012.
(L. Jankowski withdrew from the meeting and K. Kummerfield, Associate Vice-President (Human Resources) joined the meeting at 11:45 a.m.)

8. **In Camera Session I:** 11:45 a.m.

(D. Button, T. Chase and I. Hanna withdrew from the meeting at 12:25 p.m.)

(President Timmons withdrew from the meeting at 12:30 p.m.)

9. **In Camera Session II:** 12:30 p.m.

10. **Items for Information**

The following items were received for information:

**Audit & Risk Management**
10.1 Draft Minutes of the Audit and Risk Management Committee of 10 September 2012, Appendix 14 of the Agenda
10.2 Meeting of the Audit & Risk Management Committee of 4 December 2012, Appendix 15 of the Agenda

**Finance & Facilities**
10.3 Draft Minutes of the Finance & Facilities Committee of 10 September 2012, Appendix 16 of the Agenda
10.4 Meeting of the Finance & Facilities Committee of 4 December 2012, Appendix 17 of the Agenda

**Governance and Nominations**
10.5 Draft Minutes of the Governance and Nominations Committee of 10 September 2012, Appendix 18 of the Agenda
10.6 Draft Minutes of the Governance and Nominations Committee of 6 November 2012, Appendix 19 of the Agenda
10.7 Meeting of the Governance and Nominations Committee of 4 December 2012, Appendix 20 of the Agenda

**Human Resources**
10.8 Draft Minutes of the Human Resources Committee of 10 September 2012, Appendix 21 of the Agenda
10.9 Meeting of the Human Resources Committee of 4 December 2012, Appendix 22 of the Agenda

11. **Adjournment** – 12:48 p.m. Moved by Maze.

_Annette Revet_  
University Secretary

_Paul McLellan_  
Chair