

**UNIVERSITY OF REGINA BOARD OF GOVERNORS**  
**Minutes of the Meeting of**  
**Tuesday, 22 July 2014, Administration-Humanities 527**

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Present: E. Bourassa, M. Brigham, L. Elliott (Chair), P. Klein, D. Kwochka, P. Maze, P. McLellan, D. Peters, V. Timmons, J. Tomkins, C. Warner

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

Guest: J. Piwowar

Call to order: 8:00 a.m.

Chair Lee Elliott provided a welcome to all at the meeting. The Chair asked the Board of Governors to declare any conflict of interest should they have one with any of the items discussed at the meeting.

No conflicts were declared.

**1. Approval of the Agenda**

Peters - Bourassa

*Moved approval of the agenda as circulated.*

CARRIED

**2. Approval of the Minutes**

2.1 Approval of the Minutes from the Meeting of 8 May 2014

Added in that E. Bourassa withdrew from the meeting at 9:25 a.m.

Brigham - Maze

*Moved approval of the minutes as amended.*

CARRIED

**3. Business Arising – None**

**4. Strategic Item(s)**

4.1 Draft University of Regina Strategic Plan 2015-20, Page 17 of the Agenda

J. Piwowar provided an update on the draft strategic plan.

Board members reviewed the plan and provided feedback to J. Piwowar. Several Board members suggested that creating a diverse campus be strengthened in the document. It was also suggested that the objectives need to have the ability to apply quantitative measures in the Performance Measurement Framework and that the current list of success indicators be suggestions only (not definitive). It was further suggested to add in English as a second language; align objectives with the province's growth plan; consider the placement of items in the plan as they could suggest a priority; ; add in the connection between the business community and the University; consider using 'inclusive campus' terminology in the plan.

Discussion followed.

J. Piwowar reported that the Facilitation Team plan to gather information until the end of September. Executive of Council, Council and Senate will review the plan in the Fall and it will go to the Board for approval at a special meeting held in October. A. Revet will follow up with the critical deadline dates that need to be met in the Fall in order to meet the Senate meeting.

President Timmons thanked J. Piwowar for his work on the plan.

(J. Piwowar withdrew from the meeting at 8:40 a.m.)

#### 4.2 2015-16 Operations Forecast for the University of Regina, Page 30 of the Agenda

Warner - Kwochka

*That the Board of Governors approve the content of the 2015-2016 Operations Forecast submission to Saskatchewan Advanced Education as set out in this document and authorize the President to approve the final submission based on this content.*

C. Warner presented the item. It was agreed that the language in the first paragraph under New Initiatives on Page 33 of the agenda should be changed to add a generic comment that suggests the new initiatives support the provincial growth plan and include a comment that past submissions could be pursued if there is interest from the government. It was also noted that the Library project should be reinforced to indicate the partnership with SIAST.

Discussion followed.

It was agreed that both President Timmons and the Board Chair will advocate their concerns to the Ministry of Advanced Education regarding annual tuition increases and the need for the government to consider adding a Graduate Scholarship program in the province.

The question was called on the motion.

CARRIED

## 5. Administrative Item(s)

### 5.1 University Financial Statements for the year ending April 30, 2014, Page 43 of the Agenda

Bourassa - Maze

*That the Board of Governors approve the financial statements (Attachment A) of the University of Regina for the year ended April 30, 2014.*

E. Bourassa presented item 5.1 and 5.2 together. Bourassa reviewed variances in the budget and the year-end allocations on Page 45 of the agenda. Bourassa confirmed that the Provincial Auditors confirmed a clean unqualified audit opinion regarding the University's Financial Statements.

It was agreed that a friendly amendment should be made to the statements in Note 23 on Page 88 and Note 19 on Pages 79 and 80 which have both been reviewed and approved by the Provincial Auditor.

Note 23 will now read, 'The University is currently involved in a number of instances of litigation. The results of these instances are not determinable. For all but one, any loss would be covered by insurance. For the one instance that is of a contractual nature, an estimate of the contingent loss cannot be reasonably made.'

Under Note 19, an error was found in the table. The value for Administration and General in 2013 should read \$25,426 not \$22,679 as reported.

Bourassa reviewed the draft Management Letter and draft Certain Other Matters Letter that was received from the Provincial Auditor. The letters are *appended to the Minutes as Appendix 1 and Appendix 2.*

The Board Chair thanked the committee for their work on the audited financial statements.

The question was called on the motion.

CARRIED

5.2 Draft Memorandum of Audit Observations, Page 91 of the Agenda

E. Bourassa presented the item in conjunction with agenda item 5.1.

5.3 2013-14 Annual Report, Page 93 of the Agenda

Bourassa -Peters

*That the Board of Governors approve the draft content for the 2013-14 Annual Report and authorize the President to approve additional material and amendments as necessary to satisfy the Provincial Auditor's requirements, consistent with the draft material.*

E. Bourassa presented the item and noted there were some minors changes made to the draft Annual Report.

Page 100, changes were made to the way the first two measures are shown:

- Percentage of students satisfied with the quality of teaching
- Percentage of students satisfied with their decision to attend the University

It was agreed that management will work to display the data effectively in the first two targets to better show CUSC data.

Other minor changes were pointed out to the Board members following the thorough review by the Audit and Risk Management Committee. These changes will be published in the final version.

The question was called on the motion.

CARRIED

5.4 Internal Audit Plan and Statements of Work for two Internal Audit Initiatives, Page 158 of the Board Agenda

Bourassa - Maze

*That the Board of Governors approve the draft internal audit plan as presented by Grant Thornton (Attachment A) and further approve management to proceed with the two audit initiatives, defined below, as the first phase of the Internal Audit Plan:*

1. *Chargeback of Maintenance Services in Facilities Management*
2. *Information Services Control Framework and Pre-Implementation Review*

*which are further defined in the statements of work attached as Attachment B and C respectively.*

E. Bourassa provided a brief overview of the internal audit plan and the two statements of work that have been prepared for the two initial audits that will be undertaken first. It was confirmed that this item will come forward as a standing agenda item at future Audit and Risk Management Committee meetings and will be approved annually.

There was a brief discussion held on the chargeback system.

The question was called on the motion.

CARRIED

- 5.5 Approval of Parking User Fee Increases and Retirement of the Parking Trust, Page 177 of the Board Agenda

C. Warner presented the item. It was noted that the Finance and Facilities Committee agreed to approve a rate increase for one year (2015-16) in order to review results from the parking study that is due to be completed at the end of the year. The Committee recommended an amended motion than what was presented in the board materials as follows. It was agreed that the retirement of the parking trust would not be recommended by the Committee at this time.

Warner - Brigham

*That the Board of Governors approve an average increase to the University of Regina Parking User Fees of 4% for 2015-16.*

The question was called on the motion.

CARRIED

- 5.6 Heating Plant Roof Replacement – Project Approval Request, Page 181 of the Board Agenda

Warner - Peters

*That the Board of Governors approve the Heating Plant Roof Replacement project subject to approval of the Strategic Preventative Maintenance and Renewal (PMR) Funding from the Ministry of Advanced Education. Total project budget is \$1.15M.*

C. Warner presented the item and noted this is subject to the approval of receiving the Strategic Preventative Maintenance and Renewal (PMR) funding from the government.

The question was called on the motion.

CARRIED

- 5.7 Pension Plan for the Academic and Administrative Employees of the University of Regina – Amendment 2014-01, Page 183 of the Board Agenda

Maze -Klein

*That the Board of Governors approve Amendment 2014-01 taking effect from August 1, 2013 which reduces the minimum period of probation or term appointment that is*

*required for members of the administrative, professional and technical (APT) employees' bargaining unit to participate in the Academic and Administrative Employees of the University of Regina Pension Plan from eight months to six months, as well as clarifies the definition of "commuted value" and other housekeeping items.*

P. Maze presented the item for approval.

The question was called on the motion. CARRIED

#### 5.8 Key Messages, Page 295 of the Board Agenda

D. Kwochka presented the item for information.

It was noted that the University had received a media inquiry regarding the President's compensation. The Chair, along with the Director of Communications will prepare to answer any questions that come forward.

(The Board had a brief recess at 10:10 a.m. and reconvened at 10:21 a.m.)

### 6. Consensus Items

#### 6.1 Policy – Tuition, Page 299 of the Board Agenda

Warner - Kwochka

*That the Board of Governors approve the policy GOV-090-045 Tuition (Attachment A).*

C. Warner presented the item and noted the policy was added into the new template.

There was a brief discussion on scholarships. It was discussed that this is a regular item that is discussed at the Council Committee on Student Awards.

The question was called on the motion. CARRIED

#### 6.2 Policy – Legal Entities, Page 307 of the Board Agenda

Warner - Peters

*That the Board of Governors approve the revised policy Legal Entities as amended (Attachment A).*

C. Warner presented the item and noted there were a couple of changes to the policy which include the following:

Under the heading 'Employee', it was agreed to add in 'or other compensation' following a salary on Page 309. Under the heading 'Legal Entity', it was agreed to take out 'association' and 'proprietorship' on Page 309 and top of Page 310. The committee also agreed to take out 'limited liability' and 'independent' in the first paragraph on Page 310.

The updated policy is *appended to the Minutes as Appendix 3.*

The question was called on the motion. CARRIED

There was an omnibus motion on the following four motions.

Maze - Warner

6.3 Policy – Code of Conduct, Page 312 of the Board Agenda

*That the Board of Governors approve the policy GOV-022-005 Code of Conduct (Attachment A).*

6.4 Board of Governors Bylaws – Section 10 - Committees, Page 318 of the Board Agenda

*That the Board of Governors approve the following amendments to section 10 of the Board Bylaws:*

*X. Committees*

*10.1 Authority*

*The Board has the authority to appoint standing, advisory and adhoc special Committees as are deemed necessary and shall appoint Board members to those Committees by resolution.*

*10.2 Establishment*

*Each standing, advisory and adhoc special Committee shall have a written purpose which will be defined in its terms of reference outlining its composition and accountabilities. Adhoc special Committees' terms of reference will include clear outcomes and a termination date for the work of the Committee.*

*10.3 Changes to the Standing Committee Structure*

*Changes to the University's governing standing committee structure will normally be made by resolution of the Board, as considered and recommended by the Governance and Nominations Committee.*

*10.4 Committee General Regulations*

*Quorum for all Committees is fifty percent plus one (51%).*

*Matters decided by the Committee shall be decided by a majority vote of those present and eligible to vote. All members of Committees appointed by the Board shall be entitled as Board appointees or representatives to move, second and vote on resolutions at meetings of Committees to which they have been named.*

*Any Committee with the approval of the Board is empowered to retain outside advice at the expense of the University where it deems that such advice is necessary and desirable for the effective performance of its responsibilities.*

*10.5 Committee Meeting Schedule*

*All standing Committees, with the exception of the Distinguished Service Award (DSA) Committee, will normally meet at least five (5) times per year, the day prior to the Board meetings. The standing committee meeting schedule is prepared one year in advance. The Distinguished Service Award Committee will generally meet once per year.*

*Meetings of the Committee may be called by the Chair of the Committee, the Chair of the Board, or the President.*

*Senior University officers, as outlined in the Committee's terms of reference, will normally attend the Committee meetings. Other designated officers of the University and other guest may be invited to attend Committee meetings where such attendance is warranted by the agenda and with the approval of the President and the Committee chair. The only individuals entitled to attend in*

camera sessions at a Committee meeting, are the Committee members and the University Secretary.

Advisory and adhoc Committees will meet as required to achieve their purpose as defined in the approved terms of reference for the Committee.

#### 10.6 Terms of Reference

##### 10.6.1 Approval

Each Committee is responsible for developing its terms of reference and for bringing its terms of reference to the Board for approval.

##### 10.6.2 Amendment

Amendments to the terms of reference of a Committee must be approved by the Board.

##### 10.6.3 Review Cycle

Each standing Committee will annually review its terms of reference, and recommend changes as required. The advisory Committees are expected to do the same.

#### 10.7 Annual Committee Work Plans

Each Committee is responsible for annually developing a work plan and for bringing this work plan to the Board for approval.

#### 10.8 Regular Reports to the Board

A copy of the record of the proceedings of each standing Committee, including the agenda material, when sent to and received by members of the Board may be accepted as the equivalent of a corresponding part of such report.

Advisory and adhoc Committees will report to the Board of Governors as required based on the approved terms of reference.

Committee chairpersons for the Board standing committees should report on their Committees' deliberations, activities, and plans. Each chairperson should arrange adequate communications among the Committee members such that requests and recommendations to the Board represent a consensus of the Committee.

#### 10.9 Committee Membership

##### 10.9.1 Term of Service

All standing Committee appointments shall be for a term of one year. Advisory and adhoc committee member terms will be as defined and approved in the terms of reference.

##### 10.9.2 Appointment

Appointments for the standing committees will be completed by annual resolution by the Board on recommendation from the Governance and Nominations committee which will consider the preference of the Board members.

##### 10.9.3 Committee Chair

The chair of each standing Committee shall be appointed by the Board from its Board members, on recommendation of the Governance and Nominations Committee.

##### 10.9.4 Independence

Some standing Committees require independent Board members as members of the Committee pursuant to its terms of reference in order to minimize conflicts of interest. For this reason, the Audit and Risk Management Committee will have only members that are deemed independent. Due to conflicts of interest, no member of the Board that earns an income from the University (except the President and any board member that receives an honorarium) can serve on the Human Resources Committee.

The Board shall assess whether each member is independent as part of the annual request for Board members to declare which Committees they would like to serve on as members. The assessment shall also be conducted at such time as a member joins the Board and between election and/or appointment.

*Each member who has been determined to be independent shall notify the Chair or the Chair of the Governance and Nomination Committee, in the event that such member's personal situations change, in a manner that may affect the Board's determination of whether such member is independent.*

#### *10.9.5 Resignation/Vacancy*

*Should a Committee member or Committee chair resign from a standing Committee prior to the end of his/her term, the Governance and Nominations Committee will recommend to the Board for approval a replacement Committee member or Committee chair for the remainder of the term.*

*Resignations/vacancies from the advisory or adhoc committees will be approved by the Board as required.*

#### *10.10 Committee Secretary*

*Each standing Committee shall have the University Secretary present at all meetings. The University Secretary is responsible for providing a written agenda in advance of each meeting, for ensuring the taking minutes at each meeting and, for distributing copies to all members and (as part of the Committee's report) to the full Board. The advisory Committees will appoint a Secretary from its membership.*

#### *10.11 Standing Board of Governors Committees*

*The standing Committees of the Board of Governors are:*

- a. Audit and Risk Management Committee: Terms of Reference and Annual Work Plan, appended as Appendix D*
- b. Distinguished Service Award Committee: Terms of Reference and Annual Work Plan, appended as Appendix E*
- c. Finance and Facilities Committee: Terms of Reference and Annual Work Plan, appended as Appendix F*
- d. Governance and Nominations Committee: Terms of Reference and Annual Work Plan, appended as Appendix G*
- e. Human Resources Committee: Terms of Reference and Annual Work Plan, appended as Appendix H*

#### *10.12 Advisory Board of Governors Committees*

*The advisory Committees of the Board of Governors are:*

- a. Academic and Administrative Benefits Committee – Attachment I*
- b. Non-Academic Benefits Committee – Attachment J*
- c. Joint Pension Investment Committee – Attachment K*
- d. Trust and Endowment Committee – Attachment L*

#### **6.5 Board of Governors Bylaws – Section 10.12 – Advisory Committees Terms of Reference: AABC, NABC and JPIC, Page 324 of the Board Agenda**

*That the Board of Governors approve the University of Regina Advisory Committees' terms of reference for the Academic and Administrative Benefits Committee, the Non-Academic Benefits Committee and the Joint Pension Investment Committee as described in the following section.*

## 6.6 Acting President Assignment, Page 330 of the Board Agenda

*That the Board of Governors, in the absence of the President for periods of normal business travel, illness, or vacation, approve the following priority for Acting President be observed:*

1. *The Provost and Vice-President (Academic) or, if absent,*
2. *The Vice-President (Administration), or, if absent,*
3. *The Vice-President (Research).*

*If all the vice-presidents will be absent, the President may designate another member of the senior leadership team as Acting President for a period of not more than three days.*

The question was called on the omnibus motion.

CARRIED

## 7. Reports (*For Information*)

### 7.1 Chair, *Verbal Report*

The Chair provided an update and noted that the Board Evaluation survey will be send out in early August with results reported at the September meeting.

### 7.2 Chancellor

The Chancellor provided a brief update. It was reported that there have been three Senate Appeals since the last Board meeting.

#### 7.2.1 University of Regina Senate Report 4 June 2014, Page 335 of the Board Agenda

The Senate report was provided for information.

### 7.3 President's Report, Page 338 of the Board Agenda

President Timmons presented highlights in the report that include:

- Congratulated D. Button for serving another term as President of CAUBO.
- Provided an update on several research activities at the University.
- Confirmed that the new timetable renewal project is complete and is now being used fully across campus.
- Working towards approving the 2015-2020 Strategic Plan in the fall.
- Plans to focus attention on alumni relations this year.
- Suggested that the Board should plan to have a strategic discussion on 'enrolments' at a future Board meeting.
- Provided an overview of the community connection tours that will be held this year. Information will be distributed to the Board so they can plan to attend if they have a connection to the community that is being toured.

Discussion followed.

7.3.1 President's Objectives – July 1 to December 31, 2014, Page 350 of the Board Agenda

Kwochka - Tomkins

*Recommends that the Board of Governors approve the President's Objectives for July 1 to December 31, 2014.*

D. Kwochka presented the item. It was noted that the objectives are to cover the interim time from now until the strategic plan is approved. The new strategic plan should be approved this Fall.

The question was called on the motion.

CARRIED  
Timmons – ABSTENSION

7.3.2 Institutional Dashboard, Page 354 of the Board Agenda

The report was provided for information. D. Malloy provided an update on the status of research funding at the University and across Canada.

7.4 URSU President, Page 362 of the Board Agenda

D. Peters presented the report for information.

7.5 Committee Chair Highlights, *Verbal Report*

- E. Bourassa noted the Audit and Risk Management Committee reviewed the status updates for the follow up to the recommendations on the audits held at the University. It was also noted that the committee reviewed the FFA Inc. audited financial statements at the meeting.
- P. Maze had nothing to report.
- C. Warner thanked management for the Board meeting materials distributed and noted there were good discussions held with regards to the information items at the Finance and Facilities Committee meeting.
- D. Kwochka had nothing to report.

(L. Jankowski and Vice-Presidents withdrew at 11:05 a.m.).

**8. *In Camera Session I:*** 11:05 a.m.

8.1 2014-15 Board of Governors Officer and Standing Committee Memberships, Page 366 of the Board Agenda

Kwochka - McLellan

*That the Board of Governors approves the 2014-15 Chair, Vice-Chair and Standing Committee Membership structure as indicated below.*

**1. OFFICERS OF THE BOARD**

*Chair of the Board*

*Vice-Chair of the Board*

*Lee Elliott*

*Dan Kwochka*

## **2. AUDIT AND RISK MANAGEMENT COMMITTEE**

*Membership:*

*Four independent members of the Board*

*Elaine Bourassa (Chair)*

*Pam Klein*

*Patrick Maze*

*Cathy Warner*

## **3. DISTINGUISHED SERVICE AWARD COMMITTEE**

*Membership:*

*Chair of the Board (Committee Chair)*

*Chair of the Board*

*Chancellor*

*Jim Tomkins*

*President*

*Vianne Timmons*

*Faculty Board Member*

*Mark Brigham*

## **4. FINANCE AND FACILITIES COMMITTEE**

*Membership:*

*President*

*Vianne Timmons*

*Four other members of the Board*

*Cathy Warner (Chair)*

*Mark Brigham*

*Daniel Kwochka*

*Devon Peters*

## **5. GOVERNANCE AND NOMINATIONS COMMITTEE**

*Membership:*

*Chair of the Board (Committee Vice-Chair)*

*Chair of the Board*

*Vice-Chair (Committee Chair)*

*Vice-Chair of the Board*

*Past Chair of the Board or Board Member*

*Paul McLellan*

*Chancellor*

*Jim Tomkins*

*President*

*Vianne Timmons*

## **6. HUMAN RESOURCES COMMITTEE**

*Membership:*

*President*

*Vianne Timmons*

*Four other members of the Board*

*Patrick Maze (Chair)*

*Elaine Bourassa*

*Pam Klein*

*Paul McLellan*

The question was called on the motion.

**CARRIED**

The President left the meeting at 11:10 a.m.

**9. In Camera Session II:** 11:51 a.m.

- 9.1 Presidential Compensation, *circulated confidentially along with the 2014 President's Performance Review Report*

The item is *appended to the President's personal file.*

The question was called on the motion.

CARRIED

**10. Adjournment** – 11:51 a.m. Moved by Maze.



Annette Revet  
University Secretary



Lee Elliott  
Chair