



BOARD OF GOVERNORS MINUTES

Tuesday, June 2, 2020, 2:00 – 6:00 p.m.

Via Zoom

Present: Lynda Hawton Kitamura (Chair), Cameron Anderson, Scott Bebenek, Tom Berczi, Mitchell Bergin, Ryan Brejak, Mary-Louise Byrne, Michael Carroll, Savvas Chamberlain, Maria Gallego, Cody Groat, Leanne Hall, Mark Harris, Scott Lyons, Deb MacLatchy, Patricia McLaren, Shaun Miller, Bill Muirhead, Connie Palenik, Jim Phillips, Stephanie Ratza, Joe Rooney, Mark Straub, Jillian Swartz, Klaudia Wojtanowski

Regrets: Dave Jaworsky, Paul Kwasnik, Eileen Mercier, David Monod, Patricia Polischuk, Karen Redman, Berry Vrbanovic

Secretariat: Ana Juhik, Shannon Kelly, Anna Kornobis, Anne Lukin

A. Open Session

1. **Call to Order**, Lynda Hawton Kitamura

The Chair acknowledged the traditional lands which are the home of Laurier's campuses. She welcomed the following guests: future Board member Kathie Cameron, future Provost and VP: Academic Anthony Vanelli, and reporter Jeff Outhit.

a. Declaration of Conflicts of Interest: None.

b. Movement of Consent Items to the Main Agenda

Consent items on the agenda include the current agenda, past minutes and several policies, as listed in Section C. The Chair noted a proposed change to Policy 6.1, and asked for that policy to be dealt with separately.

Motion (Cameron Anderson/Shawn Miller): that the Board of Governors approve the Consent items listed for approval under Item C.1., with the exception of Policy 6.1, Prevention of Harassment & Discrimination. Carried.

For Policy 6.1, Prevention of Harassment & Discrimination, a member of the HR&C Committee flagged a question regarding the proposed final sentence in Section 3.01 which reads as follows:

"This also includes behaviours that might reasonably be seen to have an adverse effect on, interfere with, or threaten the proper functioning of the University, or the rights of others to use and enjoy the University's learning and work environments".

It was felt that the broader wording and the word “enjoy” opened the University to risk and could possibly impinge on freedom of expression; and was not necessary. Staff including the General Counsel reviewed that question, and proposed removing the entire sentence as the policy covers harassment and discrimination behaviors which are defined.

Motion (Mike Carroll/Tom Berczi): That on the recommendation of Human Resources and Compensation Committee, the Board of Governors approve Policy 6.1, Prevention of Harassment and Discrimination Policy, as revised, and further amended to remove the last sentence from Section 3.01. Carried.

2. **Chair’s Report**, Lynda Hawton Kitamura

The Chair commented: thanks to Laurier leaders, faculty and staff for their dedication and resourcefulness during this challenging period, including the move to on-line learning and a virtual workplace; welcome to incoming Provost and VP: Academic Tony Vannelli; congratulations to Jason Coolman and the alumni and development teams for 3 gold medallions from the Canadian Council for the Advancement of Education Prix d’Excellence; please you’re your calendars for upcoming 2020-2021 meeting dates provided in the agenda package; and a request to complete the annual Board Effectiveness Survey when it comes out later this month.

a. Recognition of Outgoing Board Members

The Chair noted that Board members play a crucial role in the life of the University, and thanked outgoing members for their service and volunteer leadership, commenting on their various contributions: Maria Gallego, Mike Carroll, Klaudia Wojtanowski; Cody Groat; Connie Palenik; Scott Bebenek; and Tom Berczi. Mr. Berczi has been awarded the Distinguished Governor designation in 2020 in recognition of nine years of service and leadership, including chairing the Finance & Investment and Pension Committees and co-chairing Responsible Investment Working Group. The Chair also thanked Maureen Mancuso, who has served as acting Provost & VP: Academic for the past year.

b. Recognition of David McMurray, VP: Student Affairs

The Chair recognized and thanked David McMurray, who will be retiring this summer from his position as VP: Student Affairs following 23 years at Laurier. He has been instrumental in leading Laurier’s approach to experiential learning and contributed to Laurier’s 4-year run of being ranked #1 in student satisfaction in the national Macleans poll of students. Mr. McMurray is recognized as a sector leader throughout the country and has also received the Queen Elizabeth II Golden Jubilee Medal for excellence in higher education, administration and student services.

3. Leadership Update

a. President's Report, Deb MacLatchy

The President commented: thanking students, faculty and staff for continued efforts during the pandemic, noting that supports are in place for anyone who needs assistance; the Laurier Empty Bowls event this year raised \$10K for the local food bank, twice the usual amount raised; that Laurier is actively looking at ways to combat racism and has sent a notice to the community highlighting a commitment to equity, diversity and inclusion (EDI); that senior leaders are participating in scenario planning for crisis management, guided by Laurier's Strategy with a focus on the themes of a thriving community and future readiness; that Tony Araujo will remain in the acting VP: Finance and Administration role as a search for that position continues; the search for the VP: Student Affairs is underway.

Academic disruption has been extended through the Fall, with classes announced as being primarily virtual, although opportunities for face-to-face participation for small groups are being explored. Incoming students have been notified that classes will be virtual. The Pandemic Recovery Group has led planning focused on the health and safety of the Laurier community, and is exploring how to re-open some research labs as allowed by government guidelines. Over 700 faculty and staff attended a pandemic update session, with another Town Hall planned for students.

Laurier along with other Ontario universities under the leadership of the Council of Ontario Universities has arranged meetings with provincial ministers, providing input to the government on universities' needs and their re-opening journey; Universities Canada has been advocating for international student needs such as visas and financial support.

Board members discussed: Laurier's statement on racism; police brutality used disproportionately against black males; that the Laurier community can reflect on this as work continues to identify how change can be effected in the areas for which Laurier has accountability and responsibility.

b. Senate Reports, Trish McLaren

At meetings on April 21 and May 27, Senate recommended: the Non-Tuition Fee Report, and the Tuition Fee Report based on additional information requested and received; and the provisional 2020-2021 Budget. Senate also considered and approved Pilot Partnerships with three English Language Proficiency Programs. As well, Duolingo was approved as an additional English Language Proficiency Test, as the majority of ESL in-person testing sites were closed due to Covid-19.

- c. Q and A on Reports of the Senior Executives
The Board received written summaries from senior leaders with updates on priority items; there were no questions.
4. **Pandemic Planning & COVID-19 Update**, Dan Dawson
The President's Cabinet has been considering a phased approach to re-opening campuses; with planning focused in key areas: technology and digital; finance and operations; supports; communications and community relations. Planning is addressing questions such as what digital tools are needed; which spaces will be re-opened and how; how many employees return to work and when; creating tailored campaigns to reach key stakeholder groups; and keeping the ability to pivot back to remote work if needed.
5. **Reports from the Standing Committees of the Board**
 - a. Q and A on Chair's Updates on Committee Activity
The Board received written summaries outlining the work of committees since the last Board meeting; there were no questions.
 - b. Audit and Compliance, Stephanie Ratza
The Board received as information the Gendered and Sexual Violence Task Force 2019-2020 Annual Report provided to the province. This report was reviewed by the AC Committee which wanted more information about activity level and available supports. The University Secretary reported that there is increased demand for service in this area, with more students awaiting long term wellness support than is typical this time of year. Laurier is able to provide bridge counselling and guide high needs students to longer-term counselling; and provides a strong on-line presence with information and supports and enhanced programming.
1. Pension Fund Audited Financial Statements as of December 31, 2019
An audit of the Pension fund assets is required annually. KPMG issued an unqualified audit report, which was reviewed by the Audit and Compliance Committee, which had no concerns. The Statements reported on assets of \$710M and activity up to December 31, 2019.
Motion (Maria Gallego/Tom Berczi): That on the recommendation of Audit & Compliance Committee, the Board of Governors approve the Audited Financial Statements of the Wilfrid Laurier University Pension Plan for the year ended December 31, 2019 and authorize any two members of the Board of Governors to sign the financial statements as evidence of such approval. Carried.

c. Finance and Investments, Tom Berczi

1. 2020-2021 Tuition Fee Report

The proposed tuition fees for the coming year reflects that the province mandated a 10% reduction in tuition for 2019-2020 followed by continued freezing. In addition to recommendation by the F&I Committee, these fees were approved by Senate.

Motion (Scott Bebenek/Stephanie Ratza): That on the recommendation of the Finance and Investments Committee, the Board of Governors approve the 2020/21 Tuition Fee Report. Carried.

2. 2020-2021 Budget, Maureen Mancuso / Dan Dawson

The Board received the proposed Budget Report, including the operating budget, a multi-year forecast, scenarios and the ancillary budget. Senior leaders provided a presentation which noted that going in to 2019-2020, a structural deficit of \$18M was projected. This deficit was largely addressed throughout the year by budget-balancing options, including the implementation of a number of suggestions put forward by faculty and staff. But over the past few months, the University has been impacted by challenges brought on by the COVID-19 Pandemic. These challenges have created a temporary deficit. Staff will monitor enrolment closely, along with travel visa issues, economic issues, and high school completion rates. By early Fall 2020, staff will be able to provide more a specific look at budget impact.

The Budget for 2020-2021 was presented as a provisional pre-pandemic budget (as if students would return to classrooms in Fall 2020). Two additional scenarios were also presented, based on information known currently, with Fall 2020 as a virtual learning environment; and then both Fall and Winter spent virtually, returning to classrooms in Spring 2021.

Board members discussed: that scenario projections were helpful; how staff arrived at various projections using 'best guesses' based on known information including input from COU; and that what was known at this time about June 1 confirmation numbers was embargoed and will be discussed *in camera*.

Motion (Jim Phillips/Klaudia Wojtanowski): That on the recommendation of the Finance and Investments Committee, the Board of Governors approve the provisional 2020/21 Budget. Carried.

3. Endowment Spending Rate for Fiscal 2020-2021

The spending allocation amount for endowment funds is set by the Board of Governors each year for the year to come. Staff analyze investment performance, and compare growth or decline for the various funds against their established stabilization reserve. The proposed spending rate is adjusted accordingly. This reserve helps to maximize the annual spending allocation while providing consistency year-over-year and preserving the funds.

Motion (Bill Muirhead/Stephanie Ratza): That on the recommendation of Finance and Investments Committee, the Board of Governors approve the following for all endowment funds:

a. the inflation adjustment factor be set at 2%, and

b. the spending rate be set at:

i) 3% for endowments with a stabilization account valued at between 10-20% of market value, and

ii) 0-3% for endowments with a stabilization account valued at less than 10% of market value, and

iii) 3-5% for endowments with a stabilization account valued at greater than 20% of market value.

Carried.

d. Investment Oversight Sub-Committee, Bill Muirhead

At the February 2020 Board meeting, a member asked the Board to reconsider the question of divesting from fossil fuel, and urged that the University follow others in the sector in divesting. There was good discussion at that meeting but the majority of members felt that more research was required before a decision could be made on such a complex matter. In the months since then, the University's attention and staff time have been taken up with dealing with the challenges presented by the COVID-19 pandemic and its impact.

The Chair of the Investment Oversight Sub-Committee reported that this group is still researching aspects of this complicated topic, noting that the philosophy of divestment is clear but the detailed approach on how to achieve such an aim is challenging given current investment structures and processes. Laurier is talking with other universities who are moving ahead in this area. The Sub-Committee will continue to follow up and will report back to the Board.

6. **Other Business: None.**

B. In Camera Session

Motion (Tom Berczi/Savvas Chamberlain): to move the meeting *in camera*. Carried.

C. Consent Items

The Agenda, Minutes and items noted for Approval were approved by consent as highlighted during Item A.1.b.

1. Items for Approval

- a. Agenda
- b. Minutes, Board of Governors, April 23, 2020
- c. 2019-2020 and 2020-2021 Board & Committee Dates
Motion: That the Board of Governors approve the dates for Board and Committee meetings for 2020-2021 and 2021-2022, as proposed. Carried.
- d. Policy 7.1, Environmental/Occupational Health and Safety
Motion: That on the recommendation of Audit and Compliance Committee, the Board of Governors approve Policy 7.1, Environmental / Occupational Health and Safety, as revised. Carried.
- e. Policy 12.4, Gendered & Sexual Violence Policy & Procedure
Motion: That on the recommendation of Audit and Compliance Committee, the Board of Governors approve Policy 12.4, Gendered & Sexual Violence Policy & Procedure, as revised with implementation effective the date of approval. Carried.
- f. Policy 6.1, Harassment & Discrimination
The motion as originally presented was amended, with the following revised wording as noted in A.1.b. **Motion: That on the recommendation of Human Resources and Compensation Committee, the Board of Governors approve Policy 6.1, Prevention of Harassment and Discrimination Policy, as revised, and further amended to remove the last sentence from Section 3.01. Carried.**
- g. Policy 7.18, Prevention of Workplace Violence
Motion: That on the recommendation of Human Resources and Compensation Committee, the Board of Governors approve Policy 7.18, Workplace Violence Prevention Policy, as revised. Carried.
- h. Policy 5.17, WLU Pension Plan Expense
Motion: That on the recommendation of Pension Committee recommends the Board of Governors approve Policy 5.17, WLU Pension Plan Expenses, as revised. Carried.

2. Items for Information

- a. Update on Laurier Strategy 2019-2024
- b. Gendered and Sexual Violence Task Force 2019-2020 Annual Report
- c. Confirmation of Statutory Remittances, November 2019 – April 2020
- d. Annual Sustainability Report
- e. Capital Projects and Funding Source Updates
- f. Q1 Investment Performance Summary
- g. Change to Commuted Value Standards for Pension Calculations
- h. Pension Annual Compliance Report
- i. Pension Plan Annual Brochure
- j. Incoming Board Members
- k. Board of Governors Membership 2020-2021