



BOARD OF GOVERNORS MINUTES

Friday September 11, 2020, 1:00 – 4:30 p.m.

Virtual Meeting via Zoom

Present: Lynda Hawton Kitamura (Chair), Ryan Brejak, Mary-Louise Byrne, Kathie Cameron, Savvas Chamberlain, Leanne Hall, Pegah Jamalof, Dave Jaworsky, Paul Kwasnik, Kristine Lund, Scott Lyons, Deb MacLatchy, Sara Matthews, Patricia McLaren, Shaun Miller, David Monod, Bill Muirhead, Jim Phillips, Patricia Polischuk, Stephanie Ratza, Karen Redman, Marc Richardson, Joe Rooney, Ken Seiling, Cynthia Sundberg, Jillian Swartz

Regrets: Cameron Anderson, Mitchell Bergin, Brent Carpenter, Eileen Mercier, Mark Straub, Berry Vrbanovic

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

A. Open Session

1. **Call to Order**, Lynda Hawton Kitamura
 - a. Declaration of Conflicts of Interest: None.
 - b. Movement of Consent Items to the Main Agenda
**Motion (Mary-Louise Byrne/Patricia McLaren):
that the Board of Governors approve the
Consent items listed for approval under Item
C.1. Carried.**
2. **Chair's Report**, Lynda Hawton Kitamura
 - a. Welcome to Incoming Board Members and Recognition of Outgoing

The Chair thanked everyone for their hard work at the retreat and welcomed them to the first Board meeting of the year. The Chair welcomed new members Marc Richardson, Cynthia Sundberg, Ken Seiling, Brent Carpenter, Deniza Januzi, Pegah Jamalof, Kathie Cameron, and Sara Matthews. She thanked and recognized Bill Muirhead, noting it was his final Board meeting. Recognition was also given to Maureen Mancuso, who acted as Provost and Vice-President Academic, and more recently as Vice-President Student Affairs; to Dr. Shohini Ghose who has been awarded the Ontario Chair for Women in Science and Engineering; and to Laurier's Waterloo Enactus

student team, representing Canada, was named runner-up at the Enactus World Cup competition, promoting climate change initiatives.

- b. Round of Introductions

3. **Leadership Update**

- a. President's Report, Deb MacLatchy

The President commented on: an update on the Strategic Mandate Agreement 3 (SMA3) which emphasized that there would be a two year pause in the process of grants being tied to performance metrics as the government continues to monitor the economy; consultation with the Ministry of Colleges and advocacy with Universities and Council of Ontario Universities; and advocacy work with the federal government to re-open the borders to allow international students to return, with a process now in place although not in time for September 2020 courses; working with public health guidelines; and recognizing and thanking faculty and staff for their efforts over the past six months in the face of the pandemic and a pivot to working and teaching remotely.

- b. Q and A on Reports of the Senior Executives

- c. Report on Senate Activities

Two Senate meetings were reported on. The Senate was provided updates by the President and Senior Leadership. A number of approvals were made surrounding academic policies, programs, revisions to transfer credit policies, Senate and Committee membership. Changes to Senate By-Law 9.1 regarding the Senate's role in the selection of the University's Senior Officers were made. Additionally, a process was approved for the Department of Geography to explore affiliation with the Faculty of Science.

4. **Strategic Plan Update**, Deb MacLatchy

It was noted that the Strategic Plan continued to guide the University's priorities, focused on the twin themes of thriving communities and future readiness. While the University made significant progress in 2020, certain areas were slowed down due to the pandemic. An accountable lead from among the senior executives was assigned to each subtheme, which is proving to be a successful practice in moving the strategy forward. The Plan is iterative and will re-focus as progress is made.

The Board discussed: the themes explored in Ken Steele's presentation at the joint governance event and their connection to the strategic plan; how to measure progress on the strategic plan; and noting that there will be an update on the strategic plan at each Board meeting.

5. **Pandemic Update**, Dan Dawson

An update was provided of pandemic response activities throughout the summer to prepare for the Fall. This included the creation of a phased approach to conduct business at the university depending on the state of the pandemic, and sorting employees into 'buckets' for timing on their return to work on campus.

A plan was developed for research services with one stage yet to be implemented. Academic planning processes were led by Maureen Mancuso and were taken over by Tony Vannelli.

A series of protocols were created to ensure safety which included a Face Mask Policy. The Athletic Complex in Waterloo and the YMCA in Brantford opened in alignment with the fall term, with a phased approach of services being introduced with some restrictions. Essential services were provided on campus throughout the summer. Two food service locations were open on the Waterloo campus to account for students in residence. ICT remained very busy as the university transitioned to a remote environment. The library operated a bookmobile service mid-summer. The minimal academic activities that occurred on campus were confined to areas such as labs and music rehearsals. The OneCard office and Printing Services opened in the summer to serve students.

In terms of next steps, the university indicated that it would be finalizing the implementation of an app to allow students and staff to do a self-assessment before going on campus. The University is preparing to open common study spaces on campus with student monitors that will oversee the spaces to ensure capacity restrictions and face covering measures are followed. The importance of strong communication was noted and that the Pandemic Recovery Group had worked closely with CPAM.

The Board discussed: the university's response if a second wave or outbreak occurs, noting that the University is working closely with the local Public Health Units; monitoring and reacting to student gatherings, noting the potential for reputational risk as well as health risks; messaging to students about behaving responsibly; and compliments to Laurier students, faculty, staff and leaders for their response to the pandemic.

6. **Budget & Fiscal 2020-2021 Update**, Tony Vannelli / Tony Araujo

a. **Review of Fiscal 2019/20 Year-End**, Tony Araujo

b. **Enrolment & Budget Update**, Tony Vannelli / Tony Araujo

A provisional budget was approved by the Board in June and the University plans to bring forward a finalized budget to the November Board meeting. Three scenarios were outlined in

the provisional budget with projections of what the respective financial impact would be.

The Board was updated on undergraduate student confirmations. The University's non-secondary school numbers were up significantly along with the first choice application numbers which was noted tied to the strong reputation of the University. Approximately 5,000 new undergraduate confirmations, so Fall 2020 is in line with other years. Deferrals were up from 100 to 300; with staff tracking this number. Graduate student confirmations were also up. It was noted that courses and programs will to be delivered online/in a remote format with the exclusion of experiential learning courses, practical and research based courses and cohort-based professional graduate courses.

The Ministry of Colleges and Universities asked to meet with all Post-Secondary Institutions in order to learn more about the pandemic's impacts.

In terms of next steps, the University noted it would continue to monitor registrations/retentions and prepare budget to actual analysis. The University will continue to identify budgetary changes and prepare a final budget. It was noted that there was downward pressure in ancillary services; while they usually produce a small surplus, they are impacted this year by students, faculty and staff not being on campus. It was noted that Q1 will show some COVID impacts. The University will continue to invest in additional software to support on-line activities.

The Board discussed: how deferrals were handled in terms of government corridor funding; management commentary on the projected deficit including reduced revenue from ancillaries; the effect on cash and ability to fund the University's capital projects on slate; and that there has been no word yet on any government infrastructure funding.

7. **Board-Approved Senior Search Procedures**, Anna Kornobis
A set of procedures governs the composition and process for formal committees for senior executive searches and reviews. The Board received proposed revisions, aligned with changes to the faculty collective agreement. It was noted that this is the first round of changes, with additional revisions to come to enhance equity, diversity and inclusion factors in the search process. This round of revisions included a reduction in the requirement for Board members

to serve on decanal searches, more flexibility in how some Committee members are appointed, and housekeeping changes.

The Board discussed: diversity of candidates throughout the search process, especially when it reaches the short-list stage; and Board member representation on the President's Search.

Motion (Stephanie Ratza/Patricia Polischuk): That the Board of Governors approve the Board of Governors Approved Procedures for Searches and Reviews of Senior Administrators to be effective for all searches and reviews starting after September 11, 2020. Carried.

8. Reports from the Standing Committees of the Board

a. Q&A on Chair's Updates on Committee Activity
Board members received written reports of recent committee activity and decisions. There were no questions.

b. Audit & Compliance Committee, Stephanie Ratza

1. WLU Audited Financial Statements Update

There were a delay this year in reviewing and approving the Audited Financial Statements, due in part to the challenges of conducting the audit remotely and also due to the identification of some errors in the accounting entries for capital leases and capital expenses. Testing by KPMG uncovered additional transactions of about \$3.4 million in adjustments which reduced the deficit. These have been closely examined and corrected. While not ideal, these corrections are not considered material.

The Financial Statements must be approved by the Board by the end of September. The Audit, Risk & Compliance Committee will meet with the external auditors on September 21, and the Executive Committee will meet to review the statements for approval on September 24.

It was noted that in a large and complex decentralized system like the University, the Finance department does not control transactions in other areas. Some recent examples of challenges include the system for processing student invoices; and cyber fraud perpetrated through vendors. A newly-hired Manager of Internal Audit will help to document controls. KPMG will adjust their audit findings, outlining significant deficiency in internal controls and providing related recommendations; with additional input from University management.

9. **Other Business:** None.

--BREAK--

B. *In Camera* Session

Motion (Bill Muirhead/Scott Lyons): to move the meeting *in camera*. Carried.

C. Consent Items

The following items were provided for approval or information. The Agenda and Minutes were approved by consent

1. **Items for Approval**

- a. Agenda
- b. Minutes, Board of Governors, June 2, 2020

2. **Items for Information**

- a. 2020-2021 and 2021-2022 BoG and Committee Meeting Dates