



BOARD OF GOVERNORS MINUTES

Thursday, April 23, 2020, 2:00 – 6:00 p.m.

Zoom: <https://wilfrid->

[laurier.zoom.us/j/94813319165?pwd=QU9YbKx1cFdzNHFKbzdkhDhEdW4zdz09](https://wilfrid-laurier.zoom.us/j/94813319165?pwd=QU9YbKx1cFdzNHFKbzdkhDhEdW4zdz09)

Or by phone: 1-647-374-4685

Meeting ID: 948 1331 9165

Password: 453226

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, Dave Jaworsky, Paul Kwasnik, Scott Lyons, Deb MacLatchy, Patricia McLaren, Shaun Miller, David Monod, Bill Muirhead, Connie Palenik, Jim Phillips, Patricia Polischuk, Stephanie Ratza, Karen Redman, Joe Rooney, Mark Straub, Jillian Swartz, Klaudia Wojtanowski

Regrets: Eileen Mercier, 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

Items included for approval by Consent are the agenda for this meeting and the Minutes from February 13.

Motion (Karen Redman/Jillian Swartz): that the Board of Governors approve the Consent items listed for approval under Item C.1. Carried.

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

The chair commented on: the move for the first time to a virtual Board meeting including electronic voting on motions; welcoming guest Dr. Tony Vannelli who will be joining the Laurier team as Provost and VP Academic this summer; welcoming back Tony Araujo as he returns from leave; biweekly news digest distributed to Board members; Laurier Professor Dr. Jonathan Crash studying food security in China during the coronavirus with support from federal funding; teaching excellence awards and other recognition for Laurier community members; and requesting board members to respond to the annual Board effectiveness survey to be sent out later this spring.

3. Leadership Update

a. President's Report, Deb MacLatchy

The President commented on: the Laurier community coming together to cope with the COVID-19 pandemic with safety as the number one priority; the province has provided a pool of \$25M for post-secondary education institutions, with Laurier share at \$400K on meeting certain criteria; SMA3 signings are paused by the Ministry, who will revisit some of the metrics which are tied to a strong economy; Laurier is looking at COVID-19 scenarios for 2020 – 2021 and working with Universities Canada and COU and the executive heads who are also in discussion with the federal government; federal support of \$9B has been announced for salver replacements loans etc.; senior leaders are meeting with faculty from both campuses on the impacts of COVID-19; staff are keeping mental health impacts in mind; watching for the announcement and timing on size of groups allowed to gather; second wave of the virus is projected but the timing and scale is not known; Grade 12 completion is not sure; and noting that 2020 – 2021 will happen and the aim is to be successful; in early April the President reported to the ministry on the three biggest issues for Laurier which included OSAP supports, supports for employers and employees, and a pause on SMA3 and related metrics; and that searches for senior leader positions have been on pause from mid-March to mid-April, with the searches for AVP Teaching & Learning and VP Finance & Administration now back on line and the search for the VP Student Affairs identifying candidates.

The Board discussed: increased enrolment in post-secondary projected by the province, noting that recessions sometimes spur people to return to school, including for online learning and credential programs; cash flow for Laurier, including a sensitivity analysis on financial sustainability for international student enrolment; strong registration numbers for over 600 courses offered for the spring-summer term ("sprummer") which will all be offered online; all universities and their students will be facing challenges, especially new international students; that other universities face more exposure to this risk than Laurier who budgets for 90% enrolment from domestic students and 10% from international; that staff are closely watching the confirmation rate for fall 2020, which is currently tracking similar to last year; the timing on a decision to go fully online for September 2020 will be dependent on provincial guidelines; and that a decision will need to be communicated clearly to students as they register for courses at the end of June.

b. Senate Reports, Mary-Louise Byrne

Senate executive and Finance committee has met multiple times to deal with academic disruption under its delegated authority; and academic disruption has been declared, with a change in aegrotat status and a switch to credit/withdrawal status for courses, and a change to the last day to drop without academic penalty. Senate met

virtually April 21 and approved using the Duolingo test to confirm international language requirements; and that a recommendation on the tuition fee report for 2020 – 2021 has been deferred to the May meeting.

4. **Pandemic Planning & COVID-19 Update**, Sheldon Pereira

A Pandemic Response Group (PRG) of senior leaders is now meeting two times per week to make decisions in real time with up-to-date information; these decisions are then relayed immediately to the Executive Leadership Team and Cabinet. Senior leaders are also planning for short, medium and long-range scenarios (2-8-12 weeks) while carrying on with day-to-day-activities. PRG is leading the facility and workforce operations planning; Heidi Northwood and Jonathan Newman are leading the student-facing, research and service-orientated operations planning; and Maureen Mancuso and VPAC are leading the teaching mandate planning.

COU has formed a special integrated committee on COVID-19 policy and operational planning, and Sheldon Pereira sits as the University's representative at that table.

Laurier has been proactively communicating with tailored messages to specific audiences. A student survey garnered almost 1000 responses and feedback from those students will be used to inform future communications and operational planning. Various third-parties who are viewed as thought-leaders in PSE have commended Laurier's leadership and operational response to this pandemic, and to the compassionate and decisive manner in which these decisions have been carried out.

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 of recent committee meetings. There were no questions at this time.

b. Joint Building & Properties / Finance & Investments, Paul Kwasnik

1. Policy 4.14 Capital Planning

The existing capital policy has been in place for a long time and includes many outdated procedures. Staff did a thorough review and rewrote the policy to reflect good governance and current practice.

Motion (Patricia Polischuk/Klaudia Wojtanowski): That on the joint recommendation of the Buildings & Property and Finance & Investments, the Board replace the existing Policy 4.14, Capital Priorities and Planning Process, with a revised Policy 4.14, Capital Planning. Carried.

c. Finance and Investments, Tom Berczi

1. 2020-2021 Fee Reports

The Tuition Fee Report outlines proposed changes to tuition

fees for the coming year. It was discussed at Senate on April 21 where there were questions about a change to the timing to implement fees. Staff will look into this matter further and report back to Senate in May. This item will be therefore be deferred to the June 2nd Board meeting.

The Non-Tuition Fee Report outlines the compulsory non-tuition fees, administrative fees for service, and fees charged for ancillary services for Wilfrid Laurier University. The Ancillary fees are developed and reviewed for alignment with collective agreements and in consultation with the graduate and undergraduate student associations.

Motion (Jim Phillips/Bill Muirhead): That on the recommendation of the Finance and Investments Committee, the Board of Governors approve the 2020/21 Non-Tuition Fee Report. Carried.

2. Scenario Modelling to Inform the 20/21 Budget, Maureen Mancuso / Dan Dawson

The Board received a presentation on the development of the proposed Budget. The annual budgeting process for 2020-2021 has been made more complex by the advent of the COVID-19 pandemic and the resulting uncertainty for next year. It was noted that Budget information is presented in April for information, with a proposed interim budget being brought for approval to the Board in June. Staff flagged that the Board can anticipate an update to the budget in the Fall based on updated information (e.g. registration information).

Staff presented three scenarios based on a return to in-person classes in Fall 2020, Winter 2021 or Spring 2021 respectively with projections on enrolment impact. It has been confirmed that the provincial grant money will remain the same for 2020-2021. Staff are monitoring federal announcements regarding international student participation. Staff reported on salary expense and non-salary expense impacts, including technology needs and operating costs.

An \$18M deficit originally projected for the current year 2019-2020 has largely been ameliorated through budget balancing options, and the year is currently projected to end with a \$2M+ surplus. It is not certain yet what the financial impacts of the pandemic will be.

The Board discussed: whether employee lay-offs might be necessary, noting that there are other options available for

addressing shortfalls; and the numbers projected for a potential drop-off in students, selected for modelling purposes.

d. Executive & Governance Committee

1. Committee Structure Review Project Recommendations

Following a recommendation set out in the 2017 Governance Review, the Secretariat's Office has begun to review the Board's Committee Structure. In the summer of 2019, the Secretariat's Office along with two graduate students undertook a project to compare Laurier's Board Committee structure with those at ten other Canadian Universities. Overall, Laurier's Board Committee structure was found to be in line with the other Universities with few anomalies, and language used was consistent with other universities. Based on this study, recommendations were brought forward with the opportunity to maintain, enhance or evolve current committees for greater efficiency and/or clarity.

Proposed changes include: shifting Executive & Governance to an Executive committee which would meet on behalf of the Board in between Board meetings and oversee strategic planning; governance functions would shift to Nominations, which would be re-named as Governance; Risk would be added to the Audit & Compliance Committee title; the Terms of Reference for HR and Compensation would be re-vamped to reflect current practice, with Compensation transitioning to full Standing Committee status; and with the remaining mandate for HR to be reviewed. The Secretariat's Office is hoping to implement these changes starting with the 2020-2021 year. For Buildings & Property and Finance and Investments, it is proposed to merge these committees into one group by 2021-2022, and in the interim, continue the practice of them meeting jointly on matters with significant financial impact.

Next steps for this process include reviewing and revising the Terms of Reference for each committee and reviewing member composition.

Motion (Bill Muirhead/Jim Phillips): That on the recommendation of the Executive & Governance Committee, the Board of Governors approve in principle changes to the structure of Board Standing Committees, as proposed. Carried.

6. Other Business: None.

B. In Camera Session

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

C. Consent Items

The Agenda, Minutes were approved by consent.

1. Items for Approval

- a. Agenda
- b. Minutes, Board of Governors February 13, 2020

2. Items for Information

- a. KPMG Audit Planning Report as approved by A&C
- b. Capital Projects and Funding Source Updates
- c. Year-End Pension Funded Status Update & Legislative Update
- d. Q4 Investment Performance Summary
- e. 2019-2020 9 Month Fiscal Update