

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board was held on Thursday, December 7, 2023, at 2:00 p.m., in the Emera Innovation Exchange, Room B2007, Signal Hill Campus, and via Webex.

PRESENT:

Mr. Glenn Barnes, Chair
Mr. Anik Rahman, Vice-Chair
Dr. Neil Bose, President and Vice-Chancellor *pro tempore*
Dr. Jennifer Lokash, Provost and Vice-President (Academic) *pro tempore*
Chancellor Earl Ludlow, via Webex
Ms. Michelle Baikie
Ms. Leigh Borden
Mr. Bob Hallett
Dr. Ash Hossain
Mr. Justin Ladha
Mr. Carter McNelly
Mr. Andrew Mercer
Ms. Trudy Morgan-Cole
Mr. Aiden Parsons
Ms. Nathalie Pender
Mr. Tim Powers
Mr. Arshad Shaikh
Ms. Andrea Stack
Ms. Eleanor Swanson
Mr. Luke Thibeau, via Webex
Ms. Lynn Zurel
Ms. Tina Scott, Secretary to the Board

APOLOGIES:

Apologies were received from Chief Brendan Mitchell, Dr. Lloydetta Quaiocoe, Dr. Ian Sutherland.

PRESENT BY INVITATION:

Dr. Tana Allen, Acting Vice-President (Research); Ms. Catharyn Andersen, Vice-President (Indigenous); Dr. Paul Brett, Vice-President (Marine Institute) *pro tempore*; Ms. Lisa Browne, Interim Vice-President (Administration and Finance) and Vice-President (Advancement and External Relations); Ms. Vicki Collins, Interim Executive Director, University Governance Secretariat; Dr. Ian Sutherland, Vice-President (Grenfell Campus); Mr. Scott Worsfold, General Counsel.

7059. MEETING CALLED TO ORDER

The meeting was called to order at 2:00 p.m. by Mr. Glenn Barnes, Chair.

Mr. Barnes then invited members to reflect on the origins and purpose of Memorial University that debuted at Memorial's Ceremony of Remembrance in November 2023. The video entitled "Memorial University: Yesterday. Today. Tomorrow", which was developed by Marketing and Communications and the Centre for Innovation in Teaching and Learning was then played for the Board and [may be viewed here](#).

7060. APPROVAL OF THE AGENDA/CONFLICT OF INTEREST

Following the call for the approval of the agenda, Mr. Barnes provided members and those present by invitation with the opportunity to declare if they were in a conflict of interest position or a potential conflict of interest position with regard to any agenda items.

Mr. Shaikh declared a conflict with Item 7.3 "Appointments to the Memorial University Recreation Complex (MURC) Board of Directors" as well as Item 14.1 "Financial proposal for Collective Bargaining with LUMUN".

Ms. Morgan-Cole and Mr. Parsons declared a conflict with Item 7.3 "Appointments to the Memorial University Recreation Complex (MURC) Board of Directors".

Dr. Hossain and Ms. Pender declared a conflict with Item "14.1 "Financial Proposal for Collective Bargaining with LUMUN".

Dr. Allen, Ms. Andersen, Ms. Browne, Dr. Brett, Dr. Sutherland and Mr. Worsfold declared a conflict with Item 8.3 "General Economic Increases for Leadership Group (LG) and Senior Administrative Management (SAM) Employee Group".

Dr. Brett declared a conflict with Item 8.6 "Extension to the appointment of the Vice-President (Marine Institute) *pro tempore*".

7061. MINUTES

The Minutes of the meeting of the Board of Regents held on October 18, 2023, and the Special Meeting held on October 26, 2023, were approved by the Board.

7062. CHAIR'S REPORT

A. Meeting of the Executive Committee – November 20, 2023

The Chair noted that the Executive Committee met on November 20, 2023, to finalize the agenda for today's meeting of the Board. In doing so, he thanked members for their continued support in their respective roles on Board Committees.

B. Actions taken by the Executive Committee under Delegated Authority: Appointment of Interim Executive Director, University Governance Secretariat

Mr. Barnes noted that one of the objectives of the Executive Committee is to act for the Board on any matter within the jurisdiction of the Board pursuant to *The Memorial University Act*, where decisions are required to be made and action taken between regularly scheduled meetings of the Board of Regents and where the Board has otherwise delegated specific responsibilities to the Executive Committee.

With that in mind, in an email poll conducted November 1, 2023, the Committee exercised its authority to act on behalf of the Board and approved the appointment of Ms. Victoria Collins as Interim Executive Director, University Governance Secretariat, and as provided in the background documentation.

7063. PRESIDENT'S REPORT

A. President's Update of Activities

Dr. Bose provided the Board with a written summary of his activities and University events for period from October to November 2023 and provided the Board more detail and context on several of these activities and events. In doing so, he noted that this document is an update on the actions related to the President's objectives for 2023-24 since the meeting of the Board held on October 18, 2023. In addition to this update, the President included the following appendices, copies of which were provided in the background documentation:

- Appendix A - Good news report
- Appendix B - Report on the President's Academic Research
- Appendix C - Recent highlights aligned with *Transforming Our Horizons*,
- Appendix D - Research Highlights

OPEN SESSION - CONSENT AGENDA

It was moved by Dr. Bose, seconded by Dr. Hossain and carried that the consent agenda, as recommended by the appropriate Board Committee and comprising the resolutions listed in 7064, be approved as outlined below.

7064. SENATE MATTERS

A. Approval of Calendar Changes arising from the Senate meeting of October 10, 2023

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on October 10, 2023, and approved the Calendar changes as outlined in the background documentation and as follows:

- Proposed Calendar Changes - Faculty of Nursing
- Proposed New Master of Applied Science in Sustainable Infrastructure Engineering

B. Approval of amendments to the Constitution and Bylaws of the Faculty Council, Faculty of Business arising from the Senate meeting of October 10, 2023

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on October 10, 2023, and approved the amendments to the Constitution of the Faculty of Business Administration as outlined in the background documentation.

CLOSED SESSION – CONSENT AGENDA

Mr. Barnes provided members and those present by invitation with another opportunity to declare if they were in a conflict of interest position or a potential conflict of interest position with regard to any agenda items.

The Chair also noted that the items were dealt with in detail in meetings of the appropriate committees. It was then moved by Dr. Bose, seconded by Mr. Powers and carried that the consent agenda, comprising the resolutions listed 7065 through 7068 below, be approved as follows:

7065. AUDIT AND FINANCE COMMITTEE

A. Office of the Chief Risk Officer Update

The Board received for information the Office of the Chief Risk Officer update 2023. The Office of the Chief Risk Officer (OCRO) provides an update report to the Board of Regents on the Environmental Health and Safety, Enterprise Risk Management, Campus Enforcement and Patrol, Emergency Management and Insurance programs at the University. The focus of the reporting period (January to August 2023) for this report revolves around the OCRO utilizing the Enterprise Risk Framework. A copy of the 2023 Update report was provided in the background documentation.

B. Annual Investment Report for the Fiscal Year Ended March 31, 2023

The Board received for information the Annual Investment Report for the fiscal year ended March 31, 2023. Each year the Investment Sub-Committee receives an annual report on the endowed, non-endowed and specifically invested trust funds for the previous fiscal year outlining the investment performance of the portfolios as well as the financial results of the funds invested in the pooled investments and the specifically invested trust funds. The report, which was reviewed by the Investments Sub-Committee on November 6, 2023, was provided in the background documentation.

C. Appointments to the Memorial University Recreation Complex Board of Directors

The Board was informed that at a meeting held on November 29, 2023, the Audit and Finance Committee approved the appointments and reappointments to the Memorial University Recreation Complex Board of Directors as outlined in the background documentation and as follows:

- Dorcas Muna Habila, appointed as Memorial University of Newfoundland Students' Union (MUNSU) representative for a one-year term, effective November 29, 2023
- Axel Hossein, appointed as Memorial University of Newfoundland Students' Union (MUNSU) representative for a one-year term, effective November 29, 2023
- Dr. Karen Murphy, reappointed as Human Kinetics and Recreation representative for a two-year term, effective November 29, 2023
- Deepti S. Mhaske, appointed as Graduate Students' Union (GSU) representative for a one-year term, effective November 29, 2023
- Hannah Steele, reappointed as Marine Institute Students' Union representative effective November 29, 2023, for a one-year term
- Tim Turner, reappointed as Vice-Chair of the Memorial University Recreation Complex Board of Directors, for a two-year term effective November 29, 2023
- Jon Lazzaro, reappointed as Community Representative for a two-year term effective November 29, 2023

D. Appointments to the Genesis Group Inc. Board of Directors

The Board was informed that at a meeting held on November 29, 2023, the Audit and Finance Committee approved the appointments to the Genesis Group Inc. Board of Directors as outlined in the background documentation and as follows:

- Mr. Brendan Brothers, appointed as Community Representative, term to expire on June 30, 2026
- Ms. Elizabeth Kidd, appointed as Community Representative, term to expire on June 30, 2026

E. Appointment to the Campus Childcare Inc. Board of Directors

The Board was informed that at a meeting held on November 29, 2023, the Audit and Finance Committee approved the appointment to the Campus Childcare Inc. (CCI) Board of Directors as outlined in the background documentation and as follows:

- Mr. Matthew Strong, appointed as Finance Representative for a two-year term, effective November 29, 2023

F. Updating Bank Signing Officers

The Board received background information and approved the updating of the Bank Signing Officers as outlined in the background documentation and as follows:

- updating the titles of two signing officers for the Labrador Campus imprest bank account as noted below:
 - previous title of “Director” to current title of “Vice-Provost, Labrador Campus and Dean, School of Arctic and Subarctic Studies”
 - previous title of “Manager of Administration and Finance” to current title of “Manager, Labrador Campus and Senior Administrative Officer, School of Arctic and Subarctic Studies”
- deleting the two positions of “Associate Director” and “Administrative Staff Specialist” as signing authority for the Labrador Campus imprest bank account
- Updating the title of “Director of Financial and Administrative Services” to “Chief Financial Officer” as signing officer for the University’s main bank accounts.

G. Solvency Exemption for Memorial University Pension Plan (the Plan) and Status of Pension Reform Negotiations

The Board received for information the Solvency Exemption for the Memorial University Pension Plan (the Plan) and the Status of Pension Reform Negotiations. Since 2005, actuarial valuations of the Memorial University Pension Plan have been performed annually as a condition of the University being exempted from the solvency funding provisions of the *Pension Benefits Act, 1997* (the PBA). Valuations would otherwise be performed at least once every three years for purposes of setting the Plan’s funding requirements, including special payments against any existing unfunded liability. The last such funding valuation was performed at December 31, 2021. A valuation was also prepared as at December 31, 2022, in anticipation of continued solvency funding relief, but is not being used for purposes of setting the plan’s funding requirements. An actuarial valuation will include both going concern and solvency valuations. The results of the December 31, 2021 and 2022 actuarial valuations were provided in the background documentation.

H. Overview of the Internal Audit Planning Process

The Board received for information an overview of the Internal Audit Planning Process. At a meeting held on November 29, 2023, the Audit and Finance Committee received a presentation from Ms. Jennifer Dove, University Auditor pertaining to the “Internal Audit Planning Process – An Overview of the Internal Audit Annual Planning Process at Memorial University”. The internal audit function is independently positioned with direct accountability to the Audit and Finance Committee to the Board. Internal auditors are free from bias and undue influence and committed to making objective assessments with a wide line of sight into the organization. The Board establishes and protects the internal audit function’s independence to elevate the value of the assurance and advisory services provided.

I. Internal Audit Memo: Human Rights, Equity, Diversity and Inclusiveness Objectives

The Board received for information the Executive Summary of the Internal Audit Memo: Human Rights, Equity, Diversity and Inclusiveness objectives. A Combined Assurance Model has been adopted to contribute to a high level of transparency over the effectiveness of governance, risk management and internal control activities. During recent audit procedures under the Combined Assurance Model, a previous recommendation provided by an independent assurance provider was identified. The recommendation related to the establishment of an Office of Human Rights, and related support for the achievement of objectives related to Human Rights, Equity, Diversity and Inclusiveness. The University Auditor submitted background information relating to key recommendations for consideration. It was further noted that information relating to the sections contained within the Internal Audit memo will be included as part of any submissions as deemed necessary by management.

J. Update on the High Priority Open Recommendations from the Office of Internal Audit

The Board received for information an update on the High Priority Open Recommendations from the Office of Internal Audit. The Office of Internal Audit has 49 open recommendations, of which eight are deemed high-priority. At its July 2023 meeting, the Audit and Risk Committee of the Board of Regents requested an update from management on the status of the recommendations. An update was provided on the high priority items at the October 2023 meeting and a further update was provided, a copy of which is located in the background documentation. It was noted that the medium-priority items will be additionally reported on at the March 2024 meeting of the Board.

7066. HUMAN RESOURCES COMMITTEE

A. Senior Leadership position vacancies and upcoming renewals

The Board received for information a regular status update regarding senior leadership position vacancies and their associated recruitment status that requires Board approval. The Board has requested regular updates regarding senior leadership position vacancies and their associated recruitment status, and senior leadership positions held by academic administrators which may be renewed, following a five-year term, subject to review. In addition to the update, the Board also received information outlining the process for approvals of such appointments.

B. Appointments Reports

The Board received for information the Report on Academic Appointments for the St. John's and Grenfell Campuses for actions taken since October 18, 2023. The appointments reports are a detailed record of all academic appointments, leaves, promotion and tenure that have been approved by the President in accordance with the Terms and Reference of the Human Resources Committee of the Board.

C. General Economic Increases for Leadership Group (LG) and Senior Administrative Management (SAM) employee group

The Board received background information and approved the recommendations pertaining to the application of the most recent general economic increase - Provincial Government template of 2%, 2%, 2%, 2% - to the Leadership Group and Senior Administrative Management group for four years effective April 1, 2022, plus a one-time prorated \$2,000 recognition bonus as outlined in the background documentation.

D. Appointment of the Dean of Human Kinetics and Recreation

The Board received background information and approved the appointment of Dr. Anne-Marie Sullivan as Dean, Human Kinetics and Recreation, effective December 8, 2023, for a five-year term as outlined in the background documentation.

E. Appointment of the Associate Vice-President (Academic) and Dean of Graduate Studies

The Board received background information and approved the appointment of Dr. Amy Warren as Associate Vice-President (Academic) and Dean, School of Graduate Studies effective December 8, 2023, for a five-year term as outlined in the background documentation.

F. Extension to the appointment of the Vice-President (Marine Institute) *pro tempore*

The Board received background information and approved the extension of the appointment of Dr. Paul Brett as Vice-President (Marine Institute) *pro tempore*, effective January 1, 2024, for a period of up to one year, at the discretion of the President as outlined in the background documentation.

G. Extension to the appointment of Interim Associate Vice-President, Research & Graduate Studies (Grenfell Campus)

The Board received background information and approved the extension to the appointment of Dr. Mumtaz Cheema as Interim Associate Vice-President, Research and Graduate Studies (Grenfell Campus) to April 30, 2024, as outlined in the background documentation.

H. Extension of Appointment – Chief Information Officer (Interim)

The Board received background information and approved the extension of appointment of Alison Randell as Chief Information Officer (Interim) effective January 1, 2024, to June 30, 2024, subject to the filling of the permanent position as outlined in the background documentation.

I. Extension of the Appointment of Interim Associate Vice-President (Indigenous Research)

The Board received background information and approved the extension of appointment of Dr. Paul Adjei as Interim Associate Vice-President (Indigenous Research) effective March 1, 2024, and continuing until February 28, 2025, or upon completion of a successful search for a permanent AVPIR, whichever occurs first, as outlined in the background documentation.

J. Appointment of Interim Dean, School of Music

The Board received background information and approved the appointment of Dr. Karen Bulmer as Interim Dean, School of Music, effective December 15, 2023, and continuing until December 14, 2024, or upon completion of a successful search for a permanent dean, whichever occurs first, as outlined in the background documentation.

K. Extension to the appointment of Interim Dean, School of Science & the Environment (Grenfell Campus)

The Board received background information and approved the extension of Dr. Morteza Haghiri as Interim Dean of the School of Science and the Environment (Grenfell Campus), to July 31, 2024, or until a new Dean has been appointed, whichever occurs first, as outlined in the background documentation.

L. Compression of NAPE Salary Scales

The Board received background information and approved the compression of NAPE salary scales as part of a Memorandum of Understanding with NAPE on a without-prejudice basis to align with CUPE and Non-Bargaining group scales as outlined in the background documentation.

7067. PHYSICAL AND DIGITAL INFRASTRUCTURE COMMITTEE

A. Update on Major Capital Projects

The Board received for information update on major capital projects. An update on Major Capital Projects is submitted to the Committee as a regular report, providing background and status updates of the projects to date. The University's Capital Project's policy defines a major capital project as one that has a funding requirement in excess of \$5,000,000. Such projects may include the construction of new buildings, external additions to existing structures, other changes to the footprint of existing structures, the redevelopment of existing space costing greater than the 50% of the cost value of the building, grounds improvements that alter function and use, special infrastructure processes which exceed normal maintenance guidelines and which require significant capital outlay (in excess of \$5,000,000). A copy of the update was provided in the background documentation.

B. Office of the Chief Information Officer – Overview - Presentation by Alison Randell, Chief Information Officer (Interim)

The Board was advised that at a meeting held on November 27, 2023, the Physical and Digital Infrastructure Committee received a presentation from Ms. Alison Randell, Chief Information Officer (Interim), with regard to the "Office of the Chief Information Officer Overview".

C. Update on the RFP Process on the Management and Operation of Food Services (St. John's Campus)

The Board received for information an update on the RFP Process on the Management and Operation of Food Services (St. John's Campus). The current ten-year contract for food services at Memorial University with Aramark Canada expires April 30, 2024. This included a one-year extension of the original contract as a result of the COVID pandemic interruptions in service and operations. In the winter semester 2023 the Director of Student Residences & Ancillary Operations (SRAO), in consultation with Strategic Procurement, along with a committee comprised of stakeholders broadly representative of the food-associated community, established a Request For Proposals (RFP) process. It was noted that the RFP was prepared in accordance with legislation and the University process of Strategic Procurement and was issued in August 2023. Following the RFP process, Aramark Canada Ltd. was ranked as the preferred proposal for the provision of residence dining, retail, and conference/catering services. Memorial has now engaged with the successful proponent to finalize the contract which will

Update on the RFP Process on the Management and Operation of Food Services
(St. John's Campus) (cont'd)

be for a five-year period with a start date of May 1, 2024, and an option for one five-year renewal.

7068. EXECUTIVE AND GOVERNANCE COMMITTEE

A. Revisions to the Board of Regents' Code of Conduct

The Board received background information and approved the amendments to the Board Code of Conduct as outlined in the background documentation.

B. Revisions to the Board of Regents' Conflict of Interest Policy

The Board received background information and approved the amendments to the Conflict of Interest Policy as outlined in the background documentation.

C. Revisions to the Bylaws of the Board of Regents

The Board received background information and approved the amendments to the Bylaws of the Board of Regents and as outlined in the background documentation.

D. Revisions to the Donor Prospect Clearance Policy

The Board received background information and approved the amendments to the Donor Prospect Clearance Policy as outlined in the background documentation.

E. Board and Committee meeting dates for 2024

The Board received background information and approved the Board meeting dates for 2024 as outlined in the background documentation and as follows:

Thursday, March 7, 2024, St. John's
Wednesday, May 15, 2024, Corner Brook *(to coincide with Corner Brook
Spring Convocation, May 16, 2024)*
Thursday, July 11, 2024, St. John's
Thursday, October 3, 2024, St. John's
Thursday, December 5, 2024, St. John's

F. Policy Status Update – Quarterly Report

The Board received for information the Quarterly Policy Status Report. As part of Memorial University's bicameral governance structure, responsibility for policies relating to the University's non-academic activities ultimately rests with the Board of Regents ("Board"), while the Senate is responsible for academic policy. The University Policy Framework ("Framework") provides the process and steps required for non-academic policy development in the University.

Policy Status Update – Quarterly Report (cont'd)

The Framework requires the review of all policies in four-year intervals from the date of Board approval. Another requirement of the Framework is the annual reporting to the President's Executive Council (PEC) of the status of all policies, specifically done in the month June. The quarterly report is meant to provide an overview of the current state of policy work only and does not lay out future plans or advice. A copy of the quarterly report was provided in the background documentation.

CLOSED SESSION – DISCUSSION AGENDA

7069. AUDIT AND FINANCE COMMITTEE

A. Update on the University's Operating Budget for the Fiscal Year Ending March 31, 2023

The Board received and reviewed background information pertaining to the update on the University's Operating Budget for the Fiscal Year ending March 31, 2023.

Board members were advised that the University's Operating Budget (including the Faculty of Medicine) for 2023-24 was approved at the May 17, 2023, meeting of the Board of Regents, after which time the unit budget allocations were communicated.

Units have provided projections to March 31, 2024, against their 2023-24 budget allocations. These projections have been used to prepare summary Operating Budget Forecasts for the University (excluding the Faculty of Medicine) and for the Faculty of Medicine.

Operating Budget (excluding the Faculty of Medicine)

A summary of the Operating Budget (excluding the Faculty of Medicine) by revenue and expense account has been prepared. A current year budget surplus of \$7.1M is projected against the forecasted adjusted budget. This \$7.1M surplus in addition to the projected March 31, 2023, cumulative carryover balance of \$55.1M results in a total cumulative carryover forecast of \$62.2M on March 31, 2024. Cumulative Carryover is the sum of all prior year surplus/deficits including the current fiscal year surplus/deficit and is calculated at the unit level. Carryover is used by units for one-time expenditures/projects and is the result of current year surpluses/deficits and multi-year projects.

Update on the University's Operating Budget for the Fiscal Year Ending March 31, 2023 (cont'd)

The Original University Revenue Budget has been increased by \$12.4M with a projected surplus of \$1.2M against the Forecasted Adjusted Budget.

- The Provincial Government Operating Grant Budget is projected to increase by \$7.4M for one-time severance cash payout of \$1.2M and deferred maintenance of \$6.2M. In July 2023, the government announced a new initiative to support Memorial University students. Government approved up to \$10.0M deferred maintenance funding as student fee relief for the 2023-24 academic year (September 1, 2023 to August 31, 2024) to offset the Campus Renewal Fee, resulting in the charge to students being paused for this academic year or for the period during which the provincial government provides funding to offset the fee. The funding to be received from the government in this fiscal year will be based on the total of the fee that would have been charged to students for the Fall 2023 and Winter 2024 semesters. It is anticipated the university will receive approximately \$7.8M of the \$10.0 million approved by government (\$6.2M 2023-24 and \$1.6M 2024-25).
- The Tuition (Net of Expenses) Budget has been decreased by \$1.1M to account for Marine Institute Diploma Tuition which will be recorded as Unit Revenue. Based on actual tuition for the Spring 2023 and projections for the Fall 2023 and Winter 2024 semesters, a surplus of \$996k is forecasted. This surplus is the result of a projected surplus in graduate tuition which will offset a deficit in undergraduate tuition; however, it does not consider year-end tuition write-offs and allowances for doubtful accounts. The University is developing a Strategic Enrollment Plan to increase tuition revenue and mitigate future deficits.
- The Campus Renewal Fee Original Budget increase of \$6.1M is the result of a reduction due to the pause of the fee charged to students for the Fall 2023 and Winter 2024 semesters (\$6.2M) and a \$12.3M increase to account for deferred Campus Renewal Fee revenue from previous fiscal years. A surplus against budget of \$195k is forecasted for 2023-24.

The University Expenses Budget is forecasted to increase by \$47.9M. This increase is the result of expense adjustments related to the \$12.4M increase in the Original University Revenue Budget and \$35.6M of transfers from Unit Cumulative Carryover for current year projects and expenses. Forecasted actual University expenses are projected to be \$5.9M under the forecasted adjusted budget.

- Salaries and Employee Benefits are forecasted to be \$709k in deficit at year end. The deficit is the result of outstanding MUNFA Collective Agreement general increase funding from government. On September 14, 2023, correspondence from the Department of Education stated that funding up to \$9.7M for the base adjustment for the MUNFA increases was approved. However, the Department of Education had been directed by Treasury Board to utilize any additional savings that can be identified from within the

Update on the University's Operating Budget for the Fiscal Year Ending March 31, 2023 (cont'd)

Department of Education or Memorial University prior to seeking funding from the government allocation. The Department of Education has also been directed to identify countervailing savings within their department or within Memorial University's budget to fund \$4.7M for one-time retro salary increase expense (September 1, 2022, to March 31, 2023) and the one-time recognition bonus payment expense. The current surplus in administrative support salaries will be reduced when non-bargaining and management professional salary general increases and retro pay are implemented. The surplus in employee benefits includes a \$1.6M surplus in MUNFA PDTER (Professional Development Travel Expense Reimbursement).

- The Operating Expense surplus of \$6.4M is the result of a few notable surpluses and deficits. Units use the materials and supplies category to budget amounts which will be spent on other categories not known at the beginning of the year. Therefore, the \$8.9M surplus in materials and supplies will be used to offset deficits in other expense categories at the unit level. The \$550k deficit in travel and hosting is the result of a \$500k deficit in Varsity Athletics incurred due to athletic team championship travel. Housing and Ancillary Services is projecting a \$2.2M deficit which is reflected in Internal Recoveries and Transfers.

Operating Budget - Faculty of Medicine

A summary of the Faculty of Medicine Operating Budget by revenue and expense account has been prepared. A budget deficit of \$6.7M is projected against the forecasted adjusted budget. This deficit is due to salaries and benefits (\$4.5M) and operating/capital expenditures (\$2.2M). One-time funding from the Department of Health and Community Services has been requested to cover the 2023-24 operating deficit.

For at least the past six years, the Department of Health and Community Services has provided year-end stability funding to the Faculty of Medicine. A history of the year-end stabilization funding transfer from the Department of Health and Community Services was provided in the background documentation.

This item was received for information and did not require a resolution of the Board.

B. Update on the Office of the Auditor General Reviews

The Board received and reviewed background information pertaining to an update on the Office of the Auditor General (OAG) reviews.

Board members were advised that with respect to the October 2023 Audit General's Report, in April 2022, the provincial government requested a full and comprehensive review of operations and spending at Memorial University by the Office of the Auditor General to inform final amendments into the *Memorial University Act*. The audit scope was April 1, 2019, to December 31, 2022.

Update on the Office of the Auditor General Reviews (cont'd)

The Board of Regents was updated on the work related to the Audit at its regular meetings. The report was provided to the provincial government on October 19, 2023, and the Provincial Government released it publicly on October 23, 2023, after reviewing it and redacting elements to protect privacy.

Subsequently, at a special meeting held on October 26, 2023, the Board of Regents established an Ad Hoc Action Committee relating to the Report of the Audit General to discuss addressing the issues. It was noted that the Ad Hoc Committee began meeting every two weeks as of November 2, 2023.

Facilities Management Audit

On October 20, 2023, the OAG indicated via correspondence that their Office would be conducting a performance audit on Facilities Management at Memorial University. The audit began on October 30, 2023, and is currently in the scoping stage. Questions to date have focused on the multi-campus environment, the use of consultants, deferred maintenance, the campus renewal fee, capital project process and funding, and fleet management. There has also been a focus on various capital projects, including the Core Science Facility, the Animal Resource Centre and the Harsh Environment Research Facility.

Financial Audit

On October 26, 2023, the OAG indicated via correspondence that their office would be assuming the audit of the financial statements of Memorial University effective for the fiscal year ending March 31, 2025. The Board has previously approved the appointment of EY as Memorial's financial auditor until March 31, 2026.

This item was received for information and did not require a resolution of the Board.

7070. PHYSICAL AND DIGITAL INFRASTRUCTURE COMMITTEE

A. 2025 Canada Games at Memorial University Update

The Board received and reviewed background information pertaining to an update of the 2025 Canada Games at Memorial University.

Board members were provided an update on key Canada Games at Memorial planning activities since the last Board of Regents update on October 18, 2023, as provided in the background documentation and as follows:

Venue Use Agreement

Venue Use Agreement is in development between the Canada Games Host Society and Memorial University. The agreement will affirm the dates of the license as well as roles, responsibilities and financial obligations of each party. The agreement is expected to be drafted by March 31, 2024.

2025 Canada Games at Memorial University Update (cont'd)

Working Groups

Three working groups have been established to contribute to Canada Games planning at Memorial; themes include athletes' village planning, academic and business continuity planning, and financial planning and oversight.

Risk Register

The Canada Games at Memorial project team and members of the Office of the Chief Risk Officer have drafted a risk register for the Canada Games at Memorial initiative and shared it with internal Steering Committee members on November 30, 2023, for review and comment. The Risk Register will be a living document that is updated throughout the project life cycle and which will also be reviewed and integrated with the Host Society's overall 2025 Canada Games Risk Register.

Capital Projects

Fortis Canada Games Complex: During the reporting period, construction of the Fortis Canada Games Complex has remained ongoing, with representatives of Memorial University attending facility steering committee meetings and providing timely feedback on design drawings. As per Board direction on October 18, 2023, and pending final approvals, the Fortis Canada Games Complex will be accepted by Memorial University as a Canada Games legacy gift and will be managed and operated by the Newfoundland and Labrador Sports Centre.

Additional information regarding the update on the 2025 Canada Games at Memorial University was provided in the background documentation.

This item was received for information and did not require a resolution of the Board.

7071. EXECUTIVE AND GOVERNANCE COMMITTEE

A. Update on the *Ad Hoc* Action Committee to consider the Report of the Auditor General

Mr. Barnes provided a verbal update with regard to the *Ad Hoc* Action Committee to consider the Report of the Auditor General. In doing so, he reminded members that at a special meeting held on October 26, 2023, the Board of Regents approved the creation of the *ad hoc* Action Committee related to the Report of the Auditor General. This Committee is *Ad Hoc* therefore has no decision making ability, rather it is intended to focus on prompt study and action related to items identified in the referenced AG report. The Chair indicated that the Committee has met bi-weekly since November 2, 2023, and continues to do so. Mr. Barnes noted the high level of engagement from Board members and expressed his appreciation to all members.

B. Update on Indigenous Verification

The Board received for information an update on Indigenous Verification. In addition to this update, at a session held on December 7, 2023, the Board received a presentation from Ms. Catharyn Andersen, Vice-President (Indigenous), with respect to “Indigenous Verification at Memorial University”.

Board members were advised that Universities across Canada are grappling with how to deal with issues of Indigenous identity. There have been high-profile cases at various universities across Canada where senior university leaders and academics have had their Indigenous identity challenged. These cases have resulted in calls, across campuses and communities, for universities to develop clear criteria to verify the identity of individuals who claim to be Indigenous for the purposes of targeted hires, scholarships, and designated seats in academic programs.

With regard to the situation at Memorial in March 2023, the Board passed the following resolution at its May 17, 2023, meeting:

“That the Board of Regents rescind the motion of March 11, 2023, regarding the creation of an Indigenous leaders roundtable. Further, that the Board of Regents requests the University administration to develop a policy regarding the verification of Indigenous identity and/or citizenship.”

In addition, the Board agreed this work would be supported by an independent external consultant, and the policy will be formally approved by the Board of Regents.

Since that time, the Office of the Vice-President (Indigenous) has been seeking to obtain the services of an Indigenous consultant to support this work. A limited-call RFP was issued on June 14, 2023, to eight Indigenous consulting firms across Canada. One proposal was received by the deadline of June 28. It was deemed to not meet the criteria. A second RFP, this time an open call, was issued in August with a deadline of August 31. No proposals were received. The University’s Procurement Office advised that the University was then able to reach out individually to sole-source a proposal.

The University has now secured the services of First Peoples Group, a certified Indigenous business based in Ottawa and led by a network of Indigenous women. It offers community-based Indigenous knowledge and has experience working in the post-secondary education sector.

Throughout the fall and winter, First Peoples Group will work with Memorial University to prepare and plan for consultations with key groups and individuals. These consultations will take place from January to March 2024. Their goal is to have a report with recommendations for Memorial University in April 2024.

This item was received for information and did not require a resolution of the Board.

C. Review of Harlow Campus (MUN (UK))

The Board received and reviewed background information pertaining to the Harlow Campus (MUN (UK)) operations.

Board members were advised that the Harlow Campus first opened on August 20, 1969, and welcomed professors and students from the School of Social Work in Fall 1970. Engineering and Education students followed in the next two years while completing internships at local factories and schools. While Education students provided the mainstay of the campus throughout the seventies and eighties, the Campus has been used to deliver programs in the Arts, Sciences, Visual Arts, Theatre, Music, and Business. It has also housed interns in Social Work, Pharmacy, Cooperative Commerce, Engineering and Computer Science.

For the past several years, student enrolments at the Harlow Campus have fluctuated considerably. The campus provides an occupancy rate of 51 students per semester or 153 per year. For the past decade, the occupancy rates have been well below the maximum capacity. After several attempts to revitalize programming for the Harlow Campus, interest has dwindled.

Initiatives have had limited or no success in bolstering enrolments or generating interest from students to study at Harlow. Furthermore, stricter UK immigration legislation has prevented Memorial instructors from teaching at Harlow for a full semester. The majority of programs now have students splitting their time on the St. John's campus and Harlow, rather than spending the full 13 weeks (about 3 months) in the UK.

Low enrolments at the campus have a direct negative impact on Harlow's financial position as the campus relies on student accommodation income to cover its costs. With fixed overhead costs of approximately \$1M (for FY 23-24), the cost per student continues to increase. For 2022-23, the cost per student increased to \$31,760.

The Provost budget envelope currently provides a base budget of \$508,600 and recurring one-time funding that fluctuates from \$150,000 to \$500,00 (requirement for current fiscal year) to support the Harlow Campus. In addition to the operating costs, the Harlow Incentive Program, established in 2014, has contributed a further \$350,000 to academic units for Harlow Programming. The amount varies from year to year, depending on the student enrolment in program offerings. Furthermore, academic units also incur instructional costs.

The current financial model for Harlow is no longer sustainable; therefore, action will be required to mitigate the increasing overhead costs and low student enrolment.

Review of Harlow Campus (MUN (UK)) (cont'd)

A comprehensive review of Harlow Campus is recommended and would include a SWOT analysis, a thorough examination of finances (current cost structure, revenue streams, annual budget allocations (base and one time), enrolments, occupancy rates in residences, academic and non-academic programs, comparison of cost structures of Harlow programs to other study-abroad opportunities that provide equally enriching student experiences), etc. It will also be necessary to review legal arrangements and requirements (including for the MUN/UK Board and the Harlow Scholarship Trust).

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the commencement of a review of the Harlow Campus (MUN (UK)) operation and commitments and as outlined in the background documentation.

D. Constituting a Presidential Search Committee

The Board received and reviewed background information pertaining to the establishment of a Presidential Search Committee.

Board members were reminded that at a meeting held on October 18, 2023, the Board authorized the establishment of a Presidential Search Committee (PSC) and requested that the Executive and Governance Committee develop the terms of reference and membership structure for that Committee for consideration by the Board at its December 7, 2023, meeting.

In undertaking this task, the Executive and Governance Committee was guided by the Presidential Search, Selection and Appointment Policy last approved by the Board of Regents on May 18, 2022, which reads as follows:

“Policy

One of the most significant responsibilities of the Board of Regents is the appointment of the President. The process required to conduct the search, identify the selection, and confirm the appointment of the President must be strategic, extensive, and collaborative, while ensuring the process:

- is reflective of the mission, vision, and values of the University;*
- aligns with the strategic goals of the University;*
- offers the University Community the opportunity to provide input on the selection criteria;*
- attracts a diverse and strong candidate pool;*
- identifies the most suitable candidates;*
- adheres to any requisite budgetary controls;*
- decides upon the best qualified candidate to recommend for appointment.”*

Constituting a Presidential Search Committee (cont'd)

In the supporting Procedures for Presidential Search, Selection and Appointment, the membership of the PSC is addressed as follows:

“Membership

It is vital that the Presidential Search Committee contain a mix of individuals that represent the values of the University and can provide the expertise and experience needed by the PSC. In the selection of the PSC, consideration must be given to the indigenization, equity, diversity, and inclusion goals of the

University and evaluate whether the committee is advancing these goals.”

The above-mentioned Procedures for Search, Selection and Appointment also outlines a recommended composition of the PSC drawn for the following groups:

- “(a) The Chair of the Board as chair of the Committee;*
- (b) Members of the Board of Regents;*
- (c) Members of the faculty, chosen by the Senate, with at least one member from each of the St. John’s Campus, Grenfell Campus, Labrador Campus, Harlow Campus, and the Marine Institute;*
- (d) Two Students, chosen by the Chair after consultation with:*
 - o Memorial University of Newfoundland Students’ Union (MUNSU);*
 - o Marine Institute Students’ Union (MISU);*
 - o Graduate Students’ Union (GSU);*
 - o Grenfell Campus Students’ Union (GCSU)*
- (e) An academic administrator, chosen by them from among themselves*
- (f) A non-academic administrator, chosen by them from among themselves*
- (g) At least one member of the public-at-large.”*

The Policy also notes that “the PSC may propose alterations to the suggested committee composition within its process proposal. The PSC will be assisted by the University Governance Secretariat, by external search consultants, and by any other resources detailed in the approved process. If at any time during the process the PSC requires further resources, the PSC Chair may bring that request to the Executive Committee of the Board.”

Constituting a Presidential Search Committee (cont'd)

The Responsibilities of the Committee are outlined in the Procedure for Search, Selection and Appointment, which reads as follows:

“The responsibilities of the PSC include:

- *preparing a budget for the process;*
- *determining whether to engage a Consultant(s) and when appropriate, engaging a Consultant(s);*
- *analyzing and utilizing the results of the university community consultation;*
- *ensuring the views of Senate have been captured in the consultation process through the community consultation, representation on the PSC, and though further outreach if deemed necessary;*
- *communicating the progress of the search process to the Board as it is ongoing;*
- *identifying and analyzing the University’s needs and objectives;*
- *writing a comprehensive position profile;*
- *interviewing the leading candidates;*
- *finalizing the recommended selection in accordance with the approved process, which may include*
 - o *ranking the candidates on the short list;*
 - o *preparing a report as to why the selection was made;*
 - o *presenting to the Board the name of one candidate for appointment as President.”*

These responsibilities inform the development of the PSC’s proposed terms of reference, as outlined in the attached resolutions.

The Executive and Governance Committee also noted that the above-noted membership structure and terms of reference once approved by the Board will enable the presidential search process to fulfill its task as a normal renewal activity that prompts the University and the wider community to consider the University’s future. It is an important time of reflection, renewal and consideration of the University’s vision and mission.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the appointment of a Presidential Search Committee, with the following Terms of Reference and membership structure:

Constituting a Presidential Search Committee (cont'd)

Terms of Reference

To conduct a search for a new President of Memorial University using a process that is transparent and accountable, while maintaining the necessary confidentiality of potential candidates, and that is guided by and in compliance with the letter, spirit and intent of the *Memorial University Act* as well as the Presidential Search, Selection and Appointment Policy and applicable Procedure.

Membership Structure

The Presidential Search Committee shall comprise:

- (a) The Chair of the Board as chair of the Committee;
- (b) Four other Board members, to be chosen by the Chair;
- (c) Four members of the faculty, chosen by the Senate, with one member from each of the St. John's Campus, Grenfell Campus, Labrador Campus, and the Marine Institute;
- *(d) Two students, chosen by the Chair after consultation with:
 - o Memorial University of Newfoundland Students' Union (MUNSU);
 - o Marine Institute Students' Union (MISU);
 - o Graduate Students' Union (GSU);
 - o Grenfell Campus Students' Union (GCSU);
- (e) An academic administrator, chosen by them from among themselves;
- (f) A non-academic administrator, chosen by them from among themselves;
- (g) One member of the public-at-large, chosen by the Chair;

The Secretary of the Board of Regents will serve as Secretary of the Presidential Search Committee.

The Executive Director, University Governance Secretariat, will provide advice to and support the work of the Presidential Search Committee.

AND BE IT FURTHER RESOLVED that the Chair of the Board be authorized to announce at the appropriate moment the creation of the Committee and the scope of its work.

AND BE IT FURTHER RESOLVED that the Chair of the Board consult as appropriate and present the names of the members of the Committee for ratification by the Board as soon as possible.

E. Delegations of Authority Policy

The Board received and reviewed background information pertaining to revisions to the Delegations of Authority Policy. Board members were advised that at a meeting held on October 18, 2023, the Board of Regents, due to time constraints, deferred consideration of this item to the December 7, 2023, Board meeting.

The following is an excerpt of the minutes of the meeting of the Audit and Risk Committee of the Board of Regents held on March 5, 2020:

“University Delegations of Authority” - The Committee received and reviewed background information pertaining to the University Delegations of Authority. Committee members were advised that during recent audit and advisory activity, opportunities for improvement were noted relating to the delegations of authority processes and the quality of documentation on record. The University Auditor is submitting background information to describe the associated risk and providing a recommendation for remedial action. During discussion it was noted that there should be a document with all non-academic delegations noted. The administration agreed to develop such a document and bring back to this Committee at a future meeting. Following a discussion, it was agreed to forward this item to the Board for information under the consent agenda.”

In the year following, a Board Delegations of Authority policy was approved at a meeting of the Board of Regents in July 2021. This policy was published on the Board of Regents web page in summer 2023. A registry was not developed during this time.

The Vice-President (Administration and Finance), at the request of the President, has commenced the development of a register of delegations of authority (non-academic). Working with the University Governance Secretariat, an environmental scan of Delegation of Authority policies and registers at other universities was undertaken. The development of the register also requires a thorough review of current administrative policy authorities, senior-level position profiles, and other Board of Regents records of delegation. The Contract Administration policy contains a schedule of signing authorities which is relevant to the development of the register.

A discussion then ensued regarding the Policy during which time it was agreed that the Delegations of Authority Policy register would be provided at the March 2024 meeting of the Board.

Delegations of Authority Policy

After a discussion, the following resolution was passed by a majority vote:

RESOLVED:

That the Board of Regents approves the new Delegations of Authority policy for inclusion in the University's (non-academic) policy collection; and repeals the Board Delegations of Authority policy as outlined in the background documentation.

7072. HUMAN RESOURCES COMMITTEE

A. Financial Proposal for Collective Bargaining with the Lecturers' Union of Memorial University (LUMUN)

The Board received and reviewed background information pertaining to the financial proposal for collective bargaining with the Lecturers' Union of Memorial University (LUMUN).

Board members were advised that the LUMUN is the bargaining agent for Per Course Instructors (PCI) and Postdoctoral Fellows (PDF) at Memorial. The current collective agreement with LUMUN (PCI) expired on August 31, 2020, and was then extended by a year to August 31, 2021. Collective bargaining commenced March 10, 2023, with a Conciliator, and subsequently met on the following dates:

- April 24 and 26, 2023
- July 31, 2023
- August 16 and 18, 2023
- October 4, 2023

During bargaining meetings held on November 15, 20, and 22, 2023, LUMUN presented a financial package. The highlights of the financial package were provided in the background documentation.

The University's bargaining team has deliberated on the Union's proposals and requests that the Board of Regents provide the University's team with a mandate to move forward with collective bargaining. A copy of the options for consideration were provided in the background documentation as Appendix A.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the mandate in relation to the LUMUN collective bargaining as outlined in the background documentation.

B. Modification of two Vice-Presidential portfolios and appointment of a Vice-President

At this point, Dr. Allen, Ms. Andersen, Dr. Brett, Ms. Browne, Dr. Lokash and Dr. Sutherland declared a conflict and they recused themselves from the meeting.

The Board received and reviewed background information pertaining to the modification of two Vice-Presidential portfolios and the appointment of Vice-President.

Board members were reminded that the Auditor General's Report stated that Memorial University has more executive leadership positions (Vice-Presidents) when compared to other universities its size (it was noted that the comparator universities are unknown). In addition, the streamlining of executive leadership is an action item of the Board's *Ad Hoc* Action Committee regarding the Auditor General's Report of the Board of Regents.

It was then noted that there are currently seven vice-presidential positions at Memorial. Prior to August 2020 there were five.

In Winter 2021 Memorial University commenced an executive search for its inaugural Vice-President (Advancement and External Relations) (VPAER) following the August 2020 approval to create the permanent position in line with other universities across Canada of comparable size and nature. The position oversees fundraising and development, alumni relations, public engagement, and marketing and communications. The successful candidate, Ms. Lisa Browne, was hired into this permanent VP position effective August 2021 as approved by the Board of Regents.

In March 2023 Ms. Browne accepted an interim appointment as Vice-President (Administration and Finance) (VPAF) following the departure of the former incumbent. This appointment is in addition to the VPAER position. This contract has an end date of March 26, 2024, or upon the appointment of a permanent VPAF, whichever occurs first. At that point, Ms. Browne returns to her permanent position of VPAER.

Members were informed that a search has not commenced to fill the Vice-President (Administration and Finance) role since the departure of the permanent incumbent in March 2022.

The proposed new position has a broad span of control with a variety of functional areas that requires a strategic leader with a strategic vision, and unit leaders who oversee portfolios with significant span and delegation. The executive leader for these business functions must have breadth and depth in leadership yet could be a professional expert with depth in any of the areas. A draft position description of the proposed VP (Finance, Administration and Advancement) was also provided in the background documentation.

Modification of two Vice-Presidential portfolios and appointment of a Vice-President (cont'd)

After a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the recommendation that the vacant permanent position of Vice-President (Administration and Finance) (VPAF) be modified to include some of the functions of the Vice-President (Advancement and External Relations) (VPAER) position as outlined in the background documentation. Further, that the Board approve the appointment of Ms. Lisa Browne to the newly combined role of Vice-President (Administration, Finance, and Advancement). It is understood that an assessment of the combined role will be completed after two years.

It is further understood that following the appointment, work will commence to streamline the reporting units with the aim that some would move to report elsewhere and with the elimination of at least one additional senior management role.

ADJOURNMENT

The regular meeting adjourned at 4:23 p.m.

CHAIR

SECRETARY

DATE

* *On December 18, 2023, the Board of Regents approved an amendment to the membership of the Presidential Search Committee as follows:*

“(d) Four students to be chosen by them from each of the respective unions as follows:

- Memorial University of Newfoundland Students' Union (MUNSU);*
- Marine Institute Students' Union (MISU);*
- Graduate Students' Union (GSU);*
- Grenfell Campus Students' Union (GCSU)”*