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Executive Summary

As mandated by the Board of Regents of Memorial University, I have undertaken a review and assessment of the culture, policies, procedures and practices of its Board of Regents in the context of best governance practices for Canadian universities. Specifically, I have examined matters that might contribute to an inclusive board culture. I have solicited input from a number of sources, including interviews, documents, surveys and media reports on the issues which gave rise to this review.

I had the opportunity to spend most of a working week on the St. John’s campus and was invited to observe first hand a cycle of board meetings, including the committees and the plenary session. While I have compared Memorial’s practices to those at other institutions I have drawn on my own university legal, governance and administrative experience in assessing the information I have received and formulating the recommendations found in my report.

It is my conclusion that Memorial University is well governed by a group of very committed Regents, led by a highly professional and dedicated Chair. The resignation of Ms. Brittany Lennox, a student appointee to the Board, caused substantial upset within the Board, the University and the larger community. However, several of the issues Ms. Lennox raised in her letter of resignation found resonance with the Regents and the University’s administration who, through the vehicle of this review, sought ways to ensure that the board culture was more inclusive, open and accountable to the Memorial community and the people of the province.

In my report I observe the unique and central place the University occupies in the culture of Newfoundland and Labrador and in turn, the unique and central role of the province in the University. I do not claim to understand in full this singular relationship. However, my observations have led to some recommendations for better balancing the University’s accountability to the province with its autonomy as a mature, comprehensive and well-recognized academic institution.
Other recommendations concern more directly issues of governance practice but ones which, in my opinion, would result both in a more inclusive and more open and accountable Board culture.

My primary findings are summarized as follows:

1. Memorial’s governance practices are in keeping with most of the best practices of Canadian universities.

2. The Memorial University Act should not be amended piecemeal if it is to be further amended. Rather, careful thought should be given to its modernization to reflect the maturity and recognized quality of the institution, and to state more clearly the distribution of governance responsibility and authority between the institution (its autonomy) and the government (accountability). (Recommendation 1)

3. The current rhythm for appointing and electing Regents should be reviewed by both the LGIC and the Board to address the expected problem of an imbalance on the Board between new and continuing members and the potential of serious governance consequences from the imbalance. (Recommendations 3-7)

4. The importance of Regents’ fiduciary duty is blurred by distinguishing them by their appointment or election. (Recommendation 8)

5. The issue of conflicts of commitment should be taken up in respect to student and cross-appointed governors, as well as in respect to the possibility of faculty and staff appointments to the Board. (Recommendations 9-12)
6. Board materials are unnecessarily long and detailed; the board package can be “overwhelming” and “intimidating” for some. Attention should be brought to how best to reduce its size while maintaining its quality as the basis for decision making and conveying important information. (Recommendation 13)

7. More orientation and ongoing education for all Regents is desirable. Student Regents should be given the opportunity of special orientation sessions. An informal mentorship program is suggested. (Recommendations 17-23)

8. Regents should have opportunities to know each other and be known in the community. (Recommendations 26, 27)

9. To enhance accountability, the Board proceedings could be more open: more of the items on the agenda of the plenary meeting should be in the open session. Protocols can be established for attendance by the press and community members. (Recommendations 28-31)

10. More communication about the Board and its work and the roles of the Board and Administration is desirable. (Recommendations 24, 25, 32)

I hope that this report will be of help in assessing and addressing the governance issues brought in to focus by the events that led to the commissioning of this review.

Thank you for the opportunity to be involved.
I have been retained to undertake a review and assessment of the culture, policies, procedures and practices of the Board of Regents of Memorial University. The Terms of Reference (Appendix 1), provide for my consideration and recommendations to be in the context of the best practices among Canadian universities, and specify that I examine matters that might contribute to an inclusive board culture such as: confidentiality requirements; a code of conduct; the interaction between governance and administration; mechanisms for regularly eliciting Board members’ feedback about governance and operations, and orientation and professional development for Board members. I was asked to solicit and consider input from a number of individuals listed in the Terms of Reference with encouragement to use my discretion with respect to others who may be in a position to comment on the governance of the University. In this report I will refer to the Board of Regents as “the Board” or “the Regents”, and Memorial University as “Memorial” or “the University”.

I. The Process

I was present at the St. John’s campus of Memorial during the March board week, at which time I attended meetings of Board committees and a full meeting of the Board itself, including the open, closed and in camera sessions. At that time I met in person with available members of the Board and the Administration. Subsequently I have had telephone conversations with several others; in all I have spoken to thirty-three individuals, some more than once. A list of all those with whom I have spoken is attached, as is a list of those contacted but not reached, and a list of each of the Memorial unions invited to give written submissions. All of these are listed in Appendix 2.
The University kindly provided me with unrestricted access to the talents of the Office of the Board of Regents, and to the services of a researcher in the Centre for Institutional Analysis and Planning. Their support provided me with invaluable information on the history of governance at Memorial, the background and circumstances following the event which gave rise to this review, and with additional information on governance practices at other Canadian universities.

Much excellent work has been done by Ms. Donna Ball, Senior Policy Analyst, who has previously canvassed legislation and practices of Canadian universities for the purpose of comparison with the legislation and practices of Memorial. I have benefitted from reviewing her surveys and the reports she prepared for addressing the issues of board composition and autonomy. With the help of Lynn Michelle Taylor, Senior Planning Analyst, I canvassed specific practices at selected Canadian universities and will refer to some of them in this report.

II. The Genesis and Scope of this Review

On November 14, 2016, an email attaching a letter of resignation was sent by Brittany Lennox, then a student on the Board, to the other Regents, to Glenn Collins and Tina Scott of the Office of the Board of Regents, and to Morgan Cooper, Memorial’s General Counsel. Ms. Lennox wrote as the “Director of External Affairs, Communications and Research of the Memorial University of Newfoundland Students’ Union, Canadian Federation of Students Local 35 (MUNSU)”. The email read: “To the Board of Regents, Due to many reasons, most importantly the significant decline in my mental health while on this board, I have decided to resign. Please see my attached letter for further explanation”.

The six-page letter which followed has not been made public in full. A heavily redacted version, prepared by Ms. Lennox, “to adhere to the Board of Regents’ confidentiality rules”, was posted on the MUNSU website and on Ms. Lennox’s Facebook page.
I have had the opportunity to read the full letter. The substance of the unredacted letter is reflected in the redacted version, a copy of which is attached as Appendix 3. In the letter, Ms. Lennox shares several concerns about her treatment as a student Regent “in the hopes that the reasons which have driven me to resign may be addressed and that the operation of the Board will be improved as a result.” Specifically, she notes her concerns about the following governance issues:

- the slow process of ratifying new Board “representatives”
- the conduct of board meetings
- instances of personal harassment and intimidation against her and other student Regents
- her student voice being not wanted, listened to, nor validated by the Board
- the Administration`s lack of transparency
- the apparent control and influence of senior administrators over the Board

In conclusion she states: “It is imperative that the Board of Regents of Memorial University recognize the unhealthy environment which exists at Board meetings and undertake solutions to provide a more respectful and inclusive environment for all of its members”.

Following her resignation, Ms. Lennox had substantial contact with the St. John’s media leading to a number of interviews in which she also expressed concern that

- the Board operates secretively, being “completely untransparent”

The tone and content of the letter came as a surprise and shock to her fellow Regents. Many were hurt, having believed they had a good and mutually respectful relationship with Ms. Lennox. As a result of the wide media coverage some Regents experienced unpleasant teasing or more serious comments from
community acquaintances related to the allegations of bullying. However, without exception, the Regents acknowledged that a number of governance matters were raised which were worth pursuing through a review of the Memorial Board culture, policies and practices.

III. Background and Context

The governance practices of other Canadian universities give useful perspectives in considering best practices for Memorial, but any practice is best considered in the context of the culture of the institution that adopts it.

While it is my view that Memorial’s Board governs the University well given its context, this recent experience illustrates that there are shortcomings which should be addressed. It is my intention in this report to identify areas for change which recognize Ms. Lennox’s concerns as well as others which I have identified in the course of my review.

There are aspects of Memorial’s culture which are worth noting at the outset of the governance discussion, and which have had and could continue to have an effect on the University’s governance.

1. The Importance of Memorial to the People of the Province

Even before this review I had been aware of the important place Memorial holds in Newfoundland and Labrador. As the province’s only university, it has created and sustained a fierce loyalty from its alumni, its employees and its community. Several of those I spoke with shared with me their abiding pride, gratitude and affection for the institution, which has provided a high quality post-secondary education to almost all of them; in some cases, an education which would not have been possible had the University not been established. It is apparent that in addition to students, alumni and staff, the people of the province have a large emotional investment in the University. It was described to me as “a high degree of ownership, entitlement and pride”. This is not surprising as it goes hand in
hand with the contribution Memorial has made to the progress of the province and the financial investment the successive governments have committed to the institution. This provides the rationale for the citizens of the province to consider the University as theirs and for their desire to understand how well their university is being governed.

2. The Memorial University Act (the Act)

The Act through its various iterations has reflected the fact that notwithstanding language speaking to autonomy and independent action, the province retains substantial power and authority over the University, including over its Board. This it does through power granted to the Lieutenant-Governor in Council (LGIC) to appoint the Chancellor, Chair of the Board and seventeen of the Regents, (twenty-one if student Regents are included). It has final approval of the appointment of the President. The government determines the amount of an annual provincial grant without which the University could not operate; and holds final power of decision over several other Board actions including real estate acquisitions, construction projects, and borrowing.

I heard from both Regents and Administrators that quite apart from the legislated authority, there has been a history both of government inaction and government interference in the business of the University which has, on occasion, impaired the ability of the University to move forward with planned actions.

Given this, the wording of Act S.34 granting the Board “full and exclusive power and authority in the name and for the benefit of the university” and S.38 purporting to preserve and support the autonomy of the institution’s governing bodies seem to be only words: *de jure* but not *de facto* expressions of the Board’s authority.

Various government officials connect with the University on an *ad hoc* basis through individual Regents and with members of the Administration. I understand that both the President and the Board Chair have customary direct contact with
the Premier and the Ministers respectively, but that there is no consistent formalized channel for dealing with day-to-day matters between the government and the University.

There has been an ongoing discussion about opening the Act, most recently to alter the composition and allow for faculty and staff membership on the Board. The Board has established a special committee to consider this matter, and therefore I am not tasked with focussing on the subject.

As an outsider looking at the Act as the foundational governing document, I find it confusing, too focussed on details more appropriate for the University as it was in its infancy, (parking regulations being an example), and unclear as to where real authority resides or what autonomy means.

**Recommendations**

1. Further changes to the Act should not be made piecemeal. Change should be made only after a careful review of the legislation as a whole. Consideration should be given to re-writing and modernizing the legislation to reflect the maturity and recognized quality of the institution, its governing bodies and its administration, and to stating more clearly the distribution of authority: where it is granted to the institution (i.e. autonomy) and where it is reserved to the government.

2. A formal/routine channel should be established for the University and the government to communicate on a regular basis to address ongoing business issues.

The mandate of the Board’s Executive Committee includes receiving advice from the President and providing advice to the Board concerning government and external relations. I do not propose that that be changed.
3. The Memorial Community

As I met people and learned more about the University and the province, I heard about the personal and professional connections between Regents, employees, members of government, members of the wider university community (alumni and friends), and members of the Newfoundland and Labrador public. The closeness of the community is a factor in several aspects of the University’s governance including appointments and elections to the Board, and its ability to manage conflicts of interest.

Members of the “who’s who” of the business, artistic and professional worlds have served as Regents. They often have connections with and knowledge about each other that provides the basis for comfortable interaction. On the other hand, if one is “from away”, regardless of the natural and genuine warmth of the people, it will take time to navigate comfortably and seamlessly in the Memorial milieu. More and more of the student body is from outside of the province and the country, as are many faculty members. The University is increasingly dependent on extra-provincial talent, a fact worth remembering as issues of culture and inclusion are considered.

4. The Academic Culture and its Style

The academy is by nature a meritocracy, based on rigorous critical examination of theories and facts, peer review and constant intellectual challenge. Presidents and Provosts are leaders not only in their institutions, but often in their disciplines, and it is no surprise that their style of interaction can favour their intellectual strength over “softer skills”.

From several sources, I heard of how forcefully the President and Provost advocate at the Board and its committees. This is expected and important: it shows their level of commitment to their roles. However, one can understand how this strength may be felt as intimidating, particularly for an undergraduate student.
5. The Current Fiscal Challenge and the Tuition Issue

The economic downturn in the province has placed a strain on its people, its government and its university. There has been a large reduction in Memorial’s operating grant. Tuition at the University remains the lowest in Canada by a substantial amount and is a factor in attracting students to the University from other provinces and countries; an important fact considering Newfoundland’s demographics.

The issue of whether and how to implement tuition increases or impose other charges has been the subject of much discussion on campus. Both the University and the province are under pressure from the student body not to increase the costs of their education, and the wider community has become engaged through the formal media channels and on social media on how Memorial might meet its fiscal challenges. The Canadian Federation of Students has an ongoing cross-Canada campaign against tuition increases.¹

IV. Best Governance Practices in Canadian Universities

Until recently, there was very little thinking or writing about Canadian university governance, or corporate governance of any kind. Universities have always managed their affairs through strong leadership on the academic side, and trustworthy volunteer boards overseeing and supporting the universities’ ambitions on the business side, in accordance with the powers given to them by their legislation.

Canadian post-secondary institutions govern slightly differently under various legislative frameworks, in part because of their origins. Some institutions were created by Royal fiat, some by government driven provincial legislation, some by

¹ On May 11, 2017 the Board passed a resolution approving proposed budget cuts, agreeing to future tuition increases for out of province students, and establishing student service and campus renewal fees on all students.
religious institutions and some by citizen petition. They were created over the range of Canada’s history. Their origin is often reflected in their board composition. Notwithstanding, all have in common a commitment to the broader charitable purposes of education, and as stated or not in their objects, to the expansion of knowledge and to the intellectual and social development of their students and the betterment of society. Most Canadian institutions are bicameral, with both a governing board and an academic senate or council. Many name the president as a distinct party in the governance process and provide that office with specific powers.

The majority of the members of most governing boards are volunteers from the community at large, either elected or appointed. All of their Acts or Charters outline not only the distinct powers of each part of the governance system but the areas where approval power is shared by two or more parts of the system or where consultation must take place before a decision is taken.

Each institution tailors its governance processes to the requirements of its legislation and the local culture. However, there is an accepted common understanding of good university governance best practices which informs governance in all universities in Canada, including Memorial.

V. Best Practice for Memorial’s Board

At Memorial a suitable and accepted working definition of good governance is found in the materials used in the orientation of new Regents. There governance is defined as the “processes, instruments and structures used to oversee and direct an organization’s operations and activities; setting the authority for decision making; ensuring controls are in place and establishing accountability.” University governance is described as “a unique form of accountability derived
from the tenets of autonomy, independence, academic freedom and governing in the public trust”.2

Best practices in a university like Memorial, which has such a close relationship to its community, must incorporate accountability to the public in its processes as the way to engender and maintain the public trust. Regents are fiduciaries, given the responsibility for trusteeship of the University’s assets. However “public trust” can no longer be assumed from the community’s knowledge of the volunteers who serve on the Board; it must continuously be earned through good governance practices. Among the practices which demonstrate accountability and engender trust are openness (transparency) and good communication within the university community and with the community at large; a demonstrable high standard of ethics and behaviour (including clear conflict rules); and a system of self assessment that helps ensure that all Regents are engaged.

I observe that Memorial’s Board has been assiduous in implementing several of the benchmarks of effective governance. Notably over the terms of the previous and current Chair, among other changes, the Board has put in place its Bylaws governing its structure, clarifying responsibilities and directing the procedure around meetings. It has developed an orientation and continuing education plan for Board members, a skills matrix to assign members to committees (now also being shared with the LGIC’s public appointments body), a conflict of interest disclosure regime, an Undertaking of Confidentiality form and a Board meeting assessment tool. It has also moved to web-based Board packages and a secure board portal to facilitate access to and security of confidential board materials.

During the meetings I attended, I observed a high level of professionalism by the committee chairs and the Board Chair in handling the agenda items, the pace of the meeting and the involvement of the participants. Still, there are things that can and should be done to foster a more inclusive and accountable Board culture.

2 Legon, Richard D. 2011, President of the Association of Governing Bodies of Universities and Colleges. See also the Principles of Good Governance document of the University of Toronto Governing Council.
VI. Memorial Governance and Potential for Change

1. Appointment of Regents

The Issue
The systems for naming Regents, as they stand now, create vulnerability in respect to the Board’s ability to govern. Continuity and renewal of Board members are equally important. The province’s delay in filling vacancies on the Board and the rhythm of alumni elections are both issues to be addressed.

Although recommendations for two appointments had gone forward, the LGIC delay in naming student Regents left Brittany Lennox as the only student on the Board for most of her term. There were no other student voices to speak to matters of particular concern to the student body, notably tuition and budget allocation.

It was not only the delay in appointing students that has made the Board vulnerable. Until May 2017 and for more than a year, the Board has been functioning with only eighteen of the thirty possible members, the shortfall also being the result of delays in other provincial appointments. While the six appointments just made have provided needed renewal, as things stand now the Memorial Board is extremely vulnerable to losing important continuity. In my opinion therefore, the systems of appointing Regents must be given serious consideration on a fairly urgent basis.

A more detailed description of the problem is as follows:

Of the eighteen Regents (not including the new members) there are four ex officio, five appointed by the government, six elected by the alumni, and three students.

Two of the LGIC seats had been vacated in 2014 and 2015 and not filled. Nine expired at the same time in February 2016. Three of four student seats were
vacant for the greater part of the academic year November 2015 through June 2016. It is appreciated that the government was in the course of designing and implementing a more transparent and equitable system for public appointments and therefore did not fill the empty seats. However this resulted in a Board that was almost half of its mandated strength.

None of the newly appointed Regents are renewals of those whose terms expired in 2016, although at least one has previously served and was a Vice-Chair of the Board.

The terms of the five longer-term LGIC appointees will all have expired by mid-December of this year if not renewed. Two of these individuals chair two important committees and are also members of the Board’s Executive Committee.

The election of the alumni members is currently underway and is hotly contested, there being forty nine candidates for the six seats. This election takes place every three years at which time all six of the alumni seats are vacated. Of the current elected Regents, two were not eligible to run again. Two of those eligible to run have chosen not to stand and two are running but risk not being re-elected. Of the six, four are on the Executive Committee, including the chairs of three committees and the Vice-Chair. One of the student Regents has now graduated, leaving two vacancies for student members.

Given the foregoing, in the best case, there will be two re-elected and five reappointed Regents to provide continuity in respect to the difficult issues currently facing the University and the Board. In the worst case scenario, by the end of December 2017, the Chair, Chancellor, President and Provost will be joined by only two continuing Regents, both students.

A further vulnerability exists because in less than two years and in order to provide time for planning and preparation, the Board will have to address the issue of the end of the President’s second term in office (June 30, 2020). The
current term of the Chair will expire in February 2019 unless she agrees to serve a third term and is renewed. The potential therefore exists of having a new chair being responsible for a presidential search, perhaps the most important role mandated to a university board, with a Board composed almost entirely of Regents serving their first term.

Given the number of recent LGIC appointments and the status of the current alumni election process, it is difficult to implement a system in which appointments and their expiration are more staggered. However, the Board membership section of the Act has through inaction, been *de facto* treated as meaning that the number of Regents is “up to” the thirty specified. In the legislation of some other universities there is language specifying membership on the board “up to” a legislated number. Vacancies routinely occur on all boards as people resign and replacements are not immediately found.

If the legislated wording of the Act continues to be treated as permissive (allowing but not requiring 30 members at all times) it is within the power of the University and the government to plan forward so as to avoid the future risk of this imbalance between continuity and refreshment.

**Recommendations**

I suggest that the government be asked to:

3. stagger the appointments to the remaining vacancies,

4. re-appoint the current government appointees for another term, and

5. consider other alternatives for addressing transitional issues which have arisen as a result of their implementation of the new process.

The University could also take action with respect to the alumni election. The Act specifies election of alumni to the Board by “the alumni association”. This requirement is also honoured in the breach. Some time ago the formal alumni association was disbanded and the election rules and procedures are now created
and administered by the Alumni Office, an administrative unit reporting to the President. I am advised that recently the President has recommended that an Alumni Association be re-constituted, and the process is underway. More than one elected Regent expressed discomfort with the system and process of the election, noting that it is a popularity contest favouring those with access to large lists of email addresses, and other internet based contacts. I understand that running can also involve considerable expense. The rules and process for the elections and the criteria of who is eligible to run are governance matters.

**Recommendations**

6. To address the loss of continuity, the University, going forward, could:
   
   a. hold elections yearly or every two years on a staggered basis to ensure that the terms of elected Regents do not all expire at the same time;
   
   b. consider alternatives for addressing the transitional issues e.g. having half of the next elected Regents agree to run for an initial shorter term.

7. The alumni election rules and procedures should be reviewed by the Executive and/or Governance Committee. In keeping with the now current practice of delivering the Board’s skill matrix to the government, the Board may wish to consider establishing some desirable skills and qualities for elected Regents in relation to the skills matrix and the specific needs of the Board. The nominations may then be more likely to attract individuals with those needed skills, and encourage the voting alumni to consider the Board’s needs when casting their ballots. Current best practice would also dictate that the call for nominations include a statement about equality and diversity.
2. Representative or Fiduciary: Conflicts of Commitment

The Issue

The practice at Memorial is for Regents to be identified in documentation and in conversation according to the constituency from which their appointment originates. While entirely appropriate in terms of describing the appointment or election process, (e.g. in Clauses 8 and 9 of the Bylaw), this causes some confusion or misapprehension about the commonality of Regents’ fiduciary duty.

As noted above, despite the restrictions on the University’s autonomy throughout the Act, Sections 33 and 34 vest the Board with power over the “management, administration and control of the property, revenue, business and affairs” of the University. Each member of the Board, including the President and Provost, are fiduciaries; equally charged with the highest duty of loyalty and integrity. The Regents’ duty exists notwithstanding the body from which their status on the Board originates. The LGIC appointees do not represent the government, nor do those elected by the alumni owe any distinct representative duty to that group.

I note that none of the Regents believe that they have any obligation to “represent” the entity which placed them on the Board, in the sense of having an obligation to report back to them on their actions. Almost jokingly, some acknowledge that their taking certain positions as a Regent might result in not being re-appointed or re-elected (or could result in a worst case in their being removed by the LGIC under Section 28 of the Act).

However, I am not sure that everyone in the community understands that the Regents are not there in a representative capacity.

Recommendation

8. Since all Regents have equal status and fiduciary responsibility, they should not be grouped, listed or referred to in written materials or otherwise, in terms of the origin of their appointment, unless in connection with their appointment or election.
There are two, and potentially three, other circumstances which bear consideration as they muddle the line that should distinguish fiduciaries from representatives.

2.1 Student Regents

The circumstances of the student Regents is somewhat different and of particular concern. The Act specifies that the nomination of student Regents is to come from the named student unions. I believe that the student bodies represented by these organizations expect that the student role on the Board is one of advocacy for the policies and campaigns of the respective student organizations. For MUNSU in particular, this includes the campaigns of the Canadian Federation of Students, of which it is an affiliate. As the MUNSU appointee and the only student on the Board, Ms. Lennox brought forward certain positions about which she felt strongly and had advocated before her appointment to the Board. Quite apart from her own strong beliefs, she was required to take certain positions because of her role as one of the MUNSU Executive Directors. Since 1968 MUNSU has been a corporation incorporated under provincial legislation. The duties and responsibilities of its Executive Directors are set out in the MUNSU bylaws (Clause B5), and require each director to “adhere to decisions and directives made by the Board of Directors and respect the Board as the decision-making body of the Union”.

As the Executive Director of External Affairs, Communications and Research and a MUNSU employee, Ms. Lennox was the official spokesperson of the union (Clause B.10 a.), and charged with ensuring “the positive and consistent promotion of the Union and its campaigns and initiatives” (Clause B.10 g.). It is a matter of public record that the CFS has several national campaigns to which its affiliates subscribe; one being the elimination of tuition and the promotion of free post-secondary education. This creates a binding obligation on any MUNSU executive member. As a student explained to me: “there is a force inside the student movement that censures things that don’t support their views”. In this context it would have been difficult for Ms. Lennox to serve comfortably as an independent fiduciary.
I am of the opinion that being both on the executive of MUNSU or any of the student unions and on the Board of Regents constitutes a clear and irresolvable conflict of interest and commitment, a situation which is not easily addressed except in the manner chosen by Ms. Lennox (i.e. resignation). As matters stand now, that duplication of roles is difficult to avoid.

The Act S.34 1(r) gives the Board the power “to make regulations with respect to the academic and other qualifications that students shall meet and maintain in order to be eligible to be appointed to the board and to continue to serve as a member of the board when appointed”. The only qualification set out in the Act or the Board Bylaws is that a student be “full time” and appointed from the appropriate student union.

There is only one university regulation made concerning students on the Board. University regulation 6.1.d., contained in the university calendar, deems student union executive members to be “full time” for the purpose of serving on university committees and specifically, and ironically, on the Board. So the conflict has, in a sense, been “built in” by virtue of this regulation.

2.2 LGIC Cross-Appointments

There exists another “built in” conflict or potential conflict of commitment: The Act provides for three LGIC-appointed Regents to be cross-appointed to the board that governs The College of the North Atlantic. It can be anticipated that circumstances might also arise which would create a conflict of commitment for the individuals serving as fiduciaries of both institutions, particularly in times of scarce resources and competition for students.

2.3 Proposed Faculty and Staff Regents

A third potential for a conflict of commitment will arise if and when the Act is amended to provide for faculty and staff members to serve as Regents, if the individuals are to be appointed from, and serve as officers or officials of their unions. They would owe a similar duty to their unions as Ms. Lennox owed to hers. As the “controlling mind” of the university corporation the Board is the
official employer of all Memorial employees. It is a truism to observe that one cannot serve as both “the employer and the employee”, which would be the case if officials of faculty or staff unions were on the Board.

Recommendations

In terms of establishing best practice and with the intention of avoiding, if not resolving, conflicts of commitment, I recommend that:

9. the Board, through the appropriate committees and working with the administration and affected parties, consider how to address the issues above;

10. the Conflict of Interest Policy be amended to define and include Conflicts of Commitment;

11. the Board exercise its authority to develop some criteria or qualifications for students seeking to serve on the Board. (For an example, see the Student Senator Caucus Policy and Procedures: Composition, Criteria and Responsibilities of Student Nominees to the York University Board of Governors which was drafted under the leadership of the student governors and adopted by the Board of Governors);

12. this issue be taken up by the ad hoc subcommittee of the Governance Committee considering the opening of the Act to determine how best to avoid conflicts of commitment in the future if it decides to provide for faculty and staff members to serve as Regents. (Exempting faculty members from their union while serving on the Board, and providing that staff not serve as officers or officials of their unions while on the Board are both solutions in place at York University.)

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3 The submission received from MUNFA asks that the subcommittee address the issue of Board membership. I have attached the full submission as Appendix 4.
3. A Culture of Inclusion

I have observed and commented that the Board and committee chairs are very effective in addressing the agenda items, providing opportunities for comments and questions in respect to the sometimes complicated material before them, and generally conducting the meetings well.

I discussed with the Regents a number of possible governance and administrative changes which might help not only the students on the Board but all Regents to feel more prepared for their responsibilities, more included in the discussions, and generally more comfortable at the Board. The following is a reflection of the issues and my recommendations:

3.1 Board Materials

The Issue

The board packages are unnecessarily long and detailed. The package could and should be considerably shorter and more focused: accessible, not intimidating.

Over the seven board meetings held in the last year, the average length of the board package has been just under 650 pages, with the largest being 1096 pages and the smallest 369 pages. Even the smallest package is an intimidating amount of detailed reading for any Regent, and most particularly for students. One student described the board package as “overwhelming”. Another implied that the volume of material could be interpreted as stratagem for obfuscating the real issues. One student notably and bravely took it upon himself to seek help understanding the material by meeting with Mr. Collins of the Office of the Board of Regents before each round of meetings.

Several Regents noted that much of the material is repetitive and at a level of detail which is not necessary for them to understand the salient issues and risks at stake in matters brought forward to them for decision. Special mention was made of the lengthy and repetitive form of the materials coming from Senate and the
“information only” documents from all areas; this latter category including the President’s report. Not everyone reads the full package.

Some administrators expressed their concern that the Board engages too much in the details of proposals. However, it is the Administration that provides the Regents with such detailed material. Ironically, and contrary to the view of these administrators, Ms. Lennox was concerned that the Regents were not sufficiently questioning the Administration on the assumptions behind the resolutions or the details in the supporting materials, giving the impression of “rubber stamping”.

Regents explained their need to give attention to detail on occasion, particularly at committees but sometimes at the Board, by explaining that not infrequently, documents are added after the posting of the Board package or tabled at a meeting. This practice leaves them little opportunity to digest and understand the issues and contribute meaningfully to the discussion, without asking detailed questions. In other words, Regents engage in detail to better understand what are very complex issues, with the intention of discharging their responsibility for providing not only oversight, but insight and foresight.

I am of the opinion that attention should be directed toward determining what materials need to be included in the Board package to enable a proper assessment of risk and its mitigation so a responsible and defensible Board decision can be made. Attention should also be directed to determining what material “for information” is most helpful in giving Regents greater understanding of and engagement in the University.

I understand that for reasons of practicality and in part due to the small size of the staff in the Office of the Board of Regents, the responsibility for finalizing the board package is distributed among the VPC, the President’s Office and the Board of Regents office. According to its mandate, it is the responsibility of the Board Executive Committee to approve the agenda, but as meetings are currently scheduled, they do not see the full package before it is posted on the portal.
**Recommendations**

Attention should be given to the creation and vetting of Board materials.

I recommend that:

13. all those currently responsible for generating the board package meet to review how best to create a more focussed, shorter and accessible package. I suggest that they look at other universities’ agendas, some of which are publicly available, to consider alternative ways in which resolutions and background material are presented for decision.

14. before difficult and/or complicated items come forward for decision, (e.g. the budget or the financial framework of a large capital project), the Administration be proactive in ensuring that those Regents who will have special competency or interest in the issues be given the opportunity to review, question and discuss the proposed items. This could be done informally, by a special session, or through encouraging attendance of non-committee members at the committee meeting where the item will be on the agenda.

15. student Regents be given the opportunity for a special briefing on complicated matters in an atmosphere where they feel comfortable asking for clarification and raising issues of particular concern to them.

16. consideration be given to altering the schedule of meetings to separate Committee meetings from Board meetings for sufficient time to give an opportunity for a full Board package to be prepared and reviewed by the Executive Committee.
4. Orientation and Ongoing Education

The Issue

Some Regents have had much more experience with governance than others, so there is a need for some orientation and education. As one of them said “governance is now a profession”. Without exception, both the current and past Regents with whom I spoke agreed that the Board would benefit from a stronger, longer and more frequent orientation including ongoing education sessions on board governance and on the issues most important to the University.

Understanding the complexities of the University and finding a voice at the Board table takes some time. Education on the role of a Regent, the roles of the senior administrators, and the background of the major issues expected to come before the Board in a governance year, would be a helpful “leg up” to any Regent in fulfilling her/his fiduciary duty. This is particularly true for students who likely will not have previously attended Board meetings or have seen the institution from the Board perspective.

Again, the limits on resources and time affect Memorial’s ability to mount an extensive board orientation and continuing education plan or to send the Regents to externally offered governance training. Despite their small staff and large workload, The Office of the Board of Regents has just completed a draft of a Board Handbook, and the Office of Internal Audit has completed an audit of board orientation. The uncirculated draft of the audit report was shared with me. It contains an Appendix listing 22 suggestions for topics to be addressed in the handbook or posted on the Board portal. Many of these would also be excellent subjects for in-person presentations at an orientation session, a Board meeting or strategic planning session.

The following are some further recommendations for board orientation and ongoing education (some provided by current Regents):
Recommendations

17. In-depth seminars on the structure of the university budget and financial statements

18. Given the number of land and building issues which appear to be pressing, a “real estate and infrastructure” tour of the campus and physical plant

19. Separate sessions for students joining the Board on topics of their particular interest such as how the budget is constructed

20. Regent visits to laboratories to hear from lead researchers about their work

21. Media training for designated spokespersons

22. Training on “the culture of respect”

Although formal mentorship plans for new university board members are difficult to implement, I recommend that on a volunteer basis:

23. experienced Regents volunteer to be informal mentors to new Regents, and particularly to students.

I observe that Memorial board governance is not well understood by the University community at large, including students, faculty members and administrators who do not have involvement with the Board. I recommend that:

24. as part of the on-boarding of new staff, and at appropriate meetings of current staff, faculty members and students, presentations be given on the University’s governance system; including the roles of the Board, Senate and Administration; how and from where business comes to the committees and the Board; and how decisions are made.

25. materials already prepared for Board orientation could be adapted for wider educational purposes and posted on a university website.
5. Knowing and Being Known

The Issue

At the beginning of this report I noted that the size of the province results in many interconnections between Regents. When they join the Board, many “know of” each other, but not all “know each other” or members of the senior administration. It is not only important for the Board to get to know one another, but also equally important for them to be visible as engaged members of the university community.

Several Regents mentioned the value of the annual session of meetings at the Grenfell Campus, where there was time and an opportunity to socialize informally with each other and learn more about that campus. They regretted the loss of the similar opportunity presented by visits to the Marine Institute, and by dinners after the Board meetings. They were grateful for the holiday dinner at which they have the opportunity to meet with Deans and other senior administrators who have a role in the governance process. The post-meeting Board dinners (after two and a half days of intensive meetings) have been replaced by post-meeting receptions for budget reasons, but are not seen as providing a comparable experience. (Lest this gives the impression that Regents are pampered with perks for their service, I observe that they volunteer weeks of their time for no financial reward. As trustees they are not permitted to receive any remuneration for their service.)

Having access to and seizing opportunities to meet faculty, staff and students is a way for the Regents to learn more about the University and its people, and for the community to be exposed to the individuals who govern the institution.

Recommendations

26. that there be a Board networking opportunity at least once per term;

27. that Regents continue to be invited to, and introduced at, events on the campuses.
6. Confidentiality, Openness and Communication

The Issue

Ms. Lennox expressed her concern that the Administration and the Board operate in secrecy and that the confidentiality requirements of the Board emphasize that secrecy. I am comfortable in saying that neither the Administration nor the Board intends to conduct the university’s work “in secret”. I agree however that the Board should be more open and visible and there should be more and better communication about its work. Openness and communication are ways of demonstrating its accountability for the trust placed in its members.

The Acknowledgement and Undertaking of Confidentiality required of all Regents, speaks to non-disclosure only of “confidential or proprietary information“. The acknowledgement is appropriate and necessary because of certain categories of information that come before the Board in the course of its duties. Having members sign the document is consistent with best practice in almost all other universities.

It is also appropriate and consistent with best practice that the Bylaws specify the right of the Board to consider “any matter by way of a Meeting held in a closed session” (Clause 55). However, it is my opinion that more items on the Board Agenda could and therefore should be discussed in open session, reserving for closed or in camera sessions, the matters specifically identified in the Bylaws as being necessary or appropriate to be considered in confidence.4

Most Canadian universities have guidelines on open and closed meetings similar to those in Clause 55. All those that have open meetings reserve the right to go in to closed session in circumstances such as those in Memorial’s Bylaw.

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4 By meeting in open session I do not mean to recommend a "public meeting" where observers are entitled to ask questions or otherwise participate in the discussion. In certain circumstances, if desired and by prior arrangement, individuals and/or groups could be invited to make a presentation and thereafter engage with the Board. Such a presentation would properly be noted as a specific agenda item.
Attached as Appendix 5 is a chart showing the practices of ten Canadian universities with respect to open and closed meetings.

Open meetings provide a forum in which to demonstrate both a university’s accountability for carrying out its mission and the quality of its administrators and board members. Open meetings also present an opportunity for those who are interested to see how decisions are made on the business side of the University. As I have suggested, it is not just the press and the public who are curious about what transpires at a Board meeting; few members of the university staff, faculty or student body have ever attended one. It is important for the Board to provide the opportunity to be seen while acting in their official capacity.

In certain circumstances it could be tactically helpful to the University to discuss an issue in the presence of the university community and the public; particularly if the decision of the University would be better informed by knowing about the likely community reaction to a proposal in advance of making that decision. In other situations it would be of benefit in allowing the more public airing of disparate passionate views before a difficult vote. In that circumstance, every Regent (and particularly students) could be sure that their views will have been heard.

Some concern was expressed that meeting more openly would hamper free discussion because Regents might fear criticism of them or their views in the media. I also heard the opinion that as volunteers, the Regents should be protected from critical public comment. Few of the Regents shared these concerns. Most agreed that more issues could and should be dealt with in open sessions.

In cases where meetings are open, there are protocols on attendance such as already exist in Memorial’s Bylaws, Clauses 52 though 57. These could be enhanced by rules around presence of the media, the use of recording and photographic devices and of real time cell phone communication (texting or tweeting).
**Recommendations**

28. that the Board move toward more items being dealt with in open session;

29. that the Executive Committee consider which items on an agenda could be dealt with in open session;

30. that the Executive Committee and the Governance Committee consider protocols around the conduct of visitors including the press, during the open session of the Board;

31. that the Board Agenda be mounted on the University’s web site when it is mounted on the Board portal; appropriately drafted to show items of business but mindful of confidentiality issues.

I do not recommend that the committee meetings be open, or that their agendas be published. Committee meetings provide a forum for Regents and Administrators to test and refine proposed actions prior to recommending them for Board approval, and they should be free to do so in confidence.

**7. Enhancing Communications From and About the Board**

**The Issue**

There is little timely information given to the university community or the community at large about what takes place at a Board meeting and I am of the view that for reasons of transparency and accountability, there should be more. I have recommended that the Board Agenda be made public. Although the minutes are posted when they have been approved, that does not occur until after the following Board meeting.

**Recommendation**

32. that a brief synopsis of information and action items be prepared after each Board meeting, and that it be provided for publication in the *Gazette* and posted on the Board of Regents web page. (As a precedent, see the *Board Synopsis* prepared after each board meeting at York. It is posted in
the York online equivalent of the Gazette (called Y-file) and also appended to the next Senate agenda for information.)

VII. Interaction Between Governance and Administration

I can find no evidence to support Ms. Lennox’s view that the Board “rubber stamps” proposals brought forward by the administration. Her comment may have been intended to make a point about a forceful position taken by the Administration and the absence of push back from other Regents on the issue.

However, it could also have been as a result of an incomplete understanding of the role the Administration plays vis-a-vis the Board. Specifically in the absence of explanations to that effect, Ms. Lennox may not have realized that it is the job of the Administration to bring most action items to the Board for approval. Exceptions would usually only be matters dealing with board governance itself. In one of the series of committee meetings I attended, the members questioned the readiness of one proposal, sending it back for further refinement; and questioned in some detail the supporting documentation for another. Only the second of the two matters was determined to be ready to go forward to the Board meeting.

If there is little discussion at a meeting of an item on the Board agenda, it is most likely because it has been vetted at committee, properly supported by accompanying documentation, and recommended by the committee for approval.

In addition to not understanding how matters come to the Board, it could be that there is not sufficient general understanding of the job of the President. Notwithstanding the absence in the Act of a detailed description of the powers of the President, the President of Memorial functions and is recognized as the CEO. The Bylaws (Clause 32(v) and (vi) reflect the commitment of the Board to the support of the Administration as follows:
“The Board:
(v) Provides the University President with the support, authority and responsibility required to lead and manage its affairs successfully
(vi) Assesses the performance and sets the compensation of the President “.

In keeping with good governance standards, the Board has enacted a “Presidential Search, Appointment and Assessment Policy”, which provides for an annual presidential assessment, tasked to the Executive Committee in camera, with the assistance of the Executive Director of the Office of the Regents and the Secretary to the Board. The process contemplates the President’s creating a set of goals and objectives against which he/she makes a self-assessment, and is in turn assessed on a confidential basis by the members of the Board. The Chair is charged with meeting with the President to convey the results of the assessment.

The relationship between the Board Chair and the President is key to the relationship between governance and administration and how this relationship develops depends on trust and respect. Having met and spoken to both the President and the Board Chair and seen them “in action” through one series of Board meetings, despite their different personalities and styles of interaction, it is apparent that they are both strong, highly capable and accomplished individuals who have found a way of working effectively together through some very difficult challenges.

While the Act S.34 vests power in the Board to do all manner of things, it delegates responsibility for many of its responsibilities to the Administration, which carries out the day-to-day business of the institution. In other words, the Board is responsible for oversight: a governance, not a management role. However, as also previously noted, there is a dearth of information available to the community on the role of the President and his senior team, which I believe may have led some to think of the Board itself as the body “running the University”. This can be remedied by some of the communications I have already suggested.
Little if anything was said in my conversations about the role of the University Senate. Some universities cross-appoint board members to their senate, but at Memorial, only the Chancellor, President and Provost are cross-appointed. It is the President, as Chair of Senate, who conveys and no doubt sometimes “translates” to each of the governing bodies the actions and the culture of the other. Memorial also has a strong Vice-President/Provost who takes an active role with the Board, as does the Vice-President Administration and Finance. I observed that while the questioning of Administration was pointed and sometimes critical, the tone was always professional and polite, evidencing substantial respect between the Board and the Administration.

VIII. Board Self-Assessment

It is now a recognized indicator of effective Board governance that the Board has some means of assessing itself. In this respect, as in others, Memorial’s practice is consistent with the best practice elsewhere.

At the initiative of the Chair, the Memorial Board has created a Governance Committee and has recently instituted the practice of asking each Regent (exclusive of the President and Provost) to complete a Board of Regents Meeting Evaluation Form. The form allows each Board member to anonymously comment on the content and organization of the meeting, its logistics, and meeting leadership, engagement and inclusivity. Members are invited to provide comments in addition to rating the aspects of the meeting on a five-point scale.

I have reviewed the ratings and comments of each of the December 2016 and February 2017 meetings, and they are reflective of some of the comments and recommendations I have made here. This review itself has provided another example of the willingness of the Regents to assess themselves and the work that they do for Memorial.
Recommendation

33. As Regents become comfortable with the self-assessment tool, it would be helpful to extend the evaluations to the committees, a step that would assist the Governance Committee to review and establish committee assignments and give committee chairs valuable feedback.

IX. Board Code of Conduct

I have noted in the recommendations for further Board orientation, a suggestion from one of the Regents that there be a module on creating and maintaining a culture of respect within the Board. Given that, and the fact that the Bylaws (Clause 34) contains a detailed and clear set of expectations of Regents, covering but not limited to conduct, I do not see the necessity of creating a separate code of conduct. However, the University of Toronto has clearly articulated a code in its “Expectations and Attributes of Governors and Key Principles of Ethical Conduct” which is available on the Governing Council website, should a precedent be sought for such a document.

X. Board Support

During the course of this review the matter of resources for Board support was raised on a number of occasions. I have made reference to improvements which could be made if greater resources were made available to focus on ensuring support for the Board of Regents. Memorial is very fortunate to have in Glenn Collins and Tina Scott, two dedicated professionals with a great wealth of institutional knowledge and experience. They are viewed with respect and affection by the Regents who appreciate that they carry a workload that is greater by some multiple of what should be expected of them. Memorial has been finding ways to “make do” by distributing duties through several offices (i.e. to the President, Vice Presidents, University Counsel and Alumni Office, Marketing and Communications), the duties and responsibilities that would in the best case reside in the Office of the Board of Regents. That said, I can find no act or failure
to act on the part of the board support personnel, wherever situated, that could be construed as leading to the resignation of Ms. Lennox. I do not expect that the resources needed to centralize the Board governance function will be found in the immediate future. Nonetheless, I hope the various areas will work together to consider and implement some of the recommended changes.

**XI. Conclusion**

While this exercise was triggered by the negative event of Brittany Lennox’s letter, the Regents, former Regents, the Administration and Ms. Lennox herself, engaged with me positively and with optimism in the hope that I might be able to situate the governance practices at Memorial in a good place within the context of sister institutions. I believe that they deserve such a place. Memorial is well governed by a group of very committed Regents led by a highly professional and dedicated Chair. I hope that my observations and recommendations for improvements resonate with them as being suitable and doable for Memorial.

It was a pleasure to meet and talk with all of those who participated with such candour and commitment. I am grateful to Mr. Collins, Ms. Scott and Mr. Cooper who have been especially patient, helpful and welcoming.

Lastly, I cannot say enough by way of thanks to the Board Chair, Iris Petten, for her kindness towards me in St. John’s as I began this endeavour and to her and all of the members of the Steering Committee for the opportunity to engage in this project.
List of Appendices

Appendix 1 – Terms of Reference
Appendix 2 – Consultation List
Appendix 3 – Redacted Lennox letter
Appendix 4 – MUNFA submission
Appendix 5 – Comparison of Canadian University Board Practices
APPENDIX A

Terms of Reference

Review and Assessment of the Culture, Policies, Procedures and Practices of the Board of Regents of Memorial University of Newfoundland

Background

The following background materials are attached to and form part of these Terms of Reference:

• Resolution of the Board of Regents of Memorial University of Newfoundland (the “Board”) dated December 1, 2016;
• Report of the ad hoc Sub-Committee of the Executive Committee of the Board of Regents to address next steps regarding the letter of resignation from Ms. Brittany Lennox;
• Letter of Resignation of Brittany Lennox;
• By-laws of the Board;
• Memorial University Act;
• Terms of reference of the Committees and Sub-Committees of the Board.

Mandate

The Reviewer is asked to undertake a review/assessment of the culture, policies, procedures and practices of the Board in the context of the best practices among Canadian universities. Specifically, the review should examine matters such as confidentiality requirements; a code of conduct; the interaction between governance and administration; mechanisms for regularly eliciting Board members' feedback about Board governance and operations; orientation and professional development for Board members; and other matters that might contribute to inclusive Board culture.

The Reviewer shall be provided with such information and materials as he or she believes are relevant to complete the review, and should contact Tina Scott to arrange for such information and materials to be provided.

The Reviewer will be expected to liaise regularly throughout the review process with an ad hoc Committee appointed by the Board (the “Steering Committee”) to support the review.
It is also expected that the review would involve the solicitation of feedback, which could be written or verbal, formal or informal at the Reviewer’s discretion, of at least the following persons:

- all members of the Board;
- all those persons holding administration positions at the University who, while not members of the Board, regularly attend meetings of the Board or directly interact with the Board as part of their regular duties;
- Brittany Lennox;
- Past members of the Board, including past student representatives;
- Representatives of Student and Faculty/Staff Unions

The Reviewer is asked to provide a written report by June 15, 2017 which sets out the Reviewer’s recommendations, having regard to best practices at other Canadian Universities, to ensure an inclusive board culture and good governance practices at the Board which are appropriate to a Canadian University and consistent with the Memorial University Act.

The Reviewer is asked to identify and segregate any portions of the report which contain confidential information.

Approved by the Board of Regents: February 2, 2017
Consultation List

Members of the Board of Regents

Ex officio:
Iris Petten, Chair
Susan Dyer-Knight, Chancellor
Gary Kachanoski, President
Noreen Golfman, Provost and Vice-President (Academic)

Steven Belanger
Robert Bishop
Mark Bradbury
Colleen Galgay-Johnston
Jaime Geraldo
Katherine Hickey
John Hogan
Kim Keating Vice Chair
Denis Mahoney
Max Rice
Trevor Stagg
George Tucker

Senior Administration Present at the Board

Glenn Blackwood, Vice-President (Marine Institute)
Mary Bluechardt, Vice-President (Grenfell Campus)
Glenn Collins, Interim Executive Director, Office of the Board of Regents
Morgan Cooper, General Counsel
Kent Decker, Vice-President (Administration and Finance)
Ray Gosine, Vice-President (Research) pro tem
Tina Scott, Secretary to the Board of Regents
Others

Donna Ball, Senior Policy Analyst
Margot Brown, Executive Director, Office of the President
Lynn Cadigan, Assistant Director, Alumni Affairs
Victoria Collins, Executive Director, Division of Marketing and Communications
Adam Daniels, alumnus and former Regent
Jennifer Dove, Internal Auditor
Paula Dyke, Associate Director, Communications
Professor Michael J. Hinchey, Faculty of Engineering
Brittany Lennox, student and former Regent
Robert Simmonds, Past Board Chair
Candace Simms, alumna and former Regent

Contacted but not interviewed

Zachary Green, Regent
Rebecca Stuckey, Regent

Invitation to submit comments in writing

MUNFA c/o Basil Kavanaugh – written submission received
MUNSA c/o Brittany Lennox
Cupe 1615 c/o Theresa Antle
NAPE Local 7801 c/o Adam Carter
NAPE Local 7850 c/o Jesse Brazil
NAPE Local 7405 c/o Mary Pippy
LUMUN c/o Martha Wells
GSU MUN c/o Emadeddin Hussein
*NOTE: Certain parts of this letter have been blacked-out to adhere to the Board of Regents confidentiality rules. This fact has contributed to my resignation.

Dear colleagues,

After careful reflection, I have decided to resign from my position as the Undergraduate Student Representative on the Memorial University Board of Regents. In this letter I will share my reasons for doing so, in the hopes that the reasons which have driven me to resign may be addressed and that the operation of the Board will be improved as a result.

As a student, a younger person and a woman, there was already a significant power imbalance that I experienced when I entered Regent spaces. These are imbalances that other student representatives will also encounter when they are ratified to sit on the Board, so these are issues which need to be addressed in order to ensure a safe and inclusive environment for future Board members.

I wish to raise serious concerns about the conduct of members at Board meetings and the way in which some members – particularly myself – have been treated at these meetings. Additionally, I wish to raise concerns with the Administration’s lack of transparency, and their control within the Board of Regents.

For the majority of my time as a Regent I was the only student around the table (due to the slow process of ratifying new Board representatives, which is something else that needs to be addressed). To this day, there has never been a time where I have felt that my voice was wanted, listened to, or validated by the Board. Given my history as an outspoken student advocate, I expected to have difficulty at first. However, I did not expect that after almost a year of time I would still be waiting to feel included. Of course I’ve heard “we love having students on the board,” and “it’s so important to have your input” – but these are statements that were never put into practice and the substantive actions of other Regents did not reflect these sentiments.

Since I have begun attending Board meetings, I have encountered instances of personal harassment, bullying and gaslighting. I will address each of these in turn.
Finally, I would like to end with the most important point in this letter: how this university values the mental health of students. These few incidents I’ve described don’t include the countless stories I’ve heard from other student representatives (not necessarily from The Board of Regents, but from various committees within the university) both current and past, of being bullied in meetings by the university administration. This must stop. To date, I have been forced to tears at every single Board of Regents meeting. What was done to ensure my success on this board, knowing the obvious struggles I was facing? Frankly, the only discussion we’ve even had about mental health was about the Mood Check Challenge. – meanwhile students from mental health groups on campus were meeting constantly with the counselling centre to talk about how the Mood Check Challenge game HELPS NO ONE. Yet how was I to raise these concerns given that every other time I tried to convey perspectives As students we are sick of the university administration choosing flash over substance, It is seriously problematic that the Board of Regents is having a discussion about an app, when according to a recent study, 89.5% of Memorial students surveyed felt overwhelmed by all they had to do, 34.4% felt so depressed that it was difficult to function, and 7.8% seriously considered suicide. As a person who has struggled with mental illness for a long time, I am ashamed at the lack of support this university and this administration has given me. The lack of support is exacerbated by the fact that the Board does not independently seek out this type of information and instead simply awaits and accepts what university administrators tell them.

I am well aware that not all Board members engage in these behaviours and I appreciate the respect with which I am treated by some of my colleagues on this Board. Nevertheless, the continued prevalence of harassing and intimidating behaviours by other members needs to be addressed, as well as the overpowering influence of senior university administrators over the purportedly independent operation of the Board. In addition to Memorial University’s own stated commitments to providing a respectful workplace and harassment free environment, and its stated commitments to mental health, this is also a juncture in which the behavior of public boards is receiving heightened scrutiny across the province. What this reveals is that acceptable decorum and behavior for public Board meetings has changed, and behaviours that might have been commonplace in the past are no longer acceptable or tolerated. It is imperative that the Board of Regents of Memorial University recognize the unhealthy environment which exists at Board meetings and undertake solutions to provide a more respectful and inclusive environment for all of its members. I cannot, with good conscience, recommend any student or other person be placed on this board before these measures are put in place.
May 15, 2017

Ms. Harriet Lewis
Reviewer
Board of Regents Governance Review
Memorial University of Newfoundland

Dear Ms. Lewis,

Memorial University’s Faculty Association (MUNFA) sees tremendous value in your review of the Board of Regents. We appreciate the opportunity to submit a proposal for your review. Please find our submission attached for your consideration. If you have any question or concerns or would like to discuss any of the issues presented in more detail, please contact me at your convenience. I would be happy to discuss any issues or concerns with you. I can be reached at munfa@mun.ca

We look forward to your recommendations and final report.

Sincerely,

Robin Whitaker, PhD
Interim President, MUNFA

Encl.
Memorial University of Newfoundland Faculty Association (MUNFA)
Submission to the Board of Regents Review
May 15, 2017

Memorial University’s Faculty Association, MUNFA, is concerned that the culture of the Board of Regents is impeding effective governance of the university. With many others, we are troubled by reports of conflict and negative interactions among the board members. The lack of transparency of Board deliberations, clearly evidenced by the strict confidentiality requirements of its members, has compounded this situation, which is also exacerbated by criteria for Board member representation that reflect corporate sector priorities more than those of higher education and research.

We do not think that problems of Board culture can be separated from Board composition. Including representatives of academic and other university staff will diversify the perspectives at the table and improve accountability, transparency, and judicious decision-making.

Our Association is working with senior administrators, student unions and other labour unions on campus to resolve this situation. Recent events, including the resignation of Ms. Brittany Lennox, and recent attention from the Canadian Association of University Teachers (CAUT) on University governance, have been catalysts for action from our Association.

MUNFA believes that the University’s core teaching and research mission should be the foremost priority for the Regents and the principle guiding all of its deliberations. The very existence of a university contributes to economic growth by expanding the province’s knowledge base, facilitating technological advancement, partnering with the private sector and advancing the education industry in the Province. At the same time, we risk losing sight of the fundamental values of education and scholarship when universities are valued only for their private sector and industry contributions or treated as businesses.

MUNFA asserts the roles of the Board and Senate on academic programs and restructuring need to be clearly established. Or, at least, clarify Memorial’s interpretation and application of these roles. The Board of Regents is not a Board of Directors of a corporation or a business. University governance is unusual. It is, or should be, based more on trust and collegiality. The Board of Regents best practices should not based on the bylaws of commercial corporations or businesses. If the Board of Regents and Senior Administration approach their roles as if Memorial’s core function is revenue generation it calls into question the justification of decisions made about the academic functions of the University.

In the context of this Governance Review of the Board of Regents, MUNFA has identified five avenues for improving the culture of the Board and instilling good governance practices at Memorial University:

1. Open Board of Regents meetings to the public. This removes the barrier of permission from the Secretary of the Board and ends the need for confidentiality agreements for visitors.
2. Establish a set of policies and procedures for the sanction and removal of Board members. Such a policy would define the composition, use and procedures of an Ethics Committee.
3. Appoint at least one non-teaching, non-remuneration-entitled MUNFA representative to the Board of Regents on the recommendation of MUNFA. Potential candidates include retired faculty, MUNFA’s Executive Officer, and other eligible persons suitable to the Faculty
Association. This should be an interim measure until the work of both the Joint
Government/University Committee on Governance and the ad-hoc Committee of the
Governance Committee is concluded.

4. Reinstate the work of the Joint Government/University Committee on University Autonomy.

5. Support the work of the ad hoc sub-committee of the Board of Regents Governance Committee
to implement recommendations of Balancing Autonomy and Accountability report.

There are three areas in which Memorial must improve the culture of the Board of Regents and instill
good governance practices. These concern: secrecy of meetings; removal of members; and Board
representation.

Secrecy of Meetings

Memorial’s Board of Regents meetings can be open, closed or in camera. Open sessions permit
attendance by members of the University community and the community-at-large where space is
available. Attendees must apply for admission and adhere to rules of decorum. (Board of Regents
Bylaws)

However, Section 52 of the Board’s Bylaws states that open sessions “may” be attended by members of
the University and by the general public. Those wishing to attend must apply to the Secretary of the
Board. Those permitted entry are not allowed to record the proceedings (Board of Regents Bylaw 54).
Visitors are also not permitted to participate in Board deliberations (See email from Board of Regents
Secretary in Appendix 1: Secrecy of Meetings).

These mandated applications to attend are highly unusual. Most universities have open meetings as
their default procedure. This barrier acts to isolate the board from the public. Furthermore, individuals
permitted to attend must sign a Visitor’s Understanding of Confidentiality (Copy included in the
Appendix 1: Secrecy of Meetings).

Constraints on attendance at Board of Regents meetings are at odds with democratic practice and
academic freedom, both of which involve some form of vigorous debate. As well, the confidentiality
agreement can be intimidating and pose a deterrent to attendance. These constraints and the use of
permissive language, “open sessions may be attended,” limit the transparency of Board deliberations
and decisions.

Recommendation #1: MUNFA recommends Board of Regent meetings, in their entirety, be open to the
public. This removes the barrier of permission from the Secretary of the Board and ends the need for
confidentiality agreements for visitors.

Sanction and Removal of Members

The Lieutenant Governor in Council may remove an elected or appointed board member at any time
(Section 28, Memorial University Act). Board bylaws and policies do not clarify circumstances under
which this should occur or procedures for doing so. Most universities require an investigation and
review of the facts by an ad hoc or standing committee, separate but drawn from their governing board
membership.
Recommendation #2: MUNFA asserts Memorial’s Board of Regents must establish a set of policies and procedures for the sanction and removal of Board members. Such a policy would define the composition, use and procedures of an Ethics Committee.

Board of Regents Representation

The importance of academic staff representation on Memorial’s Board of Regents is accentuated by MUNFA’s letter to Board of Regents Chair, on January 5, 2017. “The prohibition on academic and non-academic staff membership on the Board of Regents violates basic democratic, collegial governance and academic freedom principles that are fundamental to fulfilling the mandate of Memorial University.”

The Memorial University Act governs the composition of Board of Regents. The Board of Regents can be comprised of a total of 30 members. There are currently 6 vacancies on Memorial’s Board of Regents. These vacancies can be filled by appointment of the Lieutenant Governor in Council. The Memorial University Act explicitly prohibits teaching staff or anyone in receipt of, or entitled to remuneration of money from the University from sitting on the Board of Regents. Article 31 (1) & (2) disqualifies members of the teaching staff from sitting on the Board. Article 32 requires Board members who are eligible to receive remuneration from the University, for a duty or service, to vacate his or her appointment.

These restrictions put Memorial University out of step with current models of university governance in Canada. The majority of CAUT member universities have academic staff representation on their Board of Regents. Of these, many are nominated by the faculty or by senate. (See Appendix 2: Faculty Representative on University Boards of Regents/Governors.) It is no coincidence that Memorial University was ranked last in a recent review of academic governance of Canadian universities by the CAUT. (CAUT Bulletin, March 2017)

Similarly, Universities Canada (formerly AUCC) membership criteria specifies that members have an independent board of governors that includes appropriate representation from the institution’s external stakeholders, from academic staff, from students and from alumni.

The ex-officio appointment of the Vice-President (Academic) and Provost cannot substitute for faculty representation. This has never been formally or informally sanctioned by MUNFA or clarified by the office of the Vice-President (Academic). Decisions and direction from the Office of the Vice-President (Academic) cannot be assumed to reflect the concerns of MUNFA’s membership.

Memorial is also treated differently than the Provincial college model. Faculty representation on the College of the North Atlantic Board of Governors is enshrined in legislation. Section 10.3 of An Act Respecting a Provincial College.

Board representation is not a new issue. Considerable work has been done in an attempt to amend the Memorial University Act to include academic and non-academic staff representation. An ad hoc Committee of the Board of Regents was established, in 2008, to make recommendations to preserve the autonomy of Memorial University. The final report, Balancing Autonomy and Accountability, recommended the Memorial University Act be amended to permit the appointment of academic staff, with criteria to be developed in consultation with the Senate. Memorial University’s Senate and Board of Regents and the Department of Education agreed with the recommendations of Balancing Autonomy and Accountability. A Joint Government/University Committee on University Autonomy was then
formed to implement the recommendations of the report. Board of Regents minutes indicate the most recent meeting of the Committee was 2012. The current Executive Assistant to the Minister of Advanced Education and Skills\(^1\) has confirmed the Committee is now defunct. It was suggested this was due to the change in the administration and restructuring of Provincial government departments since the last election.

The most recent initiative to implement the recommendations of *Balancing Autonomy and Accountability* is the *ad hoc* Sub-Committee of the Governance Committee to Oversee the Research and Formulate Recommendations regarding Academic and Non-Academic Employee Representation on the Board. This Committee was established in response to a letter from all unions at Memorial to the Chair of the Board, to amend the Memorial University Act to allow academic and non-academic employee representation on the Board on behalf of all of the unions on campus dated January 5, 2017. The terms of reference of this committee indicates an unfamiliarity with the work of the Joint Government/University Committee on University Autonomy. MUNFA is in discussions with the *ad hoc* Committee to make a presentation of our research and findings to help inform the work of the Committee and the Board.

Given the ample evidence in support of academic staff on the Board, agreement in principle to the recommendations by all parties (Board, Senate and the Department of Education) and considerable amount of work done to date, Memorial University’s Faculty Association proposes:

**Recommendation #3**: The Lieutenant Governor in Council should use his or her authority to appoint at least one non-teaching, non-remuneration-entitled MUNFA representative to the Board of Regents on the recommendation of MUNFA. Potential candidates include retired faculty, MUNFA’s Executive Officer, and other eligible persons suitable to the Faculty Association. This should be an interim measure until the work of both the Joint Government/University Committee on Governance and the ad-hoc Committee of the Governance Committee is concluded.

**Recommendation #4**: Reinstall the work of the Joint Government/University Committee on University Autonomy.

**Recommendation #5**: Support the work of the *ad hoc* sub-committee of the Board of Regents Governance Committee to implement recommendations of *Balancing Autonomy and Accountability*.

---

\(^1\) The responsibility for Memorial University was moved from the Department of Education to the Department of Advanced Education and Skills in 2011.
APPENDIX 1:

SECRET OF MEETINGS
Hi Alison,

This is with regard to your request below to attend the Board meeting scheduled for May 11, 2017.

After reviewing the Board’s by-laws and after consulting as appropriate, I am pleased to inform you that subject to the limitations on available space, the Chair is prepared to accommodate your request to attend as a visitor the open session of the Board scheduled to be held on May 11, 2017. You will understand that visitors are not entitled to participate in the Board deliberations.

We would like to remind you of Clause 54 of the Bylaws of the Board of Regents which reads as follows: “Application for admission to open sessions, other than by invitation, shall be made to the Board secretary. All members and all other persons in attendance at any Meeting shall observe rules of decorum, and the Chair or a majority of the Board may require any person to leave any meeting if, in the discretion of the Chair or a majority of the Board, such person acts contrary to good order and decorum. Those in attendance shall not be permitted to use cameras or other electronic recording equipment or broadcast proceedings of the Board unless permission is granted by the Chair or a majority vote of the Board and subject to such conditions as the Board may impose.”

In addition, as per Clause 55 of the Bylaws, you should be aware that “where deemed appropriate by the Chair or a majority of the Members, the Board may consider any matter by way of a Meeting held in a closed session. Persons present at a Meeting of the Board other than Members shall not be permitted to participate in a closed session unless otherwise permitted by the Chair. The Chair of the Board may at any time during a meeting, declare the meeting, or any part thereof, a closed session. For greater certainty, but without limiting the foregoing, it generally will be appropriate for the Board to meet in a closed session to discuss matters concerning individual students, faculty or staff members, budget, finance, collective bargaining, legal advice and litigation, the acquisition or disposal of property and any other matters the disclosure of which might be prejudicial to the University or an individual (unless the consent of that individual to the discussion of such matters in an open forum is first obtained).”

With regard to the Board agenda, I have attached the agenda for that portion of the meeting which will be open.

In the meantime, please note that the meeting will commence at 3:00 p.m. in the Junior Common Room, R. Gushue Hall. If you wish to discuss any matter in relation to your attendance at the Board meeting, please do not hesitate to contact me or Dave Sorensen who is copied on this response.

Thank you,

Tina

Office of the Board of Regents
Memorial University of Newfoundland
Arts and Administration Building, A-1007
Hi Tina,

May I please be added to the list of attendees of the next Board of Regents meeting?

Thank-you,
Alison Coffin
Executive Officer

MUN Faculty Association
Room ER-4047
Alexander Murray Building
St. John's, NL, A1B 3X5
Phone: (709) 864-3806
www.munfa.ca
BOARD OF REGENTS

VISITOR'S UNDERTAKING OF CONFIDENTIALITY

I acknowledge that as a visitor of a meeting of the Board of Regents (the "Board") of Memorial University of Newfoundland (the "University"), I am expected to maintain Board and University confidentiality. I therefore undertake to keep in strictest confidence all confidential or proprietary information communicated or disclosed to me in my capacity as a visitor of the Board, and agree not to disclose or use for any purpose such confidential information, unless such disclosure is specifically authorized by the Chairperson of the Board.

I will promptly notify the Chairperson of the Board if I receive a request or demand for such confidential or proprietary information, and, except as required by law, shall not disclose such information. If I believe that I am legally required to disclose or produce such information, I will not disclose such information until the University has had an opportunity to seek a protective order or other appropriate remedy relating to the information sought. In the event that I am required to disclose such information, I will furnish only that information that is legally required to be disclosed.

I acknowledge that the foregoing duties of confidence and non-disclosure shall apply to all confidential or proprietary information communicated or disclosed to me in my capacity as a visitor of the Board, whether or not such information is disclosed during an in camera meeting of the Board or a Board committee, or is designated as confidential on the agenda for the meeting of the Board or Board committee where such information is disclosed.

I agree that this Undertaking of Confidentiality shall apply during my attendance as a visitor of the meeting of the Board of Regents and thereafter.

DATED this ____ day of ____________, 20__.

Witness

Name:
APPENDIX 2:

FACULTY REPRESENTATION ON UNIVERSITY BOARDS OR REGENTS/GOVERNORS
# APPENDIX 1

## FACULTY REPRESENTATIVES

<table>
<thead>
<tr>
<th>University</th>
<th>Faculty Representatives on the Board of Regents/Governors</th>
</tr>
</thead>
<tbody>
<tr>
<td>University of Waterloo</td>
<td>7 faculty representatives</td>
</tr>
<tr>
<td>University of New Brunswick</td>
<td>6 faculty representatives</td>
</tr>
<tr>
<td>McMaster University</td>
<td>3 Senate representatives (could be student or faculty)</td>
</tr>
<tr>
<td></td>
<td>4 teaching staff (elected by faculty union)</td>
</tr>
<tr>
<td>University of British Columbia</td>
<td>3 faculty representatives</td>
</tr>
<tr>
<td>University of Victoria</td>
<td>2 faculty elected by faculty</td>
</tr>
<tr>
<td>University of Toronto</td>
<td>12 teaching staff representatives</td>
</tr>
<tr>
<td>Ryerson University</td>
<td>3 faculty representatives elected by faculty</td>
</tr>
<tr>
<td>University of Calgary</td>
<td>1 Senate representative (could be student or faculty)</td>
</tr>
<tr>
<td></td>
<td>2 academic staff representatives (1 nominated by general faculty council, 1 nominated by faculty association)</td>
</tr>
<tr>
<td>University of Winnipeg</td>
<td>4 academic staff representatives</td>
</tr>
<tr>
<td>Brandon University</td>
<td>2 faculty from senate representatives</td>
</tr>
<tr>
<td>Brock University</td>
<td>3 faculty representatives elected by senate</td>
</tr>
<tr>
<td>Carleton University</td>
<td>2 faculty representatives</td>
</tr>
<tr>
<td></td>
<td>2 senate representatives (could be student or faculty)</td>
</tr>
<tr>
<td>Lakehead University</td>
<td>1 faculty representative from senate</td>
</tr>
<tr>
<td>University of Guelph</td>
<td>3 faculty representatives</td>
</tr>
<tr>
<td>University of Ottawa</td>
<td>2 faculty from senate representatives</td>
</tr>
<tr>
<td></td>
<td>2 teaching staff representatives</td>
</tr>
<tr>
<td>York University</td>
<td>2 faculty from senate</td>
</tr>
<tr>
<td>University of Western Ontario</td>
<td>4 faculty reps</td>
</tr>
<tr>
<td>McGill University</td>
<td>4 – two from senate and two from faculty</td>
</tr>
<tr>
<td>Institution</td>
<td>Description</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>----------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Concordia University</td>
<td>6 faculty (five nominated from full-time faculty and one nominated from part-time faculty)</td>
</tr>
<tr>
<td>Bishop’s University</td>
<td>3 from faculty council</td>
</tr>
<tr>
<td>Université de Montréal</td>
<td>7 – two from faculty, and two from the University Assembly, which is mostly academics</td>
</tr>
<tr>
<td>Dalhousie University</td>
<td>2 faculty, and an observer from the DFA</td>
</tr>
<tr>
<td>Acadia University</td>
<td>3 faculty elected by faculty</td>
</tr>
<tr>
<td>Simon Fraser University</td>
<td>2 faculty elected by faculty</td>
</tr>
<tr>
<td>University of Alberta</td>
<td>2 faculty, recommended by the Board Chair and appointed by the Minister Innovation and Advanced Education</td>
</tr>
<tr>
<td>University of Saskatchewan</td>
<td>1 faculty elected by General Academic Assembly</td>
</tr>
<tr>
<td>University of Regina</td>
<td>1 faculty elected by Council</td>
</tr>
<tr>
<td>University of Manitoba</td>
<td>3 faculty from senate</td>
</tr>
<tr>
<td>University of Windsor</td>
<td>4 faculty elected from Senate</td>
</tr>
<tr>
<td>Wilfrid Laurier</td>
<td>5 faculty (3 elected from senate)</td>
</tr>
<tr>
<td>University Ontario Institute of Technology</td>
<td>4 members who are students, faculty or employees</td>
</tr>
<tr>
<td>St. Thomas More</td>
<td>1 faculty elected by the Faculty Council</td>
</tr>
<tr>
<td>St. Thomas</td>
<td>3 faculty recommended by faculty to the Board</td>
</tr>
<tr>
<td>St. Jerome’s University</td>
<td>1 faculty (min)</td>
</tr>
<tr>
<td>Royal Roads University</td>
<td>1 faculty</td>
</tr>
<tr>
<td>Queens</td>
<td>2 faculty</td>
</tr>
<tr>
<td>OCAD</td>
<td>8 total of staff, students and faculty members who are cross-appointed by Senate</td>
</tr>
<tr>
<td>University of PEI</td>
<td>2 faculty elected by faculty</td>
</tr>
</tbody>
</table>
## APPENDIX 1
### FACULTY REPRESENTATIVES

<table>
<thead>
<tr>
<th>Institution</th>
<th>Representation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Athabasca University</td>
<td>1 faculty nominated by General Faculties Council, 1 faculty nominated by the Faculty Association</td>
</tr>
<tr>
<td>Algoma University</td>
<td>1 faculty</td>
</tr>
<tr>
<td>University of Northern BC</td>
<td>2 faculty</td>
</tr>
<tr>
<td>Nipissing University</td>
<td>2 faculty elected from Senate</td>
</tr>
<tr>
<td>Mount Saint Vincent</td>
<td>3 faculty</td>
</tr>
<tr>
<td>Mount Royal University</td>
<td>1 faculty nominated by the Faculty Association</td>
</tr>
<tr>
<td>Lethbridge</td>
<td>9 faculty representing various faculty councils</td>
</tr>
<tr>
<td>St. FX</td>
<td>4 faculty</td>
</tr>
<tr>
<td>Concordia</td>
<td>5 full-time faculty, 1 part-time faculty</td>
</tr>
<tr>
<td>Brescia University</td>
<td>2 faculty</td>
</tr>
<tr>
<td>Cape Breton University</td>
<td>4 faculty appointed by faculty</td>
</tr>
<tr>
<td>University of Kings College</td>
<td>4 faculty</td>
</tr>
</tbody>
</table>
# APPENDIX 2

## STAFF REPRESENTATIVES

<table>
<thead>
<tr>
<th>University</th>
<th>Staff Representatives on the Board of Regents/Governors</th>
</tr>
</thead>
<tbody>
<tr>
<td>University of Waterloo</td>
<td>2 staff representatives</td>
</tr>
<tr>
<td>McMaster University</td>
<td>2 non-teaching staff representatives</td>
</tr>
<tr>
<td>University of British Columbia</td>
<td>2 employee representatives (non-faculty)</td>
</tr>
<tr>
<td>University of Victoria</td>
<td>1 employee representative (non-faculty)</td>
</tr>
<tr>
<td>University of Toronto</td>
<td>2 administrative staff representatives</td>
</tr>
<tr>
<td>Ryerson University</td>
<td>2 administrative staff representatives</td>
</tr>
<tr>
<td>University of Calgary</td>
<td>1 non-academic staff representative</td>
</tr>
<tr>
<td>University of Winnipeg</td>
<td>2 support staff representatives</td>
</tr>
<tr>
<td>Brock University</td>
<td>2 staff representatives</td>
</tr>
<tr>
<td>Carleton University</td>
<td>2 staff representatives</td>
</tr>
<tr>
<td>Lakehead University</td>
<td>1 staff representative</td>
</tr>
<tr>
<td>University of Guelph</td>
<td>2 staff representatives</td>
</tr>
<tr>
<td>University of Ottawa</td>
<td>2 support staff representatives</td>
</tr>
<tr>
<td>UOIT</td>
<td>4 members who are students or employees</td>
</tr>
<tr>
<td>Wilfred Laurier</td>
<td>2 staff</td>
</tr>
<tr>
<td>St. Jerome's University</td>
<td>1 staff (min)</td>
</tr>
<tr>
<td>Royal Roads University</td>
<td>1 staff</td>
</tr>
<tr>
<td>Queens</td>
<td>2 staff</td>
</tr>
<tr>
<td>OCAD</td>
<td>8 total of staff, students and faculty members</td>
</tr>
<tr>
<td>UPEI</td>
<td>2 staff</td>
</tr>
<tr>
<td>University of Northern BC</td>
<td>1 staff</td>
</tr>
<tr>
<td>Nipissing University</td>
<td>2 staff (one member from Admin staff and one member from the Support Staff)</td>
</tr>
</tbody>
</table>
## APPENDIX 2

### STAFF REPRESENTATIVES

<table>
<thead>
<tr>
<th>Institution</th>
<th>Number of Staff</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mount Royal University</td>
<td>1 staff</td>
</tr>
<tr>
<td>Lethbridge</td>
<td>1 staff</td>
</tr>
<tr>
<td>Concordia</td>
<td>1 staff</td>
</tr>
<tr>
<td>Brescia University</td>
<td>2 staff</td>
</tr>
<tr>
<td>Algoma</td>
<td>1 staff</td>
</tr>
</tbody>
</table>
### Table 1: Comparison of Open/Closed Meeting Practices/Policies

<table>
<thead>
<tr>
<th>UNIVERSITY</th>
<th>OPEN/CLOSED MEETING PRACTICES POLICIES</th>
</tr>
</thead>
</table>
| University of British Columbia    | Each meeting of the Board and each meeting of the Regular Committees is normally comprised of an open session (open to the public) and a closed session (in-camera and not open to the public). Meetings of the Special Committees are normally held in closed session only. The open session of a meeting is normally held at the beginning, allowing members of the Board or the Committee, as the case may be, to defer consideration of items until the closed session of the meeting if item emerges during the course of discussion that the item should be considered in private.  
Matters that are generally dealt with in a closed session include, but are not limited to:  
- discussions and dealings with other entities or persons where disclosure of the information being discussed may compromise the relationship of the University with them or its relationship with its stakeholders  
- labour relations or human resources issues  
- financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial  
- matters which the Board or the University are required by contract or law to keep confidential  
- matters related to civil or criminal proceedings  
- personal information related to an individual.  

The Board Chair and, in the case of a Committee meeting, the Chair of the Committee, has discretion to determine whether a portion of the meeting or an agenda item arising at the meeting is to be conducted at a closed session  
- University counsel, Policy #93, closed meetings  

| University of Alberta             | U of A does not have an open/closed meeting policy per se, but here is the info we provide to new chairs:  
- Meetings occur in four formats: open, regular, closed, and in camera.  
- For the sake of transparency most boards conduct as many open meetings as possible, allowing any community member to witness the proceedings – this includes our students, staff and faculty, the media and members of the general public. |
<table>
<thead>
<tr>
<th>Institution</th>
<th>Rules</th>
</tr>
</thead>
<tbody>
<tr>
<td>University of Saskatchewan</td>
<td>Board meetings are open only to Board members and resource officers. Designated officers of the University and other guests may be invited to attend meetings of the Board where such attendance is warranted by the agenda. The agenda shall include provision for in camera items for consideration by Board members only, without the presence of resource officers.</td>
</tr>
<tr>
<td>University of Manitoba</td>
<td>U of M does not have a “policy” on open and closed meetings. The Meeting Rules Bylaw does not speak to open and closed meetings.</td>
</tr>
<tr>
<td>York University</td>
<td>Meetings of the Board shall be open to the public, subject to limitations of space, and except for matters which the Chair or the Board may deem to be confidential including without limiting the generality of the foregoing, matters relating to labour relations, personnel, nominations of Board or Committee members and confidential government policies.</td>
</tr>
<tr>
<td>Western University</td>
<td>The meeting will be open only to Board members and resource persons invited by the Board Chair and/or President.</td>
</tr>
<tr>
<td>University</td>
<td>Statement</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>-----------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Queen’s University</td>
<td>Regular meetings of the Board of Trustees shall be open to attendance by the public, subject to the limitations of space and except during those portions designated as closed or in camera sessions for consideration of confidential business, including, but not limited to, matters concerning personnel, finance, acquisition or disposal of property and other matters, the disclosure of which might be prejudicial to an individual or not in the best interest of the University.</td>
</tr>
<tr>
<td>University of Prince Edward Island</td>
<td>“Currently working on a policy for open and closed meetings, but it has not be vetted through the appropriate committees or approved at the Board.”</td>
</tr>
<tr>
<td>Dalhousie University</td>
<td>Board of Governors meetings are open to the public, except for designated in camera (confidential) sessions. Where confidential matters of the University are being considered, that part of the meeting may be held in camera. Where matters of a personal nature concerning an individual may be disclosed at a meeting, that part of the meeting shall be held in camera. The Board may at any time, in its sole discretion, determine that a meeting or any part thereof be held in camera, in which event, only persons authorized by the Board to be present may remain at the meeting.</td>
</tr>
<tr>
<td>University of New Brunswick</td>
<td>The Board of Governors of the University of New Brunswick has agreed that its meetings may be open to visitors, particularly members of the academic community. The Board reserves the right to hold closed meetings, or to go into closed session, when the nature of its business requires. When the Board resolves to enter closed session, all visitors, unless specifically invited to remain, must leave the meeting immediately upon request by the Chair.</td>
</tr>
</tbody>
</table>