

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Thursday, July 6, 2023 at 2:00 p.m. NST in Room B2007, Signal Hill Campus and via webex.

PRESENT:

Mr. Glenn Barnes, Chair
Dr. Neil Bose, President and Vice-Chancellor, *Pro Tempore*
Dr. Jennifer Lokash, Provost and Vice-President (Academic), *Pro Tempore*, via webex
Chancellor Earl Ludlow, via webex
Ms. Michelle Baikie, via webex
Dr. Bud Davidge
Ms. Cathy Duke, via webex
Dr. Rex Gibbons
Mr. Bob Hallett
Ms. Ann Marie Hann
Dr. Ash Hossain
Mr. Justin Ladha
Ms. Karen McCarthy
Chief Brendan Mitchell, via webex
Ms. Nathalie Pender, via webex
Mr. Tim Powers, via webex
Mr. Arshad Shaikh
Ms. Andrea Stack
Ms. Eleanor Swanson
Ms. Lynn Zurel
Ms. Tina Scott, Secretary to the Board

APOLOGIES:

Apologies were received from Dr. Ian Sutherland.

PRESENT BY INVITATION:

Ms. Catharyn Andersen, Vice-President (Indigenous), Dr. Tana Allen, Acting Vice-President (Research), Ms. Lisa Browne, Vice-President (Advancement and External Affairs) and Interim Vice-President (Administration and Finance), Dr. Paul Brett, Vice-President (Marine Institute), *Pro Tempore*, Ms. Michelle Snow, Executive Director, University Governance Secretariat, Dr. Ken Jacobsen on behalf of Ian Sutherland, Vice-President (Grenfell Campus) *Pro Tempore* via webex, Mr. Scott Worsfold, General Counsel.

7012. MEETING CALLED TO ORDER

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

The Chair welcomed the newest members appointed by the Lieutenant-Governor in Council :

For a term of three years effective June 16, 2023:

Justin Ladha
Chief Brendan Mitchell
Tim Powers
Lynn Zurel

For a term of three years effective June 22, 2023:

Bob Hallett

For a term of three years effective July 5, 2023:

Ash Hossain
Nathalie Pender

7013. APPROVAL OF THE AGENDA/CONFLICT OF INTEREST

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

Dr. Bose and all members of the University Administration declared a conflict with Agenda Item 11.1 "Travel Policy General – Changes to the Schedule of Reimbursable Expenses" and Agenda Item 11.2 "Actuarial valuation of the Memorial University Pension Plan as at December 31, 2022".

Mr. Shaikh declared a conflict with Agenda Item 7.2 "Request from the Graduate Students' Union to increase health and dental plan premiums".

Ms. Stack noted that at a meeting held on July 6, 2023, the Audit and Risk Committee agreed to remove Agenda Item 8.3 "Reappointments to the Memorial University Recreation Complex Board of Directors".

The agenda was approved by the Board.

7014. MINUTES

The Minutes of the meeting of the Board of Regents held on March 9, 2023, May 17, 2023 and the special meeting held on June 15, 2023 were approved by the Board with noted amendments.

7015. CHAIR'S REPORT

A. Meeting of the Executive Committee – June 13, 2023

The Chair noted that the Executive Committee met on June 13, 2023 to finalize and fine tune the agenda for today's meeting of the Board. In doing so, he thanked members for their continued support in their respective roles on Board Committees.

B. Actions taken by the Executive Committee under Delegated Authority: Name change of the former Husky Centre of Excellence for Sales and Supply Management

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

With that in mind, in an email poll conducted April 12, 2023, the Committee exercised its authority to act on behalf of the Board and approved the name change from the former Husky Centre of Excellence for Sales and Supply Chain Management to the newly proposed name, the "Cenovus Centre of Excellence for Sales and Supply Chain Management in the Faculty of Business Administration".

C. Joint Meeting with the Board of Regents and Senate

The Board received and reviewed correspondence dated June 28, 2023 from Ms. Michelle Snow, Executive Director of the University Governance Secretariat with regard to a joint meeting of the Board of Regents and the Senate.

Members were advised that at a meeting held on May 9, 2023, Senate received the final report of the Ad Hoc Senate Governance Review Committee which comprised of a number of recommendations aimed at strengthening the governance practices of Senate. It was noted that the report was accepted in its entirety, a copy was which was included in the background documentation. One of the recommendations accepted from this review was to "initiate a joint meeting of the Board of Regents and the members of Senate on a topic of mutual interest". The Senate Governance Review process clearly indicated the need to improve connectivity between Memorial's governing bodies and in-turn encourage collaborative and collegial decision-making between the Board of Regents and Senate.

The Secretariat will coordinate a mutually convenient time for this meeting and will facilitate an opportunity for the Executive Committees of the Senate and Board to meet regarding an appropriate agenda for this meeting.

The Board welcomed the opportunity to meet with members of the Senate. In this regard, the Office of the University Governance Secretariat will arrange a meeting of both governing bodies.

7016. PRESIDENT'S REPORT

A. President's Update of Activities

Dr. Bose provided the Board with a written summary of his activities and University events for period from May 17, 2023 to June 30, 2023 and provided the Board more detail and context on several of these activities and events. In doing so, he noted that this document is an update on the President's objectives for the 2022-2023 academic year. In addition to this update, the President included the following appendices, copies of which were provided in the background documentation:

- Appendix "A" Summary of highlights of achievements by faculty, staff and students, as well as general matters of interest to the Board for the period
- Appendix "B" Report on the President's Academic Research
- Appendix "C" Key Institutional Messages"

B. Registration and Enrolments Progress Report for Spring 2023 Semester

The Board received and reviewed an enrolments and registration progress report for the Spring Semester.

C. 100th Anniversary, Memorial University - Update

The Board received for information an update pertaining to the 100th Anniversary, Memorial University.

Board members were advised that the Memorial University College opened its campus on Parade Street in September 1925, and therefore 2025 will mark the University's 100th anniversary as an institution. In this regard, the update included the following topics: vision, goals, internal and external consultations, time period, possible programming, upcoming initiatives and next steps.

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

D. Update on Comprehensive Fundraising Campaign Status and Strategy

The Board receive for information an update on the comprehensive Fundraising Campaign Status and Strategy. Board members were advised that the campaign strategy is continually evolving in response to current conditions and situations as they arise at the institution and it also takes into consideration both internal and external factors. Members also received an update on progress to date and as provided in the background documentation.

OPEN SESSION - CONSENT AGENDA

It was moved by Ms. McCarthy, seconded by Ms. Swanson, and carried that the consent agenda, as recommended by the appropriate Board Committee and comprising the resolutions listed in 7017 to 7018, be approved as outlined below.

7017. SENATE MATTERS

- A. Approval of Calendar Changes arising from the Senate meeting of May 9, 2023

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on May 9, 2023 and approved the Calendar changes as outlined in the background documentation.

- B. Approval of Calendar Changes arising from the Executive Committee of Senate meeting held on May 26, 2023

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Executive Committee of Senate meeting held on May 26, 2023 and approved the Calendar changes as outlined in the background documentation.

- C. Approval of new graduate program arising from the Senate meeting of December 13, 2022 – Graduate Diploma in Post-Secondary Education (International Education)

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held December 13, 2022 and approved the new graduate program “Graduate Diploma in Post-Secondary Education (International Education)”.

7018. FINANCE COMMITTEE

- A. Request from the Memorial University of Newfoundland Students’ Union (MUNSU) to increase Health and Dental Fees for the 2023-2024 Academic Year

The Board received and reviewed a request from the Memorial University of Newfoundland Students’ Union (MUNSU) to increase health and dental plan premiums.

Board members were advised that Green Shield Canada is the provider of the health and dental plan services for Memorial University’s undergraduate students. The renewal offer for health and dental services from Green Shield Canada for the 2023-24 academic year includes an increase in the premiums.

Request from the Memorial University of Newfoundland Students' Union (MUNSU) to increase Health and Dental Fees for the 2023-2024 Academic Year (cont'd)

To address the plan premium increases, MUNSU is requesting a proposed increase to health services fee from \$205 to \$276 (single rate) and dental plan fees be increased from \$155 to \$180 (single rate). The request from MUNSU was provided in the background documentation as Appendix A. As well, the below tables provide a comparison of rates charged in 2022-23 and the proposed new rates for 2023-24.

2022 - 2023	Single	Couple	Family
Health	\$205 (102.50 semester)	\$255	\$255
Dental	\$155 (77.50 semester)	\$145	\$295
Total	\$360 per year	\$400	\$550

2023-2024	Single	Couple	Family
Health	\$276 (138)	\$312	\$312
Dental	\$180 (90)	\$192	\$372
Total	\$456	\$504	\$684

After a discussion, the following motion was passed:

RESOLVED:

That the Board of Regents approve the renewal rates for the Memorial University of Newfoundland Students' Union health and dental insurance plan fees, effective Fall 2023 as outlined in the background documentation and as follows:

2023-2024	Single	Couple	Family
Health	\$276 (138)	\$312	\$312
Dental	\$180 (90)	\$192	\$372
Total	\$456	\$504	\$684

B. Request from the Graduate Students' Union (GSU) to increase Health and Dental Fees for the 2023-24 Academic Year

The Board received and reviewed a request from the Graduate Students' Union (GSU) to increase health and dental plan premiums.

Board members were advised that Green Shield Canada is the provider of the health and dental plan services for Memorial University's graduate students. The renewal offer for health and dental services from Green Shield Canada for the 2023-24 academic year includes an increase in the premiums of 2.6%. This year's renewal was particularly challenging due to the current economic conditions and trend affecting the health and dental system.

Request from the Memorial University of Newfoundland Students' Union (MUNSU) to increase Health and Dental Fees for the 2023-2024 Academic Year (cont'd)

To address the plan premium increases, the Graduate Students' Union is requesting an increase to health and dental premiums from \$904.20 to 928.44 (single rate). Correspondence from the Green Shield Canada was provided in the background documentation as Appendix A. As well, the below table provides a comparison of rates charged in 2022-23 and the proposed new rates for 2023- 24.

	Current Monthly Rates Sept 1, 2022 - Aug 31, 2023 Including any applicable sales tax			Required Monthly Rates Sept 1, 2023 - Aug 31, 2024 Including any applicable sales tax		
	Single	Couple	Family	Single	Couple	Family
Health	\$48.04	\$91.42	\$92.09	\$45.60	\$86.97	\$87.60
AD&D	\$0.51	\$0.51	\$0.51	\$0.51	\$0.51	\$0.51
Travel	\$0.52	\$1.04	\$1.04	\$0.52	\$1.04	\$1.04
Total Health	\$49.07	\$92.97	\$93.64	\$46.63	\$88.52	\$89.15
Dental	\$26.28	\$52.56	\$65.90	\$30.74	\$61.67	\$77.32
TOTAL	\$75.35	\$145.53	\$159.54	\$77.37	\$150.19	\$166.47
ANNUAL RATE	\$904.20	\$1,746.36	\$1,914.48	\$928.44	\$1,802.28	\$1,997.64

After a discussion, the following motion was passed:

RESOLVED:

That the Board of Regents approve a premium increase to the Graduate Students' Union health and dental insurance plans effective September 1, 2023, as outlined in the background documentation and as follows:

	Individual	Couple	Family
Health	559.56	1,062.24	1,069.80
Dental	368.88	740.04	927.84
Total Cost	928.44	1,802.28	1,997.64

C. Fee for the New Academic Prep Week (APW) at Grenfell Campus

The Board received and reviewed background information pertaining to the fee for the new Academic Prep Week (APW) at Grenfell Campus.

Board members were advised that Grenfell Campus is introducing an Intensive Academic Orientation program – Academic Prep Week (APW) to be offered during the last week of August each year (for this year, August 28 – September 1). This program will be mandatory for students admitted to the Academic Bridging Program (previously Summer Bridging program for students with 65 – 69.9% admissions average) and will be optional for all other new incoming students.

Fee for the New Academic Prep Week (APW) at Grenfell Campus (cont'd)

Currently, all new Grenfell Campus students are automatically registered in *Your Grenfell Experience*, a series of online modules that students can access over the summer to help prepare them for university. Students attending the St. John's campus are automatically registered in a similar course, MUN 101.

Your Grenfell Experience and MUN 101 introduce students to various supports available on campus, as well as Brightspace. The new APW program will complement this and will provide an in-person component where students can get more detailed instruction on a variety of topics not covered by *Your Grenfell Experience* or MUN 101. The In-person APW will go into greater detail about some of the topics covered in *Your Grenfell Experience* (how to use Brightspace, how to use the library, what supports are available on campus, etc.) and will also cover an extended series of topics that aren't covered in *Your Grenfell Experience*.

APW is a new program and therefore technically a new fee; however, it will replace the previous Summer Bridging program. Students registering for APW will pay a \$300 registration fee that is due two weeks prior to the start of the program (August 14, for this academic year). This will be charged to the student account and will be non-refundable after the first day of the program (August 28, for this academic year). The two-week Summer Bridging program previously offered at Grenfell Campus cost students \$600. Summer Bridging will be replaced with a new Academic Bridging program that will include this one-week APW.

Revenue obtained from this registration fee will be applied to the Learning Centre's budget and will primarily help cover the costs associated with the Student Assistants hired to facilitate the hands-on workshops and activities.

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

RESOLVED:

That the Board of Regents approve the implementation of the \$300 registration fee for the new Academic Prep Week at Grenfell Campus for Memorial University Students. Further, the Board accepted the recommendation of the Tuition and Fees Committee to introduce an inflationary adjustment to the registration fee of 4% annually and as outlined in the background documentation.

CLOSED SESSION – CONSENT AGENDA

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

The Chair also noted that the items were dealt with in detail in meetings of the appropriate committees. It was then moved by Dr. Gibbons, seconded by Dr. Hossain and carried that the consent agenda, comprising the resolutions listed 7019 through 7022 below be approved as follows:

7019. AUDIT AND RISK COMMITTEE

A. Annual Chief Risk Officer Report

The Board received for information the Office of the Chief Risk Officer 2022 Annual Report. The Office of the Chief Risk Officer (OCRO) has prepared its annual report for the 2022 calendar year, a copy of which was provided in the background documentation. The annual report highlights the OCRO's work relating to the response to emergency preparedness, program advancements, project updates, and other significant accomplishments from within the OCRO.

B. Update on the Auditor General Review – also on the Finance Committee Agenda

The Board received for information an update on the Auditor General Review. As part of the ongoing work to update the Memorial University Act, the Provincial Government has formally requested a full and comprehensive review of operations and spending at Memorial University by the Office of the Auditor General. The Auditor General has agreed to provide government with a report, which will inform the final amendments that will be introduced in the House of Assembly. The review was announced on April 4, 2022.

The work of the Office of the Auditor General continues as part of the Provincial Government's request for a full and comprehensive review of operations and spending at Memorial University by that office. Planning commenced on May 24, 2022, with the team arriving on site. On November 17, 2022, the Auditor General submitted their audit plan to the President with a copy to the Chair of the Board of Regents. On January 23, 2023, the Auditor General advised of a change in the planned audit scope period which would now be April 1, 2019 to December 31, 2022.

As the University moves through the various phases of the Auditor General Review, it is now at the stage for planning, preparing communication, and anticipating mitigation approaches. The Office of the Vice-President (Administration and Finance) has established a core group to meet weekly in order to prepare for the management responses and other needs that will arise from the report. Participants are from the President's Office, Vice-President (Administration and Finance), Marketing and Communications and Financial Services. A manager from the Office of the Chief Risk Officer is coordinating these efforts and will be compiling and prioritizing the themes arising to date. The core group will identify policies, processes, etc. which can be addressed immediately. These actions will be provided to the President's Executive Council on a weekly basis and will move forward ahead of a report release. The Administration will also identify opportunities for communication in general regarding the University, and plan ahead for communications with the release of the report. In addition, the reports of the Internal Auditor will also provide guidance to moving forward.

7020. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE

A. Update on Capital Projects

The Board was advised that the following major capital projects are currently ongoing at varying stages:

PROJECTS IN PROGRESS	
St. John's Campus	
1	Animal Resource Centre (ARC)
2	Harsh Environment Research Facility (HERF)
3	Electric Boilers – Utilities Annex
Marine Institute	
1	Holyrood Marine Base Phase IIB
Grenfell Campus	
1	Regional Recreation Centre

PROJECTS IN PLANNING STAGES	
St. John's Campus	
1	University Buildings Strategy
2	Canada Games Facilities <ul style="list-style-type: none"> a. Aquarena & Field House Renovation b. Track, Turf & Field & Centre of Excellence
Grenfell Campus	
1	Western Regional School of Nursing

PROJECTS IN EARLY STAGES	
St. John's Campus	
1	Facility for Schools of Nursing/Pharmacy/Social Work
2	Vivarium Replacement
3	Ocean Sciences Centre <ul style="list-style-type: none"> a. Potable Water <ul style="list-style-type: none"> i. Treatment Facility vs. Municipal Connection ii. Reservoir Assessment iii. Cistern Treatment/Filtration b. Shallow Water Intake c. Seal Tank Flooding and Storm Water Management d. Lab Life Safety Eyewash and Showers
Labrador Campus	
1	Labrador Campus
Grenfell Campus	
1	Thrive Building (Residence & Student Services)

Update on Capital Projects (cont'd)

PROJECTS ON HOLD	
St. John's Campus	
1	Indigenous Centre (Tender Ready)
2	ITS Data Centre Replacement (Preliminary Concept)
3.	University Buildings Strategy a. Science Building Demolition b. Biotechnology (Tender Ready) c. Chemistry-Physics d. Reid Theatre (Tender Ready)
4.	Coughlan College Demolition

The Board was advised that the projects in progress are on time and on budget unless otherwise noted.

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

B. Campus Renewal Fee – Marine Institute 2023/24

The Board received background information pertaining to the Campus Renewal Fee - Marine Institute 2023/24 and approved the allocation of \$447,026 of the Campus Renewal Fee to the initiatives as outlined in the background documentation.

C. Campus Master Plan

The Board receive background information and acknowledged receipt of the Campus Master Plan as outlined in the background documentation. Further, the Board agreed that the University Administration take it into consideration as appropriate as it develops the infrastructure plan and budgetary submissions moving forward.

7021. HUMAN RELATIONS COMMITTEE

A. Senior Leadership Position Vacancies and upcoming renewals

The Board received for information a regular status update regarding senior leadership position vacancies and their associated recruitment status and senior leadership positions held by academic administrators which may be renewed, following a five-year term, subject to review.

B. Appointments Reports

The Board received for information the Report on Academic Appointments for the St. John's and Grenfell Campuses for actions taken since May 17, 2023. The appointments reports are a detailed record of all academic appointments, leaves, promotion and tenure that have been approved by the President in accordance with the Terms and Reference of the Human Relations Committee of the Board. The reports refer to all activity since the last report to the Board of Regents at its meeting on May 17, 2023

Under the Terms of Reference for the Human Relations Committee of the Board of Regents, the Board has delegated to the President authorities listed below. The delegation provides that the President will file on a regular basis a report to the Human Relations Committee outlining actions taken under delegated authority.

"E. DELEGATION OF AUTHORITY

1. *The Board of Regents has delegated to the President, the authority to make the following academic appointments:*
 - a) *Tenured, tenure-track, term and teaching term.*
 - b) *Professional Librarians.*
 - c) *Academic Staff Member – Cooperative or Field Education (ASM-CFE)*
 - d) *Academic Administrators including: Associate University Librarians, Vice- Dean, Associate Deans, Assistant Deans, Heads of Departments, Library Division Heads and Division Heads at Grenfell Campus.*
 - e) *Other appointments of a non-stipendiary nature. These appointments include: honorary research professor, adjunct, professional associate, clinical, and cross.*
2. *The Board of Regents has delegated to the President, the authority to make the following appointments:*
 - a) *Directors, Chairs and Coordinators of various academic programs.*
3. *The Board has delegated to the President, the authority to make appointments to unit head positions reporting to a Vice-President or the President other than those listed in Clause D.1 above.*

Appointments Reports (cont'd)

4. *The Board of Regents has delegated to the President, the authority to make the following decisions:*

- a) *All promotions to the rank of Assistant Professor, Associate Professor and Professor.*
- b) *All confirmations of provisional academic appointments.*
- c) *All promotions of Professional Librarians.*
- d) *All confirmations for provisional Librarian appointments.*
- e) *All leaves from normal duties including sabbatical leave, administrative leave, special leave with or without pay, assisted leave and political leave or to approve such other special arrangements as may require release from normal duties.”*

C. Extension of Interim Dean, Faculty of Science

The Board received background information and approved the extension of Dr. Travis Fridgen as Interim Dean of the Faculty of Science effective August 15, 2023, as outlined in the background documentation.

D. Extension of Interim Dean, Faculty of Nursing

The Board received background information and approved the extension of Dr. April Pike as Interim Dean of the Faculty of Nursing effective September 1, 2023, as outlined in the background documentation.

E. Extension of Interim Dean, Associate Vice-President (Academic) and Dean of Graduate Studies

The Board received background information and approved the extension of Dr. Amy Warren as Interim Associate Vice-President (Academic) and Dean, School of Graduate Studies effective September 1, 2023, and as outlined in the background documentation.

F. Extension of Interim Dean, Faculty of Business Administration

The Board received background information and approved the extension of Dr. Travor Brown as Interim Dean of the Faculty of Business Administration effective September 1, 2023, as outlined in the background documentation.

G. Actuarial valuation of the Memorial University Pension Plan as at December 31, 2022 – also on the Finance Committee

This item was considered under the report of the Finance Committee as outlined in the Minute 7022.B below

7022. FINANCE COMMITTEE

- A. Travel Policy General – Changes to the Schedule of Reimbursable Expenses

The Board received background information and approved an increase in the per diem rates in the Travel Policy Schedule of Reimbursable Expenses (as provided in the background documentation), effective July 6, 2023, which is aligned with the Provincial Government and consistent with Memorial University past practice.

- B. Actuarial valuation of the Memorial University Pension Plan as at December 31, 2022 – also on the Human Relations Committee agenda

The Board received background information and accepted the actuarial valuation of the Memorial University Pension Plan performed as at December 31, 2022 as outlined in the background documentation.

- C. Update on the Auditor General Review – also on the Audit and Risk Committee agenda

This item was considered under the report of the Audit and Risk Committee as outlined in the Minute 7019.B. above.

CLOSED SESSION – DISCUSSION AGENDA

7023. AUDIT AND RISK COMMITTEE

- A. Report of the External Auditors – Results of the 2023 Audit

The Board received and reviewed background information pertaining to the Report of the External Auditors – Results of the 2023 Audit.

Mr. Barnes then welcomed Ms. Katie Hoskins and Mr. Andrew St. George of Ernst & Young who provided the results of the audit for fiscal year ended March 31, 2023. Ms. Debbie Collis, Director of Financial and Administrative Services, was also in attendance by invitation for this portion of the meeting.

Board members were advised that Ernst & Young LLP have audited the consolidated financial statements of Memorial University of Newfoundland and the financial statements of the Memorial University of Newfoundland Pension Plan. The scope and manner of the audit is outlined in the 2023 Audit Plan, which was approved by the Audit and Risk Committee and the Board of Regents in September 2022. The 2023 Audit Report, outlining the results of the 2023 audit was provided in the background documentation.

Report of the External Auditors – Results of the 2023 Audit (cont'd)

The Audit Report briefly summarizes the major aspects of the audit of the consolidated financial statements and of the pension plan for the period ending March 31, 2023. It is a companion document to the consolidated financial statements and the pension plan financial statements, as the audited statements alone would not necessarily identify all matters that may be of interest to the Audit and Risk Committee in fulfilling its responsibilities. The Audit Report states that the auditors have substantially completed the audit and subject to the clearance of several outstanding items, expect to be in a position to issue an unqualified opinion on the consolidated financial statements and on the pension plan financial statements.

The following represent the key findings of the audit:

- The auditors concluded that the university's analysis for significant accounting matters is appropriate and that reasonable judgements have been used by management to account for critical accounting estimates.
- Tests were performed in respect of areas as outlined in the Audit Plan (i.e. revenue recognition and sales commitments; post-employment benefits, including presentation of the Memorial University of Newfoundland pension liability; capital additions; investments; adoption of the new accounting standard PS3280 Asset Retirement Obligations; and risk of management override of controls).
- As in past years, the net effect of recording tuition revenue for the full Winter semester (to end of April) and the reversal of the prior year's April tuition revenue is carried on the summary of audit differences. The net effect of \$1.3 million is immaterial. The University's adoption of PS3280 also resulted in an understatement of net assets and tangible capital assets due to the University not extending the useful lives of fully depreciated buildings that have AROs associated with them; the auditors agreed to not record the adjustments and to carry the amount on the summary of audit differences. This adjustment is also not considered material to the financial statements.
- The auditors concur with the currently proposed presentation and note disclosures in the consolidated financial statements and the financial statements of the pension plan. They noted that management applied judgement to balance the need to provide certain detailed disclosures with reference to the usability of the overall financial statements. They noted no items, individually or in aggregate, that required adjustment to the financial statements.
- Throughout the planning and execution of the audit, outstanding cooperation and communication occurred between the university and the auditors.

Report of the External Auditors – Results of the 2023 Audit (cont'd)

- No fraud or illegal acts relating to management override of controls, or involving personnel, have been identified by the university or by the auditors.

At this point, the Committee moved into an in-camera session. Ms. Andersen, Ms. Allen, Dr. Bose, Dr. Brett, Ms. M. Brown, Ms. L. Browne, Dr. Jacobsen, Mr. McDougall, Mr. Worsfold and Ms. Scott left the meeting during this session.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents accept the Report of the External Auditors
- Results of the 2023 Audit.

Members of the University Administration returned to the meeting at this point.

Ms. Hoskins and Mr. St. George left the meeting at this point.

7024. FINANCE COMMITTEE

A. Annual audited consolidated financial statements for Memorial University of Newfoundland

The Board received and reviewed background information pertaining to the Annual audited consolidated financial statements for Memorial University of Newfoundland and the annual audit report from the external auditors for the fiscal year ended March 31, 2023.

Mr. Barnes then invited Ms. Collis, Director of Financial and Administrative Services to provide a presentation on the audited financial statements for Memorial University.

Board members were advised that the report of the external auditors on the annual audited consolidated financial statements of the University as at March 31, 2023 has been received and was reviewed by the Board's Audit and Risk Committee. The external auditors found the consolidated financial statements to present fairly the financial position of the University as at March 31, 2023, the results of the operations and its cash flows for the year then ended in accordance with Canadian public sector accounting standards. There were no qualifications in the report of the external auditors.

Annual audited consolidated financial statements for Memorial University of Newfoundland (cont'd)

The financial statements have been prepared based on the assumption that the Provincial Government has granted an extended exemption to the going concern funding requirement and to the solvency funding requirement of the *Pension Benefits Act (1997)* [PBA]. The University received the going concern funding exemption for the period April 1, 2015 to March 31, 2022, thereby allowing deferral of the 2015/16 through to the 2021/22 special payments against the Plan's unfunded liability and has now requested it for the period April 1, 2022 to March 31, 2023. The University's solvency funding exemption ended March 31, 2022. The University has also requested an extension of the solvency funding exemption to March 31, 2023.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the audited Memorial University of Newfoundland consolidated financial statements for the fiscal year ended March 31, 2023 pending the conclusion of arrangements regarding going concern and solvency requirements of the PBA and as outlined in the background documentation.

B. Annual audited financial statements for the Memorial University Pension Plan for the fiscal year ended March 31, 2023

The Committee received and reviewed background information pertaining to the annual audited financial statements for the Memorial University Pension Plan for the fiscal year ended March 31, 2023.

Ms. Collis provided a presentation with regard to the annual audited financial statements for the Memorial University Pension Plan.

Board members were advised that the external auditors found the financial statements to present fairly the net assets available for benefits of the Pension Plan as of March 31, 2023, and the changes in net assets available for benefits for the year then ended in accordance with Canadian generally accepted accounting principles. There were no qualifications in the report of the external auditors.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the Memorial University of Newfoundland Pension Plan audited financial statements for the fiscal year ended March 31, 2023 as outlined in the background documentation.

Mr. Barnes thanked Ms. Collis for her informative presentation and she left the meeting.

C. Proposal to Renew the Aging Resource Centre (Grenfell Campus)

The Board received and reviewed background information pertaining to the proposal to Renew the Aging Resource Centre, Grenfell Campus.

Board members were advised that the Aging Resource Centre (ARC-NL) is located within the Grenfell Campus and received Board approval in 2018. The ARC-NL promotes and co-ordinates research related to aging that is relevant to Newfoundlanders and Labradorians.

Since its inception, ARC-NL has received financial support from the Government of Newfoundland through the Department of Children, Seniors and Social Development (CSSD) – totaling \$500,000 to the end of the government's fiscal year 2020-21. On June 29, 2021, CSSD, announced continued provincial support to ARC-NL of \$100,000 for the fiscal year 2021-22. ARC-NL also received funding from Grenfell Campus (\$150,000 over three years), the School of Graduate Studies (SGS) (\$75,000 over three years), and Vice-President Research (VPR) (\$75,000 over three years). For the 2023- 2024 budget, ARC-NL assumes a continuation of the \$100,000 from CSSD. However, should funding from CSSD not be available Grenfell offers a contingency of:

- Using of funds available in a carryover account to fund the coordinator salary (part- time for one or two years).
- Focusing on applying for funds for long-term operational support and short-term projects such as for events and knowledge sharing sessions.
- Pausing fellowship calls until funding is secured and instead focusing on strengthening capacities for networking, research collaborations, and partnerships.

Grenfell Campus also supports ARC-NL by providing the salary for the Director, office space and other in-kind supports. While there is an expectation those funding and/or in- kind supports will continue, there is currently no formal commitment from SGS, VPR, or Grenfell that this is the case for either funding or in-kind supports.

The University Centres: Establishment, Operation and Termination Policy dictates that Universities Centres be reviewed annually and be renewed every five years. The policy states approval is granted by the Board of Regents and the Board requires recommendations from the Senate. The proposal to review ARC-NL was endorsed by the Senate Planning and Budget Committee (PBC) and recommended for approval by Senate Executive Committee on May 26, 2023.

Proposal to Renew the Aging Resource Centre (Grenfell Campus) (cont'd)

The proposal notes that for the 2023-2024 budget ARC-NL assumes a continuation of the \$100,000 from CSSD. There is no indication in the proposal that the CSSD funding for this fiscal year has been confirmed. Senate Executive has reviewed and recommended to renew the ARC-NL for the period of five years in keeping with the annual reporting and continuance terms of the University Centres Policy.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the renewal of the ARC-NL for a five-year period subject to the standard annual reporting required by the University Centres: Establishment, Operation and Termination Policy.

D. Creation of the Human Neuroscience Research Centre

The Board received and reviewed background information pertaining to the proposal to establish a Human Neuroscience Research Centre.

Board members were advised that the University Centres: Establishment, Operation and Termination Policy requires Board of Regents approval for establishing centres. The Vice President (Research) is proposing the establishment of a Human Neuroscience Research Centre (HNRC).

The study of the living human brain has grown significantly in recent years. As this field gains more and more prominence Universities are increasing the visibility of their work in this area through creating centres. The main goal of the proposed HNRC is to foster and further develop and increase capacity for human neuroscience research at Memorial University. This centre is envisioned as a virtual centre, administrated through the Division of Community Health and Humanities, Faculty of Medicine, with the hope to create a physical presence in the future. This centre will build capacity through collaborative projects, training opportunities, development of graduate level courses, professional development, community engagement and internal review of grant applications and manuscripts before submission.

It is estimated that administrative support to the HNRC will be provided by the Faculty of Medicine, in the range of \$6000 per year. The HNRC will apply for competitive grants to support conferences and retreats and will coordinate member divisions and faculties to invite visiting speakers from other universities. They aim to obtain about \$5000 per year to support HNRC conferences, retreats and invited speakers. On a student-by-student basis, HNRC faculty will apply to the School of Graduate Studies to provide support for graduate students in the field of human neuroscience. Based on the level of support obtained at present, it is intended to gradually increase the number of trainees, and therefore SGS Baseline Support, from about \$60,000 per year to \$84,000 per year.

Creation of the Human Neuroscience Research Centre (cont'd)

The proposal has been considered by the Senate Planning and Budgeting Committee and the Senate Executive who recommend the approval of the proposal.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the establishment of the Human Neuroscience Research Centre (HNRC) subject to the standard annual reporting required by the University Centres: Establishment, Operation and Termination Policy.

7025. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE

A. Update on Canada Games 2025

Due to time constraints, this item was deferred to a future meeting of the Board.

B. Aquarena Facilities upgrades

The Board received and reviewed background information pertaining to the Aquarena Facilities Upgrades.

Board members were advised that the tender for Aquarena Facilities Upgrades closed June 27th and two bids were received. The low bidder was CAN-AM Platforms & Construction Ltd. with a total bid of \$17,521,259.89 (hst included). This construction tender amount contributes to an overall global budget for the Aquarena renovations for the 2025 Canada Summer Games of \$24,594,196 (hst included).

It was noted that Memorial has received \$19,142,935 in funding from the Government of Newfoundland and Labrador (GNL) to date and as of June 28th, 2023 provided GNL with an updated global budget of \$24,594,196. Approval of this increase in funding is pending cabinet review.

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

RESOLVED:

That the Board of Regents approve awarding the tender for upgrades to the Aquarena Facilities in preparation for the 2025 Canada Summer Games and as outlined in the background documentation.

Mr. Ladha left the meeting at 5:30 p.m.

7026. PRESENTATION TO THE BOARD

At this point, Mr. Barnes welcomes to the meeting Dr. Lee Ann Mckivor, University Registrar, who provided a presentation entitled “Snapshot of Memorial”. Following a question and answer period, Mr Barnes thanked Dr. McKivor for her informative presentation and she left the meeting.

7027. GOVERNANCE COMMITTEE

A. Committee Structure of the Board of Regents

The Board received and reviewed background information pertaining to the restructuring of the Committees of the Board of Regents.

Board members were advised that at the November 18, 2022 meeting, the Governance Committee reviewed and considered a research report, produced by the University Governance Secretariat (Secretariat) into the governance best practices of Board committees.

At the February 13, 2023 meeting, the Governance Committee was presented with three different committee structures developed under the principles of a smaller, dynamic, more efficient Board structure and in keeping with governance best practices. The Committee provided guidance, initial thoughts on these options

The Governance Committee, over the course of two successive meetings on May 9, 2023 and June 7, 2023, with the assistance from the Secretariat, continued to develop options and build consensus amongst the Committee. These significant discussions and deliberations resulted in the enclosed submission (Appendix A) detailing the recommendation to proceed to a smaller, more dynamic committee structure.

The proposed Board Committee Restructure, with associated proposed mandates, is based upon four core committees and one subcommittee with three other existing committees being recommended for further consultation.

Core Committees	Committees that require further consultation
Executive and Governance	University Benefits
Joint Board and Senate Liaison Sub-Committee	University Pensions
Human Resources	Committee to Hear Appeals Regarding Sexual Harassment and Sexual Assault
Physical and Digital Infrastructure	
Audit and Finance	

Committee Structure of the Board of Regents

The research, governance committee guidance, and Board Member feedback presented multiple pathways to a smaller, more dynamic committee structure, that would help advance Board duties effectively. Ultimately, after much deliberation and consideration the Governance Committee recommends the proposed committee structure to reflect best practices, the inputs provided, and the most effective path forward for the University.

Subject to approval by the Board of Regents, the development of full Terms of Reference for each committee along with proposed associated by-law amendments that would have to occur to accommodate any changes to the committee structure. This work would be led by the University Governance Secretariat and would return to both the Governance Committee and Board of Regents in August (via special meeting) for endorsement and approval, respectively.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the proposed Board Committee Restructure subject to the following conditions:

- The Secretariat to work with the Board Chair and Committee Chairs to develop Terms of Reference and amend changes to the Board By-Laws.
- Consult with key stakeholders regarding how changes may impact their reporting and Board submission processes.

Further, the Board agreed that the Secretariat bring forward updated Terms of Reference and associated by-law amendments for consideration of the Governance Committee and the Board of Regents no later than August 31, 2023 to allow for the launch of a new committee structure in September 2023.

Dr. Hossain left the meeting at 6:20 p.m.

7028. EXECUTIVE COMMITTEE

A. Extension to the appointment of the Vice-President (Marine Institute), *Pro Tempore*

The Board received and reviewed background information pertaining to the extension to the appointment of the Vice-President (Marine Institute) pro tempore.

Board members were advised that the position of Vice-President (Marine Institute) is currently filled on an interim basis by Dr. Paul Brett. The incumbent had been on leave since September 2, 2022, and ultimately resigned from the position effective March 31, 2023. Dr. Paul Brett has occupied the position on an interim basis since September 2, 2022. Initially the appointment of Dr. Brett was made under delegated authority to the President. The period of the appointment will now exceed the delegation period.

The Executive Committee of the Board of Regents has the following responsibility:

“To recommend to the Board appointments of prospective appointees to the Executive Pay Group (i.e. The President and Vice-Chancellor and all Vice-Presidents).”

The Executive Committee of the Board of Regents delegated authority to the President to make interim appointments for up to a period of one year. The following is an excerpt from the Terms of Reference for the Executive Committee of the Board:

“The Board has delegated to the President, the authority to make appointments of Vice- Presidents whom will hold interim, acting, and pro tempore positions for terms that are not greater than 12 months and within the approved salary scale.”

Board members were reminded that Dr. Brett’s appointments were as follows:

September 5, 2022 – November 4, 2022	2 months
November 4, 2022 – December 31, 2022	2 months
December 31, 2022 – January 31, 2022	1 month
January 31, 2022 – March 3, 2023	1 month
March 3, 2023 – December 31, 2023	10 months

The appointment from March 3, 2023 – December 31, 2023, when taken in totality with the prior appointments, exceeds the President’s delegated authority for 12 months. Therefore, approval is being sought to confirm Dr. Brett’s appointment to December 31, 2023. The terms of the appointment were provided in the background documentation.

Extension to the appointment of the Vice-President (Marine Institute), Pro Tempore (cont'd)

Members were further advised that it is anticipated that a search process for the permanent Vice-President (Marine Institute) will begin in August or September and will be completed by December 31, 2023.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the extension of the appointment of Dr. Paul Brett as Vice-President (Marine Institute), pro tempore to December 31, 2023.

B. MUN Strategic Plan 2021-2026 Performance Measurement Framework – Year Two

Due to time constraints, this item was deferred to a future meeting of the Board.

C. Transparency and Accountability Act Strategic Plan(s) Requirements

Dr. Bose provided a verbal update with regard to the Transparency and Accountability Act Strategic Plan(s) requirements. He noted that the University had filed its strategic plan for the 2023-2026 reporting period to the House of Assembly in accordance with the legislative requirements. In the development of the plan representatives from the Department of Education had advised that they would welcome the opportunity to work with the Board of Regents in the preparation of its future key performance indicators.

7029. ANY OTHER BUSINESS

A. Date of Next Meeting

The Chair advised that the next regular meeting of the Board of Regents is scheduled to be held on October 5, 2023.

B. Last meeting for five members of the Board of Regents

Mr. Barnes noted that this is the last meeting for several members of the Board of Regents whose terms would conclude on August 31, 2023. These include Bud Davidge, Karen McCarthy, Rex Gibbons, Ann Marie Hann, Cathy Duke and Andrea Stack.

In this regard he proposed the adoption of following resolution, which was passed unanimously:

RESOLVED:

That the Board of Regents of Memorial University of Newfoundland acknowledge with sincere gratitude and appreciation the outstanding service given to the University by:

- Andrea Stack
- Dr. Bud Davidge
- Dr. Rex Gibbons
- Ann Marie Hann
- Karen McCarthy
- Cathy Duke

during their terms as members of the Board of Regents. The Board, on behalf of the University community, would like to acknowledge their leadership and dedication to Memorial and wished them every success in their future endeavors.

ADJOURNMENT

The regular meeting adjourned at 6:51 p.m.

CHAIR

SECRETARY

DATE