

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board was held on Thursday, December 5, 2024, at 1:00 p.m., in the Board Room, A-2029, Arts and Administration Building and via Microsoft Teams.

PRESENT:

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

APOLOGIES:

Apologies were received from Chief Brendan Mitchell.

PRESENT BY INVITATION:

Dr. Tana Allen, Acting Vice-President (Research); Ms. Catharyn Andersen, Vice-President (Indigenous); Dr. Paul Brett, Vice-President (Marine Institute) *pro tempore*; Ms. Lisa Browne, Vice-President (Administration, Finance and Advancement); Dr. Ken Jacobsen, Interim Vice-President (Grenfell Campus); Ms. Lisa Russell, Executive Director, Board of Regents; Mr. Scott Worsfold, General Counsel.

7137. MEETING CALLED TO ORDER

The meeting was called to order at 1:00 p.m. by Mr. Justin Ladha.

7138. WELCOME TO NEW REGENT

Mr. Ladha extended a very special welcome to the following newly appointed student representative:

Mr. Nathan Childs – appointed as the Marine Institute Students' Union representative effective September 14, 2024 for a term of two years.

7139. APPROVAL OF THE AGENDA/CONFLICT OF INTEREST

Following the call for the approval of the agenda, Mr. Ladha 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.

Ms. Stack declared a conflict with Agenda Item 6.1 "Annual Investment Sub-Committee Report for the Fiscal Year ended March 31, 2024, and Item 6.2 "Revisions to the Terms of Reference for the Investment Sub-Committee".

Dr. Bose and all members of the University Administration declared a conflict with Agenda Item 17.0 "Presidential Search Committee"

Dr. Brett declared a conflict with Agenda Item 10.4 "Extension to the appointment of the Vice-President (Marine Institute) *pro tempore*".

7140. MINUTES

The Minutes of the Regular Meeting held on October 3, 2024 and the Minutes of the Special Meeting held on November 4, 2024, were approved by the Board.

At this point, individuals who had expressed an interest in attending the meeting were admitted to observe the open portion of the meeting.

7141. CHAIR'S REPORT

A. Meeting of the Executive Committee – November 19, 2024

The Chair noted that the Executive Committee met on November 19, 2024, to finalize the agenda for today's meeting of the Board. In doing so, he thanked members for their continued support in their respective roles on Board Committees.

7142. PRESIDENT'S REPORT

A. President's Update of Activities

Dr. Bose provided the Board with a written summary of his activities and University events for period from October to December 2024 and verbally provided the Board more detail and context on several of these activities and events. In doing so, he noted that this document is an update on the Actions related to the President's objectives for 2024-25. In addition to this update, the President included the following appendices, copies of which were provided in the background documentation:

- Appendix A - Report on the President's Academic Research
- Appendix B - Research Highlights

OPEN SESSION - CONSENT AGENDA

It was moved by Mr. Thibeau, seconded by Dr. Hossain, and carried that the consent agenda, as recommended by the appropriate Board Committee and comprising the resolutions listed in 7143, be approved as outlined below.

7143. AUDIT AND FINANCE COMMITTEE

A. Annual Investment Sub-Committee Report for the Fiscal Year Ended March 31, 2024

The Board received background information and approved the annual Investment Sub-Committee Report for the Fiscal Year ended March 31, 2024 as outlined in the background documentation. Each year, Financial and Administrative Services provides the Investment Sub-Committee an annual report on the endowed, non-endowed and specifically invested trust funds for the previous fiscal year outlining the investment performance of the portfolios as well as the financial results of the funds invested in the pooled investments and the specifically invested trust funds.

B. Revisions to the Terms of Reference for the Investment Sub-Committee

The Board received background information and approved the revised Terms of Reference for the Investment Sub-Committee of the Audit and Finance Committee and as outlined in the background documentation.

C. Updated Statement of Investment Policy and Objectives for Endowment Funds and Non-endowed Funds

The Board received background information and approved the updated Statement of Investment Policy and Objectives for Endowment Funds and Non-endowed Funds as outlined in the background documentation.

D. New benchmark for Canadian Real Estate in the Endowed Pooled Fund

The Board received background information and approved the new benchmark for Canadian Real Estate (MSCI/REALPAC Canada Quarterly Property Fund Index) in the Endowed Pooled Fund for quarterly performance monitoring while still using the current CPI based benchmark as a long-term target, and subsequent updating of the Statement of Investment Policy and Objectives for the Endowed Funds and Non-endowed Funds to reflect this new benchmark and as outlined in the background documentation.

OPEN DISCUSSION AGENDA

7144. AUDIT AND FINANCE COMMITTEE

A. Proposed Student Recreation Fee adjustments due to the 2025 Canada Games

The Board received and reviewed background information pertaining to the Student Recreation Fee for the Spring Semester 2025. Board members were advised that the student recreation fee provides students of the St. John's Campus and Marine Institute with access to various facilities at The Works, the Field House, and the Physical Education Building. These services are managed by the Memorial University Recreation Complex (MURC).

From August 8 - 25, 2025, up to seven sports of the 2025 Canada Games will be hosted at the St. John's campus. Students will not be able to avail of their regular access for their usual recreational activities during the Games and may experience interrupted access in the days leading up to and after the Games due to venue preparation and restoration activities.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve a reduced recreation fee structure for the 2025 Spring semester, 14-week Spring and Summer semesters and as outlined in Table 2 of the background documentation.

B. Harmonize the application fee for Undergraduate Applicants (including Newfoundland and Labrador Applicants)

The Board received and reviewed background information pertaining to the harmonization of the application fee for Undergraduate Applications (including Newfoundland and Labrador Applicants).

Board members were advised that at a meeting held on December 1, 2016, the Board of Regents approved an increase in the general undergraduate application processing fees (as provided in the background documentation).

Following a recent review of application fees, the Office of the Registrar is proposing the adoption of a single application fee for all Canadian undergraduate applicants (including Newfoundland and Labrador applicants). The proposed change is aimed at simplifying the application process for applicants, and achieve efficiencies within the Office of the Registrar, ITS, and the Cashier's Office when refunds/reversals are required when incorrect fees are paid. It is proposed that Memorial harmonize the application fee of \$60 and \$120 into a single application fee of \$70. The revised undergraduate application fee would be comparable to, or lower than, those charged by other comparable Canadian universities (Appendix A).

Additionally, it is recommended that Memorial eliminate the general undergraduate application fee for all current Memorial students transferring from a certificate/diploma (Marine Institute) or graduate programs. Elimination of the application fee would ensure that all current Memorial students are treated equally. The implementation date of September 15, 2025, is proposed to impact as few applicants as possible (i.e., after the closing of the Fall 2025 application and coinciding with the opening of the Spring 2026 application).

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the harmonization of the application fee for undergraduate Canadian applicants (including Newfoundland and Labrador applicants) as outlined in the background documentation and as follows:

- Harmonize the application fees of \$60 and \$120 (Table 1) into a single application fee of \$70 for undergraduate Canadian applicants (including Newfoundland and Labrador applicants).
- Eliminate the undergraduate application fee for all current Memorial students transferring from a certificate/diploma (Marine Institute) or graduate programs.

7145. EXECUTIVE AND GOVERNANCE COMMITTEE

A. Review of the Committees of the Board of Regents Structure and Terms of Reference

The Board received and reviewed background information pertaining to the review and update of the Board of Regents Committee structure and Terms of Reference.

Board members were advised that on August 29, 2023, the Board of Regents approved a revised Board Committee structure to reflect a smaller, more dynamic composition by reducing the number of standing Committees from nine to seven. The following committees and their Terms of Reference (ToR) were approved:

- 1) Executive and Governance
- 2) Audit and Finance
- 3) Human Resources
- 4) Physical and Digital Infrastructure

In addition, Board Committees identified by the Board for additional consultations before any major structural changes were as follows:

- 5) Committee to Hear Appeals Regarding Sexual Harassment and Sexual Assault
- 6) University Benefits Committee
- 7) University Pensions Committee

With the above-noted approval, it was planned that a review of the new structure and Committee ToR would be undertaken in the Summer of 2024, with reporting the result to the Board in the Fall of 2024. The Office of the Board of Regents has been tasked with conducting this review intended to evaluate the functionality of the 2023 approved Committees. A copy of the proposed revisions to the Terms of Reference and changes to the Committee structure were provided in the background documentation.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the amendments to the Board Committee structure and Terms of Reference as outlined in the background documentation.

CLOSED SESSION – CONSENT AGENDA

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

The Chair also noted that the items were dealt with in detail in meetings of the appropriate committees. It was then moved by Ms. Stack, seconded by Dr. Hossain and carried that the consent agenda, comprising the resolutions listed in 7146 through 7149 below, be approved as follows:

7146. AUDIT AND FINANCE COMMITTEE

A. Update on the Office of the Auditor General Reviews

The Board received for information the update on the Office of the Auditor General (OAG) Reviews. Board members were reminded that the University community was provided with an update from the Chair and the President on October 11, 2024, approximately one year after the release of the Auditor General's Report 2023. Work continues to address the eight recommendations made by the OAG in its report on Memorial University. Updates on the progress were provided in the background documentation.

B. Update on Open Internal Audit Recommendations

The Board received for information an update from the Vice-President (Administration, Finance and Advancement) of the Open Internal Audit recommendations. Progress towards the high priority recommendations have been provided to the Board starting in October 2023 noting that progress has been made in many areas although it has slowed in some areas in response to workload and multiple competing priorities.

C. Enterprise Risk Management and Insurance Report 2024

The Board received for information the Enterprise Risk Management and Insurance Report for 2024. The report is provided to the Board of Regents on the Enterprise Risk Management and Insurance programs at the University. A copy of the 2024 Report, was provided in the background documentation.

D. Appointments and reappointment to the Memorial University Recreation Complex Board of Directors

The Board was informed that at a meeting held on November 25, 2024, the Audit and Finance Committee approved the appointments and reappointment to the Memorial University Recreation Complex (MURC) Board of Directors as outlined in the background documentation and as follows:

- Azmat Ullah, appointed as the Graduate Students' Union (GSU) representative for a term of two years effective November 25, 2024
- Natalie Whynot, appointed as the Marine Institute Students' Union (MISU) representative for a term of two years effective November 25, 2024
- Colby Dalton, appointed as the Memorial University of Newfoundland Students' Union (MUNSU) representative for a term of two years effective November 25, 2024
- Mahbub Alam, appointed as the Memorial University of Newfoundland Students' Union (MUNSU) representative for a term of two years effective November 25, 2024
- Dr. Anne-Marie Sullivan, reappointed at the Human Kinetics and Recreation (HKR) representative for a term of three years effective November 25, 2024.

E. Notice of Appointment of the President and Chief Executive Officer of Genesis

The Board was informed of the notice of appointment of Mr. Ed Martin as President and Chief Executive Officer of Genesis effective November 4, 2024, and resultant Ex-officio position on the Genesis Board (with voting capacity).

7147. HUMAN RESOURCES COMMITTEE

A. Senior Leadership position vacancies and upcoming renewals

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

B. Senior Leadership position vacancies for Executive Positions

The Board received for information an update on vacancies in senior leadership Executive positions, and reviews for academic leaders following the initial five-year term along with their associated recruitment status that requires Board approval. The report was introduced as a mechanism to apprise the Board of Regents of the progress of searches for academic and administrative Executive positions for which the Board is responsible for approving the appointments to these roles. For academic leadership positions, the recruitment and review of these positions is guided by the procedures governing the appointment, review, promotion and tenure of academic administrators which [may be viewed here](#). It was noted that occasionally, the conclusion of a recruitment will occur between Board meetings and the Board may be asked to consider holding an extraordinary meeting or e-poll prior to the next upcoming meeting. The report, a copy of which was provided in the background documentation, will foreshadow those instances.

C. Appointments Reports

The Board received for information the Report on Academic Appointments for the St. John's and Grenfell Campuses for actions taken since October 3, 2024. The appointments reports are a detailed record of all academic appointments, leaves, promotion and tenure that have been approved by the President in accordance with the Terms and Reference of the Human Resources Committee of the Board.

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

The Board received background information and approved the extension of the appointment of Dr. Paul Brett as Vice-President (Marine Institute) *pro tempore* effective January 1, 2025 for a period of up to nine months, at the discretion of the President and as outlined in the background documentation.

E. Extension to the appointment of the Associate Vice-President (Indigenous Research)

The Board received background information and approved the extension of the appointment of Dr. Paul Adjei as Interim Associate Vice-President (Indigenous Research) effective March 1, 2025, for a period of one year or upon completion of a successful search for a permanent incumbent, whichever comes first and as outlined in the background documentation.

F. Job Evaluation System for Management and Professional Positions

The Board received background information and approved the project to replace Memorial's job evaluation plan for Management and Professional employees as outlined in the background documentation.

7148. PHYSICAL AND DIGITAL INFRASTRUCTURE COMMITTEE

A. Update on Major Capital Projects

The Board received for information an update on major capital projects. Memorial University's Capital Projects are approved by the Board of Regents consistent with the Capital Projects Policy. Facilities Management regularly provides the status of major capital projects to the Physical and Digital Infrastructure Committee, through the President's Executive Council and the President via this report. A copy of the update on Major Capital Projects was provided in the background documentation.

B. 2025 Canada Games at Memorial University Update

The Board received for information an update on key 2025 Canada Games at Memorial planning activities since the last Board update on October 3, 2024. Highlights of the updates were provided in the background documentation and included the following topics:

- Summary of Financial Considerations
- Venue Use Agreement
- Partnership Recognition Announcement
- Games Village
- Working Groups
 - Continuity Planning
 - Strategic Opportunities and Collaboration
 - Games Village
 - Financial Planning and Oversight
- Capital Projects
 - Fortis Canada Games Complex
 - Minor capital projects
- Aquarena renovation
- Communications

7149. EXECUTIVE AND GOVERNANCE COMMITTEE

A. Reappointment of Community Representative on the Investment Sub-Committee

The Board received background information and approved the reappointment of Ms. Lynn Healey as Community Representative on the Investment Sub-Committee for a two-year term and as outlined in the background documentation.

B. Appointment and Reappointments to the Marine Institute Industry Advisory Committee

The Board received background information and approved the reappointments and appointment to the Marine Institute Industry Advisory Committee effective December 5, 2024, for a three-year term to December 31, 2027 as outlined in the background documentation and as follows:

- Captain Sidney Hynes, reappointed as Chair
- Ross Hynes, reappointed as Industry and Community Representative
- Kendra MacDonald, reappointed as Industry and Community Representative
- Dwan Street, appointed as Industry and Community Representative

CLOSED SESSION – DISCUSSION AGENDA

7150. AUDIT AND FINANCE COMMITTEE

A. Update on the University's 2024-25 Operating Budget

The Board received and reviewed background information pertaining to an update on the University's 2024-25 operating budget.

Board members were advised that the update provides an overview of Memorial University's 2024-25 Operating Budget as of September 30, 2024. It is based on actual revenues and expenditures up to September 30, 2024 and forecasted revenue and expenditures for October 1, 2024 to March 31, 2025. Due to internal and external lead times for Board of Regents documents, the update as of October 31, 2024 was not feasible as noted in the background documentation.

While the University is currently projecting a modest overall surplus against the current year adjusted budget, there are challenges ahead that could impact the University's financial stability. This overall surplus figure is comprised of some units which are projecting to run a deficit while others are expecting to run a surplus. This document outlines the budget status, identifies major areas of concern, and highlights the ongoing challenges.

2024-25 Operating Budget

The University's Operating Budget (including the Faculty of Medicine) for 2024-25 was approved at the May 15, 2024, meeting of the Board of Regents. Following this approval, budget allocations were communicated to the portfolio leaders. Units completed the process of balancing to their budget allocation in September 2024.

Update on the University's 2024-25 Operating Budget (cont'd)

Units have provided year end forecasts as of September 30, 2024. Based on the information received and forecasted university revenue, a \$2.27M surplus is projected against the Adjusted Operating Budget (excluding the Faculty of Medicine), with \$45.4M remaining in the March 31, 2024 cumulative carryover, for a total forecasted cumulative carryover at March 31, 2025 totaling \$47.7M.

It was noted that there is currently a \$9.55M shortfall forecasted. This deficit is mostly attributed to a forecasted \$9.27M deficit in Tuition, with \$9.1M due to undergraduate tuition (Appendix A). The forecast is based on actual revenue charged to student accounts as of October 16, 2024 (Spring 2024 and Fall 2024). The Winter semester tuition is forecasted based on past winter-to-fall trends. The tuition deficit will be higher due to year end entries for allowance for doubtful accounts and student account write-offs. This entry for undergraduate and graduate combined could be anywhere from \$1.0M to \$2.0M.

This deficit in tuition revenue will require budget allocation adjustments across multiple portfolios, including the Provost and VP Academic, Marine Institute Campus, and Grenfell Campus, further straining financial resources in those portfolios.

Additional information with respect to the University Central Operating Budget Revenue (Excluding the Faculty of Medicine) was provided in the background documentation along with Appendix A. Further, additional information with respect to the University Operating Expense Budget (excluding the Faculty of Medicine) was provided in the background documentation in Appendix B.

Cumulative Carryover (Excluding the Faculty of Medicine)

- The University Operating Budget policy states that the University permits the carryover of Current Year and Cumulative Surplus/Deficits to be used for one-time expenditures and not for ongoing operational expenditures. Current Year Surplus/Deficit is the calculation of the adjusted budget less the total expenditures in the current fiscal year. Cumulative Surplus/Deficit is the sum of all prior year surplus/deficits including the current fiscal year surplus/deficit.

Additional information with respect to the Cumulative Carryover and the forecasted cumulative carryover was provided in the background documentation as Appendix C and D.

Faculty of Medicine

- The \$88.6M budget for the Faculty of Medicine was approved at the May 15, 2024, meeting of the Board of Regents.
- The Faculty of Medicine is currently projecting a current year surplus of \$4.2M against this budget (as provided in the background documentation as Appendix E).

Update on the University's 2024-25 Operating Budget (cont'd)

Looking Forward

Government Tuition Offset Grant Adjustments and Undergraduate Tuition Revenue

The phasing out of the Government Tuition Offset Grant remains a significant concern. The reduction in this grant—which has decreased by \$41.04M so far, with incremental \$13.68M reductions for each of the next 2 fiscal years - is not being adequately offset by increased tuition revenue. Government communicated in fiscal 2021-22 that due to the planned increase in undergraduate tuition rates effective Fall 2022, they would be phasing out the \$68.4M annual tuition offset grant over 5 years commencing fiscal 2022-23. The increase in undergraduate tuition rates has resulted in increased tuition revenue, but it has not been enough to cover the grant reductions. This shortfall in tuition revenue combined with inflation of unavoidable operations expenses, such as energy, insurance, etc., are the main drivers for annual budget reductions to units.

Planning for Future Years' Budget Reductions

Based on current trends, the university anticipates portfolio reductions of approximately \$10.0M per year over the next two years. This amount is derived from estimating the tuition offset grant and tuition revenue variance of about \$7.0M and approximately \$3.0M per year of unavoidable inflation. This figure does not account for strategic investments, which will add further pressure. Units have already been managing reduced budgets since 2012-13, and absorbing further cuts will require a well-coordinated, strategic approach.

The University's financial situation is challenging. Moving forward, careful planning, proactive decision-making, and the implementation of strategic solutions will be critical to navigate these financial constraints and sustain the University's operations effectively.

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

B. Measures to Address Forecasted Budget Shortfall

The Board received and reviewed background information pertaining to the measures to address the forecasted budget shortfall.

Board members were advised that the post-secondary sector is facing many challenges, and like other universities, Memorial University is closely monitoring projected budgetary shortfalls in this fiscal year.

Effective immediately, it is being recommended that the following measures be put into place until April 30, at which point a decision to maintain the measures or change them will be made.

Measures to Address Forecasted Budget Shortfall (cont'd)

1) Limited Hiring Program

On the academic side, a limited hiring program will apply to tenured, tenure-track, and new regular-term appointments as well as to Marine Institute instructors and research scientists.

The impact of the limited hiring program will be reviewed for the March Meeting of the Board of Regents and consideration to ending or continuing will be recommended at that time.

2) Restrict Carryover Use

Memorial's policy for the University Operating Budget makes the following provisions for surplus/deficit carryovers:

5.0 Surplus/Deficit

The University permits the carryover of Current Year and Cumulative Surplus/Deficits. Salary and benefit adjustments for vacant positions are managed through the Faculty/Staff Turnover Mechanism.

Units will be restricted from using their carryovers and a process will be established to ensure that exemptions for institutional priorities, such as ongoing capital projects, can occur.

3.) Budget Model

Coinciding with these measures, work towards a new budget model will continue. Memorial currently uses an Incremental Budget Model whereby the budget is built on the previous year's budget. The base budget used to develop this incremental budget model is about 20 years old.

A new budget model should include analysis of expenses and budget allocations are to be made based on the institution's goals, priorities and current needs, rather than on historical spending patterns.

Memorial initiated preliminary work on a budget model over a year ago that recognizes enrollment growth – a tuition attribution model. It is crucial for academic leaders to strategically focus on enrollment management.

Measures to Address Forecasted Budget Shortfall (cont'd)

After a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the measures to address a forecasted budget shortfall as outlined in the background documentation and as follows:

1. Institute a limited hiring program in new tenure track and new regular-term appointments and new/vacant administrative permanent and contractual positions, to be evaluated April 30, 2025;
2. Restrict carryover use, to be evaluated April 30, 2025, and endorse a process for carryover use exemption.
3. Implementation of a new budget model incorporating an incentivized mechanism, such as a tuition attribution model, focused on supporting and enhancing student enrolment for the 2025/26 fiscal year.
4. Further, in approving recommendations 2 and 3, the Board of Regents agreed to temporarily suspend Sections 2.0 and 5.0 of the operation of the University Operating Budget Policy, relating to the budget model and the Surplus/Deficit and that this suspension will remain in effect until a revised University Budget Policy is developed and approved.

C. Capital/IT Infrastructure and Deferred Maintenance Financing

The Board received and reviewed background information pertaining to the Capital/IT infrastructure and deferred maintenance financing.

Board members were advised that in 2013-14, the government grant included a deferred maintenance capital budget of \$10 million which was reduced to \$8.4 million in 2014-15, and then reduced to \$0 in 2015-16. At that point, a student Campus Renewal Fee (CRF), as per Board motion in May 2017, was initiated to support critical physical and technological infrastructure on Memorial's campuses. In July 2023, the provincial government indicated that it would fund the Campus Renewal Fee up to \$10 million in 2023-24; and reconfirmed this commitment for 24-25. This removed the burden of the fee from university students. This program should be continued either funded by government or by the student fee.

Capital/IT Infrastructure and Deferred Maintenance Financing (cont'd)

As of April 2024, deferred maintenance requirements were estimated at a total of \$480.72M (plus HST & soft costs) with priority one items (systems that are at or exceeding their service life) totaling \$94.91M (plus HST & soft costs). For the St. John's campus, the deferred maintenance requirements are \$402.99M with priority 1 at \$80.86M.

As indicated in an October 2024 board submission, a five year, ~\$45M priority list has been created from facilities management and the CIO is developing a similar list for IT infrastructure. In the recent past, a priority list totaling approximately \$4M annually has been recommended for approval based on the Facilities Management budget allocation from the Campus Renewal Fee. Larger projects requiring multi-year, large-scale funding (such as full building envelope remediation) are not included in this priority list given the low level of funding for deferred maintenance.

At the December 2019 meeting of the Board of Regents, the board approved a Deferred Maintenance Program financing that included "the borrowing of \$100 million subject to approval of the Lieutenant Governor in Council; and further it was recommended that the Board of Regents authorize the administration to enter into discussions with the province regarding debt options." This program was not actioned given the pandemic.

After a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents authorizes the University Administration to initiate discussions with the provincial government regarding potential financing on behalf of the University and as outlined in the background documentation.

D. Internal Audit – Post IT Incident Assessment - Preliminary Observations

The Board Committee received for information the Internal Audit of the Post IT Incident Assessment Preliminary observations. Board members were advised that an overview was provided to reflect the status of audit work and a summary of preliminary observations as of November 15, 2024, a copy of which was provided in the background documentation. The objective of this item is to engage in a discussion with the members of the Audit and Finance Committee to inform next steps regarding scope of work and communication preference of the final report. It was noted that a detailed report of findings and recommendations will be presented to management and a final presentation is planned for the March 2025 Board meeting.

E. Primary Data Centre Replacement – also on the Physical and Digital Infrastructure Committee agenda

This item was considered under the report of the Physical and Digital Infrastructure Committee as outlined in the Minute 7151.A below.

7151. PHYSICAL AND DIGITAL INFRASTRUCTURE COMMITTEE

A. Primary Data Centre Replacement – also on the Audit and Finance Committee agenda

The Board received and reviewed background information pertaining to the Primary Data Centre Replacement.

Board members were advised that the Office of the Chief Information Officer (OCIO) has two data centers: the primary data center located in the Henrietta Harvey (HH) building, and the secondary data center located in the Engineering (ENG) building. The OCIO is responsible for the University's enterprise services (Memorial's wired and wireless networks, communications, internet, enterprise applications, storage, backups, etc.) and the majority of other IT services through its primary and secondary data centers. Memorial's networks now expand across all campuses with the exception of the Marine Institute, though work has begun to expand Memorial's network to MI.

The Henrietta Harvey Building has been the University's primary data center since the 1980s and, as an aging facility, has been experiencing substantial issues.

Investment in replacing the primary data center project will significantly reduce the risk of failure of the current primary data center and is a much smarter investment than continuing to invest money in the current data center which is beyond its useful life. The Internal Audit Data Centre Review issued April 2, 2019 indicated that an enterprise data center model and purpose-built infrastructure is required.

The investment in a purpose-built enterprise data center aligns with the audit recommendations and overall direction of the University to consolidate IT infrastructure.

Given the pressing need to find a solution, space opportunities on the first and fifth floors of the CSF were identified as potential sites for the University's primary data center. A concept report was received from Stantec Consulting on January 19, 2024 with concept design sketches for CSF pavilion A, level 1 and class D global project estimate of \$8.3M with a variance of 25%/+75% (\$6.3M/\$14.6M).

Primary Data Centre Replacement (cont'd)

At the March 2024 Board of Regents meeting the Board provided conditional approval for the major capital project for the replacement of the University's primary data center, with relocation to the CSF, and proceed to the detailed design stage, including development of a class A opinion of probable construction cost. A copy of the construction budget, including the Class A estimate was provided in the background documentation.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the Primary Data Centre replacement as outlined in the background documentation and as follows:

1. Approval of a major capital project for the replacement of the University's Primary Data Centre including proceeding with an open call for bids for the construction of the Data Centre in the CSF on level 1, pavilion A and awarding of the contract subject to the lowest compliant bid being no greater than 10% of the class A Construction Estimate (Item 1.1 in table below) of \$9,161,881 (excluding HST).
2. Approval of the Estimated Global Project Budget (Item 5.0 in table below) of \$13.3M (including 11.65% HST) +/- 5% in accordance with the class A construction estimate.

B. Campus Renewal Fee Approval Process

The Board received and reviewed background information pertaining to the Campus Renewal Fee approval process.

At the March 2024 Physical and Digital Infrastructure Committee meeting, it was agreed that new campus renewal fee process and evaluation criteria are required. A working group was created and a recommendation on next steps was approved at the July 2024 Board of Regents meeting. Next steps include the creation of a pan-university committee co-chaired by the Associate Vice-President (Facilities) and the Chief Information Officer. The co-chairs are currently in the process of creating this new committee and associated terms of reference.

The updated campus renewal approval process will be as follows:

1. List of proposed projects received from all participating campuses and screened for initial yes/no approval based on it meeting the criteria of the program.

Campus Renewal Fee Approval Process (cont'd)

2. If initially approved, evaluate and rank the proposed projects using the University's risk framework and Facilities Management's priority ranking matrix in the Capital Deferred Renewal Funding procedure.
3. A list of recommended projects, based on the available annual funding and discipline allocation guideline (disciplines: architectural, systems, and life safety), will be brought forward to PEC for approval.
4. Once approved, the committee will oversee progress on the projects.
5. If there are overruns and shortfalls of approved projects, the committee can adjust allocations as required. If urgent projects arise throughout the year, the committee can re-prioritize projects if necessary.
6. The co-chairs will report annually to the Board of Regents showing the original list of approved projects/amounts and the final list of work completed/actuals.

Committee structure will include representation from St. John's, Grenfell and Marine Institute.

At the July 2024 Board of Regents meeting, the Board approved a process which involved the allocation recommendations going to PEC and then to the Board for approval. After further review, it is recommended that PEC approve the allocations and the Board remain at an oversight level, receiving an annual report stating the approved allocations and actual annual expenditures.

After a lengthy discussion, it was agreed to forward the recommendation below to the Board for consideration:

That the Board of Regents approve the proposed Campus Renewal Fee process and evaluation criteria including an initial list of items to the Board for approval with room for delegating authority to the Campus Renewal Committee to deal with project variance and changing priorities and as outlined in the background documentation. Further, it is understood that an annual status report will be presented to the Board.

7152. EXECUTIVE AND GOVERNANCE COMMITTEE

A. Review and update the Board Policy on the Use of the University Seal

The Board received and reviewed background information pertaining to the review and update of the Board Policy on the Use of the University Seal.

Board members were advised that the Use of the University Seal Policy was approved on December 9, 2010, and has not been updated since. According to Section 34 (1)(l) of the *Memorial University Act*, the Board has the authority to select a seal and arms for the University and to have the sole custody and use of

Review and update the Board Policy on the Use of the University Seal (cont'd)

the seal. The policy identifies the Board of Regents designates for holding the University seal, sets out the appropriate use of the seal, and provides for its protection in a safe and secure place, distinguishing between the corporate and the academic use of the seal. Updates to the Use of University Seal Policy are being proposed, a copy of which was provided in the background documentation.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the amendments to the Policy on the Use of the University Seal and as outlined in the background documentation.

B. Update on the work of the Committee to Hear Appeals regarding Sexual Harassment and Sexual Assault

The Board received for information an update on the work of the Committee to Hear Appeals regarding Sexual Harassment and Sexual Assault.

Committee members were advised that the Board of Regents of Memorial University of Newfoundland established a Sexual Harassment and Appeals Committee to hear appeals regarding sexual harassment and sexual assault, and has granted the Committee the authority to establish its own procedures and render a decision. The committee's terms of reference are available at <https://www.mun.ca/regents/about-the-board/committees-of-the-board/>.

It was noted that the Committee to Hear Appeals regarding Sexual Harassment and Sexual Assault considered two separate appeals against the sanctions imposed by the President and Vice-Chancellor in respect of a sexual harassment complaint. The Committee is filing its report to the Board advising that it rendered a decision on both appeals.

C. Dissolution of the Ad Hoc Action Committee relating to the Auditor General Report

The Board received and reviewed background information pertaining to the ad hoc Action Committee relating to the Auditor General Report.

Board members were advised that in October 2023, the Office of the Auditor General Newfoundland and Labrador (AG) released the "Memorial University Independent Auditors Report". The report contained eight recommendations, which Memorial University accepted.

Dissolution of the Ad Hoc Action Committee relating to the Auditor General Report (cont'd)

On October 26, 2023, the Board of Regents approved the creation of the Ad Hoc Action Committee of the Board of Regents regarding the Report of the Auditor General. The purpose of the committee was to examine all eight recommendations and develop a plan with assignment of responsibilities, ownership, priorities, and timelines. The Ad Hoc Committee has no decision make authority and was not assigned to monitor the implementation of these action items.

The committee last met in May of 2024, and remaining items have been assigned to the various committees of the Board of Regents for ongoing follow-up and action. If this is approved, updates on the "Outstanding Items in Relation to the Auditor General" will be added as a recurring item to the agendas for the committees assigned.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents dissolve the Ad Hoc Action Committee of the Board of Regents regarding the Report of the Auditor General. Further, the Board approved that the follow-up on remaining items occur through each of the respective standing Committees of the Board and with reporting to the full Board occurring during each meeting cycle.

D. Approval of the awarding of the titles Professor Emerita/Emeritus arising from the Senate meeting of September 10, 2024

The Board received background information pertaining to the Senate Matters with implications for the Board of Regents arising from the Senate meeting of September 10, 2024.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the awarding of the titles Professor Emerita/Emeritus to the following retired members of the faculty and as outlined in the background documentation:

- Dr. Barbara Neis - Faculty of Humanities and Social Sciences
- Dr. Donna Moralejo - Faculty of Nursing
- Dr. Stephen Riggins - Faculty of Humanities and Social Sciences

E. Appointments to the Marine Institute Industry Advisory Committee

The Board received and reviewed background information pertaining to an appointment to the Marine Institute Industry Advisory Committee.

Board members were advised that several term appointments to the Marine Institute Industry Advisory Committee will expire in December 2024 and several members have resigned their positions; therefore, a new appointment is recommended for approval by the Board of Regents (several other new appointments and reappointments were considered under the Minute 7149.b). After consultation with the Miawpukek First Nation community, they nominated Phoebe Keeping to serve in this capacity.

After a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the appointment of Ms. Phoebe Keeping as Industry and Community representative to the Marine Institute Industry Advisory Committee for a three- year term effective December 5, 2024, to December 31, 2027, and as outlined in the background documentation.

7153. PRESENTATION TO THE BOARD

At this point, Mr. Ladha welcomed to the meeting Dr. Jingjing Xu, Associate Vice-President (Harlow Campus and Global Partnerships) who provided a presentation entitled “Harlow Campus Update – Progress, Achievements, and Vision for the Future”. In doing so, Dr. Xu covered the following topics:

- Actions taken
- Tangible results achieved
- Long term saving projections
- Looking ahead: Three-year strategic plan

Following a question and answer period, Mr. Ladha thanked Dr. Xu for her information presentation and she left the meeting.

At this point, Dr. Bose, Dr. Allen, Ms. Andersen, Dr. Brett, Ms. Browne, Dr. Jacobsen, Dr. Lokash and Mr. Worsfold declared a conflict with the following item and they left the meeting.

7154. PRESIDENTIAL SEARCH COMMITTEE

A. Update on the Presidential Search Committee

Mr. Ladha provided a verbal update with respect to the Presidential search.

B. Appointment of the Non-Academic Administrator to the Presidential Search Committee (PSC)

The Board received and reviewed background information pertaining to the appointment of the Non-academic Administrator to the Presidential Search Committee (PSC).

Board members were advised that at a meeting held on February 28, 2024, the Board of Regents approved the membership of the Presidential Search Committee. Since that time, a vacancy occurred on the membership of the Presidential Search Committee with respect to “a non-academic administrator, chosen by them from among themselves”. As a result, through a nomination and election process conducted by the Office of the Vice-President (Administration, Finance and Advancement), Dr. Lee Ann McKivor, University Registrar and Acting Secretary of Senate, has been chosen as the non-academic administrator to serve on the Presidential Search Committee.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the appointment of Dr. Lee Ann McKivor as the Non-academic Administrator nominee to the Presidential Search Committee to be effective immediately and as outlined in the background documentation.

At this point, Mr. Ladha left the meeting. Mr. Anik Rahman, assumed the role of Acting Chair.

7155. Any other business

Dr. Lokash provided the Board with a verbal update with respect to the MOU between Memorial University and the University of Prince Edward Island. In doing so, she noted that an update will be coming to the March 2025 meeting of the board.

The Board received correspondence dated November 28, 2024 from the MUN Students / Faculty for Palestine. Discussion occurred but due to time constraints, it was agreed to defer consideration of this item to the next regularly scheduled meeting of the Board.

ADJOURNMENT

The regular meeting adjourned at 4:40 p.m.

CHAIR

SECRETARY

DATE