

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Thursday, February 2, 2017 at 3:00 p.m. in the Junior Common Room, R. Gushue Hall.

**PRESENT:**

Mr. George Tucker, Acting Chairperson  
Dr. Gary Kachanoski, President and Vice-Chancellor  
Dr. Susan Dyer Knight, Chancellor  
Mr. Steve Belanger  
Mr. Robert Bishop  
Mr. Mark Bradbury  
Ms. Colleen Galgay-Johnston  
Mr. Jaime Giraldo  
Mr. Zachary Green  
Ms. Katharine Hickey  
Mr. John Hogan  
Mr. Denis Mahoney  
Mr. Max Rice  
Mr. Trevor Stagg  
Ms. Tina Scott, Secretary to the Board

**APOLOGIES:**

Apologies were received from Ms. Iris Petten, Dr. Noreen Golfman, Mr. John Hogan, Ms. Kim Keating, Ms. Rebecca Stuckey, Dr. Ray Gosine.

**PRESENT BY INVITATION:**

Mr. Kent Decker, Vice-President (Administration and Finance), Mr. Glenn Blackwood, Vice-President (Marine Institute), Dr. Mary Bluechardt, Vice-President (Grenfell Campus), Mr. Glenn Collins, Interim Executive Director, Office of the Board of Regents, Mr. Morgan Cooper, General Counsel.

**6379. MEETING CALLED TO ORDER**

The meeting was called to order at 3:00 p.m. by Mr. George Tucker, Acting Chairperson.

Mr. Tucker then acknowledged the absence of the Board Chair, Ms. Iris Petten as a result of the passing of her husband Dr. Ches Penney. He remarked that as noted recently by the President in a newsline to the Memorial University community, Dr. Penney was well known throughout the province not only as a successfully businessman, but also as an engaged and caring member of the community. His impact on the communities in which he lived and did business

was vast, and the University counts itself lucky to have had the philanthropic support of Dr. Penney for the benefit of our students.

On behalf of the Board, Mr. Tucker expressed deepest condolences to Ms. Petten.

The Acting Chair then advised that following consultation with the Executive Committee of the Board, it was agreed to permit a number of individuals to attend the open session of the board meeting as visitors.

**6380. APPROVAL OF THE AGENDA**

Following approval of the agenda, Mr. Tucker 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.

At the request of Mr. Mark Bradbury, Chair of the Audit and Risk Committee, it was agreed to move Agenda Item 7.6 “2016 Office of the Chief Risk Officer Update” from the Closed Consent Agenda to the Closed Discussion Agenda.

At the request of Mr. Denis Mahoney, Chair of the Campus Planning and Development Committee, it was agreed to move Agenda Item 8.4 “Financing Plan for the Animal Resource Centre” from the Closed Consent Agenda to the Closed Discussion Agenda.

**6381. MINUTES**

The Minutes of the regular meeting of the Board of Regents held on December 1, 2016 and the minutes of the Special Meeting held in Closed Session on December 1, 2016 were approved by the Board.

**6382. CHAIR’S REPORT**

A. Report of the Executive Committee

The Acting Chair noted that the Executive Committee met on January 17, 2017 to finalize and fine tune the agenda for today’s meeting.

**6384. PRESIDENT’S REPORT**

A. President’s Update of Activities

Dr. Kachanoski provided the Board with a written summary of his activities and events since the December 2016 Board meeting and he provided the Board more detail and context on several of these activities and events. In doing so, he also reminded members of the new draft format of the “President’s Summary of Activities”.

B. Registration Report for the Winter 2017

The Board received and reviewed an enrolments and registration progress report for the Winter 2017 semester.

**OPEN SESSION - CONSENT AGENDA**

Noting that the items were dealt with in detail in meetings of the appropriate committees, it was moved by Dr. Knight, seconded by Ms. Galgay-Johnston and carried that the consent agenda, comprising the resolutions listed in 6385 below be approved as follows:

**6385. SENATE MATTERS**

A. Senate Matters with implications for the Board of Regents (November 8, 2016): Approval of the revisions to the Constitution of the Academic Council of the School of Graduate Studies

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on November 8, 2016 and approved the revisions to the Constitution of the Academic Council of the School of Graduate Studies as outlined in the background documentation.

B. Senate Matters with implications for the Board of Regents (January 10, 2017): Approval of the Constitutions for the three Schools at Grenfell Campus - School of Arts and Social Science, School of Science and the Environment and the School of Fine Arts

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on January 10, 2017 and approved the following Constitutions for the three Schools at Grenfell Campus and as outlined in the background documentation:

- School of Arts and Social Science
- School of Science and the Environment
- School of Fine Arts

C. Senate Matters with implications for the Board of Regents (January 10, 2017): Amendments to the Constitution of the Faculty Council, Faculty of Business Administration

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on January 10, 2017 and approved the amendments to the Constitution of the Faculty Council of the Faculty of Business Administration as outlined in the background documentation.

D. Senate Matters with implications for the Board of Regents (January 10, 2017): Amendments to the Constitution of the Faculty Council, Faculty of Education

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on January 10, 2017 and approved the amendments to the Constitution of the Faculty Council of the Faculty of Education as outlined in the background documentation.

E. Senate Matters with implications for the Board of Regents (November 8, 2016): Approval of Calendar Changes

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on November 8, 2016 and approved the Calendar changes as outlined in the background documentation.

At this point, visitors who were permitted to attend the open session of the Board left the meeting.

**CLOSED SESSION – CONSENT AGENDA**

Mr. Tucker 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.

Noting that the items were dealt with in detail in meetings of the appropriate committees, it was moved by Mr. Bishop, seconded by Mr. Stagg and carried that the consent agenda, comprising the resolutions listed in 6386 through 6389 below be approved as follows:

**6386. AUDIT AND RISK COMMITTEE**

A. Annual Internal Audit Plan 2017-18

The Board received background information and approved the Annual Internal Audit Plan for 2017-18 and as outlined in the background documentation.

B. Policy Submission – Health and Safety (revised) Policy

The Board received background information and agreed to the revisions to the Health and Safety Policy and related procedures as outlined in the background documentation.

C. Policy Development Report

The Board received for information the Policy Development Report. At its meeting on December 23, 2014, Vice-Presidents Council agreed that it would provide an annual report to the Audit and Risk Committee of the Board of Regents on Policy development objectives and progress, through the lens of the Risk Framework. The second annual report on the progress of policy development was provided in the background documentation.

D. Core Science Facility (CSF) Audit Update: Heat Map

The Board received for information the Core Science Facility Audit Update – Heat Map. At the December 1, 2016 meeting of the Board of Regents the second post-audit Heat Map was provided regarding the Core Science Facility Audit which had been received by the Board at its March 2016 meeting. An updated Core Science Facility Audit Heat Map (milestone schedule) was provided in the background documentation.

E. Human Resource Management System Improvement Project Update – also on the Human Relations Committee agenda

The Board received for information the Human Resource Management System Improvement Project Update noting that regular updates on this project will be provided to the Audit and Risk Committee.

F. Appointment to Memorial University Recreation Inc. (MURC) Board of Directors

The Board was informed that at a meeting held on February 1, 2017, the Audit and Risk Committee approved the reappointment to the Memorial University Recreation Inc. (MURC) Board of Directors as outlined in the background documentation and as follows:

- Mr. Sandy Hickman, reappointed as Community representative for a two-year term, effective October 20, 2016 to October 20, 2018

G. Appointments to Campus Childcare Inc. Board of Directors

The Board was informed that at a meeting held on February 1, 2017, the Audit and Risk Committee approved the appointments to the Campus Childcare Inc. Board of Directors as outlined in the background documentation and as follows:

- Mr. Trevor Pike, appointed as a parent representative for a two-year term, effective January 1, 2017 to January 1, 2019
- Mr. Mike Beson, reappointed as parent representative for a ten-month period, effective February 4, 2017 to December 31, 2017
- Mr. Alex Templeton, reappointed as legal representative for a one-year term effective October 16, 2016 to October 16, 2017

H. Appointments to Canadian Centre for Fisheries Innovation (CCFI) Board of Directors

The Board was informed that at a meeting held on February 1, 2017, the Audit and Risk Committee approved the appointments to the Canadian Centre for Fisheries Innovation (CCFI) Board of Directors as outlined in the background documentation and as follows:

- Mr. Gabe Gregory, Fisheries and Business Consultant, reappointed as Industry representative for a three-year term, effective January 1, 2017 to December 31, 2019;
- Mr. Alastair O’Rielly, Principal, Values and Mission, appointed as Chairman and Industry representative for a three-year term effective January 1, 2017 to December 31, 2019;
- Ms. Michelle Boudreau, President, Fisheries Council of Canada, appointed as Industry representative for a three-year term, effective January 1, 2017 to December 31, 2019;
- Mr. Brian McNamara, President, Newfoundland Resources Limited, appointed as Industry representative for a three-year term effective January 1, 2017 to December 31, 2019;
- Ms. Wanda Wiseman, Assistant Deputy Minister (Acting), Fisheries and Aquaculture, Department of Fisheries, Forestry and Agrifoods, appointed as Government representative for a three-year term effective January 1, 2017 to December 31, 2019;
- Ms. Laura Halfyard, General Manager, Sunrise Fish Farms and President of the Newfoundland Aquaculture Industry Association (NAIA), appointed as Industry representative for a three-year term effective January 1, 2017 to December 31, 2019; and
- Mr. Winston Pitcher, Independent Inshore Fish Harvester, appointed as Industry representative for a three-year term, effective January 1, 2017 to December 31, 2019.

**6387. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE**

A. Update on Capital Projects

The Board was advised that the following capital projects are underway or being planned:

Projects in Progress

St. John’s Campus

1. Aboriginal Centre
2. Core Science Facility
3. Battery Property
4. West Pedway over Prince Phillip Drive
5. Animal Resource Centre

Update on Capital Projects (cont'd)

Marine Institute

1. Holyrood Marine Base – Phase IIA Breakwater, Marginal Wharf and Restoration of Existing Wharf

Projects in Planning Stages

St. John's Campus

1. Faculty of Engineering and Applied Science – Mechanical Engineering High Bay Laboratory
2. Faculty of Engineering and Applied Science – Petroleum Engineering Building
3. Faculty of Arts Research Archival Facility
4. Redevelopment of Reid Theatre

Marine Institute

1. Holyrood Marine Base – Phase IIB Ocean Research and Training Building

Projects in Early Stages

1. Faculty of Medicine – Redevelopment of Existing Space
2. Storage Facility, Mount Scio Road

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. Core Science Facility (CSF) Status Update

The Board received for information the Core Science Facility (CSF) status update. As reported at the July 2016 Board of Regents meeting, the CP-3 Tender for the Core Science Facility closed on June 23, 2016, with all bids being over budget. Since that time the team has endeavored to rework the tender through value engineering sessions with a view to re-tender the package as quickly as possible. A revised schedule has been drafted and the new CP-3 tender (CP-3R) was called on December 8, 2016 with an award no later than April 2017. It is anticipated the project will now achieve substantial completion in spring 2020, to be ready for a fall 2020 opening. Approval Timelines for the CSF were provided in the background documentation as Appendix A and Appendix B. In accordance with the Project Execution Plan, project scorecards were also included in the background documentation in order to provide an update on various aspects of the project (as provided in Appendix C of the background documentation).

## Core Science Facility (CSF) Status Update (cont'd)

### **Status**

#### CP- (Construction Package) 1 Enabling Works

Contract is complete. Details on the pre-tender estimates and the tender award amount were provided.

#### CP-1A Foundations

Work continued through the summer on schedule. All construction work pertaining to the contract was completed in August 2016. Details on the pre-tender estimates and the tender award amount were provided.

#### CP-2 Structural Steel

Approval was received on November 2, 2015 from the Provincial Government to issue a tender for CP-2. This tender was called on December 2, 2015 and was to close on March 1, 2016. It was subsequently cancelled and combined with CP-3. This change will enhance coordination of the work and reduce risk to the project.

#### CP-3 Main Building (& Structural Steel)

CP-3 now includes the scope of the former CP-2 (Structural Steel) and was issued for tender on April 15, 2016 after receiving approval to tender from the Provincial Government, as per the 4-stage approval process. The CP-3 tender closed on June 23, 2016 with all bids received being over budget. After consultation and approval from the Board of Regents and Government of Newfoundland and Labrador, it was decided the CP-3 tender would be cancelled, reworked and retendered to remain on budget. Accordingly, the team hosted a series of value engineering workshops over the course of summer 2016 and the tender package was reworked.

A complete set of revised drawings was received in November 2016 and was reviewed by the team over the following weeks. In early December, a pre-tender estimate was received from the cost consultants (Turner & Townsend) and a third party peer review of the pre-tender estimate was performed by A.W. Hooker. Both documents confirmed this phase of the project is within the global project budget so the tender was called on December 8, 2016, set to close on February 28, 2017.

In addition to reworking the tender package, the pre-qualification of all sub-trades has been removed, while the pre-qualification of the General Contractor (GC) will remain intact to ensure reputable and qualified firms are involved in the project. A Bidders' Conference was held on December 14, 2016 at the Newfoundland and Labrador Construction Association offices for all pre-qualified GCs. During this session, the team highlighted important information regarding revisions to the CP-



Core Science Facility (CSF) Status Update (cont'd)

3R tender. All pre-qualified GCs were strongly encouraged to attend, with four pre-qualified GCs ultimately attending the session.

A draft contribution agreement has been received from the Government of Canada relating to their support of the project through the New Building Canada Fund. The agreement has been updated to reflect the new project schedule and cash flows and was submitted to the Federal Government in December 2016 for signature.

It was noted that the CSF audit heat map is reported on separately at the Audit and Risk Committee meeting.

C. Universal Transit Pass (UPass) for Memorial University update

The Board received for information an update on the University Transit Pass (UPASS) for Memorial University. At the December 1, 2016 meeting of the Board of Regents a presentation was made to provide information on a potential UPass for Memorial University and to request approval in principle to proceed with a UPass program. The Board informed administration at that time that further information and consultation was requested prior to making a decision on a UPass program for Memorial University. Accordingly, the following steps have been taken by administration since the December 2016 Board meeting:

- 1) Further information relating to other Canadian Post-Secondary institutions' UPass programs is being prepared, with a summary expected for presentation at the March 2017 meeting of the Board of Regents.
- 2) The Memorial University Parking and Transit Solutions Committee has re-engaged its UPass sub-committee, which had concluded its work in Fall 2016, to further discuss and consult on a UPass for Memorial University. The sub-committee includes representation from the following groups:
  - Memorial University Department of Facilities Management
  - Memorial University Sustainability Office
  - Memorial University Students' Union
  - Memorial University Graduate Students' Union
  - Marine Institute Students' Union
  - Memorial University of Newfoundland Faculty Association
  - Metrobus Transit

Universal Transit Pass (UPass) for Memorial University update (cont'd)

The results of the efforts above are anticipated to provide further refinement to the proposed UPass program presented in December 2016 to ensure it meets the needs of the identified stakeholder groups and will provide the Board of Regents with further comparative information regarding UPass programs at other Canadian Post-Secondary institutions. The objective is to ensure that the best possible program is brought forward with further details, including cost/benefit analysis, thus allowing a decision to be made on whether MUN should enter into further negotiations with Metrobus.

**6388. HUMAN RELATIONS COMMITTEE**

A. Senior Leadership Position vacancies and upcoming renewals

The Board received for information a 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. Report on Academic Appointments

The Board received for information the Report on Academic Appointments for the St. John's and Grenfell Campuses for actions taken since December 2, 2016 noting that the actions have been taken under delegated authority as provided for in the Terms of Reference for the Human Relations Committee.

C. Human Resource Management System Improvement Project Update – 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 6386.E. above.

D. Integration of the Office of Student Recruitment with the Office of the Registrar

The Board received background information and approved the integration of the Office of Student Recruitment with the Office of the Registrar effective April 1, 2017, as outlined in the background documentation and as follows:

- integrating the Office of Student Recruitment (including budget and staff) with the Office of the Registrar; and
- dissolving the Office of Student Recruitment.

**6389. FINANCE COMMITTEE**

A. Update on the University's 2016-17 Financial Position

The Board received for information an update on the University's 2016-2017 financial position. On May 19, 2016, the Board of Regents approved the budget estimates for the fiscal year 2016-17. A review of actual revenue and expenditures has been completed as of November 30, 2016. At this time, total operating expenditures for 2016-17 are projected to be over budget by approximately \$3,766,763 (as provided in Table 1 of the background documentation). The majority of this projected deficit is due to a \$2,020,170 current year deficit projection for the Faculty of Medicine and a \$965,100 current year deficit projection for the Grenfell Campus.

Budget 2016-17 included a \$3.0 million permanent reduction for attrition. The full \$3.0 million is expected to be identified by year end.

At this time, a \$6.6 million surplus in Strategic Initiatives/Committed Funding is being projected. This \$6.6 million surplus is mainly comprised of: a \$4.2 cumulative surplus in faculty and staff turnover, a \$1.4 million surplus for MUNFA professional development (PDTER), and \$0.4 million for committed academic department projects.

Tuition Revenue - At this time, this source of operating revenue is forecasted to be \$118,500 over budget. This forecast is based on actual tuition revenue for the spring and fall semesters and a projection for the winter semester.

Indirect Cost of Research Grant - This revenue source is projected to be on budget.

B. Finance Plan for the Animal Resource Centre – also on the Campus Planning and Development Committee agenda

This item was considered under the report of the Campus Planning and Development Committee as outlined in the Minute 6394.A. below.

**CLOSED SESSION – DISCUSSION AGENDA**

**6390. FINANCE COMMITTEE**

A. Parking fee rate increase - St. John's Campus

The Board received and reviewed background information pertaining to the parking fee rate increase for the St. John's Campus.

Parking fee rate increase - St. John's Campus (cont'd)

Board members were advised that parking fees at the University are low when compared to similar institutions, and are inadequate to cover maintenance/snow clearing costs for parking lots. Increases to parking fees are currently limited by the University's collective agreements. There is a provision to allow a yearly increase in parking fees in the amount of the Consumer Price Index (CPI) increase. Therefore, a proposed general parking fee rate increase of 4 per cent is in line with the Newfoundland and Labrador CPI for a 12 month period (October 2015 to October 2016).

Revenue from permit sales from April 2016 – October 2016 is \$225,939, therefore the 4 per cent extra should increase revenue for the same period in 2017 by approximately \$9,038. The increased revenue will help fund operation and maintenance costs and allow further advancement and efficiency in parking management.

After a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approve the Parking Fees Amendment [No. 8] as outlined in the background documentation, effective May 1, 2017.

Mr. Giraldo abstained from voting.

**6391. EXECUTIVE COMMITTEE**

- A. Appointment of Vice-President (Grenfell Campus) *pro tempore*, Memorial University of Newfoundland

The Board received and reviewed background information pertaining to the appointment of the Vice-President (Grenfell Campus), *pro tempore*, Memorial University of Newfoundland.

Board members were advised in early January that Dr. Mary Bluehardt had accepted an appointment as President, Mount Saint Vincent University effective July 1, 2017. Dr. Bluehardt will complete her appointment as Vice-President (Grenfell Campus) effective May 1, 2017. Dr. Ivan Emke is currently the Associate Vice-President (Grenfell Campus) Research and has agreed to accept an appointment as Vice-President (Grenfell Campus) *pro tempore*. The terms of Dr. Emke's appointment and a copy of his curriculum vitae were provided in the background documentation.

Appointment of Vice-President (Grenfell Campus) pro tempore, Memorial University of Newfoundland (cont'd)

After a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approve the appointment of Dr. Ivan Emke as Vice-President (Grenfell Campus), pro tempore, effective May 1, 2017 to September 1, 2017 or with extension to December 31, 2017 depending on the appointment of a permanent Vice-President (Grenfell Campus) and as outlined in the background documentation.

B. Draft Statement of Purpose and Value Proposition

The Board received and reviewed background information pertaining to the draft "Statement of Purpose and Value Proposition".

Board members were reminded that in discussions between the Board of Regents and the administration over the past several months, the Board of Regents asked the administration to develop a purpose statement and a value proposition to clearly and concisely explain why Memorial University exists and how it achieves its purpose.

Defining the purpose of the institution will help to drive the strategic response to current opportunities and challenges, as it will ground fundamental understanding around a common statement. The related institutional value position will allow for development of audience-specific value propositions that will guide planning and communications activities.

Prepared with input from the President and Vice-Presidents, the text as provided in the background documentation, has been approved by Vice-Presidents Council for consideration by the Board of Regents. A detailed communications plan to support the launch of the purpose and value proposition statements has been drafted and will be completed after the statements are finalized.

Following discussion and following a number of wording suggestions, it was agreed to receive the item as a draft document and to invite individual members of the Board to provide comments and suggestions to the Provost and Vice-President (Academic) as part of the consultation process before another version of the document is presented to the Board for further consideration.

C. Oversight, Terms of Reference and Reviewer for the Review and Assessment of the Culture, Policies, Procedures and Practices of the Board of Regents of Memorial University of Newfoundland

The Board received and reviewed background information pertaining to the Oversight, Terms of Reference and Reviewer for the Review and Assessment of the Culture, Policies, Procedures and Practices of the Board of Regents of Memorial University of Newfoundland.

Board members were reminded that at a meeting held on December 1, 2016, the Board endorsed the report of the “ad hoc Sub-Committee of the Executive Committee of the Board of Regents to address next steps regarding the letter of resignation from Ms. Brittany Lennox” and the recommendations contained in the report. The first of these recommendations reads as follows:

*“That the Board of Regents engage an external party with experience in board governance to undertake a review/assessment of its culture, policies, procedures and practices while continuing to aspire towards the best practices among Canadian universities. Specifically, the review should examine matters such as confidentiality requirements; a code of conduct; the interaction between governance and administration; mechanisms for regularly eliciting Board members’ feedback about Board governance and operations; orientation and professional development for Board members; and other matters that might contribute to inclusive Board culture. The review’s findings and recommendations should be shared widely with due regard to privacy considerations.”*

At a meeting held on January 17, 2017, the Executive Committee established an ad hoc Committee (Steering Committee) consisting of the Chair of the Board of Regents, the Vice-Chair of the Board of Regents, the President and Vice-Chancellor, the Chair of the Governance Committee and the Chair of the Campus Planning and Development Committee with assistance from the Board Office, General Counsel and Marketing and Communications. Additional individuals may be invited by the Steering Committee Chair to attend meetings in a non-voting capacity as necessary. The Steering Committee was tasked with the following responsibilities:

- to select and nominate to the Board the name of the Reviewer
- to provide oversight for the review process

The proposed Terms of Reference for the Review and Assessment were outlined in Appendix A of the background documentation. The name and background materials regarding the Reviewer were outlined in Appendix B of the background documentation.

Oversight, Terms of Reference and Reviewer for the Review and Assessment of the Culture, Policies, Procedures and Practices of the Board of Regents of Memorial University of Newfoundland (cont'd)

After a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents endorse the Actions of the Executive Committee dated January 17, 2017 regarding the establishment of a Steering Committee with respect to the “Review and Assessment of the Culture, Policies, Procedures and Practices of the Board of Regents of Memorial University of Newfoundland” and with responsibilities as provided in the background documentation.

Further, the Board approved the Terms of Reference for the “Review and Assessment of the Culture, Policies, Procedures and Practices of the Board of Regents of Memorial University of Newfoundland” and as outlined in Appendix A of the background documentation. Additionally, the Board approved the appointment of Ms. Harriet Lewis as the Reviewer and agreed that Ms. Lewis be appointed as outlined in the background documentation.

D. Establishment of an ad hoc Committee to consider a Complaint from an Applicant for an Academic Position

The Board received and reviewed background information pertaining to the establishment of an ad hoc Committee to consider a complaint from an applicant for an academic position.

Board members were advised that at a meeting held on January 17, 2017, the Executive Committee agreed to recommend to the Board of Regents, the establishment of an ad hoc Committee to consider a complaint as outlined in the attached background documentation. The Executive Committee noted that Section 34(1)(j) of the MUN Act gives authority to the Board “to appoint committees that it considers necessary and to confer upon the committees power and authority to act for the board in and in relation to matters that the board considers expedient”.

The Executive Committee recommended to the Board that the ad hoc Committee be granted the authority to establish its own procedures and to render a decision in this complaint as long as the procedures and the decision are in compliance with all provisions of the MUN Act.

It was noted that the Secretary to the Board will issue a call to members of the Board for volunteers to serve on this ad hoc Committee. The Chair of the Board, in consultation with the Governance Committee, shall appoint the members to the ad hoc Committee.

Establishment of an ad hoc Committee to consider a Complaint from an Applicant for an Academic Position (cont'd)

After a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approve the establishment of an ad hoc Committee to consider a complaint as provided in the background documentation. Further, the Board approved the recommendation that the ad hoc Committee provide a written report of its deliberations and decisions to the Board for information at a future meeting of the Board.

**6392. GOVERNANCE COMMITTEE**

A. Amendments to the Procedures contained in the Presidential Search, Appointment and Assessment Policy

Dr. Kachanoski declared a conflict of interest and recused himself from the meeting.

The Board received and reviewed background information pertaining to amendments to the procedures contained in the "Presidential Search, Appointment and Assessment" Policy.

Board members were advised that the Presidential Search, Appointment and Assessment Policy contains a number of procedures including the "Procedure for Annual Presidential Assessment". The Governance Committee is recommending that the Procedure be updated to reflect the current practice of utilizing an external consulting firm to collect inputs from members of the Board regarding the Annual Presidential Assessment. It is also recommending that the Procedures be amended to provide an opportunity for all members of the Board (including members of the Executive Committee) to participate in the assessment of the performance of the President. The proposed amendments to the "Procedure for Annual Presidential Assessment" were provided in the background documentation.

In addition, incidental amendments to the "Procedure for Search, Selection and Appointment" and the "Procedure for Comprehensive Presidential Assessment" were proposed and were also outlined in the background documentation.



Amendments to the Procedures contained in the Presidential Search, Appointment and Assessment Policy (cont'd)

After a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approve the proposed amendments to the Procedures contained in the Presidential Search, Appointment and Assessment Policy as provided in the background documentation.

At this point, Dr. Kachanoski returned to the meeting.

- B. Correspondence dated January 5, 2017 from Basil Kavanagh (MUNFA), Brittany Lennox (MUNSU), Theresa Antle (CUPE 1615), Adam Carter (NAPE Local 7801), Jesse Brazil (NAPE Local 7850), Mary Pippy (NAPE Local 7405), Martha Wells (LUMUN), and Emadeddin Hussein (GSUMUN) regarding academic and non-academic employee representation on the Board

The Board received and reviewed background documentation pertaining to correspondence dated January 5, 2017 from Basil Kavanagh (MUNFA), Brittany Lennox (MUNSU), Theresa Antle (CUPE 1615), Adam Carter (NAPE Local 7801), Jesse Brazil (NAPE Local 7850), Mary Pippy (NAPE Local 7405), Martha Wells (LUMUN), and Emadeddin Hussein (GSUMUN) regarding academic and non-academic employee representation on the Board.

Board members were advised that at a meeting held on January 17, 2017, the Executive Committee of the Board of Regents received the above-noted correspondence. At that time, the Executive Committee agreed to request that the Governance Committee prepare a recommendation for consideration by the Board of Regents regarding this important topic.

At a meeting held on February 1, 2017, the Governance Committee of the Board of Regents received and reviewed the above-noted correspondence. It was noted that the Committee also reviewed the draft discussion paper entitled "Sharing in Governance", dated May 27, 2013 which was prepared by Ms. Donna Ball, Senior Policy Analyst. It was noted that the Governance Committee agreed that it would be beneficial to update Section I of the draft discussion paper to reflect the current composition of Canadian University boards.

The Board was further advised that the Governance Committee has also agreed to establish an ad hoc Sub-Committee to oversee the research and formulate recommendations in this regard for consideration by the Governance Committee and subsequently by the Board of Regents. The membership, terms of reference and support required for this ad hoc Sub-Committee are being drafted and will be brought back to the Governance Committee for consideration at a future meeting.

Correspondence dated January 5, 2017 from Basil Kavanagh (MUNFA), Brittany Lennox (MUNSU), Theresa Antle (CUPE 1615), Adam Carter (NAPE Local 7801), Jesse Brazil (NAPE Local 7850), Mary Pippy (NAPE Local 7405), Martha Wells (LUMUN), and Emadeddin Hussein (GSUMUN) regarding academic and non-academic employee representation on the Board (cont'd)

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

**6393. AUDIT AND RISK COMMITTEE**

A. 2016 Office of the Chief Risk Officer Update

The Board received and reviewed background information pertaining to the 2016 Office of the Chief Risk Officer update.

Board members were advised that the Office of the Chief Risk Officer (OCRO) continues to provide Environmental Health and Safety, Security and Enterprise Risk Management services to Memorial. An update of work completed and ongoing by the OCRO during 2016 along with safety statistics, an update to the university risk profile, and an update to the university's insurance premiums and guide was provided in the background documentation.

It was noted that at a meeting held on February 1, 2017, the Audit and Risk Committee received a presentation from Mr. Kris Parsons, Chief Risk Officer, entitled "Office of the Chief Risk Officer – Fall Update".

During discussion, Mr. Bradbury advised that at the meeting of the Audit and Risk Committee, it noted the necessity of informing the Board of any items contained in the Risk/Opportunity category that have a residual risk rating of "Extreme". At the meeting, it was also agreed that each of those items be categorized with a risk ranking showing the work being completed in order to bring the risk rating down to an acceptable level in a suitable timeframe.

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

**6394. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE**

A. Financing Plan for the Animal Resource Centre – also on the Finance Committee agenda

The Board received and reviewed background information pertaining to the financial plan for the Animal Resource Centre.

Board members were advised that following from the approval provided by the Campus Planning and Development Committee at its meeting on October 5, 2016,

Financing Plan for the Animal Resource Centre (cont'd)

administration has continued to advance planning for the construction of the Animal Resource Centre and has received permission from the Government of Newfoundland and Labrador to borrow \$15.6M towards the project. Accordingly, a Request for Proposals (RFP) for financing was issued for the project in December 2016, which closed in January 2017 and is currently under review.

The project has however continued to experience both budget and schedule challenges.

At the concept stage, the facility was envisaged to include only services currently being provided in the animal care area of the adjacent Health Sciences Centre. Due to the inadequacy of the environment in the Biotechnology Building and the negative impact on accreditation, the concept was changed to reflect incorporation of the services provided in the Biotechnology Building. While this was known when the budget was established, the impact was perhaps not fully appreciated. So while the need to meet budget has resulted in a "tight" footprint, the incorporation of the biotechnology services has meant that considerable effort has gone into making the space as flexible and multi-functional as possible.

The result is that despite efforts to provide cost control and make budget conscious design decisions, recent estimates place the global cost of the project higher than initially budgeted. In addition, the extended design period has resulted in a current construction schedule which places substantial completion of the project at mid-2019, which is beyond the Federal Government's SIF program deadline of April 30, 2018. In response, the administration is working with both the provincial and federal governments to explore receiving an extension for the project under the SIF program to ensure its continued support.

With respect to the overall financing of the project, the administration outlined to the Board how it now intends to support the project

The administration anticipates calling tenders for this project in March 2017, and will report back to the Board of Regents prior to awarding the construction contract.

After a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approve the Animal Resource Centre financing plan as outlined in the background documentation.

**6395. ANY OTHER BUSINESS**

A. Date of Next Meeting

The Acting Chair advised that the next regular meeting of the Board of Regents is tentatively scheduled to be held on March 16, 2017.

**ADJOURNMENT**

The meeting adjourned at 4:35 p.m.

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**ACTING CHAIRPERSON**

\_\_\_\_\_  
**SECRETARY**

\_\_\_\_\_  
**DATE**