

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Wednesday, May 18, 2022 at 2:00 p.m. in the Centre for Research and Innovation, Corner Brook and via Webex.

PRESENT:

Ms. Cathy Duke, Acting Chair
Dr. Vianne Timmons, President and Vice-Chancellor
Dr. Margaret Steele, Interim Provost and Vice-President (Academic)
Chancellor Susan Dyer Knight
Ms. Michelle Baikie, via webex
Mr. Glenn Barnes
Dr. Bud Davidge, via webex
Mr. Jorge Campos
Mr. Joe Dunford, via webex
Dr. Rex Gibbons, via webex
Ms. Ann Marie Hann
Ms. Karen McCarthy, via webex
Ms. Kerri Neil
Ms. Andrea Stack
Ms. Eleanor Swanson
Ms. Tina Scott, Secretary to the Board

APOLOGIES:

Apologies were received from Dr. Neil Bose, Mr. Steve Greene.

PRESENT BY INVITATION:

Ms. Catharyn Andersen, Vice-President (Indigenous), Ms. Lisa Browne, Vice-President (Advancement and External Affairs) via webex, Dr. Rob Shea, Vice-President (Marine Institute) via webex, Ms. Michelle Snow, Executive Director, Office of the Board of Regents, Dr. Ian Sutherland, Vice-President (Grenfell Campus) *Pro Tempore*, Mr. Scott Worsfold, Associate General Counsel via webex.

6902. MEETING CALLED TO ORDER

The meeting was called to order at 2:00 p.m. by Ms. Cathy Duke, Acting Chair. In doing so, she acknowledged and welcomed all members to the meeting and to Corner Brook. She then thanked Dr. Ian Sutherland and the staff at Grenfell Campus for facilitating the Board's meeting arrangements along with the schedule of events from May 17th to 19th, 2022.

6903. APPROVAL OF THE AGENDA/CONFLICT OF INTEREST

Following the call for the approval of the agenda, Ms. Duke 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 agenda was approved by the Board.

6904. MINUTES

The Minutes of the meeting of the Board of Regents held on March 10, 2022 and the special meeting held on April 28, 2022 were approved by the Board.

6905. CHAIR'S REPORT

A. Meeting of the Executive Committee – April 18, 2022

The Acting Chair noted that the Executive Committee met on April 18, 2022 to finalize and fine tune the agenda for today's meeting of the Board.

6906. PRESIDENT'S REPORT

A. President's Update of Activities

Dr. Timmons provided the Board with a written summary of her activities and University events for period from March 5 to May 13, 2022 and provided the Board more detail and context on several of these activities and events.

In doing so, she noted that this document is an update on the strategic objectives for the 2021-2022 academic year, as presented and approved by the Board of Regents at its meeting held on May 12, 2021. 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 current period
- Appendix "B" Report on the President's Academic Research
- Appendix "C" Key Institutional Messages"

B. Registration and Enrolments Progress Report for Spring 2022 Semester

The Board received and reviewed an enrolments and registration progress report for the Spring 2022 Semester.

OPEN SESSION - CONSENT AGENDA

It was moved by Ms. Hann, seconded by Ms. Stack, and carried that the consent agenda, as recommended by the appropriate Board Committee and comprising the resolutions listed in 6907 through 6908, be approved as outlined below.

6907. SENATE MATTERS

- A. Approval of Calendar Changes arising from the Senate meeting of March 8, 2022

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on March 8, 2022 and approved the Calendar changes as outlined in the background documentation.

- B. Approval of New Program “Master of Applied Literary Arts” arising from the Senate meeting of March 8, 2022

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on March 8, 2022 and approved the new program “Master of Applied Literary Arts” as outlined in the background documentation.

- C. Approval of Calendar Changes arising from the Senate meeting of April 12, 2022

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on April 12, 2022 and approved the Calendar changes as outlined in the background documentation.

6908. FINANCE COMMITTEE

- A. Application Fee changes for the MD program in the Faculty of Medicine

The Board received background information and approved a non-refundable application fee of \$255.00 for the Faculty of Medicine, effective the 2022-23 application cycle and as outlined in the background documentation.

B. Annual Increase in residence meal plan fees for St. John's Campus 2022-23

The Board received background information and approved the residence meal plan fees effective for the 2022-23 academic years as outlined in the background documentation and as follows:

Type	Fall 2022 Total Fee	Winter 2023 Total Fee
7-Day Unlimited	\$2,735 (Includes \$100 flex dollars per semester)	\$2,840 (Includes \$100 flex dollars per semester)
5-Day Unlimited	\$2,735 (Includes \$200 flex dollars per semester)	\$2,840 (Includes \$200 flex dollars per semester)

CLOSED SESSION – CONSENT AGENDA

Ms. Duke 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 Mr. Barnes, seconded by Mr. Campos and carried that the consent agenda, comprising the resolutions listed in 6909 through 6911 below be approved as follows:

6909. AUDIT AND RISK COMMITTEE

A. Appointment to the Canadian Centre for Fisheries Innovation (CCFI) Board of Directors

The Board was informed that at a meeting held on May 3, 2022, the Audit and Risk Committee approved the appointment to the Canadian Centre for Fisheries Innovation (CCFI) Board of Directors as outlined in the background documentation and as follows:

- Mr. Jamie Baker, appointed for a three year term or until a successor is duly appointed.

B. Reappointments to Genesis Group Inc. Board of Directors

The Board was informed that at a meeting held on May 3, 2022, the Audit and Risk Committee approved the reappointments to the Genesis Group Inc. Board of Directors as outlined in the background documentation and as follows:

Reappointments to Genesis Group Inc. Board of Directors (cont'd)

- Ms. Valerie Fox – reappointed as Community Representative for a nine month term effective October 1, 2022.
- Mr. Karl Smith - reappointed as Community Representative for a nine month term effective October 1, 2022.
- Ms. Mimi Sheriff – reappointed as Community Representative for a seven month term effective December 3, 2023.
- Dr. Neil Bose – reappointed as MUN Representative for a nineteen month term effective November 30, 2022.
- Ms. Peg Hunter – reappointed as Community Representative for a nineteen month term effective December 4, 2023
- Dr. Rob Greenwood – reappointed as MUN Representative for an eighteen month term effective December 31, 2023.

6910. 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
2	Harsh Environment Research Facility
Marine Institute	
1	Holyrood Marine Base Phase IIB
Grenfell Campus	
1	Regional Aquatics and Recreation Centre

PROJECTS IN PLANNING STAGES	
St. John's Campus	
1	Reid Theatre Redevelopment
2	University Buildings Strategy
3	Ocean Frontier Institute (OFI) Fit Up
4	Electric Boilers – Utilities Annex
5	Canada Games Upgrades – Aquarena & Field House

PROJECTS IN EARLY STAGES	
1	School of Pharmacy Expansion
2	Labrador Campus

PROJECTS ON HOLD	
1	Indigenous Centre
2	Signal Hill Campus Phase II
3	Transit Terminal
4	Faculty of Medicine Redevelopment of Existing Space

Update on Capital Projects (cont'd)

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. Annual Report on Leased Space

The Board received for information the Annual Report on Leased Space. The report summarized information on all property lease agreements of Memorial University for the Fiscal Year 2021-2022. These leases cover agreements for external space occupied by the University as well as space Memorial has leased to other organizations and as outlined in the background documentation.

C. Architectural and Engineering Consultant Appointments for Projects with a capital value of less than \$5.0M awarded in the Fiscal Year 2021-22

The Board received for information the annual report on Architectural and Engineering Consultant appointments for projects with a capital value of less than \$5.0 M awarded in the Fiscal Year 2021-22. Consistent with the Board policy titled "Capital Projects," Facilities Management has prepared a report for the Fiscal Year 2021-22 indicating the firm, project title, scope, and value for each commission awarded. The report was provided in the background documentation as Appendix A. Design fees totaled \$811,986, of which \$638,209 was for project design and \$173,777 was for studies and inspections. Acquisition of these services falls within the Public Procurement Act (PPA) scope, and procurement was undertaken in keeping with the Act.

D. Appointment of Pippy Park Commission Memorial University Representative

The Board received background documentation and approved the appointment of Ms. Rayna Luther as Memorial University's representative on the C.A. Pippy Park Commission and as outlined in the background documentation.

6911. 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 March 10, 2022, noting that the actions have been taken under delegated authority as provided for in the Terms of Reference for the Human Relations Committee.

C. Extension of Interim Dean, School of Human Kinetics and Recreation

The Board received background information and approved the extension of Dr. Anne Marie Sullivan as Interim Dean of the School of Human Kinetics and Recreation effective July 1, 2022 and continuing until June 30, 2023 or upon completion of a successful search for a permanent dean, whichever occurs first, and as outlined in the background documentation.

CLOSED SESSION – DISCUSSION AGENDA

6912. GOVERNANCE COMMITTEE

A. Proposed Code of Conduct for the Board of Regents – also on the Governance Committee agenda

The Board received and reviewed background information pertaining to the proposed Code of Conduct for the Board of Regents.

Board members were advised that the 2017 Review of Governance Culture and Practices: Memorial University by Harriet Lewis initially identified the need for a Board Code of Conduct (Code). The Governance Committee had prioritized the development of a Code in its work plan but work on its development was paused in the Spring and Fall of 2021 in anticipation of changes to the *Memorial University Act*. With signaling from the provincial government in Fall 2021 that changes to the Act would not be occurring until Spring 2022, the Governance Committee decided to continue the development of a Board Code of Conduct with the recognition that some elements may need to be altered pending changes to the Act at a future date.

The proposed Code of Conduct incorporates best practices from comparable institutions as detailed in the jurisdictional scan (a copy of which was provided in the background documentation), and has been informed through internal consultations with members of the Board. It includes input from General Counsel and from discussions that occurred at the February 14, 2022 Governance and Executive Committee meetings. Some key points regarding the document are as follows:

Proposed Code of Conduct for the Board of Regents (cont'd)

- The proposed Code is intended to reflect the University vision, mission, and values while supporting existing Board by-laws and policies.
- It aims to provide clarity to board members and the university community regarding the role and expectations of board members as they discharge their fiduciary duties.
- A Code to help guide and support Board members is an essential tool in governance best practice.
- Core areas such as confidentiality, conflict of interest, and non-compliance have been included in the Code while being interconnected with existing Board policies and documentation.
- The Code, if approved, would be a public document and reviewed at four year intervals as Board policies are.

During discussion, editorial amendments were proposed to the following sections:

- Revisions to the section "Non-Compliance"
- Revisions to the section "Political Activity"

After a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the proposed Code of Conduct for members of the Board of Regents, subject to editorial amendments as noted above, and as outlined in the background documentation.

B. Revised Policy: "Presidential Search, Selection and Appointment"

The Board received and reviewed background information pertaining to the revised Board Policy entitled "Presidential Search, Appointment and Assessment" to "Presidential Search, Selection and Appointment".

Board members were advised that at a meeting held on November 22, 2021 of the Governance Committee, formal approval was provided for the scheduled review of the Board Policy: Presidential Search, Appointment, and Assessment. During the research process for the review of the policy it was identified that decoupling this policy into the functional areas of search and assessment would be a policy best practice.

Revised Policy: “Presidential Search, Selection and Appointment” (cont’d)

The decoupling of the current policy allows for clear delineation of presidential search and assessment functions, as well as greater clarity in the structure and formatting of the policy and associated procedures.

The proposed Presidential Search, Selection, and Appointment policy is not significantly different from its predecessor, but does include the explicit reference to the institution’s vision, mission and values. It also defines key terminology and the role of the search committee and board in an effort to ensure greater clarity. In addition, this revised policy is accompanied by a more well-defined procedures document which provides greater specificity to guide the search and selection process, enhanced transparency while also maintaining the required flexibility and discretion of the Board and search committee.

During discussion, editorial amendments were proposed to the section entitled “Membership”:

After a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the Board Policy entitled “Presidential Search, Selection, and Appointment” with noted editorial amendments and as outlined in the background documentation.

C. Proposed revised Policy: Presidential Assessment Policy

The Board received and reviewed background information pertaining to the revised Board Policy “Presidential Assessment”.

The Presidential Assessment Policy guides the annual and comprehensive assessment of the University President. Decoupling this policy from the presidential search and appointment policy enables these important assessment functions to be independent of the selection process, which occurs at much more infrequent intervals. It also allows for greater clarity and consistency in the structure and formatting of the policy and associated procedures.

The proposed Presidential Assessment Policy remains substantially along the lines of its predecessor with minimal changes outside of formatting, clarified terminology, and greater emphasis on the values that guide this policy. It also includes more detailed procedures to guide both the annual and comprehensive assessments.

Proposed revised Policy: Presidential Assessment Policy (cont'd)

After a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents endorse the Policy "Presidential Assessment" and as outlined in the background documentation.

6913. PRESENTATION TO THE BOARD

A. Vice-President (Grenfell Campus) Pro Tempore, Portfolio Update

Dr. Ian Sutherland, Vice-President (Grenfell Campus) *Pro Tempore*, provided the Board with a presentation with regard to the Vice-President (Grenfell Campus) portfolio.

Following a question and answer period, Ms. Duke on behalf of the Board, thanked Dr. Sutherland for his very informative presentation (a copy of which is located in the Board files).

6914. EXECUTIVE COMMITTEE

A. Appointment of Student Representative of the Graduate Students' Union (GSU)

The Board received and reviewed background information pertaining to the appointment of the student representative of the Graduate Students' Union (GSU).

Board members were advised that Section 22(2)(d) of the *Memorial University Act* reads as follows:

- "(2) The Board shall consist of
 - (d) 4 members appointed by the Lieutenant-Governor in Council being full-time students of the University who:
 - i. meet the requirements set out in the regulations, and
 - ii. are recommended to the Lieutenant-Governor in Council by the Board following recommendation to the Board of one candidate each from the following student unions:
 - A. the Memorial University of Newfoundland Students' Union
 - B. the Graduate Students' Union
 - C. the Marine Institute Students' Union
 - D. the Grenfell Campus Students' Union"

Appointment of Student Representative of the Graduate Students' Union (GSU)
(cont'd)

Further, Section 30(3) of the Memorial University Act reads as follows:

“(3) In the case of an appointed member the person appointed shall hold office only for the remainder of the term for which his or her predecessor was appointed.”

The Graduate Students' Union has nominated Arshad Ali Shaikh to replace Susmita Burman who resigned from the Board effective March 15, 2022 and whose term was to expire on May 18, 2023.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents accept the nomination of Mr. Arshad Ali Shaikh as requested by the Graduate Students' Union, and that the Board recommend his appointment to the Lieutenant-Governor in Council for a term in accordance with the Act.

B. Senate matters with implications for the Board of Regents (April 12, 2022): Approval of the awarding of the title Professor Emeritus/Emerita to five retired members of the Faculty

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on April 12, 2022.

After a discussion, the following resolution was passed:

RESOLVED:

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

Dr. Brad DeYoung, Faculty of Science
Dr. June Harris, Faculty of Medicine
Dr. Noreen Golfman, Faculty of Humanities and Social Sciences
Dr. Thomas Michalak, Faculty of Medicine
Dr. Ursula Kelly, Faculty of Education

Mr. Dunford left the meeting at this point.

C. Executive Compensation

At this point, the following members of the administration declared a conflict and recused themselves from the meeting: Ms. Catharyn Andersen, Ms. Lisa Browne, Dr. Rob Shea, Dr. Ian Sutherland, Mr. Scott Worsfold.

The Board received and reviewed background information pertaining to Executive Compensation.

Board members were advised that the last comprehensive review of Executive Compensation (i.e. Provost and Vice-Presidents) was undertaken in 2005-2006. At that time, the Board adopted the principle that Memorial should adopt compensation scales at the 50th percentile (P50) of the Canadian University Market for its executive employees. In the intervening years general economic increases were implemented however a comprehensive review and market study has not been completed in 15 years. In late 2021, the President requested that the Department of Human Resources conduct a review of Memorial's executive compensation in comparison to relative Canadian Universities. An overview of the findings of that report was provided in the background documentation.

It was noted that an up to date Executive Compensation Scale is necessary for Memorial to be competitive within the market when recruiting new executives. The report provides recommendations related to General Economic Increases (GEI) (to align with the provincial Government template) and the implementation of a Revised Executive Scale to align with the University Market. The implementation of GEI for NAPE, CUPE and other non-bargaining units were previously approved by the Board in 2021.

It was noted that in accordance with past practice, the recommendation to implement the GEI will be brought forward after completion of collective bargaining with all bargaining units. The adoption of the new scale for all future hires will aid in upcoming recruitments.

After a detailed discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the Executive Compensation as outlined in the background documentation and as follows:

- The continued compensation target of the 50th percentile (P50) of the Canadian University Market for executive employees.
- The implementation of the executive salary scale aligned to the Canadian University market, resulting in the scales presented in Table 5 of Schedule "A".

D. Appointment of the Vice-President (Administration and Finance)

The Board received and reviewed background information pertaining to the appointment of Vice-President (Administration and Finance).

The position of the Vice-President (Administration and Finance) has been filled on an interim basis since the retirement of Mr. Kent Decker on March 31, 2022. The President established a committee to conduct a search for a permanent incumbent in December 2021. The committee consisted of 12 members including the President as Chair. The Executive search firm of Boyden was engaged to aid in the search.

The members of the Search Committee concluded that Mr. Rob Philpott best met the preferred characteristics for the Vice-President (Administration and Finance). Provided in the background documentation was a Report of the Search, approved by the Committee, which detailed the process. In addition, details regarding Mr. Philpott's recommended contract were included in the background documentation.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the appointment of Mr. Rob Philpott as Vice-President (Administration and Finance) effective September 6, 2022 and as outlined in the background documentation.

6915. 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 Thursday, July 7, 2022.

B. Resignation of Susmita Burman, Graduate Students' Union

The Chair noted for the information of the Board the resignation of Ms. Susmita Burman, Graduate Students' Union representative effective March 15, 2022. The Chair, on behalf of the Board, acknowledged with sincere gratitude the valuable service given by Ms. Burman to the University during her term on the Board.

C. Spring Convocation

The Chair reminded members that May 19th will mark the first of 11 sessions of Spring Convocation, at the Corner Brook Civic Centre, and then continuing with 10 sessions in St. John's at the Arts and Culture Centre from Monday, May 30 to Friday, June 3. In doing so, she encouraged Regents to attend as many sessions as possible.

ADJOURNMENT

The meeting adjourned at 5:40 p.m.

CHAIR

SECRETARY

DATE