

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Thursday, October 20, 2011, at 4:00 p.m., in the in the Board Room of the University, Room A-2029.

PRESENT:

Mr. Robert E. Simmonds, Chair
General Rick Hillier, Chancellor
Dr. Gary Kachanoski, President and Vice-Chancellor
Dr. David Wardlaw, Provost and Vice-President (Academic)
Ms. Sheila Ashton
Mr. Gilbert Bennett
Mr. Roger Bill, via teleconference
Mr. Jerry Byrne
Mr. Richard Chislett
Ms. Pat Coish-Snow, via teleconference
Ms. Mary Cormier
Ms. Michelle Daye
Ms. Pegi Earle
Mr. Rex Gibbons, via teleconference
Mr. Jim Hickey
Mr. Jim Keating
Ms. Kim Keating
Ms. Sarah-Ann King
Mr. Bill Matthews
Dr. Vinod Patel
Mr. Tony Roche
Ms. Kathleen Roul
Ms. Donna Stone
Mr. George Tucker
Ms. Tina Scott, Secretary

APOLOGIES: Mr. Brian Dalton, Dr. Christopher Loomis, Dr. Luke Pike.

PRESENT BY INVITATION:

Mr. Kent Decker, Vice-President (Administration and Finance), Dr. Mary Bluehardt, Vice-President (Grenfell Campus); Mr. Glenn Blackwood, Acting Vice-President (Marine Institute); Glenn Collins, Advisor to the Board; Ms. Karen Hollett, General Counsel.

5823. MEETING CALLED TO ORDER

The meeting was called to order at 4:00 p.m. by Mr. Simmonds, Chair.

Mr. Simmonds welcomed Ms. Pegi Earle, Alumni representative to her first meeting of the Board.

5824. APPROVAL OF THE AGENDA

The agenda for the meeting was approved, as amended.

Following approval of the agenda, Mr. Simmonds provided members with the opportunity to declare if they are in a conflict of interest position or a potential conflict of interest position with regard to any agenda items. Ms. Pegi Earle declared a conflict with Agenda Item 14.A. "Restructuring the Provost and Vice-President (Academic) Portfolio and noted that she will not be participating in the debate or voting on this item.

5825. MINUTES

The Minutes of the regular meeting of the Board of Regents held on September 8, 2011 as well as the email poll conducted on August 25, 2011 were approved by the Board with noted amendments.

5826. CHAIR'S REPORT

A. Tabling of 2010-2011 Annual Reports

The Chair advised that he received an email dated September 19, 2011 from Mr. Glen Roberts, Manager of Benefits and Pensions, Department of Human Resources. Mr. Roberts noted that because the House of Assembly was dissolved before the Central Review process was complete, the MUN Pension Plan Annual Report was not tabled in the House but will be tabled once the House of Assembly opens again for regular business.

5827. EXECUTIVE COMMITTEE

Mr. Simmonds advised that the Executive Committee met on October 3 to finalize the agenda for today's Board meeting.

5828. PRESIDENT'S REPORT

A. President's Summary of Activities

The President provided the Board with highlights of his recent activities since the September 2011 Board meeting.

B. Registration Progress Report for Fall 2011

The Board received and reviewed a preliminary registration progress report for the Fall 2011 semester as of September 21, 2011 outlining positive growth in enrolments and registrations by campus and category of student as of that date.

C. Appointment of Vice-President (Marine Institute)

The Board received and reviewed background information pertaining to the appointment of the Vice-President (Marine Institute). Dr. Kachanoski reminded members that at its meeting held on July 7, 2011, the Board approved the creation of the position of Vice-President (Marine Institute). It was also agreed that, subject to a satisfactory review, Mr. Glenn Blackwood would be appointed as Vice-President for a five-year term, renewable upon a further review at that time. Dr. Kachanoski then noted that a review committee has been struck and consultations with the University community have commenced. He advised that the Committee's report has not been finalized in time for today's meeting of the Board and that the results of the review will be brought to the Executive Committee of the Board when completed.

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

CONSENT AGENDA

Noting that the items were dealt with in detail in meetings of the appropriate committees, it was moved by Ms. Ashton, seconded by Ms. Daye and carried that the consent agenda, comprising the resolutions listed in 5829 through 5833 below be approved as follows:

5829. FINANCE COMMITTEE

A. Amendments to Professional Masters Program Special Fee in the Faculty of Engineering and Applied Science: (1) Non-refundable Deposit; (2) Plan B Tuition Schedule

The Board received background information and agreed to amend the current refund regulation to allow the refund of the \$2,000 deposit in cases where there is evidence of visa rejection and further, authorized the approval for domestic part-time students to follow the Masters Plan B tuition schedule as outlined in the background documentation.

B. Highlights of the *Annual Investment Committee Report on the Performance of the Endowed and Non-endowed Funds for the Fiscal Year Ended March 31, 2011*

The Board received and reviewed background information pertaining to the highlights of the "*Annual Investment Committee Report on the Performance of the Endowed and Non-endowed Funds for the Fiscal Year Ended March 31, 2011*".

The Board was advised that on an annual basis, the Investment Committee prepares an Annual Report for the Finance Committee on the performance of the endowed and non-endowed funds for the previous fiscal year. A copy of the annual report was included in the background documentation noting that additional information is available in the complete *Annual Investment Committee Report on the Performance of the Endowed and Non-endowed Funds for the Fiscal Year Ended March 31, 2011*.

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

5830. AUDIT AND RISK COMMITTEE

- A. Summary of Corporate Governance Checklists provided by Separately Incorporated Entities for 2010/11 fiscal year

The Board received background information with respect to the summary of Corporate Governance Checklists provided by Separately Incorporated Entities for the 2010/11 fiscal year. This item was received for information and did not require a resolution of the Board.

5831. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE

- A. Update on Progress of Capital Projects

The Board received a summary report of the following capital projects currently underway or being planned:

St. John's Campus

- New Residence
- Residence Renovations
- Newfoundland & Labrador Centre for Interdisciplinary Research in Human Genetics and Faculty of Medicine Building Extension, HSC
- Ocean Science Centre Cold Water Supply
- Dr. Jack Clark Building and the S.J. Carew Building expansions

Grenfell Campus

- Academic Building
- New Residence
- Environmental Research Laboratories

Marine Institute

- Offshore Safety and Survival Centre Enhancement

The Board was advised that projects are on time and on budget.

5832. HUMAN RELATIONS COMMITTEE

- A. Revision of the Administrative Leave Policy for Academic Administrators

The Board received background information and agreed to the proposed revised policy "Administrative Leave Policy for Academic Administrators", to be effective immediately.

B. Reporting Structure for the Harris Centre

The Board received background information pertaining to the reporting structure for the Harris Centre. The Board was reminded that at a meeting held on September 8, 2011, the Board of Regents approved the creation of the position of Executive Director, Community Engagement. Dr. Robert Greenwood was appointed to the position and is carrying out this function in addition to the Director of the Harris Centre.

It was noted that the reporting structure for the Director of the Harris Centre provided that he reports jointly to the Provost and Vice-President (Academic) as well as the Vice-President (Research). To streamline the reporting structure, the Director of the Harris Centre will now report to the President. Therefore, the Harris Centre will fall within the President's portfolio. The Provost and Vice-President (Academic) and the Vice-President (Research) have been consulted and concur with the revised structure. Additionally, the position title has been revised and is now Executive Director, Office of Engagement and the Leslie Harris Centre of Regional Policy.

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

C. Appointments Report

The Board received the Appointments Report for actions taken since July 7, 2011 noting that the actions have been taken under delegated authority as provided in the Terms of Reference for the Human Relations Committee.

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

5833. SENATE

The Board received reports of items of business considered by Senate at its regular meeting held on September 13, 2011. Approval was given to the following items requiring Board approval under Section 56(h) (course of study) and 56(s) (making or altering a rule or regulation) of the Act:

1. September 13, 2011

- Item 4 Report of the Senate Committee on Undergraduate Studies
(No. 4.1 - 4.11)
- Item 5 Report of the Academic Council of the School of Graduate Studies
(No. 5.1)
- Item 6 Report of the Senate Committee on Undergraduate Studies
(No. 6.1)

DISCUSSION AGENDA

5834. FINANCE COMMITTEE

A. Annual Budget submission to the Provincial Government for fiscal years ending March 31st, 2013, 2014 and 2015

The Board received and reviewed background documentation pertaining to the annual budget submission to the Provincial Government for fiscal years ending March 31, 2013, 2014 and 2015.

Mr. Decker then provided a presentation with respect to the annual budget submission. He advised that the University has been requested to provide Government with its budget submission for the fiscal years ending 2013, 2014 and 2015. The requests are prioritized taking into account the following:

- Salary Step increases as well as estimated cost increases for benefits;
- Collective Agreement salary increases and estimated cost increases for benefits;
- Inflationary cost increases;
- Operating expenses for Grenfell Academic Building;
- Continued government funded initiatives;
- Tuition Revenues; and
- Capital Expenditures.

The Faculty of Medicine budget submission has been prepared for the fiscal years ending 2013, 2014 and 2015 using the following parameters:

- Salary step increases as well as estimated cost increases for benefits;
- Collective Agreement salary increases and estimated cost increases for benefits;
- Inflationary cost increases;
- Strategic Initiatives; and
- Capital Expenditures.

It was noted that the budget submission summaries were provided in the background documentation.

Dr. Kachanoski then advised that in addition to the core budget submission, three Strategic Initiatives are being proposed this year. Proposals for the three initiatives were also provided in the background documentation and they will be evaluated by the provincial government separately from the core budget proposal. The background documentation provides the scope of the initiatives which, pending approval of the Board, will be negotiated further with the provincial government. The initiatives have the potential of significant impact for the University. These initiatives are as follows and as outlined in the background documentation:

- Schedule "A" Expansion of the Faculty of Engineering and Applied Science
- Schedule "B" Positioning the Marine Institute for Future Growth; and
- Schedule "C" Redevelopment of the St. John's Campus core science facilities.

Annual Budget submission to the Provincial Government for fiscal years ending March 31st, 2013, 2014 and 2015 (cont'd)

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the budget submission for Memorial University, including the St. John's Campus, Grenfell Campus and the Faculty of Medicine to the Provincial Government for fiscal years ending March 31st 2013, 2014 and 2015.

5835. TEACHING AND LEARNING FRAMEWORK; STRATEGIC OBJECTIVES

Dr. David Wardlaw, Provost and Vice-President (Academic) provided an overview with respect to the Teaching and Learning Framework at Memorial University. In doing so, he noted the foundational statement, principles, qualities of the graduate and core values of a Teaching and Learning community at Memorial. He informed the Board of progress to date and also advised that the teaching and learning framework initiative is ongoing. Additional information regarding the Teaching and Learning Framework is available on-line at: http://www.mun.ca/vpacademic/teach_learn.php

5836. HUMAN RELATIONS COMMITTEE

- A. Restructuring the Associate Vice-President Academic (AVPA) portfolios in the Office of the Provost and Vice-President (Academic), and the Student Affairs and Services portfolio in the Office of the President

The Board received and reviewed background documentation pertaining to the restructuring of the Associate Vice-President Academic (AVPA) portfolios in the Office of the Provost and Vice-President (Academic), and the Student Affairs and Services portfolio in the Office of the President. The Board was reminded that at a meeting of September 8, 2011, the Board of Regents approved the implementation of a provostial structure for Memorial University and the designation of the Provost as the university's chief operating officer. The Board also approved the retitling and repurposing of the position of the current Vice-President (Academic) to Provost and Vice-President (Academic). These changes were recommended by the President, following an External Review of the Vice-President (Academic) Office commissioned by him in Spring/Summer 2011.

Dr. Kachanoski noted that currently, there are two AVPA positions in the VPA office. The External Review Panel recommended defining the AVPA positions in terms of functional responsibilities, and that the direct reports to the Office of the Vice-President (Academic) should align with the Provost and VPA and the AVPA portfolio functions.

Restructuring the Associate Vice-President Academic (AVPA) portfolios in the Office of the Provost and Vice-President (Academic), and the Student Affairs and Services portfolio in the Office of the President (cont'd)

Dr. Kachanoski then noted that the following recommendations are being proposed:

1. A re-titling and repurposing of one of the AVPA positions to become an AVPA of Faculty Affairs to provide leadership, innovation, and stewardship in all areas pertaining to academic staff, including faculty relations, academic and professional development for faculty, recruitment and retention and performance management.
2. A re-titling and repurposing of the second AVPA position to become an AVPA of Planning, Priorities and Programs to provide leadership, vision, and coordination in the area of strategic academic planning and implementation and program innovation and development.
3. The creation of a Deputy Provost (Students) and AVPA (Undergraduate Studies) to create and maintain integrated, effective, pan-university academic and non-academic support services for students, and simultaneously to provide leadership and coordination in improving the student academic learning experience and student academic success.
4. With respect to the latter role, the Dean of Student Affairs and Services currently reports to the President. The Deputy Provost (Students) and AVPA (Undergraduate Studies) will subsume the Dean's position and expand current responsibilities. The entire portfolio for Student Affairs and Services will be transferred to the Provost and Vice-President (Academic) portfolio.

Further details including areas of functional responsibility and direct reports for each position were contained in the Terms of Reference for each of the three positions which was included in the background documentation.

Dr. Kachanoski then advised that communications and consultations about the proposed changes have been undertaken. All of the Senate, the Senior Academic and Administrators Group (SAAG) and Deans and Directors reporting to the Provost and Vice-President (Academic) have been consulted. Additionally, the President and Provost have met with student leaders formally and informally. Students have not raised any issues or concerns with the realignment of the Dean of Student Affairs.

Salary base budgets currently exist for all three positions and any incremental salary costs arising from future recruitment will be absorbed by the academic envelope.

The current incumbents in the existing AVPA positions are Dr. Doreen Neville and Dr. Grant Gardner. Dr. Neville will be appointed as the Associate Vice-President (Planning, Priorities and Programs) for the duration of her appointment (following a successful review, Dr. Neville was reappointed to her position for a 5 year term at the July 7th meeting of the Board of Regents).

Dr. Gardner will complete his first term as Associate Vice-President on October 31, 2012. A national search will be held for the Associate Vice-President (Academic) Faculty Affairs in the intervening period.

Restructuring the Associate Vice-President Academic (AVPA) portfolios in the Office of the Provost and Vice-President (Academic), and the Student Affairs and Services portfolio in the Office of the President (cont'd)

Dr. Rob Shea currently occupies the position of Dean of Student Affairs and Services on a *pro tempore* basis. A national search will be held for the Deputy Provost (Students) and Associate Vice-President (Academic) Undergraduate Studies.

After discussion, the following resolution was passed:

RESOLVED:

1. The appointment of Dr. Doreen Neville to the position of Associate Vice-President (Academic) Planning, Priorities and Programs;
2. Transfer of the portfolio of Dean of Student Affairs and Services from the President's portfolio to the Provost and Vice-President (Academic) portfolio;
3. Creation of a Deputy Provost (Students) and Associate Vice-President (Academic) Undergraduate Studies; and
4. Elimination of the position of Dean of Student Affairs and Services.
5. Appointment of Dr. Rob Shea as Deputy Provost (Students) and Associate Vice-President (Academic) Undergraduate Studies, *Pro Tempore*, until a permanent Deputy Provost is appointed.

Ms. Earle declared a conflict of interest with this item and abstained from voting.

B. Revision to the Terms of Reference for the Human Relations Committee of the Board of Regents

The Board received and reviewed background documentation pertaining to the revisions to the Terms of Reference for the Human Relations Committee of the Board of Regents.

Dr. Kachanoski reminded the Board that at a meeting held on July 7, 2011, the Board of Regents approved the Terms of Reference for the newly created Human Relations Committee effective September 1, 2011. However, he noted that the first three sections under "Delegation of Authority" require revision to provide flexibility to the President to delegate authority in a manner which reflects senior administrative structure operations. The applicable sections currently read as follows:

- "1. *The Board of Regents has delegated through the President to the Vice-President (Academic) the authority to make the following academic appointments ...*
2. *The Board of Regents has delegated through the President and Vice-President (Academic) to the Director of Faculty Relations the authority to make the following appointments ...*
3. *The Board of Regents has delegated through the President to the Vice-President (Academic) the authority to make the following decisions ..."*

Revision to the Terms of Reference for the Human Relations Committee of the Board of Regents (cont'd)

The proposed revisions to the Terms of Reference will read as follows:

- “1. *The Board of Regents has delegated to the President, who may further delegate to the appropriate Vice-President, the authority to make the following academic appointments ...*
2. *The Board of Regents has delegated to the President, who may further delegate to the appropriate Vice-President, the authority to make the following appointments ...*
3. *The Board of Regents has delegated to the President, who may further delegate to the appropriate Vice-President, the authority to make the following decisions ...”*

It was also noted that it is being recommended that a new clause be added to the Terms of Reference as follows:

“The President will file an annual report to the Human Relations Committee outlining actions taken under delegated authority.”

Dr. Kachanoski then advised the Board that at a meeting held earlier today, the Human Relations Committee received and reviewed the above-noted recommendations. He noted that the Committee had an extensive discussion with respect to the proposed wording of the recommendation. He noted that during discussion, he explained to the Human Relations Committee the concerns of General Counsel who was unable to attend the meeting of the Committee and he invited Ms. Hollett to outline her concerns. Ms. Karen Hollett explained that her concern related to the proposed delegation and sub-delegation. She explained that principles of administrative law restrict the ability to delegate and sub-delegate powers granted by statute. In the current circumstances, delegation is permissible, but sub-delegation is not. The General Counsel therefore recommended that the phrase “...who may further delegate to the appropriate Vice-President...” be deleted from the proposed amended language. It was further noted by Ms. Hollett that her advice was confined to the issue of administrative law and the proposed sub-delegation. She also noted that there may be collective agreement implications and to the extent there are, separate advice should be sought.

Following an extensive discussion, the following resolution to amend the above-noted recommendations was passed:

RESOLVED:

That the Board of Regents approves the revisions to the Terms of Reference for the Human Relations Committee of the Board of Regents as follows:

- “1. *The Board of Regents has delegated to the President, the authority to make the following academic appointments ...*

Revision to the Terms of Reference for the Human Relations Committee of the Board of Regents (cont'd)

2. *The Board of Regents has delegated to the President, the authority to make the following appointments ...*
3. *The Board of Regents has delegated to the President, the authority to make the following decisions ...”*

Further, the Board approved the recommendation that a new clause be added to the Terms of Reference as follows:

“The President will file an annual report to the Human Relations Committee outlining actions taken under delegated authority.”

5837. AUDIT AND RISK COMMITTEE

A. Audit Plan - Audit of Annual Financial Statements for 2011-12

The Board received and reviewed background documentation pertaining to the Audit Plan - Audit of Annual Financial Statements for 2011-12. Members of the Board were advised that the proposed plan to audit the Annual Financial Statements for 2011-12, as outlined in the background documentation, outlines the process to be undertaken by Ernst and Young LLP with respect to the external audit of all Memorial University of Newfoundland accounts, including the Pension Plan. Mr. Decker noted that at a meeting held earlier today, the Audit and Risk Committee received a full presentation on the Audit Plan from representatives of Ernst and Young LLP.

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

5838. PRESENTATION - SCHOOL OF HUMAN KINETICS AND RECREATION

Mr. Simmonds welcomed to the meeting, Dr. Antony Card , Dean, School of Human Kinetics who then provided the Board with a presentation entitled *“School of Human Kinetics and Recreation - a new era...”*.

Following a question and answer period, Mr. Simmonds, on behalf of the Board, thanked Dr. Card for his very informative presentation and he left the meeting.

5839. ANY OTHER BUSINESS

1. Date of Next Meeting

The next regularly scheduled meeting of the Board of Regents will be held on December 8, 2011.

ADJOURNMENT

The meeting adjourned at 5:50 p.m.

CHAIR

SECRETARY

DATE