

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Wednesday, October 2, 2019 at 3:00 p.m. in the Marine Institute Conference Centre, Fisheries and Marine Institute, and via teleconference and videoconference.

PRESENT:

Ms. Iris Petten, Chair
Mr. Denis Mahoney, Vice-Chair
Dr. Gary Kachanoski
Dr. Noreen Golfman, Provost and Vice-President (Academic)
Chancellor Susan Dyer Knight
Ms. Margaret Allan
Ms. Michelle Baikie
Mr. Glenn Barnes
Mr. Mark Bradbury
Dr. Bud Davidge
Mr. Joe Dunford
Ms. Cathy Duke
Mr. Brandon Ellis, via teleconference
Mr. John Gibbons
Dr. Rex Gibbons
Ms. Katharine Hickey
Mr. Doug Letto
Ms. Karen McCarthy
Ms. Donna Rideout
Mr. George Saunders
Ms. Eleanor Swanson
Mr. Dennis Waterman
Ms. Tina Scott, Secretary to the Board

APOLOGIES:

Apologies were received from Mr. Robert Bishop, Ms. Catherine Rowsell.

PRESENT BY INVITATION:

Mr. Kent Decker, Vice-President (Administration and Finance), Dr. Neil Bose, Vice-President (Research), Mr. Glenn Blackwood, Vice-President (Marine Institute), Dr. Jeff Keshen, Vice-President (Grenfell Campus) via videoconference, Mr. Glenn Collins, Interim Executive Director, Office of the Board of Regents, Mr. Morgan Cooper, General Counsel.

6647. MEETING CALLED TO ORDER

The meeting was called to order at 3:00 p.m. by Ms. Iris Petten, Chair.

6648. APPROVAL OF THE AGENDA/CONFLICT OF INTEREST

Following the call for the approval of the agenda, Ms. Petten 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.

6649. MINUTES

The Minutes of the regular meeting of the Board of Regents held on July 4, 2019 and the email polls conducted July 24, 2019 and August 30, 2019 were approved by the Board.

6650. CHAIR'S REPORT

A. Meeting of the Executive Committee – June 19, 2019

The Chair noted that the Executive Committee met on June 19, 2019, to finalize and fine tune the agenda for today's meeting of the Board.

6651. PRESIDENT'S REPORT

A. President's Update of Activities

Dr. Kachanoski provided the Board with a written summary of his activities and University events since the May 2019 meeting of the Board and he provided the Board more detail and context on several of these activities and events.

In doing so, he noted his absence from the meeting of the Board held on July 5, 2019 due to health reasons. In this regard, he thanked the Vice-Presidents for their participation in various community events on his behalf. He then extended his appreciation to the Board for their support during the last several months.

Dr. Kachanoski noted that on September 27, 2019, the MUN community participated in the Global Climate Strike. He noted that the Senate approved a motion so that students who wished to participate in the global climate strike could freely participate without fear of academic repercussions. He noted that senior leaders have signed on to the MUN Crisis Pledge. Dr. Kachanoski also reviewed a number of initiatives currently underway to reduce the University's carbon footprint.

B. Registration and Enrolments Progress Report for Fall 2019 Semester

The Board received and reviewed an enrolments and registration progress report for the Fall 2019 Semester.

Dr. Kachanoski then provided an update with regard to:

- PhD enrolment (2008-09 to 2018-19)
- Total research expenditures (2008-09 to 2018-19)
- Examples of external funding (2018-2019)

OPEN SESSION - CONSENT AGENDA

It was moved by Ms. Rideout, seconded by Mr. Letto, and carried that the consent agenda, as recommended by the appropriate Board Committee and comprising the resolutions listed in 6652 through 6654, be approved as outlined below.

6652. SENATE MATTERS

A. Senate matters with implications for the Board of Regents (May 14, 2019) – Approval of Calendar Changes

The Board received and reviewed background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on May 14, 2019 and approved the Calendar changes as outlined in the background documentation.

B. Senate matters with implications for the Board of Regents (September 10, 2019) - Approval of the Husky Centre of Excellence in Sales and Supply Chain Management

The Board received and reviewed background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on September 10, 2019, and approved the establishment of the Husky Centre of Excellence in Sales and Supply Chain Management as outlined in the background documentation.

6653. 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	Aboriginal Centre
2	Core Science Facility
3	Animal Resource Centre
4	Energy Performance Contract

PROJECTS IN PLANNING STAGES	
St. John's Campus	
1	Mechanical Engineering High Bay Laboratory
2	Reid Theatre Redevelopment
3	University Buildings Strategy
Marine Institute	
1	Holyrood Marine Base Phase IIB

PROJECTS IN EARLY STAGES	
1	Faculty of Medicine Redevelopment of Existing Space
2	School of Pharmacy Expansion
3	Signal Hill Campus Phase II
4	Transit Terminal

PROJECTS ON HOLD	
1	Petroleum Engineering Building
2	Research Archival Facility

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.

6654. AUDIT AND RISK COMMITTEE

A. Summary of Corporate Governance Checklists provided by Separately Incorporated Entities (SIEs) for 2018/19 Fiscal Year

The Board received for information the Summary of Corporate Governance Checklists provided by Separately Incorporated Entities (SIEs) for 2018/19 fiscal year. On an annual basis, each SIE is required to complete a Corporate Governance Checklist for presentation to the Board of Regents. The checklist provides assurance to the Board that each SIE has maintained all annual corporate filings, has appropriate insurance coverages, and has provided copies of their audited financial statements and annual report (if appropriate) along with disclosure of any identified material liabilities or contingent liabilities of the corporation. A summary of the responses of each SIE to the checklist questions was provided in the background documentation.

B. Summary of Memorial University of Newfoundland's Corporate Governance Checklist for 2018/19 Fiscal Year

The Board received for information the Summary of Memorial University of Newfoundland's Corporate Governance Checklist for 2018/19 fiscal year. Memorial University has completed a Corporate Governance Checklist for fiscal 2018/19 for presentation to the Board of Regents (a copy of which was provided in the background documentation). The checklist provides assurance to the Board of Regents that Memorial University has maintained all applicable corporate filings, has appropriate insurance coverages, and has provided copies of their audited financial statements and annual report along with disclosure of any identified material liabilities or contingent liabilities of the University.

CLOSED SESSION – CONSENT AGENDA

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

The Chair also noted that the items were dealt with in detail in meetings of the appropriate committees. It was then moved by Dr. Gibbons, seconded by Ms. Duke and carried that the consent agenda, comprising the resolutions listed in 6655 through 6658 below be approved as follows:

6655. AUDIT AND RISK COMMITTEE

A. Appointments to the Memorial University Recreation Complex (MURC) Board of Directors

The Board was informed that at a meeting held on September 26, 2019, the Audit and Risk Committee of the Board of Regents approved the appointments to the Memorial University of Newfoundland Recreation Complex (MURC) effective September 26, 2019, for a two-year term, as outlined in the background documentation and as follows:

- a) Dr. Angie Clarke, Director of Student Affairs (Marine Institute) as Memorial University Administrative Representative; and
- b) Mr. Dwayne Taverner, Supervisor Residence Life, as Memorial University Student Life Representative.

B. Appointments to Genesis Group Board of Directors

The Board was informed that at a meeting held on September 26, 2019, the Audit and Risk Committee of the Board of Regents approved the appointment to the Genesis Group Board of Directors effective September 26, 2019, for a two-year term, as outlined in the background documentation and as follows:

- a) Mr. Jason (Jay) Quann, Chief Revenue Officer, Verafin, as Community Representative on the Genesis Group Inc. Board of Directors.

C. Appointments to Campus Childcare Inc. Board of Directors

The Board was informed that at a meeting held on September 26, 2019, the Audit and Risk Committee of the Board of Regents approved the appointments to the Campus Childcare Inc. Board of Directors effective September 26, 2019, for a one-year term, as outlined in the background documentation and as follows:

- a) Mr. Liam O'Neill, Executive Director of External Affairs, Memorial University of Newfoundland Students' Union, as MUNSU Representative; and
- b) Ms. Jil Madamiedon, Executive Director of Finance, Memorial University of Newfoundland Students' Union, as MUNSU Representative.

D. Update on Information Security Improvement Program (ISIP) Plan in response to Information Technology (IT) Security Risk Assessment

The Board received for information an update on the Information Security Improvement Program (ISIP) Plan in response to Information Technology (IT) Security Risk Assessment. In 2016/17 the Office of Internal Audit engaged Deloitte to conduct an IT Security Risk Assessment focused on five specific IT units within Memorial University: St. John's Campus (ITS), Grenfell Campus, Marine Institute, Faculty of Medicine and the Centre for Health Information and Analytics. The objective was to identify and assess the University's current cybersecurity posture and risks across its critical IT functions and units. It was noted that since the last reporting period, progress has been made in the areas that align with the three key recommendations identified in the Audit Report and as outlined in the background documentation.

E. Status of Internal Audit Activity as at August 31, 2019

The Board received for information the status of Internal Audit Activity as of August 31, 2019. The University Auditor provided the Internal Audit Status Report that outlines information on the status of internal audit activity. In summary, for the 2019-20 fiscal year to date, two audits were carried forward from the prior years and four internal audit projects were identified in the Board approved 2019-20 Annual Internal Audit Plan, including an initiative to develop a combined assurance model. Currently, two internal audits are nearing completion and the combined assurance model has been developed. A risk assessment of assurance outcomes is underway to determine reporting requirements. Other internal audit activities include two follow-up projects that occur continuously throughout the year with formal reporting in December and July. As each internal audit project is completed, an executive summary of the audit outcome will be presented in a separate memorandum.

F. Ernst and Young Management Letter for 2018-19

At a meeting held on September 26, 2019, and as a follow-up to the audit of the consolidated accounts of Memorial University for fiscal 2018/19, the Audit and Risk Committee received the Ernst and Young Management Letter for 2018/19 which was presented by Ms. Katie Hoskins and Mr. Daniel Andrew of Ernst & Young.

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

G. Reappointment of University External Auditors

The Board received background information and approved the extension of the appointment of Ernst and Young LLP as the University's external auditor for fiscal 2019/20 and as outlined in the background documentation.

H. Audit Plan – Audit of Annual Finance Statements for 2019-20

The Board received background information and approved the audit plan for the University's annual financial statements for the fiscal year ended March 31, 2020, and as outlined in the background documentation.

6656. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE

A. Core Science Facility (CSF) Status Update

The Board received for information the Core Science Facility (CSF) Status Update. All major construction packages for the CSF have now been awarded. The third and final major construction package, CP-3R, was awarded to Marco Services Limited on April 25, 2017, and is currently being executed. The CSF global project budget remains at \$325M and substantial completion as per the contract documents is April 25, 2020, to be ready for a September 2020 opening. The Board also received more detail on the status of the CP-3R Main Building (and Structural Steel) contracts as well as other project updates.

B. Naming of the student lounge, Room MU1002, in the School of Music

The Board received background information and approved the naming of the School of Music student lounge (MU1002) as "*The Maria Noseworthy Student Lounge*" and as outlined in the background documentation.

6657. 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. 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 July 4, 2019, noting that the actions have been taken under delegated authority as provided for in the Terms of Reference for the Human Relations Committee.

C. Ratification of the Tentative Agreement with the Canadian Union of Public Employees (CUPE) Local 1615 representing Administrative, Instructional, Technical and Technical Support Personnel

The Board received background information and ratified the Collective Agreement with CUPE Local 1615 and as outlined in the background documentation.

D. Extension to the term of appointment for the Associate Vice-President (Grenfell Campus) Research and Graduate Studies

The Board received background information and approved the extension of Dr. Kelly Vodden as Associate Vice-President (Grenfell Campus) Research and Graduate Studies, effective August 1, 2020, and continuing until July 31, 2022, and as outlined in the background documentation.

6658. FINANCE COMMITTEE

A. Policy Submission – University Operating Budget Policy (new)

The Board received background information and approved the University Operating Budget policy and related procedures as outlined in the background documentation.

B. Financial Threshold approval levels for new IT Investment

The Board received background information and approved the new financial threshold levels for new IT Investment as outlined in the background documentation and as follows:

- An IT Project with expected total project costs, including initial acquisition costs and annual vendor maintenance costs over five years of over \$2,500,000 must be reviewed by the CIO for recommendation to VPC and for further recommendation to the Board of Regents, through the President, regarding approval of the project. Authority to proceed rests with the Board of Regents.
- An IT Project with expected total project costs, including initial acquisition costs and annual vendor maintenance costs over five years of between \$1,000,000 and \$2,500,000 must be reviewed by the CIO for recommendation to VPC. Authority to proceed rests with VPC.
- Any expenditures in relation to the approvals referenced above must be in accordance with approved budgets.

CLOSED SESSION – DISCUSSION AGENDA

6659. FINANCE COMMITTEE

A. Increase in Program Fee for Undergraduate Students majoring in Computer Science with Computer Industry Internship Option

The Board received and reviewed background information pertaining to an increase in program fee for undergraduate students majoring in Computer Science with Computer Industry Internship Option.

Board members were advised that the Computer Industry Internship Option, while established in 1996, is for students completing an undergraduate degree with a major in Computer Science and is a long-standing work-integrated learning program. Students enrolled in the program must complete full-time, paid work experience of 8, 12 or 16 months, typically between their third and fourth years. The program is administered by Academic Staff Members in Co-operative Education in the Faculties of Science and Humanities and Social Sciences.

Effective September 2019, Senate approved a program name change from Computer Industry Internship to Co-operative Internship in Computer Science, which better reflects current terminology in work-integrated-learning curricular programming. While the program name has changed, the program curriculum remains the same. The new program name includes the terminology co-operative education, which has prompted a review and discussion of the program fee structure.

Currently, Computer Science students register for COMP 3700 each semester of their work experience and pay a program fee of \$154. Although there are no credit hours associated with COMP 3700, the “course” does appear on a student’s transcript, similar to the registration process for students enrolled in co-operative education programs.

Presently, students registered in COMP 3700 pay a lower fee than the co-operative education students, yet COMP 3700 students receive the same support services as the co-operative education students. Table 1 provides a comparison of the program fees for full-time undergraduate students registered for a co-operative education program and COMP 3700 per semester.

Increase in Program Fee for Undergraduate Students majoring in Computer Science with Computer Industry Internship Option (cont'd)

Table 1 – Comparison of Fees per Semester

	NL and Canadian Students	International Students
Co-op education work term fees	\$ 600	\$1,020
COMP 3700	\$154	\$533.32
Proposed fees for COMP 3700	\$600	\$1,020

The rationale for a differential fee between the two programs is unclear. Students registered in COMP 3700 receive the same services as students registered in co-operative education programs. To address this inequity, it is proposed that the program fee for COMP 3700 be increased to align with co-operative education programs offered at Memorial University.

The proposed fee increase would result in approximately \$30k annually and would be used to maintain and further enhance the level of student services for students registered in COMP 3700. It was noted that students on work terms (including COMP 3700) are not charged the \$250 campus renewal fee (introduced in September 2017).

After a discussion, the following resolution was passed:

It is recommended that the Board of Regents approve the following program fee for the major in Computer Science with Computer Industry Internship Option, effective September 2020:

- a) Increase the current program fee for COMP 3700 of \$154 for NL and Canadian students to \$600 per semester; and
- b) Increase the current program fee for COMP 3700 of \$533.32 for International students to \$1,020 per semester.

Further, it is understood that students currently enrolled in COMP 3700 will not be impacted by the increase; as long as they remain enrolled in Computer Industry Internship Option they will pay existing rates until the completion of their program.

6660. PRESIDENTIAL SEARCH COMMITTEE

A. Presidential Search Committee (2019)

At this point, Dr. Kachanoski, Dr. Golfman, Mr. Decker, Dr. Bose and Mr. Blackwood declared a conflict with this item and recused themselves from the meeting.

The Chair provided a verbal update with regard to the activities of the Presidential Search Committee (PSC). In doing so, the Chair noted that since the July 4th Board meeting, the Presidential Search Committee met on two occasions. The job ad and candidate brief have been placed since that time and the Committee has received a large number of applications and nominations which are being evaluated. Ms. Petten noted that the Committee is still on track to bring a recommendation to the Board in late fall.

At this point, Dr. Kachanoski, Dr. Golfman, Mr. Decker, Dr. Bose and Mr. Blackwood returned to the meeting.

6661. GOVERNANCE COMMITTEE

A. Election of the Vice-Chair

The Chair noted that Clause D.22 of the Board Bylaws states that the Board shall elect one of its members to act as vice-chairperson of the Board for a term of two years. The Chair then announced that one confirmed nomination has been received and, as a result, Mr. Denis Mahoney was acclaimed as the Vice-Chair of the Board of Regents for another term of two years or until his term on the Board expires, whichever occurs earlier. Ms. Petten thanked Mr. Mahoney for agreeing to continue to serve in this important role and joined with the Board in expressing congratulations. Further, she thanked all members of the Board for participating in this important democratic election process.

6662. PRESENTATION TO THE BOARD

The Chair welcomed Dr. Penny Blackwood, Executive Director, Office of Development who provided the Board with a presentation entitled "Campaign: Positioning Memorial for Fundraising Growth".

Following a question and answer period, Ms. Petten, on behalf of the Board, thanked Dr. Blackwood for the informative presentation (a copy of which is located in the Board files) and she left the meeting.

6663. 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, December 5, 2019.

ADJOURNMENT

The meeting adjourned at 5:30 p.m.

CHAIR

SECRETARY

DATE