

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Thursday, September 8, 2011, at 4:00 p.m., in the Board Room of the University, Room A-2029.

PRESENT:

Mr. Robert E. Simmonds, Chair
Dr. Gary Kachanoski, President and Vice-Chancellor
Dr. David Wardlaw, Provost and Vice-President (Academic)
Ms. Sheila Ashton, via teleconference
Mr. Roger Bill
Mr. Jerry Byrne
Ms. Pat Coish-Snow
Ms. Mary Cormier
Ms. Michelle Daye
Mr. Rex Gibbons
Mr. Jim Hickey
Mr. Jim Keating
Ms. Kim Keating
Ms. Sarah-Ann King
Mr. Bill Matthews
Mr. Tony Roche, via teleconference
Ms. Kathleen Roul
Mr. George Tucker
Ms. Tina Pardy, Secretary

APOLOGIES: Chancellor Rick Hillier, Mr. Gilbert Bennett, Mr. Richard Chislett, Mr. Brian Dalton, Ms. Pegi Earle, Ms. Karen Hollett, Dr. Christopher Loomis, Dr. Vinod Patel, Dr. Luke Pike, Ms. Donna Stone.

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); Mr. Glenn Collins, Advisor to the Board.

5810. MEETING CALLED TO ORDER

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

5811. WELCOME TO NEW REGENTS

Mr. Simmonds congratulated Dr. James Hickey, Ms. Kim Keating, Mr. George Tucker, Dr. Luke Pike and Ms. Pegi Earle as members elected by the MUN Alumni Association for a three-year term, effective September 1, 2011. Mr. Simmonds also congratulated Dr. Rex Gibbons on being re-elected to the Board by the Memorial University of Newfoundland Alumni Association for a further three years.

Mr. Simmonds then extended a special welcome to Dr. David Wardlaw, who commenced his position as Vice-President (Academic) and Pro Vice-Chancellor on August 1, 2011 and to Mr. Glenn Blackwood, Acting Vice-President (Marine Institute), both of whom were attending their first meeting of the Board in their new roles.

5812. 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. Noting there were none, Mr. Simmonds then advised that he received a letter dated August 4, 2011 from an official with a local company with respect to the tender process for office supplies. He noted that he had provided a copy of that letter to Dr. Kachanoski for appropriate response.

Mr. Simmonds then noted that he had also been approached by a family member of a student who has been found guilty on a charge of academic misconduct. He noted that he informed the family member that the academic appeals process must be followed if the student wishes to appeal.

Mr. Keating reminded members of an email dated August 29, 2011 that was sent to members of the Board of Regents noting the need for increased visibility in the terms of reference of selected Board committees for health, safety and environmental issues. It was then noted that at the Committee meetings held earlier today, the Audit and Risk Committee agreed that while the Committee acknowledges that the Terms of Reference 8, 9 and 10 are broad enough to cover health, safety and environmental issues, the Committees recognized there is a need for clarity in the Terms of Reference. The Committee agreed to draft for consideration by the Board of Regents an additional entry to the list of responsibilities for the Audit and Risk Committee that would ensure the Committee has oversight accountability regarding health, safety and the environment for the University Community. The Campus Planning and Development Committee also agreed to do the same. The Committees also agreed that since other fine tuning to the Terms of Reference for the Committees might be needed as more meetings are held under the revised committee structure, that this item would not be forwarded to the Board immediately but would be held until the December 2011 or February 2012 meeting of the Board.

5813. MINUTES

The Minutes of the regular meeting of the Board of Regents held on July 7, 2011 were approved by the Board.

Mr. Simmonds then noted with appreciation the efforts of the staff of Marketing and Communications and the Grenfell campus for the organization of the highly successful July 7, 2011 Community Dinner in Corner Brook, an event which coincided with the Board meeting in Corner Brook on that same day.

5814. CHAIR'S REPORT

A. Vice-Chair of the Board of Regents

Mr. Simmonds noted the vacancy in the position of Vice-Chair. In this regard, he requested that this item be deferred until a future meeting of the Board. This would give new members an opportunity to become acquainted with Board processes.

B. Enhancement of the Offshore Safety and Survival Centre (OSSC) at the marine Institute

In an email poll conducted on July 27, 2011, members of the Planning and Development Committee endorsed the decision of the Administration to increase the budget of the project by \$769,000 in order to recognize the additional costs and donation, as outlined in the Board yellow dated July 27, 2011.

This item is for the information of the Board and will be included as part of the Board minutes.

5815. EXECUTIVE COMMITTEE

A. Board Committee Structure and Membership

The Board received the membership of its revised Committees as approved by the Board Chair. Mr. Simmonds noted that there remains one vacancy on each of the Audit and Risk Committee as well as the University Pensions Committee. He reminded members of the Board that the work of the Board is made much easier when the Board has properly staffed and resourced Committees to undertake the detailed work required of members. Ms. King suggested that once the MUNSU nomination has been approved by the Lieutenant Governor-in-Council, that the representative serve on the Audit and Risk Committee. In the interim, Ms. King volunteered to serve on the Audit and Risk Committee until the MUNSU representative is appointed.

B. Appointment to the Board of Directors for Western Sports and Entertainment

The Board received and reviewed background information with respect to the appointment of Mr. Gary Bradshaw to the Board of Directors of Western Sports and Entertainment Inc. Following a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the appointment of Mr. Gary Bradshaw to the Board of Directors of Western Sports and Entertainment Inc. for a period of three years effective immediately.

C. New Contract Administration Policy

The Board received and reviewed background information pertaining to the creation of a new Contract Administration Policy.

Mr. Decker advised the Board that a Contract Administration policy is needed to provide guidance on the administration of contracts between Memorial University and external agencies, associations, institutions or individuals. Following a sponsorship proposal by the Office of the General Counsel in July 2008, a small working group was formed to draft such a policy. The group sought information regarding present contractual processes, reviewed other universities' centralized policies, sought legal and administrative advice, and consulted with senior academic and administrative officers and managers. It was noted that the Policy Development Report dated August 24, 2011 outlining the process was provided in the Board submission. It was further noted that the development of the Policy followed the University's Policy Framework Process.

Following a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the proposed new policy: *Contract Administration*, and the Schedule of Review and Signing Authority for Contractual Obligations, to come into effect immediately.

5816. PRESIDENT'S REPORT

A. President's Activities

The President provided the Board with highlights of his recent activities since the July 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 August 25, 2011 outlining positive growth in enrolments and registrations by campus and category of student as of that date.

C. Implementation of a Provost Structure and Renaming of Vice-President (Academic) to Provost and Vice-President (Academic)

The Board received and reviewed background information regarding the implementation of provost structure and change in title of Vice-President (Academic) to Provost and Vice-President (Academic).

Dr. Kachanoski advised that the title of Pro Vice-Chancellor” at Memorial University is provided for in the *Memorial University Act* (“the Act”) as follows:

*52. On the recommendation of the president, the board may
(a) appoint a vice-president of the university who shall by virtue of the position, be the pro vice-chancellor of the university; or
(b) appoint vice-presidents of the university and designate one of them to be pro vice-chancellor of the university.*

The President then noted that historically, at Memorial University, the Vice-President (Academic) has been designated as the vice-president who is the pro vice-chancellor. The Act further provides (at Section 22. (1)(a)(iii)) that the pro vice-chancellor shall be a member of the Board of Regents, thus giving the pro vice-chancellor general and specific powers associated with all members of the Board. In addition, as part of the Board committee re-structuring, the Board of Regents has approved the delegation of a number of responsibilities and authority (with approval of the President) related to university operations (e.g. appointments) to the pro vice-chancellor.

Dr. Kachanoski then noted that following the appointment of Dr. Wardlaw as Vice-President (Academic) in February 2011, the President commissioned an External Review of the Office of the Vice-President (Academic). Among the recommendations made by the External Review Panel, most of which related to administrative matters in the portfolio, the Panel recommended the title of Provost and Vice-President (Academic) be used to (1) designate explicitly the additional role and responsibilities of the Vice-President (Academic) as pro vice-chancellor and (2) the senior academic leader of the institution with responsibility for ensuring that all the operations of the university are coordinated and support the academic mission (i.e. chief operating officer in addition to chief academic officer). He further noted that the provost title is common at most large Canadian Universities. Of the twelve comprehensive universities with whom MUN is ranked in Macleans University Rankings annually, only two others do not have a provost model (University of New Brunswick and University of Quebec at Montreal). (The full list and titles were distributed with the background documentation).

The primary difference of using the term “Provost and Vice-President (Academic)” is to define explicitly the responsibility and the accountability of the Provost for integrated (university wide) operational and academic activities and planning, including the annual budget and implementation of the university’s integrated or strategic plans. The Provost will chair, and provide leadership to, the newly created Vice-Presidents’ Council to achieve these responsibilities. The title of Pro Vice-Chancellor, as designated in the Act will also continue as defined in the Act.

Implementation of a Provost Structure and Renaming of Vice-President (Academic) to Provost and Vice-President (Academic) (cont'd)

Following a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the implementation of a provost structure and designation of the Provost as the chief operating officer. The Board further approved the retitling of the position of the current Vice-President (Academic) to Provost and Vice-President (Academic).

Dr. Kachanoski then advised members of the Board that in addition to the two Associate Vice-President (Academic) positions that currently exist, discussions are underway regarding the creation of a third position of Deputy Provost of Student Affairs and Student Success (title to be confirmed) which could include units such as Student Affairs and Services, Co-op Services, Student Recruitment and the Registrar's Office. The President noted the dual role of the University Registrar and suggested that the position would continue to report to the President and Vice-Chancellor as Secretary of Senate and Advisor to the Board and to the new Deputy Provost as University Registrar. He anticipates that a proposal would be brought to the Board via the Executive Committee for consideration during the Fall. There was general agreement of the Board for this restructuring

CONSENT AGENDA

Noting that the items were dealt with in detail in meetings of the appropriate committees, it was moved by Mr. Byrne, seconded by Mr. Tucker and carried that the consent agenda, comprising the resolutions listed in 5817 through 5819 below be approved as follows:

5817. AUDIT AND RISK COMMITTEE

A. Internal Audit Status Report

The Board received and reviewed background information pertaining to the Internal Audit Status Report - September 2011. The Board was advised that since the March 2011 Board update, final reports have been received with respect to the following four internal audit projects:

1. Memorial University Pensions Act - Legislative Compliance
2. Faculty of Medicine - Professional Development and Conference Services
3. School of Graduate Studies - Graduate Student Applications Fees and Continuance Fees
4. Printing Services - Science Satellite

Areas of risk have been identified in those reports and recommendations have been provided to reduce or eliminate these risks.

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

5818. 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.

B. Naming of Trading Room, Faculty of Business Administration

The Board received background information and agreed to the naming of the new facility in the Faculty of Business Administration as *The White Trading Lab*.

5819. HUMAN RELATIONS COMMITTEE

A. Retitling of Positions at Grenfell Campus

The Board received background information and agreed to the retitling of the following positions:

- Vice-Principal, Grenfell Campus to become Associate Vice-President (Grenfell Campus), Academic
- Associate Vice-Principal (Research) to become Associate Vice-President (Grenfell Campus) Research

B. Creation of new Position - Executive Director, Community Engagement

The Board received background information and agreed to the creation of the position of Executive Director, Community Engagement.

DISCUSSION AGENDA

5820. BOARD FUNCTIONS/PLANNING FOR 2011-2012

Dr. Kachanoski advised that some of the topics for discussion for Board functions/planning for 2011/2012 could include orientation as well as professional development for Board members; the Board Secretariat (which includes budget, personnel, space); presentations by Vice-Presidents with respect to the strategic direction of the University. In this regard, the Chair invited Board members to provide either him or the President with any additional thoughts on this topic.

5821. DELEGATION OF BOARD AUTHORITY TO THE PRESIDENT AND VICE-CHANCELLOR WITH RESPECT TO NEW STUDENT APPEALS UNDER THE SEXUAL HARASSMENT POLICY

The Chair reminded members of the Board that at a meeting held on July 7, 2011, and in accordance with the Memorial University Act, Section 34.(1)(l), the Board of Regents agreed to establish an ad hoc Committee to consider a student appeal of the decision of the President as it relates to a finding of sexual harassment by that student against a professor. The Board of Regents further authorized the ad hoc Committee to make the final determination concerning the appeal.

At a meeting held earlier today, the Executive Committee was informed by the President that Section 8.0 Appeals of the Sexual Harassment Policy is under review for reasons which were discussed at the July 7, 2011 meeting of the Board. As a result and until this review is completed, the Executive Committee is recommending to the Board of Regents that its authority be delegated to the President and Vice-Chancellor with respect to any new student appeals under the Sexual Harassment Policy. The President and Vice-Chancellor will in turn delegate authority to decide if sexual harassment has occurred and to determine penalties in any new cases to the University officer most appropriate to the case.

Following a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents delegates its authority to the President and Vice-Chancellor with respect to any new student appeals under the Sexual Harassment Policy and that the President and Vice-Chancellor will then in turn delegate authority to decide if sexual harassment has occurred and to determine penalties in any new cases to the University officer most appropriate to the case.

5822. ANY OTHER BUSINESS

1. Date of Next Meeting

The next regularly scheduled meeting of the Board of Regents will be held on October 20, 2011.

ADJOURNMENT

The meeting adjourned at 5:45 p.m.

CHAIR

SECRETARY

DATE