

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Thursday, September 10, 2015 at 3:00 p.m. in the Junior Common Room, R. Gushue Hall and via teleconference.

**PRESENT:**

Ms. Iris Petten, Chair  
Dr. Gary Kachanoski, President and Vice-Chancellor  
Dr. Noreen Golfman, Provost and Vice-President (Academic)  
Chancellor Susan Knight  
Mr. Steve Belanger  
Mr. Robert Bishop  
Mr. Mark Bradbury  
Mr. Matthew Brockel  
Ms. Pat Coish-Snow  
Ms. Mary Cormier  
Ms. Michelle Daye, via teleconference  
Mr. Rick Dillon  
Ms. Colleen Galgay-Johnston  
Ms. Katharine Hickey  
Mr. John Hogan  
Ms. Kim Keating  
Mr. Denis Mahoney  
Mr. Asan Mohideen, via teleconference  
Dr. Vinod Patel  
Mr. Max Rice  
Ms. Kathleen Roul  
Mr. George Tucker  
Ms. Tina Scott, Secretary to the Board

**APOLOGIES:**

Ms. Patricia Dicker, Mr. Jim Keating, Mr. Bill Matthews, Mr. Tony Roche, Ms. Samantha St. Croix.

**PRESENT BY INVITATION:**

Mr. Kent Decker, Vice-President (Administration and Finance), Dr. Richard Marceau, Vice-President (Research), 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.

**6240. MEETING CALLED TO ORDER**

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

**6241. APPROVAL OF THE AGENDA**

Following 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.

**6242. MINUTES**

The Minutes of the regular meeting of the Board of Regents held on July 9, 2015 were approved by the Board.

**6243. CHAIR'S REPORT**

A. Meeting of the Executive Committee

The Chair advised that the Executive Committee met on August 25, 2015 to finalize the agenda for today's meeting.

B. Letter to the Minister of Advanced Education and Skills

The Chair advised that she wrote the Minister of Advanced Education and Skills asking that the start date for Ms. Brittany Lennox, the Memorial University of Newfoundland Students' Union representative be effective as soon as possible in view of Candace Simms' resignation from the Board in July. She also noted that she wrote the Minister regarding the two vacancies that currently exist on the Board as well as the nine vacancies which will occur in February 2016.

C. The Battery Facility

The Chair reminded Board members that The Battery facility will be open for tours from 12:00 noon to 2:00 p.m. on Fridays and she encouraged members to attend one of these tours.

D. Dr. Rex Gibbons – recipient of the J.D. Eaton Alumni Award

Ms. Petten was pleased to advise Board members that at the upcoming 34th annual Alumni Tribute Awards ceremony, Dr. Rex Gibbons, former Regent, will receive the J.D. Eaton Alumni Award which recognizes outstanding volunteer contributions to Memorial. She noted that Dr. Gibbons was an elected member of the Board from 1979 – 1982 as well as 2008-2011 and re-elected 2011-2014.

Dr. Rex Gibbons – recipient of the J.D. Eaton Alumni Award (cont'd)

She noted that further details would be forthcoming regarding these award ceremonies.

E. Board Committee Renewal

Ms. Petten was pleased to advise that on September 8<sup>th</sup>, she approved a number of appointments and reappointments to the Committees of the Board of Regents as follows:

**Audit and Risk Committee**

Mr. Mark Bradbury, appointed as Vice-Chair for one year effective September 1, 2015

**Campus Planning and Development Committee**

Dr. Vinod Patel, re-appointed as Vice-Chair for one year effective September 1, 2015

**Finance Committee**

Ms. Michelle Daye, re-appointed for two years when current term ends November 30, 2015

**Human Relations**

Ms. Mary Cormier, re-appointed for two years effective September 1, 2015

**6243. 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 July 2015 Board meeting and he provided the Board more detail and context on many of these activities.

At this point, Dr. Kachanoski reminded Board members that at its meeting held on July 9<sup>th</sup>, the Board authorized the University Administration to formally request of the Provincial Government that the University be permitted to defer the Special Payment to the Pension Plan required in 2015/16 to 2016/17. At that time, it was also noted in a letter dated May 25, 2015 to Mr. Kent Decker, Vice-President (Administration and Finance) from the Honourable Clyde Jackman, Minister of Advanced Education and Skills, that the work to grant the one-time exemption would be started and once the Board of Regents provided formal approval, the Government would officially consider the request.

President's Update of Activities (cont'd)

In a letter dated July 23, 2015, Mr. Kent Decker indicated to the Honourable Clyde Jackman, Minister of Advanced Education and Skills, that the Board of Regents authorized the University Administration to formally request of the Provincial Government that the University be permitted to defer the Special Payment to the Pension Plan required in 2015/16 to 2016/17.

Dr. Kachanoski noted in a letter dated August 21, 2015, the Minister of the Department of Advanced Education and Skills acknowledged receipt of Mr. Decker's letter indicating that the request for the exemption had been forwarded to Service NL for consideration. Further, Mr. Jackman indicated that the Government requires Memorial University to engage in pension reform discussions with MUN Pension Plan stakeholders and expected to receive an updated Pension Plan report by August 31, 2015.

Dr. Kachanoski then advised that it was his understanding that the Minister and Deputy Minister were in agreement and supported the decision of the University that a study of the Pension Plan was unnecessary based on the health of the Plan and review of such by Committee members with their affiliated national bodies. He questioned whether or not the statement in the Minister's August 21, 2015 letter that *"Government's offer to exempt only the 2015/16 going concern special payment also required that Memorial University engage in pension reform discussions with MUN Pension Plan stakeholders"* referred to discussions regarding how regulations can be amended so that special payments are not required in these circumstances and/or to pension benefits.

It was agreed that the Pensions Committee should meet to discuss this situation further. Additionally, it was agreed to keep the Board informed as developments occur.

Dr. Kachanoski briefed the Board on the recent media coverage regarding Memorial and the Public Accounts Committee noting the following:

- Memorial was invited to attend the current Public Accounts Committee (PAC) meetings. As in previous years, Memorial and the Department of Advanced Education and Skills (AES), and previously the Department of Education, agreed that AES would represent the university at the 2015 Public Accounts Committee meetings.
- It has been normal practice for the Department of AES to appear before PAC regarding matters related to Memorial University. This practice is based upon the provisions of Memorial University Act, the legislation that governs the university.

President's Update of Activities (cont'd)

- Taken in its entirety, the Act's comprehensive provisions strike a balance between public accountability and institutional autonomy. This includes, as examples, the appointment by government of the majority of members of the Board of Regents, the independence of the University's Senate as its academic governing body, and the requirements for government approval for major financial actions such as building construction and borrowing.
- The Act includes Section 38.2 specifically referencing House of Assembly committees and not requiring Memorial University officials to participate in such hearings, but rather that the committees shall work with the Minister of Education (now AES) to obtain information from the University. This is one of the Act's provision intended to preserve the institutional autonomy of the University, which unlike other government-funded public bodies, is not a department or agency of the Crown. Like other universities in the free world, Memorial University must be able to exercise its special responsibilities of teaching, research and public engagement with full intellectual freedom and institutional autonomy.
- This fine balance between public accountability and institutional autonomy was the focus of significant public debate several years ago during the search for a new President of the University. The debate resulted in some political parties and media agencies commenting that the current Act does not sufficiently protect institutional autonomy, leaving the University open to inappropriate politicization or political interference.
- However, in recognition of the significant public funds entrusted to it, Memorial takes seriously its responsibility to be publicly accountable in ways that do not compromise its institutional autonomy. Memorial is fully accountable to the Department of AES for the funds allocated to it by that department and provides updates to AES related to Memorial's fiscal accountability on an ongoing basis. For example, the University's Transparency and Accountability Act annual reports to the government are distributed to the House of Assembly by AES and are available at the following site: [http://www.mun.ca/ciap/Planning/plans\\_and\\_annual.php](http://www.mun.ca/ciap/Planning/plans_and_annual.php)
- Regarding the PAC meetings, the Chair of the PAC was advised that the Department of AES would represent Memorial at the meetings this week as per the Act and in return correspondence on July 8 the Chair and Vice-Chair indicated they were amenable to that approach.
- Memorial University provided the Department of AES with full information regarding the areas of inquiry related to the Auditor General's most recent review about the university which the PAC had indicated in advance that it would be discussing.

President's Update of Activities (cont'd)

- Memorial welcomed the Auditor General (AG) and his staff and fully cooperated with them in their recent review, as well as previous reviews. In addition, follow-up information was provided to the AG, and AES for the PAC as requested. Memorial's response to the AG's review may be viewed at <http://www.mun.ca/vpadmin/AuditorGeneral.pdf>.

Dr. Kachanoski noted the constant balancing which is needed between autonomy and accountability and indicated that he would continue to work with government and keep the Board apprised of developments in this important area.

**CONSENT AGENDA**

Noting that the items were dealt with in detail in meetings of the appropriate committees, it was moved by Mr. Bradbury, seconded by Ms. Daye and carried that the consent agenda, comprising the resolutions listed in 6245 through 6248 below be approved as follows:

**6245. AUDIT AND RISK COMMITTEE**

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

The Board was informed that at a meeting held earlier in the day, the Audit and Risk Committee approved appointments to the Board of the Memorial University Recreation Complex Inc. (MURC) as outlined in the background documentation and as follows:

- Mr. Mike Fowler, reappointed for a two-year term as the MUN-Admin representative effective July 7, 2015 to July 7, 2017; and
- Ms. Sarah Shannon, appointed for a one-year term as the MUNSU representative, effective July 7, 2015 to May 31, 2016.

B. Ernst and Young Management Letter for 2014/15 Audit

At a meeting held earlier in the day, the Audit and Risk Committee received the Ernst and Young Management Letter for the 2014/15 Audit which was presented by Ms. Lynn Healey of Ernst and Young. The management letter provided by Ernst and Young is a follow up to the audit of the consolidated accounts of Memorial University for fiscal 2014/15 as well as management's response to the one audit finding included in the letter.

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

C. Report of the Internal Auditor

The Board received background information pertaining to the Report of the Internal Auditor. The Internal Audit Status report, as provided in the background documentation, summarizes the audit project work completed during the current period. For the fiscal year to date there is one project completed and two projects which are in progress. As projects are completed, the risk ranking associated with each project and any potential issues identified as a result of audit procedures performed will be presented in a separate memo.

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

D. Executive Summary of the Internal Audit: Vendor File Review

The Board received background information pertaining to the “Executive Summary of the Internal Audit – Vendor File Review”. The Vendor File Review project was initiated during the 2014-15 fiscal year through internal audit work on the University’s tendering and procurement processes. The data analytics performed indicated weak vendor data quality. Further investigation was performed to determine the effectiveness of internal control over vendor validation, set-up, modification and maintenance. The Executive Summary of the results of the Vendor File Review was provided in the background documentation.

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

E. Student Matters Report for the 2014-2015 academic year from the Student Matters Steering Committee

The Board received background information pertaining to the Student Matters Report for the 2014-2015 academic year from the Student Matters Steering Committee, a copy of which was provided in the background documentation.

The Office of the Provost and Vice-President (Academic) received direction in January 2013 from the President that the Board of Regents receive regular reports from senior administration concerning student matters such as student safety, student performance indicators and student discipline. The report was presented by the Student Matters Steering Committee with the results from the collection and synthesis of data gathered by departments and units from across Vice-President portfolios. The report presents information on student patterns based on information available for the academic year 2014–2015. A draft of this report was shared with all members of the steering committee and was reviewed by Vice-Presidents Council at its meeting on July 28, 2015.

Student Matters Report for the 2014-2015 academic year from the Student Matters Steering Committee (cont'd)

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

F. Memorial's Incident Management System (MIMS) Update

The Board received background information pertaining to Memorial's Incident Management System (MIMS) update.

At a meeting held earlier in the day, the Audit and Risk Committee received a presentation with regard to the MIMS update. Memorial's Incident Management System records incidents, dispatches and tasks completed and reported by members of the University Community. The system went live in November 2014 as part of a pilot program on the St. John's Campus and is now ready to expand to the entire University.

MIMS acts as a centralized collection mechanism of incident data, yet has highly customizable analytical features that can be utilized by various user groups to meet their specific statistical reporting requirements. Some of the reports that are routinely created using the MIMS data include Occupational Health & Safety Committee Reports (incident data by workplace or function), Student Matters Steering Committee, Assessment & Care Protocol (disturbing behaviours), CEP, Student Residences, and Risk Profiles.

The report, a copy of which was provided in the background documentation, includes data collected during the period of January 2015 to June 2015 and highlights some of the key risks that are monitored by various groups at the University. As the program is still in its inaugural year there is no prior data to create reliable trend comparisons against prior years. However, the report illustrates where key incident types are occurring on a location basis, and how the information being recorded is used for accountability and due diligence purposes.

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



G. Update on the University's Risk Profile

The Board received background information pertaining to the update on the University's Risk Profile. The Board was informed that Memorial is committed to fully understanding its risks and managing them to an acceptable level. The Chief Risk Officer has been tasked with developing and implementing an Enterprise Risk Management (ERM) program that includes, among other things, an ERM governing policy, ERM oversight committee and regular risk reporting mechanisms. The most recent update on the University's Risk Profile was provided in the background documentation which also included the current Risk Dashboard and Risk Register. At a meeting held earlier in the day, the Audit and Risk Committee also received a presentation with regard to the update on the University's Risk Profile.

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

**6246. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE**

A. Update on Capital Projects

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

Projects in Progress

St. John's Campus

- Residence Renovations
- Newfoundland & Labrador Centre for Interdisciplinary Research in Human Genetics and Faculty of Medicine Building Extension, HSC
- Aboriginal Centre
- Core Science Facility
- Battery Property
- Clock Tower Modifications
- Pedways over Prince Phillip Drive – East and West

Marine Institute

- Building Expansion to House New Offshore Operations Simulator

Grenfell Campus

- Energy Strategy

Update on Capital Projects (cont'd)

Projects in Planning Stages

St. John's Campus

- Faculty of Engineering and Applied Science – Mechanical Engineering High Bay Laboratory
- Faculty of Engineering and Applied Science – Petroleum Engineering Building
- Animal Resource Centre
- Faculty of Arts Research Archival Facility
- Redevelopment of Reid Theatre

Marine Institute

- Holyrood Marine Base – Phase IIA Breakwater, Marginal Wharf and Restoration of Existing Wharf
- Holyrood Marine Base – Phase IIB Ocean Research and Training Building

Grenfell Campus

- Child Care Facility

Projects in Early Stages

- Faculty of Medicine – Redevelopment of Existing Space
- Storage Facility, Mount Scio Road

The Board was advised that the projects 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 Update

The Board received background information pertaining to an update regarding the Core Science Facility. At the March 12, 2015 meeting of the Board of Regents, detailed information around project governance was provided, and this information included an Approval Timeline and a Four-Stage Approval Process Table (copies of which were provided in the background documentation). In accordance with the timeline, design development of 95% was reached in May 2015.

Core Science Facility Update (cont'd)

At that meeting, it was also requested that a Project Execution Plan be provided at the July 9, 2015 Board meeting. This Plan was to outline the processes and procedures to be followed for the duration of the Core Science Facility project. In response to this request, a workshop related to the Project Execution Plan was held on June 26, 2015 with members of the Board of Regents.

Approval was granted at the May 7, 2015 meeting of the Board to Tender for Building Foundations. In accordance with the Approval Timeline, the Provincial Government also provided its approval in June 2015 to Tender for Building Foundations, and this tender was issued in August 2015. Also in accordance with the Approval Timeline, the Board of Regents at its July 9, 2015 meeting approved the awarding of the tender for foundations, as well as the issuing and awarding of tender(s) to proceed with and award the remainder of the Core Science Facility project, subject to the following conditions:

- Completion and approval of priority sections of the Project Execution Plan by December 3, 2015
- Tender prices not exceeding 5% of pre-award estimates
- Approval from the Government of Newfoundland and Labrador

Since the last Board meeting, the project team has continued to update planning documents and advance the project according to the direction received. As per the Project Execution Plan and supplementary information provided at the July 9, 2015 Board Meeting, future Core Science Facility updates will occur by way of the project scorecard as outlined in the background documentation, which will begin at the October Board meeting.

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

C. Battery Facility – Status Update

The Board received background information pertaining to the Battery Facility – Status Update. At a meeting held earlier in the day, the Campus Planning and Development Committee received a presentation from Ms. Ann Browne, Associate Vice-President (Facilities) and Dr. Robert Greenwood, Executive Director of the Harris Centre of Regional Policy and Development, regarding the Status Update, a copy of which was provided in the background documentation.

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

D. Naming of the atrium in the Battery Facility

The Board received background information and agreed to the naming of the new atrium in the Battery Facility as outlined in the background documentation. It is understood that an official event will be held in the coming months to officially name the facility and that the naming will remain confidential until that time.

E. Potential Partnerships for the construction of Graduate Student Residences

The Board received background information and agreed with the recommendation of the University Administration that it investigate issuing an Expression of Interest to engage potential partnerships to explore building graduate residential units in the St. John's area and as outlined in the background documentation.

**6247. HUMAN RELATIONS COMMITTEE**

A. New Policy: Determination of Employee or Independent Contractor Status

The Board received background information and agreed to the new policy "Determination of Employee or Independent Contractor Status" and as outlined in the background documentation.

B. Appointment of the Acting Dean, Faculty of Business Administration

The Board received background information and agreed to the appointment of Dr. Dale Foster as Acting Dean, Faculty of Business Administration, effective October 1, 2015 until December 31, 2015 and as outlined in the background documentation.

C. 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.

D. Appointments Reports

The Board received the Appointments Reports for the St. John's and Grenfell Campuses for actions taken since July 9, 2015 noting that the actions have been taken under delegated authority as provided for in the Terms of Reference for the Human Relations Committee.

**6248. GOVERNANCE COMMITTEE**

A. Guidelines for selection of Chairs, Vice-Chairs and Members of Board Committees

The Board received background information and agreed to adopt the “Guidelines for Selection of Chairs, Vice-Chairs and members of Board Committees” as provided in the background documentation and as follows:

***“Guidelines for Selection of Chairs, Vice-Chairs and Members of Board Committees***

*The Governance Committee was established by the Board on July 4, 2013 to oversee the governance affairs of the Board and in particular “to oversee the nomination and succession planning process for Board Committee (including Committee Chairs, Vice-Chairs and membership)”.*

*The following guidelines have been developed to assist the Governance Committee in carrying out its responsibilities in this regard:*

- *The Governance Committee should continue to oversee the administration of the Skills Matrix annually to capture the skill sets of new members and to update the skill sets of existing members.*
- *The Governance Committee should continue to issue an annual call for volunteers for membership on Board Committees.*
- *The Governance Committee, using the skills matrix and the volunteer responses, should rotate Board members across different committees in order for members to experience different Board issues and contribute as far as possible across the entire spectrum of Board responsibilities.*
- *When nominating members for Committees of the Board, the Governance Committee will strive to balance the membership of each Committee with the members who possess the appropriate skills, background experience and personal attributes as well as with an appropriate balance of members across constituent groups.*
- *While the Chair and Vice-Chair of Board Committees will normally serve for a one year term, appointment/reappointment of Chairs and Vice-Chairs will be determined by the Chair of the Board following recommendations from the Governance Committee.”*

## **DISCUSSION AGENDA**

### **6249. PRESENTATIONS TO THE BOARD**

#### **A. Presentation - Update regarding the Sexual Harassment Office and Sexual Harassment Policy**

The Chair welcomed Ms. Rhonda Shortall, Sexual Harassment Advisor, Sexual Harassment Office and Ms. Donna Ball, Senior Policy Analyst, who provided the Board with a presentation entitled "Sexual Harassment Office Policy and Procedures Revision". Ms. Shortall and Ms. Ball then provided an overview of the Sexual Harassment Office and policy and in doing so, covered the following topics:

- Sexual Harassment Office roles
- Sexual Harassment Office response and support
- Environmental Assessment – Key Challenges
- Comprehensive Prevention Framework
- Strategic Framework – Achieving a Sexual Harassment Free Environment
- Key Challenges
- Next Steps

During discussion of the next steps for policy and procedures revision, it was noted that the Governance Committee is currently reviewing the role of the Board of Regents, particularly with respect to student appeals which in the current policy is to the Board of Regents. In this regard, Ms. Shortall and Ms. Ball agreed to identify appeals processes established in other institutions and provide information to the Governance Committee on best practices regarding appeals of sexual harassment.

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

#### **B. Presentation - Memorial's obligations under an amended Access to Information and Protection of Privacy Act (ATIPPA)**

The Chair welcomed to the meeting Ms. Rosemary Thorne, University Access and Privacy Advisor, who provided the Board with a presentation entitled "Access to Information and Protection of Privacy Act (ATIPPA)".

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

**6250. AUDIT AND RISK COMMITTEE**

A. St. John's Campus Potable Water Emergency

The Board received and reviewed background information pertaining to the St. John's Campus potable water emergency. Mr. Kent Decker, Vice-President (Finance and Administration), provided the Board with a presentation entitled "Potable Water Emergency, Information Update".

On July 30, 2015 it was discovered that results from random water samples taken in the Engineering and Music buildings showed that the levels of lead in the water were higher than the Canadian Drinking Water Guidelines maximum acceptable concentration (MAC) of 10 µg/L. The initial report stated:

*"These areas should be re-tested once adequate water filtration procedures have been implemented to ensure that the tap water throughout the buildings are within the lead concentration guidelines. Until then, this water should not be used as a potable water source".*

The full extent or impact of this report was unknown and it was recommended that the Emergency Operations Centre (EOC) be activated to quickly gather more information and assemble additional resources to fully assess the situation.

A report which outlined the events related to the "Potable Water Emergency" was provided in the background documentation.

The Board congratulated members of the senior administration and their teams for the very proactive and successful manner in which this emergency situation was addressed.

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

**6251. ANY OTHER BUSINESS**

A. Date of Next Meeting

The Chair advised that the next regular meeting of the Board of Regents is tentatively scheduled to be held on October 22, 2015.

**ADJOURNMENT**

The meeting adjourned at 5:30 p.m.

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**CHAIR**

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**SECRETARY**

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**DATE**