

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

A meeting of the Board of Regents was held on Thursday, December 9, 2004 in the Board Room of the University at 2:15 p.m.

PRESENT:

Lorne Wheeler, Chair
Dr. Georgina Hedges, Vice-Chair
Dr. John Crosbie, Chancellor
Dr. Axel Meisen, President and Vice-Chancellor
Dr. Eddy Campbell, Vice-President (Academic)
Gail Aylward
Hayward Blake
Lisa Browne
Calvin Butt
Sam Chaulk
Sharon Duggan
Leslie Galway
Ed Kelly
Dr. Brendan Lewis
Darlene Russell
Roxana Vernescu
Eleanor Bennett, Secretary

APOLOGIES: Dorothy George, Earl Ludlow, Joan Pinsent, Dave Porter, Andrea Quinlan and Harvey Short.

PRESENT BY INVITATION: Brian Colbourne, Director of Financial and Administrative Services, in place of Kent Decker, Vice-President (Administration and Finance).

1. MINUTES

The Minutes of the Board of Regents meeting held October 21, 2004, copies of which were circulated prior to the meeting, were approved by the Board.

2. CHAIR'S REMARKS

1. Thanks to Acting Chair

Mr. Wheeler expressed his thanks and gratitude to Dr. Hedges, who had served as Acting Chair from meeting to meeting over the past 13 months.

2. Meeting with Deans and Directors

Mr. Wheeler advised the Board that as part of his orientation to the Board he had visited most of the Deans and Directors at the University, including the Presidents of the student union groups. He also visited with the Principal of Sir Wilfred Grenfell College and the Executive Director of the Marine Institute.

3. Increase in Number of Student Members to Board and Senate

Mr. Wheeler noted that there had been recent amendments to the *Memorial University Act* to increase the number of student members on the Board from 2 to 4. Further, student members will be recommended to the Board, for approval by the Lieutenant-Governor in Council, by each of the four student unions: Memorial University of Newfoundland Students' Union (MUNSU), the Graduate Students' Union, the Marine Institute Students' Union and the Grenfell College Students' Union.

The *Act* is also amended to increase the number of student members on Senate from 12 to 13, including at least one student from the Marine Institute, one graduate student and one student from Grenfell College, with all members to be chosen in a manner approved by the Board

4. Amendments to the *Memorial University Pensions Act*

The Board was advised of amendments to the *Memorial University Pensions Act* by adding a definition of "Consumer Price Index" (CPI). Further, the *Act* requires that both employees and the Board of Regents make equal contributions to the fund in an amount sufficient to fund current service costs and amortize the unfunded liability arising from the introduction of indexing. A further amendment will provide for the annual indexing of pensions and survivor benefits based on increases to the CPI.

5. Transparency and Accountability Legislation

The Board was informed of *Bill 39: An Act to Enhance the Transparency and Accountability of the Government and Government Entities to the People of the Province*, copies of which were circulated at the meeting for discussion. This Bill would provide for the greater transparency and accountability of the government and government bodies to the citizens of the province. Dr. Meisen pointed out the various sections of the *Act* which were of serious concern to the University and which would encroach on the autonomy and academic freedom of the University. He informed the Board that over the next few days he, along with the Chair, will meet with senior Government officials to inform them of these concerns.

6. Auditor General to Review the University

The Board received a copy of a letter from the Auditor General dated November 24, 2004, in which he advised that his office will be conducting a Legislative Audit of Memorial University. The Board was informed that Mr. Wheeler, Dr. Meisen and Mr. Colbourne held a meeting with the Auditor General on December 8, 2004 in which they outlined and agreed to the scope of the audit which will commence early in the new year.

Dr. Campbell joined the meeting at 2:40 p.m.

3. PRESIDENT'S REPORT

1. Activity Report

Dr. Meisen reported on the following major activities since the last meeting of the Board:

As Chair of the Association of Atlantic Universities (AAU), he met with the Atlantic caucuses of the Liberal Party, the Conservative Party and the New Democratic Party, where the focus was on Atlantic Innovation Fund (AIF) renewal and immigration.

- Nov. 3 He met with Mr. Tom Hedderson, Minister of Education, and some of his senior staff where he provided a thorough overview of the University.
- Nov. 16 He hosted a meeting for Deputy Ministers which focused on rural development and immigration.
- Dec. 2 He was interviewed by the local media concerning the University's response to the White Paper.
- Oct. 27 He hosted the Affinity Newfoundland Labrador dinner meeting in Ottawa.

Dr. Meisen reported on the following donor recognition initiatives:

- Nov. 30 Altum Society Event dinner hosted by the Chancellor.
- Dec. 2 He hosted the President's Donor Recognition Event at the Marine Institute.
- Dec. 7 He hosted the President's Legacy Tea.
- Nov. 19 He attended the donation of the Aker Maritime Kiewit Contractors (AMKC) Model of the White Rose's SeaRose

FPSO to the Marine Institute.

Dr. Meisen reported on the following Regional Initiatives:

- Dec. 6 He visited the Labrador Institute
- Nov. 30 He attended the official release of the Government's publication CareerSearch 2004 which was hosted by Mr. Tom Hedderson, Minister of Education.

Dr. Meisen commented on several legal matters currently involving the University.

2. Grenfell College Summit

Dr. Meisen reported that he and Dr. Campbell attended the Grenfell College Summit which was held at Marble Mountain Resort on November 5 and 6 2004. He advised the Board that members of the senior administration of the College met to discuss and explore a number of concerns and issues. In particular, discussion surrounded the name of the Institute (College vs University); funding issues; and governance and reporting relationships. The Board was advised that members of the College will be provided an opportunity to further discuss these and other matters with the Board during its February meeting in Corner Brook.

3. Registration Report - Winter Semester 2005

The Board received and reviewed a report from the Registrar's Office providing data on registration progress for the Winter semester 2005 including course offerings, registrations and waitlists compared with that of the same period last year. The Board was advised that enrollments are up by 2.6% for this period thus far.

4. President's Report

The Board welcomed to the meeting Mr. Ivan Muzychka, Manager of News Services with the Division of University Relations. He presented highlights of the 2004 President's Report entitled "Going Further", a copy of which was distributed at the meeting along with its accompanied DVD. Mr. Muzychka noted that the report was compiled as an accountability document and will be used as a promotional tool to present the University in its diverse forms. The report contains a complete review of the past year's achievements and accomplishments in the areas of research, teaching and community service as well as the University's complete audited financial statements. He noted that this is the first time that the Report is available on DVD. It is also available on the University's website.

Following the presentation and a question and answer session, the Chair thanked Mr. Muzychka for his informative presentation, and asked him to pass along to his team the Board's thanks for their efforts in compiling the report.

Mr. Muzychka left the meeting at this point.

5. Appointment of Student Member to the Board

The Board received and reviewed background information pertaining to the appointment of a student member to the Board. The Board was advised that in accordance with Paragraph 22(2)(d)(ii) of the *Memorial University Act*, the appointment of students to the Board is recommended to the Lieutenant-Governor in Council by the Board upon a joint recommendation to it by the Memorial University of Newfoundland Students' Union (MUNSU) and the office of the University designated as being responsible for Student Affairs.

The Board was reminded that in 2003 MUNSU agreed to work with the University to establish procedures that would facilitate a transparent and fair selection process for student appointees to the Board of Regents. Although discussions occurred, no agreed upon principles were developed. MUNSU has requested Government to make changes to the MUN Act so that student unions will have the sole power over the selection process.

MUNSU forwarded the name of Mr. Thom Duggan for appointment to the Board of Regents. Mr. Duggan will replace Ms. Allison North whose term expired October 14, 2004.

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents recommend to the Lieutenant-Governor-in-Council that Mr. Thom Duggan be appointed as the student member on the Board of Regents for a two-year term, effective immediately.

6. Appointment to C-CORE Board of Directors

The Board received and reviewed background information pertaining to the resignation of Mr. Scott Davis to the Board of Directors of C-CORE. The Board was further advised that Mr. James Bates had been appointed by the President for a three-year term commencing November 8, 2004.

7. Appointments to MURC Board of Directors

The Board received and reviewed background information pertaining to recent vacancies on the Board of Directors of the Memorial University Recreation Complex (MURC) due to the completion of the terms of Mr. Brian Budgell and Ms. Gail Roberts. The Board received a recommendation for the appointment of Mr. Brian Hudson and Mr. Ray Hawco as their replacement.

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the following appointments to the Board of Directors of the Memorial University Recreation Complex (MURC):

Mr. Brian Hudson, for a term commencing immediately and ending May 31, 2005;

Mr. Ray Hawco, for a term of three years, commencing immediately.

8. Appointments to Newfoundland Quarterly Board of Directors

The Board received and reviewed background information pertaining to re-appointments to the Board of Directors of the Newfoundland Quarterly Foundation.

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the following re-appointment to the Board of Directors of the Newfoundland Quarterly Foundation for a further year to December 31, 2005:

Dr. Aidan Maloney	Dr. Ron Sparkes
Dr. John Fraser	Dr. Bernice Morgan
Dr. Patricia O'Brien	Mrs. Linda Bartlett
Mr. David Bradley	Ms. Frankie O'Neill
Mr. David Blackwood	

4. REPORT OF THE JOINT MEETING OF THE EXECUTIVE AND EXECUTIVE COMPENSATION COMMITTEES AND AN IN CAMERA SESSION OF THE BOARD

Mr. Wheeler reported on the deliberations of the joint meeting of the Executive and Executive Compensation Committee held on December 8, 2004 and the subsequent in camera meeting of the Board of Regents held on December 9, 2004.

1. Extension of Dr. Axel Meisen's Appointment as President and Vice-Chancellor

The following resolution was passed at an in camera meeting of the Board of Regents held on December 9, 2004:

RESOLVED:

That the Board of Regents extend the appointment of Dr. Axel Meisen as President and Vice-Chancellor of Memorial University of Newfoundland for a further three-year term, effective September 1, 2005, subject to the conditions of the existing contract, except that the car allowance will increase from \$650 to \$750 per month, and that the administrative leave period of six months will accrue on a pro rata basis.

Dr. Meisen thanked the Board for their decision and looked forward to continuing to work with the Board and serving the University and the Province in the years to come.

Mr. Wheeler advised the Board that as a matter of courtesy he will inform Government and the Senate of the Board's decision. In the meantime he requested the Board to keep this information confidential until all parties have been notified.

2. Classification and Compensation Arrangements for Members of the Executive Pay Group

Mr. Wheeler advised the Board of the recommendation of the joint meeting of the Executive and Executive Compensation Committees pertaining to classification and compensation arrangements for members of the Executive Pay Group.

After discussion the following resolution was passed:

RESOLVED:

That the Board of Regents approve the recommendation of the Executive Compensation Committee (ECC) to review and report to the Board of Regents by July 2005 with

respect to:

1. appropriate classification and compensation arrangements for members of the Executive Pay Group of Memorial University;
2. appropriate membership for the Executive Pay Group, being at this time the President and Vice-Chancellor, the Vice-President (Academic) and Pro Vice-Chancellor, the Vice-President (Research), the Vice-President (Administration and Finance), the Dean of Student Affairs and Services, and the Executive Director of the Marine Institute;

Such review to include consideration of similarly situated employees of the University, and appropriate comparisons with external markets.

In making its report the ECC is requested to consider salary, allowances, severance payments, paid leaves, and all forms of deferred or compensation applicable to members of the Executive Pay Group. The ECC shall have authority to hire independent consultants and other professionals to assist in the analysis, and the design of classification and compensation programs.

5. FINANCE COMMITTEE MEETING

A draft copy of the minutes of the Finance Committee meeting held on December 9, 2004 was presented by Dr. Hedges, and accepted by the Board. The following resolutions were passed with respect to items requiring specific approval of the Board:

Item A - Annual Budget Submission to Government

The Board was reminded that at its October 21, 2004 meeting it authorized the Finance Committee to review and approve, on its behalf, the University's budget document for submission to the Provincial Government.

The Board was advised that the Finance Committee, at a special meeting held on November 17, 2004, reviewed and approved, on behalf of the Board, a draft budget document which was subsequently submitted to the Provincial Government.

Item B - Annual Budget Submission to Government - Fiscal Years Ending March 31st 2006, 2007 and 2008

The Board received and reviewed material outlining the University's annual budget submission to the Provincial Government for fiscal years ending March 31st 2006, 2007 and 2008. Mr. Colbourne provided the Board with the background information to this document which was reported for information.

Item C - Midyear Update of the University's Financial Position

The Board received and reviewed background material pertaining to the Mid-year update of the University's financial position. Mr. Colbourne elaborated further on this matter for the information of the Board. The Board was advised that on July 22, 2004 the Board approved the budget estimates for fiscal year 2004/05 and projected a balanced budget. A mid-year review of actual versus budgeted revenues and expenditures has been completed. The projected revenues are exceeding estimates by \$158,157. The final figure will depend on enrollments in the upcoming Winter Semester. The Board was advised that applications for the Winter Semester are ahead of projections and are up by about 2%.

Total expenditures for 2004/2005 are expected to be unchanged from the July estimates. However, some cost increases are occurring and are under review. The Board was advised that contingency funds are available to address these increases and the Administration projects that an overall balanced budget will be achieved.

A further update will be provided at the next meeting of the Board scheduled for February 1, 2005.

Item D - Investment Policy Amendment

The Board received and reviewed background information pertaining to this matter and was advised that the current Investment Policy provides a target asset mix for endowment funds as follows:

	MIN	MAX
Cash	0%	60%
Fixed Income	25%	85%
Equities	15%	50%
Other Loan Agreements	0%	5%

The current policy does not allow for any flexibility for the decline or gain in market value for asset classes.

After discussion the following resolution was passed:

RESOLVED:

That the Board of Regents approve an amendment to the Investment Policy to allow the values prescribed by the asset mix policy to be exceeded by 5% for a period not to exceed 120 days.

Item E - MUNSU Membership Fee Increase

The Board received and reviewed background information pertaining to a request from Memorial University of Newfoundland Students' Union (MUNSU) to increase the amount of its membership fees. The Board was advised that the Council of MUNSU at its meeting on September 15, 2004, passed a resolution for this increase. This fee increase was made in the absence of a referendum as required by the Constitution of MUNSU. It was, however, made in accordance with the *Memorial University of Newfoundland Students' Union Act (1968)* (the Act).

The Board was advised that the University's Legal Counsel had advised that regardless of whether MUNSU complied with the process as set forth in the by-laws ... all that is necessary under the *Act* in order for MUNSU to raise its fees is for the Union to enact a by-law with a proposed fee, and have the fee approved by the Board of Regents.

In the background material received by the Board was additional information provided by Dr. Lilly Walker, Dean of Student Affairs and Services, in which she raised concerns with the process.

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve a recommendation from the Council of the Memorial University of Newfoundland Students' Union (MUNSU) for an increase in the MUNSU membership fee from \$25 to \$35 for full-time students and an increase from \$5 to \$17.50 for part-time students, effective January 1, 2005.

Item F - MUNSU Financial Update

The Board received and reviewed background information pertaining to the financial issues of the Memorial University of Newfoundland Students' Union (MUNSU). The Board was advised that ongoing discussions with MUNSU concerning its debts has concentrated on two areas: the Daycare and MUNSU-operated commercial properties in the Smallwood Centre.

After discussion the following resolution was passed:

RESOLVED:

That the Board of Regents approve a recommendation for the Administration to proceed with a change in the direction of negotiations with the Memorial University Students' Union (MUNSU).

Item G - Transfer of Positions

The Board received and reviewed background information pertaining to the transfer of two positions and the current incumbents from the Centre for Chemical Analysis, Research and Training (C-CART) in the Department of Chemistry to the Core Research Equipment and Instrument Training (CREAIT) Network.

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the transfer of the following two positions from (C-CART) in the Department of Chemistry to (CREAIT) Network:

CHM-012 - Research Laboratory Coordinator I

Contract - Research Laboratory Coordinator I

6. LABOUR RELATIONS UPDATE

Dr. Campbell reported to the Board on the Labour Relations matter pertaining to the application to the Labour Relations Board for Teaching Assistants at the University to become certified.

7. CAMPUS PLANNING MATTERS

Mr. Kelly, Chair of the Committee, provided background information on the following matters:

1. Capital Projects Update

The Board received and reviewed an update on the following capital projects currently underway or being planned.

- ▶ Inco Innovation Centre
- ▶ School of Music Expansion
- ▶ Energy Master Plan
- ▶ Aquarena Roof

2. Science Research Building

The Board received and reviewed a summary document entitled "Creating New Pathways to Discoveries at Memorial" which provides background on the proposed new Science Research Building.

3. Butler Property Update

The Board received an update on the purchase of the Butler Property, situated at 208 Elizabeth Avenue, which was approved at the October 21st 2004 Board meeting. The Board was advised that an Agreement of Purchase and Sale has been executed with the Executor of the Estate for the Butler property. The University has requested approval of the Lieutenant-Governor in Council and will also be pursuing approval for rezoning the property from private residential to institutional. The vendor will be providing an environmental clearance certificate for the property. The transaction of purchase and sale will be scheduled to be completed within 30 days of receipt of the approvals mentioned. As previously stated, funding for this purchase will be provided through the Opportunity Fund.

8. APPOINTMENTS COMMITTEE MEETING

The Board received and reviewed a report of the Appointments Committee meeting held on December 9, 2004 along with two addenda, which were presented by Ms. Aylward, Chair of the Committee, and approved by the Board.

9. SENATE MATTERS

1. Matters Arising from Minutes of October 12, 2004 Meeting

The Board received and reviewed a copy of the minutes of the Senate meeting held on October 12, 2004. 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:

Item 16 Report of the Senate Committee on Undergraduate Studies
(No. 16.1)

Item 17 Report of the Academic Council of the School of Graduate
Studies (No. 17.1 to 17.4)

2. Constitution of the School of Music

The Board received and reviewed background information pertaining to

a recommendation from Senate for amendments to the Constitution and By-Laws of the Academic Council of the School of Music.

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve a recommendation from Senate for amendments to the Constitution and By-Laws of the Academic Council of the School of Music.

3. Matters Arising from Minutes of November 9, 2004 Meeting

The Board received and reviewed a copy of the minutes of the Senate meeting held on November 9, 2004. 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:

Item 29 Report of the Senate Committee on Undergraduate Studies
(No. 29.1 to 29.5)

Item 30 Report of the Academic Council of the School of Graduate
Studies
(No. 30.1)

10. CORRESPONDENCE

The Board received a copy of a letter from Professor Roberta Buchanan thanking the Board for awarding her the title of Professor Emerita.

11. OTHER BUSINESS

1. Maclean's Magazine Rankings

The Board was advised that in the annual ranking of Canadian Universities in the latest edition of Maclean's magazine, Memorial has shown a significant improvement in the reputation category, ranking fifth in highest quality, most innovative and best overall. Memorial stood fifth out of 11 for the overall ranking of comprehensive universities, the same as last year.

2. February Meeting to be held in Corner Brook

The Board was reminded that the next meeting of the Board scheduled for February 1st and 2nd, 2005 will be held in Corner Brook. At this time the Board will provide an opportunity to discuss issues and concerns at Sir Wilfred Grenfell College.

ADJOURNMENT

The meeting adjourned at 4:35 p.m.