

**MEMORIAL UNIVERSITY OF NEWFOUNDLAND****BOARD OF REGENTS**

The regular meeting of the Board of Regents was held on Thursday, July 9, 2009, at 2:00 p.m., in the Board Room of the University, Room A-2029.

**PRESENT:**

Mr. Robert E. Simmonds, Chair  
Dr. Eddy Campbell, Acting President  
Dr. Christopher Loomis, Vice-President (Academic), *Pro Tempore*  
Ms. Sheila Ashton  
Mr. Gilbert Bennett  
Ms. Julie Browne  
Mr. Jerry Byrne  
Ms. Pat Coish-Snow  
Ms. Mary Cormier  
Mr. Adam Daniels  
Ms. Michelle Daye  
Mr. Rex Gibbons  
Mr. Martin Gould (via teleconference)  
Ms. Noreen Greene-Fraize  
Ms. Jennifer Guy  
Mr. Jim Keating  
Mr. Ken Marshall  
Dr. Vinod Patel  
Mr. Tony Roche  
Ms. Melissa Squarey  
Ms. Donna Stone  
Ms. Eleanor Swanson  
Ms. Tina Pardy, Secretary

**APOLOGIES:** Chancellor Rick Hillier, Mr. Brian Dalton, Mr. Darek Moreau, Ms. Kathleen Roul, Ms. Debbie Singleton

**PRESENT BY INVITATION:**

Mr. Kent Decker, Vice-President (Administration and Finance), Dr. Ray Gosine, Vice-President (Research) *Pro Tempore*, Mr. Glenn Collins, Advisor to the Board, Ms. Karen Hollett, General Counsel.

**5571. MEETING CALLED TO ORDER**

The meeting was called to order at 2:00 p.m. by Mr. Simmonds, Chair.

**5572. APPROVAL OF THE AGENDA**

The agenda for the meeting was approved, as amended.

**5573. MINUTES**

The Minutes of the regular meeting of the Board of Regents held on May 25, 2009 and the special meeting of the Board of Regents held on June 24, 2009, were approved by the Board. It was noted that at the special meeting held on June 24, 2009, a provision of the Bylaws may not have been met (ie. Clause 33 states "Notice of special meeting shall be given to all Members, at least two days in advance"). Therefore, the Board agreed that by approving the minutes of June 24, 2009 at today's meeting the Board also approved the actions taken at that earlier meeting.

**5574. CHAIR'S REPORT**

Dr. Campbell, Dr. Loomis and Mr. Decker left the meeting during discussion of this item.

**1. Presidential Search**

Mr. Simmonds provided the Board with a report on the status of the Presidential Search to date.

Mr. Keating joined the meeting at 2:10 p.m.

**2. Board Meeting Dates**

The Board approved the following tentative dates for Board meetings in 2010:

Thursday, February 4, 2010  
Thursday, March 18, 2010  
Monday, May 24, 2010 (to coincide with St. John's Spring Convocation)  
Thursday, July 8, 2010  
Thursday, September 9, 2010  
Thursday, October 21, 2010 (to coincide with Fall Convocation)  
Thursday, December 9, 2010

**3. Appointment of President and Vice-Chancellor, *Pro Tempore***

Mr. Simmonds provided an oral report of the meetings of the Executive Compensation Committee held on June 24, 2009 and July 8, 2009. The Board received and reviewed background information pertaining to a contract between Memorial University of Newfoundland and Dr. Chris Loomis, President and Vice-Chancellor, *Pro Tempore*, of Memorial University.

Appointment of President and Vice-Chancellor, Pro Tempore (cont'd)

After discussion, the following resolutions were passed:

**RESOLVED:**

**WHEREAS** the Board of Regents agrees to the appointment of Dr. Chris Loomis as President and Vice-Chancellor, *Pro Tempore* to replace Dr. H.E.A. Campbell effective July 1, 2009;

**AND WHEREAS** the Executive Compensation Committee recommends that the Board approve the contract and title as presented at its July 8, 2009 meeting;

**BE IT RESOLVED** that the Board of Regents approve the contract between Dr. Loomis and the University as recommended by the Executive Compensation Committee and that the Chair of the Board is hereby authorized to sign the said contract on behalf of Memorial University.

Dr. Campbell, Dr. Loomis, Mr. Decker and Dr. Gosine returned to the meeting at this point.

**5575. ACTING PRESIDENT'S REPORT**

1. Proposal to Create a Four Year Undergraduate Student Tuition Bursary for Children of Canadian Forces Personnel killed on Active Duty (revised)

The Board received and reviewed background information pertaining to the revised proposal to create a four year undergraduate student tuition bursary for qualified children of Canadian Forces personnel killed on active duty.

After a brief discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approves the proposal that Memorial University create a bursary for undergraduate study for qualified children of military personnel killed while on active duty effective immediately. Further, the Board requests that the Senate Committee on Undergraduate Scholarships, Bursaries and Awards develop requirements for the award of this bursary as well as provisions for continuance.

Mr. Bennett joined the meeting at 2:25 p.m.

2. International Athletic Awards to Support Varsity Athletics' Recruitment (revised)

The Board received and reviewed background information pertaining to a proposal for the creation of an international tuition waiver for international student athletes to support Athletics' recruitment strategy.

The Board was reminded that at a meeting held on May 25, 2009, the Board of Regents approved in principle the proposal for an international tuition waiver for selected international students to support the athletics recruitment strategy. In response to suggestions from members of the Board that the initiative be called a scholarship as opposed to a fee waiver, the Board requested that the administration check into the suggestion and report back to the Board.

Additional information was received and following discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approved the pilot project as described in the Board submission which includes up to six international tuition fee awards for the 2009-10 academic year and up to nine international tuition fee awards in total for the 2010-11 academic year in support of international student athletes.

3. President's Summary of Activities in Support of the Strategic Plan

A report on the external activities of the President during the period May 26 to June 26, 2009 with emphasis to activities relating to the University's Strategic Plan was provided.

4. Annual Report on Philanthropic support for Memorial University

The Board received and reviewed background information pertaining to the annual report on philanthropic support for Memorial University. This item was for information only and did not require a resolution of the Board.

5. Report on Capital Campaign Progress

Dr. Campbell provided the Board with a verbal update pertaining to the Capital Campaign. This included an update on the activities of the capital campaign office to date which include the recruitment of the Campaign Vice-Chair and Deputy Chair and Honorary Co-chairs; identification and researching of prospective donors; prospect cultivation and solicitation and an update on the Memorial Family Campaign.

**Chair's Report (cont'd)**4. Last Board Meeting for Dr. Eddy Campbell as Acting President and Vice-Chancellor

At this point, Mr. Simmonds acknowledged that this was the final Board meeting that Dr. Campbell would be attending. In this regard he proposed the adoption of following resolution, which was passed unanimously:

**RESOLVED THAT** the Board of Regents of Memorial University of Newfoundland acknowledge with sincere gratitude and appreciation the outstanding service rendered to the University by Dr. Eddy Campbell during his term as Vice-President (Academic) and Acting President and Vice-Chancellor.

**AND THAT** the Board of Regents extend their warmest wishes to him and his family in all their future endeavors.

5. Chairs and Vice-Chairs of Committees of the Board of Regents

The Board received a verbal update from the Chair with regard to the Committees of the Board of Regents that require a Chair or Vice-Chair who advised that the following individuals have agreed to act in the respective capacity noted below:

Campus Planning and Development  
Sheila Ashton, Chair

Audit and Risk Management  
Noreen Greene-Fraize, Vice-Chair

Labour Relations  
Adam Daniels, Vice-Chair

Separately Incorporated Entities Committee  
Michelle Daye, Chair  
Sheila Ashton, Vice-Chair

Appointments Committee  
Mary Cormier, Vice-Chair

The Chair thanked each member for agreeing to undertake these important responsibilities on behalf of the Board and thanked all members of the Board who serve on Committees of the Board.

**CONSENT AGENDA**

At the request of Mr. Daniels, Items 6.A and 6.H were removed from the Consent Agenda.

Noting that the items were dealt with in detail in meetings of the appropriate committees, it was moved by Mr. Keating, seconded by Ms. Pat Coish-Snow and carried that the consent agenda, comprising the resolutions listed in 5576 through 5582 below be approved as follows:

**5576. FINANCE COMMITTEE MEETING**

At a meeting held on July 9, 2009, the Finance Committee passed the following resolutions with respect to the items requiring specific approval of the Board:

Item 3127 - Actuarial Valuation Report on the Memorial University Pension Plan, as at March 31, 2009

The Board received background information and agreed to accept the March 31, 2009 valuation of the Memorial University Pension Plan and that the associated funding recommendations be discussed with government prior to implementation.

Item 3128 - Date of Implementation for Mandatory Inclusion of Administrative Stipends in Pensionable Earnings of Academic Administrators

The Board received background information and agreed to approve the recommendation that the effective date for the mandatory inclusion of administrative stipends in the pensionable earnings of academic administrators be September 1, 2009 and for such non-pensionable stipends already in pay at September 1, 2009, the mandatory inclusion rule be applied upon extension or renewal of the appointment.

Item 3129 - Termination of Pension Plan International Equity Manager, Putnam Investments Limited

The Board received background information and agreed that the services of Putnam Investments, as international equity manager for the Memorial University Pension Fund, be terminated and that a search for a replacement begin.

Item 3130 - Establishment of Permanent Positions within the University Position Complement

The Board received background information and agreed to the establishment of a permanent position within the University position complement as follows:

Faculty of Engineering

EAS-056 - Intermediate Clerk

Item 3131 - Establishment of Position of Assistant Dean, Graduate Studies in the Faculty of Medicine

The Board received background information and agreed to establish position of Assistant Dean, Graduate Studies in the Faculty of Medicine, with a stipend as recommended.

Item 3132 - Conversion of Contractual Positions to Permanent within the University Position Complement

The Board received background information and agreed to the conversion of contractual positions to permanent within the University position complement as follows:

Faculty of Medicine  
MED-234 - Director, HSIMS  
MED-235 - Manager - HETL

Department of Facilities Management  
UWA-048 - Sustainability Coordinator

Item 3134 - Reduction of Technology Fee

The Board received background information and agreed to the reduction of the technology fee from \$1,500 per year to \$1,125 per year for students in the Naval Architecture and Marine Systems Design programs commencing in the Fall Semester 2009.

**5577. AUDIT AND RISK MANAGEMENT COMMITTEE**

1. Update on Legal Matters

The Board received an update on legal matters currently involving the University. Board members were reminded of a binder pertaining to legal matters involving the University which is available in the Office of the General Counsel for review at any time.

2. Health and Safety Report for Memorial University of Newfoundland

The Board received and reviewed background information pertaining to the Health and Safety Report for fiscal year 2008-2009.

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

**5578. APPOINTMENTS COMMITTEE MEETING**

The Board received the Reports of Action of the Appointments Committee dated July 9, 2009 which was forwarded to the Board for approval.

**5579. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE**1. Update on Progress of Capital Projects

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

St. John's Campus

- New Residences
- Residence Renovations
- Mount Scio Road Renovations
- Newfoundland & Labrador Centre for Interdisciplinary Research in Human Genetics and Faculty of Medicine Building Extension, HSC
- Process Engineering Laboratory Renovations

Marine Institute

- Holyrood Marine Base

Sir Wilfred Grenfell College

- Academic Building
- New Residence

Potential Future Projects

- Centre for Research in Oceans and Environment
- Centre for Energy Education, Research and Development
- Expansion of Marine Institute - Main Campus
- Revitalization of Offshore Safety and Survival Centre

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

2. Selection of Consultant to Provide Detailed Engineering Design Services for Major Renovation Work for an Undergraduate Process Engineering Laboratory in the Inco Innovation Centre

The Board received background information and agreed to the selection of Quadratic Inc. as the preferred consultant to provide detailed engineering design services for major renovation work for an Undergraduate Process Engineering Laboratory in the Inco Innovation Centre.

3. Renaming of the "Inco Innovation Centre" to the "Vale Inco Innovation Centre"

This item was deferred to a future meeting of the Board of Regents.

**5580. LABOUR RELATIONS MATTERS**

Dr. Campbell provided a verbal report of the Labour Relations Committee meeting held on July 9, 2009 at which time an update on the MUNFA, LUMUN and TAUMUN negotiations was provided.

**5581. SENATE MATTERS**

The Board received a report of items of business considered by Senate at its regular meetings held on April 14, 2009 and May 12, 2009. 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 99 Report of the Senate Committee on Undergraduate Studies  
(No. 99.1)

Item 100 Report of the Academic Council of the School of Graduate Studies  
(No. 100.1)

Item 101 Report of the Academic Council of the School of Graduate Studies  
(No. 101.1)

Item 108 Report of the Senate Committee on Undergraduate Studies  
(No. 108.1 - 108.8)

Item 109 Report of the Academic Council of the School of Graduate Studies  
(No. 109.1 - 109.3)

Item 110 Report of the Senate Committee on Undergraduate Studies  
(No. 110.1 - 110.2)

**5582. OTHER BUSINESS****1. Revisions to the Code of Student Conduct that relate to Housing**

The Board received background information and agreed to the revisions to the Code of Student Conduct, as outlined in the Board submission, to be effective immediately.

**2. Correspondence from Richard Ellis (Librarian Emeritus)**

The Board received correspondence from Richard Ellis whereby Mr. Ellis thanked the Board of Regents for the honour it bestowed on him as Librarian Emeritus at its May 25, 2009 meeting.

3. Correspondence from Honorable Ross Wiseman regarding the Council of the College of Physicians and Surgeons of Newfoundland and Labrador

The Board received correspondence from the Honorable Ross Wiseman, Minister of Health and Community Services pertaining to nominations of candidates to sit on the Council of the College of Physicians and Surgeons of Newfoundland and Labrador. Following discussion, it was agreed that Ms. Karen Hollett, General Counsel would prepare an explanatory note for members of the Board to aid in identification of suitable candidates for nomination.

**REGULAR AGENDA**

**5583. FINANCE COMMITTEE**

Item 3126 - Special Fee for a new Professional Program in Master of Engineering Management (MEM)

The Board received and reviewed background information pertaining to a special fee for a new professional program in Master of Engineering Management (MEM).

After a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents authorize the approval for the Faculty of Engineering and Applied Science to charge a special fee for a new professional program in Master of Engineering Management as follows:

	<b><u>Special Fee</u></b>
Domestic	\$11,602
International	\$14,282
International Recruitment by Can-Zhong	\$16,282

Mr. Daniels voted against the motion.

Item 3133 - Increase in Survivor Benefits from 55% to 60% for Pre-1997 Survivors

The Board received and reviewed background information pertaining to an increase in survivor benefits from 55% to 60% for pre-1997 survivors.

Increase in Survivor Benefits from 55% to 60% for Pre-1997 Survivors (cont'd)

Following a lengthy discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approves the recommendation of the Finance Committee that the Administration write the Provincial Government requesting consideration and guidance in ways to make Memorial University's pension plan benefits consistent with the Provincial Government's plan benefits.

Mr. Simmonds welcomed to the meeting, Ms. Debbie Collis, Director of Financial and Administrative Services, who provided a presentation on the Audited Financial Statements for the University 2008-09 and the Audited Financial Statements for the MUN Pension Plan 2008-09.

After a question and answer period, Mr. Simmonds, on behalf of the Board, thanked Ms. Collis for her very informative presentation and she left the meeting.

Item 3135 - Approval of Annual Audited Financial Statements for Memorial University of Newfoundland for 2008/09

The Board received and reviewed background information pertaining to the annual audited financial statements for the University and the Auditor's report and was advised that the report of the external auditors on the annual audited financial statements of the University as at March 31, 2009 was received and reviewed by the Audit and Risk Management Committee on July 6, 2009. The external auditors found the financial statements to present fairly the financial position of the University as at March 31, 2009, the results of the operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles. There were no qualifications in the report of the external auditors.

After discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approves the Memorial University Audited Financial Statements for the fiscal year ended March 31, 2009.

Item 3136 - Approval of Audited Pension Plan Financial Statements for Memorial University of Newfoundland for 2008/09

The Board received and reviewed background information pertaining to the Memorial University Pension Plan Audited Financial Statements for the fiscal year ended March 31, 2009 and was advised that the external auditors found the financial statements to present fairly the net assets available for benefits of the Memorial University Pension Plan as at March 31, 2009, and the changes in net assets available for benefits for the year then ended in accordance with Canadian generally accepted accounting principles. There were no qualifications in the report of the external auditors.

After discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approves the Memorial University Pension Plan audited financial statements for the fiscal year ended March 31, 2009.

**5584. AUDIT AND RISK MANAGEMENT COMMITTEE**

1. Report of the External Auditors - Results of the 2009 Audit

The Board received and reviewed background information pertaining to the Report of the External Auditors for 2009. The Board was advised that Ernst Young LLP, have audited the consolidated financial statements of Memorial University of Newfoundland. The scope and manner of the audit was outlined in the 2009 Audit Service Plan, which was approved by the Board of Regents on December 4, 2008.

This Audit Report briefly summarizes the major aspects of the audit of the consolidated financial statements for the period ending March 31, 2009. It is a companion document to the Consolidated Financial Statements, as the audited statements alone would not necessarily identify all matters that may be of interest to the Audit and Risk Management Committee in fulfilling its responsibilities. The Audit Report states that the auditors have substantially completed the audit and subject to the clearance of minor outstanding items, expect to be in a position to sign an unqualified report.

The following represent the key findings of the audit:

- The auditors had no disagreements with management on financial accounting and reporting matters or auditing procedures;

Report of the External Auditors - Results of the 2009 Audit (cont'd)

- The auditors did not identify any evidence of:
  - misstatements resulting from, or evidence of, fraud or suspected fraud;
  - unusual related party transactions which are not in the normal course of operations;
  - other unusual transactions not in the normal course of operations;
  - conflicts of interest or illegal, or possibly illegal acts;
  - non-compliance with regulatory requirements;
  - material weaknesses in the systems of internal control.
- The auditors are satisfied that the University's disclosure of employee future benefits within its financial statements is compliant with Generally Accepted Accounting Principles (GAAP);
- The auditors are satisfied that there were no significant problems with respect to the procedures related to accounting for capital expenditures;
- The auditors have reviewed the University's significant accounting policies and disclosures and conclude that the University's financial statements are in accordance with GAAP;
- The auditors are satisfied that there have been no significant, unusual non-routine transactions that lack economic justification.

After discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approves the Report of the External Auditors - Results of the 2009 Audit.

**ADJOURNMENT**

The meeting adjourned at 3:50 p.m.

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**CHAIR**

\_\_\_\_\_  
**SECRETARY**

\_\_\_\_\_  
**DATE**