

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board of Regents was held on Thursday, July 8, 2010, at 2:00 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. Reeta Tremblay, Vice-President (Academic), *Pro Tempore*
Ms. Sheila Ashton
Mr. Gilbert Bennett
Mr. Roger Bill
Ms. Julie Browne
Mr. Jerry Byrne
Mr. Richard Chislett
Ms. Pat Coish-Snow
Ms. Mary Cormier
Mr. Adam Daniels
Ms. Michelle Daye
Mr. Rex Gibbons
Ms. Jennifer Guy
Mr. Jim Keating
Ms. Sarah Ann King
Mr. Bill Matthews
Dr. Vinod Patel
Mr. Tony Roche
Ms. Kathleen Roul
Ms. Donna Stone
Ms. Eleanor Swanson
Mr. Auburn Warren
Ms. Tina Pardy, Secretary

APOLOGIES: Chancellor Rick Hillier, Mr. Brian Dalton, Ms. Noreen Greene-Fraize, Mr. Ken Marshall.

PRESENT BY INVITATION:

Mr. Kent Decker, Vice-President (Administration and Finance); Dr. Ray Gosine, Associate Vice-President (Research) (on behalf of Dr. Christopher Loomis, Vice-President (Research)), Dr. Holly Pike, Acting Vice-President (Corner Brook); Mr. Glenn Collins, Advisor to the Board; Ms. Karen Hollett, General Counsel.

5682. MEETING CALLED TO ORDER

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

5683. APPROVAL OF THE AGENDA

The agenda for the meeting was approved, as amended.

5684. MINUTES

The Minutes of the regular meeting of the Board of Regents held on May 13, 2010 were approved by the Board.

5685. CHAIR'S REPORT

1. Welcome to Dr. Gary Kachanoski and newly appointed Board Members

The Chair welcomed Dr. Gary Kachanoski, President and Vice-Chancellor of Memorial University of Newfoundland to his first meeting of the Board of Regents in his capacity as President and Vice-Chancellor.

The Chair then welcomed the following new members who have been appointed to the Board of Regents effective June 7, 2010 for a term of office of two years:

Sarah Ann King, Grenfell College Students' Union
Roger Bill, Graduate Students' Union
Richard Chislett, Marine Institute Students' Union

The Chair then reminded all members of the Board with regard to confidentiality.

2. Resignation

The Chair noted for the information of the Board the resignation of Mr. Martin Gould (Lieutenant Governor in Council appointment). The Chair, on behalf of the Board, thanked Mr. Gould for his contributions to the work of the Board during his term.

3. Board Meeting Dates

The Board approved the following tentative dates for Board meetings in 2011:

February 3, 2011
March 17, 2011
May 12, 2011 (to coincide with Sir Wilfred Grenfell College Convocation)
July 7, 2011
September 8, 2011
October 20, 2011 (to coincide with Fall Convocation, St. John's)
December 8, 2011

5686. EXECUTIVE COMMITTEE

1. Appointment of the Director of Animal Care

Mr. Simmonds advised members of the Board that in an email poll conducted on May 14, 2010, members of the Executive Committee of the Board of Regents received and reviewed background information on the recommendation to appoint Dr. Jennifer Keyte as the Director of Animal Care Services.

As a result of the time sensitivity of this appointment, the Executive Committee approved the recommendation of the Appointments Committee to appoint Dr. Jennifer Keyte as the Director of Animal Care Services effective August 1, 2010 at the salary recommended by the Appointments Committee and as outlined in a letter dated June 4, 2010 from Dr. Ray Gosine, Vice-President (Research), *Pro Tempore*.

5687. EXECUTIVE COMMITTEE

1. Review of the Executive Group Salary Scales

Mr. Simmonds informed members of the Board that at a meeting held on June 23, 2010, the Executive Compensation Committee requested that Mr. Mike Fowler, Acting Director of Human Resources, engage the Hay Group to conduct a review of the Executive Group salary scales as provided for in the July 19, 2006 minutes of the Executive and Executive Compensation Committees. The findings of this review will be considered by the Board once completed.

Dr. Tremblay left the meeting during discussion of the following two items.

2. Approval of Step Increase for Dr. Reeta Tremblay

The Board received and reviewed background information pertaining to a step increase for Dr. Reeta Tremblay, Vice-President (Academic), *Pro Tempore*. Mr. Simmonds advised the Board that Dr. Tremblay was appointed Vice-President (Academic) *Pro Tempore* effective July 1, 2009 noting that the terms of appointment provided for the following:

"4. Performance Steps - Upon satisfactory performance as Vice-President (Academic), Pro Tempore (assess annually against a set of objectives developed in consultation with the President Pro Tempore), Dr. Tremblay will earn five performance steps at the time of her return as Dean of the Faculty of Arts.

Members of the Board were further advised that Dr. Tremblay will not be returning to the position of Dean of the Faculty of Arts and, as a customary practice, senior executive administrators at Memorial receive step increases annually and therefore Dr. Tremblay would ordinarily be entitled to a step increase on July 1, 2010. It was noted that a review of objectives has been undertaken and Dr. Tremblay's performance merits a step increase.

Approval of Step Increase for Dr. Reeta Tremblay (cont'd)

After a discussion, the following was resolved:

That the Board of Regents approves the recommendation of the Executive Compensation Committee that Dr. Reeta Tremblay receive a step increase as of July 1, 2010, the effect of which will move her to Step 2 of the Vice-President (Academic) scale.

3. Approval of Step Increase for Dr. H.E.A. Campbell

The Board received and reviewed background information pertaining to the step increase for Dr. Eddy Campbell. Mr. Simmonds advised members of the Board that Dr. H.E.A. (Eddy) Campbell was appointed Acting President and Vice-chancellor effective January 1, 2008. A renewed contract was approved by the Board of Regents on September 9, 2008 which provided in part as follows:

“Remuneration:

2. With effect as of July 1, 2008, Dr. Campbell’s salary as Acting President shall be at step 4 of the President’s salary scale, moving to step five effective September 1, 2008. Dr. Campbell will be entitled to all normal adjustments and increases including any increases in the president’s scale thereafter, while Acting President.”

The Administrative Leave provisions of Dr. Campbell’s contract also provide in part the following:

“...All administrative leave credit pursuant to this clause 3 shall be on the basis of the President scale salary and terms at the time taken, and may be taken on the conclusion of the appointment as Acting President or other appointment at the University. For clarity, and without limitation, the foregoing includes salary, pension accruals or pension equivalents, car allowance, travel privileges and benefits under the University benefit plans, all regardless of whether he returns to the university at the end of the leave”.

Mr. Simmonds reminded the Board that step increases for members of the Senior Executive are considered annually on September 1st based on a review of the prior year’s performance. In the case of the President, a performance review for the prior year performance would have been conducted by the Chairman of the Board and a recommendation to implement (or not implement) a step increase would be forthcoming. Dr. Campbell’s performance as Acting President and Vice-chancellor was exemplary for the period of September 1, 2008 – August 31, 2009 and, therefore a step increase is in order. Mr. Simmonds further noted that the practice of implementing step increases during administrative leave is consistent for senior administrators such as Deans and Directors.

Approval of Step Increase for Dr. H.E.A. Campbell (cont'd)

Following a discussion, the following was resolved:

That the Board of Regents approves the recommendation of the Executive Compensation Committee that Dr. H.E.A. (Eddy) Campbell receive a step increase as of September 1, 2009, the effect of which will move him to Step 6 of the President Scale.

During discussion of the previous two items, it was suggested that a policy be developed with regard to step increases for members of the Executive Group. It was agreed to recommend to the Executive Compensation Committee that development of such a policy be undertaken in conjunction with the review of the Executive Group salary scales noted in Item 5687 above.

Dr. Tremblay returned to the meeting at this point.

5688. PRESIDENT'S REPORT

1. Update on activities of the Task Force on a Renewed Governance Structure for Sir Wilfred Grenfell College

Dr. Kachanoski provided an update with respect to the activities of the Task Force on a Renewed Governance Structure for Sir Wilfred Grenfell College.

2. President's Summary of Activities in support of the Strategic Plan

Reports on the external activities of the President *Pro Tempore* during the period May 4 to June 25, 2010 as well as the President for the period June 30 to July 7, 2010 with emphasis to activities relating to the University's Strategic Plan were provided.

In a memorandum dated June 30, 2010, Dr. Loomis provided a report summarizing his tenure as President and Vice-Chancellor, *Pro Tempore* which concluded on June 30, 2010. A copy of the memorandum was circulated to members of the Board.

3. Registration Progress Report for the Spring 2010 Semester

Dr. Tremblay provided the Board with a registration progress report for the Spring 2010 semester and the implications of registration data on the 2010-2011 budget. She noted that data shows that total enrolments are up from last year. An examination of enrolment shows that from Spring 2009 to Spring 2010, there is an increase in enrolments for new Newfoundland and Labrador and national students. There was a decrease in the new International student numbers. There is also an increase in continuing Newfoundland and Labrador students and a slight increase in continuing National students. Continuing International students have increased fairly significantly. When the numbers are analyzed by campus, there is an increase in new students and students beyond first year for the St. John's campus and the Sir Wilfred Grenfell College campus. As well, Dr. Tremblay noted that the graduate enrolments continue to increase considerably across the board.

4. Presentation - Memorial University Campaign Benchmark Review

Mr. Simmonds welcomed to the meeting, Dr. Penny Blackwood, Director of Alumni Affairs and Development, Ms. Lynne Sheridan (KCI Consultant and Campaign Director) and Ms. Mary Martin (Vice-President, KCI). Ms. Sheridan and Ms. Martin then provided the Board with a presentation entitled "Memorial University Campaign Benchmark Review".

Following a question and answer period, Mr. Simmonds, on behalf of the Board, thanked Dr. Blackwood, Ms. Sheridan and Ms. Martin for their very informative presentation and they left the meeting.

CONSENT AGENDA

At the request of Mr. Kent Decker, Item 12.b was removed from the consent agenda.

At the request of Mr. Roger Bill, Item 13.A. was 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. Coish-Snow and carried that the consent agenda, comprising the resolutions listed in 5689 through 5696 below be approved as follows:

5689. ESTABLISHING THE OFFICE OF COLLABORATIONS AND PARTNERSHIPS

The Board received background information and agreed with the recommendation to establish the Office of Collaborations and Partnerships within the Vice-President (Research) portfolio and as outlined in the Board submission.

5690. FINANCE COMMITTEE MEETING

At a meeting held on July 8, 2010, the Finance Committee passed the following resolutions with respect to the items requiring specific approval of the Board:

Item 3182 - Convert Contractual Position to Permanent within the University Position Complement

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

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Item 3183 - Amendment to "Statement of Investment Policy and Objectives" (Memorial University Pension Plan)

The Board received background information and agreed with the recommendation of the Finance Committee and the University Pensions Committee that the investment guidelines for pooled funds be amended as follows:

"Investments may be made in the above asset classes either directly or by holding units of pooled funds. It is understood that a pooled fund has its own separate investment policy which would take precedent over this policy statement with respect to investment guidelines. Furthermore, it is understood that the investment policy of the pooled fund may be amended from time to time by the underlying investment manager(s).

The contents of pooled funds shall be monitored for their degree of compliance with the expectations of this policy. In the event that the underlying pooled fund investment policy is in conflict with this policy, the Board shall, upon the recommendation of the University Pensions Committee, decide what, if any, action is required and notify the investment manager(s) accordingly."

NOTE: *"...in the above asset classes..." refers to asset classes eligible for investment as per the SIPO*

Item 3184 - Foreign Health Insurance Coverage Renewal

The Board received background information and agreed with the recommendation that the collection of foreign health insurance coverage be renewed as follows:

- effective September 1, 2010, international student undergraduate and graduate rates for single students will be \$771.75 per academic year.
- effective September 1, 2010, international student undergraduate and graduate family rate (couples only) will be \$1,423.50 per academic year.
- effective September 1, 2010, international student undergraduate and graduate family rate will be \$2,135.25 per academic year.

5691. AUDIT AND RISK MANAGEMENT COMMITTEE

1. Annual Health and Safety Report

The Board received background information pertaining to the Health and Safety Report for Memorial University of Newfoundland which provides an interim health and safety update included some of the key statistical information that is being tracked.

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

5692. APPOINTMENTS COMMITTEE

1. Academic Appointments Report

The Board agreed to accept the Reports of Action of the Appointments Committee dated July 8, 2010 for approval or information as appropriate.

5693. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE

1. 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
- Process Engineering Laboratory Renovations
- Ocean Science Centre Cold Water Supply

Sir Wilfred Grenfell College

- Academic Building
- New Residence
- Energy Performance Contract

Potential Project

- Ocean Sciences Centre - Cold Water Supply

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

5694. SEPARATELY INCORPORATED ENTITIES COMMITTEE

1. Appointments to the Campus Childcare Inc. Board of Directors

The Board received background information and agreed with the appointments to the Board of Directors, Campus Childcare Inc. effective immediately, as follows:

- Ms. Jessica McCormick, for a one year term
- Mr. Eddy St. Coeur, for a one year term
- Ms. Angela Blagdon, for a two year term
- Ms. Debbie Collis as Chair of the Board until a new chair is appointed

2. Appointments to the Western Sports and Entertainment Board

The Board received background information and agreed with the appointments to the Board of Directors for the Western Sports and Entertainment Inc. (The Pepsi Centre), as follows:

- Mr. Allan Skanes as Chairperson for a term effective immediately and expiring April 25, 2012
- Ms. Janice Galliot for a term effective immediately and expiring May 24, 2012

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

The Board received background information and agreed to the reappointment of Ms. Stephanie Power, representing the Graduate Students' Union, for a period of one year effective June 1, 2010.

4. Amendment to the Memorial University Recreation Complex (MURC) Management Agreement - Transfer of Splash Facility

The Board received background information and agreed with the amendment to the Management Agreement between Memorial University of Newfoundland and the Memorial University Recreation Complex (MURC) in order to transfer the Splash Facility from MURC to the School of Human Kinetics and Recreation and as outlined in the Board submission.

5695. SENATE MATTERS

The Board received reports of items of business considered by Senate at its regular meeting held on May 11, 2010. 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 106 Report of the Senate Committee on Undergraduate Studies
(No. 106.1 - 106.5)

Item 107 Report of the Senate Committee on Undergraduate Studies
(No. 107.1 - 107.2)

Item 108 Report of the Academic Council of the School of Graduate Studies
(No. 108.1)

5696. POLICY OVERSIGHT COMMITTEE

1. Externally Funded Career Awards

The Board received background information and approved the revised policy *Externally Funded Career Awards* and the Implementation Plan to be effective immediately.

DISCUSSION AGENDA

5697. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE

1. Ocean Sciences Centre Deep Sea Water Supply Project and Selection of Consultant to provide detailed engineering Design for a Cold-Water, Deep-Sea Research Facility at the Ocean Sciences Centre

The Board received and reviewed background information pertaining to the Ocean Sciences Centre deep sea water supply project.

Mr. Decker advised that the University wishes to expand its research capabilities at the Ocean Sciences Centre, and a new cold-ocean, deep-sea water supply and research facility is proposed to accomplish this. In addition to a deep water source and pumping facility, a building is required to house tanks and research space including labs, research equipment, offices, and meeting rooms. The building will be approximately 600 sq. meters. This facility will allow for innovative research on cold water organisms with particular focus on the study of marine biodiversity, marine aquaculture, and genomics. As a result, a project is currently under consideration for the development of a cold water supply to the Ocean Sciences Centre which, if implemented and successful, will supply water from the ocean. A risk assessment report has been prepared by Grant Thornton. As well, additional exploratory drilling has been conducted to assess the feasibility of successfully drilling to the required water depth for the cold ocean water supply. At a meeting held earlier today, the Campus Planning and Development Committee considered the risk assessment report along with the results of the exploratory drilling report and are now recommending to the Board to proceed with the project.

The Board also received and reviewed background information pertaining to the selection of the consultant to provide detailed engineering design for a Cold-Water, Deep-Sea Research Facility at the Ocean Sciences Centre.

Following a detailed discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the recommendation of the Campus Planning and Development Committee to proceed with the Ocean Sciences Centre Deep Sea Water Supply project.

Further, the Board of Regents approved the selection of AE Consultants as the preferred consultant to provide detailed engineering design for a Cold-water, Deep-Sea Research Facility at the Ocean Sciences Centre.

5698. LABOUR RELATIONS COMMITTEE

1. Ratification of tentative Collective Agreement between Memorial University of Newfoundland and the Teaching Assistants' Union of Memorial University of Newfoundland (TAUMUN), bargaining Agent for Graduate Assistants

The Board received and reviewed background information pertaining to the ratification of the tentative Collective Agreement between Memorial University of Newfoundland and the Teaching Assistants' Union of Memorial University of Newfoundland (TAUMUN), bargaining Agent for Graduate Assistants.

Following a detailed discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents ratify the first Collective Agreement between Memorial University of Newfoundland and the Teaching Assistants' Union of Memorial University of Newfoundland (TAUMUN), establishing terms and conditions of employment for Graduate Assistants for the period September 1, 2009 to August 31, 2013 and as outlined in the Board submission.

5699. PRESIDENT'S REPORT

1. Procedural Revisions to the Code of Student Conduct

The Board received and reviewed background information pertaining to the procedural revisions to the Code of Student Conduct.

Members of the Board were advised that the Code of Student Conduct was initially approved by the Board of Regents at a meeting held on March 23, 2006 with further revisions in May 2007 and July 2009. There is currently an on-going review of the Code of Student Conduct with a projected completion date of January 2011. However, changes are now being recommended in order to ensure that the Code of Student Conduct reflects current practice and addresses issues that have made the Code ineffective.

Following a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the following recommendations, to be effective immediately and as outlined in the Board submission:

- the revision to the Code of Student Conduct as outlined in the Board submission; and
- the Housing Regulations (St. John's campus) that are referenced in Section 10 in the Code of Student Conduct and as outlined in the Board submission.

5700. **FINANCE COMMITTEE**

Item 3185 - MUN's Pension Plan Audited Financial Statements for the Fiscal Year ended March 31, 2010

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 MUN Pension Plan as at March 31, 2010.

The Board received and reviewed background information pertaining to the Memorial University Pension Plan audited financial statements for the fiscal year ended March 31, 2010. Members of the Board were advised that the external auditors found the financial statements to present fairly the net assets available for benefits of the Pension Plan as at March 31, 2010 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, 2010.

Item 3186 - Annual Audited Financial Statements for the University and the annual Management Report from the External Auditors

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, 2010 was received and reviewed by the Audit and Risk Management Committee on July 7, 2010. The external auditors found the financial statements to present fairly the financial position of the University as at March 31, 2010, 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 approve the Memorial University audited financial statements for the fiscal year ended March 31, 2010.

5701. AUDIT AND RISK MANAGEMENT COMMITTEE

1. Report of the External Auditors

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 2010 Audit Service Plan, which was approved by the Board of Regents on October 21, 2009.

This Audit Report briefly summarizes the major aspects of the audit of the consolidated financial statements for the period ending March 31, 2010. 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;
- 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.

Report of the External Auditors (cont'd)

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the Report of the External Auditors - Results of the 2010 Audit.

Mr. Simmonds, on behalf of the Board, thanked Mr. Decker, Ms. Collis and the staff of Financial and Administrative Services for their excellent work in preparing the financial statements as is evident from the fact that there were no qualifications in the report of the external auditors.

5702. ANY OTHER BUSINESS

1. Date of Next Meeting

The date of the next regularly scheduled meeting of the Board of Regents is September 9, 2010.

2. Committee Vacancies

Mr. Simmonds advised members that due to the recent resignation of Mr. Gould, there is one vacancy each on the Finance Committee and the Campus Planning Committee. Mr. Warren volunteered to serve on the Finance Committee and Ms. King volunteered to serve on the Campus Planning and Development Committee. The Chair thanked them both for volunteering to serve on the respective committees.

ADJOURNMENT

The meeting adjourned at 4:30 p.m.

CHAIR

SECRETARY

DATE