

**MEMORIAL UNIVERSITY OF NEWFOUNDLAND**

**BOARD OF REGENTS**

The regular meeting of the Board of Regents was held on Wednesday, October 20, 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. Evan Simpson, Vice-President (Academic), *Pro Tempore*  
Ms. Julie Browne  
Mr. Jerry Byrne  
Ms. Mary Cormier  
Mr. Adam Daniels  
Ms. Michelle Daye  
Mr. Rex Gibbons, via teleconference  
Ms. Noreen Greene-Fraize  
Ms. Jennifer Guy  
Ms. Sarah-Ann King  
Mr. Ken Marshall  
Mr. Bill Matthews  
Ms. Kathleen Roul  
Ms. Donna Stone  
Ms. Eleanor Swanson  
Ms. Tina Pardy, Secretary

**APOLOGIES:** Chancellor Rick Hillier, Ms. Sheila Ashton, Mr. Gilbert Bennett, Mr. Roger Bill, Mr. Richard Chislett, Ms. Pat Coish-Snow, Mr. Brian Dalton, Mr. Jim Keating, Dr. Vinod Patel, Mr. Tony Roche, Mr. Auburn Warren.

**PRESENT BY INVITATION:**

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

**5716. MEETING CALLED TO ORDER**

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

**5717. APPROVAL OF THE AGENDA**

The agenda for the meeting was approved, as amended.

**5718. MINUTES**

The Minutes of the regular meeting of the Board of Regents held on September 9, 2010 were approved by the Board.

**5719. CHAIR'S REPORT**

1. Welcome to Dr. Evan Simpson, Vice-President (Academic) and Pro Vice-Chancellor, Pro Tempore

The Chair welcomed all Regents to the meeting with a particular welcome to Dr. Evan Simpson. In doing so he reminded the Board that Dr. Simpson served as Vice-President (Academic) and Pro Vice-Chancellor from 1999 - 2003 and he has now been appointed Vice-President (Academic) and Pro Vice-Chancellor *Pro Tempore*, effective October 4, 2010.

The Chair also extended congratulations to Ms. Noreen Greene-Fraize on the occasion of her receiving her Master of Philosophy at the October 22, 2010 convocation sessions.

2. Board Retreat November 25 - 26, 2010

Mr. Simmonds advised the Board that the plans for the Board Retreat are well underway for November 25 and 26. He noted that the Retreat will be held at the Johnson Geo Centre and that a facilitator as well as guest speakers have been booked for the day. A more detailed agenda will be sent to members of the Board in the coming weeks by the Board's ad hoc Committee on Governance which has been organizing this retreat. In this regard, the Chair thanked Eleanor Swanson, Jennifer Guy, Rex Gibbons, Adam Daniels and Mary Cormier from the Board and Gary Kachanoski, Glenn Collins, Karen Hollett, Tina Pardy and Donna Ball who serve on the Committee from the administration.

**5720. PRESIDENT'S REPORT**

1. Update on activities of the Task Force on a Renewed Governance Structure for Grenfell Campus
  - A. Update of renewed Executive and Administrative Structure, Grenfell Campus Memorial University

Dr. Kachanoski advised members of the Board that the Task Force on a Renewed Governance Structure for Grenfell Campus has considered the implications of creating the position of Vice-President (Corner Brook) on the rest of the senior positions at the Grenfell Campus. A model for a new executive and administrative structure at Grenfell under the President and Vice-Chancellor and the new Vice-President (Corner Brook) was distributed to the Board for input/feedback on the draft proposal.

Update of renewed Executive and Administrative Structure, Grenfell Campus Memorial University (cont'd)

The Task Force established the following principles, process and timing to guide this work:

Principles

- A new executive and administrative structure must reflect and support transformation and growth at Grenfell Campus.
- A new executive and administrative structure must facilitate the deploying of resources wisely and effectively.

Process

- The Task Force drafted a preliminary executive and administrative (a copy of which was distributed to members of the Board at today's meeting)
- The Task Force is now seeking input/feedback from the Board of Regents on the draft proposal.
- Board feedback will be channeled through the President to the Task Force and through the Task Force to the Task Force Committees for further consideration.

Timing

- The creation and filling of individual positions will happen incrementally once the Task Force finalized the administrative framework. Each appointment will be presented to the Board for consideration and information or approval as appropriate in accordance with established Board procedures.
- Before further actions are taken, appropriate meetings will be held with individuals who may be impacted by the proposed changes to the executive and administrative structure of Grenfell Campus.

During discussion of this item and in keeping with the recent name change for the Grenfell Campus, it was moved by Mary Cormier and seconded by Sarah-Ann King that the title of the Vice-President (Corner Brook) be changed to "Vice-President (Grenfell Campus).

Following a discussion, the following motion was passed:

**RESOLVED:**

That the Board of Regents approve the recommendation that the title of the Vice-President (Corner Brook) be changed to Vice-President (Grenfell Campus).

Dr. Kachanoski thanked members of the Board for their comments noting that further input to his office would be welcome.

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

Reports on the activities of the President and Vice-Chancellor, during the period September 10 to October 8, 2010 with emphasis to activities relating to the University's Strategic Plan were provided.

3. Search for Vice-President (Academic) and Pro Vice-Chancellor

Dr. Kachanoski provided an update with respect to the search for the Vice-President (Academic) and Pro Vice-Chancellor. In doing so, he noted that the Search Committee has held several open fora with the University community; they have received feedback following which a job description and a list of qualifications have been developed. Dr. Kachanoski noted that the Search Committee will be cultivating and reviewing applications in the coming months.

4. Search for Vice-President (Corner Brook)

Dr. Kachanoski provided an update with respect to the search for the Vice-President (Grenfell Campus). In doing so, he noted that this Search Committee is at the same stage as the search for the Vice-President (Academic) and that this committee will also be cultivating and reviewing applications in the coming months.

5. Registration Progress Report for Fall 2010

The Board received and reviewed a registration progress report for the Fall 2010 semester as of September 22, 2010. As of the start of classes enrolments are slightly up from last year, with a 0.7% increase at the St. John's campus and a 2.2% increase at Grenfell Campus. There is a decline in new Newfoundland students of 2.3% and a slight increase in continuing Newfoundland students of 0.2%. While there is a slight decrease in enrolments for new Canadian and International students of 0.5% and 5.4% respectively, continuing Canadian and International students show increases of 4.7% and 18.4% respectively. It was further noted that graduate enrolments continue to increase considerably across the board. The Board also received a registration progress report for the Marine Institute showing an increase of approximately 6% in total enrolments.

6. Amendments to the Articles of Association of MUN (UK) Ltd.

The Board received background information pertaining to the amendments to the Articles of Association of MUN (UK) Ltd.

The Board was advised that in April 2007, MUN (UK) Ltd., a company limited by guarantee, was set up with a Board of Directors in order to manage Harlow Campus on behalf of MUN. The Chair of MUN (UK) was to be the President and Vice Chancellor of Memorial University ex officio, with the General Manager of Harlow Campus in charge of day-to-day operations. To comply with the UK Companies Act, a Memorandum of Articles and Articles of Association were developed and adopted by MUN (UK) Ltd. Due to subsequent changes in the UK Companies Act the Articles of Association required updating, and the Memorandum of Association no longer qualified as a constitutional document.

Amendments to the Articles of Association of MUN (UK) Ltd. (cont'd)

At the MUN (UK) Ltd. meeting on 10 June 2010, Dr. Loomis provided MUN (UK) Directors with a copy of the revised Articles of Association of MUN (UK) Ltd. written by Davenport Lyons, London, in conjunction with Legal Counsel at Memorial.

That Board considered the Articles of Association and was prepared to support them provided that the members agreed that any objection be made before 25 June 2010, and that if there were any objections they would be discussed in a telephone conference which would also address any resulting need to further amend the Articles of Association.

There were no objections from the Directors and, in consequence, the new Articles of Association were adopted by MUN (UK) Ltd. on 10 June 2010.

Following a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approve all of the changes which have been made to the Articles of Association of MUN (UK) Ltd., including the following key changes:

“16. APPOINTMENT OF DIRECTORS

16.1 The following officeholders of MUN shall be entitled to be appointed as ex officio Directors unless removed by ordinary resolution of the members:

16.1.1 the President and Vice-Chancellor of MUN; and

16.1.2 the Vice-President (Academic) and Pro Vice-Chancellor of MUN.

16.2 In addition to the Directors appointed under Article 16.1, the members may appoint any Director by passing an ordinary resolution and any such appointment shall be for a fixed term of not more than three years or until his or her successor has been duly appointed. If qualified, Directors shall be eligible for re-election; however no Director, other than Directors holding office pursuant to Article 16.1, shall serve more than two consecutive three-year periods.

The obligation for one third of Directors to retire by rotation each year has been deleted.

17. REMOVAL AND DISQUALIFICATION OF DIRECTORS

17.2 In accordance with section 168 of the Act, the members may by ordinary resolution remove any Director before the expiration of his or her period of office, and may, by ordinary resolution, appoint another suitably qualified person in his or her place.”

Amendments to the Articles of Association of MUN (UK) Ltd. (cont'd)

The following provisions have been moved from the Memorandum of Articles into the Articles of Association.

1. The objects of the company, MUN (UK) LTD
2. The restriction on the use of the Company's funds
3. The limited liability of MUN as a sole member
4. Dissolution provisions

Members' meetings are no longer referred to as 'Extraordinary General Meetings', but as 'General Meetings'.

The duties of UK Directors are now codified in the Companies Act. A director must declare any personal interests in a matter. Also, directors must avoid potential or actual conflicts of interest, and if a potential or actual conflict arises, it must be authorised by the Board.

**CONSENT AGENDA**

Noting that the items were dealt with in detail in meetings of the appropriate committees, it was moved by Mr. Byrne, seconded by Ms. Guy and carried that the consent agenda, comprising the resolutions listed in 5721 through 5725 below be approved as follows:

**5721. FINANCE COMMITTEE MEETING**

At a meeting held on October 20, 2010, the Finance Committee passed the following resolutions with respect to the items requiring specific approval of the Board:

Item 3191 - Conversion of Contractual Positions to Permanent within the University Position Complement

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

SON-018 - Nursing Research Coordinator - BL 9 - \$47,049 - \$65,979  
MED-253 - Graphic Artist - BL6 - \$38,975 - \$54,655

Item 3192 - Establishment of new Position

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

GEC-004 - Associate General Counsel Research - SAM 2 - \$106,507 - \$140,142

Item 3193 - Appointment of Vice-President (Administration and Finance) as Bursar

The Board received background information and agreed to appoint Mr. Kent Decker as Bursar, retroactively, in addition to the position of Vice-President (Administration and Finance), with effect as of February 1, 2004. All acts and things hereto before done by Mr. Decker as Bursar between February 1, 2004 and the date hereof, including but not limited to, the execution of documents pursuant to Section 42 of the Memorial University Act, are hereby ratified, confirmed and approved by the Board of Regents.

Further, the Board agreed with the appointment of Mr. Glenn Collins as Bursar, retroactively, in addition to the position of Acting Vice-President (Administration and Finance) with effect between May 1, 2003 and January 31, 2004. All acts and things hereto before done by Mr. Glenn Collins as Bursar between May 1, 2003 and January 31, 2004, including but not limited to, the execution of documents pursuant to Section 42 of the Memorial University Act, are hereby ratified, confirmed and approved by the Board of Regents.

**5722. APPOINTMENTS COMMITTEE**

1. Academic Appointments Report

The Board agreed to accept the Reports of Action of the Appointments Committee dated October 20, 2010 for approval or information as appropriate.

**RESOLVED:**

That the Board of Regents approve the following appointment:

Dr. Marlies Rise as Director of the Office of Research effective December 6, 2010 at the salary recommended by the Appointments Committee.

**5723. 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
- Ocean Science Centre Cold Water Supply

Grenfell Campus

- Academic Building
- New Residence

Update on Progress of Capital Projects (cont'd)

The Board was advised that with the exception of the new residence at Grenfell Campus, projects are on time and on budget. In the case of the new residence, the Board was advised that the tender package for the construction of 200 beds at the Corner Brook campus has closed and came in over budget. Possible revisions to the design of the building are currently being evaluated to determine if the project can be amended to be within budget.

2. Establishment of a Community Garden Project - St. John's Campus

The Board received background information pertaining to the establishment of a community garden at the St. John's campus.

The Board was advised that universities across Canada and the world have created community gardens. An organic campus community garden provides the opportunity for students, staff, faculty and other community members to grow food, and learn skills and sustainable practices that can be carried with them for the rest of their lives. The benefits of a garden are demonstrated in areas including teaching and research, volunteer opportunities and experiential learning, health and wellness, social inclusion, food security, youth engagement, community building and sustainability. A community garden has the potential to involve individuals and groups from all across the university including students, staff, faculty, children, retirees and alumni.

Momentum has been building for the creation of a campus community garden at Memorial for quite some time as follows:

- During Make Midterm Matter in October 2009, a group of students discussed the possibility of a campus community garden.
- For a fall term project, students in the course Human Kinetics and Recreation 3575 researched university community gardens and created a proposal for such a garden on the St. John's campus.
- Students, staff and faculty met in November 2009 to discuss the establishment of a community garden on the St. John's campus and decided to submit a proposal to the Senior Executive Committee (SEC).
- In March 2010, the SEC approved the garden in principal and requested a detailed proposal; and
- In May 2010, an open meeting of interested members of the Memorial community was held, a SWASP student was hired, and a planning committee was formed to complete this proposal.

A detailed proposal for the establishment of a community garden at the St. John's Campus was approved by University administration in August 2010 (noting that the proposal is available upon request).

Community gardens are typically based on one of two models; a communal model - all the gardening plots are managed by all the members of the garden and the harvest is shared evenly amongst the group or with people in need (e.g. a food bank); or a community model - members rent individual plots and keep the produce grown in their plot(s) for their own consumption. Members must commit to dedicating some hours of work for tasks of common interest to the garden.

Establishment of a Community Garden Project - St. John's Campus (cont'd)

The Memorial garden will consist of a mixed model with the majority of plots for individual rental and two communal plots. Communal plots will be available for special projects such as course work, experiential learning activities, research projects or contributions to the university food bank. The garden will be developed and maintained based on organic gardening principles.

The garden will have its own budget including start-up funding from the university and plot rentals/membership fees. Start up costs for the first year is estimated at \$15,000 with annual operating budget of \$1500 thereafter. A fee (proposed at \$25) will be paid for each plot. Funds will go towards maintenance of the garden and supporting educational workshops. The Board was also advised that approval to proceed has been granted by the Pippy Park Commission (a copy of the letter from the Commission was included in the Board documentation)

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

3. Approval of Capital Project: Extension to S.J. Carew Building and C-Core

The Board received background information and agreed with the extensions to the S.J. Carew and the Dr. Jack Clark Geotechnical Engineering Buildings with a total budget of \$13.85M and as outlined in the Board submission.

4. Renaming of Inco Innovation Centre

The Board received background information and agreed with the renaming of the Inco Innovation Centre as follows:

1. Change the name of the *INCO Innovation Centre* to *The Bruneau Centre for Research and Innovation*.
2. The tagline "*Supported by Vale*" to be included on the building's external signage for a limited duration of time that is mutually agreed upon;
3. Replace the words "INCO" with "Vale" on the sign currently mounted outside the main lecture theatre (IIC).
4. The naming of the lecture theatre IIC-2001 to *Innovation Hall*.

**5724. SEPARATELY INCORPORATED ENTITIES COMMITTEE**

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

The Board received background information and agreed to the appointment of the following individuals to the Memorial University Recreation Complex (MURC) Board of Directors:

Appointments to the Memorial University Recreation Complex (MURC) Board of Directors (cont'd)

- Mr. Mike Donovan be reappointed for a three year term effective November 14, 2010;
- Mr. Sandy Hickman be reappointed as the City of St. John's representative for a two year term effective October 19, 2010;
- Mr. Jonathan Day be reappointed for a one year term effective September 10, 2010
- Ms. Jennie Weisner and Mr. Brad Vincent be appointed for a one year term effective immediately.

2. Appointment to the Newfoundland Quarterly Board of Directors

The Board received background information and agreed with the appointment of Mr. Nicholas Gardner to the Board of Directors of the Newfoundland Quarterly for a period of two years effective immediately.

3. Summary of Corporate Governance checklists provided by Separately Incorporated Entities for 2009/10 Fiscal Year

The Board received and reviewed background information pertaining to the summary of Corporate Governance Checklists provided by the Separately Incorporated Entities for the 2008/09 fiscal year.

It was noted that on an annual basis, each separately incorporated entity is required to complete a Corporate Governance Checklist for presentation to the SIE Committee of the Board of Regents. The checklist provides assurance to the SIE Committee that each SIE has maintained all annual corporate filings, has appropriate insurance coverages and has provided copies of their audited financial statements and annual report (if appropriate) along with disclosure of any identified material liabilities or contingent liabilities.

It was noted that during the remaining Committee meetings for this fiscal year, each SIE will present an overview of their operation and will be available to answer questions regarding their checklist completion.

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

**5725. SENATE MATTERS**

The Board received reports of items of business considered by Senate at its regular meeting held on September 14, 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 4 Report of the Senate Committee on Undergraduate Studies  
(No. 4.1 - 4.8)

Item 5. Report of the Academic Council of the School of Graduate Studies  
(No. 5.1 - 5.2)

**5726. AUDIT AND RISK MANAGEMENT COMMITTEE**

1. Quarterly Health and Safety Report for Memorial University of Newfoundland

The Board received and reviewed background information pertaining to the Health and Safety Report for Memorial University of Newfoundland. It was noted that the Department of Health and Safety is continuing its efforts to build a departmental presence with a consistent tone and a full range of expertise to support the staff and students of the University. The mandate is to establish a healthy and safe environment for the University community creating a culture that embraces health and safety on campus and at home. This will be achieved by engaging the University community in the re-development and implementation of Memorial's Health and Safety program. The report provided an interim health and safety update which included some of the key statistical information that is being tracked.

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

**DISCUSSION AGENDA**

**5727. AUDIT AND RISK MANAGEMENT COMMITTEE**

1. Audit of Annual Financial Statements for 2010-11

The Board received and reviewed background information pertaining to the proposed plan to audit the annual Financial Statements for 2010-2011. The plan, which was included in the background information, outlines the process to be undertaken by Ernst and Young LLP, with respect to the external audit of all Memorial University of Newfoundland accounts, including the Pension Plan and each related not-for-profit organization.

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

**5728. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE**

2. Selection of Consultant for Functional Space Planning Study - School of Nursing Expansion

Mr. Decker advised the Board that at a meeting held earlier today, the Campus Planning and Development Committee agreed to recommend to the Board that the Committee be given authority to select the consultant for the Functional Space Study for the School of Nursing Expansion.

Following a discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approve the recommendation to give the Campus Planning and Development Committee authority to select the consultant for the Functional Space Study for the School of Nursing Expansion.

**5729. FINANCE COMMITTEE**

Item 3194 - Annual Budget Submission to the Provincial Government for Fiscal Years ending March 31, 2012, 2013 and 2014

The Board received and reviewed background information pertaining to the annual budget submission to the Provincial Government for Memorial University including the Faculty of Medicine for the fiscal years ending 2012, 2013 and 2014. Documents which contained detailed information for the St. John's campus, the Faculty of Medicine and the Grenfell Campus were provided to the Board. In a letter dated October 5, 2010 from the Honorable Darin King, Minister of Education, the University was advised not to request Strategic Initiatives which consider new positions. As a result, this will require the senior administration to revisit the strategic initiatives component of the budget submission and it is therefore not included in the budget books at this time.

The Board was advised that the requests for the St. John's campus and Grenfell campus were prioritized taking into account the following:

- salary step increases as well as estimated cost increases for benefits
- collective agreement salary increases and estimated cost increases for benefits;
- inflationary cost increases;
- continued government funded initiatives;
- tuition revenues;
- capital expenditures.

The Faculty of Medicine budget submission has been prepared for fiscal years ending 2012, 2013 and 2014 using the following parameters:

- salary step increases as well as estimated cost increases for benefits;
- collective agreement salary increases and estimated cost increases for benefits;
- inflationary cost increases;
- strategic initiatives;
- capital expenditures.

After discussion, the following resolution was passed:

**RESOLVED:**

That the Board of Regents approves the budget submission for Memorial University, including the St. John's Campus, Grenfell Campus and the Faculty of Medicine to the Provincial Government for fiscal years ending March 31<sup>st</sup> 2012, 2013 and 2014.

**5730. ANY OTHER BUSINESS**

1. Date of Next Meeting

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

2. CIBC Mount Pearl Banking Centre

Mr. Simmonds was pleased to advise that he attended the grand opening of the new CIBC Mount Pearl Banking Centre along with Chancellor Rick Hillier whereby CIBC donated \$500,000 to support bursaries for Memorial University's business students.

**ADJOURNMENT**

The meeting adjourned at 2:55 p.m.

\_\_\_\_\_  
**CHAIR**

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

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