

MEMORIAL UNIVERSITY OF NEWFOUNDLANDBOARD OF REGENTS

The regular meeting of the Board of Regents was held on Thursday, October 22, 2009, at 2:00 p.m., in the Board Room of the University, Room A-2029.

PRESENT:

Mr. Robert E. Simmonds, Chair
Dr. Chris Loomis, President and Vice-Chancellor, *Pro Tempore*
Dr. Reeta Tremblay, Vice-President (Academic), *Pro Tempore*
Ms. Sheila Ashton
Mr. Gilbert Bennett
Ms. Julie Browne
Mr. Jerry Byrne
Ms. Mary Cormier
Mr. Brian Dalton
Mr. Adam Daniels
Ms. Michelle Daye
Mr. Rex Gibbons (via teleconference)
Mr. Martin Gould
Ms. Noreen Greene-Fraize
Ms. Jennifer Guy
Mr. Jim Keating
Mr. Ken Marshall
Mr. Bill Matthews
Dr. Vinod Patel
Mr. Tony Roche
Ms. Kathleen Roul (via teleconference)
Ms. Donna Stone
Ms. Eleanor Swanson
Mr. Auburn Warren
Ms. Tina Pardy, Secretary

APOLOGIES: Chancellor Rick Hillier, Ms. Pat Coish-Snow, Ms. Debbie Singleton, Dr. Ray Gosine, Ms. Karen Hollett.

PRESENT BY INVITATION:

Mr. Kent Decker, Vice-President (Administration and Finance), Mr. Glenn Collins, Advisor to the Board.

5601. MEETING CALLED TO ORDER

The meeting was called to order at 2:00 p.m. by Mr. Simmonds, Chair. Mr. Simmonds then welcomed to the meeting the following new Regents attending their first meeting since being appointed by the Lieutenant-Governor in Council:

Mr. Bill Matthews - Appointed October 6, 2009 to October 26, 2012

Mr. Auburn Warren - Appointed October 6, 2009 to August 31, 2011

5602. APPROVAL OF THE AGENDA

The agenda for the meeting was approved, as amended.

5603. MINUTES

The Minutes of the regular meeting of the Board of Regents held on September 10, 2009 were approved by the Board.

5604. CHAIR'S REPORT**1. Safety Moment**

At the invitation of the Chair, Mr. Jim Keating gave a brief message concerning the importance of safety for all organizations.

2. Vacancies on Committees of the Board of Regents

Mr. Simmonds reminded members of the Board that there remains one vacancy on each of the Policy Oversight Committee, the Appointments Committee and the Campus Planning and Development Committee. He requested members of the Board to consider serving on either of these Committees.

3. Presidential Search

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

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

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

4. Renewal of Board Appointments

The Chair advised members of the Board that the Secretary to the Board has made contact with the Department of Education and was advised that members whose appointments are up for renewal are currently under consideration by the Lieutenant-Governor in Council. Mr. Simmonds noted that he will also be sending a reminder to the Department advising them of the urgency of the matter.

5. Nomination of Student Representatives

The Board received and reviewed background information pertaining to the appointment of student representatives to the Board of Regents.

The Board was advised that the following three recommendations have been received:

1. from the Graduate Students' Union (GSU) that Mr. Roger Bill be appointed as a student member of the Board to replace Mr. Darek Moreau whose term concluded in August, 2009; and
2. from the Marine Institute Students' Union (MISU) that Mr. Richard Chislett be appointed as a student member of the Board to replace Mr. Lee Parsons who resigned in February, 2009;
3. from the Grenfell College Students' Union (GCSU) that Ms. Sarah Ann King be appointed as a student member of the Board to replace Ms. Melissa Squarey who resigned in September, 2009.

It was noted that in accordance with the provisions of the Memorial University Act, the appointments of Mr. Bill, Mr. Chislett and Ms. King are to be recommended to the Lieutenant Government in Council by the Board for a term of office consistent with the provisions of the Memorial University Act. Sections 22(2)(d), 26.(3) and 26.(4) of the MUN Act read as follows:

"22(2)(d) 4 members appointed by the Lieutenant-Governor in Council being full-time students of the university who

(ii) are recommended to the Lieutenant-Governor in Council by the board following the recommendation to the board of one candidate each from the following student unions:

*(A) the Memorial University of Newfoundland Students' Union,
(B) the Graduate Students' Union,
(C) the Marine Institute Students' Union, and
(D) the Grenfell College Student Union.*

26.(3) Notwithstanding subsections (1) and (2), the members appointed under paragraph 22(2)(d) who are full-time students of the university hold office for a term of 2 years, while they remain full-time students of the university and retain their academic standing as set out in the regulations.

26.(4) One of the 1st 2 members appointed under paragraph 22(2)(d) and designated in his or her appointment holds office for a term of 1 year ".

Nomination of Student Representatives (cont'd)

In this regard, it was noted that Mr. Adam Daniels who is the member for the Memorial University of Newfoundland Students' Union, was appointed to the Board of Regents on February 4, 2009 for a term of office for two years.

After discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents accept the nominations of Mr. Roger Bill (GSU), Mr. Richard Chislett (MISU) and Ms. Sarah Ann King (GCSU) as their respective representatives on the Board of Regents and recommends their appointment to the Lieutenant Governor in Council for a term of office consistent with the provisions of the Memorial University Act as outlined above.

5605. PRESIDENT PRO TEMPORE REPORT**1. "Z to A" - President's Report 2009**

The Board welcomed to the meeting Ms. Victoria Collins and Mr. Ivan Muzychka from the Division of Marketing and Communications. Mr. Muzychka provided a presentation on some of the Highlights of the President's Report 2009 entitled *Z to A* and in doing so noted that the report speaks to the stories of innovation that exist at the university. The Board was advised that the President's Report for 2009 provides information on Memorial's innovative research, profiles students and faculty, and includes the University's complete financial statements and statistical reports.

Following the presentation and a question and answer session, Mr. Simmonds thanked Mr. Muzychka for his informative presentation, and asked him to pass along the Board's appreciation to the staff in the Division of Marketing and Communications and others who were involved in the production of the report.

2. Report on Capital Campaign Progress

Dr. Loomis 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 Campaign leaders; identification and researching of prospective donors; prospect cultivation and solicitation and an update on the Memorial Family Campaign.

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

A report on the external activities of the President during the period September 9 to October 13, 2009 with emphasis to activities relating to the University's Strategic Plan was provided.

4. Approval of Joint Venture Agreement between Memorial University of Newfoundland, Eastern Regional Integrated Health Authority and the Provincial Government for the management of space within the Centre for Interdisciplinary Research in Human Genetics.

The Board received and reviewed background information to the Joint Venture Agreement between Memorial University of Newfoundland, Eastern Regional Integrated Health Authority and the Provincial Government for the management of space within the Centre for Interdisciplinary Research in Human Genetics.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves Memorial University's participation in the joint venture agreement with the Eastern Regional Integrated Health Authority and the Provincial Government for the management of space within the Centre for Interdisciplinary Research in Human Genetics, and related activities carried on therein.

5. Registration Progress Report for the Fall 2009 Semester and the Implications of Final Registration Data on the 2009-2010 Budget

The Board received and reviewed background information pertaining to the registration progress report for the fall 2009 semester and the implications of final registration data on the 2009-2010 budget.

Dr. Loomis advised members of the Board that after three years of decreasing undergraduate enrolment at the University, data available for September 23, 2009, the end of the regular registration period for Fall semester show that enrolments are up from last year. An examination of new and continuing enrolment of Newfoundland, Canadian and international students reveals several trends over the last three years. From 2008-2009 there is an increase in enrolments for new Newfoundland and Labrador students. Continuing Newfoundland and Labrador enrolments continue to decline from 2008, but at a slower pace. There is a decrease in new national enrolments from 2008-2009 particularly from other Atlantic provinces where tuition incentives have been increased. Additionally, there is an increase in new and total students for St. John's including a 10.7% increase in graduate enrolments and a decrease in both categories for Sir Wilfred Grenfell College. Dr. Loomis also advised members of the Board that tuition revenues are projected to be on budget for the current year.

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 Mr. Gibbons and carried that the consent agenda, comprising the resolutions listed in 5606 through 5613 below be approved as follows:

5606. FINANCE COMMITTEE MEETING

At a meeting held on October 22, 2009, the Finance Committee passed the following resolutions with respect to the items requiring specific approval of the Board:

Item 3138 - 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:

Office of the Vice-President (Administration and Finance)
VPA-010 - Internal Consultant, Administrative Services Delivery

Standardized Patient Program, Faculty of Medicine
MED-237 - Secretary

Item 3139 - Establishment of the Position of Ombudsperson in the Faculty of Medicine

The Board received background information and agreed to the establishment of the permanent part-time stipendary position "Ombudsperson, Faculty of Medicine", within the University position complement as outlined in the Board submission dated October 14, 2009. It was noted that the Faculty of Medicine's Accreditation process in 2005 identified the need to provide an alternative communication link for medical students and postgraduate residents when usual communication links are felt to be inappropriate due to unusual conflicting and/or confidential circumstances.

5607. 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. Safety and Security Review

The Board received a verbal update on the Safety and Security Review.

3. Audit of Annual Financial Statements for 2009-10

The Board received and reviewed background information pertaining to the proposed plan to audit the annual Financial Statements for 2009-2010. 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.

5608. APPOINTMENTS COMMITTEE1. Academic Appointments Report

The Board received the Reports of Action of the Appointments Committee dated October 22, 2009 which was forwarded to the Board for approval.

RESOLVED:

That the Board of Regents approve the following appointment:

Dr. Sharon Peters as Acting Dean of the Faculty of Medicine for the period January 1, 2010 to April 30, 2010 at the salary recommended by the Appointments Committee.

2. Review of the Terms of Reference of the Appointments Committee of the Board of Regents

The Board received background information and agreed with the recommendation that the Appointments Committee of the Board of Regents appoint a sub-committee of the Appointments Committee to review the current process for academic appointments, including a comprehensive review of practices at other Canadian institutions. The Appointments Committee will report the findings and recommendations of the sub-committee at the February 2010 meeting of the Board. The Board was informed that detailed terms of reference and membership for the sub-committee will be arranged by the Appointments Committee.

5609. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE1. 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
- 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

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

5610. LABOUR RELATIONS MATTERS

Dr. Loomis provided a verbal report of the Labour Relations Committee meeting held on October 22, 2009 at which time an update on the MUNFA, LUMUN and TAUMUN negotiations was provided.

5611. SEPARATELY INCORPORATED ENTITIES COMMITTEE**1. Appointments to the Board of Directors of Memorial University Recreation Complex (MURC)**

The Board received background information and agreed to the following reappointments to the Memorial University Recreation Complex (MURC) effective November 14, 2009:

- Dr. Penny Moody Corbett for a two year term
- Dr. David Behm for a three year term

2. Access to Group Insurance Program by C-CORE Retirees

The Board received background information and agreed to the recommendation that employees participating in C-CORE's Group RRSP be eligible to participate in the retiree benefits program of Memorial University, subject to the sum of their age plus service upon retirement being equal to at least 85 - the "Rule of 85".

3. Amendment of the GEO Centre Management Agreement

The Board received and reviewed background information pertaining to an amendment of the GEO Centre Management Agreement. A request was received and accepted, as outlined in the Board submission dated October 14, 2009, from the Johnson Family Foundation and the GEO Board to amend the Management Agreement to allow the investment fund principal to be used for capital maintenance of the facility. This item was received for information and did not require a resolution of the Board.

4. Appointments to the Board of Directors of Genesis Group Inc.

The Board received background information and agreed to the following reappointments to the Board of Directors of Genesis Group Inc., for a one-year term, effective October 17, 2009:

Mr. Rick Gill, Chairman of the Board of Directors
Dr. Mary Williams
Mr. Keith Stoodley
Mr. Fred Cahill
Dr. Ray Gosine
Mr. David King
Dr. Penny Moody-Corbett
Mr. Jerry Byrne
Ms. Susan Hollett
Ms. Sheila Downer
Ms. Margaret Allan
Mr. Glenn Janes

Appointments to the Board of Directors of Genesis Group Inc. (con'td)

The Board further agreed to the following appointments to the Board of Directors of Genesis Group Inc., for a one-year term, effective October 17, 2009:

Mr. Robert Webb
Dr. Mark Abrahams

5. Appointments to the Board of Directors of the Memorial University Botanical Garden

The Board received and agreed to the appointments to the Board of Directors of the Memorial University Botanical Garden as follows:

- appointments of Ms. Charlotte Jewczyk, Mr. John Baker and Mr. William Small extended for one year, expiring on October 31, 2010
- Ms. Charlotte Jewczyk reappointed as Chair
- Ms. Debbie Patten, Mr. Don Beaubier and Dr. Paul Marino be appointed for three years terms, expiring October 31, 2012.

The Board also noted the following retirements from the Board of Directors of the Memorial University Botanical Garden:

- Mr. Stephen Andrews
- Ms. Diana Dabinett

Ms. Guy declared a conflict of interest with this item and abstained from voting.

6. Summary of Corporate Governance Checklists provided by Separately Incorporated Entities for 2008/09 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.

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

5612. SENATE MATTERS

The Board received a report of items of business considered by Senate at its regular meetings held on September 8, 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 4 Report of the Senate Committee on Undergraduate Studies
(No. 4.1)

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

Item 6 Report of the Senate Committee on Undergraduate Studies
(No. 6.1)

Item 7 Report of the Academic Council of the School of Graduate Studies
(No. 7.1)

5613. CORRESPONDENCE

1. Email dated September 25, 2009 from Mr. Gerry Beresford

The Board received correspondence from Mr. Gerry Beresford, Chair of the Ronald McDonald House Newfoundland and Labrador whereby Mr. Beresford thanked the Board of Regents for their approval of the land lease for the Ronald McDonald House Newfoundland and Labrador.

2. Letter dated 29 September 2009 from General W.J. Natynczyk

The Board received correspondence from General W.J. Natynczyk expressing gratitude to Memorial University for supporting Project Hero.

REGULAR AGENDA**5614. FINANCE COMMITTEE**

Item 3140 - Approval of 2010-2011 Budget Submission (Including Strategic Initiatives)

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 2011, 2012 and 2013. A summary containing detailed information was provided to the Board.

The Board was advised that the requests were prioritized taking into account the following:

Item 3140 - Approval of 2010-2011 Budget Submission (Including Strategic Initiatives)
(cont'd)

- 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;
- strategic initiatives;
- White Paper initiatives;
- tuition revenues;
- capital expenditures.

The Faculty of Medicine budget submission has been prepared for fiscal years ending 2011, 2012 and 2013 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 Faculty of Medicine to the Provincial Government for fiscal years ending March 31st 2011, 2012 and 2013.

Item 3141 - Amendment of Compensation Arrangements with the Dean of Science

The Board received and reviewed background information pertaining to an amendment of compensation arrangements with the Dean of Science.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the pension transfer loan for Dr. Mark Abrahams as outlined in the Board submission.

Item 3142 - Appointment of Replacement International Equity Manager for the Memorial University Pension Fund

The Board received and reviewed background information pertaining to the appointment of replacement International Equity Manager for the Memorial University Pension Fund.

The Board was reminded that at its meeting held on July 9, 2009, the Board approved a recommendation from the University Pensions Committee 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. Since that time, Eckler Limited was engaged to conduct a preliminary review of potential international equity managers and their findings were reported to the Committee which in turn interviewed three firms on October 20, 2009.

Following a lengthy discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents accepts the recommendation of the University Pensions Committee and approves the appointment of Aberdeen Asset Management to replace Putnam Investments as International Equity Manager for the Memorial University Pension Fund.

Ms. Stone and Mr. Dalton declared a conflict of interest and abstained from voting.

5615. CAMPUS PLANNING AND DEVELOPMENT COMMITTEE

1. Infrastructure Priorities

The Board received and reviewed background information pertaining to infrastructure priorities. The Board was advised that the Provincial Government asked the University to provide a ranking of infrastructure projects that it wished to have funded following which the Administration prepared a list of projects grouped by their strategic importance. The infrastructure priority list grouped by the strategic importance to the University along with a brief description of each project is outlined in the Board submission dated October 14, 2009.

After a detailed discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves the infrastructure priority list as attached for submission to the Minister of Education.

- 2. Request for approval to deviate from Board Policy for Selection and Appointment of Prime Consultant and the Appointment of Consultant for the Life Safety Project

The Board received and reviewed background information pertaining to the request for approval to deviate from Board policy for Selection and Appointment of Prime Consultant and the Appointment of Consultant for the Life Safety Project.

Following discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approves a deviation of the "Selection and Appointment of Prime Consultants" policy. Further, the Board approved the appointment of Quadratic Inc. to conduct the detailed engineering design for required retrofits for the Laboratory Life Safety Project.

5616. OTHER BUSINESS

- 1. Date of the Next Meeting

Members of the Board were reminded that the next meeting of the Board of Regents is scheduled for December 10, 2009.

ADJOURNMENT

The meeting adjourned at 4:15 p.m.

CHAIR

SECRETARY

DATE