

**Minutes of the 592nd Meeting of the
Board of Governors**

**Tuesday, September 29th, 2015 at 4:00 p.m.
National Arts Centre, 53 Elgin Street, Ottawa Fountain Room**

PRESENT:	Mr. A. Tattersfield, Chair	Dr. C. Carruthers, Vice-Chair	Dr. R. O'Reilly Runte
	Ms. D. Armstrong	Ms. L. A. Daly (phone)	Mr. J. Durrell
	Mr. M. El Koussy	Ms. C. Gold	Mr. K. Evans
	Ms. L. Levonian	Dr. P. Merchant	Prof. R. Gorelick
	Mr. N. Nanos	Mr. B. Hobin	Mr. R. Jackson
	Mr. O. Javanpour	Dr. B. Örmeci	Ms. C. Switzer
	Ms. R. Thompson	Mr. A. Ullett	Ms. L. Watson
	Mr. B. Wener	Mr. E. Greenspon (phone)	Dr. S. Whitney
	Dr. F. Afagh	Ms. J. Gilbert (phone)	Mr. F. Alhattab
	Mr. D. Andrews	Mr. R. Burgess	
STAFF:	Ms. J. Caldwell	Dr. N. Rajapakse	Dr. P. Ricketts
	Mr. D. Watt	Ms. S. Blanchard	Ms. B. Steele
	Mr. D. Cumming	Ms. J. Conley	Mr. S. Levitt
	Mr. T. Sullivan		
REGRETS:	Ms. G. Courtland	Mr. D. Craig	Mr. M. Wernick

OPEN SESSION

1. CALL TO ORDER AND CHAIR'S REMARKS

The Chair called the meeting to order at 4:03 p.m. and welcomed all attendees to the first Full Board meeting of the 15/16 year. He also welcomed guests from the Charlantan, GSA, CUPE 2400 and The Charlantan who were present for the Open Session of the meeting.

The Chair commented that while it's not typical for Full Board meetings to take place off-campus, there has been precedent for so doing and expressed his sincere thanks to Ms. Thompson for agreeing to host the meeting at the NAC.

He also commended President Runte for her State of the University Address which took place earlier in September, noting that members who would like a copy of the remarkable speech should contact the University Secretary.

It was also noted that in response to a directive from the Executive Committee, the General Counsel and University Secretary conducted an exhaustive review of Ontario University bylaws during the summer months, in order to compare and contrast the Carleton bylaws, determine areas for further clarity or enhancement, and to ascertain any implications related to the new Not-For-Profit Act.

In follow up to this initiative, the Governance Committee will be presented with a summary of recommendations and proposed changes for consideration and their primary mandate for the Board year will be to review and consider these recommendations and ultimately present the Board with their findings, in the best interest of the University in Winter 2016. The Chair asked that if members have any issues or comments around this initiative they contact the University Secretary or the Chair of the Governance Committee, Mr. Wernick.

2. APPROVAL OF AGENDA

The Chair asked for a declaration of conflict of interest from the members as it pertained to the items on the Open agenda. There were no declarations. He also reminded members and guests that recording the meeting (either by audio or visually) is not permitted at any time.

There was a motion by Mr. Wener and it was seconded by Mr. Javanpour that the agenda be approved as presented.

Professor Gorelick expressed concern that there were several new members of the Board whose positions had not yet been ratified by the Full Board and indicated that this should be resolved before the Board moved forward with the agenda.

The Chair informed the Board that the new members had indeed been ratified at a meeting of the Executive Committee on August 24th, 2015 where a motion was presented on behalf of the Board, and that the Minutes of the Executive Committee, provided in the Closed Session agenda have further details relating to this matter.

A vote on the motion to approve the agenda was taken and the motion carried.

3. APPROVAL OF THE CONSENT AGENDA

Ms. Armstrong moved to approve the Consent Agenda as presented. The motion was seconded by Dr. Merchant and was carried.

3.1 Business Arising from the Consent Agenda

a) **Open Consent Agenda Item 1.1**

- *Open Agenda Item 3.2 - Update on Proposed Changes to Bylaws and Procedures - matters have been remitted for further study by the Governance Committee.*

The Chair followed up on his earlier statement that proposed changes have been deferred to the Governance Committee for their review and consideration during the 15/16 year. A member inquired as to how to go about sharing comments and/or concerns regarding this item and the Chair noted that Governors should contact the University Secretary.

b) **Closed Consent Agenda Item 2.1 – Board Business Completed by the Executive Committee to be presented in the Open Agenda**

- *Executive Committee Minutes, 688th Meeting, August 24, 2015 – Cogeneration Project*

The Chair provided a verbal update to the Board that at the August 24th meeting of the Executive, a motion was made and approved on behalf of the Board to approve the expenditure of \$20.7 million for a cogeneration facility subject to receiving a Hydro Ottawa subsidy of at least \$5million.

4. ITEMS FOR DELIBERATION

4.1 President's Goals for 2015/16

President Runte briefly spoke to the working paper that was distributed. She commented that the first item on the list, Continue to Implement the Strategic Plan, ultimately encompasses the remaining four goals on the list, which have not been specifically outlined in the SIP but have stemmed from priorities identified.

The Chair asked whether or not the search for the Vice-President (Finance & Administration) should be added to the list of priorities and the President indicated that while it is an important activity, searches occur regularly and are not singled out for special mention.

A member inquired about when the University might know the final numbers for first year enrollment for 15/16 and Ms. Blanchard indicated that they will be available by November 1/15.

Mr. Wener moved to approve the President's Goals for 2015/16 as presented. It was seconded by Mr. Javanpour. President Runte abstained from the vote. The motion carried.

4.2 Proposed Change to Academic Governance for the University from Senate

At the September 25th meeting of the Senate, a motion was passed to amend Article 6.2 of the *Academic Governance of the University* (AGU) document, permitting the Clerk of Senate to have the discretion from year to year to designate a full-time, tenured faculty member to act as Marshall of Convocation.

President Runte moved to approve the proposed changes from Senate to the *Academic Governance for the University* document, as presented. It was seconded by Professor Gorelick and was carried.

4.3 Presentation of Financial Reports for Year Ended April 30, 2014

The Board was provided with three documents in advance of the meeting:

- 1) 2014/15 Financial Report to the Board
- 2) Audited Financial Statements for year ended April 30, 2014
- 3) 2014/15 Audit Findings Report

Mr. Watt took gave a brief verbal presentation, speaking to each of the reports. He confirmed that they have been completed in compliance with the Generally Accepted Accounting Principles.

Overall, the University is positioned well and is in a financially healthy position with a 19.6 million operating surplus, which is primarily due to higher enrolments at the undergraduate level in first year, and an increase in engineering, science and international student enrolments. The University needs to be strategic about how these funds are utilized and the Finance Committee will receive a proposal for the strategic allocation of the funds for consideration at its next meeting in November.

Mr. Watt cautioned that while the University has done an excellent job of managing its expenses this past year, that there are proposed changes to the government funding model anticipated in March 2016, coupled with projections for decreases in enrolments over the next few years.

Ancillary operations have been performing. However, there is some concern regarding of Graphic Services and the Bookstore, due to heavy competition in the market. Sales are declining and challenges are anticipated moving forward.

A brief discussion regarding research funding took place. Mr. Watt observed that while the University receives significant funding from the Federal Government (mostly through Tri-Councils), that research actually costs the University money and it is not helping with the bottom line, despite how crucial the research function is for the University. A question was asked regarding intellectual property ownership and it was noted that Carleton does not retain ownership of IP, except in rare circumstances.

The Endowment Fund increased in value by \$24 million, \$17 million of which is in part due to donations and bequests. This has been our most successful year in fundraising to date.

Ms. Armstrong, in her capacity as Chair of the Finance and Audit Committee, congratulated Mr. Watt and his team for putting together the statements, and indicated that this sentiment was echoed by the auditors from KPMG. She also noted that while there were some minor items flagged, Senior Management had reviewed the concerns, has a plan to address them, and KPMG is satisfied with this.

It was moved by Ms. Armstrong and seconded by Mr. Wener to approve the financial reports as recommended by the Audit Committee. It was carried.

5. ITEMS FOR INFORMATION

5.1 Update from Senior Management Team on Strategic Integrated Plan

The Senior Management team made a presentation to the Board, summarizing the University's current position as it relates to the Strategic Integrated Plan (SIP), including addressing Key Performance Indicators (KPI's).

Of particular note, the Finance and Administration division of the University has received Silver Level in the Excellence, Innovation and Wellness (EIW) standard under Excellence Canada. Carleton will be formally recognized at the 2015 Performance Excellence Summit and Canada Awards for Excellence in Toronto on Oct. 29.

The Chair commented that regular updates on the SIP should be given moving forward. The University Secretary was asked to work with the Senior Management team to coordinate a schedule for these updates.

6. PRESIDENT'S REPORT

6.1 President's Activities

The President made a brief presentation to the Board which addressed key challenges for the University in the near future, which included: concerns for changes in enrolment demographics and how to sustain current enrolment targets as a result; pending results of the Federal election and the impact that a new government might have on opportunities for funding, infrastructure grants; possible changes in funding formulas for universities; adverse economic issues possibly affecting the distribution of limited funds for the education sector; and increased competition for international student enrolment.

Despite some of these challenges, there are opportunities to be further explored including unique new programs targeted to specific needs of students; increased opportunity in the greater Toronto area for undergraduate recruitment; as well as strategic investment in the reputational campaign, which has seen strong support and participation.

6.2 Student Initiatives and Enrolment Updates

The Vice-President (Students and Enrolment) submitted a written report in advance. Due to time constraints, no verbal report was provided. On behalf of the Board, the Chair expressed his sincere gratitude and thanks to Ms. Blanchard and her team for their continued efforts.

6.3 Communications Update

The Director of Communications made a brief presentation to the Board by PowerPoint which highlighted the launch of the next round of cu75.ca banners and successful alumni profiles, which can be found on the Carleton website. Several handouts in the form of marketing materials were provided for reference.

7. **COMMITTEE CHAIR REPORTS**

7.1 Finance Committee Report

The Chair commented that the Committee's key business has already been discussed during Item 4.3.

7.2 Community Relations & Advancement Committee Report

The Chair indicated that there was a meeting held the night prior to this meeting and that a report on the primary activities will be made during the Closed Session of the Board meeting.

8. **OTHER BUSINESS**

There was none.

9. **QUESTION PERIOD**

There were no questions.

Ms. Armstrong moved to adjourn the Open Session of the meeting at 6:00pm. Ms. Daly seconded the motion and it was carried.

The Chair thanked all guests who attended the Open Session and asked them to leave so that the Closed Session of the meeting could begin.