

**Board of Governors
Minutes of Meeting****Date:** October 22, 2024**Time:** 4:02pm-7:25pm**Room:** Freed-Orman Commons, Assumption Hall, University of Windsor

Members: Daniel Ableser, Ken Alexander, Carolyn Brown, Chris Baillargeon, Fazle Baki, John Cappucci (virtual), Brian Cowell, Shari Cunningham, Ferruccio Da Sacco, Megan Evans (virtual), Tiffany Gooch (virtual), Robert Gordon, Ghallia Hashem, Eric Joshi, Lisa Milne, Celso Oliveira, Rana Olwan, Beth Ann Prince, Helga Reidel (Chair), Karen Robson, Jennifer S. Rooke, Mike Ruthard (virtual), Debbie Sheppard-LeMoine (virtual), Mario Sonogo, Bill Van Heyst, Susan Williams.

Regrets: Amangel Bhullar, Irene Moore Davis.

Administration and Guest Speakers: Robert Aguirre, Shelby Askin-Hager, Clinton Beckford, Lori Bona (virtual), Judy Bornais, Chris Busch, Ray Darling, Jody Fraser, Shae Harasym, Gillian Heisz, Kaye Johnson (virtual), Shanthi Johnson, Erika Kustra, Rachelle Prince (virtual), Charlie Simpkins (virtual), Bruce Tucker; Yvonne Arnowitz (Associate University Secretary (Board)), Renée Wintermute (University Secretary).

Declaration of conflict of interest and reminder of confidentiality: none reported.

Although items were not discussed in sequential order, the minutes do reflect the agenda order of business.

1 Approval of the Agenda

MOTION: That the Agenda be approved.

Hashem/Williams

A member moved that his notice of motion, to pause all implementation of the terms of the encampment agreements pending further direction from the Board of Governors, be added to the agenda. This was ruled out of order by the Chair of the Board based on a legal opinion that the subject matter of the motion is outside the Board's authority.

A member moved to appeal the ruling of the Chair.

MOTION: To appeal the ruling of the Chair.

Ableser/Baillargeon

It was subsequently moved and seconded that the meeting move in camera to address the appeal of the Chair's ruling due to the receipt of privileged legal advice.

MOTION: That the Board meeting move in camera.

Baillargeon/Brown
CARRIED

Upon returning to public session, it was announced that **the ruling of the Chair was SUSTAINED** and that the matter was not up for further discussion.

The agenda, as distributed, was voted on and **CARRIED**.

2 Minutes of the meeting of May 25, 2024
(see document BG240525M for more details.)

MOTION: That the minutes of the meeting of May 25, 2024 be approved.

Olwan/Baillargeon
CARRIED

The e-vote of September 23, 2024 was received.

3 Business arising from the minutes
None to report.

4 Outstanding Business/New Business

4.1 Reports

4.1.1 Remarks from the Chair

NOTED:

- Board members who attended Fall Convocation were thanked for their engagement and participation.
- Members were reminded that the Board follows Robert's Rules of Order where separate rules of order have not been established. Pursuant to Robert's Rules of Order, no member shall speak more than twice for ten minutes each to any one item.

4.1.2 President's Report

(see document BG241022-4.1.2 for more details.)

NOTED:

- UWindsor has seen an increase in research growth in 2024, reaching \$40M total research revenue.
- UWindsor is having a record year for fundraising in 2024, up by 40% from 2023, with more growth expected through to the end of the calendar year.
- The University is now ranked in the 26% in Times Higher Education and has also climbed nearly 100 spots in the QS global rankings during the past year.
- The President reported on the search for the next Chancellor Search; key messages from the Board/Senate retreat with guest speaker Alex Usher, primarily "no one is coming to rescue us" and that solutions are on the cost, not revenue, side; the impact of the latest IRCC decision; and the financial sustainability town hall in November.
- A recent trip to India highlighted that despite tensions between the Canadian and India governments, there is still significant interest from Indian post-secondary institutions to building partnerships and collaborations. Nevertheless, the tensions between the two governments do impact student choice of international destination.
- An update was provided on initiatives, led by Office of the VPPEI, against racism and identity-based oppression as well as on anti-hate actions taken for Jewish student and for Palestinian students.
- In response to questions from a member about the encampment agreements, it was noted that many meetings were held during and following the agreements being finalized with students, members of the University community, government officials, and others, with diverse views within and outside their own communities.

A member moved to extend his speaking time. Having been seconded (Ableser/Baillargeon), the motion was voted on and defeated.

4.1.3 Questions Arising from the Reports of the Vice-Presidents and Associate Vice-President, External
(see document BG241022-4.1.3 for more details.)

NOTED:

- The Provost provided an update on the initiatives on ensuring that diversity of perspectives are part of campus life. A review of the Freedom of Expression policy has determined that it is robust and appropriate and that no revisions are contemplated at this time.
- In response to a discussion on Alex Usher’s presentation at the Board/Senate retreat, it was noted that funding from the Efficiency and Accountability Fund has been received from the government for consultants to undertake an efficiencies review of personnel costs, optimization of faculty programs, and land management strategies, to align with budgetary considerations for the 2024/25 and 2025/26 budget years. Consultant reports will be finalized by the end of W2025. It was noted that all Ontario universities are facing similar challenges.

4.2 Audit Committee

4.2.1 Audited Financial Statements for the year-ended April 30, 2024.

(see documents BG241022-4.2.1 and BG241022-4.2.1a for more details.)

MOTION: That the Board of Governors approve the audited financial statements of the University of Windsor for the year-ended April 30, 2024.

Cowell/Cunningham

NOTED:

- A detailed presentation on the Audited Financial Statements was delivered. Overall, the financial statements for the year-ended April 30, 2024 are strong.
- KPMG is prepared to issue a clean audit opinion, subject to Board approval of the audited financial statements.
- Total assets are \$899.8M, an increase of \$121.9M from the prior year; while total liabilities decreased by \$87M, due in large part to the 2023 faculty pension plan valuation which decreased special payments.
- The University’s credit rating continues to be unchanged, stable, and strong.
- An update on the MCU financial accountability framework was provided.
- The University fell under the Medium Action Plan category under the MCU Financial Accountability Framework last year. As a result of being “medium risk” and because of the institution’s size, MCU extended UWindsor additional one-time funding of \$6.5M, which will be used in year to offset tuition shortfalls.

CARRIED

***4.2.2 External Auditor’s Findings Report for the year-ended April 30, 2024**

(see document BG241022-4.2.2 for more details.)

The document was received for information.*

***4.2.3 Auditor General of Ontario (AGO) Findings Action Plan - Update**

(see document BG241022-4.2.3 for more details.)

The document was received for information.*

***4.2.4 Appointment of External Auditors for 2024-2025**

(see document BG241022-4.2.4 for more details.)

MOTION: That KPMG LLP be appointed as the University of Windsor’s external auditors for 2024-2025.

CARRIED*

4.2.5 ERM Update – International Enrolment Risk
(see document BG241022-4.2.5 for more details.)

The document was received for information.

***4.2.6 MCU Financial Sustainability Framework Update**
(see document BG241022-4.2.6 for more details.)

The document was received for information.*

4.3 Executive Committee

Nothing to report.

4.4 Governance Committee

4.4.1 Revisions to Policy on Succession Planning for President and Bylaw 14
(see document BG241022-4.4.1 for more details.)

MOTION: That the proposed revisions to the Policy on Succession Planning for President and to Bylaw 14: The Provost, be approved.

Cunningham/Van Heyst

NOTED:

- In response to a request for clarification on the policy, it was noted that the Provost would step in for immediate, short term role as Interim President in an emergency situation where the President is unable to perform duties pending a decision of the Board on the recommendation of the Board Executive Committee.

CARRIED

4.5 Human Resources Committee

***4.5.1 Report on Faculty and Staff Hiring Trends and Employment Equity Data Comparisons with Other Universities**
(see documents BG241022-4.5.1, BG241022-4.5.1a, and BG231022-4.5.1b for more details.)

The documents were received for information.*

4.6 Investment Committee

Nothing to report.

4.7 Pension Committee

Nothing to report.

4.8 Resource Allocation Committee

***4.8.1 New US Neighbour Rate Tuition – MBA Accounting Stream**
(see document BG241022-4.8.1 for more details.)

MOTION: That the Board of Governors approve a new US Neighbour Rate of \$9,897.67 per term for students in the MBA Accounting Stream.

CARRIED*

4.8.2 HRIS System Implementation
(see documents BG241022-4.8.2 for more details.)

MOTION: That the Board of Governors approve an increase in the total UWinsite People Project cost from \$4.3M to \$4.9M.

Sonego/Baki
CARRIED

4.8.3 New Residence – Food Hall Fit-Out
(see document BG241022-4.8.3 and BG241022-4.83a for more details.)

MOTION: That Board of Governors approve the Rodzik Dining Hall Fit Out Project with a total project cost of \$4.96M.

Sonego/Prince

NOTED:

- An overview of the proposed dining hall fit out project in the new residence was provided.
- Fundraising for the project continues and includes opportunities for donations towards furniture specific purchases.
- The dining hall will be exclusively dine in only, with various food meal pricing options to be provided on an all-you-care-to-eat model.
- It was noted that the franchisees will remain in the Marketplace, with the proposed dining hall being exclusively operated by third party vendor Sodexo.

CARRIED

***4.8.4 Sustainability Framework**
(see document BG241022-4.8.4 for more details.)

The document was received for information.*

***4.8.5 Capital Projects Quarterly Report (Dashboard)**
(see document BG241022-4.8.5 for more details.)

The document was received for information.*

5 In Camera

The following In Camera motions were read into the public minutes. Members did not participate in the portion of the meeting that pertained to their respective appointments.

MOTION: That Mike Ruthard be appointed to the Board Pension Committee, effective January 23, 2025 to April 30, 2026.

MOTION: That Jennifer S. Rooke be appointed to the Board Human Resources Committee, effective immediately to April 30, 2026.

MOTION: That Anthony Liolli be appointed to the Board Pension Committee & Board Investment Committee, effective immediately to April 30, 2026.

6 Adjournment

MOTION: That the meeting be adjourned.

Prince/Olwan
CARRIED