



**MINUTES OF THE MEETING OF THE BOARD OF REGENTS**

**Held on Friday, February 3, 2023 at 9:00 a.m. (Atlantic)  
in Person and Via MS Teams**

Attendees: George Cooper (Chair), Gita Anand, Jean Paul Boudreau, Suhjung Chen, Sarah Crawford, Paul Henry, Cheryl Hodder, Vett Lloyd, Lynn Loewen, Zac McIsaac, Rohin Minocha-Mckenney, Dale Noseworthy, Daniel Nowlan, Martine Savoie, Dave Shastri, Brent Spencer, Phil Tibbo, Christina Vroom, Andrew Wilson, Peter Winters and Lisa Yarmoshuk

Guests: Jeff Hennessy, Robert Inglis, Courtney Pringle-Carver and Matthew Marston, Heather Bembridge and Colleen Keyes (secretariat support)

<b>Item</b>	<b>Topic</b>	<b>Summary of Discussion</b>	<b>Decision</b>
<b>1.</b>	<b>Call to Order</b>	<p>Quorum being present, the Chair called the meeting to order at 9:05 a.m.</p> <p>The Chair acknowledged that the meeting was an open meeting and that guests were welcome.</p> <p>The Chair also welcomed new Regent, Christina Vroom, to the Board. The Chair also welcomed Matthew Maston who has assumed the role of Acting Vice-President, International and Student Affairs during Anne Comfort's leave.</p>	
	a. Territorial Acknowledgment	The Chair acknowledged that Mount Allison is located within the traditional territory of Mi'kma'ki, the unceded ancestral homelands of the Mi'kmaq.	
	b. Approval of Agenda	The agenda was approved as circulated.	Motion carried.
<b>2.</b>	<b>Consent Agenda</b>		
	<b>a. Approval of Consent Agenda</b>	<p>The consent agenda was approved, thereby approving:</p> <ul style="list-style-type: none"> <li>the minutes of the meeting of the Board meeting of October 21, 2022; and</li> <li>Reports from the Academic Affairs Committee, Audit Committee, Finance and Administration Committee, Executive Committee, Investment Committee, Property</li> </ul>	Motion carried.

		<p>and Facilities Committee, Student Affairs Committee and University Advancement Committee.</p> <p>Andrew Wilson noted that the terms of reference for the Executive Committee do not expressly reference the practice that has been in place for the last 5-6 years pursuant to which a Faculty and student join that committee's meetings as observers. Peter Winters, Chair of the Executive Committee, confirmed that it is the intention for that practice to continue.</p>	
<b>3.</b>	<b>Issues Agenda</b>		
	<b>Oversight</b>		
	<p><b>a. Nominating and Governance Committee Report</b></p>	<p>Lynn Loewen directed Regents to the Report of the Nominating and Governance Committee included in the Board package.</p> <p>She noted that a memo will be sent shortly from the Chair of the Board requesting Regents' acknowledgement of the Role of the Board of Regents, Responsibilities and Expectations of Regents and Non-Regent Members of Board of Regents' Committees and Code of Conduct of Regents. A similar package will be sent to non-Regents serving on Board committees. Regents are asked to review and acknowledge these documents by return e-mail to Heather Bembridge.</p> <p>A professional development session on ESG is scheduled for February 7, 2023, as part of the Board's commitment to engaging in formalized, annual professional development, and all Regents are encouraged to attend.</p> <p>Colleen Keyes provided a summary of the governance work plan completed to date and the next phase of planned deliverables to standardize meeting agendas, materials, minutes and reports to the Board.</p> <p>Proposed re-appointments to the Board, appointments to committees and reappointment of committee chairs were reviewed.</p> <p>On motion by Lynn Loewen, seconded by Paul Henry:</p>	<p>Motion carried.</p>

		<p><b>BE IT RESOLVED</b> that the of the Board of Regents, on the recommendation of the Nominating and Governance Committee, approve the following appointments:</p> <p><b>1. Board appointees to the Board of Regents</b></p> <p>a. Gita Anand be reappointed to the Board of Regents for a four-year term, commencing on January 1, 2023 and ending on December 31, 2026; and</p> <p>b. Dan Nowlan be reappointed to the Board of Regents for a four-year term, commencing on January 1, 2023 and ending on December 31, 2026.</p> <p><b>2. Chairs of Board Committees</b></p> <p>a. Each of the following be reappointed to the office noted for a term commencing January 1, 2023 and ending December 31, 2024:</p> <p>i. Gita Anand, Chair of the Academic Affairs Committee;</p> <p>ii. Brent Spencer, Chair of the Audit Committee;</p> <p>iii. Paul Henry, Chair of the Finance and Administration Committee;</p> <p>iv. Dan Nowlan be reappointed Chair of the Investment Committee;</p> <p>v. Paul Henry, Chair of the Property and Facilities Committee;</p> <p>vi. Phil Tibbo, Chair of the Student Affairs Committee; and</p> <p>vii. Sarah Crawford, Chair of the University Advancement Committee.</p> <p><b>3. Members of Board Committees</b></p> <p>a. Each of the following be appointed or reappointed, as applicable, to the Committee noted for a term commencing January 1, 2023 and ending December 31, 2024:</p> <table border="1" data-bbox="651 747 1252 1136"> <thead> <tr> <th></th> <th><u>Appoint</u></th> <th><u>Reappoint</u></th> </tr> </thead> <tbody> <tr> <td>i. Academic Affairs</td> <td>Christina Vroom</td> <td>Vett Lloyd Lisa Yarmoshuk</td> </tr> <tr> <td>ii. Audit Committee</td> <td>Christina Vroom</td> <td>Mike Roberts <i>(Ind)</i></td> </tr> <tr> <td>iii. Finance and Administration</td> <td></td> <td>Sarah Crawford Gita Anand</td> </tr> <tr> <td>iv. Investment</td> <td></td> <td>Michael Gibbens Dan Murray <i>(Ind)</i> Richard Price <i>(Ind)</i></td> </tr> <tr> <td>v. Nominating and Governance</td> <td></td> <td>Paul Henry</td> </tr> <tr> <td>vi. Property and Facilities</td> <td></td> <td>David Shastri</td> </tr> <tr> <td>vii. Student Affairs</td> <td>Heather Webster <i>(Ind)</i> Alex Whynot <i>(Ind)</i></td> <td></td> </tr> <tr> <td>viii. University Advancement</td> <td></td> <td>Michael Gibbens Daniel Nowlan</td> </tr> </tbody> </table> <p>On motion by Lynn Loewen, seconded by Dave Shastri:</p> <p><b>4. Members of Other Committees</b></p> <p>a. Each of the following be appointed or reappointed, as applicable, to the Committee noted for a term commencing January 1, 2023 and ending December 31, 2024:</p> <table border="1" data-bbox="651 1352 1252 1545"> <thead> <tr> <th></th> <th><u>Appoint</u></th> <th><u>Reappoint</u></th> </tr> </thead> <tbody> <tr> <td>i. Joint Board/Alumni Nominating</td> <td></td> <td>Phil Tibbo</td> </tr> <tr> <td>ii. Marjorie Young Bell Faculty Fund</td> <td></td> <td>Margaret Beaton Christl Verduyn</td> </tr> <tr> <td>iii. Board Service Medal</td> <td>Gita Anand</td> <td>Brent Spencer</td> </tr> <tr> <td>iv. Emeriti Appointments</td> <td>Gita Anand</td> <td></td> </tr> <tr> <td>v. Honorary Degrees</td> <td></td> <td>Sarah Crawford Peter Winters</td> </tr> </tbody> </table>		<u>Appoint</u>	<u>Reappoint</u>	i. Academic Affairs	Christina Vroom	Vett Lloyd Lisa Yarmoshuk	ii. Audit Committee	Christina Vroom	Mike Roberts <i>(Ind)</i>	iii. Finance and Administration		Sarah Crawford Gita Anand	iv. Investment		Michael Gibbens Dan Murray <i>(Ind)</i> Richard Price <i>(Ind)</i>	v. Nominating and Governance		Paul Henry	vi. Property and Facilities		David Shastri	vii. Student Affairs	Heather Webster <i>(Ind)</i> Alex Whynot <i>(Ind)</i>		viii. University Advancement		Michael Gibbens Daniel Nowlan		<u>Appoint</u>	<u>Reappoint</u>	i. Joint Board/Alumni Nominating		Phil Tibbo	ii. Marjorie Young Bell Faculty Fund		Margaret Beaton Christl Verduyn	iii. Board Service Medal	Gita Anand	Brent Spencer	iv. Emeriti Appointments	Gita Anand		v. Honorary Degrees		Sarah Crawford Peter Winters	<p>Motion carried.</p>
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	<p><b>b. Sexualized Violence Policy</b></p>	<p>A draft of the proposed Sexualized Violence Policy was included in the Board package.</p> <p>The President summarized the consultations, contributions and engagement which culminated in the draft Policy being brought forward for approval, noting:</p>																																														

		<ul style="list-style-type: none"> <li>• The University has undertaken a detailed, collaborative process to update its Sexualized Violence Policy since June 30, 2021 when an external evaluation report completed by the Canadian Centre for Legal Innovation in Sexual Assault Response (CCLISAR) was received.</li> <li>• The Policy covers all students, employees and other engaging with the University.</li> <li>• The latest draft of the Policy was reviewed by the Student Affairs Committee (SAC) on November 23, 2022 at which there was a robust conversation with great engagement from students. SAC approved recommending that the Policy move forward in the approval process with the proviso that it undergo and external review by CCLISAR.</li> <li>• Following review at SAC, the Policy was reviewed by the Finance and Administration Committee at its meeting on January 23, 2023.</li> <li>• Phil Tibbo and Paul Henry each confirmed, on behalf of SAC and Finance and Administration Committees, that there was engaged and fulsome discussion of the Policy and that both committees were pleased to recommend that the Policy move forward for approval, subject to the inputs from external advisors being included.</li> </ul> <p>Discussions ensued. Regents sought clarification of the process to be implemented to ensure the Policy will undergo a regular review and the status of the development of procedures and the establishment of support resources to ensure that the Policy will be implemented successfully. It was confirmed that a one-year review is built into the Policy (through Section 4.1). A stronger firewall will be established between the Vice-President, International and Student Affairs and the established procedures. The Vice-President will not have investigative or decision-making processes.</p> <p>Training will be required and the President confirmed that the objective is to achieve 100%</p>	
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		<p>compliance in completing the training. Consultation with Faculty and bargaining groups is on-going in this regard.</p> <p>It was noted that there are practices at other universities to ensure training is completed, including the freezing of student accounts and failure to complete training being reflected in staff performance evaluations.</p> <p>The use of “direction” versus “order” in Section 2.4 was discussed.</p>	
		<p>ON MOTION by Phil Tibbo, seconded by Jean-Paul Boudreau:</p> <p>BE IT RESOLVED that the Board of Regents approve the Sexualized Violence Policy as updated on February 3, 2023.</p>	Motion carried.
	<b>c. Report from President’s Cabinet</b>	A written Cabinet Report was included in the materials circulated to the Board of Regents in advance of the meeting and was taken as read.	
	(i) Update from the President	<p>The President highlighted the following:</p> <ul style="list-style-type: none"> <li>• The University’s thoughts are with the student recently injured in a crosswalk incident. The student is making good progress.</li> <li>• February is Black History month and a number of events on campus are scheduled to celebrate this.</li> <li>• Career week is upcoming.</li> <li>• The University is extremely pleased to have been able to announce recently the \$36 million in funding received from the Federal and Provincial governments for the RP Bell Library Project. This will allow for a library designed for the 21<sup>st</sup> century with critical innovative components.</li> <li>• Higher Education Strategy Associates (HESA) has been engaged to review enrolment and conversion rates.</li> <li>• PETL funding has been obtained to fund distanced education programming.</li> <li>• 2025 will mark the 150<sup>th</sup> anniversary of Mount Allison University conferring the first Bachelor degree in Canada and the British Empire to Annie Grace Lockhart. A proposal</li> </ul>	

		<p>will be submitted to Canada Post to commemorate this through a postage stamp.</p> <ul style="list-style-type: none"> <li>• Mount Allison has been selected to host the 2024 mens basketball CCAA championship</li> </ul>	
	(ii) Update from Vice-President, University Advancement	<p>Courtney Pringle-Carver drew the Regents' attention to the following from her report:</p> <ul style="list-style-type: none"> <li>• As of December 1, 2022, \$56.9 million has been raised through three streams: student aid, student experience and capital campaigns.</li> <li>• As of January 30, 2023, \$12 million has been raised in Fiscal 2022-23.</li> <li>• Higher Education Strategy Associates (HESA) has been engaged to identify: (1) the factors which contributed to the lower than predicted conversion rate of applications last year, and (2) the factors causing year-over-year lower than anticipated enrolment.</li> <li>• HESA will undertake a recruitment trend analysis, conduct a survey among students who were offered a spot and did not enroll and conduct interviews with admissions staff to understand the strategies being employed and how they might be optimized.</li> <li>• A Senior Manager of Digital Marketing has been hired.</li> </ul>	
	(iii) Update from (Acting) Vice-President, International and Student Affairs	<p>Matthew Marston highlighted the following:</p> <ul style="list-style-type: none"> <li>• International Student enrolment has grown from 9% to 15%.</li> <li>• Funding has been secured from PETL to support first generation students transitioning in and out of university.</li> <li>• The Canadian Health and Wellness survey is being distributed this week.</li> <li>• Lucy Afori has been hired as the EDI Student Advisor.</li> <li>• Danae Belanger has been hired as Director of Student Experience.</li> </ul>	
	(iv) Update from the Provost and Vice-President, Academic and Research	<p>Jeff Hennessy reported:</p> <ul style="list-style-type: none"> <li>• As of January 31, 2023, applications received are up 9% from last year and registration is up 12%; housing deposits are currently the same as last year. He also</li> </ul>	

		<p>commented on additional student recruitment data regarding the 2023-2024 year.</p> <ul style="list-style-type: none"> <li>• \$300,000 in funding is being sought from PETL to fund the upgrades to the CRM which are regarded as critical.</li> <li>• A candidate has been identified to the Director of Distance Learning position.</li> <li>• A recent conference in liberal arts education was insightful, with topics including equitable access to liberal education and a pivot away from STEM, and growing concern in the United States as to political interference in university authority.</li> </ul>	
	<p>(v) Update from Vice-President, Finance and Administration</p>	<p>Robert Inglis reported:</p> <ul style="list-style-type: none"> <li>• A successful Board orientation session was held in December.</li> <li>• Work is on-going to implement recommendations to enhance Board effectiveness, including the development of a secure platform through which Board and committee materials can be accessed by Regents.</li> <li>• The University is monitoring labour relations developments at other universities as 12 – 13 universities will be engaged in bargaining this year. Settlements have been reached at St. Thomas and Dalhousie.</li> <li>• Planning is underway for one of the largest computing services projects that the University has ever undertaken, involving the migration away from the UNB data centre to a cloud-based system.</li> <li>• Cyber-insurance coverage through CURIE (involving 80 universities in Canada) is being reviewed to identify opportunities to reduce the deductible and enhance coverage.</li> <li>• From a facilities management perspective, the intention is to shift from “doing” (e.g. addressing the pandemic and the gym project) to longer range planning.</li> <li>• The Harper Hall project is proceeding. Demolition has started and regularly monthly meetings are being held with the regional Vice-President of the contractor. The objective is June 1, 2024 occupancy.</li> <li>• The HIL Project is at the concept re-scoping stage. Construction inflation necessitates the concept being re-scoped to ensure</li> </ul>	

		<p>alignment with the funding available while balancing the needs of the campus community.</p> <ul style="list-style-type: none"> <li>• A donation of \$250,000 has been received to support improvements to the President's Cottage, which is the location of the University Club. Funds will be used for accessible washroom facilities, upgrades to the kitchen and painting.</li> <li>• Budget planning is continuing with a significant budget deficit anticipated, assuming an entry class of 700.</li> </ul>	
	<b>d. Board Committee Roundtable</b>		
	(i) Academic Affairs	Gita Anand reported that the Academic Affairs Committee reviewed its macro agenda, and the focus on organizing its work under the pillars of strategy/planning, risk and oversight.	
	(ii) Audit	<p>Brent Spencer reported:</p> <ul style="list-style-type: none"> <li>• The Committee's mandate now has a heavier emphasis on risk and consideration should perhaps be given in the future to changing the name of the Committee to expressly include Risk.</li> <li>• The University is receiving good service from its external auditor and the audit fee are fair.</li> <li>• The Committee reviewed the non-audit services and confirmed the auditor's adherence to professional standards and that there is no impact to its professional independence.</li> <li>• It has been identified that Policy 7910-Code of Business Conduct should be reviewed and updated, in particular to ensure that the whistleblower provisions are front and center, with procedures that are easily accessed and understood and reflective of best process.</li> <li>• Work is continuing in relation to a more formalized approach to Enterprise Risk Management and a risk register is intended to be in place by Sept/October 2023 to facilitate regular reporting. An outside consultant is assisting in its development and this is being led by Guylaine Roy.</li> </ul>	



	(iii) Finance and Administration	Paul Henry confirmed that the Committee's report included in the Consent Agenda summarizes the Committee's activities.	
	(iv) Executive	Peter Winters confirmed that there was nothing to add to the Committee's report tabled through the Consent Agenda.	
	(v) Investment	Dan Nowlan indicated that the Committee's report included in the Consent Agenda summarizes the Committee's work.  He noted that equity markets are down but the University's portfolio performed well due to diversification. The portfolio is being monitored.	
	(vi) Property and Facilities	Paul Henry confirmed that there was nothing additional to add to the report tabled through the Consent Agenda.	
	(vii) Nominating and Governance	All matters were discussed earlier in the meeting.	
	(viii) Student Affairs	Phil Tibbo confirmed that the Committee's report tabled through the Consent Agenda summarizes the recent Committee meeting.  Two new members at large have joined the Committee to fill vacancies.  He noted that the Committee had an engaged discussion about two risks in particular: <ul style="list-style-type: none"> <li>• There is growing demand for student support services with a significant number of students registered with the Meighen Centre; and</li> <li>• Experiential learning programs are those experiencing the most growth (with 200 paid internships presently being offered); however, these programs are soft-funded, requiring planning as to how these will be funded moving forward.</li> </ul>	
	(ix) University Advancement	Sarah Crawford noted that the Committee is excited about the government funding for the HIL Project.	

		Alignment on the rescoping of the HI Project will impact discussions with donors.	
4.	<b>Other Business</b>	Vett Lloyd was congratulated on being a recipient of the QEII Jubilee medal.	
5.	<b>In Camera</b>	The Board moved <i>in camera</i> at 11:40 a.m.	
6.	<b>Adjournment</b>	The meeting was adjourned for two hours at 2:00 p.m., reconvening at 4:00 p.m. at which time discussions continued in camera. On motion, the meeting was adjourned at 5:30 p.m.	Motion carried.

Respectfully submitted,

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Colleen Keyes  
Recording Secretary