

**Minutes of the 595th Meeting of the
Board of Governors**

**Monday, March 21st, 2016 at 5:00 p.m.
Room 2440R River Building, Carleton University**

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

OPEN SESSION

1. CALL TO ORDER AND CHAIR'S REMARKS

The Chair called the meeting to order at 5:02 p.m. and welcomed all attendees, guests and observers. He congratulated Mr. Greenspon on his recent appointment as the President of the Public Policy Forum and also acknowledged the recent victories of the Raven's Basketball and Hockey teams.

2. DECLARATION OF CONFLICT OF INTEREST

The Chair asked for any declarations of conflict of interest from the members as it pertained to the items on the Open agenda. There were none.

3. APPROVAL OF AGENDA

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

4. APPROVAL OF THE CONSENT AGENDA

Ms. Thompson moved to approve the Consent Agenda as presented. It was seconded by Mr. Javanpour and was carried.

5. ITEM(S) FOR DELIBERATION

5.1 Approval of Bylaws

The Chair announced that Appendix A and B of the Bylaws being presented had accidentally not been included with the documents for the special resolution. A hard copy of the documents was provided to each member as a courtesy and the Chair gave notice to the Board that the appendices would be presented for consideration at the April meeting of the Board, by special resolution.

Mr. Wernick, in his capacity as Chair of the Governance Committee, made a brief presentation to the Board, providing background information on the review of the Bylaws. He noted that the committee, in collaboration with the staff in the Secretariat, have ensured that the revisions are now compliant with the anticipated changes in legislation linked with the Ontario Not-for-Profit Corporations Act.

Mr. Wernick indicated that Sections 9 and 10 of the bylaws were not reviewed by the committee as a review of them was delegated to the Clerk of Senate, through the Senate Governance Committee. It is anticipated that the committee will receive proposed changes during the 2016/17 academic year, which will then be brought to the Board for review and approval at a later date.

During the process, the committee received and discussed a number of written submissions from the Carleton community. In addition, they consulted Universities Canada and received excellent legal advice on the not-for-profit rules in Ontario. They also discussed the lessons that could be drawn from recent governance challenges faced by other post-secondary institutions across Canada.

The Committee came to the determination that the basic governance Bylaws of the University are sound and that there was no cause for a dramatic overhaul. They have clarified the boundaries between open and closed sessions and set the default to open. Also, all Board materials will be posted on the Secretariat website in advance of the meetings, making them accessible to the university community. Most Board business will be conducted in open session with media and public present or able to watch via live streaming.

Following the unanimous recommendation of the Governance and Executive committees, Mr. Wernick moved, and it was seconded by Mr. Wener to approve the following special resolution of the Board of Governors:

WHEREAS it is considered in the best interest of the Corporation to adopt a new general operating Bylaw of the Corporation;

On motion duly made, seconded and carried it is **RESOLVED THAT:**

1. Effective July 1, 2016 the general operating Bylaw of the Corporation (as amended) is hereby repealed and the new general operating Bylaw No.1, which has been submitted to this meeting and is annexed to the minutes of this meeting as Schedule A, is hereby approved and adopted.
2. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, which are necessary or desirable for the implementation of this resolution.

During the discussion period following the motion, concerns were raised about the changes that were made to the student election process, which would imply that the CUSA seat would be removed. Mr. Wernick clarified that this was a misunderstanding and that in fact, the current Bylaws indicate one undergraduate student, nominated by the Carleton University Students' Association, and the same for a graduate student nominated by the GSA. The proposed Bylaw change would be to have two undergraduate and two graduate students, elected by the respective students-at-large, in an election managed by the University Secretary.

An AMENDMENT to the motion was presented by Mr. Alhattab however it was defeated.

Dr. Gorelick presented a Point of Order relating to Item 5.1, citing that because Appendices A and B were not included with the Bylaws at the time of the notification of the special resolution, that the 5-day notice requirement had not been met. The Chair reminded the members that a statement was made earlier in the meeting to acknowledge

the oversight regarding the Appendices and that the Bylaws will be presented at the current meeting while the two appendices will be presented, by way of a special resolution, at the April meeting of the Board.

Dr. Gorelick indicated that he intended to present 33 amendments to the motion to approve the Bylaws. He then presented 24 amendments, all of which were either defeated or withdrawn. None were passed.

The Chair called for a vote on the notice of special resolution. It carried with twenty-three in favour, three opposed and one abstention.

A request was made by a member that in future, should a member have a significant number of amendments to propose that they be provided to the University Secretary in advance of the meeting, so that they can be distributed to the members accordingly.

5.2 Approval of 2016/17 Tuition Fees

Mr. Watt spoke to a PowerPoint which was distributed to all members at the start of the meeting. His presentation included an update on the current status of the 15/16 operating budget and changes since November 2015 which will affect future planning. Some of these changes include a projected decline in the university-age population over the next six years and significant adjustments at the provincial level to funding models and Strategic Mandate Agreements.

These factors affecting potential revenue for the University, coupled with significant expenditures such as extraordinary pension payments, increased operating costs, due mainly to salaries, annual deferred maintenance costs and additional costs due to new legislation, have caused the university to give consideration to a variety of options including a possible 0% tuition increase.

Mr. Watt presented two scenarios illustrating the impact of the 0% increase. One option followed the assumption that the university would have to find a way to increase the annual enrolment intake by 12%, which would be very difficult to control and could lead to significantly lower entry standards, larger classes and crowding in facilities. The second option would be to cut costs, reducing the number of faculty and professional services staff which would, in turn, have a negative impact on the delivery of programs and services. This reduction would lead to the closure of two medium-sized departments.

Mr. Watt also presented the members with the proposed changes to miscellaneous administrative fees for students for the 16/17 academic year.

Ms. Armstrong moved, and it was seconded by Mr. Wener, to recommend the approval of the increase in tuition and miscellaneous administrative fees, as presented for the 2016/17 academic year. The motion was carried with two against and three abstentions.

The Vice-Chair commented that the Board is sensitive to the impact of a tuition increase for students. He reminded members that the highest tuition rates are in Ontario, which also has the lowest government contribution to post-secondary education, which continues to decrease each year. It was suggested that members continue to have a voice at the provincial level, sharing their concerns. A comment was made that there could be better communication from the University and the Board to the greater student population, relating to decisions about tuition increases. A request was made to work with the student Governors to find ways to better inform students, at all levels, about how financial decisions affecting tuition are made. In addition, it was noted that there are millions of dollars of unclaimed student scholarship funding across Canada and a suggestion was made to have the university explore ways to create more awareness of these opportunities, in order to tap into the unclaimed funds.

5.3 Approval of Funding for Spratt School of Business Building

Dean Tomberlin was invited to make a brief presentation to the Board. In addition to the working paper that was provided in advance, he shared a document summarizing “Growth Projections 2015/16 to 2020/21 for the Spratt School of Business” which addressed previous concerns that had been raised regarding the School’s ability to increase enrollment targets, thus validating the need for the building.

Mr. Craig moved to recommend the authorization of funding up to the amount of \$2.2 million for the design of the new School of Business building, as presented. The motion was seconded by Ms. Armstrong.

During discussion of the motion, a request was made to ensure that should there be no infrastructure funding from the Federal Government that the decision to proceed with the building be halted and reevaluated, and that the design contract include a termination clause to this effect. In addition, it was confirmed that the \$2.2 million for this project be allocated from the existing Nicol donation for the Spratt School of Business building.

The Chair requested that General Counsel be provided with a copy of the contract for the Design project to review the requested clauses.

A vote was taken on the motion. There was one abstention and it was carried.

5.4 Approval of 2016/17 Ancillary Budget

Mr. Watt made a brief presentation to the Board, referencing the report on the *Proposed Budget for Ancillary Units for 2016/17* which was provided in advance. There are nine ancillary units on campus and the mandate of these units is to generate sufficient

revenues to fund the cost of providing the services. Some of the highlights of this report included:

- **Athletics:** While this unit continues to accumulate some surpluses, there are significant deferred maintenance projects which will include new turf on the stadium field and HVAC upgrades.
- **Parking Services:** A question was raised regarding the outstanding debt in this budget and it was noted that this is linked to maintenance for the new parking structure, which is expensive to maintain.
- **Print Shop:** Underwent a name change (formerly Graphic Services) which better reflects the services provided. Also under this umbrella is the Campus Card Office which has been noticing a significant increase in the requests for copying, thanks to the new CU on the Go printers in select locations around campus. It was noted that the outstanding debt for this Service has now been paid off in full which is a significant achievement.
- **Ancillary Properties:** The National Wildlife Research Centre lease has been renewed for another ten years. While occupancy in the CTTC building is up from last year, remaining space continues to be allocated as swing space for the university, in order to address space shortages. The Office of the Vice-President (Research and International) has leased the Human Computing Interaction (HCI) building for the next four years.

In addition, the Ancillary Capital Fund continues to help support projects and initiatives that the University would not be able to otherwise fund, such as paying off the Fieldhouse debt and supporting the e-Shop purchasing initiative.

Mr. Wener moved to approve the 2016/17 Ancillary Budget as presented. It was seconded by Ms. Armstrong and was carried.

5.5 Approval of Compulsory U-Pass Student Fees

A working paper was provided in advance. No further discussion took place.

Ms. Armstrong moved, and it was seconded by Mr. El Koussy, to approve the recommendation of the compulsory U-Pass fee of \$196.96 for the spring/summer sessions, as presented. The motion carried.

5.6 Approve Recommendation for the 2015/16 Board Award Recipient

Dr. Carruthers spoke briefly to the working paper which was provided in advance. He thanked the Board Award Jury for their time to participate in the process.

Dr. Carruthers moved to approve the recommendation of the Community Relations & Advancement Board Award Jury that Jasmine Shaw receive the 2015/16 Board of Governors Award for Outstanding Community Achievement. It was seconded by Ms. Daly. The motion carried with one abstention.

The Chair indicated that he contacted Ms. Shaw prior to the Board meeting to let her know that her name was going to be presented to the Board as the recipient of the Award, and that it was pending Board approval.

6. ITEM(S) FOR INFORMATION

6.1 Chair's Report

There were no further comments from the Chair.

6.2 President's Report

The President did not rush to add anything due to time. Materials were circulated in advance from the Vice-President (Students and Enrolment), the Director of University Communications and Chief Advancement Officer.

6.3 Committee Chair Reports

There were no further updates.

7. OTHER BUSINESS

There was none.

8. QUESTION PERIOD

There were no questions.

A motion to adjourn the Open Session of the meeting was made at 8:03pm. 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.