CARLETON UNIVERSITY

Minutes of the 239th Meeting
of the

BOARD OF GOVERNORS

Time: Wednesday, October 4, 1972, at 4:30 p.m.
Place: Senate Room - Administration Building.

PRESENT:
Dr. J. L. Gray (Chairman), Mr. J. C. Clarke, Mr. G. Collins,
Mr. D. M. Coolican, Mr. F. E. Gibson, Professor J. M. Holmes,
Mr. K. Kaplanovsky, Mr. C. Kelley, Dr. M. K. Oliver, Mr. Justice B.
Laskin, Mr. G. H. MacCarthy, Mr. T. R. Montgomery, Dean H. H. J.
Nesbitt, Dr. S. Ostrey, Professor K. Z. Faltiel, Mr. D. A. Ross,
Mr. H. Soloway, Mr. W. Teron, Mr. C. G. Watt, Dean R. A. Wendt,
Dr. H. L. Willis. Also present: Mr. A. B. Larose, Mr. M. Paumann,
and Mr. D. C. McEown (Secretary).

WELCOME TO THE PRESIDENT:
Dr. Gray, on behalf of the members of the Board, welcomed Dr. Oliver
to his first meeting of the Board of Governors of the University
and extended the Board's congratulations for his honorary Doctor of
Laws which was to be conferred on him the next day by McGill University.
The Board was pleased with the recommendation of the Department of
Political Science for Dr. Oliver's appointment as Professor.

ACTING PRESIDENT:
In recognition of the work done by Dean H. H. J. Nesbitt as Acting
President during the vacancy in the Office of President, the Board
authorized its Chairman to make what arrangements he felt appropriate
as recognition of Dean Nesbitt's service to the University during
that period.

REPORT OF THE NOMINATING COMMITTEE:
The report of the Nominating Committee was circulated to members at
the meeting and is attached as Confidential Appendix A.

It was moved, seconded, and unanimously carried that the following
persons be re-elected as officers of the Board:

Dr. J. L. Gray, Chairman
Mr. F. K. Venables, Treasurer
Mrs. Jane H. Dunn, Chairman of the Associates
Mr. D. C. McEown, Secretary.

It was moved, seconded, and unanimously carried that the following
members be re-elected for terms ending September 30, 1975:

Mr. Justice B. Laskin
Dr. G. E. Maynard
Mr. H. Soloway
Mr. W. Teron
Dr. H. L. Willis.
REPORT OF THE NOMINATING COMMITTEE (CONTINUED):

It was moved, seconded, and unanimously carried that the following persons be elected to the Board for terms ending September 30, 1975:

Professor J. M. Holmes
Mr. Cliff Kelley
Dean R. A. Wendt.

It was moved, seconded, and unanimously carried that in accordance with By-law #3(b) a special resolution of the Board be enacted for the continuing membership of the following members:

Mr. B. Loeb
Dr. L. Rasminsky.

It was moved, seconded, and unanimously carried that the signing officers of the University now authorized by the Board continue in these appointments until the next meeting of the Board of Governors.

It was moved, seconded, and unanimously carried that the membership and chairmanship of each of the Board’s committees should continue as presently constituted, except for those persons who have retired from the Board, until the committees are re-constituted at the next meeting of the Board.

It was agreed, upon recommendation of the Students’ Association, that Mr. L. Greenspoon be appointed to the Building Advisory Committee to replace Mr. R. Perron.

MINUTES:

The minutes of the previous (238th) meeting were circulated to the members of the Board prior to the meeting. It was agreed that the minutes be approved as distributed.

THE PRESIDENT:

The President thanked the Chairman for his words of welcome and expressed his feeling of honour at being chosen President of the University. He also expressed his hope for the continuing support of the Board.

APPOINTMENT OF VICE-PRESIDENTS:

Documents about this item were circulated to members of the Board prior to the meeting and are attached as Appendix A.

The President outlined some of the arguments which favoured the establishment of the recommended positions at this time. He noted that within the present structure of the University there were no other officers, other than the President, whose responsibilities were University-wide. He indicated that within the framework of the present circumstances of the University there was need for greater academic and financial planning which was both time consuming and required a detailed expertise of the whole of the University’s operations. He also noted the need for greater involvement of University officials representing the University in inter-university and university/government relations, and because of these larger demands he expressed the need for assistance in carrying forth this work on behalf of the University.
He reported to the Board that he had begun the process of examination of this problem by consultation with the Chairman of the Board. The next step, he indicated, had been the presentation of the idea to the Senate Executive Committee which had forwarded its recommendations to the Senate. These recommendations as contained in the Appendix were approved by Senate with certain amendments. These amendments as reported to the Board are also contained in this Appendix.

The Board in its discussion generally agreed with the establishment of the offices, but was concerned somewhat with whether or not the establishment of such offices by the University required action by by-law.

Some members of the Board also expressed concern about the Senate's recommendation about the composition of the advisory committee for the selection of Vice-President (Administration). It was generally recognized, and agreed, that the proposition of consultation with committees composed of persons named by the Board and Senate was the appropriate method, but the specifics of this recommendation forwarded by Senate were questioned.

It was suggested that, since the person to be selected for this post would have to be one with ability and experience in a number of disciplines, the Board membership on the committee should be representative of its expertise in some of these many fields. It was argued, therefore, that the basis of the composition of the committee should be more reflective of the duties of the position, and it did not appear that this could easily be achieved by adopting the Senate recommendation.

It was proposed, in an attempt to gain agreement about the details which might represent some difference of opinion between the two bodies, that the Executive Committee of the Board and the Executive Committee of Senate should meet jointly in the hope of finding satisfactory solutions to any differences which might exist.

It was agreed, in principle, that the positions of Vice-President (Academic) and Vice-President (Administration) be established subject to the advice of counsel as to the necessity and desirability of having such positions established by by-law. It was further agreed that the Executive Committee of the Board and the Executive Committee of Senate meet jointly to discuss the terms of reference and composition of the advisory committees.

It was agreed, upon recommendation of the President, that the academic appointments, leaves, etc., contained in Confidential Appendix B be approved.

The material presented by the Bursar under this item was circulated to members prior to the meeting and is attached as Confidential Appendix C.

Further to the written material presented, the Bursar outlined recent developments with regard to the establishment of the Staff Welfare Advisory Committee, the work underway concerning the study of the
STAFF CHANGES (CONTINUED):
Pension Plan and other staff benefits. In reply to questions, he explained that the committees involved had established a target date in respect to the Pension Plan of July 1, 1973. Concern was expressed that, in view of the conditions and circumstances of the plan, action was required earlier than that which was proposed, and the committees involved were urged to accelerate their activities as much as possible so as to achieve solutions to the problems now existing as early as possible.

It was agreed, upon recommendation of the Bursar, that the recommendations contained in Confidential Appendix C be approved.

SECOND MORTGAGES:
The recommendations about this item were circulated to members of the Board prior to the meeting and are attached as Confidential Appendix D.

It was agreed that the recommendations be approved.

INSURANCE COMMITTEE:
The recommendations of the Finance Committee were circulated to members of the Board prior to the meeting, and are attached as Confidential Appendix E.

RELATIONS WITH THE GOVERNMENT:
The report of the Finance Committee concerning this item was circulated to members prior to the meeting, and the President's report concerning the financial status of the University and its relations with the government was presented to the meeting. The reports of these items are contained in Confidential Appendix F.

ENROLLMENT:
The President expressed disappointment about the results of the fall registration in terms of the number of students registering this year. He indicated that there had been a significant shortfall from the numbers projected, the numbers on which the University had based its operating plans for this year. This shortfall, he reported, represents an absolute decline, and is far short of last year's enrolment by several hundred students. In a survey of the situation, he pointed out that the shortfall was not University-wide and that it has its worst effect in certain areas of the Faculty of Arts, with a small reduction in Engineering and some decline in the Faculty of Graduate Studies. He reported increases in Journalism and Architecture. He noted that the figures used for this were still in the preliminary state and, while a general assessment was possible, it would be necessary to follow this assessment with a more detailed analysis of figures of greater reliability. He indicated that in this analysis attempts would be made to find the reasons for decline, and that if weak spots are found over which the University has control then consideration must be given to what action can be taken to rectify any which are discovered.

He noted that it is difficult to assess what the fee increase or the change in the student loan system had on the enrolment, but offered the opinion that it must have been a contributing influence.
The President reported that, generally, the beginning of the academic term had been most successful, and the only noteworthy difficulty which had arisen had involved the objections by the Residence Association to the location of St. Patrick's College at the Rideau Campus. He reported that he was very impressed with the sympathy that the officers and committees of the University deployed in their attempts to alleviate the problems that might have been caused by the construction of the new facility for St. Patrick's College.

FINANCES:

The President reported that as a result of the shortfall in enrolment the financial picture was less than rosy and, therefore, it would be necessary to reduce expenditures which had been planned for this year. To do this, he explained, required careful thought in trying to make timely and appropriate adjustments to fit the revenues available to this year's programme. He indicated that as a partial response to the financial situation which now must be carried forward for some years, Senate was considering strengthening the academic planning function at the University through improvements to the Academic Planning Committee.

He also drew the Board's attention to recommendations coming forward from the Senate Executive Committee to the Senate about the establishment of a Budget Review Committee. He outlined that this Committee would have members from both the Board and the Senate, and in the proposals being brought forward it would have three tasks. These were:

i) The review of the impact of previous years' budgets on the operations of the University at the conclusion of the fiscal year.

ii) The review of staffing proposals at the commencement of planning for the next fiscal year.

iii) A review of the budget as it had been prepared prior to Board approval.

The adoption of these proposals, he suggests, would produce a systematic approach to the conversion of academic programme decisions to financial plans.

He expressed the view that Senate participation in this particular process would greatly assist in the necessary work which will have to be done to bring about substitution of programmes for change which contrasts to the situation which existed previously in which change could always be achieved within the cushion of growth.

It was agreed that the proposals in respect to the Budget Review Committee, when these had been discussed and acted upon by Senate, be brought to the Finance Committee of the Board.

COMMITTEE ON UNIVERSITY AFFAIRS:

The President reported that the University would be meeting with the Committee on University Affairs on December 12. He reported that the University intended to provide only the statistical information required by the Committee for its October 31 deadline, and that it would ask permission of the Committee at that time to accept, as the remainder of the University's presentation, a letter outlining a series of questions which the University wished to discuss with the Committee.
COUNCIL OF ONTARIO UNIVERSITIES:

The President reported that he had been extremely interested during his attendance at his first meetings of the Council of Ontario Universities, as a political scientist, to note the similarities between its organization and problems with its like committee in the Province of Quebec. He outlined a number of topics which were under discussion by the Council at this time. These included:

a) viability of operating grants;

b) library cooperation;

c) development of a computer network;

d) discrimination in the conditions of scholarships and bursaries;

e) graduate scholarship scheme.

REPORT OF THE COMMITTEE ON TENURE AND DISMISSAL:

The report of the Committee was circulated to members of the Board prior to the meeting and is attached as Appendix B.

Mr. Justice E. Laskin explained that he had met with Mr. Gibson and Professor Paltil to consider the number of suggestions that had been made to improve the operation and wording of the document which had previously been approved in principle. He indicated that, on a number of points which the Committee had been asked to consider, all of the Committee had agreed to the proposed changes as contained in the report. He noted, however, that in one or two particular areas he had made suggestions which might be construed as being beyond the bounds of the terms of reference of the Committee, and in those cases he explained that the other members of the Committee were not under any obligation to agree to the proposed changes as presented.

After some discussion, it was agreed that the proposed wording, as presented, be approved. The Secretary was instructed to prepare a revised document and to circulate this document to all members of the faculty.

REPORT ON THE MEDIATION BETWEEN THE GRADUATE STUDENTS' ASSOCIATION AND THE CARLETON UNIVERSITY STUDENTS' ASSOCIATION INC:

This report is attached as Appendix C. It was agreed to receive the report and the Board extended its thanks to Mr. Gibson for his work as the mediator.

REPORT OF THE FINANCE COMMITTEE:

This report was circulated to members of the Board prior to the meeting and is attached as Appendix D.

Mr. MacCarthy, in place of Mr. Neill as Chairman of the Committee, led the discussion of the report. It was agreed that the recommendations in the report be approved.
The minutes of the 116th meeting of the Investment Committee were circulated to members prior to the meeting and are attached to the original of the minutes.

Mr. MacCarthy, in place of Mr. Beamant as Chairman of the Committee, led the discussion of the report. It was agreed that the recommendations contained in the report be approved as presented.

A document concerning this item was circulated to members of the Board prior to the meeting. Mr. Paumann, President of the Alumni Association, was asked to join with members of the Board in the discussion of this item.

It was agreed that the proposed Board committee, with the terms of reference as described, be approved, and that the Nominating Committee of the Board be authorized to appoint the Board member and his alternate to the Committee.

The report of the Technical Committee was circulated to members of the Board prior to the meeting, and is attached as Appendix E.

Mr. Teron, Chairman of the Committee, led the discussion. It was agreed to approve the report as presented.

This report is attached as Appendix F. It was agreed that Items 1 to 3 be accepted.

It was moved, seconded, and unanimously carried, that the Board enact the following resolution:

**BE IT RESOLVED:**

1. That to enable Carleton University (hereinafter referred to as the "University") to finance through The Ontario Universities Capital Aid Corporation the capital expenditure which the Board of Governors of Carleton University deems necessary for the purpose of the University, the University do borrow from time to time, during the twelve-month period ending September 30, 1973, amounts which, in total, do not exceed the sum of ten million dollars ($10,000,000) and for that purpose and for securing payments of the amounts so borrowed and the interest thereon, the University do issue Debentures of the University (hereinafter referred to as the "Debentures") in principal amount which, in total, do not exceed ten million dollars ($10,000,000) and sell the same to The Ontario Universities Capital Aid Corporation.

2. That the Debentures be dated the 15th day of the month in which the amount is borrowed and bear interest from that date and be payable as to principal and as to interest upon the principal amount from time to time unpaid, in thirty equal annual payments commencing with the first anniversary of the date of the Debentures.

3. That the Debentures be issued initially as fully registered Debentures in the same denominations as the amounts borrowed.
4. That the Board shall cause to be kept at the Office of the Bursar a register in which shall be entered the names and addresses of the holders of fully registered Debentures and particulars of Debentures held by them respectively and in which any transfers of Debentures may be registered.

5. That application be made to the Minister of Colleges and Universities for determination of the amount of capital expenditure of the University which may be financed through The Ontario Universities Capital Aid Corporation and for a recommendation of the Minister of Colleges and Universities to the said Corporation in respect of the purchase by the Corporation of the Debentures as provided for in this Resolution.

6. That The Ontario Universities Capital Aid Corporation be requested to seek the approval of the Lieutenant Governor in Council in respect of the purchase by the Corporation of the Debentures as provided for in this Resolution.

7. That the officers of the Board be and they are hereby authorized and directed to execute such instruments and to affix the seal of the University thereto and to do such other acts as to them may seem necessary or advisable in order to give effect to the foregoing.

CONVOCATION AND INSTALLATION:

It was reported to the Board that the installation of the President and Vice-Chancellor of the University would take place at fall convocation, to be held at the National Arts Centre on the evening of Friday, November 3. Members of the Board were invited to a convocation and pre-installation dinner which is to be held in the Main Hall, University Centre. It was agreed that those attending the dinner from the University community would contribute towards its cost.

NEXT MEETING:

It was agreed that the next meeting of the Board would be held on Tuesday, November 7, 1972, at 4:30 p.m. in the Senate Room of the Administration Building.

TERMINATION:

The meeting terminated at 7:00 p.m.

\[\text{Signatures}\]