

The Board of Governors acknowledges and respects the Algonquin First Nation, on whose traditional territory the Carleton University campus is located.

**Minutes of the 632nd Meeting of the
Board of Governors**

**Tuesday, October 4, 2022 at 2:30 p.m.
Richcraft Hall Room 2440R**

PRESENT:	G. Farrell (Chair)	D. Greenberg (Virtual)	L. Newton Miller
	B. Creary (Vice-Chair)	L. Grussani	B. O'Connor
	B.A. Bacon	A. Hamdani	J. Ojangole
	A. Chan	L. Hayes	M. Porter
	P. Dabas	L. Honsberger (Virtual)	P. Smith (Virtual)
	P. Dion	N. Karhu	C. Tessier
	K. von Finckenstein	A. Keung	A. Tremblay
	M. Fraser	D. Maseko	A. Ullett
	K. Furlong (Virtual)	S. Mingie (Virtual)	P. Wolff
	M. Gillis		
REGRETS:	Y. Baltacioğlu	D. Fortin	J. Taber
	A. Khoyani		
STAFF:	S. Blanchard	R. Goubran	K. McKinley (Virtual)
	M. Bright	C. Khordoc	E. Sloan
	T. Frost	S. Levitt	K. Solomon
	A. Goth (R. Secretary)	A. Marcotte	J. Tomberlin

OPEN SESSION

1. CALL TO ORDER AND CHAIR'S REMARKS

The Chair called the meeting to order at 2:30 pm and welcomed all governors and attendees to the Board of Governors meeting. The Chair acknowledged the Algonquin First Nation territory on which Carleton University is located. He recognized that September 30, 2022 was Orange Shirt Day, Canada's National Day for Truth and Reconciliation. He reviewed the meeting protocols for those members attending in-person and remotely.

A member suggested that the personal land acknowledgement rotate through all the Board members to contextualize what it means to each person. The Chair agreed to this suggestion.

2. DECLARATION OF CONFLICT OF INTEREST

The Chair asked for any declarations of conflict of interest from the members. None were declared.

3. APPROVAL OF AGENDA

The agenda was circulated in advance. It was moved by A. Tremblay and seconded by P. Dion that the open agenda of the 632nd meeting of the Board of Governors be approved, as presented. The motion carried unanimously.

4. APPROVAL OF THE CONSENT AGENDA

The following items were circulated in the open consent agenda for approval: Open Session Minutes from the 631st Board Meeting, the Board Award Criteria and Jury Selection, Founders Award Jury Selection, and the Audit and Risk Committee Terms of Reference.

The following items were circulated in the open consent agenda for information: University Committee Minutes from the April meetings of the Advancement and University Relations Committee, Building Program Committee, and Finance Committee, Campus Master Plan Renewal Process Update, Major Capital Projects Overview, New Student Residence Update, Ongoing Capital and Deferred Maintenance Project Status Report, Transportation Plan and Parking Strategy Update, Project Closure Report Co-Generation Facility, Update on 2022/23 Operating Budget, Update on 2022/23 Ancillary Budget, Update on 2022 Credit Rating, Advancement Update Overview and Strategy 2022/2023, Centre for Community Engagement Overview and Consultation, Government Relations Overview and Update, Provincial Metric Ratios 2020/2021, Board Work Plan and Schedule of Meetings, and Minutes from Senate.

It was moved by A. Keung and seconded by B. O'Connor that the items in the open consent agenda be approved, as presented. The motion carried unanimously.

5. ITEMS FOR APPROVAL

5.1 Audited Financial Statements for year ended April 30, 2022 and Audit Finding Report

Executive summaries, reports, and presentations were circulated in advance.

M. Fraser, Chair of the Audit and Risk Committee, congratulated A. Marcotte in her new role as Acting Associate Vice President (Financial Services). On September 14, 2022 the Audit Committee met with KPMG to review the financial statements and recommended to the Board approval of the 2021/2022 Financial Statements.

A. Marcotte outlined that the auditor's opinion was received without reservation, there were no differences observed (adjusted or unadjusted), audit work was conducted on time and on budget, and no control deficiencies were identified.

Highlights of year-over-year changes included a deficit of \$18 million compared to a surplus of \$39 million in the previous year. The prior year surplus was the result of significant investment returns whereas the current year deficit is a result of using reserves accumulated in prior years for planned capital and operational expenditures. Net Assets were lower by \$59 million, decreasing from \$1.2 billion to \$1.1 billion. In addition to the \$18 million deficit noted, there was a \$29 million remeasurement cost adjustment to unfunded employee future benefits and \$10 million in direct decreases to endowments related to unrealized investment losses, net of contributions. There was also an increase of \$205 million in cash and marketable securities and \$215 million in long term debt, due to the \$220 million bullet bond issued in June of 2021.

She reviewed the five-year trend from 2017/18 to 2021/22 including the increase in assets (\$205 million in cash and marketable securities) and increases in the liabilities including the long-term debt (\$215 million) and employee future benefit liability (\$33 million). The net assets have been stable over the five-year period including a slight decrease in endowments (\$10 million) and unrestricted net assets (\$29 million). Internally restricted net assets included \$65 million in capital reserves with \$18 million of that committed to projects that are underway, the pension reserve remained unchanged at \$69 million, and the general and ancillary reserves continued to be utilized to meet strategic goals and to offset any lingering financial effects of the COVID-19 pandemic.

On the recommendation of the Audit and Risk Committee, it was moved by M. Fraser and seconded by C. Tessier to approve Carleton's 2021/22 Consolidated Financial Statements and the Audit Findings Report, as presented. The motion carried unanimously.

6. ITEMS FOR INFORMATION

6.1 Senate Annual Report

An executive summary and report were circulated in advance.

The Board of Governors annually receives a report from the Clerk of Senate. The report circulated covered the period of July 1, 2021 to June 30, 2022.

E. Sloan, Clerk of Senate, advised that Senate met eight times through the 2021/2022 academic year, approved seven honorary degrees, two new programs, eleven new minors, concentrations, and twelve cyclical reviews. The extension of compassionate grading options in the Fall of 2021 and Winter 2022 terms and the First Year Grading Policy was approved. Senate took an active role in the continued smooth operations of the academics of the University as the pandemic began to subside, which included confirming that classes would be taught both on-campus and online (mixed format) in Winter and Spring 2022 terms. Senate also approved the terms of reference updates to several Senate committees.

A highlight was “Super Convocation” in June 2022 which saw more than 6,700 students over 40 separate ceremonies. The ceremonies were well received by the Carleton community. Fall Convocation will take place on November 12th which will have three ceremonies.

Sloan thanked M. Bright, Communications Officer, for preparing the Senate Annual report and K. McKinley, Assistant University Secretary, for her work on Senate, S. Blanchard for her work on the Convocation Working Group in the lead up to Super Convocation, and B.A. Bacon, President and Vice-Chancellor, for his leadership as Chair of Senate throughout the year.

The Chair commented on the volume of work done over the previous year through a tumultuous time and agreed that the Super Convocation was a highlight.

A member asked for more information related to compassionate grading and the grounds for such grading. E. Sloan responded that professors were asked to recognize student circumstances, and this policy specifically, allowed students to convert a grade that they did not like into a grade of “SAT”, for up to 1.5 credits per year and all “F” grades were converted to “UNSAT”.

6.2 Report from the Chair

A verbal report was provided.

The Chair reported that Carleton’s plans for a full return to campus with classes are underway and on campus operations underway. Senate, like the Board, also successfully conducted first in-person meeting on September 23, 2022.

He reminded the Board of this year’s focus of building momentum and that notwithstanding the challenges of the pandemic, there have also been opportunities. The Board year was successfully launched with the Board Orientation on September 7, 2022, six committee meetings, and the Board Strategy Session on October 4, 2022. He thanked everyone for their volunteer service to the University.

6.3 President’s Goals and Objectives for 2022/23

A memo was circulated in advance.

The Chair reviewed the President’s ten goals for 2022/23. The goals include accelerating the implementation of the Strategic Integrated Plan (SIP), a full return to campus while remaining alert to further disruptions, strong enrolment, a goal to reach \$85 million in research funding, and \$40 million in fundraising annually, campus infrastructure renewal, international re-engagement, reputational enhancement, and ongoing professional and personal development.

B.A. Bacon added that he tries to strike a balance between being ambitious and not over-taxing the team. He pointed to the dramatic increase in Carleton's research funding from \$55 million to \$97 million this year and the goal of \$85 million on a three-year rolling average represents a stabilization. He believes these are all stretch goals that are achievable.

6.4 Report from the President

A written report was circulated in advance.

B.A. Bacon welcomed everyone to the first in-person Board meeting in almost three years.

Carleton's Fall 2022 semester is underway with a return to campus, residences are full, courses are taking place in-person with some online for pedagogical and student choice options and activities returning to close to normal levels. The vaccine and mask mandates are on pause with the University remaining vigilant. Other highlights included:

- Super Convocation – 40 ceremonies honouring the graduating classes of 2020, 2021, and 2022;
- Celebrating both Pride and National Indigenous History Month in June;
- Community Breakfast was held on August 23rd and 24th in person for the first time since Fall 2019 with 800 attendees;
- Carleton's 80th Anniversary will be celebrated this year;
- J. Tomberlin, Provost and Vice-President (Academic), term has been extended for one additional year;
- A. Marcotte appointment as Acting Associate Vice President (Financial Services);
- Carleton has been recognized as a top performer in the 2022 Sustainable Campus Index;
- The new Nicol Building has its official opening on September 21, 2022;
- Carleton's annual homecoming was celebrated September 17th to 24th;
- Carleton has been invited to join the Business + Higher Education Roundtable with key decision makers from industry;
- September 30th was Orange Shirt Day, Canada's National Day for Truth and Reconciliation and he recognized Carleton's efforts with the 41 calls to action and Carleton's Kinàmàgawin Strategy; and
- Fall Convocation will be November 12th and he invited Board members to attend.

The Chair commented that a lot of work has been done and how nice it is to see the return to campus.

6.5 Committee Chair Updates

6.5.1 Advancement and University Relations

K. Furlong advised that the Advancement and University Relations Committee met on September 19, 2022. The Committee is responsible for the administration of the Founders Award and the Board of Governors Award for Outstanding Community Achievement, the juries were approved, with some of the criteria needing to be finalized for the Founders Award. The Committee received four presentations on the key areas including the reputational enhancement project, fundraising strategy, community engagement strategic plan, and the government relations portfolio.

6.5.2 Building Program

A. Tremblay provided a summary of the September 14, 2022 meeting of the Building Program Committee which included an overview by senior management on the capital projects in construction and design phases on campus, including the Engineering Design Centre, the Wellness Hub, and the Sustainability Research Centre as well as the Loeb and Paterson Buildings which are undergoing recapitalization. Projects have a value of upwards of \$207 million are underway.

A report was received on the new student residence noting the increasing costs of capital projects. A full financial assessment from management will be provided.

A project close-out report was received on the Co-Generation facility. The project took five-years to complete and was over budget, but a number of lessons were learned are being implemented for upcoming capital projects.

A report was received on the Campus Master Plan renewal. The key outcomes are to align capital planning with the academic programming, growth and to with other strategic plans on campus. Phase 2 of the study is beginning, and she reminded the members that if they did not have an opportunity to provide feedback at the Board Strategy Session, input can be given online. Phase 3, the development phase, has just started and designs will be received and discussed at the upcoming meetings. A report was also received on the Transportation Plan and Parking Strategy with updates that included the round-about at University Drive, the Light Rail Transit (LRT), and connections to the tunnels.

6.5.3 Finance

P. Dion provided an update on the September 14, 2022 meeting of the Finance Committee, items for information included a presentation on the Operating Budget fiscal year-end April 30, 2022, which ended with a surplus of approximately \$6.5 million. There were significant improvements in revenues for the ancillary units with the return to activities on campus. External research funding received continued to be strong at \$92.5 million. The University continued to be in a strong cash position with over \$800 million in operating cash and securities. The Committee received updates on the 2022/2023 budget, with the operating budget on track but pending the confirmation of enrolment numbers later in the year. The University is required to obtain a credit rating annually and received a rating of AA (low) from DBRS, comparable to Carleton's peers. An overview

of capital projects was received from G. Nower, Associate Vice-President (Facilities Management and Planning).

6.5.4 Governance

B. O'Connor provided an overview of the September 13, 2022 Governance Committee meeting. There were two items for approval: the Audit and Risk Committee Terms of Reference which were approved by the Board as part of the consent agenda and Board Self-Identification Questionnaire. Items for discussion included the Student and Administrative Staff Governors handbooks. A slight revision will need to be made to the Student Governor handbook to include the changed wording around "in good academic standing" to reflect the new wording of "eligible to continue" and both of the handbooks will return to the Governance Committee for approval in November. The Board Members Skills Matrix and Community-at-Large Recruitment was also discussed, looking at current strengths and potential opportunities for recruitment of community-at-large members such as facilities management, capital planning, and cyber security.

There were five items for information including the Board Self-assessment Results, a summary for the Board of Governors Onboarding and training highlighting the new Capital Planning Module that has been added to the Board intranet, a Chair and Vice-Chair Term Lengths benchmarking report, and a benchmarking report of the University's Board size.

A member inquired about the Skills and Competencies Matrix and wondered how the information was gathered. A. Goth, University Secretary, confirmed that as part of the onboarding process for new and returning members, everyone must sign a Code of Conduct and at the same time the skills matrix questionnaire is filled out and returned. She added that the voluntary self-identification questionnaire will be going out later in October 2022.

7. OPEN-OTHER BUSINESS

No additional business was brought forward.

8. OPEN-QUESTION PERIOD

No additional questions were brought forward.

9. END OF OPEN SESSION AND BRIEF NETWORKING BREAK

There being no further business, the Open Session of the Board of Governors was adjourned at approximately 3:28 p.m.