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

The 600th Meeting of the Board of Governors
Thursday, February 2nd, 2017 at 4:00 p.m.
Room 2440R River Building, Carleton University

AGENDA

OPEN SESSION

1. CALL TO ORDER AND CHAIR’S REMARKS

2. DECLARATION OF CONFLICT OF INTEREST

3. APPROVAL OF OPEN AGENDA
   ▪ The agenda was circulated with the meeting material.

4. OPEN CONSENT AGENDA APPROVAL
   ▪ Circulated with this agenda is a Consent Agenda which lists items presented to the Board for approval or for information.

5. OPEN - ITEM(S) FOR APPROVAL

   (5 min)  5.1 Board Community at Large Member for Vacancy on the Board (C. Carruthers)
             ▪ Materials were circulated in advance.

   (15 min) 5.2 Approval of Recommendation from Finance Committee (B. Wener)
             ▪ Materials were circulated in advance.

   (5 min)  5.3 Approval of Nominating Policy and Terms of Reference (K. Evans)
             ▪ Materials were circulated in advance.
6. OPEN – ITEM(S) FOR DISCUSSION

(15 min) 6.1 IT Security (D. Levesque)

- Materials were circulated in advance.

7. OPEN – ITEM(S) FOR INFORMATION

(5 min) 7.1 Report from the Chair (C. Carruthers)

(10 min) 7.2 Report from the President (R. Runte)

- Strategic Integrated Plan Update
- Academic Appointments
- Strategic and Budgetary Planning
- Update on Campus Issues

(10 min) 7.2 Committee Chair Updates

a) Building Program (D. Craig)
b) Community Relations & Advancement (L.A. Daly)
c) Finance Committee (B. Wener)
d) Governance Committee (K. Evans)

8. OPEN - QUESTION PERIOD

- There are no question to be addressed.

(10 min) 9. END OF OPEN SESSION AND BRIEF NETWORKING BREAK

- Guests and observers are asked to step out of the meeting.
The 600th Meeting of the Board of Governors
Thursday, February 2nd, 2017 at 4:00 p.m.
Room 2440R River Building, Carleton University

CLOSED SESSION

10. APPROVAL OF CLOSED AGENDA

- The agenda was circulated with the meeting material.

11. CLOSED - CONSENT AGENDA APPROVAL

- Circulated with this agenda is a Closed Consent Agenda which lists items presented to the Board for approval or for information.

12. CLOSED – ITEM(S) FOR INFORMATION

12.1 Enrolment Update (S. Blanchard & M. Butler)

- Materials were circulated in advance.

12.2 Update on Comprehensive Campaign (D. Fortin)

- Materials were circulated in advance and a verbal update will be provided.

12.3 Committee Chair Updates

a) Audit Committee (B. Wener)
b) Nominating Committee (C. Carruthers)
c) Executive Committee (C. Carruthers)

13. CLOSED- ITEM(S) FOR APPROVAL

13.1 Presidential Appointment

- Materials were circulated in advance.

14. CLOSED - IN CAMERA SESSION

15. ADJOURNMENT
AGENDA ITEM 5.1
COMMITTEE: Board of Governors
MEETING: 600th (February 2, 2017)
ORIGINATOR: University Secretary
ITEM: Item 5.1 - Board
Community-at-Large
Member for Vacancy on the Board

I. MATERIAL ATTACHED
None

II. THE ISSUE
Mary Simon stepped down from the Board of Governors because of her federal appointment, leaving a vacancy for a community-at-large member on the Board for a three-year term effective July 1, 2016 ending June 30, 2019.

At the 31st meeting of the Nominating Committee a number of potential candidates were considered. The committee requested the Board Chair and President meet with the community-at-large candidate Peter Dinsdale. Following this meeting the Board Chair and the President strongly recommend this candidate for your consideration.

III. INFORMATION PRESENTED TO THE COMMITTEE:

Peter Dinsdale, President and CEO of YMCA Canada has been nominated to serve on the Carleton University Board of Governors as of February 2nd, 2017. He has worked and volunteered on local, regional, and national levels throughout his career. Former Chief Executive Officer for the Assembly of First Nations, Executive Director of the National Association of Friendship Centres, and the YMCA Canada Board of Directors, he holds a Bachelors Degree in Native Studies/Political Science and a Master of Arts (Interdisciplinary Humanities) from Laurentian University. He has co-edited three volumes of Aboriginal Policy Research and has written a policy piece and review. He holds an honorary degree from Canadore College.

V. ANALYSIS

It is recommended that Peter Dinsdale be nominated to fill the vacant, community-at-large Board of Governors position commencing February 2nd, 2017 ending June 30, 2019.
VII. **RECOMMENDATION**

To recommend to the Board, approval of the appointment of Peter Dinsdale as a community-at-large member for a three-year term effective February 2, 2017 ending June 30, 2019.
AGENDA ITEM

5.2
I. MATERIAL ATTACHED

Presentation by Vice-President (Finance and Administration)

II. THE ISSUE

On December 15, 2016, the Ministry of Advanced Education and Skills Development (MAESD) announced that the 2013-14 to 2016-17 Tuition Fee Framework would remain in place for an additional two years. The MAESD also enabled universities to set fees for the duration of the framework as opposed to one year at a time.

III. DECISION REQUIRED

To approve tuition fee increases to be applied in 2017-18 and 2018-19.

IV. INFORMATION PRESENTED TO THE COMMITTEE:

The Tuition Fee Framework, 2013-14 to 2016-17 was based on the principle that tuition fees could increase within specified limits provided the overall fee increase was less than or equal to the cap prescribed by the framework. For the years 2017-18 and 2018-19 this cap will remain at the 2013-14 to 2016-17 level of 3%.

In addition, the MAESD set maximum allowable increases of 3% for Arts and Science or any other undergraduate program, and 5% for Professional undergraduate and any Graduate program. The overall average for increase cannot exceed 3%. The framework also went into detail on how fees should be calculated.

V. ANALYSIS

The MAESD has allowed fee increases at an average 3% for 2017-18 and 2018-19. This represents approximately $9.0 million annually. The $9.0 m equals to 2.0% of 2016-2017 budgeted operating expenditures.

VI. RECOMMENDATION

In order to meet cost increases and enhance program offerings, the Administration recommends that Tuition fees for 2017-18 and 2018-19 be set at a level that maximizes the available tuition revenue within the Tuition Fee Framework adopted by the MAESD.
Board of Governors
Tuition Fee Framework
2017-2018 & 2018-19
2016-17 Budgeted Operating Revenues

Total: $446 Million

- Tuition Fees (58%), $259M
-misc. Fees and Income (3%), $12M
- Interest (2%), $7M
- Government Grants (38%), $168M

Source: Operating and Ancillary Budgets 2016-17
Finance/OIRP 2016-11-04
2016-17 Budgeted Operating Expenditures

Total: $446 Million

- Salaries (52%), $234M
- Staffing Costs (70%), $315M
- Other Benefit Contributions (7%), $32M
- Employer Pension Contributions (11%), $49M
- Library Acquisitions (1%), $6M
- Utilities (2%), $9M
- Facility Maintenance & Renovations (8%), $36M
- Equipment (1%), $7M
- Student Aid (7%), $31M
- Enrolment Incentive (3%), $14M
- Campaign Matching (1%), $4M
- Other (6%), $25M

Source: Operating and Ancillary Budgets 2016-17
Finance/OIRP  2016-11-04
### Projected Cost Increases

<table>
<thead>
<tr>
<th>Category</th>
<th>Projected Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries</td>
<td>$9.4m</td>
</tr>
<tr>
<td>Benefits</td>
<td>$2.3m</td>
</tr>
<tr>
<td>Utilities / New Space</td>
<td>$1.5m</td>
</tr>
<tr>
<td>Student Aid</td>
<td>$2.0m</td>
</tr>
<tr>
<td>New Ongoing Initiatives</td>
<td>$1.5m</td>
</tr>
</tbody>
</table>

### Projected Revenue

<table>
<thead>
<tr>
<th>Category</th>
<th>Projected Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tuition – Rates</td>
<td>$10.0m</td>
</tr>
<tr>
<td>Tuition - Enrolment</td>
<td>$3.2m</td>
</tr>
</tbody>
</table>

- Continuing focus on costs control to mitigate increasing costs (e.g. energy conservation projects)

2017-2018
5 Year Base Budget Plan

- **Base Income**
- **Base Expenses**

<table>
<thead>
<tr>
<th>Year</th>
<th>Base Income</th>
<th>Base Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016-17</td>
<td>400</td>
<td>400</td>
</tr>
<tr>
<td>2017-18</td>
<td>450</td>
<td>450</td>
</tr>
<tr>
<td>2018-19</td>
<td>500</td>
<td>500</td>
</tr>
<tr>
<td>2019-20</td>
<td>550</td>
<td>550</td>
</tr>
<tr>
<td>2021-22</td>
<td>600</td>
<td>600</td>
</tr>
</tbody>
</table>
IMPACT OF 0% TUITION INCREASE

• Impact of 0% tuition increase for 2017-18: \( \approx $10 \text{ Million} \)

• Option A – seek same income through higher undergraduate enrolment:
  - Extra 14% increase in annual intake required (+755, FTE domestic students – assuming same mix of first year students by program) – *more difficult in time of decreasing demographics*
  - Much lower entry standards
  - Much larger classes, and crowding of other facilities
  - Assumes full government funding - Will the government fund extra students?

• Option B – cut costs:
  - Reduce payroll by 75 faculty or 140 professional services staff or a combination
  - ... and/or no salary increases
  - Collective bargaining issues ... attrition and extended hiring freeze
  - Serious impact on all aspects of campus experience
  - Higher risks to students, employees, and institution
Current Tuition Framework extended for two years

Post-secondary institutions urged to set fee increases for the next two years to facilitate the move to ‘Net Tuition Billing’

MAESD to convene a ‘Postsecondary Education Tuition Technical Working Group’ to discuss issues related to fees and processes
- Funding Formula Model Corridor that provides downside protection but no guaranteed funds for enrolment growth

- Simplified OSAP system that will provide up-front, direct aid to students

- Net tuition costs to integrate OSAP grants and universities’ own grants - students to be billed only for tuition not covered by financial assistance.
## Carleton Net Tuition

<table>
<thead>
<tr>
<th></th>
<th>% Carleton students in the OSAP category</th>
<th>Weighted Average Sticker Price Tuition</th>
<th>Weighted Average Net Tuition</th>
</tr>
</thead>
<tbody>
<tr>
<td>OSAP – All</td>
<td>48%</td>
<td>$6,887</td>
<td>$113</td>
</tr>
<tr>
<td><em>Max OSAP</em> (subset of OSAP All)</td>
<td>17%</td>
<td>$6,993</td>
<td>-$2,198</td>
</tr>
<tr>
<td>Students receiving Ontario Tuition Grant only (no OSAP)</td>
<td>8%</td>
<td>$6,825</td>
<td>$3,230</td>
</tr>
<tr>
<td>Students with no OSAP and no OTG</td>
<td>44%</td>
<td>$6,849</td>
<td>$4,765</td>
</tr>
</tbody>
</table>

*Source: COU/Carleton study on net tuition for full-time Ontario undergraduates, using 2014-15 tuition and ancillary fees/grants/scholarships/aid amounts (includes tax credits)*
Average (Weighted) Net Tuition for a Student Receiving Maximum OSAP

Notes:
- COU/Carleton study on net tuition for full-time Ontario undergraduates, using 2014-15 tuition and ancillary fees/grants/scholarships/aid amounts (includes tax credits)
- Sticker Price = Tuition + Misc. Fees (i.e., ancillary, UPASS, etc...)
- Average domestic annual tuition fee increases of 3% in each of 2017-18 and 2018-19
- International tuition fees as per table provided
- Miscellaneous Administrative Fees increases as per CPI (1.3%)
Supplementary Tables
# Tuition Increases for 2017-18 & 2018-19

<table>
<thead>
<tr>
<th>Overall Increase</th>
<th>Domestic</th>
<th>International</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>3.0%*</td>
<td>**</td>
</tr>
<tr>
<td>BAS, BCS, BEng, BID (All Years)</td>
<td>5.0%</td>
<td>8.0%</td>
</tr>
<tr>
<td>BIT, BCom (All Years)</td>
<td>5.0%</td>
<td>5.0%</td>
</tr>
<tr>
<td>Other Undergraduate (All Years)</td>
<td>3.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>Master's (Most): First Year</td>
<td>2.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>Master’s (Most): Upper Year</td>
<td>0.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>MAcc. (First and Upper)</td>
<td>3.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>MBA, MEnt. (First Year)</td>
<td>5.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>MBA, MEnt. (Upper Year)</td>
<td>0.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>MEng,MApSc,MDes,MArch,MCS (First Year)</td>
<td>5.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>MEng,MApSc,MDes,MArch,MCS (Upper)</td>
<td>0.0%</td>
<td>3.0%</td>
</tr>
<tr>
<td>PhD (First Year)</td>
<td>0.0%</td>
<td>0.0%</td>
</tr>
<tr>
<td>PhD (Upper Years)</td>
<td>0.0%</td>
<td>0.0%</td>
</tr>
</tbody>
</table>

* According to the provincial government tuition framework using MTCU methodology.
** International fees are unregulated; set using competitive analysis.
## Miscellaneous Administrative Fees

<table>
<thead>
<tr>
<th>Fee</th>
<th>2016-2017</th>
<th>2017-2018 Proposed</th>
<th>Increase *</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Omnibus Fee</td>
<td>$39.00</td>
<td>$39.50</td>
<td>$0.50</td>
<td>1.28%</td>
</tr>
<tr>
<td>Supplement Fees</td>
<td>$70.00</td>
<td>$71.00</td>
<td>$1.00</td>
<td>1.43%</td>
</tr>
<tr>
<td>Examination Charges (in Canada)</td>
<td>$81.00</td>
<td>$82.00</td>
<td>$1.00</td>
<td>1.23%</td>
</tr>
<tr>
<td>Examination Charges (outside Canada)</td>
<td>$145.75</td>
<td>$147.50</td>
<td>$1.75</td>
<td>1.20%</td>
</tr>
<tr>
<td>Challenge for Credit</td>
<td>$208.50</td>
<td>$211.25</td>
<td>$2.75</td>
<td>1.32%</td>
</tr>
<tr>
<td>Returned Payment Charge</td>
<td>$33.50</td>
<td>$34.00</td>
<td>$0.50</td>
<td>1.49%</td>
</tr>
<tr>
<td>Late Payment Charges</td>
<td>$101.25</td>
<td>$102.50</td>
<td>$1.25</td>
<td>1.23%</td>
</tr>
<tr>
<td>Reinstatement Charge</td>
<td>$70.00</td>
<td>$71.00</td>
<td>$1.00</td>
<td>1.43%</td>
</tr>
<tr>
<td>Deferred Admission Fee</td>
<td>$44.75</td>
<td>$45.25</td>
<td>$0.50</td>
<td>1.12%</td>
</tr>
<tr>
<td>Letters Of Permission</td>
<td>$38.75</td>
<td>$39.25</td>
<td>$0.50</td>
<td>1.29%</td>
</tr>
<tr>
<td>Display Diplomas</td>
<td>$115.25</td>
<td>$116.75</td>
<td>$1.50</td>
<td>1.30%</td>
</tr>
<tr>
<td>Replacement Diploma</td>
<td>$81.00</td>
<td>$82.00</td>
<td>$1.00</td>
<td>1.23%</td>
</tr>
<tr>
<td>New Special Students Documentation</td>
<td>$51.25</td>
<td>$52.00</td>
<td>$0.75</td>
<td>1.46%</td>
</tr>
<tr>
<td>Leave of Absence</td>
<td>$70.00</td>
<td>$71.00</td>
<td>$1.00</td>
<td>1.43%</td>
</tr>
<tr>
<td>Admission Processing Charge</td>
<td>$63.75</td>
<td>$64.50</td>
<td>$0.75</td>
<td>1.18%</td>
</tr>
<tr>
<td>Extension</td>
<td>$70.00</td>
<td>$71.00</td>
<td>$1.00</td>
<td>1.43%</td>
</tr>
</tbody>
</table>

*most fees increased by inflationary increase of 1.3% rounded to the nearest $0.25
### Domestic Tuition Fee Comparison 2016-17

<table>
<thead>
<tr>
<th></th>
<th></th>
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<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Carleton</td>
<td>6,356</td>
<td>7,744</td>
<td>10,606</td>
<td>8,382</td>
<td>9,849</td>
<td>8,946</td>
<td>8,256</td>
</tr>
<tr>
<td>Guelph</td>
<td>6,379</td>
<td>8,577</td>
<td>11,820</td>
<td>7,769</td>
<td>7,769</td>
<td>-</td>
<td>7,769</td>
</tr>
<tr>
<td>McMaster</td>
<td>6,329</td>
<td>9,428</td>
<td>12,544</td>
<td>7,008</td>
<td>-</td>
<td>-</td>
<td>7,008</td>
</tr>
<tr>
<td>Ottawa</td>
<td>6,376</td>
<td>7,602</td>
<td>9,495</td>
<td>8,189</td>
<td>9,537</td>
<td>9,537</td>
<td>7,074</td>
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<tr>
<td>Queen's</td>
<td>6,384</td>
<td>16,764</td>
<td>12,264</td>
<td>6,414</td>
<td>8,330</td>
<td>-</td>
<td>6,414</td>
</tr>
<tr>
<td>Ryerson</td>
<td>6,400</td>
<td>8,468</td>
<td>10,269</td>
<td>9,847</td>
<td>9,847</td>
<td>9,847</td>
<td>9,194</td>
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<tr>
<td>Toronto</td>
<td>6,400</td>
<td>16,030</td>
<td>14,300</td>
<td>7,030</td>
<td>13,500</td>
<td>7,030</td>
<td>7,030</td>
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<tr>
<td>Waterloo</td>
<td>6,420</td>
<td>16,378</td>
<td>14,080</td>
<td>7,380</td>
<td>8,370</td>
<td>7,380</td>
<td>7,380</td>
</tr>
<tr>
<td>Western</td>
<td>6,338</td>
<td>25,652</td>
<td>12,392</td>
<td>6,915</td>
<td>10,963</td>
<td>-</td>
<td>6,915</td>
</tr>
<tr>
<td>York</td>
<td>6,408</td>
<td>8,715</td>
<td>11,576</td>
<td>4,785</td>
<td>-</td>
<td>10,000</td>
<td>4,785</td>
</tr>
<tr>
<td>Average (Ont. All)</td>
<td>6,336</td>
<td>10,455</td>
<td>11,021</td>
<td>8,017</td>
<td>9,411</td>
<td>8,711</td>
<td>7,737</td>
</tr>
<tr>
<td>Average (Ont. Major)</td>
<td>6,379</td>
<td>12,536</td>
<td>11,935</td>
<td>7,372</td>
<td>9,771</td>
<td>8,790</td>
<td>7,183</td>
</tr>
<tr>
<td>Median (Ont. Major)</td>
<td>6,382</td>
<td>9,072</td>
<td>12,042</td>
<td>7,205</td>
<td>9,692</td>
<td>9,242</td>
<td>7,052</td>
</tr>
</tbody>
</table>

#### Differences:

<p>| | | | | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Carleton +- UofO</td>
<td>-20</td>
<td>142</td>
<td>1,111</td>
<td>193</td>
<td>312</td>
<td>-591</td>
<td>1,182</td>
</tr>
<tr>
<td>Carleton +- Avg.(Maj.)</td>
<td>-23</td>
<td>-4,792</td>
<td>-1,329</td>
<td>1,010</td>
<td>78</td>
<td>156</td>
<td>1,073</td>
</tr>
<tr>
<td>Carleton +- Med.(Maj.)</td>
<td>-26</td>
<td>-1,328</td>
<td>-1,436</td>
<td>1,177</td>
<td>157</td>
<td>-296</td>
<td>1,204</td>
</tr>
</tbody>
</table>
### International Tuition Fee Comparison 2016-17

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Carleton</td>
<td>23,340</td>
<td>24,532</td>
<td>27,780</td>
<td>20,457</td>
<td>25,467</td>
<td>22,293</td>
<td>19,590</td>
</tr>
<tr>
<td>Guelph</td>
<td>20,233</td>
<td>22,956</td>
<td>26,227</td>
<td>19,525</td>
<td>19,525</td>
<td>-</td>
<td>18,733</td>
</tr>
<tr>
<td>McMaster</td>
<td>23,986</td>
<td>30,299</td>
<td>38,925</td>
<td>16,761</td>
<td>19,962</td>
<td>-</td>
<td>16,761</td>
</tr>
<tr>
<td>Ottawa</td>
<td>25,554</td>
<td>29,180</td>
<td>34,656</td>
<td>19,260</td>
<td>23,283</td>
<td>22,203</td>
<td>16,334</td>
</tr>
<tr>
<td>Queen's</td>
<td>33,775</td>
<td>39,975</td>
<td>37,360</td>
<td>12,927</td>
<td>18,742</td>
<td>-</td>
<td>12,927</td>
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<tr>
<td>Ryerson</td>
<td>22,180</td>
<td>23,524</td>
<td>25,103</td>
<td>19,711</td>
<td>21,356</td>
<td>21,356</td>
<td>18,886</td>
</tr>
<tr>
<td>Toronto</td>
<td>41,920</td>
<td>46,780</td>
<td>47,020</td>
<td>20,530</td>
<td>47,020</td>
<td>20,530</td>
<td>20,530</td>
</tr>
<tr>
<td>Waterloo</td>
<td>24,830</td>
<td>36,208</td>
<td>35,754</td>
<td>19,338</td>
<td>24,060</td>
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<td>24,643</td>
<td>36,653</td>
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<td>27,362</td>
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<td>25,825</td>
<td>29,701</td>
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<td>-</td>
<td>21,000</td>
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<td>Average (Ont. All)</td>
<td>23,510</td>
<td>27,142</td>
<td>30,664</td>
<td>19,348</td>
<td>24,362</td>
<td>20,960</td>
<td>18,560</td>
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<tr>
<td>Average (Ont. Major)</td>
<td>26,288</td>
<td>31,593</td>
<td>33,415</td>
<td>18,484</td>
<td>25,197</td>
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International graduate program fees are measured on a three term basis, all others on a two term basis.
AGENDA ITEM
5.3
CARLETON UNIVERSITY

Board Nominating Policy and Terms of Reference

1. PURPOSE

1.1 The purpose of this Policy is to ensure that the Board of Governors (the “Board”) of Carleton University (the “University”) is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective board governance. This Policy is also intended to assist the Board in identifying qualified individuals to become Governors.

2. COMPOSITION AND TERM OF OFFICE

2.1 Composition and Term of Nominating Committee. The size and composition of the Nominating Committee shall be determined by the Board from time to time and shall include: the Chair, the Vice-Chair, the Past Chair, the President, a student member, an academic staff member, an administrative staff member and two community at large members. Members of the Nominating Committee will serve terms of up to one (1) year, which may be renewed by the Board. The Chair of the Board shall chair the Nominating Committee.

3. NOMINATING COMMITTEE

3.1 Mandate. The Nominating Committee is a Standing Committee of the Board. It is responsible for identifying individuals to become Governors. The Nominating Committee shall exercise its authority in accordance with the By-laws and such additional provisions as are set out in this Policy and Terms of Reference.

3.2 Meetings. The Nominating Committee will usually meet in person and/or by teleconference. The Nominating Committee may also meet by other electronic means, provided that the Nominating Committee complies with section 6.05 of the By-laws, which shall apply with necessary modifications to the members of the Nominating Committee.

3.3 Key Duties. The Nominating Committee shall perform the following duties:

(a) Seek, identify and recruit qualified individuals to stand for election as Governors.

(b) Develop, maintain and update as required a skills matrix for the Board.

(c) Ensure that candidates for election meet the qualifications to serve as a Governor, and have fulfilled any additional requirements, including without limitation those set out in Schedule “A”.

(d) Ensure communication occurs with candidates to discuss the roles, responsibilities and expectations of a Governor.

(e) Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences.
(f) Have regard to the specific and desired competencies required on the Board as a whole in soliciting nominations.

(g) Oversee all aspects of the election procedures.

(h) Where appropriate, identify individuals for future nomination as Governors and maintain this information for use by future Nominating Committees.

(i) Carry out these duties in a manner that encourages a long-term view of the University’s leadership needs, as well as Board succession planning.

(j) Such additional duties as may be delegated to the Nominating Committee by the Board from time to time.

3.4 Resources. The Nominating Committee will receive the necessary resources from the University to fulfill its mandate.

4. NOMINATIONS PROCESS

4.1 Governors elected from the Community-at-large.

(a) In addition to seeking candidates through the usual networking channels within the community, the Nominating Committee will prior to the annual meeting of Members, also issue an open call for nominations from the community-at-large through promotional efforts including, but not limited to, press releases, advertisements, media services, the University’s website, other online services where suitable. The Nominating Committee shall review the candidates resumes and candidate nomination forms received from individuals seeking to be nominated.

4.2 Governors nominated by the Senate and the Alumni Association.

(a) Prior to the annual meeting of Members, the Senate and the Alumni Association shall provide to the Nominating Committee the names of the individuals each of them is putting forward for nomination in accordance with section 4.01 of the By-laws.

4.3 Governors nominated following an election conducted by the University Secretary.

(a) The Board includes eight (8) Governors nominated following an election for Board nominees conducted by the University Secretary, as follows:

(i) two (2) graduate students, nominated by the graduate students-at-large;
(ii) two (2) undergraduate students, nominated by the undergraduate students-at-large;
(iii) two (2) members of the Administrative Staff, nominated by the Administrative Staff;
(iv) two (2) members of the Academic Staff, nominated by the Academic staff;
(b) The conduct and supervision of the election process for Board nominees under 4.3 is delegated to the University Secretary. The University Secretary is responsible for determining that the criteria for candidacy as required by the By-laws and that all the requirements of the nomination process have been met by candidates. The University Secretary can refuse a nomination form or disqualify a candidate that does not conform to acceptable guidelines or process approved by the Nominating Committee. The election process and timetable shall be approved by the Nominating Committee from time to time.

4.4 Review of irregularity in Process

(a) A candidate may request in writing a review by the Nominating Committee of any perceived irregularity in the election/nomination process affecting that candidate. The decision of the Nominating Committee is final.

4.5 Slate of candidates for election to the Board by Members of Corporation.

(a) The Nominating Committee will ensure that all individuals nominated through the processes described in subsections 4.1, 4.2 and 4.3 of this Policy meet the qualifications/eligibility criteria to be a Governor in the By-Laws.

(b) The Nominating Committee will prepare a slate of candidates for election as Governors using the names of the individuals identified through the processes described in subsections 4.1, 4.2 and 4.3 of this Policy. Only those candidates that meet the qualifications/eligibility to be a Governor and who have consented in writing to acting as a Governor and to sign and abide by the Board of Governors Code of Conduct and the Director’s Consent will be eligible to be on the slate of candidates.

(c) The slate of candidates may contain a number of candidates equal to the number of vacancies of Governors on the Board, or a greater number of candidates than vacancies.

(d) In preparing the slate, the Nominating Committee shall apply objective criteria in determining the appropriate candidates for election to the Board. In making its decision, the Nominating Committee shall consider the criteria set out in this Policy as well as the University’s mandate and goals.

(e) The Nominating Committee will make the slate of candidates and the qualifications of the individuals on the slate available to the Members at least ten (10) days before the annual meeting of Members. The Nominating Committee shall present the slate of candidates along with a recommendation that the Members elect Governors from among the individuals whose names are on the slate.

5. QUORUM

5.1 Quorum for meetings shall consist of one-half the number of members of the committee plus one, present in person, by teleconference or by videoconference, at last one of whom must be the chair or vice-chair of the committee.
6. **AMENDMENT**

6.1 This Policy may be amended by the Board pursuant to s.1.03 of the Bylaws.

Approval Date:

Last Review Date:
Schedule “A”

Qualifications and Core Competencies of Elected Governors

1. Governors shall fulfill all qualifications and eligibility criteria prescribed by the By-laws and all applicable legislation.

2. Governors of the University commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as a Governor. Accordingly, Governors are fiduciaries and must be able to represent un-conflicted loyalty to the interests of the University. This accountability supersedes any conflicting loyalty such as to interest groups and membership on other boards, unions or associations. It also supersedes the personal interest of any Governor acting as an employee or student of the University, or having a family member who is an employee or student of the University.

3. Governors shall be recruited based upon their demonstrated ability to contribute to the well being of the University and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole include without limitation:

   a. Knowledge of and experience in strategic planning and governance;

   b. Expertise in financial management and oversight, including financial reporting and auditing requirements of a complex private or public sector organization.

   c. Expertise in or experience with fundraising, public relations and promotion of the University.

   d. Leadership skills in the post-secondary education sector, the non-profit sector or other similar endeavours;

   e. Experience with multi-year capital planning and management of existing, and projected construction of facilities, within a dynamic urban environment.

   f. Human resources management expertise and experience;

   g. Legal and risk management expertise and experience; and

   h. Knowledge of the Carleton community and or post secondary sector.
AGENDA ITEM 6.1
CyberSecurity

Board of Governors – February 2, 2017

Information Technology Services (ITS)

Confidential
A Sense of Urgency: A Case for Action

- Major institutions, government and Higher Education have experienced cybersecurity breaches; many are not reported

- It’s estimated that cybersecurity breaches will cost global businesses more than $2 trillion by 2019 – more than four times the costs registered in 2015

- Ready market for personal information. One figure quoted 50 cents per record, meaning that the theft of 100,000 records yields a $50,000 profit

- Ready market for tools, such as virus kits or decryption software, that are traded and improved upon by the “community” of hackers

- Bitcoin has a 1-800 number where organizations can buy bitcoins to pay cyber-ransom
A Sense of Urgency: A Case for Action

- As per study: about half of the subjects clicked on links from strangers in emails and Facebook messages - even though most of them claimed to be aware of the risks – illustrating the breadth of vulnerability and the limitations of user education.

- Devices (phones, tablets, building systems, “internet of things”, etc.) are being corralled by hackers and used to launch massive distributed denial of service (DDoS) attacks.

- The Federal Government has passed legislation (expected to be enacted in 2017) with fines up to $100,000 per person if an organization fails to appropriately notify that person if their personal information has been stolen.
Why Is Higher Education At Risk?

Culture

- Open scholarly communication - often coupled with decentralized systems, structures and decision-making authority that are seen as supportive of academic freedom - can make universities easier to attack and exploit than other entities. *(Soft targets)*

- Students constitute a large, inquisitive, tech-savvy population. A small minority of students have been known to use an institution’s own cyber-infrastructure to alter grades or illegally download media. *(Exposure to liability)*

- Access to the intellectual property of others through tightly-coupled partnerships with government, the private sector, and non-profits. Universities may provide an attack route into these other, more tightly-controlled, organizations. *(Universities may be viewed as unreliable partners, affecting fund-raising and research grants)*
Why Is Higher Education At Risk?

**Valuable Assets**

- Institutions of all sizes retain thousands and sometimes millions of personal records containing personally identifiable information (PII), payment card information (PCI) and protected health information (PHI), all of which have value to hackers. *(Privacy and liability concerns)*

- Valuable research data and other forms of intellectual property; In many universities, these systems are decentralized, making it difficult to ensure that a consistent level of cyber-security measures are in place for all data resources. *(Targets for competitors and State Sponsored organizations)*

- Universities have the ability to pay reasonable sums which makes them attractive to fraudsters and organized crime. *(Financial and reputational risks)*

- University infrastructure features high speed networks and massive computation capability which can serve as a useful platform to attack others. *(Universities have useful cyber-infrastructure)*
Risk Impacts

Direct Financial Loss
- payments to cyber-experts, lawyers, communications specialists, ransom negotiators (crisis services), etc.
- payment of regulatory based fines
- ransom payments to retrieve/access data or blackmail to prevent public release of data
- losses through fraud or theft

Privacy And Liability
The release of PII, PCI and PHI information can lead to:
- lawsuits
- need to inform and monitor activities for those affected
Risk Impacts

**Operational Disruptions And Costs**
- loss of data and necessary “re-doing” days or weeks of transactions
- overtime payments, lower productivity, employee stress and morale
- interruptions to teaching and research activities
- permanent loss of data and/or need to retrieve from physical or other sources
- impacts on other institutional priorities as resources ($$ and people) are shifted to cyber-security prevention and incident response

**Reputational**
- public embarrassment, potential impact on enrolment
- loss of donor or granting agency confidence resulting in reduced funding
- loss of public confidence
Risk Impacts

**REGULATORY**

- more intrusive regulatory oversight
- potential loss of institutional independence
A Sense of Urgency: A Case for Action

- No organization, large or small, is immune from attack and the risks of a major breach.
- Oversight of cyber-security is not “one-and-done,” nor solely incident based responses; rather there is a need for a continuing process to regularly monitor activity, enforce compliance and ensure necessary improvements are made.
- Universities face a range of cyber-security risks/costs:
  - Direct financial losses, privacy and liability claims, operational disruptions
  - Reputational damage, regulatory intrusion
Four-Pillar Cyber-Security Model for Canadian Universities

For each of the four pillars (Prepare, Prevent, Respond, Improve) institutions should evaluate the institutional readiness and capacity along three dimensions: People, Practices and Resources.
### Key Characteristics of the Four Pillar Model

<table>
<thead>
<tr>
<th>PEOPLE</th>
<th>PRACTICES</th>
<th>RESOURCES</th>
</tr>
</thead>
</table>
| **PREPARE** | • Determine balance of internal & external capabilities  
• Develop/maintain internal skills  
• Seek external relationships for specialized expertise | • Promulgate policies & practices that address current & emerging threats  
• Develop/maintain cyber-security governance  
• Conduct a formal Threat/Risk Assessment | • Define priorities and investment criteria  
• Develop/maintain cyber-security plan  
• Conduct table-top exercises with key stakeholders |
| **PREVENT** | • Engage the community through effective, persistent communication and education | • Monitor compliance  
• Maintain active governance  
• Ensure effective IT practices | • Provide robust user awareness training and feedback  
• Implement intrusion prevention tools |
| **RESPOND** | • Contract for staff augmentation and specialized expertise to address forensics and workload | • Emphasize speed of response to a breach (governance gives clarity to roles and communication when under duress) | • Implement intrusion detection tools  
• Activate pre-planned incident response protocols |
| **IMPROVE** | • Assess new or emerging skills  
• Assess efficacy of current practices and resources | • Reassess threats  
• Ensure ongoing board engagement | • Assess efficacy of prevention and detection tools  
• Conduct forensic audits |
C Y B E R S E C U R I T Y
D I S C U S S I O N

Confidential
IT hygiene guidance

- Enforced password change policy now in place for all faculty and staff 😊
  - Make use of hardened passwords

- Do not share usernames or passwords with others

- Don’t use same usernames and passwords on other accounts

- Do not respond to strange e-mails, or click on links – phishing

- Use network drives; if using local drives ensure you regularly back them up
  - disconnect backup device from network

- Lock screen when not at desk

- Use VPN when using public Wi-Fi
CYBERSECURITY

BOARD OF GOVERNORS – FEBRUARY 2, 2017

INFORMATION AND TECHNOLOGY SERVICES (ITS)