



Canada's Capital University

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

**Minutes of the 603rd Meeting of the
Board of Governors**

**Thursday, June 29th, 2017 at 4:00 p.m.
Room 2440R Richcraft Hall, Carleton University**

PRESENT:	Dr. F. Afagh	Mr. K. Evans	Dr. R. O'Reilly Runte
	Mr. F. Alhattab	Ms. C. Gold	Dr. E. Sloan
	Ms. D. Alves	Mr. O. Javanpour	Ms. C. Switzer
	Mr. M. Bueckert	Dr. I. Lee	Mr. A. Tattersfield
	Dr. C. Carruthers (Chair)	Dr. P. Merchant	Mr. A. Ullett
	Mr. D. Craig	Mr. N. Nanos	Ms. L. Watson
	Ms. L. A. Daly	Mr. J. Nordenstrom	Mr. B. Wener
	Mr. P. Dinsdale	Ms. J. Ostrajanskiy	Mr. M. Wernick (Vice Chair)
	Mr. J. Durrell		
REGRETS:	Ms. D. Armstrong	Mr. D. Fortin	Mr. G. Owens
	Mr. C. Chi	Dr. B. Örmeci	Ms. R. Thompson
	Ms. G. Courtland		
STAFF:	Ms. S. Blanchard	Mr. S. Levitt	Dr. R. Goubran
	Dr. W. Clement	Mr. M. Piché	Dr. J. Tomberlin
	Mr. D. Cumming	Mr. D. Puffer	Ms. B. Springer
	Ms. A. Goth		

OPEN SESSION

1. CALL TO ORDER AND CHAIR'S REMARKS

The Chair called the meeting to order at 4:00 p.m. and welcomed all attendees, guests and observers. The Open Session was live-streamed to Southam Hall 617.

The Chair congratulated Art Ullett on successfully being re-nominated for the administrative staff position on the Board of Governors.

President Roseann O'Reilly Runte was thanked for her service to the community and presented with a gift on behalf of the board, students, faculty, staff, alumni and donors. The chair also announced that an endowed fund in Dr. Runte's name would be created

with her permission as a token of appreciation for her leadership and contributions to the university.

2. DECLARATION OF CONFLICT OF INTEREST

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

3. APPROVAL OF AGENDA

Mr. Tattersfield moved, and it was seconded by Mr. Wener, that the open agenda of the 603rd meeting of the Board of Governors be approved, as presented. The motion carried.

4. APPROVAL OF THE CONSENT AGENDA

Mr. Dinsdale moved, and it was seconded by Ms. Alves, that the open consent agenda be approved, as presented. The motion carried.

5. ITEM(S) FOR APPROVAL

5.1 Dominion Chalmers United Church

The acquisition of the Dominion Chalmers United Church has been under discussion between administration and the church officials for the last several months. The church would provide a flagship location in the downtown core which would act as a cultural hub between Carleton and the community. Details of the business case will be discussed in the closed session. The purpose of the acquisition would be to provide a location for teaching, community outreach and cultural events.

Significant funds have been raised towards the acquisition and renovation of the building including a \$2,000,000 grant from a private foundation which expires at the end of August. If significant progress has been made toward the acquisition, an extension of this deadline might be negotiated.

The Province of Ontario has shown a commitment of \$5,000,000 to support the possible acquisition of the church, and the Board has until March 2018 to decide, in order to ensure the funding is received. The Federal Ministry of Heritage has assured the president that should the church be purchased, Carleton can apply for additional heritage funds if needed.

The City of Ottawa has expressed strong support of the acquisition including potential funding and ongoing support from local groups.

The faculty have shown enthusiasm for the project, especially the music faculty who need space for academic programming. A number of academic programs in Music will not be able to move forward without additional space. Several initiatives would be enabled at the church including proposed programs in performance and public spaces (interdisciplinary), heritage conservation and many programs for occasional use. Many Carleton students live in Centretown and all students have bus passes which would ease transportation to and from the church.

Carleton is a secular institution and acquiring a religious building was raised as a concern to Carleton's reputation. Currently, Carleton rents many churches around the city for concerts as we do not have space on campus. Carleton is also affiliated with Dominican College which is a Catholic institution. The church would be open to all students and all religions. The United Church has shown the most proactive approach toward the Truth and Reconciliation recommendations and it is appropriate for Indigenous students and for the Indigenous and Canadian Studies program to use the space.

Concerns were raised about the age of the building and the need for major repairs and finances required for the long-term upkeep of the building. One major component of the renovations would be converting the organ so it is mobile to make the space useable by a symphony orchestra. A full condition report is needed and the amount of funding required for renovations needs to be determined.

Carleton is also facing a partnership risk, as there are many supporters of the projects who will receive benefits but no commitments to sharing the long-term costs or risks. We need to ensure that the acquisition is in line with Carleton's mission.

More in-depth discussion is required to make an informed decision. The Board and administration will be working over the coming months to ensure due diligence is completed.

5.2 Cogeneration Building Design

The cogeneration building was previously approved by the Board to move forward with the design. The project will add a combined heat and power cogeneration system that will increase our steam capacity and generate power at a cost that is less than the purchase price from the Hydro Ottawa system, saving approximately \$1 million to \$1.5 million per year. The total cost of the project is \$20,700,000 with \$5,000,000 being received from the Ontario Power Authority reducing the net cost to \$15,700,000.

The facility would be constructed as an extension of the Maintenance Building with a steel frame and steel-clad exterior. Once the turbine and the boiler are in place, an addition to the west side of the Heating Plant will be constructed to enclose the system. The addition envelope will be constructed with a metal dark-brown panel system which

will tie into the dark Endicott brick of the existing building. The Building Program and Executive committees approved the rendering for recommendation to the Board.

Noise pollution from the turbine was raised as a concern. The Ministry of the Environment requires an approval process for noise pollution and it will be measured at various points outside of the building. If the levels do not meet regulatory requirements, the contractor will be required to add additional noise insulation to meet the ministry's requirements.

It was moved by Mr. Craig and seconded by Mr. Ullett as recommended by the Building Program and Executive Committees to approve the design and appearance of the Combined Heat and Power Plant Addition, as presented. The motion carried.

5.3 Executive Human Resources/Compensation Sub-Committee Terms of Reference

With the advent of the provincial legislation restricting executive compensation and the need to have forward thinking on matters such as risk management and succession plan, the Governance Committee was asked to consider the need for a stand-alone committee to deal with such issues. The committee reviewed all other Ontario universities and found that most if not all have committees of this nature called Human Resources Committee, Compensation Committees or Talent Committees or a combination thereof. The composition of the committees reflects similar composition to our Executive Committee and the duties of the committees are already assumed by our Executive Committee. The Governance Committee did not see the need to establish a stand-alone committee.

Some time ago, the Executive Committee established a subcommittee on compensation to assist when required on matters of executive compensation. It was decided to maintain this committee and expand its mandate to include human resource issues that were not currently included such as collective bargaining mandates, executive compensation framework, employment compensation philosophy, succession planning, risk management and such duties as assigned by the Executive Committee.

The Human Resources/Compensation Sub-committee would include the Chair of the Board and four other Executive Committee members, as determined by the Executive Committee from time to time.

It was moved by Mr. Evans and seconded by Mr. Wener as recommended by the Governance and Executive Committees to approve the Human Resources/Compensation Sub-committee of the Executive Committee Terms of Reference, as presented. The motion carried with one abstention.

5.4 Review of Appointment Guidelines

The Appointment Guidelines were considered at the Governance Committee in May in accordance with the mandatory three-year review period which included the Chancellor, President and Vice-Chancellor, Provost and Vice-President (Academic), Vice-President (Research and International), Vice-President (Finance and Administration), Vice-President (Students and Enrolment), University Secretary and the Appointment by the President for Senior Academic Administrators.

Editorial changes were made to ensure compliance and reference to the updated Board Bylaws. Some of the guidelines referred to operational provisions which were removed because they are not policy issues. It is left to the committees to establish operational practices to suit as needed and allow flexibility. The committee recommends that a Dean be added to the composition of the advisory committees for many of the guidelines and that the Assistant Vice-President (Human Resources) be removed for the committee composition and be formally named as a resource to the committee. A fixed quorum was established for each of the committees that is generally the majority of members. The Executive Committee was given the responsibility of naming the Executive Search Firm when and if necessary for the Advisory Committees for expediency.

The Secretary to the Board was removed. The University Secretary was made a permanent position at the pleasure of the Board.

The Vice-President (Research and International) and the Provost and Vice-President (Academic) guidelines were separated into two guidelines.

The Governance Committee and the University Secretariat were thanked for their work over the last year.

It was moved by Mr. Evans and seconded by Mr. Tattersfield, as recommended by the Governance and Executive Committees, to approve of the appointment guidelines for the Chancellor, Provost and Vice-President (Academic), Vice-President (Research and International), Vice-President (Students and Enrolment), Vice-President (Finance and Administration), University Secretary and the Guidelines for Senior Academic Administrators by the President, to the Board as presented. The motion carried.

5.5 Members of the Board on the Advisory Committee on the President's Selection

The search for the next president of Carleton University has commenced with the goal of having a president in place by July 2018. The Executive Committee is in the process of engaging an Executive Search Firm through a Request for Proposal process. A Presidential Search Website with the assistance of the Department of University Communications was being established and will provide updates to the community throughout the process. Wide consultation with the various Carleton communities will be

needed to define the skills and qualities we will be searching for in our new president. Once this is determined a position profile will be created and advertising for the position will go out through the Executive Search Firm. The logistics of the committee will be determined once established.

The Advisory Committee membership is determined by the President and Vice-Chancellor guidelines. Seven of the members are elected by Senate or the Vice-President Academic and Research Committee and have been named as: Linda Schweitzer, Rafik Goubran, Adrian Chan, Joshua Greenberg, Elinor Sloan, Ahmed Hassan (graduate student), and Matthew Pelletier (undergraduate student). The Chair and Vice-Chair of the Board are ex-officio members. The Board needs to elect three community-at-large members and one board member that belongs to the staff of the university other than academic or librarian staff.

Balance of gender, diversity and skill-set was considered in the recommendation for membership from Executive Committee.

It was moved by Mr. Wernick and seconded by Ms. Daly, as recommended by the Executive Committee to approve Mr. Wener, Mr. Nordenstrom, Ms. Thompson and Ms. Switzer as the Board of Governors representatives on the Advisory Committee on the President to the Board, as presented. The motion carried.

6. ITEM(S) FOR DISCUSSION

6.1 Talk Exchange

The Talk Exchange was an initiative by the Community Relations and Advancement Committee. Part of the mandate of the committee is to engage with our communities: faculty, students, staff, alumni and donors. Invitations were sent to the various communities to join a round table discussion on March 20th, 2017. The entire feedback document was circulated to the board. It was a successful event co-chaired by Ms. Daly and Mr. Nanos. The purpose was to listen to the various viewpoints.

The two questions posed to the group were: what is our collective ambition for Carleton's future in the next 75 years? What do our students, faculty, staff, alumni and donors think about the kind of Carleton they want to build for future generations? The collective voice of the group was that Carleton should remain a nurturing, safe, supportive and caring environment.

The key takeaways from the event were that participants would like more engagement events, they want to be listened to and included, and would like to feel that there is more

transparency and accountability in our governance model. The committee was cautioned against raising expectations regarding actionable items.

The committee was commended on this initiative and all agreed it should continue. Other lines of evidence should also be investigated such as surveys, pulses, websites and online chats.

The University Secretariat and Department of University Communications were thanked for their assistance with the event.

It was moved by Ms. Daly and seconded by Mr. Nanos as recommended by the Community Relations and Advancement Committee, to continue the engagement exercise and that a plan from the Community Relations and Advancement Committee be prepared for board consideration including a proposed mandate for the Talk Exchange, the frequency of the gatherings, potential topics and how actionable suggestions will be dealt with, as presented. The motion carried.

7. ITEM(S) FOR INFORMATION

7.1 Report from the Chair

a) Executive Compensation Framework

The Ontario government has mandated that an Executive Compensation Framework be developed for senior executive positions across the public sector. The process for the framework includes establishing comparators and arriving at a median. The Executive Committee has engaged external consultants Gallagher McDowell to establish the comparator group and suggested salaries for the senior executives. The development of the framework for Carleton is an ongoing process which has a schedule for completion by September 29th, 2017. The process will be transparent and public with the proposed framework posted publicly with any proposed changes to salaries.

b) Members of the Executive Committee to review/recommend selection of Executive Search Consultant Firm

An open Requests for Proposals (RFP) has been launched to find an Executive Search Firm for the Presidential Search. The Executive Committee has established a small group review committee consisting of Chris Carruthers, Bob Wener, Ken Evans and Elinor Sloan who will review the applicants and determine the search firm to assist the Advisory Committee on the President.

7.2 Report from the President

a) Strategic Mandate Agreement (SMA)

The Province mandated that we negotiate a strategic mandate agreement which will determine the university's funding over the next two years. The Strategic Integrated Plan which was approved by the Board and Senate was used to determine the measures for the SMA, continuing the trajectory the university is already on. A large committee composed of the Deans, Associate Vice-President, Vice-Presidents and President met to determine what possible new programs the university might want to offer. The university was also asked to provide defining traits of the institution; these have already been drafted and presented to the Board and Senate. Negotiations with the government have been completed and a final copy from the government should be delivered in approximately one month. Key Performance Indicators defined in the SMA are measurable and achievable. There will be no financial impact/funding implication in relation to the KPIs for the first three years of the agreement (trial period to determine accuracy and reliability).

b) Strategic Integrated Plan Update

The Strategic Integrated Plan (SIP) is divided into four themes: teaching excellence, research excellence, student centered, and organizational excellence. A summary of all the themes with their strategic goals, KPIs, long-term outcomes and results as of May 2017 was circulated prior to the meeting. A summary dashboard document which was circulated showed that all themes were on schedule for completion with the results to date. A document was circulated which suggests continued work on: a) retention and graduation rates; b) co-op and work-related program expansion, including experiential learning; c) on-line program development; d) research success and ranking; e) fundraising; f) budget process and review; and g) international: research, recruitment, and outreach. Each item was assigned a lead senior administrator.

c) Presentation of Annual Report

The President circulated her annual report to the board prior to the meeting. Highlights mentioned include: many new academic programs; staff turn-over; the financial campaign's most successful year to date; a serious cyberattack in November; new buildings such as the Health Sciences Building, ARISE Building and the co-generation plant; continued work on the Mental Health Framework; and Healthy Workplace gold certification.

The President also circulated her nine-year report and the statistics on student numbers, staff, faculty, funding, fundraising, major projects and 74 new academic programs. These were highlighted as areas of growth over the last nine years.

President Runte was thanked for her outstanding leadership over the last nine years at the university and in the community. The Board unanimously recognized the outstanding achievement of President Roseann Runte.

d) *University Communications Update*

A report from the Department of University Communications was circulated to the board.

7.3 Committee Chair Updates

The committee chairs had nothing additional to report.

8. OPEN-QUESTION PERIOD

There were no questions.

9. END OF OPEN SESSION AND BRIEF NETWORKING BREAK

The Open Session of the Board of Governors adjourned at approximately 5:30 p.m.