OPEN SESSION

CONSENT AGENDA

to the Open Agenda of the 605th Meeting of the Board of Governors

Tuesday, December 5th, 2017
Room 2440R River Building, Carleton University

4.1 ITEM(S) FOR APPROVAL

4.1.1 Approval of minutes of the previous meeting and Business arising from the Minutes

   a) Approval of the Open Session Minutes of the 604th meeting on October 5th, 2017.

4.1.2 Board Award Jury

   Criteria attached.

4.1.3 HR/Compensation Subcommittee of Executive Committee Terms of Reference

   Terms of Reference attached.

4.2 ITEM(S) FOR INFORMATION

4.2.1 Talk Exchange Report

   Executive summary, compilation of comments and feedback attached.

4.2.2 Committee Minutes

   a) Community Relations and Advancement Committee
      ▪ 105th Meeting, September 25th, 2017

   b) Finance Committee
      ▪ 290th Meeting, September 19th, 2017

   c) Governance Committee
      ▪ 34th Meeting, May 10th, 2017
The Board of Governors acknowledges and respects the Algonquin First Nation, on whose traditional territory the Carleton University campus is located.

Minutes of the 604th Meeting of the Board of Governors

Thursday, October 5th, 2017 at 4:00 p.m.
Room 2440R Richcraft Hall, Carleton University

PRESENT:
Dr. F. Afagh
Ms. D. Alves
Mr. E. Berhe
Dr. C. Carruthers (Chair)
Ms. G. Courtland
Mr. D. Craig
Ms. L. A. Daly
Mr. P. Dinsdale (phone)
Mr. K. Evans
Mr. G. Farrell

Mr. D. Fortin
Ms. C. Gold
Mr. L. Harrington
Ms. L. Honsberger
Dr. I. Lee (phone)
Dr. P. Merchant
Mr. N. Nanos (Vice-Chair)
Mr. J. Nordenstrom
Ms. N. Prowse

Dr. E. Sloan
Mr. R. Stiles
Dr. A. Summerlee
Ms. C. Switzer
Mr. A. Ullett (phone)
Ms. L. Watson
Mr. B. Wener (phone)
Ms. C. Young

REGRETS:
Mr. C. Chi
Mr. J. Durrell
Ms. R. Thompson

STAFF:
Ms. S. Blanchard
Mr. D. Boyce
Ms. J. Conley
Mr. D. Cumming

Ms. A. Goth (Secretary)
Dr. R. Goubran
Mr. S. Levitt
Ms. K. McKinley

Mr. M. Piché
Mr. T. Sullivan
Dr. J. Tomberlin
Mr. B. Winer

OPEN SESSION

1. CALL TO ORDER AND CHAIR’S REMARKS

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

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 Dr. Merchant, that the open agenda of the 604th meeting of the Board of Governors be approved, as presented. The motion carried.

4. **APPROVAL OF THE CONSENT AGENDA**

The following items were circulated in the open consent agenda for approval: open session minutes of the 603rd meeting June 29th, 2017, board member committee membership, 2017/18 Carleton University Board of Governors Award for Outstanding Community Achievement criteria.

The following items were circulated in the open consent agenda for information: Investment Manager for the Pension Fund working paper, Board Work Plan and Schedule for 2017/2018 and Committee minutes for Building Program, Community Relations and Advancement, Finance and the Joint Finance and Building Program meetings.

Ms. Switzer 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 **Audited Financial Statement for year ended April 30th, 2017 and Audit Finding Report**

The following documentation was circulated in advance:
- Presentation to the Finance Committee Fiscal Year 2016-2017
- Financial Report to the Board of Governors
- Working paper for Audited Financial Statements
- Presentation to the Board of Governors FY2017 Audited Financial Statements
- Consolidated Financial Statements of Carleton University Year Ended April 30, 2017
- Audit Finding Report
- Management Letter
- Independence Letter

The Chair of the Finance and Audit Committees introduced the item. The independent auditors report and the audited financial statements for the year ended April 30th, 2017 are the result of work done by Financial Services and the external auditors KPMG. Audit
Committee is charged with reviewing and recommending the financial statements to the Board for approval. In preparation for the recommendation by the committee, Financial Services prepared the financial report of operations which provides a detailed review on a major account basis for the year ended April 30th, 2017. The Financial Report on Operations is reviewed by the Finance Committee and provides an understanding to the financial statements and the presentation of those results. The financial statements are prepared in accordance with accounting standards for non-for-profit organizations and they include several pages of notes regarding disclosure as required by the Chartered Accountants Association of Canada. KPMG reviews the Financial Statements and provides the Board of Governors with an auditors report on the findings and a management letter. The financial statements were found to be presented by staff in accordance with generally accepted standards for non-for-profit organizations and there were no material errors or admissions or weaknesses/deficiencies noted by KPMG in the internal control. The Audit Committee felt that the management letter contained no issues of focus and the report provided on financial statements was an unqualified opinion.

Mr. Michel Piché, Vice-President (Finance and Administration) was introduced to give a presentation on the operating results. Carleton’s Financial Report for year ended April 30th, 2017, provides a summary of the results of operations and salary activities, research, plant enterprises and the university’s financial position was prepared for internal management purposes and supplements the Audited Financial Report. A reconciliation between the two reports is found on page 20 of the Financial Report. An overview of the financial results of 2016/17 was provided with the revenue for 2016/17 of $488M with tuition representing 54% and government grants representing 36% of the total. Investment and miscellaneous fees and income represent the other 10%. Miscellaneous fees for $19M or 4% includes application and admission fees, deferred payments and processing fees, co-op, career services and media services, etc.

Student fees of $265M are offset by around $41M distributed in student aid throughout the year. Expenses and appropriations for the year equal $488M, with staffing costs making up 62% of total expenses. Other noteworthy categories include student aid, facility maintenance, campaign matching and other. The year 2016/17, was a successful financial year for Carleton University where we saw enrollment increase by 2.8% or 731 full time equivalent. The operating results showed a surplus of $53.2M appropriated to cover pension liabilities of $12.2M, endowed student aid of $10M, endowed academic chair matching for $10M and investment equalization fund for $21M. Ancillary operations generated a $4.8M surplus, which will be used to fund deferred maintenance projects and debt reduction in ancillary operations.

It was also a very good year in investments, with income of $33.5M from all funds except the endowed funds. This represented a return of slightly above 6% and benefitting from a 22% return from the $100M invested in equities as per the investment committee decision in 2015.
Investment in capital projects totalled $51.6M, reflecting construction of the new Health Sciences Building, the Advanced Research and Innovations Smart Environment (ARISE) facility, various energy reduction initiatives and deferred maintenance projects. We also reduced our long-term debts by $3.6M. These debt instruments are associated with mortgages and loans payable on student residence at rates between 2.9% to 6.7% and maturing between 2017 and 2042. The other charts in the presentation provide budget to actual variance analysis and 5-year trends for operating income and operating expenditures.

The favourable operating results, cash appropriations and marketable securities increased by $73.3M year over year helping to generate investment income. Similarly, an increase of the endowment fund to $264M during the year upped the investment balance by $40.4M. The other charts included provide a picture of assets and liability changes over the past five years, including changes in internally restricted net assets.

Discussion:
It was asked if the substantial surpluses been a trend year over year (beyond 2016) or if it was recent phenomenon. It has been a trend (maybe not as good as 2016/17) over at least the last 5 years, which has allowed Carleton to address pension liability issues, capital construction programs and so on. The surplus are committed to outstanding liabilities or put into reserve for strategic plan initiatives with a significant amount being added to student aid.

It was asked if operating expenditures are trending to increase year over year and if this is meeting plan or is it expected to continue to escalate. The actual expenditures compared to budget for 2016/17 were favourable due to cost control and will need to be monitored. Overall, Carleton does a very good job at controlling expenses and meeting budgets.

The current funded status of our pension obligation was requested. On a going-concern basis the pension is funded at a 93% ratio and on a solvency valuation basis the pension is funded at 83.1% ratio. This funding ratio allowed Carleton to be eligible for the Provincial solvency funding relief. Maintaining a healthy balance, when it comes to the pension reserve it is very important for the institution and protecting pensions is a critical issue.

Ms. Blanchard was congratulated on her team’s hard work in increasing recruitment by 2.8%. It was asked if any of the surplus funds are being used for student benefit (other than the funds added to student aid). $10M was put into student aid matching from the surplus. One of the challenges that Carleton is dealing with is trying to understand exactly what the implication of changing the support by government to students will be. The government is implementing a net tuition rebate system on tuition fees for people in middle to lower socio-economic groups. Carleton will know more about how many students are impacted a little later in the season and that will help us determine to what extent we need to go further. The costs of education continues to increase and it is very
important for Carleton to continue to work quite deciduously to think about how we can diversify our revenue sources in order to be able to minimize any increases that there are in costs for students. The Board was asked to consider the issue at the Board Retreat planning session in October.

It was asked if a written policy on what to do with excessive revenue over expenses. The Board does have a policy that any allocation of the surpluses excess of revenues over expenditures is brought back to the Finance Committee for approval. It was agreed that a written policy on surpluses and carry forward balances is needed for contingency and to align with short-term and long-term planning.

As recommended by the Audit Committee, Mr. Wener moved, and it was seconded by Mr. Tattersfield, that the Audited Financial Statements for the year ended April 30th, 2017 be approved, as presented. The motion carried.

5.2 Final Design for the new School of Business Building

A memo, working paper, capital project approval and control document, building rendering and floor plans were circulated in advance.

The Chair of the Building Program Committee introduced the item and outlined that the committee met on September 19th, 2017 to discuss the final design. In March, the Board approved a $2.2M expenditure for the architectural firm to complete a final design suitable to proceed to final documentation for tender. The chair remarked that the design is extremely exciting and will be a visionary building on campus. The building would be the centrepiece of the university and will be built in P2 across from the Health Sciences Building and in the future there are plans for a new quad area. It will be a key area on campus for pedestrians and transit. The building and the landscaping is intended to be a welcoming space.

Management and the Business School presented a significant rational to proceed with the project that is about 100,000 square feet, including public assembly space, electronic and interactive classrooms, student resources room, office space and space for entrepreneurial programs and some shelf space (unfinished space for future expansion) on the 5th floor at a total budget cost of $48M. Carleton has a high degree of classroom utilization (90%), and this building will provide, in addition to, much needed space for the Business School, additional classroom space to bring the rate down closer to 80% utilization. This is an extremely desirable ancillary aspect of this design and the building itself.

There is a need on campus for more flexible teaching and learning spaces which provided a very cogent case for consideration by the committee. There are some negative impacts if we do not proceed with the building such as loss of competitiveness and enrollment in the Sprott School of Business, and if we are perceived as less attractive and a non-competitive choice, the student’s quality could also deteriorate. The Business School
comprises about 8% of Carleton’s total enrollment. If enrolment drops the university could see a loss in base funding. The Building Program Committee is satisfied with the design and it is a much-needed facility, and are recommending it for construction.

The Finance Committee has looked at the funding and has understood that the $48M is available, $38M of which had been put aside previously and $8M had been put aside as part of the 2017/18 operating budget. The Finance Committee approved the funding.

It was requested by the Building Program Committee, that management provide a rational for and to include in the tender the option of completing the 5th floor. This could save conservable long-term costs for the university and minimize disruption to faculty, staff and students in the future. Any design or additional funding request are to be brought to the Building Program and Finance Committees, respectively for consideration.

Management, the Design Team and the Building Program and Finance Committees were thanked for their time in effort in considering the project.

Dr. Tomberlin, Interim Provost and Vice-President (Academic) and former Dean of the Sprott School of Business was invited to speak to the building under consideration. The building will be very distinctive on campus but will fit into the context of the rest of the university architecturally. The central location and the design are very consistent with the Business School which is part of and integrating into the university leaving an agenda of entrepreneurship throughout the university unlike other stand apart Business Schools.

One of the feature points for the building is an “accelerator” right on the ground floor, immediately visible when you walk into the building. This space is not just a resource for the Business School but in fact, a resource for all of the students in the university. It will serve many of the joint programs, and all of the students with a minor in entrepreneurship.

The building will provide a gathering space that has been missing in the Business School since inception, where students can come together informally, cross paths randomly with staff members, faculty members and their colleagues at all levels. It will also provide a ceremonial space where events can be held. A big feature is the large classroom that can be glass so you can see it from that quad or it can be closed if you want to be holding some kind of a session that would require more privacy. The Faculty can finally have, a building, a facility which it can be proud of and which will attract more students.

Dr. Tomberlin was thanked for his leadership and vision for the project.

Discussion:
The reduction in parking with the addition of the building was discussed. P2 surface spaces will be lost when construction begins and there is no additional parking under the building. It is likely that an additional three stories will be added to the existing parking garage.
A question regarding the use of Carleton graduates (alumni) for building designs and engineering of projects on campus was asked. When taking bids for architectural firms to design buildings Carleton is legally required to conduct an open tender process. There are teaching and research opportunities for our students and faculty that could be explored.

It is expected that the building will be tender ready by the early spring, should be able to tender in within two months and a one-month evaluation period. The building could be ready for construction by next fall but we need to ensure that we have a fully comprehensive, error-free set of documents.

It was asked if potential overruns have been considered. It was discussed that building projects always have potential of a cost overrun but Carleton has a system in place that address it up front. The capital cost estimate for the building includes design fees, move in fees, equipment fees, and a 5% contingency allowance in the overall estimate. Management are confident that they have provided a good final estimate for the project. If it looks like that estimate is trending higher than the capital costs that we have allowed in the budget, there were need to be some cut backs to meet the budget or a case will be made to the Finance Committee to seek increased funding.

The operating costs of the building and the environmental impact were discussed. The operating costs of the building have been considered. The university uses the Green Globes system that is an internationally recognized, third party, certification and building environmental design and management tool for any new construction or major renovations. It allows evaluation of project management, energy consumption, site use, space and water optimization and waste management. A minimum rating for buildings on campus is a 3 and the new Nicol Building’s rating is a 4. It was mentioned that the Nicol Building will use photovoltaics in its construction.

The tunnel access to and from the building was a primary design consideration. The building is built over top of the existing tunnel network so there will be an entry right from the tunnel into the basement of the building and will be integrated right into the tunnel network.

The incredible importance of the Business School over the last 50 years was stressed and its importance especially in the accounting, banking and government community in the Ottawa-Carleton area. The building is going to contribute enormously to the visibility of the school and to Carleton University.

One of the challenges for the institution is enrollment growth at the undergraduate level will be dictated by the corridor funding model of the provincial government. The Business School has the capacity to grow at the graduate level and continue to grow. Part of the rationale for finishing of the 5th floor is in fact the significant growth that has already occurred in the two new graduate programs that have been implemented within
the Sprott School. Due to increased enrollment in many of the programs across campus, the current space that will be vacated by Sprott will be desperately needed. The increased emphasis on entrepreneurship throughout the campus will be benefitted tremendously by having the dedicated space in the Nicol Building and the Carleton community in general is fully supportive of the new building.

It was moved by Mr. Craig and seconded by Mr. Nanos as recommended by the Building Program and Executive Committees to approve the final design and tender of the new Nicol Building at a cost not to exceed $48M, as presented. The motion carried.

6. ITEM(S) FOR DISCUSSION

6.1 President’s Goals an Objective 2017/18

A memo and the goals and objectives for the interim president 2017-2018 were circulated in advance. The Chair thanked Dr. Summerlee for his leadership and ability to successfully integrate with the campus community. It was discussed that it is absolutely necessary for the President to have strong communications and relationships with students and work on enhancing and building services for our students. Clear key performance measures for the five areas outlined need to be identified to clarify expectations.

6. ITEM(S) FOR INFORMATION

6.2 Dominion Chalmers United Church

A memo was circulated in advance.

President Summerlee gave a short briefing on the proposed acquisition. The University has entered into a 90-day expression of interest with the Dominion Chalmers United Church. An in-depth due diligence investigation with internal and external organizations is being conducted and will be brought to the Building Program Committee, Finance Committee, and Executive Committee for consideration. Thereafter, it will be brought to the full Board for consideration in early December with background information and a recommendation about whether to proceed or not. All funds to support the purchase, the renovation and further capital improvement have either been raised or pledged. Funds will not be taken from the operating or the reserves of the university if Carleton decides to proceed.
6.3  Report from the Chair

The Chair have a brief update on the Presidential Search. The committee is composed of key stakeholders and Perrett Laver has been engaged as the search firm. The committee is conducting broad, stakeholder engagement to look at what are the opportunities and challenges currently and what are the qualities and skill set required for the next President of Carleton University. The committee is conducting internal engagement and public forums in the next couple of weeks. All comments will be brought together to develop a position profile and advertisement that will be distributed widely.

Perrett Laver is experienced in presidential searches and have conducted searches for the University of British Columbia, University of Alberta and University of Saskatchewan all in the last 5 years. Department of University Communications, specifically Mr. Cumming was thanked for his work on the presidential search website. The committee is hopeful and enthusiastic that we will have strong candidates.

6.4  Report from the President

The President’s Report, a board retreat planning document and a report from the Office of the Vice-President (Students and Enrolment) was circulated in advance. There was no further discussion on the item.

7.  OPEN- OTHER BUSINESS

7.1  Sexual Violence Policy

There has been some criticism of Carleton University and how it is handling sexual violence on campus. It was asked what Carleton is doing to address the issues and if the members of the Board feel there is a need to revisit the policy.

President Summerlee responded that the policy has been challenging and the community has been deeply engaged. The university has to ensure that the policy deals with disclosure and with individuals that submit formal complaints. The real challenge is that every single case that comes forward is completely different and the circumstances around it are different and therefore flexibility is need in responding to complaints. In the 9 months that they policy has been in place there have been few complaints but we have been able to look at the impact and be flexible enough within the scope of the policy to cover every one of those variances. It is a policy that must be focused on survivor support but it has also got to address the fact that the respondent has to be provided with the opportunity for procedural fairness.
It is a case of balancing priorities and balancing the speed of investigations with making sure that they are reasonable and fair to both sides. Carleton has worked to ensure that the survivor is not placed in a position of having to directly encounter the respondent on campus. Carleton has provided support for individuals who make disclosures, reviewing actions taken and learning from those experiences. Survivors need different types of support and we are ensuring that there is one channel, one process, and opportunity for people to know where to go to get those kinds of resources. There is a lot of collaboration with our student groups and staff and faculty unions are committed to making the sexual violence policy as responsive as possible. The faculty, students and staff need to be engaged to create appropriate and transparent mechanisms to let individuals know how and what to do when sexual violence is disclosed so they can be able to respond in an appropriate manner and recognize the importance of referral.

The low number of cases coming forward at Carleton was discussed and it could be a measure of a low number of incidents or could be a lack of comfort in making disclosures.

Review the policy every three years is required by law. The Policy requires that the Board receive a formal report annually.

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 5:14 p.m.
I. MATERIAL ATTACHED

- Final Board Award Criteria.
- Board Award Timeline for 17/18.

II. BACKGROUND

The Board of Governors has established an award entitled *The Carleton University Board of Governors Award for Outstanding Community Achievement*. The award is issued annually to a full-time undergraduate or graduate student, in a graduating class.

The CR&A Committee is responsible for reviewing and approving the Award Criteria, as well as establishing a Jury to review nominations and recommend a recipient.

Presentation of the award takes place at Convocation in either November or June.

At the November 20th meeting of the Community Relations & Advancement Committee, the Committee approved proposed changes to the Board Award Criteria to better clarify the composition of the Board Award Jury. A copy of the final Criteria have been included with this working paper, along with a copy of the Board Award Timeline of activities for the 17/18 year.

In addition, the Committee approved that the following members be on the Jury for the Board Award Selection Committee for the 17/18 year:

- Chair or Vice-Chair or designate of the Board as Chair of the Jury: Linda Ann Daly
- Chair or Vice-Chair or designate of the CR&A Committee: Jay Nordenstrom
- Faculty: Elinor Sloan
- Staff: Clair Switzer
- Undergraduate Student: Liam Harrington
- Graduate Student: Natalie Prowse

III. DECISION

To approve the criteria for the 2017/18 Board of Governors Award and the proposed Jury for the Award.
2017/18 Carleton University Board of Governors Award for Outstanding Community Achievement

The Board of Governors has established an annual award entitled "The Carleton University Board of Governors Award for Outstanding Community Achievement". This award recognizes the spirit of student volunteerism and substantial community contribution while at Carleton University.

The Award

The award recognizes voluntary involvement and is intended primarily to honour non-academic work. Nominees/applicants must be successfully pursuing a full-time program of study, in a graduating class at Carleton University and be in Good Academic Standing. Preference will be given to all graduate and undergraduate nominees/applicants with an overall CGPA of 7 (B-) or higher, in a graduating class.

Individuals may be nominated for this award by:

- A member of the external community;
- A member of the faculty/staff;
- A fellow student;
- The student him/herself.

A cash award in the amount of $2,000 will be awarded to the recipient.

Nominations and applications for the award shall be considered by a jury convened for that purpose.

Qualification Criteria

The recipient of the award is selected based on the following factors:

1. leadership in and substantial contributions to the Carleton University community while balancing the demands of student life;
2. academic excellence and potential for future personal and professional growth and achievement;
3. exemplary service to Carleton University, fellow students and/or the community-at-large;
4. a spirit of volunteerism and community service demonstrated through active, unpaid involvement in and contributions to the community, while as a student at Carleton University;
5. a record of exceptional commitment and leadership at Carleton University that inspires others to engage in volunteer service;
6. the recipient must be expecting to graduate in the academic year 2017/18.
7. the recipient cannot be a current board member.
All nominations/applications must include:

1. A statement of no more than 250 words, written by the nominee, describing how their involvement has made a significant difference to social, environmental or philanthropic aspects of the Carleton University community.
2. A resume, no longer than 2 pages in length, that is focused specifically on volunteer experience;
3. Two letters of reference, one of which should be from a supervisor of one of their volunteer activities;
4. The student’s full name, student number, mailing and/or email address, and telephone number.

All nominations/applications must be submitted by email (amanda.goth@carleton.ca) or in person to the University Secretariat, Room 607 Robertson Hall, no later than 4:30pm on February 19th, 2018. The presentation of the award will take place at Convocation.

**Composition of the Board Award Jury**

- Chair or Vice-Chair or designate of the Board of Governors, as Chair of the Jury
- Chair or Vice-Chair or designate of the CR&A Committee
- One Faculty Representative
- One Staff Representative
- One Undergraduate Student Representative
- One Graduate Student Representative
The Carleton University Board of Governors Award for Outstanding Community Achievement

November 20th  Community Relations & Advancement recommends Jury composition.

January 15th  Board Office issues a Call for Nominations through various internal media, student websites (CUSA, GSA, CSG, RRRA) and distribution of printed posters. The Board Office will partner with other departments who deal with student awards.

February 19th  Deadline for receipt of nominations.

February 26th – April 4th (subject to availability)  Jury to review applicants and identify a successful nominee.

April 12th  Community Relations & Advancement Committee receives the Jury’s recommendation.

April 30th  Board of Governors receives a report from CR&A on the recommended recipient.

June/November  Presentation of Award – Spring/Fall Convocation
Overview

The Executive HR/Compensation Sub-Committee (“Sub-Committee”) is responsible for reviewing and making recommendations related to the performance and compensation package for the President and Vice-Chancellor, the compensation for senior executives, mandates for collective bargaining, compensation and terms of conditions of non-unionized employees, the Executive Compensation Framework and making and other human resource matters as maybe to the delegated to the Sub-Executive Committee from time to time.

Role

The Sub-Committee’s role is:

i) to assist the Executive Committee in its annual review of the performance and salary of the President and Vice-Chancellor by making recommendations relating thereto to the Executive Committee;

ii) to review with the President, the salary decisions in respect of the Vice-Presidents and his/her direct reports, and to receive presentations from the President in respect of his/her decisions regarding compensation packages for his/her direct reports. To provide the President with feedback in respect of any concerns about either the process associated with such compensation packages or the packages themselves;
iii) in consultation with the President and Vice-Chancellor, to recommend to the Executive Committee, annually, salary increases for any Vice-President with no academic appointment;

iv) to make recommendations relating to the compensation packages including, without limitation, salaries, pensions and perquisites, for new Presidents and Vice-Chancellors and for Vice-Presidents without academic appointments;

iv) to review and recommend any termination settlements to be paid to a President and Vice-Chancellor or to a Vice-President;

v) to review and recommend the mandates for collective bargaining in respect of labour negotiations;

vi) to review and recommend the compensation and terms and conditions of work of non-unionized and employees;

vii) to review succession planning for executive administration and academic management positions;

viii) to review and approve the Executive Compensation Framework and ensure its compliance with related legislative and regulatory requirements;

ix) to review and make recommendations regarding the University’s overall employment compensation philosophy and ensure compliance with any related legislative and regulatory requirements; and

x) to conduct such other duties as the Executive Committee may assign to the Sub-Committee from time to time.

The Sub-Committee will be provided with such resources and be able to retain such outside consultants as the Compensation Sub-committee may consider appropriate to assist in carrying out the duties identified in the foregoing Terms of Reference.

**Reporting Relationship**

The Compensation Sub-committee shall report to the Executive Committee through the Chair of the Board.

**Composition**

The Chair of the Board and **four** other Board Executive Committee members as determined by the Executive Committee from time to time. Board members who are executives or officers of an association or union of the University shall be ineligible to be members of the Sub-Committee.
Conflict of Interest

Sub-Committee members must disclose any potential, real or perceived conflict of interest as soon as the issue arises and before Sub-Committees deals with the matter at issue. If at any time a Sub-Committee member is uncertain whether they are in a conflict of interest, they may consult with the University Secretary or General Counsel for advice and guidance.

In particular, Board members appointed to the Sub-Committee members who are employees of the University shall be required to recuse themselves from and not participate in any discussions regarding collective bargaining, terms and conditions of employment or the compensation of unionized and non-unionized employees of the University.

If a conflict is identified, the Sub-Committee member must abstain from participation in any discussion, shall not attempt to personally influence the outcome and shall refrain from voting on the matter. The Sub-Committee must leave the meeting room for the duration of any discussion or vote.

Quorum

Quorum for meetings shall consist of three members.

Revisions and Approvals:

- Governance Committee May 10, 2017
Executive Summary

1) Background

The Talk Exchange was organized by the Board of Governors’ Community Relations and Advancement (CRA) committee to provide a forum for a cross-section of Carleton’s communities/stakeholders (students, faculty, staff, alumni and donors) to engage in an open discussion about Carleton’s future.

The forum was a Board-led engagement event, premised on the idea that open dialogue could be best achieved through direct conversation with Carleton’s Stakeholders.

Linda Ann Daly, chair of the CRA and Jay Nordenstrom, vice-chair, organized the event with the support of the Board Office and the Department of University Communications.

To encourage registrations a promotional plan was developed. The Advancement Office assisted to reach out to interested alumni. The event was promoted through emails, notices were included in the daily intranet posting for faculty and staff, social media and the webpage was updated to provide background on the event and a registration link. Space for the event was provided in a meeting room within Dunton Tower.

The forum was held on October 5, 2017 and included over 24 participants who registered in advance through the Talk Exchange website, as well as 5 participants that dropped in to take part in the event and 3 student note-takers from the Paul Menton Centre. The total number of participants in attendance was 29.

2) The Conversation

The Talk Exchange planning committee identified three key questions to focus on for the session, with the last two questions being grouped together for the discussion:

a) What do we want Carleton University to be known for?

b) How do we get there? How do we improve?
What do we want Carleton University to be known for?

Main themes raised by participants

Reciprocity

- Carleton is very good at community engagement but there is always room for improvement.
- It is imperative moving forward that the University ensures community groups are benefitting from Carleton’s involvement as well.
- There is a desire to be known for giving back and enhancing the surrounding community.

Perception

- Having a strong reputation of being a university that offers quality teaching and research opportunities for students.
- The student experience offered at Carleton is next to none and is very apparent once you are on campus. That sense of pride and student experience needs to be translated more effectively to the external world.

Research

- To be known as an institution with competitive and quality research programs that attract students.

Culture

- Carleton has an incredibly welcoming and engaging atmosphere. It is important to harness this energy and continue to embrace what it is that makes Carleton special and those that attend and work here proud to be a part of the community.

Accessibility

- To be known as one of the most accessible schools for students with disabilities. Carleton is also known for ensuring that students from all backgrounds are provided with the appropriate accommodated.

Location

- A university that not only offers incredibly greenspace but enables students a central location within Canada’s capital. Demonstrating Carleton’s placement within the City of Ottawa is advantageous and can benefit students by way of experience, opportunities and employment.
How do we get there? How do we improve?

Main themes raised by participants

Reciprocity

- By including a constraint within the ethics protocols that govern research projects requiring researchers to demonstrate how their project will benefit community groups involved.
- An incentive could be offered by way of an award. This incentive would be awarded to the research project that most clearly demonstrates a positive impact on the community and any groups involved.
- This would improve community relations and provide Carleton with a positive reputation of serving the public good.

Community Involvement

- Involvement of our community partners in all stages of community projects, from conception to the final presentation and conferences.
- Inviting other community members/groups to have an opportunity to be heard.
- Highlighting student community involvement such as the volunteer work of Carleton’s sports teams within the community.

Communication

- The Carleton community at large has a desire to be involved in decisions and believes that not all decisions should be made at the Board level. There is a call for more collaboration and a belief that this would lead to an even stronger sense of community at Carleton, where everyone approves of a decision and feels content.

Research and Funding

- Difficulties arise when attempting to disseminate all of the current news stories. Uncovering different ways of connecting with the external world is essential. Success stories and current projects can be showcased on a “hub” or “research portal” located on the website to showcase all that Carleton is doing.
- Developing a framework that incentivizes faculty work to increase interest and involvement in quality research projects. This could be done by implementing a point’s based system that commends faculty on the different elements involved. Such as:
  - Teaching, research, administration all receive points and can impact Career Development Increments.
Recognition of community service should be included in tenure reviews as this could lead to greater interest and involvement as well.

Culture:

Sports have a way of bringing the community together and Carleton is known for having the highest attended sporting events. However, some student groups tend to get lost in the “Raven’s Culture”. It can be perceived as excluding for some as it only speaks to a certain groups that are more visible and vocal. There is a larger community that includes Aboriginal, International, mature and students of colour that are sometimes not included within this culture. They are also not matched in the area of leadership and tend to feel underrepresented.

International Presence

The current frame works holds individual departments responsible for navigating international internships. More administrative assistance is needed for faculty. Perhaps extending this task to an Institutional International Internship Program would be more strategic.

Providing incentives for faculty to wave international fees or provide more grants to decrease the amount of opportunities lost.

Redistributing funds from departments with larger amounts could potentially assist with offsetting the fees for international students as well.

Perception:

Carleton has worked hard to defeat the reputation of being a “second rate” institution. In order to continue to avoid that damaging reputation more emphasis needs to be placed on research and putting students first.

The university needs to become more effective at advocating and sending out the message of excellence and that students attending here can expect a high quality education.

Accessibility:

Highlighting success stories:

- Canadian Forces Veteran competing at Invictus Games and also developed Veteran Student Affairs group.

Continue to promote inclusivity and diversity on campus and in campaigns by featuring students from various backgrounds and making sure their needs are being accommodated.
3) Key Findings

The Talk Exchange participants expressed a strong desire to have more opportunities for constructive conversations within the university community and the Board.

The Three themes of “Research”, “Perception” and “Culture” dominated the feedback. The themes relate to the mandate of the CR&A committee. From the feedback, the Board has an opportunity to: Assess how it engages with the community groups; capitalize on the great success stories happening around campus and how it can harness the energy of the campus community to further student engagement and encourage the future students to choose Carleton as their university.

Top of mind issues highlighted in the discussions included:

Risk
- The discussion revealed that there is a real need for stronger branding.
- Carleton tends to be seen as passive to act or take risks for fear of impacting the university negatively. There was a strong belief that the university may need to take more risks when it comes to initiatives, thinking forward, marketing and branding.

Research
- The development of a framework that incentivizes faculty work in an effort to increase interest and involvement in quality research projects. This could be done by implementing a point’s based system that commends faculty on the different elements involved, such as:
  - Teaching, research, administration

Dominion Chalmers Church
- Improving the amount of available space will increase our capacity and assist in backing university promotions.
- Extends Carleton's reach into the community by providing a space downtown to showcase art shows, music events and lectures.
- The potential of the new church could extend community reach and bring several different community groups together through music and art festivals (i.e. Involving the indigenous community in hosting indigenous art events)
4) Lessons learned:

- Participants agreed that more meaningful, regular conversations between students, staff, faculty and Board members is beneficial, to assist in making informed decisions for the future.
- Sessions should be longer in order to facilitate a more in depth conversation.
- It was also suggested that the once the individual table sessions have ended, the discussion be opened up to the entire group.

Attachments:

Summary Notes – CRA Talk Exchange

Participants Feedback Summary
Compilation

**Question 1: What do we want Carleton University to be known for?**

**Community Engagement / Reciprocity:**
- Carleton University is very good at community engagement but there is always room for improvement
- Carleton needs to ensure that there is an element of reciprocity involved in any community engagement (This was mentioned as part of the discussion from 2 of the 3 tables)
- Ensuring that community groups are benefiting from Carleton’s involvement
- Re-evaluating community service model in an honest and ethical way
- Community interface – being in the community with facility (Music Festivals) built from scratch
- Video recording hub for streaming international
- Downtown location for events and lectures

**Perception:**
- Carleton has greatly improved the quality of teaching and research and is no longer known as a “second rate” university (This was mentioned as part of the discussion from 3 of the 5 tables)
- The success of graduates has improved
- Want Carleton to be known as a place where students want to come
- Student experience is next to none
- Scholarships for international students (This was mentioned as part of the discussion from 2 of the 5 tables)
- Recognized for the services and student support (This was mentioned as part of the discussion from 4 of the 5 tables)
- Carleton needs to be known for focusing on their students. Making students the first priority is important for the reputation (This was mentioned as part of the discussion from 3 of the 5 tables) Show them that they are the priority. Not a tag line, can’t just do it once, has to be the fabric of what you do.
- Community pride and outcomes, would love to be known for putting out enthusiastic infectious graduates.
- Need to be known for excellence – quality of education much higher at CU – advocating for ourselves
Culture:
- Students, faculty and staff are incredibly engaged and welcoming
- A real desire from the Carleton community to help and collaborate (This was mentioned as part of the discussion from 3 of the 5 tables)
- Students frequently end up becoming staff members
- The sense of community on campus is apparent to those outside of the university as well (This was mentioned as part of the conversation from 2 of the 3 tables)
- There is something very special about Carleton and that energy needs to be harnessed
- Carleton community is very proud (This was mentioned as part of the discussion from 5 of the 5 tables)
- Have the highest attended hockey, football and basketball games (This was mentioned as part of the discussion from 2 of the 5 tables)

Location:
- Because of our location in Canada’s Capital there is a wealth of opportunities in the area that needs to be communicated (This was also mentioned as part of the discussion from 3 of the 5 tables).
- Every university showcases their greenspace and while we have a beautiful campus it is advantageous to also demonstrate how and why our location in the capital can benefit our students (This was mentioned as part of the discussion from 2 of the 3 tables)
- We are centrally located within the city (This was also mentioned as part of the discussion from 3 of the 5 tables).
- Beautiful campus with plenty of greenspace that needs to be maintained (This was mentioned as part of the conversation from 2 of the 3 tables)

Accessibility:
- Carleton is known for being one of the most accessible schools for students with disabilities; That characteristic needs to be portrayed more as a strength (This was mentioned as part of the conversation from 2 of the 3 tables)
- Carleton is known for ensuring that students from all backgrounds are accommodated.

Research:
- Research focused faculty and a great graduate program (This was mentioned as part of the discussion from 5 of the 5 tables).
- Highlighting all of the great achievements that are happening within the university (This was mentioned as part of the discussion from 5 of the 5 tables).
- Showcasing current research projects ties in to student engagement as they will look to see what professors are currently working on and this is an incentive for
attending Carleton University (This was mentioned as part of the discussion from 5 of the 5 tables).

- International Research funding (This was mentioned as part of the discussion from 2 of the 5 tables)

**Question 2 & 3: How do we get there? How do we improve?**

**Reciprocity:**
- Including this as a constraint within the research ethics protocol
- Asking researchers how their project will benefit the community and offering an incentive to ensure this constraint is met by way of an award

**Perception:**
- Carleton is known for now as last chance U, it is an old idea but still persistent, need to change this view. However, when you have been here you see it as higher than how it is perceived in the community/public (This was mentioned as part of the discussion from 3 of the 5 tables)
- How do we want Carleton to change:
  - Graduates to be known for having true education – challenging the boundaries of their education and connecting with other programs
  - Carleton offers other areas of education though CO-OP
  - Known for breadth of opportunities, not just one well known program, all well rounded
  - Reputation and excellence (based on quality)
- One participant felt that she kept returning to dispel this view of Last Chance U, wanted to work hard for the University and excel to prove it is not so. There is potential here that needs to be tapped into want to bring in ideas (This was mentioned as part of the discussion from 3 of the 5 tables).
- Increased emphasis on research (This was mentioned as part of the discussion from 5 of the 5 tables).
- Enhance our reputation globally (This was mentioned as part of the discussion from 2 of the 5 tables).
- Need to become better at sending out the message of excellence and a higher quality education (This was mentioned as part of the discussion from 3 of the 5 tables).
- Need for developing a strong brand and advocating for ourselves (This was also mentioned as part of the discussion from 2 of the 5 tables)
- We are competing with a lot of news and it can be difficult to disseminate all of the stories. We need to uncover different ways of connecting with the external world.
• Need to look at schools like U of T, Waterloo and other universities to see what they are being recognized for and what we can leverage. We need to take more risks when it comes to initiatives, thinking forward, marketing and branding. Carleton tends to act passively for fear of impacting the university negatively (This was mentioned as part of the discussion from 2 of the 5 tables)
• There needs to be a more collaborative stance on studies
• We are an institution that does not like to take risks for fear of doing the wrong thing (This was mentioned as part of the discussion from 2 of the 5 tables)
• Students should be the most important consideration for programming and the university (This was mentioned as part of the discussion from 2 of the 5 tables)
• Opportunities both in school and out will engage students
• Graduates should be leaving Carleton feeling inspired and wanting to inspire the next wave of students by leaving a lasting impact and legacy
• Continue with the in depth video footage of lives and telling their stories as this has a much greater impact than presentations and brochures. The videos provide a good look into what the life of a student at Carleton is like (i.e. working in the labs and working with scientists, community engagement and campus life)
• Need to offer competitive benefits for faculty. We lose good profs because they move on for benefits or because they become discouraged when working with other faculty members that have lower levels of performance but are paid a similar amount (This was mentioned as part of the discussion from 3 of the 5 tables)
• Carleton has more recognized programs such as Psychology, Journalism and Engineering, however there is a call to be more well-rounded in more programs. What is well known? Strength of program? Jobs secured after? Reputation is seen as fickle, hard fought and lost – different for different people. Adaption of different people and change in society, giving relevant skills
• Sometimes Carleton can be viewed as a community of communities that are not connected. Events like the Talk Exchange help to eliminate this perception (This was mentioned as part of the conversation from 3 of the 5 tables).

Culture:

• We need to become better at showcasing our strong culture externally (This was mentioned as part of the conversation from 3 of the 5 tables).
• While we have a strong athletic community we also need to focus on the arts community and events, which can at times get lost in the “Raven’s Culture”. Both are incredibly important for enhancing student experience
• Carleton has a very laid back and positive atmosphere
• Lessons from Queen’s
  o They make an effort to look at more than student’s grades when looking at applicants (i.e. extracurricular is seen as a way to see if the students will be engaged in the community once they are on campus)
They have a lot of induction ceremonies during the first week so students feel welcomed and it creates a large sense of pride in the school. Frosh week is completely class free to allow students more time to get to know the university and take part in the community events.

- Sports way of bringing community together (Raven Culture) but not for some – can be excluding for some as it only speaks to a certain group, the more visible and vocal students. Larger community - Aboriginal, International, mature and Students of Colour are excluded from this culture. They are also not matched in area of leadership and do not feeling represented.
- There is also a focus on specific sports - basketball and football, other sports are not as invested in as they are not as successful however lack of investment leads to lack of improvement as a result of not being invested in
- To create greater community, one might want to consider having more than one club day during the first week of the school year. Students may miss the first club afternoon due to other obligations, and clubs are one of the best ways to create a sense of community and to meet people.
  - Possibly hold a club day once every week for the first month, or have more of them during the first week to ensure people have time to check them out
- Being more limber and responsive
- More intermingling between departments and collaborative stance on studies.

**Community Engagement:**

- Involving our community partners in all stages of community projects, from conception to the final presentation and conferences.
- Inviting other community members/groups to have a seat at the table and be involved in discussions (i.e. greater involvement with indigenous community groups)
- Highlighting student community involvement. Carleton sports teams are out in the community as volunteers for several different events (i.e. Relay for Life, Shinerama, etc.)
- The potential of the new church could extend community reach and bring several different community groups together through music and art festivals (i.e. Involving the indigenous community in hosting indigenous art events)
- Community pockets within Carleton are seen as useful and significant when it comes to connecting the University to the community
- The larger questions then is how to connect Carleton more; To connect with each other; To connect outside these walls and outside this community? An example was given of a Women of Colour Night which one participant happened upon, seemed to be student run night/Carleton organized event. It was significant that many people were not of colour and willing to participate. Community pockets are seen as useful and significant in connecting the University to the community.
• More arts events to bring in more people – to bring in artists and more people of the community to feel safe.
• Need to be reflected in leadership and outreach to bring communities together like athletics does.
• Community of communities is not connected a there is a lack of cohesiveness within the University.

Communication:

• Improving our internal communication will reflect on our external communication (This was mentioned as part of the discussion from 3 of the 5 tables).
• Communication about strategic decisions needs to be improved so that all who would like to be involved can be (This was mentioned as part of the conversation from 2 of the 5 tables).
• Better communication on who controls what space and how it is managed will eliminate conflict.
• Improving our international communications and eliminating misinformation (This was mentioned as part of the conversation from 3 of the 5 tables).
• Improving consultation and valuing the professional contribution of our faculty (This was mentioned as part of the discussion from of the 5 tables).
• The Carleton community at large needs to be involved in decisions, not just the Board of Governors. More collaboration will make for an even better community at Carleton, where everyone approves of a decision and feels content (This was mentioned as part of the discussion from 2 of the 5 tables).
• Branding or making Carleton known.
• How we interface with the community - Carleton university building from the community.
• Call for more 360 reviews – reviewed by peers, those above and those outside so no bias is involved.
• Visibility is key – don't even know about others on campus (each other, their work, programs), need to work on this before we are recognized by others – cross pollution needed, don’t know what people in Music or Political department doing. Making links between departments is key – don’t have a clear view of how to do this? Lack of transparency is what it is known for in all areas - need to tackle it in order to work on all other areas spoken about.
• Proposal for an Archival memory – place to have things/memories from 10 years ago. Make it easier for staff/teachers to engage with this project:
  ▪ To see the changing culture of community – in 80’s how difficult it was to get through the snow but now the university is much more accessible
Research and Funding:

- We need to become better at showcasing what we are doing here (This was mentioned as part of the discussion from 4 of the 5 tables).
- We are competing with a lot of news and it can be difficult to disseminate all of the stories. We need to uncover different ways of connecting with the external world.
- Projects can be showcased on the homepage of the university’s website.
- Developing a hub or “Research Portal” on the website to showcase all that Carleton is doing.
- Assisting faculty with the administrative process involved in bigger research projects (i.e. To eliminate disengagement of faculty in applying for grants) (This was mentioned as part of the discussion from 3 of the 5 tables).
- The US model bases the number of grants students can obtain on the number of grants faculty receives. This eliminates the threshold of funds.
  - Developing a framework that incentivizes faculty work to increase interest and involvement in quality research projects. This could be done by implementing a points based system that commends faculty on the different elements involved (i.e. teaching, research and administration). U of Ottawa has a point system for faculty members to reward high-performance faculty
    - Teaching, research, administration all receive points and can impact Career Development Increments
  - These are not unpopular views:
    - At U of Ottawa, the point system came from within the department because of annoyance at lower performing professors getting the same salary as ones that did a lot more.
    - Look for substantiation of what the collective agreement asks of Prof’s (50% teaching, 35% research, 15% administrative) (This was mentioned as part of the discussion from 2 of the 5 tables)
      - Taxpayers pay profs to not perform all the things expected of them
        - Students as well are paying 5000-7000 dollars to not have profs do their jobs outside of the teaching element
      - Tri-council as a method of assessing profs and giving faculty members ratings based on what they’ve accomplished
        - We must quantify research
    - Standard Career Development Increments if you don’t get grants or a high rating for faculty responsibilities
      - Students need to see the research that has been done by profs
• Students know when profs are only coming in to teach and have no passion for research (or have not been keeping up with what is current in the subject)
• Better communication about what’s being researched by profs (This was mentioned as part of the discussion from 4 of the 5 tables)
• Students often have more pride in their school when they see a high level of scholarship being published
  o Low-performing profs often don’t want to see other faculty members succeed and be in the spotlight because it shows their own mediocrity and forces them to excel
    ▪ The union fighting for the lowest common denominator
  o There will be no funds to do future research or even the kind of research we are doing now if there isn’t more effort put into promoting research and getting grants (This was mentioned as part of the discussion from 3 of the 5 tables)
    ▪ If there are no grants, there are no funds for current or future research opportunities. All funds from Strategic Mandate Agreement will be diverted to research heavy universities and even basic research will be difficult to fund since Carleton is on the cusp of teaching versus research
  o Profs not working to get funding also impacts things like scholarship funding for graduate students (This was mentioned as part of the discussion from 2 of the 5 tables)
• Recognition of community service should be included in tenure reviews (This was mentioned as part of the discussion from 2 of the 5 tables)
• Carleton needs to devote funding to research administration
• If Carleton is not the Principal Investigator on grand funding we are put at a disadvantage - Benefits to the principal investigator institution not the collaborators
• There is a tri-council funding issue
• Benefits to the principal investigator institution not the collaborators
• Strategic Mandate Agreement: Province is looking more at the performance of university in research
• Perception that because Carleton is unionized there is an excuse provided to professors to not take on more grad students. Approximately, 1/3 of faculty do not apply to take on grad students (This was mentioned as part of the discussion from 2 of the 5 tables)
• There is push back from faculty members about being more research intensive. The university has a desire to fund more students but faculty members are not interested in supervising and the supervision element is mandatory
More research focused faculty and a great graduate program will make Carleton a more desirable institution and attract more graduate students (This was mentioned as part of the discussion from 3 of the 5 tables)
  - It is not fair to have graduate students working with faculty members that have not researched their focus in over ten years
Quality research leads to an improved reputation and everything else follows (This was mentioned as part of the discussion from 3 of the 5 tables)

Teaching intensive vs Research intensive
  - We must be aware of what the country and/or province is looking for
  - These may not be mutually exclusive and not all professors can do both with most excelling in one or the other

We could identify success stories on a day to day basis because of the size of the faculty and student body

Competition is getting fierce and we need to focus on increasing our widespread research efforts (This was mentioned as part of the discussion from 2 of the 3 tables)

Board of Governors is seen as having a big role to play in improving research. The Deans only have a connection with the undergraduate classes. The Deans are on top of undergraduate issues but there is no jurisdiction to follow for graduate programs and are not able to request professors conduct more research or pick up more graduate students. The Board should define the mandate for the provost so they can get the Deans to be more involved with the faculty they oversee.

There is difficulty getting professors to do more research with the collective agreement and no mandate (This was mentioned as part of the discussion from 2 of the 3 tables)

Increased emphasis on research (This was mentioned as part of the discussion from 5 of the 5 tables)

International Presence:

- Assistance with International scholarships and International student experience needs to be improved (This was mentioned as part of the discussion from 3 of the 5 tables)
- Carleton does not have an office for international internships, leaving the faculty to handle this on their own
- Institutional International Internship programs are needed instead of departmental which is not seen as strategic
- Redistributing funds from departments with larger amounts to assist with waving the fees for international students
- Providing incentives for faculty to wave international fees or provide grants to decrease the amount of opportunities lost (e.g. McGill University has designated a special office to recruit faculty and students from the United States).
• Administrative support is necessary for recognition for international research
• Increased awareness of what we are contributing to international partnerships on grants (This was mentioned as part of the discussion from 2 of the 5 tables)

Accessibility:

• Highlighting success stories:
  o Canadian Forces Veteran competing at Invictus Games and also developed Veteran Student Affairs group.
• Continue to promote inclusivity and diversity on campus and in campaigns by featuring students from various backgrounds and making sure their needs are being accommodated (This was mentioned as part of the discussion from 2 of the 5 tables)

Side discussions:

Dominion Chalmers Church:

• Offers increased visibility in the community
• Improving the amount of available space will increase our capacity and assist in backing university promotions
• Offers a high quality acoustic space for the music department
• A venue for multiple community events (e.g. art shows and music events)
• Endorsement of the National Symphony Orchestra
• Offers both community and academic purpose
• Downtown location for events and lectures
• Provides Carleton with a music portfolio on an international stage
• Much more financially sound than building a concert hall on campus
• The province is providing the university with $5M towards the purchase
Q2: Which Topics or Aspects of The Talk Exchange Did You Find Most Interesting or Useful?

- The open forum, cross-department dialogue and passionate variety of voices.
- Open conversation, sharing of different opinions and experiences
- I appreciated the discussion surrounding the importance of community engagement and pedagogy.
- We concentrated on the need to encourage more research, apply for more research grants and to have an evaluation system to encourage professors to do more research.
- Getting to know all of the issues around the table and from the perspective from different faculties.
- The transparency and interconnectedness.
- Transparency leading to better communication and visibility.
- Hearing others views and experiences.
- Space management and sharing, branding consistency, research promotion (centralized), inclusivity, community and national/international outreach.
- Dialogue with colleagues from other parts of the university whom we don’t often get to speak with.
- Meeting folks from other units.
Q4: How Do You Think This Event Could Have Been Made More Effective?

- The time allocated is insufficient for the questions being asked.
- More participants from other areas.
- Have these more often.
- More time for the discussion after the individual table sessions.
- Longer sessions if possible.
- This was very effective.
- More time.
- Perhaps, strategic direction presented by administration?
- Senior administration at the table stifled the conversation. They loomed and dominated the conversation. An open and transparent forum should be confidential so no reporters and no photographers.
Q6: Further Comments or Suggestions (Including Activities or Initiatives You Think Would be Useful, for the Future)

- More focused questions – not quite so global/loaded. Keep to specific issues.
- Keep talking, because when we get to a goal that’s clear the work will be easy.
- Would have been great to have a larger group discussion.
- Don’t assume these meetings are enough, but how we act on the ideas emerging from them. Extend the invitation to contract instructors to attend these meetings.
- I came in thinking I would hear from the Board. I did not realize the Board wanted to hear from us. Good opportunity.
- Thank you!
- 360 reviews of senior administration. The Board should ask questions, look at budgets. This is a public institution that needs accountability and checks and balances.

Q5: Should We Hold More of These Exchanges?

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Minutes of the 105th Meeting of the Community Relations and Advancement Committee

Monday, September 25, 2017
Room 2440R, Richcraft Hall

Present: Ms. L. Daly, Chair
Dr. A. Summerlee
Dr. C. Carruthers
Mr. D. Fortin (phone)
Mr. L. Harrington
Mr. J. Nordenstrom, Vice-Chair
Ms. C. Switzer
Ms. J. Teron (non-voting member)
Dr. E. Sloan
Ms. N. Prowse

Staff: Ms. S. Blanchard
Ms. A. Goth
Ms. S. Levitt

Guests: Mr. G. Aulenback
Mr. D. Cumming
Ms. J. Conley

Regrets: Mr. N. Nanos
Ms. R. Thompson
Mr. R. Goubran
Mr. M. Piché
Mr. J. Tomberlin

1. CALL TO ORDER AND CHAIR’S REMARKS

The meeting was called to order at 1:00 p.m.

2. DECLARATION OF CONFLICT OF INTEREST

The chair asked if anyone on the Committee felt the need to declare a conflict of interest. There were none declared.

3. APPROVAL OF THE AGENDA

It was moved by Ms. Switzer and seconded by Dr. Summerlee that the Community Relations and Advancement Committee approve the agenda of the 105th meeting, as presented. The motion carried.
4. **APPROVAL OF MINUTES**

It was moved by Dr. Carruthers and seconded by Mr. Nordenstrom that the Community Relations and Advancement Committee approve the minutes of the 104th meeting, as presented. The motion carried.

5. **BUSINESS ARISING**

There was no business that arose from the minutes.

6. **ITEMS FOR DELIBERATION**

6.1 **Board Award Criteria**

A draft 2017/2018 Carleton University Board of Governors Award for Outstanding Community Achievement Criteria were circulated in advance.

At the recommendation from the Board Award Jury of 2016/2017 two additional criteria were added and after discussion it was decided that the criteria shall state that recipients must be expecting to graduate in the academic year 2017/2018 and the recipient cannot be a current board member.

It was moved by Dr. Sloan and seconded by Ms. Switzer to recommend the approval of the Board Award Criteria, with revision to the Board of Governors. The motion carried.

6.2 **Talk Exchange Proposal**

A Board Engagement Talk Exchange Event proposal was circulated in advance.

It was discussed that the focus of the Board must be understanding relationship development between constituencies and to continue ongoing positive relationships.

The Talk Exchange was seen as an effort in doing so. During the 2017/2018 school year the Board wishes to run 2 sessions: October 5th 2017 and spring 2018 (Date TBD).

The purpose of the Talk Exchange is to facilitate a discussion between constituencies. Questions should be asked with a focus on a compassionate and our caring community. The Talk Exchange will be facilitated by Mr. Nordenstrom and Ms. Daly, with greetings performed by Dr. Carruthers. The seating at the event will be mixed at each table with an assortment of Board of Governors members, students, faculty, and alumni, with volunteer note takers from Paul Menton Centre. These notes will be used for discussion during the Board Retreat.

A new event has been set up to follow the Talk Exchange this year, called the Rumour Mill. This is an opportunity for the Carleton community to speak with the Provost and President directly. The purpose of this event is to demonstrate that what is being said at the Talk Exchange is being heard. The addition of this event will help to round out the process and establish what is being done moving forward. The Rumour Mill event will be Podcasted live and all questions and answers will be posted.
It was noted that it can be perceived that the Board is out of touch with issues affecting the students, faculty and staff on the ground level. Obtaining the feedback during this event will provide the Board at large with relevant information to be used when making decision that impact these groups.

It was noted that the elevators within the hall the Talk Exchange is to occur are currently under renovation and delays are to be expected.

6.3 Work Plan and Meeting Dates

The work plan and meeting schedule were circulated in advance. The work plan focuses on the three parts of the CR&A mandate: a) Reputation Protection and Enhancement; b) Relationship Development and Engagement; c) Revenue Generation.

7. ITEMS FOR INFORMATION

a) Dominion Chalmers Church

The importance of conducting due diligence during the potential purchasing of the Dominion Chalmers Church (DCC). All reports for purchase will be considered at a Joint meeting of the Building Program and Finance Committees. Following this consideration a recommendation will go to the Executive Committee and the full Board of Governors.

It was noted the main function of the church will be to serve as an auditorium for both performances and rehearsal space to support the Music and Drama programs. The benefits discussed included:

- Revenue generations
- Providing students with a facility to learn reverberation techniques during performance
- Opens space on campus for other classes and activities
- Offers benefits to the community
- Provides community outreach and an avenue for Carleton to extend out into the community beyond campus

The Community Relations and Advancement Committee will be consulted on the communications plan for DCC decision. There is still a considerable amount of due diligence to be performed and a number of items to consider moving forward.

It was discussed that KPMG has been enlisted for their independent consultancy services. Also discussed were options for management structure with four being highlighted. It was suggested that a Business Trust is established with a principal trustee and separate Board to manage the new facility. Carleton University will hold a controlling interest however, the facility will be operated separately from the University. There are several examples of other institutions that have done this successfully as well as examples that have not experienced success.
b) **Relationship Development and Engagement**

A presentation was circulated in advance.

Ms. S. Blanchard presented new statistics to the Board that highlighted several increases in enrollment for Fall 2017. The overall new intake of full time undergraduate students is up 3.6%. The statistics also indicate a 3.9% increase in the total full time undergraduate students. The two-year retention rate is currently at 81%. This represents a 2% increase compared to last year. Ms. S. Blanchard indicated that as of last year, Carleton was 3% below the system average for the two-year retention rate. We will be able compare with the system average, at a later date, to see if we are closer to the system average.

International undergraduate student enrollment is up 8.0%. Enrolment from the United States has increased by 20%.

The issue of English language proficiency was discussed as a concern in regards to student success. Carleton University does offer ESL programs and there is a Culture Works Program in place to assist students with improving their English Language skills prior to commencing their regular studies.

Student success and graduation is a priority focus for the University. Many student success initiatives are underway. Students tend not to attend programs or sessions not included in their curriculum. Therefore, it is preferable that student success programs are integrated into the curriculum. The University has opted to implement a term by term report card for all students. The report cards will indicate a green, yellow or red status. This will provide students with advance notice on how they are performing in their studies; excellent, satisfactory or needs improvement respectively.

The concept of three year and four year degree programs was discussed. Many students withdraw from programs prior to completion for unforeseen reasons. The United Kingdom has begun adopting the models of shorter degree programs leading to increased conversion and retention rates. It also provides opportunity for mature students contemplating a second career. It was noted that there is still a stigma associated with degrees that are less than four years. This is a stigma that will be difficult to alter and will take time should the concept of shorter degree programs be pursued in the future.

Ms. Blanchard shared a few video commercials that are currently being advertised in promotion of Carleton University. The advertisements highlight the key message “Be Part of the Solution”. The current media coverage uses the following platforms:

- Social Media
  - YouTube
Ms. Blanchard also discussed the update to the current student website. It has been changed to create a more fluid and intuitive design to facilitate student success and easy access to tools and services, as well as several resources focused on employability.

c) Revenue Generation

A University Advancement Update was circulated in advance.

Ms. Conley presented a summary of the comprehensive campaign. The Campaign total is over $240 million raised to date translating to 80% completion. Total raised fiscally to date is $9.5 million. Gifts of over $100,000 were highlighted including 3.2 million from Fulbright Canada for visiting Chairs and a 1 million commitment from Elaine Keillor. Of note, the Campus Community Campaign has been launched to encourage faculty, staff and retirees to support selected fundraising priorities.

Currently 25% of the campus community supports Carleton financially, indicating a great level of engagement. Also discussed was the combined effort between Advancement Communications and Annual Giving to execute an awareness campaign in support of fundraising appeals both to the internal community and the alumni community. This campaign will reinforce Carleton’s mission and donor’s opportunity to support the greater good of society through a gift to Carleton. Successful completion of the campaign, and furthering the vision and mission to be Here For Good, are Advancement’s #1 priority.

Mr. Fortin discussed the Campaign Completion Plan, highlighting the following:

- Presidential Transition: Dr. Summerlee has quickly adapted and adopted the Campaign’s ethos. He has had several successful fundraising meetings already.
- Staff-lead Funding: The matched funds must be used more fulsomely to incentivize and leverage further investment
- Here for Good: emphasizing the importance of the brand and message and including it in conversations with all stakeholders will enhance investment
- Planned Giving: increased volume and velocity
- Academic Research: Non-Government Funding being sought in coordination with VPRI
• Creating a Centre for Philanthropy: development of a program with FPA to attract transformational donors
• Board Lead Strategic Initiatives: Passion Projects with an inventory of opportunities

A campaign completion plan is being development with Mr. Michael Sinkus and Mr. Fortin will give a presentation to the Board on October 5th.

The committee discussed the importance of securing large gifts with donors and vendors. The potential challenges when engaging with large companies was discussed and the importance of eliminating undue influence was emphasized. Vendors that also make donation contributions will not be giving preference or undue benefit.

The committee can help with the campaign by engaging with fellow alumni. Any existing contacts and new introductions would be positive. The Amazon H2Q Submission was discussed and seen as an opportunity to discuss Carleton University’s role. The committee believed this to be an opportunity that will open doors for Carleton.

Mr. D. Fortin took the opportunity to thank Ms. J. Conley for her efforts on building the Advancement Team following the departure of Dr. Runte. He also commended Dr. Summerlee for his role in taking up the challenge. The committee responded by thanking Mr. D. Fortin for his role in the Campaign as well.

d) Reputation Protection and Enhancement

A copy of the nine banners was circulated in advance. Six ads were circulated highlighting professors Marie-Odile Junker, Richard Yu, Stephan Schott, Linda Duxbury, Kim Matheson, and Dr. Summerlee.

Carleton’s 75th Anniversary Reputation Campaign was discussed. The campaign was launched the week of September 11th, 2017. Eight highly accomplished members of the Carleton community were identified through consultations with Deans, Faculties and Departments. They are being celebrated on an outdoor banners with engaging photographs and with new profiles on the CU75 website (Carleton.ca/cu75). A ninth banner with an archival photograph of an early-years class at the university will thank Carleton’s community partners for their support over the past 75 years. Next steps for the campaign were discussed. Billboard advertisements will begin in the coming months.

The CU75 Academic Expo was discussed. It was noted that this is a signature event that will focus on connections. The 4 themes were highlighted:

- Indigenous Community
- Accessibility
- Sustainability
- Global

It was noted that Mr. David Onley will be the keynote speaker during this event and there will be various presentations by other community groups. Ad campaigns for the event will run in local media outlet.

The Carleton at Queen’s Park event on October 25th, 2017 was discussed. The event will consist of advocacy meetings and an end-of-day reception taking place in the legislative building. It was noted that Dr. Summerlee will attend with faculty members along with students. It was advised that the discussion during the event will focus on research, infrastructure, funding and new initiatives. An awareness campaign for the event will be circulated in the Globe and Mail.

A review of the upcoming events was outlined:
- Talk Exchange – Thursday, October 5th, 2017 from 12:00PM – 1:30PM
- Presidential Search Town Halls – Thursday, October 12th, 2017 from 9:00AM & 12:00PM
- Presidential Search Town Halls for Graduate Students October 12th from 4:00PM – 5:00PM
- Presidential Search Town Hall for Undergraduate Students October 11th from 3:00PM – 4:00PM
- Rumor Mill – Wednesday, October 18th, 2017
- Collective Bargaining – November
  - Will focus on continued communication

The question of how the success of the Global Awareness Campaign will be measured was brought forward. It was advised that while there is no easy and straightforward method, stats will be recorded.

8. OTHER BUSINESS

The continued South expansion of the O-Train was raised as a concern and if there are alternative being discussed with the City of Ottawa. The need for better communication between the municipality and the university was discussed. There is an opportunity for Carleton University to rethink transit options to and from campus. Other opportunities raised were fundraising and addressing safety concerns of traffic and pedestrians on campus.

9. ADJOURNMENT

It was moved by Mr. Harrington and seconded by Dr. Sloan to adjourn the meeting at approximately 3:02 p.m. The motion carried.
Minutes of the 290th Meeting of the Finance Committee
Tuesday, September 19th, 2017 at 4:00 p.m.
Room 2440R, Richcraft Hall

Present: Mr. B. Wener, Chair  Mr. G. Farrell
         Ms. D. Alves, Vice-Chair  Ms. L. Honsberger
         Dr. F. Afagh (non-voting)  Mr. N. Nanos
         Dr. C. Carruthers  Dr. A. Summerlee
         Mr. P. Dinsdale (phone)  

Staff: Ms. S. Blanchard  Ms. A. Marcotte
       Ms. A. Goth  Ms. N. Merriman
       Dr. R. Goubran  Mr. M. Piché
       Mr. T. Lackey  Mr. T. Sullivan
       Mr. S. Levitt  Dr. J. Tomberlin
       Mr. B. Winer  

Guests: Mr. R. Simm (KPMG)
        Mr. B. Travers (KPMG)
        Ms. L. Mittelstadt (KPMG)

Regrets: Ms. C. Gold

1. CALL TO ORDER AND CHAIRMAN’S REMARKS

The meeting was called to order at 3:58 p.m. The Chair welcomed the new members to the committee and the staff and management of the University introduced themselves.

2. DECLARATION OF CONFLICT OF INTEREST

The Chair asked if anyone on the Committee felt the need to declare a conflict of interest regarding any of the items on the agenda. No conflicts were declared.

3. APPROVAL OF AGENDA

It was moved by Ms. Alves and seconded by Mr. Nanos that the agenda of the 290th meeting of the Finance Committee be approved, as presented. The motion carried.
4. **APPROVAL OF MINUTES**

4.1 **Minutes of the previous meeting**

Minutes of the 289th Finance Committee and Joint Finance and Building Program Committees meeting held on June 19, 2017 were circulated. It was moved by Dr. Carruthers and seconded by Mr. Nanos that the minutes be approved, as presented. The motion carried.

4.2 **Business Arising**

At the 289th Finance Committee, it was requested that an Ancillary Fee Protocol Committee be convened. The administration responded that the committee has been convened and will report back to the Finance Committee on any items for action.

5. **ITEM(S) FOR APPROVAL**

5.1 **Review of Committee Terms of Reference and Work Plan**

The committee terms of reference and work plan were provided in advance. Ms. Goth is to consult with Ms. Betsy Springer about the timing of a report to the committee on the Pension Plan and add it to the work plan.

5.2 **Business Building**

A working paper, memo, control document, and building rendering were provided in advance. To date the Building Program Committee reviewed the provisional schema of the building, Finance Committee reviewed the rationale, Executive Committee and the Board of Governors approved moving forward to a final design of the building. The final design phase cost $2.5M. The business case for the building has not fundamentally changed since the initial presentation but has been updated to reflect increased enrolment and the growing needs of the university for teaching and office space.

The committee was asked to review the final design and make a recommendation about whether to move forward to tender.

The rationale to proceed was outlined by Dr. Summerlee and a presentation was displayed. The rationale to proceed with a new business school building is to house faculty and students in one space, maintain and enhance competitiveness, and create space for entrepreneurial activities. The rationale to proceed from a university-wide approach is to provide needed teaching space which is necessary to accommodate additional growth, improve teaching spaces to align with modern pedagogy, and provide facilities to improve employability skills. It was also stated that the building will be a signature building on campus.
The impact of not proceeding was also outlined. By not proceeding the future of the business school could be impacted due to Carleton losing competitiveness, enrolment quality and number of students will fall and Carleton is likely to drop out of the new funding corridor set with the Province of Ontario as the School of Business accounts for 8% of enrolment. The impact on campus will also include a necessary reduction in student intake overall as the current teaching space will not be able to accommodate flow-through growth and there will be a long-term decrease in revenue to the institution and a loss of $10 million donated to build the building.

The Sprott School of Business is showing a 4% increase in first year student enrolment in 2017/18. Enrolment has not fallen since 2004 if you include both undergraduate and graduate enrolment numbers. The master’s programs in the school have been revamped and have led to higher numbers of graduate students.

The Business Building will be a resource for the whole campus and will foster entrepreneurship on the whole campus. Currently the university is operating above the sector average for classroom spaces (90 – 95% usage) and if we were to lose a building unexpectedly the university would have no flexibility to find alternative space as class scheduling is constrained. From a business continuity perspective, more space is needed to mitigate interruption of business for the whole campus. We have increased enrolment but do not have enough space to accommodate the growth.

The Business Building will be the signature building on campus that will be used to highlight Carleton and to increase our reputation and increase our recruitment numbers.

Wes Nicol donated $10M (now worth $11.8M) to build the Business Building and the building will be named the Nicol Building which will highlight entrepreneurship specifically linked to employability skills. The funding for the project is projected at $48M with the remainder of funds coming from $8M allocated from the 2017-18 budget, and $28.2M accumulated in the Capital Reserve Fund.

Completion of the 5th floor of the building was discussed and administration was asked to complete a rationale for completion of the floor and present any additional costs to the Finance Committee.

Ms. Honsberger moved and it was seconded by Mr. Nanos, to recommend to the Board, the approval to proceed to the final design and tender of the new Business Building at a cost not to exceed $48 million, and to release the designated funds of $28.2 million accumulated in the Capital Reserve Fund as per the capital project approval and control document. Any additional costs including related to potentially finishing the 5th floor of the Business Building are to be brought back to the Finance Committee for review. The motion carried.
6. ITEM(S) FOR INFORMATION

6.1 Dominion Chalmers United Church Project (DCC)

A memo, draft report from KPMG, and a draft risk register was circulated in advance. An engagement letter from KPMG, question and answer document in response to the KPMG report, KPMG Tax Planning Consideration document were circulated at the meeting.

The proposed purchase was brought to the Executive, Finance, and Building Program committees several times in the last year. Prior presentations and information was often disjointed. Building Program and Finance Committee met to discuss the proposal in June 2017. The Board of Governors subsequently decided to sign a an expression of interest on August 18, 2017 with DCC and to undertake a 90-day due diligence period to consider the project.

Mr. Simm, Mr. Travers and Ms. Mittelstadt were introduced from KPMG.

Dr. Summerlee gave a presentation entitled Dominion Chalmers United Church Interim Report Finance Committee September 19, 2017 which outlined the proposed contents and areas to include in the final report, the many community group supporters, and the scope of work for KPMG Consultants to date.

The areas of focus for the Finance Committee include: draft financial projections, possible ownership structures and the draft risk register. The draft financial projections are based on December 31st, 2017 DCC financials, assessment of letter of intent from various groups, adequate staffing requirements, 10% variance, rental costs, predicted costs of renovations (estimated at $800,000). It was indicated that the preliminary view is that major maintenance is not needed over the next 5 – 10 years but a contingency fund from any surpluses for operation of the facility could be set-up to minimize risk.

The potential options for possible ownership of the facility were outlined in the draft KPMG report and included: direct ownership/management, non-profit holding corporation, for profit (taxable) corporation and business trust. The business trust is the preliminary recommended option. Leasing the facility was not considered as an option because it would involve contract employees, no option to benefit from donations and provincial grant, is not a viable option for vendor and was seen as reputational risk. In the business trust model Carleton would be treated as a tenant and would be required to pay the market rate for the facilities use. According to KPMG, the sole potential rationale for the business trust model is to decrease potential risk to the universities charitable status. If the university directly owns the facility, the operation must not impact the University’s charitable status. The trust may allow Carleton to diversify the risk of ownership with other post-secondary institutions such as the University of Ottawa and Algonquin College. The Province is
familiar with the business trust management option but will need to approved any structure pursuant to the Transfer Payment Agreement with the Province.

It was asked that on the risk register that it be indicated why the mitigation strategies are in the low category. Additional issues to consider as part of the ongoing due diligence include the impact of renovations on an operating church which could cause a reputational risk. The committee felt there was further clarification required on whether or not Carleton University would be featured on the exterior of the building.

Funds to purchase DCC as well as renovations have been secured at an amount of $6-8M from the Province of Ontario ($5M must be spent by March 2018 or an extension sought), private and corporate donors. The operating cost of for a Business trust is estimated to be $25,000 for set-up and $15,000 annually. It was asked that the estimated cost of investigation into the purchase and due diligence be reported. If the business trust management option is used donations will not be provided directly to the DCC project but can be donated to Carleton and then lent to the DCC with a pay back and ongoing basis.

6.2 Investment Manager for the Pension Fund

A working paper was circulated in advance.

The administration of the Carleton University Retirement Plan is delegated to the Pension Committee, with certain recommendations subject to the approval of the Finance Committee and Board of Governors. The Pension Committee is currently composed of: Angelo Mingarelli (CUASA), Manfred Bienefeld (CUASA), Martha Attridge Bufton (CUPE 2424), Ed Kane (non-unionized employees), Ron Jastremski (CUPE 910, CUPE 3778, OPSEU 404), Michel Piché (Vice-President, Finance and Administration), Bob Wener (Chair of the Board of Governors Finance Committee), and Betsy Springer (Director, Pension Fund Management) as Chair of the Committee.

The total market value of the fund is $1.2 billion which is managed by ten managers in diversified markets. The Statement of Investment Policies and Procedures is brought every year to the Finance Committee for approval.

The working paper outlines the Pension Committee’s recommendation to engage Brandes Investment Partners for a C$60 million Global Small Cap Equity mandate for the Retirement Fund which is approximately 5% of the Fund’s market value. Brandes is a well-known manager and investment into this type of equity is in line with best practices.

This item was brought to the Executive Committee on August 28th for approval on behalf of the Board of Governors.

Ms. Alves moved and it was seconded by Dr. Afagh to approve the recommendation of the Pension Committee to hire Brandes Investment Partners for a $60 million
Global Small Cap Equity mandate for the Carleton University Retirement Fund, as presented. The motion carried.

6.3 Financial Reports for the 2016/2017 Fiscal Year

A working paper, presentation and the 2016-2017 Financial Report to the Board of Governors was circulated in advance. Mr. Piché gave a presentation entitled Fiscal Year 2016-2017.

Overall, Carleton had a very successful year in fiscal year 2016-17. Total student enrolment was up 2.8% which contributed to a surplus of $53.2M ($14M higher than projected) that was allocated in accordance with board approval as $10M to student aid matching, $10M to endowed chair matching, $12.2M to Pension Reserve, $21M to Investment Income Equalization Reserve.

The Pension Liability Reserve currently totals approximately $92M. In March 2016, the valuation showed that the Plan is 93% funded on a going-concern basis at July 1, 2016, and 83.1% funded on a solvency (wind up) basis. Special annual contributions to the Plan are required to amortize the deficits in addition to employer and employee contributions.

The Ancillary budget showed a $4.8M positive return. Any surplus is used to off-set renovations, capital debt and outstanding debt.

6.4 Update on Provincial Funding Formula

A memo and the Strategic Mandate Agreement 2017-20 (SMA2) was circulated in advance.

The Province of Ontario through the Ministry of Training, Colleges and Universities established a process to develop three-year agreements between individual institutions and the government. The second round of discussions is nearing completion with the newly named Ministry of Advanced Education and Skills Development. The SMA3 (2020-2023) will be linked with achievement of certain metrics (KPIs) that will affect revenue envelopes and universities will be expected to meet or exceed to qualify for funds. An announcement is expected over the coming months of three additions to the funding envelope and adjustments will be made to the budget planning process for 2018/19 in accordance with this but it is assumed no new money will be put into the higher education system.

6.5 Update on the 2017/2018 Operating Budget

The University is well on track to achieve its budget in 2017/2018 with a total enrolment increase of 3.7% in overall enrolment (4.6% increase in undergraduate enrolment).
An ongoing financial risk remains for: a) uncertainty of the SMA2 funding, specifically funding of flow-through enrolment and graduate spaces; b) labour negotiations; c) SIF funding for the ARISE spending post March 31st, 2018.

6.6 Insurance Report

A working paper was circulated in advance. A small typo on page 2, paragraph 3, of the report was identified. The insurance policy is in good stead. There was a rise in claims this year (7). Cyber Liability is in place and the total claim made last year was $190,000 with a break-down of $100,000 for recovery, $50,000 deductible and the remainder was the over-time accumulated for staff. It will be negotiated with renewal that the over-time for staff be included in future coverage. Carleton’s insurance premium increased approximately $1,200 following the cyber claim.

6.7 Update on Deferred Maintenance Projects and Capital Renewal

The major capital projects underway include the Health Sciences Building, ARISE Building, and Cogeneration Facility. The ARISE Building is funded in part by a $15M grant from the Strategic Investment Fund (SIF). SIF is also funding various energy renewal projects which must be completed prior to March 31, 2018. Other renewal projects amount for $14M per year over a 10-year period and are prioritized based on Carleton’s Facility Condition Index Assessment.

Ongoing projects are being delivered on time and on budget. The ARISE project has been delayed 4-6 weeks and the government has been notified of the revised schedule. Some implementation delays are being experienced with the renewal projects due to the focus on completion of the SIF funded projects to be completed for March 31st, 2018.

7. IN-CAMERA SESSION

An in-camera session was held.

8. OTHER BUSINESS

No additional business was raised.

9. ADJOURNMENT

It was moved by Mr. Farrell and seconded by Ms. Honsberger to adjourn the meeting at approximately 7:00 p.m.
Minutes of the 34th Meeting of the Governance Committee  
Wednesday, May 10th, 2017 at 4:00 p.m.  
Room 617 Robertson Hall

Present:  
Mr. K. Evans, Chair  
Mr. O. Javanpour, Vice-chair  
Mr. M. Bueckert  
Dr. C. Carruthers  
Dr. I. Lee  
Dr. R. Runte (phone)  
Mr. A. Ullett

Regrets:  
Mr. F. Alhattab  
Mr. J. Nordenstrom  
Mr. M. Wernick

Staff:  
Ms. A. Goth  
Dr. P. Ricketts  
Dr. J. Tomberlin  
Mr. S. Levitt  
Dr. R. Goubran

1. **CALL TO ORDER AND CHAIR’S REMARKS**

The Chair called the meeting to order at 4:05 p.m. The Chair remarked that the meeting will focus on the Executive Committee HR/Compensation Sub-committee Terms of Reference and the Appointment Guidelines for Senior Administration positions.

2. **DECLARATION OF CONFLICT OF INTEREST**

The Chair asked if anyone on the Committee felt the need to declare a conflict of interest regarding any of the items on the agenda. There were none declared.

3. **APPROVAL OF AGENDA**

Mr. Javanpour moved, and it was seconded by Dr. Carruthers, to approve the agenda as presented. It was carried.
4. **ITEM(S) FOR APPROVAL**

4.1 **Minutes of Previous Meeting**

Mr. Bueckert moved, and it was seconded by Dr. Lee, to approve the minutes of the 33rd meeting of the Governance Committee as presented. It was carried.

5. **ITEM(S) FOR DELIBRATION**

5.1 **Compensation Sub-committee**

A revised Executive Committee HR/Compensation Sub-committee Terms of Reference was circulated in advance. The revised document reflected an expanded mandate and expanded membership as discussed at the previous meeting.

There was discussion regarding the scope of mandate and its specificity. It was decided that the specifying the mandate is needed in accordance with provincial legislation requirements for oversight of compensation issues.

The President was added to the membership of the committee due to the scope of the mandate. The Chair of the Governance Committee was removed from the membership. The Vice-Presidents would be invited to meetings as resources as required at the discretion of the President.

After a discussion on the appropriate number to reach quorum it was decided three members would be sufficient although all members would be ideal.

Dr. Lee moved, and it was seconded by Dr. Carruthers, to recommend the approval of the Compensation Sub-committee of the Executive Committee Terms of Reference to the Board, with the above stated changes. The motion carried.

5.2 **Committee Quorum**

A Governor raised an issue over the quorum for Board committees and the Governance Committee was asked to review the matter. All committees include the Chair and Vice-Chair of the Board as members and the Governor requested that they only be counted as part of quorum if present.

After discussion, it was confirmed that the Governor had misunderstood the provision of the Bylaw. The Bylaws states: “A quorum of committee meetings of the Board shall consist of one-half the number of members of the committee plus one, present in person, by teleconference or by videoconference, at least one of whom must be the chair of vice-chair of the committee.” The Chair or Vice-Chair of the Board are only counted for quorum purposes if present. Therefore it was decided that an amendment to the Bylaws is not required.
5.3 Appointment Guidelines

The Appointment Guidelines for the Chancellor were circulated in advance. The proposed changes to the guidelines included:

- updating references to Bylaws and Act;
- stating the Chancellor is a member of the Board;
- Moving the discussion with the Chancellor for a possible renewal to twelve months;
- the committee membership was expanded, the student members was changed from a Senate elected member to a Board student member, and there was clarification on the senate representatives;
- quorum for the committee was added;
- the operations of the committee section was removed;
- provision for member cessation was added;
- the selection criteria was amended to include “willing to actively engage with and promote Carleton with enthusiasm including facilitation of fundraising activities;
- Canvassing for nominations from the University Community and externally done at the request of the committee.

Mr. Javanpour moved, and it was seconded by Mr. Ullett, to recommend the approval of the Appointment Guidelines for the Chancellor to the Board, as presented. The motion carried.

The Appointment Guidelines for the President and Vice-Chancellor were circulated in advance. The proposed changes to the guidelines included:

- updating references to Bylaws and Act;
- the committee membership was expanded to include a Dean elected by the Vice-President Academic and Research Committee and the AVP HR was changed to a resource to the committee;
- “providing the balance among constituencies reflected in this paragraph 2.1(d) is generally maintained” was removed;
- quorum for the committee was added;
- Article IV was amended so that the Board Chair would have a discussion with the president prior to the committee being struck;
- Article V was amended to allow a search consultant to be retained by the Executive Committee. The change was made to expedite the search process.

There was a discussion about the length of the first term of the president and whether the guideline should retain the flexibility to appoint a president for a term of up to six years. It was decided to maintain that flexibility as often the first year of an external candidate for presidency could be comprised of consultation on campus.
Mr. Javanpour moved, and it was seconded by Mr. Bueckert to recommend the approval of the Appointment Guidelines for the President and Vice-Chancellor, with the above stated changes. The motion carried.

The Appointment Guidelines for the Provost and Vice-President (Academic) were circulated in advance. It should be noted that the previous version including guidelines for both the Provost and Vice-President (Academic) and Vice-President (Research and International). It was proposed that their appointment guidelines be separated.

The proposed changes to the Provost and Vice-President (Academic) guidelines included:

- updating references to Bylaws and Act;
- the committee membership was expanded to include a Dean elected by the Vice-President Academic and Research Committee and the AVP HR was changed to a resource to the committee;
- quorum for the committee was added;
- Article IV was amended so that the President’s discussion with the Provost occurs prior to the committee being struck;
- Article V was amended to allow a search consultant to be retained by the Executive Committee. The change was made to expedite the search process.

Mr. Bueckert moved, and it was seconded by Dr. Lee to recommend the approval of the Appointment Guidelines for the Provost and Vice-President (Academic), with the above stated changes. The motion carried.

The Appointment Guidelines for the Vice-President (Research and International) were circulated in advance. This is a new guideline introduced for this position and is in the same form as the guidelines for the other senior administration appointments. The membership of the committee is: the President and Vice-Chancellor (chair), two community-at-large members, one member of the staff of the OVPRI, one professional librarian, one full-time tenured member of Faculty from each of the Faculties (at least two of whom shall hold the rank of Full Professor), one senior administrator, one Dean, one undergraduate student and one graduate student.

Mr. Bueckert moved, and it was seconded by Dr. Carruthers to recommend the approval of the Appointment Guidelines for the Vice-President (Research and International), with the above stated changes. The motion carried.

The Appointment Guidelines for the Vice-President (Finance and Administration) were circulated in advance. The proposed changes to the guidelines included:

- updating references to Bylaws and Act;
- the committee membership was expanded to include a Dean elected by the Vice-President Academic and Research Committee;
- the AVP HR was made a resource to the committee;
• The number of community-at-large members of the Board was reduced to three;
• quorum for the committee was added;
• Article IV was amended so that the President’s discussion with the VPRI occurs prior to the committee being struck;
• Article V was amended to allow a search consultant to be retained by the Executive Committee. The change was made to expedite the search process.

Mr. Bueckert moved, and it was seconded by Dr. Lee to recommend the approval of the Appointment Guidelines for the Vice-President (Finance and Administration), with the above stated changes. The motion carried.

The Appointment Guidelines for the University Secretary were circulated in advance. It was decided that the Secretary to the Board position did not require a guideline at this time.

The proposed changes to the University Secretary guidelines included:
• The University Secretary would hold office at the pleasure of the Board removing the term requirement;
• Any reference to re-appointment or special circumstances were deleted;
• The membership of the committee was reduced, removing the VP F and A and one member of the staff of the University.

Mr. Javanpour moved, and it was seconded by Mr. Ullett to recommend the approval of the Appointment Guidelines for the University Secretary, with the above stated changes. The motion carried.

The Appointment Guidelines for the Vice-President (Students and Enrolment) were circulated in advance. This is a new appointment guideline established but never formally approved by the Board.

The guideline was discussed and the same revisions to the other VP Guidelines were made. The membership of the committee is: the President and Vice-Chancellor (chair), three community-at-large members, one member of the staff of the university, two full-time tenured members of Faculty, one of whom holding the rank of Full Professor, one senior administrator, one Dean, one undergraduate student and one graduate student.

Mr. Ullett moved, and it was seconded by Dr. Carruthers to recommend the approval of the Appointment Guidelines for the Vice-President (Students and Enrolment), with the above stated changes. The motion carried.

The Guidelines on the Appointment by the President of Senior Academic Administrators were circulated in advance. Following a discussion regarding the operational use of the guidelines it was decided that the guidelines needed to be
shorten to simply provided that the President is delegated full responsibility pursuant to the Bylaws for the employment and dismissal of all employees of the University other than the Vice-Presidents and the University Secretary. The guidelines also provide that the President is entitled to in turn delegate the responsibility for employment and dismissal decisions. The detailed search process in the guidelines were deleted.

**Dr. Carruthers moved, and it was seconded by Dr. Lee to recommend the approval of the Guidelines on the Appointment by the President of Senior Academic Administrators, with the above stated changes. The motion carried.**

6. **OTHER BUSINESS**

6.1 **Work Plan for 2017/2018**

The draft work plan for the Governance Committee for 2017/2018 was circulated for discussion. It was requested that a review of the Executive Committee Terms of Reference be added. The review of the Code of Conduct was moved to the January 10th meeting of the committee.

7. **ADJOURNMENT**

There being no further business, Mr. Javanpour moved, and it was seconded by Dr. Carruthers, to adjourn the meeting at 6:00 pm. The motion carried.