



Canada's Capital University

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

**Minutes of the 612th Meeting of the
Board of Governors**

**Tuesday, September 25th, 2018 at 3:00 p.m.
Room 2440R Richcraft Hall, Carleton University**

PRESENT:	Ms. D. Alves	Ms. G. Garland	Ms. Y. Osagie
	Ms. T. Arnt	Ms. L. Honsberger	Dr. E. Sloan
	Dr. B.A. Bacon	Dr. I. Lee (phone)	Dr. P. Smith
	Mr. D. Craig	Ms. N. Karhu	Ms. A. Spiwak
	Ms. B. Creary	Mr. O. Javanpour (phone)	Mr. A. Ullett
	Mr. J. Durrell	Dr. J. Malloy	Ms. L. Watson
	Mr. K. Evans	Mr. N. Nanos (Chair)	Mr. B. Wener
	Hon. K. von Finckenstein	Mr. J. Nordenstrom	Ms. E. Wohlbold
REGRETS:	Dr. C. Carruthers	Mr. G. Farrell	Ms. C. Gold
	Ms. G. Courtland	Mr. D. Fortin (Vice-Chair)	Dr. P. Merchant
	Mr. P. Dinsdale		
STAFF:	Ms. S. Blanchard	Mr. D. Cumming	Mr. S. Levitt
	Ms. A. Deeth	Ms. A. Goth (Secretary)	Mr. M. Piche
	Ms. J. Conley	Dr. R. Goubran	Dr. J. Tomberlin

OPEN SESSION

1. CALL TO ORDER AND CHAIR'S REMARKS

The Chair called the meeting to order at 3:00 p.m. All attendees, guests and observers were welcomed. The board members were thanked for their volunteer hours, commitment, and support to President Bacon and his team. The Open Session was live-streamed to Southam Hall 617.

The Chair recognized the tornados that affected many members of the Carleton community, students and alumni with some severely impacted and/or injured. The university opened its doors to the community to provide generous support and continues

to support those affected. The Board is grateful to the university leadership, first responders, and community members who provided round the clock care for the city.

The Chair offered condolences to the friends and family of the late philanthropist and honorary doctorate recipient, Clayton Riddell. Dr. Riddell passed away unexpectedly. His generous support of Carleton allowed the creation of the Clayton Riddell graduate program in management, the first of its kind in Canada. Carleton is deeply grateful for his and his family's support.

New and returning governors were welcomed to the meeting. The Chair acknowledged the presence of the new members: Taylor Arnt, Beth Creary, Gail Garland, Jonathan Malloy, Patrice Smith, Elise Wohlbold, Konrad von Finckenstein, Nina Karhu, Yvonne Osagie, Alaine Spiwak and President Benoit-Antoine Bacon.

In his remarks, the Chair recognized President Bacon for the excellent job he has done at integrating and immersing into the Carleton community. Gratitude was expressed to the President's administrative and executive team who have been supporting his transition.

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

The proposed agenda was circulated in advance and no additional items for discussion or questions came forward.

It was moved by Mr. Nordenstrom, and seconded by Ms. Honsberger, that the open agenda of the 612th 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 611th meeting on June 28, 2018.

The following items were circulated in the open consent agenda for information: Finance Committee Minutes from April 18, 2018, Standing Committee Membership, Insurance Report, Update on Major and Minor Construction Projects and the Board Work Plan and Schedule of Meetings for 2018-2019.

Mr. Durrell moved, and it was seconded by Dr. Sloan, that the open session minutes of the 611th meeting held on June 28, 2018 be approved, as presented. The motion carried.

5. OPEN – PRESENTATION ON INVEST OTTAWA & COLLABORATION

Michael Tremblay, President and CEO of Invest Ottawa was welcomed to the meeting to speak about Invest Ottawa and its collaborations with colleges and universities in the region. It was noted that the four presidents of the colleges and universities in Ottawa are on Invest Ottawa's Board of Directors.

The discussion focused on Invest Ottawa's collaborations with colleges and universities in the region in its pursuit of making Ottawa the most innovative city in Canada.

6. ITEM(S) FOR APPROVAL

6.1 Audited Financial Statement for year ended April 30, 2018

The following documentation was circulated in advance:

- Working Paper for Annual Financial Statements for Fiscal Year 2017-2018
- Financial Report to the Board of Governors 2017-2018 and presentation
- Working paper for Audited Financial Statements
- Presentation to the Board of Governors FY2018 Audited Financial Statements
- Consolidated Financial Statements of Carleton University Year Ended April 30, 2018

Mr. Bob Wener, 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 30, 2018 are the result of work done by Financial Services and the external auditors KPMG. The 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 30, 2018. 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 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 not-for-profit organizations and there were no material errors or omissions, 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. The highlights of changes (year-over-year) included

an excess of revenue over expenses of \$89.4M compared to \$101M in previous year. There was also a reduction in unfunded employee future benefits of \$29.2M. An increase of \$69.9M was seen in cash and marketable securities related to increases in accounts payable, deferred revenue and internally restricted funds. The Endowment Fund increased by \$5.1M to \$269.8M in part due to additional donations as well as positive investment returns for 2017-2018.

Carleton maintains a balanced budget with revenue to cover expected expenses. If there is revenue in surplus the funds are allocated to internally restricted funds which allows the university to meet future commitments or make strategic investments (e.g. capital projects). In 2017-2018, operating results showed a surplus of \$23.6M which was appropriated to the capital reserve fund (\$16.1M), student aid matching (\$3.1M) and the investment income equalization reserve (\$4.4M).

Assets by type were outlined with an increase of \$69.9M in cash and marketable securities and investment increases of \$5.1M. Liabilities by type were outlined with a decrease in employee future benefits by \$30M and an increase in deferred revenue of \$33.9M, related to capital and research grants, and restricted donations.

Net Assets by Type include internally restricted net assets, investment in capital assets and endowments. Growth in investment in capital assets was funded by draws on internally restricted net assets for capital. The Capital Reserve (\$92M) covers future commitments for the Health Sciences Building, Nicol Building, ARISE Fit-up, Co-generation plant and Strategic Infrastructure Projects. Special appropriations were made for Pension Reserve and Investment Income Equalization fund.

There was a discussion concerning the joint sponsored pension plan of the University of Toronto, Queen's University and the University of Guelph. A question was also asked regarding the interest rates on outstanding loans and debt held by the university

The Chair thanked the internal financial team as well as the Audit Committee for assisting the Board in exercising oversight. He noted that Carleton shows strong financial stewardship which allows the university to invest in more student, faculty and staff, infrastructure, which ultimately contributes to Carleton remaining one of Canada's top universities.

As recommended by the Audit Committee, Mr. Wener moved, and it was seconded by Ms. Honsberger, that the Audited Financial Statements for the year ended April 30, 2018 be approved, as presented. The motion carried.

7. ITEM(S) FOR INFORMATION

7.1 Report from the Chair

The Chair provided an update on broader public sector executive compensation. The Provincial government has suspended the current approach while it completes a full regulatory review of the program by June 2019. New Compensation Framework Regulation is now in effect which effectively freezes executive compensation for current executives as well as new hires.

The Chair thanked the members for attending orientation at the beginning of September and hoped that Board mentors have had a chance to meet with mentees. A Board planning session was scheduled for October 2018 at the Dominion Chalmers facility. The Chair launched an official twitter account (@CU_BoardChair). Through this account, Board and university news will be shared.

7.2 Report from the President

The *Presidents Report to the Board of Governors September 25, 2018* was circulated in advance.

President Bacon started his report by acknowledging the honour of attending his first Board meeting as President of Carleton. The President thanked the members of the Board for their service to the university and looked forward to the great and exciting things that are to be accomplished together in the years to come. The President spoke to his written report which summarized the work happening across campus but noted how it only captures one lens as there are many exciting initiatives happening across campus on a daily basis. The President acknowledged the important roles of the Board and senior leadership team but noted that the true business of the university is teaching, research and the student experience. He explained how everything the university does needs to support and enhance those core activities.

Residence move-in and orientation

President Bacon provided an update on residence move-in weekend. He was present during the weekend to welcome students to campus. He reported that there was a small flood that affected 130 beds prior to move-in. Quick actions rectified the issue and repaired the damage. As a result, the affected rooms were ready for the Saturday move in date.

President Bacon acknowledge student leaders for a successful orientation week. He reported that Throwback weekend brought thousands of alumni to campus for a series of events and it had unprecedented attendance. In addition, all sport events were won by Carleton during Throwback.

Presidential transition

The President noted that his transition to campus is going well. He hosted two large community breakfasts with almost 1,000 in attendance. In addition, he has been visiting with scholars and researchers in all five faculties and attended as many events as possible. The President also met with all union leaders, student leaders and community leaders throughout July, August and September.

Supporting the community

An update was provided on the university's response to the unparalleled weather it faced on Sept. 21, 2018. President Bacon noted that campus was left unharmed but some members of the Carleton community were impacted. Communication was quickly distributed to inform the community that Carleton was providing support by opening its doors for the community to access hot showers, food and accommodations as needed.

Enrolment

President Bacon provided an update on enrolments. He reported that enrolments are slightly lower than expected on first year incoming students (2.0-2.5% down) which is in part a consequence of labour strike in winter 2018. He explained that the strike took place during a critical time for admissions and registration. However, enrolments have increased overall because of flow-through growth in upper years (increase of about 1%). He announced that one of the university's key goals is to bounce back in enrolment numbers for 2019-2020 for both first-year enrolment and upper year enrolments.

Consultation processes

The President then provided updates on three current initiatives: Sexual Violence Policy review, revitalization of the university's Indigenous Strategy and the creation of a Free Speech policy.

Sexual Violence Policy

Over the course of this year the university will be reviewing the Sexual Violence Policy, which was approved in December 2016. Carleton is committed to being a safe and inclusive community, and it is a shared responsibility to always strive to enhance the education, prevention and response to sexual violence. Over the course of the year, the university will be engaging the entire community in a collaborative review of the policy. As a first step, the university has developed a draft plan outlining the proposed consultation and review process. For the month of September, members of the Carleton community were encouraged to review this draft plan and to provide feedback through the consultation website. There will continue to be many opportunities to provide feedback on the policy itself through digital feedback, in-person workshops, and continued meetings with stakeholder groups. This collaborative process will ensure that the university has a policy and process that makes the community safer and more inclusive.

Indigenous Strategy

Carleton will convene a broad and inclusive committee to revitalize its Indigenous strategy and re-energize relationships with Indigenous communities in the region and across the country.

The committee will be established in November 2018. It will be led by co-chairs Prof. Kahente Horn-Miller from the School of Indigenous and Canadian Studies, Benny Michaud, assistant director of Equity Services responsible for the Centre for Indigenous Initiatives, and Jerry Tomberlin, interim provost and vice-president (Academic). Carleton's Indigenous Education Council will continue to play a major role in the process. The committee will include a broad representation of people from across campus and Indigenous communities. Once formed, this committee will conduct an environmental scan of all Indigenous initiatives that are currently taking place at Carleton. The committee will then facilitate widespread engagement and consultation sessions over the course of the 2018-2019 academic year. The result will be an overarching strategy putting forth a series of Carleton-specific recommendations. Carleton is fully committed to ensuring that the final recommendations are implemented in order to support positive long-term change on campus.

All members of the Carleton community and beyond will be engaged throughout the process to ensure that the action plan creates spaces for meaningful dialogue and relationship building that will guide the implementation of the recommendations.

The President thanked the Co-Chairs for being willing to steer this important process.

Free Speech Policy

On Aug. 30, 2018, the Premier's Office advised all publicly assisted colleges and universities in Ontario to develop and post a free speech policy that meets specified minimum standards by Jan. 1, 2019. President Bacon reported that since this is an academic issue, the university's Senate will take lead. Senate will discuss the matter at its Sept. 28, 2018, meeting and consider a task force of Carleton University Senators, composed of both faculty and students, to create a draft policy. This draft will then be published for public consultation and feedback which will be used to guide the finalization of the policy.

Executive Searches

The President provided updates on several executive searches.

The Chancellor Search Committee has met and identified two outstanding candidates. The first candidate has been contacted and has agreed to meet with the President.

The search for a new Provost and Vice-President (Academic) will be launched shortly. In anticipation of the search, an external review of the position was conducted. This was

conducted to follow best practice and to broaden the scope of the position which position has been narrowly defined at Carleton. President Bacon reported that the recommendations from the reviewers were helpful specifically around budget responsibilities. Best practices nationally have the Provost as the Chief Budget Officer to oversee the budget process for the university. Working with the current Provost and the Finance Committee of the Board of Governors, Carleton will move towards this model. He noted that it is important to align resources with the academic mission of the university.

Other Business

The President used this time to share condolences for Clayton Riddell, Alberta businessman and philanthropist. He noted that the Carleton community mourns the passing of Dr. Riddell, whose generous support enabled the creation of the Clayton H. Riddell Graduate Program in Political Management. His \$15-million gift was one of the largest in the university's history. His funeral was held on September 24th and the flag on campus was lowered to half-mast.

7.3 President's Goals and Objectives for 2018/19

A memorandum outlining the President's Goals for 2018-2019 was circulated in advance. The President also provided a presentation at the meeting.

The President noted that universities have broad and complex missions and mandates which makes establishing goals difficult. He thanked the senior management team for their support in establishing goals for the year ahead. A draft version of the goals was shared with the Board at their orientation on Sept. 6, 2018, as well as with the Presidential Transition Committee for input and advice. The goals were also shared and well received with the Academic Heads Roundtable which includes deans, chairs and directors. In addition, the Executive Committee provided input and ultimately approved the goals of the President for 2018 - 2019. President Bacon noted that the goals are ambitious in nature and it will be entirely possible that all goals will not be met by Spring 2019.

Before outlining the goals, the President gave an environmental overview which ultimately affected the drafting of the goals. This included the state of transition that the provincial government and the university are in. Carleton has a new president, new board chair, three new deans as well as ongoing searches for two deans, a provost, and a chancellor. President Bacon also noted that there is work to be done to establish positive working relationships post-strike with the unions across campus. In addition, there are a number of missing pieces of information such as SMA3, tuition framework for 2019 - 2020 and a need to address the demographic dip in Ontario for 18 to 23 year old's.

Another factor of importance is the closing of the Strategic Integrated Plan. The President discussed that this plan will close at the end of the 2017-2018 academic year with the

majority of the key performance measures successfully being completed. The President will be commencing a roadshow to demonstrate this achievement and launch the next phase of strategic planning. In addition, the \$300M comprehensive campaign will be closing in 2018. The momentum will help Carleton to launch a cycle of planning for the next decade.

The President's goals have been grouped in to six broad themes of:

Theme 1: Students and Community (with Provost, VP Students and Enrolment)

- Engage the community in a broad process to revitalize Indigenous visibility, support, impact
- Complete the review of the Sexual Violence Policy
- Prioritize initiatives that enhance employability, accessibility & mental health
- Increase high impact practices (experiential, problem based & community engaged learning)
- Design an effective long-term strategy to increase retention and graduation rate

Theme 2: Enrolment is Life (with VP Students and Enrolment, Provost)

- Maximize undergraduate applications, admissions and confirmations for Fall 2019
- Attain graduate targets as per SMA 2

Theme 3: Research is the Air we Breathe (with VP Research and International, Provost)

- Maximize research operations and performance towards exceeding SMA-2 metrics
- Identify and empower strategic multidisciplinary research clusters
- Fully leverage Industry and Partnership Services (IPS) and Carleton International

Theme 4: Deliver on Infrastructure Projects (with VP Finance and Administration)

- Maintain momentum on Health, ARISE and Nicol buildings
- Successfully launch the Dominion-Chalmers facility as an asset for Carleton and the city
- Upgrade Banner and take steps to ensure our network is stable, powerful and secure
- Define and prioritize next steps in the university's building program

Theme 5: Successful Landing (with Director of Communications, University Secretary)

- Early and successful engagement of all key stakeholders, internally and externally
- Ensure smooth leadership transition and optimal cohesion of the leadership team
- Fill leadership gaps: Chancellor, Provost, three Deans, AVP Facilities Management and Planning, AVP Research and International
- Develop positive working relationships with the Board and Senate
- Pursue professional development opportunities as a scholar and academic leader

Theme 6: Campaign and Strategic Planning (with Chief Advancement Officer, Director of Communications)

- Successfully close the \$300M “Collaborate” campaign
- Celebrate the achievements of the campaign and of the 2013-2018 SIP
- Formally evaluate Carleton’s reputational positioning to inform the next planning cycle
- Use that momentum to design and energize a Strategic Planning Process for 2019-2020

President Bacon closed by stating that the Board of Governors and executive team’s work is to enhance Carleton’s academic mission and that it requires powerful partnerships with students, faculty, researchers and Senate as well as with outside partners from government and industry. He elaborated that the Board’s support of is essential for Carleton’s success.

During question period, there was a discussion about initiatives to increase student enrolment and retention rates for 2019-2020 including increases resources for recruitment. In addition, there was a question asked about the Indigenous Strategy if it would be reviewed on a continuing basis. The President responded that once the strategy has been established it will be tracked annually with performance measures to ensure success of the strategy.

The Chair and the President recognized and thanked both Dr. Roseann O’Reilly Runte and Dr. Alastair Summerlee for their help in achieving the Strategic Integrated Plan.

7.4 Update on Comprehensive Campaign

Jay Nordenstrom, Chair of the Community Relations and Advancement Committee was introduced to give an introduction on the Comprehensive Campaign. Mr. Nordenstrom thanked Vice-Chair Dan Fortin for his leadership and dedication to the campaign which has been an ongoing process for the last ten years. He noted that it has been a tremendous success due to the leadership team and the Advancement team.

It was reported that there is about \$19M left to campaign completion. The Advancement team and consultant Michael Sinkus have established an ambitious campaign completion plan. In addition, consultant Derrick Feldman continues to work with Advancement on expanding the ethos and platform of Here for Good for internal and external communities. Updates were provided on a number of projects currently underway to engage the community including most recently, Throwback week which had over 7,000 participants across 25 events. Mr. Nordenstrom asked the Board for their support to reach the goal of 100 per cent participation rate from the Board of Governors.

Ms. Jennifer Conley, Chief Advancement Officer was introduced to give a brief update on the Comprehensive Campaign. Ms. Conley thanked Mr. Nordenstrom for his leadership for raising close to \$1M for the Sustainability Energy Research Centre. The Board of Governors was thanked for providing the opportunity of matching funds for

student bursaries, scholarships and student support which has been an extraordinary lever with donors. Gratitude was shared to the board members who have either led their own passion project or have assisted with peer-to-peer fundraising. The Board was also thanked for being Here for Good by volunteering on the Board for the social, economic and common good of society.

It was noted that the remaining \$19M left to raise is the amount usually raised in one full year. The campaign completion plan includes strong metrics with completion by unit, by week, by month and by person. There is unprecedented volume and velocity to achieve the \$300M goal.

7.5 Committee Chair Updates

a) Building Program (D. Craig)

Gary Nower joined Carleton University on Sept. 4, 2018, as Assistant Vice-President (Facilities Management and Planning).

The Building Program Committee will be meeting on Oct.15, 2018 and look forward to welcoming Mr. Nower.

The last meeting of the committee was on May 3, 2018 and a joint meeting was held with the Finance Committee on May 22, 2018.

A brief update on major capital projects was given including:

- Health Sciences Building (\$52M) is near completion and is undergoing final deficiencies and corrections. The Vivarium (7th floor) is expected to have occupancy in spring 2019 in order to accommodate the fit-up for floors 4 and 6. The fit-up of these floors is being managed through a separate contract estimated at \$9M. The design plans for the fit-up were sent-out for tender. It is expected that construction will begin in October 2018.
- Nicol Building (\$65M) is underway with excavation complete. Will be a signature building for campus.
- ARISE Building (\$30M) has an expected substantial completion date of November 2018. There is also an \$8.5M fit-up, approved as a separate contract, which will begin in Nov. 2018.
- Cogeneration Facility (\$25M) has an expected completion date of spring of 2019. It is expected that the building will be enclosed in Nov. 2018.
- Light Rail System Upgrades – the shutdown of the light rail is scheduled for between April 2020 and Sept. 2021, at which time it is planned to expand the campus north parking structure and complete the tunnel connection under the light rail station. This project will be presented to the Building Program Committee in fall 2018.

The Board was advised that all deferred maintenance and minor construction remains on schedule and on budget.

b) *Community Relations & Advancement (J. Nordenstrom)*

The committee will meet on Oct. 3, 2018. Topics of focus for the meeting include the criteria and jury for the Board of Governors Award for Outstanding Community Achievement, a discussion of the upcoming Talk Exchange on Oct. 30, 2018 (11 am-1pm).

The committee will also receive an update on activities in communications and advancement which will include a presentation by Derrick Feldmann on the Here for Good ethos and further development. Additionally, the committee will discuss recruitment initiatives and marketing for 2019-2020.

c) *Finance Committee (B. Wener)*

The committee met on Sept. 7, 2018 in addition to the items on the agenda for consideration today by the Board the committee received a status of the budget for 2018/19. While enrolment is slightly below target which will mean missing top-line revenue by a small amount, management is confident that a balanced budget will be maintained. The committee also received an update on the major capital projects and all are progressing on budget and on time. There are outstanding expenditures of approximately \$93M for construction projects.

d) *Governance Committee (K. Evans)*

The committee will meet on Oct. 4, 2018. The meeting will focus on the Best Practices Review that will in turn be the main focus of the board planning session on Oct. 20, 2018. The committee will also begin the routine review of the standing committees of the Board terms of reference including Finance, Audit, Governance and Nominating Committees. The routine review of the signing authorities policy will also be considered. The committee will discuss the consultation plan for the Sexual Violence Policy which is up for routine review. A longitudinal analysis of the board self-assessment will be reviewed in correlation with the Best Practices Review.

8. OPEN- OTHER BUSINESS

8.1 Dominion Chalmers Facility Name

It was asked if there are plans to rename the facility and if that is part of the comprehensive campaign completion plan. Ms. Conley responded that there is currently a visioning exercise (purpose, goals, aspirations, functions of the space) underway for Dominion Chalmers under the leadership of the Dean of the Faculty of Arts and Social

Sciences. Once complete, Advancement will develop a case for support and approach donors appropriately.

9. OPEN-QUESTION PERIOD

There were no questions.

10. END OF OPEN SESSION AND BRIEF NETWORKING BREAK

There being no further business, it was moved by Mr. Wener, seconded by Ms. Spiwak to adjourn the Open Session of the Board of Governors at approximately 4:45 p.m.