

**CONSENT AGENDA
to the Open Agenda of the 613th Meeting of the Board of Governors**

**Thursday, November 29th, 2018
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 612th meeting.

4.1.2 Signing Authorities Policy

4.1.3 Board Award Criteria and Jury Selection

4.2 ITEM(S) FOR INFORMATION

4.2.1 Committee Minutes

- a) Building Program Committee
 - 154th Meeting, May 3rd, 2018
- b) Community Relations and Advancement Committee
 - 107th Meeting, May 14th, 2018
- c) Finance Committee
 - 294th Meeting, September 7th, 2018
- d) Governance Committee
 - 37th Meeting, May 24th, 2018
- e) Joint Finance & Building Committee
 - Meeting, May 22nd, 2018

4.2.2 Minutes from Senate

- Approved Minutes from June 1st, 2018 and September 28th, 2018

4.2.3 Investment Report for the Endowment

4.2.4 Pension Plan Report

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, 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.

BOARD OF GOVERNORS REPORT

To:	Board of Governors	Date of Report: 21 November 2018
From:	General Counsel	Date of Meeting: 28 November 2018
Subject:	Signing Authorities Policy	
Responsible	General Counsel	
Portfolio:		

1.0 PURPOSE

☒ For Approval ☐ For Information ☐ For Discussion

2.0 MOTION

The proposed motion is for the Board of Governors to approve the Signing Authorities Policy as presented.

3.0 EXECUTIVE SUMMARY

The Signing Authorities Policy is a Board policy last reviewed by the Board in June of 2012. The policy supplements s.7.05 of the Bylaws by specifying the authority of various members of the University community to bind the University contractually and the associated processes. Updates to the Policy include: adding the prior separate procedures as a schedule, the general provisions being moved to after the definition section, incorporating risk oversight and assessment by requiring contracts which potentially expose the university to significant risk to a formal risk assessment process and added a new contract checklist and risk matrix tool. The policy has been reviewed and approved by the senior management of the university and is recommended by the Governance Committee for approval by the Board.

4.0 INPUT FROM OTHER SOURCES

The Signing Authorities Policy was reviewed and approved by the Senior Management Committee (SMC) of the University at its meeting on September 25, 2018. The approval came after months of review at SMC and with various senior managers across the University in order to update the policy, the associated procedures and to ensure it aligned with current and appropriate practices. The revisions were drafted by the Director, Risk and Insurance and the General Counsel with review and input from SMC and Senior managers in the various parts of the university. The Governance Committee reviewed and approved recommending the policy for Board approval at its October 4th, 2018 meeting.

5.0 ANALYSIS AND STRATEGIC ALIGNMENT

Periodically the Board is required to review its policies as part of the Board's continued oversight of financial and enterprise risk. The revised policy aligns with the Board's oversight mandate. The Signing Authorities policy is a key document that supplements s.7.05 of the Board's Bylaws under which the Board appoints signing officers. The policy further specifies the authority of various members of the University community to bind the University contractually based on the nature of different contractual relationships with varying thresholds and conditions, including the need to conduct formal risk assessments for contracts that potentially expose the University to significant risks. Further the signing authorities created by the policy are to be exercised only in keeping with the procedures set forth in policy and the procedures found at Schedule A. In order to ensure flexibility to address changes in procedure or described roles (for example title changes), management will retain the ability to amend the procedure parts of the policy for non-substantive changes in between review periods by the Board.

Previously, the Signing Authorities Policy and the signing procedures document were two separate documents hosted on the secretariat website. The unintended consequence of the separation was, at times, staff did not always consult both documents when going through the contractual approval and signing process. Consequently, the major change to the policy was to combine both documents by moving the procedures into the policy and to move the general process provisions higher up in the document. Secondly, previously the policy primarily took into account dollar amounts when

considering risk and signing authorities. The revised policy now introduces a formal risk assessment review for contracts that potentially expose the University to significant risk, includes a contract checklist as well as a risk matrix to assist with assessment. Finally, the policy was also updated to reflect changes to roles and operations.

6.0 FINANCIAL IMPLICATIONS

There are no costs associated with approving the policy. However, failure to update and approve the policy could expose the university to higher financial risks as contracts require appropriate review prior to signature.

7.0 RISK, LEGAL AND COMPLIANCE ASSESSMENT

The revised policy aligns with and is an important part of Carleton's approach to enterprise risk management. Contracts and contractual arrangements are an important part of risk management and proper signing and approval processes assist with managing the associated risks including potential litigation and liability for breaches. Approval processes are required as part of Carleton's financial due diligence and procurement processes.

8.0 REPUTATIONAL IMPLICATIONS AND COMMUNICATIONS STRATEGY

No external communications plan is required as there is no expectation that the policy will trigger any reputational implications. There will be communications internally to staff and faculty to advise and educate them regarding the policy.

9.0 OVERALL RISK MANAGEMENT ANALYSIS

	VERY LOW	LOW	MEDIUM	HIGH	VERY HIGH
STRATEGIC	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
LEGAL	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OPERATIONAL	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TECHNOLOGICAL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FINANCIAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
REPUTATIONAL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Policy Name: Signing Authorities Policy

Originating/Responsible Department: Vice-President (Finance and Administration)

Approval Authority: Board of Governors

Date of Original Policy: March 2004

Last Updated: [June 2012XXXXX](#)

Mandatory Revision Date: [June 2017XXXXX](#)

Contact: Vice-President (Finance and Administration)
Vice-President (Research and International)
[University SecretaryGeneral Counsel](#)
[University Secretary](#)

Preamble

This policy ~~repeals and replaces all policies previously passed by the Board of Governors of the University concerning the subject matter of this policy, including without limitation the policy called "Signing Authorities Policy" passed by the Board at its 512th meeting held 31 March 2004~~[supplements section 7.05 of the -](#)

[Bylaw 8 of the University BylawsGeneral Operating By-Law No. 1](#) which reads as follows:

[At its first meeting following the first day of June, the Board shall appoint the chair of the Finance Committee established pursuant to section 8.02 of this By-law, and nine \(9\) other persons as Signing Officers](#)~~The Board of Governors at its first meeting following the first day of June shall appoint the Chair of the Board, the Vice-Chair of the Board, the Chair of the Finance Committee, and seven other persons, as signing officers, any two of whom shall have power to sign all instruments and documents authorized by the Board. Each person's authority shall commence on the first day of July following the meeting at which the appointment was made.~~

Copies of the resolution of the Board passed from time to time ~~in this respect~~[appointing the Signing Officers](#) ~~are is~~ available from the University Secretary.

Purpose

This policy specifies the authority of various members of the University community to bind the University contractually. This policy is intended to expand the authorities granted by virtue of the resolution referred to in the Preamble to this policy, ~~without limiting those authorities [except to the extent that limitations are specifically provided in the document attached Sschedule A titled "Procedures for the Exercise of Signing Authority," referred to in the section called Procedures below and passed approved by the Senior Management Committee of the University];. -The signing authorities created by this Policy may be exercised only in keeping with the procedures set forth in this Policy and the "Procedures for the Exercise of Signing Authority" found at Schedule A ("the Procedures").~~

Scope

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Signing authorities for all Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts (all as defined in paragraph 1 below) and confirmations of insurance coverage are addressed in this policy.

Procedures

~~The signing authorities created by this Policy may be exercised only in keeping with the procedures set forth in the document "Procedures for the Exercise of Signing Authority" passed by Senior Management Committee. To view this document, please click here:~~
~~<http://www2.carleton.ca/secretariat/ccms/wp-content/ccms-files/Signing-Authorities-Procedures1.pdf>~~

Policy

1. In this ~~P~~policy, the following terms shall have the following meanings:

"Average Annual Value" shall mean, with respect to Research Contracts, the total dollar value (including both cash and in-kind commitments) of the Research Contract during the initial term of that Research Contract, divided by the number of years in the initial term of that Research Contract.

"Construction Contracts" shall mean all proposals, contracts, subcontracts, letters of intent, memoranda of agreement, obligations, indemnities, covenants, stipulations, and all other documents evidencing what is or may be a binding, legal relationship between the University and one or more third parties, in connection with the design, ~~execution~~ construction, renovation and delivery of capital projects at the University.

"Contracts" shall mean any written deeds, transfers, assignments, contracts, subcontracts, letters of intent, memoranda of understanding, memoranda of agreement, obligations, certificates, leases, licenses, permits, indemnities, covenants, stipulations, and all other documents evidencing what is or may be a binding, legal relationship between the University and one or more third parties, but the term shall specifically exclude Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Contracts, Research Proposals, and the confirmations of insurance coverage referred to in paragraph ~~32~~ (cd) below.

"Employment Contracts" shall mean offers of continuing employment, contracts of employment (whether of ~~limited-fixed~~ or ~~unlimited-indefinite~~ term), and offers of renewal of contracts of employment.

"Gift Agreements" shall mean agreements involving the voluntary transfer of either personal property, real property, or both to the University by a donor to the University, the terms of which are settled between such donor and the Department of University Advancement.

"Purchase Contracts" shall mean both purchase orders and contracts for the purchase of services or products by the University, ~~resulting from the issuance of purchase orders by the Manager of Purchasing.~~

"Research Contracts" shall mean agreements, contracts, subcontracts, letters of intent, memoranda of understanding, memoranda of agreement, and all other documents entered into between the University and a granting agency or sponsor organization where any of the researcher's affiliation to the University and the University's identity, facilities, or students is to be invoked in the conduct of the research activity contemplated by the agreement.

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"Research Proposals" shall mean proposals for research grants or other research support developed at or through the University by or with the support of any member of the University community, to be submitted to any granting or other agency outside of the University, including without limitation the Social Sciences and Humanities Research Council of Canada, the Natural Sciences and Engineering Research Council of Canada, and the Canadian Institutes of Health Research.

"Signing Officers" shall mean the signing officers appointed on an annual basis by the Board pursuant to the resolution referred to in the Preamble to this policy.

"Significant Risk" shall mean a situation or contract involving a potential serious or very serious impact on the University's financial, operations, technology, reputation or the health and safety of the members of the University community as determined by the risk matrix tool in the Contract Checklist for Risk Management and Legal Implications.

"Total Value" shall mean the total dollar value (including both cash and in-kind commitments) of a Contract, Construction Contract, Employment Contract, Gift Agreement, Purchase Contract, Research Contract or Research Proposal, aggregated over its term and any contractually contemplated extension of its term, excluding taxes and other charges.

2. General Provisions for the Exercise of Signing Authorities

For the purposes of this Section, "Documents" means collectively Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts, and documents relating to confirmation of insurance coverage as referred to in paragraph 32(cd) belowabove.

The signing authorities granted pursuant to Sections 3, 4, 5, 6, 7, 8 and 9 of this policy are subject to the following general provisions:

- (a) No employee of the University is authorized to sign any Document unless authority to do so has been provided for in either this policy or by the resolution of the Board referred to in the Preamble to this policy.
- (b) The President, Vice-Presidents, Associate Vice-Presidents, Assistant Vice-Presidents and Deans have the power to restrict in writing the signing authority of any employee under their immediate or ultimate supervision, and such instrument restricting signing authority shall be deposited with the University Secretary at the earliest opportunity.
- (c) Persons with the power to exercise signing authority pursuant to any of paragraphs 3(a), 4(a), 5(a), 6(a), 7(a) and 8(a) below shall not delegate that authority unless the President or any Vice-President has approved such delegation of authority in writing. The instruments approving the delegation of authority and by which authority is in fact delegated shall be deposited with the University Secretariat at the earliest opportunity.
- (d) The Director, Risk and Insurance and/or the General Counsel may, from time to time, conduct audits of compliance with this policy by individual academic or administrative units, and shall report the results of those audits to the Vice-President (Finance and Administration) for transmission to the Board of Governors.
- (e) Executed copies of Documents that either (i) have a Total Value that is greater than \$100,000 (ii) the Total Value is less than \$100,001 but the initial term is five years or greater or (iii) potentially expose the University to a Significant Risk, shall be deposited with the University

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Secretariat. ~~Research Proposals do not~~are excluded from the requirement to be ~~need to be~~ deposited with the University Secretariat.

(f) Questions as to the interpretation of this policy shall be referred to the General Counsel.

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2. ~~Signing Authorities – General~~ Contracts and Insurance

3.

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(a) Contracts in which the Total Value does not exceed \$100,000, and the initial term is five years or less, ~~are non-exclusive to a Vendor, and do not potentially expose the University to a Significant Risk~~ may be signed on behalf of the University by any employee who is a department head with responsibility for a budget, or the supervisor of any such employee following the review process in the Self-Low Risk Assessment section (s.1(b)) of the Procedures in Schedule A;

(b) Contracts in which either (i) the Total Value is greater than \$100,000, ~~or~~ (ii) the Total Value is less than \$100,001 but the initial term is greater than five years, ~~or~~ (iii) provide exclusivity to a Vendor shall be signed on behalf of the University by two Signing Officers following the review process in the High-Formal Risk Assessment section (s.1(a)) of the in s.1(a) of the Procedures in Schedule A; and

(c) The necessary documents relating to confirmations of insurance coverage on any aspect of the University's affairs may be signed on behalf of the University by any two of the following: Vice-President (Finance and Administration), the ~~Assistant Vice-President/Director of Financial Services~~ee and the ~~Manager/Director~~, Risk and Insurance;

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(d) Indemnity and Waiver agreements that do not potentially expose the University to a Significant Risk may be signed on behalf of the University by any employee who is a department head with responsibility for a budget, or the supervisor of any such employee.

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(e) Contracts which may potentially expose the University to a Significant Risk must follow the review process outlined in the High-Formal Risk Assessment section (s.1(a)(x)) of the Procedures found in Schedule A.

3.4. ~~Signing Authorities - Purchase Contracts~~

Subject to the provisions of the Purchasing Policy ~~respecting purchases having a Total Value of \$10,5000 or less:~~

(a) Purchase Contracts in which the Total Value does not exceed \$500,000 may be signed on behalf of the University by one Signing Officer together with the ~~Manager of Director~~, Purchasing following the review process in the Low-Self Risk Assessment section (s.1(ba)) of the Procedures in Schedule A; and

(b) Purchase Contracts in which the Total Value exceeds \$500,000 shall be signed on behalf of the University by two Signing Officers following the review process in the High-Formal Risk Assessment section (s.1(ab)) of the Procedures in Schedule A;

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(c) ~~Cloud XXXX~~Purchase Contracts for software and software as service or cloud computing services must also comply with the University's Cloud Computing Security policy and require a security assessment and privacy impact assessment to be conducted prior to any contract being signed;

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~~(b)(d)~~ Purchase Contracts which potentially expose the University to a Significant Risk must follow the review process outlined in the High Formal Risk Assessment section (s. 1(a)) of the Procedures found in Schedule A.

4.5. Signing Authorities - Research Proposals

(a) Research Proposals in which the Total Value does not exceed \$500,000 per annum may be signed on behalf of the University by any one of the Associate Vice-Presidents (Research), the Director of the Research Services Carleton Office of Research Initiatives and Services, the Associate Vice-President Director of Carleton International, the Associate Vice-President (Research Planning and Operations) or the Vice-President (Research and International) following the review process in s.1(b) of the Procedures in Schedule A; and

(b) Research Proposals in which the Total Value exceeds \$500,000 per annum may be signed on behalf of the University by the Vice-President (Research and International) together with one of the Associate Vice-Presidents (Research) or the ,Director of Carleton Office of Research Initiatives, the Director of Research Services, the Director of Carleton International or the Associate Vice-President (Research Planning and Operations)

(c) Research Proposals which potentially expose the University to a Significant Risk must follow the review process outlined in the High Formal Risk Assessment section (s. 1(a)) of the Procedures found in Schedule A.

~~(b)~~ _____

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5.6. Signing Authorities - Research Contracts

(a) Research Contracts in which both the Average Annual Value is \$100,000 or less and the Total Value is \$300,000 or less may be signed on behalf of the University by any one of the Associate Vice-Presidents (Research), the Director of Research Services , the Director of Carleton International, the Associate Vice-President (Research Planning and Operations) or the Vice-President (Research and International). following the review process in s.1(b) of the Procedures in Schedule A; and

(b) Research Contracts in which either the Average Annual Value exceeds \$100,000 or the Total Value exceeds \$300,000 may be signed on behalf of the University by the Vice-President (Research and International) together with one of the Associate Vice-Presidents (Research) or the Director of Carleton Office of Research Initiatives and Services may be signed on behalf of the University by two Signing Officers following the review process in s.1(a) of the Procedures in Schedule A.

~~(b)(c)~~ Research Contracts which potentially expose the University to a Significant Risk must follow the review process outlined in the High Formal Risk Assessment section (s. 1(a)) of the Procedures found in Schedule A.

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6.7. Signing Authorities – Gift Agreements

(a) Gift Agreements in which the Total Value does not exceed \$500,000 may be signed on behalf of the University by the Chief Development Officer ; and

(b) Gift Agreements in which the Total Value exceeds \$500,000 may be signed on behalf of the University by the Chief Development Officer and one Signing Officer.

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~~(c) Contracts~~Gift Agreements which potentially expose the University to a Significant Risk must follow the review process outlined in the HighFormal Risk Assessment section (s.-1(a))X of the Procedures found in Schedule A.of Schedule A (b)

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7-8. Signing Authorities – Construction Contracts

~~Construction Contracts are s~~Subject to the provisions of the document called "Regulations for the Approval and Control of Capital Projects" appended to the mandate of the Building Program Committee of the Board of Governors (~~–~~a copy of which can be viewed by clicking here: <http://www2.carleton.ca/boardofgovernors/board-committees/building-program/>);

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- (a) Construction Contracts in which the Total Value does not exceed \$100,000 may be signed on behalf of the University by the Assistant Vice-President (Facilities Management and Planning);
- (b) Construction Contracts in which the Total Value is in the range of \$100,001 to \$300,000 may be signed on behalf of the University by ~~yy – any~~ two of ~~the following~~; the Assistant Vice-President (Facilities Management and Planning) and the Signing Officers.
- (c) Construction Contracts in which the Total Value exceeds \$300,000 may be signed by two of the Signing Officers.

8-9. Signing Authorities – Employment Contracts

- (a) Employment Contracts to be entered into by the University with persons intending to fill positions within the appointment powers of the Board of Governors pursuant to the Bylaws of the University shall be signed on behalf of the University by two Signing Officers;
- (b) Employment Contracts to be entered into by the University with persons intending to fill the position of Dean or University Librarian shall be signed on behalf of the University by the President, or in her or his absence, by the Provost and Vice-President (Academic);
- (c) Employment Contracts to be entered into by the University with persons intending to fill all academic positions at the University other than those referred to in paragraphs ~~98~~(a) and ~~98~~(b) above, including without limitation Associate Deans, Directors, Chairs and members of the teaching staff, may be signed on behalf of the University by the Provost and Vice-President (Academic); ~~and~~
- ~~(d)~~ Employment Contracts to be entered into by the University and not specifically mentioned in any of paragraphs ~~98~~(a), ~~98~~(b) and ~~98~~(c) above may be signed on behalf of the University by the Vice-President (Finance and Administration).

9. General Provisions

~~For the purposes of this Section 6, "Documents" means collectively Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts, and documents relating to confirmation of insurance coverage as referred to in paragraph 2(d) above.~~

~~The signing authorities granted pursuant to Sections 2, 3, 4, 5, 6, 7 and 8 of this policy are subject to the following general provisions:~~

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(a) No employee of the University is authorized to sign any Document unless authority to do so has been provided for in either this policy or the resolution of the Board referred to in the Preamble to this policy.

(b) The President, Vice-Presidents, Associate Vice-Presidents, Assistant Vice-Presidents and Deans have the power to restrict in writing the signing authority of any employee under their immediate or ultimate supervision, and such instrument restricting signing authority shall be deposited with the University Secretary at the earliest opportunity.

(c) Persons with the power to exercise signing authority pursuant to any of paragraphs 2(a), 3(a), 4(a), 5(a), 6(a) and 7(a) above shall not delegate that authority unless the President or any Vice-President has approved such delegation of authority in writing. The instruments approving the delegation of authority and by which authority is in fact delegated shall be deposited with the University Secretary at the earliest opportunity.

(d) The Director of Internal Audit and Advisory Services and the University Secretary may, from time to time, conduct audits of compliance with this policy by individual academic or administrative units, and shall report the results of those audits to the Vice-President (Finance and Administration) for transmission to the Board of Governors.

(e) Questions as to the interpretation of this policy shall be referred to either the Vice-President (Finance and Administration) or the University Secretary.

(d)

Contacts

Vice-President (Finance and Administration)

Vice-President (Research and International)

[University Secretary/General Counsel](#)

[Director, Risk and Insurance](#)

[University Secretary](#)

Links to Related Policies

[Signing Authority Procedures](#)

<http://www2.carleton.ca/secretariat/ccms/wp-content/ccms-files/Signing-Authorities-Procedures1.pdf>

[Commemorative Naming Policy](#)

[Cloud Computing Policy](#)

[Risk Management Policy](#)

[Food Services Policy](#)

[Payment to Individuals and Business Entities Policy](#)

[Philanthropic Naming Policy](#)

[Procurement Card Policy](#)

[Purchasing Policy](#)

[Policy on Research and External Support Fund Creation and Amendments](#)

[Policy on Responsibility for Management of Research Agreements](#)

[Signature Stamps Policy](#)

Schedule A

Procedures for the Exercise of Signing Authority

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Preamble

These procedures are to be read in conjunction with the Signing Authorities Policy (the "Policy"). Except as may otherwise be provided in these procedures, capitalized terms appearing in these procedures shall have the same meaning as ascribed to those terms in the Policy.

Purpose and Scope of Procedures

These procedures outline the manner in which certain of the signing authorities granted pursuant to the Policy are to be exercised. If signing authority is purportedly exercised otherwise than in accordance with these procedures or the Policy, then such exercise shall be considered beyond the scope of employment of the person exercising such purported authority.

Procedures

Section 1: Requirement for Risk Assessment and Legal Implications, Assessment Prior to Signing Contracts

For the purposes of this Section 1 of these Procedures, the terms Contracts, Purchase Contracts, Research Proposals, Research Contracts and documents relating to confirmations of insurance coverage on any aspect of the University's affairs are sometimes collectively called the "Documents" and individually a "Document."

1 (a), High Risk Assessment: Documents referred to in any of paragraphs 3(b), 3(e), 4(b), 4(d), 5(c), 5(b) and 6(b) 6(c) and 7(c) of the Policy may be signed on behalf of the University only following:

- (i) Review and approval by either the Provost's Budget Working Group (PBWG) or the President and Vice-Presidents, such approval to be evidenced in writing (in advance of signing the Document) under the signature of either the President or the Vice-President (Finance and Administration) in the form attached to these procedures and marked "B";
- (ii) An assessment by the Director, Risk and Insurance, of the risks to which the University may be exposed by virtue of signing the Document, a copy of the which assessment must be provided to the appropriate signing officers in advance of signing the Document; and
- (iii) An assessment by the General Counsel of the legal implications of the Document for the University, a copy of which the assessment must be provided to the appropriate signing officers in advance of signing the Document.

1(b), Low Self Risk Assessment: Documents referred to in any of paragraphs 3(a), and 4(a); 5(a) and 6(a) of the Policy may be signed on behalf of the University only following:

- (i) Satisfactory completion (by the person presenting the Document for signature) of the Contract Checklist for Risk Management and Legal Implications in the form attached to these procedures and marked "A"; and
- (ii) Consultation with both the Director, Risk and Insurance and the General Counsel in the event that the person intending to act on any of the signing authorities referred to in this paragraph 1(b) considers any matter disclosed on the Contract Checklist for Risk Management and Legal Implications to be of material concern or Significant Risk to the University.

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For the purposes of either of paragraphs 1(a) or 1(b) of these Procedures, should either the Director, Risk and Insurance or the General Counsel, or both, be unavailable to complete the assessments required by those paragraphs within the time reasonably required to finalize the Document for signature by the University, then the matter shall be referred to one of the Vice-Presidents for advice and direction, in which case the strict requirements of paragraphs 1(a) or 1(b) (as the case may be) may be waived or modified by such Vice-President.

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Documents referred to in Section 8 of the Policy may be signed on behalf of the University only in circumstances consistent with the provisions of the document called "Regulations for the Approval and Control of Capital Projects" appended to the mandate of the Building Program Committee of the Board of Governors (a copy of Approval and Control Document can be viewed by clicking here: <http://www2.carleton.ca/boardofgovernors/board-committees/building-program/>)

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2. General Provisions

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For the purposes of this Section 2 of these Procedures, the terms Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts and documents relating to confirmations of insurance coverage on any aspect of the University's affairs are sometimes collectively called the "Documents" and individually a "Document."

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The signing authorities granted pursuant to the Policy are further subject to the following general procedural provisions:

(a) With the exceptions of Research Proposals and Research Contracts, Documents creating external financial reporting requirements for the University must be sent for approval to the Assistant Vice-President (Financial Services) in advance of their signature, and evidence of the approval of the Assistant Vice-President (Financial Services) must be provided in advance to those intended to sign the Document.

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(b) In the event that the President is of the view that any Document, irrespective of its Average Annual Value, its Total Value or the length of its term, is of extraordinary significance to the University (on the basis of either an unusually high risk factor, the potential for exceptional public scrutiny, or impact on the academic reputation of the University), then the President shall bring such Document or cause such Document to be brought to the Board of Governors prior to its signature, and shall seek the Board's direction in that respect.

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(c) Questions as to the interpretation of these Procedures shall be referred to either the Vice-President (Finance and Administration) or the General Counsel.

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Contacts

Vice-President (Finance and Administration)
General Counsel
Director, Risk and Insurance
University Secretary

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Policy Name:	Signing Authorities Policy
Originating/Responsible Department:	Vice-President (Finance and Administration)
Approval Authority:	Board of Governors
Date of Original Policy:	March 2004
Last Updated:	XXXXX
Mandatory Revision Date:	XXXXX
Contact:	Vice-President (Finance and Administration) Vice-President (Research and International) General Counsel University Secretary

Preamble

This policy supplements section 7.05 of the General Operating By-Law No. 1 which reads as follows:

At its first meeting following the first day of June, the Board shall appoint the chair of the Finance Committee established pursuant to section 8.02 of this By-law, and nine (9) other persons as Signing Officers.

Copies of the resolution of the Board passed from time to time appointing the Signing Officers is available from the University Secretary.

Purpose

This policy specifies the authority of various members of the University community to bind the University contractually. This policy is intended to expand the authorities granted by virtue of the resolution referred to in the Preamble to this policy. The signing authorities created by this Policy may be exercised only in keeping with the procedures set forth in this Policy and the "Procedures for the Exercise of Signing Authority" found at Schedule A ("the Procedures").

Scope

Signing authorities for all Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts (all as defined in paragraph 1 below) and confirmations of insurance coverage are addressed in this policy.

Policy

1. In this Policy, the following terms shall have the following meanings:

"Average Annual Value" shall mean, with respect to Research Contracts, the total dollar value (including both cash and in-kind commitments) of the Research Contract during the

initial term of that Research Contract, divided by the number of years in the initial term of that Research Contract.

“Construction Contracts” shall mean all proposals, contracts, subcontracts, letters of intent, memoranda of agreement, obligations, indemnities, covenants, stipulations, and all other documents evidencing what is or may be a binding, legal relationship between the University and one or more third parties, in connection with the design, construction, renovation and delivery of capital projects at the University.

“Contracts” shall mean any written deeds, transfers, assignments, contracts, subcontracts, letters of intent, memoranda of understanding, memoranda of agreement, obligations, certificates, leases, licenses, permits, indemnities, covenants, stipulations, and all other documents evidencing what is or may be a binding, legal relationship between the University and one or more third parties, but the term shall specifically exclude Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Contracts, Research Proposals, and the confirmations of insurance coverage referred to in paragraph 3(c) below.

“Employment Contracts” shall mean offers of continuing employment, contracts of employment (whether of fixed or indefinite term), and offers of renewal of contracts of employment.

“Gift Agreements” shall mean agreements involving the voluntary transfer of either personal property, real property, or both to the University by a donor to the University, the terms of which are settled between such donor and the Department of University Advancement.

“Purchase Contracts” shall mean both purchase orders and contracts for the purchase of services or products by the University.

“Research Contracts” shall mean agreements, contracts, subcontracts, letters of intent, memoranda of understanding, memoranda of agreement, and all other documents entered into between the University and a granting agency or sponsor organization where any of the researcher’s affiliation to the University and the University’s identity, facilities, or students is to be invoked in the conduct of the research activity contemplated by the agreement.

“Research Proposals” shall mean proposals for research grants or other research support developed at or through the University by or with the support of any member of the University community, to be submitted to any granting or other agency outside of the University, including without limitation the Social Sciences and Humanities Research Council of Canada, the Natural Sciences and Engineering Research Council of Canada, and the Canadian Institutes of Health Research.

“Signing Officers” shall mean the signing officers appointed on an annual basis by the Board pursuant to the resolution referred to in the Preamble to this policy.

“Significant Risk” shall mean a situation or contract involving a potential serious or very serious impact on the University’s financial, operations, technology, reputation or the health and safety of the members of the University community as determined by the risk matrix tool in the Contract Checklist for Risk Management and Legal Implications.

“Total Value” shall mean the total dollar value (including both cash and in-kind commitments) of a Contract, Construction Contract, Employment Contract, Gift Agreement, Purchase Contract, Research Contract or Research Proposal, aggregated

over its term and any contractually contemplated extension of its term, excluding taxes and other charges.

2. General Provisions for the Exercise of Signing Authorities

For the purposes of this Section, "Documents" means collectively Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts, and documents relating to confirmation of insurance coverage as referred to in paragraph 3(c) below.

The signing authorities granted pursuant to this policy are subject to the following general provisions:

- (a) No employee of the University is authorized to sign any Document unless authority to do so has been provided for in either this policy or by the resolution of the Board referred to in the Preamble to this policy.
- (b) The President, Vice-Presidents, Associate Vice-Presidents, Assistant Vice-Presidents and Deans have the power to restrict in writing the signing authority of any employee under their immediate or ultimate supervision, and such instrument restricting signing authority shall be deposited with the University Secretary at the earliest opportunity.
- (c) Persons with the power to exercise signing authority shall not delegate that authority unless the President or any Vice-President has approved such delegation of authority in writing. The instruments approving the delegation of authority and by which authority is in fact delegated shall be deposited with the University Secretariat at the earliest opportunity.
- (d) The Director, Risk and Insurance and/or the General Counsel may, from time to time, conduct audits of compliance with this policy by individual academic or administrative units, and shall report the results of those audits to the Vice-President (Finance and Administration) for transmission to the Board of Governors.
- (e) Executed copies of Documents that either (i) have a Total Value that is greater than \$100,000 (ii) the Total Value is less than \$100,001 but the initial term is five years or greater or (iii) potentially expose the University to a Significant Risk, shall be deposited with the University Secretariat. Research Proposals are excluded from the requirement to be deposited with the University Secretariat.
- (f) Questions as to the interpretation of this policy shall be referred to the General Counsel.

3. Signing Authorities – General Contracts and Insurance

- (a) Contracts in which the Total Value does not exceed \$100,000, the initial term is five years or less, are non-exclusive to a Vendor, and do not potentially expose the University to a Significant Risk may be signed on behalf of the University by any employee who is a department head with responsibility for a budget, or the supervisor of any such employee following the review process in the Self Risk Assessment section (s.1(b)) of the Procedures in Schedule A.
- (b) Contracts in which (i) the Total Value is greater than \$100,000, (ii) the Total Value is less than \$100,001 but the initial term is greater than five years, or (iii) provide exclusivity to a Vendor shall be signed on behalf of the University by two Signing Officers following the review process in the Formal Risk Assessment section (s.1(a)) of the Procedures in Schedule A.

- (c) The necessary documents relating to confirmations of insurance coverage on any aspect of the University's affairs may be signed on behalf of the University by two of the following: Vice-President (Finance and Administration), the Assistant Vice-President (Financial Services) and the Director, Risk and Insurance.
- (d) Indemnity and Waiver agreements that do not potentially expose the University to a Significant Risk may be signed on behalf of the University by any employee who is a department head with responsibility for a budget, or the supervisor of any such employee.
- (e) Contracts which potentially expose the University to a Significant Risk must follow the review process outlined in the Formal Risk Assessment section (s.1(a)) of the Procedures found in Schedule A.

4. Signing Authorities - Purchase Contracts

Subject to the provisions of the Purchasing Policy:

- (a) Purchase Contracts in which the Total Value does not exceed \$500,000 may be signed on behalf of the University by one Signing Officer together with the Director, Purchasing following the review process in the Self Risk Assessment section (s.1(b)) of the Procedures in Schedule A.
- (b) Purchase Contracts in which the Total Value exceeds \$500,000 shall be signed on behalf of the University by two Signing Officers following the review process in the Formal Risk Assessment section (s.1(a)) of the Procedures in Schedule A.
- (c) Purchase Contracts for software as service or cloud computing services must also comply with the University's Cloud Computing Security policy and require a security assessment and privacy impact assessment to be conducted prior to any contract being signed.
- (d) Purchase Contracts which potentially expose the University to a Significant Risk must follow the review process outlined in the Formal Risk Assessment section (s.1(a)) of the Procedures found in Schedule A.

5. Signing Authorities - Research Proposals

- (a) Research Proposals in which the Total Value does not exceed \$500,000 per annum may be signed on behalf of the University by any one of the Associate Vice-Presidents (Research), the Director of the Carleton Office of Research Initiatives and Services, or the Vice-President (Research and International).
- (b) Research Proposals in which the Total Value exceeds \$500,000 per annum may be signed on behalf of the University by the Vice-President (Research and International) together with one of the Associate Vice-Presidents (Research) or the Director of Carleton Office of Research Initiatives.
- (c) Research Proposals which potentially expose the University to a Significant Risk must follow the review process outlined in the Formal Risk Assessment section (s.1(a)) of the Procedures found in Schedule A.

6. Signing Authorities - Research Contracts

- (a) Research Contracts in which both the Average Annual Value is \$100,000 or less and the Total Value is \$300,000 or less may be signed on behalf of the University by any one of the

Associate Vice-Presidents (Research), the Director of Research Services or the Vice-President (Research and International).

- (b) Research Contracts in which either the Average Annual Value exceeds \$100,000 or the Total Value exceeds \$300,000 may be signed on behalf of the University by the Vice-President (Research and International) together with one of the Associate Vice-Presidents (Research) or the Director of Carleton Office of Research Initiatives and Services.
- (c) Research Contracts which potentially expose the University to a Significant Risk must follow the review process outlined in the Formal Risk Assessment section (s. 1(a)) of the Procedures found in Schedule A.

7. Signing Authorities – Gift Agreements

- (a) Gift Agreements in which the Total Value does not exceed \$500,000 may be signed on behalf of the University by the Chief Development Officer.
- (b) Gift Agreements in which the Total Value exceeds \$500,000 may be signed on behalf of the University by the Chief Development Officer and one Signing Officer.
- (c) Gift Agreements which potentially expose the University to a Significant Risk must follow the review process outlined in the Formal Risk Assessment section (s.1(a)) of the Procedures found in Schedule A.

8. Signing Authorities – Construction Contracts

Construction Contracts are subject to the provisions of the document called “Regulations for the Approval and Control of Capital Projects” appended to the mandate of the Building Program Committee of the Board of Governors (a copy of which can be viewed by clicking here: <http://www2.carleton.ca/boardofgovernors/board-committees/building-program/>).

- (a) Construction Contracts in which the Total Value does not exceed \$100,000 may be signed on behalf of the University by the Assistant Vice-President (Facilities Management and Planning).
- (b) Construction Contracts in which the Total Value is in the range of \$100,001 to \$300,000 may be signed on behalf of the University by two of the following: the Assistant Vice-President (Facilities Management and Planning) and the Signing Officers.
- (c) Construction Contracts in which the Total Value exceeds \$300,000 may be signed by two of the Signing Officers.

9. Signing Authorities – Employment Contracts

- (a) Employment Contracts to be entered into by the University with persons intending to fill positions within the appointment powers of the Board of Governors pursuant to the Bylaws of the University shall be signed on behalf of the University by two Signing Officers.
- (b) Employment Contracts to be entered into by the University with persons intending to fill the position of Dean or University Librarian shall be signed on behalf of the University by the President, or in her or his absence, by the Provost and Vice-President (Academic).
- (c) Employment Contracts to be entered into by the University with persons intending to fill all academic positions at the University other than those referred to in paragraphs 9(a) and 9(b)

above, including without limitation Associate Deans, Directors, Chairs and members of the teaching staff, may be signed on behalf of the University by the Provost and Vice-President (Academic).

- (d) Employment Contracts to be entered into by the University and not specifically mentioned in any of paragraphs 9(a), 9(b) and 9(c) above may be signed on behalf of the University by the Vice-President (Finance and Administration).

Contacts

Vice-President (Finance and Administration)
Vice-President (Research and International)
General Counsel
Director, Risk and Insurance
University Secretary

Links to Related Policies

[Commemorative Naming Policy](#)
[Cloud Computing Policy](#)
[Risk Management Policy](#)
[Food Services Policy](#)
[Payment to Individuals and Business Entities Policy](#)
[Philanthropic Naming Policy](#)
[Procurement Card Policy](#)
[Purchasing Policy](#)
[Policy on Research and External Support Fund Creation and Amendments](#)
[Policy on Responsibility for Management of Research Agreements](#)
[Signature Stamps Policy](#)

Schedule A

Procedures for the Exercise of Signing Authority

Preamble

These procedures must be read in conjunction with the Signing Authorities Policy (the “Policy”). Except as may otherwise be provided in these procedures, capitalized terms appearing in these procedures shall have the same meaning as ascribed to those terms in the Policy.

Purpose and Scope of Procedures

These procedures outline the manner in which certain of the signing authorities granted pursuant to the Policy are to be exercised. If signing authority is purportedly exercised otherwise than in accordance with these procedures or the Policy, then such exercise shall be considered beyond the scope of employment of the person exercising such purported authority.

Procedures

Section 1: Requirement for Risk Assessment and Legal Assessment Prior to Signing Contracts

For the purposes of this Section 1 of these Procedures, the terms Contracts, Purchase Contracts, Research Proposals, Research Contracts and documents relating to confirmations of insurance coverage on any aspect of the University's affairs are sometimes collectively called the "Documents" and individually a "Document."

1 (a). Formal Risk Assessment: Documents referred to in any of paragraphs 3(b), 3(e), 4(b), 4(d), 5(c), 6(c) and 7(c) of the Policy may be signed on behalf of the University only following:

- (i) Review and approval by either the Provost's Budget Working Group (PBWG) or the President and Vice-Presidents, such approval to be evidenced in writing (in advance of signing the Document) under the signature of either the President or the Vice-President (Finance and Administration);
- (ii) An assessment by the Director, Risk and Insurance, of the risks to which the University may be exposed by virtue of signing the Document, a copy of the assessment must be provided to the appropriate signing officers in advance of signing the Document; and
- (iii) An assessment by the General Counsel of the legal implications of the Document for the University, a copy of the assessment must be provided to the appropriate signing officers in advance of signing the Document.

1(b). Self Risk Assessment: Documents referred to in any of paragraphs 3(a), and 4(a) of the Policy may be signed on behalf of the University only following:

- (i) Satisfactory completion (by the person presenting the Document for signature) of the Contract Checklist for Risk Management and Legal Implications in the form attached to these procedures; and
- (ii) Consultation with both the Director, Risk and Insurance and the General Counsel in the event that the person intending to act on any of the signing authorities referred to in this paragraph 1(b) considers any matter disclosed on the Contract Checklist for Risk Management and Legal Implications to be of material concern or Significant Risk to the University.

For the purposes of either of paragraphs 1(a) or 1(b) of these Procedures, should either the Director, Risk and Insurance or the General Counsel, or both, be unavailable to complete the assessments required by those paragraphs within the time reasonably required to finalize the Document for signature by the University, then the matter shall be referred to one of the Vice-Presidents for advice and direction, in which case the strict requirements of paragraphs 1(a) or 1(b) (as the case may be) may be waived or modified by such Vice-President.

Documents referred to in Section 8 of the Policy may be signed on behalf of the University only in circumstances consistent with the provisions of the document called "Regulations for the Approval and Control of Capital Projects" appended to the mandate of the Building Program Committee of the Board of Governors (a copy of Approval and Control Document can be viewed by clicking here:

<http://www2.carleton.ca/boardofgovernors/board-committees/building-program/>

2. General Provisions

For the purposes of this Section 2 of these Procedures, the terms Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts and documents relating to confirmations of insurance coverage on any aspect of the University's affairs are sometimes collectively called the "Documents" and individually a "Document."

The signing authorities granted pursuant to the Policy are further subject to the following general procedural provisions:

- (a) With the exceptions of Research Proposals and Research Contracts, Documents creating external financial reporting requirements for the University must be sent for approval to the Assistant Vice-President (Financial Services) in advance of their signature, and evidence of the approval of the Assistant Vice-President (Financial Services) must be provided in advance to those intended to sign the Document.
- (b) In the event that the President is of the view that any Document, irrespective of its Average Annual Value, its Total Value or the length of its term, is of extraordinary significance to the University (on the basis of either an unusually high risk factor, the potential for exceptional public scrutiny, or impact on the academic reputation of the University), then the President shall bring such Document or cause such Document to be brought to the Board of Governors prior to its signature, and shall seek the Board's direction in that respect.
- (c) Questions as to the interpretation of these Procedures shall be referred to the General Counsel.

Contacts

Vice-President (Finance and Administration)
General Counsel
Director, Risk and Insurance
University Secretary

BOARD OF GOVERNORS REPORT

To:	Board of Governors	Date of Report: 9 November 2018
From:	Chair, Community Relations and Advancement	Date of Meeting: 29 November 2018
Subject:	Board Award Criteria, Timeline and Jury Selection	
Responsible Portfolio:	University Secretary	

1.0 PURPOSE

☒ For Approval ☐ For Information ☐ For Discussion

2.0 MOTION

To approve the criteria for the 2018/19 Board of Governors Award for Outstanding Community Achievement, proposed timeline and jury composition.

3.0 EXECUTIVE SUMMARY

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 recommending 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.

4.0 INPUT FROM OTHER SOURCES

At the October 3, 2018, 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 report, along with a copy of the Board Award Timeline of activities for the 18/19 year.

In addition, the Committee recommends the following members be on the Jury for the Board Award Selection Committee for the 18/19 year:

Chair or Vice-Chair or designate of the Board as Chair of the Jury:	Jay Nordenstrom
Chair or Vice-Chair or designate of the CR&A Committee:	Elinor Sloan
Faculty:	Jonathan Malloy
Staff:	Nina Karhu
Undergraduate Student:	Taylor Arnt
Graduate Student:	Alaine Spiwak

5.0 ANALYSIS AND STRATEGIC ALIGNMENT

The Board Award for Outstanding Community Achievement supports the Strategic Integrated Plan goal 3-1 which aims to increase student financial support. This award reflects the board's shared belief in volunteerism and creating civically engaged citizens through higher education.

6.0 FINANCIAL IMPLICATIONS

The award is given annual in the amount of \$2,000 from the Board of Governors Budget.

7.0 RISK, LEGAL AND COMPLIANCE ASSESSMENT

None identified.

8.0 REPUTATIONAL IMPLICATIONS AND COMMUNICATIONS STRATEGY

Proposed advertising timeline is outlined in the attached timeline.

9.0 OVERALL RISK MANAGEMENT ANALYSIS

	VERY LOW	LOW	MEDIUM	HIGH	VERY HIGH
STRATEGIC	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
LEGAL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OPERATIONAL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TECHNOLOGICAL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FINANCIAL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
REPUTATIONAL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



20187/198 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 20187/198.
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 6th, 2019**. 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

Minutes of the 154th Meeting of the Building Program Committee
Thursday, May 3rd, 2018 at 2:00 p.m.
Richcraft Hall 2440R

MINUTES

Present:	Mr. D. Craig, Chair	Dr. A. Summerlee
	Mr. J. Durrell, Vice-Chair (left at 5:05 pm)	Ms. L. Watson
	Dr. C. Carruthers	Ms. C. Young
	Mr. N. Nanos	Mr. B. Wener (guest; left at 4:45 pm)
	Mr. A. Ullett	
Regrets:	Mr. E. Berhe	Ms. G. Courtland
Staff:	Mr. D. Boyce	Dr. R. Goubran
	Ms. A. Goth (Recording Secretary)	Mr. M. Piché

1. CALL TO ORDER AND CHAIRMAN'S REMARKS

The meeting was called to order at 2:00 p.m. The Chair thanked the committee members for their attendance.

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. Ms. Watson's firm is doing minor consulting on the Nicol Building project. There were no other declarations of conflict of interests.

3. APPROVAL OF THE AGENDA

The agenda was circulated in advance.

Mr. Durrell moved and Ms. Watson seconded by the 154th Agenda for the meeting of the Building Program Committee, as presented. The motion carried.

4. APPROVAL OF THE MINUTES AND BUSINESS ARISING

The minutes from the 152nd and 153rd meeting were circulated in advance.








Dr. Summerlee moved and Mr. Ullett seconded by the 152nd and 153rd Building Program Committee meeting minutes, as presented. The motion carried.

5. ITEM(S) FOR DISCUSSION

5.1 Environmental Health and Safety Report

The annual report of the Environmental Health and Safety Report was circulated in advance.

Table 1: Key Performance Indicator Changes between 2016 and 2017

	2016	2017	Change
# of Critical Injuries	3	4	
Days Lost to Injury Claims	48	42	
# of Lost Time Injuries	7	8	
Average # of Lost Days/Injury Claim	6.9	5.25	
# of Good Catches Reported	89	160	
# Responses to Fire Alarms	108	87	
H&S Awareness Training (%completion)	70	63	

There has been a significant decrease in the number of individuals taking Health and Safety Awareness training particularly for new hires. However, there has been a significant increase (doubled) in the number of good catches reported. The number of false first alarms has also decreased.

5.2 Dominion Chalmers United Church Update

A verbal report was given by Mr. Levitt and Dr. Summerlee on the Dominion Chalmers United Church acquisition. Mr. Levitt has been working extremely closely with external counsel to finalize an agreement for Board approval. The major terms and conditions have been agreed to the Church, including a final purchase price is \$6.65M and the agreement has a termination provision. All caveats have been met as required by the Board. A vote will be taken on May 13th by the church's council to approve the sale, and then thereafter by the Ottawa Presbytery of the United Church of Canada. Mr. Levitt was thanked for his extensive work on the church agreement and the successful negotiations.

5.3 Project Management Improvements (Audit Response)

The status of implementation of internal audit recommendations on capital project management dated March 2018 was circulated in advance.

All items appear to be in progress with full completion scheduled for December 2018. The methodology used is standard in the industry and proper communications are needed. There will be continued status updates provided to the Committee.

5.4 Transportation and Parking Planning

A verbal discussion occurred regarding transportation flow on campus and plans for parking to improve health and safety on campus. Traffic circulation is a safety issue. There have been studies over the years but another study is needed with a consultant to address the issues.

5.5 Health Sciences Building Update

Two memos and specific answers to questions raised by a board member were circulated in advance with two spreadsheets with updated financials on the buildings. Also circulated was the overall assessment showing that the changes orders and the funding incurred were within normal industry standard range. There were a great many change orders that had to be categorized. A separate analysis report from an outside firm is needed. Management is trying to institute new project management best practices and recognizes that project needs to be better managed from the start.

5.6 Nicol Building Tender Status

A verbal report was provided along with a spreadsheet of the financial statements. Five bids have been received (\$53.4M - \$57.9M), which are significantly higher than the estimates. The estimates were done at the end of December 2017 based on 97% design with minor design changes after that. There was an extensive discussion with the lowest bidder about options. The Chairs of the Finance and Building Program Committees would like to see all options before any recommendations are brought to the committee for discussion. The Nicol Building is intended to be a signature building which is important to Carleton. Reducing the footprint, funding or design elements would significantly impact the building. The architect needs to be involved in the concept changes and moving forward.

The status of the Capital Reserve Fund was discussed. The five bids received were close together. Ottawa construction pricing is high at the moment and there are international impacts as well due to uncertainty related to tariffs.

5.7 ARISE Building Status Update

A memo, a capital project approval and control document, rationale, space allocation and the floor plans for the ARISE building were circulated in advance.

The estimated cost of the 5th floor fit-up is \$8.5M. The plan was put together quickly to respond to the opportunity of SIF funding. The initial building included only the exterior building not the fit-up. Phase 2 will address fit-up costs. The background material provided and the Capital Control document have been updated. The final design and

contract cost is included with a contingency due to delays and design changes.. The building will be managed by Research and International group. Occupancy and design requirements have been agreed to by the key stakeholders.

There are three areas of knowledge sharing for the building which include: smart health care, clean technology and information technology partnerships.

5.8 Update on Major Capital Projects Planning and Priorities

A summary of the major capital projects and capital expenditures report were circulated in advance.

The Health Sciences Building is nearing completion by mid-June. Consultation with users on the 4th and 6th floor is needed with sign-off. The Nicol Building design has been signed-off on by key stakeholders. The ARISE Building is tracking for September 2018.

The cogeneration project has had the turbine and boiler delivered.

5.9 Update on Deferred maintenance & Minor Construction

A summary of the major capital projects and renewal program report were circulated in advance.

6. OTHER BUSINESS

There will be a joint meeting of the Finance and building Program Committee on May 22nd at 9:00 a.m.

7. ADJOURNMENT

It was moved by Mr. Ullett and seconded by Dr. Summerlee to adjourn the meeting at approximately 3:26 p.m.

**Minutes of the 107th Meeting of the Community Relations
and Advancement Committee**

**Monday, May 14, 2018
Room 2440R, Richcraft Hall**

Present:	Ms. L. Daly, Chair	Mr. J. Nordenstrom, Vice-Chair
	Dr. A. Summerlee	Ms. C. Switzer
	Mr. D. Fortin (phone)	Dr. E. Sloan
	Mr. L. Harrington	Ms. N. Prowse
	Ms. J. Teron (non-voting member)	
Staff:	Ms. S. Blanchard	Mr. S. Levitt
	Ms. A. Goth (Secretary)	Mr. M. Piché
Guests:	Ms. C. Regimbald	Ms. J. Conley
	Mr. D. Cumming	
Regrets:	Dr. C. Carruthers	
	Mr. N. Nanos	
	Ms. R. Thompson	

1. CALL TO ORDER AND CHAIR'S REMARKS

The meeting was called to order at 1:06 p.m. Ms. Linda Ann Daly thanked the committee members for all of their contributions and Ms. Teron, on behalf of the committee expressed the mutual gratitude for Ms. Daly's service and commitment to the Community Relations and Advancement committee as Chair and her eight years spent as a member of Board of Governors. This was Ms. Daly's last meeting as Committee Chair. In her message to the committee she urged members to think about the mandate and continued emphasizes on the main pillars: reputation protection and enhancement, relationship development and engagement and revenue generation.

Ms. Blanchard was recognized for her continued success and development of many retention initiatives. Ms. Conley and her team were praised for such a successful and innovative campaign and wished them continued success. Mr. Cumming was recognized for his stellar work as Carleton's Director of Communications, always ready and continually working behind the scenes. Mr. Levitt was thanked for all of his work on the

purchase of Dominion Chalmers United Church. Ms. Goth and Ms. Deeth were thanked for her continued support.

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 Mr. Harrington and seconded by Dr. Sloan that the Community Relations and Advancement Committee approve the agenda of the 107th meeting, as presented. The motion carried.

4. APPROVAL OF MINUTES

It was moved by Dr. Summerlee and seconded by Mr. Harrington that the Community Relations and Advancement Committee approve the minutes of the 106th meeting, as presented. The motion carried.

5. BUSINESS ARISING

It was noted that discussions with the incoming President are needed regarding holding the next Talk Exchange event. The spring Talk Exchange was originally scheduled for March 19th, 2018. However, due to the labour disruption it was recommended to not move forward with the event at that time.

6. ITEM(S) FOR APPROVAL

a) Board Award Recommendation from Jury

The Board Award is given annually and recognizes the spirit of volunteerism and substantial community contribution while at Carleton and the award is usually given at the June convocation. Ms. Daly recognized and thanked all of the members of the Board Award Jury for their commitment. The members included:

- Mr. J. Nordenstrom
- Ms. N. Prowse
- Mr. L. Harrington
- Ms. C. Switzer
- Dr. E. Sloan

For the 2018 Board Award recipient, the Jury is recommending Christian Robillard. The Jury was impressed by Christian's significant volunteerism within the Carleton University and Ottawa community and out of a total of ten candidates, Christian stood out. In February of 2018, Christian completed his Bachelor of Public Affairs and Policy Management with a specialization in Social Policy and his Masters

degree in Philanthropy and Nonprofit Leadership. Christian has helped raise over a million dollars for worthy causes in the community and has managed to balance his volunteering with other pursuits, while still achieving a solid GPA in his academic studies. Christian has been described as a caring, motivated and determined individual who is truly a Carleton Ambassador, making him the ideal candidate for this Award.

It was moved by Mr. Nordenstrom and seconded by Dr. Sloan to recommend the approval of Christian Robillard for the Board of Governors Award for Outstanding Community Achievements to the Board of Governors. The motion carried.

7. ITEM(S) FOR INFORMATION

a) Reputation Protection and Enhancement

i. Dominion Chalmers United Church (DCC)

A verbal update for the committee was provided by Dr. Summerlee. At present the DCC congregation has ratified the agreement with the final purchase recommendation going before the Board at the May 24th meeting. The DCC has requested any public communication be held until the purchase has been completed. A communications plan has been developed with execution of the plan to commence following the official announcement. The plan includes scheduled press releases, social media and interviews. Completion of the sale is expected within thirty days.

The City of Ottawa has expressed strong support and an interest in being a part of the events by announcing the contributions from the Provincial Government and assisted in expediting the rezoning process. City Councilors have also expressed interest in creating a possible branch of the Ottawa Public Library within the DCC. Ottawa's National Arts Centre and the Bank Street Business Association have also approached Carleton regarding joint activities beginning in October 2018.

Carleton will begin moving forward with the hiring process for a Project Manager and naming the facility. Currently a secular name has not been selected and the Committee agreed this could be a philanthropic opportunity. The Church is considered a heritage building and submission of an application to remove the sign may be needed. A recognition plaque located at the front door of all donors was discussed.

It was noted that there are two upcoming tentative events schedule to be held in the DCC. A celebration in honour of the Crabtree contribution on June 5th and a private dinner on June 7th.

ii. Community Connections

A memorandum and four page insert from the University Community Connections was circulated in advance. In December 2017, Carleton's School of Journalism and

Communications asked the Department of the University Communications to help break the news about the school's plan to transform the Centertown News, a print newspaper that had been published since the early 1970's into a digital-only publication. The result is the Community Connections. The insert circulated, is an excerpt of what was distributed to 17,000 homes and business in the March 29 issue of the Centertown News. The lead article explained how the new digital Capital Current will better serve both journalism students who are learning how to thrive in today's media industry, members of Ottawa's many geographic and demographic communities.

The digital news publication will be produced and funded by the Department of University Communications and is a testament of Carleton's many connections to the broader Ottawa community.

It was also discussed there will be eight convocation ceremonies beginning June 12th to June 15th and a Convocation Dinner on taking place on June 14th.

b) Relationship Development and Engagement

i. Student Enrolment Update

Ms. Blanchard was introduced to give a presentation on Employability and Experiential Learning and funding provided by the Ministry of Advanced Education and Skills Development (MAESD) for new initiatives. In the last couple of months, increased funding has been provided to really differentiate Carleton.

The Career Ready Fund – Stream One funding (over two years) was received in November 2017. The proposal included the Faculty of Public Affairs, Sprott School of Business, Faculty of Science, Student Experience Office, Career Services and Co-operative Education all working towards a set of initiatives across the university to increase experiential learning opportunities. The number of international internships abroad for students has increased. Carleton started with a small number last year and slowly increased the number of students participating. Problem based learning and partnering with businesses are being explored.

The Career Ready Fund – Stream Two (one-year funding), received in March 2018 was used to refresh branding and build strong relationships with businesses and employers. Carleton is employing a multi-disciplinary approach to co-operative education and extra-curricular activities.

The initiative Carleton University Accessible Experiential Learning (CUAEL) Project is seeking to make jobs accessible (placements) for students with disabilities. Carleton differentiated themselves with accessibility

opportunities for employment. The project is a multifaceted collaboration between Career Services, Paul Menton Centre and the READ Initiative. The placements are subsidized part-time and partial subsidized during the full-time hours in the summer. This acts as an incentive for employers to support (tools and understanding) students with disabilities. Encouraging students on campus (300) to seek placements in the Ottawa-region.

The David C. Onley Initiative for Employment and Enterprise was launched on May 4, 2018, for \$5M over two years. This initiative is for students at all Ottawa institutions (colleges and universities) for employment opportunities in the Ottawa-area. MAESD saw this initiative as being led by Carleton but bringing in other institutions. Awareness, outreach and partnerships are needed to place students.

The Ontario Postsecondary Access and Inclusion Program (OPAIP) funding from MAESD for student initiatives (\$1.5M over three-years) through a competitive process. Historically, there was a first-generation inclusion program to support different mechanisms and the province decided to work towards more specific initiatives and to assist underrepresented populations to attend university. Carleton decided to build upon the Enriched Support Program to provide support and transition students into a full degree program. Peer support, writing tutor and study strategies are being used to help student transition into a program.

The number of co-operative education classes increases every year by about 10%. The increased awareness and positive relationships with employers will continue to increase the opportunities available for our students.

Employability for Carleton's students with disabilities is on-par for employability and graduation rates. Carleton's team has the expertise, dedication and commitment to employability.

c) Revenue Generation

i. Comprehensive Campaign and Advancement Update

A report for April and May was circulated in advance. Ms. Conley provided the committee with an update on the current campaign status. The total campaign goal was set at \$300M and currently there is \$29M remaining until that goal is achieved. Michael Sinkus and Derrick Feldmann have been brought onboard to assist with the strategy and see Carleton through to the end of this successful campaign.

It was noted that the renaming of the DCC is part of the completion plan. The number of donors and prospective donors is up and is expected to climb. Once the purchase agreement is finalized and announced, the priority will be to begin developing relationships with supporters of the DCC.

The campaign team was thanked for their continued success and hard work. Dr. Summerlee was recognized for his seamless transition into the role of President. The Committee agreed he was a key component and helped to double the contributions towards the campaign from last year.

8. OTHER BUSINESS

A report was circulated to the Committee called *Seizing Opportunities*. Dr. Summerlee spoke to the Committee regarding the report. He drew attention the Federal Governments shift to research and advised there should be an in-depth review of the public's perspective. From there Carleton should focus on honing in on developing messaging of what the university can do for political platforms. An example of this was MP Lisa Macleod and how well our focus on mental health and accessibility would correlate with her platform. It was noted that alliance such as these will be important moving forward.

Dr. Summerlee was thanked for stepping in to see Carleton through the past year and for being a great leader.

9. ADJOURNMENT

It was moved by Mr. Nordenstrom and seconded by Mr. Harrington to adjourn the meeting at approximately 2:46 p.m. The motion carried.

**Minutes of the Finance Committee
Friday, September 7th, 2018 at 1:00 p.m.
Room 2440R, Richcraft Hall**

Present:	Mr. B. Wener, Chair	Ms. L. Honsberger
	Ms. D. Alves, Vice-Chair	Mr. O. Javanpour
	Dr. B.A. Bacon	Dr. J. Malloy
	Mr. G. Farrell	Ms. Y. Osagie
	Mr. D. Fortin	
Staff:	Ms. S. Blanchard	Mr. S. Levitt
	Ms. A. Deeth	Ms. A. Marcotte
	Ms. A. Goth (Recording Secretary)	Mr. M. Piché
	Dr. R. Goubran	Mr. T. Lackey
		Mr. T. Sullivan
Regrets:	Ms. C. Gold	Mr. N. Nanos

1. CALL TO ORDER AND CHAIRMAN'S REMARKS

The meeting was called to order at 1:00 p.m. Mr. Wener welcomed the new members to the committee, Ms. Osagie, Dr. Malloy and Mr. Javanpour, as well as the members of management Mr. Sullivan, Mr. Lackey and Ms. Marcotte.

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. Honsberger and seconded by Mr. Javanpour that the agenda of the 294th Finance Committee be approved, as presented. The motion carried.

4. APPROVAL OF THE MINUTES

4.1 Minutes of Previous Meeting

The minutes of the 293rd meeting of the Finance Committee were circulated in advance. A correction was noted on page 3 section 5.3 that should read “the current market value of the fund is \$1.2B.”

It was moved by Mr. Farrell and seconded by Ms. Alves that the minutes of the 293rd meeting of the Finance Committee be approved, as corrected. The motion carried.

5. ITEM(S) FOR INFORMATION

5.1 Review of the Committee Work Plan and Terms of Reference

The 2018/19 work plan for the Finance Committee were circulated in advance. The members were asked to send any additions or corrections to Ms. Goth.

A proposed terms of reference were circulated in advance. The revisions included:

- a revised overview to read “The Finance Committee shall oversee the financial framework and the financial management of the University. The committee monitors the institution’s financial affairs and makes related strategic and policy recommendations.”.
- The removal of the insurance report and related reporting, as this will now be under the terms of reference for the Audit Committee.
- The removal of the Chancellor from the membership of the committee.
- Removal of the word “approve” and to be replaced throughout with “recommend to the Board”.

It was moved by Ms. Alves and seconded by Mr. Javanpour to recommend the amended terms of reference (and work plan) to the Governance Committee for review and recommendation to the Board of Governors. The motion passed.

5.2 Financial Report for Fiscal Year 2017/18

A working paper and report were circulated in advance. A presentation was circulated to the members at the meeting. The financial report outlines the results of the 2017/2018 (year ended April 30, 2018). The Chair noted the material was well prepared and recognized the effort of the staff.

Michel Piché, Vice-President (Finance and Administration) provided a presentation entitled *Presentation to the Finance Committee – Financial Report to the Board of Governors Fiscal Year 2017-2018 September 7, 2018*. The annual financial report needs to be read in conjunction with the Audited Financial Statements. The Audited Financial Statements are helpful for external users to compare results across the

sector. The annual financial report (cash type accounting) is used to understand major funds and how they relate to each other.

The university's revenue comes primarily from two sources – government grants and tuition fees. Investment Income relates to short term earnings on the university's appropriations as well as earnings distributed from endowed funds. The largest expenditure for the university is for employees representing 66% of expenditures. The next largest expenditure (12%) is on facility maintenance and renovations across campus which is reasonable considering the size of the campus and the number of buildings and facilities. The other expenditures are spread between research support, campaign matching, equipment, travel, fees, etc. Student Aid makes up \$26M or 5% of the total operating budget. Looking ahead to future years, the tuition framework from the Province of Ontario for 2019-20 is not known at this time.

On average 65% of domestic students receive financial support either from OSAP or scholarships and bursaries. The average amount of support provided per student is \$10,700, half of which would be loan and half of which would be scholarship/bursary.

Financial highlights for 2017/18 include an increased enrolment (increase 3.1%) over previous year which primarily lead to an operating surplus of \$23.6M. The surplus was appropriated as per Board approval to the capital reserve (\$16.1M), student aid matching (\$3.1M), and investment income equalization reserve fund (\$4.4M). The investment income equalization fund was established in March 2017 to mitigate the risks associated with the potential volatility of investment in equity investments and associated impact on the university's operations. Earnings, realized or unrealized, in excess of the opening investment income budget are appropriated to this fund to cover any shortfall in investment income.

Investment income finished the year with \$20.1M in 2017/18 compared to \$33.5M in 2016/17. The income was higher than budgeted at approximately \$8M.

There were many capital additions in 2017/18 with a total of \$61.3M spent compared to \$51.6M in 2016/17.

Long-term debt (primarily associated with student residences mortgages) is falling consistently and was at \$67.4M by April 30, 2018 compared to \$71.1M in 2016/17.

It was asked if there is a goal for student enrolment. Due to changing demographics, the university forecasts enrolment prudently. A conservative estimate of a zero growth in first year enrolment was used. If enrolment is beyond zero growth, any surplus revenues can be put into student aid, reserves and liabilities. The province regulates the amount of tuition that the universities can charge students (which under the prior framework was generally a maximum increase of 3%) and every program is reviewed in order to determine the tuition per program (competitors, enrolment, etc.). There is no restriction on the tuition which can be charged to international students

and the tuition for international students is determined by the international comparators on a program by program basis.

It was explained that the initial budget is an estimation based on enrolment and expected expenses. The projection results are determined once the enrolment confirmations are known, this budget is presented to the Board in April of each year. Slide 6 of the presentation outlined the estimated budget, projected budget and the actual budget results and the variance. The government grant funds were higher than projected due to changes in the funding model which included a \$4.4M one-time transition grant to account for flow through growth. In future years Carleton will not receive additional funds for increased enrolment. Government grants funding is frozen at the 2016/17 level.

It was explained that until recently, in Ontario there was a linear relationship between increases in enrolment and increases in government grants. However, in 2016/17, the corridor funding model was implemented with the Strategic Mandate Agreement 2 to allow protection for universities not able to meet student enrolment targets. This also potentially acts as a deterrent to growth for universities. Enrolment management will be very important moving into the future. An unintentional consequence of the corridor funding model is incentivizing international student recruitment.

During the budget review process it was explained that the Dean of each Faculty determines the staffing requirements, teaching loads based on enrolment and statistics and brings a budget submission to the Financial Planning Group to determine if the university will increase investments in particular areas. In addition the Enrolment-Linked Budget Allocation (ELBA) provides an allocation to the Faculties that have increased enrolment numbers (incremental revenue from enrolment growth).

Overall, actual expenditures were higher than those projected expenditures by \$16.4M. This was mostly a result of higher than expected transfers to capital and endowment funds from operations, which drew down previously established appropriated funds. The university budget results showing higher aggregate amounts by \$11.5M because of accrued contract settlements with CUASA and CUPE 2424 which were not charged out to the resource planning committees (RPC's) budgets until 2018/19.

Provisions and contingencies are the budget areas where funds are reserved for future commitments or contingencies for unexpected situations. Provisions and contingencies include salary allocations, midyear allocations (adjustments for unforeseen events and projects), enrolment incentives (ELBA), pension plan deficit, capital projects (new construction), and student aid matching funds. Provisions and contingencies are an essential part of the budget for running the university and provide financial sustainability (which is required as part of Strategic Mandate Agreement).

Ancillary operations for the 2017/18 year reported a positive result of \$7.7M. Ancillaries are mandated to break even over time after covering both direct and indirect expenses and are not supported by the operating budget. Revenues were higher for the Ancillaries, primarily due to the Canada 150 and CU75 activities across Ottawa. Expenses and transfers were under budget. Renovations were overspent but a small surplus was generated overall (\$32.6M). The surplus is used to upgrade and modernize Carleton's ancillary facilities and to pay for additional facilities which must be self-funded. Significant deferred maintenance includes the athletics pool, parking garage updates on P9 and upgrades to the student residences. Slide 10 provides the variance in actual results versus budget for the ancillary activities at the university. Athletics exceeded their budget because of deferred renovations to the HVAC and pool. The pool will require a \$25M upgrade to remain functional long-term.

Operating income by source and operating expenditure by function were presented with five-year trends. It was noted that revenues are growing slower than expenditures.

Research was noted as important priority for Carleton. The impact on the financial statements was discussed including that the tri-council agencies (NSERC, SSHRC, and CIHR) provide overhead recovery (\$4.5M) and research funds provide Carleton with the ability to attract the best researchers and graduate students therefore increasing the reputation/profile of the university, increases the quality of the outcome for the university and increasing Carleton's rankings. The majority of expenditures for research are in supporting graduate students which feeds into the revenue from graduate students. Research contracts also provide overhead funds which are held in the Research Support Fund.

5.3 Update on the 2018/2019 Operating Budget

A working paper and presentation were circulated in advance.

Preliminary enrolment numbers show a 3.4% decrease in first-year new students which will result in a short-fall in revenue for 2018/19. The Saudi Arabian Cultural Bureau of Canada is cancelling financial guarantees for fall 2018. As a result, if all Saudi students leave, it is projected that Carleton will have approximately 200 undergraduate (new) first year students short-fall. The 3.4% decrease includes the Saudi students. It is expected that the financial impact will be approximately \$2.5 – 3.0M revenue short-fall which will be covered by existing budget contingencies.

The provincial government termination of the Cap and Trade project, may impact Carleton by the cancellation of a \$7.5M ten year interest free loan.

Ongoing financial risks include: enrolment growth, international student recruitment, the provincial tuition fee framework (which is unknown at this time), and the ongoing review by the government of existing programs.

5.4 Capital Projects Update and Update on Proposed Building Projects

A working paper and capital projects expenditures report was circulated in advance.

There are many ongoing capital projects but there is no indication that any projected will exceed budget, although some are running late there will not be a budget impact.

Spending on Deferred Maintenance of \$14M per year since 2015/16 is ongoing and on budget for 2018/19.

It was asked if the cogeneration plant was funded by the government and it was indicated that it was funding by Hydro Ottawa. It is not expected that the cogeneration plant will produce excess power to sell back to the grid but it will supply the university with power that is estimated to provide the university with a \$1 – 1.2M cost savings.

The tender for the fit-up of the ARISE Building will be issued in early October 2018. The tender for the fit-up for the 4th and 6th floor of the Health Science Building will be issued in September 2018. The construction of the Nicol Building has begun and is making good progress. The tender results maybe affected by labor availability.

5.5 Insurance Report

A working paper was circulated in advance.

Mr. Tony Lackey, Director of Risk and Insurance was introduced to provide an overview of the insurance report including premiums and claims for 2017/18. The majority (85%) of Carleton's insurance (liability, property and errors and omissions) liability coverage is with the Canadian University Reciprocal Insurance Exchange (CURIE) which is a 64 member group of post-secondary institutions. Carleton's excess liability and specialized property exposures are transferred to the commercial insurance market. In 2017/18, total insurance premiums were \$1,103,729 (a decrease of 2.48%). The outlook for 2018/19 is a moderate increase of 2-3% for all lines of insurance, as one member of the group experienced a significant loss in 2017/18.

During 2017/18, seven claims were submitted by Carleton to CURIE which included three slip and fall claims, one failure to educate loss and one potential class action lawsuit (under early litigation). Two water damage claims were reported to CURIE but appear to have damage below the deductible. In addition, there were five claims reported to non-CURIE insurers including two claims under the automobile policy, two claims under the non-owned automobile policy and one claim under the boiler and machinery policy.

Carleton's deductibles (\$25,000 - \$100,000) are reviewed annually. Currently water damage premiums are being reviewed with Faculties Management and Planning as water damage is the number cause of damage on campus.

Education around research groups working with external companies is being developed as it is a reputational risk to the institution.

Environmental liability was discussed. CURIE provides basic insurance for seepage and leakage for sudden and accidental leaks. There is a requirement to report an incident within 120 hours. Carleton's Environmental Health and Safety provides a Health and Safety report which is presented to Building Program Committee and a joint meeting was suggested.

6. IN-CAMERA SESSION

An in-camera session was held.

7. OTHER BUSINESS

CUPE 2424 Strike

During the CUPE 2424 strike, \$3.4M gross was saved in salaries. Of that amount, \$1.7M was kept within the faculties and services, \$1.7M was returned to the central budget of which \$200,000 was allocated to security costs, and \$1.5M was allocated to the salary contingency reserve.

It was noted that the minimum wage increase scheduled for January 2019 has been factored into the budget projections.

8. ADJOURNMENT

It was moved by Ms. Honsberger and seconded by Dr. Malloy to adjourn the meeting at approximately 2:43 p.m.

**Minutes of the 37th Meeting of the Governance Committee
Thursday, May 24th, 2018 at 1:00p.m.
Room 2440R Richcraft Hall**

Present: Mr. K. Evans (Chair) Dr. I. Lee
Mr. E. Berhe Mr. N. Nanos
Dr. C. Carruthers Dr. A. Summerlee
Mr. O. Javanpour(Vice-Chair) Mr. A. Ullett

Regrets: Mr. J. Nordenstrom Ms. R. Stiles

Staff: Ms. A. Deeth Mr. S. Levitt
Ms. A. Goth (Recording Secretary)

Guest: Dr. D. Russell (Clerk of Senate)

1. CALL TO ORDER AND CHAIR'S REMARKS

The Chair called the meeting to order at 1:06 p.m.

The Chair made remarks concerning the recruitment process and selection criteria for new Governors.

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. Ullett moved, and it was seconded by Dr. Summerlee to approve the agenda as presented. The motion carried.

4. ITEM(S) FOR APPROVAL

4.1 Minutes of Previous Meeting

Mr. Nanos moved, and it was seconded by Mr. Javanpour, to approve the minutes of the 36th meeting of the Governance Committee as presented. The motion carried.

5. ITEM(S) FOR DELIBERATION

5.1 Academic Governance of the University Joint Policy (AGU)

A revised version of the Academic Governance of the University Joint Policy was circulated in advance. The policy required revisions and streamlining to bring it in accordance with the Carleton University Act, Collective Agreement and the By-Laws.

Dr. Russell explained to the Committee, the revisions addressed many house-keeping edits, adjusting Senate's ability to meet on short notice and to deal with routine business by email voting, shortening the response time to issues and modifying the description of student membership as well as the removal of the appendices. By removing the appendices, the Senate will have the authority to revise the Terms of Reference for Committees without requiring the approval of the Board with exception of the Governance Committee of Senate.

The following are the remaining elements that require revision moving forward:

1. Updating the Senate Committee Terms of Reference;
2. Adjusting Senate membership (specifically ex officio membership);
3. Resolving the potential conflict with the definition of Faculty Board between the AGU and the Act;
4. Making the parallel edits to the Senate By-Laws.

Mr. Levitt advised that if the Board is to approve the revisions to the portion of the Board By-Laws that refer to senate a special resolution is required from the Board. A version of the revised by-laws will be presented and subject to the Governance Committee's approval in the fall of 2018 and will then be presented at the Board level.

Dr. Carruthers moved, and seconded by Mr. Javanpour to move to recommend to the Board of Governors the approval of the revised Academic Governance of the University Joint Policy as recommended by Senate, as presented. The motion carried.

5.2 Board Self-Assessment 2017/2018

The 2016/2017 Board Self-Assessment Summary Report was circulated in advance. The response rate was nearly 100%. The meeting number, length and information provided generally received positive feedback. The start time of the board meetings should be moved to 3:00 pm with meetings preferably to be on Monday, Wednesday or Thursday. The role of the Chair and the University Secretary received positive feedback and were noted to be well prepared for meetings. There was some feedback that the board needs a better understanding of their role of oversight versus management of the university. Members are interested in building tours (new and existing) after meetings. Feedback on CUCollab was that it's easy to use but does not have editing ability like commercial products. It was also noted that the Audit Committee should be split from the Finance Committee to allow adequate time for more audit and risk oversight. There was feedback that the building program committee ought to review the campus space master plan annually and that the finance committee needs accurate and timely financial information on buildings. Members are also interested in attending one lecture per year. It was also noted that more emphasis is needed on linking agenda items with the strategic plan.

It was asked if a longitudinal study could be completed on the board assessment to see if there has been improvement or decline in the scores and then decide on how we define success as a board. The results should also be discussed at the committee level.

5.3 Best Practices

A proposal with a request for quote was circulated in advance.

Three candidates have significant experience with university governance and will be approached by Mr. Levitt and Ms. Goth:

Harriet Lewis was the long time University Secretary and General Counsel at York University with 26 years of experience. She recently conducted the Memorial University Governance Review. Both Harriet Lewis and Peter MacKinnon were given strong recommendations from Memorial's General Counsel who has worked with them both. I understand from Memorial's General Counsel that the university was very happy with Harriet's work. She was described as knowledgeable, careful and diplomatic (Memorial's review came after some controversy on their Board).

Bonnie Patterson was the past president of COU (two times), former president of Trent (completed two terms) as well as the first female dean of a business school in Canada (Ryerson). Bonnie has extensive experience with governance and recently acted for the government throughout the SMA negotiation process. Bonnie is described as a dynamic leader who understands all facets of university governance including Board governance, administration, strategy and policy.

Peter MacKinnon is lawyer, was the Dean of Law and then president at the University of Saskatchewan (completed two terms). He has written books on governance issues at universities. Peter is described as insightful, a pleasure to work with and very knowledgeable on governance (confidentially Memorial counsel advised that he was the first choice).

The majority of the work on the best practices review will be completed over the summer with the results presented to the Board at the October Retreat and then the report will be finalized.

Mr. Levitt and Ms. Goth will contact them to see if they are interested in submitting a quote/proposal and answer any preliminary questions. After the quotes/proposals are received, a review the proposals by the Chair, Vice-Chair, Governance Committee Chair and President Designate will be conducted as well as possibly interview of the candidates before making a selection.

6. OTHER BUSINESS

There was no other business declared.

7. ADJOURNMENT

The meeting adjourned at approximately 2:31 pm. The motion carried.

**Joint Minutes of the Finance and Building Program Committee
Tuesday, May 22nd, 2018 at 9:00 a.m.
Room 2440R, Richcraft Hall**

Present:	Mr. B. Wener, Co-Chair	Ms. C. Gold (phone)
	Mr. D. Craig, Co-Chair	Ms. L. Honsberger
	Ms. D. Alves, Vice-Chair	Dr. A. Summerlee
	Mr. J. Durrell, Vice-Chair	Mr. A. Ullett
	Dr. F. Afagh	Ms. L. Watson
	Dr. C. Carruthers	Ms. C. Young
	Mr. G. Farrell	
Staff:	Ms. S. Blanchard	Mr. S. Levitt
	Ms. A. Deeth	Mr. M. Piché
	Ms. A. Goth (Recording Secretary)	Mr. T. Stewart
	Dr. R. Goubran	
Regrets:	Mr. E. Berhe	Mr. P. Dinsdale
	Ms. G. Courtland	Mr. N. Nanos

1. CALL TO ORDER AND CHAIRMAN'S REMARKS

The meeting was called to order at 9:01 a.m. Mr. Wener and Mr. Craig were co-chairing the meeting as the Chairs of the Finance and Building Program Committees, respectively. The main purpose of the meeting was to review the tender results from the five contractors that submitted quotes for the Nicol Building construction.

2. DECLARATION OF CONFLICT OF INTEREST

The Chairs 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 Mr. Farrell and seconded by Ms. Watson that the agenda of the Joint Finance and Building Program Committees be approved, as presented. The motion carried.

4. ITEMS FOR APPROVAL

4.1 Nicol Building Tender Results

A working paper, Capital Expenditures Report and Major Capital Projects Budget Report were circulated in advance. An updated working paper and an analysis of bid variances to estimates was circulated to the members at the meeting.

On October 5th, 2017, the Board of Governors approved going to tender with an estimated cost not to exceed \$48M which included funds donated by Wes Nicol (which with interest are now \$11.8M), \$8M appropriated from the 2017-18 Operating Budget and \$28.2M from the University Capital Reserve. The budget of \$48M estimated left the 5th floor unfinished for future expansions.

Subsequent, to this approval the project was let out to tender to six previously qualified contractors and the tendered cost of construction came back to Carleton significantly higher. Five bids were received with *R.E. Hein Construction* submitting the low bid of \$53.4M, resulting in the total project cost of \$65.1M. The other four bids received were in the range of 2% to 8% greater than the low bid. It was also noted that members of the Building Program Committee had spent considerable amount of time with Facilities Management and Planning analyzing the tender process and are satisfied that the process was complete.

Three options were discussed:

1. Increase the budget by \$17.1M for a total project cost of \$65.1M and negotiate \$2.0M cost saving with the low bid contractor related to adjustments to the traditional framework construction (structural design) and start construction immediately;
2. Re-tender the project with \$11.0M project design reductions in the construction contract for a new target tender price of \$42.4M; and
3. Delay project with cost already incurred \$3.2M.

The additional teaching space is needed now for current enrolment and future growth. The additional \$17.1M is to be appropriated from the University Capital Reserve Fund.

A stipulated price contract with R.E. Hein Construction to be negotiated. The expiration of their bid is 90 days from April 24, 2018.

The increase in cost is due to the scope of the work, construction cost estimate, earthworks, civil and landscape, form, place and finish concrete, rebar, structural

steel, aluminum, stone/masonry, metals, millwork, glass curtain wall, and miscellaneous expenses. It is likely that the cost estimation did not fully account for all facets of the design and this also contributed to a lower estimate.

The Nicol Building is to be a signature building with unique structural aspects and be visionary. Estimated timeline for substantial completion is September 2020.

If the decision is made to proceed as designed and fund the difference from the Capital Reserve Fund, the extension of the University Centre will be delayed until funding is available. This will likely result in the gradual accumulation of funds for the Capital Reserve Fund.

It was noted that the professional cost estimators did a poor job at forecasting the cost of the tender. The Committees advised management that Carleton needs a better project management system for reliable estimates and guiding documentation.

It was moved by Ms. Alves and seconded by Ms. Honsberger to recommend to the board the approval to proceed with the construction of the new Nicol Building at a cost not to exceed \$65.1M, as presented. The motion carried with one opposed.

5. IN-CAMERA SESSION

An in-camera session was not held.

6. OTHER BUSINESS

No additional business was raised.

7. ADJOURNMENT

It was moved by Ms. Alves and seconded by Mr. Carruthers to adjourn the meeting at approximately 11:35 a.m.



Carleton University acknowledges and respects the Algonquin people, traditional custodian of the land on which the Carleton University campus is situated.

Carleton University Senate
Meeting of June 1, 2018 at 2:00 p.m.
Senate Room, Robertson Hall

MINUTES – OPEN SESSION

Attending: F. Afagh, S. Ajila, A. Barclay, T. Bazinet, S. Blanchard, A. Bowker, D. Buss, L. Callaghan, C. Carruthers, A. Chandler, W. Clement, J. Coghill, J. Debanné, D. Deugo, T. Di Leo Browne, C. Dion, L. Dyke, J. Erochko, M. Esponda, K. Evans, P. Farrell, A. Lawrence (for R. Goubran), E. Grant, P. Gunupudi, H. Gupta, B. Hallgrimsson, W. Horn, D. Howe, B. Hughes, O. Javanpour, W. Jones, C. Joslin, E. Kwan, D. Long, K. Lumsden, M. Neufang, D. Nussbaum, D. Oladejo, J. Paulson, A. Plourde, J. Ramasubramanyam, M. Rooney, D. Russell (Clerk), L. Schweitzer, W. Shi, A. Shotwell, D. Siddiqi, E. Sloan, P. Smith, A. Summerlee (Chair), J. Tomberlin, C. Viju, J. P. Watzlawik-Li, J. Wolfart, C. Young

Regrets: J. Cheetham, Z. Clayden, A. Dodge, C. Dogan, N. Grasse, J. Green, A. Hassan, J. Hayes, F. Hosseinian, H. Jay, S. Klausen, J. Kovalio, P. Lagasse, J. Liu, A. Maheshwari, C. Miller, H. Nemiroff, Z. Parkkari, M. Piché, J. C. Prent, J. Shields, J. Smith, J. Stoner, T. Tandon, S. Taylor

Recording Secretary: K. McKinley

Open Session:

1. Welcome (Chair)

The Chair welcomed Senators and guests back to the Open Session.

2. Approval of Agenda (open)

It was **MOVED** (E. Grant, D. Oladejo) that Senate approve the open agenda for the meeting of Senate on June 1, 2018, as presented.

The motion **PASSED**.

3. Minutes: May 4, 2018 (open session)

It was **MOVED** (S. Blanchard, C. Dion) that Senate approve the minutes of the open session of the Senate meeting of May 4, 2018, as presented.

The motion **PASSED**.

4. Matters Arising:

There were none.

5. Chair's Remarks:

CUASA Agreement

A tentative agreement has been reached between Carleton University and the Carleton University Academic Staff Association (CUASA). The Chair thanked members of the negotiating teams on both sides for their hard work in coming to an agreement.

Upcoming Provincial Election

The Council of Ontario Universities has developed an advocacy plan (*Partnering for a Better Future in Ontario*) to demonstrate the importance of universities to all major parties running in the provincial election. The strategy of the plan is to position universities as key partners in creating jobs and building the economy. The objective is to raise the profile of universities in the election, as universities are not mentioned in any of the manifestos, except for the NDP's.

Nicol Building

The Nicol Building has been approved by the Board of Governors, despite an unfortunate increase in costs due to current trade issues with the United States. This will be an essential building for the Sprott School of Business, but the first two floors also will provide teaching space that can be shared by other faculties, thereby benefiting all of Carleton.

A ground-breaking ceremony will be held on the morning of June 19th. Parking Lot P2 is now closed permanently, and traffic flow and parking will remain issues on campus due to ongoing construction. The Board will undertake a review of traffic and parking via an inclusive process that will begin in the Fall of 2018.

Emergency Response and Planning

Carleton is becoming more effective in dealing with Emergency Response and Planning. This was highlighted by our collaborative work with the Ottawa Police Service during the recent bomb threat on campus. Effective communications are often challenging in these situations, as there are constraints on what can be revealed. DUC is working on a communications strategy, and an emergency planning exercise will be scheduled for the fall.

Joint activities – SMA Process

The four post-secondary institutions in Ottawa have agreed to engage in collaborative initiatives as part of a 2-year pilot project funded by the provincial government. If successful, this type of collaboration would be an important differentiator for colleges and universities in Ottawa. Four collaborative initiatives are currently underway:

- With assistance from Invest Ottawa, a number of “research shops” will be established across the city, to offer solutions to various research problems. These will be staffed by teams made up of faculty and students from all four institutions. The first such shop will open in Kanata in the summer.
- All institutions will engage in international recruitment.
- Carleton and its partner institutions have begun to dialogue with Indigenous institutions of the government for collaborative ideas on how to include Indigenous education and ways of knowing into our curricula.
- A joint meeting of the four institutions to discuss building more effective collaborations will be held in October. This meeting will be open to faculty members.

The Chair added that any changes or decisions emerging from these initiatives that require academic approval will come to Senate.

Convocation

The Chair reminded Senators of Spring Convocation which will be held from June 12 – 16. Honorary degrees will be given to Gilles Patry, the Right Hon.

Helen Clark, Jayne Stoyles, Catherine Frazee, Peter Buckley, Gordon Hicks, Steven Davis and Gerison Lansdown, all whom have made contributions to the social, environmental and economic fabric of the world. Also of note is the fact that 50% of the honorary degree recipients this year are women.

Thank you

The Chair expressed thanks to Senate for the privilege of acting as Chair, for the past year. He received a round of applause from Senators.

6. Question Period

a. Questions submitted in advance: There were none.

b. Questions from the floor.

There were no questions, but J. Paulson stood to recognize and offer thanks to the outgoing Chair and Clerk for outstanding service to Senate. Both have set new standards and expectations for Senate to function as a democratic and responsive institution. These contributions have not gone unnoticed.

Senators gave the Chair and Clerk a round of applause.

7. Administration (Clerk)

a. Nominations to Senate and Senate Committees

It was **MOVED** (D. Russell, A. Plourde) that Senate ratify the new Senate and Senate Committee appointments for 2018/19, as presented.

The motion **PASSED**.

Administration (cont'd)

b. Senate Vacancies (Clerk)

This item was not presented.

c. Empowering Motion (Clerk)

Motion: That Senate approve the Executive be empowered to act for Senate on urgent items of regular business during the months of June, July, and August; notice of any meetings of the Executive held under this authority (except those called for the purposes of the Executive dealing with its own regular business) must be given to all members of Senate who may attend and participate; any action taken under this authority is to be reported to Senate at the first meeting of Senate in September 2016 for information and consent.

It was **MOVED** (D. Russell, J. Tomberlin) that Senate adopt the Empowering Motion.

The motion **PASSED**.

The Clerk noted that in the future, e-votes might be used instead of the empowering motion, but these changes cannot take effect until the Board completes the process of revising the AGU.

8. Reports:

a. Senate Academic Program Committee (SAPC)

The Provost presented a motion to combine two existing institutes in the Faculty of Science - The Institute of Environmental Science and the Integrated Science Institute – into one newly named institute.

One Senator asked what effect this would have on staffing. The Provost replied that there would be no effect on staffing as the two institutes currently share the same resources, faculty and administrators.

It was **MOVED** (J. Tomberlin, D. Deugo) that Senate approve the creation of the Institute for Environmental and Interdisciplinary Sciences with effect from July 1, 2018.

The motion **PASSED**.

It was **MOVED** (J. Tomberlin, D. Deugo) that Senate approve the dissolution of the Institute of Environmental Science and the Integrated Science Institute, with effect from June 30, 2018.

The motion **PASSED**.

b. Senate Committee on Curriculum Admission and Studies Policy (SCCASP)

The Clerk spoke to this item as the Chair of the committee was absent from Senate. This item is for information only. SCCASP has approved, as a minor change, modifications to the Certificate in Nunavut Public Service Studies.

c. Senate Academic Governance Committee (Clerk)

There were 3 motions for Senate approval and one item for discussion.

Student Membership on Senate – Distribution

At the previous Senate meeting, the eligibility of students to serve on Senate was expanded by including students in non-degree programs. The distribution of Student Senators per faculty and the list of eligible programs per faculty has subsequently been removed from the AGU to become a Senate policy. This now needs to be confirmed by Senate, in preparation for student elections to Senate in the fall.

It was **MOVED** (D. Russell, E. Sloan) that Senate adopt the proposed distribution of student Senators, as presented.

The motion **PASSED**.

Creation of Committee of Student Senators

Over the past year, student Senators have been meeting every month with the Clerk to share information and to discuss initiatives they would like to bring forward to Senate. The meetings have been well attended, and students would like to make this a formal standing committee of Senate. Proposed Terms of Reference and membership criteria have been circulated to Senate in advance.

It was **MOVED** (D. Russell, E. Grant) that Senate approve the creation of the Committee of Student Senators, a standing Committee of Senate.

The motion **PASSED**.

Senate Review Committee

The Senate Review Committee reviews and summarizes information in response to specific requests from Senate. One of the committee's main duties is to review the university budget annually and to present a report to Senate.

It was **MOVED** (D. Russell, J. Paulson) that Senate refer the 2018-19 Carleton University Budget to the Senate Review Committee for review and comment.

The motion **PASSED**.

Senate Review Committee – other recommended duties (item for discussion)

In order to progress with its business, the Senate Review Committee needs a Chair. The position is currently vacant, and must be filled by a Senator. The Clerk invited interested Senators to submit an expression of interest to the Senate Office.

The Governance committee is also recommending that a draft of the SMA be sent to the Senate Review Committee for a detailed review before being presented to Senate. The Senate Review Committee could also review the annual update on enrolment numbers, so that questions and discussions in Senate could be better informed.

The Chair added that a new provincial government will impact the SMA process, and will likely rebrand it according to their party mandate. Each party will use the metrics in a different way. The Conservatives, for example, might make metrics competitive between institutions; NDP have indicated that the metrics would be used as a benchmark for institutions to rank themselves.

9. Motion (J. Paulson)

Motion for Senate from J. Paulson:

Date: May 15, 2018

Motion 1: Whereas faculty and librarians serve on Senate and committees of Senate as part of their contractual service to the university, and a lockout would prevent them from doing so; and whereas such a lockout would thus strip Senate and its committees of a significant fraction of their members and render their deliberations illegitimate:

In the event of a lockout (as defined by the Ontario Labour Relations Act, 1995) of faculty at Carleton, Senate and all committees of Senate, including Senate Executive, shall be suspended, and no Senate business may be conducted for the duration of the lockout.

J. Paulson presented the first motion to Senate. The motion has been created in response to concerns about what could happen in Senate if there were a lockout of faculty. The rules of Senate allow for Senate to meet even if a large portion of its members have been removed. Senator Paulson feels that this situation would be an illegitimate operation of Senate, and that Senate should be suspended should a lockout occur.

Discussion of Motion #1:

A Senator questioned whether Senate could have quorum without any elected faculty members present. The Chair confirmed that Senate is capable of reaching quorum without faculty members, which is a serious governance issue. The Chair reported that the Senate Governance Committee will be reviewing the composition of Senate to address this issue in the fall.

Changing quorum requirements for Senate would not be easy, as it would require a change to the governance documents.

It was **MOVED** (J. Paulson, A. Shotwell) that in the event of a lockout (as defined by the Ontario Labour Relations Act, 1995) of faculty at Carleton, Senate and all committees of Senate, including Senate Executive, shall be suspended, and no Senate business may be conducted for the duration of the lockout.

The motion **PASSED**.

Motion 2: Whereas Senate is the final academic authority on campus and it is the role of Senate to promote policies that protect the integrity of instruction at Carleton; and whereas locked-out faculty cannot teach, prepare course outlines, order course materials, supervise graduate student work, or participate in the academic governance of the university:

In the event of a lockout (as defined by the Ontario Labour Relations Act, 1995) of instructional faculty at Carleton, all academic instruction at Carleton shall be suspended for the duration of the lockout.

Discussion of Motion #2:

Discussion first focused on the language of the motion, which several Senators felt was ambiguous. The first paragraph refers to “faculty” and the second to “instructional faculty” but if all academic instruction is to stop during a lockout, TAs, Contract Instructors, Instructors, and perhaps Lab coordinators would also be expected to stop their instruction, and so should be included in the motion.

It was also noted that faculty, TAs, Contract Instructors and Lab Coordinators belong to different unions (CUPE 4600, CUPE 2424, CUASA). Some Senators felt that it was inappropriate for Senate to be dictating what these other unions should do, and that the motion could have a negative impact on the unions and their bargaining power.

Those supporting the motion felt that there should be a plan for what would happen in the event of a lockout, even if the possibility of this happening is remote. The idea expressed in the motion is that all instruction would stop.

The impact of this motion on students and the quality assurance process was another concern raised by several Senators. It was suggested that the motion be referred to the Senate Committee on Curriculum Admissions and Studies Policy (SCCASP) for review, as they are already investigating the implications of labour disruptions on students.

On the grounds that the Chair of Senate recommended that the matter be referred to committee (SCCASP), Senator Paulson agreed to withdraw the motion.

10. Reports for Information:

a. Senate Standing Committees, Annual Reports

Reports were received by the following committees:

- Senate Graduate Student Appeal Committee
- Senate Academic Accommodations Appeal Committee
- Senate Committee on Student Awards
- Senate Student Academic Integrity Appeals Committee
- Senate Undergraduate Studies Committee
- Senate Library Committee

b. Dominican University College Minor Modifications (SAPC)

c. [Late addition] Presidential Search Committee – Report on Process

There were no questions.

11. Other Business

There was none.

12. Adjournment

It was **MOVED** (W. Jones, L. Schweitzer) that the meeting be adjourned.
The meeting was adjourned at 3:13 pm.



Carleton University acknowledges and respects the Algonquin people, traditional custodian of the land on which the Carleton University campus is situated.

**Carleton University Senate
Meeting of September 28, 2018 at 2:00 p.m.
Senate Room, Robertson Hall**

MINUTES

Attending: F. Afagh, S. Ajila, A. Angulo, B.A. Bacon (Chair), T. Bazinet, S. Blanchard, S. Boyle, J. Coghill, B. Creary, C. Cruickshank, C. Dion, A. Dodge, D. Dragunoiu, L. Dyke, J. Erochko, M. Esponda, K. Evans, P. Farrell, R. Goubran, E. Grant, N. Grasse, P. Gunupudi, H. Gupta, A. Harrison, J. Hayes, W. Horn, B. Hughes, W. Jones, J. Kovalio, S. Kroff, B. Kuzmarov (Clerk), E. Kwan (also serving as Proxy for L. Schweitzer), P. Lagasse, Yiqiang Zaho (Proxy for C. Macdonald), A. Maheshwari, R. Mackay, M. Neufang, D. Nussbaum, D. Oladejo, J. Paulson, M. Piché, C. Worswick (proxy for A. Plourde), B. Popplewell, M. Qalinle, M. Brklacich (Proxy for P. Rankin), M. Rooney, W. Shi, A. Shotwell, E. Sloan, P. Smith, T. Tandon, J. Tomberlin, C. Trudel, C. Viju, K. von Finckenstein, J.P. Watzlawik-Li, J. Wolfart,

Regrets: A. Bowker, A. Chandler, J. Cheetham, T. Di Leo Browne, B. Hallgrimsson, A. Hassan, F. Hosseinian, D. Howe, C. Joslin, S. Klausen, J. Liu, N. Nanos, H. Nemiroff, J. Ramasubramanyam, S. Shires, D. Siddiqi, J. Smith, J. Stoner

Recording Secretary: K. McKinley

Open Session:

1. Welcome and Introduction of New Members

President Bacon welcomed all to the first Senate meeting of 2018-19 and introduced himself as the new Chair of Senate. New members were also introduced and welcomed to the group.

2. Approval of Agenda

It was **MOVED** (E. Grant, C. Dion) that Senate approve the open agenda for the meeting of Senate on September 28, 2018, as presented.

The motion **PASSED UNANIMOUSLY.**

Discussion: A Senator inquired about a number of items that he expected to see on the agenda:

- Election of the Clerk of Senate - The Provost promised a fulsome answer at the next meeting regarding the process of electing the new Clerk of Senate.
- Smudging - The Clerk addressed the question about smudging, an

Indigenous practice which had been incorporated into Senate in 2017-18. As there are no Indigenous members sitting on Senate this year, it would not be appropriate to include smudging at Senate, as it is a religious practice. The Clerk and Chair are consulting with Equity Services and the Centre for Indigenous Initiatives to explore ways that Indigenous practices could be incorporated in Senate in a respectful manner.

- Matters Arising (from the minutes) - The Chair agreed that Matters Arising could be incorporated into the discussion of the minutes of the previous Senate meeting (Item 3 on the agenda).

3. Approval of Minutes: June 1, 2018 (open session)

It was **MOVED** (J. Tomberlin, J. Paulson) that Senate approve the minutes of the Senate meeting on June 1, 2018 (open session) as presented.

The motion **PASSED UNANIMOUSLY**.

Matters Arising Discussion: Senators asked for follow-up to the following items from the June 1st minutes:

- SMA3 Update (Provost): Joint initiatives - *Education City Pilot Project* funded by the province – The presidents and provosts of the four post-secondary institutions in Ottawa met last year to discuss collaborative initiatives for the Education City Pilot Project. Plans are preliminary at this point but include many interesting ideas that will contribute to Carleton's research agendas, the success of our students, and the economic health of Ottawa. One "research shop" has been established in Kanata; other potential locations are being considered at Bayview Yards, Orleans and/or the Dominion Chalmers United Church. The joint meeting of the four institutions mentioned in the minutes from June 1 has been scheduled for November 9. Logistical details are being finalized and communications will be released soon. Vice-Provost L. Dyke will be the point person at Carleton for this initiative. Carleton and its partner institutions continue to explore ways to collaborate with Indigenous communities, and to share services and resources in order to build efficiencies and resiliencies. Regular reports on these initiatives will be made to Senate moving forward.
- E-votes and AGU Revision Update: The AGU revisions, including the newly added e-vote procedure, received final approval by the Board of Governors in June.

- Senate Review Committee status and work plan: The Senate Review Committee will meet and begin its work once a Chair has been nominated and approved by Senate.
- SCCASP review of student amnesty /accommodation motion: This is on the agenda for the next SCCASP meeting, and will be reported to Senate in October.

4. Chair's Remarks

The Chair provided an update on his activities on campus over the past three months. Important Carleton news items during this time include:

- the launch of the David C. Onley initiative (branded under Education City) to enhance employment opportunities for people with disabilities (with 4 partners in Ottawa).
- Four visits by Minister McKenna to campus, with government funding for research into energy conservation and autonomous vehicles.
- The expansion of the Therapy Dogs Program, with 7 therapy dogs now holding office hours on campus. It was noted that all of these are family dogs belonging to Carleton staff and faculty.
- A large SSHRC partnership grant of \$3.6M, secured by Professor James Milner and his team, to study global refugee issues. This is important research with global impact.
- The recent tornados in Ottawa. Although the campus was spared, many members of our community were impacted. Assistance was offered in the form of showers, food and some accommodations.
- A report on enrollment that shows first-year enrollment slightly down for the first time in many years. Application and offer numbers were higher, but due to the labour disruptions last spring follow-through for first-year applicants was impacted. Overall enrollment was up by 1%.
- Confirmation of the intention to review Carleton's Sexual Violence Policy. The process will be as broad and consultative as possible, and a revised policy will be completed in the Spring.
- The launch of the search for a new Provost. Input has been received from the campus community and an ad will be posted shortly. To bring Carleton in line with best practices across Canada, the Provost, as Chief Academic Officer, will also act as Chief Budget Officer to ensure that the resource allocation process is closely aligned with Carleton's academic mission. This change will be made effective immediately. The budget will continue to be presented at Senate.

- The passing of Clayton Riddell, a major donor to Carleton. Mr. Riddell, a philanthropist based in Calgary, made the largest donation in Carleton's history to support the graduate program in political management. The flag was lowered to half-mast in his honour earlier in the week.

5. Question Period

Four questions on three topics were submitted in advance and answered at the Senate meeting.

a) Student Evaluations of Teaching

What changes concerning student evaluations of teaching (SETs), if any, will the university consider in light of the recent arbitration decision at Ryerson University (<https://www.canlii.org/en/on/onla/doc/2018/2018canlii58446/2018canlii58446.html>), which found that SETs are "flawed, while the use of averages is fundamentally and irreparably flawed"? Teaching evaluations are, of course, collectively bargained matters, but it would seem that change is coming one way or another. Would it not make more sense for the university to be proactive in this matter, instead of waiting for an inevitable legal challenge that, based on the Ryerson precedent, would force that change?

The Provost provided an answer to this question. Although the Ryerson decision is influential in understanding best practices, it has not necessarily set a precedent for other universities. The situation at Carleton differs in many respects from Ryerson. A new student evaluation will be piloted this winter with recommendations moving forward from a joint CUASA-Management committee. The committee also will be recommending the use of a teaching dossier, mentioned in the new Collective Agreement, which provides a more complete picture of teachers' profile than the student evaluations. Finally, the new Collective Agreement mandates the use of a rich set of descriptive statistics to provide a more comprehensive analysis of teaching performance.

CUASA and Senior Administrators were recognized and thanked for being proactive on this question.

Follow – up on this issue can be provided at a future Senate meeting.

b) Library – Recent Changes to Collections and Services (2 questions)

Recently, the library has undertaken a targeted cull of thousands of volumes in particular areas of Carleton's collection. The removal of these volumes would constitute to a significant change in academic services and programming

capacity at Carleton and, as such, fall well within Senate's academic purview. Indeed, the Terms of Reference for the Senate Library Committee – a Standing Committee of Senate – state that the SLC is to advise and make recommendation to the library in areas including (but not limited to) “development of the University collection” and “services offered.” According to the same Terms of Reference, SLC is responsible to Senate alone.

[\(https://carleton.ca/senate/standing-committees/library/\)](https://carleton.ca/senate/standing-committees/library/)

Questions: Was the SLC informed of plans for these significant changes to collections and services? When was the SLC informed of these changes? What, if any, recommendations did SLC make to the library regarding these changes?

The Library has apparently begun a mass culling of thousands of books and materials. FASS is concerned that this is occurring without sufficient consultations nor considerations for the impact on future research in particular disciplines. As a rule, we do not believe that the importance of maintaining an item in a library collection is measurable by how often it has been checked out or referenced—such criteria simply lead to scholarship that reproduces itself, rather than allowing for new knowledge-creation. Our understanding, however, is that the principal criterion for disposal of material is indeed whether or not a book has been recently checked out. Because of the significant impact on academic work at Carleton, this surely falls under the purview of Senate, and such a policy needs to be brought before Senate, debated, and approved before it can go ahead. When will the Senate Library Committee bring such a proposal to Senate for debate? And will the mass disposal of material be postponed until Senate approves such a policy?

The University Librarian spoke to this item:

Context on “Weeding:” Weeding in libraries is a common, regular practice and is not unusual. Libraries are not able to keep all of the books they acquire over the years. Carleton's MacOdrum Library typically adds 4,000 to 5,000 volumes per year to the 1.5M books already in the collection. Highly used materials are housed in the library, and secondary materials are kept in a large storage facility near the Ice House. Items from this facility can be retrieved for use within a few hours, although it is not possible to browse these shelves. Some materials do need to be permanently removed and discarded on a regular basis.

Background on Senate Library Committee: The Senate Library Committee is chaired by a faculty member, and is composed of line faculty representatives, library staff and student representatives. It meets twice a year (once per term) and acts both as an advisory committee, and a

means of reporting out on library activities and news. The committee should report to Senate at least once per year, although in the past this has not always been the case.

The Senate Library Committee did not meet in Winter 2018 and they were not informed of the weeding planned for April/May that is mentioned in the question. The library does not typically seek approval from Senate for regular weeding, but is responsive to concerns expressed by departments that may arise from this practice. For example, the library has been consulting with the English department about the large number of English books on the current discard list, which is a result of a lack of weeding for a number of years.

The University Librarian also mentioned other options for obtaining discarded materials, such as Inter-Library Loans and electronic versions, which are becoming more common.

Discussion:

Several Senators expressed concern about this current practice and asked if there is a policy which defines which library materials are kept and which are discarded.

The University Librarian responded that criteria for weeding is based on borrowing time. Books in the Arts & Social Sciences that have not been checked out in 20+ years, for example, would be candidates for removal.

A Senator questioned whether or not this rule/criterion belongs to a specific policy that has been brought to Senate for approval. Books and collections are fundamental to teaching and research and are at the core of academic matters. Changes to collections can impact a department's ability to deliver certain programs, and so should have Senate oversight.

Another Senator noted that the role of the SLC as defined in its Terms of Reference is "to advise and make recommendations" to the library, but this cannot occur if the SLC does not meet regularly and is not informed of plans to make major changes to collections.

The Chair confirmed the following Action Items arising from the discussion:

- **Search records for a policy on library collections management, note if/when it was approved by Senate, then refer the matter back to the Senate Library Committee.**
- **Refer this question and issue(s) to the Senate Library Committee for a fulsome discussion, then have SLC report back to Senate.**

c) Experiential Learning

The way experiential learning is defined is causing some consternation among FASS faculty. I don't recall Senate discussing any policy regarding how experiential learning is measured, but it has come to our attention that much of what FASS does is not seen as experiential learning — apparently on disciplinary grounds, rather than through any rigorous criterion of whether or not students gain useful experience in a course — and that someone is making rather arbitrary decisions in the categorization of courses as being with or without experiential learning that could become consequential, should the Province decide to tie funding to experiential learning content. How is experiential learning content currently defined? As this is in the purview of Senate, will such a policy be immediately reviewed, with input from all Deans and their respective Faculty Boards, and be brought before Senate for discussion and approval?

The Vice-Provost provided an answer to this question.

Experiential Learning is a part of Carleton's mission statement; it is included in our Strategic Integrated Plan and teaching framework.

Current questions around experiential learning are being driven by Ministry requirements. In round 2 of the Strategic Mandate Agreements, all universities were asked to discuss how they are addressing Experiential Learning. In September of 2017, the Ministry of Advanced Education and Skills Development (MAESD) issued guidelines for Experiential Learning that included a typology of acceptable types of EL and a checklist of 6 criteria that activities must meet to be considered EL. These communications revealed the Ministry's narrow and restrictive definition of Experiential Learning. Subsequent discussions between the Ministry and COU suggest a high probability that the number of EL activities per student will be a metric in SMA3.

Since Carleton will begin to develop SMA3 in the Fall of 2019, all experiential learning is being reviewed, and preliminary data is being collected to develop a benchmark for setting SMA3 targets.

A 12-member Steering Committee on Experiential Learning was formed in the Winter 2018 term, to develop Carleton University definitions of EL types, using the MAESD typology. There is sector-wide concern that much of what we do may not count as EL by the Ministry's definition. The Council of Ontario Universities Task Force on Quality Indicators is working with the Ministry to attempt to broaden the typology, but ultimately the Ministry will dictate what counts as EL.

Ministry and CU Steering Committee definitions have been posted on the Carleton University Provost's website.

Currently there is an initiative to tag courses for EL in order to prepare for Ministry reporting. Existing courses are being coded by OPAVPA, based on calendar descriptions. Academic units then review and verify the preliminary coding.

Two other initiatives around Experiential Learning are planned. The Steering Committee has recommended that Carleton adopt a Degree Level Expectation around experiential learning. All programs are currently accountable for meeting 6 provincial DLEs. This would be a Carleton University specific DLE requiring that: *Every student will demonstrate the ability to reflect on purposeful learning experiences and apply practical skills and knowledge in appropriate contexts that prepare students for the workplace and civil society.* (proposed wording)

This initiative would involve broad consultations across campus – with Deans, Chairs & Directors, and Full Faculty Boards – before ultimately coming to Senate for approval.

Finally, a University wide symposium on Experiential Learning is scheduled for Oct 23. The symposium will focus on best practices plus the opportunities and challenges of experiential learning for student success. So far, 41 proposals on Carleton initiatives have been received, 25% of them from FASS.

6. Senate Administration (Clerk):

a) Senate and Senate Committee Membership Ratification

The Clerk of Senate presented a list of nominees for Senate and Senate Standing Committees that had come to the Senate Office over the summer (after the close of the Call for Nominations).

It was **MOVED** (S. Blanchard, E. Sloan) that Senate ratify the new Senate and Senate Committee appointments, as presented.

The motion **PASSED**.

b) Ratification of CUCQA Membership

It was **MOVED** (J. Tomberlin, L. Dyke) that Senate ratify the membership of the Carleton University Committee on Quality Assurance, as presented.

The motion **PASSED UNANIMOUSLY**.

c) Report on the Empowering Motion

The Clerk reported that several actions were taken after June 1 under the standing empowering motion, including recommendations for graduation, one recommendation for a certificate of outstanding achievement plus decisions regarding Senate and Senate Committee membership. All of the details can be found in the Senate Executive minutes included in the Reports for Information.

7. Reports:

a) SAPC – Senate Academic Program Committee (J. Tomberlin)

J. Tomberlin introduced motions to ratify reports from Cyclical Reviews of three programs.

It was **MOVED** (J. Tomberlin, P. Smith) that Senate ratify the Final Assessment Report and Executive Summary arising from the Cyclical Review of the undergraduate programs in Chemistry. The Provost noted one correction to be made in the document on page 19, where the date for reception/approval by CUCQA should be August 22 and not September 12.

The motion **PASSED UNANIMOUSLY** with this correction.

It was **MOVED** (J. Tomberlin, L. Dyke) that Senate ratify the Final Assessment Report and Executive Summary arising from the Cyclical Review of the graduate programs in Philosophy (Dominican University College).

Discussion: A Senator noted in Item 7 of the recommendations for improvement: *That DUC make every effort as soon as possible to hire with non-discriminatory procedures at least one new female faculty member, even if only initially at an annual renewable contractual level.* The language of this recommendation suggests that there could be an equity issue. The Chair and Provost agreed that this issue needs to be addressed, but suggested that Senate ratify the cyclical review, then bring Senate's concerns about equity in hiring back to the DUC leadership for further discussion.

The motion **PASSED**.

Vote Count:

21 yes

5 no

3 abstain

It was **MOVED** (J. Tomberlin, E. Sloan) that Senate ratify the Final Assessment Report and Executive Summary arising from the Cyclical Review of the undergraduate and graduate programs in Women's and Gender Studies. One Senator noted some inconsistencies with formatting in the documentation and asked that these be corrected.

The motion **PASSED UNANIMOUSLY** with these editorial changes.

8. Reports for Information:

a) Senate Executive Minutes: May 22, 2018, June 12, 2018 + E-polls from Summer 2018

There was no discussion.

9. Process towards Free Speech Policy

The Chair began with a brief introduction to the Ministry's news release "Upholding Free Speech on Ontario's University and College Campuses." This directive from the Premier's Office requires all colleges and universities

in Ontario to develop and post a free speech policy with specified minimum standards by January 1, 2019.

The majority of those discussing this directive at the Council of Ontario Universities feel that freedom of expression and free speech is a deeply academic issue. The Chair agrees with this assessment, and believes that the right venue to address this issue is Senate.

Pending Senate approval, the Chair proposed the creation of a small task force of Senators, led by the Clerk of Senate, to generate a first draft of the policy. This draft would then be brought to the next meeting of Senate on October 19th for fulsome discussion.

The Chair proposed the following process:

- Senators interested in serving on the Task Force would submit an Expression of Interest to the Assistant University Secretary by Tuesday October 2nd.
- Membership of the Task Force would include 3 faculty members and 2 students (one undergraduate and one graduate).
- Task Force members would be confirmed by Senate Executive Committee on Wednesday October 3rd.
- The Task Force would meet on October 5 and October 12 to draft the policy.
- The draft policy would be brought to Senate on October 19 for discussion, then circulated to the broader community for input.

Discussion:

A Senator asked if an extension of the January 1st deadline might be possible. Because this Free Speech Policy will interact with existing policies on campus (such as equity policies, and policies of academic freedom in the Collective Agreement) and it will require review by legal counsel, the timeline proposed by the government seems unworkable.

The Chair responded that an extension might be possible, but it would not be advisable to request it immediately. To minimize potential contradictions with existing and related campus policies, a simple statement of policy (a “min specs” approach) is recommended.

Several Senators suggested that a Contract Instructor be added to the Task Force as a 6th member. The suggestion was supported by the Chair. The membership was adjusted to include 3 faculty members, 1 Contract Instructor and 2 students.

It was also suggested that Senate be allowed to vote on the membership. The Clerk and Assistant University Secretary agreed that if all Expressions of Interest could be received by October 2nd, an online election could be scheduled by the Senate Office for Wednesday October 3. The membership would then be confirmed in time for the first meeting on Friday October 5.

A Senator asked if existing policies at other universities, perhaps in the United States, could be used as a template for Carleton's policy. The Chair responded that although the COU discussed developing a template, some universities were not comfortable with this approach. Policies at American universities also operate under a different legislative framework under the first amendment. Although it is mentioned in the Ministry's directive, the University of Chicago Statement on Principles of Free Expression is not directly applicable because Ontario universities work under a legal framework that includes Ontario Human Rights law. Carleton will need to develop a policy that is in line with these values and procedures.

At the conclusion of the discussion, Senators approved the proposed timeline and revised process by general consensus. The Chair asked Senators to submit Expressions of Interest to the Assistant University Secretary by noon on Tuesday October 2nd, and to be prepared to vote in an online election to choose the Task Force membership on Wednesday October 3rd. The members of the Task Force (3 faculty members, 1 contract instructor, 1 undergraduate student and 1 graduate student, all Senators) will be confirmed on Thursday October 4th and the first meeting will be held on October 5th. After its second meeting on October 12, the Task Force will bring a draft Free Speech Policy to Senate on October 19th for fulsome discussion and revision.

The Chair thanked Senators for their input and contributions to this process.

10. Other Business

There was none.

11. Adjournment

The meeting was adjourned at 4:00 pm.

Senators were invited to attend a post-meeting Senate Mixer in RO617.

BOARD OF GOVERNORS REPORT

To:	Finance Committee	Date of Report: 22 October 2018
From:	Vice-President (Finance and Administration)	Date of Meeting: 8 November 2018
Subject:	Endowment Investment Report	
Responsible	Vice-President (Finance and Administration)	
Portfolio:		

1.0 PURPOSE

☐ For Approval ☒ For Information ☐ For Discussion

2.0 MOTION

This report is for information only.

3.0 EXECUTIVE SUMMARY

This investment report assists the Finance Committee of the Board in its oversight of the University's Endowment Fund (the "Fund"). The report focuses on the investment returns of the Fund and provides information about the Fund's asset mix and outside investment counsel. This working paper reports on performance of the Fund for periods ending September 30, 2018.

The Fund is comprised of three subsidiary funds – the General Endowment which is where most donations to the University are directed, and two smaller, single- manager funds - the Sprott Bursary fund and the Jarislowsky Chair in Water and Global Health.

The objective of the Fund is to achieve returns that will allow annual distributions of 4% of a moving four-year average of the market value of the Fund and a 1% administrative levy while preserving the real value of the Fund in perpetuity. Results for this period show that this objective has been met.

On a combined basis (i.e. including all three components), the returns on the Fund were

Carleton University Combined Endowment
Performance For periods ending September 30,
2018

	<u>1Q</u>	<u>1 year</u>	<u>2 years</u>	<u>4 years</u>	<u>5 years</u>
Total Combined Endowment	0.29	6.16	4.98	7.86	7.37
<i>Benchmark</i>	<i>0.80</i>	<i>8.18</i>	<i>6.72</i>	<i>6.30</i>	<i>7.86</i>
Value added	(0.51)	(2.02)	(1.74)	1.56	(0.49)

The General Endowment represents over 90% of all endowed funds. Distributions from the General Endowment support numerous student aid and other campus initiatives. The returns on the General Endowment were;

Carleton University General Endowment
Performance For periods ending September 30,
2018

	<u>1Q</u>	<u>1 year</u>	<u>2 years</u>	<u>4 years</u>	<u>5 years</u>
Total General Endowment	1.01	7.05	6.86	8.19	8.43
<i>Benchmark</i>	<i>0.80</i>	<i>8.18</i>	<i>6.92</i>	<i>6.20</i>	<i>8.03</i>
Value added	0.21	(1.13)	(0.06)	1.99	0.40

4.0 INPUT FROM OTHER SOURCES

BNY Mellon is the independent performance measurement provider for the Fund. Information from their reports for the period ending September 30, 2018 was used in preparing this investment report.

5.0 ANALYSIS AND STRATEGIC ALIGNMENT

The Carleton University Endowment Fund is comprised of three subsidiary funds – the General Endowment which is where most donations to the University are directed, and two smaller, single- manager funds - the Sprott Bursary fund and the Jarislowsky Chair in Water and Global Health. Each of these is discussed below.

In considering returns for periods longer than two years, note that in June 2016, the asset mix of the Endowment Fund was changed materially. A Sprott Asset Management (SAM) equity mandate within the General Endowment was terminated as was the SAM hedge fund mandate in which the endowment for the Sprott School of Business was invested. The rebalancing took place over the third quarter of 2016. The funds received from the liquidation of these mandates were reallocated to two other investment managers – Phillip, Hager & North and MFS – who have had mandates within the Fund for several years.

While the Investment Committee is confident that these changes will improve the risk and return profile of the Endowment Fund going forward, it is important to note that historical returns for the combined Endowment Fund will continue to incorporate the past performance of the SAM mandates.

1. The General Endowment

The General Endowment represents over 90% of all endowed funds. Distributions from this Fund support numerous student aid and other campus initiatives. The General Endowment totaled \$259.3 million at September 30, 2018, up from \$250.6 million at December 31, 2017.

The General Endowment is managed by Phillips, Hager & North (“PH&N”), and MFS Institutional Advisors (“MFS”). The Fund also holds an infrastructure investment managed by Brookfield.

Asset Mix of the General Endowment

The policy asset mix and the current asset mix are:

	<u>Policy</u>	<u>Current</u>	<u>Variance</u>
Canadian fixed income	25%	28.5%	3.5%
Canadian equities	25%	24.3%	-0.7%
Global equities	35%	45.4%	10.4%
Infrastructure	15%	1.8%	-12.2%

With the exception of infrastructure and an overweight within global equities, weightings for all asset classes are

within the 10% ranges permitted under policy. The funding of the infrastructure mandate has commenced and the asset mix will show a flow of funds into infrastructure as capital calls are received.

Investment Managers

At September 30, 2018, the investment counsel for the General Endowment were:

<u>Investment Manager</u>	<u>\$ (millions)</u>	<u>% of Total</u>	<u>Benchmark</u>
PH&N	\$ 136.9	52.7%	Can equities (20%) and fixed income (80%)
MFS	\$ 117.7	45.4%	Non-Canadian equities
Infrastructure	\$ 4.8	1.9%	Infrastructure
	\$ 259.3	100.0%	

2. Sprott Bursary

The Sprott Bursary was established in November 2012. At the donor's request, the Bursary assets are invested solely by Sprott Asset Management ("SAM"). Distributions from this Fund support bursaries established by donations from Eric Sprott. This fund is not combined with the General Endowment.

At September 30, 2018, the value of the Bursary was \$12.6 million (\$15.5M at December 31, 2017). The return for the quarter was -13.13%, the return for one year was -10.22%, the return for two years was -13.85% and the return for four years was 4.23% (annualized) versus the benchmark of 4.87%

3. Jarislowsky Chair in Water and Global Health

This \$4.4 million endowment was funded in December 2015. This endowment has been set up as a single-purpose endowment and will not be combined with the General Endowment. The fund is invested in a balanced portfolio of Canadian and non-Canadian stocks and Canadian fixed income managed by Jarislowsky Fraser Limited. There is limited performance history for this account. The return for the quarter ended September 30, 2018 was 3.14% (benchmark was 1.52%), for one year, 10.66% (benchmark was 10.26%), and the return for two years was 9.45% (benchmark, 9.24%)

Attachments

Returns of the individual investment managers are shown in Exhibits A and B, attached. Exhibit A relates to the General Endowment; Exhibit B to the Combined Endowment.

6.0 FINANCIAL IMPLICATIONS

The performance of the Endowment Fund has an impact on the University's operating budget, most significantly in generating funds for student financial assistance. Annual distributions are made from the Fund at a rate of 4% of a four- year moving average of the market value of the Fund. A key objective of the Fund's investment policy is to meet this expenditure rate and to preserve the real value of the Endowment capital in perpetuity. In fiscal year 2018, the annual distribution from the Endowment fund was \$9.8 million, providing \$2.8 million for scholarships and awards, \$2.4 million in bursaries, and \$4.6 million in support to other academic and student service initiatives that would otherwise be funded from operations.

7.0 RISK, LEGAL AND COMPLIANCE ASSESSMENT

This report assists the Finance Committee of the Board in its oversight of the Investment Committee for the Fund.

Major risks posed by the Endowment Fund relate to the failure of the Fund to generate enough revenue to meet required financial commitments, the risk of the Fund not being managed in accordance with the investment policy for the Fund, and the reputational risk if the first two risks are not appropriately managed.

The Investment Committee manages the Fund in accordance with the Statement of Investment Policies and Procedures developed for the Endowment Fund. The Investment Committee's terms of reference require periodic reporting to the Finance Committee of the Board of Governors. The Investment Committee is comprised of the Vice President, Finance and Administration, the Assistant Vice President, Finance, the Director, Pension Fund Management, a Dean (appointed by the President), a member of the Board of Governors, and two or more external members who have expertise in the area of investments.

Financial risk largely rests with the possibility of capital market performance that results in negative performance on the portfolio. This risk is mitigated by diversifying the portfolio and requiring quality constraints on individual securities. In addition, the use of a four-year average for calculating distributions from the Fund smooths peaks and troughs of investment returns and, thereby, of the annual distributions from the Fund.

8.0 REPUTATIONAL IMPLICATIONS AND COMMUNICATIONS STRATEGY

There is no reputational implication that requires a communications strategy.

9.0 OVERALL RISK MANAGEMENT ANALYSIS

	VERY LOW	LOW	MEDIUM	HIGH	VERY HIGH
STRATEGIC	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
LEGAL	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OPERATIONAL	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TECHNOLOGICAL	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FINANCIAL	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
REPUTATIONAL	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

TOTAL GROSS OF FEES

9/30/2018

Group Label Account Name Benchmark Name	Market Value	% of Total	Month	3 Months	YTD	Fiscal YTD	Annualized					ITD
							1 Year	2 Years	4 Years	5 Years		
General Endowment Only	259,276,328.88	100.00	-0.89	1.01	2.92	3.44	7.05	6.86	8.19	8.43	6.66	
Total Plan Bmk ex Hedge Fd			-0.68	0.80	3.79	3.97	8.18	6.92	6.20	8.03	7.95	
Excess Return			-0.20	0.21	-0.87	-0.53	-1.13	-0.06	1.99	0.40	-1.29	
Non-Canadian Equities												
MFS	117,682,707.57	45.39	-0.62	3.20	6.23	4.94	12.06	12.43	13.26	14.30	16.77	
MSCI World Ex Canada Net Idx CAD			-0.30	3.31	9.06	6.56	15.33	13.94	12.92	14.69	15.99	
Excess Return			-0.33	-0.10	-2.83	-1.62	-3.27	-1.51	0.34	-0.39	0.78	
Canadian Balanced												
PH&N	136,765,345.09	52.75	-1.11	-0.74	0.24	2.26	3.15	2.78	4.88	5.95	6.31	
PH&N Balanced BM			-0.93	-0.78	0.46	2.14	3.58	2.99	3.91	4.92	7.11	
Excess Return			-0.18	0.04	-0.22	0.12	-0.43	-0.21	0.97	1.03	-0.80	
Infrastructure												
Brookfield INF	4,828,276.22	1.86	-0.90	-1.83	2.78	0.73	3.07	-0.88			-0.68	
CPI (1M in arrears) +5%			0.32	1.82	5.96	3.06	7.84	7.11			6.97	
Excess Return			-1.22	-3.66	-3.18	-2.33	-4.76	-8.00			-7.65	
Additional Benchmarks												
MSCI World Net Dividend Comp^			-0.32	3.16	8.77		14.97	13.70	12.59	14.41	9.84	
S&P/TSX Composite Index			-0.89	-0.57	1.36		5.87	7.52	4.87	7.80	9.00	
FTSE TMX Canada Universe			-0.97	-0.96	-0.35		1.66	-0.68	2.51	3.26	8.56	
Overall Bond Index												

TOTAL GROSS OF FEES

9/30/2018

								Annualized					
Group Label	Account Name	Benchmark Name	Market Value	% of Total	Month	3 Months	YTD	Fiscal YTD	1 Year	2 Years	4 Years	5 Years	ITD
Total Plan incl. Hedge Fund			276,326,647.91	100.00	-0.99	0.29	2.03	2.68	6.16	4.98	7.86	7.37	11.09
Total Plan Benchmark					-0.68	0.80	3.79	3.97	8.18	6.72	6.30	7.86	
Excess Return					-0.31	-0.51	-1.76	-1.30	-2.02	-1.75	1.56	-0.49	
Canadian Equity													
Sprott Bursary			12,624,368.77	4.57	-3.31	-13.13	-14.09	-11.83	-10.22	-13.85	4.23	-0.55	-9.86
S&P/TSX Composite Index					-0.89	-0.57	1.36	4.26	5.87	7.52	4.87	7.80	7.61
Excess Return					-2.42	-12.56	-15.45	-16.09	-16.09	-21.37	-0.65	-8.36	-17.47
Non-Canadian Equities													
MFS			117,682,707.57	42.59	-0.62	3.20	6.23	4.94	12.06	12.43	13.26	14.30	16.77
MSCI World Ex Canada Net Idx CAD					-0.30	3.31	9.06	6.56	15.33	13.94	12.92	14.69	15.99
Excess Return					-0.33	-0.10	-2.83	-1.62	-3.27	-1.51	0.34	-0.39	0.78
Canadian Balanced													
PH&N			136,765,345.09	49.49	-1.11	-0.74	0.24	2.26	3.15	2.78	4.88	5.95	6.31
PH&N Balanced BM					-0.93	-0.78	0.46	2.14	3.58	2.99	3.91	4.92	7.11
Excess Return					-0.18	0.04	-0.22	0.12	-0.43	-0.21	0.97	1.03	-0.80
Global Balanced													
Jarislowsky Fraser			4,425,950.26	1.60	-0.31	3.14	5.61	6.68	10.66	9.45			7.92
Jarislowsky Fraser Custom BM					-0.56	1.52	5.39	4.69	10.26	9.24			8.32
Excess Return					0.25	1.62	0.22	1.99	0.39	0.21			-0.40
Infrastructure													
Brookfield INF			4,828,276.22	1.75	-0.90	-1.83	2.78	0.73	3.07	-0.88			-0.68
CPI (1M in arrears) +5%					0.32	1.82	5.96	3.06	7.84	7.11			6.97
Excess Return					-1.22	-3.66	-3.18	-2.33	-4.76	-8.00			-7.65
Additional Benchmarks													
MSCI World Net Dividend Comp^					-0.32	3.16	8.77		14.97	13.70	12.59	14.41	9.84
S&P/TSX Composite Index					-0.89	-0.57	1.36		5.87	7.52	4.87	7.80	9.00

BOARD OF GOVERNORS REPORT

To:	Finance Committee	Date of Report: 22 October 2018
From:	Director, Pension Fund Management	Date of Meeting: 8 November 2018
Subject:	Retirement Plan Update	
Responsible	Vice-President (Finance and Administration)	
Portfolio:		

1.0 PURPOSE

☐ For Approval ☒ For Information ☐ For Discussion

2.0 MOTION

This report is for information only.

3.0 EXECUTIVE SUMMARY

This report is intended to give the Finance Committee an overview of the Carleton University Retirement Plan ("the Plan"). The areas addressed are:

- Governance of the Plan,
- Financial Position of the Plan and funding requirements,
- Regulatory Environment,
- Investment of the Pension Fund ("the Fund"), and
- Performance of the Pension Fund.

Each is discussed in Section 5.0.

The University is the Sponsor of the Plan. Per the governance structure of the Plan, the Finance Committee and Board of Governors are required to approve certain decisions of the Pension Committee. This report assists in fulfilling these functions.

4.0 INPUT FROM OTHER SOURCES

BNY Mellon is the independent performance measurement provider for the Fund. Mercer is the actuary for the Plan. Certain information in this report is based on information from these experts.

5.0 ANALYSIS AND STRATEGIC ALIGNMENT

1. Governance of the Plan

The Pension Benefits Act (Ontario) requires the Plan to have a Sponsor and an Administrator. Carleton University fills both these roles.

The University, as Administrator, has delegated responsibility for administering the Plan to the Pension Committee, per Section 15 of the Retirement Plan text. All matters regarding the administration of the Plan, including plan design changes and hiring or firing of investment managers, are the responsibility of the Pension Committee. Recommendations of the Pension Committee must be approved by the Finance Committee and Board of Governors. Items not approved are referred back to the Pension Committee.

The Plan is jointly governed in that the Pension Committee consists of individuals from the University, the Plan membership, and the Board of Governors. The 8-person membership of the Committee is defined in Section 15 of the Plan text. It includes five members elected or appointed by Plan members, an appointee of the Board of

Governors, and two ex-officio members (Director, Pension Fund Management, and Assistant Vice President, Human Resources or delegate).

All parties involved in the administration of the Plan must act with the highest standard of care and in the best interests of all Plan beneficiaries. This principle is set out in the Pension Benefits Act (Ontario) and common law.

2. **Financial Position of the Plan**

The information that follows is based on the most recent actuarial valuation filed with the Provincial regulator. The next actuarial valuation must be filed at July 1, 2019. The funding rules for registered plans were recently changed and will apply to the next valuation. Analysis of what this means for the Carleton Plan is provided in Section 6.0. The text below is provided both for background information and as context for the discussion of the new funding regulations.

An actuarial valuation of the Plan is required every three years. The most recent valuation was conducted at July 1, 2016. The purpose of an actuarial valuation is to examine the following :

- 1) the actuarial methods and assumptions
- 2) the financial position of the Plan; that is, the assets held, the liabilities for pension benefits, and any funding surplus or deficit, and
- 3) funding requirements from the valuation date to the next valuation date.

Valuations must be prepared both on a going-concern basis and on a solvency basis:

- A ***going-concern valuation*** assumes that a retirement plan will continue indefinitely. If a going-concern valuation reveals a deficit (i.e. accrued benefit obligations exceed the value of invested assets), special contributions are required to amortize the deficit over 15 years.
- A ***solvency valuation*** assumes that the plan is wound up at the valuation date. The solvency valuation requires the use of a prescribed discount rate for valuing the plan's liabilities. In periods of low interest rates, liabilities increase. If a plan has a solvency deficiency, special contributions to the plan are required over a period of five years. Because of the stringent solvency rules and the accelerated amortization period, solvency payments can be material.

Financial Position - Going-concern valuation

The actuarial balance sheets at July 1, 2016 and July 1, 2013 are as follows:

	<u>July 1, 2016</u>		<u>July 1, 2013</u>
Assets (investments)	\$ 1,051.3 M	(A)	\$ 850.1 M
Liabilities (pension benefits, reserves, adjustments)	<u>\$ (1,131.4)</u>	(B)	<u>\$ (937.4)</u>
Surplus/(Deficit)	\$ (80.1)	(A-B)	\$ (87.3)
Funded ratio	93%		90%

The funded position improved due largely to a 10.6% average annual investment return for 2014-2016. It was negatively affected by an update to mortality tables that increased liabilities by about \$50 million.

Financial Position – Solvency (Hypothetical Windup) Valuation

	<u>July 1, 2016</u>	<u>July 1, 2013</u>
Assets (investments)	\$1,103.4 M	\$ 849.6 M
Total Liabilities (benefits)	<u>\$1,327.1</u>	<u>\$ 1,008.7</u>
Surplus/(Deficit)	(\$ 223.7)	\$ (159.1)
Funded ratio	83.1%	84.3%

Despite strong investment returns over the three years, the deficit increased. This is a result of the decline in the prescribed solvency interest rate used to value the Plan liabilities. The decline in the rate from 3.3% in 2013 to 2.5% in 2016 counterbalanced the gain from investment returns.

Financial Position - Funding Requirements

The University's annual contribution requirement for the three-year period commencing July 1, 2016 was as follows. The special payments reflect a third round of Provincial solvency funding relief.

	<u>2016/17</u>	<u>2017/18</u>	<u>2018/19</u>
Money Purchase Accounts (employer)	\$10.7 M	\$11.1 M	\$11.6M
Minimum Guarantee Fund	6.5	6.8	7.1
Special payments	9.7	13.5	13.5
Less: Employee additional contributions	<u>(3.9)</u>	<u>(4.0)</u>	<u>(4.2)</u>
Total Employer Contributions	\$23.0 M	\$27.4 M	\$ 28.0 M

Note that Plan members also make Money Purchase contributions of approximately \$11M annually.

3. Regulatory Environment

After three rounds of temporary solvency funding relief spanning a decade, the Province introduced new funding rules for pension plans on May 1, 2018. The highlights are:

Reduced solvency funding requirements. Solvency valuations are required but solvency funding only is required when the funded status falls below 85%. This is a positive for Carleton because contributions were expected to rise materially with the next valuation as the third round of temporary solvency funding relief expired.

Going concern funding rules have been strengthened. Currently, going-concern deficits are required to be amortized over 15 years. The amortization period has been shortened to 10 years. As the funded ratio for the Carleton Plan has improved, this change should not be significant.

A new "Provision for Adverse Deviations" ("PfAD") will be required and fully funded. This is designed to provide a cushion against market volatility, thereby making benefits more secure. The PfAD will be calculated as a fixed percentage equal to 4% of Plan liabilities plus a variable percentage based on the asset mix of the Pension Fund portfolio. It is anticipated that the PfAD for Carleton will be 10% of actuarial liabilities. This will be in the \$120m - \$130m range. While the PfAD is likely to be less than the solvency deficiency at 2019, it is nonetheless material in an absolute sense. Note also that there will be restrictions on plan design improvements and contribution holidays if the PfAD is not fully funded.

The new regulations also include an increase to the Pension Benefits Guarantee Fund ("PBGF") assessment. The PBGF is used to top up pension benefit payments to retirees of entities that have become insolvent. The assessment is paid by the Plan Sponsor. The assessment is expected to increase from \$1.3M in 2018 to \$2.5M in 2019.

4. Investment of the Pension Fund

The market value of the Pension Fund at September 30, 2018 was \$1.29 billion. External investment counsel are retained to manage the Fund. A Statement of Investment Policies and Procedures sets out the parameters for investing the Fund. It is reviewed and approved annually by the Pension Committee, and then by the Finance Committee of the Board and full Board upon the recommendation of the Pension Committee. The policy and actual asset mixes at that date were:

Asset Mix - September 30, 2018	% of Total Fund		Investment Counsel
	Policy	Actual	
Canadian equities	25	29	Phillips, Hager & North; MFS; Foyston, Gordon & Payne
Canadian fixed income	20	20	Phillips, Hager & North, MFS
Global large-cap equity	25	29	Alliance Bernstein, MFS
Emerging market equity	5	5	William Blair
Global small cap equity	5	4	Brandes
US high-yield debt	5	4	Mackay Shields
Infrastructure (LPs)	15	9	4 Limited Partnerships
	100	100	

5. Performance of the Pension Fund

The long-term investment objective for the Fund, as set out in the Statement of Investment Policies and Procedures, is to achieve a real return of 4.1% net of fees. Fees are just under 0.5%. The investment policy recognizes that there will be volatility of returns and that the 4.1% real return may not be achieved in every year.

Annualized Returns at September 30, 2018

	1Q	1 year	4 years	5 years
Carleton Pension Fund	0.55%	6.52%	8.32%	9.9%
Benchmark	1.22%	7.38%	6.82%	8.41%
Value added	-0.67%	-0.86%	1.50%	1.49%

Returns are gross of fees. The benchmark is calculated as a weighted average of the index returns for the asset classes comprising the Fund's policy asset mix.

The Fund underperformed the benchmark in the third quarter of 2018 and for the one-year ending September 30, 2018. Returns for longer periods outperformed the benchmarks and surpassed the performance objective outlined in the Statement of Investment Policies and Procedures.

6.0 FINANCIAL IMPLICATIONS

The Pension Committee has begun looking at projections of the financial position of the Plan at the next valuation date (July 1, 2019). A number of factors influence the analysis. The first significant one is that the solvency interest rates prescribed for use in determining solvency liabilities has increased since 2016. This has the effect of reducing the liabilities and, therefore, improving the funded status of the Plan.

A second significant factor is that the new Ontario funding rules will apply to the 2019 valuation. Generally, the removal of the current solvency funding rules is positive. The special payments that would have been required to amortize the solvency deficit under the old rules were estimated to be \$40M or more annually. However, the amortization of the PfAD under the new rules will require special payments over ten years. Preliminary analysis suggests that those special payments will be higher (est. \$19M) than they are currently with temporary solvency funding relief (\$13.5M) but lower than they would be under the old solvency funding rules and no new temporary solvency funding relief (est. \$40M).

The Pension Committee will work with the actuary to the Plan, Mercer, to understand the impact of the new regulations and the sensitivity of the funding requirements under various economic scenarios.

7.0 RISK, LEGAL AND COMPLIANCE ASSESSMENT

This report assists the Finance Committee of the Board as it supports the University in its role as Sponsor and Administrator of the Retirement Plan.

The financial stability of the Plan is of strategic importance to the University, given its size, continued growth, and potential for volatility in funding requirements. Operational and financial risk are high as contributions to the Plan have been in excess of \$25M annually and are projected to increase. Volatility in funding requirements puts pressure on the operating budget. A related risk is market risk; i.e. the failure to achieve satisfactory returns due to capital market conditions, and related impairment of the assets supporting the Plan liabilities. Steps are taken to mitigate these risks through oversight and managing the Fund in accordance with prudent investment policy,

The Plan is subject to regulatory risk as well and is currently being reviewed by the regulatory. An example of this is the use of prescribed interest rates for solvency valuations which resulted over the past decade in extreme solvency deficits that potentially could cause operating funds in healthy organizations to be diverted to special pension contributions. Regulatory risk is also inherent in the new funding rules under which the PfAD formula is centrally determined.

8.0 REPUTATIONAL IMPLICATIONS AND COMMUNICATIONS STRATEGY

There is no reputational implication that requires a communications strategy.

9.0 OVERALL RISK MANAGEMENT ANALYSIS

	VERY LOW	LOW	MEDIUM	HIGH	VERY HIGH
STRATEGIC	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
LEGAL	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OPERATIONAL	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TECHNOLOGICAL	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FINANCIAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
REPUTATIONAL	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>