OPEN SESSION

1. CALL TO ORDER AND CHAIR’S REMARKS

The meeting was called to order at 4:05 p.m.

QUESTION PERIOD

The following question was submitted:
A report on the issue of the demands of the Coalition for a Carleton Sexual Assault Centre group would be welcome by members of the Board, given its recent public profile in the press and with demonstrators at the gates. A briefing on what their demands are, why they feel the current services are inadequate, and the University’s response, and efforts to breach “the divide” would be appropriate. I know we received materials on what Carleton actually does provide. A copy of that would be helpful for the discussion. Also, what is offered at other Universities and how these align with Carleton’s services for sexual assault victims would be helpful.

An information kit was circulated to members of the Board. It was explained that Carleton University has a Coordinator for Sexual Assault Services who offers individual, confidential support, information and safety planning to anyone in the Carleton Community who has experienced a sexual assault. The Coordinator and other Equity Services staff provide training sessions every year to approximately 1,200 Frosh Facilitators, to all Residence staff and to new Student Campus Safety Officers. Presentations are made to faculty, staff and student clubs, as requested.

The Coalition for a Carleton Sexual Assault Centre is asking that the University provide space and funding so that they can offer student-run services, autonomous from the University and with no oversight by the University. They would use the Centre to run a phone support line, meetings, training and other events.

The Director of Equity Services and the Coordinator of Sexual Assault Services have met and reviewed services at other universities and possible ways to work together. Equity Services and the Coalition submitted a joint proposal for space to run the program to the University’s Space Planning and Management Committee and a decision is still pending.

Members were informed of what other Canadian universities offer. Most attempt to provide some educational and awareness programs and many rely on campus counseling and health services to support individuals who have been sexually assaulted. Carleton is quite unique in having the position of Coordinator of Sexual Assault Services.

2. **APPROVAL OF AGENDA**

It was moved by Mr. Tattersfield and seconded by Dr. Freedman that the agenda be approved. The motion carried.

3. **CONSENT AGENDA**

The Consent Agenda was circulated with the meeting documentation. It was moved by Mr. Tattersfield and seconded by Mr. Hobin that the Consent Agenda be approved, as presented. The motion carried.

4. **PRESIDENT’S REPORT**
The President provided a report on the following initiatives:

**Sustainability**
- **Academic:**
  - Constant renewal of programs
  - Continued adoption of best practices as they evolve
  - Continued integration of technology
  - Unflagging dedication to excellent
- **Financial:**
  - Provincial mandates and differentiation
  - Provincial funding formula
  - Enrolment
  - Developing resources
  - Supportive environment for teaching, learning and living

**Excellence:**
- Teaching
- Research
- Service to the community
- Economic development

**Innovation:**
- Combine the four quadrants, integrating teaching, research, civic responsibility and outreach, and development
- New programs and initiatives, new solutions to problems which the world faces

5. **CHAIR’S REPORT**

The Chair encouraged all members of the Board to attend the Board Retreat, scheduled on January 7th, 2012. The Board will receive a presentation from the Provincial Mandate Working Group and have a discussion on rankings including how Carleton is enhancing its reputation.

6. **COMMITTEE CHAIR REPORTS**

The Committee chairs of the Governance, Audit & Finance, Building Program and Community Relations & Advancement provided a brief overview of their activities.

7. **ITEMS FOR ACTION**

7.1 **MacOdrum Library Addition and Renovations – Revision to the Budget and Award of Tender**

Governors received a working paper and the Capital Project Approval and Control document. The University is proposing to renovate the 50-year old Library and add two floors to the Library extension, as well as four floors on the front of the building. The project was approved by the Ontario Government as the University’s top priority for capital funding. The funding being provided by the Ontario government is $16,000,000.
of the project total of $24,500,000. The remaining funding of $8,500,000 will be provided by the University with $7,000,000 from the Graduate Capital Expansion Grant and $1,500,000 from the 2011-2012 mid-year contingency fund.

The Vice-President (Finance and Administration) explained that the prequalification process for General Contractors was initiated in June 2011 using the Merx online bidding system. On June 29, 2011, prequalification submissions were received from 13 General Contractors. A short-list of nine General Contractors was selected to bid. The Request for Tender documents was distributed to the General Contractors on August 23, 2011 with a closing date of October 6, 2011. Two of the General Contractors withdrew during the tender process and the University received seven compliant bids. The lowest compliant bid was submitted by Pomerleau.

The estimated cost to construct the MacOdrum Library Addition and Renovations was $23,000,000. The low bid submitted by Pomerleau exceeded the estimate of construction by $3,050,000. The Administration has reviewed all of the budget breakdown areas, the separate pricing submitted with the bids, and additional value engineering options and have determined that the University can successfully implement the project with additional funding totaling $1,500,000.

The total contract value would be $19,200,000. The approval that is being requested is for an Award of Tender to Pomerleau at a value not to exceed $19,200,000. The Administration will continue to look for ways to implement the interior fit-up areas that have been removed from the scope of the project on a priority basis utilizing unused contingency or other funding if available. With the approval of the Award of Tender in November, it is expected that the construction will start in December 2011, with a completion date of August 2013.

It was noted that both the Audit & Finance and Building Program Committees have recommended that the Board approve the recommendations.

It was moved by Mr. Vered and seconded by Mr. Wolfenden that revised budget for the MacOdrum Library Addition and Renovations be approved and that the Award of Tender to Pomerleau be approved. The motion carried.

7.2 Alumni Hall Addition

The Vice-President (Finance and Administration) explained that due to the re-establishment of the football program at Carleton, there is a requirement for additional new space totaling approximately 6,500 square feet. The plan is to construct a 13,000 square foot, two-floor addition attached to the existing two-floor space on the north side of the existing Alumni Hall facility.
The Administration has completed an Alumni Hall Expansion Study to determine the best approach to the design of the 13,000 square foot addition. They have also completed a Class ‘D’ estimate to establish the estimate for the construction and from this, have developed an estimate for the implementation of the project. The project will be implemented through construction management with R.E. Hein Construction, with contributions from the design team, general contractor, suppliers, and subcontractors. Implementing the addition using this strategy will reduce the project cost by $1 to $1.5 million as compared to implementation through the normal tendering process. The total estimated project cost to implement the Alumni Hall Addition using the normal tendering process is $4,300,000. The total estimated project cost to implement the addition using the proposed construction management/contribution approach is $3,300,000.

The Class D” estimate indicated that 62% of the project cost was attributable to the football program and 38% to the expanded fitness centre. The Old Crows will fund the project cost attributable to the football program ($2.046m) by repaying a loan from the University amortized over 30 years at 4.5%. The project cost attributable to the expanded fitness centre ($1.25m) will be funded from the Ancillary Capital Fund. The Alumni Hall facility was designed by a team led by HOK, and the University is proposing to hire HOK at reduced fees. The mechanical and electrical reduced fees have also been negotiated and would be implemented by Genivar. Carleton has also negotiated a total contribution for the structural design with Cleland Jardine. The total projected design fee savings are estimated at $130,000.

Board members received a breakdown of the funding required and total savings commitment. Based on the commitment to date, there are projected reduced costs for the project. The University will continue to work with sub-trades and suppliers to further reduce the net project costs. It is expected that the design will be complete by April 2012, which will allow for a construction start of May 1, 2012, for completion in May 2013.

Both the Audit & Finance and the Building Program recommend that the Board of Governors approve the implementation of the project.

It was moved by Ms. Armstrong and seconded by Mr. Tattersfield that the implementation of the Alumni Hall Addition project with R.E. Hein Construction as a construction management project utilizing contributions in-kind from R.E. Hein and sub-trades with a target project budget of $3,300,000 be approved, as presented. The motion carried.

It was moved by Mr. Vered and seconded by Mr. Ruddy that the selection of the design team be approved, as presented. The motion carried.

7.3 Carleton Research and Innovation – Solar Research Facility
The Vice-President explained that the Faculty of Engineering and Design applied for, and received Canadian Foundation for Innovation (CFI) funding for the Carleton Research and Innovation in Sustainable Energy project (C-RISE) which will support a multifaceted research program to discover and evaluate concepts to increase energy-efficiency and maximize the use of solar energy in Canadian single-family detached housing.

The C-RISE project involves collaboration with two significant industry partners: Urbandale Construction, who will donate the base house; and Panasonic who will contribute both expertise and materials to incorporate high-performance vacuum insulation panels into the Solar Research Facility. There is no financial commitment required by the University.

The Building Program Committee, at its meeting on November 7th, 2011, reviewed the proposal and has recommended that the Board of Governors approve the location of the Carleton Research and Innovation Solar Research Facility, as proposed by the Administration.

It was moved by Ms. Armstrong and seconded by Mr. Shore that the location of the Carleton Research and Innovation Solar Research Facility be approved, as presented. The motion carried.

7.4 Addition to the Herzberg Building – INCO Center

It was explained that as part of the Campus Master Space Plan project, it was determined and agreed to by the Space Planning and Management Committee that the Faculty of Science requires space to accommodate faculty, post doc, contract instructor, student services and administrative offices; graduate student study and office space; and, research laboratories. The space should be provided in or near existing Faculty of Science space to align with the Faculty’s priority focus on showcasing student support, interdisciplinary programs associated with strategic academic priorities, and the need to provide more space to graduate students. The space needs also take into account the impact of enrolment growth and new activities associated with strategic directions, namely in the health sciences.

It is proposed that the University add three additional floors to the Herzberg Building Annex (INCO Centre), for a total area of approximately 16,000 square feet. If the project is approved in November 2011, design will begin in January for a construction start in August 2012.

The total project cost is estimated at $5,500,000. Capital funding in the amount of $4.5m has been identified from the Faculty of Science and the Finance and Administration Operating Budget carry forward accounts. The remaining $1.0m will be a high priority in the 2012-2013 Operating Budget. The funding for the design with a budget of $270,000 will be provided from Operating funds provided by the Faculty of Science.
It was moved by Mr. Shore and seconded by Mr. Miller that the following be approved:

- the location of the addition to the Herzberg Building;
- the implementation of the project through the Traditional Design and Construction Method;
- the appointment of the design team through advertisement on the Merx procurement system as selected by the Facilities Management and Planning selection committee;
- the budget and funding for the design of the project.

The motion carried.

7.5 Framework for the 2012-2013 Operating Budget

The Vice-President (Finance and Administration) made a presentation. He provided a financial overview, changes since April 26th, 2011 when the 2011-2012 budget was approved and the 2012-2018 planning framework.

He reviewed the 2011-2012 Operating Revenues and Expenditures, noting that income from tuition fees and the government grant are solely based on registration. Most of the expenditures are allocated to salaries. The biggest financial risk for the University is the pension plan.

Undergraduate Enrolment
There is a steady growth in the number of students. The University is not forecasting any significant changes in first-year student enrolment.

Pension Status
The University filed a valuation as of July 1, 2010. The Plan value as of July 1, 2010 was $688 million with a solvency deficiency of $59 million and Going-Concern deficiency of $48 million. The Ministry of Finance announced a two-stage temporary solvency funding relief on February 10, 2011. Stage 1 relief requires an “outline of a sustainability plan” and Stage 2 relief requires “progress towards sustainability”.

2012-2018 Planning assumptions

Revenue
-Retention at average of past three years;
-Domestic tuition fees will increase 3% per year after 2011-2012;
-Maintain first-year enrolment for 2012-2013, then very modest increases;
-Discounted government funding to university sector for undergraduate growth after 2011-2012.

Expenditures
-Annual reduction in expenditures of $1.6 million;
-Extraordinary pension payments (started in 2010-2011);
• Annual base fund of $1 million for mission critical initiatives;
• Enrolment-Linked Budget Allocation model in place that provides 40% of net new income from undergraduate growth to faculties.

**Major Financial Challenges**
The University expects the following:

• Special payments to the Pension Plan will continue for the foreseeable future;
• No framework after 2011-2012 from provincial government for tuition or grants; potential cap on undergraduate enrolment (MTCU already caps graduate enrolment);
• CUPE grievances regarding the Pension Plan;
• Impact of the Ontario Government deficit;
• Demographics;
• Impact of the Canadian dollar, global financial situation on international recruitment/retention.

It was moved by Mr. Tippins and seconded by Mr. Shore that the Administration be directed to develop a 2012-2013 Operating Budget that will permit progress towards institutional priorities and achieve a surplus of $1 million. The motion carried unanimously.

**Ancillaries**
The ancillaries consist of Athletics, Bookstore, Health and Counselling Services, Housing and Conference Services, Graphic Services, Parking and University Centre. Their mandate is to break even in terms of generating sufficient revenues to fund the cost of providing service.

It was moved by Mr. Wolfenden and seconded by Mr. Greenspon that the Administration be directed to develop the ancillary budget based on the Framework. The motion carried unanimously.

**7.6 Executive Committee Composition**
The Chair explained that at the April 2011 meeting of the Board of Governors, the following motion was submitted:

*Be it resolved that Carleton University Board of Governors add three additional seats to Executive Committee composition*

*Be it resolved that a student representative, alternating between CUSA and GSA, be added to the Board of Governors Executive Committee*
Be it resolved that that a staff representative, appointed by CUPE 2424, be added to the Board of Governors Executive Committee

Be it resolved that that a faculty representative, appointed by CUASA, be added to the Board of Governors Executive Committee

Moved By: Cameron McKenzie    Seconded By: Kimalee Phillips

At the time, the Board was informed that discussion on the motion would be deferred to a future meeting of the Board. At the request of Executive Committee in September 2011, Governance Committee reviewed the motion and recommended that only community-at-large members serve on the Executive Committee due to the nature of some the issues addressed. Executive Committee’s position remains the same, being that the Committee should only consist of community-at-large representatives and recommends that the Board of Governors passes a motion supporting its position.

It was moved by Mr. Wolfenden and seconded by Mr. Buss that the Board endorses the recommendation of the Executive Committee, made in consultation with the Governance Committee, to retain its current composition. The motion carried with four opposed and no abstentions.

7.7 Terms of reference for the Audit and Finance Committees

Board members received the current terms of the combined Audit & Finance Committee. They also received proposed terms for the separate Audit Committee and Finance Committee. It was explained that last April, Audit & Finance Committee discussed a concern about the independence of the audit function. A subcommittee (Chair of the Board, Chair and Vice-Chair of the Audit & Finance Committee) reviewed the matter and recommended that there should be two committees. The membership of both would be similar, with the community members serving on both the Audit and Finance committees. The committees will meet on the same day, one right after the other. Finance Committee members that represent internal constituencies would attend the Audit Committee meeting, however they would not be entitled to vote. The revised terms of reference also require that members be financially literate, not necessarily having financial expertise but be able to read and understand a balance sheet.

Governance Committee also considered the recommendation and agreed. The Audit & Finance Committee, at their meeting on November 15th, 2011 approved the new committee structure and terms.

Following some discussion on the composition of the Audit Committee and eligibility to vote, the Chair of the Board referred the matter back to the Audit & Finance Committee for further deliberation and agreement.

7.8 Board of Governors Emeritus Policy
Governors received a working paper and proposed Emeritus policy. It was explained that Carleton University does not have a policy on conferring the title of Emeritus on an individual who has served as President, Chancellor or Chair of the Board.

It has been the practice of the Board of Governors to institute the title of Emeritus based on recommendation of the President and the Executive Committee. The Secretary consulted with other Ontario universities and it is considered a good governance practice to have an Emeritus policy.

It was moved by Mr. Hobin and seconded by Dr. Freedman that the Board of Governors Emeritus Policy be approved. The motion carried.

8. OTHER BUSINESS

There being no further business, the Open Session was concluded at 6:36 p.m.