



**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS MEETING
Tuesday, October 8, 2024
Alumni Hall, Room 102 and Via Zoom
4:00 pm**

APPROVED MINUTES

Members Present: Ms. Shannon MacDonald, Chair; Dr. Wendy Rodgers, President; Mr. Steve Bellamy; Ms. Kateri Coade; Ms. Karen Creighan; Ms. Lynn Ellsworth; Dr. Gary Evans; Hon. Diane Griffin; Mr. George Jiang; Dr. Geraldine Johnston; Ms. Kristi Kelly; Dr. Christian Lacroix; Mr. Alex MacBeath; Dr. Sandy MacDonald; Mr. Don MacKenzie; Ms. Camille Mady; Mr. Kevin Magee; Ms. Mary Anne McMahon; Dr. William Montelpare; Ms. Pam Montgomery; Dr. Ajay Sahajpal; Mr. Brian Thompson; Ms. Sara Underwood; and Prof. William Waterman

Regrets: Hon. Mary Robinson and Ms. Carolyn Simpson

Staff Present: Ms. Sue Connolly, Vice-President, People and Culture (Interim); Ms. Tara Judson, Vice-President, Administration and Finance (Interim); Dr. Greg Naterer, Vice-President, Academics and Research; Mr. Dana Sanderson, Chief Information Officer; Ms. Pam Trainor, Advisor to the Board of Governors; and Ms. Kim Porter, Administrative Assistant to the Board of Governors

1. Call to Order, Welcome and Land Acknowledgement

As Chair, S. MacDonald attended virtually, Vice-Chair A. MacBeath who was present in the room called the meeting to order at 4:03 pm and gave a land acknowledgement.

2. Conflict of Interest

No conflicts were declared by Board members.

3. Approval of Open Agenda

MOVED by W. Montelpare, SECONDED by A. MacDonald that the October 8, 2024 open agenda was approved as presented. CARRIED.

4. Consent Agenda

MOVED by D. Griffin, SECONDED by A. MacDonald that the consent agenda was approved. CARRIED.

On August 15, 2024, the following motion was approved via e-vote:

MOTION: That the UPEI Board of Governors approve the Dr. F. Allan Curran gift and the naming of the 5th Floor networking space in the Faculty of Medicine as the "Catherine Bernadette MacDonald Suite" and the Special Collections Area in the Robertson Library be named "Curran Family Special Collections and Student Learning Commons", as recommended by the Development, Fundraising and External Relations Committee.

On August 22, 2024, the following motion was approved via e-vote:

MOTION: That the UPEI Board of Governors approves the new Selection of Vice-Presidents and Senior Executives Policy and repeals the Selection of Vice-President Administration and Finance Policy and the Senior Administrative Appointments Policy, as supported by the Human Resources Committee and recommended by the Governance and Appeals Committee.

5. Approval of Minutes

a. June 14, 2024

The draft minutes of the UPEI Board of Governors' meeting of June 14, 2024 were circulated to Board members prior to the meeting. The following motion was proposed:

MOVED by G. Johnston, SECONDED by K. Kelly that the minutes of the June 14, 2024 meeting of the UPEI Board of Governors were approved as presented. CARRIED.

6. Business Arising from the Minutes of June 14, 2024

There was no business arising from the minutes.

7. President's Report

W. Rodgers provided a written report which was circulated prior to the meeting and provided an update that the former Chief Information Officer (CIO) role will have a new title, Vice-President of IT and CIO. The senior administration searches currently underway are going well.

W. Rodgers also reported that she travelled to the UPEI Cairo campus last week, which was very interesting. The UPEI Cairo campus has a tremendous opportunity to grow.

A question was asked if UPEI will be including international student recruiting as part of strategic planning or strategic enrollment. Both strategic planning and the strategic enrollment management plan will be a focus of the recruitment of international students.

8. Chair's Report

S. MacDonald reported on the activities that have occurred since the last Board meeting:

- Two town hall sessions have been hosted jointly with President Rodgers. One was to discuss the Governance Review and the UPEI Action Plan and the other focused on the President's goals and priorities, which are available on the UPEI website.
- The Governance Review has been a large piece of work and will continue to take some time to complete the action items that came from the Review.

9. Student Perspective Update

G. Jiang provided a written report which was circulated prior to the meeting and spoke to the main topics that are impacting students:

- This year more branding of UPEI and the Panthers was available for new students.
- More engagement is needed between students and UPEI.
- From the annual student engagement survey, areas of concern include affordability of housing, tuition and student financial aid.
- The Student Union has been increasing communication with UPEI with the SU Executive having met with the Vice-President of Administration and Finance and the Vice-President of People and Culture.

10. Senate Report to the Board

M.A. McMahon provided a verbal report on recent Senate activities:

- Senators held their first meeting of the year on September 13th. Reports were received from the President and the Vice-President of Academic and Research. Senators approved a Curriculum Report and approved in principle the Master of Cleantech Leadership and Transformation program.

11. Board Committee Update

a. Property and Asset Committee

S. Bellamy reported the Property and Asset Committee met on September 11, 2024 and received an update on the following capital projects: construction of the Faculty of Medicine building, repaving of parking lot D, refresh of Blanchard Hall, the AVC green roof replacement and new holding pens for the AVC cattle/equine holding area. There are several new projects in the planning and design phase.

Committee members also discussed the lack of a capital budget, the joint responsibilities with other Board Committees for reviewing capital priorities, and reviewed the Committee's Terms of Reference and Workplan.

b. Finance and Audit Committee

A. MacBeath reported that the Finance and Audit Committee (FAC) met on September 23, 2024 and is submitting two motions for approval to the Board.

A. MacBeath gave a presentation to the Board of Governors on the Audited Consolidated Financial Statements highlighting numbers in the areas of international student tuition, staffing, post-retirement benefits and long-term debt. Board members asked questions on the post-retirement benefits, the pension plan, the international enrollment situation and the long-term debt from the medical school.

MOVED by S. Bellamy, SECONDED by A. MacDonald that the UPEI Board of Governors approve the Audited Consolidated Financial Statements for the Fiscal Year ending April 30, 2024, as recommended by the Finance and Audit Committee. These financial statements have been audited by the independent auditor Grant Thornton LLP, and their opinion states that the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the University of Prince Edward Island as of April 30, 2024. CARRIED.

Also, during the September 23, 2024 meeting, the Committee discussed the appointment of external auditors for UPEI. Best practice indicates that a comprehensive review should be completed every five years. Grant Thornton LLP has been appointed as the external auditor of

UPEI for several years. An external auditor comprehensive review will be conducted this fiscal year for future external audits.

MOVED by A. MacBeath, SECONDED by A. MacDonald that the UPEI Board of Governors approve the reappointment of the auditing firm Grant Thornton LLP as the external auditor for the fiscal year ending April 30, 2025, as recommended by the Finance and Audit Committee. This appointment is based on a review of past experience with the firm and their qualifications. CARRIED.

c. Development, Fundraising and External Relations Committee

P. Montgomery reported that the Development, Fundraising and External Relations Committee met on September 10, 2024 and approved the naming of the Faye and David Heustis Leadership Award. Updates were received on Development and Fundraising, Marketing and Production and Communications and External Relations areas.

d. Governance and Appeals Committee

B. Thompson reported that the Governance and Appeals Committee met on August 14, 2024 to review the recommendations of the Governance Review and identify draft timelines and committee assignments. Committee members were reassured that if the timelines to complete the activities are not accurate, that they can be adjusted.

Also, at this meeting, the Committee recommended approval of the new Selection of Vice-Presidents and Senior Executives Policy and the repeal of two outdated policies – Selection of Vice-Presidents and Senior Executives Policy; Selection of Vice-President Administration and Finance Policy and Senior Administrative Appointments Policy.

At the September 20, 2024 Governance and Appeals Committee, members reviewed the Governance Review recommendations assigned to the Committee as well as the Terms of Reference and the Workplan.

e. Campus Culture Oversight Committee

S. MacDonald, in the absence of Chair C. Simpson, reported that during the September 15, 2024 Campus Culture Oversight Committee meeting, members reviewed the Governance Review recommendations and the Terms of Reference and Workplan. The Committee also received an update on the Action Plan progress. An employee engagement survey is being conducted to get a baseline measurement of campus culture, which is one of the Action Plan activities.

f. Human Resources Committee

D. MacKenzie reported that at the September 17, 2024 meeting, the Human Resources Committee reviewed the Governance Review recommendations, the Committee Terms of Reference and the Committee Workplan.

g. Executive Committee

A. MacBeath left the meeting room for the discussion.

S. MacDonald reported that from the September 25, 2024 Executive Committee meeting, two motions are being proposed. Board member Alex MacBeath’s term has expired and he is reoffering.

MOVED by S. MacDonald, SECONDED by A. Sahajpal that the UPEI Board of Governors reappoint Mr. Alex MacBeath for a three-year term, effective October 8, 2024, as recommended by the Executive Committee. CARRIED.

A. MacBeath returned to the meeting room.

The Executive Committee also proposed changes to the Board of Governors Committee membership.

MOVED by S. MacDonald, SECONDED by K. Kelly that the UPEI Board of Governors approve the following appointments to the UPEI Board of Governors Committees, as recommended by the Executive Committee as follows:

<p><u>Campus Culture Oversight Committee</u></p> <p>Ms. Carolyn Simpson, Chair Dr. Christian Lacroix Ms. Shannon MacDonald (Ex-Officio) Ms. Camille Mady Dr. William Montelpare Hon. Mary Robinson <i>Dr. Wendy Rodgers (Ex-Officio)</i> Dr. Ajay Sahajpal <i>Mr. Nabeel Zafar (Ex-Officio, Non-Voting)</i></p>	<p><u>Development, Fundraising and External Relations Committee</u></p> <p>Ms. Pam Montgomery, Chair Ms. Kateri Coade Mr. George Jiang Ms. Shannon MacDonald (Ex-Officio) Dr. William Montelpare Dr. Wendy Rodgers (Ex-Officio) Ms. Sara Underwood</p>
<p><u>Executive Committee</u></p> <p>Ms. Shannon MacDonald, Chair Mr. Steve Bellamy Mr. Alex MacBeath Mr. Don MacKenzie Ms. Pam Montgomery Dr. Wendy Rodgers (Ex-Officio) Ms. Carolyn Simpson Mr. Brian Thompson</p>	<p><u>Finance and Audit Committee</u></p> <p>Mr. Alex MacBeath, Chair Ms. Karen Creighan Mr. George Jiang Ms. Kristi Kelly Ms. Shannon MacDonald (Ex-Officio) Mr. Kevin Magee Ms. Mary Anne McMahon <i>Dr. Wendy Rodgers (Ex-Officio, Non-Voting)</i></p>
<p><u>Governance and Appeals Committee</u></p> <p>Mr. Brian Thompson, Chair Ms. Karen Creighan Dr. Gary Evans Ms. Kristi Kelly Dr. Christian Lacroix Ms. Shannon MacDonald (Ex-Officio) Ms. Mary Anne McMahon Dr. Wendy Rodgers (Ex-Officio)</p>	<p><u>Human Resources Committee</u></p> <p>Mr. Don MacKenzie, Chair Ms. Lynn Ellsworth Ms. Shannon MacDonald (Ex-Officio) Ms. Pam Montgomery Dr. Wendy Rodgers (Ex-Officio) Ms. Carolyn Simpson Ms. Sara Underwood</p>

<u>Property and Asset Management Committee</u>	<u>Board-Senate Liaison Committee</u>
Mr. Steve Bellamy, Chair Ms. Lynn Ellsworth Dr. Geraldine Johnston Ms. Shannon MacDonald (Ex-Officio) Dr. Wendy Rodgers (Ex-Officio) Mr. William Waterman	Ms. Shannon MacDonald Dr. Sandy MacDonald Mr. Steve Bellamy

CARRIED.

MOVED by W. Rodgers, SECONDED by W. Montelpare to move to a closed agenda. CARRIED.

MEETING MOVED TO CLOSED SESSION

MEETING RETURNED TO OPEN SESSION

12. Adjournment

MOVED by W. Montelpare, SECONDED by A. MacDonald that the meeting adjourned at 5:50 pm.