



**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS' MEETING
Tuesday, December 3, 2024
Alumni Hall, Room 102 and Via Teams
4:00 pm**

**APPROVED MINUTES
OPEN MEETING**

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

Regrets: Mr. Steve Bellamy; Ms. Kateri Coade; Dr. Sandy MacDonald; Dr. William Montelpare; and Hon. Mary Robinson

Invited Guest: Dr. Kim Critchley, Provost/Branch Head, UPEI Cairo

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 (virtual); Ms. Pam Trainor, Advisor to the Board of Governors; Ms. Edith Cardy, Administrative Assistant; and Ms. Kim Porter, Administrative Assistant to the Board of Governors

1. Call to Order, Welcome and Land Acknowledgement

Chair, S. MacDonald called the meeting to order at 4:05 pm and gave a land acknowledgement.

2. Conflict of Interest

W. Waterman, S. MacDonald and K. Kelly declared they had a conflict of interest in the closed agenda.

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. Approval of Minutes

a. October 8, 2024

The draft minutes of the UPEI Board of Governors' meeting of October 8, 2024 were circulated to Board members prior to the meeting. The following motion was proposed:

MOVED by D. MacKenzie, SECONDED by M. A. McMahon that the minutes of the October 8, 2024 meeting of the UPEI Board of Governors were approved as presented. CARRIED.

5. Business Arising from the Minutes of October 8, 2024

There was no business arising from the minutes.

6. UPEI Cairo Campus Presentation

Dr. Kim Critchley gave Board members a presentation on the UPEI Cairo campus. Highlights from the presentation include:

- UPEI was the first international branch campus and is in its seventh year of operations with academic programs: Faculty of Sustainable Design Engineering, the Faculty of Business and the Faculty of Science.
- UPEI is the only Canadian university in Universities of Canada in Egypt (UCE) currently.
- UPEI main campus is responsible for academic programs and UCE is responsible for non-academic matters.
- The students at the Cairo campus are UPEI students and will graduate with a UPEI degree.
- Student services include athletics, student engagement similar to main campus, a wellness centre and career development.
- The close working relationship between the Charlottetown campus and the Cairo campus makes this successful.

7. Chair's Report

S. MacDonald gave a verbal report to Board members. Activities include attending a session with Cheryl Foy recently to discuss the importance of good governance and attendance at meetings with UCE, who have clearly indicated they want to strengthen our relationship. The Chair continues to work with the President on the transition.

8. President's Report

W. Rodgers provided a written report circulated in advance with the meeting material and informed members the report's structure will change for future meetings. The President shared that she was Chair of the Expert Panel on EDI Practices for Impactful Change and has been participating in interviews because of the Panel. UPEI has been receiving positive coverage, as a result.

Keeping in mind the 14 goals assigned to the President, the focus has been on the strategic planning process, building relationships, gathering of evidence from the Action Plan Implementation Plans activities, the hiring of the Chief of Staff and the University Secretary, meeting with Indigenous Chiefs and infrastructure for students.

It was acknowledged that completion of the Action Plan Implementation Plan activities is important, but it is just as important to make the changes to improve the culture and not just check the box to indicate it has been completed.

9. Student Perspective Update

G. Jiang provided a verbal report and requested Board members let him know what information they would like to hear as part of the student perspective update. Highlights of his report include:

- The Student Union provides two major funding programs to students – the Academic Enrichment Fund and the Student Support Fund. The Academic Enrichment Fund helps students to attend conferences and other academic related activities and has received 34 applications from students. The Student Support Fund helps students with temporary financial difficulties and has received 65 applications. The major ask under the Student Support Fund was for help with rent, which highlights the affordability situation for students.
- Student engagement has been low this year for events planned by the Student Union. The Student Engagement Office in Dalton Hall is working on this.
- The Student Union has been advocating to the Provincial Government on issues such as student aid, bursaries and work integrated learning, which continue to be the main concerns of students.
- Two student delegates from UPEI recently met with various MPs and Senators to discuss issues such as work integrated learning, Tri-Council funding, Canadian Student Grant and increase in Indigenous education support funding. An advocacy document has been submitted to the Federal Government.
- Students held informative meetings with President Rodgers to discuss student concerns – course offerings, including the timing and pre-requisites; space issues and wait lists.

Action: G. Jiang to send Advocacy documents which will be added to the Board SharePoint site.

10. Senate Report to the Board

M.A. McMahon provided a verbal report on recent Senate meetings held on October 18, 2024 and November 22, 2024:

- At the October 18th meeting, the Senate received a report from the President. Highlights of the report include search processes have been launched for the new Vice-Presidents, a University Secretary and a Chief of Staff for the President’s Office. A recent visit to the UPEI Cairo Campus indicated that there is interest in greater collaboration with the Charlottetown Campus. The University has been working to meet the requirements of the Provincial Government in a new budget process. An RFP is being issued to review the University’s Emergency Response plan, as a response to an incident that had taken place and received significant media attention. Dr. Greg Naterer provided a good news report, detailing recent successes and awards for faculty and researchers. Dr. Naterer also noted that the Research on Tap series had resumed. Work is underway on a strategic enrollment planning process.

Ms. Sue Connolly gave a report on the activities for the Vice-President of People and Culture. The office has been very involved in implementing several deliverables under the Action Plan. Several new positions have been added to expand HR services and to support the EDI Department and the Sexual Violence Prevention and Response Office. An employee engagement survey will be circulated to faculty and staff which resulted in considerable discussion by Senators.

The Academic Planning and Curriculum Committee submitted a curriculum report for approval which included changes required to the BScN and LPN pathway agreement with Holland College and a number of curriculum and calendar entry changes in several faculties.

B. Waterman provided Senate with a report on the Board activities and questions were raised regarding the appointment of a new external auditor and the need for greater transparency with the Senate concerning financials and the budget.

Dr. Marva Sweeney-Nixon presented the revised Responsible Conduct of Research, Scholarly and Creative Work Policy on behalf of the Senate Research Advisory Committee, which was approved by the Senate.

The Senate also approved the creation of an Ad hoc Senate Committee on Teaching Evaluation to investigate alternative holistic approaches to teaching evaluation that continue to include student feedback.

- At the November 22nd meeting, the President provided a report with the same messages as the Board report for this meeting. Dr. Nola Etkin, on behalf of Dr. Naterer, provided a good news report.

Sue Connolly provided a VPPC report noting that 24 implementation leads are currently working on the Action Plan Implementation Plan. Hiring and onboarding of new staff continue in the HR Department.

Senate approved a number of changes to the Academic Calendar as well as prerequisite and course descriptions requested by the Academic Planning and Curriculum Committee in their Curriculum Report. The APCC also tabled a motion to approve in principle a modification to the Master of Nursing Program, which was approved by Senate.

Dr. Sweeney-Nixon tabled for information a draft UPEI Strategic Research Plan which celebrates research excellence, identifies a vision and priorities and an action plan to build on UPEI's reputation of research excellence.

Members took a 15-minute break at 5:22 pm.

11. Board Committees Updates

S. MacDonald informed Board members that each Committee reviewed their respective Terms of Reference (ToR) and are provided to the Board of Governors for information purposes for this meeting. Following the Board meeting, the Committees will review the ToR at their next Committee meetings and will return to the March Board meeting for approval by the Board.

a. Property and Asset Committee

S. MacDonald, in the absence of S. Bellamy, reported the Committee, at the November 7, 2024 meeting, received an update on major capital projects and a presentation on the Campus Master Plan. The Committee also reviewed their revised ToR.

b. Finance and Audit Committee

A. MacBeath reported that the Finance and Audit Committee (FAC) has three motions to put forward to the Board of Governors. In addition to the motions, the Committee reviewed and approved the Internal Audit Report and received an overview on insurance at UPEI.

A request was made to enter into an agreement with CISCO Systems Inc. for a seven-year period with a total value of \$1,688,863.78. The agreement will allow UPEI to continue using their current network software subscription. The following motion was made:

Whereas the UPEI Spending Authority Policy states any expenditure greater than \$1,000,000 requires approval by the UPEI Board of Governors before a commitment can be made; and,

Whereas there is a need to purchase a CISCO Enterprise Agreement for the ongoing software and hardware subscription licensing for the UPEI CISCO network to support the teaching, research and administrative needs of the UPEI campus; and,

Whereas the University engaged in a process to determine the best option a CISCO agreement, which adheres to university procurement policies; and,

Whereas the UPEI procurement policy and procedures were adhered to in the selection of the supplier of the CISCO Enterprise Agreement for the UPEI network through use of the GPEI standing offer;

MOVED by A. MacBeath, SECONDED by M. A. McMahon that the UPEI Board of Governors approves the purchase of a 7-year CISCO Enterprise Agreement from IMP Solutions for the ongoing software and hardware subscription licensing for the UPEI CISCO network in the amount of \$1,688,863.78 Canadian dollars plus applicable taxes, as recommended by the Finance and Audit Committee. CARRIED.

A request was made to enter into an agreement with Direct Travel to provide travel management services for UPEI. This will give UPEI employees access to a portal service which will allow for tracking and savings.

Whereas the UPEI Spending Authority Policy states any expenditure greater than \$1,000,000 requires approval by the UPEI Board of Governors before a commitment can be made; and,

Whereas the University is a member of Interuniversity Services Incorporated (ISI), a not-for-profit organization that represents a membership of nineteen universities and colleges from throughout Atlantic Canada to optimize procurement and contract management; and

Whereas ISI engaged in a competitive procurement process in 2023 for travel management services for which Direct Travel was the successful provider; and,

Whereas the UPEI procurement policy and procedures were adhered to in the selection of the supplier of Direct Travel for the UPEI travel management services through use of the ISI master service agreement;

MOVED by A. MacBeath, SECONDED by B. Waterman that the UPEI Board of Governors approves the expenditures as per the contract with Vision Travel DT Ontario – West Inc (Direct Travel) for travel management services for the period of December 3, 2024 to December 1, 2029, with the estimated contract value being between \$1,500,000 and \$5,000,000, as recommended by the Finance and Audit Committee. CARRIED.

A request was made to update the International Student tuition deposits for the 2025/2026 Academic year due to Immigration, Refugees and Citizenship Canada changing the intake caps on international student study permits. The following motion was made:

Whereas the Finance and Audit Committee regularly reviews and recommends the tuition deposits within the Tuition and Fees Appendix as included in the University’s annual operating budget to the UPEI Board of Governors; and,

Whereas in March 2024, the international undergraduate student tuition deposit was increased as a response to the Immigration, Refugees and Citizenship Canada (IRCC) restriction on international student permit applications announced in January 2024; and,

Whereas the IRCC has announced a further 10% reduction in the intake cap on international student study permits available in 2024, for the 2025 year; and,

Whereas a balanced reduction in the tuition deposit rate for international undergraduate students will act as less of a deterrent for applicants in a competitive environment; and,

Whereas the IRCC intake restrictions have been extended to include international graduate students for 2025/26;

MOVED by A. MacBeath, SECONDED by C. Simpson that the UPEI Board of Governors approves the following changes to the international student tuition deposits, as recommended by the Finance and Audit Committee:

1. International student tuition deposits:

International Students	Current	New	Change
Undergraduate (including DVM and BEd)	\$5,000	\$3,000	(\$2,000)
Graduate – Course Based	\$1,000	\$3,000	\$2,000
Graduate – Thesis Based	\$1,000	\$1,000	\$0
Graduate – AVC Post Graduate Training	\$1,000	\$1,000	\$0

2. International tuition deposits will be eligible for a refund, less a \$500 administrative fee, in cases where students provide a government-issued visa rejection letter. CARRIED.

c. Development, Fundraising and External Relations Committee

P. Montgomery reported that the Development, Fundraising and External Relations Committee met on November 7, 2024 and received updates from Development and Fundraising, Marketing and Production and Communications and External Relations. The Committee approved the naming of three new awards: Honourable James M. Lee Memorial Scholarship at AVC; Edward and Phyllis McDuffee Memorial Scholarship at AVC; and Annie Spears Scholarship with the Faculty of Medicine.

Committee members also reviewed their revised Terms of Reference.

d. Governance and Appeals Committee

B. Thompson reported that the Governance and Appeals Committee met on November 14, 2024 and received a new policy framework, a request to repeal six outdated policies and a request to approve the Sponsored Research and Research Contracts Policy.

The Committee is fully engaged in the Governance Review recommendations. At the meeting, the Committee reviewed their revised Terms of Reference, with a lot of the changes as a result of the Governance Review.

The following motions were made:

MOVED by B. Thompson, SECONDED by G. Evans that the UPEI Board of Governors repeals the following Board Policies: Compiling Procedures; Procedures for Meetings and Board of Governors; Residence Name Change; Advertising Policy; Sustainability Policy; Personal Information and Privacy Policy; and, AIDS Policy, as recommended by the Governance and Appeals Committee. CARRIED.

MOVED by B. Thompson, SECONDED by C. Lacroix that the UPEI Board of Governors approves the revised Sponsored Research and Research Contracts Policy, as recommended by the Governance and Appeals Committee. CARRIED.

e. Campus Culture Oversight Committee

C. Simpson reported that the Campus Culture Oversight Committee met on November 7, 2024 and received an update on the status of the Action Plan Implementation Plans. It was recognized that completion of these activities is very demanding, but important work.

The Committee reviewed their revised Terms of Reference and discussed the minimal changes due to the Committee being new.

The Committee Chair acknowledged the work being completed by UPEI employees.

f. Human Resources Committee

D. MacKenzie reported the Human Resources Committee discussed the 360 Review for the President and the Senior Executive Team. The Committee reviewed their revised Terms of Reference which included a number of changes to the document.

g. Executive Committee

S. MacDonald stated there is nothing new to report that isn't already being discussed at the Board meeting.

12. Strategic Planning Process Update

W. Rodgers informed Board members that The Chapman Group, from New Brunswick, have been contracted to facilitate at some of the strategic planning sessions. Feedback from each of the consultation sessions is being consolidated and will be forwarded to the Strategic Planning Steering Committee in January. Consultation sessions have been held with municipal communities and on campus communities, with a few additional sessions to be held. Due to low engagement in the municipal community sessions, it was determined that UPEI will need to broaden engagement across the province.

S. MacDonald reported that the Board of Governors will be invited to a consultation session but are also responsible for approving the process.

The following motion was made:

Whereas the recently completed Governance Review stated “It will be important that the Board approve both the process by which a strategic direction is developed, as well as engage critically in the substance of the strategy”; and,

Whereas the said Governance Review also stated “While it is for the president to develop and approach, carry out the strategic planning process, and develop a proposed strategic direction for Board approval, the Board must participate in all three aspects of the planning”. For UPEI, in particular, the Board must ensure a collegial process with a focus on the engagement of the university community; and,

Whereas the President of the University has developed and begun implementation of a strategic planning process which includes opportunities for engagement of the University community as well as the broader P.E.I. Community.

Whereas the Board is confident that the strategic planning process developed by the President will lead to a strategic plan which will provide the direction needed to move the University forward; and,

Whereas the strategic planning process will engage Board members at each stage of the planning process and the proposed strategic direction will be brought to the Board for approval.

MOVED by D. MacKenzie, SECONDED by B. Thompson that the UPEI Board of Governors approve the strategic planning process as presented. CARRIED.

MOVED by W. Waterman, SECONDED by D. Griffin to move to a closed agenda. CARRIED.

MEETING MOVED TO CLOSED SESSION

MEETING RETURNED TO OPEN SESSION

13. Adjournment

MOVED by W. Waterman, SECONDED by G. Evans that the meeting adjourned at 6:57 pm.