



**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS' MEETING
Tuesday, February 6, 2025
Alumni Hall, Room 102 and Via Teams
4:00 pm**

MINUTES

Members Present: Ms. Shannon MacDonald, Chair; Dr. Wendy Rodgers, President; Ms. Kateri Coade; 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 (virtual); Dr. Alexander (Sandy) MacDonald (virtual); Mr. Don MacKenzie; Ms. Camille Mady; Mr. Kevin Magee (virtual); Ms. Mary Anne McMahon; Dr. William Montelpare; Ms. Pam Montgomery; Mr. Brian Thompson; Ms. Sara Underwood; Prof. William Waterman and Dr. Betty Anne Younker

Regrets: Hon. Mary Robinson; Dr. Ajay Sahajpal; and Ms. Carolyn Simpson

Invited Guests: Mr. Shreesh Agrawal, Vice-President External, Student Union (SU); Noah Mannholland, Vice-President Academic Student Union (SU); Hadiqa Sulman, Vice-President Student Life Student Union (SU); and Cezar Campeanu, Vice-President Finance and Administration, Student Union (SU); and Ms. Kelly Dawson, Project Manager, IT Systems and Services

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; Mr. Pascal Robichaud, University Secretary; Mr. Bobby Cameron, Chief of Staff; Ms. Pam Trainor, Advisor to the Board of Governors; Ms. Willow Anderson, 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 4:04 pm and acknowledged the land.

2. Conflict of Interest

W. Waterman declared a conflict of interest with motion #1 in agenda item 14.g; K. Kelly declared a conflict of interest with any discussions regarding the Action Plan.

3. Welcome

S. MacDonald welcomed Pascal Robichaud, University Secretary; and Betty Anne Younker, new Board member; to their first meeting.

4. Approval of Open Agenda

MOVED by D. MacKenzie, SECONDED by W. Waterman that the February 6, 2025, open agenda be approved as presented. CARRIED.

5. Consent Agenda

MOVED by M. A. McMahon, SECONDED by K. Creighan that the Consent Agenda be approved as presented. CARRIED.

On December 23, 2024 the following motions were approved via e-vote:

MOTION: That the appointment of Geraldine Johnston as Chair of the Property and Asset Management Committee, effective immediately, as recommended by the Executive Committee, be approved.

MOTION: That the appointment of Betty Anne Younker as a member of the Property and Asset Management Committee, effective immediately, as recommended by the Executive Committee, be approved.

6. Approval of Minutes

a. December 3, 2024

The draft minutes of the UPEI Board of Governors' meeting of December 3, 2024, were circulated prior to the meeting. The following was moved:

MOVED by B. Thompson, SECONDED by K. Kelly that the minutes of the December 3, 2024 meeting of the UPEI Board of Governors be approved as presented. CARRIED.

7. Business Arising from the Minutes of December 3, 2024

There was no business arising from the minutes.

8. Chair's Report

Chair MacDonald reported that work continues on the UPEI Action Plan and the Governance Review.

9. President's Report

President Rodgers provided a written report circulated in advance with the meeting material and verbally reported that a Town Hall was held yesterday on campus with the theme of "hearts and flowers". This was an opportunity to speak to the campus to encourage thankfulness and promote kindness.

10. Student Perspective Update

G. Jiang gave a verbal report on student activities held since the last Board meeting.

- Activities were planned over the Christmas break for those students that remained on campus.
- Students participated on each search committee for the new Vice-Presidents, with one student representative on each committee.
- Students have been involved with the UPEI strategic planning process.
- A successful mixer was held with students and PEI politicians.

- Students presented their priorities to a Provincial Government Standing Committee.
- A week of events were organized for Black History Month, and next week activities are focused on “love”.

11. Student Union Presentation

Executive officers of the Student Union; George Jiang, President; Shreesh Agrawal, Vice-President External; Noah Mannholland, Vice-President Academic; Hadiqa Sulman, Vice-President Student Life; and Cezar Campeanu, Vice-President Finance and Administration, presented on their roles and activities to support to students. Highlights include:

- Approximately 5300 full-time undergraduate and graduate students are members of the SU
- SU has been advocating on behalf of students with both Provincial and Federal Governments
- SU has established over 70 clubs available, including 22 new ones this year. These clubs help students to connect on a more personal level.
- Several events have been organized including a Powwow, a Halloween event with attendance of over 800 students, and a holiday market.
- Funding assistance is available to students with approximately 90% of international students using the service. Funds provide financial aid, fund clubs and respond to emergencies.
- Support is offered for internal advocacy support such as student academic appeals. The VP Academic also supports student participation at Senate.
- SU Advocacy and services are driven by members’ input via surveys.

12. AV and IT Requirements for Faculty of Medicine

D. Sanderson, Chief Information Officer; and K. Dawson, Project Manager, IT Systems and Services provided Board members with an update on the technology requirements for the Faculty of Medicine building. Highlights of the presentation include:

- There will be approximately 2300 connections across UPEI infrastructure.
- There will be four different levels of rooms in the building. Level 1 and 2 are similar to current classrooms at UPEI. Level 3 classrooms will allow interactive bi-directional classrooms between UPEI and Memorial University at Newfoundland (MUN). Level 4 classrooms will allow immersive experiential learning, the ability to project life-like simulations to students.
- UPEI and MUN classrooms will have direct connections to each other and will function identically.

13. Senate Report to the Board

M.A. McMahon provided a verbal report on recent Senate meetings held on December 13, 2024, and January 17, 2025:

December 13, 2024

The President’s report included an addition of an update on the international enrollment reflecting a decrease in international applications and admissions. The University is encouraging applications, and conversions from application to accepted admissions. It was noted that UPEI is not unique in facing these challenges.

Dr. Greg Naterer (VP Academic and Research) gave an update on

- Significant achievements in major grants and project funding and research initiatives
- Challenges in The Graduate English academic preparation program, with declining demand.

- The Faculty of Graduate Studies is assessing the viability of pathway agreements with reputable English language training partners and conducting a review of current minimum English language proficiency requirements.
- A research process advisory group has been formed to improve the research administrative processes.

Sue Connolly (VP People and Culture) gave an update on:

- For the implementation of the action plan, the department is working through evidence submission for years zero and one. Activities for year 2 have been assigned and are being worked on with implementation leads.
- The Employee Engagement Survey closed with results to be shared with the Community in the new year.
- The 2nd installment of the Cultivating a Culture of Reckoning, Recognition and Appreciation series was issued in December with a focus on the role of celebration at work.
- The EDI department is working to finalize progress reports on our EDI strategy. A community quilt for the 16 days of activism against gender-based violence created with the student union will tour campus and be displayed in the Sexual Violence Prevention and Response Office.

Kate Richard attended the meeting to provide an update on the status of the UPEI Action Plan.

Highlights from the presentation include:

- UPEI is committed to auditing the Action Plan on an annual basis.
- In consultation with the Senior Executive Team, 24 Implementation Leads have been assigned from across Campus.
- Last year 138 activities were completed. The focus is now on gathering evidence for the audit.
- We are currently in Year 1 of the Action Plan with 226 activities to complete in support of 117 actions. Evidence is being gathered as the activities are being completed.
- There are two large priorities associated with the Action Plan: (1) success of the project and (2) success of the audit.

Dr. Kim Critchley, Provost UPEI Cairo, gave a presentation on the UPEI Cairo campus, which was the same presentation given at the December Board meeting. Following the presentation, Senators asked a number of questions with regard to curriculum at the Cairo campus. In response to the questions, Dr. Critchley confirmed that UPEI Cairo has fulfilled the financial aspects of the contract and that academic freedom is respected in Cairo.

Finally, the Senate approved the Terms of Reference for a new Ad Hoc Teaching Evaluation Committee.

January 17, 2025

The President gave a report with the material provided therein covered in the report to the Board.

Dr. Greg Naterer (VPAR) gave an update on:

- Good news report on academic and research successes for faculty and students
- Several new recruitment initiatives are underway to meet the challenges imposed by the international student cap. These include:

Sue Connolly (VP People and Culture) gave an update on:

The Academic Planning and Curriculum Committee recommended, and Senators approved, a revised Scheduling Policy to deliver a better student experience.

The Senate approved a new *UPEI Framework for Online and Technology-Supported Learning* to better support online teaching and learning.

14. Board Committees Updates

a. Property and Asset Management Committee

G. Johnston reported the Committee met on January 8, 2025, and received a presentation on the Faculty of Medicine IT requirements, similar to the presentation received at today's Board meeting.

A capital project proposal was received for the Steel Building ventilation project. The main ventilation system has reached its end of life and is not providing sufficient cooling and fresh air intake. The proposed project is to completely remove all HVAC systems and install a new one. Due to scale and complexity, the project will be divided into three phases. The Committee recommended the following:

Whereas the Steel Building is an important facility within the university campus, housing important academic and research functions; and,

Whereas a comprehensive review of the building's existing ventilation system has revealed that the main system has reached the end of life and is not providing sufficient cooling and fresh air intake; and,

Whereas the proposed ventilation upgrade project includes the replacement of outdated air handling units, the installation of advanced filtration systems, and the implementation of energy-efficient solutions to enhance overall air circulation and reduce environmental impact; and,

Whereas, due to the scale, complexity and the need to have the building occupied during the school year the proposed project is split into 3 phases; and,

Whereas the project is expected to enhance environmental sustainability, and improve the comfort and productivity of those who work and study in the Steele Building; and,

Whereas the total cost of the project is \$3,680,000, with Phase 1 construction costing \$625,000; and,

Whereas, the University has funds available to proceed with Phase 1; and,

Whereas the University funds have not yet been secured for Phases II and III; and,

Whereas the University will not proceed with Phases II or III until funding is secured.

MOVED by G. Johnston, SECONDED by W. Montelpare that the ventilation system upgrade project in Steel Building as presented subject to funding availability, as recommended by the Property and Asset Management Committee be approved; and,

Further, the University administration is authorized to proceed with the necessary planning, procurement, and contracting processes to implement the project, ensuring that it is completed in a timely and cost-effective manner. CARRIED

The Committee received an update on major capital projects, including the status of the exterior of the Faculty of Medicine Building. The project remains on schedule. The update included a list of renovation/construction projects, a deferred maintenance project list and a capital projects list. A Capital projects schedule was also included to assist the committee with its monitoring role.

The Committee also reviewed its terms of reference and approved the Committee 2024-2025 Workplan. The Committee recommended the following:

Whereas the Property and Asset Management Committee Terms of Reference were revised to incorporate recommendations from the recent external review of the University of Prince Edward Island University (UPEI) Board of Governance; to ensure alignment with new Board of Governors By-laws currently in development; and, to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language; and,

Whereas the Property and Asset Management Committee has reviewed the revised Committee Terms of Reference; and,

Whereas the Property and Asset Management Committee agrees that the revised Committee Terms of Reference accurately describe the authority and responsibilities of the Property and Asset Management Committee, and that the Committee should be renamed the Property and Environmental Sustainability Committee; and,

Whereas the Governance and Appeals Committee reviewed all committee terms of reference to ensure authorities and responsibilities are appropriately assigned to standing committees.

MOVED by G. Johnston, SECONDED by C. Lacroix that the revised Terms of Reference for the Property and Asset Management Committee, including the renaming of the Committee to the Property and Environmental Sustainability Committee, as recommended by the Property and Asset Management Committee, be approved. CARRIED

The Committee welcomed new Committee member Betty Anne Younker.

b. Finance and Audit Committee

A. MacBeath reported that the Finance and Audit Committee (FAC) at their January 27, 2025 meeting, approved the Internal Audit Charter and appointments to the Sponsor Board for the Pension Plan of the Employees of the University of Prince Edward Island and the Board of Trustees for the Pension Plan of the Employees of the University of Prince Edward Island.

The Committee received a request to increase the budget for the medical building project, noting that funding is available to cover the increased costs. The Committee recommended the following:

Whereas the Board is responsible to approve expenditures greater than \$1 million per the University Spending Authority policy; and,

Whereas the Finance and Audit Committee reviews budgets greater than \$1 million and recommends approval to the Board; and,

Whereas the Board approved the capital budget for the medical building project at its October 4, 2022, meeting with the following motion:

“MOVED by Mr. Alex MacBeath, SECONDED by Mr. Jim Bradley that, the UPEI Board of Governors approve the financial components for the construction, including \$10,000,000 in UPEI fundraising, and \$81,475,279 provincial support of the medical faculty building, and having received this financing, administration can proceed with the construction as designed as recommended by the Finance and Audit Committee; and,

Whereas project costs have increased specifically due to the mechanical tender results and the complexity of the audio visual and information technology infrastructure by \$11,552,185; and,

Whereas UPEI received \$19,523,985 additional funding after October 4, 2022, from the federal Investing in Canada Infrastructure Program (“ICIP”) thereby providing additional funds to the project; and,

Whereas an increase in the capital project budget from \$ 91,475,279 to \$103,027,464, for which funding is available, is required.

MOVED by A. MacBeath, SECONDED by G. Johnston that the revised capital budget for the medical building project of \$103,027,464, as recommended by the Finance and Audit Committee, be approved. CARRIED.

The Committee reviewed its Terms of Reference at two Committee meetings. The Committee recommended the following:

Whereas the Finance and Audit Committee Terms of Reference were revised to incorporate recommendations from the recent external review of the University of Prince Edward Island University (UPEI) Board of Governance; to ensure alignment with new Board of Governors By-laws currently in development; and, to create consistency across all Board of Governors Committee Terms of Reference with respect to format and language; and,

Whereas the Finance and Audit Committee has reviewed the revised Committee Terms of Reference; and,

Whereas the Finance and Audit Committee agrees that the revised Committee Terms of Reference accurately describe the authority and responsibilities of the Finance and Audit

Committee, and that the Committee should be renamed the Finance, Audit and Risk Committee; and,

Whereas the Governance and Appeals Committee reviewed all committee terms of reference to ensure authorities and responsibilities are appropriately assigned to standing committees.

MOVED by A. MacBeath, SECONDED by M. A. McMahon that the revised Terms of Reference for the Finance and Audit Committee, including the renaming of the Committee to the Finance, Audit and Risk Committee, as recommended by the Finance and Audit Committee, be approved. CARRIED.

c. Development, Fundraising and External Relations Committee

P. Montgomery reported that the Development, Fundraising and External Relations Committee met on January 9, 2025, and received reports on Development and Fundraising, Marketing and Production, and Communications and External Relations. It was noted that the recent postal strike has impacted fundraising. However, it was noted that \$520,600 was received in the last two weeks and a \$102,000 estate gift was received this week.

There has been a lot of communications activity recently related to sports, academics and major institutional events, including the UPEI levee. Work is underway to develop goals and a communication plan for the University. UPEI continues to ensure brand continuity across University departments.

The Committee approved the naming of the following two new awards:

- Connie Ding International Student Scholarship
- The Velma and George Wright Scholarship

The Committee reviewed its terms of reference and approved the 2024-2025 Committee Workplan.

The Committee recommended the following:

Whereas the Development, Fundraising and External Relations Committee Terms of Reference were revised to incorporate recommendations from the recent external review of the University of Prince Edward Island University (UPEI) Board of Governance; to ensure alignment with new Board of Governors By-laws currently in development; and, to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language; and,

Whereas the Development, Fundraising and External Relations Committee has reviewed the revised Committee Terms of Reference; and,

Whereas the Development, Fundraising and External Relations Management Committee agrees that the revised Committee Terms of Reference accurately describe the authority and responsibilities of the Development, Fundraising and External Relations Committee; and,

Whereas the Governance and Appeals Committee reviewed all committee terms of reference to ensure authorities and responsibilities are appropriately assigned to standing committees.

MOVED by P. Montgomery, SECONDED by W. Montelpare that the revised Terms of Reference for the Development, Fundraising and External Relations Committee, as recommended by the Development, Fundraising and External Relations Committee, be approved. CARRIED.

d. Governance and Appeals Committee

B. Thompson reported that the Governance and Appeals Committee met on January 23, 2025, and received an update on the status of University policies along with the modernization of the policy framework. Responsibility of University policies is transferring to the University Secretary.

The Committee received an update on the redevelopment of the Fair Treatment Policy. A committee has been formed to create new policies using feedback received from stakeholders and general public. It is expected the new policies will be drafted after the review of feedback, with the intent to bring the policy to the Board for approval at the end of March.

The Committee provided feedback into a draft Board training plan, which is a requirement for year one of the UPEI Action Plan.

The Committee reviewed its terms of reference as well as the terms of reference for all Board Committees, fulfilling its role in assisting the Board in ensuring responsibilities and authorities are appropriately assigned to Standing Committees through Committee terms of reference. The Committee recommended the following:

Whereas the Governance and Appeals Committee Terms of Reference were revised to incorporate recommendations from the recent external review of the University of Prince Edward Island University (UPEI) Board of Governance; to ensure alignment with new Board of Governors By-laws currently in development; and, to create consistency across all Board of Governors Committee Terms of Reference with respect to format and language; and,

Whereas the Governance and Appeals Committee has reviewed the revised Committee Terms of Reference; and,

Whereas the Governance and Appeals Committee agrees that the revised Committee Terms of Reference accurately describe the authority and responsibilities of the Governance and Appeals Committee, and that the Committee should be renamed the Governance, Nominating and Appeals Committee.

MOVED by B. Thompson, SECONDED by W. Waterman that the revised Terms of Reference for the Governance and Appeals Committee, including the renaming of the Committee to the Governance, Nominating and Appeals Committee, be approved as recommended by the Governance and Appeals Committee. CARRIED.

e. Campus Culture Oversight Committee

C. Simpson reported that the Campus Culture Oversight Committee's January meeting was cancelled due to a snowstorm.

The Committee reviewed its terms of reference and approved its 2024-2025 Committee Workplan through an e-vote. The Committee recommended the following:

Whereas the Campus Culture Oversight Committee Terms of Reference were revised to incorporate recommendations from the recent external review of the University of Prince Edward Island University (UPEI) Board of Governance; to ensure alignment with new Board of Governors By-laws currently in development; and, to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language; and,

Whereas the Campus Culture Oversight Committee has reviewed the revised Committee Terms of Reference; and,

Whereas the Campus Culture Oversight Committee Terms of Reference accurately describe the authority and responsibilities of the Campus Culture Oversight Committee; and,

Whereas the Governance and Appeals Committee reviewed all committee terms of reference to ensure authorities and responsibilities are appropriately assigned to standing committees.

MOVED by W. Montelpare, SECONDED by D. MacKenzie that the revised Terms of Reference for the Campus Culture Oversight Committee, as recommended by the Campus Culture Oversight Committee be approved. CARRIED.

f. Human Resources Committee

D. MacKenzie reported that the Human Resources Committee met on January 21, 2025, and received a presentation on Policies and Processes for Hiring, Tenure and Promotion.

The Committee provided input into the drafting of an Acting and Interim Administrators Appointment Policy and reviewed a draft NDA Policy.

Updates were received on the following items: status of the Employee Engagement Survey; University organizational structure; and recruitment of senior executives. The Committee also reviewed its terms of reference and approved its 2024-2025 Committee workplan.

The Committee recommended the following:

Whereas the Human Resources Committee Terms of Reference were revised to incorporate recommendations from the recent external review of the University of Prince Edward Island University (UPEI) Board of Governance; to ensure alignment with new Board of Governors By-laws currently in development; and, to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language; and,

Whereas the Human Resources Committee has reviewed the revised Committee Terms of Reference; and,

Whereas the Human Resources Committee Terms of Reference accurately describe the authority and responsibilities of the Human Resources Committee; and,

Whereas the Governance and Appeals Committee reviewed all committee terms of reference to ensure authorities and responsibilities are appropriately assigned to standing committees.

MOVED by D. MacKenzie, SECONDED by M. A. McMahon that the revised Terms of Reference for the Human Resources Committee, as recommended by the Human Resources Committee, be approved. CARRIED.

g. Executive Committee

S. MacDonald reported at the January 29, 2025, meeting, the Committee reviewed the evaluation process for the review of the President and reviewed the Appointment of Acting and Interim President Policy, both items are activities of the UPEI Action Plan. Committee members also received an update on the strategic plan and considered an appointment to the Campus Culture Oversight Committee.

MOVED by W. Montelpare, SECONDED by G. Johnston that the appointment of Adewale Alaba to the Campus Culture Oversight Committee as the Graduate Student Representative be approved. W. Waterman ABSTAINED. CARRIED.

The Committee reviewed its Terms of Reference and approved the 2024-2025 Committee Workplan. The Committee recommended the following:

Whereas the Executive Committee Terms of Reference were revised to incorporate recommendations from the recent external review of the University of Prince Edward Island University (UPEI) Board of Governance; to ensure alignment with new Board of Governors By-laws currently in development; and, to create consistency across all Board of Governors Committee Terms of Reference with respect to format and language; and,

Whereas the Executive Committee has reviewed the revised Committee Terms of Reference; and,

Whereas the Executive Committee agrees that the revised Committee Terms of Reference accurately describe the authority and responsibilities of the Executive Committee; and,

Whereas the Governance and Appeals Committee reviewed all committee terms of reference to ensure authorities and responsibilities are appropriately assigned to standing committees.

MOVED by B. Thompson, SECONDED by W. Montelpare that the revised Terms of Reference for the Executive Committee, as recommended by the Executive Committee, be approved. CARRIED.

15. Strategic Planning Process Update

W. Rodgers informed Board members the strategic planning process is described in the report that was circulated in advance with the meeting material. Consultation sessions with stakeholders have resulted in emerging themes. The Chapman Group has been gathering feedback from stakeholders and has been helpful in providing suggestions of work that could be completed. Dr. Jessica Riddell will be presenting a session on post-secondary education at UPEI.

Members took a 15-minute break at 5:46 pm.

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

MEETING MOVED TO CLOSED SESSION

MEETING RETURNED TO OPEN SESSION

16. Adjournment

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