



**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS MEETING
Tuesday, February 13, 2024
Alumni Hall and Via Zoom
6:00 pm**

MINUTES

Members Present: Ms. Shannon MacDonald, Chair, UPEI Board of Governors; Dr. Greg Keefe, President (Interim); Mr. Shreesh Agrawal; Mr. Steve Bellamy; Professor Tim Carroll; Ms. Karen Creighan; Ms. Lynn Ellsworth; Mr. Peter Hayes; Dr. Geraldine Johnston; Ms. Kristi Kelly; Dr. Christian Lacroix; Mr. Alex MacBeath; Mr. Don MacKenzie; Ms. Camille Mady; Ms. Mary Anne McMahon; Dr. William Montelpare; Ms. Pam Montgomery; Ms. Perlene Morrison; Dr. Ajay Sahajpal; Ms. Carolyn Simpson; Mr. Brian Thompson; Prof. William Waterman

Regrets: Ms. Kateri Coad; Dr. Sandy MacDonald; Ms. Mary Robinson

Staff Present: Ms. Pam Trainor, Advisor to the Board of Governors
Ms. Michelle Arbing, Executive Assistant to the Board
Ms. Sue Connolly, Vice-President People and Culture (Interim)
Dr. Greg Naterer, Vice-President Academic and Research
Ms. Tara Judson, Vice-President Administration and Finance (Interim)
Mr. Dana Sanderson, Chief Information Officer
Ms. Nicole Phillips, Director, Communications and University Relations

Invited Guests: Ms. Charlotte McCardle, Director of Strategic Planning
Ms. Patti Wheatley, Equity, Diversity, and Inclusion Officer

1. CALL TO ORDER

Ms. Shannon MacDonald, Chair, called the meeting to order at 6:08 p.m. and gave a land acknowledgement.

Ms. MacDonald asked Members if anyone had a conflict of interest they would like to disclose. Ms. Perlene Morrison declared she has a conflict of interest with the UPEI & UPEI (US) Foundation Inc. Gift Acceptance Policy being discussed under the Governance & Appeals Committee Report and abstained from discussion and voting on the policy.

President Greg Keefe declared a conflict of interest with the UPEI & UPEI (US) Foundation Inc. Gift Acceptance Policy being discussed under the Governance & Appeals Committee Report and abstained from discussion and voting on the policy.

Dr. Christian Lacroix declared a conflict of interest with the Human Resources Committee Report and abstained in discussion and voting.

2. Action Plan Review

President Greg Keefe introduced invited guests Ms. Charlotte McCardle, Director of Strategic Planning; and Ms. Patti Wheatley, Equity, Diversity, and Inclusion Officer; who have been involved in the Action Plan review and are in attendance to answer any questions. President Keefe also acknowledged Ms. Sue Connolly, Ms. Tara Judson, Mr. Dana Sanderson and Dr. Greg Naterer who have all been integral to the development of the Action Plan.

President Greg Keefe provided an update on the status of the draft Action Plan and the timeline of events since the Action Plan was created until present. Feedback received from various groups is being incorporated into the draft Plan. The purpose of the Action Plan is to address the recommendations from the UPEI Review and to build trust, safety and inclusion at the University. A special Board meeting will be held in March requesting approval of the draft Action Plan.

The Board members discussed the draft Action Plan. Further comments from Board members can be forwarded to Ms. Carolyn Simpson or President Keefe. The Action Plan will be discussed at every Board meeting through the Campus Culture Oversight Committee report.

3. APPROVAL OF MINUTES

a) November 28, 2023

The draft minutes of the UPEI Board of Governors' meeting of November 28, 2023 were circulated to Board members prior to the meeting. The minutes were amended to include Ms. Lynn Ellsworth as an attendee and the following motion was proposed:

MOVED by Mr. Don MacKenzie, SECONDED by Dr. William Montelpare, that the minutes of the November 28, 2023 meeting of the UPEI Board of Governors be approved as amended. Mr. Bill Waterman abstained as he was not a Board member at the November meeting. CARRIED.

4. CHAIR'S REPORT

Ms. Shannon MacDonald referenced her written report provided to Members in advance of the meeting and provided highlights of her report.

Ms. Shannon MacDonald welcomed new Board Member, Professor Bill Waterman and acknowledged Professor Tim Carroll's term expired last year and the faculty member's seat will be filled in the near future. Ms. MacDonald thanked Prof. Carroll for his time and commitment to serving as a Board member.

The Faculty Association has been corresponding with the Chair raising concerns that are being addressed through the Action Plan. It will be important that the Board of Governors discuss and address these issues.

The Board of Governors understands the importance of bridging a relationship with the Senate. The Board Senate Liaison Committee will be used for this purpose.

Ms. MacDonald thanked the Board of Governors and Standing Committees for participating in the January orientation sessions. There will be additional training opportunities for the Board and Committee members in the future, including equity, diversity and inclusion training and cybersecurity training.

The Presidential Search Committee has created a shortlist of three candidates who are invited to come to the campus for onsite visits in March. These visits will be open to the campus community.

Ms. MacDonald reported that Ms. Pam Trainor has been acting in the University Secretariat role while it is determined what the role will entail.

5. PRESIDENT'S REPORT

President Greg Keefe referenced his detailed report circulated to Members in advance of the meeting and indicated that he would provide some of the highlights from the Report.

President Greg Keefe shared that a joint Board of Governors and Senate meeting is scheduled for Thursday, February 15th, when the Spindle report will be released to key stakeholders. An update was provided on the status and time frame to have the first students enrolled in the Faculty of Medicine in 2025.

Staff are in the process of establishing the 2024-2025 Operating Budget. A different process was used this year to create the budget, the Senior Executive Team (SET) held consultation sessions with their staff and those requests were brought to the SET table. Employee support and student success are the pillars of the University and are the guiding principles as the final decisions are made.

President Keefe reported there is a lot of uncertainty with the recent announcement from the Federal Government to cap the number of international students coming to Canada to attend universities. The Board of Governors discussed the potential implications to the University.

6. STUDENT UNION REPORT

Ms. Camille Mady referenced her Report circulated in advance of the meeting to Members and provided some of the highlights:

- An election is currently underway in the Student Union, with the new President and new Board representative terms beginning May 1st.
- A winter clothing drive was held with great success. Students can access free winter clothing at Mickey's Place in the Student Centre.
- Funding has been secured from the Provincial Government to conduct a provincial student housing survey using an external company.
- Work continues with Louise Martin from CBC on the Compass Youth Panel.
- winter semester check-ins were conducted with all full-time members of the Student Union.
- The five days of cheer and Holiday Fair was held in December for students.

7. SENATE REPORT TO THE BOARD

Prof. Tim Carroll reported that the Senate held their fourth meeting of the academic year on January 19, 2024. Highlights from the meeting included: an update on the Faculty of Medicine was provided with Dr. Preston Smith, incoming Dean, and Paul Young, COO, both from the Faculty of Medicine invited as guests; an update on the draft Action Plan; approval of the revised Centres Policy; a discussion on Provisional Guidelines on the use of Generative AI for Teaching and Learning; the fourth Curriculum Report was reviewed; Senators approved a proposal from the Senate Steering & Nominating Committee to restructure the Academic Planning & Curriculum Committee; Senators approved a list of students that applied to graduate before convocation; and Dr. Greg Naterer provided an update on Dean searches.

8. BOARD COMMITTEE UPDATES

a) **Property and Assets Committee:** Mr. Steve Bellamy reported that the Committee met on January 26, 2024. An orientation session was held prior to the meeting. The Committee received two presentations: Deferred Maintenance Plan and an Update on Capital Projects. The Committee made the following motion:

MOVED by Mr. Steve Bellamy, SECONDED by Prof. William Waterman that the UPEI Board of Governors approve the Provisional Terms of Reference as amended during the meeting with the addition of the following clause from the Finance and Audit Committee Terms of Reference as follows:

2. VALUES The Committee contributes to the overall governance of the University by promoting a culture of transparency, accountability, honesty and ethical behaviour,

and which has been updated following the January 26, 2024 Committee meeting, as recommended by the Property and Assets Committee. CARRIED

b) **Finance and Audit Committee:** Mr. Alex MacBeath reported that the Committee met on January 30, 2024. An orientation session was held prior to the meeting. The Committee discussed several items with two items requiring Board of Governors approval.

Mr. MacBeath reported the Committee reviewed a memo with details of a loan proposal for renovation at the Atlantic Veterinary College. The following motion was made:

MOVED by Mr. Alex MacBeath, SECONDED by Ms. Mary Anne McMahon that the UPEI Board of Governors approves an increase in the Foreign Animal Disease lab budget of \$600,000 for a total budget of \$3,487,518, which includes a construction budget of \$1,902,519 for the Foreign Animal Disease Lab, Atlantic Veterinary College, as recommended by the Finance and Audit Committee. CARRIED.

The Committee reviewed their draft Provisional Terms of Reference and made the following motion:

MOVED by Mr. Alex MacBeath, SECONDED by Mr. Shreesh Agrawal that the UPEI Board of Governors approve the Provisional Terms of Reference as presented, which has been updated following the January 30, 2024 Committee meeting, as recommended by the Finance and Audit Committee. CARRIED.

c) Development, Fundraising and External Relations Committee:

Dr. William Montelpare reported that the Committee met on January 25, 2024 and received an orientation session prior to the meeting. The Committee endorsed the recommendation to the Governance and Appeals Committee to update the Endowment and Special Purpose Funds Governance and Administration Policy to increase the minimum to establish an endowment and to increase the minimum award. The Committee approved the Leo Cheverie Legacy Award and received a summary of awards that were approved from e-votes. Updates were received from the departments of Development and Alumni Engagement and Marketing and Communications. The following motion was made:

MOVED by Dr. William Montelpare, SECONDED by Ms. Pam Montgomery that the UPEI Board of Governors approve the Provisional Terms of Reference as amended during the meeting with the addition of the following clause from the Finance and Audit Committee Terms of Reference as follows:

2. VALUES The Committee contributes to the overall governance of the University by promoting a culture of transparency, accountability, honesty and ethical behaviour,

and which has been updated following the January 25, 2024 Committee meeting, as recommended by the Development, Fundraising and External Relations Committee. CARRIED.

d) Governance and Appeals Committee: Mr. Brian Thompson reported that the Committee met on January 31, 2024 and received an orientation session prior to the meeting. At the meeting, Committee members received an update on the Board Governance Review. The Committee was presented with five (5) policies for review and is recommending them for approval by the Board of Governors:

Centres Policy

MOVED by Mr. Brian Thompson, SECONDED by Prof. Tim Carroll, that the UPEI Board of Governors approves the Centres Policy, as recommended by the Governance and Appeals Committee. CARRIED.

Mandatory Vaccination Policy - Repeal

MOVED by Mr. Brian Thompson, SECONDED by Ms. Karen Creighan, that the UPEI Board of Governors repeals the Mandatory Vaccination Policy, as recommended by the Governance and Appeals Committee. CARRIED.

Endowment and Special Purpose Funds Governance and Administration Policy

MOVED by Mr. Brian Thompson, SECONDED by Dr. William Montelpare that the UPEI Board of Governors approves the Endowment and Special Purpose Funds Governance and Administration Policy, as recommended by the Governance and Appeals Committee. CARRIED.

UPEI & UPEI (US) Foundation Inc. Gift Acceptance Policy

MOVED by Mr. Brian Thompson, SECONDED by Dr. William Montelpare that the UPEI Board of Governors approves the UPEI & UPEI (US) Foundation Inc. Gift Acceptance Policy, as recommended by the Governance and Appeals Committee. CARRIED.

President Greg Keefe and Ms. Perlene Morrison abstained from this vote.

University Closure Policy

MOVED by Mr. Brian Thompson, SECONDED by Ms. Carolyn Simpson that the UPEI Board of Governors approves the University Closure Policy, as recommended by the Governance and Appeals Committee. CARRIED

The Committee also made the following motion:

MOVED by Mr. Brian Thompson, SECONDED by Mr. Shreesh Agrawal that the UPEI Board of Governors approve the Provisional Terms of Reference as amended during the meeting with the addition of the following clause from the Finance and Audit Committee Terms of Reference as follows:

2. VALUES The Committee contributes to the overall governance of the University by promoting a culture of transparency, accountability, honesty and ethical behaviour,

and which has been updated following the January 31, 2024 Committee meeting, as recommended by the Governance and Appeals Committee. CARRIED.

- e) **Campus Culture Committee:** Ms. Carolyn Simpson reported the first meeting of the Campus Culture Committee was held on January 26, 2024 where the Committee had an orientation session and received an update on the draft Action Plan.

The Committee made the following motion:

MOVED by Ms. Carolyn Simpson, SECONDED by Mr. Don MacKenzie, that the UPEI Board of Governors approve the Provisional Terms of Reference as amended during the meeting with the addition of the following clause from the Finance and Audit Committee Terms of Reference as follows:

2. VALUES The Committee contributes to the overall governance of the University by promoting a culture of transparency, accountability, honesty and ethical behaviour,

and which has been updated following the January 26, 2024 Committee meeting, as recommended by the Campus Culture Committee. CARRIED.

- f) **Executive Committee:** Ms. Shannon MacDonald reported that the Committee met on January 31, 2024 and received updates on the UPEI Draft Action Plan, the Board Governance Review, the Operating Budget, the Faculty of Medicine and reports from each of the Board Committees. The following motion was made:

MOVED by Mr. Alex MacBeath, SECONDED by Mr. William Montelpare that the UPEI Board of Governors approve the Provisional Terms of Reference as amended during the meeting with the addition of the following clause from the Finance and Audit Committee Terms of Reference as follows:

2. VALUES The Committee contributes to the overall governance of the University by promoting a culture of transparency, accountability, honesty and ethical behaviour,

and which has been updated following the January 31, 2024 Committee meeting, as recommended by the Executive Committee. **CARRIED.**

Ms. MacDonald also noted the Board of Governors Self Evaluation Questionnaire was reviewed at the meeting. This document will allow the Board members to conduct a self-evaluation at the end of the academic year.

MEETING MOVED TO IN CAMERA

g) Human Resources Committee:

MEETING RETURNED TO OPEN SESSION

9. ADJOURNMENT

The meeting adjourned at 8:35 pm.