



**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS MEETING
Tuesday, May 21, 2024
Alumni Hall and Via Zoom
6:00 pm**

MINUTES

Members Present: Ms. Shannon MacDonald, Chair; Dr. Greg Keefe, President (Interim); Mr. Steve Bellamy; Ms. Kateri Coade; Ms. Karen Creighan; Ms. Lynn Ellsworth; Dr. Gary Evans; Hon. Diane Griffin; Mr. Peter Hayes; Mr. George Jiang; 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; Ms. Carolyn Simpson; Mr. Brian Thompson; and Prof. William Waterman

Regrets: Dr. Sandy MacDonald; Dr. Ajay Sahajpal; and Hon. Mary Robinson

Staff Present: 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
Ms. Kim Porter, Administrative Assistant to the Board of Governors

Invited Guests: Ms. Wendy Rodgers
Ms. Cheryl Foy

1. Call to Order, Welcome and Land Acknowledgement

S. MacDonald, Chair, called the meeting to order at 6:07 pm and welcomed Cheryl Foy, who is the consultant responsible for the Board governance review and Wendy Rodgers, President-Designate, as guests. G. Jiang was welcomed to his first meeting as the President of the Student Union. S. MacDonald gave a land acknowledgement.

2. Conflict of Interest

S. MacDonald asked Governors if anyone had a conflict of interest they would like to disclose. No conflicts were declared.

3. Approval of Agenda

MOVED by W. Montelpare, SECONDED by G. Johnston that the agenda is approved as presented. CARRIED.

4. Consent Agenda

MOVED by A. MacBeath, SECONDED by C. Lacroix that the consent agenda is approved as presented. CARRIED.

On April 19, 2024, the following motions were approved via e-vote:

MOVED by G. Keefe, SECONDED by G. Evans that the UPEI Board of Governors approves the naming of the UPEI Faculty of Business to become the "McDougall Faculty of Business", as recommended by the Development, Fundraising and External Relations Committee.

MOVED by G. Keefe, SECONDED by G. Evans that the UPEI Board of Governors approves the renaming of the Don and Marion McDougall Hall to the "McDougall Building". Please note this change is supported by Don and Marion, as well as the Faculty of Business who are the main occupants of the building, to simplify and have consistency, as recommended by the Development, Fundraising and External Relations Committee.

MOVED by G. Keefe, SECONDED by G. Evans that the UPEI Board of Governors approves the naming of the new entrepreneurship centre at UPEI as the "Catherine Callbeck Centre for Entrepreneurship", as recommended by the Development, Fundraising and External Relations Committee.

On May 2, 2024, the following motions were approved via e-vote:

That the UPEI Board of Governors appoint Camille Mady to the Campus Culture Oversight Committee, effective May 1, 2024, as recommended by the Executive Committee.

That the UPEI Board of Governors appoint George Jiang to the Finance and Audit Committee and to the Development, Fundraising and External Relations Committee, effective May 1, 2024, as recommended by the Executive Committee.

5. Approval of Minutes

a. April 2, 2024

The draft minutes of the UPEI Board of Governors' meeting of April 2, 2024 were circulated to Board members prior to the meeting. The following motion was proposed:

MOVED by W. Montelpare, SECONDED by P. Morrison that the minutes of the April 2, 2024 meeting of the UPEI Board of Governors be approved as presented. CARRIED.

6. Chair's Report

S. MacDonald remarked on the successful convocation ceremonies held last week and thanked the Governors who represented the Board on the stage.

In early May, S. MacDonald and P. Trainor attended the Canadian University Boards Association (CUBA) conference in London, ON, at which C. Foy presented. The conference is designed for Board Chairs and governance professionals. Some of the topics at this year's conference were leadership, strategic thinking and artificial intelligence.

7. President's Report

G. Keefe referenced the President's Update on Strategic Priorities for the period April – May 2024 which was circulated prior to the meeting. Highlights of the report include:

- Attendance at the Association of Atlantic Universities and Universities Canada conferences which provided a view on what's happening at universities across Canada.
- The admission portal for the Faculty of Medicine is expected to open at the end of June.
- Dr. Libby Osgood has been named a 2024 3M National Teaching Fellow.
- Acknowledgement of several achievements by other faculty and staff members.
- Recent hiring of key positions to help move forward with the Action Plan.
- Recent announcements of gifts received, including the Catherine Callbeck Centre for Entrepreneurship and the McDougall Faculty of Business.
- The international student cap has resulted in a sharp decline in interest in applications to UPEI.
- Recent events held include the Chancellor installation ceremony and four convocation ceremonies. This is the first year for O' Canada to be sung in three languages – Mi'kmaq, French and English and the eagle feather which was received last year was included in the ceremonies this year.

8. Student Union Report

G. Jiang referenced the Student Union report which was circulated in advance of the meeting. Highlights include:

- The new Student Union executive team are very engaged to learn.
- Attendance at the Canadian Alliance of Student Associations (CASA) conference in Ottawa.
- Camille Mady attended each convocation ceremony representing the Student Union.

Board members asked if CASA has gotten involved with the international student cap and implications. This was touched on at the conference but not discussed in detail.

9. Senate Report to the Board

M. McMahon provided a report on the recent Senate activities:

The Senate met on April 12, 2024 and included the following highlights:

- President Keefe, as Chair of the Senate, provided a report on the progress on the implementation of the Action Plan; a detailed update on the Budget that was approved by the Board on April 2nd; and an update on the international student cap.
- Dr. Naterer provided an update on significant achievements in grants and research.
- The Academic Planning and Curriculum Committee provided a detailed Curriculum Report, which was approved by Senators.

- The Research and Advisory Committee submitted a proposal to create a new Centre for Korean Studies, which was approved by Senators.
- The Senate Steering and Nominating Committee provided an update on the election process. There were sufficient nominations received to fill the available positions and therefore no elections were needed.
- There were two in-camera motions approved by Senate which will be discussed during the Board in-camera portion of the meeting.

The Senate held a special meeting on May 4th to discuss the new Faculty of Medicine. Presentations were given by President Keefe and Dean Smith. There was an opportunity for Senators to ask questions.

The Senate met on May 3rd for the last scheduled meeting for the academic year. Highlights include:

- President Keefe reported on the progress on the Action Plan; an update on the new Faculty of Medicine; a successful equity, diversity, inclusion and decolonization symposium held recently; recent meetings with Association of Atlantic Universities and Universities Canada; and acknowledgement of several Senators that were finishing their terms.
- Dr. Naterer provided an update on recent significant achievements in research and academic areas.
- It was confirmed that Senate elections were not required as there were the same number of nominations as vacant seats.
- Senators considered a proposal to adopt the Seven Sacred Teachings as ethical principles of UPEI. After vigorous discussion, the proposal was tabled for further consultation and development.
- Senators approved the “Guidelines for Affiliate Faculty Appointments” with amendments suggested to the original proposal.
- In an in-camera session, Senators approved the credentials for 955 candidates as having completed the requirements for the Faculties of Arts, Business, Education, Nursing, Science, Sustainable Design Engineering, and Veterinary Medicine

10. Board Committee Update

a. Property and Assets Committee

S. Bellamy reported the Committee met on May 1, 2024 and received updates on capital projects and the Campus Master Plan. The Committee received a tour of campus.

UPEI has received a donation to help with the installation of an outdoor amphitheatre at the Canadian Centre for Climate Change. The following motion was proposed:

MOVED by S. Bellamy, SECONDED by L. Ellsworth: Whereas, the University Space Allocation and Administration Policy states that it is the responsibility of the Property and Asset Committee to review all new space/structure, both internal and external, proposals and forward any recommendation it decides upon to the Board of Governors for consideration and action;

Whereas any proposals for new structures, monuments or markers must conform to University policy and standards set out in the Campus Master Plan.

Whereas, the University has received funding to create an amphitheater at the UPEI Canadian Centre for Climate Change and Adaptation.

Whereas the University engaged an external consultant to design the amphitheater that meets University Campus Master Plan standards.

Whereas the Property and Asset Committee of the Board has reviewed the proposed plans and design and was advised by Facilities Management that it aligns with the standards in the Master Plan, the following is therefore recommended:

That the Board of Governors approve the project to create an amphitheater at the UPEI Canadian Centre for Climate Change and Adaptation, as recommended by the Property and Asset Committee. CARRIED.

b. Finance and Audit Committee

A. MacBeath reported that the Committee met on May 7th and again on May 21st.

Highlights from the May 7th meeting:

- Student Union President G. Jiang attended his first meeting.
- A presentation was given by Eckler on UPEI's Endowment and Special Purpose Trust Funds Spending Sustainability. The endowment fund needs to have a balance between what is received versus what is spent. As a result, the Endowment Oversight Committee decided its spending rate will increase from 3.5% to 4%.
- Representatives from Grant Thornton provided an overview of the UPEI Audit plan for the 2023-2024 audit.

At the May 21st meeting Committee members received:

- an update on capital projects
- An IT Strategy presentation

Action: Eckler will be invited to give a presentation at a Board of Governors' meeting in the fall.

c. Development, Fundraising and External Relations Committee

P. Montgomery reported the Committee met on May 2nd. Updates were provided by the Departments of Development and Alumni Engagement and Marketing and Communications.

d. Governance and Appeals Committee

B. Thompson reported the Committee met on May 8th and was chaired by K. Creighan in his absence. Committee members received a request to designate the Vice-President of Finance and Administration as the Head of the public body for the purposes of the FOIPP Act. Several new and updated policies were reviewed, as well as requests to repeal several

policies. A presentation was given on the 2024 UPEI Risk Report. Committee members received updates on Board policies as well as the governance review currently in progress with Cheryl Foy.

The following motions were put forward:

MOVED by B. Thompson, SECONDED by G. Evans: Whereas Bill 39, An Act to Amend the Freedom of Information and Protection of Privacy Act, 3rd Sess., 65th Leg., PEI, 2018 (assented to 12 June 2018) made changes to the Freedom of Information and Protection of Privacy Act, RSPEI 1988, c. F-15.01 (the Act) to list the University of Prince Edward Island as a designated educational body and consequently a local public body;

And whereas s. 77.1 of the Act requires a local public body to designate a Head for the purposes of the Act;

And whereas the Governance and Appeals Committee has reviewed the documents provided regarding designating a Head for the purposes of the Act; it is therefore recommended:

That the UPEI Board of Governors hereby designate the position of Vice-President Administration and Finance as the Head of UPEI for the purposes of the Act, as recommended by the Governance and Appeals Committee. CARRIED.

MOVED by B. Thompson, SECONDED by A. MacBeath that the UPEI Board of Governors repeal the following Board policies: Audio Visual Use Policy; Authority and Responsibilities Role and Mandate Policy; and, Use of Gymnasium for Non-Athletic Events Policy, as recommended by the Governance and Appeals Committee. CARRIED.

MOVED by B. Thompson, SECONDED by M. McMahon that the UPEI Board of Governors repeal the Contract Research Policy and approve the new Sponsored Research and Research Contracts Policy, as recommended by the Governance and Appeals Committee. CARRIED.

MOVED by B. Thompson, SECONDED by W. Montelpare that the UPEI Board of Governors repeal the Crisis Management Plan Policy and the Security Regulations Policy and approve the new Emergency Preparedness and Response Policy, as recommended by the Governance and Appeals Committee. CARRIED.

MOVED by B. Thompson, SECONDED by D. Griffin that the UPEI Board of Governors repeal the Infectious Disease Policy and approve the new Communicable Diseases Policy, as recommended by the Governance and Appeals Committee. CARRIED.

MOVED by B. Thompson, SECONDED by K. Kelly that UPEI Board of Governors approve the new Risk Management Policy, as recommended by the Governance and Appeals Committee. CARRIED.

e. Campus Culture Oversight Committee

C. Simpson reported the Committee met on May 6th. Kate Richard, who has been hired as the Program Manager for implementation of the UPEI Action Plan joined the meeting and provided an overview of her 90-day workplan. The Committee discussed future goals and the roles of Committee members.

f. Executive Committee

S. MacDonald reported that the Committee met on May 9th. The Executive Committee has started reporting on attendance at Board and Committee meetings. The summary of attendance and the Board of Governors Workplan was circulated with the Board meeting material.

Due to recently enacted federal legislation, the Fighting Against Forced Labour and Child Labour in Supply Chains Act, there is a requirement for UPEI to post an annual report on the steps taken during the previous financial year to prevent and reduce the risk that forced labour or child labour is used at any step in the production of goods in Canada or elsewhere by the entity or of goods imported into Canada by the University. The report is required to be posted publicly by May 31st of each year.

It was decided for this year, because the report must receive approval from the appropriate governing body who have the legal authority to bind the entity, and given the short notice, that Board of Governors Chair, Shannon MacDonald, will approve the report for this year.

Action: A process for completing and approving this annual report will be identified for future years.

A Board Self-Evaluation document will be distributed to Board of Governors members for completion. The information will be used to create next year's workplan.

Action: K. Porter to circulate the Board self-evaluation document.

Action: Board members are to complete the self-evaluation document.

MOVED by M. McMahon, SECONDED by K. Kelly to move the meeting to an in-camera session.

MEETING MOVED TO IN CAMERA

MOVED by A. MacBeath, SECONDED by G. Evans to return the meeting to an open session.

MEETING RETURNED TO OPEN SESSION

11. Adjournment

The meeting was adjourned at 8:13 pm.