



**Board of Governors Meeting  
Thursday, February 6, 2025  
4:00 – 7:00 p.m.  
Alumni Hall, Room 102 and Via Teams**

**OPEN AGENDA**

- 1. Call to Order and Land Acknowledgement** **4:00 pm**
- 2. Conflict of Interest** **4:03 pm**
- 3. Welcome – S. MacDonald** **4:05 pm**
- 4. Approval of Open Agenda** **4:07 pm**  
*Motion: Approval of Agenda*
- 5. Consent Agenda** **4:09 pm**  
**a. E-vote: December 23, 2024 – Appointment to Property & Asset Committee**  
*Motion: Approval of Consent Agenda*
- 6. Approval of Minutes** **4:10 pm**  
**a. December 3, 2024**  
*Motion: Approval of December 3, 2024 Minutes*
- 7. Business Arising from the Minutes of December 3, 2024** **4:15 pm**
- 8. Chair's Report – S. MacDonald** **4:20 pm**
- 9. President's Report – W. Rodgers** **4:25 pm**
- 10. Student Perspective Update – G. Jiang** **4:30 pm**
- 11. Student Union Presentation – George Jiang (President), Shreesh Agrawal (VP External), Noah Mannholland (VP Academic), Hadiqa Sulman (VP Student Life), and Cezar Campeanu (VP Finance & Administration)** **4:35 pm**
- 12. AV and IT Requirements for Faculty of Medicine - Dana Sanderson, CIO & Kelly Dawson, Project Manager, IT Systems and Services** **4:50 pm**
- 13. Senate Report to Board – M. A. McMahon** **5:10 pm**

- 14. Board Committees Updates** **5:15 pm**
- a. Property and Asset Committee – G. Johnston  
*Motion: Ventilation System Upgrade Project*  
*Motion: Approval of Committee Terms of Reference*
  - b. Finance and Audit Committee – A. MacBeath  
*Motion: Capital Project Budget Increase*  
*Motion: Committee Terms of Reference*
  - c. Development, Fundraising & External Relations Committee – P. Montgomery  
*Motion: Committee Terms of Reference*
  - d. Governance and Appeals Committee – B. Thompson  
*Motion: Committee Terms of Reference*
  - e. Campus Culture Oversight Committee – C. Simpson  
*Motion: Committee Terms of Reference*
  - f. Human Resources Committee – D. MacKenzie  
*Motion: Committee Terms of Reference*
  - g. Executive Committee – S. MacDonald  
*Motion: Appointment to Campus Culture Oversight Committee*  
*Motion: Committee Terms of Reference*
- 15. Strategic Planning Process Update – W. Rodgers** **5:30 pm**
- 16. Break** **5:35 pm**
- 17. MOVE TO CLOSED AGENDA** **5:55 pm**  
*Motion: Move to Closed Agenda*
- 18. RETURN TO OPEN AGENDA**
- 19. Adjournment**  
*Motion: Meeting Adjournment*



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

**DRAFT MINUTES**

**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 Provost/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 18<sup>th</sup> 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 22<sup>nd</sup> 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.**



## Open Session Report

President & Vice-Chancellor  
February 6, 2025, Board of Governors' Meeting

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### **REPORT PERIOD – December 4, 2024 - January 29, 2025**

As of Feb 1<sup>st</sup>, I will be 8 months into the position of President & Vice Chancellor. When I joined UPEI, the University had already set an ambitious path for itself, and for the 'new president', through the Action Plan and the Year 1 Implementation Plan, the Governance Review, and numerous activities held for the attention of this new president.

These first 8 months have been exciting and busy with meeting people, learning about UPEI and the province, relationship building, team building, and experiencing the unique Island culture. I have placed a heavy emphasis on developing people and hiring. Furthermore, a lot of foundational work is underway to set a foundation for the coming years.

The following provides the Board of Governors with a summary of some the key activities I have initiated or led to work towards the Goals and Priorities set for me.

#### **1. Sponsor the mission, values, and priorities set forth in UPEI's 2018-2023 Strategic Plan**

- a. Key priorities from the 2018-2023 plan were:
  - i. Education for a connected world
  - ii. Inclusive campus culture
  - iii. Scholarship, research, and discovery
  - iv. Community partnerships
  - v. Responsible growth and resource management

I made a decision to focus on the key achievements from the 2018 to 2023 period, emphasizing what had been accomplished and what should move forward, and not digging into what had not been accomplished. There were too many disruptions in this period that significantly affected implementation of the strategic plan, including events leading to the RT Report, COVID, an employment disruption, and a hurricane. As I was told numerous times, the UPEI and PEI community had 'been through a lot'.

None-the-less, we are working on reconceptualizing and articulating the mission and values for the university to support the institution and its people, now and into the future. The development of the new strategic plan has presented an opportunity to elevate these discussions in a forward-looking manner.

**2. Kickstart the next Strategic Planning cycle with a consultative process to address 2025 to 2030 timeframe for the University.**

Over the last few months, numerous engagements within and outside the university have taken place, with three engagements with the Steering Committee, the Board of Governors, and the Senior Leadership Team taking place at time of writing (January 28 & 29). Over 500 people have participated in strategic planning consultations, and many more have been provided the opportunity to provide feedback. The work is progressing very well and has uncovered the need to re-engage sectors of our UPEI community and to encourage a forward-looking, deliberately hopeful and strategic future.

**3. Invest the time necessary to reinforce relationships with leaders, partners, stakeholders, locally, nationally, and internationally.**

To date, this work has comprised of mostly establishing relationships with Island-based stakeholders, including the Government of PEI. Notably, we are restructuring the Alumni and Development Office to afford greater attention to Government Relations, provincially and nationally. I have attended many events in the interest of increasing the university's visibility, building partnerships and relationship building more broadly. One example was the seven levees I attended, including the UPEI levee, on New Year's Day.

**4. Lead the ongoing implementation of the UPEI Action Plan in response to the 2023 University of Prince Edward Island Review, conducted by Rubin Thomlinson.**

Pursuit of the implementation of the Action Plan is relentless. There are 240 actions to implement in 2024/25 – Year 1 of the Action Plan. This is excellently led by Kate Richard with a team of at least 24 implementation leads across the university. A lot of the Year 0 and Year 1 work of the Action Plan is putting in place people, policies, and procedures that will support and facilitate the cultural changes we want to see. I have made concerted efforts to elevate and profile the Action Plan whenever possible, to reiterate its importance to helping UPEI move forward.

**5. Lead the implementation of a refresh of the University's leadership team and organizational structure review, including confirmation of scope of responsibility in the executive portfolios. This includes recruitment, development and mentoring of the senior management team.**

This work has been proceeding since September. To date we have hired the University Secretary (starting February 3<sup>rd</sup>), the President's Office Chief of Staff (started December 17<sup>th</sup>), and are winding up the searches for three Vice Presidents. The work on the reorganization of the Senior Team as well as some of the portfolios continues and evolves as we go through these selections. Once the searches for the Vice Presidents have concluded, a re-examination of our contingent and portfolios will be possible.

**6. Support the Board with the completion and implementation of the governance review.**

The governance implementation work is continuing. This work is intense due to the need to develop or re-develop governance processes, structures, and training. The arrival of the University Secretary will be critical to the continued success of the work as well as the university. I am hopeful that the effort we are making now to establish systems and structures to support governance will set us up for success in the future.

**7. Work with Memorial University, the Government of PEI, and the medical community on PEI and other stakeholders to establish an accredited Faculty of Medicine at UPEI.**

Work at the moment is focused on completing the construction of the medical school building, preparing to start the MD program, and welcoming the first cohort of 20 students in August 2025. Overall, the work is on track.

**8. Work to support the continued development of an Indigenous Studies program at the University.**

To date, I have managed to meet with the Chiefs of Lennox Island (in the fall); Abegweit (in November), and The Native Council (in October). I am aware of the need to begin internal discussion on the development of the Faculty, as well as an institutional approach to Indigenous initiatives, but have not yet begun this process.

**9. Annually develop the annual operating budget and maintain a three-year operating plan.**

This year the Province changed its funding request submission forms and process, which I welcomed. Working with Vice President Judson and team, we were able to submit our funding requests on time on October 31<sup>st</sup>. We are currently working on the university budget for approval. The fiscal situation of the university has been affected by several key capital needs that require urgent attention as well as the loss of revenue from international students due to new federal policy.

**10. Continue to execute and refine the enrolment management and retention strategy.**

Vice President Naterer is the essential over-seer of enrolment and retention. In conjunction with addressing our fiscal situation, and setting some guidelines for recruitment and retention, Vice President Naterer continues to work on this plan.

**11. Commit the human resources, the financial resources, and the infrastructure necessary to improve students' physical and mental well-being.**

The attention to the recruitment and, importantly, retention components of the enrolment management plan includes attention to students' wellbeing. The strategic plan consultation has yielded important input from students, student leaders, undergraduate student council and graduate students on what would contribute to their well-being.

**12. Continue to upgrade the university's technological infrastructure.**

This work continues, framed by the key concepts of stability and process improvement. Through town halls and the strategic planning process, work is underway to determine the priority processes that require attention. A sequencing plan will be needed to address IT needs in a coherent and structurally-sound manner.

**13. Continue to increase the University's research capabilities.**

Again, this is a key component of Vice President Naterer's portfolio. To date efforts to increase research capabilities have centred around funding opportunities.

**14. Assist the advancement team with selected fundraising initiatives.**

This work has continued and involved increased community visibility and meetings with long-time supporters of the university and donors.



# UPEI STUDENT UNION





# ABOUT US

The University of Prince Edward Island Student Union (UPEISU) is a not-for-profit organization representing over 5300 full-time undergraduate and graduate students dedicated to improving students' lives on campus and enriching the UPEI experience.







# EXECUTIVE TEAM



**George  
Jiang**

He/Him  
President & CEO

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**Hadiqa  
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# UPSIU ADVOCACY



## REIMAGINE

**Affordable, Accessible,  
and Sustainable** Post-Secondary  
Education in  
Prince Edward Island

UPEI STUDENT UNION  
ADVOCACY DOCUMENT 2024-2025







**The UPEI Student Union hosts a variety of events to cater to our diverse student body. Here's a highlight of our events this year.**

- More Clubs!
- Welcome Back Fair
- Toga Night
- Powwow
- Halloween Wet/Dry
- Holiday Market
- Multicultural Mondays
- Bridging Voices

# STUDENT ENGAGEMENT







**The Student Union has various funding lines to support students for Academic events, club events, and emergency situations**

Some highlights:

- Academic and Club event funding doubled in two years
- Approval rate for requests has steadily increased
- Emergency funding support restructured for better crisis assistance

# STUDENT FUNDING





SPUDS  
AND  
SLIDS  
&  
ENACTUS

Enactus UPEI

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Potato soap ~ 5\$

→ We donate a bar of soap  
for every one we sell!

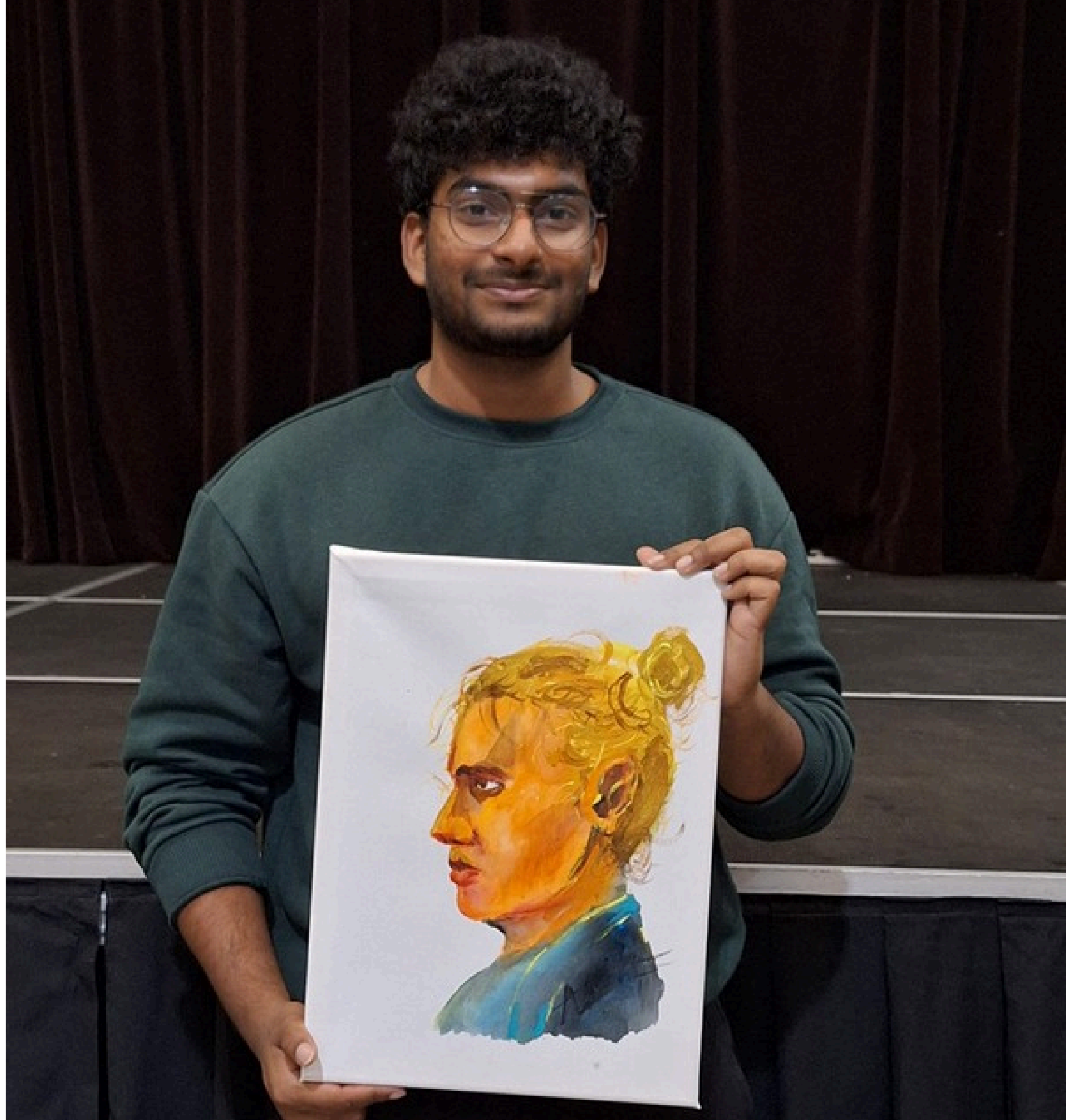


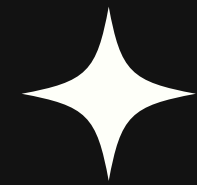


# ACADEMIC SUPPORT

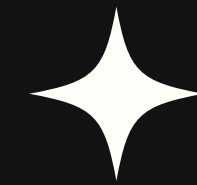
- **Academic Appeals Guidance**
- **7 Students on UPEI Senate**
  - **President & CEO**
  - **VP Academic**
  - **1 International**
  - **1 Graduate**
  - **3 At-large**
- **Presence on SASDAC, APCC, policy review committees**







# SERVICES



**Panther Patrol  
(Safe Ride Program)**

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**Co-ops (Tool, Bike  
and Video Game)**

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**The Fox & Crow**

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**UPASS (T3 Transit)**

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**Health & Dental**

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**Student Wellness  
(App)**

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**...and many more!**



# GET IN TOUCH

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# Faculty of Medicine

## Subtle Complexity: Supporting the Student Experience Presentation for the UPEI Board of Governors February 6, 2025

*Dana Sanderson - CIO*

*Kelly Dawson - Project Manager*

Information Technology Systems & Services



UNIVERSITY  
of Prince Edward  
**ISLAND**

*Faculty of MEDICINE*

# Agenda



1. Facility & Program Challenges
2. Complexity Level Overview
3. Measures of Success

# Complexity Challenges

1. Volume and reliance on technological infrastructure
2. Level to which technology is being leveraged as part of the evolution of pedagogy at UPEI

# Facility & Program Overview



- 140,000 square-foot, five-story building
- ~ 250 spaces with technology considerations
- 2,300+ “connections” to UPEI infrastructure
- 350+ desktops/laptops
- 2 Interactive, bi-directional classrooms (a "first" for UPEI)
- 1 Teams telephony phone system
- One of the largest **patient medical homes** that will be a major training site for the MD program
- State-of-the-art **simulation laboratories, clinical skill rooms, and anatomy suites** will benefit nursing, veterinary medicine, paramedicine, and other medical first responders in the community.
- An expanded **Doctor of Psychology** program
- Provincial **ADHD clinic**,
- Additional **classroom space** for the campus community



# Levels of Complexity

Level IV - Immersive Experiential Learning

Level III - Interactive Bi-directional Classrooms

Level II - Lecture Theatres/Lecture Capture/Computer Labs

Level I - Standard Classrooms/Breakout Rooms/Meeting Rooms

# Levels of Complexity – Level I

Standard Classrooms/Breakout Rooms/Meeting Rooms



# Levels of Complexity – Level II

Level II - Lecture Theatres/Virtual Collaboration/Lecture Capture/Computer Labs



# Levels of Complexity – Level III

## Interactive Bi-directional Classrooms

### ***Bi-directional Classroom Goals***

- *Students located on the UPEI campus will have a comparable academic experience as those located at Memorial.*
- *With minimal student effort, students need to see and be seen, and students need to hear and be heard.*



UPEI Campus



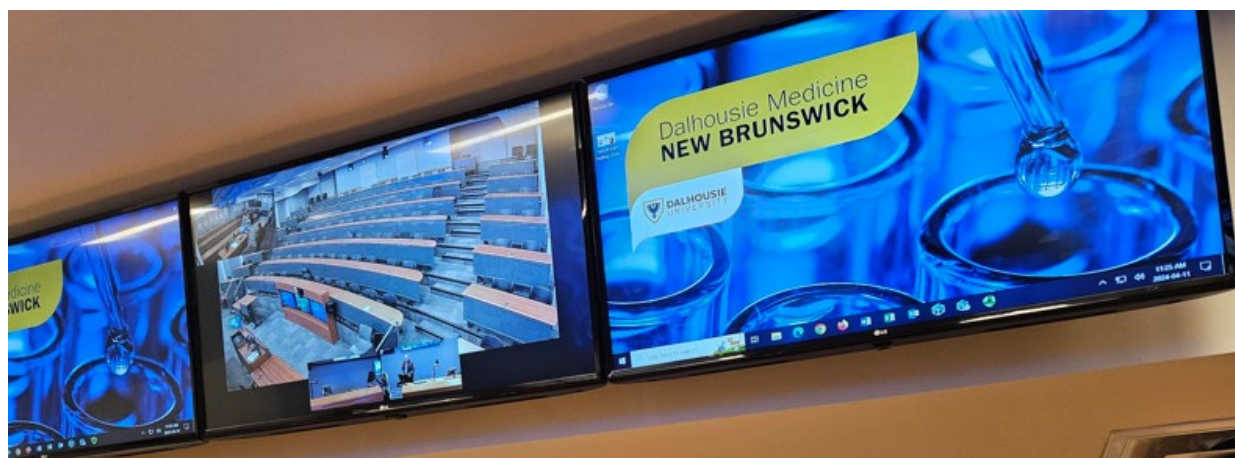
Memorial Campus

# Levels of Complexity – Level III

## Interactive Bi-directional Classrooms



Front of Room Display



Confidence Monitors Display



Student Indicator  
&  
Microphone



DR. RICHARD FAGAN LECTURE  
THEATRE, ROOM 1M101

# Levels of Complexity – Level III

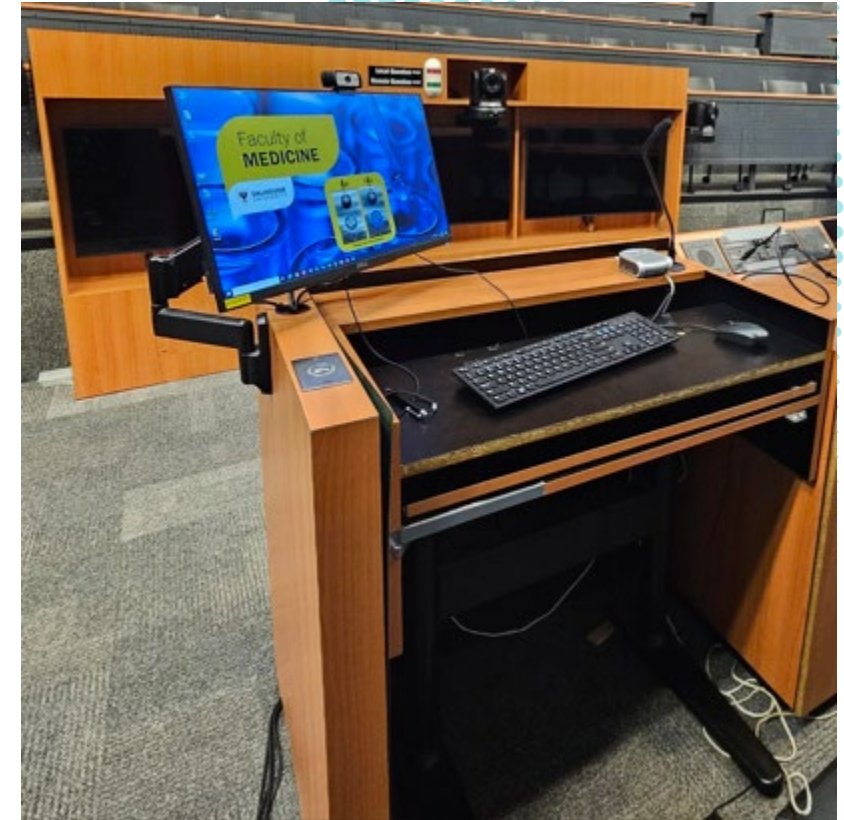
## Interactive Bi-directional Classrooms



Front of Room Display



Confidence Monitors  
with Student Indicator



Queue management on podium

# Levels of Complexity – Level IV

Level IV - Immersive Experiential Learning



Clinical Learning  
and  
Simulation Centre



# Levels of Complexity – Level IV

Level IV - Immersive Experiential Learning



Immersive Room



Augmented Reality (Anatomy)

AND MORE....



# Levels of Complexity

Level IV - Immersive Experiential Learning

Level III - Interactive Bi-directional Classrooms

Level II - Lecture Theatres/Lecture Capture/Computer Labs

Level I - Standard Classrooms/Breakout Rooms/Meeting Rooms

# Measures of Success

- Implement a "bi-directional" secure virtual learning environment with Memorial that allows UPEI located students the opportunity to fully participate in "didactic" instruction.
- Implement approved smart devices, virtual meeting infrastructure, and collaboration spaces in debrief, meeting, and teaching labs enabling teaching and learning for existing programs such as Nursing, Paramedicine, Veterinary Medicine, and Doctor of Psychology.
- Provide a barrier free technological environment for all learners within the facility.
- Provide a stable, reliable infrastructure for all systems within the facility.



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## Open Session Report

Property and Asset Management Committee

February 6, 2024, Board of Governors' Meeting

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**COMMITTEE ACTIVITIES SINCE LAST REPORT**

At the scheduled January meeting the Committee received a presentation on Audio Visual and Information Technology Requirements: Faculty of Medicine Presentation, describing the technological complexities of the new building. A similar presentation was included on today's Board agenda.

The Committee also received a capital project proposal 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 motion to approve proceeding with the project is noted below.

The Committee received an update on major capital projects, including 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 welcomed new Committee member Betty Anne Younker.

**ITEMS FOR APPROVAL**Capital Project Proposal: Steel Building Ventilation Project

**MOTION:** 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.

It is therefore recommended that the UPEI Board of Governors approve the ventilation system upgrade project in Steel Building as presented subject to funding availability; 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.

#### Committee Terms of Reference

**MOTION:** 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.

It is therefore recommended that the UPEI Board of Governors approve 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.

## 1. **PURPOSE**

The Property and Environmental Sustainability Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”), pursuant to the provisions of the *University Act R.S. P.E.I. 1988 Cap. U.4*, to assist the Board in its oversight role with respect to the University’s property and equipment.

## 2. **VALUES**

The Committee contributes to the effective governance of the University by promoting a culture of transparency, accountability, honesty, and ethical behavior.

## 3. **MANDATE**

The Committee’s mandate is to assist the Board in providing oversight of the Campus Master Plan, property and physical infrastructure, environmental sustainability, maintenance and renewal of university property, long term assets, and capital projects.

## 4. **AUTHORITY**

The Committee has the authority to:

- 4.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.
- 4.2. At the University’s expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.

## 5. **COMPOSITION AND TERMS OF OFFICE**

- 5.1. The Committee shall be composed of three (3) or more Governors, appointed by the Board on the recommendation of the Governance, Nominating and Appeals Committee. At least two members of the Committee should have a background in capital project management. At least one member should have a background in environmental sustainability.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.

5.3. The President shall be an ex-officio voting member of the Committee.

5.4. Vacancies

5.4.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominating and Appeals Committee of vacancies on the Committee.

5.4.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

**6. THE CHAIR**

6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint, from among the Committee members, a Chair to preside at Committee meetings.

6.2. In the absence or unavailability of the Chair, one of the other appointed members of the Committee present shall be chosen by the Committee to act in place of the Chair.

6.3. The Chair does not vote unless it is needed to break a tie.

6.4. The Committee Chair shall fulfill the role assigned to Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board.

**7. QUORUM**

Fifty percent of appointed Committee members present in person or by teleconference shall constitute a quorum at a meeting.

**8. WORKPLAN AND REPORTING**

The Committee shall:

8.1. Develop and approve an annual work plan to be provided to the Board for information.

8.2. Report to the Board after each meeting and annually with respect to its workplan and the fulfilment of its Terms of Reference.

**9. MEETING AGENDA**

The agenda for each committee meeting will be prepared by the University Secretary in consultation with the Committee Chair, the Chair of the Board, and the Vice-President, Administration and Finance, and will be approved by the Committee Chair.

## 10. MEETINGS

- 10.1. The Committee shall meet at least four (4) times annually or more frequently as required.
- 10.2. The Committee Chair may additionally call special meetings outside of the regular calendar of Board meetings or request electronic voting to attend to matters that are time sensitive.
- 10.3. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation, and ideally, at least one week before the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominating and Appeals Committee on member attendance.

## 11. CONFLICT OF INTEREST

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy and the University's values on accountability and integrity.

## 12. RESOURCES

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

## 13. RESPONSIBILITIES

### 13.1. Campus Master Plan

The Committee shall oversee the development and maintenance of a university campus master plan and review and recommend to the Board approval of the plan and any updates.

### 13.2. Property and Physical Infrastructure

13.2.1. The Committee shall oversee the property and physical infrastructure of the University to ensure alignment with University Strategy, in particular with respect to:

- 13.2.1.1. Physical space requirements,
- 13.2.1.2. Land planning and development,
- 13.2.1.3. Sustainable acquisition, maintenance and disposal of property, and
- 13.2.1.4. Information Technology requirements.

13.2.2. The Committee shall review annual compliance reports to ensure the University is in compliance with laws relevant to the Committee's Mandate.



13.2.3. The Committee shall oversee and ensure the maintenance and renewal of the University's property and equipment.

### 13.3.Environmental Sustainability

The Committee shall:

13.3.1. Oversee the development and implementation of the University's approach to environmental sustainability.

13.3.2. Oversee a plan that environmental sustainability is embedded in University policies and decision-making processes.

### 13.4.Capital Projects

The Committee shall:

13.4.1. Oversee the University's capital projects, planning and priorities.

13.4.2. Review project analysis reports for proposed capital projects and assess alignment with University strategy and priorities, options, costs and risks.

13.4.3. Oversee the effectiveness of capital projects management by receiving reports and assessing progress in implementation of capital projects.

13.4.4. Provide recommendations to the Finance and Audit Committee on capital projects, based on assessment of project analysis reports.

### 13.5.Policies

The Committee shall advise the Board on policies falling within the mandate of the Committee.

### 13.6.Board Liaison

The Committee shall meet, at least annually, with the Finance and Audit Committee, and the Development, Fundraising and External Relations Committee, to review and coordinate capital infrastructure priorities and capacity.

13.7. The Committee shall carry out such responsibilities as may be delegated by the Board.

## 14. REVIEW OF TERMS OF REFERENCE

The Terms of Reference shall be reviewed on an annual basis unless indicated otherwise by the Board.



## Open Session Report

## Finance and Audit Committee

February 6, 2024, Board of Governors' Meeting

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**COMMITTEE ACTIVITY SINCE LAST REPORT**

The Committee's scheduled January meeting included an overview of the Second Trimester Budget to Actual Report and an update on the Enterprise Risk Management Framework.

The Committee 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. A motion is included below.

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

**ITEMS FOR APPROVAL**Capital Budget Increase for Medical Building Project

**MOTION:** 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.

It is therefore recommended that the UPEI Board of Governors approve a revised capital budget for the medical building project of \$103,027,464.

#### Committee Terms of Reference

**MOTION:** 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.

It is therefore recommended that the Finance and Audit Committee recommend that the UPEI Board of Governors approve the revised Terms of Reference for the Finance and Audit Committee, including the renaming of the Committee to the Finance, Audit and Risk Committee.

## 1. PURPOSE

The Finance, Audit & Risk Committee (“the Committee”) is established by the University of Prince Edward Islands Board of Governors (The “Board”) pursuant to the provisions of the *University Act R.S. P.E.I. 1988 Cap. U-4*, to assist the Board in providing oversight of the University’s budgeting and financial reporting process, its internal control systems, its Information Technology (IT) systems and its audit, risk and compliance processes.

## 2. VALUES

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

## 3. MANDATE

The Committee’s mandate is to:

- 3.1. Assist the Board in fulfilling its oversight responsibilities in the following areas:
  - 3.1.1. The effectiveness and financial integrity of the University’s financial accounting and reporting processes.
  - 3.1.2. The University’s annual operating and capital funding budgets.
  - 3.1.3. The University’s external audit.
  - 3.1.4. The University’s internal audit function.
  - 3.1.5. Internal controls.
  - 3.1.6. Risk management.
  - 3.1.7. Information systems.
  - 3.1.8. Governance and administration of the University’s Endowment and Special Purpose Funds.
  - 3.1.9. Through the Committee’s appointees, the governance and administration of the pension plan for the Employees of the University of Prince Edward Island.
- 3.2. Review and approve expenditures as per the University Spending Authority Policy.
- 3.3. Perform other duties as may be assigned by the Board.

## 4. AUTHORITY

The Committee has the authority to:

- 4.1. Conduct or authorize an investigation into any matters within its scope of its mandate in accordance with University policies and internal control systems.
- 4.2. At the University’s expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.

- 4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.
- 4.5. Meet with Management, the external auditor, the University Auditor or outside counsel as necessary.
- 4.6. Call a meeting of the Board to consider any matter of concern to the Committee
- 4.7. Appoint employee representatives to the Sponsor Board and the Board of Trustees for the Pension Plan for the Employees of the University of Prince Edward Island.
- 4.8. Review and approve expenditures as per the University Spending Authority Policy.

## **5. COMPOSITION AND TERMS OF OFFICE**

- 5.1. The Committee shall be composed of three (3) or more Governors, appointed by the Board on the recommendation of the Executive Committee. All voting Committee members shall be independent of the University and financially literate. At least two members shall be a financial expert, in their capacity as an accountant or financial professional and an active member of a recognized professional body.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.
- 5.3. The President shall be an ex-officio non-voting member of the Committee.
- 5.4. Vacancies
  - 5.4.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
  - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominating and Appeals Committee of vacancies on the Committee.
  - 5.4.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

## **6. The CHAIR**

- 6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint a Committee Chair to preside over its meetings.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.

6.4 The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board.

## **7 QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum at a meeting.

## **8. WORKPLAN AND REPORTING**

The Committee shall:

- 8.1. Develop and approve an annual workplan to be provided to the Board for information.
- 8.2. Report to the Board after each meeting and annually with respect to its workplan and the fulfillment of its Terms of Reference.

## **9. MEETING AGENDA**

The agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, the Vice-President, Administration & Finance, the University Auditor and other Senior Management, and will be approved by the Committee Chair.

## **10. IN-CAMERA SESSIONS**

The Committee shall hold in-camera sessions with the internal and external auditors, and with the Chief Information Officer, the Vice-President, Administration and Finance and the Comptroller, at least once, annually.

## **11. MEETINGS**

- 11.1. The committee shall meet at least five (5) times annually, or more frequently as required.
- 11.2. The Committee Chair may also call special meetings outside the regular calendar of Board meetings or request electronic voting to attend to time-sensitive matters.
- 11.3. Meeting materials shall be provided to the Committee in enough time to allow for proper preparation and, ideally, at least one week before the scheduled meeting.
- 11.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference. The Committee chair shall report to the Governance, Nominating and Appeals Committee on member attendance.

## **12. CONFLICT OF INTEREST**

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy and the University's values on accountability and integrity.

## **13. RESOURCES**

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

## **14. RESPONSIBILITIES**

### **14.1. Financial Accounting and Reporting Processes**

The Committee shall:

- 14.1.1. Monitor the effectiveness of the University's financial accounting and reporting process.
- 14.1.2. Monitor financial performance against the approved budget, noting variance and significant issues.
- 14.1.3. Ensure the integrity and reliability of its financial statements
- 14.1.4. Ensure compliance with all legal and regulatory requirements relating to financial management and disclosure of financial information
- 14.1.5. Review and recommend to the Board approval of the University's financial statements.
- 14.1.6. In considering its recommendation to approve the University's financial statements, review and approve changes in accounting policies and the implementation of new accounting standards.

### **14.2. Budgets**

The Committee shall:

- 14.2.1. Oversee the annual process for the development of the University's annual operating and capital budgets.
- 14.2.2. Review and recommend to the Board the approval of the annual operating and capital budgets of the University.

### **14.3. External Audit**

- 14.3.1. The Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing and issuing the Auditor's Report and performing other audit, review or attest services for the University, including the resolution of disagreements between management and the external auditor regarding financial reporting. As required by the Board, the external auditor reports directly to the Committee.

- 14.3.2. The Committee shall recommend to the Board:
  - 14.3.2.1. The approval of the external auditor to be engaged by the University for purposes of performing audit, review or attest services for the University.
  - 14.3.2.2. The terms of the engagement, including the compensation, to be paid to the external auditor.
- 14.3.3. The Committee shall develop and oversee a policy respecting non-audit services.
- 14.3.4. The Committee shall pre-approve all significant non-audit services to be provided to the University by the external auditor. The Committee Chair, when expedient or necessary, has the authority to pre-approve non-audit services by external auditors, with such pre-approval communicated to the Committee at the next scheduled Committee meeting following such pre-approval.

#### 14.4. Internal Audit

The Committee is responsible for overseeing the internal audit process. The Committee shall:

- 14.4.1. Review annually and approve the internal audit charter
- 14.4.2. Approve decisions regarding the appointment and removal of the University Auditor
- 14.4.3. Review and approve the annual internal audit plan and all major changes to the plan
- 14.4.4. Review the internal audit activity's performance relative to its plan
- 14.4.5. Review the progress, findings, recommendations, and follow-up actions stemming from the internal audit activities, and
- 14.4.6. Support the internal audit function in receiving the right support and cooperation from management and ensure it has sufficient independence to conduct activities in a professional manner.

#### 14.5. Internal Controls

The Committee shall:

- 14.5.1. Ensure the effectiveness of the University's internal control framework, including its information technology security and control system.
- 14.5.2. Receive and examine reports from internal and external auditors' review of the state of the University's internal controls to obtain reasonable assurance on their effectiveness.

#### 14.6. Risk Management

- 14.6.1. The Committee shall ensure that the University undertakes a risk management program and shall oversee such program including:
  - 14.6.1.1. Overseeing the University's process for identifying, assessing, and managing the principal risks of the university
  - 14.6.1.2. Reviewing regular reports on all areas of significant risk to the University.
  - 14.6.1.3. Reviewing insurance coverage pertaining to all property of the University, liability and other insurable risks as identified by management.



- 14.6.2. The Committee shall receive and review the opinions of management, the University Auditor and others, as needed, regarding the strength and appropriateness of management’s risk mitigation strategies.

#### 14.7. Information Systems

The Committee shall oversee the University’s information systems and IT including:

- 14.7.1. Periodically assess the adequacy and effectiveness of the University’s IT resources in meeting the University’s strategic objectives.
- 14.7.2. Review IT strategy and ensure its alignment with the University’s strategic objectives.
- 14.7.3. Monitor progress of major IT projects.
- 14.7.4. Assess the adequacy and effectiveness of the IT risk management process.
- 14.7.5. Provide oversight to the development of a cybersecurity strategy that aligns with University strategy and priorities and identifies the necessary controls to protect the organization from material cyber events and monitor progress on strategy implementation.
- 14.7.6. Provide oversight to the development of a digital transformation strategy that aligns with University strategy and priorities and monitor strategy implementation.
- 14.7.7. Monitor the risks and financial consequences associated with deferred IT renewal (technical debt).

#### 14.8. Endowment and Special Purposes Funds

The Committee shall:

- 14.8.1. Provide oversight on the governance and administration of the University’s Endowment and Special Purpose Funds.
- 14.8.2. Receive and review the annual report of the University’s Endowment and Special Purpose Funds.

#### 14.9. Pension Plan

Through the Committee’s appointees, the Committee shall provide oversight on the governance and administration of the Pension Plan for the Employees of the University of Prince Edward Island.

#### 14.10. Expenditures Approval

The Committee shall review and recommend for approval to the Board any expenditures that require Board approval as per the University Spending Authority Policy.

#### 14.11. Board Policies

The Committee shall oversee the development of, and recommend for approval, the Board policies falling within the mandate of the Committee. Advise the Board on policies falling within the mandate of the Committee.

14.12. Committee Liaison

The Committee will meet, at least annually, with the Properties and Environmental Sustainability Committee and the Development, Fundraising and External Relations Committee to review capital infrastructure priorities and capacity.

14.13. The Committee shall carry out such other responsibilities as may be delegated by the Board.

**15. REVIEW OF TERMS OF REFERENCE**

The Terms of Reference shall be reviewed annually unless indicated otherwise by the Board.



## Open Session Report

## Development, Fundraising and External Relations Committee

February 6, 2025, Board of Governors' Meeting

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**COMMITTEE ACTIVITY SINCE LAST REPORT**

At the scheduled January meeting the Committee 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. The 2025 Levy was very successful, with 450 visitors. There has been a lot of communications activity recently related to sports, academics and major institutional events, including the levee. Work is underway to develop goals and a communication plan for the University. Work continues on ensuring brand continuity across University departments.

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

- a. **Connie Ding International Student Scholarship**
- b. **The Velma and George Wright Scholarship**

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

**ITEMS FOR APPROVAL**Committee Terms of Reference

**MOTION:** 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.



It is therefore recommended that the UPEI Board of Governors approve the revised Terms of Reference for the Development, Fundraising and External Relations Committee.

## 1. PURPOSE

The Development, Fundraising and External Relations Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”) pursuant to the provisions of the *University Act R.S. P.E.I. 1988 Cap. U-4*, to assist the Board in overseeing the University’ fundraising operations and growth and in ensuring that arrangements are in place for meaningful engagement with external stakeholders and proper management of risks and opportunities that protect and strengthen the University’s institutional reputation and image.

## 2. VALUES

The Committee contributes to the effective governance of the University by promoting a culture of transparency, accountability, honesty, and ethical behavior.

## 3. MANDATE

The Committee’s mandate is to:

- 3.1. Assist the Board in its oversight regarding fundraising plans, gift acceptance and donor recognition; external communications and plans; external relations and community engagement plans; and institutional reputation and image.
- 3.2. Approve, on behalf of the Board, acceptance of gifts, in accordance with the UPEI and UPEI (US) Foundation Inc. Gift Acceptance Policy.
- 3.3. Approve, on behalf of the Board, the name of any new or amended donor funded scholarships or awards.
- 3.4. Receive annual reports of Restricted Funds in accordance with the UPEI Endowment and Special Purposed Funds Governance and Administration Policy.
- 3.5. Receive annual reports from Senate on granting of awards.

## 4. AUTHORITY

The Committee has the authority to:

- 4.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.

- 4.2. At the University's expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.
- 4.5. Approve, on behalf of the Board, acceptance of gifts as outlined in the UPEI and UPEI (US) Foundations Inc. Gift Acceptance Policy.
- 4.6. Approve, on behalf of the Board, the name of any new or amended donor funded scholarships or awards.

## 5. COMPOSITION AND TERMS OF OFFICE

- 5.1. Committee members shall be appointed annually by the Board upon the recommendation of the Governance, Nominating and Appeals Committee. At least one member should have a background in fundraising. At least one member should have a background in communications or constituent relations. The Committee shall include the following members, each of whom shall be entitled to a single vote:
  - 5.1.1. One or more Board member (s) elected by the Board.
  - 5.1.2. One or more Board member (s) appointed by the Lieutenant Governor in Council.
  - 5.1.3. One or more Board member (s) elected by and from the Alumni Association of the University.
  - 5.1.4. One Board member who is a faculty member.
  - 5.1.5. One Board member who is a UPEI student.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.
- 5.3. The President shall be an ex-officio voting member of the Committee.
- 5.4. Vacancies
  - 5.4.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
  - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominating and Appeals Committee of vacancies on the Committee.
  - 5.4.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

## 6. THE CHAIR

- 6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint, from the Committee membership, a Committee Chair, to preside at its meetings.

- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board.

## 7. **QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum at a meeting.

## 8. **WORKPLAN AND REPORTING**

The Committee shall:

- 8.1. Develop and approve an annual work plan to be provided to the Board for information.
- 8.2. Report to the Board after each meeting and annually with respect to its workplan and the fulfillment of its Terms of Reference.

## 9. **MEETING AGENDA**

The agenda for each Committee meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, and the President, and will be approved by the Committee Chair.

## 10. **MEETINGS**

- 10.1. The Committee shall meet at least four (4) times annually or more frequently as required.
- 10.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings or request electronic voting to attend to matters that are time sensitive.
- 10.3. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation and, ideally, at least one week before the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominating and Appeals Committee on member attendance.

## 11. **CONFLICT OF INTEREST**

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy and the University's values on accountability and integrity.

## 12. RESOURCES

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

## 13. RESPONSIBILITIES

### 13.1. Fundraising, gift acceptance and donor recognition

The Committee shall:

- 13.1.1. Review the development of the University's fundraising plans and monitor its progress towards the achievement of annual and multi-year fundraising goals.
- 13.1.2. Review and assess the adequacy of resources allocated to the implementation of the University's fundraising plans, including volunteer resources.
- 13.1.3. Monitor the use of budgetary resources to support fundraising activities.
- 13.1.4. Review, assess, and approve gift acceptance and donor recognition decisions in accordance with Board of Governors policies.
- 13.1.5. Review reports from Senate on Granting of Awards.

### 13.2. External communications and external relations

The Committee shall:

- 13.2.1. Review the development of the University's external communications plans and monitor its effectiveness.
- 13.2.2. Provide oversight into the development of the University's external relations plans and assess their effectiveness in building strong and meaningful relationships and collaboration with main stakeholders, including the community.

### 13.3. Institutional Reputation and Image

The Committee shall:

- 13.3.1. Monitor University initiatives to enhance its reputation and image.
- 13.3.2. Evaluate and monitor the performance of the University's brand.
- 13.3.3. Assess the management of current and emerging risks that may impact the University's reputation and image.

### 13.4. Board Policies

The Committee shall advise the Board on policies falling within the mandate of the Committee.



#### 13.5. Committee Liaison

The Committee will meet, at least annually, with the Properties and Environmental Sustainability Committee and the Finance, Audit and Risk Committee to review capital infrastructure priorities and capacity.

13.6. The Committee shall carry out such other responsibilities as may be delegated by the Board.

#### 14. REVIEW OF TERMS OF REFERENCE

The Terms of Reference shall be reviewed on an annual basis unless indicated otherwise by the Board.

Open Session Report

Governance and Appeals Committee

February 6, 2025, Board of Governors' Meeting

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**COMMITTEE ACTIVITIES SINCE LAST REPORT**

At its regularly scheduled January meeting, the Committee received an update on the status of University policies, including plans for updating existing policies and developing new policies.

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

The Committee received a progress update on the development of a new Fair Treatment Policy.

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.

**ITEMS FOR APPROVAL**

Committee Terms of Reference

**Motion:** 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.

It is therefore recommended that the Board of Governors approve the revised Terms of Reference for the Governance and Appeals Committee, including the renaming of the Committee to the Governance, Nominating and Appeals Committee.

## 1. PURPOSE

The Governance, Nominating and Appeals Committee (The “Committee”) is established by the University of Prince Edward Island Board of Governors (The “Board”) pursuant to the provisions of the *University Act R.S.P.E.I. 1988 Cap. U-4* (The “Act”) to assist the Board in setting and overseeing governance practices of the University of Prince Edward Island (The “University”) and its Board and to hear and dispose of appeals that fall under the jurisdiction of the University Act.

## 2. VALUES

The Committee contributes to the effective governance of the University by promoting a culture of transparency, accountability, honesty, and ethical behavior.

## 3. MANDATE

The Committee’s mandate is to assist the Board in fulfilling its governance responsibilities and in hearing and disposing of appeals that fall under Section 14(1) (l) of the Act.

## 4. AUTHORITY

4.1. The Committee has the authority to:

4.1.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.

4.1.2. At the University’s expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.

4.1.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.

4.1.4. Make recommendations to the Board on matters falling within the mandate of the Committee.

4.2. The Committee has the authority to appoint an Appeal Panel to hear appeals that fall under Section 14 (1) (l) of the Act:

*To hear appeals from the decision of any organization, member of faculty, officer of employee of the University by any person affected thereby, but only when that decision would otherwise be final, and the decision of the Board or a committee of the Board authorized under clause (k) to hear the appeal shall be final within the University – University Act, Section 14 (1) (l)*

4.3. The Committee recognizes that the Senate is authorized to, pursuant to Section 24 (j) of the Act, “render a final decision on academic appeals and on student discipline appeals”.

4.4. Notwithstanding Section 24 (j) of the Act, the final decision on all appeals, including decisions on academic and student discipline appeals, remains under the authority of the Committee, as provided by Section 14 (1) (l) of the Act. In reaching their final decision on student appeals, the Committee shall, however, accord deference to the Senate Committee’s decision.

4.5. With respect to appeal hearings, the Committee has the authority to:

4.5.1. Hear and dispose of appeals made to the Board pursuant to the *Rules and Procedures for Appeals* issued by the Board of Governors.

4.5.2. Dispose of appeals in a summary manner or stay a decision under appeal in appropriate circumstances and pursuant to the *Rules and Procedures for Appeals*.

## 5. COMPOSITION AND TERMS OF OFFICE

5.1. Committee members shall be appointed annually by the Board and shall consist of four (4) or more Board Governors appointed on the recommendation of the Committee. At least one member shall have a background in policy development. At least one member shall have expertise or a designation in board governance.

5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.

5.3. The President shall be an ex-officio voting member of the Committee.

5.4. Appeal Panel

5.4.1. The Committee as delegated by the Board of Governors, shall appoint an Appeal Panel of three (3) or more non-conflicted members from its appointed membership, to consider, hear, and make decisions on behalf of the Board with respect to any matter under appeal falling within Section 14 (1) (l) of the University Act.

5.4.2. The Chair shall also act as Chair of the Appeal Panel.

5.5. Vacancies

5.5.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

5.5.2. The Committee shall advise the Board of vacancies on the Committee.

5.5.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

## 6. THE CHAIR

- 6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint a Committee Chair to preside at its meetings.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board.

## 7. **QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum.

## 8. **WORKPLAN AND REPORTING**

The Committee shall:

- 8.1. Develop and approve an annual work plan to be provided to the Board for information.
- 8.2. Report to the Board after each meeting and annually with respect to its work plan and the fulfillment of its Terms of Reference.

## 9. **MEETING AGENDA**

The agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair and the Chair of the Board and will be approved by the Committee Chair.

## 10. **MEETINGS**

- 10.1. The Committee shall meet at least four (4) times annually, or more frequently as required.
- 10.2. The Committee Chair may also call special meetings outside the regular calendar of Board meetings or request electronic voting to attend to time-sensitive matters.
- 10.3. Meeting materials shall be provided to the Committee in enough time to allow for proper preparation and, ideally, at least one week before the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference.

## 11. CONFLICT OF INTEREST

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy and the University's values on accountability and integrity.

## 12. RESOURCES

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

## 13. RESPONSIBILITIES

### 13.1. Board and Standing Committees Membership and Succession Planning

The Committee shall:

- 13.1.1. Assist the Board and its Standing Committees in reaching a balanced membership representation based on the Board's Competencies Matrix developed by the Governance, Nominating and Appeals Committee.
- 13.1.2. Assist the Board in recruiting new Board members, including selection of nominees, and proposing their appointment to the Board.
- 13.1.3. Assist the Board in processing resignations of Board members and filling in Board and Standing Committees vacancies in a timely manner.
- 13.1.4. Assist the Board in determining when a Board member's membership on the Board should be rescinded.
- 13.1.5. Recommend to the Board the appointment of Committee Chairs and members of Standing Committees.
- 13.1.6. Develop a succession plan for Board and Standing Committees membership to ensure continuity in Board leadership.
- 13.1.7. Receive membership attendance reports from Standing Committee Chairs and report annually to the Board.

### 13.2. Standing Committee Structure and Terms of Reference

The Committee shall:

- 13.2.1. Assist the Board in ensuring responsibilities and authorities are appropriately assigned to Standing Committees through Committee terms of reference.
- 13.2.2. Review the standing committee structure annually and make recommendations to the Board, as needed.

### 13.3. Role Descriptions

The Committee shall conduct an annual review of and approve role descriptions of the Chair of the Board, the University President, and Standing Committee Chairs.

#### 13.4. Board Code of Conduct and Conflict of Interest

13.4.1 The Committee shall assist the Board in monitoring compliance with the Board of Governors Code of Conduct.

13.4.2 The Committee shall assist the Board with monitoring compliance with Conflict of Interest policies and procedures.

#### 13.5. Evaluation

The Committee shall oversee the development of a process for evaluating the effectiveness of the Board and its Committees annually.

#### 13.6. Board Education

The Committee shall:

13.6.1. Oversee the development of an orientation program for new members.

13.6.2. Oversee the development of a training plan for all members of the Board.

#### 13.7. Appeals

13.7.1. The Appeal Panel of the Committee shall consider, hear, and make decisions on behalf of the Board on any matter of concern arising from an appeal falling within Section 14 (1) (I) of the University Act.

13.7.2. The Committee shall report to the Board on metrics related to the overall appeals process in the University annually.

13.7.3. The Committee may refer to the Board any matter of concern arising from an appeal as circumstances dictate.

#### 13.8. Board Policies

The Committee shall:

13.8.1. Advise the Board on policies falling within the mandate of the Committee.

13.8.2. The Committee shall review all new, revised and to be repealed Board policies and make recommendations to the Board.

13.8.3. Assist the Board in ensuring Board policies are adequate, up-to-date and communicated effectively.

13.9. The Committee shall carry out such other responsibilities as may be delegated by the Board.

#### 14. REVIEW OF TERMS OF REFERENCE

The Terms of Reference shall be reviewed annually unless indicated otherwise by the Board.





University of Prince Edward Island  
Governance, Nominating and Appeals Committee Terms of Reference  
*Approved by the Board of Governors, [Insert Date Here]*

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**1. PURPOSE**

The Governance, Nominating and Appeals Committee (The “Committee”) is established by the University of Prince Edward Island Board of Governors (The “Board”) pursuant to the provisions of the *University Act R.S.P.E.I. 1988 Cap. U-4* (The “Act”) to assist the Board in setting and overseeing governance practices of the University of Prince Edward Island (The “University”) and its Board and to hear and dispose of appeals that fall under the jurisdiction of the University Act.

**2. VALUES**

The Committee contributes to the effective governance of the University by promoting a culture of transparency, accountability, honesty, and ethical behavior.

**3. MANDATE**

The Committee’s mandate is to assist the Board in fulfilling its governance responsibilities and in hearing and disposing of appeals that fall under Section 14(1) (l) of the Act.

**4. AUTHORITY**

4.1. The Committee has the authority to:

4.1.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.

4.1.2. At the University’s expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.

4.1.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.

4.1.4. Make recommendations to the Board on matters falling within the mandate of the Committee.

4.2. The Committee has the authority to appoint an Appeal Panel to hear appeals that fall under Section 14 (1) (l) of the Act:

*To hear appeals from the decision of any organization, member of faculty, officer of employee of the University by any person affected thereby, but only when that decision would otherwise be final, and the decision of the Board or a committee of the Board authorized under clause (k) to hear the appeal shall be final within the University – University Act, Section 14 (1) (l)*



- 4.3. The Committee recognizes that the Senate is authorized to, pursuant to Section 24 (j) of the Act, “render a final decision on academic appeals and on student discipline appeals”.
- 4.4. Notwithstanding Section 24 (j) of the Act, the final decision on all appeals, including decisions on academic and student discipline appeals, remains under the authority of the Committee, as provided by Section 14 (1) (l) of the Act. In reaching their final decision on student appeals, the Committee shall, however, accord deference to the Senate Committee’s decision.
- 4.5. With respect to appeal hearings, the Committee has the authority to:
  - 4.5.1. Hear and dispose of appeals made to the Board pursuant to the *Rules and Procedures for Appeals* issued by the Board of Governors.
  - 4.5.2. Dispose of appeals in a summary manner or stay a decision under appeal in appropriate circumstances and pursuant to the *Rules and Procedures for Appeals*.

## 5. COMPOSITION AND TERMS OF OFFICE

- 5.1. Committee members shall be appointed annually by the Board and shall consist of four (4) or more Board Governors appointed on the recommendation of the Committee. At least one member shall have a background in policy development. At least one member shall have expertise or a designation in board governance.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.
- 5.3. The President shall be an ex-officio voting member of the Committee.
- 5.4. Appeal Panel
  - 5.4.1. The Committee as delegated by the Board of Governors, shall appoint an Appeal Panel of three (3) or more non-conflicted members from its appointed membership, to consider, hear, and make decisions on behalf of the Board with respect to any matter under appeal falling within Section 14 (1) (l) of the University Act.
  - 5.4.2. The Chair shall also act as Chair of the Appeal Panel.
- 5.5. Vacancies
  - 5.5.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
  - 5.5.2. The Committee shall advise the Board of vacancies on the Committee.
  - 5.5.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

## 6. THE CHAIR



- 6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint a Committee Chair to preside at its meetings.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board.

#### **7. QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum.

#### **8. WORKPLAN AND REPORTING**

The Committee shall:

- 8.1. Develop and approve an annual work plan to be provided to the Board for information.
- 8.2. Report to the Board after each meeting and annually with respect to its work plan and the fulfillment of its Terms of Reference.

#### **9. MEETING AGENDA**

The agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair and the Chair of the Board and will be approved by the Committee Chair.

#### **10. MEETINGS**

- 10.1. The Committee shall meet at least four (4) times annually, or more frequently as required.
- 10.2. The Committee Chair may also call special meetings outside the regular calendar of Board meetings or request electronic voting to attend to time-sensitive matters.
- 10.3. Meeting materials shall be provided to the Committee in enough time to allow for proper preparation and, ideally, at least one week before the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference.



11. CONFLICT OF INTEREST

Committee members shall adhere to the Board of Governors Code of Conduct, the University’s Conflict of Interest Policy and the University’s values on accountability and integrity.

12. RESOURCES

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

13. RESPONSIBILITIES

13.1. Board and Standing Committees Membership and Succession Planning

The Committee shall:

13.1.1. Assist the Board and its Standing Committees in reaching a balanced membership representation based on the Board’s Competencies Matrix developed by the Governance, Nominating and Appeals Committee.

13.1.2. Assist the Board in recruiting new Board members, including selection of nominees, and proposing their appointment to the Board.

13.1.3. Assist the Board in processing resignations of Board members and filling in Board and Standing Committees vacancies in a timely manner.

~~13.1.3~~13.1.4. Assist the Board in determining when a Board member’s membership on the Board should be rescinded.

~~13.1.4~~13.1.5. Recommend to the Board the appointment of Committee Chairs and members of Standing Committees.

~~13.1.5~~13.1.6. Develop a succession plan for Board and Standing Committees membership to ensure continuity in Board leadership.

~~13.1.6~~13.1.7. Receive membership attendance reports from Standing Committee Chairs and report annually to the Board.

13.2. Standing Committee Structure and Terms of Reference

The Committee shall:

~~13.2.1.~~ ~~A~~The Committee shall assist the Board in ensuring responsibilities and authorities are appropriately assigned to Standing Committees through Committee terms of reference.

~~13.2~~13.2.2. Review the standing committee structure annually and make recommendations to the Board, as needed.

13.3. Role Descriptions

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The Committee shall conduct an annual review of and approve role descriptions of the Chair of the Board, the University President, and Standing Committee Chairs.

13.4. Board Code of Conduct [and Conflict of Interest](#)

[13.4.1](#) The Committee shall assist the Board in monitoring compliance with the Board of Governors Code of Conduct.

[13.4.2](#) [The Committee shall assist the Board with monitoring compliance with Conflict of Interest policies and procedures.](#)

13.5. Evaluation

The Committee shall oversee the development of a process for evaluating the effectiveness of the Board and its Committees annually.

13.6. Board Education

The Committee shall:

- 13.6.1. Oversee the development of an orientation program for new members.
- 13.6.2. Oversee the development of a training plan for all members of the Board.

13.7. Appeals

13.7.1. The Appeal Panel of the Committee shall consider, hear, and make decisions on behalf of the Board on any matter of concern arising from an appeal falling within Section 14 (1) (l) of the University Act.

13.7.2. The Committee shall report to the Board on metrics related to the overall appeals process in the University annually.

[13.7.3.](#) The Committee may refer to the Board any matter of concern arising from an appeal as circumstances dictate.

[13.8. Board Policies](#)

[The Committee shall:](#)

[13.8.1.](#) Advise the Board on policies falling within the mandate of the [Committee](#)

[13.8.2.](#) The Committee shall review all new, revised and to be repealed Board policies and make recommendations to the Board.

[13.8.3.](#) Assist the Board in ensuring Board policies are adequate, up-to-date and communicated effectively.

~~13.7.3.~~

~~13.8.13.9.~~ The Committee shall carry out such other responsibilities as may be delegated by the Board.

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#### 14. REVIEW OF TERMS OF REFERENCE

The Terms of Reference shall be reviewed annually unless indicated otherwise by the Board.



## Open Session Report

## Campus Culture Oversight Committee

February 6, 2025 Board of Governors' Meeting

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**COMMITTEE ACTIVITIES SINCE LAST REPORT**

The 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.

**ITEMS FOR APPROVAL**Committee Terms of Reference

**MOTION:** 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.

It is therefore recommended that the UPEI Board of Governors approve the revised Terms of Reference for the Campus Culture Oversight Committee.

## 1. PURPOSE

The Campus Culture Oversight Committee (the Committee) is established by the University of Prince Edward Island's Board of Governor's (the "Board") pursuant to the provisions of the *University Act R.S.P.E.I. 1988 Cap.U-4*, to assist the Board in overseeing the implementation of the UPEI Action Plan (the Action Plan) and monitoring organizational culture, including student experience and wellbeing, workplace health, and the Equity, Diversity and Inclusion Strategy.

## 2. VALUES

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

## 3. MANDATE

The Committee's mandate is to:

- 3.1. Assist the Board in its oversight of the implementation of the Action Plan.
- 3.2. Monitor the health of the workplace for faculty and staff.
- 3.3. Monitor student wellbeing and the learning environment.
- 3.4. Monitor progress on implementation of the Equity, Diversity and Inclusion Strategy.

## 4. AUTHORITY

The Committee has the authority to:

- 4.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.
- 4.2. At the University's expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.



## **5. COMPOSITION AND TERMS OF OFFICE**

- 5.1. The Committee shall be composed of four or more Governors, appointed by the Board at the recommendation of the Governance, Nominating and Appeals Committee. Governors appointed must include at least one student and one faculty member. The Committee will also include one graduate student, who is not a Board member and shall be a non-voting Committee member. All Committee members shall understand organizational culture. At least two members should have experience working in the post-secondary sector.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.
- 5.3. The President shall be an ex-officio voting member of the Committee.
- 5.4. Vacancies
  - 5.4.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
  - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominating and Appeals Committee of vacancies on the Committee.
  - 5.4.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

## **6. THE CHAIR**

- 6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint from the Committee members, a Committee Chair to preside at its meetings.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Committee Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board.

## **7. QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute a quorum at a meeting.

## **8. WORKPLAN AND REPORTING**

The Committee shall:

- 8.1. Develop and approve an annual work plan to be provided to the Board for Information.
- 8.2. Report to the Board after each meeting, and annually, with respect to its work plan and the fulfillment of its Terms of Reference.

## **9. MEETING AGENDAS**

The agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, the Vice-President, People and Culture, and the Vice-President Academic and Research, and will be approved by the Committee Chair.

## **10. MEETINGS**

- 10.1. The Committee shall meet at least (5) times annually or more frequently as required.
- 10.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.
- 10.3. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation and, ideally, at least one week prior to the date of the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominating and Appeals Committee on member attendance.

## **11. CONFLICT OF INTEREST**

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy, and the University's values on accountability and Integrity.

## **12. RESOURCES**

The Office of the President shall provide necessary staff support, including secretary resources, to the Committee and any other resources it may require for its proper functioning.

## **13. RESPONSIBILITIES**

### **13.1. Action Plan Oversight**

The Committee shall:

- 13.1.1. Monitor progress on the Action Plan through updates on implementation and report to the Board on progress.

13.1.2. Identify challenges or risks to progress on the Action Plan and make recommendations to the Board to mitigate challenges or risks.

13.1.3. Receive the results of any audits conducted on the implementation of the Review Action Plan.

### *13.2. Student Experience and Well-being*

The Committee shall:

13.2.1. Oversee the development of a framework to monitor, assess, and improve the experience and wellbeing of students at the University.

13.2.2. Monitor trends in student experience and wellbeing.

13.2.3. Review initiatives to improve the experience and wellbeing of students.

13.2.4. Ensure a process is in place to assess the effectiveness and currency of the framework to monitor student experience and wellbeing, and at least every three years, undertake the assessment and recommend updates and changes to the framework.

13.2.5. Provide oversight to ensure that any plans are aligned with the University's values and strategic priorities.

### 13.3. Workplace Health

The Committee shall:

13.3.1. Oversee the development of a framework to monitor, assess, and improve the quality of the workplace culture at the University, by guiding the University to understand and identify significant aspects of the workplace culture.

13.3.2. Annually, consider trends, initiatives, and developments affecting the University as a workplace, assess the University's planning to address future challenges, and advise the Board of the Committee's assessment of the University's readiness to address future challenges.

13.3.3. Ensure a process is in place to assess the effectiveness and currency of the workplace culture framework, and at least every three years, undertake the assessment and recommend updates and changes to the framework.

13.3.4. Provide oversight to ensure that any plans are aligned with the University's values and strategic priorities.

### 13.4. Equity, Diversity and Inclusion

13.4.1. The Committee shall receive updates, monitor, and assess progress on the Equity, Diversity and Inclusion Strategy.

### 13.5. Board Policies

The Committee shall advise the Board on policies falling within the mandate of the Committee.

### 13.6. Committee Liaison

The Committee Chair will meet annually with the Human Resources Committee Chair to ensure matters of collective interest are shared with both committees, in a format deemed appropriate, maintaining necessary confidentiality.

13.7. The Committee shall carry out such other responsibilities as may be delegated by the Board.

#### **14. REVIEW OF MANDATE**

These terms of reference shall be reviewed annually unless indicated otherwise by the Board.

## 1. PURPOSE

The Campus Culture Oversight Committee (the Committee) is established by the University of Prince Edward Island's Board of Governor's (the "Board") pursuant to the provisions of the *University Act R.S.P.E.I. 1988 Cap.U-4*, to assist the Board in overseeing the implementation of the UPEI Action Plan (the Action Plan) and monitoring organizational culture, including student experience and wellbeing, workplace health and the Equity, Diversity and Inclusion Strategy.

## 2. VALUES

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

## 3. MANDATE

The Committee's mandate is to:

- 3.1. Assist the Board in its oversight of the implementation of the Action Plan.
- 3.2. Monitor the health of the workplace for faculty and staff.
- 3.3. Monitor student wellbeing and the learning environment.
- 3.4. Monitor progress on implementation of the EDI Strategy.

## 4. AUTHORITY

The Committee has the authority to:

- 4.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.
- 4.2. At the University's expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.

## 5. COMPOSITION AND TERMS OF OFFICE

- 5.1. The Committee shall be composed of four or more Governors, appointed by the Board at the recommendation of the Governance, Nominations and Appeals Committee. Governors appointed must include at least one student and one faculty member. The Committee will also include one graduate student, who is not a Board member and shall be a non-voting Committee member. All Committee members shall understand organizational culture. At least two members should have experience working in the post-secondary sector.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.
- 5.3. The President shall be an ex-officio voting member of the Committee.
- 5.4. Vacancies
  - 5.4.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
  - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.
  - 5.4.3. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

## **6. THE CHAIR**

- 6.1. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, shall appoint from the Committee members, a Committee Chair to preside at its meetings.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Committee Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board.

## **7. QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute a quorum at a meeting.

## **8. WORKPLAN AND REPORTING**

The Committee shall:

- 8.1. Develop and approve an annual work plan to be provided to the Board for Information.

- 8.2. Report to the Board after each meeting, and annually, with respect to its work plan and the fulfillment of its Terms of Reference.

## **9. MEETING AGENDAS**

The agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, the Vice-President, People and Culture, Vice-President Academic and Research, and will be approved by the Committee Chair.

## **10. MEETINGS**

- 10.1. The Committee shall meet at least (5) times annually or more frequently as required.
- 10.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.
- 10.3. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation and, ideally, at least one week prior to the date of the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominations and Appeals Committee on member attendance.

## **11. CONFLICT OF INTEREST**

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy, and the University's values on accountability and Integrity.

## **12. RESOURCES**

The Office of the President shall provide necessary staff support, including secretary resources, to the Committee and any other resources it may require for its proper functioning.

## **13. RESPONSIBILITIES**

### **13.1. Action Plan Oversight**

The Committee shall:

- 13.1.1. Monitor progress on the Action Plan through updates on implementation and report to the Board on progress.
- 13.1.2. Identify challenges or risks to progress on the Action Plan and make recommendations to the Board to mitigate challenges or risks.

13.1.3. Receive the results of any audits conducted on the implementation of the Action Plan.

### 13.2. *Student Experience and Well-being*

The Committee shall:

13.2.1. Oversee the development of a framework to monitor, assess, and improve the experience and wellbeing of students at the University.

13.2.2. Monitor trends in student experience and wellbeing.

13.2.3. Review initiatives to improve the experience and wellbeing of students.

13.2.4. Ensure a process is in place to assess the effectiveness and currency of the framework to monitor student experience and wellbeing, and at least every three years, undertake the assessment and recommend updates and changes to the framework.

13.2.5.

### 13.3. Workplace Health

The Committee shall:

13.3.1. Oversee the development of a framework to monitor, assess, and improve the quality of the workplace culture at the University, by guiding the University to understand and identify significant aspects of the workplace culture.

13.3.2. Annually, consider trends, initiatives, and developments affecting the University as a workplace, assess the University's planning to address future challenges, and advise the Board of the Committee's assessment of the University's readiness to address future challenges.

13.3.3. Ensure a process is in place to assess the effectiveness and currency of the workplace culture framework, and at least every three years, undertake the assessment and recommend updates and changes to the framework.

13.3.4. Provide oversight to ensure that any plans are aligned with the University's values and strategic priorities.

### 13.4. Equity, Diversity and Inclusion

13.4.1. Receive updates, monitor, and assess progress on the Equity, Diversity and Inclusion Strategy.

### 13.5. Board Policies

The Committee shall advise the Board on policies falling within the mandate of the Committee.

### 13.6. Committee Liaison

The Committee Chair will meet annually with the Human Resources Committee Chair to ensure matters of collective interest are shared with both committees, in a format deemed appropriate, maintaining necessary confidentiality.

13.7. The Committee shall carry out such other responsibilities as may be delegated by the Board.

## 14. REVIEW OF MANDATE



These terms of reference shall be reviewed annually unless indicated otherwise by the Board.



## Open Session Report

## Human Resources Committee

February 6, 2025, Board of Governors' Meeting

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**COMMITTEE ACTIVITY SINCE LAST REPORT**

At the scheduled January 2025 meeting the Committee received a presentation on Policies and Processes for Hiring, Tenure and Promotion. This presentation was in response to a recommendation in the recent governance review to ensure that Committee members understand the level of diligence the University undertakes prior to making a recommendation for hiring, tenure or promotion.

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

The Committee received updates 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.

**ITEMS FOR APPROVAL**Committee Terms of Reference

**MOTION:** 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.

It is therefore recommended that the UPEI Board of Governors approve the revised Terms of Reference for the Human Resources Committee.

## 1. PURPOSE

The Human Resources Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”), pursuant to the provisions of the *University Act R.S. P.E.I. 1988 Cap. U-4 (the “Act”)* to assist the Board in its oversight of human resources.

## 2. VALUES

The Committee contributes to the effective governance of the University by promoting a culture of transparency, accountability, honesty, and ethical behavior.

## 3. MANDATE

The Committee’s mandate is to:

- 3.1. Assist the Board in its oversight of University human resources matters including recruitment, retention, compensation, succession planning, employee communications, human resource compliance matters, and labour relations philosophy and approach, and to make recommendations to the Board in respect to these matters.
- 3.2. Approve, on behalf of the Board, collective bargaining mandates, and recommend to the Board approval of collective agreements.
- 3.3. Assist the Board with such other duties as assigned to the Committee by the Board.

## 4. AUTHORITY

The Committee has the authority to:

- 4.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.
- 4.2. At the University’s expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.
- 4.5. Approve collective bargaining mandates.

- 4.6. Approve the hiring of tenure stream and term (one year or greater) faculty members and librarians.
- 4.7. Approve tenure and promotion of faculty members.
- 4.8. Approve permanency and promotion of librarians.
- 4.9. Approve the hiring of senior staff (Vice-Presidents, Registrar, and Deans).

## 5. COMPOSITION AND TERMS OF OFFICE

- 5.1. The Committee shall be composed of three (3) or more Governors, appointed by the Board, on the recommendation of the Governance, Nomination, and Appeals Committee. All voting members shall be independent to the University, except for ex-officio members, and be familiar with human resources matters (i.e., a working knowledge or substantial experience in terms and conditions of employment, particularly in a unionized environment). At least two Committee members should have a professional human resources background.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.
- 5.3. The President shall be an ex-officio voting member of the Committee.
- 5.4. Vacancies
  - 5.4.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
  - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominating and Appeals Committee of vacancies on the Committee.
  - 5.4.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

## 6. THE CHAIR

- 6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint, from the Committee members, a Committee Chair to preside at its Committee meetings.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to Committee Chairs in the University by-laws, in any role description, and as may be assigned by the Board

## 7. **QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute a quorum at a meeting.

## 8. **WORKPLAN**

The Committee shall:

- 8.1. Develop and approve an annual work plan to be provided to the Board for information.
- 8.2. Report to the Board after each meeting and annually with respect to its workplan and the fulfilment of its Terms of Reference.

## 9. **MEETING AGENDA**

The agenda for each committee meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, the Vice-President, People and Culture and the Vice-President, Academic and Research, and will be approved by the Committee Chair.

## 10. **MEETINGS**

- 10.1. The Committee shall meet at least five (5) times annually or more frequently as required.
- 10.2. The Committee Chair may call special meetings outside the regular calendar of Board meetings or request electronic voting to attend to time-sensitive matters.
- 10.3. The Committee will hold e-votes, or up to 30-minute meetings, at the discretion of the chair, in the months where there is not a scheduled meeting, for the purpose of approving the hiring of tenure stream, and term (one year or greater) faculty, and librarian appointments.
- 10.4. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation, and, ideally, at least one week prior to the date of the scheduled meeting.
- 10.5. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominating and Appeals Committee on member attendance.

## 11. **CONFLICT OF INTEREST**

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy and the University's values on accountability and integrity.

## 12. RESOURCES

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

## 13. RESPONSIBILITIES

### 13.1. Recruitment and Retention

The Committee shall:

- 13.1.1. Oversee and foster the development of a University recruitment and retention strategy.
- 13.1.2. Oversee the effectiveness of employee communications strategies.

### 13.2. Employee Relations Metrics

The Committee shall:

- 13.2.1. Ensure the development of indicia or metrics related to employee relations, receive reports against these indicia or metrics, and monitor plans to improve employee relations.
- 13.2.2. Provide annual updates to the Campus Culture Oversight Committee on human resource related trends.

### 13.3. Compliance

The Committee shall:

- 13.3.1. Receive and assess compliance reports relevant to the Committee's mandate, including workplace health and safety and human rights.
- 13.3.2. Ensure Human Resource practices are subject to regular audits and evaluations to maintain compliance with legal and regulatory standards and oversee plans to remediate deficiencies.

### 13.4. Succession Planning

The Committee shall provide oversight for the succession planning of senior executives, including receiving updates on planned organizational structure changes, performance management processes and recruitment efforts.

### 13.5. Labour Relations

The Committee shall:

- 13.5.1. Provide oversight to the development of a philosophy and approach to labour relations that focuses on developing and fostering positive working relationships.

- 13.5.2. Monitor the state of labour relations and provide recommendations and updates to the Board as appropriate.
- 13.5.3. Receive ongoing information on collective bargaining processes, including on the status of negotiations, the administration of collective agreements, grievances, and arbitrations/mediations.
- 13.5.4. Approve bargaining mandates and recommend to the Board adoption of collective agreements.

#### 13.6. Compensation

The Committee shall monitor the appropriateness of compensation philosophies including market differentials, compensation, and employee benefits. The Committee should regularly request comparative market and trend data.

#### 13.7. Hiring, Tenure and Promotion

The Committee shall:

- 13.7.1. Periodically review all the processes and practices related to hiring, tenure and promotion to understand the level of diligence the University undertakes prior to making a recommendation for hiring, tenure, or promotion. Identify any gaps and ensure they are addressed.
- 13.7.2. Review and approve the hiring of tenure stream, and term (one year or greater) faculty members and librarians and inform the Board. The Committee will confirm compliance with the University's processes as part of the President's recommendations and ensure that any concerns are raised prior to approval.
- 13.7.3. Review and approve the hiring of senior executives (Vice-Presidents, Registrar, Deans).
- 13.7.4. Review and approve tenure and promotion of faculty members and permanency and promotion of librarians annually and inform the Board.. The Committee will confirm compliance with the University's processes as part of the President's recommendations and ensure that any concerns are raised prior to approval.

#### 13.8. Employee Renewal Benefits

The Committee shall receive and recommend to the Board the annual employee benefits renewal.

#### 13.9. Policies

The Committee shall advise the Board on policies governing human resources.

#### 13.10. Liaison with Other Committees

- 13.10.1. The Committee Chair will meet annually with the Campus Culture Oversight Committee Chair to ensure matters of collective interest are shared between committees and that work is not duplicated.

13.10.2. The Committee will work in partnership with other Board committees (e.g., Finance Audit and Risk) to align human resources initiatives and other institutional priorities.

13.11. The Committee shall carry out such other responsibilities as may be delegated by the Board.

#### 14. **REVIEW OF TERMS OF REFERENCE**

The Terms of Reference shall be reviewed annually unless indicated otherwise by the Board.





Open Session Report

Executive Committee

February 6, 2025, Board of Governors' Meeting

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## COMMITTEE ACTIVITY SINCE LAST REPORT

At its scheduled January meeting the Committee considered an appointment to the Campus Culture Oversight Committee. A motion for approval is included below.

The Committee reviewed the workplan to develop a 360 Degree evaluation process for the President and a policy proposal for the appointment of acting and interim University President. Both items are year one Action Plan commitments.

The Committee received updates on the University's strategic planning process and the process to develop a new fair treatment policy.

The Committee approved the February Open and Closed Board Agendas and the 2024-2025 Committee Workplan.

The Committee reviewed its Terms of Reference. A motion for approval is included below.

## ITEMS FOR APPROVAL

### Committee Appointment

**MOTION:** That the Board of Governors approve the appointment of Adewale Alaba to the Campus Culture Oversight Committee as the Graduate Student Representative.

### Committee Terms of Reference

**MOTION:** 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.

It is therefore recommended that the UPEI Board of Governors approve the revised Terms of Reference for the Executive Committee.

# ADEWALE ALABA

343-988-6609 | [aoalaba@upei.ca](mailto:aoalaba@upei.ca) | Charlottetown, Canada

## PROFILE SUMMARY

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Dedicated and detail-oriented professional with a proven ability to foster positive organizational culture, promote inclusivity and enhance stakeholder experiences. Over two years of experience in client services, relationship management and cross-functional collaboration, complemented by volunteer work in community service. Skilled in implementing strategies to improve organizational effectiveness and well-being.

## EDUCATION

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**Master of Business Administration – Global Leadership (In progress)** **2025**

University of Prince Edward Island, Charlottetown, Canada

- **Relevant Coursework:** Global Leadership and Ethics, Management and Organizational Behavior.

## VOLUNTEER EXPERIENCE

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**Volunteer** - UPEI Campus Foodbank, Prince Edward Island, Canada **Oct 2023 – present**

- Supported food bank operations to enhance student access to essential resources, promoting student well-being and inclusivity.
- Adhered to food bank rules and regulations to ensure equitable service delivery.

**Customer Service Representative** - Canadian Revenue Agency (CRA) **March 2024**

- Responded to inquiries regarding tax filing procedures, ensuring students received accurate and timely assistance.
- Scheduled appointments for students seeking in-person tax filing assistance.

## WORK EXPERIENCE

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**Omni Customer Fulfillment Associate** – Walmart, Charlottetown, Canada **August 2024 – present**

- Pack and dispense orders (SFS, DoorDash, Uber, and Customer pick-ups) ensuring accuracy and timely delivery.
- Provide exceptional customer service and consistently give out survey cards, contributing to a high customer satisfaction rating.
- Collaborate with team members to achieve organizational goals, fostering a supportive workplace culture.

**Package Handler (Warehouse Clerk)** – Intelcom Courier, Charlottetown (PEI), Canada **Oct 2023 – Present**

- Sort packages of over 50 lbs, following established safety guidelines and procedures.
- Collaborate with team members to meet daily delivery deadlines.
- Demonstrate strong attention to detail to prevent mislabeled packages.

**Finance Analyst/Client Service Officer** – Coronation Merchant Bank, Lagos, Nigeria **Sep 2020 – Nov 2022**

- Developed tailored solutions for clients, enhancing their financial well-being and supporting organizational growth.
- Prepared in-depth analysis of clients' financial statements using Microsoft Excel and other tools, with accountability for factual accuracy while managing over **USD\$3m** of loan portfolio.
- Onboarded new clients and spearheaded projects that strengthened the organization's presence in emerging sectors.
- Supervised and mentored junior team members, promoting knowledge sharing and professional development.

## SKILLS

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- **Communication:** Excellent verbal and written communication skills to foster positive relationships with diverse stakeholders.
- **Organizational Culture:** Experience in fostering inclusive and supportive environments that prioritize well-being and growth.
- **Leadership and Mentorship:** Skilled in guiding teams, resolving conflicts, and promoting collaborative success.
- **Collaboration:** Strong ability to work effectively in a team environment, contributing to group activities and fostering a positive and productive work environment.

## 1. PURPOSE

The Executive Committee (The “Committee”) is established by the University of Prince Edward Island Board of Governors (The “Board”) pursuant to the provisions of Section 14 (1) (k) of the *University Act R.S.P.E.I. 1988 Cap. U-4* to assist the Board in its oversight of matters related to the appointment, performance and remuneration of the President; the relationship with Senate; the functioning of the Board; and to act on behalf of the full Board under exceptional circumstances, as provided for in these Terms of Reference.

## 2. VALUES

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

## 3. MANDATE

The Committee’s mandate is:

- 3.1. To assist the Board in providing oversight of evaluation and remuneration of the President.
- 3.2. To assist the Board in evaluation and compensation of the University Secretary.
- 3.3. To act on behalf of the Board in exceptional circumstances.
- 3.4. To develop Board agendas.
- 3.5. To coordinate the development of Board and standing committee workplans.
- 3.6. To monitor the Board’s relationship with Senate.
- 3.7. To advise the Board on strategic and reputational matters.

## 4. AUTHORITY

The Committee has authority to:

- 4.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.
- 4.2. At the University’s expense, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.

4.4. Act on behalf of the Board under exceptional circumstances as detailed in 13.3 below.

## **5. COMPOSITION AND TERMS OF OFFICE**

5.1. The composition of the Committee is established by the Board as follows:

- 5.1.1. The Chair of the Board
- 5.1.2. Vice-Chair of the Board
- 5.1.3. Secretary of the Board
- 5.1.4. Chairs of all Standing Committees of the Board
- 5.1.5. The President

## **6. THE CHAIR OF THE COMMITTEE**

- 6.1. The Chair of the Board shall serve as the Committee Chair.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to the Committee Chair in the University by-laws, in any role description, and as may be assigned by the Board.

## **7. QUORUM**

Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum at a meeting.

## **8. WORKPLAN AND REPORTING**

The Committee shall:

- 8.1. Develop and seek Board approval of an annual Board workplan.
- 8.2. Develop and approve an annual workplan to be provided to the Board for information.
- 8.3. Report to the Board after each meeting and annually with respect to its workplan and the fulfilment of its Terms of Reference.

## **9. MEETING AGENDA**

The agenda for each Committee meeting will be prepared by the University Secretary in consultation with the Committee Chair.

## **10. MEETINGS**

- 10.1. The Committee shall meet at least five (5) times annually or more frequently as required.
- 10.2. The Committee may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.
- 10.3. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation and, ideally, at least one week prior to the date of the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominating and Appeals Committee on member attendance.

## **11. CONFLICT OF INTEREST**

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy and the University's values on accountability and integrity.

## **12. RESOURCES**

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

## **13. RESPONSIBILITIES**

### **13.1. Evaluation and Remuneration of the President**

The Committee shall support the Board Chair to facilitate the performance management process for the President including annual objective setting, evaluation of performance against objectives, deciding on the President's performance rating after consultation with the Board as to their views on the extent to which objectives were filled, and compensation adjustments, if any.

### **13.2. Evaluation and Compensation of the University Secretary**

- 13.2.1. The Committee shall work with the President to set annual objectives for and conduct an evaluation of the performance of the University Secretary on an annual basis.
- 13.2.2. The Committee shall review and approve compensation changes, if any, for the University Secretary.

### **13.3. Act on behalf of the Board**

- 13.3.1. The Committee may, under exceptional circumstances and, where the calling of a Board meeting is not practical, act on behalf of the Board to address an urgent matter posing a significant and imminent risk to the University or its community.

13.3.2. The Committee, at the next scheduled Board meeting, must provide full details of such meetings to the Board, including when they were held and decisions taken, if any.

#### 13.4. Board Agenda

The Committee shall:

13.4.1. Develop the agenda for Board meetings in consultation with the President and the University Secretary.

13.4.2. Ensure that all relevant matters are brought before the Board on a timely basis.

13.4.3. Ensure that supporting documentation to agenda items are comprehensive and complete.

#### 13.5. Board and Standing Committee Workplans

The Committee shall:

13.5.1. Establish an annual workplan for the Board and report on progress at the annual meeting of the Board.

13.5.2. Coordinate the development of committee workplans, including facilitating alignment among work of committees.

#### 13.6. Oversight of Relationship with Senate

The Committee shall:

13.6.1. Monitor the Board and Senate relationship and address identified gaps.

13.6.2. Identify and recommend to the Board mechanisms to facilitate an effective working relationship with the Senate.

#### 13.7. Strategic and Reputational Matters

The Committee shall make recommendations to the Board regarding its involvement in important strategic and reputational matters, including, but not limited to, academic quality and research.

#### 13.8. Other Matters

The Committee shall:

13.8.1. Examine matters that are brought forward by the President for advice.

13.8.2. Advise the Board on policies falling within the mandate of the Committee.

13.9. The Committee shall carry out such other responsibilities as may be delegated by the Board.

### 14. REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference shall be reviewed on an annual basis unless indicated otherwise by the Board.





# UPEI Strategic Plan Process Brief January 13, 2024

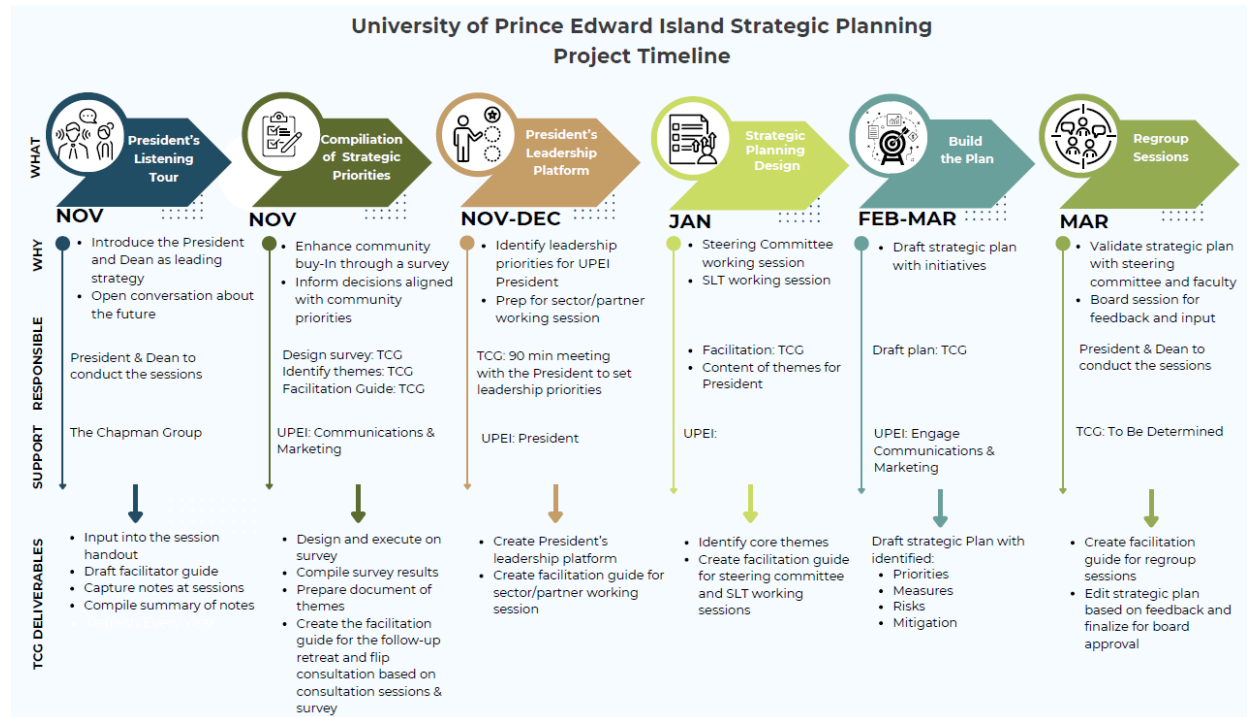
## Goals

The goals of strategic plan development process are to:

1. establish foundation for strategic direction and culture change
2. avoid confusion and chaos, build collaboration and engagement
3. support the mission, vision, and values of UPEI

## Project To-Date

The project, initiated with [The Chapman Group](#) in late September, focused on planning, team formation, and resource allocation. A project plan was developed, outlining timelines, deliverables, milestones, and resource needs. Key background information and relevant documents were reviewed to ensure a clear understanding of the project context and expectations. A variety of consultations were held between October and December 2024 that included Staff, Faculty, Senior Executive, the Steering Committee, as well as several sessions in a number of communities.



## Emerging Themes

As part of the process, multiple consultation sessions were conducted to gather valuable input from key stakeholders.

Through this process, seven major themes emerged as areas of focus throughout the consultation process:

- 1. Growth and Opportunity Mindset:** Throughout the sessions, it was noted by many that it is an exciting time of energy, change, building and growing at UPEI. There is an incredible sense of possibility and potential. UPEI has a multitude of opportunities to magnify its impact, creating a successful future for students, the community, the Island, and beyond. It was indicated that UPEI should continue to embrace change and think big.
- 2. Community and Connection:** UPEI is in the unique position of being the only university in the province. The community and partners recognize the value and impact it has on the Island and feel a strong sense of connection to UPEI. A focus on strengthening relationships and facilitating two-way communication will help UPEI identify shared goals, opportunities, issues and gaps, to foster collaboration and break down silos to further its support to students and the community.
- 3. Comprehensive Student Support:** A common theme was the importance of holistic support for students and fully preparing them for the workforce. By increasing resources and support, enhancing life skills, providing quality education, safety and inclusion, UPEI can help students reach their full potential and become leaders that will contribute positively to the community.
- 4. University Spirit:** Focusing on improving the reputation and brand of UPEI will further enhance *university spirit* and position UPEI as a university of choice. Students have school spirit and are proud to be Panthers. Faculty and staff feel a strong sense of commitment, collaboration and teamwork at UPEI. They are motivated and have clear direction and shared purpose. They feel supported and are proud of the impact they have on the lives of students.
- 5. Excellence in Research and Programming:** Stakeholders have a vision for UPEI - They want to become one of the most distinguished universities in Canada, known for academic research and program excellence. By narrowing focus and excelling in specific identified areas, UPEI will be a recognized leader, moving from a 'backup option' to first choice.
- 6. Future Focused Innovation:** The importance of remaining agile and continuously adapting to remain relevant is imperative to stakeholders and students. UPEI can stay ahead of the curve by actively monitoring trends and driving innovation to improve its ability to face challenges.
- 7. Collaboration and Communication:** Strategic communication will build trust by being transparent, accountable and acting with integrity. Both internal and external groups are looking for clear communication from UPEI, which will further improve collaboration and mutual success.



## Ongoing Consultations

Workshops will be held with the Board of Governors, Steering Committee, and Senior Executive Team later in January. These workshops will take participants through a series of guided activities and questions to obtain the required information to build and develop the strategic plan which will provide direction and support a shared vision for the next five (5) years.

The online questionnaire remains open to allow the opportunity for input from anyone who is unable to attend scheduled sessions.

## Plan Framework: Components in Development

As the consultation phase concludes at the end of January, the next phase of the strategic planning project, *building the plan*, will begin. The vision, core values, priorities, measures, goals, and risks will be identified, developed and defined, by The Chapman Group, with the gathered data incorporated into each element. The draft plan will be populated in the first three weeks in February.

As we progress to building the strategic plan, the framework components being developed include:

- President's Message
- The Purpose of the Strategic Plan
- History
- Strategic Plan Development Process
- Mission, Vision, and Values
- Accomplishments
- Environmental Scan
- Risks and Mitigation
- Stakeholder Engagement and Feedback
- Strategic Priorities
- Performance Targets and Scorecard
- Strategic Operational Plan
- Implementation and Change Plan
- Appendices

## Next Steps

In collaboration with UPEI, a high-level draft framework (including mission, vision, values, and strategic priorities) will be shared online with the UPEI community following the Feb 6<sup>th</sup> Board of Governors meeting. The draft framework will also inform the focus of guest speaker Jessica Riddell's engagement on Feb 10<sup>th</sup> as she discusses the state of higher learning and using strategic priorities to build hope and belonging within a flourishing institution.

Strategic Plan progress measures will be developed with the Senior Executive team to ensure alignment with resourcing, implementation, communication, accountability, and transparency. The key to successfully implementing the strategic plan will be involvement of the Executive Team in establishing a process to align and integrate the strategic plan into institutional change management.

The strategic plan will be validated through information updates with Senate (Feb 14, Mar 14, Apr 11) and through review and guidance of the Board of Governors (Feb 6, Mar 25). The five-year strategic plan will be submitted for approval within the May 27 Board of Governors meeting cycle.

