



**Agenda of the Open Session of the Board of Governors of
Tuesday, October 6, 2026, from 4:00pm to 7:00pm at
Alumni Hall, Room 102 and Via Teams**

#	Title	Lead/Support	Action	Time
1.	CLOSED SESSION			4:00
2.	Call to Order and Land Acknowledgement Communication of decisions taken in Closed Session	M. A. McMahon	Procedure	4:20
3.	Declaration of Conflict of Interest	M. A. McMahon	Procedure	4:22
4.	Consent Agenda (See items to be approved and received under consent at the bottom of the agenda)	M. A. McMahon	Approval	4:23
5.	UPEI Action Plan Audit Report	W. Rodgers / T. Ferguson, Deloitte	Information	4:24
6.	Audited Consolidated Financial Statements for the Fiscal Year Ending April 30, 2025 <i>MOTION: That the Audited Consolidated Financial Statements for the Fiscal Year ending April 30, 2026, be approved.</i>	A. MacBeath	Approval	4:54
	BREAK	-	-	5:30
7.	Chair's Report	M. A. McMahon	Information	5:50
8.	President's Report	W. Rodgers	Information	6:00
9.	Student Perspective Update	A. Montesdeoca	Information	6:10
10.	Senate Report to the Board	K. Martin	Information	6:20
11.	Policy on the Selection of the Chair and Vice Chairs of the Board of Governors <i>MOTION: That modifications to the Policy on the Selection of the Chair and Vice Chairs of the Board of Governors be approved.</i>	B. Thompson	Approval	6:25
12.	General By-Laws of the Board of Governors	B. Thompson	Approval	6:30

	<i>MOTION: That modifications to the General By-Laws of the Board of Governors be approved.</i>			
13.	In-Camera Session <i>MOTION: That the Board move to an in-camera session.</i> <i>MOTION: That the Board move to an open session.</i>	M. A. McMahon	Procedure	6:35
14.	Adjournment	M. A. McMahon	Procedure	7:00
-	Consent Agenda APPROVED UNDER CONSENT a) October 6, 2026, Open Session Agenda b) May 26, 2026, Minutes of Open Session c) Sept. 4, 2026, Record of Decision d) Annual Report of the Board e) Annual Reports of the Standing Committees: i. Campus Culture Oversight Committee ii. Property and Environmental Sustainability Committee iii. Development, Fundraising and External Relations Committee iv. Human Resources Committee v. Finance, Audit and Risk Committee vi. Governance, Nominating and Appeals Committee vii. Executive Committee f) FARC Terms of Reference g) Board of Trustee Appointment RECEIVED UNDER CONSENT h) Quarterly reports of the Standing Committees: i. Governance, Nominating and Appeals Committee ii. Campus Culture Oversight Committee iii. Human Resources Committee iv. Executive Committee	M. A. McMahon	Approval	-

	v. Development, Fundraising and External Relations Committee vi. Property and Environmental Sustainability Committee vii. Finance, Audit and Risk Committee Other documents received for information i) Role Descriptions: Board Chair, Vice-Chair, Standing Committee Chair, and Board Member j) Board Performance Assessment Results k) Fair Treatment Annual Report l) HR Committee 2026-2027 Workplan			
--	---	--	--	--

Transmitted on Sept. 17, 2026

**Pascal Robichaud,
University Secretary**

Reminders:

- Next meeting of the Board on December 1, 2026.

Amy Montesdeoca - Student Perspective Report for the UPEI Board of Governors

September 22nd, 2026

Tuition, Financial Support & Affordability

Student feedback regarding academic fees and university aid reflects ongoing gratitude for emergency relief balanced against significant concern over long-term affordability.

The Emergency International Student Bursary provides meaningful assistance in urgent situations. Administered by the Scholarships, Awards, and Financial Aid Office, the fund provides up to \$2,000 applied directly to a student's account. To qualify, applicants must be continuing international students who can demonstrate unexpected and unavoidable financial crises (such as the loss of primary financial sponsors, family emergencies, or natural disasters) while showing ongoing efforts to service their account.

International students voice growing apprehension regarding ongoing federal IRCC policy changes and potential further reductions to study permit caps. There is widespread concern that institutions will look to make up for declining international student numbers by increasing tuition and mandatory fees on the remaining student body, effectively placing the institutional revenue deficit on those already enrolled.

Students have highlighted the effectiveness of targeted awards within specific academic units, such as the McDougall Faculty of Business. Many are calling for similar faculty-specific initiatives and endowment programs across Arts, Science, Nursing, and other faculties to broaden access to aid.

UPEI's current tuition payment channels include online or telephone banking, international wire transfers via Convera GlobalPay, in-person cheques or bank drafts, and online credit card payments through PayPath (which incur a non-refundable 2.5% convenience fee). UPEI does not currently provide an official, interest-free monthly installment plan; semester fees must be paid in full by the designated term deadline or face a 9% annual interest charge and late penalties. Domestic out-of-province students report feeling especially overlooked by regional funding models, and many students lack access to large lines of credit or high credit card limits. As a result, there is a strong call for UPEI to introduce a formal, structured monthly installment payment option spread across the academic year to ease cash-flow pressure.

Parking & Campus Mobility

Campus parking creates concerns among students. The recent loss of overflow parking privileges following incidents at the adjacent Farmers' Market grounds has left students with no practical alternatives, making campus permits the only viable option.

Students interpret rising parking pass prices as an added financial barrier rather than an investment in service. A key source of dissatisfaction is the lack of visible return; drivers are questioning whether higher permit rates will lead to measurable improvements, such as better winter maintenance, expanded space availability, enhanced security lighting, or transit initiatives, or if they simply represent an additional expense without meaningful value.

Amy Montesdeoca - Student Perspective Report for the UPEI Board of Governors

September 22nd, 2026

Campus Residence & Off- Campus Housing

Student attitudes toward on-campus housing have grown increasingly cautious following consistent rate increases in recent years. Many students now view residence as a costly option compared to private off-campus rentals across from campus, especially when factoring in residence restrictions.

While vacancies in the broader Charlottetown rental market have become somewhat easier to locate, geographical realities introduce a new obstacle. Affordable units are typically located farther away from the university core. Gaps in municipal public transit frequency and routing make commuting difficult for students without vehicles, forcing many to trade lower living costs for time-consuming transit hurdles.

Academic Resources & Course Materials

Educational costs remain a substantial challenge for academic progression. Course materials routinely run between \$100 and \$200 per class. Students note that physical textbooks are frequently bundled with digital access keys that expire after a six-month duration, preventing students from reselling their textbooks, buying second-hand copies, or retaining reference materials for upper-year coursework. This model is widely viewed as paying an unavoidable fee just to complete required coursework.

In contrast, students expressed appreciation for faculty members who adopt Open Educational Resources (OER), share accessible slide decks and digital reading files, and present curriculum material in an approachable, engaging, and cost-conscious way.

Students continue to request transparent updates regarding the timeline for the reopened library. Key inquiries focus on building operating hours, extended study access during midterms and final exams, student employment opportunities, accessible facilities, and study resources.

Community Life, Orientation & Leadership Presence

Welcome Week generated substantial positive momentum across campus, maintaining high engagement despite rainy and unfavourable weather conditions during move-in days.

New students, returning cohorts, and moving families praised the visibly united environment demonstrated across faculties and departments during move-in. The presence of staff and volunteers across every building ensured that support was readily available to everyone.

Information points like the "ASK ME" booths stationed at high-traffic intersections offered immediate operational guidance. The student-athlete "Start with HELLO" initiative was particularly successful in dismantling social hesitation, creating an approachable and inclusive atmosphere where newcomers felt comfortable connecting and building community.

Students appreciated seeing executive leaders active on campus, notably Dr. Wendy Rodgers and Dr.

Donna Hardy-Cox at events such as the President's Welcome BBQ. The recurring Coffee Chats with Dr. Rodgers continue to receive positive marks as transparent forums for executive dialogue, though students consistently request that some sessions be held later in the day to facilitate attendance.

Senate Report to the Board of Governors

Senate Meeting Date: September 25, 2026

Overview

Senate held its first meeting of the 2026-27 academic year on September 25, 2026. Key discussions focused on the Year Two Action Plan Audit, development of institutional Key Performance Indicators (KPIs), enrolment trends, governance matters, curricular approvals, approval of conferment of degrees, and updates from senior administration.

Year Two Action Plan Audit

Senate received a presentation from Trevor Ferguson of Deloitte regarding the Year Two Action Plan Audit covering the period ending April 30, 2026. The audit resulted in a qualified opinion, primarily due the fact that the Harassment Policy and Sexual Violence Policy that are meant to replace the *Fair Treatment Policy* have not yet been implemented. The audit identified four criteria as not met and fifteen as partially met; however, Deloitte emphasized the significant progress achieved and numerous positive developments across the Action Plan. Discussion focused on the implications of the qualified opinion, policy implementation timelines, audit methodology, and the weighting of audit criteria. The audit report was received for information and will also be presented to the Board of Governors.

Institutional Key Performance Indicators (KPIs)

Jane Ngobia and Kate Richard presented proposed institutional KPI frameworks aligned with both the Strategic Plan and the Action Plan. The framework is intended to measure institutional impact and cultural change rather than simply tracking completion of activities. Ten KPI categories were identified, including student success, governance and leadership, inclusion and belonging, research impact, sustainability, and reputation. Senate discussion highlighted the importance of metric selection, benchmarking, data governance, and enhanced institutional reporting capacity.

Senate Elections

Kim Mears was acclaimed as Vice-Chair of the Senate for a three-year term with immediate effect. No nominations were received for the Senate representative position on the Board of Governors, and the vacancy will be brought forward again at the October meeting of the Senate.

Senior Administration Updates

President's Report

President Rodgers reported on successful Spring Convocation ceremonies, ongoing campus infrastructure projects, recruitment and retention initiatives, alumni engagement activities, and emerging industry partnership opportunities. The President also noted the continuing impact of federal international student policy changes on enrolment and the efforts of Atlantic universities to address those challenges.

Interim Vice-President Academic and Research Report

Paula Wood-Adams highlighted priorities related to strategic enrolment management, student recruitment and retention, Welcome Week initiatives, development of a virtual campus tour, and review of NSSE¹ results. Senate was informed that enrolment had declined by 5.5%, representing approximately 300 fewer students and 1,275 fewer course registrations compared with the previous year. NSSE results demonstrated strengths in student engagement and student service interactions, while identifying opportunities for improvement in academic advising, undergraduate research opportunities, and faculty feedback practices.

Vice-President People and Culture Update

Jane Ngobia reported the ratification of collective agreements with CUPE 501, CUPE 1870, and IBEW. Updates were also provided regarding ongoing bargaining activities, reporting to the *Standing Committee on Education and Economic Growth* of the Legislature of PEI, and confirmation that no new non-disclosure agreements related to harassment and discrimination matters have been entered into since December 2021.

Review of the Processes and Procedures of the Senate

Senate is implementing guiding principles for a comprehensive review of the *Processes and Procedures of the Senate*, including committee structures, mandates, composition, and overall governance effectiveness. A detailed proposal of process and timeline will be brought forward at future meetings.

Academic and Curriculum Matters

Senate approved several curriculum and academic calendar amendments from the Faculty of Education, Faculty of Science, Atlantic Veterinary College, and the Registrar's Office.

¹ National Survey of Student Engagement.

Senate also approved, in principle, seeking MPHEC approval to rename the Bachelor of Education (Français langue seconde) program to Bachelor of Education (Français).

A notice of intent was received regarding the future discontinuation of the Executive Master of Business Administration (EMBA) due to sustained inactivity and declining demand.

Smart Glasses

An advance question was received regarding the potential need for a policy governing the use of smart glasses in classrooms and labs. A response was provided in the meeting materials, and the matter has been referred to the APCC (Academic Planning and Curriculum Committee) for further consideration as an academic issue. The issue was identified as an emerging concern raised through the academic community and will be considered through the appropriate academic review processes before returning with recommendations as required.

Faculty of Medicine Update

Dean Preston Smith reported on the successful White Coat Ceremony for the second cohort of medical students, continued collaboration with Memorial University, progress toward accreditation planning, and extensive provincial consultations supporting the development of the future Faculty of Medicine.

Academic Units

The Senate received and agreed a timeline for the coming work of the *Ad Hoc Committee on a Policy on Academic units*, whose work aims to equip the University with regulated Faculty Councils and determine the criteria to underpin the Senate's recommendation to the Board for the creation, merger and closing of academic units.

Conferment of degrees

The Senate approved the conferment of degrees to 154 graduands at the main UPEI campus and 5 from the Cairo campus.

Purpose: DECISION

Subject: Modification to the term of office of the Chair of the Board

Prepared by: Brian Thompson, Chair of GNAC

Prepared for: Board of Governors

Date: October 6, 2026

ACTION

Modification of the By-Laws of the Board to make the terms of office of the Chair of the Board a three-year term instead of a one-year term.

BACKGROUND

Section 12 of the University Act provides that the Board will elect from among its members a Chair and Vice Chair. In response to the Governance review, by-Laws of the Board were enacted in February 2025. Section 7.2 of the By-Laws stipulates that “*The Board will develop and publish a process to elect annually a Chair and at least one, and normally two Vice-Chairs from among the External Board Members.*” Following the enactment of the By-Laws, the Board proceeded to enact, in May 2025, a *Policy Governing the Selection and Appointment of the Chair and Vice Chairs of the Board*¹. That policy outlines the process for the renewal or selection of the Chair of the Board; a process that was implemented for the first time in the Fall of 2025. As the process provides that there be a period of transition and shadowing (including participation in meetings of the Executive Committee) before the start of the term of a new Chair and to align with the meeting schedule of the Board and GNAC, the process must start early in the Fall and conclude at the December meeting of the Board, giving the incoming Chair time to attend at least two meetings of the Executive Committee before assuming the role. This means that a new Chair starting their term on June 1, will not have chaired a single regular meeting of the Board before they are asked to renew their term and before members are asked to assess their performance. A quick glance at the terms of office of the Chairs of the Board at other universities reveals very few that have a one-year term. Most have terms ranging from 2 years (Trent), 3 years (York), to 4 years (Queen’s), with some universities providing some flexibility to the Governance Committee to shorten the terms if need be.

The determination of the best length of term for the Chair becomes a question of balance between the need to avoid perpetual chairs who may lose perspective and become entrenched in their role, on the one side, with the need for a degree of stability and to

¹ https://files.upei.ca/policy/selection_of_the_chair_and_vice_chairs_of_the_board_policy.pdf

allow the holder of office to reasonably demonstrate their abilities before being assessed and considered for renewal, on the other.

Extending the term of office to three years would ensure that Governors have seen their Chair in action for a bit more than a year before being asked to evaluate their performance and determine whether they should be granted a further term.

The same logic extends to the positions of First Vice Chair and Second Vice Chair.

In order to respect the will of the Board to limit the tenure in office of the Chair and Vice Chairs to five years, the Policy can be amended to indicate that the inaugural terms of the Chair and Vice Chairs will be for three years, with succeeding terms being for one or two years, with a total time of office of no more than five years.

If the committee agrees with the recommendations below, the process for the renewal of the term of the Chair and Vice Chair will be in abeyance till the Board has decided. If the Board rejects the recommendation, a compressed process will be launched after the October 6 meeting of the Board. That compressed process, if needed, may require a special meeting of the Committee before the December 1 meeting of the Board.

RECOMMENDATION

MOTION 1: That Section 7.2 of the By-laws be amended by replacing the word “annually” by “biannually” so that the section would read:

“The Board will develop and publish a process to elect triennially a Chair and at least one, and normally two Vice-Chairs from among the External Board Members.”

MOTION 2: That section 5.2.1 of the *Policy Governing the Selection and Appointment of the Chair and Vice Chairs of the Board* be amended to reflect a three-year term for the Chair and Vice Chair of the Board and read as follows:

5.2.1 Term of office

5.1.1 *The term of office of the Chair of the Board is three years starting on June 30 and ending the following May 31.*

5.2.1 *The Board will elect the Chair and Vice Chairs of the Board to an inaugural term of three years, with the option to renew that term for one-or-two-year terms with a tenure of no more than five (5) years. No person can serve as Chair or Vice Chair of the Board for more than five (5) years during their lifetime.*

Table of proposed modifications

Current policy	Modification	Proposed Policy
By-laws, s. 7.2 : <i>The Board will develop and publish a process to elect annually a Chair and at least one, and normally two Vice-Chairs from among the External Board Members.</i>	Replace “annually” with “triennially”.	<i>By-laws, s. 7.2: The Board will develop and publish a process to elect <u>triennially</u> a Chair and at least one, and normally two Vice-Chairs from among the External Board Members.</i>
Policy, s. 5.2.1: 5.1.1 The term of office of the Chair of the Board is one year starting on June 30 and ending the following May 31. 5.2.1 The Board will elect the Chair and Vice Chairs of the Board to an inaugural term, with the option to renew that term up to four times with a tenure of no more than five (5) years. No person can serve as Chair or Vice Chair of the Board for more than five (5) years during their lifetime.	s. 5.1.1: replace “one year” by “three years”, remove “the following” before “May 31” and add “three years hence.” s. 5.2.1: add after the first word “term” in the first sentence “of two years” and replace “up to four times” with “for one or two terms.”	Policy, s.5.1.1: The term of office of the Chair of the Board is <u>three years</u> starting on June 30 and ending May 31 <u>three years hence</u>. s. 5.2.1: The Board will elect the Chair and Vice Chairs of the Board to an inaugural term <u>of three years</u>, with the option to renew that term for <u>one-or two-year terms</u> with a tenure of no more than five (5) years. No person can serve as Chair or Vice Chair of the Board for more than five (5) years during their lifetime.

Purpose: DECISION

Subject: Modification to the General By-Laws of the Board of Governors

Prepared by: Brian Thompson, Chair of GNAC

Prepared for: Board of Governors

Date: October 6, 2026

ACTION

Update the UPEI Board of Governors By-law to ensure consistency regarding students as members of the Board.

BACKGROUND

On March 31, 2025, the Board of Governors updated the Board By-laws to allow UPEISU members to be UPEI Board members, reversing the previous decision to exclude UPEISU members from the Board.

Upon review of the By-laws, it was noted that the definition of “student” needs to be updated to reflect this change by removing the second paragraph:

“EFFECTIVE AS OF SEPTEMBER 1ST, 2026 the foregoing definition of Student is replaced with the following: “Student” means a student who is registered throughout the academic year as a full-time student in good standing in accordance with the academic regulations of the University and excludes a student who serves in a leadership role with a university student association.”

A transitional provision under Section 5.5 also needs to be updated by removing “EFFECTIVE AS OF SEPTEMBER 1ST, 2026” at the beginning of the paragraph, since that date is now passed.

RECOMMENDATIONS

That the Committee recommends to the Board of Governors the following modifications to the General By-Laws:

- The removal second paragraph in Definition of students, and
- The removal of the words “EFFECTIVE AS OF SEPTEMBER 1ST, 2026” from section 5.5.

Current B-Laws	Modification	Proposed By-Laws
----------------	--------------	------------------

Definitions: "Student" means a student who is registered throughout the academic year as a full-time student in good standing in accordance with the academic regulations of the University. "EFFECTIVE AS OF SEPTEMBER 1ST, 2026 the foregoing definition of Student is replaced with the following: "Student" means a student who is registered throughout the academic year as a full-time student in good standing in accordance with the academic regulations of the University and excludes a student who serves in a leadership role with a university student association."	Remove the second paragraph.	Definitions: "Student" means a student who is registered throughout the academic year as a full-time student in good standing in accordance with the academic regulations of the University.
Section 5.5 EFFECTIVE AS OF SEPTEMBER 1ST, 2026: While at all times keeping in mind their duty to act in the best interests of the University, a Student Board Member or a Board Member whose partner or relative is a Student, may take part in discussions and vote on all matters relating generally to the operations of the University, except for those	Remove "EFFECTIVE AS OF SEPTEMBER1ST, 2026."	While at all times keeping in mind their duty to act in the best interests of the University, a Student Board Member or a Board Member whose partner or relative is a Student, may take part in discussions and vote on all matters relating generally to the operations of the University, except for those matters which deal with the circumstances of the particular Student as an

matters which deal with the circumstances of the particular Student as an isolated issue, separate and apart from consideration of the other Students of the University.		isolated issue, separate and apart from consideration of the other Students of the University
--	--	---



**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS' MEETING
Tuesday, May 26, 2026
Alumni Hall, Room 102 and Via Teams
4:17 pm**

DRAFT OPEN MINUTES

- Members Present:** Shannon MacDonald (Chair); Wendy Rodgers (President); Hon. Diane Griffin; Alex MacBeath; Geraldine Johnston; Don MacKenzie; Pam Montgomery; Brian Thompson; Mary Anne McMahon; Karen Creighan; Gary Evans; Lynn Ellsworth; Brian Affouan; William Montelpare; Richard Raiswell; Kate VanGerven; Kathy Martin; Alissa Sonomura Cyrino; and Amy Montesdeoca Castro, Clare Cole
- Regrets:** Kevin Magee; Ajay Sahajpal; Alexander (Sandy) MacDonald, Chad Mann, John McIntyre
- Secretary:** Pascal Robichaud, University Secretary, Kim Porter, Assistant the University Secretary.
- Staff Present:** Tim Walker, Vice-President, Administration and Finance; Donna Hardy Cox, Interim Vice-President, Academic and Research; Jane Ngobia, Vice-President People and Culture, Pam Trainor, Chief of Staff to the President.

1. Call to Order, Welcome and Land Acknowledgement

Chair, S. MacDonald called the meeting to order at 4:17 pm and acknowledged the land.

The Chair offers heartfelt appreciation for the committees, who have done the heavy lifting to ensure that the meeting of the Board will proceed smoothly and offers thanks to all members for their continues engagement.

Chair MacDonald welcomes to the Board two new student members, Amy Montesdeoca Castro, President of the UPEISU and Allisa Cyrino, Vice President External of the UPEISU.

The Board joins the Chair in acknowledging the contribution to the University of members whose term are coming to an end; Geraldine Johnston, Bill Montelpare, Lynn Elsworth and Katerie Coade, as well as Sandy MacDonald, who is retiring from his role a President of Holland College.

The Chair congratulates Kate VanGerven and Brian Affouan, who have been reappointed to the Board by the Alumni Association.

The Chair reports decisions taken on closed session:

- The appointment of Alan Duncan to the Board of Governors for a three-year term starting June 1, 2026.
- The appointment of Amy Christina Montesdeoca Castro to the Campus Culture Oversight Committee, the Development, Fundraising and External Relations Committee and the Property and Environmental Sustainability Committee.
- The appointment of Alissa Cyrino to the *Development, Fundraising and External Relations Committee* and the *Governance, Nominating and Appeals Committee*.
- The ratification of a new Collective Agreement with CUPE 1870

2. Declaration of Conflict of Interest

No conflict was declared.

3. Consent Agenda

There being no request for an item of business to be moved from the Consent Agenda to the Deliberative Agenda, the following are approved or received under consent: the agenda of the open session of May 26, 2026, the minutes of the open session of March 31, 2026, the Annual Workplan of the Board for 2026 – 2027, the Annual Report on Forced and Child Labour, quarterly reports from committees, the annual workplans of committees, the Schedule of meetings of the Board and Committees for 2026 to 2029, the Board's Annual Training Plan, the Board Assessment Tool, and the Annual Report on Attendance.

4. Chair's Report

This being her last meeting as Chair of the Board, Chair MacDonald reflects on the experiences of the last 9 years, noting the progress made and resilience of the University in difficult times. She indicates feeling good passing the torch to Mary Anne McMahon, knowing that the Board and the University will be in good hands. Mary Anne's engagement on the Board and on the Senate has positioned her well for the new role ahead.

Looking back to the start of her term as Chair of the Board some three years ago, she refers to the four pillars of work she had set for herself in that role. Those were:

- (1) Revise the governance structure.
- (2) Install new executive leadership.
- (3) Strengthen EDI
- (4) Rebuild stakeholder trust

As per the revision of the governance structure, she notes that there were only six members of the Board at the time, as she took over in a time of crisis. Nevertheless, members agreed to take on the work of governance reform. She notes with pride the newfound strength in Governance around the Board's meeting room table and a sense that there is a strong foundation of a healthy governance function at the University.

When she took over the role of Chair, all but one of the senior leaders of the University were in acting roles. The University's leadership needed to be rebuilt. The Board chose to break some norms in seeking a new President of the University and it work out well. This bold new way of renewing leadership transcended the position of President as it extended to other leadership roles. The University now has a strong leadership team that breeds confidence.

To undue culture of the time, forced implementation of processes and procedures in support of Equity, Diversity and Inclusion. The commitment to keep that function and ensure that people feel they belong is an important piece of work.

All throughout our challenges, the community has rallied around the University. The Board reached out and consulted with a myriad of members of the community. As a result, our processes have become conciliatory as we pause and redirect when the concerted voices of the community tell us so.

She notes that the Board can impact on an organizational culture, as it is not faceless, but a group of compassionate people that have improved inclusion. We know what is important to us and we speak up for it. Although there can still be disagreement within the University Community, we are now at healthy tensions about the normal business of the University.

She thanks everyone for getting the University to this better place.

Members speak to Chair MacDonald's steady hand in difficult times and thank her for her contribution to the University.

5. President's Report

President Rodgers spoke to the results of Management's work since the last meeting of the Board, with emphasis on:

- successful launch and execution of UPEI's 2025–2030 Strategic Plan,
- fostering of a positive, respectful, and inclusive campus culture,
- strengthening and expansion UPEI's visibility and reputation,
- ongoing implementation of UPEI's Action Plan in response to the 2023 Rubin Thomlinson Review,
- building a high-performing University leadership team,
- advancement of UPEI's academic and research priorities
- accelerated philanthropic growth,
- Enhance financial sustainability.

Following Chair MacDonald's remarks regarding the process to select a President of the University, which was close to two years ago, she confirms that it was a different kind of search and that the model was extended to the other roles. The Chair of the Board was persuasive and friendly through the process and offered support during the entire transition.

President Rodgers points to her written report, provided to members with meeting materials, indicating that it aligns with the President's Goals as agreed by the Board. No all the initiatives are covered, as there is much that goes on at the University.

Chair MacDonald thanks President Rodgers for successfully wrapping up another academic year.

6. Action Plan – Year 2 Progress Report

Chair MacDonald stresses that the Action Plan is was an important reaction to the Rubin Tomlison Report and much good work has been done in delivering on the Plan.

President Rodgers and Kate Richard presented the outline of progress made against Year 2 of implementation of the Action Plan, noting that the University is currently in Year 3 of the Plan, as Year 2 ended April 30, 2026.

K. Richard informs the Board that 80% of activities planned for Year 2 are complete. Thos that remain are either partially completed, carried over to Year 3 or have been affected by revisions to the Action Plan approved by the Board.

Of those activities partially completed (3%), there is some training for the Board that is partially carried forward. There is also some training for hiring committees and sexual violence courses to be made mandatory for faculty and staff, yet to be completed. The delivery of sexual violence courses to staff has progressed, but there is not yet agreement to deliver training to faculty.

Some 14% of activities was impacted by the revisions to the Action Plan. Those revisions were made to better reflect timelines and alignment with resource capacity. 24 of the 29 activities affected are related to the policies to replace the Fair Treatment Policy. The rest relate to the Employee Exist Survey, which will be delivered on a different timeline.

The President notes that the activities that are implemented under the Action Plan are being folded into ongoing work as they become part of the University's steady state.

7. Student Perspective Update

Amy Montesdeoca Castro presented the Student Perspective Update emphasizing the growing concern among students over the recent rise in tuition fees, especially in the context or fast approaching collective negotiations and the potential of a labour disruption.

International students, who note the reduction in enrolment, wonder what the university will do for students who remain.

She stressed the importance of the summer session for international students who opt for summer courses as international fees do not apply to that session. She notes barriers to access to courses due to limited availability of both in-person and online options, which creates significant bottlenecks, often delaying graduation.

Some students wonder what work they will have in the province after graduation, as many end up leaving the province.

The lack of affordable housing in Charlottetown is also mentioned as a challenge for students.

She stated that students are very appreciative of the renovations to the Robertson Library and noted that student feedback was considered in the planning of the renovations, noting that the library is more than a study hub.

8. Senate Report to the Board

M. A. McMahon presented her report on the activities of the Senate since the last meeting of the Board. A written report was provided as part of the meeting materials.

Last meeting of Senate in May is focused on the conferment of degrees; which is always a good experience as it lands with joy. The May meeting of Senate was her last, as she will be taking over the role of Chair of the Board on June 1. She notes that it has been a wonderful educational experience on the academic business of the University.

9. Policy on Non-Audit Services

The Chair of the *Governance, Nominating and Appeals Committee*, along with the Chair of the *Finance, Audit and Risk Committee*, present a proposed policy regulating the non-audit activities on External Auditors of the University and protecting the independence of External Auditors while providing non-audit services to the University. The proposed Policy and an accompanying briefing note were provided in the meeting materials.

The Policy was reviewed by both committees and is recommended for approval without reservations.

Vice President Walker, responding to a question, clarifies that Non-Audit Services may include such services as assessment of debt, the preparation of notes for audits, compliance statements, etc. and that there is a need to clarify to what extent can External Auditors provide non-audit services without compromising their capacity to independently audit the University.

MOTION: MOVED by Brian Thompson and SECONDED by Bill Montelpare, that the Policy on Non-Audit Services be approved. CARRIED.

What is a non-audit action: Notes for our audit, assessing our debt, compliance statements. Etc.

10. Modification to the process to establish Scholarships

The Chair of the *Governance, Nominating and Appeals Committee* presents a modification to the Terms of Reference of the *Development, Fundraising and External Relations Committee* and a concordant modification to the *Gift Acceptance Policy* regarding the role of the Board in the establishment of scholarships. The proposed modifications have been reviewed and recommended by the *Development, Fundraising and External Relations Committee* and were provided to members in the meeting materials. The modifications aim to better align the process of establishing a scholarship with the Act by ensuring that the creation of scholarships rests with the Board and its committee, which will act on a recommendation from the Senate.

MOTION: MOVED by Brian Thompson and SECONDED by Pam Montgomery, that the Terms of Reference of the Development, Fundraising and External Relations Committee and the Gift Acceptance Policy be amended. CARRIED.

11. In-Camera Session

MOTION: MOVED by Bill Montelpare and SECONDED by Diane Griffin that the Board move to an in-camera session. CARRIED.

MOTION: MOVED by Brian Thompson and SECONDED by Mary Anne McMahon that the Board move to an open session. CARRIED.

12. Adjournment

There being no further business; the Chair declares the meeting adjourned at 6pm.



**UPEI BOARD OF GOVERNORS
September 4, 2026
Record of Electronic Vote**

On September 2, 2026, the Chair of the *Board of Governors* authorized an electronic consultation to approve the following:

- That Lewis Creed be appointed a member of the Property and Environmental Sustainability Committee and the Governance, Nominating and Appeals Committee with immediate effect.
- The Levannia Lildhar be appointed as the graduate student member of the Campus Culture Oversight Committee with immediate effect.
- That Richard Raiswell be granted a medical leave of absence from the Board of Governors and the Governance, Nominating and Appeals Committee till December 31, 2026, and that the Secretary of the Board be authorized to proceed to the election of a temporary replacement from the eligible teaching staff of the University.
- That Kathy Martin be appointed the Governor on the Senate of the University with immediate effect.

The University Secretary conducted the consultation and, on September 4, 2026, reported to the Chair that a majority of members have responded in the positive and that the motion put to the Board had, therefore, carried.

This decision, along with accompanying documentation received by the Board in support of its decision, is reported to the October 6., 2026, meeting of the Board and is recorded in the minutes of that meeting.

Pascal Robichaud,
University Secretary



ANNUAL REPORT TO THE BOARD OF GOVERNORS CAMPUS CULTURE OVERSIGHT COMMITTEE

October 6, 2026

Period Covered: June 1, 2025 – May 31, 2026

Committee Chair: Mary Anne McMahon and Carolyn Simpson (till August 12, 2025)

Committee Members:

Carolyn Simpson
Mary Anne McMahon
John McIntyre
Ajay Sahajpal
William Montel pare
Wendy Rodgers
Amy Montesdeoca Castro (as of May 2026)

Mandate

The Campus Culture Oversight Committee assists 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.

Meetings

The Committee held four regularly scheduled meetings on:

- September 9, 2025
- November 4, 2025
- March 3, 2026
- April 28, 2026

One e-vote was conducted to address time sensitive items.

Highlights

In 2025 – 2026, the Committee received the Audit Report of Years 0 and 1 of the implementations of the Action Plan, noting that of the 68 activities planned for those years, 55 we met, 7 were partially met, 1 was not met and 5 were not tested. The activities that were not tested related to the implementation of policies to replace the *Fair Treatment Policy* as the *Harassment and Discrimination Policy* and the *Sexual Violence Policy* were not yet approved. The Policies have since been reviewed by the Committee prior to the recommendation by the Governance, Nominating and Appeals Committee that they be endorsed by the Board.

Following the Audit, the Committee noted the recommended need to adjust the Action Plan. It received and recommended to the Board a revised Action Plan.

The Committee continued to receive detailed activity status reports on the implementation of the Action Plan throughout the year, as well as regular reports from workplace culture and the student experience at the University from the Vice President People and Culture and the Vice President Academic and Research.

A detailed list of Committee activities is included below.

Committee Activities

1. Oversight of the Action Plan

- Reviewed Audit Report for Years 0 and 1 of Implementation of the Action Plans.
- Reviewed the Action Plan and recommended revisions.
- Reviewed the Action Plan for Year 2.
- Received an update on Year 2 progress.

2. Organizational Culture and Employee Engagement

- Received updates on the status of the Employee Engagement Survey and reviewed results of the survey

3. Equity, Diversity and Inclusion

- Reviewed the work of the Equity, Diversity, and Inclusion in the Post-Secondary Research System Expert Panel on EDI Practices for Impactful Change
- Received and approved the Annual Report of the Sexual Violence Prevention and Response Office.

4. Student Experience and Wellbeing

- Received an update on Initiatives to Measure/Improve Student Experience and Wellbeing

5. Governance

- Approved the Committee Workplan for 2026 - 2027
- Reviewed the Committee Terms of Reference
- Reviewed Governance Review recommendations relating to the Committee's mandate.

Reporting to the Board

The Committee provided written updates at each Board meeting as appended.

REPORT TO THE BOARD OF GOVERNORS¹

On the meeting of the
Campus Culture Oversight Committee

Held on September 9, 2025

The Campus Culture Oversight Committee met on September 9, 2025

During this meeting, the Committee:

- Approved its Annual Report for 2024 – 2025
- Approved its Annual Workplan for 2025 – 2026
- Reviewed the Harassment and Discrimination Policy

Annual Report

The Committee approved its annual report for 2024 – 2025, highlighting key activities and decisions taken during the year. The Annual report is provided to the Board for information.

Annual Workplan

The Committee reviewed the draft annual workplan and decided to wait till the appointment of a new Chair to finalize it.

Policy on Harassment and Discrimination

President Rodgers presented the Policy on Harassment and Discrimination and the process for its development. The Committee expressed satisfaction with the consultative process for the drafting of the Policy and noted the importance of such a frame to protect members of the University Community from a recurrence of past unfortunate events.

¹ Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

REPORT TO THE BOARD OF GOVERNORS²

On the meeting of the

Campus Culture Oversight Committee

Held on November 4, 2025

The Campus Culture Oversight Committee met on November 4, 2025. During this meeting, the Committee:

- Approved its Annual Workplan for 2025 – 2026
- Received an update on the implementation of the Action Plan
- Received an oral report on Workplace Culture
- Received an update on the implementation of the Governance Review

Action Plan Update

The Committee received an update on the implementation of the Action Plan, noting that Year 2 is well underway with 12% of activities completed, 32% in progress, 12% ongoing, and 44% yet to start. The pending approval of the Harassment and Discrimination and Sexual Violence Policies has kept some items from starting. The Committee noted that the Audit Report of Years 0 and 1 has been published and socialized within the University Community. The audit criteria for Year 2 are being developed.

Workplace Culture

The Committee received an oral report from the Vice President People and Culture on activities undertaken to improve workplace culture at UPEI. Engagement with the Community has been at the heart of activities, with President's Cafés, Rise and Shine Meetings and Town Halls. The Vice Presidents listening tour has led to 38 meetings with hundreds of members of the Community met. As the Action Plan stressed the need to enhance the capacity of upper and middle management to create a safe work environment, new leadership sessions and groups have been struck and discussions started around the flow of communications and the construction of a better workplace culture.

Outstanding Committee Governance Review Activities

The Committee received an update on the implementation of the Governance Review with a focus on those items that intersect with the Committee's Terms of Reference.

² Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

Annual Workplan 2025 – 2026

The Committee approved its workplan for 2025–2026. As the Committee was without a permanent Chair at its last meeting, it chose to defer the approval of its plan to the November meeting. The Committee’s workplan is provided to the Board for information.

Open Session Report

Campus Culture Oversight Committee

March 31, 2026

Action Plan Update and revisions

The Committee reviewed the progress up to date against the Action Plan with the presentation of a detailed report on Implementation Activities. It was noted that the University is generally on schedule to meet its goals under the plan, but that the plan is quite ambitious and may need some revision to better align with the University's capacity to deliver. The report highlighted progress with a note to some risk, accomplishments and upcoming priorities. They are:

Risk Management

- Delays in the implementation of the Harassment and Discrimination Policy – outside the control of the University
- Delays in the implementation of the revised Sexual Violence Policy – outside the control of the University
- Preventing Sexualized Violence – mandatory course for Faculty

Accomplishments

- Six Action Plan IMPACT articles have been sent to the UPEI community; sharing the stories of progress and how the Action Plan implementation activities are being operationalized in our culture.
- Call for applications for an internal research grant that will support research into the development and implementation of a rigorous, context-appropriate cultural assessment instrument

Upcoming Priorities

- Developing year 3 implementation plans
- Finalizing year 2 audit criteria

K. Richard presented a proposed revision of the Action Plan. The revised plan would amend some 19% of planned activities, with 45% of activities having been completed and 36% continuing without change.

The detailed modifications to the Plan are included in the Board materials for its March 31, 2026, meeting.

Sexual Violence Prevention and Response Office

The SVPRO submits to the Committee its annual report of activities each year. The report covering the period from September 1, 2024, to August 31, 2025, was received and is provided to the Board an information received under consent.

REPORT TO THE BOARD OF GOVERNORS³

On the meeting of the

Campus Culture Oversight Committee

Held on April 28, 2026

The Campus Culture Oversight Committee met on April 28, 2026.

During this meeting, the Committee:

- Approved its Annual Workplan for 2026 – 2027
- Received an update on the implementation of the Action Plan
- Received updates on student experience and Workplace Health

Annual Report

The Committee approved its annual report for 2024 – 2025, highlighting key activities and decisions taken during the year. The Annual report is provided to the Board for information.

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

Student Experience and Workplace Health

The Committee received an update from the Vice President Academic and Research on activities undertaken to enhance the student experience at UPEI. A report received by the Committee spoke to institutional and large-scale surveys of students carried out in 2026 and in years to come, including the baseline survey of 1st and 4th year students of the National Survey on Student Engagement (NSSE) conducted in March and April 2026, a Brainstorm Survey conducted by the Registrar in April 2026, a Second-Year survey to be conducted in February 2027 and the NSSE follow-up longitudinal view in 2028. Other initiatives include a Student Engagement Mixer, an inventory of Student Communications, a mapping of commuting patterns and where students study and spend time, and a study of space support audits.

On Workplace Health, the Committee received an update from Vice President Ngobia on Employee Separations from May 1, 2025, to March 31, 2026. The Committee noted that the turnover rate of 5.15% at the University is low relative to typical Canadian labour

³ Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

market ranges (10 – 15%), current staffing levels remain stable and are reflective of normal workforce dynamics that do not present an operational risk to the University.

Action Plan Progress Report

The Committee was informed that Year 2 implementation of the Action Plan is progressing well, with most activities being either in progress, ongoing or completed, with some activities having been modified as a result of changes to the Action Plan approved by the Board. Only one activity has not yet started. The following accomplishments were reported:

- Implemented the Action Plan IMPACT communication series -8 stories have been shared with the campus community to date
- Implementation of Exit Interview Survey process – includes communication of training on and initiation of the process
- Implementation of a performance review process for Vice Presidents and the President – in year 2 this included a review of the VPAR and the President
- Began the implementation of a Graduate Supervisors Training Program as well as a Faculty Development Program (both of which will continue in Year 3)
- The Board of Governors endorsed the Harassment and Discrimination Policy
- The Board of Governors endorsed a revised Sexual Violence Policy

A few activities are yet incomplete due to delays in the implementation of the Harassment and Discrimination Policy and the Sexual Violence Policy.



ANNUAL REPORT TO THE BOARD OF GOVERNORS

PROPERTY AND ENVIRONMENTAL SUSTAINABILITY COMMITTEE

October 6, 2026

Committee Chair: Geraldine Johnston

Committee Members:

Lynn Ellsworth

Kathy Martin (as of March 2026)

Clare Cole (as of December 2025)

Shannon MacDonald (Ex-Officio)

Wendy Rodgers (Ex-Officio)

Mandate

The Property and Environmental Sustainability Committee assists 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.

Meetings

The Committee held two regularly scheduled meetings, in September and March, a joint special meeting with the Finance Audit and Risk Committee and an electronic consultation in May. The special joint meeting was called to discuss a purchase of land. The electronic consultation in May was to approve the Committee's annual workplan for 2026 – 2027.

Highlights

Several important capital projects were reviewed and progressed this year. The renovations to the Robertson Library, and the upgrade of the Heating, Ventilation and Air Conditioning systems at the Faculty of Veterinary Medicine were reviewed and recommended to the Board of Governors.

The Committee strengthened its oversight of capital projects, receiving reports on capital priorities and Accumulated Differed Maintenance, discussing the conduct of an inventory of spaces, properties and buildings at the University.

A detailed list of Committee activities is included below.

Committee Activities

1. Governance and Committee Development

- Reviewed the Committee's terms of reference
- Reviewed Governance Review recommendations relating to the Committee's mandate.
- Identified Committee professional development needs
- Approved the Committee's Annual Workplan for 2026 -2027
- Approved its Annual Report for 2024 – 2025
- Discussed the University's power to mortgage

2. Planning

- Received a report on the undertaking of an inventory of space.
- Reviewed the list of capital priorities and discussed the need to update the list.

3. Capital Projects Oversight

- Received updates on capital projects, capital projects planning and priorities, and Property and Physical Infrastructure.
- Reviewed and recommended to the Board, the Capital Budget of the University
- Reviewed and recommended to the Board the renewal of the Robertson Library
- Reviewed and recommended to the Board the renewal of the HVAC systems for the Faculty of Veterinary Medicine
- Discussed the University's power to mortgage, sell, transfer, lease or otherwise dispose of real property
- Reviewed the University's Land and Building Inventory.

Reporting to the Board

The committee provided written updates at each Board (appended) meeting and recommended the renovation of the Robertson Library and the upgrade to the HVAC systems for the Faculty of Veterinary Medicine.

REPORT TO THE BOARD OF GOVERNORS

On the meeting of the

Property and Environmental Sustainability Committee

Held on September 11, 2025

The Property and Environmental Sustainability Committee met on September 11, 2025

During this meeting, the Committee:

- Received updates on capital projects, capital projects planning and priorities, and Property and Physical Infrastructure.
- Approved its annual workplan for 2025 – 2026
- Approved its annual report for 2024 - 2025

Capital Projects Update

The Committee received an update on Capital projects in the form of a project management dashboard outlining projects that are in progress, tendered or at the design phase. There are 20 projects with a value of \$100K or more currently tracked for a total value of \$174M over five years. The construction of the new Faculty of Medicine Building accounts for \$103M of that amount, with the Government of PEI covering the cost. Of the tracked projects, only one is under some budget pressure, as the needs for the renovations to McDougall have evolved. The project is relatively small at \$150K, so there is little risk to the University. One project is not quite on schedule, as the replacement of the generator at the Atlantic Veterinary College must be delivered at the right time to minimize impact on university operations. All other projects are tracking as planned.

Capital Projects: Planning and Priorities update

In 2017, an external review of the University's capital needs generated a list of prospective capital projects. The current projections of needed investment in capital projects are based on that list. However, there may be other emerging projects that are captured and for which there may be need for future discussion with the committee. The University is reviewing that list with consideration to the impact of each project. The estimated cost of resolving all projects on the list is over \$161M, while funds available from all sources amount to \$44M over five years. Although this is typical of most post-secondary institutions in Canada, UPEI will need to make some choices as to where to invest in capital renewal.

The Vice President Administration and Finance reported that there is a sense that our current understanding of the Accumulated Deferred Maintenance (ADM) is understated. Efforts are underway to better estimate our ADM.

Property and Physical Infrastructure: Oversight Update

The University owns several properties totaling some 664 acres of land. Information is currently being collected about these properties to have a more realistic of our properties. This can form the basis of in-depth discussions as to how UPEI can optimize use of its properties both to better deliver on its mandate and to generate revenues.

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

Annual Report

The Committee approved its annual report for 2024 – 2025, highlighting key activities and decisions taken during the year. The Annual report is provided to the Board for information.

Open Session Report

Property and Environmental Sustainability Committee

March 31, 2026

Matters on the Agenda of the Board:

Quarterly reports of Board Committee do not contain matters that are part of the Board's agenda, as those matters are accompanied by their own materials. Among the matters that the Committee discussed that are not part of this report are:

- Review and recommendation of the Capital Budget
- Review and recommendation of the renewal of the Robertson Library
- Review and recommendation of the renewal of the HVAC systems for the Faculty of Veterinary Medicine
- Power to mortgage, sell, transfer, lease or otherwise dispose of real property

Land and Building Inventory

As part of its oversight of the University physical plant, the Committee received a report presenting an inventory of all the University's real property with a description of the 5-year Deferred Maintenance, the estimated replacement cost and condition. Management indicates that the current Accumulated Deferred Maintenance of University facilities is likely understated.

Physical Space Requirements

Pursuant to the PESC Terms of Reference, which state that Committee shall "oversee the property and physical infrastructure of the University to ensure alignment with respect to physical space requirement", the Committee received a report from management that it has undertaken a inventory of space in October 2025. To date, five (5) buildings have been selected for this first phase of which approximately 400 rooms/areas in three (3) buildings have been completed or are underway (i.e., in two (2) buildings). Management is working with Facilities Management and Information Technology Systems and Services to inventory and understand the (many) tools currently used to 'book' space (including the documentation of office assignments). Regarding meeting and/or event spaces, there are at least two and as many as five systems currently in use. Regarding classrooms, "InfoSilem" is being implemented by the Registrar to schedule future classes to classrooms.

Capital Active Projects List

The Committee received an update on active capital projects in the form of a list that outlines how projects are progression relative to their budget, scope and schedule.

Compliance Statement

The Committee received a report from management on the University's compliance with laws relevant to the Committee's mandate, along with a statement from the Action Director of Facilities Management that UPEI remains compliant with legislation, regulation and related reporting requirements as may relate to the Committee's mandate.



ANNUAL REPORT TO THE BOARD OF GOVERNORS

Development, Fundraising, and External Relations Committee

October 6, 2026

Committee Chair

Pam Montgomery

Committee Members George Jiang, President, UPEI Student Union

William Montelpare

Kateri Coade

Brian Affouan

Shannon MacDonald (Ex-Officio)

Wendy Rodgers (Ex-Officio)

Mandate

The Development, Fundraising, and External Relations Committee assists the Board in overseeing the University's 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.

Meetings

The Committee held two regularly scheduled meetings. A meeting scheduled for September was cancelled due to insufficient business. Two electronic consultations were conducted in February and May. The Committee approved the establishment of three scholarships in February and two in May

New scholarships established are:

- Kevin Ladner Doane Grant Thronton Foundation Scholarship
- Dr. Chantale Luise Pinard Award at the Faculty of Veterinary Medicine
- Dr. Vera Dewar Undergraduate Scholarship
- Heaslip Undergraduate Award
- Gwendolyn O'Brien Reid Scholarship

- Senior Active Living Center Award
- Christine and Peter Wilkey Medical Education Scholarship
- Markwell Equine Clinical Placement Award

Regular updates on the University's efforts to raise funds were received.

The Committee received a presentation on the University's Marketing Strategy and on principal goals and activities in Communications.

Highlights

The Terms of Reference of the Committee were updated, along with a corollary modification to the Gift Acceptance Policy, to better align the process to establish Scholarships with the Act.

The Committee approved the naming of several awards and acceptance of two major gifts.

A detailed list of Committee activities is included below.

Committee Activities

1. Fundraising and Donor Relations

- Received updates on Fundraising and Alumni Engagement, including progress on major fundraising campaigns and alumni activities
- Approved the establishment of x new scholarships.
- Received the *Senate Committee on Scholarships and Awards Report* for the 2024–2025.
- Approved the name of a space at the Faculty of Medicine and Health Sciences Centre.

2. Communications, Reputation, and External Relations

- Received updates on communications and university relations, including University events, internal and external communication activities, media monitoring, and institutional reputation

3. Governance, Mandate, and Committee Effectiveness

- Reviewed the Committee's Terms of Reference and the Gift Acceptance Policy
- Approved the Committee Workplan for 2026 – 2027.
- Approved the Committees Annual Report for 2024 – 2025.

- Planned the next meeting with the Property and Environmental Sustainability and the Finance, Audit and Risk committees to discuss capital infrastructure priorities and capacity.

Reporting to the Board

- Modifications to the Terms of Reference of the Committee and the Gift Acceptance Policy regarding the establishment of scholarships.

Open Session Report

Development, Fundraising and External Relations Committee

March 31, 2026

Establishment of Scholarships

Following a review of the process to approve scholarships by the University Secretary, the Committee amended its process to henceforth consider the establishment of scholarships, rather than only consider the names of such. This change is made in consultation with the Chair of the Senate Scholarships and Awards Committee and colleagues at Development and Alumni Services. The new process provides that establishment of scholarships is first reviewed by the Senate Scholarships and Awards Committee and recommended to DFER for a final determination.

To give effect to this new process, the Terms of Reference of DFER and corresponding provisions of the Policy on Gift Acceptance will have to be modified. A proposal to that effect will be reviewed at the next meeting of the Committee with an aim of having a recommendation to the Board in May.

The Committee held an electronic consultation to approve the establishment of a new Kevin Ladner Doane Grant Thornton Foundation Scholarship.

Fundraising

The Committee received news of gifts to the University, including:

- \$1M pledge for the Faculty of Medicine,
- \$121K donation to a new award
- \$84K in pledges to the Robertson Library Revitalization Campaign

After a three-year hiatus, on-campus donor recognition events resumed with “Because of You: A Celebration of Your Impact” on September 19, 2025. The event was well attended and served as a meaningful opportunity to thank and recognize our generous and loyal donors. Attendees also received complimentary tickets to the UPEI Piano Celebration, which was extremely well received and generated strong interest. Overall feedback from donors was very positive.

On new Scholarships and Awards the committee received the following reports:

- Five new Endowed Funds were established: The Ibrahim and Julie Elararoud Scholarship, Dr. Peter and Mrs. Donna Meincke Graduate Scholarships in Island Studies, Dr. Vera Dewar Undergraduate Scholarship, Dr. Chantale Louise Pinard Award at AVC, The Chris Diamond, Chris Gallant, and Alex Godfrey Panthers Soccer Legacy Awards. Various endowments have also been revised to elevate student support from donors.
- The William and Nona Heaslip Foundation have committed a \$1.2 million dollar gift to UPEI in support of student scholarships, a valued partnership.
- The College of Registered Nurses and Midwives PEI (CRNMPEI) has provided a gift of \$17,167.00 for the creation of a new scholarship honouring Dr. Vera Dewar.
- We received a \$67,000.00 major gift to increase student support for the Ruth Gorrill Dennis Scholarship.
- In partnership with Wade MacLauchlan and Duncan McIntosh, established the McIntosh–MacLauchlan Writing Fellowships, awarding two \$10,000.00 fellowships annually to support emerging writers.

Marketing

The Committee received a presentation from the Director of Marketing and Production providing an overview of the role of Marketing and Production, introducing the Marketing Team and outlining current marketing activities. Reported activities include:

- Institutional Brand Strategy and Visual Identity
- Institutional Marketing Campaigns
- Recruitment Marketing
- Website Marketing and SEO
- Content Production and Creative Development
- Institutional Collateral and Publications
- Strategic Marketing Planning and Faculty Consultation
- Marketing Analytics and Performance Measurement
- Strategic Enrolment Marketing Collaboration

The Committee also received a report of Strategic Objectives in Marketing for the next three months. They are:

1. Increase Prospective Student Lead Volume

- Drive measurable year-over-year growth in recruitment leads.
- Expand reach in Atlantic Canada and priority national markets.

2. Strengthen Application Numbers

- Improve conversion from traffic to lead and applications.

- Support deadline-driven momentum through targeted remarketing.

3. Improve Digital Campaign Performance

- Optimize paid social, search, and programmatic campaigns through targeting and creative refinement.
- Increase engagement and cost-efficiency of digital placements.

4. Enhance Production Efficiency & Campaign Execution

- Maintain on-time campaign delivery across channels.
- Reduce creative turnaround time and rework through improved workflow management.

Communications

The Committee received an update on communications activities and a description of the University's Strategic Priorities in 2025 – 2026. They are:

1. Develop an Internal Communications Strategy

Specific: This goal involves developing, securing approval of, and executing a comprehensive communication strategy to keep members of the campus community informed and engaged, fostering alignment and boosting morale through clear, consistent, and impactful messaging.

Measurable: The effectiveness of internal communications will be measured on several channels through tracking open rates and tracking reactions, as well as conducting surveys with faculty and staff. Attendance at events that are linked to the strategy will be tracked.

Achievable: This goal will be achieved by creating and incorporating a consistent and impactful brand narrative that integrates with all internal communications plans. While we already coordinate communications across various channels, we are committed to crafting compelling messages that resonate with each internal target audience (audience segmentation) and reinforce

UPEI's identity and values. This will further be accomplished by integrating multi-media/platform

strategies, reflecting diverse perspectives, and ensuring accessibility and inclusive practices in our communications.

Relevant:

- UPEI Strategic Plan: Strategic Pillar 1—Thriving People and Communities
- UPEI Action Plan: Goal 3, Improve UPEI's campus culture; Action 5, Improve campus information sharing and communications processes
- President's goals 1–4: Drive the successful launch and execution of UPEI's 2025–2030 Strategic Plan; champion a positive, respectful, and inclusive campus culture; strengthen and expand

UPEI's visibility and reputation; lead the ongoing implementation of UPEI's Action Plan in response to the 2023 RT report

Time-bound:

- Strategy document to be finalized by early 2026
- Action Plan, Strategic Plan communications plans, which are part of internal communications strategy, to be implemented in Winter Semester 2026

2. Optimize Communication Channels, Processes, Tools, and Platforms

Specific: This goal is an “offshoot” of goal one and involves evaluating existing channels and processes and exploring new software, platforms, and automation tools that can streamline workflows, enhance collaboration, and improve the delivery and tracking of communication campaigns. It also involves educating campus community on how they can access certain channels that we manage so that they help improve information-sharing.

Measurable: We will utilize data analytics to interpret communication effectiveness, inform strategy and adjustments, and measure the impact of campaigns. We will hold three–four “lunch and learns” or similar workshops targeting different campus audiences to share information about communications channels and processes, including events.

Achievable: This will be achieved by working with IT Systems and Services to understand how Microsoft 365 suite of applications can be used to optimize communications channels. We will also work with Marketing to optimize social media strategy to reach and engage target audiences. We will complete an inventory of current channels, processes, and tools. We will explore AI-driven tools including analytics. We will schedule workshops.

Relevant:

- UPEI Strategic Plan: Strategic Pillar 1—Thriving People and Communities and Strategic Pillar 3 - Sustainability
- UPEI Action Plan: Goal 3, Improve UPEI's campus culture; Action 5, Improve campus information sharing and communications processes
- President's goals 1–4: Drive the successful launch and execution of UPEI's 2025–2030 Strategic Plan; champion a positive, respectful, and inclusive campus culture; strengthen and expand UPEI's visibility and reputation; lead the ongoing implementation of UPEI's Action Plan in response to the 2023 RT report

Time-bound:

- Meet with ITSS, Winter Semester 2026
- Meet with Marketing, Winter Semester 2026
- Develop schedule for “communications” workshops for implementation, Summer/Fall Semester 2026

3. Develop, Strengthen, and Implement Crisis Communication Plan

Specific: This goal involves developing and finalizing a robust Crisis Communications Plan that can be swiftly enacted in the event of an emergency or crisis; having it approved senior executive; rolling it out to leadership and emergency operations and crisis response teams; and implementing an annual training and review schedule for Communications and University Relations unit (members form crisis communications team).

Measurable: The effectiveness of the plan can be measured by tracking the time taken from incident/issue to initial communications response. Also, public and media reaction to statements or news releases can help measure effectiveness. We will also conduct after-action meetings to debrief after any crisis/emergency.

Achievable: This goal will be achieved through scenario planning, crafting key messages, training spokespeople, and establishing rapid response protocols to maintain control of the narrative and minimize reputational damage during critical times. The final draft of the plan will be strengthened by a third-party expert in emergency management. The plan will be implemented in tandem with the Emergency Response Management Plan.

Relevant:

- UPEI Strategic Plan—Strategic Pillar 1—Thriving People and Communities
- UPEI Action Plan: Goal 3, Improve UPEI's campus culture; Action 5, Improve campus information sharing and communications processes and Action 3, Rebuild trust and safety

on campus

- President's goals 1–4: Drive the successful launch and execution of UPEI's 2025–2030 Strategic Plan; champion a positive, respectful, and inclusive campus culture; strengthen and expand UPEI's visibility and reputation; lead the ongoing implementation of UPEI's Action Plan in response to the 2023 RT report

Time-bound:

- Plan to be reviewed and strengthened by Loomex (completed Fall Semester 2025)
- Plan to be finalized and approved by Senior Executive (completed Fall Semester 2025)
- Plan to be implemented with crisis communications team, Winter Semester 2026.

REPORT TO THE BOARD OF GOVERNORS

On the meeting of the

Development, Fundraising, and External Relations Committee

Held on May 5, 2026

The Property and Environmental Sustainability Committee met on May 5, 2026.

During this meeting, the Committee:

- Received the Annual Report on the Granting of Awards from the Senate Committee on Awards
- Approved its annual workplan for 2026 – 2027
- Received an update on fundraising progress
- Approved acceptance of a gift and concordant naming of a research chair
- Approved the naming of a space for which a gift was received
- Received an update on the University's Communications
- Discussed the holding of the next joint meeting with PESC and FARC

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

Annual Report on the Granting of Awards

Each year, the Committee receives a report from the Senate Committee on Scholarships and Awards (Chaired by the University Registrar) on the granting of awards during the academic year ending April 31. The report is provided to the Board for information.

Fundraising Progress

From May 1, 2025, to April 16, 2026, six new gifts are reported. They are:

- \$1,200,000 pledge to scholarships from the William and Nona Heaslip Foundation
- \$175,000 to the AVC Sir James Dunn Animal Welfare Centre from Christofo Foundation
- \$67,000 to an endowed scholarship from Peggy Palmer
- \$50,000 to the LM Montgomery Institute from Dr. Donna Campbell
- \$38,000 for a new endowed scholarship from Gwendolyn O'Brien Reid
- \$25,000 pledge to new scholarships from Doane Grant Thornton Foundation

The Committee discussed fundraising plans for 2026 – 2027, which include:

- Faculty of Medicine – \$5M remaining in \$10M Campaign
- Atlantic Veterinary College (AVC) – \$5M remaining in \$6M Campaign
- Library Fundraising – pause on active fundraising as \$2M lobby renovations begin. Special Collections expansion scheduled to begin in Summer 2026.
- New Small and Medium-Sized Initiatives
 - Support funding for initiatives identified by University leadership using existing donor funds that align with project goals, including:
 - Enhancing student spaces (e.g., furniture, technology upgrades).
 - Supporting student programming (Student Culture and Community Standards, Study Abroad initiatives, food security programs, etc.).
 - Investing in innovative teaching and learning (AI-enhanced learning tools, interactive simulators, and incubator labs).

Approval of acceptance of Gift and naming of Research Chair

The Gift Acceptance policy provides that the Committee must approve the acceptance of any donations to the University of a value in excess of \$2M and approve any naming that derives from a donation. The Committee accepted a \$3M gift from the Irving family to establish and name a research chair in veterinary cardiology at the Faculty of Veterinary Medicine. The Chair will bear the name of Étienne Côté, a prominent member of faculty at the Faculty of Veterinary Medicine.

Donor recognition - naming of a space

The Committee approved the naming of Room 209 in the Faculty of Medicine and Health Sciences Centre the “Micheal Bowlen Reddin Study Space”. The naming follows a donation to that effect.

Update on Communications

The Director of Communications presented the University’s strategic priorities in communications, which are:

- Develop an Internal Communications Strategy
 - Internal communications strategy now complete
 - Overarching framework bringing together all UPEI communications plans and strategies being developed
 - Development/population of content calendar beginning May 2026
 - Third-party media monitoring being secured for 2026–2027 academic year to help (in part) with measurement, tracking of perception on internal and external communications
- Optimize Communication Channels, Processes, Tools, and Platforms
 - Initial reach out to ITSS and Marketing regarding how we can track effectiveness of communications being sent via owned channels has taken place

- Now that internal communications strategy complete, which included the evaluation of existing channels, meetings will be established with ITSS to further discuss data analytics, i.e., tracking of communication campaigns.
 - Participated in Administrative Services Fair and delivered a session to administrative assistants as part of HR development to educate them about UPEI Communications and how they can access certain channels that we manage so that they help improve information-sharing.
 - We will be working in May to identify opportunities and establish a schedule to hold three–four “lunch and learns” or similar workshops targeting different campus audiences to share information about communications channels and processes, including events.
- Develop, Strengthen, and Implement Crisis Communication Plan
 - Crisis Communications Plan has been adopted as part of overall emergency and management response
 - Plan has been shared with UPEI Communications team (unit members form the crisis communications team)
 - Plan was used recently in an emergency operations table-top exercise organized by Office of the Vice-President Administration and Finance

Next joint meeting with PESC and FARC

The Committee meets once a year with PESC and FARC to review the University’s capital priorities and capacity. The Committee will consult with the other committees to schedule a meeting in the Fall of 2026.



ANNUAL REPORT TO THE BOARD OF GOVERNORS

HUMAN RESOURCES COMMITTEE

October 6, 2026

Period Covered: June 1, 2025 – May 31, 2026

Committee Chair: Mr. Don MacKenzie

Committee Members:

Ms. Lynn Ellsworth

Ms. Carolyn Simpson (till August 2025)

Ms. Sara Underwood (till September 2025)

Ms. Pam Montgomery

Ms. Shannon MacDonald (Ex-Officio)

Dr. Wendy Rodgers (Ex-Officio)

Mandate

The Human Resources Committee assists 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.

Meetings

The Committee held four regularly scheduled meetings and one special meeting in January. Short monthly meetings to approve the appointment of faculty and some academic administrators of the University are scheduled year-round. Most often, those meetings are converted into electronic consultations. Seven such e-votes were conducted in June, July, August, October, December, February and May.

Highlights

2025-2026 marks a transition from the settlement of the committee's Terms of Reference and core practices to a steadier state of operations with key reports and activities now being well established.

As the University entered collective bargaining with several union groups this year, the Committee reviewed and approved the University's Bargaining Mandate for all groups. With negotiations being successfully concluded with IBEW 1928 and CUPE1870, the Committee reviewed the settlements and recommended them to the Board for approval.

The Committee approved the appointment of 25 members of faculty, an associate Dean, a Dean and a University Librarian.

A detailed list of Committee activities is included below.

Committee Activities

1. Governance and Oversight

- Reviewed the Committee's revised Terms of Reference
- Approved the Committee's workplan for 2026 - 2027
- Identified Committee professional development needs
- Reviewed and recommended to the Governance, Nominating and Appeals Committee, the Policy on Harassment and Discrimination and the Policy on Sexual Violence.
- Approved the Annual Report of the Committee for 2024 – 2025.

2. Recruitment, Appointments and Succession Planning

- Approved the appointment of faculty and senior administrators
- Received a presentation on the University's new Leadership Learning and Coaching sessions.
- Approved and recommended to the Board the remitted premium rates for Supplemental Health and Dental Insurance, Group Life Insurance and Long-Term Disability Insurance.

3. Labour Relations and Workforce Engagement

- Received updates on labour relations matters.
- Received training on its oversight role of Collective Bargaining.
- Reviewed employee separations reports.

- Received updates on the staff engagement survey and reviewed results of the survey.
- Received an education session on Labour Relations in Higher Education.
- Was informed of the Terms of Reference of the 2026 Negotiation Steering Committee.
- Received a report on Grievances
- Received a report on Employee Separations.
- Received a report on Employee Development initiatives including Administrative Assistant Development, Leadership Development, Rewards and Recognitions and Performance Development.

4. Compliance and Process

- Received a report on Workplace Health and Safety Compliance
- Received the Annual Report of the Sexual Violence Prevention and Response Office.

Reporting to the Board

The Committee provided written updates at each Board meeting and made the following recommendations for Board approval:

- Ratification of the settled Collective Agreement with IBEW 1928
- Ratification of the settled Collective Agreement with CUPE 1870
- Endorsement of the Harassment and Discrimination Policy and the Sexual Violence Policy.
- Remitted premium rates for Supplemental Health and Dental Insurance, Group Life Insurance and Long-Term Disability Insurance.

REPORT TO THE BOARD OF GOVERNORS

On the meeting of the
Human Resources Committee

Held on September 17, 2025

The Human Resources Committee met on September 17, 2025

During this meeting, the Committee:

- Received a Faculty and Staff Report from the VPAR and approved a faculty appointment.
- Received an update from the President on Labour Relations
- Received an update from the Vice President People and Culture on the Employee Engagement Survey
- Approved its annual report to the Board for 2024 -2025
- Approved its annual workplan for 2025 -2026
- Received an Employee Separation Report

Faculty and Staff Report

The Committee received and approved a recommendation from the VPAR to appoint Dr. Dylan Jubinville as Assistant Professor, step 3, to a probationary tenure track position within the Faculty of Sustainable Design Engineering, effective December 1, 2025.

Labour Relations

The Committee received an update from President Rodgers on Labour Relations at the University.

Employee Engagement Survey

Vice President Ngobia presented the latest update on the Employee Engagement Survey. The Survey is a key component of UPEI's Action Plan, which requires a survey to be conducted annually starting in 2025 – 2026. On the recommendation of Human Resources, the survey is moved to a triennial schedule with the next survey to be delivered in the Fall of 2027. The first survey was delivered from September to October 2024, following a broad consultation of the University Community, with the help of TalentMap as the provider chosen following an RPP process. Results of the survey have been widely communicated, including a presentation to the Campus Culture Oversight Committee of the Board in April 2025.

Annual Report

The Committee approved its annual report for 2024 – 2025, highlighting key activities and decisions taken during the year. The Annual report is provided to the Board for information

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

Employee Separation Report

The Committee received a detailed Employee Separation Report providing trend analysis of employee separations from the University looking back to the fiscal year ended April 30, 2025, as well as current fiscal year results as of August 31, 2025. Employee separations have gradually increased in recent years. There were (76) separations in 2021 and (73) in 2022. In 2023, separations rose to (93), followed by (80) in 2024, a noticeable increase from earlier years. If the trend continues, deeper analysis will be needed to understand the causes and shape targeted retention strategies to address ongoing turnover concerns.

REPORT TO THE BOARD OF GOVERNORS

On the meeting of the

Human Resources Committee

Held on November 12, 2025

The Human Resources Committee met on November 12, 2025.

During this meeting, the Committee:

- Received a Faculty and Staff Report from the VPAR and approved a faculty appointment.
- Received training on its role in the oversight of collective bargaining
- Received an update from the President on Labour Relations
- Received an update from the Vice President People and Culture on the Employee Engagement Survey
- Discussed Employee Development
- Received the annual report of the Sexual Violence Prevention and Response Office
- Received an update on the implementation of the Governance Review

Collective Bargaining Training

The Committee received training from the University's legal counsel on its role in the negotiation of collective agreements.

Labour Relations

The Committee received an update from President Rodgers and Vice President Ngobia on Labour Relations at the University. The Committee discussed the number and rate of Separations, noting that the number has increased over time but has stabilized in the last two years. The Committee will be probing more deeply into the available data in future meetings.

Faculty and Staff Report

The Committee received and approved a recommendation from the VPAR for the following appointments:

- Dr. Stephanie Landry as lecturer, step 5, at the Department of Companion Animals at the Faculty of Veterinary Medicine for a renewed term to start on January 15, 2025, and end January 14, 2029.

- Dr. Susan Sierke as Clinical Veterinary Professional, step 6, at the Veterinary Teaching Hospital Emergency Services at the Faculty of Veterinary Medicine to a continuous role as of December 13, 2025.

The Committee also approved the granting of Tenure to 10 members of faculty, on the VPAR's recommendation.

Employee Development

The Committee received a report from Vice President Ngobia indicating that the University's new Exist Survey is now in effect with guideline documents and training delivered to ensure its proper implementation. Special consideration is being given to training managers to deliver good interviews. Everyone stepping away from their role is invited to an in-person exit survey. The data collected helps to identify trends and areas of improvement. The survey is delivered in person to ensure the rigor and integrity of the process, while all responses are confidential.

The Committee also received an update on employee training noting a sample of training activities delivered or planned, including:

- Psychological safety and leadership*, ongoing.
- Presentation on Navigating change in PSE* on November 27.
- The role of management in times of Change*, training in January.
- Cultivating ownership and responsibility in management* in April.

Compliance

The Committee received the Annual Report of the *Sexual Violence Prevention and Response Office*, with the Human Rights Counsel providing an overview. Efforts to increase capacity and educate members of the University Community are noted.

Outstanding Committee Governance Review Activities

The Committee received an update on the implementation of the Governance Review and outstanding items that intersect with its Terms of Reference. The Committee noted that outstanding items under its purview are well underway, with some being resolved as the Committee and the Board move through their training on oversight of Labour Relations. Other items are planned to be delivered later in the year.

Open Session Report

Human Resources Committee

March 31, 2026

Employee Separation

The Committee received a report from Management on separations for the fiscal year ended April 30, 2025, with preliminary data on the current year. It was noted that UPEI currently has 1,317 active employees, excluding sessional, casual, and student workers. The fiscal year turnover rate stands at 3.91%, indicating a generally stable workforce. There have been (49) separations to date, distributed as follows: (5) in May, June, and July, (12) in August, (3) in September, (10) in October and (3) in November, December and January.

Of the 43 employee separations this fiscal year, 28 were resignations (57.14%), 13 were retirements (26.53%), 7 were terminations (14.29%) and (1) Deceased 2.04%). The predominance of voluntary exits reflects a stable workforce environment with limited performance-related separations. Retirement levels align with expected workforce transitions and present opportunities to strengthen succession planning and internal talent development. Continued monitoring of separation trends will support proactive retention and workforce planning decisions.

Exit survey data indicates career progression and growth opportunities as primary drivers of employee departure. Encouragingly, 55% of departing employees would recommend UPEI as a great place to work and 74% would consider returning in the future. This indicates positive institutional reputation and employer brand and reinforces the need to strengthen our internal career pathways, leadership development, and engage in succession planning.

Grievances Tracking

As part of its oversight of human resource management, the Committee reviewed a report on the Grievances noting the number of grievances that were submitted from May 1, 2025, to January 31, 2026.

In the current fiscal year, UPEI has recorded (34) grievances, (17) of which are from previous years. These comprise of (15) individual, (16) group cases and (3) Policy Grievances. Notably, (25) grievances came from the Faculty Association 1, and Faculty Association 2 reported (2). CUPE 1870 reported (7) grievances (20) of the grievances

are settled while (14) remain open. This suggests an opportunity to enhance communication and address faculty-specific concerns. The Committee noted a commitment on the part of management to develop targeted strategies for faculty engagement, to strengthen collaboration, and promote a positive workplace culture.

Staff grievance trends show fluctuations: (2) in 2019/2020, rising to (7) in 2020/2021, (13) in 2021/2022, then falling to (6) in 2024/2025, and back to (2) in 2025/2026.

This significant reduction is a testament to the team's efforts. By continuing targeted actions, UPEI can further strengthen staff morale and a supportive work environment

The faculty grievance data indicates a notable upward trend in recent years. Reported grievances decreased from (9) in 2019/2020 to (4) in 2020/2021 but subsequently rose to (11) in 2023/2024, reaching a peak of (15) in 2024/2025. To date, (15) new grievances have been recorded for 2025/2026, suggesting that underlying concerns remain active and require close attention.

HR Development

The Committee was briefed on how Human Resources is leading and coordinating a range of administrative assistant development initiatives that support institutional priorities outlined in the UPEI Action Plan, 2024 Employee Engagement Survey, the UPEI Strategic Plan, and ongoing operational requirements. These initiatives are designed to support administrative assistants by providing ongoing professional development and strengthening communication across campus. These initiatives were mainly developed using verbal feedback, an administrative assistant training needs survey, administrative assistant training series and supplemental learning on SOP support, an Information Hub, the classification process and Excel Training.

The University is delivering a range of leadership development initiatives that support institutional priorities outlined in the UPEI Action Plan, the UPEI Strategic Plan, and ongoing operational requirements. These initiatives are delivered across four key areas: Leadership Development Framework (Leadership Essentials Series and Strategic Leadership Series), Annual Leadership Series, People Leader Pilot Program and some supplemental learning on Exist Survey Information and how to hire staff.

An overview of the University's current and planned performance development activities was presented to the Committee. It was noted that the University is shifting from compliance-based reviews to continuous development of conversations with work in five key areas: Tools and Resources, Process Design, Technology Assessment, Engagement and Recognition.

Rewards and Recognition

Vice President Nobia reported to the Committee the current and planned reward and recognition initiatives. They are: a Recognition Series (Manager Recognition), University Awards of Excellence, Years of Service Milestones, Recognizing Remarkable Colleagues, and a Recognition Communication Hub.

Faculty Appointments

Via an electronic consultation the Committee approved the appointment of the following members of faculty:

- Dr. Meagan Walker, Department of Companion Animals, Faculty of Veterinary Medicine, probationary tenure-track appointment, Assistant Professor, step 9; effective November 16, 2026.
- Dr. Desiree Seib, Department of Biology, Faculty of Science, renewal of term appointment, Assistant Professor, step 9; effective September 1, 2026, to December 31, 2027.
- Dr. Rachel Williamson, Department of Psychology, Faculty of Arts, probationary tenure-track appointment, Associate Professor, step 4; effective July 1, 2026.
- Dr. Jennifer Bradley, Department of Psychology, Faculty of Arts, probationary tenure-track appointment, Assistant Professor, step 5; effective July 1, 2026.
- Dr. Angela Riveroll, Department of Diagnostic Services, Faculty of Veterinary Medicine, renewal of term appointment, Diagnostic and Surveillance Microbiologist, step 5; effective March 31, 2026, to March 30, 2028.

REPORT TO THE BOARD OF GOVERNORS

On the meeting of the
Human Resources Committee

Held on May 6, 2026

The Human Resources Committee met on May 6, 2026.

During this meeting, the Committee:

- Received a Faculty and Staff Report from the VPAR and approved faculty and associate dean appointments.
- Received an update on Labour Relations
- Received an update Employee Engagement Workforce Development
- Received a report on compliance

Faculty and Staff Report

The Committee received and approved a recommendation from the VPAR to appoint:

- Dr. Libby Osgood, appointment as Associate Dean, Academic, Faculty of Sustainable Design Engineering; effective May 11, 2026, to June 30, 2029.
- Dr. Stephanie Hamilton, appointment as Associate Dean, Clinical Affairs, Faculty of Veterinary Medicine; effective March 16, 2027, to March 15, 2029.
- Lindsey Smith, Faculty of Nursing, conversion to probationary tenure-track appointment, Assistant Professor, step 7; effective July 1, 2026.
- Katelyn Smallwood-MacDonald, Faculty of Nursing, conversion to probationary tenure-track appointment, Assistant Professor, step 7; effective July 1, 2026

Labour Relations

The Committee received an update from President Rodgers and Vice President Ngobia on Labour Relations at the University.

Employee Engagement Workforce Development

Vice President Ngobia reported on activities undertaken to enhance employee engagement and workforce development, namely a standardized program to onboard employees of the University. The written report states that: *This initiative responds directly to feedback from the 2024 Employee Engagement Survey, which identified communication and growth and development as key areas of focus. It also aligns with UPEI's 2025–2030 Strategic Plan, particularly the Thriving People and Communities pillar. A positive, consistent onboarding experience helps employees feel welcomed, informed, and connected from the outset—laying the foundation for engagement, confidence in their role, and a sense of belonging, all of which contribute to a stronger overall employee experience and increased retention over time.*

The program is aimed at term staff, permanent, tenured and term faculty and proceed through seven initiatives:

1. **Onboarding SharePoint Hub:** Centralized access point for all onboarding resources and information.
2. **New Employee Checklist:** Separated into two checklists. Guides new employees through pre-start actions and key onboarding steps. The completed checklist may be retained by the new employee for their own records.
3. **Leaders Checklist:** Assists hiring managers and administrative assistants in planning and delivering effective onboarding experiences. The completed checklist will be retained by the leaders for their own records.
4. **Leaders Appendix:** Includes templates, sample orientation schedules, and conversation starters to support relationship building and culture integration.
5. **Welcome to UPEI Moodle Course:** A comprehensive digital orientation introducing new employees to UPEI, its services, mandatory training, and campus navigation. This course can be completed over multiple sittings and will be tracked by Human Resources to ensure completion.
6. **30-Day Survey:** A feedback mechanism to support continuous improvement and identify areas for additional support within units. This survey will be used to monitor accountability as well.
7. **Welcome Swag:** Each new employee will receive a UPEI branded t-shirt.

The Committee also received a Grievance Tracking report, outlining the number, sources and type of grievance received from May 1, 2025, to April 23, 2026.

Compliance report

The Committee received a report from Vice President Ngobia confirming that the University is fully compliant with legal requirements under statutes.



FINANCE, AUDIT AND RISK COMMITTEE

ANNUAL REPORT TO THE BOARD OF GOVERNORS

October 6, 2026

Period Covered: June 1, 2025-May 31, 2026

Committee Chair: Alex MacBeath

Committee Members:

Karen Creighan

Kevin Magee

Mary Anne McMahon

Chad Mann (as of March 2026)

Shannon MacDonald (Ex-Officio)

Wendy Rodgers (Ex-Officio)

Mandate

The *Finance, Audit and Risk Committee* assists 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.

Meetings

The Committee held four regularly scheduled meetings, with three additional meetings added in August, November and January and one electronic consultation in May. The regular meeting scheduled for May was cancelled due to insufficient business. The special meeting on August 25, 2025, dealt with the approval and recommendation to the Board of a long-term debt facility for the Faculty of medicine. In November, the Committee held a second special meeting to consider the cost of the purchase of land, as recommended by the *Property and Environmental Sustainability Committee*. The special meeting on January 2, 2026, also dealt with the purchase of land. The Committee approved the Annual Report

on Forced and Child Labour in the University's Supply Chain via an electronic consultation in May 2026.

Highlights

This year, the Committee received its first Compliance Statement thus fulfilling its obligation under its Terms of Reference to ensure compliance with all legal and regulatory requirements relating to the financial management and disclosure of financial information.

Following a competitive process for debt financing for the long-term debt for the construction of the building housing the new Faculty of Medicine, the Committee reviewed and approved the long-term debt facility and payment by management substantially consistent it.

The Committee approved and recommended to the Board the authorization of expenditure by management for the improvement of the HVAC systems at the Faculty of Veterinary Medicine.

The Annual Operating and Capital budgets for 2026 – 2027 were reviewed and recommended to the Board for approval. For the first time, the Service Fees of the University for the Year were presented and approved separately from the Operating Budget.

A detailed list of Committee activities is included below.

Committee Activities

1. Financial Oversight

- Reviewed and recommended to the Board the 2024-2025 audited financial statements.
- Reviewed reports on financial performance against the approved budget for 2025 – 2026.
- Received the Endowment and Special Purposes Funds Annual Report and President's Expenditure Reports
- Reviewed and recommended to the Board the draft 2025-2026 Operating Budget and the Capital Projects Budget
- Approved and recommended to the Board the long-term debt facility for the Faculty of Medicine.
- Reviewed the Terms of Reference of the Endowment Oversight Committee.
- Received the Annual Report of the Endowment and Special Purpose Funds.
- Approved and recommended to the Board the operations and capital budgets for 2026 – 2027.

- Approved and recommended to the Board the services fees of the University for 2026 – 2027.

2. Audit and Compliance

- Considered and recommended to the Board the appointment of external auditors for 2025 – 2026.
- Reviewed the internal audit report on course scheduling at the Faculty of Business.
- Reviewed the internal audit follow-up I report on campus accessibility.
- Reviewed the new structure of the Internal Audit Function and Risk management functions and approved engagement of KPMG to deliver the internal audit function.
- Held in-camera meetings with the external auditors, internal auditor and with the Vice President Finance and Administration and the Comptroller
- Received the Internal Audit Annual Report
- Received an annual Insurance Review
- Approved the External Audit Plan
- Received the Letter of Engagement for the Endowment and Special Purposes Funds Internal Audit
- Received a compliance statement for the William D. Ford Loan Program.
- Received a report on requests under the *Freedom of Information and Protection Act* from 2023 to 2026 (YTD), as well as privacy complaints and confirmed breaches and ATIP activities from 2024 to 2026 (YTD).

3. Governance

- Approved the Committee's annual workplan for 2026 – 2027.
- Oversaw the implementation of recommendations stemming from the *Governance Review* that fall within Committee's mandate
- Identified committee members' professional development needs
- Met with the *Property and Environmental Sustainability* and the *Development, Fundraising and External Relations Committees* to discuss capital infrastructure priorities and capacity.

4. Risk Management and Information Technology

- Received an update on IT Strategy, IT Projects and cybersecurity
- Received an update on the Enterprise Risk Management Framework
- Received a report on legal matters
- Received a report on the University's Commercial Insurance Portfolio for 2025 - 2026

5. Pension Plan Oversight

- Received the UPEI Pension Plan Annual Report
- Received the UPEI Pension Plan Sponsor Board Annual Report

Reporting to the Board

The Committee provided written updates at each Board meeting and made the following recommendations for Board approval:

- Audited consolidated financial statements for the fiscal year ending April 2025.
- Reappointment of the external auditing firm for fiscal year ending April 2026.
- The long-term debt facility for the Faculty of Medicine.
- Appointment of the external auditor for fiscal year ending April 30, 2027.
- Expenditure to improve the HVAC systems at the Faculty of Veterinary Medicine.
- Operating and capital budgets for 2026 – 2027.
- Service fees of the University for 2026 – 2027.
- Forced Labour in Canadian Supply Chains Annual Report.
- The Policy on Non-Audit Services.

REPORT TO THE BOARD OF GOVERNORS¹

On the meeting of the

Finance, Audit and Risk Committee

Held on September 23, 2025

The Finance, Audit and Risk Committee met on September 23, 2025

During this meeting, the Committee:

- Receive an inaugural Compliance Statement and a report on legal matters
- Approved its Annual Report for 2024 – 2025
- Approved its Annual Workplan for 2025 – 2026
- Received a Budget-to-Actual Report
- Received a presentation on 2024 -2025 Financial Results
- Received an Internal Audit and Risk Management Report

Inaugural Compliance Statement

The Committee received a report regarding compliance with regulatory requirements relating to financial management and disclosure of financial statements. To the best of Senior Management's knowledge and belief UPEI remains compliant with legislation, regulation, and related reporting requirements.

Annual Report

The Committee approved its annual report for 2024 – 2025, highlighting key activities and decisions taken during the year. The Annual report is provided to the Board for information.

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

¹ Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

Budget-to-Actual Report

The Committee received a Budget-to-Actual Report from the Vice President Administration and Finance, with a forecast balanced Operating Fund budget for the year ended April 30, 2026.

Presentation on Financial Results

The Committee received a report on the Financial Results of 2024 – 2025 along with a presentation on the Financial Health of the University based on indicators developed by the Canadian Association of University Business Officers (CAUBO). Those indicators point to UPEI being in the middle of the pack when compared to other similar Canadian universities, for “small institutions” and for small Atlantic institutions. They denote no obvious, undue or atypical current financial risk to the University.

Internal Audit and Risk Management Report

The Committee received the report of the Internal Auditor on audit activities conducted during the last year.

The Vice President Administration and Finance proposed, and the Committee agreed, a restructuring of the Internal Audit and Risk Management functions, which includes the creation of a position designed for broader enterprise risk management and the performance of the internal audit function potentially using resources external to the University.

In-Camera session with External Auditors

The Committee met with the University’s External Auditors in Camera.

REPORT TO THE BOARD OF GOVERNORS²

On the meeting of the

Finance, Audit and Risk Committee

Held on November 13, 2025

The Finance, Audit and Risk Committee met on November 13, 2025. During this meeting, the Committee:

- Received a presentation on the process to develop the operating and capital budget
- Discussed its role to oversee the Jointly Sponsored Pension Plan for Employees of the University
- Discussed its role to oversee the governance and administration of the University's Endowment and Special Purpose Funds
- Received an update on the implementation of the Governance Review

Process for the development of UPEI's annual operating and capital budget

The VPAF presented the process for the development of the 2026 – 2027 operating and capital budget and received comments from the Committee. It is noted that the process started in October and is proceeding through various consultations culminating in a recommendation to the Committee in February and to the Board from the Committee in March.

Oversight of the governance and administration of the Pension Plan for the Employees of the UPEI

The Committee received the annual report of the Jointly Sponsored Pension Plan and confirmed that the reception of that report, combined with the cross-membership of the Committee and the Sponsor Board of the Pension Fund provides adequate means for the oversight of the Pension Plan.

Provide oversight on the governance and administration of the University's Endowment and Special Purpose Funds

The Committee's discussion centered on the Policy and the need for its review. That review is underway with consideration of recommendations of the Internal Auditor. The Committee will receive an updated policy at the subsequent meeting.

Outstanding Committee Governance Review Activities

² Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

The Committee received an update on the implementation of the Governance Review and outstanding items that intersect with its Terms of Reference.

Open Session Report

Finance, Audit and Risk Committee

March 31, 2026

Insurance coverage

The Committee received a report on the University's Commercial Insurance Portfolio for 2025 -2026. The report provided insight into the University's coverage for Commercial General Insurance, for Errors and Omissions Liability and Excess Liability, Property Insurance, Insurance for Boilers and Machinery, Equipment Breakdown, Occupational Accident, Labour Management Liability, Directors and Officers liability, Catastrophic Accident coverage, Commercial Automobile, Construction Project Medical Building Wrap-up liability and Builder's Risk, Project and joint venture Professional liability and Special Insurance.

Audit Strategy

The Committee received a report from Doane Grant Thornton on their audit strategy for the year ending on April 30, 2026. The proposed approach is built around five key phases: planning, assessing risk, evaluating internal controls, testing accounts and transactions and concluding and reporting.

Internal Audit Engagement

The Committee received, discussed and approved a recommendation for an Internal Audit Engagement from KPMG. The University will continue the established relationship with KPMG to deliver part of its Internal Audit Program that may include, but is not limited to:

- Internal control reviews at a function and / or process level,
- Efficiency and / or effectiveness reviews at a function or process levels,
- Enterprise risk management, and
- Other related Advisory support (as and when required).

IT Strategy

The Committee received a comprehensive presentation on the University's Information Technology Strategy from the Chief Information Officer. The IT Strategy is anchored by five strategic priorities:

1. **Advance Digital Transformation and Modernization**

Modernize platforms, processes, and services to improve agility, efficiency, and access to data.

2. **Enhance Student Experience and Success**

Ensure IT investments and initiatives directly enable UPEI's SEM Plan by supporting the full student lifecycle - from recruitment through retention and ultimately post-graduate success.

3. **Enable Digital Excellence in Teaching, Learning, Research, and Operations**

Apply digital capabilities to drive innovation, impact, and effectiveness across UPEI's core mission areas.

4. **Integrate Cybersecurity and Risk Management**

Protect institutional assets and reputation while ensuring compliance and resilience.

5. **Maximize Strategic Value and Return on IT Investments**

Ensure IT investments deliver measurable impact on UPEI's mission and long-term sustainability.

Compliance Statement and Legal Matters

To support the Committee in delivering on its mandate to ensure compliance with all legal and regulatory requirements relating to financial management and disclosure of financial information, management provided a compliance statement including a Letters of Attestation by the University's Comptroller, the Director of Human Resources and the Acting Director of Facilities Management.

The Committee also received an itemized list of all known matters that may potentially cause financial loss to the University.

Access and Privacy

The Committee received a report from the Access to Information and Privacy Office (ATIP) on the number of requests received under the *Freedom of Information and Protection Act* from 2023 to 2026 (YTD), as well as privacy complaints and confirmed breaches and ATIP activities from 2024 to 2026 (YTD).

Financial Performance Against Budget

To facilitate the Committee's monitoring of the University's financial performance, management provided governance-level information including:

- High-Level Review of Significant 2025-26 Variances
- Separate 2025 – 26 Budget to Actual Financial Analyses for the Main Budget, the AVC and the Faculty of Medicine and Note Disclosure.

Enterprise Risk Management planned approach Update

The Committee received an update on the implementation of the planned approach to ERM. Since the Board approved the planned approach, the following were undertaken:

- Environmental scan of enterprise risk management functions at other post-secondary institutions (for organizational hierarchy, roles and responsibilities) which can inform a potential job description and recruitment.
- A proposed organizational structure and budget framework which accomplishes² the following:
 - Conversion of the current University Auditor position (and related funding) to a Director of Enterprise Risk Management.
 - Redeployment of the Contracts and Insurance Office from its current location in the hierarchy (i.e., reporting directly to the Comptroller) so it reports to the Director of Enterprise Risk.
 - Stabilization of Contracts and Insurance Office human resources from one (1) ongoing (i.e., core-funded) position and one (1) term (i.e., soft funded) position to two (2) ongoing (i.e., core-funded) positions.
 - Redeployment of the proposed Emergency Manager position (currently vacant) from its current location in the hierarchy (i.e., reporting directly to the Vice-President Administration and Finance) so it reports to the Director of Enterprise Risk Management.
 - Rebasng the 'risk conversation' at Board and committees through externally provided Enterprise Risk Management Training provided by Governance Solutions Inc. (Rob DeRooy) on 2026-01-19.



ANNUAL REPORT TO THE BOARD OF GOVERNORS

GOVERNANCE, NOMINATING AND APPEALS COMMITTEE

October 6, 2026

Period Covered: June 1, 2025 – May 31, 2026

Committee Chair: Brian Thompson

Committee Members:

Karen Creighan

Gary Evans

Mary Anne McMahon

Kate VanGerven

Richard Raiswell

Shannon MacDonald (Ex-Officio)

Wendy Rodgers (Ex-Officio)

Mandate

The Governance, Nominating and Appeals Committee assists the Board in fulfilling its governance responsibilities and in hearing and disposing of appeals that fall under Section 14(1) (I) of the Act.

Meetings

The Committee's meeting schedule for 2025 – 2026 was :

- September 18, 2025
- November 17, 2025
- February 12, 2026
- March 17, 2026
- May 5, 2026

The Committee held four regularly scheduled meetings, with a planned fifth meeting (February) being cancelled due to inclement weather and held a special meeting on March 24, 2026, to review proposed policies to replace the Fair Treatment Policy. The Committee conducted two electronic consultations on October 31, 2025, and January 9, 2026, to appoint committee members and chairs.

Highlights

In 2025-2026 the Committee continued the work to deliver on the Governance Review, while improving the Board's governance at a steady pace. These include the approval of a new Description of Role for members of the Board, the Chair of the Board, Vice Chairs of the Board and Committee Chairs, the approval and implementation of a new *Protocol on the Recruitment, Selection and Appointment of Member of the Board* (see appended), revision and update of the Annual Training Plan for the Board, improvements to the Annual Workplans of Committee and the Board,

This year was marked by substantial policy work, including the review and endorsement of a new Policy on Harassment and Discrimination and modifications to the Policy on Sexual Violence; both meant to replace the Fair Treatment Policy. The Committee also reviewed and recommended a new Risk Management Policy, a revamped Visual Identity Policy, a modified the Gift Acceptance Policy, a substantially rewritten Policy on the Sale of Course Materials and a new Policy on Non-Audit Services.

The Committee was very active in the recruitment and selection of new members of the Board and members and chairs of committees.

For the first time, the Committee piloted the process for the selection of a new Chair of the Board and two Vice Chairs of the Board under a new Policy¹ enacted just months before. The process, as outlined in appendix, was followed rigorously and led to the election of Mary Anne McMahon as Chair of the Board, Brian Thompson as First Vice Chair of the Board and Alex MacBeath as Second Vice Chair of the Board; all for a one-year term starting June 1, 2026.

In March, the Committee received a report from an Appeal Panel struck to hear the appeal of a decision of the *Senate Academic and Student Discipline Appeals Committee* in which the Panel raised concerns regarding shortcomings in procedure. This led to discussion at the May meeting of the Committee about the possibility of a comprehensive review of the University's rules regarding academic appeals; an initiative that would be delivered in close collaboration with the Senate.

A detailed list of Committee activities is included below.

Committee Activities

1. Governance Review and Strategic Oversight

- Monitored progress through the year on the implementation of the Governance Review.
- Reviewed progress on the implementation of governance-related Action Plan activities.
- Approved a new *Protocol on the Recruitment, Selection and Appointment of Members of the Board*.
- Developed an Interview Guide for prospective members of the Board (appended).
- Approved the Committee's annual workplan for 2026 – 2027.

¹ https://files.upei.ca/policy/selection_of_the_chair_and_vice_chairs_of_the_board_policy.pdf

- Approved a *Description of Role* for members of the Board, the Chair of the Board, Vice Chairs of the Board and Committee Chairs.
- Identified Committee professional development needs.
- Reviewed updates to Terms of Reference for all Board committees, with some modifications recommended to the Terms of Reference of the Development, Fundraising and External Relations Committee.
- Reviewed and approved the meeting schedule for the Board for 2026 to 2029.
- Reviewed a report on the attendance of members at Board and Committee meetings in 2025 – 2026.
- Reviewed the results of the Annual Survey of members and approved an improved survey for 2026 – 2027.
- Approved the Board’s Annual Training Plan for 2025 to 2027 and a new Board Onboarding Program.
- Updated the Board’s Guidelines for in-camera meetings.

2. Policy Oversight

- Reviewed the following new or revised policies:
 - Risk Management (revised)
 - Sexual Violence (revised)
 - Harassment and Discrimination (new)
 - Gift Acceptance (revised)
 - Visual Identity (revised)
 - Non-Audit Services (new)
 - Policy on the Sale of Course materials (revised)
- Received an update on the state of Board-approved policies at the University
- Reviewed a section of the By-Laws of the Board regarding the election of students to the Board and recommended that the UPEISU continue to elect those members.

3. Appeals

- Received a report on appeals heard at UPEI in 2025-2026.
- Received a report from an Appeal Panel on matters of procedure regarding an appeal.
- Discussed a review of the University’s Rules of Appeal.

Reporting to the Board

For each meeting of the Board of Governors, the Committee submitted a Quarterly Report describing activities and discussions that are not otherwise captured in the meeting materials and agenda of the Board (appended).

A. GENERAL PROVISIONS

A.1 Purpose

This Protocol, established under the auspices of the Governance, Nominating and Appeals Committee (the Committee), outlines the process and responsibilities to recruit, select, and appoint members of the Board of Governors (see the Composition of the Board in Appendix A).

A.2 Scope

This protocol applies to the recruitment, selection, and appointment of external members², Teaching Staff members, Senator members and Student members. The appointment of Ex-Officio members³ and the appointment of the Chair and Vice Chairs of the Board are not subject to this protocol and proceed under separate policy⁴.

A.3 Authority

This Protocol proceeds from article 4 (Board Composition and Role) and 6 (Board Recruitment, Nomination and Selection) of the General By-Laws of the Board of Governors (see Appendix B).

A.4 Confidentiality and Communications

All information shared with members of the Committee, other than that which has expressly been approved by the Committee for disclosure to facilitate outreach to prospective members, is kept confidential. The Committee does not disclose the names or status of candidates at any time during the process.

A.5 Onboarding and transition

² The General By-Laws of the Board of Governors define “External Member” to mean an LGIC Board member, a Board Member elected by the Alumni Association, or a Board Member elected by the Board from among persons other than officers, members, employees or students at the University.

³ Ex-officio members include the Chancellor and the President of the University and the President of Holland College.

⁴ Chair and Vice Chairs of the Board:

https://files.upei.ca/policy/selection_of_the_chair_and_vice_chairs_of_the_board_policy.pdf

Acting and Interim President : https://files.upei.ca/policy/appointment_of_acting_or_interim_university_president.pdf

In the period between their appointment to the Board and the start of their term, new members of the Board will be invited to attend as a non-voting member any open sessions of the Board and meetings of any committee of the Board to which they have been appointed and will be invited to participate in any training session offered to members of the Board.

B. RECRUITMENT AND SELECTION

B.1 General

B.1.1 As the need arises, the Committee will undertake all required action under this policy for the appointment of:

- External members appointed by the Board of Governors
- Members appointed by the Lieutenant Governor in Council
- Members elected by the Teaching Staff of the University
- Members elected by the Student Body
- Members elected by Senate
- Members appointed by the UPEI Alumni Association

B.2 Eligibility Criteria

In the selection of members of the Board, the Committee will consider in its recommendation, and the Board will consider for all appointments the eligibility criteria established under the Act and the General By-Laws of the Board of Governors.

B.2.1 INELIGIBILITY

Is ineligible any person who,

- a)** Is a member of the Legislative Assembly of PEI,
- b)** Is at the employ of UPEI as administrative or managerial staff,
- c)** Is an ex-officio member⁵ of the Board,
- d)** Has served for six years on the Board⁶,
- e)** Has had their status as a member of the Board rescinded by the Board for not meeting the standard of conduct set out in the General By-Laws of the Board or other applicable Board policies or agreements.

⁶ In extraordinary circumstances, a member may serve up to nine years on the Board.

B.2.2 ELIGIBILITY

B.2.2.1 For members elected by and from the Senate of the University, be a member of Senate at the time of appointment and be so for a projected three years.

B.2.2.2 For Teaching Staff members, be under the employ of UPEI in a teaching role at the time of appointment and be so for a projected three years.

B.2.2.3 For Student members, not be in a leadership role with a university student association, be enrolled as a full-time student in good standing⁷ at UPEI at the time of appointment and be so for the coming year.

B.2.2.4 For Alumni members, be a graduate of UPEI at the time of appointment and project to be a member of the Board for three years.

B.3. External Governors appointed by the Board

External Members are recruited based on their qualifications, skills, experiences, perspectives, and the ability to contribute to the overall mission of the university. Individuals proposed for membership should be able to demonstrate skill, interest, and knowledge in at least one skill identified by the Committee.

External members are appointed to serve a term of three years, with the possibility of renewal for another three-year term. Under extraordinary circumstances, a member can be appointed to third three-year term.

The process to select external members is as follows:

- a) Establishment and periodic renewal of a Board Skills Matrix and Gap Analysis.
- b) Identification of candidates
- c) Shortlist of candidates
- d) Interview
- e) Recommendation
- f) Appointment

B.3.1 Establishment and periodic renewal of a Board Skills Matrix

B.3.1.1 Once a year, normally in May, each of the Board's Committees will review its skills needs with consideration of upcoming departures, representation

⁷ Student standing is defined under Academic Regulations established by the Senate of the University.

demographics and in-year appointments of external members and report their findings and recommendations to the Committee.

B.3.1.2 Once a year, normally in September, the Committee will update the Skills Self Declaration Questionnaire (“the Questionnaire”) to be filled by members of the Board in late February to early March.

B.3.1.3 At the following meeting, normally in November, the Committee will:

- review the individual and cumulative results of responses to the questionnaire and, accordingly, update the Skills Matrix and identify skills gaps that should be resolved through recruitment.
- From the Skills Matrix and Gap Analysis and with knowledge of any current or upcoming vacancies, representation demographics and recommendations from other committees, the Committee will:
 - i. identify the number of seats to be filled within the governance year,
 - ii. approve a recruitment profile for each seat to be filled,
 - iii. rank seats to be filled in order of priority.

B.3.1.4 The Skills Matrix and Gap Analysis will be shared in closed session at the regular meeting of the Board in December.

B.3.3 Shortlist of candidates

B.3.3.1 The Committee will establish a shortlist of candidates who can be approached by the Chair of the Committee and/or the Chair of the Board in order of priority.

B.3.3.2 Normally in Late February or Early March, the Chair of the Committee and/or the Chair of the Board will reach out to shortlisted candidates in order of priority to assess their fit for the role.

B.3.3.3 To establish the shortlist the Committee may rank candidates on a basis of 10⁸ as how they meet the following or other criteria as defined by the Committee:

- Demonstrated skill in one of the Board skills needs.
- Previous Board experience.
- Experience with large, not-for-profit institutions.
- Education/Credentials.
- Professional designations.

⁸ See Appendix D for a proposed scorecard

- Alignment with UPEI's values.

B.3.3.4 For members appointed under section 8 (i), the Secretary will publish a call for candidates and the recruitment profile and priorities and consult with the Association to identify prospective candidates.

B.3.4. Interview

B.3.4.1 Once a shortlist of candidates has been established; the Chair of the Board and/or the Chair of the Committee will interview candidates in ranked order to determine their willingness and availability to serve. Candidates are provided with a copy of the Role of members of the Board prior to the interview.

- a. Where appropriate, a board member who may have connections to a potential candidate may make the initial contact, and advise the Chair of the Board, the Chair of the Committee of the outcome.

B.3.5 Recommendation

B.3.5.1 Normally in March, the Chair of the Board and the Chair of the Committee will report to the Committee, the results of the interview and advise the Committee as to whether the candidate should be recommended to the Board for appointment.

- a. In March, the Committee will recommend to the Board the appointment of as many members as there are seats vacant on the Board to be filled by appointment by the Board.

B.3.6 Appointment

B.3.6.1 In March, the Board will appoint as many members as there are seats vacant on the Board to be filled by appointment of the Board to a term to start on June 1 and end three years hence on May 31.

B.3.6.2 In the case where the Board rejects the recommendation of the Committee, the Committee will, at a subsequent meeting, recommend another candidate from other candidacies received or, in absence of other candidacies to be recommended, proceed to a new call for candidacies with the aim of recommending another candidate in May. This process can be repeated until the seat is filled.

B.3.6.3 The appointment of a new member is approved in a Non-Public meeting of the Board and announced forthwith by the Chair of the Board to the University Community in a Public meeting of the Board. Communication with the University Community can be authorized by the Chair of the Board once the appointment has been announced in a public meeting of the

Board. The appointment is noted in the synopsis and minutes of the public meeting of the Board, which are posted on the Secretariat's website.

B.4 Appointment of members by the Lieutenant Governor in Council

- B.4.1 The appointment of members by the Lieutenant Governor in Council is not under the control of the University, but the Committee has a role in triggering the process, identifying its skills need, and communicating the appointment to the Board.
- B.4.2 In respect of the prerogative of the Province, the process is understood to be as follows:
 - a. Establishment and periodic renewal of a Board Skills Matrix and Gap Analysis
 - b. Communication of needs to the Province
 - c. Appointment by the LGIC
 - d. Communication of appointment to the Board
- B.4.3 Normally in January, following the establishment of recruitment profiles under section B.3.1, the Secretary will communicate them to relevant officials of the Province and enjoin them to start a process to appoint to the Board in March as many members as there are vacant to be filled by the LGIC for a three-year term to start on June 1 and end three years hence on May 31.
- B.4.4 Upon receiving confirmation of the appointment of a member by the LGIC, the Chair of the Committee will communicate to the Board that a member has been appointed to the Board.

B.5 Members elected by the Teaching Staff of the University

- B.5.1 The process is understood to be as follows:
 - a. Call for nominations
 - b. Election
 - c. Communication of appointments to the Board
- B.5.2 In April, the Secretary will call for nominations from among all eligible teaching staff of the University and conduct an election with results to be delivered to the Committee in May. All eligible teaching staff of the University may vote in the election, with the candidate receiving the most votes being elected.
- B.5.3 The Secretary will confirm the results of the election with the Chair of the Committee, who will communicate the election of a member of the Board by the University's Teaching Staff to a term to start on June 1 and end three years hence on May 31.

B.6 Members elected by the Student Body of the University

- B.6.1 In March, the Secretary of the University will call for nominations to two seats on the Board, one for an undergraduate student and one for a graduate student and conduct separate

elections for each seat by the end of March. All eligible students at the University may vote in the election, with the candidate receiving the most votes being elected.

- B.6.2 The Secretary will confirm the results of the election with the Chair of the Committee, who will communicate the election of a member of the Board by the University's Teaching Staff to a term to start on June 1 and end the following May 31.

B.7 Members appointed by the Alumni Association

- B.7.1 Normally in March, following the establishment of recruitment profiles under section B.3.1, the Secretary will communicate them to the UPEI Alumni Association and enjoin them to appoint to the Board by the end of March as many members as there are vacant to be filled by the UPEIAA for a three-year term to start on June 1 and end three years hence on May 31.
- B.7.2 Upon receiving confirmation of the appointment of a member by the UPEIAA, the Chair of the Committee will communicate to the Board that a member has been appointed to the Board.

C . RENEWAL OF TERM

C.1 General

C.1.1 All members of the Board, other than ex-officio members, may be renewed in their term of office, providing that at the end of the new term of office they will not have been a member of the Board for more than six years.

C.2 Renewal by appointing entities

C.2.1 The renewal of Teaching Staff members, Senator Members, Alumni Members, LGIC Members and Student Members is managed by the body that appoints them providing that their term complies with C.1.1.

C.3 Renewal by the Board

C.3.1 The renewal of members of the Board appointed under section 8(1) h) of the Act, proceeds as follows:

- a) Normally in October preceding the end of their term, outreach by the Chair of Committee, or the University Secretary in their stead, to canvass their willingness to renew.
- b) If the member elects to renew their term, the Chair of the Committee will seek from the Committee in November, a recommendation to the Board for their renewal.
- c) If the Committee agrees to renew the term, a recommendation will proceed to the Board in December for approval with the renewed term to start on June 1.
- d) If the Committee does not agree to renew the term, it will inform the members who

may appeal directly to the Board in a non-public meeting in December at which time the Board will deliver a final decision in absence of the member after hearing the member.

- e) If the member term is not renewed, the Committee will proceed under B.3 with a projected vacancy at the conclusion of the member's term.

APPENDIX A

Composition of the Board as defined under Article VII of the Board By-Laws

The Board of Governors is composed of 26 members as follows:

- (a) nine members appointed by the Lieutenant Governor in Council, and chosen from among persons other than officers, members, employees or students of the University;
- (b) the Chancellor of the University;
- (c) the President;
- (d) the President of Holland College;
- (e) two members elected by and from the Senate of the University;
- (f) two members elected by and from all the members of the teaching staff of the University;
- (g) two members elected by and from the student body of the University by such democratic procedures as shall be specified in a student body constitution;
- (h) two members elected by and from the Alumni Association of the University;
- (i) six members elected by the members of the Board referred to in clauses (a) to (h).

APPENDIX B

Provisions of the General By-Laws of the Board of Governors related to the Board's complement.

4.1 Board Composition

The Board will work to ensure that its composition is diverse and reflects diverse perspectives. The Board will seek the cooperation of the Electing Constituencies and the Lieutenant Governor in Council to ensure a diverse Board composition.

4.2 Terms and Term Limits

- a) With the agreement of the Electing Constituency and with a view to increasing continuity of membership, it is preferable that Board Members serve as follows:
 - i. LGIC Board Members will serve for up to three years ending on May 31st in the third year following the year the member is appointed in accordance with s. 10 (1) of the Act.
 - ii. Ex Officio Board Members will hold office for the duration of the appointment associated with their role as a Board Member.
 - iii. Senate Board Members will serve for three (3) years.
 - iv. Teaching Staff Board Members will serve for three (3) years.
 - v. Student Board Members will serve as follows:
 - a. One (1) Student Board Member will serve a one-year Term.
 - b. One (1) Student Board Member will serve a two-year Term.
 - vi. Alumni Board Members will serve for three (3) years.
 - vii. Board Elected Members will serve for three (3) years.
- b. If an Electing Constituency would like to vary the Term of the Board Member(s) it nominates from that specified above, it will provide written notice to the Board Chair of the proposed change and the reasons for it. The Committee of the Board responsible for governance matters will consider the matter and work with the Electing Constituency to reach consensus.

- c. Normally, Board Members will serve no more than two (2) Terms or more than six (6) years, whichever is less. Under no circumstances shall a Board Member be reappointed or re-elected for more than three consecutive (3) Terms or nine consecutive (9) years, whichever is less. Service will be considered consecutive when there is a break of less than one year between Terms.
- d. Ex Officio Board Members will cease to hold office immediately upon the effective date of resignation, leave (not including vacation), or termination from their respective role as Chancellor, President or President of Holland College.
- e. In accordance with the Act (s. 10(3)), Board Members continue in office until their respective successors have been elected or appointed. The Board will take all reasonable steps to ensure that appointment and election processes are such that no Board Member exceeds the nine-year (9) Term limit.

6.1 The Board will ensure that the Board and its Standing Committees are composed of Board Members with the diversity, skills and experience necessary to steward and govern the University. The Board will maintain a skills matrix and will be guided by the matrix in the recruitment and selection of new Board Members and the appointment of Board Members to Standing Committees. The Board will seek the cooperation of the Electing Constituencies and the LGIC to recruit and select diverse Board Members with the required skills and experience indicated by the application of the skills matrix.

6.2 The Board will develop, maintain, document and publish in Policy Instruments the means, processes, and procedures for:

- a) The identification of the skills and attributes and characteristics needed for an effective and diverse Board.
- b) The application of skills-based recruitment criteria to the recruitment of Board Members.
- c) The application of skills-based recruitment criteria to the appointment and election of Board Members.
- d) The identification of the skills, attributes and characteristics required for Board Leaders.
- e) The application of skills-based nomination criteria to the recruitment, selection, and appointment of those nominated to be Board Leaders and, where applicable Officers.
- f) The application of skills-based nomination criteria to the recruitment, selection, and appointment of Board Members to Standing Committees.
- g) A transparent and easily accessible process for potential Board candidates to apply to be a Board Member.

APPENDIX C

BOARD MEMBER, BOARD OF GOVERNORS

ROLE DESCRIPTION

(Pending approval by GNAC)

Approved by: Governance, Nominating and Appeals Committee

Date: (Insert Date)

Purpose

Members of the Board of Governors ("Board members") at the University of Prince Edward Island are fiduciaries of the University, entrusted with governing the institution in the public interest. They provide strategic oversight, ensure accountability, and support the long-term success of the University. As members of one of two primary governing bodies within UPEI's bicameral governance system, Board members work alongside Senate (the academic governing body) to uphold UPEI's mission, vision, values, and responsibilities to students, the province, and the public. Their collective role is to help the University navigate complexity and change with courage, compassion, and integrity.

Key Responsibilities

1. Governance, Legal, and Fiduciary Duties

- Act honestly, in good faith, and in the best interests of the University as a whole.
- Fulfill fiduciary duties of loyalty and care and comply with relevant legislation, Board by-laws, and University policies.
- Understand the respective roles of the Board and the Senate, and the distinct responsibilities of each under UPEI's bicameral governance structure.
- Maintain a clear distinction between:
 - Strategic and policy-level governance (Board responsibility), and
 - Academic matters and operational implementation (Senate and administration responsibility).

Note: While Board members may bring the perspective of the constituency from which they hail (e.g., faculty, students, government), they do not serve as representatives of those groups. All decisions must be made based on the best interests of the University as a whole.

2. Institutional Oversight and Strategy

- Provide informed input into the development and monitoring of the University's strategic plan, institutional goals, and performance measures.
- Be knowledgeable about the University's mandate, objectives, operations, and public role.
- Monitor progress on financial, reputational, strategic, and risk-related goals.

3. Financial and Risk Stewardship

- Review and approve the annual budget, audited financial statements, and material capital expenditures.
- Oversee institutional risk, internal controls, audit processes, and long-term financial health.

4. Participation and Board Effectiveness

- Attend all Board and assigned committee meetings, development sessions, and related events.
- Review materials in advance, ask questions, and engage thoughtfully and respectfully in discussions.
- Serve on at least one Board committee and contribute actively to its work.
- Participate in self-assessment and evaluation processes to support continuous Board improvement.

5. Communication

- Recognize that the Chair of the Board (or their express delegate) is the sole spokesperson on Board matters, and the President (or their express delegate) is the sole spokesperson on behalf of the University.
- Refer any requests for comment or information to the appropriate spokesperson and refrain from making unofficial statements about Board matters.
- Promptly communicate any significant concern from the community to both the Board Chair and President.
- Maintain the confidentiality of all in-camera or sensitive discussions.

6. Ethical, Collegial, and Compassionate Governance

- Govern with integrity, independence, respect, and professionalism.
- Demonstrate compassion and awareness for those in the university community who may have experienced or may be experiencing fatigue, stress, or hardship, particularly during times of uncertainty, transition or crisis.
- Be courageous and principled in the commitment to do the right thing for the institution and its communities, especially in difficult or complex situations.
- Consider the impact of decisions on key stakeholders, demonstrate this through asking questions and raising issues, and treat stakeholders fairly and equitably, while acting in the best interests of the University.

- Disclose any real, potential, or perceived conflicts of interest to the Board Chair, Committee Chair or University Secretary, and withdraw from related discussions or decisions in accordance with the University's conflict-of-interest policy.
- Maintain the confidentiality of sensitive Board materials and discussions, particularly during in-camera sessions.
- Support a Board culture that is inclusive, respectful, and open to diverse perspectives.

7. Public Trust and Institutional Advocacy

- Act as stewards, safeguarding the autonomy, reputation, and integrity of the University.
- Promote transparency, inclusion, sustainability, and reconciliation with Indigenous Peoples.
- Serve as ambassadors of the University in the community, advancing its mission through networks, advocacy, and service.
- Support the President and senior administration in advancing the University's goals and reputation.

Qualifications and Attributes

- Commitment to postsecondary education and public service.
- Independent judgment, integrity, and the ability to collaborate in a complex governance environment.
- The attached skills matrix outlines the key competencies required for effective governance by the Board of Governors. While individual Board members are not expected to possess all of these skills, it is important that the Board as a whole reflects a well-distributed and balanced range of these competencies to fulfill its responsibilities effectively.
- Appointees should be willing and able to devote sufficient time and attention to Board work.

Time Commitment

- Attend 4–6 Board meetings per year, along with committee work, retreats, and preparation.
- Estimated time commitment: 12–20 days per year, depending on responsibilities.

Term of Appointment

- Board and Government appointed members are typically appointed for a three-year term, renewable in accordance with the University Act. Terms for other appointed or elected members vary according to the rules of the appointing bodies (e.g. Senate, Alumni Association).

Support and Orientation

- Board members receive comprehensive orientation and ongoing access to professional development opportunities.
- Governance support and information are provided through the University Secretariat.

APPENDIX D

PROPOSED CRITERIA SCORECARD TO SHORTLIST CANDIDATES

On a scale of 1 – 10 (1= not acceptable, 10=great), please rate the candidate on each item listed below.

Criteria	Proposed Weighting	Candidate A	Candidate B	Candidate C
Addresses Board skills need*/gap	30%			
Previous Board experience	15%			
Experience with non-profit institutions	10%			
Education and professional designation	10%			
Connection to UPEI / espouses university values	10%			
Demographic Representation	25%			
Total	100%			

APPENDIX E

Timeline and process for the recruitment, selection and appointment of new members and for the renewal of incumbent members

Timeline and process for recruitment of external members appointed by the Board

Step	Time	Responsibility
Identification of Committee skills needs	May	GNAC
Approval of questionnaire	September	GNAC
Administer questionnaire and collect results	October	University Secretary
Skills Matrix Update, Gap Analysis and Recruitment profile. Approve format of call for nominations.	November	GNAC
Call for nominations	January	University Secretary
Shortlisting of candidates	Mid-February	GNAC
Outreach to candidates	Late February/Early March	Chair of the Board/Chair of GNAC
Recommendation by GNAC	March	GNAC
Appointment by the Board	March	Board/Chair of GNAC

Timeline and process for appointment of member by the Lieutenant Governor in Council

Step	Time	Responsibility
Approval of questionnaire	September	Committee
Administer questionnaire and collect results	October	University Secretary
Skills Matrix Update, Gap Analysis and Recruitment profile	November	GNAC
Communication of needs to Province	January	University Secretary
Appointment by LGIC	March	Province
Communication of appointment to Board	March	Chair of GNAC
Start of term	June 1	NA

Timeline and process for election of a member by Teaching Staff

Step	Time	Responsibility
Call for nominations	April	University Secretary
Election	May	University Secretary
Communication of appoint to Board	June	Chair of GNAC
Start of term	June 1	NA

Timeline and process for the appointment of a member by the UPEI Alumni Association

Step	Time	Responsibility
Approval of questionnaire	September	GNAC
Administer questionnaire and collect results	October	University Secretary
Skills Matrix Update, Gap Analysis and Recruitment profile	November	GNAC
Communication recruitment profiles to UPEIAA	January	University Secretary
Appointment by UPEIAA	March	Province
Communication of appointment to Board	March	Chair of GNAC
Start of term	June 1	NA

Timeline and process for the appointment of a student member

Step	Time	Responsibility
Call for nominations	March	University Secretary
Election	March	University Secretary
Communication of results	March	Chair of GNAC
Start of term	June 1	NA

Timeline and process for the appointment of a Senator member of the Board

Step	Time	Responsibility
Communication to Chair of Senate	March	University Secretary
Appointment by Senate	March	University Secretary
Communication of results	March	Chair of GNAC
Start of term	June 1	NA

Timeline for the renewal of incumbent members appointed under section 8(1) h) of the Act

Step	Time	Responsibility
Outreach, canvass of willingness to renew	October	Chair of GNAC or University Secretary
Decision by GNAC	November	GNAC
Decision of Board	December	Chair of GNAC
Start of term	June 1	NA

Process to select the next Chair and Vice Chairs of the Board under policy

On May 27, the Board of Governors approved a *Policy on the Selection of the Chair and Vice Chairs of the Board of Governors* with immediate effect.

To deliver on the policy, the following process and timeline is established by the incumbent Chair of the Board.

Eligibility⁹

To be eligible for all three roles, one must be

- An external member of the Board,¹⁰
- A member of the Board for a year at the start of the term¹¹,
- A member till May 31, 2026,
- For the role of First Vice Chair, the member must also be willing and able to be considered as a successor to the Chair of the Board.

Process¹²

In early September, the Secretary will seek, and the incumbent Chair and Vice Chairs will provide no later than mid-September, their willingness to be renewed in the role. As soon as the incumbent has confirmed, the Secretary will initiate the process to elect a new Chair and Vice Chairs of the Board and notify members. Notice will be given to members that the process of election has started, and members will be invited to nominate candidates for each of the three roles¹³.

Candidates will submit to the Secretary a letter of candidacy and an updated professional biography. The Secretary will remit those documents, in confidence, to the Governance, Nominating and Appeals Committee (GNAC).

At its November meeting, GNAC will consider, in closed session, the candidacies received and recommend one for each role to the Board of Governors for election.

⁹ Eligibility standards are defined in the By-Laws of the University.

¹⁰ External members are those appointed by the LGIC, by the Alumni Association or by the Board from among persons other than officers of the university, members of faculty (including Senators), employees or students.

¹¹ Therefore, new members to be appointed in October 2025 are not eligible.

¹² As established under section 5.4 of the By-Laws of the University.

¹³ If there are no candidates for the role of Second Vice Chair, unsuccessful candidates for the role of First Vice Chair may be asked to stand for the second role.

The Board will appoint via a substantive motion in closed session in absence of candidates, a new Chair or Vice Chairs of the Board in the Fall, so that the new Chair and Vice Chairs will be Chair Elect and Vice Chair Elect from January 1 to May 31 of the following year.

Timeline

In keeping with the schedule of meetings of the Board and Board Committee approved by GNAC on April 24, the timeline to elect a Chair and two Vice Chairs of the Board is as follows:

Timeline	Step	Lead
Early September	Confirmation of the incumbent's will to renew	University Secretary
Early September	Election notice to members and call for nominations (see appendix A)	University Secretary
September 18	GNAC approves candidacy assessment grids	Chair of GNAC, University Secretary
October 31	Nominations close	Secretary
November 17	GNAC receives report from the Secretary and recommends a candidate for each role	Chair of GNAC, University Secretary
December 2	Election of Chair Elect and Vice Chairs Elect in closed session with announcement in open session	Chair of the Board, University Secretary
December 4	Communication of appointment to the University Community	Chair of the Board, University Secretary
January 1	Elected candidates become Chair Elect, First Vice Chair elect and Second Vice Chair Elect	NA
January 1 to May 31	Transition period: Chair and First Vice Chair Elect are invited to meetings of all committees.	Committee Chairs, Chair of the Board, University Secretary
June 1	Chair and Vice Chairs begin their term of office	Chair and Vice Chairs

Interview Guide
Board of Governors Candidates
September 2025

Interviewer Preparation

- Candidate application information
- Board member role description. Also provided to candidates

Candidate Questions:

Note: Please document candidate responses to each question.

Alignment with University's Mission and Values

1. Please elaborate on what interests you about serving on the UPEI Board of Governors.

Governance Experience

2. What has been your most rewarding experience serving on corporate or community Boards and explain why it was rewarding.

Strategy

3. What do you think are the biggest strategic opportunities and risks facing Canadian Universities over the next 5-10 years. Identify any specific to UPEI.

Equity Diversity and Inclusion

4. How have you contributed to advancing equity, diversity, and inclusion in other organizations?
5. How would you help ensure diverse perspectives are represented and respected in Board deliberations?

Financial Oversight

6. Describe experience you have had overseeing large budgets or reviewing complex financial statements.

Community Engagement

7. How would you engage with external stakeholders or the broader community in your role as a Board member?

Availability and Time Commitment

8. As noted in the role description, serving on the Board requires significant time for meetings, committee work and preparation. Please describe how you would manage this expectation.

Conflict of Interest

9. Are you aware of any potential conflicts of interest which may hamper your ability to effectively serve on the Board?

Evaluation Grid

Rate candidates, with 1 being lowest and 2, 3 or 5 being highest, depending on the criteria.

Criteria	Rating	Candidate A	Candidate B	Candidate C	Candidate D	Candidate E
Alignment with University's Mission and Values	25% (1-5)					
Governance Experience	15% (1-3)					
Strategy	10% (1-2)					
Financial Oversight	15% (1-3)					
Equity Diversity and Inclusion	15% (1-3)					
Community Engagement	10% (1-2)					
Availability and Time Commitment and Conflict of Interest	10% (1-2)					
Total	100% (20)	/20	/20	/20	/20	/20

Draft In-Camera¹ Guidelines

Board of Governors

November 17,2025

Board Transparency

“Universities have critical social purposes, and are funded by government, student tuition, donors, and investments. To demonstrate accountability and promote public confidence, boards have an obligation to ensure the transparency of their decision-making processes and decisions to their various university communities and stakeholders about their revenues, expenditures, and how the university is fulfilling its purposes, while still maintaining spaces for confidential discussions where appropriate such as personnel matters, employment related matters, and information under embargo².”

The University of Prince Edward Island (UPEI) Board of Governors is committed to conducting as much business as possible in open sessions, while recognizing that some matters require confidential consideration.

Authority

Article 8 of the UPEI By-law 1 requires the Board to hold In-Camera sessions at the end of every Board Public Meeting and Standing Committee meeting and provides guidance on topics to be considered and attendees. These guidelines align with the By-law.

Purpose

In-camera sessions enable the Board to discuss sensitive matters that cannot be shared publicly because of legal, financial, or personnel considerations and reinforce the distinct, but complementary roles of Governors and senior administration. Properly used, they strengthen the Board of Governor’s oversight role and reinforce accountability to both internal and external stakeholders and safeguard the independence of University officers, namely auditors, by providing direct access to the board without management in attendance.

It is not their purpose to willfully exclude members from deliberations to which they are entitled, to repress diversity of opinion, to hide misfeasance, or to avoid difficult decisions.

Modes of meeting

The Board of Governors can meet in three different modes:

1. A public session (often called Open Session), which is the default mode of meeting, where most of the Board’s business is transacted, and decisions taken with management and members of the University Community present.

2. A non-public session (often called Closed Session) used sparingly where decisions can be taken with the presence of management but without members of the University Community to resolve sensitive matters that cannot be transacted in public.
3. An in-camera session mostly in absence of management to discuss sensitive matters, but without taking decisions.

Appropriate Discussion Items

In-camera sessions may address topics such as:

- Status of work to complete Board and Standing Committee work plans
- Board or committee performance and effectiveness
- Adequacy of meeting materials
- President or other executive performance
- President's compensation
- Reception of independent reports from auditors
- Issues under negotiation, arbitration or grievance
- Whistleblower complaints
- Sensitive financial, legal, personnel matters

Inappropriate Discussion Items

In-camera sessions are not appropriate for:

- Revisiting items already addressed in open or closed sessions
- Taking decisions or introducing new business
- Revising or reversing decisions made with administration present
- Allowing members to discretely partake in discussions in which they are in conflict of interest

Attendees

- All Board members, including the President, except when
 - the topic is the President's performance or compensation.
 - the Board or a Committee receives a report from officials meant for members only.
- University Secretary, except when the topic is the Secretary's performance.
- Others invited by the Board, based on topics to be discussed.
- Any Board member with a conflict of interest must recuse themselves from related discussions.

Process

- In-camera sessions are normally scheduled at the end of each Board or Committee meeting but may be waived or moved, by consent of the Governors.
- A formal motion must be made to enter and exit an in-camera session. Those motions are recorded in the meeting minutes.
- Minutes of in-camera discussions are not taken, and discussions are confidential.
- Rules of order are relaxed during in-camera sessions. However, the Chair must maintain civility and respect in discussions.
- Any decision arising from the discussions is taken and recorded once the Board returns to public or non-public sessions.
- There can be in-camera documentation shared only with members under embargo and with select managers as determined by the Chair.
- After the session, the Board or Committee Chair provides a summary of the discussion to the Board Chair, and, if applicable, to the President. This can be conveyed directly or through the University Secretary.
- The Board may also convene a special meeting without administration to address urgent matters beyond the scope of the Executive Committee or other committees.

REPORT TO THE BOARD OF GOVERNORS¹⁴

On the meeting of the
Governance, Nominating and Appeals Committee

Held on September 18, 2025

The Governance, Nominating and Appeals Committee met on September 18, 2025

During this meeting, the Committee:

- Approved its Annual Report for 2024 – 2025
- Approved its Annual Workplan for 2025 – 2026
- Approved several descriptions of the roles and responsibilities
- Received an update on the implementation of the Governance Review
- Approved a Protocol on the recruitment, selection and appointment of members of the Board.
- Discussed Board vacancy planning and the appointment of a new Chair of the Campus Culture Oversight Committee
- Approved an assessment grid for the selection of the Chair and Vice Chairs of the Board of Governors.

Annual Report

The Committee approved its annual report for 2024 – 2025, highlighting key activities and decisions taken during the year. The Annual report is provided to the Board for information.

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

Description of roles

Fulfilling one of the University's commitments under the Governance Review and a requirement under the General By-Laws, the Committee approved new descriptions of roles for members, Chairs of committees, Vice Chairs and the Chair of the Board. These descriptions will serve not only to inform the University Community of the roles of members and officers of the Board but will also be useful references to recruit and

¹⁴ Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

onboard and train members and officers of the Board. They are provided to the Board for information.

Governance Review Update

The Committee received an update on the implementation of the Governance Review and noted that the implementation is tracking well against the University's commitments.

Process for the recruitment, selection and appointment of members of the Board.

In compliance with the By-Laws of the Board and its Terms of Reference, the Committee approved a Protocol on the recruitment, selection and appointment of members of the Board. The Protocol applies to all but ex-officio members of the Board and detail the timelines and steps leading to the appointment of members. The overarching aim is to proceed to appointments in March for most members, to synchronize members' terms to start on June 1 and end on May 31. The Protocol is shared with the Board for information.

Appointment of a new Member and Committee Chair

With the departure of Carolyn Simpson from the Board after her election to the Legislature of PEI, a new Chair of the Campus Culture Oversight Committee is to be selected. The Committee has discussed potential replacements with the aim of bringing a recommendation to the Board on October 7.

The Committee also discussed current vacancies on the Board, of which there are five, and the process to fill them. A request has been submitted to the Province to fill the two positions to be filled by the Lieutenant Governor in Council, an election was held to elect a member of the University Teaching Staff to the Board, Senate considered the election of a Senator to the Board on September 26 and a public call was published to fill one seat to be appointed by the Board. For this latter case, the Committee has received five candidacies and is currently vetting them with the intent of soon bringing a recommendation to the Board.

Assessment Grid for the Selection of the Chair and Vice Chairs of the Board

As is required under the Policy on the Selection of the Chair and Vice Chairs of the Board, the Committee has approved a grid to assess candidates and formulate a recommendation to the Board. A description of the process to select the Chair and Vice Chairs of the Board is provided to the Board for information.

Quarterly Report

Governance, Nominating and Appeals

December 2, 2025

The Governance, Nominating and Appeals met on November 19, 2025. At this meeting and an electronic consultation, the following items were discussed.

- Outstanding Governance Review Items
- In-Camera Guidelines
- Process to Request Agenda Items for Board meetings
- Strategic Enrollment Management
- Approval of the closed and open agendas of the December 2 meeting of the Board.

Outstanding Governance Review items

The Committee received from P. Trainor a presentation on the current state of implementation of the Governance Review as well as items that are outstanding that connect with the Committee's Terms of Reference. The Committee noted the significant progress made in the implementation of the University's commitment under the Review. For some items where there is a judgment call to come from the Board as to how they were delivered, the Committee recommends that an item of business be added to a future meeting of the Board to canvass members.

In-Camera Guidelines

The current guidelines that define how the Board and its committee should conduct their in-camera sessions are due for review. The Committee received and reviewed an updated version of the guidelines and approved them pending some modifications to ensure the confidentiality of discussion regarding the performance and remuneration of the President, a process where follow-up on in-camera discussions is needed and conditional provisions for a report out to the Chair of the Board.

Process to request agenda items for Board meetings

One of the recommendations under the Governance Review, as well as a requirement under the General By-Laws of the Board, is that the Board publishes a process by which members of the Community can request that an item be taken up by the Board. A process has been developed that balances access to Board proceedings and protection of the Board from

irrelevant requests. The proposed process instructs members of the Community as to what type of items can be considered by the Board and provides a role for the Secretary, the Chair of the Board and/or the President to consider the request and determine whether it should proceed to the Board. The description of the process is provided to the Board for information.

Strategic Enrollment Management

Ahead of the presentation to the Board, the Committee received a presentation from the Vice President Academic and Research. Committee members noted the need for such a plan and for the University to be more strategic in its recruitment and retention of students, given the current enrollment challenges.

Agendas of the Board for the December 2 meeting

The Committee approved the agenda of the Board, noting that there will be a closed session during which the Board will receive training on its role in the oversight of labour relations.

Quarterly Report

Governance, Nominating and Appeals Committee

March 31, 2026

Since the Board last met, GNAC has held several meetings, including the regular scheduled meeting on March 17. The meeting on February 12 was cancelled due to the weather. It also held a special meeting on March 24 to endorse two policies and held an electronic consultation to recommend the appointment of Clare Cole to the Property and Environmental Sustainability Committee (PESC).

Appointment of members

The Committee oversaw the process of soliciting from the Province the appointment of two members of the Board. As a result of that process, Kathy Martin and Chad Mann were appointed to a term to start immediately and end on May 31, 2029. Following those appointments, the Committee met on March 17 to recommend their appointment to the Finance, Audit and Risk Committee (Chad Mann) and the Property and Environmental Sustainability Committee (Kathy Martin).

The Committee reviewed the current complement of the Board and its committees and has started the process for the selection of a Board-appointed member. That process aims to deliver a recommendation to the Board on May 26 for the appointment of a new member whose mandate will start May 31.

With other members' terms on the Board set to end on May 31, the Committee has directed that the Secretariat seek from the Province the renewal of the terms of Mary Anne McMahon, Karen Creighan and Pam Montgomery and the appointment of two new members to replace Geraldine Johnston and Lynn Elsworth.

The Committee has also identified the need to appoint new Chairs of committees and bring forth recommendations to the May meeting of the Board to that effect.

Policies

The Committee received an update on the status of policies enacted under the authority of the Board and identified some policies whose review should be a priority. Of the 59 policies enacted by the Board, 6 are currently under review, 26 are overdue for review, and 27 are up to date.

A special meeting was held on March 24 to receive the latest draft of the Policies on Sexual Violence and Harassment.

The Committee also reviewed and recommended the final draft of the Policy on the Sales of Course materials.

Board Training

On March 17, the Committee received an update on current efforts to deliver on the Board's Training Plan. It was noted that the following training events are complete:

- Indigenous Reconciliation Blanket Exercise
- Future Landscape of Higher Education – Session by Ken Steele
- Training of HRC on its role in Labour Relations – session with Chief Negotiator
- Training of the Board on its role in oversight of Labour Relations – session with Chief Negotiator
- Enterprise Risk Management training for the Board – session with R. Derooy of Governance Solutions Inc.

A training session on appeals is scheduled for April 17. It will be offered to all members of GNAC, considering their role in appeals, but also to all members of the University Community who have a direct role in appeals. This will include all members of the Senate Academic and Student Discipline Appeals Committee, members of Senate (including Deans), members of Faculty-level appeals committees and staff in support of all the aforementioned members.

A training session on Cybersecurity is included on the agenda of the March 31 meeting of the Board, and a session on Environmental Sustainability is planned for the May meeting.

Some training on the Board's governance and the role of the Board and its committees is considered ongoing as it is now folded into the orientation of new members.

Appeals

The Committee received a report from the Appeal Panel that heard an appeal from a Faculty regarding the dismissal of a student from a professionally accredited doctoral program. Under the Terms of Reference of GNAC, it may report to the Board matters of concern stemming from an appeal. In the report of the Appeal Panel, the Committee noted concerns regarding the management of academic appeals, notably the lack of written processes and procedures and the lack of preparation or training of members of the

Senate Academic and Student Discipline Appeals Committee on their adjudicative responsibilities. The Committee outlined significant shortcomings in the process delivered by SASDAC, namely the absence of due process or respect of the Principles of Natural Justice as the parties were not granted the right to be heard. The Committee is concerned that what was revealed in the appeal may reflect a pattern of inadequate processes and support. The Committee believes these concerns should be relayed to the Senate through channels.

The Committee met on March 23 to consider a request for leave to appeal a decision of the Senate Academic and Student Discipline Appeals Committee.

Governance Review Oversight

A review of the state of implementation of the Governance Review was presented to the Committee on March 17.

REPORT TO THE BOARD OF GOVERNORS¹

On the meeting of the
Governance, Nominating and Appeals Committee
Held on May 12, 2026

The Governance, Nominating and Appeals Committee met on May 12, 2026.

During this meeting, the Committee:

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

Report on appeals

As prescribed under its Terms of Reference and embedded in its Annual Workplan for 2025 – 2026, the Committee received from the University Secretary a report on appeals. The report indicates that there have been few appeals requests received with most having been summarily dismissed as there was insufficient demonstration on the part of the appellant that one of the five motives of appeal defined by the Board under its *Rules of Appeal* were met. One case gave rise to a hearing on a matter of procedure in an appeal of a decision by the Senate Academic and Student Discipline Appeals Committee (SASDAC). The matter was returned to SASDAC and was subsequently appealed once more to GNAC, where it was summarily dismissed.

Attendance

The Committee being tasked by the Board with keeping track of members' attendance of meetings of the Board and Committees, received a report from the University Secretary on attendance in 2025 – 2026 (exclusive of the current Board cycle). Overall, the Committee noted that attendance is strong.

Board Training Plan

As prescribed under its Terms of Reference, the Committee approved the Board's Training Plan for 2026 – 2027. The Plan is developed in keeping with the mandate of the Board as defined under the Act, the Skills Matrix and Skills Gap Analysis, the Terms of Reference of Board Committees and the Roles and Responsibilities of members and officers of the Board. The Plan also aims to respond to recommendations made under the Action Plan and the Governance Review. Principal training activities are included in the Annual Workplans of the Board and its committees. The Plan is provided to the Board for information as a consent item.

Terms of Reference

The Committee reviewed its Terms of Reference in light of decisions taken during the last year and emerging topics of interest. Although no changes to the Terms are recommended

at this time, the Committee did engage in discussions regarding the possibility of designating a seat for a student on the Committee, as well as a project to develop a comprehensive process for academic appeals at the University, to be discussed with the Senate.

Board evaluation process and tools

GNAC has reviewed the annual Board Evaluation Process to enhance the collection of data and the provision of data to improve Board processes.

Membership and succession planning

The Committee reviewed the current complement of the Board and its committees to recommend the appointment of committee members and committee chairs. Some recommendations are proceeding to the Board for approval. Some seats could not be filled, as some LGIC appointments are yet to be resolved.



ANNUAL REPORT TO THE BOARD OF GOVERNORS

EXECUTIVE COMMITTEE

October 6, 2026

Period Covered: June 1, 2025 – May 31, 2026

Committee Chair: Shannon MacDonald

Committee Members:

Alex MacBeath
Pam Montgomery
Carolyn Simpson (Till August 2025)
Don MacKenzie
Brian Thompson
Geraldine Johnston
Mary Anne McMahon (As of September 2025)
Wendy Rodgers

Mandate

The Executive Committee assists 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.

Meetings

The Committee held four regularly scheduled meetings and held one electronic consultation in September 2025.

Highlights

The Committee reviewed and agreed to enhanced agendas for the Board and Board committees in table format, providing better information about the nature of items of business to be discussed and confirming the use of consent agendas.

As a key part of the Board's planning process, the Committee reviewed the annual workplans of all committees and recommended an annual workplan for the Board of Governors.

To ensure transparency and due confidentiality in meetings of the Board and committee, the Committee review the Guidelines for in-camera sessions of the Board and committees.

A detailed list of Committee activities is included below.

Committee Activities

- Approved its annual report for 2024 – 2025
- Approved its annual workplan for 2026 – 2027
- Reviewed the annual workplans of all committees of the Board.
- Approved all agendas of meetings of the Board of Governors
- Reviewed and recommended to the Board the Board's Annual Workplan for 2026 – 2027
- Received an update on the implementation of the Governance Review and outstanding items that intersect with its Terms of Reference.
- Reviewed and updated the Board's In-Camera meeting guidelines.
- Discussed the process for the submission of items of Business for consideration by the Board.
- Received a presentation on the University's Strategic Enrolment Management Plan.

Reporting to the Board

- Provided a quarterly report at each meeting of the Board of Governors (appended).
- Recommended all agendas of meetings of the Board.
- Recommended the Annual Workplan of the Board

REPORT TO THE BOARD OF GOVERNORS¹

On the meeting of the

Executive Committee

Electronic consultation on September 26, 2025

The Executive Committee approved via an electronic consultation on September 26

- Its Annual Report for 2024 – 2025
- Its Annual Workplan for 2025 – 2026
- The Board's Annual Workplan with recommendation to the Board
- The Agendas of the Annual General Meeting and the Open session of the Board on October 7

Annual Report

The Committee approved its annual report for 2024 – 2025, highlighting key activities and decisions taken during the year. The Annual report is provided to the Board for information.

Annual Workplan

The Committee approved an annual workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The workplan is provided to the Board for information.

Board's Annual Workplan

The Terms of Reference of the Executive provide that it receives the workplans approved by all other committees, prepares an annual workplan for the Board. The recommended Board Annual Workplan is provided to the Board for approval under consent.

Agenda of AGM and Open session of October 7

For the first time, the Board will hold an Annual General Meeting immediately preceding the open session on October 7. With there being several important and hefty items of business to resolve, the Committee has advanced the start of the meeting to 3:30 pm on October 7.

¹ Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

REPORT TO THE BOARD OF GOVERNORS²

On the meeting of the

Executive Committee

Electronic consultation on November 19, 2025

The Executive Committee met on November 19, 2025.

During this meeting, the Committee:

- Approved the In-camera Guidelines
- Approved the Process to Request Agenda Items for Board Meetings
- Approved the Agendas of the Open and Closed Sessions of the Board on December 2, 2025

Outstanding Committee Governance Review Activities

The Committee received an update on the implementation of the Governance Review and outstanding items that intersect with its Terms of Reference. The Committee noted the significant progress in the delivery of the University's commitment following the Review. It is suggested that an item of business be added to a future meeting of the Board to discuss those items that require a judgment call to determine whether they have been completed. With the University Secretary's concurrence, the Committee notes that item 32.2, related to the training and orientation of the new Secretary, is complete.

In-camera Guidelines

The Committee reviewed the Guidelines for In-Camera Sessions, as recommended under the Action Plan and prescribed under the General By-Laws of the Board. The Committee agree to the updated Guidelines with three changes: a provision to keep the discussion of the performance and remuneration of the President confidential, making the report out to the Chair conditional, as the Chair normally attends all meetings of the Board and Committees and keeping some provisions of the previous guidelines that relate to the process to follow up to some discussions.

Process to Request Agenda Items for Board Meetings

Following a recommendation under the Governance Review, the Committee considered a process for members of the University Community to request that an item be added to the agenda of the Board of Governors. The approved process strikes a balance between the need to offer reasonable access to meetings of the Board, while protecting the Board

² Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

from frivolous or out-of-jurisdiction requests. The process is shared with the Board for information and will be posted on the Board's website. The Committee noted the need to define the process by which a member of the University Community can ask to speak on an item of business on the Board's agenda. Guidelines will be developed and brought for discussion at a future meeting of the Committee.

SEM Plan and presentation

The VPAR presented the University's first Strategic Enrolment Management Plan. The Plan will also be presented to the Board on December 2.

Agendas of Open and Closed sessions of December 2 Board of Governors

The Committee approved the agendas for a closed and open session of the Board on December 2. The closed session is needed to receive training from legal counsel on the Board's role in the oversight of Labour Relations.

Open Session Report

Executive Committee

March 31, 2026

The Executive Committee met on March 19, 2026, to review and approve the agendas of the March 31, 2026, meetings of the Board.

As some matters need to be handled confidentially, the Committee determined that there should be a closed session.

Noting that the Board will receive several important recommendations, while there is need to ensure proper time for members to engage in the matters at hand, the Committee resolved to extend the meeting by one hour.

Following up on the Board's approval of its Training Plan last Fall, the Committee agreed to include a training session on Cybersecurity on the agenda of the open session. It noted that a training session will also be added to the agenda of the May meeting of the Board; this one being on Environmental Sustainability.

REPORT TO THE BOARD OF GOVERNORS³

On the meeting of the

Executive Committee

Electronic consultation on May 14, 2026

The Executive Committee met on May 14, 2026.

During this meeting, the Committee:

- Approved its Annual workplan for 2026 - 2027
- Approved the Board's Annual Workplan with recommendation to the Board
- Review of the Annual Workplans of Committee of the Board
- Approved the Agendas of the Open session of the Board of May 26, 2026

Annual Workplans

The Terms of Reference of the Executive provide that it receives the workplans approved by all other committees, prepares an annual workplan for the Board, and approve its own workplan. The recommended Board Annual Workplan is provided to the Board for approval under consent.

The Committee approved its Annual Workplan based on its terms of reference, Action Plan related to its terms and elements of the Governance Review. The Committee's workplan and those of all other committees are provided to the Board for information.

The Committee also approved its workplan for 2026 – 2027 and recommended to the Board the approval of the Annual Workplan of the Board of Governors for 2026 – 2027.

Agenda of Open and closed sessions of May 26, 2026

The Committee reviewed and approved the agendas of the closed and open sessions of the Board of Governors of May 26, 2026. A short, closed session will be held to resolve the appointment of a new member of the Board, with the Board's decision being announced in open session immediately after.

The agenda of the closed session will include a 45-minute training session on Sustainability as planned under the Board Annual Training Plan. The Board will also receive an update on the implementation of the Action Plan, following the modification of the Plan in March.

³ Committee reports to the Board cover items of business that are not elevated to the Board for discussion or recommended to the Board for approval.

On the agenda are also the approval of modifications to the Terms of Reference of the Development, Fundraising and External Relations Committee and a concordant modification to the Gift Acceptance Policy, to align the University's practices with provisions of the Act regarding the establishment of scholarships.

As usual, the Board will receive:

- A report from the Chair
- A report from the President
- A report on Student Perspectives
- Quarterly reports from committees that have met since the last meeting of the Board
- The report of the Senate to the Board.

It will also consider a recommendation of the Development, Fundraising and External Committee to modify the committee's terms of reference and the Gift Acceptance policy to align university practices for the establishment of Scholarships with the powers of the Board under the Act.

The Board will receive a recommendation from the *Governance, Nominating and Appeals Committee*, following a preceding recommendation from the Finance, Audit and Risk Committee, for the approval of a Policy on Non-Audit Services.

NOTE: Quarterly reports from the Committees of the Board to the Board of Governors do not cover matters that are on the agenda of the Board for approval via a motion, as those items are already supported by separate documentation.

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.

Purpose: DISCUSSION/DECISION

Subject: **Employer Appointee to the Board of Trustees (Jointly Sponsored Pension Plan)**

Prepared by: Jane Ngobia, Vice-President People and Culture
Tim J. Walker, Vice-President Administration and Finance

Prepared for: **Finance, Audit and Risk Committee (FARC)**

Date: September 11, 2026

ISSUE

Will FARC approve management's recommendation to appoint Matthew O'Neill as an Employer Representative to the Board of Trustees (Jointly Sponsored Pension Plan)?

BACKGROUND

Pursuant to the [Trustee Agreement](#)¹, "the Board of Trustees shall be established and shall consist of 10 persons who shall be appointed as follows: a) 4 Employer Trustees appointed by the Employer, which shall include at least 1 Non-Union Trustee" s. 4.2 (a).

The current Board of Trustees comprises the following Employer appointees:

- Carol De Veau (Co-Chair),
former Vice-President Institutional Sales and Service (Mackenzie Investments)
- Marianna Carter, Investment Advisor, CIBC Wood Gundy
- Peter Hayes, retired actuary
- Kathy MacKenzie, retired employee of UPEI (administrative support)
- Phil Hooper (Retiree Appointee), former Vice-President, Administration and Finance (UPEI)

The current Union-appointed Trustees are:

- Rob Olscamp (Co-Chair), Information Technology Systems and Services (UPEI); CUPE 1870
- Yechao Meng, Professor, Actuarial Sciences (UPEI); Faculty Association #1
- Enio Rodriguez Camiro, Security Attendant (UPEI); CUPE 501
- Jonathan Holmes, Utility Worker (UPEI); IBEW

¹ https://files.upei.ca/pension/upei_pension_trust_agreement.pdf

- Betty Jeffery (Retiree Appointee)
former Librarian; former President, Faculty Association #1

Also pursuant to the Trustee Agreement, the Employer is defined as “*University of Prince Edward Island as represented by its Board of Governors*”.

The Board of Governors has delegated the appointment of representatives pursuant to the [FARC Terms of Reference](#)² as follows: “*The Committee has the authority to: 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.*”

OTHER IMPORTANT INFORMATION

Board of Trustees member Peter Hayes retired from the Board for personal reasons (i.e., unrelated to the business of the Board).

While the Board of Trustees does currently have a competency matrix, it has been proposed that Matthew O'Neill, Manager of Budget and Planning (UPEI), Management and Professional Employee group be appointed as an Employer Representative to the Board of Trustees to fill that vacancy.

Mr. O'Neill served as an Employer-appointed Trustee from 2022 to 2024. He has completed both the International Foundation of Employee Benefit Plans *Foundations of Trust Management Standards (FTMS)* and *Advanced Trust Management Standards (ATMS)* programs. In addition, his accounting and financial background is an asset to the Board of Trustees as areas currently underrepresented on the current Board of Trustees.

DISCUSSION/DECISION: OPTIONS AND RATIONALE

Option 1: Appoint Matthew O'Neill to the Board of Trustees based on his experience, education and competencies.

Option 2: Propose another appointee, identified by the Board of Governors, to the Board of Trustees.

DISCUSSION/DECISION: RECOMMENDATION

Be it resolved that the Finance, Audit and Risk Committee appoint Matthew O'Neill to the Board of Trustees of the Jointly Sponsored Pension Plan effective immediately.

APPENDICES

Not applicable

² https://files.upei.ca/governance/committees/upei_bog_far_committee_terms_of_reference.pdf



Quarterly Report to the Board of Governors

Governance, Nominating and Appeals Committee

October 6, 2026

Since its last report to the Board, the Committee conducted an electronic consultation on August 27th and met on September 17, 2026.

August 27, 2026

The following appointments were approved and recommended to the Board:

- Lewis Creed appointed to the Property and Environmental Sustainability Committee and the Governance, Nominating and Appeals Committee,
- Levannia Lildhar appointed as the graduate student member on the Campus Culture Oversight Committee, and
- Kathy Martin appointed as the Governor on the Senate of the University.

It was also recommended to the Board to grant Richard Raiswell a medical leave of absence from the Board of Governors and the Governance, Nominating and Appeals Committee until December 31, 2026.

September 17, 2026

During the meeting, the Committee:

- Approved the modification to the Protocol on the Recruitment, Selection, and Appointment of Members of the Board of Governors.
- Reviewed and approved the Board Skills Matrix Self-Assessment Questionnaire
- An update on Board policies
- An update on recent appeal

Protocol on the Recruitment, Selection, and Appointment of Members of the Board of Governors

The Protocol on the Recruitment, Selection, and Appointment of Members of the Board of Governors was modified to include a requirement that candidates to the Board provide at least one letter of recommendation and be vetted by the University before being considered by GNAC for shortlisting.

Skills Matrix Self-Assessment Questionnaire

The Skills Matrix questionnaire is used to assess members' skillsets and identify recruitment priorities. The Committee reviewed the effectiveness of the tool in identifying Board competencies and development needs and approved the Skills Matrix Questionnaire. Areas where competencies are underrepresented will be communicated with the appointing bodies responsible for appointing external members. Members will be surveyed using the Questionnaire in preparation for the November meeting of GNAC.

Board Policies

The Committee agreed to review the Board's policies to determine whether they are enacted under the proper jurisdiction. Some may be fundamentally operational or managerial in nature and would fall under the purview of the President. The University Secretary and senior management will review and provide a recommendation to the Committee at the next meeting.

Appeal Update

The Committee received a report on a request for leave to appeal received in Summer 2026. Following review by an Appeal Panel, duly formed under the Board's Rules of Appeal, the request was summarily dismissed. The Committee noted the rigour with which the request for leave to appeal was considered in the appeal and in the determinations under the decision.

Presented to the Board under consent on October 6, 2026, by the Chair of the *Governance, Nominating and Appeals Committee*, Brian Thompson.

Note: Quarterly committee reports do not provide information in support of the committee's recommendations to the Board. Those recommendations are supported by their own documents as part of the meeting materials for meetings of the Board.



Quarterly Report to the Board of Governors

Campus Culture Oversight Committee

October 6, 2026

Since its last report to the Board, the Committee met on September 8, 2026. During the meeting, the Committee:

- Received an update on student experience
- Reviewed an approach to assessing the effectiveness of the Action Plan

Student Experience

The Committee received an update on recent progress in advancing student culture:

- Established the **Office of Student Culture and Community Standards**, added student engagement staff, and created a cross-campus Student Engagement Committee.
- Expanded student engagement opportunities through enhanced Welcome Week programming including "ASK Me" and "Hello" Programs.
- Student Engagement Mixers, student focus groups, a campus-wide belonging survey and peer helper programs and upgraded student spaces.
- Supported by the establishment of the **Equity, Diversity, Inclusion, and Human Rights (EDIHR) Department and Sexual Violence Prevention and Response Office (SVPRO)**.
- Adding dedicated expertise in sexual and gender diversity, anti-racism, and cultural diversity.
- Strengthened consultation with marginalized student groups and collaboration across Student Supports and Services Affairs, Accessibility Services, and International Student Services listening tours.
- Increased campus safety capacity
- Engaged students in the development of new Harassment and Discrimination and Sexual Violence policies and secured Board approval for both policies.
- Establishment of a Strategic Enrollment initiative will move to an action phase this Academic year.
- An initiative called "The Bounce" is being launched to help students reduce the bounce around campus looking for services.
- "Panther for Life" is a slogan used by UPEI Alumni, which is now being extended to current students.

Action Plan Effectiveness Assessment

The Committee received a presentation on the evaluation of the Action Plan from diverse data sources to assess outcomes, monitor trends, and benchmarks for the sector.

Presented to the Board under consent on October 6, 2026, by the Acting Chair of the *Campus Culture Oversight Committee*, Mary Anne McMahon.

Note: Quarterly committee reports do not provide information in support of the committee's recommendations to the Board. Those recommendations are supported by their own documents as part of the meeting materials for meetings of the Board.



Quarterly Report to the Board of Governors

Human Resources Committee

October 6, 2026

Since its last report to the Board, the Committee held electronic votes on June 10th, July 8th, and August 12th and met in person on September 16, 2026.

June 10, 2026

The following appointments were approved:

- Dr. Chi-Won Shin, Department of Companion Animals, Faculty of Veterinary Medicine, renewal of term appointment, Assistant Professor, step 8; effective July 1, 2026, to March 16, 2029.
- Dr. Amani Abdelghani, Department of Chemistry, Faculty of Science, renewal of term appointment, Associate Professor, step 3; effective July 1, 2026 to June 30, 2029.
- Dr. Nola Etkin, reappointment as Dean, Faculty of Science; effective July 1, 2026 to June 30, 2031.
- Dr. Hala Mreiwed, Faculty of Education, probationary tenure-track appointment and a Tier 2 Canada Research Chair in Children, Youth and their Educational Geographies, Assistant Professor, step 9; effective July 1, 2026.
- Dr. James William Johnson, Department of English, Faculty of Arts, probationary tenure-track appointment, Assistant Professor, step 4; effective July 1, 2026.
- Dr. Michelle Sylliboy, Faculty of Education, three (3) year term appointment, Assistant Professor, step 9; effective June 26, 2026, to June 30, 2029.
- Dr. Carly Quisenberry, Faculty of Indigenous Knowledge, Education, Research, and Applied Studies, probationary tenure-track appointment, Assistant Professor, step 5; effective July 27, 2026.
- Dr. Annabel Cohen, Department of Psychology, Faculty of Arts, request for a temporary reduced appointment to two-thirds (2/3); effective July 1, 2026, to June 30, 2027.

July 8, 2026

The following appointments were approved:

- Dr. Grace McNutt, Department of History, Faculty of Arts, probationary tenure-track appointment, Assistant Professor, step 1; effective January 1, 2027.
- Dr. Ahmed Siah, Department of Health Management, Faculty of Veterinary Medicine, probationary tenure-track appointment, Assistant Professor, step 8;

effective September 1, 2026.

- Dr. Thomas Edé, Department of Biomedical Sciences, Faculty of Veterinary Medicine, probationary tenure-track appointment, Assistant Professor, step 7; effective October 1, 2026.
- Chuan Liu, Faculty of Education, probationary tenure-track appointment, Lecturer, step 5; effective August 15, 2026.

August 12, 2026

The following appointments were approved:

- the renewal of the term of Dr. Laurie McDuffee as Associate Dean of Graduate Studies and Research at the Faculty of Veterinary Medicine, from August 28, 2026, to August 27, 2029.
- the appointment of Dr. Thomas Olney to a three-year term as Assistant Professor, step 5, in the Department of Health Management at the Faculty of Veterinary Medicine from September 1, 2026, to August 31, 2029.

September 16, 2026

The Committee received:

- An update on collective bargaining negotiations.
- An employee separations report.
- An update on grievances and arbitrations/mediations.
- A Faculty and Staff Report from the VPAR and approved faculty and associate dean appointments.

Collective Bargaining Negotiations

The Committee received an update from L. Riley, Geoff Tierney Law, one of the negotiators for collective bargaining in 2026, as all collective agreements expired this year. IBEW, CUPE 1870 and CUPE 501 agreements have been fully ratified. PSAC 86000 and a new PSAC unit consisting of postdoctoral research associates will begin collective bargaining towards the end of September.

The Faculty Association units #1 and #2 filed for conciliation in August, and a conciliator was appointed starting August 25th. Parties continue to work towards agreement.

Employee Separations

The Committee received a report from Vice-President Ngobia on separations for the current fiscal year, with a note that it is early in the year. The report excludes sessional and student employees as they have short terms of employment. It was reported that there had been no separations with a Non-Disclosure Agreement, and no separations that were from discrimination or harassment. The turnover rate at UPEI is not very high, with separations being average for an organization of similar size.

Grievances, Arbitrations and Mediations

J. Ngobia reported that there were 24 grievances recorded from May 1, 2026, to August 27, 2026, of which 18 were carried over from previous fiscal years. Five of the 24 have been settled and 19 remain ongoing. Of the 19 ongoing grievances, 18 are from the Faculty Association (FA). For an institution of our size, this is a high number.

Tracking indicates that we do not resolve as many issues early on as one would expect if we had a better relationship with the FA. We are working on rebuilding that relationship.

Faculty and Staff Report

The Committee approved the appointment of the following members of faculty:

- Dr. Jennifer LeBlanc, Faculty of Indigenous Knowledge, Education, Research, and Applied Studies, probationary tenure-track appointment, Assistant Professor, step 2; effective August 1, 2026.
- Dawn Inman-Flynn, Faculty of Nursing, renewal of three (3) year term appointment, Assistant Professor, step 9; effective January 1, 2027, to December 31, 2029.
- Dr. Tamiru Negash Alkie, Department of Pathology and Microbiology, Faculty of Veterinary Medicine, probationary tenure-track appointment, Assistant Professor, step 6; effective November 1, 2026.
- Dr. Shari Laliberte, Faculty of Nursing, probationary tenure-track appointment, Assistant Professor, step 8; effective May 17, 2027.
- Dr. Alyson Campbell, Faculty of Nursing, probationary tenure-track appointment, Assistant Professor, step 8; effective January 1, 2027.
- Dr. Mohamad Hamze Al-Chami, Faculty of Nursing, probationary tenure-track appointment, Assistant Professor, step 5; effective November 2, 2026.

- Dr. Devra Waldman, Department of Applied Human Sciences, Faculty of Science, probationary tenure-track appointment and a Tier 2 Canada Research Chair, Associate Professor, step 5; effective December 1, 2026.

Presented to the Board under consent on October 6, 2026, by the Chair of the *Human Resources Committee*, Don MacKenzie.

Note: Quarterly committee reports do not provide information in support of the committee's recommendations to the Board. Those recommendations are supported by their own documents as part of the meeting materials for meetings of the Board.



Quarterly Report to the Board of Governors

Executive Committee

October 6, 2026

Since its last report to the Board, the Committee met on September 24, 2026. During the meeting, the Committee:

- Received a training session on the Role of the Board and Committee Chairs
- Discussed the seating arrangements for Senior Management and Guests at Committee and Board meetings

Training Session: Role of the Board and Committee Chairs

University Secretary Pascal Robichaud delivered a presentation on the role of the Board Chair and Committee Chairs as committed under the Board's Annual Training Plan.

Senior Management and Guests Seating at Board and Committee Meetings

Committee members discussed the seating arrangements for senior management and guests when attending Board and Committee Meetings. It was noted that the Governance Review conducted in 2024 recommended that only voting members and the recorder sit at the table. Given the current governance situation, the Committee agreed that senior management and those support staff that attend the full meeting, would be welcome to sit at the table, and guests that present for one (or two) items would only sit at the table for their specific presentation.

Presented to the Board under consent on October 6, 2026, by the Chair of the *Executive Committee*, Mary Anne McMahon.

Note: Quarterly committee reports do not provide information in support of the committee's recommendations to the Board. Those recommendations are supported by their own documents as part of the meeting materials for meetings of the Board.



Quarterly Report to the Board of Governors

Development, Fundraising and External Relations Committee

October 6, 2026

Since its last report to the Board, the Committee held electronic consultations on June 5th, June 22nd and July 23rd and held a regular meeting on September 15, 2026.

June 5, 2026

The Committee established the Markwell Equine Clinical Placement Award and the Christine and Peter Wilkey Medical Education Scholarship.

June 22, 2026

The Committee established the Fulton Cousins Memorial Scholarship, the Susan (Knickle) Deighan Memorial Leadership Award, and the Willow Anderson Inspiration Award.

July 23, 2026

The Committee established the Dr. Audrey J. Penner Legacy Scholarship

September 15, 2026

The Committee:

- Established 4 scholarships.
- Named spaces at the Faculty of Business and the Faculty of Medicine.
- Received an update on external relations, marketing and communications, alumni relations, and donor relations.

Establishment of Scholarships

On the recommendation of the Senate Scholarships and Awards Committee, the Committee established the following scholarships:

- Professor Charles “Chuck” Holmes Philosophy and Poetry Scholarship
- Matthew Daniel MacDougall Scholarship
- Christine Tribbling Memorial Award in Equine Health
- The SDU Class of '66 Legacy Award

Naming of Spaces

The Committee approved the naming of the following spaces:

- Approved the dedication of the McDougall Faculty of Business Student Success Centre in memory of the late Professor Tim Carroll.
- That Room 150 in the Faculty of Medicine and Health Sciences Centre will display a plaque inscribed with “Richard ‘Dick’ (SDU ’66) and Marilyn Flynn Classroom” in recognition of a gift received from the family of Richard “Dick” and Marilyn Flynn.
- That Room 586 in the Faculty of Medicine and Health Sciences Centre will display a plaque inscribed with “In Loving Memory of Dr. Patrick Gill BSc ’76” in recognition of a gift received from the family of Dr. Patrick Gill.

Updates

The Committee received an update on external relations, marketing, communications, and university relations and fundraising outcomes.

- UPEI continues to meet with provincial and federal government officials.
- Senior management has held meetings to try to create partnerships and relationships with industry.
- The Marketing activities are focused on the Strategic Enrolment Management Plan with a focus on recruitment of students.
- The Communications department has been focused on research and public opinion work. National Public Relations has been hired to monitor media for UPEI perceptions and articles.
- Fundraising priorities remain in the Faculty of Medicine and Health Sciences Centre, the Atlantic Veterinary College, and the Robertson Library.

Presented to the Board under consent on October 6, 2026, by the Chair of the *Development, Fundraising and External Relations Committee*, Pam Montgomery.

Note: Quarterly committee reports do not provide information in support of the committee’s recommendations to the Board. Those recommendations are supported by their own documents as part of the meeting materials for meetings of the Board.



Quarterly Report to the Board of Governors

Property and Environmental Sustainability Committee

October 6, 2026

Since its last report to the Board, the Committee met on September 10, 2026. At that meeting the Committee:

- Received an update on Capital Projects
- Received an update on the expansion of the Faculty of Veterinary Medicine.
- Information about the process to evaluate the University's Physical Space Requirements

Capital Projects Update

Committee members were provided with an update on current capital projects. It was noted that the Faculty of Medicine and Health Sciences Centre project has been completed and now moved to operational. Some projects are multi-year, while others can be completed more quickly, and all projects are on schedule.

Capital Project Proposal

An update was provided on Faculty of Veterinary Medicine facility expansion using a new document for project proposals. The expansion will enhance clinical capacity, improve patient flow, and strengthen infection prevention and control measures through the construction of a new one-story addition to the existing teaching hospital. The project includes the demolition of the current aviary cage structure and the development of approximately 1,500 ft² of new clinical and client-facing space to support growing service demands. It is anticipated that this project will go to tender in October 2026 and begin in Spring 2027.

Physical Space Requirements Update

The Physical Space project continues to be a work in progress. Student employees have been going room by room over the campus. To date, 1662 rooms have been inventoried, with other buildings planned over the next two months. This will allow for better informed discussions regarding managing spaces. UPEI currently has five different booking systems for rooms, and we are hoping to move to one system. This project could become a multi-year project.

Presented to the Board under consent on October 6, 2026, by the Chair of the *Property and Environmental Sustainability Committee*, Clare Cole.

Note: Quarterly committee reports do not provide information in support of the committee's recommendations to the Board. Those recommendations are supported by their own documents as part of the meeting materials for meetings of the Board.



Quarterly Report to the Board of Governors

Finance, Audit and Risk Committee

October 6, 2026

Since its last report to the Board, the Committee held a special meeting on July 24, 2026, and a regular meeting on September 22, 2026.

July 24, 2026

The Committee invited the full Board to participate in the Finance, Audit and Risk Committee meeting which seen the approval of the Memorial University Agreement, which is a long-standing agreement to deliver the medicine program.

September 22, 2026

During the meeting, the Committee:

- Received an update on the financial performance against the approved budget (2026-27) to August 31
- Received an update on internal audit activities
- Received a report on Non-Audit Services
- Received an update on Enterprise Risk Management
- Received an update on Information Technology Systems and Services

Financial Performance against Approved Budget (2026-27) to August 31st

Members received a Budget to Actual Financial Analysis against the 2026-27 budget. As at the completion of UPEI's first trimester including projections to fiscal year end, UPEI is forecasting a \$972K Excess of Revenues over Expenditures for the year ended April 30, 2027. This is due to a number of reasons including higher than budgeted sales and service revenue and donations and lower than budgeted salaries and benefits, as well as projects planned in 2026-27 which will be recovered through transfers from internally restricted fund balances.

Internal Audit Activities

KPMG has completed a review of approvals process for payment release and confirmed that UPEI has a functioning payment-release control foundation and suggested improvements that will help with the efficiency and effectiveness of such controls in the future.

Non-Audit Services

As per section 5.2.3 of the Non-Audit Services Policy, the Committee was provided an update that the Vice-President Administration and Finance approved the engagement of Doane Grant Thornton to provide debt advisory services for payout.

Enterprise Risk Management

Due to personal reasons, the recently hired Director of Enterprise Risk Management is unable to relocate to PEI but is working for UPEI on a casual remote basis. They have agreed to help UPEI in the following months as the University continues its efforts to fill the position permanently.

Information Technology Systems and Services

The new Chief Information Officer, Daniel Steeves, began employment with UPEI on September 8, 2026. Mr. Steeves is becoming familiar with the University's IT systems, processes, and operational requirements.

Presented to the Board under consent on October 6, 2026, by the Chair of the *Finance, Audit and Risk Committee*, Alex MacBeath.

Note: Quarterly committee reports do not provide information in support of the committee's recommendations to the Board. Those recommendations are supported by their own documents as part of the meeting materials for meetings of the Board.

Purpose: INFORMATION

Subject: Review of the role of members of the Board

Prepared by: Brian Thompson, Chair of GNAC

Prepared for: Board of Governors

Date: October 6, 2026

ACTION

Discuss a modification to the Role and Responsibilities of members of the Board of Governors to invite members to sit on two committees of the Board.

BACKGROUND

As part of recent improvements to the University's governance, the Board has approved a description of roles and responsibilities for the Chair, the Vice Chairs, the Committee Chairs and members of the Board. These documents serve several purposes: a base for the identification of required skills to deliver the Board's mandate, a recruitment prospectus for perspective members of the Board and for those members considering the role of an officer of the Board, a training tool for new members and officers and a communication tool to explain the operations of the Board to the University Community.

As these documents are relatively new and having encountered no issue with their use during the last year, we offer no recommendations on the roles and responsibilities of the Chair, Vice Chairs, Committee Chairs and members of the Board. As for the role of members of the Board, there is one issue worth considering. With the need to ensure a diversity of perspectives and a full set of skills in committees, having members sit on two committees would help. Too many committees are quite thin and are too reliant on the Chair and President to have quorum.

RECOMMENDATION

That the Roles and Responsibilities of members of the Board be amended to indicate that members are allowed to sit on several committees, if they so choose and if they meet the requirements of the committees.

APPENDIX A
Committee Assignments as of September 17, 2026

Governor	Committee assignment
Mary Anne McMahon	Chair of the Board, Chair of Executive Committee, member of all committees
Brian Thompson	First Vice Chair Elect, Secretary, Chair of GNAC, member of Exec
Alex MacBeath	Second Vice Chair, Chair of FARC, member of Exec, member of Pension Fund Board
Diane Griffin	None
Wendy Rodgers	Member of all committees
Clare Cole	Chair of PESC, member of FARC, member of Exec
Don MacKenzie	Chair of HRC, member of Exec
Pam Montgomery	Chair of DFER, member of HRC and Exec
Brian Affouan	Member of DFER
Lewis Creed	PESC and GNAC
Karen Creighan	Member of FARC and GNAC
Gary Evans	Member of GNAC
Alissa Cyrino	Member of DFER and GNAC
Natalie Mitton	None
Kevin Magee	Member of FARC
John McIntyre	Member of CCOC
Kathy Martin	Member of PESC and Senate
Amy Montesdeoca	Member of CCOC, DFER and GNAC
Richard Raiswell	On leave
Ajay Sahajpal	Member of CCOC
Kate VanGerven	Member of GNAC
Chad Mann	Member of FARC
Alan Duncan	Member of HRC and DFER
Vacant LGIC	To be determined
Vacant LGIC	To be determined
Vacant Senate	To be determined

UPEI Board of Governors Performance Assessment 2026

Results Summary

Number of Respondents: 19

Survey Conducted: June 2026

The survey was offered to Board members whose terms had ended, as well as current Board members.

	CRITERIA	<i>Strongly Disagree/Needs Significant Improvement (1)</i>	<i>Disagree (2)</i>	<i>Needs Improvement (3)</i>	<i>Agree/Constantly Satisfactory (4)</i>	<i>Strongly Agree/Outstanding (5)</i>
	BOARD LEADERSHIP AND FUNCTIONS					
1	The Board has a clear understanding of the mission of the University and has defined the University's values and strategy accordingly.	0	0	1	7	11
2	The Board has introduced policies that are aligned with the University's mission, values and strategy.	0	0	0	8	11
3	The Board periodically assesses and monitors the culture of the University.	0	0	1	9	9
4	The Board has adequate processes to oversee the development and implementation of the University's Strategic Plan.	0	0	2	8	9
5	The Board is sufficiently equipped to monitor the success of the Plan, including the availability of key metrics and performance evaluation information.	0	0	1	12	6
6	The Board, through its Chair and Board committees, has a clear understanding of and remains sufficiently engaged on matters that are significant to the	0	0	0	10	9

	CRITERIA	<i>Strongly Disagree/Needs Significant Improvement (1)</i>	<i>Disagree (2)</i>	<i>Needs Improvement (3)</i>	<i>Agree/Constantly Satisfactory (4)</i>	<i>Strongly Agree/ Outstanding (5)</i>
	University's major stakeholders.					
7	The Board periodically assesses the basis on which the University generates and preserves value over the long-term.	0	0	4	10	5
8	The President's performance is monitored and appraised against agreed performance measures on an annual basis.	0	0	0	9	10
COMPOSITION, INDEPENDENCE AND SUCCESSION PLANNING						
9	The Board has established a process for Board Members, Chair of the Board and Senior Administration appointments and ensures that succession plans are in place for their orderly replacement.	0	0	2	9	8
10	The Board membership has an appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.	0	0	1	10	8
11	The Board has implemented a formal mechanism to identify and manage conflicts of interest and ensure that the influence of third parties does not compromise or override independent judgement.	0	0	4	6	9

	CRITERIA	<i>Strongly Disagree/Needs Significant Improvement (1)</i>	<i>Disagree (2)</i>	<i>Needs Improvement (3)</i>	<i>Agree/Constantly Satisfactory (4)</i>	<i>Strongly Agree/ Outstanding (5)</i>
12	The Board undertakes a self-evaluation of its performance on an annual or bi-annual basis.	0	0	2	6	11
DUTIES & RESPONSIBILITIES						
13	The responsibilities of the Chair, Board Members and Board Committees are clear, set out in writing, agreed by the Board and made publicly available.	0	0	0	7	12
14	Non-executive Board members have sufficient time to meet their Board responsibilities and exercising the powers attributed to the Board	0	0	2	8	9
15	The Board's decision-making process takes into consideration the needs, interests and expectations of the University's major stakeholders.	0	0	0	9	10
16	The Board has established an adequate orientation process of new members.	0	1	2	9	7
SKILLS AND TRAINING						
17	The Board's Annual Training Plan is adequate for ongoing education and training of its members.	0	0	3	11	5
18	Board members have sufficient expertise and experience to exercise proper care, diligence and skill in discharging their mandate.	0	0	3	9	7
19	New members of the Board are sufficiently oriented and trained to	0	1	3	11	4

	CRITERIA	<i>Strongly Disagree/Needs Significant Improvement (1)</i>	<i>Disagree (2)</i>	<i>Needs Improvement (3)</i>	<i>Agree/Constantly Satisfactory (4)</i>	<i>Strongly Agree/ Outstanding (5)</i>
	fully take part in Board business.					
	THE CHAIR					
20	The Chair demonstrates objective judgement throughout their tenure, does not unduly influence the Board decisions and promotes a culture of openness and debate	0	0	0	5	14
21	The Chair facilitates constructive board relations and encourages the effective contribution of all Board members at board meetings.	0	0	0	7	12
22	The Chair ensures that Board members receive accurate, timely and clear information to prepare themselves for Board meetings.	0	0	0	9	10
	AUDIT, RISK AND INTERNAL CONTROL					
23	The Board has established an Audit Committee or equivalent, of independent, non-executive Board members, with at least one of the members possessing active and relevant financial expertise.	0	0	1	7	11
24	The Finance, Audit and Risk Committee monitors the integrity of the University's financial statements and ensures the effectiveness of its internal controls, risk management and technology and information systems.	0	0	0	10	9

	CRITERIA	<i>Strongly Disagree/Needs Significant Improvement (1)</i>	<i>Disagree (2)</i>	<i>Needs Improvement (3)</i>	<i>Agree/Constantly Satisfactory (4)</i>	<i>Strongly Agree/ Outstanding (5)</i>
	BOARD COMMITTEES					
25	The structure and mandate of Board Committees adequately support the Board and its governance responsibilities.	0	0	1	8	10
26	Board committee members have adequate skill sets and experience to execute their mandates.	0	0	3	9	7
	THE PRESIDENT					
27	At Committee and Board meetings, the President is sufficiently prepared to address and respond to Board discussions and requests for information.	0	0	0	6	13
28	The Board trusts and values the President's judgement.	0	0	0	6	13
29	The Board provides adequate feedback and support to the President.	0	0	0	10	9

SUMMARY OF SUBSIDIARY QUESTION RESPONSES	
30	Are there any actions you would recommend to improve the Board's performance? • Technology Knowledge • Fully populate the Board and offer more governance training • None that aren't already in progress, specifically some of the internal policy updates around student appeals as discussed at GNAC. We've also had a great discussion about the effectiveness of externally hired facilitators for training sessions and how to make sure they're providing value. Internal facilitators (specifically Dr. Ngobia) have all been excellent for Board trainings. • Higher quality training appropriate to a University Environment. Enlarging the size of the Board by 2 or 3 members as some committees are challenged to have a full complement of members. • I have only attended one meeting, so do not have appropriate reference point. • Continued focus on improved training • Better orientation and regular training

31	Are there any actions you would recommend to develop and/or maintain a sound working relationship with the President? • Process Improvement Plans • I think the relationship between the President and the Board is professional and respectful. Dr. Rodgers is an active participant in Board meeting discussions, committee meetings, and always extremely prepared to speak to questions or concerns raised by the Board. • There seems to be ample opportunity to interact with the President. She seems very open to communication. • Best ways to ensure engagement with Board/President are Presidents reports which update strategic objectives. Ensure Board receives newsletters with Presidents message to students, staff and stakeholders.
32	Please indicate any matters not regularly considered by the Board or its committees which you believe to be necessary or appropriate for the Board to consider. • More time in Board Meetings to Discuss Strategy and not just operational issues • University's performance in key areas versus it's peers • I have not completed one full annual cycle, so do not have a complete picture of all the matters or activities of the Board. • Board meetings are full. UPEI Board is large. It would be good to remind Board members on the 4-5 areas their attention should be directed to.



**UNIVERSITY OF
PRINCE EDWARD ISLAND**

Fair Treatment Policy Annual Report

To the Attention of: Dr. Wendy Rodgers, President

Annual Report: May 27, 2026



The *Fair Treatment Policy*¹ (the “Policy”) requires the University of Prince Edward Island to have a Fair Treatment Advocate and Fair Treatment Office (“FTO”) to address incidents of harassment, personal harassment, sexual harassment,² and discrimination. This report summarizes the activities of the FTO for the reporting year of May 1, 2025 to April 30, 2026 (“the Reporting Year”).

Resolution Processes

Under the Policy, there are three ways a concern may be resolved: a formal complaint and investigation; informal resolution; and mediation (Section 10.5.6). Prior to a formal complaint being investigated, it must be screened to determine whether the alleged conduct falls within the definitions in the Policy.

In the Reporting Year, six (6) formal complaints were concluded at various stages, as follows:

- There were three (3) completed investigations. The FTO investigated one (1) formal complaint, and the other two (2) formal complaints were referred to external investigators outside the FTO.
- Two (2) formal complaints were withdrawn by complainants in accordance with Section 11.1.5 after receiving the respondent’s written reply to the complaint. The complainants accepted the reply as full resolution of the complaint.
- One (1) formal complaint was withdrawn by the complainant following the completion of a preliminary report from the investigator.

There are two (2) additional formal complaints that were screened for investigation and are ongoing.

Table 1: Nature of Allegations in Six Formal Complaints

A complaint may address multiple allegations under the Policy and more than one protected ground. Table 1 identifies the nature of allegations in the six (6) formal complaints.

Harassment/Personal Harassment	Discrimination/Differential Treatment (Shown below by Grounds Identified) ³		
4	3		
	Disability		Race/Ethnic Origin
	1		2

Table 2: Complaints by University Member

Any member of the University community can submit a formal complaint. Table 2 identifies the representation of complainants within the University community.

Complainants	Student	Staff	Faculty
	2	3	1

¹Policy No. govbrdgn10009. Created August 1, 2003; Review date October 15, 2007.

² Student allegations of sexual harassment fall under the Sexual Violence Policy and are not captured in this report.

³ Only those protected grounds identified in the complaints are listed.

Table 3: Timeline for Completed Investigations in Working Days⁴

Table 3 shows the duration of the investigation process, in working days, for the three (3) formal investigations completed in the Reporting Year. Various factors, including the complexity of the allegations, the availability of parties and witnesses, and requests for extensions, can result in investigations taking longer than forty (40) working days from the start of the investigation to the submission of the investigation report.

Working Days⁵	53	53	79
---------------------------------	----	----	----

Table 4: Complaint Findings

Table 4 shows the findings made in the three (3) completed investigations.

Substantiated⁶	0
Unsubstantiated	3

Table 5: Informal Resolutions and Mediations

The FTO also offers mediation or informal resolution to complainants. Table 5 shows the number of non-investigative processes in the Reporting Year.

Informal Resolutions	7
Mediations	0

Consultations

Individuals may consult with the FTO about situations they observe, situations reported to them, or to get general information about the Policy, without necessarily filing a complaint. Depending on the nature of concern, individuals may be referred to other processes or support services at the University.

In the Reporting Year, the FTO was consulted by twenty-three (23) individuals in the University community. These individuals do not include anyone who proceeded with an informal resolution or a formal investigation in the Reporting Year.

Table 6: Consultations by University Member in Reporting Year⁷

Table 6 shows the representation of individuals who consulted the FTO in the Reporting Year.

Consultations	Student	Staff	Faculty
	15	6	2

⁴ The Policy, at section 11.2.5, says the investigator will submit a final report within forty (40) working days.

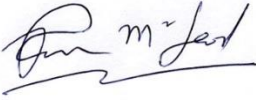
⁵ The timeline for formal investigations are listed from shortest to longest in duration.

⁶ "Substantiated" means there were findings that the Policy was breached by a member of the University community.

Conclusion

The FTO is pleased to provide this report on the 2025/2026 Reporting Year. As mentioned above, there are currently two (2) formal complaints under investigation by the FTO. There is also one (1) ongoing informal resolution process. When they are concluded, our office will report on these matters to the University for inclusion in the next annual report.

Ronald MacLeod

A handwritten signature in blue ink, appearing to read "Ron MacLeod", with a horizontal line underneath.

Fair Treatment Advocate

Human Resource Committee

2026-2027 Workplan

Meeting	Agenda Item	Action Required	Lead
September	1. Update on Grievances, Arbitrations/Mediations 2. Appointment of Tenure Stream and Term Faculty and Librarians ¹ 3. Annual Report to the Board	1. Review 2. Approve 3. Approve	1. VPPC 2. VPAR 3. Uni. Sec.
November	4. Employee Exit Data and Survey 5. Sexual Violence and Human Rights Policy Compliance 6. Update on Grievances, Arbitrations/Mediations 7. Appointment of Tenure Stream and Term Faculty and Librarians 8. Faculty & Librarian Tenure/Permanency Applications 9. Chair Meeting with CCOC Chair on Matters of Collective Interest	4. Review 5. Review 6. Review 7. Approve 8. Approve 9. Review	4. VPPC 5. VPPC 6. VPPC 7. VPAR 8. VPAR 9. Uni. Sec.
March	10. Employee Relations and Trends Update 11. Leadership Development 12. Performance Evaluation 13. Reward and Recognition 14. Sexual Violence and Human Rights Policy Compliance 15. Update on Approach and State of Labour Relations 16. Update on Grievances, Arbitrations/Mediations 17. Appointments of Tenure Stream and Term Faculty and Librarians 18. Faculty and Librarian Promotions 19. Employee Benefits Annual Renewal 20. Committee Terms of Reference 21. Committee Workplan 22. Committee Professional Development Needs	10. Review 11. Review 12. Review 13. Review 14. Review 15. Review 16. Review 17. Approve 18. Approve 19. Recommend 20. Recommend 21. Approve 22. Review	10. VPPC 11. VPPC 12. VPPC 13. VPPC 14. VPPC 15. VPPC 16. VPPC 17. VPAR 18. VPAR 19. VPPC 20. Uni. Sec. 21. Uni. Sec. 22. Uni. Sec.

¹ Appointments will also be approved in October, December, January, February, April, June, July and August via virtual meetings or electronic consultation.

Meeting	Agenda Item	Action Required	Lead
May	23. Onboarding 24. Workplace Health & Safety Compliance 25. Sexual Violence and Human Rights Policy Compliance 26. Employment Law Compliance Update 27. Update on Grievances, Arbitrations/Mediations 28. Appointments of Tenure Stream and Term Faculty and Librarians 29. University Recruitment and Retention Strategy ² 30. Process for President to Confirm Compliance with University Hiring, Tenure and Promotion Processes ³ 31. Employee Relations Data Framework ⁴ 32. Clarify Board's Role in Collective Bargaining ⁵	23. Review 24. Review 25. Review 26. Review 27. Review 28. Approve 29. Review 30. Review 31. Review 32. Review	23. VPPC 24. VPPC 25. VPPC 26. VPPC 27. VPPC 28. VPPC 29. VPPC 30. VPPC/AVPHR 31. VPPC/Uni. Sec. 32. VPPC 33. VPPC

As Required		
Update on Approach to Labour Relations	Review	VPPC
Collective Bargaining Mandate	Approve	VPPC
Update on Collective Bargaining	Review	VPPC
Ratification of Collective Agreements	Recommend	VPPC
Senior Executive Appointments	Approve	President
Update on Market Differentials	Review	VPPC
Committee Professional Development	Complete	Uni. Sec.
UPEI Policies	Review	Uni. Sec.

² Action #25.1 from Governance Review – TBC in year 1

³ Action #25.6 from Governance Review – TBC in year 1

⁴

⁵ Action #11.4 from Governance Review – TBC in year 1