



UNIVERSITY
of Prince Edward
ISLAND

**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS' MEETING
Tuesday, March 31, 2026
Alumni Hall, Room 102 and Via Teams
4:37 pm**

APPROVED OPEN MINUTES

Members Present: Shannon MacDonald (Chair); Wendy Rodgers (President); Hon. Diane Griffin; Alex MacBeath; Geraldine Johnston; Don MacKenzie; Pam Montgomery; Mary Anne McMahon; Karen Creighan; Gary Evans; Erica Kyalo; Kevin Magee; Lynn Ellsworth; Luciana Quiroa Paredes; Brian Affouan; Kateri Coade; William Montelpare; John McIntyre; Richard Raiswell; Kate VanGerven; Chad Mann; Kathy Martin; Clare Cole

Regrets: Alexander (Sandy) MacDonald; Brian Thompson; Ajay Sahajpal

Guests: Rob DeRooy, Governance Solutions Inc.

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; Kate Richard, Project Manager, UPEI Action Plan; Pascal Robichaud, University Secretary; Pam Trainor, Chief of Staff to the President; Kim Porter, Administrative Assistant of University Secretariat; Shannon McCool, Administrative Assistant of the Office of the President

1. Call to Order, Welcome and Land Acknowledgement

Chair, S. MacDonald called the meeting to order at 4:37 pm and welcomed new Board members, Kathy Martin and Chad Mann to their first meeting. Students, Luciana Quiroa Paredes and Erica Kyalo, were thanked for their service on the Board over the last year.

The Chair listed the items of business on the agenda for consideration and then acknowledged the land.

In closed session, the Board authorized management to negotiate and execute an easement agreement with Killam Investments (P.E.I.) Inc. and ratified the collective agreement for IBEW 1928.

L. Quiroa Paredes and E. Kyalo reported they have a conflict of interest with agenda item 14.

2. Consent Agenda

There being no request for items of business to be moved from the consent agenda to the deliberative agenda, the following were approved or received under consent: the open session agenda, the minutes of open session of Board meeting December 2, 2025, the record of decision on appointment of Committee member January 26, 2026, the appointment of members of the Sponsor Board of the University Pension Plan, the appointment of Comptroller as Director of Finance and Administration, the Governance Review Implementation update, the Campus Culture Oversight Committee 2025-2026 workplan, the Sexual Violence Prevention and Response Office Annual Report and the committee quarterly reports.

3. Employee Benefits Renewal

Chair of the *Human Resources Committee* (HRC), D. MacKenzie, reported the HRC, at their March 16, 2026, meeting passed a motion to recommend the Board approve the Employee Benefits Renewal. A briefing note with the recommendation was circulated to the Board in advance with the meeting materials. Vice-President Ngobia provided details on the process for employee benefit renewal, which is reviewed annually by the University.

MOTION: MOVED by D. MacKenzie, SECONDED by E. Kyalo, that the remitted premium rates for Supplemental Health & Dental Insurance (Staff and Faculty), Group Life Insurance, and Long-Term Disability (Staff and Faculty) are approved effective May 1, 2026. CARRIED.

4. Modification of the Action Plan

Chair of the *Campus Culture Oversight Committee* (CCOC), M. A. McMahon reported that proposed non-substantive changes were considered by CCOC at their March 3, 2026, meeting. The changes reflect the recommendations of the auditors, which is to take the time to pause and reconsider some timelines. Kate Richard reported that the Plan was reassessed to ensure commitments were the best way to meet the goals. The proposed changes were provided in documentation that was circulated in advance with the meeting materials. Several changes are a result of delays to the approval of the policies.

President Rodgers reported that the modified Action Plan was discussed with the Minister of Workforce and Advanced Learning, who provided a letter of support.

S. MacDonald noted that the changes are being made to improve execution of the Action Plan.

MOTION: MOVED by M A. McMahon, SECONDED by L. Ellsworth, that the modified UPEI Action Plan is approved. CARRIED.

5. Training – Cybersecurity Oversight

T. Walker introduced Rob DeRooy to the meeting to provide a training session on cybersecurity and risk assessment.

R. DeRooy left the meeting. A short break was taken following the training session.

6. Chair’s Report

S. MacDonald provided a verbal quarterly report of the Chair. She noted that activity is reflected in the agenda and materials. The Standing Committees have worked hard this session, with a considerable amount of discussion. The mid-year performance evaluation of the President is progressing.

7. President’s Report

W. Rodgers indicated that a written report was circulated in advance with the meeting material. The report is aligned with the President’s goals, as set annually.

8. Student Perspectives Update

L. Quiroa Paredes spoke to the Student Perspective report which was circulated in advance with the meeting materials. Following the report, W. Rodgers stated UPEI is aware of the concerns raised by students, and they are being addressed.

9. Operating and Capital Budgets

A. MacBeath reported that Finance, Audit and Risk Committee (FARC) reviewed the operating and capital budgets at their February 18, 2026, meeting.

T. Walker was invited to give a presentation on the budgets. There are three funding packages under the budget: the main budget, the Atlantic Veterinary College (AVC) budget and the Faculty of Medicine (FoM) budget. The three packages cannot be used interchangeably; if there is a surplus in one, it cannot be used for the others. It was noted that a significant portion of the expenditure budget is allocated to salaries.

This year UPEI has created a \$1M capital budget for deferred maintenance.

Q1: Will the \$1M be used to fix the tunnel? **A1:** There is \$250,000 allocated to the tunnel, which shows the Provincial Government that we are committed to it.

Q2: Please explain the George Coles Bursary? **A2:** The Provincial Government created this bursary and provided the funds to UPEI, and we award it on their behalf, to Island students. It shows up on our account as revenue and expense, but it is the province’s money.

Q3: It is surprising that there is a decline in domestic enrollment. **A3:** Demographics of the local population are driving that, and there is great competition, as there are fewer students in the system. Also, there is a recent trend for people taking a gap year before getting into post-secondary education. The George Coles bursary helps a lot to retain students.

Q4: It is surprising that there are more sessional professors than full-time faculty. This could put more pressure on tenured faculty to deliver service. **A4:** UPEI has a high proportion of sessional faculty. We have a review of curricular coherence underway and are looking at courses that are on the books that are not regularly offered and in some cases that create problems for students to progress toward their degree. Some programs are designed to have a lot of sessional faculty members to deliver them.

A. MacBeath commented on the work completed over the last few months by the Finance team.

MOTION: MOVED by A. MacBeath, SECONDED by K. Creighan that the annual operating budget of the University for 2026-27 is approved. CARRIED.

MOTION: MOVED by A. MacBeath, SECONDED by P. Montgomery, that fees for the Services of the University are approved as proposed in the operating budget of the University for 2026-27. CARRIED.

MOTION: MOVED by A. MacBeath, SECONDED by L. Ellsworth that the annual capital budget of the university for 2026-27 is approved. CARRIED.

10. Approval of External Auditors for May 1, 2025 – April 30, 2026

A. MacBeath reported that as the external auditors are appointed annually. The *Finance, Audit and Risk Committee* is recommending Doane Grant Thornton be appointed as UPEI External Auditors. It is expected that the external auditor will attend the September FARC meeting to present the audit results.

MOTION: MOVED by A. MacBeath, SECONDED by W. Montelpare, that Doane Grant Thornton be appointed as external auditor for the fiscal year ended April 30, 2026, as per the terms of engagement as outlined in their “Report to those in governance” dated March 13, 2026; and their proposed compensation of \$87,000 (excluding relevant taxes) for external audit services. CARRIED.

11. Robertson Library Renovation Project

A. MacBeath reported that the *Property and Environmental Sustainability Committee* reviewed and referred the Robertson Library Renovation project to the *Finance, Audit and Risk Committee* to review funding. He asked T. Walker to provide an update on the project. As required by the *Spending Authority Policy*, spending over \$3M must be approved by the Board. The project is expected to cost approximately \$4.5M.

Q: What are the parameters around the competitive process? **A:** For this project, it would be an Request for Proposals (RFP).

MOTION: MOVED by A. MacBeath, SECONDED by K. Martin, that management be authorized to make expenditures to a Maximum Transaction Value of \$5.0 Million as may be required to execute the renovation of the Robertson Library. CARRIED.

12. Atlantic Veterinary College Project

A. MacBeath spoke to the three parts of this motion, as described in the briefing note which was provided in advance with the meeting material. He requested T. Walker to provide an update on this project.

T. Walker reminded Governors that during a recent accreditation review, it was discovered that the HVAC system required work and there was significant concern that accreditation could be removed if the system was not fixed. The Provincial Government was involved, agreed this was an issue and has a draft agreement ready following the Board's approval. Senior Management has received Lieutenant Governor in Council approval to incur a liability and make expenditures by borrowing an amount not to exceed \$27.083M for the upgrade of the HVAC system at the AVC. This will be a five-year project.

Property and Environmental Sustainability Committee Chair, G. Johnston, confirmed that the Committee has approved the proposed project.

MOTION: MOVED by A. MacBeath, SECONDED by E. Kyalo, that management be authorized to:

- i. ***Make expenditures to a Maximum Transaction Value of \$27.1 Million as may be required to execute this project, and***
- ii. ***Contract with Royal Bank of Canada for a revolving term credit facility up to \$27.1 Million to finance hard and soft costs directly associated this project pursuant to s.17(1) (b) and 17(3) of the [University Act](#)³ (i.e., Limitations on spending powers), and***
- iii. ***Initiate a competitive process to procure a long-term debt facility replacing the revolving term credit facility upon substantial completion of the project in an amount up to \$27.1 Million; having an amortization period of up to twenty (20) years. CARRIED.***

13. Board of Governors Appointments and Renewals

K. Creighan, speaking on behalf of Brian Thompson, Chair of the *Governance, Nominating and Appeals Committee*, stated that a briefing note was circulated in advance with the meeting material and spoke to the recommendation of appointments provided by the *Governance, Nominating and Appeals Committee* (GNAC).

MOTION: MOVED by K. Creighan, SECONDED by D. MacKenzie, that Kathy Martin is appointed to the Property and Environmental Sustainability Committee and Chad Mann is appointed to the Finance, Audit and Risk Committee, effective immediately. CARRIED.

14. Appointment of Student Members

K. Creighan pointed to a briefing note that was circulated in advance with the meeting material. The *Governance, Nominating and Appeals Committee* (GNAC) received a presentation from student Board members requesting that the Board reverse its decision to exclude elected officers of the UPEI Student Union as members Board. The Committee is recommending to the Board the repeal of section 4.3c of the By-laws.

MOTION: MOVED by K. Creighan, SECONDED by G. Evans, section 4.3 c. of the By-Laws of the Board be repealed.

15. Senate Report to the Board

M. A. McMahon provided a report on four meetings of Senate. An amended written report was posted on the SharePoint site, to include the last meeting of Senate, which took place since the initial version of the report was posted.

16. Policies

a) Sale of Course Materials Policy

K. Creighan invited members to consider a briefing note that was circulated in advance with the meeting materials.

P. Robichaud noted this policy raised a lot of discussion at Senate.

J. McIntyre reported he chaired the committee that reviewed the policy. The Policy needed to be updated as issues were identified by students, such as students not able to write their examinations without having to purchase additional material.

This policy is linked to the Conflict-of-Interest Policy, which is being reviewed by Vice-President Ngobia, to include a sanction for anyone that does not follow the *Sale of Course Materials Policy*.

MOTION: MOVED by K. Creighan, SECONDED by L. Quiroa Paredes, that the amended Sale of Course Materials Policy is approved. CARRIED.

b) Harassment and Discrimination Policy

Chair MacDonald noted that the *Harassment and Discrimination Policy* and the *Sexual Violence Policy* are recommended to the Board for endorsement. Once written consent is received from the UPEI Faculty Association, the policies will come into effect.

MOTION: MOVED by K. Creighan, SECONDED by D. MacKenzie that the new Harassment and Discrimination Policy is endorsed. CARRIED.

c) Sexual Violence Policy

MOTION: MOVED by K. Creighan, SECONDED by G. Evans, that the amended Sexual Violence Policy is endorsed. CARRIED.

17. In-Camera Session

MOTION: Moved by E. Kyalo, SECONDED by W. Montelpare, to move to an in-camera session. CARRIED.

MOTION: Moved by D. MacKenzie, SECONDED by W. Montelpare, to move to an open session. CARRIED.

18. Adjournment

The meeting was adjourned at 7:05 pm.

Consent Agenda

All items are approved and received.