



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

APPROVED 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; Amy Montesdeoca Castro and Clare Cole.
- Regrets:** Kevin Magee; Ajay Sahajpal; Alexander (Sandy) MacDonald; Chad Mann; and 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 continuous engagement.

S. MacDonald welcomes to the Board two new student members, Amy Montesdeoca Castro, President of the UPEISU and Alissa 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, William Montelpare, Lynn Ellsworth and Kateri Coade, as well as Sandy MacDonald, who is retiring from his role as 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 on the 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, S. MacDonald reflects on the experiences of the last nine 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 equity, diversity and inclusion.
- (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 speaks 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, and
- 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. Not 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 an important reaction to the Rubin Thomlinson 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. Those 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 were 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 others relate to the Employee Exit 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

A. Montesdeoca Castro presents the Student Perspective Update emphasizing the growing concern among students over the recent rise in tuition fees, especially in the context of 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 B. Thompson and SECONDED by W. 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 B. Thompson and SECONDED by P. 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 W. Montelpare and SECONDED by D. Griffin that the Board move to an in-camera session. CARRIED.

MOTION: MOVED by B. Thompson and SECONDED by M. A. 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.