



Board of Governors  
Open Session Minutes

Friday, May 11, 2018  
2-31 South Academic Building (SAB)  
8:00 AM - 12:00 PM

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**ATTENDEES:**

Voting Members:

Michael Phair	Appointed Chair, General Public
Lynn Parish	Appointed Vice-Chair, General Public
Matthew Barnett	Appointed Member, Non-Academic Staff Representative (NASA Appointee)
Mary Pat Barry	Appointed Member, University of Alberta Alumni Association Representative
Katherine Binhammer	Appointed Member, Academic Staff Representative (General Faculties Council)
Charlene Butler	Appointed Member, University of Alberta Senate Representative
David Cooper	Appointed Member, Academic Staff Representative (AASUA Appointee)
Levi Flaman	Appointed Member, Undergraduate Board of Governors Representative
Dominique Grégoire	Appointed Member, General Public
Reed Larsen	Appointed Member, President (Students' Union)
Kirk MacLeod	Appointed Member, General Public
Ray Muzyka	Appointed Member, General Public
Lynne Paradis	Appointed Member, General Public
Sheri Somerville	Appointed Member, General Public
Glenn Stowkowy	Appointed Member, University of Alberta Alumni Association Representative
Claudette Tardif	Appointed Member, General Public
Owen Tobert	Appointed Member, General Public
David Turpin	Appointed Member, President and Vice-Chancellor
Sasha van der Klein	Appointed Member, President, Graduate Students' Association

Non-Voting Officials Appointed by the President:

Steven Dew	Provost and Vice-President (Academic)
Marion Haggarty-France	University Secretary
Brad Hamdon	General Counsel
Gitta Kulczycki	Vice-President (Finance and Administration)
Andrew Sharman	Vice-President (Facilities and Operations)
Catherine Swindlehurst	Chief of Staff (President's Office)
Jacqui Tam	Vice-President (University Relations)
Juli Zinken	Board Secretary and Manager of Board Services

Regrets:

Heather McCaw	Vice-President (Advancement)
Matthias Ruth	Vice-President (Research)
Zahra Somani	Appointed Member, General Public
Douglas Stollery	Appointed Member, Chancellor

Presenter(s):

Philip Stack	Associate Vice-President (Risk Management Services)
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Observer(s):

Walter Dixon	Associate Vice-President (Research)
Ben McIsaac	Associate Vice-President, Faculty Development / Corporate & Foundation Relations

Staff:

Erin Plume	Assistant Board Secretary
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## **OPENING SESSION**

### 1. Chair's Session

*Presenter(s):* Michael Phair

#### 1a. Call to Order and Confirmation of Quorum

*Presenter(s):* Michael Phair

The Board Secretary confirmed that the attendance constituted quorum. The Chair called the meeting to order at 8:00 a.m.

#### 1b. Approval of Open Session Agenda

Materials before members are contained in the official meeting file.

*Presenter(s):* Michael Phair

The Chair reminded members that the following material had been distributed earlier in the week:

- Revised material for Item 5bii - *Collection of University of Alberta Students' Union 2018-19 Operating/Referendum Fees*
- Material for Item 5ci – *Committee Appointments*
- A written report for Item 5k - *Students' Union report*

The motion was moved and seconded.

THAT the Board of Governors approve the revised Open Session agenda as presented.
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**CARRIED**

#### 1bi Review of Consent Agenda

*Presenter(s):* Michael Phair

The Chair invited members to inform him if there were any requests to remove an item from the Open Session Consent Agenda. No requests were made.

#### 1c. Conflict of Interest - Opportunity for Declaration

*Presenter(s):* Michael Phair

The Chair made note of the following:

- The University of Alberta has policy and procedure in place for Conflict of Interest and Conflict of Commitment, and Board members make annual disclosures.
- In addition, Board members must declare any conflict related to the Board Agenda of each meeting and, in the event of such conflict, absent themselves from the discussion and voting on the item.
- The *Post-secondary Learning Act*, Section 16(5) states that: the members of the board must act in the best interests of the university.

The Chair invited members to declare conflicts of interest related to the Open Session Agenda of the meeting. Mr Stowkowy declared a general conflict in that his firm does work for the University of Alberta. Seeing no further declarations, the Chair declared the question asked and answered.

1d. Chair's Remarks

*Presenter(s):* Michael Phair

The Chair welcomed members and guests and acknowledged all Indigenous peoples and the traditional lands on which the Board was gathered.

He introduced three recently-appointed Board members: Mr Levi Flaman, Undergraduate Board of Governors Representative; Mr Reed Larsen, Students' Union President; and Ms Sasha van der Klein, Graduate Students' Association President, and led the Board in welcoming the new members to their first Board of Governors' meeting.

The Chair congratulated Dr Ray Muzyka on being inducted into the Junior Achievement Alberta Business Hall of Fame at a recent ceremony, as well as Ms Mary Pat Barry for receiving the 2018 Graduate Students' Association President's Citation on March 16<sup>th</sup>. Members joined the Chair in recognizing Dr Muzyka and Ms Barry for these accomplishments.

He also congratulated Dr James Pinfeld, University of Alberta Distinguished University Professor in the Department of Physics, for receiving a 2018 Killam Prize for his contributions to the natural sciences.

The Chair then briefed members on updates provided by the Minister of Advanced Education during his March 19<sup>th</sup> meeting with the Board Chairs of Alberta publicly-funded post-secondary institutions, including: expected timing of the tuition fees regulation, implementation guidelines for The Reform of Agencies, Boards and Commissions (Post-secondary Institutions) Compensation Regulation, and recently announced changes to the status of certain Alberta colleges and post-secondary institutions.

Finally, the Chair thanked those Board members who were participating in upcoming convocation ceremonies as representatives of the Board of Governors, noting that convocation is a wonderful occasion and encouraging all members to attend at least one ceremony.

2. Report of the Safety, Health and Environment Committee

*Presenter(s):* Michael Phair

2a. Safety Moment: Bar None - How Things Can Go Right

Materials before members are contained in the official meeting file.

*Presenter(s):* Philip Stack

*Purpose of the Proposal:* For information / discussion.

*Discussion:*

At the request of Ms Zahra Somani, Chair of the Board Safety, Health and Environment Committee, Mr Philip Stack, Associate Vice-President, Risk Management Services, presented a Safety Moment on the successful return of Bar None to the university campus. He provided an overview of the history of the Bar None event, the reasons for moving it off campus, and the organizers' wishes to move it back to campus in 2017. He then highlighted the success of this year's event, due largely to measures taken for a safe and successful event, including early planning, consultation with stakeholders, hazard assessments, and mitigation plans.

Mr Flaman thanked everyone involved in the event and noted the value of having the Agriculture Club and university administration work together to reinvigorate the event.

### 3. Report of the President

Materials before members are contained in the official meeting file.

*Presenter(s):* David Turpin

*Purpose of the Proposal:* For information / discussion.

*Discussion:*

In addition to his written report, the President provided verbal remarks on: a recent joint Board / Senate discussion with Dr Julia Eastman, University Secretary at the University of Victoria, on the topic of university autonomy; accolades toward Dr Michael Woodside, recipient of the 2018 Guggenheim Fellowship, and the eight 2017–2018 McCalla Professorship recipients; the recent arrival of Dr Matthias Ruth as Vice-President (Research) and an acknowledgement of Dr Walter Dixon's work as Interim Vice-President (Research); and Dr Lois Harder's appointment as Principal of the Peter Lougheed Leadership College and her plans to develop the depth and breadth of programming at the college.

### 3a. Update on the University of Alberta's Comprehensive Institutional Plan (CIP) (2018-2021)

*Presenter(s):* Steven Dew; Gitta Kulczycki

*Purpose of the Proposal:* For information / discussion.

*Discussion:*

The President introduced the item, noting that the University of Alberta's *Comprehensive Institutional Plan (2018-2021)* (CIP), was scheduled to come forward for final approval at the June Board of Governors meeting.

Dr Dew briefed the Board on CIP's structure and components, reminding members that the budget and capital plan components had been approved by the Board in March and that the remaining components would now proceed through the appropriate academic and board governance bodies for recommendation to the Board.

Mr Sharman informed the Board that he had just received notice of government approval of the EPCOR Garneau Switchgear/North Campus Electrical Feed project.

### 3b. Budget Update

Materials before members are contained in the official meeting file.

*Presenter(s):* David Turpin; Steven Dew; Gitta Kulczycki

*Purpose of the Proposal:* To provide the Board with an update on communication with the provincial government on the University's budget and funding allocations for 2018/19.

*Discussion:*

President Turpin provided an overview of recent updates on the university budget, approved at the March 16, 2018 Board of Governors meeting, informing the Board that the university recently received a letter from the Minister of Advanced Education providing approximate allocations related to the Campus Alberta grant and tuition backfill.

Dr Dew briefed the Board on preliminary discussions with Deans' Council regarding potential allocation of any funding that deviated from budget assumptions, reminding members that the full scope of funding remained uncertain until the Campus Alberta funding letter was received. He indicated that the university would address any funding differences as budget variances and was currently considering possible areas for one-time investments of any additional resources, including seed money for the university's signature areas, and short-term capital projects to improve learning and security on campus.

The Chair briefed members on his discussions with government over the past two months, indicating that he had met recently with the Premier and individuals in her office to discuss the university's approved budget, to review the significance of certain items for the university and the Province, and to reiterate that the Board would not be reopening the budget but would instead address funding differences on a one-time variance basis to support educational areas and programming.

The Chair indicated that the Premier and her office were very interested in moving forward and restoring the relationship between the Minister of Advanced Education and the Board of Governors and President, noting that he expected the Minister to provide a public apology at some point to the President regarding his public comments related to the President's compensation.

Drs Turpin and Dew responded to questions from the Board regarding: whether it was possible to allocate variance funding to certain faculties to deal with enrolment increases; by what process the one-time transitory allocations will be determined and how those allocations will fit within priorities outlined in *For the Public Good*; whether variance allocations will require governance approval; whether there will be a comprehensive analysis of these temporary and ad hoc allocations; how best to communicate that while the university has multiple areas of need and opportunity to spend the funding, there is still no guarantee of the stability of this funding; and how the university might plan for the future and perhaps incorporate a two percent increase in those plans going forward.

4. Report from the University Secretary - 2018-2019 Board of Governors' Calendar

*Presenter(s):* Marion Haggarty-France

*Purpose of the Proposal:* For information / discussion.

*Discussion:*

The University Secretary referred Board members to the 2018-2019 Board of Governors' schedule in front of them, noting in particular the September dates held for a Board of Governors retreat.

**CONSENT AGENDA**

5. Approval of the Consent Agenda

Materials before members are contained in the official meeting file.

*Presenter(s):* Michael Phair

Action Items

- 5a. Approval of the Open Session Minutes of March 16, 2018
- 5b. Report of the Finance and Property Committee
- 5bi. Collection of GSA Membership, Health and Dental Plan, and Graduate Student Assistance Program Fees
- 5bii. Collection of University of Alberta Students' Union 2018-19 Operating/ Referendum Fees
- 5biii. Augustana Long Range Development Plan Amendment
- 5biv. Lister Centre Classic Towers Deferred Maintenance and Functional Renewal: Project Finance (Borrowing Resolution) and Order in Council
- 5bv. Saville Community Sports Centre: Disposition via Lease
- 5c. Report of the Board Chair

- 5ci. Committee Appointments
  - Information Reports
- 5d. Report of the Audit Committee
- 5e. Report of the Finance and Property Committee
- 5f. Report of the Human Resources and Compensation Committee
  - i. Employee and Board of Governors' Codes of Conduct
- 5g. Report of the Learning and Discovery Committee
- 5h. Report of the Safety, Health and Environment Committee
  - Regular Reports
- 5i. Chancellor's Report
- 5j. Alumni Association
- 5k. Students' Union
- 5l. Graduate Students' Association
- 5m. Association of Academic Staff
- 5n. Non-Academic Staff Association
- 5o. General Faculties Council
- 5p. Board Chair and Board Members Activity Report

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session Consent Agenda, as presented.

**CARRIED**

### **DISCUSSION ITEMS**

#### 6. Report of the Board Chair

*Presenter(s):* Michael Phair

#### 6a. Board Working Group Update

Materials before members are contained in the official meeting file.

*Presenter(s):* Michael Phair

*Purpose of the Proposal:* To provide the Board with an update on Board Working Group activities since March 2018 and progress on its established goals.

#### *Discussion:*

The Chair provided members with an update of the work of the Board Working Group since the March Board meeting, reviewing the enclosed outline of possible opportunities for delegation of authority and noting that principles to guide future delegations would be coming forward for Board approval at the June meeting. He indicated that the Board Working Group was still grappling with options regarding committee structure and mandates but remained engaged in discussions on how the Board could be more strategic, add value, hold more fruitful discussions, and look to the future. He thanked Administration for its work formatting and summarizing material for the Board and its committees and thanked members of the Board Working Group for

their efforts to date, noting that he still hoped to bring forward recommendations for Board approval at the June 15<sup>th</sup> Board meeting.

The University Secretary responded to questions from the Board regarding: the consultation and approval process for the outlined potential delegations of authority, and the possibility of employing a RACI Model (Responsible, Accountable, Consulted and Informed) to ensure those not part of the approval process are aware and comfortable with the decision-making process.

Members engaged in a discussion regarding the role of a Board member in scenarios where members are not united on a decision made by the Board, whether or not dissention should be formally noted for the record, and how a constituent member can best navigate disparate responsibilities to their constituency group and to the Board of Governors.

Discussion included: whether Board members are required to show solidarity and speak with one voice following a Board meeting; whether the requirement for solidarity related to an item debated in open session is considered a restriction of freedom of speech; differences between public and corporate boards; a reminder that the Chair speaks for the Board of Governors and the President speaks on behalf of the university; the importance of transparency in Board decisions to demonstrate integrity of the decision and its process; fiduciary responsibility and the appropriateness of speaking out against a Board decision; how the Board “acts in the best interests of the university” when members represent different perspectives and biases; whether it is ever appropriate for a Board member to abstain from a decision; and the understanding that doing what’s best for the university can overlap with what’s in the best interests of the constituent groups as well.

Following the discussion, the President and Chair expressed their appreciation for the thoughtful and collegial dialogue and the Chair indicated that a good board comprises and embraces many diverse opinions. On the recommendation of a member, the Chair agreed that this could be a discussion topic for the September Board of Governors retreat.

## **CLOSING SESSION**

### 7. Adjournment

*Presenter(s):* Michael Phair

The Chair adjourned the open session at 9:30 am.