



Board of Governors
Open Session Minutes

Friday, December 11, 2020
By phone / video
8:00 AM – 12:00 PM

ATTENDEES:

Voting Members:

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| Kate Chisholm | Appointed Chair, General Public |
| Guy Bridgeman | Appointed Vice-Chair, General Public |
| Joel Agarwal | Appointed Member, President, Students' Union |
| Zarina Bhambhani | Appointed Member, Additional Member |
| Ayaz Bhanji | Appointed Member, University of Alberta Alumni Association Representative |
| Charlene Butler | Appointed Member, General Public |
| Breda Cormack | Appointed Member, Non-Academic Staff Representative (NASA Appointee) |
| Daniel Eggert | Appointed Member, General Public |
| Bill Flanagan | Appointed Member, President and Vice-Chancellor, University of Alberta |
| Peggy Garritty | Appointed Member, Chancellor, University of Alberta |
| Mona Hale | Appointed Member, General Public |
| David Konrad | Appointed Member, Undergraduate Board of Governors Representative |
| Janice MacKinnon | Appointed Member, General Public |
| Sett Policicchio | Appointed Member, General Public |
| Thomas (Tom) Ross | Appointed Member, General Public |
| Margot Ross-Graham | Appointed Member, University of Alberta Senate Representative |
| Rakesh Saraf | Appointed Member, General Public |
| Robert Ryan Thompson | Appointed Member, University of Alberta Alumni Association Representative |
| Dilini Vethanayagam | Appointed Member, Academic Staff Representative (GFC Appointee) |
| Marc Waddingham | Appointed Member, President, Graduate Students' Association |
| Paul Whittaker | Appointed Member, General Public |
| Donna Wilson | Appointed Member, Academic Staff Representative (AASUA Appointee) |
| Lillian Zenari | Appointed Member, Additional Member |

Non-Voting Officials Appointed by the President:

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| Steven Dew | Provost and Vice-President (Academic) |
| Walter Dixon | Interim Vice-President (Research and Innovation) |
| Todd Gilchrist | Vice-President (University Services and Finance) |
| Brad Hamdon | General Counsel and University Secretary |
| Andrew Sharman | Vice-President (Facilities and Operations) |
| Kelly Spencer | Interim Vice-President (Advancement) |
| Catherine Swindlehurst | Interim Vice-President (University Relations) & Chief of Staff (President's Office) |
| Juli Zinken | Board Secretary and Manager of Board Services (University Governance) |

Guest(s):

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| Michael Houghton | Nobel Laureate; Director, Li Ka Shing Applied Virology Institute; Professor, Department of Medical Microbiology & Immunology |
| Lorne Tyrell | Founding Director, Li Ka Shing Institute of Virology |

Presenter(s):

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| Martin Coutts | Associate Vice-President (Finance, Procurement and Planning) |
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Staff:

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| Erin Plume, Assistant Board Secretary (University Governance) |
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The Chair called the meeting to order at 8:00 a.m.

IN CAMERA SESSION OF VOTING MEMBERS ONLY

Voting members met, *in camera*.

OPENING SESSION

The Chair welcomed members and guests, and reminded all in attendance that the open session of the meeting was being webcast to observers, per the May 2020 Board of Governors' motion.

The Chair read the following territorial acknowledgement:

The University of Alberta resides on Treaty 6 territory and the homeland of the Métis. This territory is a traditional gathering place for diverse Indigenous peoples whose histories, languages and cultures continue to influence and enrich our community. To acknowledge the territory is to recognize the longer history of these lands. The acknowledgement signifies our commitment to working in Good Relations with First Nations, Métis and Inuit peoples as we engage in our institutional work, uplifting the whole people, for the University for Tomorrow.

1. Chair's Session

Presenter(s): Kate Chisholm

1a. Call to Order and Confirmation of Quorum

Presenter(s): Kate Chisholm

The Chair called the open session to order and the Board Secretary confirmed that the attendance constituted quorum.

1b. Approval of Open Session Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Kate Chisholm

The motion was moved and seconded.

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

CARRIED

1c. Conflict of Interest - Opportunity for Declaration

Presenter(s): Kate Chisholm

The Chair noted that governance best practice requests that members declare at each meeting whether they may have a conflict related to the agenda and absent themselves from the discussion and voting on that item. She invited members to declare conflicts of interest related to the open session agenda of the meeting.

President Flanagan declared a conflict, as a voting member of the Board of Governors, with the motions in Item 5: *University of Alberta for Tomorrow: Academic Restructuring Proposal*. He noted that because he was bringing the three motions to the Board in his capacity as Chair of General Faculties Council that he felt it best to recuse himself from voting on the motions. The Chair acknowledged the President's declaration and, seeing no further declarations, stated that the question had been asked and answered.

1d. Chair's Remarks

Presenter(s): Kate Chisholm

The Chair welcomed Elan MacDonald, incoming Vice-President (External Relations), who was observing the meeting, and thanked Kelly Spencer and Catherine Swindlehurst for their service as Interim Vice-Presidents (Advancement and University Relations, respectively).

She noted that the night prior the Board had been honoured to host a virtual celebration of Nobel Laureate Dr Michael Houghton's research and accomplishments, where they also recognized Mr Li Ka Shing, whose generous donation was foundational to establishing the Institute of Virology and brought Dr Houghton to the University of Alberta. She indicated that Premier Jason Kenney had also attended the celebration where he announced \$20 million in new funding toward pharmaceutical and vaccine research and commercialization.

The President welcomed Dr Houghton and Dr Tyrrell to the meeting and congratulated Dr Houghton, who, the previous day, received the Nobel Prize in Physiology or Medicine in recognition of his discovery of the hepatitis C (HCV) virus. Dr Houghton thanked Dr Tyrrell for his mentorship and friendship, and presented him with a replica Nobel medal in acknowledgement of his years of work to advocate for medical research at the University of Alberta.

The Board acknowledged both Dr Houghton and Dr Tyrrell for their achievements and for their shared generosity of spirit.

2. Report of the President

- COVID-19 Update
- Emergency Governance Protocols Decision Tracker

Materials before members are contained in the official meeting file.

Presenter(s): Bill Flanagan

Purpose of the Proposal: For information / discussion.

Discussion:

There was no discussion.

CONSENT AGENDA

3. Motion to Approve the Consent Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Kate Chisholm

- 3a. Approval of the Open Session Minutes of October 16, 2020
Report of the Learning, Research and Student Experience Committee
- 3b. Proposed Suspension of Bachelor of Arts Majors in Biology, Chemistry, Computing Science, Mathematics and Physics, and Sociology, and Bachelor of Science Majors in Mathematics and Physics, and Psychology, Augustana Faculty
- 3c. Proposed Suspension of the Sport Coaching Major in the Bachelor of Kinesiology Program, Faculty of Kinesiology, Sport, and Recreation
- 3d. Proposal for the Termination of the Bachelor of Education, Adult Education Route

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session Consent Agenda.

CARRIED

DISCUSSION ITEMS

Report of the Board Finance and Property Committee

Presenter(s): Charlene Butler

4. Budget Briefing

Materials before members are contained in the official meeting file.

Presenter(s): Todd Gilchrist; Martin Coutts

Purpose of the Proposal: For information / discussion.

Discussion:

Mr Gilchrist provided a brief update on the budget, indicating that 2021-22 budget planning is underway, pending announcements regarding provincial budget targets.

ACTION ITEMS

Report of the President

Presenter(s): Bill Flanagan

5. University of Alberta for Tomorrow: Academic Restructuring Proposal

Materials before members are contained in the official meeting file.

Presenter(s): Bill Flanagan; Steven Dew

Purpose of the Proposal: To consider a series of Academic Restructuring motions that include the introduction of a college model, the component faculties within that model, and the administrative structure for that model.

Discussion:

The President introduced the item in his capacity as Chair of the General Faculties Council (GFC). He noted that the recommendations were a key part of the University of Alberta for Tomorrow (UAT) plan to address the major financial challenges facing the university while also maintain an outstanding student experience, world-class research addressing some of the most pressing problems facing the globe, and a deep commitment to community service and community engagement. He acknowledged the university community's engagement over the past five months in developing a new academic model that would preserve faculty identity, foster the expansion of interdisciplinary research, programming, and community engagement, and enable the university to address its immediate and significant financial challenges.

The President then presented the three motions recommended by GFC at its special meeting on December 7, reviewing each proposal in detail. He briefed the Board on the discussions that took place at GFC in considering the motions, including:

- that the three new colleges would not affect Campus Saint-Jean, Augustana, and the Faculty of Native Studies, which would remain as stand-alone faculties;
- consideration of the configuration of the faculties within the college, noting that the establishment of three new colleges would be essential to achieving the administrative cost reduction targets in the University of

Alberta for Tomorrow plan, and would also facilitate innovative, interdisciplinary, cross-faculty initiatives while also preserving faculty identity and autonomy; and

- that GFC had carefully considered the recommended management structure for the colleges, and had amended the original motion to recommend a management model comprising a collegial Council of Deans for each college.

The President then provided the Board with an overview of the management structure discussion at GFC, noting that the original proposed management structure for the colleges had included an appointed College Dean reporting to the Provost to provide leadership at the college level. He reviewed GFC's discussion of the item, including: concerns related to the cost of the new College Dean role, and that the addition of a new senior role would send the wrong message at a time of restraint and ongoing financial pressures; concern that a new administrative role would be one further step removed from the "front lines" of the academy; preference for maintaining the same faculty dean reporting structure; and, with regard to collegial leadership by a council of deans, that the faculty deans had proven capacity to work together, and that it would be important that each college's council of deans would have time to develop a leadership structure supportive of that college's particular needs.

Finally, the President expressed the challenges related to his dual roles as Chair of GFC and as President. As Chair of GFC, he acknowledged respect for GFC's preference for no College Dean. As President, he noted that he was accountable to the Board and responsible for ensuring a balanced university budget. He then expressed the dichotomy he felt those two roles held in this situation: that the university required an effective and highly responsive college management structure with clear accountability and clear decision-making authority to deliver the savings required, but that he was concerned a Council of Deans would not be able to achieve that goal.

The Board Chair acknowledged receipt of GFC's recommendations and thanked GFC members for their thoughtfulness and efforts in bringing these proposals forward. She spoke to the current provincial context, including government deficit and cuts to the public sector, and expressed her appreciation for the engagement of the university community in addressing provincial budget cuts and developing a plan to facilitate the university's recovery from those cuts and long-term success. She noted the Board of Governors' support for the plan to address current cuts, and conveyed the Board's diligent efforts to avoid further deeper cuts by proposing that the university's financial statements be deconsolidated from the province's public accounts. She advised that the Province had suggested that performance-based funding would be instituted pursuant to which further cuts to the university's budget could be made in the event that the university failed to meet the current budget targets.

Members of the Board of Governors engaged in a roundtable discussion of the three motions and expressed overwhelming support for GFC's recommendations regarding Motions 1 and 2. Members then provided comments regarding Motion 3, including: the importance of metrics and accountability, with clear timelines, criteria for success, and a built-in leadership review period; concern that a shared services model may negatively impact student services, and the need to support student experience and research; risks associated with management by committee compared with the benefits of a management structure with clear authority and a focused decision-making; potential difficulties associated with driving budget reductions while also creating a new layer of academic and administrative leadership positions; concern for the number of direct reports to the Provost and Vice-President (Academic); whether the academic deans would have sufficient excess capacity to devote the required time to ensuring the Colleges succeeded; the potential risks and benefits of delaying a decision on the administrative structure; and the importance of stakeholder communications, transparency, trust, and respect for GFC's advice and recommendations on academic matters.

The motions were moved and seconded.

Motion 1: THAT the Board of Governors, on the recommendation of General Faculties Council, approve a college model as defined in the Executive Summary below.

CARRIED

Motion 2: THAT the Board of Governors, on the recommendation of General Faculties Council, approve, effective July 1, 2021, the establishment of a:

- College of Health Sciences, composed of the Faculty of Medicine and Dentistry, the Faculty of Rehabilitation Medicine, the Faculty of Pharmacy and Pharmaceutical Sciences, the Faculty of Nursing, the School of Public Health, and the Faculty of Kinesiology, Sport, and Recreation.
- College of Natural and Applied Science, composed of the Faculty of Science, the Faculty of Engineering, and the Faculty of Agricultural, Life and Environmental Sciences.
- College of Social Sciences and Humanities, composed of the Faculty of Arts, Faculty of Education, Alberta School of Business, and Faculty of Law.

CARRIED

A member suggested amendments to Motion 3, whereas the university would review the Council of Deans model in one year, with monthly metrics reported back to GFC and the Board over the course of that year, and, following that period, have the option to implement a new administrative model. Members engaged in a discussion regarding that suggestion and other possible amendments, including: the importance of clear metrics related to financial savings as well as avenues for feedback; concern that faculty deans may not support the Council of Deans model; preference for an executive dean model rather than the shared Council of Deans; concern that one year may not be long-enough but that the timeline for required savings was imminent; consideration of university consultation and GFC's recommendation on this item; risk that the executive dean model may not be respected by the academy; costs associated with seconding existing faculty deans into the College Dean position; the possibility of requiring one dean from the Council of Deans to report to the Provost, and how that structure would function; consideration of capacity versus conflict of interest; how administration proposed to alleviate concerns related to the additional layer of administration; and whether the deans could select their leader from amongst them.

Following a brief break, a member proposed a formal amendment to Motion 3 as follows:

That the Board of Governors, on the recommendation of General Faculties Council, approve an administrative structure for the college model that requires that:

- *the college be led by a collegial Council of Deans, in consultation with the Provost;*
- *each college be **implemented by a college dean, seconded from and by the existing deans (Council of Deans) within the respective college, supported by a Service Manager** who is responsible for the administration of the college, and reports **collectively** to the **Council of Deans**;*
- *each Faculty be led by a Dean who reports to the Provost, administers the Faculty budget, and is responsible for all matters relating to the academic program of the Faculty; and*
- *after **three 18 months years**, the President shall undertake a review of the college administrative and leadership structure and report to the Board of Governors and GFC;*

With clear metrics, including financial and quality of shared services (including clinical, excellence in interdisciplinary research, and education), to be developed by the Board of Governors, with progress to be reported monthly to GFC, the Board of Governors, and administration over the next 12 months.

Board members discussed the proposed amendments, including: whether the seconded College Deans' positions would need to be backfilled; whether this proposal would eliminate concerns regarding the additional layer of leadership positions; concerns regarding proposing amendments "on the fly"; how this proposal differed from the original Provost-proposed Executive Dean model; residual concerns regarding the number of direct reports to the Provost; a suggestion that the proposal return to GFC for its consideration; and confirmation of the reporting structure. Following discussion, the Board voted in favour of amending Motion 3 as proposed.

At this point, a member proposed an amendment to the reporting structure within the amended motion, as follows:

- *each college be implemented by a college dean, seconded from and by the existing deans (Council of Deans) within the respective college, who is responsible for the administration of the college, and reports to the **Council of Deans Provost**;*
- *each Faculty be led by a Dean who reports to the **Provost College Dean**, administers the Faculty budget, and is responsible for all matters relating to the academic program of the Faculty;*

The Board engaged in a discussion of the amendment to the amended motion, including: the perceived reduction of collegiality within the proposed changes; concern that the proposal would not be supported by GFC; how the change would affect the three colleges; and the benefits of a dual-reporting relationship. Following discussion, the Board voted to consider the amendments to the amended motion.

The amended motion was moved and seconded.

Amended Motion 3, as amended: THAT the Board of Governors, on the recommendation of General Faculties Council, approve an administrative structure for the college model that requires that:

- the college be led by a collegial Council of Deans, in consultation with the Provost;
- each college be implemented by a college dean, seconded from and by the existing deans (Council of Deans) within the respective college, who is responsible for the administration of the college, and reports to the Provost;
- each Faculty be led by a Dean who reports to the College Dean, administers the Faculty budget, and is responsible for all matters relating to the academic program of the Faculty; and
- after 18 months, the President shall undertake a review of the college administrative and leadership structure and report to the Board of Governors and GFC;

With clear metrics, including financial and quality of shared services (including clinical, excellence in interdisciplinary research, and education), to be developed by the Board of Governors, with progress to be reported monthly to GFC, the Board of Governors, and administration over the next 12 months.

DEFEATED

The Board then decided to consider the original amended motion.

The motion was moved and seconded.

Amended Motion 3: THAT the Board of Governors, on the recommendation of General Faculties Council, approve an administrative structure for the college model that requires that:

- the college be led by a collegial Council of Deans, in consultation with the Provost;
- each college be implemented by a college dean, seconded from and by the existing deans (Council of Deans) within the respective college, who is responsible for the administration of the college, and reports to the Council of Deans;
- each Faculty be led by a Dean who reports to the Provost, administers the Faculty budget, and is responsible for all matters relating to the academic program of the Faculty; and
- after 18 months, the President shall undertake a review of the college administrative and leadership structure and report to the Board of Governors and GFC;

With clear metrics, including financial and quality of shared services (including clinical, excellence in interdisciplinary research, and education), to be developed by the Board of Governors, with progress to be reported monthly to GFC, the Board of Governors, and administration over the next 12 months.

CARRIED

INFORMATION ITEMS

Materials before members are contained in the official meeting file.

There were no requests from members to discuss the information items listed below.

Information Reports

6. Action Arising from Previous Meetings – completed / no action arising from October 16
7. Report of the Audit and Risk Committee
8. Report of the Finance and Property Committee - • Integrated Asset Management Strategy Dashboard
9. Report of the Governance Committee
10. Report of the Human Resources and Compensation Committee
11. Report of the Investment Committee
12. Report of the Learning, Research, and Student Experience Committee• Meeting the Postsecondary Access Needs of Rural Alberta
13. Report of the Reputation and Public Affairs Committee

Regular Reports

14. Chancellor's Report
15. Alumni Association
16. Students' Union (including 2019-20 Financial Statements)
17. Graduate Students' Association (including 2019-20 Financial Statements)
18. Association of Academic Staff
19. Non-Academic Staff Association
20. General Faculties Council
21. Board Chair Report

CLOSING SESSION

22. *Adjournment*

The Chair adjourned the Open Session at 12:45 p.m.