



## BOARD OF GOVERNORS MINUTES

Thursday, February 13, 2020, 2:00 – 6:00 p.m.

45 Lodge, LAB 103, Waterloo and SCJ210, SC Johnson Building, Brantford

**Present:** Lynda Hawton Kitamura (Chair), Cameron Anderson, Scott Bebenek, Tom Berczi, Ryan Brejak, Michael Carroll, Maria Gallego, Cody Groat, Mark Harris, Paul Kwasnik, Scott Lyons, Deb MacLatchy, Patricia McLaren, Shaun Miller, David Monod, Bill Muirhead, Connie Palenik, Jim Phillips, Patricia Polischuk, Stephanie Ratza, Joe Rooney, Mark Straub, Jillian Swartz

**Regrets:** Mitchell Bergin, Mary-Louise Byrne, Savvas Chamberlain, Leanne Hall, Dave Jaworsky, Eileen Mercier, Karen Redman, Berry Vrbanovic, Klaudia Wojtanowski

**Secretariat:** Shannon Kelly, Anna Kornobis, Anne Lukin

### A. Open Session

1. **Call to Order**, Lynda Hawton Kitamura

a. Declaration of Conflicts of Interest: None.

b. Movement of Consent Items to the Main Agenda

With consensus from the members, the order of the open agenda was adjusted to allow more members to be present for discussion of Item A.6.

**Motion (Cameron Anderson/Bill Muirhead): that the Board of Governors approve the Consent items listed for approval under Item C.1. Carried.**

2. **Chair's Report**, Lynda Hawton Kitamura

The Chair commented on: the recent gift of \$4 million from the Savvas Chamberlain family foundation for the Making Space for Music Campaign; focused on improving governance practices, staff are reviewing the structure of the Board's committees and the board bylaws and will bring recommendations; the June board meeting will not be held in Brantford as usual due to space constraints, and a location will be confirmed closer to the Date.

3. **Leadership Update**

a. President's Report, Deb MacLatchy

The President reported: that David McMurray, VP Student Affairs, will be retiring this summer after 20 years as a national leader in developing student experience; thanks to Savvas Chamberlain and his foundation for the generous gift supporting music and Laurier; ScotiaBank has donated

\$850K to support user experience design (UXD) in Brantford; Laurier Professor Allison Blay–Palmer has been designated as a UNESCO chair, highlighting Laurier’s growing strengths in research; searches for senior executive positions are underway for the VP Student Affairs and the VP Finance and Admin, with the motion coming today *in camera* for the Provost and VP Academic; retreats have been held for the senior leadership team, reviewing the enterprise risk management process and identifying top risks; the recent incident where a student uttered a threat, with police responding and determining there was no credible threat; the student was arrested and has been issued a trespass notice for campus; and Laurier did very well in the recent application cycle on 101’s (domestic high school students), noting that overall for the system applications are up .06% while Laurier was up 1.8%; staff are now working to confirm those applications and convert them to acceptances.

She also commented on: positive interactions on the government relations front, with a community leaders reception in Milton, a roundtable with Kitchener leaders and provincial members of Parliament, and campus visits by local MPs and MPP’s; entries closed in December for Laurier’s Steadman prize, one of the richest writing contest for high school students in the world; the partnership agreement with the Government of the Northwest Territories has been extended for another 20 years, as acknowledged by a meeting in Yellowknife in January with Deb MacLatchy and Jonathan Newman attending; Laurier submitted its SMA3 initial submission by the deadline, with a second draft due February 18 followed by a meeting with MCU; the President noted some positive movement on SMA metrics; the internal coronavirus working group is meeting and taking direction from Public Health; virus-related messaging continues with Reading Week coming up; Laurier is seeing an impact on the English-language program and visas for international students.

- b. Q and A on Reports of the Senior Executives  
Board members discussed: Laurier student experience positively impacting application numbers; congratulations to Doctor Allison Blay Palmer; that going forward updates from the Chief HR Officer will be included in these written reports; that a three-member panel is reviewing the structure of Laurier’s Faculties through extensive consultation to determine if they are best organized deliver on Laurier’s mission, with a report to be delivered outlining their conclusions. The Board expressed thanks to the President and the Laurier team for successes in fundraising, research and student application numbers.
- c. Senate Reports, Cameron Anderson  
at meetings in January and February, Senate has dealt with curriculum changes, revisions to the Dean’s Honour Roll process to be more inclusive for students with a lighter course load, certificate programs, and budget updates.

4. **Implementing Laurier Strategy through Integrated Planning,**

Maureen Mancuso

the Board received a presentation from the Provost on the use of integrated planning to help implement Laurier strategy. An integrated planning process will begin this month and will make planning more effective through alignment and assessment.

The Board discussed: the challenge of getting buy-in and engagement at a busy time in the school year, that integrated planning is aligned to cyclical review so data is available but will take time to process; that the VPA office is prepping data packages for each unit; that the initial process is anticipated to be completed by May, giving Dean's till the summer to review and then a draft will be shared University wide; that integrated planning metrics will align with SMA three metrics; that senior leaders will be able to report back in May or June on this year's activities within goals tied to the Laurier five-year strategy; and that the Board is glad to see the Laurier strategy carried out through concrete goals.

5. **Academic Update: Lazaridis Institute,** Kim Morouney

The Board received a presentation on the work of the Lazaridis Institute which helps Canadian technology companies scale up, a key driver for success. A \$20 million gift from Mike Lazaridis included funds to create the Institute, to help address tech business models. The Scale up Program supports Canadian founders here in Canada with notable success stories; 42% of companies working through the Lazaridis Institute have a female founders or cofounder. The Lazaridis Institute focuses on access to senior talent, and connects participants with senior mentors and speakers. The Institute is geared to assist scale-up's who average \$2 - \$20 million a year in sales, and works in partnership with Communitech.

6. **Fossil Fuel Divestment,** Mike Carroll

In response to an earlier request by faculty, Laurier undertook a thorough review of the divestment issues through a Responsible Investment Working Group (RIWG), which issued a report and six major recommendations approved at the November 2017 Board meeting. The report and recommendations received favourable support from faculty members who had originally requested looking into this area; and staff have been working to implement these recommendations. Board member Mike Carroll has noted that in the past two years, other universities, including Concordia, University of British Columbia, University of Victoria and Simon Fraser University, have been making decisions to divest or move toward divestment, and requested that the Board once again consider this matter. Dr. Carroll brought forward a motion: "In light of the divestment policies adopted by many Canadian universities over the past two years, Laurier commits to divesting itself of most, if not all, of its fossil fuel assets by 2025."

The Board received an update on implementation of RIWG's recommendations, noting that all investment managers have been asked to report on their engagement with Environmental, Social, and Governance (ESG) investing; that seven of Laurier's investment manager firms have become signatories to the United Nations' Principles of Responsible Investment; that Laurier joined the Responsible Investment Association in 2019; and that the theme of sustainability is woven throughout Laurier's five-year strategy.

Board members discussed: the Board's legal and fiduciary duty to protect the assets of the University; a 10% decrease in Laurier's investments in companies listed as the Carbon Underground 200; how Laurier's endowment and pension funds are currently invested, noting that these are as pooled funds managed by external investment managers which makes it difficult to divest from specific companies or industries; challenges in drawing boundaries and definitions for divestment, whether direct producers or those who supply, transport or finance direct producers; that faculty members and students are not all in agreement on this matter but there is momentum within the Faculty Association, which also acknowledges the need to assess the impact on the pension, endowment and sinking funds; that this is a key issue for students given the impacts of global climate change; potential impact on future returns for pension plan members, and the Board's responsibility to the Plan and its members; possible impact of Laurier joining the sector-wide joint pension plan, where we do not yet know the divestment stance of that plan; that Martin Luther University College has shifted its investments to socially responsible funds; and, whether the Board has enough information at this time to commit to divestment in principle. The Board considered a revised motion to replace the original motion, proposing that the Board pass a resolution to support divestment with further research to determine how much and when.

Through extensive discussion, the Board acknowledged that environmental issues are top of mind given the pressures of climate change. They also recognized that divestment is not a simple decision and needs to be investigated further by the Investment Oversight Sub-Committee and with resource support as needed, before the Board would be able to make an informed decision on any further move to divestment. After much discussion, the Chair recognized the following revised motion.

**Revised motion: (Tom Berczi/Scott Lyons) That the Board of Governors refer the request to divest within five years to the Investment Oversight Sub-Committee for further evaluation and consideration, bringing back a recommendation to the Board. Carried, with 2 opposed.**

**7. Reports from the Standing Committees of the Board****a. Q and A on Chair's Updates on Committee Activity**

No questions were received.

**b. Finance and Investments, Tom Berczi****1. 2020 – 2021 Budget Update, Maureen Mancuso / Tony Araujo**

The Board received a verbal update on how staff were planning to address and \$18 million deficit forecast as of June 2019; this deficit is being recalculated using ideas from the Laurier community reflecting \$9.6 million in positive value. Technical working groups are looking at how to implement these very useful ideas submitted by the community.

The revised deficit reflects 4% of total budget so VPs have been directed to reduce their budgets by 4% over two years. Factors which will impact the budget are the voluntary retirement program, enrolment, SM3, salary and benefits, and proposed budget cuts coming from the VP portfolios. Enrolment revenue was \$6 million more than originally forecasted; this higher revenue reflects a higher number of students that may push us out of the provincially mandated corridor, so Laurier may have to take unfunded students. Staff are looking at funding initiatives which support strategic priorities. A proposed Budget will be brought to the Finance and investments committee on March 26 and to the Board on April 23.

**8. Other Business: None.****B. In Camera Session**

**Motion (Tom Berczi/Stephanie Ratza): to move the meeting *in camera*. Carried.**

**C. Consent Items**

The following items were provided for approval or information. The Agenda and Minutes were approved by consent as recorded in Item A.1.b.

**1. Items for Approval**

- a. Agenda
- b. Minutes, Board of Governors November 28, 2019

**2. Items for Information**

- a. President's Risk Reporting Update

- b. Confirmation of Statutory Remittances May – October 2019
- c. Laurier Carbon Reduction Roadmap
- d. Capital Projects and Funding Source Updates
- e. 2019-2020 Budget to Actual – 6 Month Update
- f. External Debt Update
- g. Q3 Investment Performance Summary
- h. Annual Ancillary Reports
- i. Research Funding Update

*Note: If you need assistance or have a question about these minutes or the Board of Governors, please contact the University Secretariat office, by email to [alukin@wlu.ca](mailto:alukin@wlu.ca) or 519-884-0710 x3439.*