
McMaster University

Minutes of the Board of Governors

8:30 AM, Thursday, June 9, 2022

Burke Science Building BSB 137 and via Zoom

Attendance: Mr. B. Merkel (Chair), Ms J. Allen, Dr. E. Apatu, Dr. L. Bronsard, Dr. D. Brooks, Ms L. Brown, Mr. R. Clarke, Ms S. Cruickshanks, Dr. D. Farrar, Mr. D. Feather, Mr. M. Ferencich, Ms S. Galloway, Mr. D. Horwood, Mr. D. Huctwith, Ms R. Jamieson, Ms S. Lal, Dr. N. Lishchyna, Ms S. McLarty, Mr. K. Nye, Dr. L. Parker, Ms M. Pool, Ms J. Rowe, Dr. D. Sloboda, Ms S. Stankovic, Ms C. Stefankiewicz, Dr. E. Szathmáry, Dr. S. Tighe, Dr. R. Walker, Ms A. Thyret-Kidd (*University Secretary*), Ms C. Richard (*Associate University Secretary*) Ms K. Snow (*Assistant University Secretary*)

Observers: Ms E. Davies, Ms A. Farquhar, Ms S. Fazilat, Ms D. Henne, Dr. N. Kevlahan, Ms B.A. Levy, Ms D. Martin, Ms W. McKenna, Dr. P. O’Byrne, Mr. S. Singh.

Invited: Dr. A. al Shaibah, *Associate Vice-President, Equity and Inclusion*
Ms F. Ogunkoya, *Director, Human Rights and Dispute Resolution*
Dr. A. Knights, *Associate Vice-President, Research*
Dr. D. Welch, *Vice-Provost and Dean of Graduate Studies*
Mr. S. Van Koughnett, *Associate Vice-President and Dean of Students*
Dr. J. Preston, *Chair of the Budget Committee*
Ms L. Mitton, *Controller*
Mr. I. Clarkson, *Budget Director*
Dr. K. Hassanein, *Dean, Faculty of Business*
Dr. J. Hurley, *Dean, Faculty of Social Sciences*
Dr. M. MacDonald, *Dean, Faculty of Science*
Dr. P. Swett, *Dean, Faculty of Humanities*
Dr. S. Denburg, *Executive Vice-Dean and Associate Vice-President, Academic*
Mr. B. Davis, *University Counsel*
Mr. T. Shattuck, *CEO, McMaster Innovation Park*
Mr. R. Couldrey, *Strategic Advisor to the President and Vice-Presidents*
Mr. D. Dermott, *TD Securities*
Mr. D. Kunde, *IA Capital Markets*
Ms S. Tam, *IA Capital Markets*
Mr. T. Lieu, *IA Capital Markets*
Mr. T. Betts, *Gowling WLG*
Mr. G. Rawlinson, *Torys LLP*

Regrets: Dr. J. Daniel, Ms M.L. Maher, Mr. J. Mancinelli, Ms. F. Samji, Dr. D. Sloboda.

A. OPEN SESSION

1. REMARKS FROM THE CHAIR

Mr. Brad Merkel spoke briefly to members regarding the hybrid nature of the meeting and the protocols for asking questions and voting. Mr. Merkel noted that this would be his last meeting as Chair of the Board of Governors and thanked the Board for its diligent and dedicated work this past year.

2. NOTICE OF MEETING - MAY 26, 2022

The Notice of Meeting was circulated on May 26, 2022.

3. APPROVAL OF THE AGENDA - OPEN SESSION

There were no requests to have items moved from the Consent to the Regular agenda of the Open Session.

It was duly moved and seconded,

that the Board of Governors approve the Open Session agenda for the meeting of June 9, 2022, and that items 4-7 be approved or received for information by Consent.

The motion was *Carried*.

CONSENT

4. MINUTES OF PREVIOUS MEETING – APRIL 21, 2022 (OPEN SESSION)

a. Minutes - Board of Governors - Open Session - 21 Apr 2022

Motion:

that the Board of Governors approve the Open Session minutes of the meeting held on April 21, 2022, as circulated.

Approved by *Consent*.

5. REPORTS RECEIVED FOR INFORMATION

a. Report from Health, Safety and Risk Management *Information*

Received by *Consent*.

6. REPORT FROM SENATE

a. Terms of Reference (May 2022)

- i. Terms of Reference for the Establishment of Associate Dean, Graduate Studies and Associate Dean, Research, DeGroot School of Business
- ii. Terms of Reference for the Establishment of the Stephen A. Jarislowsky Chair in Pandemic Research and Prevention
- iii. Revised Terms of Reference for the Michael G. DeGroot Chair in Infectious Diseases

b. Terms of Reference (June 2022)

- i. Revised ToR - Deans of Faculties
- ii. Revised ToR - Distinguished Business Research Professor

Motion:

that the Board of Governors approve the recommendations as contained in the report from the Senate.

Approved by *Consent*.

7. COMMITTEE REPORTS

a. PLANNING AND RESOURCES COMMITTEE

- i. McMaster Innovation Park - Audited Financial Statements**
Cover Memo Gore 2021 Financial Statements and 2022 Budget
Gore District Land Trust Financial Statements

Motion:

that the Board of Governors receive the Gore District Land Trust 2021 audited financial statements and 2022 Gore budget.

Approved by *Consent*.

- ii. Salaried Plan Restatements and Amendment #1**
Memo and Materials for Salaried Plan Restatements and Amendment #1

Motion:

that the Board of Governors approve the restated Plan Texts for the Contributory Pension Plan for Salaried Employees of McMaster University, Including McMaster Divinity College 2000(“Plan 2000”); and Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College (the “Original Plan”)

Approved by *Consent*.

Motion:

that the Board of Governors approve Amendment #1 for the Contributory Pension Plan for Salaried Employees of McMaster University, Including McMaster Divinity College 2000(“Plan 2000”)

Approved by *Consent*.

b. REMUNERATIONS COMMITTEE

i. Ratification of Tentative Agreements

Unifor Local 5555, Unit 1 (Non-Academic Administrative, Professional, and Technical Employees)
SEIU Local 2 (Hospitality Services)

Motion:

that the Board of Governors approve the tentative agreement between McMaster University and Unifor Local 5555, Unit 1 for a 3-year roll-over agreement effective May 1st, 2022, and expiring April 30th, 2025, with terms outlined in the circulated report.

Approved by *Consent*.

Motion:

that the Board of Governors approve the tentative agreement between McMaster University SEIU Local 2 (Hospitality Services) for a 3-year renewal agreement effective May 1st, 2022, and expiring April 30th, 2025, with terms outlined in the circulated report.

Approved by *Consent*.

ii. Policy Revision - Tuition Bursary for Dependents and Spouses

Motion:

that the Board of Governors approve the policy revisions to incorporate the updates to the Tuition Bursary Program for Dependents and Spouses to expand the definition of eligible institution to include institutions that are evaluated for equivalency to McMaster University for MUFA, TMG and SAL, as set out in the attached.

Approved by *Consent*.

c. UNIVERSITY PLANNING COMMITTEE

i. Creation of the School of Biomedical Innovation and Entrepreneurship

Motion:

that the Board of Governors approve the creation of the School of Biomedical Innovation and Entrepreneurship, effective July 1, 2022.

Approved by *Consent*.

REGULAR

8. BUSINESS ARISING

There was no business arising.

9. COMMUNICATIONS

a. **President's Advisory Committee on Building an Inclusive Community - Annual Report**

Dr. Arig al Shaibah, *Associate Vice-President (Equity and Inclusion)*, *Co-Chair of PACBIC* and Ms Faith Ogunkoya, *Director, Human Rights and Dispute Resolution* provided an overview of the report, highlighting PACBIC's reflection on the previous year and recommendations for the upcoming year. Of the priorities requiring continued focus and attention, Dr. al Shaibah noted proactive supports during the transition back to in-person work and learning, further inclusion training and education imperatives and opportunities, and continued focus on the recruitment of Black Faculty and staff.

Board members had questions around the retention of black Faculty members and female students in the Faculty of Science. Dr. al Shaibah explained the matter extends beyond the responsibility of PACBIC, and that academic and administrative units need to examine possible barriers to retention while consulting the literature on best practices. In response to a question of alumni involvement and representation to PACBIC, Dr. al Shaibah confirmed there was not an alumni representative but agreed that alumni should be involved.

10. PRESIDENT'S REPORT TO THE BOARD

a. **President's Report to the Board**

Dr. David Farrar, *President and Vice-Chancellor*, presented his report to the Board. Dr. Farrar highlighted the five areas of institutional priority for the University's collective focus: inclusive excellence; teaching and learning; research and scholarship, engaging communities; and operational excellence. Dr. Farrar expressed his appreciation for efforts made in Faculties, Departments, and Units across the University to develop and advance those critically important initiatives.

Dr. Farrar also provided an overview of the recent provincial election results, noting no major changes that would impact the University or the broader Hamilton community. Board members heard that the first in-person convocation ceremonies were held since November 2019. Students from the classes of 2020, 2021 and 2022 attended their convocations in May, and the class of 2022 would be further honoured the week of June 13th.

In concluding his report, Dr. Farrar congratulated Dr. Susan Tighe, *Provost and Vice-President*, on receiving the Sandford Fleming Award by the Canadian Society for Civil Engineering. This award recognizes career achievements in civil engineering education

and research, as well as a record of service and innovation. It is Canada's top civil engineering award in transportation.

In response to a question, Dr. Farrar discussed hybrid learning opportunities for students.

11. REPORT FROM SENATE

a. Research Institutes & Centres Annual Report 2021

Dr. Andy Knights, *Associate Vice-President, Research* spoke briefly to the Research Institutes & Centres Annual Report for 2021. There were no questions.

This item was for information.

12. COMMITTEE REPORTS

a. EXECUTIVE AND GOVERNANCE COMMITTEE

i. Update on Board Evaluation 2022

Board Members received an update on the progress resulting from the 2021 Board Evaluation Survey. Of note, Mr. Merkel spoke to the progress made in risk management, strategy, the balanced score card and the continued enhancement of board executive summaries. A short board survey would be circulated following the meeting to reflect on the previous year.

ii. Revisions to Board By-Laws

Mr. Merkel explained that a proposed Approval and Signing Authority Policy has been drafted to replace Appendix E of the Board By-Laws, the 'Resolution Respecting the Execution of Instruments by McMaster University', otherwise known as the Execution of Instruments or EOI. The Board approved in principle the revisions at the April 21, 2022 meeting and it was now being brought forward for approval.

In response to a question, Mr. Merkel confirmed that these revisions were being used by the internal auditor.

It was duly moved and seconded,

that the Board of Governors approve revisions to Appendix E – Resolution Respecting the Execution of Instruments by McMaster University of the Board By-Laws, as set out in the attached.

The motion was *Carried*.

iii. Approval and Signing Authority Policy

Members heard that the Approval and Signing Authority Policy identifies the approval authority and the approval thresholds for all funds, including capital funds, research funds, and research expenditures. It also designates the execution signatories who are authorized to sign deeds, transfers, assignments, contracts, obligations, agreements, or documents on behalf of the University after such documents have been appropriately approved.

Ms Fazilat explained that the thresholds of capital spending have changed, but the level of signing authority has not. Members heard that the level of spending that will come to the Board is now \$20 million, increased from \$10 million, and \$10 million increased from \$2 million for the Planning and Resources Committee.

It was duly moved and seconded,

that the Board of Governors approve the proposed Approval and Signing Authority Policy, effective June 9, 2022.

The motion was *Carried*.

b. PLANNING AND RESOURCES COMMITTEE

Ms Jane Allen, *Chair of the Planning and Resources Committee* presented the Report.

i. 2022-23 Consolidated Budget

Dr. Susan Tighe, *Provost and Vice-President*, and Dr. John Preston, *Chair of the Budget Committee* presented the Consolidated Budget. Ms Deidre (Dee) Henne, *Assistant Vice-President, Administration and Chief Financial Officer*, Mr. Iain Clarkson, *Budget Director*, were available to answer any questions from Board members.

Dr. Tighe provided an overview on how the University distributes revenue and expenses across the operating fund. Members were advised that, with the exception of the Faculty of Health Sciences, the Faculties do not receive additional revenue from alternate sources or streams. Prior to the pandemic, many Faculties had budgeted for additional Faculty hires and were not able to recruit those hires, resulting in funds being allocated but not yet spent. Appropriations are an opportunity for Faculties to use that funding to start initiatives or invest in important activities. Dr. Tighe also spoke to the manner in which the Budget promotes accountability, noting that Faculty Deans are assigned both an academic and fiscal responsibility to their Faculties.

Dr. Preston thanked all the members on the Budget Committee and those who have assisted throughout the process. Dr. Tighe explained to Board members the

composition of both the Budget Committee, and the University Planning Committee.

Dr. Preston explained that international tuition has grown and that the operating grants are relatively flat. Restrictions and other limitations resulting from the COVID-19 pandemic have returned to normal, with a renewed emphasis on advancing McMaster's strategic priorities, such as Global Nexus for pandemic and biological threats. Dr. Preston also explained that international growth supports inflationary pressures but may not suffice on an ongoing basis.

Members asked questions on the budgeting process and Dr. Preston explained that they budget beyond three years. Dr. Tighe spoke to the strategic alignment of priorities outlined in the Budget, and how this provides for better cost-sharing capabilities amongst projects. Dr. Tighe also noted that the tuition freeze on domestic students, and the insufficient government grants to cover tuition fees must be dealt with to effectively plan three years ahead.

A question was asked regarding a policy to avoid mixing funds and Dr. Tighe explained that the budget model provides clarity and there is transparency regarding funds. McMaster has a positive revenue generating system, especially when compared to other institutions, with frequent and well-functioning audits. Ms Fazilat confirmed that of the 17 Ontario-based universities, McMaster is one of few with an operating profit. Ms Henne further explained the cash flow process to members.

It was duly moved and seconded,

that the Board of Governors approve the 2022/23 Consolidated Budget, as circulated.

The motion was *Carried*.
(1 abstention)

ii. McMaster Sustainability Report

Ms Allen invited Ms Debbie Martin, *Assistant Vice-President and Chief Facilities Officer*, to present the McMaster Sustainability Report. The item was for information.

Of note, board members heard that the Office of Sustainability was recruiting an Executive Director of Sustainability. Ms Martin also spoke to the numerous projects being championed and spearheaded by students and student clubs, citing the community fridge as a thoughtful and successful example.

Members had questions about the Office's outreach strategy.

iii. Tuition and Miscellaneous Fees

Dr. Doug Welch, *Vice-Provost and Dean of Graduate Studies*, and Mr. Sean Van Koughnett, *Associate Vice-President (Students and Learning) & Dean of Students*, presented the Tuition and Miscellaneous Fees Schedule.

A question arose regarding high international tuition fees and Mr. Van Koughnett noted that there has been a freeze on domestic fees for several years and that the University's international tuition fees are comparable to other institutions across the higher-education sector.

It was duly moved and seconded,

that the Board of Governors approve the 2022-23 and 2023-24 Tuition and Miscellaneous Fee Schedules, as circulated.

The motion was *Carried*.

13. RECOGNITION OF RETIRING BOARD MEMBERS

Mr. Merkel recognized the retiring Members of the Board of Governors.

Ms Connie Stefankiewicz (2010 - 2022)

Ms Stefankiewicz had been a member of the Board since 2010. During this time, Ms Stefankiewicz served on the Nominating Committee, the Committee on University Advancement and the Audit and Finance Committee as Vice-Chair for several years. Since 2017, Connie has served as Chair of the Investment Pool Committee and served on the Executive and Governance Committee.

Ms Stephanie McLarty (2018 - 2022)

Ms McLarty had been a member of the Board since 2018 and has served on the University Advancement Committee and the Audit and Risk Committee.

Dr. Laura Parker (2019 - 2022)

Dr. Parker had been a member of the Board since 2019 as a member elected by the teaching staff.

Dr. Juliet Daniel (2019 - 2022)

Dr. Daniel had been a member of the Board since 2019 as a member elected by the teaching staff.

14. OTHER BUSINESS

As there was no other business, the open session of the meeting adjourned at 10:56 a.m.