

**MEETING MINUTES OF THE BOARD OF GOVERNORS**

9:00 AM, Thursday, October 26, 2023

Gilmour Hall, Council Room (Room 111)

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**Attendance:** Jane Allen (*Chair*), Nicole Agyei-Odame, Emma Apatu, Catherine Anderson, Justin Boye, Dina Brooks, Lisa Brown, Ryan Clarke, Sandra Cruickshanks, Stephen Elop, Saara Greene, David Farrar, David Feather, Michael Ferencich, Susan Galloway, Barry Hill, David Huctwith, Natalia Lishchyna, Mary-Lou Maher, Ben Menka, Brad Merkel, Kevin Nye, Wayne Purboo, Jennifer Rowe, Fareen Samji, Mamdouh Shoukri, Silvia Stankovic, Susan Tighe, Bob Walker, Andrea Thyret-Kidd (*University Secretary*), Christine Richard (*Associate University Secretary*), Kelly Snow (*Assistant University Secretary*)

**Observers:** Catherine Anderson, Letizia Dondi, Andrea Farquhar, Saher Fazilat, Lili Litwin, Debbie Martin, Wanda McKenna, Paul O’Byrne, Anna Purina, Lil Scime, Richard Stubbs, Rob Walters

**Invited:** Khaled Hassanein, *Dean, Faculty of Business*  
Heather Sheardown, *Dean, Faculty of Engineering*  
Pamela Swett, *Dean, Faculty of Humanities*  
Karen McGlynn, *Senior Manager, Accounting and Financial Reporting*  
Lou Mitton, *Controller*  
Steven Moore, *Treasurer*

**Regrets:** Sarrah Lal, Joseph Mancinelli, Mehdi Narimani, Cierra Pittari, Brenda Vrkljan

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**OPEN SESSION**

**1. Remarks from the Chair**

Jane Allen, *Chair of the Board of Governors*, welcomed new and returning members and observers to the meeting, and provided attendees with a brief overview of procedures and agenda items. Members were reminded of the financial information session which would be held in the afternoon.

Members were advised that the FLIT Financial Statements, item 12.2.a, have been withdrawn from the agenda.

**2. Notice of Meeting – October 12, 2023**

The Notice of Meeting was circulated on October 12, 2023.

**3. Approval of the Agenda - Open Session**

A member requested to move agenda item 7.1 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 October 26, 2023, and that items 5, 6, and 8 be approved or received for information by Consent.**

The motion was *Carried*.

**4. Declarations of Conflict of Interest**

Members heard that the Board is adopting a practice to provide an opportunity for members to declare conflicts of interest at the beginning of meetings.

Members should declare conflicts, or the possible appearance of conflicts, between their duties as a member of the Board and their private interests, financial or otherwise. In instances where a member is uncertain about a possible conflict of interest, the member has a duty to seek advice from the Chair of the Board, President, or University Secretary and promptly take steps to resolve any conflicts arising in a way that protects the interests of the University. In this context, members must refrain from using confidential information gained in the course of their service, for personal gain or for political purpose.

No conflicts were declared.

**OPEN SESSION - CONSENT**

**5. Minutes of the Previous Meetings – June 8, 2023 and June 27, 2023 (Open Session)**

Motion:

**that the Board of Governors approve the Open Session minutes of the meetings held on June 8 and June 27, 2023, as circulated.**

Approved by *Consent*.

**6. Reports Received for Information**

**1. Health, Safety and Well-being Report**

This item was received for information.

**7. Recommendation from the Chair**

**1. Designating a Committee under the Tenure and Promotion Policy**

A member asked for further context and rationale for the designation, as the McMaster University Faculty Association (MUFA) would have questions. J. Allen explained that the potential removal of a tenured faculty member is required to be referred to the Board of Governors or to an appropriate committee of the Board. As the Board is a large governing body, it was determined that the decision should rest with a smaller committee. The Board's Executive and Governance Committee was preferred as it consists of all committee chairs.

It was duly moved and seconded,

**that the Board of Governors designate the Executive and Governance Committee to receive recommendations and to act in accordance with the relevant sections of the Tenure and Promotion Policy, on behalf of the Board of Governors. Further, the Board agrees to be bound by the decision(s) of the Executive and Governance Committee in compliance with Section VI of the Policy.**

The motion was **Carried**.

**8. Committee Reports**

**1. Executive and Governance Committee**

**a. Actions Taken on Behalf of the Board**

- i. Board, Standing Committee, Judicial Panels List**
- ii. Report from the Senate**

These items were for information.

**2. Planning and Resources Committee**

**a. Appointment of Trustees to the McMaster University UK Trust**

Motion:

**that the Board of Governors approve the removal of Debbie Martin as trustee effective immediately, and appoint Lili Litwin as a trustee of the McMaster University Trust in the United Kingdom with immediate effect, and for an unlimited period.**

Approved by *Consent*.

**b. Statement of Investment Policies and Procedures - Hourly Pension Plan**

This item was for information.

**c. Annual Investment Performance Report on Cash & Short-term Investments**

This item was for information.

**d. Classroom Renovations 5-year Close-Out Report**

This item was for information.

**e. Capital Funding and Expenditure Report**

This item was for information.

**2. Remunerations Committee**

**a. Request for Ratification - Unifor, Local 5555, Unit 4 (Special Constables)**

Motion:

**that the Board of Governors approve the tentative agreement between McMaster University and Unifor Local 5555, Unit 4 (Special Constables) for a 3-year renewal agreement, effective October 1, 2023 and expiring September 30, 2026, with terms outlined in the circulated report.**

Approved by *Consent*.

**OPEN SESSION - REGULAR**

**9. Business Arising**

There was no business arising.

## 10. Communications

There were no communications received by the Board.

## 11. President's Report to the Board

David Farrar, *President and Vice-Chancellor*, presented his report. D. Farrar began his remarks by acknowledging that McMaster is located on the traditional territories of the Mississauga and Haudenosaunee nations and within the lands protected by the Dish with One Spoon Wampum agreement. D. Farrar noted the various campus and community events organized on September 30, the National Day for Truth and Reconciliation, to honor survivors and commemorate the victims of Canada's residential school system and emphasized the need for these commitments to occur year-round.

D. Farrar addressed the escalating violence in Israel and Gaza and reiterated the University's commitment to providing a supportive environment where diverse opinions can be expressed respectfully, coupled with careful consideration of the impact of words and actions on those affected. D. Farrar provided information on the availability of resources to support the safety and well-being of students, staff, and faculty members, and explained that there is active engagement with student and community groups to understand their perspectives. Despite a few problematic instances and the challenges ahead, D. Farrar expressed his gratitude for the largely respectful dialogue thus far and reassured McMaster's commitment to prioritizing the well-being of its community members.

In response to a question, D. Farrar and Lili Litwin, *Vice-President, University Advancement*, discussed the correspondence received from donors on the matter, and outlined the activities undertaken to respond and mitigate their concerns. A member inquired if the President needed any specific support from the Board, and D. Farrar elaborated that universities are frequently called upon to comment on matters that they should not take a position on, and this is occurring on social media with a speed and intensity not experienced before.

D. Farrar discussed the Generative AI (Artificial Intelligence) Task Force, which members heard was struck last spring to assess the role of AI in teaching and learning. The task force recently unveiled its report that recommends the ongoing exploration of AI's role in teaching and learning and expanding its application into research and workplace settings. D. Farrar thanked all those on the task force for the crucial guidance on this pivotal matter.

Members had questions around cheating and academic integrity. Susan Tighe, *Provost and Vice-President*, explained that there has not been a significant increase in cheating instances. S. Tighe emphasized the need for students to learn how to use AI correctly because it does generate inaccuracies. Members heard that Senate has made some changes as result of the task force's

recommendations, and clarity on those changes would be provided to instructors. A member advised that the effective use of AI will soon become an important and desirable job skill, and so it is important that students are well-positioned to use it effectively. It was suggested that the Board receive a presentation on AI at a future meeting.

Other updates included the introduction of Don Abelson as the inaugural academic director of the Wilson College of Leadership and Civic Engagement. Members heard that the University launched a proactive campaign to discourage student attendance at the unsanctioned street party near McMaster. Collaborative efforts with the City of Hamilton and Hamilton Regional Police ensured a well-managed response to the event. Post-party engagement, led by the MSU Maroons and AVP and Dean of Students Sean Van Koughnett, involved community cleanup.

McMaster continues its advocacy efforts with both provincial and federal governments. At the provincial level, the University is advocating for increased financial supports and the unfreezing of tuition rates. Federal advocacy includes the pursuance of increased funding, addressing research security concerns, and closely monitoring developments in Canada-India relations and its impact on international students.

There were other questions from the Board in regards to the electric boilers and the timeframe for reducing carbon emissions, as well as the Hamilton Street Railway (HSR) strike and the University's plan for helping students get to campus.

## **12. Committee Reports**

### **1. Executive and Governance Committee**

J. Allen presented the report.

#### **a. Tobacco & Smoke Free University Policy**

At its meeting on September 25, 2023, the Executive & Governance Committee reviewed the proposed revisions to the Tobacco and Smoke-Free University Policy. Andrea Thyret-Kidd, *University Secretary* provided an overview of the revisions, and, in response to a question, clarified that the revisions include the smoking of recreational cannabis.

It was duly moved and seconded,

**that the Board of Governors approve the revised Tobacco and Smoke-Free University Policy, effective October 26, 2023.**

The motion was *Carried*.

#### **b. President's Update on Strategic Plan**

At the same meeting, the Executive & Governance Committee received an update from the President on the Strategic Plan. D. Farrar explained that much of the plan has been accomplished, and spoke to areas of inclusive excellence, teaching and learning, research, Indigenous relations and operational excellence.

### **2. Planning and Resources Committee**

Jennifer Rowe, *Chair of the Planning and Resources Committee*, presented the report.

#### **a. December 31, 2022 FLIT Financial Statement (McMaster Innovation Park)**

This item was withdrawn from the agenda.

#### **b. Statement of Investment Policies and Procedures - Salaried Pension Plan including Update on Asset Mix**

On October 3, 2023, the Planning and Resources Committee approved via electronic vote, the proposed Statement of Investment Policy and Procedures (SIPP) for the Salaried Pension Plan including the Asset Mix update.

It was duly moved and seconded,

**that the Board of Governors approve the proposed Statement of Investment Policy and Procedures (SIPP) for the Salaried Pension Plan including the Asset Mix update, as circulated.**

The motion was *Carried*.

### **3. Audit & Risk Committee**

Kevin Nye, *Chair of the Audit and Risk Committee*, presented the report.

At its meeting on October 19, 2023, the Audit & Risk Committee reviewed and approved the Annual Financial Report, including the Variance Report, the Audited Financial Statements, and the Financial Risk Report. The Committee also received the Affiliates and Associations Report for information.

**a. Annual Financial Report (including Variance Report)**

Lil Scime, *Interim Chief Financial Officer*, Lou Mitton, *Controller*, and Steven Moore, *Treasurer*, presented the Annual Financial Report, which included highlights of McMaster's key achievements and initiatives in 2022/23.

In hearing that McMaster is leading nationally on responsible investment practices with its early adoption of climate-related financial reporting, a member asked about the reaction of the student body to this progress and about the outreach to the MacDivest group. S. Moore spoke further to the University's efforts in climate reporting and communication to students.

In response to a question, it was explained that royalties are tracked as unearned income and have been included in operating results. L. Mitton added that the numbers are not substantial.

A member inquired as to how the University can lobby the government for increased tuition rates when it is in a sound financial position, relative to other institutions in Ontario. S. Moore explained that although the results are strong, there are some emerging concerns. International enrollment cannot sustainably fund growth. S. Tighe added that McMaster is one of only three Ontario universities operating with a surplus, and this is an alarming statistic. Measures are being taken to continue careful financial stewardship, including looking at cost controls, strategic grant writing, and reviewing the faculty complement. Members discussed how comparable universities are reporting on the same metrics and noted it would be helpful to have a more comprehensive understanding of this. S. Moore agreed to provide this information.

A member said that they would appreciate receiving 'canary metrics', or a set of metrics that may serve to better monitor and indicate areas that may become problematic in the future. S. Fazilat noted that they will further investigate this and can provide a one-year projection. S. Moore added that the multi-year plan projections do include some of this work. A summarized scorecard to keep an eye on some key metrics can be provided moving forward.

L. Scime thanked L. Mitton, S. Moore, Karen McGlynn, *Senior Manager, Accounting and Financial Reporting*, and all those involved for their diligent work. K. Nye extended the thanks to the team on behalf of the Committee.

It was duly moved and seconded,



**that Board of Governors approve the Annual Financial Report including the Audited Financial Statements for the Year Ended April 30, 2023.**

The motion was *Carried*.

It was duly moved and seconded,

**that the Board of Governors approve the Financial Risk Report.**

The motion was *Carried*.

**13. Presentation to the Board of Governors**

Khaled Hassanein, *Dean of the Faculty of Business*, delivered a presentation on the DeGroot School of Business.

Following the presentation, all persons who were not members or observers withdrew from the meeting. S. Moore remained in the meeting.