



BOARD OF GOVERNORS

Minutes of the Thursday, December 8, 2022 Meeting

Present: Michael Pautler (Chair), Michael Braga, Melissa Carvalhal, Roberta Cauchi-Santoro, Cheri Chevalier, Sinead Costello, Cynthia Davis, Andrew Deman, Melanie Garaffa*, Anne Jamieson, Carol Ann MacGregor, Benjamin Mathew, Peter Meehan, Bruce Rodrigues, Deron Waldock, Alayna Woodley*

Resources: Saphron Moule, Executive Director, Finance and Administration; Karen Radcliffe, Director, Finance and Accounting; Hayley Winters, Senior Development Officer; Katrina Kaczala, Recording Secretary

Regrets: Alan Rego, Andrew Turczyniak, Fr. Tim Uniac, Mark Wendland

**Attended the meeting virtually using Zoom.*

OPEN SESSION

1. PRAYER & TERRITORIAL ACKNOWLEDGEMENT

M. Pautler provided an acknowledgement that the land on which the University resides and does business is located on the traditional territory of the Attawandaron (Neutral), Anishnaabeg, and Haudenosaunee peoples. The University campus is situated on the Haldimand Tract, land promised to Six Nations, which includes six miles on each side of the Grand River.

The prayer was provided by M. Pautler.

2. CHAIR'S REMARKS

The Board Chair congratulated University employees on the success of the President's Christmas Celebration and thanked the Board Members who were able to attend.

The Chair extended thanks to Board Members who made donations as part of Giving Tuesday and reported that St. Jerome's met and exceeded its goal.

Board Members were reminded of the meeting with Bishop Crosby occurring on Thursday, February 9, 2022.

3. PRESIDENT'S REMARKS

The President reported the success of the Lecture in Catholic Experience event that occurred in November and reminder the Board of the upcoming lecture being held on January 26, 2023.

Board Members were informed that the members of the Congregation of the Resurrection who

were living on the St. Jerome's campus in Louis Hall have since moved out and the building has reverted back to the University.

4. EQUITY, DIVERSITY AND INCLUSION INITIATIVE UPDATE

The President included this update within his strategic plan progress update under agenda item #17.

5. VICE PRESIDENT ACADEMIC AND DEAN'S REMARKS

The VPAD thanked Dr. Steven Bednarski for providing Board Member with the opportunity to tour the DRAGEN Lab before the meeting.

The VPAD noted that the wellness report commissioned by the University has now been completed and resulted in 20 recommendations. Since the completion of this report the University held a meeting with students to provide them with an opportunity to ask questions. Additional meetings with students, staff and faculty are planned for the new year. The University is in the process of hiring a Wellness Coordinator who will spearhead the implementation of the recommendations outlined within the report.

Working with the University of Waterloo's Sexual Violence Prevention and Response Office on developing part two of the mandatory employee training on sexual violence response.

Development of the new Academic Plan continues and is on target for completion.

6. ACADEMIC DEPARTMENT SPOTLIGHT

Tour of the DRAGEN Lab provided to Board Members prior to the meeting.

7. ADVANCEMENT PRESENTATION

H. Winters, Senior Development Officer, provided the Board with a review of the progress made within the Advancement Department since January 2022. This overview included alumni relations and major gift strategies, challenges the department is working towards overcoming, as well as looking towards current and future priorities.

8. AGENDA REVIEW, DECLARE CONFLICTS, ADDITIONS, CHANGES

No conflicts were declared. No additions or changes were made to the agenda.

Motion: To approve the agenda as presented.

Moved: D. Waldock, **Seconded:** C. Davis, **Carried.**

Consent Agenda

9. MINUTES OF THE OCTOBER 13, 2022 BOARD OF GOVERNORS MEETING
10. INVESTMENT POLICY COMPLIANCE REVIEW
11. 2022 RISK MANAGEMENT REPORT
12. FINANCIAL UPDATE AND FORECAST
13. BOARD MEMBER AT LARGE RECRUITMENT MATERIAL
14. COMMITTEE CHAIR REPORTS

Motion: To approve and receive for information by consent items 9 to 14 above.

Moved: M. Braga, **Seconded:** M. Carvalho, **Carried.**

Regular Agenda

15. AUDIT SERVICES RECOMMENDATION

K. Radcliffe walked through the process undertaken to find a new and qualified firm to provide the University with audit services. The search process included the University issuing a Request for Proposals (RFP) which aligned with the Broader Public Sector Procurement Directive. The evaluation committee reviewed applications received through this process, scoring each firm, and MNP LLP scored the highest. The committee reviewed and came to a consensus, recommending MNP be awarded the contract to provide the University with audit services from 2023-2026.

Motion: To approve MNP LLP as the University's provider for Audit Services for 2023-2026.

Moved: D. Waldock, **Seconded:** C. Davis, **Carried.**

16. BOARD POLICY AND BYLAW UPDATES:

As Chair of the Governance and Nominations Committee, C. Davis provided the Board with an overview of the review undertaken by the Committee which resulted in the creation of the Code of Conduct Policy, as well as the revision of the President and Vice Chancellor Policies and the University's Bylaw. To help streamline the number of Board policies, the Committee consolidated several policies within the new Code of Conduct Policy.

A friendly amendment was made to the Code of Conduct Policy, and it was noted that the formatting of these policies and the Bylaw will be cleaned up prior to them being published.

The Board extended gratitude to the Governance and Nominations Committee for its work over the last two years in reviewing and amending these items.

Motion 16(a): To approve the Code of Conduct Policy as presented.

Moved: C. Davis, **Seconded:** D. Waldock, **Carried.**

Motion 16(b): To approve the President and Vice Chancellor Policy as presented.
Moved: C. Davis, **Seconded:** M. Braga, **Carried.**

Motion 16(c): To approve the proposed revisions to the St. Jerome's University Bylaw as presented.
Moved: C. Davis, **Seconded:** A. Deman, **Carried.**

Motion 16(d): To rescind the below listed policies and guidelines that have been consolidated within the new Code of Conduct and President and Vice Chancellor of the University Policies.
Moved: C. Davis, **Seconded:** C. A. MacGregor, **Carried.**

17. STRATEGIC PLAN PROGRESS UPDATE

P. Meehan provided the Board with an update on the University's progress towards completing its 2022-2027 Strategic Plan. Each priority was reviewed, and the key challenges and opportunities were highlighted.

18. GENERATIVE DISCUSSION – STRATEGIC PLAN PRIORITY 4: PURSUE A SUSTAINABLE FUTURE

To further engage with and advance the University's 2022-2027 Strategic Plan, the Board began participating in generative discussions at its meetings this year. Each meeting will focus on one of the four strategic priority areas to help direct the conversation.

Continuing with this intention, the Board looked towards the fourth strategic priority: *Pursue a sustainable future*. To help focus and stimulate the conversation, Board Members were asked to review discussion questions focusing on sustainability and actions the Board can take to support achieving the University's sustainability goals.

19. NEW BUSINESS

There was no new business.

Motion: To adjourn Open Session and move into Confidential Session.
Moved: C. A. MacGregor, **Seconded:** M. Carvalho, **Carried.**

K. Radcliffe and H. Winters left the meeting.

Motion: To adjourn Confidential Session and re-enter Open Session.
Moved: A. Jamieson, **Seconded:** B. Mathew, **Carried.**

Following the adjournment of the confidential session, the Board reopened the open session to announce the Renewal, Tenure and Promotions decisions into the public record.

The Board extended its sincere congratulations to Dr. Michelle Atkin on her tenure and Dr. David Williams on his promotion to the rank of Professor.

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Motion: To adjourn the meeting.

Moved: A. Jamieson, **Seconded:** B. Mathew, **Carried.**

Meeting adjourned.

December 8, 2022
/kk

Michael Pautler
Chair of the Board of Governors