



## **CALL TO ORDER**

The Chair called the meeting to order at 6:02 p.m.

## **REGRETS**

The Chair noted regrets from Governors Joanna Campbell, Denise Jones, Lyn McLeod, and Mike Shields.

## **INTRODUCTION OF GUESTS**

The Chair advised that Ken Knox was to join the meeting but was unable to attend this evening. Gary Polonsky advised that Ken is the past Chair of the Ontario Innovation Trust, and will be joining UOIT on a part-time contract basis to enhance the UOIT research portfolio.

Donna McFarlane introduced Erin Boniface, incoming DC Student Governor, going into her third year of the Human Resources Program, currently working for the summer in Human Resources, and Marc Rosen, Dean, Faculty of Engineering & Applied Science, UOIT. She noted that Jason Hunt, Legal Counsel from Kitchen, Kitchen, Simeson & McFarlane, would join us later in the evening.

## **ADDITIONS/DELETIONS TO THE AGENDA**

The Chair noted the addition of items 14.2, Alumnus of Distinction Award, and 14.3, Report on the Board Evaluation.

## **CONFLICT OF INTEREST DECLARATIONS**

None was noted.

## **APPROVAL OF PREVIOUS MINUTES**

The minutes of the 29<sup>th</sup> Regular Board Meeting of May 11, 2005 were accepted, as presented.

## **ACTION ARISING FROM PREVIOUS MINUTES**

Margaret Greenley is reviewing the Accessibility Policy and will report in September.

The Foundation Board will discuss options at its meeting on June 23, 2005, with a view to making recommendations to the DC and UOIT Boards of Governors in September.

A congratulatory letter was sent to Dr. Bill Hunter re OCT accreditation.

Congratulatory letters were sent to Carol Beam and Stephanie Smith re CCAE awards for the viewbook and website.

## **DECISION ITEMS**

### **Financial Signing Authority**

Moved by Peter Bagnall

Seconded by Garry Cubitt

MOTION #U195 “That the Board of Governors of the University of Ontario Institute of Technology appoint Craig Loverock, Assistant Vice President of Finance, as a signing officer of the University, effective June 1, 2005.”

CARRIED

## Report of the Nominating Committee Meeting held May 31, 2005

Mark Moorcroft stated that the Nominating Committee had reviewed the composition of the Board Committees and this is being brought to the Board for Approval.

Moved by Pierre Hinse

Seconded by Terry Wu

MOTION #U196 "That the following recommendations of appointment for the period covering September 1, 2005 to August 31, 2006 be accepted, as presented.

BOARD CHAIR	Lorraine Sunstrum-Mann
BOARD VICE-CHAIR	Patrick McNeil
SECRETARY (By-Law 5)	Cathy Pitcher
Treasurer (By-Law 5)	Craig Loverock*
<b>AUDIT &amp; FINANCE COMMITTEE</b>	Denise Jones, Chair Peter Dixon Lorraine Sunstrum-Mann Beth Wilson New UOIT Governor Gary Polonsky Craig Loverock, Treasurer*
<b>BUILDING COMMITTEE</b>	Phillip (Rocky) Simmons, Chair Joanne Burghardt Joanna Campbell Allan Furlong** Manon Lemonde Lorraine Sunstrum-Mann Gary Polonsky
<b>EXECUTIVE COMMITTEE</b> (By-Law No. 10)	Lorraine Sunstrum-Mann, Chair Peter Bagnall Denise Jones Patrick McNeil Mark Moorcroft Phillips (Rocky) Simmons Gary Polonsky
<b>JOINT RELATIONS</b>	Peter Bagnall, Chair Joanne Burghardt Garry Cubitt Lorraine Sunstrum-Mann Gary Polonsky
<b>NOMINATING COMMITTEE</b>	Mark Moorcroft, Chair Dave Broadbent Pierre Hinse Lorraine Sunstrum-Mann Terry Wu Gary Polonsky
<b>SENIOR COMPENSATION</b> (By-Law No. 11)	Lorraine Sunstrum-Mann, Chair Denise Jones

Patrick McNeil  
Beth Wilson  
Gary Polonsky

\*staff appointment

**MENTOR ASSIGNMENTS FOR 2005-2006**

New Governor

Erin Boniface (DC)  
Peter Dixon  
Allan Furlong  
Charlie Peel (DC)  
New UOIT Governor

Veteran Governor

Pierre Hinse (UOIT)  
Lorraine Sunstrum-Mann  
Beth Wilson  
Dave Broadbent  
Mark Moorcroft”.

CARRIED

**Report of the Audit & Finance Committee Meeting held May 31, 2005**

Beth Wilson reported that the UOIT Financial Statements were reviewed and discussed for approval. Beth noted that it was an informative meeting. She advised that Allan Faux and Bernie Chandler from Deloitte & Touche reviewed the audit reports.

Jason Hunt arrived at this time.

**UOIT 2004-2005 Audited Financial Statements**

Craig Loverock reported on the 2004-2005 Financial Statements stating that UOIT is doing well. He advised that the cash swing is due to the debenture and stated that there is \$7.5M of restricted funds with the trustee. The balance is made up of endowments and research. Craig stated that Capital Assets include` completed construction.

Craig advised that Accounts Payable has decreased due to fewer payables for construction. In Net Assets, we show \$2M in endowments and \$1.4M of restricted internal research funds. There is a balance of \$800,000 in unspent operating expenses. Craig explained that the figure in Invested in Capital Assets is negative because of amortization. On the Statement of Operation, Craig noted that the debenture left us with cash. Under Expenses, Craig remarked the increases are due to increased salaries and benefits; Buildings 2, 3 and the Library are now open; legal fees have increased and interest expenses have increased.

Moved by Doug Wilson

Seconded by Peter Bagnall

MOTION #U197 “That the Board of Governors of the University of Ontario Institute of Technology approve the transfer of \$2,224,582 unrestricted funds to internally restricted funds for operating activities during the year ending March 31, 2006.”

CARRIED

Moved by Doug Wilson

Seconded by Manon Lemonde

MOTION #U198 “That the Board of Governors of the University of Ontario Institute of Technology approve, as presented, the 2004-2005 UOIT Financial Statements, as prepared by management, audited by Deloitte & Touche, LLP, and reviewed by the Audit & Finance Committee.”

CARRIED

### **Approval of External Auditors**

Beth Wilson advised that auditors need to be appointed and noted that a best practices discussion had taken place re rotating a lead member of the current accounting firm. She advised that the Chair of the Audit & Finance Committee will approach Deloitte & Touche to discuss this potential rotation.

Moved by Peter Bagnall

Seconded by Doug Wilson

MOTION #U199 “That the Board of Governors of the University of Ontario Institute of Technology approve Deloitte & Touche, LLP, as the external auditors for UOIT for the fiscal year ending March 31, 2006.”

CARRIED

### **Decreasing the Number of Board Meetings**

Lorraine Sunstrum-Mann stated that the subject of the number of Board meetings has been discussed at a number of meetings and Retreats. Joanne Burghardt asked how a reduced number of meetings might affect the workload of the Board and Lorraine suggested that over the next year a major focus will be on the Presidential Search, explaining that some of the workload may not require meetings of the full Board.

Gerry Warman asked if the Presidential Search will require a large time commitment from the members and Lorraine replied yes, commenting on timelines and the amount of front-end work required to decide on criteria and profile. She advised that there is a potential delay in the timeline for the ad, noting that the Committee is not quite struck.

Joanne Burghardt again asked how a reduced number of meetings might affect the workload. Lorraine responded that until now, the Board’s focus has been finances, suggesting that this issue is now clarified, relieving some of the pressure. She advised that there would be a need for some streamlining of the agendas, with a strategic focus.

Mark Moorcroft asked if the Retreat in October will become what would have been the monthly meeting and Lorraine stated that the Retreat will remain as a Retreat. The only Board business that might be dealt with at the Retreat would have to be a matter of urgency. Mark then suggested that he is concerned about the March meeting, noting that this month historically deals with budgets and fiscal year end.

Beth Wilson remarked that we did not want to extend the length of the meetings. She stated that if we reduce the number of meetings, it follows that we reduce interaction with the new President. She then asked how we reinforce the vision.

It was asked if reducing the number of meetings was just a trial or permanent and Rocky suggested that meetings be held every five weeks, instead of four. It was suggested that we try to reduce the number of meetings, and that the meetings would need to be tighter, focusing on the issues. If necessary, we can make adjustments. It was agreed not to schedule a meeting in October and December.

Moved by Terry Wu

Seconded by Rocky Simmons

MOTION #U200 “That the Board of Governors of the University of Ontario Institute of Technology approve reducing the number of regularly scheduled Board meetings from ten meetings to eight meetings per year on a trial basis.”

CARRIED

## **ACKNOWLEDGEMENTS AND REPORTS**

### **Report and Minutes of the Joint Relations Committee Meeting held May 17, 2005**

Peter Bagnall reported that this was the inaugural meeting for the Joint Relations Committee and noted that the discussion went well. He suggested that there are a lot of areas with which to become familiar and different types of areas in which the Committee could get involved. Peter advised that the staff were asked to provide a draft process basis, and reported that overall it was a positive meeting.

### **CONSENT CALENDAR**

The item on the Consent Calendar was accepted, as presented.

### **INTERIM FINANCIAL REPORT**

Craig Loverock noted that we are two months into the new fiscal year and enrolment and the amount of funds to come from the Rae Review is not yet known. We have had a \$1M shortfall in transition funding, but received unexpected funds at the end of the last fiscal year. He advised that there is a deficit of \$1.5M. Patrick McNeil asked where the \$800,000 in unexpected funds is shown and Craig stated that it is included in revenue.

### **REPORT OF THE PRESIDENT**

#### **Recent Media Coverage about our Community**

Donna McFarlane briefly summarized the recent media coverage, noting that the Communications and Marketing Department tracks DC/VOIT coverage in the media. She advised that during February and March, there were approximately one hundred articles on DC/VOIT, covering a broad array of subjects. For example, Harvard University ran an article regarding the pub in the Student Centre and the Toronto Star covered the announcement of Gary Polonsky's retirement.

Joanne Burghardt asked if VOIT is still overshadowing DC and Donna replied yes but this is being worked on, noting that things are gradually reaching a balance. She also made reference to our branding activity.

### **REPORT OF THE CHAIR**

#### **Upcoming Events**

The Chair noted the upcoming DC/VOIT 2005 Legacy Gala – September 24.

#### **Board Evaluation**

Gail MacKenzie advised that further diligence is needed on the Board's self-evaluation. She noted that it will be sent to Governors via email next week and the information will be used at the Retreat. Gail stated that the evaluation is user friendly and suggested that each year the evaluation should be completed. Gail suggested that the evaluation would be reviewed each year and asked that completed surveys be returned by the end of June.

### **COMMUNITY INFORMATION**

Gary noted that Terry Caputo and Bev Balenko were President and Honorary Chair, respectively, of the Light the Night for Leukemia event.

Inez Pinder inquired re Community Day and Donna McFarlane replied that there were approximately 1,000 visitors and was viewed to be very successful. She stated that the organizers accomplished what they had hoped to and the decision has been made to hold the event every two years.

**TERMINATION OF MEETING**

There being no further business, the Chair declared the meeting terminated at 7:48 p.m.

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Lorraine Sunstrum-Mann, Chair

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Gary Polonsky, President

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Cathy Pitcher, Secretary