

BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY

APPROVED minutes of the 231st regular meeting of the Board of Governors of Athabasca University held Friday, March 23, 2018, Room 1222, AU-Edmonton.

Present: Vivian Manasc (Chair), Neil Fassina, Cheryl Hunter Loewen, McDonald Madamombe, Robert Balay, Sharon Anderson, Brenden Hunter, Tracey Maguire, Douglas Schindel, Shawn Fraser, Derek Briton, Paulette Patry, Liam Connelly, Jamie Czerwinski, and Shawna Wasylyshyn.

Governance Staff: Carol Lund (University Secretary) and Barbara Kowalchuk (Recording Secretary)

Others Present: Matthew Prineas, Rick Harland, Jennifer Schaeffer and David Head

Absent with Regrets: Lynn Hamilton, Debby Kronewitt Martin and Julian Teterenko

Call to Order

The meeting was called to order at 7:33 A.M.

1.0 Approval of Agenda

1.1 Approve Agenda for Meeting 231

231-01 MOVED That the Board of Governors approves the agenda for Meeting 231 as amended, and thereby approves the consent agenda as amended including the minutes of meeting 230, held December 15, 2017.

Hunter Loewen/Madamombe

Amendment:

Consent Agenda Item CA9 is removed from the consent agenda and placed on the regular meeting agenda as Item 6.1

Carried

2.0 Conflict of Interest

2.1 Conflict of Interest Statement

Subject to the Conflict of Interest Guidelines set out in the Code of Conduct and Ethics for Members of the Board of Governors of Athabasca University, and the Board of Governors of Athabasca University General By-laws, members were asked to declare any conflict they may have with respect to particular agenda items contained within the meeting agenda.

No conflicts were declared.

3.0 President's Discussion and Analysis

The President presented and reviewed the report with the members. Clarification was provided concerning the retirement of outdated planning documents noting that most of these documents are internal; and further that the Third Party Report is embedded in IMAGINE, and formal approval will be sought from the Board prior to the retirement of the Third Party Report.

3.1 3rd Quarter Variance & Year-End Forecast Report

The President presented this item noting that projections to year-end indicate a \$1.767 million operating surplus (1.27% variance to budget).

4.0 Action Items

4.1 Approve RISE: Athabasca University's Digital Transformation 5 Year IT Strategy

231-02 MOVED That the Board of Governors approves RISE (Responsive Innovative Sustainable Engaging) – Athabasca University's Digital Transformation – Our 5 Year IT Strategy, effective March 23, 2018.

Schindel/Balay

A general overview of the proposed 5 year Information Technology (IT) Strategy (RISE) was presented, along with context regarding the current IT environment.

The members discussed the plan including language, care and control of data, as well as timelines and a few editorial changes were noted.

Carried

4.2 Approve 2018-2019 Resource Plan

231-03 MOVED That the Board of Governors approves the 2018-19 Resource Plan as presented; and
That the Board of Governors approves the 2018-19 Tuition and Non-mandatory Fees as presented.

Wasylyshyn/Hunter Loewen

An overview of the resource planning process was provided. The members discussed the proposed resource plan and clarification was provided in relation to enrolment projections, funding projections, and consultation processes.

Carried

4.3 Approve Summary Capital and Infrastructure Plan 2018-2023

231-04 MOVED That the Board of Governors approves the Summary Capital and Infrastructure Plan 2018-23.

Hunter Loewen/Balay

Carried

4.4 Approve Primary Risk Ranking (2018-19)

231-05 MOVED That the Board of Governors approves the Enterprise Risk Management – Primary Risk Ranking (2018-19).

Wasylyshyn/Hunter Loewen

The proposed Primary Risk Ranking (2018-19) as well as the process for its development was reviewed with the members. It was noted that the process has been converted to a fiscal year basis, and is aligned with the Internal Audit Plan and Enterprise Risk Management as part of the integrated planning process.

Carried

4.5 Course and Program Review – Approve Program Closures

231-06 MOVED That the Board of Governors of Athabasca University approves the recommendation of General Faculties Council to permanently close the following programs to new admissions pending approval by the Minister of Advanced Education:

- 1) Bachelor of Arts - Canadian Studies (4 year)
- 2) Bachelor of Arts - General (4 year)
- 3) Bachelor of Arts - Information Systems (4 year)
- 4) Bachelor of Arts - Anthropology (3 year)
- 5) Bachelor of Arts - Humanities (3 year)
- 6) Bachelor of Arts - Information Systems (3 year)
- 7) Bachelor of Arts - Labour Studies (3 year)
- 8) Bachelor of Arts - Political Economy (3 year)
- 9) Bachelor of Arts - Political Science (3 year)
- 10) Bachelor of Arts - Women's and Gender Studies (3 year)
- 11) University Diploma - Health Administration
- 12) University Certificate - Career Development
- 13) University Certificate - E-Commerce
- 14) University Certificate - English Language Studies
- 15) University Certificate - Game Development and Programming
- 16) University Certificate - Labour Studies

Hunter Loewen/Balay

The President noted the Course and Program Review stemmed from the Third Party Report and acknowledged the work of General Faculties Council in completing the review and preparing the recommendations presented. A brief overview was provided summarizing the next steps in the process following the Board's acceptance of the recommendations.

Carried

4.6 Approve Board of Governors General Bylaws

231-07 MOVED That the Board of Governors approves "The Governors of Athabasca University General Bylaws" effective March 23, 2018.

Schindel/Madamombe

The Board Chair presented the proposed bylaws and acknowledged the in-depth discussion that had been undertaken to date.

The members discussed the proposed bylaws noting the new committee structure.

Carried

4.7 Approve Board Standing Committee Terms of Reference and Membership

231-08 MOVED That the Board of Governors approves the following, effective March 23, 2018:

- Audit Committee Terms of Reference and Membership
- Executive Committee Terms of Reference and membership
- Finance & Property Committee Terms of Reference and Membership
- Governance Committee Terms of Reference and Membership
- Honorary Awards Committee Terms of Reference and Membership
- Human Resources & Compensation Committee Terms of Reference and Membership

Schindel/Hunter

The members discussed the proposed standing committee terms of reference and membership. A request was made for an amendment to the proposed Governance Committee Terms of Reference and Membership -- Clause 3.4 to read *Approve the composition (Committee Chair and member appointments) of Board standing committees.....*

The proposed amendment to the Governance Committee Terms of Reference and Membership was accepted as a friendly amendment by the mover and the seconder.

Motion 231-08 was restated as amended:

That the Board of Governors approves the following, effective March 23, 2018:

- *Audit Committee Terms of Reference and Membership*
- *Executive Committee Terms of Reference and membership*
- *Finance & Property Committee Terms of Reference and Membership*
- *Governance Committee Terms of Reference and Membership (as amended)*
- *Honorary Awards Committee Terms of Reference and Membership*
- *Human Resources & Compensation Committee Terms of Reference and Membership*

Carried

5.0 Student Reports

5.1 Athabasca University Students' Union Report

Further to the written submission, Member Wasylyshyn advised the members of the results of the election for the AUSU Executive.

5.2 Athabasca University Graduate Students' Association Report

Member Czerwinski provided a verbal overview of recent activities on behalf of the Athabasca University Graduate Students' Association (AUGSA).

6.0 Business Arising from the Consent Agenda

6.1 CA9 Strategic Enrolment Plan Indicators

The members discussed the indicators provided in the report. It was noted that the Strategic Enrolment Plan is currently an internal document however portions of the plan could be made public.

7.0 Board Chair Report and Closing Comments

The Chair presented and reviewed this report with the members.

8.0 In Camera Session – Members Only

8.1 Motion to Move In Camera

231-09 MOVED That the Board of Governors moves to an In Camera session (Members Only).

Balay/Schindel

Carried

8.2 Motion to Exit In Camera

231-10 MOVED That the Board of Governors exits the In Camera session.

Schindel/Balay

Carried

9.0 Adjourn

The meeting was adjourned at 11:25 A.M.