

## BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY

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APPROVED minutes of the open session of the 255<sup>th</sup> regular meeting of the Board of Governors of Athabasca University held virtually on Friday, March 25, 2022.

**Present:** Nancy Laird (Chair), Peter Scott, Sharon Anderson, Lynn Hamilton, McDonald Madamombe, Tracey Maguire, Larry Spagnolo, Andrew Ko, Martha Cleveland-Innes, Richard Huntrods, Liam Connelly, Natalia Iwanek and Julia Cornester.

**Governance Staff:** Sara Kunto (Chief Governance Officer and General Counsel) and Barbara Kowalchuk (Recording Secretary)

**Others Present:** Matthew Prineas, Deborah Meyers, Kristine Williamson, Charlene Polege, Gilbert Perras, Debola Akinola and Karen Fletcher

**Absent with Regrets:** Bryan Berg, Sandip Lalli

The Chair introduced Richard Huntrods, the new academic staff member nominated by General Faculties Council and welcomed him to the Board.

The Chair introduced Karen Fletcher, noting that Ms. Fletcher has been nominated by the Athabasca University Students Union as a student member and we are awaiting the signing of a Ministerial Order for her appointment. It was noted that as Ms. Fletcher is not yet a member, she was attending this meeting as a guest.

### Call to Order

The Chair called the meeting to order at 8:37 A.M. having achieved quorum and delivered the AU land acknowledgement.

### 1.0 Approval of Agenda and Consent Agenda

**255-01 MOVED** That the Board of Governors approves the open session agenda for Meeting 255, and thereby approves the consent agenda including the open session minutes of meeting 254, held January 28, 2022, as presented.

**Ko/Cleveland-Innes**

**Carried**

### 2.0 Conflict of Interest Declaration

Subject to the Code of Conduct and Conflict of Interest Guidelines for the Board of Governors, 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**

#### **3.1 Discussion and Analysis**

The President noted that this was his first report to the Board and further that he had opted to keep largely to the format that had been used previously. He presented the report to the members, and in response to inquiries provided further clarification on items contained in the report.

#### **3.2 Receive 3<sup>rd</sup> Quarter Variance & Year-End Forecast Report**

An overview of the key drivers behind the 3<sup>rd</sup> quarter results and year-end projections was provided.

#### **3.3 Integrated Learning Environment – Verbal Update**

An update on progress to date in respect of the Integrated Learning Environment project was provided.

Members expressed their appreciation for the work that is being undertaken.

### **4.0 Action Items**

#### **4.1 Approve 2022-2023 Integrated Resource Plan**

**255-02 MOVED** That the Board of Governors approves the 2022-23 Athabasca University Integrated Resource Plan, as presented.

**Spagnolo/Ko**

The Chair, Finance & Property Committee noted that the draft Integrated Resource Plan (IRP) had been reviewed and recommended for approval by the Finance & Property Committee (FPC) on March 17, 2022.

The President acknowledged the input received from FPC, and further noted that the plan represents a balanced budget.

An overview of the draft IRP was provided including planning context, financial context, priority initiatives, risks & mitigation and the capital and infrastructure plan.

**Carried**

#### **4.2 Approve Summary Capital and Infrastructure Plan 2023-25**

**255-03 MOVED** That the Board of Governors approves the Summary Capital and Infrastructure Plan 2023-2025, subject to non-substantive editorial revisions.

**Spagnolo/Maguire**

The Chair, FPC noted that the draft Summary Capital and Infrastructure Plan 2023-25 had been reviewed and recommended for approval by the Finance & Property Committee (FPC) on March 17, 2022.

The President presented this item noting that a critical part of the plan is the significant investment in technology. It was further noted that the plan reflects a three year spend.

**Carried**

#### **4.3 Approve Enterprise Risk Management (ERM) Risk Register (2022-23)**

**255-04 MOVED** That the Board of Governors approves the Enterprise Risk Management Risk Register (2022-23), subject to non-substantive editorial revisions.

**Ko/Madamombe**

The Board Chair noted that the ERM Risk Register had been reviewed and recommended for approval by the Audit Committee on March 17, 2022.

The President reviewed the draft risk register with the members highlighting the risks identified and the key risk drivers.

The members discussed the proposed risk register and further clarification was provided on the rationale for risk rankings.

**Carried**

#### **4.4 Approve Revisions to Audit Committee Terms of Reference and Membership**

**255-05 MOVED** That the Board of Governors approves the revisions to the Audit Committee Terms of Reference and membership, as presented.

**Spagnolo/Cleveland-Innes**

The Board Chair noted that the revisions to the Audit Committee Terms of Reference and Membership had been reviewed and recommended for approval by the Audit Committee on March 17, 2022.

The Chief Governance Officer and General Counsel noted that the draft revisions resulted from a discussion held by the Audit Committee with a focus on ensuring that the Internal Audit Charter and the Terms of Reference were aligned in respect of the Chief Internal Auditor's responsibilities (assurance and advisory work).

**Carried**

#### **5.0 Business Arising from the Consent Agenda - None**

#### **6.0 Board Chair Report and Closing Comments**

The Board Chair thanked everyone for their engagement in the day's discussions.

#### **7.0 Adjourn**

The open session of Meeting 255 was adjourned at 10:42 A.M.