

## **BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY**

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APPROVED minutes of the open session of the 262<sup>nd</sup> regular meeting of the Board of Governors of Athabasca University held virtually on Friday, March 24, 2023.

**Present:** Byron Nelson (Chair), Alex Clark, Larry Spagnolo, Don Gnatiuk, Dan Leckelt, Terry Lovelace, Mike Lovsin, Lori Van Rooijen, Wilfred Willier, Elena Gould, Jacqueline Hobal, Martha Cleveland-Innes, Richard Huntrods, Liam Connelly, Karen Fletcher, Chris Edwards and Dur-E-Najaf Syed

**Governance Staff:** Melissa Sadownik (Acting for Chief Governance Officer and General Counsel) Barbara Kowalchuk (Recording Secretary), Laura Knoblock (Executive Assistant)

**Others Present:** Matthew Prineas, Deborah Meyers, Jennifer Shaeffer, Kristine Williamson, Pauline Smeltz, Gilbert Perras, David Head, Nick Knight and Jason Kully

**Absent with Regrets:** Roger Morrill and Leo de Bever

The Board Chair made the following statement to the members:

*"Prior to opening this meeting, I wish to recognize the contribution of all board members over the past number of months, while we have tackled some difficult and significant issues. I particularly want to recognize the contributions of the student members of this board and thank them for their efforts.*

*We had a particularly challenging set of decisions this winter that were not conducted in our usual fashion. I personally have no doubt that all decisions of the board were made for good reasons and done properly, however I recognize that this was a unique decision. In calling it "unique" I mean to say that literally, according to the dictionary definition of that word, meaning a one-off. It would not be proper, or acceptable to me, if the process that was undertaken in that set of decisions was used again, or forbid, with regularity. To that end, and respecting the uniqueness of that set of decisions, I think it is incumbent on me to say, and pledge, that with regard to all future board decisions taken during my chairmanship, all board members will have the same information at the same time and be provided the same opportunity to express their views in advance of the board taking action."*

### **Call to Order**

The Chair called the meeting to order at 8:38 a.m. having achieved quorum followed by the delivery of the AU land acknowledgement.

### **1.0 Approval of Agenda and Consent Agenda**

**262-01 MOVED** That the Board of Governors approves the open session agenda for meeting 262, and thereby approves the consent agenda including the open session minutes of meeting 261, held January 20, 2023, as presented.

**Clark/Gould**

**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 Report to the Board**

Further to the President's report as contained in the meeting materials provided to members in advance of the meeting, the President provided a summary of his recent activities since being appointed as President, as well as priorities moving forward.

## **4.0 Action, Information / Discussion Items**

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

The President and the Vice President Finance & Performance Services & Chief Financial Officer (VPFPS) presented this item providing an overview of the key drivers behind the third quarter results and year-end projections.

The Board Chair noted that this would be the last Board meeting that the current VPFPS would be attending and thanked her for her work.

### **4.2 Approve 2023-24 Integrated Resource Plan**

**262-02 MOVED** That the Board of Governors approves the 2023-24 Athabasca University Integrated Resource Plan, as presented.

#### **Clark/Lovelace**

Prior to presenting the item, the Chair of the Board Finance & Property Committee (FPC) formally thanked the VPFPS for her work on behalf of the Committee and on behalf of the Board as a whole during her time with the university.

The Chair, FPC noted that FPC had met twice in respect of the draft Integrated Resource Plan (IRP), once to undertake a preliminary review, and once to review the final draft at which time the Committee had recommended approval of the IRP to the Board.

The President acknowledged the input of FPC and noted that the document not only looks at efficiencies and effectiveness but focuses strategically on the key opportunities for growth and the learner experience.

An overview of the draft IRP was provided including planning context, financial context, the core principles guiding cost reduction and investment priorities, risks and mitigation, and the draft capital and infrastructure plan.

**Carried**

#### **4.3 Approve Summary Capital and Infrastructure Plan 2024-26**

**262-03 MOVED** That the Board of Governors approves the Summary Capital and Infrastructure Plan 2024-26, subject to non-substantive editorial revisions.

##### **Gnatiuk/Lovelace**

The Chair FPC noted that FPC had undertaken a thorough review of the proposed plan and had recommended approval to the Board.

The President noted that the approach is agile and responsible, strategic, and seeks to put the learner experience first. It was further noted that the plan reflects three years of projections, however the approval being sought is for the 2023-24 fiscal year only.

**Carried**

#### **4.4 Approve Enterprise Risk Management Risk Register (2023-24)**

**262-04 MOVED** That the Board of Governors approves the ERM Risk Register (2023-24), subject to non-substantive editorial revisions.

##### **Lovelace/Clark**

The Chair noted that the Audit Committee had reviewed this item and had recommended it to the Board for approval.

The President and the VPFPS presented this item noting that the risk register is presented to the Board annually and is based on an analysis of risks that the university will need to proactively manage to achieve its priorities. An overview of both new and continuing risks was provided including the rationale for the risk levels assigned.

**Carried**

#### **4.5 Approve The Governors of Athabasca University Mandate and Roles Document**

**262-05 MOVED** That the Board of Governors approves The Governors of Athabasca University Mandate & Roles Document, subject to non-substantive editorial changes.

##### **Fletcher/Spagnolo**

The Chair of the Governance Committee noted that this item had been reviewed by the Governance Committee and was recommended to the Board for approval.

The Board Chair and the Director, Policy, Privacy and Records Management, Acting for the Chief Governance Officer presented this item. It was noted that this document is a legislative requirement under the Alberta Public Agencies Governance Act.

**Carried**

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

Member Fletcher made the following statement:

*"I'd like to note in the minutes that student board members were not informed of the vote to hire the new president until after the announcement of the firing of the old president and the hiring of the new president.*

*We would also like it noted in the minutes that the Advisory Search Committee for the Hiring of the President Procedure was not followed."*

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

The Board Chair thanked everyone for their participation in the meeting.

## **7.0 Adjournment**

The open session of Meeting 262 was adjourned at 10:30 AM.