

MEMORIAL UNIVERSITY OF NEWFOUNDLAND

BOARD OF REGENTS

The regular meeting of the Board was held on Thursday, March 7, 2024, at 1:05 p.m., in the Celestial Gallery at the Geo Centre and via Webex.

PRESENT:

Mr. Glenn Barnes, Chair
Mr. Anik Rahman, Vice-Chair
Dr. Neil Bose, President and Vice-Chancellor *pro tempore*
Dr. Jennifer Lokash, Provost and Vice-President (Academic) *pro tempore*
Ms. Leigh Borden
Mr. Bob Hallett
Dr. Ash Hossain
Mr. Justin Ladha
Mr. Carter McNelly
Mr. Andrew Mercer
Chief Brendan Mitchell, via Webex
Ms. Trudy Morgan-Cole
Mr. Aiden Parsons, via Webex
Ms. Nathalie Pender
Mr. Tim Powers
Dr. Lloydetta Quaicoe
Mr. Arshad Shaikh
Ms. Andrea Stack
Ms. Eleanor Swanson
Mr. Luke Thibeau, via Webex
Ms. Lynn Zurel
Ms. Tina Scott, Secretary to the Board

APOLOGIES:

Apologies were received from Chancellor Earl Ludlow and Ms. Michelle Baikie.

PRESENT BY INVITATION:

Dr. Tana Allen, Acting Vice-President (Research); Ms. Catharyn Andersen, Vice-President (Indigenous); Dr. Paul Brett, Vice-President (Marine Institute) *pro tempore*; Ms. Lisa Browne, Vice-President (Administration, Finance and Advancement); Ms. Vicki Collins, Interim Executive Director, University Governance Secretariat; Dr. Ian Sutherland, Vice-President (Grenfell Campus); Mr. Scott Worsfold, General Counsel.

7078. MEETING CALLED TO ORDER

The meeting was called to order at 1:05 p.m. by Mr. Glenn Barnes, Chair.

The Chair extended a very special welcome to Dr. Rex Gibbons, newly appointed Lieutenant-Governor in Council representative for a term of three years, effective March 1, 2024.

Mr. Barnes, on behalf of the Board of Regents, congratulated Mr. Aiden Parsons, recipient of the "*Vice President's Fry Family Foundation Excellence in Leadership Award at the Fisheries and Marine Institute*".

7079. APPROVAL OF THE AGENDA/CONFLICT OF INTEREST

Following the call for the approval of the agenda, Mr. Barnes provided members and those present by invitation with the opportunity to declare if they were in a conflict of interest position or a potential conflict of interest position with regard to any agenda items.

All members of the Administration declared a conflict with Item 7.4 "Memorial University Pension Plan Budget" and Item 7.5 "Group Insurance Renewal April 1, 2024".

Dr. Pender, Dr. Hossain and Mr. Shaikh declared a conflict with Item 8.5 "Update on the Lecturers Union of Memorial University of Newfoundland (LUMUN) Collective Bargaining".

At the request of Mr. Rahman, it was agreed to move Item 9.3 "Campus Renewal Fee Allocation" and Item 9.4 "2025 Canada Games at Memorial University" from the Closed Consent Agenda to the Closed Discussion Agenda.

7080. MINUTES

The Minutes of the meeting of the Board of Regents held on December 7, 2023, the email poll conducted on December 18, 2023, and the Special Meeting held on December 30, 2023, were approved by the Board.

7081. CHAIR'S REPORT

A. Chair's Report

The Chair provided an update with regard to his Board related activities since the last meeting of the Board held on October 18, 2023.

B. Meeting of the Executive Committee – February 14, 2024

The Chair noted that the Executive Committee met on February 14, 2024, to finalize the agenda for today's meeting of the Board. In doing so, he thanked members for their continued support in their respective roles on Board Committees.

C. Actions taken by the Executive Committee under Delegated Authority: Easements required for the Aquarena Upgrades Project

Mr. Barnes noted that one of the responsibilities of the Executive Committee is to act for the Board on any matter within the jurisdiction of the Board pursuant to *The Memorial University Act*, where decisions are required to be made and action taken between regularly scheduled meetings of the Board of Regents and where the Board has otherwise delegated specific responsibilities to the Executive Committee.

With that in mind, at a meeting held on February 14, 2024, the Committee exercised its authority to act on behalf of the Board and approved the Newfoundland Power utility easements, and provided approval in principle for the Rogers easement required for the Aquarena upgrades project, with all subject to the approval of the Provincial Government as per the *Memorial University Act*, and as outlined in the background documentation and as provided in the background documentation.

7082. PRESIDENT'S REPORT

A. President's Update of Activities

Dr. Bose provided the Board with a written summary of his activities and University events for period from December 2023 to February 2024 and verbally provided the Board more detail and context on several of these activities and events. In doing so, he noted that this document is an update on the actions related to the President's objectives for 2023-24 since the meeting of the Board held on December 7, 2023. In addition to this update, the President included the following appendices, copies of which were provided in the background documentation:

- Appendix A - News report
- Appendix B - Report on the President's Academic Research
- Appendix C - Recent highlights aligned with *Transforming Our Horizons*,
- Appendix D - Research Highlights

B. Memorial University's 100th Anniversary plans

The Board received and reviewed background information pertaining to Memorial University's 100th anniversary plans.

It was noted that the Board of Regents, at a session held earlier in the morning, received a presentation from Ms. Andrea Warman, Project Manager, 100th Anniversary, with respect to the Anniversary plans.

Memorial University College opened its campus on Parade Street in September 1925 and so 2025 will mark our 100th anniversary as an institution. The anniversary period will run for the calendar year 2025, with activities into early 2026 and potential wrap-up with Spring Convocation 2026.

The 100th anniversary is a significant milestone for the University and the province, and the plan is to celebrate, and reflect, in many ways, by highlighting the historic and cultural relationship between Memorial and the province, while considering the future that can be achieved together.

There will be two streams of programming:

1. Existing programming branded under the 100th anniversary – enhancing existing events to meet the goals of the anniversary year and to brand them under the 100th anniversary.
2. New programming – i.e. the anniversary fund, as described below, possible anniversary scholarships and legacy gifts, for example.

100th Anniversary Advisory Committee

As the University edges closer to its 100th anniversary in 2025, it is building upon its legacy of supporting students, faculty, staff and alumni to become leaders and changemakers in their communities and in their personal and professional lives.

As outlined to the Board in July 2023, a 100th Anniversary Advisory Committee has been established. The objective of the committee is to provide high level advice on the 100th Anniversary and its programming. In general, it is anticipated that advisory committee members will help identify any legacies that should flow from the anniversary, provide feedback on initiatives and programming, and act as 100th Anniversary champions. The committee, chaired by the Vice-President (Administration, Finance & Advancement), held its first meeting on February 19, 2024, where the terms of reference were reviewed and an update on the work provided to date was given. A request to the Board Chair for a Board member to sit on the committee resulted in the appointment of Ms. Trudy Morgan-Cole.

Marketing and Communications (MarComm) created a 100th anniversary look and feel, logo and tagline. Consultations were held to solicit input and feedback. A total of 6 group feedback sessions and 5 one-on-one meetings took place with a total

Memorial University's 100th Anniversary Plans (cont'd)

of 45 Memorial community members, both internal and external partners, from all 6 campuses and representing 22 different Memorial units/departments/offices, comprised of staff, faculty members, student representatives from MUNSU and GSU, alumni and government representatives. These sessions and meetings were held between July 14 and August 25, 2023.

Feedback was generally consistent in terms of a preferred look and feel and what resonated with people. A consensus emerged with a clear favorite logo and tagline that has now been selected as the final concept.

Phase one of the newly created website www.mun.ca/100 will be launched in March 2024.

100th Anniversary Fund launch:

In March 2024, a call will be issued to the University community to bring awareness to Memorial's upcoming 100th anniversary and a newly established 100th anniversary fund. The Anniversary Fund will support units across Memorial to celebrate, and reflect on, the 100th anniversary in ways that share the incredible breadth and diversity of this institution.

The purpose of the Fund is to support existing or planned events, initiatives and/or projects, as well as to assist organizers in creating new events, initiatives and/or projects that fit with the theme of the anniversary: " Looking back. Launching forth."

This item was received for information and did not require a resolution of the Board.

C. Registration and Enrolments Progress Report for Spring 2023 Semester

The Board received and reviewed, the enrolments and registration progress report for Winter 2024.

OPEN SESSION - CONSENT AGENDA

It was moved by Dr. Bose, seconded by Dr. Hossain and carried that the consent agenda, as recommended by the appropriate Board Committee and comprising the resolutions listed in 7083, be approved as outlined below.

7083. SENATE MATTERS

A. Approval of Academic Program and Course Introductions/Changes arising from the Senate meeting of November 14, 2023

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on November 14, 2023, and approved the academic program and course introductions/changes as outlined in the background documentation and as follows:

- Proposed Calendar Changes – School of Maritime Studies (Marine Institute)
- Proposed Calendar Changes – School of Arts and Social Sciences (Grenfell Campus)
- Proposed Calendar Changes – Faculty of Science
- Proposed Calendar Changes – Faculty of Engineering

B. Approval of academic program and course introductions/changes arising from the Senate meeting of December 12, 2023

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting held on December 12, 2023, and approved the academic program and course introductions/changes as outlined in the background documentation and as follows:

- Proposed Calendar Changes - Faculty of Engineering and Applied Science
- Proposed Calendar Changes – School of Graduate Studies:
 - Faculty of Science
 - Master of Science in Nursing
 - School of Human Kinetics and Recreation

C. Approval of academic program and course introductions/changes arising from the Senate meeting of January 9, 2024

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting of January 9, 2024, and approved the academic program and course introductions/changes as outlined in the background documentation and as follows:

- Faculty of Business Administration
- Labrador Campus – Bachelor of Arctic and Subarctic Interdisciplinary Studies
- School of Ocean Technology
- School of Music
- Master of Literary Arts Program

D. Approval of amendments to the Constitution and By-Laws of the School of Science and the Environment, Grenfell Campus, arising from the Senate meeting of January 9, 2024

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting of January 9, 2024, and approved the amendments to the Constitution of the School of Science and Environment, Grenfell Campus and as outlined in the background documentation.

CLOSED SESSION – CONSENT AGENDA

Mr. Barnes provided members and those present by invitation with another opportunity to declare if they were in a conflict of interest position or a potential conflict of interest position with regard to any agenda items.

The Chair also noted that the items were dealt with in detail in meetings of the appropriate committees. It was then moved by Dr. Bose, seconded by Dr. Hossain and carried that the consent agenda, comprising the resolutions listed in 7084 through 7087 below, be approved as follows:

7084. AUDIT AND FINANCE COMMITTEE

A. Update on the Office of the Auditor General Reviews

The Board received for information an update on the Office of the Auditor General (OAG) reviews. In April 2022 the provincial government requested a full and comprehensive review of operations and spending at Memorial University by the Office of the Auditor General to inform final amendments into the *Memorial University Act*. The audit period was April 1, 2019, to December 31, 2022. The Board of Regents has been updated on the work related to the Audit at its regular meetings during that time. The report was provided to the provincial government on October 19, 2023, and the Provincial Government released it publicly on October 23, 2023, after reviewing it and redacting elements to protect privacy. The Board established an Ad Hoc Committee to discuss addressing the issues. This committee started meeting bi-weekly in November and now continues to meet on a monthly basis.

The Office of the Auditor General's Performance Audit of Facilities Management continues, and since the end of October 2023, the administration has worked to respond to the AG's staff's more than 90 inquiries relating to this audit; as well there have been a number of key stakeholder interviews completed. Since the initiation of the audit, its framing has transitioned to a broader infrastructure review across all campuses, more so than a departmental audit. The Committee was advised that as of early February 2024 the Office of the Auditor General continues in the scoping phase and will be submitting an audit scope document for Memorial's review upon completion of this phase of their work.

Update on the Office of the Auditor General Reviews (cont'd)

On October 26, 2023, the OAG indicated via correspondence that their office would be assuming the audit of the financial statements of Memorial effective for the fiscal year ending March 31, 2025. The Board had previously approved the appointment of EY as Memorial's financial auditor until March 31, 2026.

B. "Funds and Financial Oversight" – Presentation by Debbie Collis, Chief Financial Officer

Board members were advised that at a meeting held on March 5, 2024, the Audit and Finance Committee received a presentation from Ms. Debbie Collis, Chief Financial Officer, entitled "Funds and Financial Oversight".

C. Update on the University's Operating Budget for the Fiscal Year Ending March 31, 2024

The Board received for information an update on the University's Operating Budget for the Fiscal Year Ending March 31, 2024. The University's Operating Budget (including the Faculty of Medicine) for 2023-24 was approved by the Board at a meeting held on May 17, 2023, after which time the unit budget allocations were communicated.

A summary of the Operating Budget (excluding the Faculty of Medicine) by revenue and expense account was reviewed. At this time, a current year budget surplus of \$18.7M is projected against the forecasted adjusted budget. This surplus, in addition to the projected March 31, 2023, cumulative carryover balance of \$36.8M, results in a total cumulative carryover forecast of \$57.5M at March 31, 2024. This forecast is based on current information available to the units and their expectations of expenses for the year for operations and projects. The year-end final results will vary due to expense variances for salaries (employees starting or departing) and other project expenses not incurred before year end that will occur in the new fiscal year.

The Original University Revenue Budget has been increased by \$3.17M with a projected surplus of \$2.06M against the Forecasted Adjusted Budget and as outlined in the background documentation.

The University Expenses Budget is forecasted to increase by \$56.3M. This increase is the result of expense budget adjustments related to the \$3.17M increase in the Original University Revenue Budget and \$47.68M of transfers from Unit Cumulative Carryover at March 31, 2023, for unit current year projects and expenses. Forecasted actual University expenses were also outlined in the background documentation.

The Original University Revenue Budget has been increased by \$3.17M with a projected surplus of \$2.06M against the Forecasted Adjusted Budget as outlined in the background documentation.

Update on the University's Operating Budget for the Fiscal Year Ending March 31, 2024 (cont'd)

The University Expenses Budget is forecasted to increase by \$56.3M. This increase is the result of expense budget adjustments related to the \$3.17M increase in the Original University Revenue Budget and \$47.68M of transfers from Unit Cumulative Carryover at March 31, 2023, for unit current year projects and expenses. Forecasted actual University expenses are projected to be \$16.6M under the forecasted adjusted budget.

Although the variance analysis of revenue and expenses by account code projects a cumulative surplus at March 31, 2024, of \$57,502,887, there are a few forecasted unit cumulative deficits which are being brought to the attention of the Board of Regents, as provided in the background documentation.

Also included in the background documentation was an Operating Budget Review by Portfolio, which provides the projected cumulative surplus by portfolio at March 31, 2024.

Operating Budget - Faculty of Medicine

The Faculty of Medicine has prepared an Operating Budget update, as of January 31, 2024, which has also been submitted to the Department of Health and Community Services. A budget deficit of \$5,096,918 is projected against the forecasted adjusted budget. One-time funding from the Department of Health and Community Services has been requested to cover the 2023-24 operating deficit. Government has transferred the provided the \$4,555,100 for the 2022-23 & 2023-24 collective agreement costs and 2022-23 retro salary and benefit increases to the Faculty of Medicine in December 2023.

For at least the past six years, the Department of Health and Community Services has provided year-end stability funding to the Faculty of Medicine. A history of the year-end stabilization funding transfer from the Department of Health and Community Services for the past 6 years was provided.

D. Memorial University Pension Plan Budget – also on the Human Resources Committee agenda

The Board received background information and approved the proposed budget for the internal administrative expenditures of the Memorial University Pension Plan, for the fiscal year April 1, 2024, to March 31, 2025, and as outlined in the background documentation as Appendix A.

E. Group Insurance Renewal April 1, 2024 – also on the Human Resources Committee agenda

The Board received background information and approved the renewal of the University's group benefit plans for the policy year beginning April 1, 2024, as outlined in the background documentation and as follows:

- Basic life insurance plan at a 9.3% rate increase, funded from basic life surplus;
- Dependent life insurance plan at the existing rate;
- Optional life insurance plan at the existing rate;
- Optional spousal and dependent child life insurance plans at the existing rates;
- Basic and optional accidental death and dismemberment plans at the existing rates;
- Voluntary accidental death and dismemberment plan at the existing rates;
- Long term disability plan at a 6.2% rate increase, funded from LTD surplus;
- Supplementary health plan at a 10% rate increase;
- Travel health insurance plan at a 25% rate increase; and
- Dental plan at a 12% rate increase.

F. Appointment of Pension Fund Investment Manager – Global Small Cap

The Board received background information and approved the appointment of Connor, Clark, and Lunn Investment Management to manage 5% of the Memorial University Pension Fund in a global small cap mandate and as outlined in the background documentation.

G. Risk Registry Update

The Board received for information the Risk Registry Update. The Enterprise Risk Management (ERM) framework is utilized and applied in daily operations and supports decision making. Within this framework, the Risk Registry was originally established through the Office of the Chief Risk Officer and in consultation with the Enterprise Risk Management Committee (ERMC), and University Senior Leadership based upon risk assessments conducted. The Risk Register (2022) was presented in the Office of the Chief Risk Officer's January to August 2023 report to the Board of Regents. With the recent re-establishment of the Enterprise Risk Management Committee (ERMC), a full review is being undertaken of the risk registry. A discussion at the President's Executive Council (PEC) will occur and help to further the discussion at the ERMC.

H. Open Internal Audit Recommendations

The Board received for information the Open Internal Audit Recommendations. The Office of Internal Audit has 49 open recommendations, of which eight are deemed high-priority. At its July 2023 meeting, the Audit and Risk Committee of the Board of Regents requested an update from management on the status of the recommendations. An update was provided on the high priority items at the October and December 2023 meetings and a further update was included in the background documentation. At the December 2023 meeting, a commitment was made to respond to the moderate-priority items, a copy of which was also provided in the background documentation for this meeting. An overview of the most recent work on the recommendations was provided in the background documentation.

I. Annual Internal Audit Plan 2024-25

The Board received background information and approved the Annual Internal Audit Plan 2024-25 and as outlined in the background documentation.

J. St. John's Campus Parking Rates for 2024-2025

The Board received background information and approved the 2024-2025 parking rate increases effective May 1, 2024, as outlined in the background documentation as Appendix A which includes the signing of the Parking Fees Amendment. It was further agreed that in addition to the tiered rate structure, the Permit Replacement Fee, motorcycle, evening and weekend permits also increase and as outlined in the background documentation as provided in the background documentation as Appendix A.

K. Increase to Student Residence Fees (St. John's and Signal Hill Campuses)

The Board received background information and approved the increase to student residence fees at the St. John's and Signal Hill Campuses, effective Fall 2024, as outlined in the background documentation and as follows:

- standard practice of applying CPI annually to the rate structure of residences on the St. John's campus as outlined in the background documentation as Table 1; and
- rate increase for Signal Hill Campus as outlined in the background documentation as Table 2 with CPI being applied in subsequent years.

L. Increase in student union membership fees for the 2024-2025 academic year

The Board received background information and approved the increase in student union membership fees for the 2024-2025 academic year effective September 1, 2024, as outlined in the background documentation and as follows:

- An increase in the Canadian Federation of Students (CFS) Fee for MUNSU, MISU, and GCSU from \$10.58 to \$11.00 for full and part-time students for the Fall and Winter semesters only. This fee will be divided equally with \$5.50 per semester going to the Canadian Federation of Students and \$5.50 per semester going to the Canadian Federation of Students – Newfoundland and Labrador.
- An increase in the MUNSU membership fee from \$53.16 to \$55.05 for full-time students and from \$22.77 to \$23.58 for part-time students.

M. Reappointments to Genesis Group Inc. Board of Directors

The Board was informed that at a meeting held on March 5, 2024, the Audit and Finance Committee approved the appointment to the Genesis Group Inc. Board of Directors as outlined in the background documentation and as follows:

- Mr. Ken Marshall, reappointed as Community Representative, term to expire on June 30, 2027
- Ms. Peg Hunter, reappointed as Community Representative, term to expire on June 30, 2027

N. Approval to proceed with the Office of the Chief Information Officer (OCIO) Primary Data Centre Replacement – also on the Physical and Digital Infrastructure Committee agenda

This item was considered under the report of the Physical and Digital Infrastructure Committee as outlined in the Minute 7086.B below.

7085. HUMAN RESOURCES COMMITTEE

A. Senior Leadership position vacancies and upcoming renewals

The Board received for information a regular status update regarding senior leadership position vacancies and their associated recruitment status that requires Board approval. The Board has requested regular updates regarding senior leadership position vacancies and their associated recruitment status, and senior leadership positions held by academic administrators which may be renewed, following a five-year term, subject to review. In addition to the update, the Board also received information outlining the process for approvals of such appointments.

B. Appointments Reports

The Board received for information the Report on Academic Appointments for the St. John's and Grenfell Campuses for actions taken since December 7, 2023. The appointments reports are a detailed record of all academic appointments, leaves, promotion and tenure that have been approved by the President in accordance with the Terms and Reference of the Human Resources Committee of the Board.

C. Memorial University Pension Plan Budget – also on the Audit and Finance Committee agenda

This item was considered under the report of the Audit and Finance Committee as outlined in the Minute 7084.D above.

D. Group Insurance Renewal, April 1, 2024 – also on the Audit and Finance Committee agenda

This item was considered under the report of the Audit and Finance Committee as outlined in the Minute 7084.E above.

E. Annual Review of Market Differentials

The Board received for information the annual review of Market Differentials. In March 2013, the Board of Regents approved criteria for the application of market differentials to non-academic positions, and instructed that an annual review of market differentials be conducted and communicated to the Board. The criteria noted below were subsequently solidified in section 3.5 of Memorial's Compensation policy for non-academic employees:

- 1. The position(s) exist in a low supply/high demand labour market. This can be characterized by high turnover accompanied by the inability to recruit qualified staff that are deemed critical to the operation of the department/university; and*
- 2. A higher salary is deemed essential to recruit/retain an employee (or employee group) that serves a critical function that cannot be achieved by any other possible means.*

A report which covers market differential activity since the 2023 annual report, from January 1, 2023 – December 31, 2023 was provided in the background documentation. As of December 31, 2023, there were forty-nine employees in receipt of a market differential. Two new positions were reviewed during the year, a decrease from 18 the previous calendar year. There are likely several reasons for the request decrease. They include modifying the scale structure through a compression of salary scales for non-bargaining and most unionized groups, and the recent approval of general economic increases. There is still ongoing significant market pressure in the technology and health related professions.

F. New Job Evaluation system for Management and Professional (MPS) positions

The Board received for information on establishing a new Job Evaluation system for management and professional (MPS) positions. In 2019, Memorial implemented the Hay Methodology of job evaluation for all Senior Administrative Management (SAM) and Leadership Group (LG) positions (approximately 120 positions at the time). Since that time, Memorial has operated two distinct systems of job evaluation (the Hay Methodology for senior leadership roles (SAM, LG) and the Aiken methodology for all other non-academic employee positions). As part of the 2019 work, it was recommended, and accepted by the Board of Regents, that Memorial initiate a new job evaluation system for the Management and Professional (MPS) group of positions. This was recommended to ensure a linear and cohesive system, especially at the senior levels of the MPS group where pay levels and job evaluation points may intersect.

The last market review for the MPS group occurred in 2011. While union and non-bargaining groups have seen a change from a 36-step scale to an 18-step scale, this compression was not put forward for the MPS group until such times as updated market information was obtained.

The Auditor General report highlighted the lack of movement with regard to a new job evaluation system for MPS, along with concerns related to the absence of Hay job evaluation methodology and job descriptions for many Memorial positions. There have been complexities and challenges (since 2019) moving forward with the associated work given the pandemic and leadership changes. With about 700 MPS positions, this is a significant undertaking requiring internal and external resources and budget considerations. External consultants with the appropriate expertise, and proprietary job evaluation plans, must be engaged to move this project forward, along with support provided by internal resources who understand Memorial's structures and position complement.

G. Update on the Lecturers Union of Memorial University of Newfoundland (LUMUN) Collective Bargaining

The Board was advised that at a meeting held on March 5, 2024, the Human Resources Committee received a verbal update with regard to the Lecturers Union of Memorial University of Newfoundland (LUMUN) Collective Bargaining.

H. Extension to the appointment of the Provost and Vice-President (Academic) *pro tempore*

The Board received background information and approved the extension of the appointment of Dr. Jennifer Lokash as Provost and Vice-President (Academic) and Pro Vice-Chancellor *pro tempore* and as outlined in the background documentation. The appointment shall be effective April 5, 2024 for a period of up to one year, at the discretion of the President.

I. Appointment of the Chief Information Officer

The Board received background information and approved the appointment of Ms. Alison Randell as Chief Information Officer effective March 8, 2024 and as outlined in the background documentation.

J. Extension of Interim Dean, Faculty of Engineering and Applied Science

The Board received background information and approved the extension of Dr. Octavia Dobre's appointment as Interim Dean, Faculty of Engineering and Applied Science effective April 29, 2024, and continuing until April 28, 2025, or upon completion of a successful search for a permanent dean, whichever occurs first and as outlined in the background documentation.

7086. PHYSICAL AND DIGITAL INFRASTRUCTURE COMMITTEE

A. Update on Major Capital Projects

The Board received for information update on major capital projects. An update on Major Capital Projects is submitted to the Committee as a regular report, providing background and status updates of the projects to date. The University's Capital Project's policy defines a major capital project as one that has a funding requirement in excess of \$5,000,000. Such projects may include the construction of new buildings, external additions to existing structures, other changes to the footprint of existing structures, the redevelopment of existing space costing greater than the 50% of the cost value of the building, grounds improvements that alter function and use, special infrastructure processes which exceed normal maintenance guidelines and which require significant capital outlay (in excess of \$5,000,000). A copy of the update was provided in the background documentation.

B. Approval to proceed with the Office of the Chief Information Officer (OCIO) Primary Data Centre Replacement – also on the Audit and Finance Committee agenda

The Board received background information and provided conditional approval for a major capital project for the replacement of the University's primary data centre, with relocation to the Core Science Facility, and proceed to the detailed design stage, including development of a class A opinion of probable construction cost. When the detailed design stage is completed and the additional data received, a final decision on the project will be made.

7087. EXECUTIVE AND GOVERNANCE COMMITTEE

A. Protected Disclosure Annual report

The Board received for information the Protected Disclosure Annual Report for 2023. On May 11, 2017, the Board of Regents approved a revised policy governing Protected Disclosures. This policy provides a disclosure mechanism for members of the University to report wrongdoing and provides protection to those members who choose to report wrongdoing. Effective with the change in policy, the Executive Director of the Office of the Board of Regents was named as the University's Protected Disclosure Coordinator (PDC), the President as Policy Sponsor, and General Counsel as head of the responsible unit for the Procedures. An annual report for the calendar year 2023 was provided, a copy of which was included in the background documentation.

CLOSED SESSION – DISCUSSION AGENDA

7088. PHYSICAL AND DIGITAL INFRASTRUCTURE COMMITTEE

A. Campus Renewal Fee Allocation

The Board received and reviewed background information pertaining to the Campus Renewal Fee allocation.

Board members were advised that the Campus Renewal Fee supports revitalization of physical and technological infrastructure on campus. This fee was initiated by the Board of Regents at its May 11, 2017, meeting which recommended an annual \$500 Campus Renewal Fee, effective September 2017 with 100% of the revenue to be directed to fund institutional physical and technological infrastructure. The fee was implemented following a reduction to the grant funding from the provincial government and specifically, removal of an allocation in the grant for Deferred Maintenance.

In July 2023, the provincial government indicated that it would fund the Campus Renewal Fee up to \$10 million in this current year. The list of the majority of Campus Renewal Fee projects for which this funding will apply was approved by the Board of Regents earlier in 2023.

The total available funding for St. John's Campus from this fee in the 2024-2025 fiscal year is \$6,000,000. Allocation of this fee is recommended to the President's Executive Council (PEC) by the Enterprise Risk Management Committee (ERMC) using a risk-based approach, as per the committee's terms of reference. The Enterprise Risk Management Committee process includes a consultation with the Planning and Budget Committee (PBC) of Senate, which took place on February 28, 2024.

Campus Renewal Fee Allocation (cont'd)

St. John's Campus

Facilities Management (FM) on St. John's Campus and the Office of the Chief Information Officer (OCIO) submitted project lists for consideration by the Enterprise Risk Management Committee. The list of projects including a brief description and associated costs was provided in the background documentation as Appendix A. This list is not inclusive of all projects that are required to be completed and may change depending on infrastructure/IT infrastructure emerging requirements over the next fiscal year. The Vice-President (Administration, Finance, and Advancement), in consultation with Facilities Management and the Office of the Chief Information Officer, determines if changes are required using a risk-based approach that includes life safety risks, cyber risks and the potential for service interruption.

Grenfell Campus

Due to the ongoing cyber incident at Grenfell Campus, there is not an updated projection for what projects will be funded from the Campus Renewal Fee collected from Grenfell Campus students for the 2024-2025 fiscal year.

Marine Institute

The Marine Institute consults with their student union to determine the uses of Campus Renewal Fee paid by MI students. Historically, half of the Marine Institute's Campus Renewal Fee has been used to pay the mortgage for The Launch. The total for the Marine Institute for the 2024-2025 fiscal year is \$644,078. A breakdown of the Marine Institute's 2024-2025 fiscal year projected usage was provided in the background documentation as Appendix B.

Faculty of Medicine

The Faculty of Medicine currently has approximately \$1.3 million in their Campus Renewal Fee fund and expect to receive \$355,000 from the fee during the 2024-2025 fiscal year. The majority of this fund has not been spent in previous years as the Faculty is saving to complete larger projects.

After a discussion regarding the deferred maintenance, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the 2024-2025 allocation of Campus Renewal Fee funds as outlined in the background documentation.

B. 2025 Canada Games at Memorial University Update

The Board Committee received and reviewed background information pertaining to an update on the 2025 Canada Games at Memorial University.

At this point, Mr. Barnes welcomed to the meeting Mr. Jordan Wright, Lead - 2025 Canada Games, who was attending the meeting in order to participate in the discussion of this item.

Board members were provided an update on key 2025 Canada Games at Memorial planning activities since the last Board of Regents update on December 7, 2023 as provided in the background documentation and as follows:

Venue Use Agreement

Work is ongoing to generate a draft of the Venue Use Agreement between Memorial University and the 2025 Canada Games Host Society by March 31, 2024. Memorial University's Canada Games project office has worked with General Counsel, the Office of the Chief Risk Officer and the Memorial University Recreation Complex to review the agreement template, and continues to adjust the agreement as negotiations progress with the Canada Games Host Society.

Working Groups

All three working groups established in Fall 2023 have made progress within their mandates, particularly in advancing Venue Use Agreement negotiations. The Games Village (formerly athletes' village) working group has helped to define clearer roles and responsibilities between Memorial University and Canada Games Host Society forces. Such definition helps to identify resources required and therefore costs associated with running the Games Village. These discussions are also helpful in establishing roles and responsibilities required for processes outside of the village.

Community Partner Recognition

At the October 18, 2023, meeting of the Board of Regents, the Canada Games Host Society presented the Board with a list of recognition opportunities that Memorial University would receive as a Community Partner for the 2025 Canada Games. In response, the Canada Games at Memorial project office consulted with Memorial's Department of Marketing and Communications, Office of Alumni Engagement, and the 100th Anniversary Project Manager to further develop the ask in return for Memorial's contribution to the 2025 Canada Games. This updated list will be presented to the Canada Games Host Society for further review and negotiation.

2025 Canada Games at Memorial University Update (cont'd)

Capital Projects

Fortis Canada Games Complex: During the reporting period, construction of the Fortis Canada Games Complex continued, with representatives of Memorial University attending facility steering committee meetings. As per Board direction on October 18, 2023, and pending final approvals, the Fortis Canada Games Complex will be accepted by Memorial University as a Canada Games legacy gift at substantial completion.

Minor capital projects: Games-related minor capital projects that will be funded through the Canada Games Host Society have been approved by the Host Society with a contribution of approximately \$480,000. Sample projects include beautification around Burton's Pond apartments, improvements to the Physical Education gym, and accessibility upgrades to the exterior of R. Gushue Hall. Memorial's Facilities Management is presently advancing these projects given the timelines required to complete projects before the Canada Games in August 2025, while other potential projects are still being reviewed.

Aquarena renovation

An update on the Aquarena renovation was provided in the separate capital projects update report from the Department of Facilities Management.

Additional information regarding the update on the 2025 Canada Games at Memorial University was provided in the background documentation.

This item was received for information and did not require a resolution of the Board.

At this point, Mr. Wright left the meeting.

C. Update on Cybersecurity Incident at Grenfell Campus

The Board received and reviewed background information pertaining to an update on the cybersecurity incident at Grenfell Campus.

Board members were advised that on the morning of December 29, 2023, Memorial became aware of a cybersecurity issue with information technology (IT) services at Grenfell Campus. Immediately, the Director of IT at Grenfell Campus engaged with the Office of the Chief Information Officer (OCIO) and steps were taken to isolate the University's networks. The President and Vice-Chancellor *pro tempore* was also notified of the issue. By midday, insurance companies, a breach coach and forensic investigators were all contacted and engaged. An Emergency Operations Centre (EOC) was established and held the first of two meetings on that day. The Chair of the Board of Regents was notified, via email, that there was an IT issue. The Vice-Presidents and President met twice that day as the Executive Policy Group (EPG) of the EOC. In addition to responding to the IT issue, emergency response activities were activated to mitigate impact on academic, research and administration activities.

Update on Cybersecurity Incident at Grenfell Campus (cont'd)

As a precaution, the IT network at the Marine Institute was taken offline by Memorial on December 29, 2023. At that time, Grenfell and MI were on separate networks, however there had been trusts established between those two networks and given that there was no information about when or how the IT issue had started, this action was taken as a precaution. (The MI network was back up and running on January 2, 2024, and there was no impact on classes.)

Over the subsequent few days, an external communications firm was engaged. A report was filed with the National Cybercrime Coordination Centre (NC3) and the Royal Newfoundland Constabulary, Canadian Shared Security Operations Centre (CanSSOC), provincial government and the provincial Chief Information Officer were advised. The Office of the Privacy Commissioner was proactively notified.

Board of Regents updates and key messages were regularly provided between December 30, 2023, and January 29, 2024.

The University community was advised on December 29, 2023, of an IT issue and on December 31, 2023, advised that it was a cyberattack. A web page was established with FAQs and updated on a daily basis. On January 17, 2024, Memorial issued a statement indicating that the incident was a ransomware attack.

Grenfell Campus employees returned to work on January 3, 2024, with classes at Grenfell delayed from January 4 to January 8, 2024. A town hall was held on the morning of January 3, 2024, for all Grenfell Campus employees, followed immediately by meetings for each school, department, and sub-group/team as appropriate. Daily townhalls were held over the following weeks. Daily morning briefings and coordination meetings began for the Grenfell Campus Leadership Group (VP, AVP, Deans, Directors, Managers) and throughout the following weeks. Substantial business continuity activities occurred at Grenfell and are still occurring, likely to the end of the semester. The EOC established various business continuity groups at Grenfell, including an academic continuity group.

Various continuity measures were put into place and continue to evolve. A temporary wireless service was immediately established and Grenfell employees transitioned to their mun.ca email accounts. Consequently, the online people/departments directory has been updated to reflect mun.ca email addresses, email forwarding from grenfell.mun.ca email addresses has been established, and Grenfell employee OneDrive data has been migrated to Memorial's OneDrive. Almost all computer labs are now up and running for students and instructors.

Data from Grenfell email accounts (past messages and attachments) has been migrated to the applicable mun.ca email account and is now available to faculty and staff. Work continues to restore P-drive access to employees, with a process in place to expedite time-sensitive, critical information from that drive.

Update on Cybersecurity Incident at Grenfell Campus (cont'd)

OCIO, Technical Services, as well as independent IT providers arrived onsite to help support recovery efforts. IT providers across Canada supported Memorial in gaining timely access to hardware and additional resources to assist with the significant rebuild efforts.

St. John's and Signal Hill campuses' residence wireless service was extended to all Grenfell residence locations, including the Bonne Bay Aquarium and Research Station. Memorial's wired network, MUNnet, has been extended to most areas of Grenfell, as has Memorial's wireless network, @Memorial. To not disrupt any more activities this semester, the remaining work for wireless and wired networks will occur at the end of the semester.

Throughout this event, the Vice-President (Grenfell Campus) held daily meetings with faculty, staff and students. Two town halls, one with the President and Vice-President (Administration, Finance, and Advancement) and one with the breach coaches were also held. EPG, EOC, and business continuity teams met at least daily until January 15, 2024. At that point, meetings were reduced to three times per week.

On January 26, 2024, the EOC stood down. The EPG has reduced membership and now meets weekly to oversee the continued recovery. A recovery team structure has been established to prioritize remaining recovery efforts.

The forensic team has worked to assess the cause, impact and extent of the incident and an investigation debriefing with IT leaders occurred on February 2, 2024. A written report will be provided in early March. Arising from their investigation, on February 12, 2024, Memorial determined that certain files involved in the incident contained personal information of a limited number of past and present students and staff of the Grenfell Campus. At that point, the University engaged in a comprehensive review of those files to identify who and what data types were involved. At the conclusion of this review, Memorial will be notifying (the week of February 26, 2024) all impacted individuals of the incident. They will be given information on the incident; an avenue to contact Memorial's Privacy Office if they have questions or concerns; information about protecting personal information and an apology for the inconvenience caused by the breach. Additionally, complimentary 24-month credit monitoring services will be offered to the individuals (fewer than five) whose banking information may have been impacted.

There was moderate media coverage about this incident and the Vice-President (Grenfell Campus) and the President served as spokespeople.

Update on Cybersecurity Incident at Grenfell Campus (cont'd)

There have been concerns expressed by some Grenfell Campus employees that they will lose their identity by not having their Grenfell email addresses. In addition, there has been concern expressed by Grenfell ITS staff and others about potential job losses due to the Memorial network being used at Grenfell, rather than the Grenfell network. A Human Resources team from Grenfell and St. John's campuses began meeting in mid-February with IT leaders to develop a resource/change management plan to address employee concerns.

This item was received for information and did not require a resolution of the Board.

7089. EXECUTIVE AND GOVERNANCE COMMITTEE

- A. Approval of the awarding of the title Professor Emeritus arising from the Senate meeting of December 12, 2023

The Board received background information pertaining to the Senate matters with implications for the Board of Regents arising from the Senate meeting of December 12, 2023.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the awarding of the title of Professor Emeritus to the following retired member of the faculty and as outlined in the background documentation:

Dr. Ian Warkentin, School of Science and the Environment, Grenfell Campus

- B. Update on Delegations of Authority Register

The Board received and reviewed background information pertaining to the Delegation of Authority Register and Procedures.

Board members were advised that at a meeting held December 7, 2023, the Board of Regents approved a Delegation of Authority Policy to formalize the structure of delegations of authority within the University and to populate a register of existing authorities. The Policy Office and the Office of the Vice- President (Administration, Finance and Advancement) have worked to capture the authorities of the senior leadership of the University in a Delegation of Authority Register, outlining the authorities delegated by and to the Board of Regents, the President, the Vice-Presidents, and the President's Executive Council (PEC).

Update on Delegations of Authority Register (cont'd)

The project has been conducted in two phases: the open-source research phase of the project was completed on December 15, 2023, in which all publicly available official University policy documents were reviewed, including policies, procedures, terms of reference, guidelines, frameworks, collective agreements, and 33 relevant laws (ie legislation) and their regulations were received, including the *Memorial University Act*. The confirmation and verification phase of the project included meetings with senior executive to verify the collected data, as well as the Executive Director of the University Governance Secretariat, General Counsel and the Secretary to the Board of Regents. The confirmed delegations were provided in the background documentation as Appendix A. The Register will be continually updated as authorities change and policies are updated. Work will continue on the Register to other levels of authority.

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the Delegations of Authority Register and Procedures as outlined in the background documentation. In addition, the Register will continue to be updated on an ongoing basis to include less-senior levels of authority.

C. University Governance Secretariat

The Board received and reviewed background information pertaining to the Office of the University Governance Secretariat. Board members were reminded that at a meeting held on October 18, 2023, the implementation and operationalization of a University Governance Secretariat had been paused. The history of the Secretariat dates back to October 2022, when the Board approved the creation of a University Governance Secretariat, which saw the merger of the Office of the Secretary of Senate with the Office of the Board of Regents. It was led by the Executive Director in the Office of the Board of Regents, who then assumed the title of Executive Director, University Governance Secretariat. It was noted that prior to October 2022, the University Registrar served also as Secretary to Senate and oversaw the operations of the Senate Office and the Executive Director of the Board of Regents oversaw the operations of the Board office.

In August 2023, the University Registrar, was also appointed as Secretary to Senate on an interim basis. The supporting staff positions for Senate were also reassigned from the Board of Regents Office. As noted in the background documentation, the rededication of resources directly to the function of Senate has been successful; therefore, cancelling the merger of the Office of Senate and the Board of Regents is recommended. Members were also advised that it is not the intention to revert to the structure which was in place prior to September 2022 wherein the Senate Office was embedded in the Registrar's Office. Going forward, the Office of the Senate will report directly to the President who is also Chair of Senate.

University Governance Secretariat (cont'd)

After a discussion, the following resolution was passed:

RESOLVED:

That the Board of Regents approve the cancellation of the implementation of a University Governance Secretariat and as outlined in the background documentation.

D. Update on the Search for the Executive Director, Board of Regents

The Chair provided a verbal update with respect to the search for the Executive Director, Board of Regents. In doing so, he indicated that the position was advertised internally and it is anticipated that interviews will be conducted in March 2024.

E. Update on the Presidential Search

At this point, Dr. Bose, Ms. Andersen, Dr. Allen, Dr. Brett, Ms. Browne, and Dr. Sutherland declared a conflict with this item and recused themselves from this portion of the meeting.

Mr. Barnes provided a verbal update with respect to the Presidential Search. Members were reminded that at a meeting held on February 28, 2024, the Board approved the membership of the Presidential Search Committee. The selected individuals have been notified and work is underway to schedule the first meeting of the PSC.

ADJOURNMENT

The regular meeting adjourned at 2:32 p.m.

CHAIR

SECRETARY

DATE