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## BOARD OF GOVERNORS MEETING – CLOSED

4:00 pm. – 5:00 p.m. Wednesday, March 13, 2024  
SMED Boardroom, 3<sup>rd</sup> Floor, Heritage Hall

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### MINUTES

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#### **Committee Members:**

Erickson, David, Chair  
Ross, David  
Annesley, Janet (*Regrets*)  
Bailey, Cameron (*Virtual*)  
Barry, Stephen  
Billington, Susan (*Regrets*)  
Fleming, Tonya  
Kad, Sanjeev  
MacDonald, Ryan  
Murphy, Lara  
Ramos, Aaron  
Trache, Andy  
VanApeldoorn, Candace  
Ravdeep, Sekhon  
Lauder, Robert  
Ali, Mansoor

#### **Resource:**

Bourassa, Emily, CFO & VP, Corporate Services  
Butler, Mark, VP Corp Development & Applied Research and  
International  
Magotiaux, Heather, VP, External Relations  
Welch, Janet, VP, Academic  
White, Gail, EA, VP External Relations  
Everett, Karlee, Executive Office Coordinator

#### **Guests:**

None

### PRELIMINARIES

#### **1. CALL TO ORDER**

The Chair called the meeting to order 4:00 p.m.

The Chair welcomed new members Robert Lauder and Ravdeep Sekhon, to the Board of Governors.

#### **2. REVIEW AGENDA**

The agenda was received as presented.

#### **3. DECLARATION OF CONFLICT OF INTEREST**

No Conflicts of Interest were declared.



#### 4. CONSENT AGENDA

##### MOTION:

THAT the Board of Governors has undertaken a full review of the items and motions on the Consent Agenda and approve as presented.

- (a) Board of Governor Minutes November 22, 2023 (**Closed**)

**Moved: A. Ramos**  
**Seconded: C. VanApeldoorn**  
**CARRIED BGC240313-01**

#### BUSINESS ARISING FROM THE PAST MINUTES

##### REPORTS

#### 5. AUDIT COMMITTEE REPORT

The Chair of the Audit Committee, Ryan MacDonald provided a brief summary of the Audit Committee meeting on March 12, 2024.

The Committee received an update on quarterly financial statements and the capital and operating budgets for 2024/2025. A high-level update was provided by both external and internal auditors. It was noted that Michael Barr is leaving SAIT with Wayne Weinheimer stepping in as Interim CIO.

#### 6. INVESTMENT COMMITTEE REPORT

The Acting Chair of the Investment Committee, provided a brief summary of the Investment Committee meeting on March 12, 2024.

The Committee received an update on Investment Managers, Guardian Partners. Following this, Guardian provided a comprehensive summary of SAIT's investment performance. It was duly noted that the recommendations put forward by Guardian were accepted by the Investment Committee.

Additionally, a review of the endowment expendable rate was conducted, resulting in the approval of a 5% spending rate for the endowment fund.

Furthermore, the Committee engaged in a review of the Committee Terms of Reference, which will be further discussed during the open Board meeting session.

#### 7. GOVERNANCE COMMITTEE REPORT

The Chair of the Governance Committee, provided a brief summary of the Governance Committee meeting held on March 12, 2024.

The Committee reviewed the Terms of References for the Board's Committees. It was suggested that the Board review the documents as they outline the responsibilities well for each Committee.

In reviewing the Auditor General report, it was suggested that we ensure there is an orientation program in place for new Board members. It was reported that there is a process currently in place to onboard new Board members with the executive team.

The Board survey will be provided upon completion. The Board was strongly encouraged to complete the survey, which will be discussed at the May meeting.

The Chair of the Governance Committee asked for a hard copy of the Board meeting schedule to be distributed.

**Action:** Board survey to be included in the May agenda package.

**Action:** The Executive Office Coordinator to connect with Board members to schedule department visits.

## 8. EXECUTIVE COMMITTEE REPORT

The Chair of the Executive Committee, provided a brief summary of the Executive Committee meeting held on March 13, 2024.

The Committee undertook a review of its Terms of Reference. The changes include the dissolution of the Pension Committee and the designation of the Joint Board Executive Committee: Major Capital as a Board committee. Oversight of major capital projects will transfer to the Joint Board Executive Committee and the oversight of the appointment of the Chair of the Pension Committee has been struck.

The following Committee membership appointments were approved:

- Ravdeep Sekhon has been appointed to the Audit Committee
- Robert Lauder has been appointed to the Joint Board Executive Committee.

The President and CEO delivered an update on succession planning concerning the senior leadership team's transitions upon departure or retirement. Further efforts will take place to finalize a comprehensive succession plan, alongside required training, aimed at ensuring the success of individuals within the organization.

## 9. JOINT BOARD EXECUTIVE COMMITTEE REPORT

The Chair of the Joint Board Executive Committee, provided a brief summary of the Joint Board Executive Committee meeting that took place on February 28, 2024.

The status report indicates that the Campus Centre project has resumed its projected timeline. While the demolition phase experienced a slight delay, it has now been successfully completed.

It was highlighted that the necessary permits were obtained in February, with the Early Works phase to be signed in due course.

The initial groundbreaking ceremony will take place in early April, 2024.

**REPORTS**

10. Board Chair Closed Session Report – None.
11. President and CEO Closed Session CEO Report – None.
12. Saitsa President Closed Session Report – None.

**NEW BUSINESS**

**13. HONORARY DEGREE NOMINATION**

The Chair of the Governance Committee, provided a summary of the nomination review process, along with putting forward a motion recommending four (4) candidates.

**MOTION:**

THAT the Board of Governors accept the recommendation of the Governance Committee and approve the following 2024 Honorary Degree Recipients, upon confirmation of availability to attend the convocation ceremonies of June 11 – 13, 2024 and fall convocation to be determined.

The Chair of the Governance Committed provided a brief overview of the nominees.

- Wade Eno
- Dustin Westling
- Evelyne Nyairo
- Ian McGregor

**Moved: T. Fleming**  
**Seconded: S. Kad**  
**CARRIED BGC240313-02**

**14. NAMING OPPORTUNITY APPROVALS**

The Chair of the Governance Committee provided a summary of the naming opportunities presented.

**MOTION:**

THAT the Board of Governors accept the recommendation of the Governance Committee and approve the naming space: CA200 – SS2 on the second floor of the Aldred Centre, to be named for IPEIA – International Pressure Equipment Integrity Association for a period of ten years in accordance with established policy and procedure.

**Moved: T. Fleming**  
**Seconded: A. Ramos**  
**CARRIED BGC240313-03**



**MOTION:**

THAT the Board of Governors accept the recommendation of the Governance Committee and approve the naming space: KA012, on the basement floor of Johnson-Cobbe Energy Centre, to be named for Primary Engineering for a period of ten years in accordance with established policy and procedures.

**Moved: T. Fleming**  
**Seconded: S. Kad**  
**CARRIED BGC240313-04**

**15. IN CAMERA OCCURRED AFTER THE OPEN SESSION**

**16. MOVE TO OPEN SESSION**

The Chair, Board of Governors requested a motion to move into Open Session. At 5:05 p.m. the Board went to Open Session.

**MOTION:**

THAT the Board of Governors move into Open Session.

**Moved: A. Ramos**  
**Seconded: L. Murphy**  
**CARRIED BGC240313-05**

**FUTURE AGENDA ITEMS**

**NEXT MEETING**

The next meeting of the Board of Governors is scheduled for Wednesday, May 29, 2024, SMED Boardroom, Heritage Hall

**ADJOURNMENT**

The meeting was adjourned at 5:05 p.m.

Chair: \_\_\_\_\_ President and CEO: \_\_\_\_\_