



**BOARD OF GOVERNORS**

**Minutes of the Special Meeting of Friday, December 9, 2022**

**9:00 a.m., Via Zoom**

<b>Present</b>	<b>Absent</b>
<p><b><u>Voting Members Present</u></b>  Bangs, Jeff <b>Chair</b>  Brouillette, Robert  Cameron, Vernon  Duval, Don  Eger, Tammy, President &amp; Vice-Chancellor  Harquail, David  Kurkimaki, Laura  Recollet, Angela  Sbaa, Nawfal(AEF)</p> <p><b><u>Non-Voting Members Present</u></b>  Bassett, Shannon, Senate  Colin, Fabrice, LUFA  Durand, Louis, LUFA  Fenske, Tom, LUSU  Johnson, Mark, Interim University Secretary  Morin, Avery (SGA)  Scott, Daniel, Senate  Teller, Meredith, LUAPSA</p> <p><b><u>Also in attendance (Resources):</u></b>  Caron, Joseph, Interpreter  Hamilton, Sharon, Monitor, Ernst &amp; Young  Hodgson, Ann, Acting Associate University Secretary  Jubb, Dawne, Interim General Counsel  Lavallee, Normand, Associate Vice-President, Financial Services  Larivière Céline, Interim Provost &amp; Vice-President Academic  Michaud, Marie-Lynne, Director, Marketing  Miller, D.J., Counsel, Thornton Grout Finnigan  Piché, Michel, Interim Vice-President, Finance and Administration  Rocca, Gina, Acting Executive Assistant  Wilkinson, John, Counsel, Weir &amp; Foulds LLP</p>	<p><b><u>Voting Members Absent</u></b>  Barry, Aaron  Guay, André  McCue, Meghan (GSA)</p> <p><b><u>Non-Voting Members Absent</u></b></p>

**OPEN SESSION**

The Chair of the Board of Governors (the “Board”), Mr. Jeff Bangs, called the meeting to order at 9:03 a.m. and confirmed quorum. Mr. Bangs then invited Robert Brouillette to open the meeting by acknowledging the Robinson-Huron Treaty of 1850 and further recognized that Laurentian University is in the traditional lands of the Atikameksheng Anishnawbek.

**ACTION ITEMS**

**1. Adoption of the Agenda**

RESOLUTION: Moved by Vernon Cameron and seconded by Don Duval.

That the Agenda be approved as presented.

Carried Unanimously

## **2. Declaration of Conflicts of Interest**

The Chair invited members to declare any conflicts of interest relevant to the agenda and reminded Governors that at any time during the meeting proceedings they are respectfully encouraged to consider and raise any potential conflict which may arise during discussions.

It was noted for the record by the Interim University Secretary that Mr. Harquail has previously disclosed a potential conflict he may have from time to time regarding discussions concerning the treatment of the University's endowment fund and/or deferred donor contributions.

## **3. Approval of Proposed Amendments to the General Bylaws of the Board of Governors of Laurentian University**

The Chair invited Don Duval, Chair of the Executive Committee and the Vice-Chair of the Executive Committee, Robert Brouillette to present this item.

Mr. Duval provided further context that the amendments have been reviewed and confirmed as appropriate by University and board counsel, Weir & Foulds LLP, and were presented at the December 2, 2022 Board meeting to serve as a notice of the proposed amendments. Mr. Duval also highlighted the proposed amended sections 2iv, 2v and section 2iii.a of the Bylaws as distributed in the materials.

A discussion ensued when Fabrice Colin asked if the current Bylaws would be valid or pose any potential issues regarding the number of external members it can have if the Province allows the University to add three additional Board members who would be staff and faculty members. The Vice-Chair, Mr. Brouillette and the Chair, Mr. Bangs advised presently this is only a recommendation to the Province, and the Province is the one to decide if this recommendation will happen or not. If the Province grants the request further review of the Bylaws and/or Terms of References will be required.

RESOLUTION: Moved by Robert Brouillette and seconded by Vernon Cameron.

BE IT RESOLVED,

THAT th

## **CLOSED SESSION**

The Chair of the Board of Governors (“the Board”), Mr. Jeff Bangs, called the regular meeting of the Board of Governors session to order at 9:22 a.m. and confirmed quorum. Mr. Bangs then invited Robert Brouillette to open the meeting by acknowledging the Robinson-Huron Treaty of 1850 and further recognize that Laurentian University is on the traditional lands of the Atikameksheng Anishnawbek.

### **ACTION ITEMS**

#### **1. Adoption of Agenda**

MOTION: Moved by Robert Brouillette and seconded by Don Duval.

That the agenda be approved as presented.

Carried unanimously.

#### **2. Declaration of Conflicts of Interest**

The Chair invited members to declare any conflicts of interest relevant to the agenda and reminded Governors that at any time during the meeting proceedings they are respectfully encouraged to consider and raise any potential conflict which may arise during discussions.

It was noted for the record by the Acting University Secretary that Mr. Harquail has previously disclosed a potential conflict he may have from time to time regarding discussions concerning the treatment of the University’s endowment fund and/or deferred donor contributions.

#### **3. Post-Emergence CCAA Issues**

The Chair Mr. Jeff Bangs invited the Interim President and Vice-Chancellor, Dr. Tammy Eger, to provide an overview of this item. University Counsel, D.J. Miller, along with Interim General Counsel, Dawne Jubb, legal counsel John Wilkinson and the Monitor, Sharon Hamilton provided updates on various CCAA-related items.

#### **4. Property Development and Planning Committee:**

##### **Recommendation for Approval**

##### **4.1 Term Sheet with Infrastructure Ontario**

##### **Infrastructure Ontario Proposed Draft Term Sheet**

The Chair, Mr. Jeff Bangs, invited David Harquail, Chair of the Property Development and Planning Committee, to provide an update on this item. Mr. Harquail noted Infrastructure Ontario has provided a framework of a term sheet, however it is not comprehensive as the key terms are still outstanding.

Mr. Harquail then invited Vice-

THAT the Board of Governors accept the recommendation of the Property Development and Planning Committee as set out in the Memorandum dated December 6, 2022 (Item 4.1b) regarding the draft framework for negotiation (Item 4.1c), as presented at its meeting of December 9, 2022.

Carried Unanimously

**5. Nominating Committee:**



**Appointment of Tammy Manitowabi as nominated by the Board Nominating Committee**

The Chair, Mr. Jeff Bangs invited the Chair of the Nominating Committee, Mr. Robert Brouillette to provide further information on this item. Mr. Brouillette provided further context in the process the Nominating Committee took regarding the recruitment of Ms. Tammy Manitowabi to serve as a new member of the Board of Governors. He also highlighted some of her qualifications, experience and skill set

RESOLUTION: Moved by Tammy Eger and seconded by David Harquail

WHEREAS in accordance with article 2. i. of General Bylaws ("Bylaws"), ten (10) members of the Board shall be named by the Nominating Committee of Laurentian University;

WHEREAS in accordance with article 2. iii. a) of the Bylaws "all members except the person