

AGM - Board of Governors

Algoma University - Board of Governors
CC 201 - SSM Campus / Virtual
Jun 22, 2023 4:30 PM - 5:12 PM EDT

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1. CALL TO ORDER.....4
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External Governor, Jake Pastore, will provide a personalized land acknowledgement.

1.2. Declarations of Conflicts of Interest

2. AGENDA FOR THE ANNUAL GENERAL MEETING.....6
MOTION : To approve the agenda.

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3. APPROVAL OF PREVIOUS MINUTES.....9
MOTION : To approve the minutes of the June 23, 2022 Annual General Meeting.

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4. ANNUAL CHAIR'S REPORT

5. ANNUAL PRESIDENT'S REPORT
This will be presented live during the meeting and posted afterwards.

6. ITEMS FOR DECISION

6.1. External Auditors for Algoma University
MOTION: To appoint KMPG as Algoma University's External Auditor until the next Annual General Meeting.

6.2. Election of External Member Renewals
All of the following elections are recommended by the Nominating and Governance Committee.

6.2.1. Mike Moraca
MOTION : To elect Mike Moraca as an External Member for an additional one-year term starting July 1, 2023 and ending June 30, 2024 subject to approval by the Ministry of Colleges and Universities.

6.2.2. Sonja Kosuta
MOTION : To elect Sonja Kosuta as an External Member for a second three-year term starting July 1, 2023 and ending June 30, 2026.

6.3. Election of External Members - N/A
There are no external member nominations at this time.

6.4. Election of Internal Members

All of the following elections are recommended by the Nominating and Governance Committee.

6.4.1. Non-Teaching Employees Member

MOTION : To elect Rose Linklater as the Non-Teaching Employees Member for a one-year term starting July 1, 2023 and ending June 30, 2024.

6.4.2. Student Member

To be tabled for a future Member's Meeting.

6.5. Appointment of Officers: Chair, Vice-Chair, & Secretary

All of the following appointments are recommended by the Nominating and Governance Committee.

6.5.1. Chair

MOTION: To appoint Mike Moraca as Chair.

6.5.2. Vice-Chair

MOTION: To appoint Elaine Pitcher as Vice-Chair.

6.5.3. Secretary

MOTION: To appoint Paul Quesnele as Secretary.

6.6. Appointment of Signing Officers of the Corporation

All of the following appointments are recommended by the Nominating and Governance Committee. MOTION: To appoint the following Officers of the Corporation with signing authority in accordance with corporate financial policies: Mike Moraca, Chair Elaine Pitcher, Vice-Chair Asima Vezina, President and Vice-Chancellor Shannon Brooks, Vice-President Finance and Operations Paul Quesnele, University Secretary

6.7. Election of Committee Chairs

All of the following elections are recommended by the Nominating and Governance Committee.

6.7.1. Risk & Finance Committee

MOTION: To elect Shannon Taylor as Chair of the Finance Committee (Risk and Finance Committee) from July 1, 2023 - June 30, 2024.

6.7.2. Nominating and Governance Committee

MOTION: To elect Elaine Pitcher as Chair of the Nominating and Governance Committee from July 1, 2023 - June 30, 2024.

6.7.3. Audit Committee

MOTION: To elect Rob Battisti as Chair of an Audit Committee from July 1, 2023 - June 30, 2024.

6.8. Election of Committee Members.....17

MOTION : To recommend that the Board of Governors appoint members to Committees from July 1, 2023 - June 30, 2024 as per the membership roster recommended by the Nominating and Governance Committee, and that the Chair of the Board be authorized to appoint members to committees as necessary from time to time.

Committee Roster - 2023-24 Cycle.undefiend.....17

6.9. Election of Members to Other University Bodies

6.9.1. Board Member on the Senate

This position will be appointed by the Chair of the Board prior to September 1, 2023.

6.10. Ratification

MOTION: That the Board of Governors approve the ratification of all deeds, contracts, bylaws, proceedings, appointments, elections and payments enacted by the Governors since the last annual meeting of 23 of June 2022.

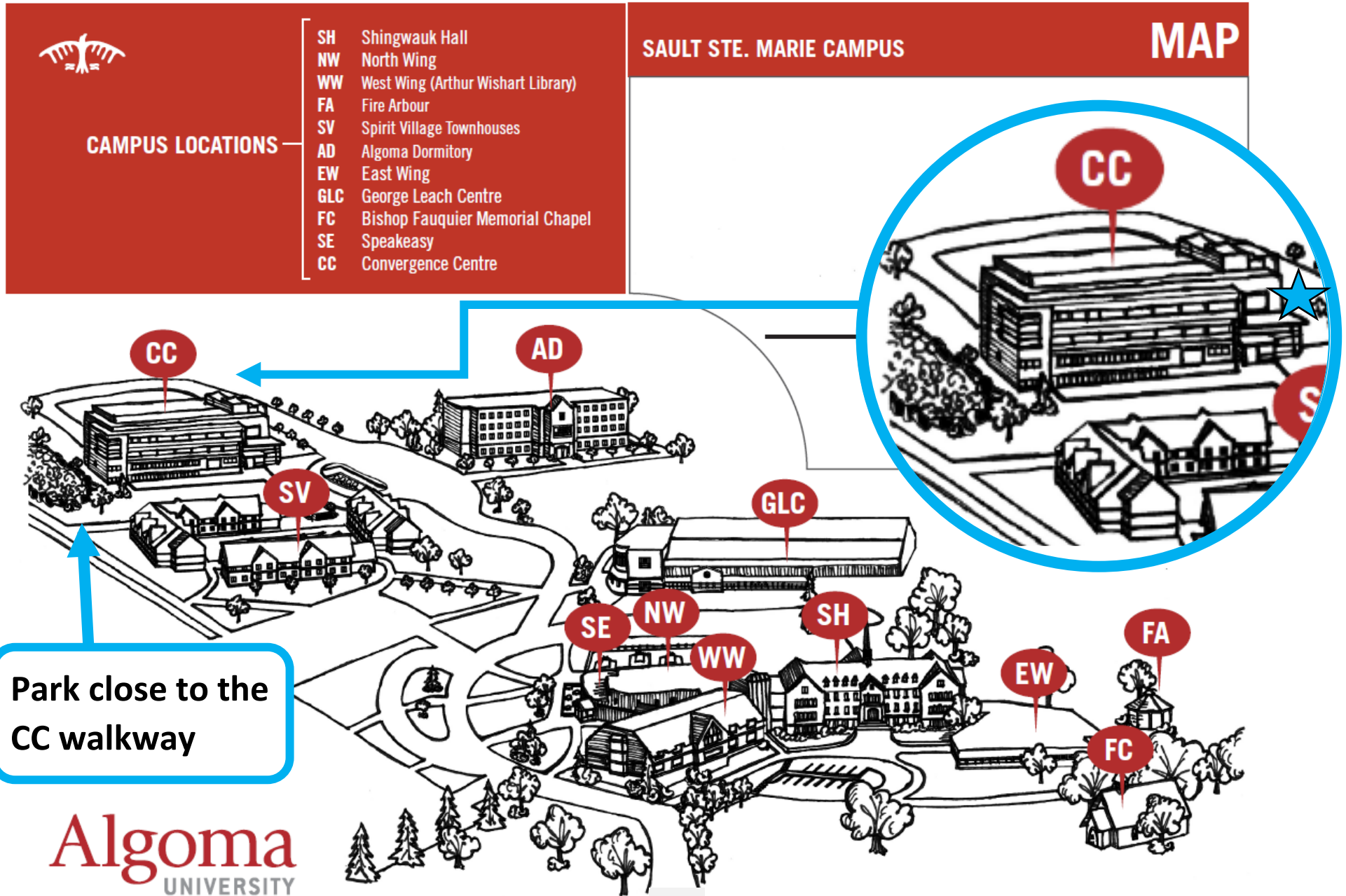
7. TERMINATION

MOTION : That Annual General Meeting of the Board of Governors meeting be terminated.

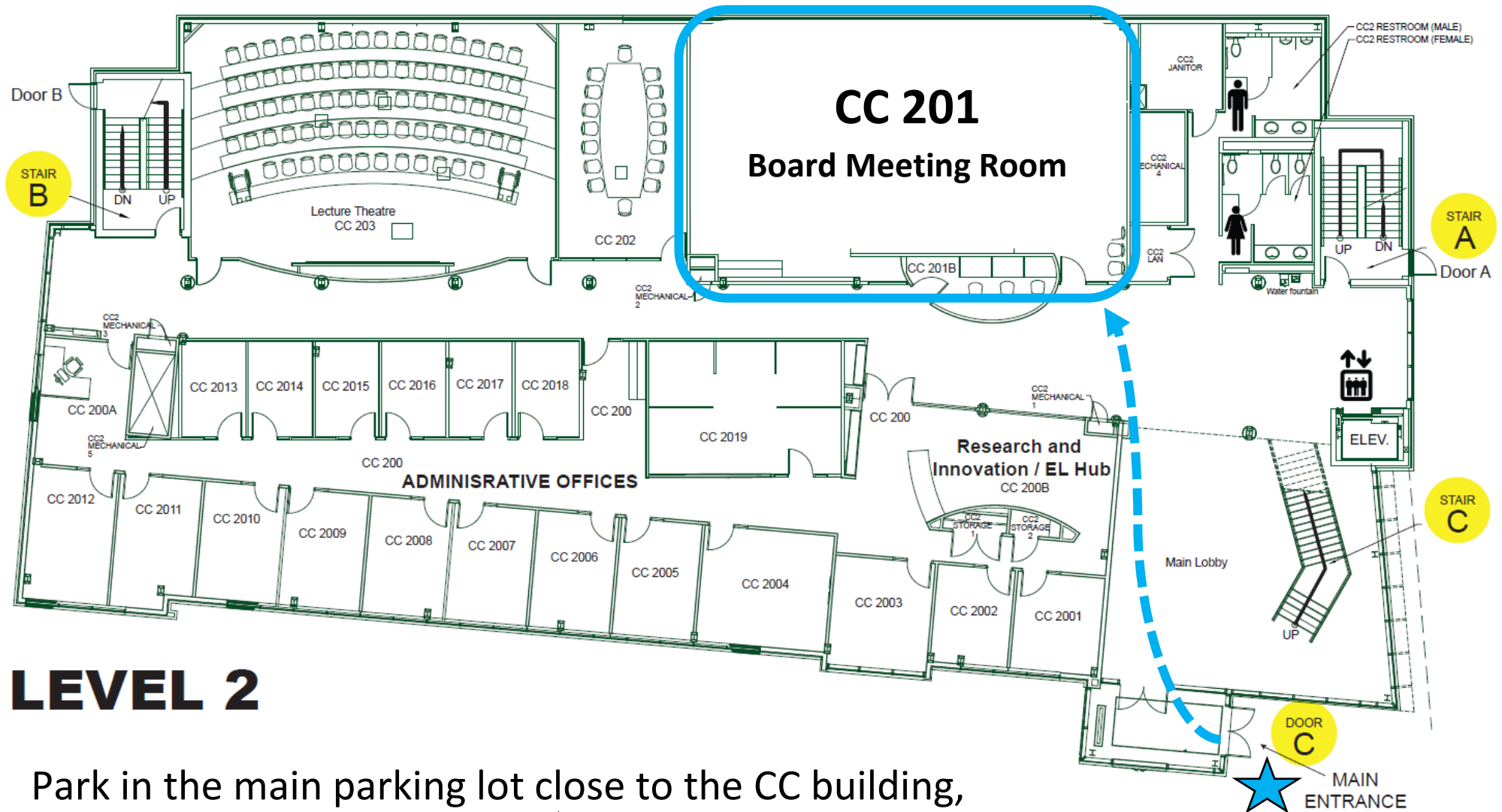
8. BREAK BETWEEN AGM AND OPEN SESSION

NOTE: There will be a break for dinner between the ending of the AGM and the Open Session (which will start at 5:30pm).

Campus Map for Board of Governors Meetings - 2022-23 Cycle



Convergence Centre (CC) Building



LEVEL 2

Park in the main parking lot close to the CC building, then follow the walkway to ★ Door C (Main Entrance).

Board Meetings will take place in room CC 201.



AGM - Board of Governors

Algoma University - Board of Governors
Jun 22, 2023 at 4:30 PM - 5:12 PM EDT
CC 201 - SSM Campus / Virtual

Agenda

1. CALL TO ORDER **4:30 PM**

Presenter: Mike Moraca

1.1. Acknowledgement of Traditional Territories

External Governor, Jake Pastore, will provide a personalized land acknowledgement.

1.2. Declarations of Conflicts of Interest

2. AGENDA FOR THE ANNUAL GENERAL MEETING **4:31 PM**

MOTION: To approve the agenda.

3. APPROVAL OF PREVIOUS MINUTES **4:32 PM**

MOTION: To approve the minutes of the June 23, 2022 Annual General Meeting.

4. ANNUAL CHAIR'S REPORT **4:33 PM**

5. ANNUAL PRESIDENT'S REPORT **4:38 PM**

This will be presented live during the meeting and posted afterwards.

6. ITEMS FOR DECISION

6.1. External Auditors for Algoma University

Presenter: Mike Moraca

MOTION: To appoint KMPG as Algoma University's External Auditor until the next Annual General Meeting.

6.2. Election of External Member Renewals **4:53 PM**

Presenter: Elaine Pitcher

All of the following elections are recommended by the Nominating and Governance Committee.

6.2.1. Mike Moraca

MOTION: To elect Mike Moraca as an External Member for an additional one-year term starting July 1, 2023 and ending June 30, 2024 subject to approval by the Ministry of Colleges and Universities.

6.2.2. Sonja Kosuta

MOTION: To elect Sonja Kosuta as an External Member for a second three-year term starting July 1, 2023 and ending June 30, 2026.

6.3. Election of External Members - N/A

There are no external member nominations at this time.

6.4. Election of Internal Members

4:55 PM

Presenter: Mike Moraca

All of the following elections are recommended by the Nominating and Governance Committee.

6.4.1. Non-Teaching Employees Member

MOTION: To elect Rose Linklater as the Non-Teaching Employees Member for a one-year term starting July 1, 2023 and ending June 30, 2024.

6.4.2. Student Member

To be tabled for a future Member's Meeting.

6.5. Appointment of Officers: Chair, Vice-Chair, & Secretary

4:57 PM

Presenter: Mike Moraca

All of the following appointments are recommended by the Nominating and Governance Committee.

6.5.1. Chair

MOTION: To appoint Mike Moraca as Chair.

6.5.2. Vice-Chair

MOTION: To appoint Elaine Pitcher as Vice-Chair.

6.5.3. Secretary

MOTION: To appoint Paul Quesnele as Secretary.

6.6. Appointment of Signing Officers of the Corporation

4:59 PM

Presenter: Mike Moraca

All of the following appointments are recommended by the Nominating and Governance Committee.

MOTION: To appoint the following Officers of the Corporation with signing authority in accordance with corporate financial policies:

- Mike Moraca, Chair
- Elaine Pitcher, Vice-Chair
- Asima Vezina, President and Vice-Chancellor
- Shannon Brooks, Vice-President Finance and Operations
- Paul Quesnele, University Secretary

6.7. Election of Committee Chairs

5:01 PM

Presenter: Mike Moraca

All of the following elections are recommended by the Nominating and Governance Committee.

6.7.1. Risk & Finance Committee

MOTION: To elect Shannon Taylor as Chair of the Finance Committee (Risk and Finance Committee) from July 1, 2023 - June 30, 2024.

6.7.2. Nominating and Governance Committee

MOTION: To elect Elaine Pitcher as Chair of the Nominating and Governance Committee from July 1, 2023 - June 30, 2024.

6.7.3. Audit Committee

MOTION: To elect Rob Battisti as Chair of an Audit Committee from July 1, 2023 - June 30, 2024.

6.8. Election of Committee Members

5:03 PM

Presenters: Elaine Pitcher, Mike Moraca

MOTION: To recommend that the Board of Governors appoint members to Committees from July 1, 2023 - June 30, 2024 as per the membership roster recommended by the Nominating and Governance Committee, and that the Chair of the Board be authorized to appoint members to committees as necessary from time to time.

6.9. Election of Members to Other University Bodies

5:08 PM

Presenter: Mike Moraca

6.9.1. Board Member on the Senate

This position will be appointed by the Chair of the Board prior to September 1, 2023.

6.10. Ratification

5:10 PM

Presenter: Mike Moraca

MOTION: That the Board of Governors approve the ratification of all deeds, contracts, bylaws, proceedings, appointments, elections and payments enacted by the Governors since the last annual meeting of 23 of June 2022.

7. TERMINATION

5:11 PM

Presenter: Mike Moraca

MOTION: That Annual General Meeting of the Board of Governors meeting be terminated.

8. BREAK BETWEEN AGM AND OPEN SESSION

5:12 PM

NOTE: There will be a break for dinner between the ending of the AGM and the Open Session (which will start at 5:30pm). Guests will be asked to vacate the boardroom during this time, but will be welcome to rejoin for the Open Session (anticipated to start at 5:30pm).



AGM - Board of Governors Minutes

Algoma University - Board of Governors
Jun 23, 2022 at 5:45 PM EDT
@ Virtual

Attendance

Present:

Members: Irene Barbeau (remote), Cecilia Bruno (remote), Paul Dupuis (remote), Rebekah Gwynn (remote), Cheyanne Herder (remote), Sonja Kosuta (remote), Rose Linklater (remote), Mike Moraca (remote), Jake Pastore (remote), Elaine Pitcher (remote), Mark Pitcher (remote), Paul Quesnele (remote), Shelley Schell (remote), Hugh Stevenson (remote), Shannon Taylor (remote), Mario Turco (remote), Asima Vezina (remote)

Guests: Shannon Brooks (remote), Craig Fowler (remote), Paul Quesnele (remote), Donna Rogers (remote), Kramer Rousseau (remote), Mary Wabano-McKay (remote)

Absent:

Members: Melanie Borowicz-Sibenik

1. CALL TO ORDER (Presenters: Shelley Schell)

The Annual General Meeting was called to order at 5:53pm.

- 1.1. Acknowledgement of Traditional Territories

We wish to acknowledge that we are on the traditional lands of the Anishinaabek Nation. We also acknowledge that we are on sacred lands set aside for education as envisioned by Chief Shingwauk for our children and for those as yet unborn.

- 1.2. Declarations of Conflicts of Interest

All Governors who were included in specific motions for their election or appointment declared conflicts with such motions, and as such, refrained from participating in the voting for such specific motions.

Members were advised by the Secretary to the Board that there is no conflict of interest for members participating in the motion voting for item 6.8, Election of Committee Members, given that it is a duty of Governors to participate in committees as required.

2. Agenda for the Annual General Meeting

Motion:

To approve the agenda.

Motion moved by Mark Pitcher and motion seconded by Hugh Stevenson. Carried.

3. Approval of Minutes for Previous Annual General Meeting

Motion:

To approve the minutes of the June 24, 2021 Annual General Meeting.

Motion moved by Jake Pastore and motion seconded by Paul Dupuis. Carried.

4. Comments from the Chair of the Board

The Chair delivered an address to the Board highlighting the resilience and commitment of the students in achieving their academic goals over the past year and the tremendous synergies and efficiencies found by the Board and the university despite the pandemic. She went on to reflect on some of the major achievements over the past cycle including significant enrolment growth, the approval of the best budget on record, enhanced capacity in Enterprise Risk Management and strategic planning and readiness, and steps forward with respect to governance best practices and continued commitments to equity, diversity and inclusion efforts. Additionally, she congratulated A. Vezina on a successful first term and unanimous vote for a second term contract renewal as President & Vice-Chancellor. Further, she outlined the excitement of embarking on a new strategic planning process for the next three years to guide the university, and welcoming a number of new Board members with fantastic skills, insight and experience. Finally, she thanked her fellow Governors, Secretary to the Board and Director of Marketing and Communications as she indicated her six-year term was coming to an end.

5. ANNUAL PRESIDENT'S REPORT

A. Vezina reflected on the immense teamwork over the past year that contributed to the successes of Algoma University, sharing a quote from Margaret Mead: "never doubt that a small group of thoughtful, committed people can change the world. Indeed it is the only thing that ever has." A. Vezina then presented the Annual President's Report outlining the achievements related to the six strategic priorities of the university including: campus culture, vibrant programs, research and innovation, anishinaabe indendamowin, institutional excellence, and equity, diversity and inclusion. The Board thanked A. Vezina for the thorough year-end report and expressed their hope for the the next year.

6. ITEMS FOR DECISION

6.1. External Auditors for Algoma University (Presenters: Shelley Schell)

The Chair outlined that as part of the AGM the board normally approves the appointment of the external audit firm. Given it is the last year of the contract with BDO Canada, a Request for Proposal for audit services will be developed in the fall of 2022. Upon completion of the RFP, a motion will return to the Board to appoint the external auditor for the 2022-23 fiscal year. The Audit for the 2022-23 Fiscal year is set to begin in July 2023.

6.2. Election of External Member Renewals (Presenters: Shelley Schell)

6.2.1. Mike Moraca

Motion:

To elect Mike Moraca as an External Member for a final one-year term starting July 1, 2022 and ending June 30, 2023.

Motion moved by Mark Pitcher and motion seconded by Paul Dupuis.
Carried.

6.2.2. Elaine Pitcher

Motion:

To elect Elaine Pitcher as an External Member for a second three-year term starting July 1, 2022 and ending June 30, 2025.

Motion moved by Jake Pastore and motion seconded by Rose Linklater.
Carried.

6.2.3. Hugh Stevenson

Motion:

To elect Hugh Stevenson as an External Member for a second three-year term starting July 1, 2022 and ending June 30, 2025.

Motion moved by Mario Turco and motion seconded by Sonja Kosuta.
Carried.

6.2.4. Shannon Taylor

Motion:

To elect Shannon Taylor as an External Member for a second three-year term starting July 1, 2022 and ending June 30, 2025, recognizing the

member's previously approved leave of absence set to expire no later than September 30, 2022.

Motion moved by Mike Moraca and motion seconded by Mario Turco.
Carried.

6.3. Election of External Representatives (Presenters: Shelley Schell, Elaine Pitcher)

E. Pitcher provided a brief overview of the candidate profiles for all External Representatives are reviewed extensively by the Governance Committee through a robust recruitment and selection process that included comprehensive applications, interviews, and reference checks.

6.3.1. Arjun Batra

Motion:

To elect Arjun Batra as an External Member for a three-year term starting July 1, 2022 and ending June 30, 2025.

Motion moved by Elaine Pitcher and motion seconded by Mike Moraca.
Carried.

6.3.2. Jamie Lim

Motion:

To elect Jamie Lim as an External Member for a three-year term starting July 1, 2022 and ending June 30, 2025 subject to a satisfactory police vulnerable sector check.

Motion moved by Jake Pastore and motion seconded by Mike Moraca.
Carried.

6.3.3. Kelli-Ann Lemieux

Motion:

To elect Kelli-Ann Lemieux as an External Member for a three-year term starting July 1, 2022 and ending June 30, 2025.

Motion moved by Mario Turco and motion seconded by Paul Dupuis.
Carried.

6.3.4. Robert Battisti

Motion:

To elect Robert Battisti as an External Member for a three-year term starting September 1, 2022 and ending June 30, 2025 subject to a satisfactory police vulnerable sector check.

Motion moved by Mario Turco and motion seconded by Jake Pastore. Carried.

6.3.5. Taylor Sayers

Motion:

To elect Taylor Sayers as an External Member for a three-year term starting July 1, 2022 and ending June 30, 2025.

Motion moved by Sonja Kosuta and motion seconded by Mario Turco. Carried.

6.4. Election of Internal Representatives

6.4.1. AUSU Representative

Motion:

To elect Tim van Weerden as the Algoma University Students' Union Representative for a one-year term starting July 1, 2022 and ending June 30, 2023 subject to a satisfactory police vulnerable sector check.

Motion moved by Rebekah Gwynn and motion seconded by Paul Dupuis. Carried.

6.4.2. SASA Representative

Motion:

To elect Nina Trudeau as the Shingwauk Anishinaabe Students' Association Representative for a one-year term starting July 1, 2022 and ending June 30, 2023 subject to a satisfactory police vulnerable sector check.

Motion moved by Cheyanne Herder and motion seconded by Sonja Kosuta. Carried.

6.4.3. Faculty Representative

Motion:

To elect Dr. Dionisio Nyaga as Faculty representative of the Board of Governors for a three-year term from July 1, 2022 - June 30, 2025.

Motion moved by Paul Dupuis and motion seconded by Asima Vezina.
Carried.

6.5. Appointment of Officers: Chair, Vice-Chair, & Secretary (Presenters: Shelley Schell)

6.5.1. Chair: Mike Moraca

Motion:

To appoint Mike Moraca as Chair of the Algoma University Board of Governors from July 1, 2022 - June 30, 2023.

Motion moved by Jake Pastore and motion seconded by Cecilia Bruno.
Carried.

6.5.2. Vice-Chair: Elaine Pitcher

Motion:

To appoint Elaine Pitcher as Vice-Chair of the Algoma University Board of Governors from July 1, 2022 - June 30, 2023.

Motion moved by Cecilia Bruno and motion seconded by Mario Turco.
Carried.

6.5.3. Secretary: Asima Vezina

Motion:

To appoint Asima Vezina as Secretary of the Algoma University Board of Governors from July 1, 2022 - June 30, 2023.

Motion moved by Jake Pastore and motion seconded by Cecilia Bruno.
Carried.

6.6. Appointment of Signing Officers of the Corporation (Presenters: Shelley Schell)

The Chair noted the minor change to the motion to read "the appointment of the following" instead of "to appointment of the following." The motion as amended.

Motion:

The appointment of the following Officers of the Corporation with signing authority in accordance with corporate financial policies from July 1, 2022 - June 30, 2023:

- Mike Moraca, Chair (as per by-laws)

- Elaine Pitcher, Vice-Chair (as per by-laws)
- Asima Vezina, President & Vice-Chancellor
- Shannon Brooks, Vice-President Finance and Operations

Motion moved by Cecilia Bruno and motion seconded by Sonja Kosuta. Carried.

6.7. Election of Committee Chairs (Presenters: Shelley Schell)

6.7.1. Risk & Finance Committee

Motion:

To elect Shannon Taylor as Chair of the Finance Committee (Risk and Finance Committee) from July 1, 2022 - June 30, 2023, with Mike Moraca elected as acting-Chair during Shannon Taylor's leave of absence.

Motion moved by Paul Dupuis and motion seconded by Cecil. Carried.

6.7.2. Nominating and Governance Committee

Motion:

To elect Elaine Pitcher as Chair of the Nominating and Governance Committee from July 1, 2022 - June 30, 2023.

Motion moved by Asima Vezina and motion seconded by C. Carried.

6.8. Election of Committee Members (Presenters: Elaine Pitcher, Shelley Schell)

E. Pitcher outlined that the Governors were appointed to various committees based on their credentials, skills and experiences, and for succession planning purposes. For those external members who were not appointed to a committee, the expectation is that they would be called upon to commit to various key university events throughout the year to provide a strong Board presence when necessary.

Motion:

To recommend that the Board of Governors appoint members to Committees from July 1, 2022 - June 30, 2023 as per the membership roster recommended by the Nominating and Governance Committee.

Motion moved by Cecilia Bruno and motion seconded by Mike Moraca. Carried.

6.9. Election of Members to Other University Bodies (Presenters: Shelley Schell)

6.9.1. Chair's Designate on the Anishinaabe Peoples' Council

Motion:

To elect Sonja Kosuta as Chair's Designate on the Anishinaabe Peoples' Council from July 1, 2022 - June 30, 2023.

Motion moved by Rose Linklater and motion seconded by Paul. Carried.

6.10. Ratification

Motion:

That the Board of Governors approve the ratification of all deeds, contracts, bylaws, proceedings, appointments, elections and payments enacted by the Governors since the last annual meeting of 24 of June 2021.

Motion moved by Mike Moraca and motion seconded by Elaine Pitcher. Carried.

7. ADJOURNMENT (Presenters: Shelley Schell)

Motion:

That Annual General Meeting of the Board of Governors meeting be adjourned.

Motion moved by Rose Linklater and motion seconded by Hugh Stevenson. Carried.

The Annual General Meeting was adjourned at 6:35pm.

Committee Roster - 2023-24 Cycle

External Members who are not appointed to a committee will be called upon to commit to various key university events throughout the year to provide a strong Board presence when necessary.

Risk and Finance Committee	
Moraca, Mike (Chair)	a) Chair of the Board or designate
Vežina, Asima	b) President
Battisti, Rob	c) At least two and up to five external members of the Board
Bruno, Cecilia	
Lemieux, Kelli-Ann	
Sayers, Taylor	
Taylor, Shannon (Committee Chair)	
Linklater, Rose	d) Non-teaching staff member of the Board
Dupuis, Paul	e) One of either Senate full-time faculty member or the teaching staff member on the Board
Brooks, Shannon	f) One senior financial staff representative as a non-voting member

Governance Committee	
Jake Pastore *	a) Five Board of Governors members, at least three of whom being external members of the Board b) One of the External members of the Board will serve as the Chair
Batra, Arjun	
Kosuta, Sonja	
Moraca, Mike (Chair)	
Pitcher, Elaine (Vice-Chair & Committee Chair)	
Vežina, Asima	c) The President

* Replacing Melanie Borowicz-Sibenik as her Board term ends September 16, 2023

Audit Committee	
Moraca, Mike (Chair)	a) Chair of the Board
Battisti, Rob (Committee Chair)	b) External Governors with appropriate skills/experience in accounting. The committee chair shall be chosen from among the members of the committee with the highest degree of related skills/experience in accounting.
Bruno, Cecilia	
Vežina, Asima	c) President
Brooks, Shannon OR Rousseau, Kramer	d) One senior financial staff representative as a non-voting member

Board-Senate Liaison Committee	
Moraca, Mike (Chair)	a) Chair of the Board, who shall Chair meetings alternately
TBD	b) External Governor, who is the Board's Member on Senate
TBD	c) External Governor
TBD	d) Speaker of Senate, who shall Chair meetings alternately
TBD	e) Senate Member not on the Board
TBD	f) Senate Member not on the Board

Human Resources Committee	
Moraca, Mike (Chair)	a) Chair of the Board
Pitcher, Elaine (Vice-Chair & Committee Chair)	b) Vice-Chair, who shall chair the committee
Vacant	c) Past-Chair – non-voting member
Taylor, Shannon	d) Risk and Finance Committee Chair
Pitcher, Elaine	e) Governance Committee Chair
Battisti, Rob	f) Audit Committee Chair
Vežina, Asima	g) President
Brooks, Shannon	h) One senior financial staff representative as a non-voting member as required

Ad-Hoc Board Executive Committee	
Moraca, Mike (Chair & Committee Chair)	a) Chair of the Board, who shall chair the committee
Pitcher, Elaine (Vice-Chair)	b) Vice-Chair
Vacant	c) Past-Chair – non-voting member
Vežina, Asima	d) President
Taylor, Shannon	e) Risk and Finance Committee Chair
Pitcher, Elaine	f) Governance Committee Chair
Battisti, Rob	g) Audit Committee Chair
Nyaga, Dionisio	h) One of either the Senate full-time faculty member or the teaching staff member on the Board
Linklater, Rose	i) One non-teaching staff member on the Board - voting