

BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY

APPROVED minutes of the open session of the 273rd regular meeting of the Board of Governors of Athabasca University held in the Governing Council Chambers, Athabasca University, Athabasca, AB on Tuesday, September 23, 2025.

Present: Byron Nelson (Chair), Alex Clark, Larry Spagnolo, Don Gnatuk, Leo de Bever, Lori Van Rooijen, Elena Gould, Roger Morrill, Dan Leckelt, Martha Cleveland-Innes, Anshuman Khare, Brenda Kuzio, Monical Arcilla, Jan Lehmann, Diana Ramirez, Dave Roy and Brittany Hollett

Governance Staff: Tyler Tollefson (Chief Governance Officer and General Counsel) and Barbara Kowalchuk (Recording Secretary)

Others Present: Catherine Swindlehurst, Stuart Johnston, Pauline Smeltz, Steven Johnson, Richard Dixon, Ray Welshman, Manijeh Mannani, Priscilla Campeau, Matt McCreary, Simon Sigue, Ramses Ilarraza

Absent with Regrets: Jacqueline Hobal, Terry Lovelace, and Wilfred Willier

The Chair provided the AU land acknowledgement.

Call to Order

The Chair called the meeting to order at 8:37 a.m. having achieved quorum.

1.0 Approval of Agenda and Consent Agenda

273-01 MOVED That the Board of Governors approves the open session agenda for meeting 273, and thereby approves the consent agenda, as presented.

Morrill/Kuzio

Carried

2.0 Conflict of Interest Declaration

Subject to the Code of Conduct and Conflict of Interest Guidelines for the Board of Governors, members were asked to declare any conflict they may have with respect to particular agenda items contained within the meeting agenda.

No conflicts were declared.

3.0 Approval of Minutes

273-02 MOVED That the Board of Governors approves the minutes of the open session of meeting 272 held May 30, 2025, as presented.

Gould/Arcilla

Carried

4.0 President's Report to the Board

The President presented his report and reviewed it with the members.

5.0 Action, Information / Discussion Items

5.1 Review 2025-26 First Quarter Variance Report

The President, Provost and Vice President Academic and the Vice President Finance and Operations & CFO presented this item providing an overview of the key drivers behind the year-end results.

5.2 Motion: Approve Annual Report to Alberta Advanced Education for the Year Ended March 31, 2025

273-03 MOVED That the Board of Governors approves Athabasca University's Annual Report to the Ministry of Advanced Education for the year ended March 31, 2025, subject to non-substantive editorial revisions.

Gnatiuk/Kuzio

The Board Chair confirmed that this item had been reviewed by the Board Audit & Risk Committee on September 9, 2025 and had been recommended for approval.

The President and the Provost and Vice President Academic presented this item, noting that each year, post-secondary institutions in Alberta are required to submit an annual report to the Ministry of Advanced Education. It was noted that the timeline covered is for the last fiscal year, ending March 31, 2025.

The report was reviewed with the members noting that in addition to financial information, the Ministry had focused on reporting on three goals:

- Programming and student supports to meet the needs of students
- Strategic research priorities, applied research, and scholarly activities; and
- Collaborations with other learning providers

Carried

5.3 Motion: Approve Revisions to the Policy Framework - Governing Policy

273-04 MOVED That the Board of Governors approves the revisions to the Policy Framework - Governing Policy, effective September 23, 2025.

Gnatiuk/Khare

The Chair, Board Governance Committee confirmed that this item had been reviewed by the Governance Committee on September 10, 2025 and had been recommended for approval.

The President and the Chief Governance Officer and General Counsel presented this item. The proposed revisions to the policy were reviewed with the members.

Carried

5.4 Motion: Approve Revisions to the Governors of Athabasca University Mandate & Roles Document

273-05 MOVED That the Board of Governors approves the revisions to The Governors of Athabasca University Mandate & Roles Document, subject to non-substantive editorial changes.

Gnatiuk/Morrill

The Chair, Board Governance Committee confirmed that this item had been reviewed by the Governance Committee on September 10, 2025 and had been recommended for approval.

The President and the Chief Governance Officer and General Counsel presented this item, noting that the revisions reflect the recent revisions made to Board committee terms of reference.

Carried

6.0 Business Arising from the Consent Agenda - None

7.0 Board Chair Report and Closing Comments

The Board Chair acknowledged his recent reappointment to a 2nd term on the Board and reflected on the transition that the university had undergone over the past few years.

8.0 Adjournment

The open session of Meeting 273 was adjourned at 9:35 AM.