

Secretariat: Logan Atkinson, Tracy Dietrich

Regrets: Tara Collington, Brenda Halloran, Paul Koenderman, David McKay, Prem Watsa

Organization of Meeting: Kevin Lynch, chair of the board, took the chair, and Logan Atkinson, secretary of the board, acted as secretary. Atkinson advised that due notice of the meeting had been given, a quorum was present, and the meeting was properly constituted.

OPEN SESSION

1. REMARKS FROM THE CHAIR

The chair welcomed those present to the spring meeting.

He thanked those governors whose terms on the board end 30 April 2013 for their service to the university: Community-at-Large representative – Paul Koenderman; Lieutenant Governor-in-Council representatives – Catherine Booth, Satish Rai and David Yach; faculty representatives – Tara Collington, David DeVidi, Geoff Hayes and Michele Mosca; undergraduate student representatives – Andrew Noble and Jesse McGinnis; graduate student representative – Hassan Nasir.

The chair commented on the recent federal budget, which did little to make an obvious impact on the operation of the postsecondary education sector. He anticipates that there will be little in the way of new initiatives in this respect until the federal government returns to surplus. The chair counselled the board and university administrators to start thinking forward, to start planning strategically for the future, to position this university advantageously for the future.

With respect to the provincial situation, the chair suggested that the fiscal challenges are more serious, and that we ought to start planning for worst case possibilities as the situation unfolds over the next few years.

He mentioned exciting developments with respect to the coming Innovation Summit to be hosted by the university.
The strategic plan will be introduced to the board in broad outline today, and will be finalized at the board meeting in June. Related to this planning process is the possibility of developing ad hoc advisory committees of the board to assist management in moving strategic initiatives forward. The chair advised that further information on this aspect of university planning would be provided to the board at a later date.

2. AGENDA/ADDITIONAL AGENDA ITEMS
The board heard a motion to approve the agenda as distributed.

Wilkinson and Lazaridis. Carried.

Consent Agenda
The board heard a motion to approve and/or receive for information by consent items 3-6 below.

3. MINUTES OF THE 5 FEBRUARY 2013 MEETING
The minutes of the meeting were approved as distributed.

4. REPORT OF THE PRESIDENT
Recognition and Commendation. The board received this report for information.

Sabbatical/Administrative Leaves and Administrative Appointment/Reappointments/Reappointment Change. The board approved the recommended leaves and received the administrative appointment/reappointments/reappointment change for information.

5. REPORT OF THE VICE-PRESIDENT, ACADEMIC & PROVOST
University Professor Designation. The recipient’s name was received for information.

6. REPORT OF THE VICE-PRESIDENT, ADMINISTRATION & FINANCE
Co-op and Incidental Fee Changes. The board approved the recommended fee changes.

Booth and Yach. Carried.

Regular Agenda

7. BUSINESS ARISING FROM THE MINUTES
Co-operative Education & Career Action (CECA). Peggy Jarvis, executive director of CECA, made a broad presentation highlighting features of the university’s world-renowned co-operative education program and some plans and priorities for the next two years.

In response to questions, Jarvis spoke to the geographical distribution of co-op placements, and also to the strategic advantages of being the largest and best undergraduate co-operative education program in the world, with emerging opportunities to expand aggressively in areas of experiential education. Further, she indicated that, based on anecdotal evidence, students graduate with significantly less debt than other students. Banks pointed out that this factor could be an important distinguishing feature, an important branding point, for our university.

Booth inquired about the retention rates for student jobs inside the work placement system. How often do students return to co-op employers in full-time employment? Jarvis responded by saying that this factor is related to the turnover in the retention of co-op employers more generally, and indicated ways in which her office is starting to measure these elements and work toward improvement.
Jarvie indicated that students at the university on visas generally take longer to find a co-op placement, but that their overall rate of co-op employment is about the same as domestic students.

Zaptses inquired as to the utility of the co-op work report done at the end of each work term, and Jarvie indicated that this requirement is under constant review.

The president advised that he would obtain comparative statistics on student debt, and bring that information forward to the next meeting.

Slides used in the presentation may be seen at https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/co-op.pdf

8. REPORT OF THE PRESIDENT

Rankings and Strategic Plan. The president reported on the financial health of the university, introducing the challenges resulting from reductions in the provincial operating grant and a reduced increase (limited to 3%) in the tuition framework. However, he also advised that the university’s situation is well ahead of other institutions in Ontario, although the changes in the tuition funding framework alone will result in reduced revenue of $35.1 million.

The president reported in depth on the university’s work in trying to improve the university’s international and domestic rankings, through a number of strategic initiatives captured in a four pronged approach. First, the university must improve its data submissions and analytics. Second, it must engage the academic community in the effort to improve the rankings. Third, strategic communication is vital to success in this project. Fourth, our international efforts must be strengthened, especially during the critical times when ranking data is collected.

The three core administrative priorities going forward are the strategic plan, a multi-year integrated budgeting model, and a new approach to strategic enrolment management.

With respect to the strategic plan, the president outlined some of the important founding principles of the university, generating the catchphrase for the refreshed strategic plan, “A Distinguished Past, A Distinctive Future.” Preparation of the plan is in the hands of a working group led by the provost.

The president summarized planning for the Innovation Summit to be hosted by the university on 22 and 23 April. The conference, titled “Leadership Innovation Conference: Growing Ontario’s Economy,” is being organized under the direction of Vice-President, University Relations Tim Jackson. The president called on Jackson to summarize some of the planning assumptions underlying the development of the summit, and he spoke in particular on the involvement of students in delivering the conference.

Slides used in the presentation may be seen at https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/president_1.pdf

9. REPORT OF THE VICE-PRESIDENT, ACADEMIC & PROVOST

2013-14 Operating Budget Update. The provost advised that, because advice from the provincial government on the tuition framework was only recently received, presentation of the 2013-14 budget will be deferred till the June meeting of the board.

Undergraduate Admissions. Associate University Registrar, Admissions Nancy Weiner presented current statistics on undergraduate enrolments and projections for the 2013-14 year. Dean of Environment André Roy offered an explanation on the apparent challenges in keeping enrolment
strong in his faculty, and made some suggestions as to how improvements might be made. Weiner spoke to current methods of personalizing offers to students whose applications are particularly attractive, and agreed that continual reassessment of this program is of advantage. There are no regulated restrictions in recruitment, other than a prohibition against enticing acceptance prior to the deadline. The registrar outlined some of the special work being done to attract the top students and how the results of that work are measured.

Slides used in the presentation may be seen at https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/admissions_0.pdf

10. REPORT OF THE DEAN OF SCIENCE
The dean delivered a presentation on the Faculty of Science, explaining its history and its uniqueness (including two health professional schools, but not including mathematics), and outlining some of the faculty’s key strengths.

Slides used in the presentation may be seen at https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/science.pdf

11. RESEARCH PRESENTATION
David Cory, professor of chemistry, was introduced by Dean of Science Terry McMahon. Cory revealed that the university has attracted Dr. Amir Jacoby of Harvard University here as a visitor, with the hope that he will decide to join the university on a permanent basis.

Cory described his work on quantum devices, our need, their utility, and the state of their development, and answered questions on the university’s position as a leader in the field relative to developments in China, Russia, the UK and elsewhere.

Slides used in the presentation may be seen at https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/research_2.pdf

12. REPORTS FROM COMMITTEES
Building & Properties. The board received this report for information.

Finance & Investment. The board received this report for information.

Pension & Benefits. The board received this report for information.

13. OTHER BUSINESS
There was no other business.

The board convened in Confidential Session.

Logan Atkinson
Secretary of the University

3 April 2013
CONFIDENTIAL SESSION

It was understood that governors are to keep confidential any discussion and decisions reached in this section of the meeting. The vice-presidents were invited to remain for this session.

Consent Agenda

The board heard a motion to approve by consent items 14 and 15 below.

14. MINUTES OF THE 5 FEBRUARY 2013 MEETING

The minutes of the meeting were approved as distributed.

15. REPORT OF THE PRESIDENT

New Appointments with Tenure. The board approved the recommended new appointments with tenure.

Tenure Recommendations. The board approved the tenure recommendations as presented in the report.

Stork and McGinnis. Carried.

Regular Agenda

16. BUSINESS ARISING FROM THE MINUTES

There was no business arising.

17. REPORT OF THE VICE-PRESIDENT, ADVANCEMENT

The Vice-President, Advancement Ken McGillivray outlined tentative plans for a new capital campaign at the university, including building a campaign goal, the development of other campaign-related goals, the life-cycle of a typical campaign, short-term planning goals and tactics, engaging campaign counsel for the purpose of external validation of the campaign model, establishing a campaign steering committee, and moving into campaign as a result of assessment of the campaign readiness stage.

The president reminded the meeting that campaign plans cannot be developed fully until the strategic plan is in place and other, ancillary plans are developed.

Noble asked that the campaign focus on relieving the need for student levies in order to increase student study and activity space, with particular focus on the student life centre. Mosca asked about the level of engagement of faculty and students in campaign outreach, and McGillivray emphasized the importance of that engagement and the need to align priorities across the various constituencies in the university.

Lynch pointed out the importance of the current economic climate in Ontario, underscoring the relationship between a greater demand for philanthropy (a greater need in the sector) and more difficult challenges in the economy generally. Both Lynch and McGillivray emphasized the importance of a strong communication strategy to support campaign ambitions.

Some general discussion followed on the variables at work in the decision to launch a campaign, on the strategy to be used in the timing of a campaign, and on recent trends in prospect identification.

Slides used in the presentation may be seen at https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/advancement.pdf
18. REPORT FROM THE GOVERNANCE COMMITTEE

Appointments/Elections to Board and Board Committees [addendum at governors’ places]

- **Election of Governor.** The board heard a motion to elect John Lounds* (President & CEO, Nature Conservancy of Canada) as Community-at-Large (CAL) member, term 1 May 2013 to 30 April 2016.

  Lazaridis and Banks. Carried.

- **Re-election of Governors.** The board heard a motion to re-elect Gerry Remers and Ron Schlegel as CAL members, terms 1 May 2013 to 30 April 2016.

  DeVidi and Makahnouk. Carried.

- **Appointment of Governors.** The board heard a motion to approve the appointment of Elyse Allan* ** (President & CEO, GE Canada), Michelle DiEmanuele** (President & CEO, Credit Valley Hospital and Trillium Health Centre) and Dan Dodge* ** (Co-founder & CEO, QNX Realtime Operating System) as Lieutenant Governor-in-Council (LGIC) members, terms 1 May 2013 to 30 April 2016.

  Schlegel and Forbes. Carried.

- **Appointments/Reappointments to Board Committees.** The board heard a motion to approve the following committee appointments/reappointments:

  - **Executive Committee:** appointment of Jordan Banks (term 1 May 2013 to 30 April 2015) and Gerry Remers (term 1 May 2013 to 30 April 2016) as CAL members; appointment of Marta Witer (term 1 May 2013 to 30 April 2015) as LGIC member; reappointment of Ron Schlegel (term 1 May 2013 to 30 April 2016) as CAL member; appointment of Barry Warner (term 1 May 2013 to 30 April 2014) as faculty representative; appointment of David Collins+ (term 1 May 2013 to 30 April 2014) as undergraduate student representative; appointment of Robert Henderson+ (term 1 May 2013 to 30 April 2014) as graduate student representative.

  - **Audit Committee:** appointment of Cindy Forbes (term 1 May 2013 to 30 April 2014) and Marta Witer (term 1 May 2013 to 30 April 2015).

  - **Building & Properties Committee:** appointment of Catherine Booth (term 1 May 2013 to 30 April 2014) as non-board member, Murray Gamble (term 1 May 2013 to 30 April 2014) as chair and Ron Schlegel (term 1 May 2013 to 30 April 2016).

  - **Finance & Investment Committee:** appointment of Satish Rai (term 1 May 2013 to 30 April 2016) and Jeff Stacey (term 1 May 2013 to 30 April 2016) as non-board members.

  - **Governance Committee:** appointment of Gerry Remers (term 1 May 2013 to 30 April 2014); reappointment of Ophelia Lazaridis (term 1 May 2013 to 30 April 2014) and Michael Stork (term 1 May 2013 to 30 April 2014).

  Zehr and Watson. Carried.

* Subject to their agreement to serve
** Recommendation of their appointments will be forwarded to the Premier of Ontario for consideration by the Lieutenant Governor-in-Council
+ Subject to Senate appointing them to the board on 16 April 2012
Electronic Attendance at Board Meetings. The board heard a motion to amend the document “Governance Principles” to permit limited electronic attendance at regular and special meetings of the Board of Governors, as reflected in the report.

Walker and Stork. Carried.

Governance Committee Terms of Reference. The board heard a motion to amend the terms of reference of the Governance Committee of the Board of Governors to adjust its responsibilities in assessing the performance, compensation and conditions of employment for senior members of the university administration, all as reflected in the report.

Lazaridis and Remers.

Discussion ensued on the responsibilities of the Governance Committee, the chair and the president in the establishment and review of executive salaries.

The motion carried.

Building & Properties Committee Terms of Reference. The board heard a motion to amend the terms of reference of the Building & Properties Committee to (i) add a seat on the committee to be filled by a graduate student member of the Board of Governors, (ii) reflect the committee’s responsibility to review donor agreements and academic agreements having impact on the acquisition, use and/or development of real property, and (iii) add responsibility to review, on at least an annual basis, the Campus Master Plan in the context of the university strategic plan, as reflected in the report.

Booth and Makahnouk.

The question was raised as to whether there ought to be faculty representation on the committee.

The motion carried.

Vice-President, Academic & Provost Nominating Committee. The board heard a motion to approve the appointment of Murray Gamble as the Board of Governors representative on the Vice-President, Academic & Provost Nominating Committee.

Lazaridis and Stork. Carried.

The remaining items in the report were received for information.

19. OTHER BUSINESS

President’s Remarks. The president reminded the meeting that the new appointments to the board must remain confidential until such time as the appointees are ready to allow the university to make an announcement.

The president summarized for the meeting activities underway to consolidate and re-energize entrepreneurship activities at the university in concert with the wider strategic planning process.

Further to earlier comments on the recent federal budget, the president advised that the university will consider ways to take advantage of new funding opportunities focused on the relationship between university research and the development of commercial enterprise.
20. NEXT MEETING
   The next meeting is scheduled for Tuesday 4 June 2013 at 1:30 p.m. with dinner to follow at the University Club.

21. ADJOURNMENT
   The meeting adjourned at 6:15 p.m. A reception in QNC, Room 2101, followed.

Logan Atkinson
3 April 2013
Secretary of the University