University of Waterloo  
BOARD OF GOVERNORS  
Minutes of the Tuesday 1 April 2014 Meeting


Secretariat & Office of General Counsel: Logan Atkinson, Tracy Dietrich, Cindy Baker

Regrets: Jordan Banks, Michelle DiEmanuele, Prem Watsa, Karen Wilkinson

BRIEFING SESSION

1. STRATEGIC PLAN 2013: IMPLEMENTATION STRATEGY

The chair and the president made remarks to introduce the implementation strategy to governors and to summarize some of the efforts that have been made to date. Theme leaders from each of the eight themes were in attendance, and four of those groups made presentations specific to their themes.

The provost summarized priorities for the 2014-15 year, and referred to the budget implications for those priorities.

Bruce Muirhead and John Thompson, both associate vice-presidents in the Office of Research and theme leads for “Transformational Research,” made the opening presentation. The two projected outcomes of this work relate to the anticipated increases, over the life of the strategic plan, in both the impact of university research and the reputation of that research.

The “Internationalization” theme was presented by Nello Angerilli, associate vice-president, international. He spoke to the importance of global mobility and global literacy to ensure that this university moves confidently forward toward globally relevant research outcomes, and world recognition and prominence for the institution as a whole.

The dean of applied health sciences, Susan Elliott, made a presentation on the “Experiential Education” theme. While this university is a world leader in co-operative education, it is not so clear that it is a leader in experiential education across the spectrum. This will be a focus of this theme going forward.

The “Entrepreneurship” theme was presented by Howard Armitage, special advisor to the president on entrepreneurship. He outlined the mission, goals and desired outcomes for the Entrepreneurship theme, positioning the theme discussion in terms of the value proposition offered by the University of Waterloo.

In response to a question, Muirhead summarized key elements to be focused on through the Transformational Research theme, both those forming the lead research areas, and those that will also achieve prominence through the implementation process. With respect to performance indicators,
Muirhead spoke to increased tri-council funding as an important measure. A further question was raised with respect to the distinction between “deep excellence” and overall research strength. It was acknowledged that research excellence in a few specified areas is a key to the university’s success, without detracting from the creativity among faculty that allows new areas of strength to emerge. The strategic plan must encourage that sort of organic development. This is especially the case, given that the vast amount of research funding comes from sources outside the university, meaning it is highly competitive and generated by the researchers themselves.

McBoyle spoke to the strategic advantage of international collaborations in research and publishing as a way to increase the university’s global prominence and rankings. In response to a question, McBoyle indicated the manner in which choices are made in the identification of research priorities and the allocation of resources.

Elliott spoke to the link between academic goals and career goals by using examples in service learning and the individual growth possible in such a program. One of the proposed outcomes is the “career readiness certificate,” and providing every undergraduate student with the opportunity for an experiential learning opportunity. For students not in the co-op program, data exists to assist the university in designing programs that will properly equip students for the workforce.

In response to a question, Armitage and Bud Walker, special advisor to the VP academic & provost, spoke to the Toronto/Waterloo corridor, the attempts to improve the region’s capabilities for the development of new enterprise, and the need to position activity close to the research power of the university’s main campus.

On Internationalization, Angerilli spoke to exchanges in engineering and other disciplines, and on the need to send a greater number of students of this university to study abroad. The accreditation question is very important to this process, and the Faculty of Engineering is paying close attention to this question. He spoke as well to the need to attract the very top international students in the world.

There was some discussion about international benchmarks against which to measure progress on the various strategic planning themes.

McBoyle introduced the theme leads for the other four themes.

Slides used in the presentations may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/stratplan_010414.pdf

MEETING

**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**

2. **REMARKS FROM THE CHAIR**

   The chair welcomed those present to the spring meeting. He extended a special welcome to Registrar Ray Darling attending his first meeting of the board.

   He thanked those governors whose terms on the board end 30 April 2014 for their service to the university: community-at-large representative – Karen Maidment; faculty representatives –
George Freemen, Barry Warner and Beth Weckman; staff representative – Mark Walker; undergraduate student representatives – David Collins, Sean Hunt and Nicolette Zaptzes; graduate student representative – Michael Makahnouk.

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

Schlegel and Witer. Carried.

Consent Agenda
The board heard a motion to approve and/or receive for information by consent items 4-6 below.

4. MINUTES OF THE 4 FEBRUARY 2014 MEETING
The board approved the minutes of the meeting as distributed.

5. REPORT OF THE PRESIDENT
Recruitment and Commendation. The board received the report for information.

Sabbatical and Administrative Leaves/Leave Changes and Administrative Appointments/Reappointments. The board approved the recommended leaves/leave changes and received the administrative appointments/reappointments for information.

6. REPORT OF THE VICE-PRESIDENT, ADMINISTRATION & FINANCE
Student Services Fee. The board approved the recommended fee changes.

Remers and Lazaridis. Carried.

Regular Agenda

7. BUSINESS ARISING FROM THE MINUTES
Strategic Plan 2013 Update. An update on the strategic plan was provided during the briefing session held prior to the meeting of the board.

Strategic Mandate Agreement Update. An update on the Strategic Mandate Agreement was provided under item 8, “Report of the President.”

8. REPORT OF THE PRESIDENT
Hamdullahpur presented a report on the Strategic Mandate Agreement as submitted to and negotiated with the provincial government. He reminded the board that much of the impetus for the creation of the strategic mandate agreements is the government’s interest in institutional differentiation. Waterloo’s submission was very well received by the province, and the final conversation with the province in this respect took place on 27 March. McBoyle summarized some of the specifics of Waterloo’s agreement, including some of the areas of institutional strength required to be outlined in the agreement. He indicated the program areas for growth, also required by the province. The agreement has not yet been signed, but it is anticipated that it will direct the relationship with government for the next three years.

Some comments were offered by Hamdullahpur on the recent federal budget and the funding promised in that budget for the research enterprise. He mentioned the appointment of Ed Holder as the new federal minister responsible for science and technology, a visit by the premier of Ontario to the university’s VeloCity operation, and a visit by Brad Duguid, minister of trades, colleges and universities to announce the eligibility of co-op students for tuition support programs.
He mentioned his visit to Australia representing the Canadian post-secondary education sector, and his trip to Israel to take part in a joint research symposium with the Technion Israel Institute of Technology. An historic collaboration agreement was signed between the University of Waterloo and Technion for continuing research collaboration.

Information was provided to the board on the university’s rankings by discipline on both a global and national level, focusing on disciplines in which the University of Waterloo ranks in the top 100 in the world. Nationally, out of 30 disciplines ranked, the University of Waterloo ranks in the top five in 11 of those disciplines. Hamdullahpur summarized those areas in which the university improved, and those areas in which it declined.

Slides used in the presentation may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/president_010414.pdf

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

2014-15 Operating Budget. McBoyle presented information on the proposed operating budget for 2014-15, focusing on both the expense side and the revenue side. He summarized major changes anticipated for both, and indicated how adjustments had been made to allow for these changes.

The board heard a motion to approve the operating budget for 2014-15 as presented.

Schlegel and Makahnouk.

A question was asked about the relationship between costing the strategic plan implementation and the potential for creating deficits to fund those initiatives. Hamdullahpur responded by saying that the university would manage this question through strategic asset reallocation as the strategic plan matures. He indicated that the greatest risk on the revenue side relates to undergraduate enrolments, and McBoyle confirmed that work is underway for the development of a strategic enrolment management plan for the university. McBoyle also pointed out risks attendant on the grant funding formula and the tuition framework. He expressed confidence that a sufficient number of students will be attracted to the university to cover the anticipated deficit, but he did not provide for this in the budget so as to give a proper picture to governors. McBoyle mentioned some controls in place on the expenses side, including the hiring freeze already in place and planned to continue until at least the end of June.

McBoyle agreed to revise budget reporting to the board to include “actuals” as against the budget.

The question was called, and the motion carried.

Undergraduate Applications and Admissions Update. Darling presented the report on undergraduate applications and admissions for 2014-15.

Slides used in the presentation may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/admissions_010414.pdf

10. REPORT OF THE DEAN OF ARTS

Dean Peers delivered a presentation on the Faculty of Arts, explaining the faculty’s focus on transdisciplinary connections inside the faculty and across faculties, and the unique characteristics of the faculty. He focused on “arts by the numbers,” including numbers of students, faculty members, majors and co-op students. Peers connected work being done in the faculty with university strategic planning themes, focusing in particular on transformational research and major research collaborations underway. He also outlined the growth in graduate student education as a further
element of strategic significance in the faculty, and innovation in various programs, especially in experiential learning, international experience and career focused learning

In answer to questions, Peers: spoke to the sustainability of growth in the number of graduate students, focusing especially on the need to fund these additional students and how that might be done; summarized the offerings currently available at the Stratford Campus; and provided a status report on the faculty strategic plan and its relationship to the university strategic plan, concentrating on research intensity, experiential education and innovations in program offerings.

Slides used in the presentation may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/arts_010414.pdf

11. RESEARCH PRESENTATION
Peers introduced Chris Eliasmith, professor of philosophy and systems design engineering and Canada Research Chair in Theoretical Neuroscience. Eliasmith reported on his overarching research into the workings of the human brain, and the importance of this research across a wide range of issues. The focus is on the possibility of building a computer simulation of a brain as the clearest path toward understanding the workings of the human brain.

In response to a question, Eliasmith commented on the relationship between his research and work underway in the medical sciences, especially in relation to Parkinson’s disease.

12. REPORTS FROM COMMITTEES
   Building & Properties
   • New Student Residence Building. The board heard a motion to approve a project budget of $47.5 million for the construction of a 500-bed undergraduate student residence to be located on the west parking lot at the existing University of Waterloo Place complex.
     Gamble and Lazaridis.
     Gamble offered comment on the financing model for this project, and on the continuing need for additional beds on campus, even given the expansion of capacity in commercial development off campus. Huber commented on the relative advantage of developing existing university lands as opposed to buying existing buildings off campus.
     The question was called, and the motion carried.
     • Hydro Easement to Waterloo North Hydro. The board heard a motion to approve granting a 0.12 acre easement to Waterloo North Hydro to service the new day care building.
     Gamble and Lounds. Carried.
     • Transfer of Regional Storm Water Management Pond to the University. Governor Schlegel declared a conflict of interest on this item.
     The board heard a motion to accept the transfer from the Regional Municipality of Waterloo to the University of Waterloo of a 0.5436 acre parcel of land for nominal consideration of $2.00.
     Gamble and Stork. Carried.

The board received the remaining items in the report for information.

Finance & Investment. The board received the report for information.
Governance

- **New ad hoc Committees.** The board heard a motion to establish two *ad hoc* committees of the board, to be called the “*ad hoc* Committee on Technological Innovation” and the “*ad hoc* Committee on Alumni Relations, Outreach and Communications,” and that the terms of reference of both committees be approved as presented.

Lynch and Remers.

Observations were made on the quorum requirements, funding of the committees, and the participation of internal governors on the committees.

It was moved that the motion be amended to require four internal governors among membership for both committees.

Henderson and Makahnouk.

During debate, it was agreed that the amending motion be withdrawn.

It was moved that the main motion be amended by changing the terms of reference for the two proposed *ad hoc* committees, as follows:

For the *ad hoc* Committee on Technological Innovation, that the second sentence in paragraph two of its terms of reference be deleted and replaced by the following: “Ordinarily, the Committee will be composed of a maximum of four appointed governors, and as many as three non-Board members.”

For the *ad hoc* Committee on Alumni Relations, Outreach and Communications, that the second sentence in paragraph two of its terms of reference be deleted, and replaced by the following: “Ordinarily, the Committee will be composed of at least four members of the Board.”

This proposed amendment was accepted by the mover and seconder of the main motion as a friendly amendment.

The main motion, as amended, was then called, and the motion carried.

- **Changes to the Building & Properties Committee Resolution.** The board heard a motion to approve changes in the resolution establishing terms of reference for the Building & Properties Committee as submitted.

Lynch and Lazaridis.

A point of order was raised by Hunt. He suggested that the motion was out of order as the proposed terms of reference for the Building & Properties Committee contradict Board Bylaw 1, in which it is provided that at every meeting of a committee of the board, a majority shall constitute a quorum.

After some discussion, the point of order was overruled by the chair.

Hunt moved to appeal the chair’s decision. There being no seconder for this motion, debate resumed on the main motion.
During debate, several governors commented on the need to find mechanisms to ensure the continued contributions of all governors, both internal to the university and external.

Hunt moved that the terms of reference for the Building & Properties Committee be sent back to the Governance Committee for further consideration. There being no seconder for this motion, debate resumed on the main motion.

The question was called, and the motion carried.

- **Changes to the Governance Committee Resolution.** The board heard a motion to approve changes in the resolution establishing terms of reference for the Governance Committee as submitted.

  Lynch and Maidment.

  During debate, comment was offered on the role of internal governors as possible chairs of standing committees of the board, on the role of the board in overseeing, rather than initiating, administrative activity, and the difficulties inherent in seeing to the continued contributions of all governors, notwithstanding the constituencies represented.

  The question was called, and the motion carried.

The board received the remaining items in the report for information.

**Pension & Benefits.** The board received the report for information.

13. **OTHER BUSINESS**

**Thank You Letter.** The chair observed that Professor Chad Gaffield has resigned as the leader of the Social Sciences and Humanities Research Council of Canada to return to his faculty position at the University of Ottawa.

The board heard a motion to write to Gaffield to thank him for his service to SSHRC and his contributions to research and scholarship in Canada.

  Lynch and Hamdullahpur. Carried.

The board convened in confidential session.

Logan Atkinson

University Secretary & General Counsel
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 14-16 below.

14. MINUTES OF THE 4 FEBRUARY 2014 MEETING
The board approved the minutes of the meeting 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.

16. PENSION & BENEFITS COMMITTEE APPOINTMENT/REAPPOINTMENT
The board approved the appointment of Gary Goetz (Plant Operations-electrical) as CUPE representative, replacing Stewart Forrest, and the reappointment of Christine Wagner (Procurement & Contract Services) as staff representative, terms 1 May 2014 to 30 April 2017.

Makahnounk and Power. Carried.

Regular Agenda

17. BUSINESS ARISING FROM THE MINUTES
There was no business arising.

18. REPORT FROM THE GOVERNANCE COMMITTEE [revised report at governors places]
Election to the Board of Governors. The board heard a motion to elect Catherine Booth as a community-at-large member of the Board of Governors for a three-year term beginning 1 May 2014.

Lynch and Schlegel. Carried.

Appointments/Reappointments to Board of Governors Committees. The board heard a motion to appoint or reappoint the following members of the board to the following board committees, with terms as indicated:

- Executive: appointment of Michele Mosca as faculty representative, Danielle Burt (incoming president of Federation of Students) as undergraduate student representative (conditional on her appointment to the board by Senate at its meeting of 21 April 2014), and Robert Henderson as graduate student representative, terms 1 May 2014 to 30 April 2015.

- Audit: reappointment of Cindy Forbes, term 1 May 2014 to 30 April 2017; appointment of Cindy Forbes as chair, term 1 May 2014 to 30 April 2017; appointment of John Lounds, Satish Rai and Gerry Remers, terms 1 May 2014 to 30 April 2016.

- Building & Properties: reappointment of Murray Gamble (chair), Michael Stork and Bill Watson, terms 1 May 2014 to 30 April 2017; appointment of Catherine Booth, term 1 May 2014 to 30 April 2017.
- **Finance & Investment:** reappointment of Karen Wilkinson, term 1 May 2014 to 30 April 2017; appointment of Michelle DiEmanuele and Satish Rai, terms 1 May 2014 to 30 April 2016, and Michael Stork, term 1 May 2014 to 30 April 2017.

- **Governance:** reappointment of Ophelia Lazaridis and Gerry Remers, terms 1 May 2014 to 30 April 2015.

- **Pension & Benefits:** reappointment of Bill Watson (chair) and Karen Wilkinson, terms 1 May 2014 to 30 April 2017.

Zehr and Lazaridis. Carried.

The board received the remaining item in the report for information.

19. **OTHER BUSINESS**

**President’s Remarks.** Hamdullhpur advised that the agreement to evidence the anonymous gift of $25 million discussed at the previous board meeting has been signed, and the first installment received. He also indicated that the president of Monash University in Australia had recently visited, and had opened exploratory discussion about the University of Waterloo joining a strategic alliance with Monash and Warwick University in England. Finally, the board was advised that the search for a new chancellor continues through the efforts of the Senate Executive Committee.

The chair referred to materials circulated to the board to compare board size across the U15, and to compare committee structures at a selection of Canadian universities. The board was encouraged to reflect on the materials to support future discussion on these topics.

It was suggested that the board consider the establishment of a committee devoted to student affairs. It was further suggested that a presentation to the board on current trends in corporate governance would be beneficial.

Collins made a short presentation on issues of interest for students in the coming year, including holistic wellness, student space, equity and environmental and social responsibility, all considered in the context of themes of “collaborate,” “build,” and “innovate.”

20. **NEXT MEETING**

The next meeting is scheduled for Tuesday 3 June 2014 at 1:30 p.m.

Logan Atkinson

Secretary of the Board of Governors