

University of Waterloo
BOARD OF GOVERNORS
Minutes of the Tuesday 3 June 2014 Meeting

Present: Jordan Banks, Andrea Charette, Cindy Forbes, Allyson Francis, Murray Gamble, Paul Guild, Feridun Hamdullahpur, Thorsten Heins, Robert Henderson, Shelley Hulan, Ophelia Lazaridis, Christos Lolas, John Lounds, Kevin Lynch, David Porreca, Bill Power, Satish Rai, Gerry Remers, Ronald Schlegel, Ken Seiling, Maryam Shahtaheri, Michael Stork, Hamid Tizhoosh, William Watson, Karen Wilkinson, Marta Witer

Guests: Aldo Caputo, Jana Carson, Emanuel Carvalho, Jeff Casello, Mario Coniglio, Ray Darling, Mike den Haan, George Dixon, Ian Goulden, Mark Haslett, Bob Hicks, Sue Horton, Dennis Huber, Beth Jewkes, Jennifer Kieffer, Geoff McBoyle, Ken McGillivray, Daniel Parent, Chanakya Ramdev, Chris Read, Ellen Réthoré, James Rush, Daniela Seskar-Hencic, Allan Starr, Pearl Sullivan, Bud Walker, Melissa Zapletal

Secretariat & Office of General Counsel: Tracy Dietrich, Erin Windibank

Regrets: Catherine Booth, Danielle Burt, Michelle DiEmanuele, Brenda Halloran, David McKay, Michele Mosca, Mark Walker, Prem Watsa, Carl Zehr, Frank Zorzitto

BRIEFING SESSION – PART 2

1. STRATEGIC PLAN 2013: IMPLEMENTATION STRATEGY

Sue Horton, associate provost graduate studies, and Mario Coniglio, associate vice-president academic, leads for the “Outstanding Academic Programming” theme, made the opening presentation. They explained that the theme’s goal is to encourage excellence and provide support for innovative programs for which academic units are responsible. They indicated that the academic agenda will be driven by innovation and relevance to the real world in order to prepare graduates who will be highly sought after and succeed in the globalized economy.

Priorities identified for 2014 include: becoming a national leader in online education; enhancing graduates’ communication skills; providing opportunities for graduate students to develop and enhance professional skills (through an innovative new suite of online modules); using innovative online technology to facilitate course evaluations; and taking a critical look at classroom infrastructure to meet needs of teachers and students.

Highlights moving forward include: providing leadership together with the Council of Ontario Universities to guide government direction re: online learning; and developing innovative ways to deliver programming online, including fully online professional master’s programs, virtual laboratories, and programs to enhance linkages to secondary schools through efforts aimed at both students and teachers.

Chris Read, associate provost students, presented efforts relating to the “Vibrant Student Experience” theme. He identified current areas of focus as student space planning (developing a cohesive, campus-wide strategy and ongoing student consultation process), student relationship management (adopting a more systemic and integrated approach to support services), and creation and implementation of a student portal (currently in beta testing).

Geoff McBoyle, vice-president academic & provost, provided an overview of how funds have been allocated to support strategic plan implementation activities to date, noting that \$5.6M has been allocated, \$1M of which comes from external sources.

Slides used in the presentations may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/strat_plan_20140603.pdf

MEETING

Organization of Meeting: Kevin Lynch, chair of the board, took the chair, and Erin Windibank acted as secretary. Windibank 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 everyone to the meeting, especially those new and returning. He referred specifically to the conflict of interest declaration for completion by governors.

The chair's speech at the Annual Lecture @ Humber College may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/humber_college_annual_lecture_20140602.pdf

3. AGENDA/ADDITIONAL AGENDA ITEMS

The board heard a motion to approve the agenda, subject to the withdrawal of items 6 (changes to Policy 59) and 11 (change to the MOA between FAUW and UW).

Schlegel and Gamble. Carried.

Consent Agenda

The board heard a motion to approve and/or receive for information by consent items 4, 5 and 7 below.

4. MINUTES OF THE 1 APRIL 2014 MEETING

The board approved the minutes of the meeting as distributed.

5. REPORT OF THE PRESIDENT

Recognition and Commendation. The board received the report for information.

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

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

Changes to Policy 59, Reduced Workload to Retirement. The item was withdrawn at the request of the vice-president, academic & provost.

7. REPORT OF THE VICE-PRESIDENT, ADMINISTRATION & FINANCE

Incidental Fees. The board approved the recommended fees as presented in the report.

Lynch and Hamdullahpur. Carried.

Regular Agenda

8. BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes.

9. ONLINE LEARNING DEVELOPMENT

Aldo Caputo, associate director, Centre for Extended Learning, delivered a presentation on the centre's activities in support of high quality fully online courses and programs at the graduate and undergraduate levels as well as non-credit professional development courses, noting that the university sees itself as a national leader in the number of fully online professional master's degrees offered. He provided data showing the substantial growth of online course offerings, highlighting that 75% of University of Waterloo students see themselves as taking a mix of online and on-campus courses. Looking forward, Caputo reported that the centre hopes to further expand its capacity to serve the needs of the University and play a leadership role in online development within the province, while also looking at the horizon for new technologies.

In discussion, the board considered opportunities to use online courses as a means of reaching out to secondary school students.

Slides used in the presentation may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/online_learning_20140603.pdf

10. REPORT OF THE PRESIDENT

Speaking to his presentation, Hamdullahpur thanked board members who attended yesterday's 14th annual President's Golf Tournament, which raised \$1M in support of student athletes.

He reported that the University's Strategic Mandate Agreement with the provincial government was signed on 31 March; however, further action depends on the outcome of the provincial election.

Noting that the co-operative education model is one of the University's major differentiators, Hamdullahpur presented data re: employment rates following graduation, relevance of employment to skills developed in field of study and income, in which co-op graduates compared favorably against University of Waterloo and Ontario graduates overall. He also shared highlights of the most recent survey of incoming students showing that: the co-op program is now the primary reason that students accept offers from the University of Waterloo; 44% of admitted students consider themselves to be entrepreneurial; 90% of respondents would have accepted their offer without scholarship support, but 37% of those who declined would not have done so if offered more money; and the perception that the academic environment is too stressful was the fifth most likely reason for declining an offer (up from 20th in 2009).

Some comments were offered on the provincial election and possible impacts on funding allocations promised in the last provincial budget, which may or may not survive.

Hamdullahpur reported that mini town hall meetings on strategic plan implementation are proceeding as planned and stakeholders are providing meaningful feedback to move the plan forward. He also mentioned a recent large delegation received from the University of Bordeaux to further academic collaboration in a range of areas, and his recent visit to several top Chinese universities where agreements were signed to help create strategic connections, as well as a meeting with China's vice minister of education.

Slides used in the presentation may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/president_20140603.pdf

Tribute. Hamdullahpur expressed gratitude to McBoyle, who steps down as vice-president, academic & provost effective 30 June 2014.

Spring 2014 Convocation. Board members heard that ten ceremonies will take place from 10-14 June and were encouraged to attend whenever possible.

Executive Appointments. Hamdullahpur announced that Robert Crow has been appointed interim vice-president, university relations, and the committee to identify a successor is in place. He also noted four upcoming searches for deans of mathematics, science and environment (Jean Andrey will serve as interim dean of environment following André Roy's departure at the beginning of August), as well as associate provost, graduate studies.

Hong Kong Technology Transfer Subsidiary. The board heard a motion to approve that the University incorporate a wholly-owned for-profit Hong Kong subsidiary for the purpose of the management of technology commercialization activities including licensing transactions and start-up company investments, and to approve the use of the words "Waterloo" and/or "University of Waterloo," the coat-of-arms of the University of Waterloo, and all related marks and designs, in connection with the name of the subsidiary corporation and its business, without power of further assignment of such rights of use.

Hamdullahpur and Gamble.

In discussion: intellectual property counsel has been provided by Baker & McKenzie's international practice; liability generated by the subsidiary would not transfer to the University as a shareholder; monitoring would be effected through the Office of Research Finance and the board's Audit & Risk Committee; George Dixon, vice-president university research, and Scott Inwood, director of commercialization, Office of Research, would serve as directors; once the vehicle is in place, intellectual property will be managed on a case by case basis through individual agreements; providing support through the University mitigates risk to faculty members who may choose to engage in licensing activity independently.

Members asked Dixon to circulate more in-depth information following the meeting addressing costs, benefits and risks, and to bring an item before the Audit & Risk Committee in advance of operationalizing for discussion of how the subsidiary will be used taking risk into account.

The motion carried.

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

Change to the Memorandum of Agreement between FAUW and the University of Waterloo.

The item was withdrawn by McBoyle pending further discussion with the Faculty Association of the University of Waterloo.

Exceptions to Policy 40, The Chair. The board heard a motion to approve exceptions to Policy 40, The Chair as presented in the report.

Porreca and Charette. Carried.

New Academic Department, Faculty of Environment. The board heard a motion to approve the transformation of the Centre for Knowledge Integration into the Department of Knowledge Integration within the Faculty of Environment as presented in the report.

Wilkinson and Lazaridis.

In discussion: this change is not intended to establish a precedent for research centres to become departments as no other centre is currently permitted to enroll its own students; the unit offers an interdisciplinary program that is attracting very high quality students.

The motion carried.

Undergraduate Applications and Admissions Update. The registrar presented the report on undergraduate applications and admissions for 2014-15. Discussion included: while applications increased by 1.3%, there was a drop in Ontario secondary school applications for the first time; enrolments in arts are down across the province; co-op is at 113% of target as compared to regular programs at 92% (it was suggested that the future of regular programs might be raised for discussion in the context of a board retreat).

Slides used in the presentation may be seen at: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/admissions_20140603.pdf

12. REPORT OF THE VICE-PRESIDENT, ADVANCEMENT

Office of Advancement FY14 Update. The board received the report for information. McGillivray offered congratulations to those who worked to achieve this year's success and highlighted areas of focus for the Office of Advancement, including post-campaign stewardship, talent management and strengthening prospect management, increasing call activity, development and implementation of an advancement strategic framework, and reviewing alumni relations with a view to enhancement.

School of Urban and Regional Planning Alumni Association – Consent to Use University Name.

The board heard a motion to give consent to the "School of Urban and Regional Planning Alumni Association" to change its legal name to "University of Waterloo Planning Alumni of Toronto."

Hamdullahpur and Schlegel. Carried.

13. RESEARCH PRESENTATION

The board heard that Bryan Smale, professor of recreation & leisure studies and director of the Canadian Index of Wellbeing, would deliver a presentation at dinner immediately following the meeting.

14. REPORTS FROM COMMITTEES

Audit

- **UW Financial Statements, 2013-2014.** The board heard a motion to delegate its authority to approve the University's audited financial statements for the fiscal year ended 30 April 2014 to the Board Executive Committee.

Forbes and Wilkinson. Carried.

- **Amendment to Governing Resolution.** The board heard a motion to approve amendments to the governing resolution of the Audit Committee as presented in the report.

Forbes and Hulan. Carried.

The remaining items in the report were received for information.

Building & Properties

- **Applied Health Sciences Expansion.** The board heard a motion to approve a revised project budget of \$18.639 million for the construction of an expansion building for Applied Health Sciences – Kinesiology on a portion of parking Lot M.

Gamble and Lazaridis.

In discussion: the budget increase represents reconceived project to meet a greater need for space identified in the consultative design phase and not a cost overrun; 20 parking spaces will be lost in Lot M following construction, however, the university acquired 1,000 new parking spaces with the five BlackBerry buildings.

The motion carried.

- **Applied Health Sciences Expansion.** The board heard a motion to approve the award of a design/build contract to Melloul-Blamey Construction Inc. for \$16,041,518, plus HST.

Gamble and Wilkinson. Carried.

- **Light Rail Transit Project.** The board heard a motion to delegate authority to the Building & Properties Committee to approve minor land transactions between the University and the Region of Waterloo to facilitate the implementation of the light rail transit project intended to operate along the east boundary of the University's main campus.

Gamble and Guild. Carried.

The remaining items in the report were received for information.

Finance & Investment

- **Endowment Fund Investments.** The board heard a motion to appoint Dalton Investments as an approved global equity manager for the University of Waterloo endowment fund.

Wilkinson and Porreca.

In discussion: while Asian markets are generally more volatile than the broader global markets, the committee believes this is one of the best firms investing on an Asia-specific basis and is consistent with the University's long term value-oriented approach; approval enables the committee to take future action, but does not necessarily mean that an investment will be made.

The motion carried.

Governance. The board received the report for information.

Pension & Benefits

- **Actuarial Valuation of the UW Pension Plan as at 1 January 2014.** The board heard a motion to approve filing of the "Actuarial Report: University of Waterloo Pension Plan" as of 1 January 2014 with the Financial Services Commission of Ontario and the Canada Revenue Agency.

Watson and Wilkinson. Carried.

The remaining items in the report were received for information.

**15. INSTITUTE FOR QUANTUM COMPUTING ANNUAL REPORT TO INDUSTRY CANADA,
EXECUTIVE SUMMARY**

The board heard a motion to approve the report for submission to Industry Canada.

Hamdullahpur and Guild. Carried.

16. OTHER BUSINESS

There was no other business.

The board convened in Confidential Session.

13 October 2014

Erin Windibank
Associate University Secretary & Legal Counsel