

University of Waterloo
BOARD OF GOVERNORS
Minutes of the Tuesday 7 June 2016 Meeting

Present: Catherine Booth, Robert Bruce, David DeVidi, Fraser Easton, Murray Gamble, Martha George, Sally Gunz, Feridun Hamdullahpur, Thorsten Heins, Dave Jaworsky, Karim S. Karim, Greta Kroeker, Christos Lolas, John Lounds, David Porreca, Tristan Potter, William Pristanski**, Christopher Pugh, James Schlegel, Ted Scott, Ken Seiling, Jeremy Steffler, Michael Stork, Berry Vrbanovic, William Watson, Karen Wilkinson, Kate Windsor, Marta Witer

Guests: Jean Andrey, Sandra Banks, Bruce Campbell, Vivian Choh, Mario Coniglio, Rick Culham, Ray Darling, George Dixon, Jim Frank, Dennis Huber, Peggy Jarvie, Derek Madge, Nick Manning, Jane Manson, Ian Orchard, Diana Parry, Chris Read, Erin Sargeant Greenwood, Daniela Seskar-Hencic, Allan Starr, Pearl Sullivan, Brandon Sweet, Marilyn Thompson, Elise Vist, Stephen Watt, Gah-Jone Won

Secretariat: Laurie Arnott, Logan Atkinson, Karen Jack, Emily Schroeder, Sian Williams

Absent: Jordan Banks*, Andrew Clubine*, Tara Collington*, Tom Jenkins, Carol Leaman*, Satish Rai*
*regrets
**joined by telephone

Organization of Meeting: William Watson, 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. CONFLICT OF INTEREST

Governors were asked to declare any conflicts they may have in relation to the items on the agenda. No conflicts were declared.

2. REMARKS FROM THE CHAIR

Governors' First Meeting

A number of governors are attending their first meeting. The Chair acknowledged them, as follows:

- **Community-at-Large Representatives:**
Martha George (member of Building & Properties Committee)
James Schlegel (member of Audit & Risk Committee and Finance & Investment Committee)
- **Lieutenant Governor in Council Representative:**
Carol Leaman (member of Finance & Investment Committee – sent regrets because of work-related travel)
- **Faculty Representatives:**
Greta Kroeker (History)
- **Undergraduate Student Representative:**
Andrew Clubine (Knowledge Integration – sent regrets because of work-related travel)
- **Graduate Student Representatives:**
Robert Bruce, Graduate Student Association president, 2016-17 (School of Planning; member of Building & Properties Committee)
Christopher Pugh (Physics – Quantum Information)

Dinner Reception after Meeting

The Chair reminded all governors, vice-presidents and deans of the annual Board dinner to be held immediately after the meeting in the University Club.

Board of Governors/Senate Joint Orientation

The Chair thanked members of the Secretariat & Office of General Counsel for organizing and hosting the first joint Board of Governors/Senate orientation day, held at the end of April. The event will be held once again in late April 2017.

President's Golf Tournament

The Chair updated the Board on the very successful President's Golf Tournament held on 6 June at the Westmount Golf Club.

3. AGENDA/ADDITIONAL AGENDA ITEMS

The Board heard a motion to approve the agenda as distributed, subject to the addition of new Item 18(b) in the Report of the President, Donor List – New Gifts and Pledges \$250,000+, 1 May 2015 – 30 April 2016 in confidential session.

Porreca and Pugh. Carried

Consent Agenda

The sabbatical leave for Professor Shai Ben-David in item 5(b), "Sabbatical and Administrative Leaves, and Administrative Appointments" on page 21 is to be removed from the report and will be submitted at a later date.

The Board heard a motion to approve and/or receive for information by consent items 4-7 below, subject to the change noted above.

Witer and Kroeker.

4. MINUTES OF THE 5 APRIL 2016 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 and Administrative Leaves and Administrative Appointments.

Motion: The Board heard a motion to approve the sabbatical and administrative leaves as presented in the report.

The remaining items in the report were received for information.

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

Incidental Fees. The Board heard a motion to approve incidental fee changes as follows:

Motion: To approve the Federation of Students Fee as presented in the report.

Motion: To approve the Federation of Students Administered Fee as presented in the report.

Motion: To approve the Independent Studies Student Society Fee as presented in the report.

Motion: To approve the Graduate Student Association (GSA) Fees as presented in the report.

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

Motion: To approve the IQC annual report to Industry Canada as presented in the report.

The question was called, and the motion carried.

Regular Agenda

8. BUSINESS ARISING FROM THE MINUTES

Orchard spoke to the question of library acquisitions relative to the 2016-2017 budget and the payment of acquisitions in US dollars. There is an agreement with the library to cover any currency exchange deficit. In 2013-2014, the University of Waterloo was comparable to the sector-wide university average calculated as a percentage of operating budgets.

9. STUDENT RESEARCH PRESENTATIONS: THREE MINUTE THESIS (3MT) FINALISTS

Three Minute Thesis (3MT) is a university-wide competition for research-based master's and doctoral students at the University of Waterloo. Competitors have one static slide and three minutes to explain the breadth and significance of their research to a non-specialist audience.

Feridun Hamdullahpur introduced Elise Vist. Arts faculty heat winner, Elise Vist, a PhD candidate in English and member of The Games Institute, presented on "Queer Fans and Intimate Fandoms." Vist's research engages in fan studies. Her dissertation shows that intimate publics naturally develop in online fandoms, and the boundaries of those intimate publics are renegotiated or ruptured in contested spaces. Vist presented her research in the 3MT format.

The slide used in Vist's presentation can be seen here: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/item_9_elise_vist_-_arts_3mt.pptx

Feridun Hamdullahpur introduced Gah-Jone Won. Gah-Jone Won, a PhD candidate in Vision Science and Biology, presented on "The Development of an Antibody-Drug Conjugate to Specifically Target and Soften the Crystalline Lens *in vivo*." He was selected as the winner of University of Waterloo's competition, and went on to win the Ontario Provincial Three Minute Thesis competition. Won advanced to the national competition hosted by the Canadian Association of Graduate Studies. Yesterday, the University announced that he won the national competition as well. As first place winner, Won receives \$1,500 and an all-expenses paid trip to the CAGS annual conference. His research focuses on the development of a pharmaceutical treatment for presbyopia, an age-related condition that causes the eyes to lose the ability to focus on nearby objects. He presented his research in the 3MT format.

The slide used in Won's presentation can be seen here: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/won_gah-jone_provinceals_16_9_final.pdf

10. REPORT OF THE PRESIDENT

President's Update. The President updated the Board of Governors on a number of issues summarized in his written report, and otherwise, including: visits from the Ambassador from the United States and vice-chancellors from several universities in the United Kingdom; book launch by Larry Smith; several community engagement events, including the 10th anniversary of the

Accelerator Centre with special guest His Excellency the Governor General; the Waterloo Global Science Initiative on the subject of “open access energy;” search underway for a new director of the Velocity programs; article in the Wall Street Journal on Silicon Valley recruitment efforts at the University of Waterloo; submissions to the federal PSE Institutions Strategic Investment Fund; visit from the United Nations Under Secretary on 8 June to celebrate the first year of our participation in the HeForShe initiative.

In response to a question related to staff turnover rates referred to in the President’s written report, Marilyn Thompson advised that staff turnover at 4-5% is reported on a calendar year, and that it represents an extremely low number, especially if retirements are removed from the count.

The President supplied some clarification on the submissions to the federal PSE Institutions Strategic Investment Fund, and the involvement of the provincial government in providing support.

On the GEDI initiative referred to in the President’s written report, the President agreed to provide a written update to the Board prior to September, and periodic updates on the progress of various funding applications.

Slides used in the President’s presentation may be seen here: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/item_10_presidents_update_20160607.pdf

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

Strategic Plan Theme – Robust Employer-Employee Relationship. Marilyn Thompson updated the Board of Governors on objectives of and projects underway in the Robust Employer-Employee Relationship theme group working under the strategic plan.

In response to a question, Thompson commented on the tension between the need to provide internal opportunities for transfer and promotion, and the continuing ability to perform the work that must be done. Much of this is addressed through encouraging individual growth on the one hand, and developing appropriate succession plans on the other. Exit interviews are conducted with staff members as they transfer between units inside the University.

Onboarding programs are extended to everyone working at the University, including teaching assistants.

The progress made in a number of areas in Human Resources is attracting very positive attention to the University, and it is showing in our ability to recruit the top people in their fields.

Slides used in the Associate Provost’s presentation may be seen here: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/item_11a_reer_board_of_governors_june_2016.pptx

Women’s Leadership. Thompson and Diana Parry updated the Board of Governors on the University’s participation in the United Nations HeForShe campaign as a member university in the “Impact 10x10x10” program.

The ambition is to achieve 29.5% female leadership across the University by 2020. “Senior leadership” includes the president, vice-presidents, and those reporting to the provost. The next level of leadership includes direct reports at the next level, starting with departmental chairs.

Slides used in Thompson and Parry's presentation may be seen here: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/item_11b_womens_leadership.pdf

Undergraduate Admissions Update. The Registrar advised that acceptances for fall 2016 are 116% of targets established in November 2015, above our ambition to get to 110% of target, and a very high percentage of these new admissions are highly successful high school students. Quality has not been compromised as recruitment efforts have unfolded.

Numbers of new admissions in the Faculty of Engineering show a dramatic increase in the percentage of women admitted to first year programs. Overall, 29.4% of new Engineering students will be women.

Slides used in the Registrar's presentation may be seen here: https://uwaterloo.ca/secretariat-general-counsel/sites/ca.secretariat-general-counsel/files/uploads/files/item_11c_undergraduate_admissions_update_20160607.pdf

Graduate Student Enrolment Update. Jim Frank advised that: graduate enrolment continues to increase with very promising students; historically and into the medium term, domestic graduate student enrolment will be a challenge, and we fall below our targets set by the province; demand for professional, course-based masters programs can be a solution to this challenge.

12. REPORTS FROM COMMITTEES

Building & Properties.

- **Light Rail Transit Update (Potential Easements)**

Motion: To grant to the Region of Waterloo four easements for the LRT system with a total area of approximately 180 m² (0.04 acres).

Gamble and Wilkinson. Carried.

- **Kitchener-Wilmot Hydro Easement**

Motion: To grant to Kitchener-Wilmot Hydro a utility easement along the Victoria Street frontage of the Health Sciences Campus.

Gamble and Vrbanovic. Carried.

Gamble advised the Board that government has requested a Board endorsement for the university-submitted funding proposals under the federal Post-Secondary Institutions Strategic Investment fund, including applications for support for Engineering 7, the Science Research Complex Project, the Chemistry 2 Building Renovations Project, and the Burt Matthews Hall Renovations Project. These projects had been discussed in this context at committee meetings on 11 March and 20 May 2016.

Motion: That the Board of Governors endorse submission by the University of four applications for funding support to the federal Post-Secondary Institutions Strategic Investment fund, including applications for support for Engineering 7, the Science Research Complex Project, the Chemistry 2 Building Renovations Project, and the Burt Matthews Hall Renovations Project.

Gamble and Bruce. Carried

Finance & Investment.

- **Responsible Investing Working Group**

Motion: To approve the formation of a Responsible Investing Working Group of the Board of Governors, and to approve the terms of reference for the group as described in the report.

Wilkinson and Scott.

The terms of reference were considered by the Pension & Benefits Committee three times, and at the last consideration some concerns were raised. However, it is the position of the Finance & Investment Committee that the issues raised can be addressed by the Working Group itself as it undertakes its work.

Governor Gunz advised that there are some concerns with the idea of “financial literacy” as a qualification of membership, especially if the working group has a wide mandate. There are questions about the composition of the committee, and there is nothing in the terms of reference about when and how often the working group is to report.

Governor DeVidi spoke to the need for ethical literacy for service on the working group, and the unnecessary limitations involved in the idea of “financial literacy.” It must be clear at least that the term “financial literacy” does not require a professional specialization.

Governor Steffler pointed out that there is no clear requirement for the working group to report to the Board. Rather, it appears that reports would go only to standing committees.

Governor Bruce wondered if the two members of the working group not required to be financially literate were intended to be students, and was advised by Dennis Huber that this was not the intention.

Orchard advised that “financial literacy” does not contemplate a professional specialization. The establishment of this working group was not in direct response to student representations to the Board of Governors, but has been under consideration for more than a year. It is anticipated that the working group will make interim reports to the Board; the requirement to report to standing committees is not intended to preclude reports to the Board, and was inserted in response to a suggestion made at Pension & Benefits Committee. It is anticipated as well that this working group will consult widely with the University community in conducting its research and preparing its recommendations and reports.

Governor Gunz asked that the Board reflect carefully on the need for a diverse set of perspectives in the makeup of the working group. More inclusivity will generate better outcomes.

Governor Wilkinson advised that removing the term “financial literacy” will not dramatically increase the pool of eligible members, given that service is limited to members of the Board and members of Board standing committees. Governor Gunz advised that this would limit the Faculty Association nominees to the working group to those serving on Pension & Benefits Committee, as there is no guarantee that faculty members on the Board will be financially literate. The Chair advised that all Board members are expected to have a level of financial literacy to enable them to meet their fiduciary responsibilities.

The Board heard a motion to amend the principal motion to amend the proposed terms of reference by deleting the requirement that 10 of the 12 members of the working group be financially literate. Before a seconder for this amending motion was identified, the Board was advised by Dennis Huber that “financial literacy” is defined in the terms of reference of the Audit & Risk Committee, as a result of which DeVidi withdrew his amending motion.

It was suggested that the terms of reference be amended to require that the working group provide periodic reports to the Board of Governors. This suggestion was accepted as a friendly amendment by Governors Wilkinson and Scott.

The question as amended was called, and it carried.

The remaining items in the report were received for information.

Governance.

The Board received the report for information.

Pension & Benefits.

- **Actuarial Valuation of the Pension Plan as at 1 January 2016**

Motion: To approve the actuarial valuation report as at 1 January 2016, recognizing that the report will not be filed with the Financial Services Commission of Ontario (FSCO).

Wilkinson and Witer. Carried.

There is a trend of a decline in the number of participating members as opposed to retirees. However, this factor is a part of the calculation in valuation of the pension fund, and is not at all unique to the University.

The remaining items in the report to be received for information.

13. OTHER BUSINESS

Questions were raised about the timing of populating Board committees with faculty governors and student governors, and whether appointments could be delayed until seats are filled on the Board. Further, the Governance Committee was asked to consider widening representation of internal governors on standing committees. The Chair advised that these matters would be referred to the Governance Committee for consideration.

The Board convened in confidential session.

9 June 2016

Logan Atkinson
University Secretary & General Counsel
Secretary to the Board of Governors