

**University of Waterloo**  
**BOARD OF GOVERNORS**  
**Minutes of the Tuesday 25 October 2016 Meeting**

**Present:** Jordan Banks, Catherine Booth, Robert Bruce, Andrew Clubine, Tara Collington, David DeVidi, Murray Gamble, Sally Gunz, Feridun Hamdullahpur, Thorsten Heins\*\*, Dave Jaworsky, Greta Kroeker, Christos Lolas, John Lounds, David Porreca, Christopher Pugh, Satish Rai, James Schlegel, Ted Scott, Ken Seiling, Jeremy Steffler, Michael Stork, Berry Vrbanovic, William Watson, Karen Wilkinson, Kate Windsor, Marta Witer

**Guests:** Jean Andrey, Suman Armitage, Sandra Banks, Annie Bélanger, Alan Binns, Alison Boyd, Bruce Campbell, Aldo Caputo, Carleen Carroll, Jeff Casello, Mario Coniglio, Jason Coolman, Ray Darling, George Dixon, Mahejabeen Ebrahim, Donna Ellis, Sacha Forstner, Dave Gerencser, Kim Gingerich, Michael Herz, Dennis Huber, Peggy Jarvie, Derek Madge, Beth Jewkes, Jennifer Kieffer, Robert Lemieux, Bruce Muirhead, Ian Orchard, Jeff Outhit, Daniel Parent, Maija Puddle, Alice Raynard, Chris Read, Ian Rowlands, James Rush, Erin Sargeant Greenwood, Daniela Seskar-Hencic, Gabrielle Smith, Pamela Smyth, Allan Starr, Kari Pasick Stewart, Pearl Sullivan, Brandon Sweet, John Thompson, Marilyn Thompson, Brent Thornhill, David Timms, Nickola Voegelin, Stephen Watt

**Secretariat:** Logan Atkinson, Karen Jack, Emily Schroeder

**Absent:** Fraser Easton\*, Martha George\*, Tom Jenkins\*, Karim S. Karim\*, Carol Leaman\*, Tristan Potter\*, William Pristanski\*

\*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

#### **Board of Governors Appeal**

The Chair spoke to the annual Board fundraising appeal, and urged all Board members to take part at a level of contribution that is comfortable to them, the goal being 100% participation by the Board. He emphasized the important work that is done as a result of the appeal, and mentioned increased international opportunities for students as a possible featured project for giving.

Governor Gunz spoke to the “Caring Quilts” project as a fundraiser in support of mental health initiatives on campus.

#### **President’s Reception**

The Chair reminded governors to attend the President’s Reception at Federation Hall immediately after the Board meeting.

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**3. AGENDA/ADDITIONAL AGENDA ITEMS**

Following the call for additional agenda items from the floor, the Board heard a motion to approve the agenda as distributed.

Booth and Pugh. Carried.

**Consent Agenda**

The sabbatical leave for Professor Werner Dietl in item 5(b), “Sabbatical and Administrative Leaves/Administrative Appointments” on page 17 was removed from the report.

The Board heard a motion to approve and/or receive for information by consent items 4-6 below, subject to the change noted above.

Gamble and Vrbanovic.

**4. MINUTES OF THE 7 JUNE 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/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 FROM THE EXECUTIVE COMMITTEE**

The Board received the report for information.

The question was called, and the motion carried.

**Regular Agenda**

**7. BUSINESS ARISING FROM THE MINUTES**

There was no business arising.

**8. 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 recently completed fall convocation and a new total of over 190,000 members of our alumni; over 8500 very high quality new students (a record) welcomed to the campus in September in both undergraduate and graduate cohorts; fall reunion weekend; Joanne Shoveller to take up her duties as vice-president, advancement in January 2017; attendance at the United Nations to meet with the other nine university presidents as champions of the HeforShe project, with a particularly engaging speech delivered by one of our undergraduate students, Anya Forestell; fourth annual innovation summit held in September in

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partnership with Communitech; adjustment in faculty salaries to correct for systemic gender bias; opening of a new building extension in the Faculty of Applied Health Sciences, completion of the Hagey Hall atrium project, finalization of the South Campus landscape improvements; new residence construction underway with just over 500 beds, and Engineering 7 construction well underway; total of over \$91 million in research funding received through the Canada First Research Excellence Fund, in quantum technologies and in water research.

The President called on Chris Lolas, president of the Federation of Students, to present the results of the WPIRG fee referendum and to advise the Board that the fee change recommendation will come to the Board at its February 2017 meeting.

Slides used in the President's presentation may be seen here:

[https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item\\_8a\\_presidents\\_update.pdf](https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item_8a_presidents_update.pdf)

**Strategic Plan 2013-2018: 2015-2016 Progress and Outcomes – Fall 2016 Update.** Ian Orchard presented the annual update on progress with respect to the strategic plan. He mentioned updates to the Faculty-based strategic plans and alignment with the institutional plan; the addition of an “undergraduate research focus;” considerable attention has also been placed on space planning, especially student study and social space; relationship between HeforShe targets for faculty hiring and progress under the strategic plan; efforts to strengthen our entrepreneurship brand; many other positive outcomes over the course of the year just ended, including initiatives related to enhancing the student experience.

Governors acknowledged the leadership of this institution in the HeforShe campaign.

Slides used in Orchard's presentation may be seen using the previous link (slides 12-17).

**Strategic Plan Mid-Point Review.** Hamdullahpur presented a mid-term report on progress under the institutional strategic plan, highlighting student registration at both the graduate and undergraduate levels; increases in the numbers of faculty; increases in research funding; many other successes. Areas for increased attention include PhD enrolment to support our increasing research intensity; research partnerships with the industrial sector; student study space. Hamdullahpur referred to the University's position in the top three international rankings, and pointed out that both our Engineering program and our Computer Science program are ranked number one in Canada. He referred to a number of key performance indicators used to measure strategic plan implementation progress.

Slides used in Hamdullahpur's presentation may be seen using the previous link (slides 18-20).

**Risk Analysis – Government Policy and Funding Formula.** Government policy risk has been identified by the University as the top risk facing the University, comprised of funding decisions at the provincial level (both the funding formula and tuition policy), and research funding at the federal level. In his comments, Hamdullahpur focused on the funding formula review underway through the

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provincial government, including the “enrolment envelope,” the “differentiation/student success envelope,” and “special purpose grants.”

In response to a question, Hamdullahpur indicated that there is currently no promise that the funding available from the province will increase for the sector. There may be some opportunity in the “student success envelope” for this institution to out-perform its competitors in the sector, although this envelope is much smaller than the “enrolment envelope.” Hamdullahpur referred to the difficulties with the current federal rules around indirect research costs, and how that issue must be resolved to allow the university to devote greater funds to the teaching and learning enterprise. Universities have been lobbying the province for many years, both individually and as a collective, to increase the funding available to the sector.

We have not yet received instructions on the next iteration of the strategic mandate agreements, but we have been informed that the new funding formula will be phased in over the life of two strategic mandate agreements.

Slides used in Hamdullahpur’s presentation may be seen using the previous link (slides 21-24).

#### **Policy 42 – Prevention and Response to Sexual Violence.**

The President introduced Mahejabeen Ebrahim, director of the Equity Office. She summarized the process by which Policy 42 and the related procedures have been developed, including the role of the Provost’s Advisory Committee on Equity, the working group of that Advisory Committee, and the extent of consultation throughout the process. Feedback from a wide variety of constituencies was integrated into the documents proposed for approval. She offered comment on the need to develop awareness and prevention programs.

Slides used in the Director’s presentation may be seen here:

[https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item\\_8e\\_policy\\_42\\_prevention\\_and\\_response\\_to\\_sexual\\_violence\\_2016\\_-\\_for\\_board\\_of\\_governors\\_-\\_final\\_oct\\_17.pdf](https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item_8e_policy_42_prevention_and_response_to_sexual_violence_2016_-_for_board_of_governors_-_final_oct_17.pdf)

Thanks were expressed by the Director and Orchard for the work done by a large number of people in generating the policy and procedures draft. Orchard indicated that the Sexual Violence Response Coordinator will be positioned in the Provost’s group. The services available to members of the community are spread across a number of different portfolios. With respect to investigations, resources will be directed to trained external investigators. Education, prevention and training will be enhanced. A review process will be undertaken virtually immediately to ensure that our new policy and procedures are consistent with the expectations of the community.

**The Board heard the following motion:** That, consistent with the requirements of the Ministry of Training, Colleges and Universities Act, R.S.O. 1990, c. M.19, as amended, and O.Reg. 131/16 entitled Sexual Violence at Colleges and Universities, the Board of Governors of the University of Waterloo approves Policy 42 – Prevention and Response to Sexual Violence, and the Sexual Violence Response Protocol and Procedures, both as circulated to the Board of Governors in advance of this meeting.

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And further, consistent with subsection 3(3) of O.Reg. 131/16, the Board of Governors hereby authorizes the President & Vice-Chancellor to approve amendments to Policy 42 and the Sexual Violence Response Protocol and Procedures without the necessity of submitting such amendments to the Board of Governors for approval, provided that such authority is limited to amendments respecting the following:

1. The supports and services that are available at the University or in the community, and
2. The identity of the officials, offices and departments at the University referred to in clauses 2(1)(a) and (c), and in paragraphs 1 and 6 of subsection 2(2) of O.Reg. 131/16.

Hamdullahpur and Banks.

Gunz acknowledged that this policy is necessary and a large number of people have put a great deal of work in generating these documents. She acknowledged the assurances given by the President and the Provost in undertaking the review of the policy immediately. However, the Faculty Association was not aware that the procedures were to be presented for approval, such that there has not been a proper consideration of the relationship between the procedures and the Memorandum of Agreement and there may be areas of conflict.

In response to a question, it was confirmed that the policy and procedures are to take effect 1 January 2017.

**The Board heard the following motion to amend the principal motion:**

That the principal motion to be amended in the following respects: (1) by deleting the words and punctuation “; and the Sexual Violence Response Protocol and Procedures, both” where they appear in the first paragraph of the motion, and (2) by deleting the words “and the Sexual Violence Response Protocol and Procedures” where they appear in the second paragraph of the motion.

Porreca and Pugh.

Some governors offered comments about reporting lines for positions to be filled pursuant to the policy, conflicts with the memorandum of agreement, review dates, and emphasized that members of the community did not understand that the procedures would be coming to the Board.

Atkinson offered an explanation of the exceptions to the need to come back to the Board for approval of amendments. Orchard denied that there was agreement to bring only the policy to the Board. If changes are necessary to bring it into compliance with the Memorandum of Agreement, then they are minor and can be done quickly. Most of the input received from all constituencies has been allowed for in the current drafts.

A summary of the discussions at Faculty Relations Committee was provided, and it was argued that the promised review process may take a long time. However, the procedures must be dealt with more quickly than that for the purpose of compliance with the Memorandum of Agreement.

It was observed by some governors that, if there are perceived inconsistencies with the Memorandum of Agreement, then the Board should send the documents back for further reflection.

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Hamdullahpur advised that the Board's opportunity to act on the province's direction is now. The Board ought not to take a chance that the process cannot be approved by the end of the year, and consequences will be severe if approvals are not in place. Hundreds of hours have gone into the development of these documents. The President and the Provost have undertaken to generate a review immediately. There is a great risk that we will not meet the deadline. Goodwill and trust will allow us to make whatever changes might be required in the future.

The question on the amending was called, and the motion carried.

The question was then called on the principal motion as amended, and it carried.

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

**Waterloo Budget Model.** Orchard presented an update to the Board on the progress to date in developing the Waterloo Budget Model. He expressed his thanks to the many individuals who have been involved in the development of the model. The overarching ambition is to increase transparency and accountability, and to distribute revenues more equitably.

Slides used in Orchard's presentation may be seen here:

[https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item\\_9a\\_waterloo\\_budget\\_model.pdf](https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item_9a_waterloo_budget_model.pdf).

### **Memorandum of Agreement between the Faculty Association of the University of Waterloo (FAUW) and the University of Waterloo.**

**Motion:** To approve the following amendments to Articles 13.3 and 13.5 of the Memorandum of Agreement between FAUW and the University of Waterloo [see report].

**Rationale:** The proposed amendments serve to change the frequency of faculty performance evaluations from every year to every two years, and to align the various prescribing language and processes into the biennial cycle. This benefits both faculty and administration in reducing the overall workload for said evaluations. As well, histogram information will now be provided directly to faculty members along with greater detail on the various individual ratings. Some existing language in the document has been moved and consolidated for clarity. These changes were adopted and recommended for approval by Faculty Relations Committee at its meeting of 15 September 2016, and were ratified by a vote of the FAUW membership on 14 October 2016. If approved, the changes to the agreement will take effect in 2016 and Faculties' alignment to the biennial cycle will begin starting in 2018.

Hamdullahpur and Porreca.

The Board was advised that membership of the Faculty Association strongly supported this change.

Carried.

**Admissions Update.** The Associate Provost, Graduate Studies and the Registrar updated the Board of Governors on admissions.

Slides used in the Associate Provost, Graduate Studies and the Registrar's presentation may be seen here:

[https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item\\_9c\\_admissions\\_update.pptx](https://uwaterloo.ca/secretariat/sites/ca.secretariat/files/uploads/files/item_9c_admissions_update.pptx)

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## 10. REPORTS FROM COMMITTEES

### **Audit & Risk Committee.**

**Motion:** To reappoint Ernst & Young as the University's external auditors for the fiscal year ending 30 April 2017.

**Background:** This recommendation is made with the endorsement of the Vice-President, Administration & Finance, and in conjunction with the approval of the audit plan and fee.

Heins and Lounds. Carried.

The remaining items in the report were received for information.

**Building & Properties.** Gamble advised that a special meeting of the committee has been scheduled for 21 November 2016 to address outstanding committee business.

The Board received the report for information.

**Finance & Investment.** Rai presented the report of this committee.

The Board received the report for information.

**Governance.** Booth presented this report, and reminded the Board that an amendment to Board Bylaw 1 will be presented to the Board for approval in February 2017. She also reminded the Board of the 2016 retreat scheduled for 2 December.

The Board received the report for information.

### **Pension & Benefits.**

- **Investment in two TDAM index funds**

**Motion:** To approve the Pension & Benefits Committee's recommendation to invest a total of \$15 million in the two TDAM indexed funds (to be distributed 60% in the TD Emerald U.S. Equity Index Fund and 40% in TD Emerald International Equity Index Fund), by reallocating approximately 10% of the current cash in the fund.

**Background:** Committee members are concerned about the growing liability in the pension fund and have determined that they would like to invest a portion of the cash in the two TDAM index funds. The committee believes the proposed index funds would lower investment costs for the fund with an opportunity to increase market returns.

Wilkinson and Witer. Carried.

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

## 11. OTHER BUSINESS

There was no other business.

The Board convened in confidential session.

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