

**University of Waterloo**  
**BOARD OF GOVERNORS**  
**Minutes of the Tuesday 30 October 2018 Meeting**

**Present:** Nyla Ahmad, Upkar Arora, Jagdeep Bachher, Peter Barr, Shannon Dea, Tia Driver, Paul Fieguth, Cindy Forbes (chair), George Freeman, Murray Gamble, Martha George, Robert Gorbet, Feridun Hamdullahpur, Ava Hill, Russell Hiscock, Karen Jack (secretary), Dave Jaworsky, Sheryl Kennedy, John Lounds\*\*, Tyler Marques, Daniel O'Connor, Linda Ogechi IHEME\*\*, William Pristanski, Neil Randall, John Saabas\*\*, James Schlegel, Mark Seasons, Ken Seiling, Jeremy Steffler, Berry Vrbanovic, Kate Windsor, Richard Wu

**Guests:** Jean Andrey, Suman Armitage, Sandra Banks, Alison Boyd, Bruce Campbell, Jeff Casello, Mario Coniglio, Jason Coolman, Ingrid Cowan, Charmaine Dean, Lawrence Folland, Mike Grivicic, Sarah Hadley, Michael Herz, John Hirdes, Michelle Hollis, Lee Hornberger, Dennis Huber, Ross Johnston, Andrea Kelman, Robert Lemieux, Derek Madge, Cathy Newell Kelly, Diana Parry, Doug Peers, Chris Read, Ian Rowlands, James Rush, Beth Sandore Namachchivaya, Chanakya Ramdev, Emily Schroeder, Jackie Serviss, Daniela Seskar-Hencic, Joanne Shoveller, Pamela Smyth, Allan Starr, Kari Stewart, Donna Strickland, Paul Stolee, Pearl Sullivan, Susan Tighe, David Timms, Sean Thomas, David Tubbs, Caitlin Vaux, Rose Vogt, Stephen Watt, Stanley Woo

**Regrets:** Dominic Barton, Thorsten Heins, John Swainson, Maya Venters

\*\*joined by telephone

**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**

The chair congratulated Berry Vrbanovic and Dave Jaworsky on their re-election as mayors of Kitchener and Waterloo, respectively. She also offered kudos to Ken Seiling on concluding 33 years as Regional Chair, and more than four decades in municipal politics. A round of applause followed each remark, and Seiling offered some reflections on the relationship between the University and the Region over that time. Forbes also acknowledged members Hill and Marques, both attending their first meeting.

The chair reminded members of the Board's annual appeal and encouraged all to take part in whatever way they can. She invited members to contact Jason Coolman, associate vice-president, development & alumni relations if they are interested in making a philanthropic gift.

Members were reminded about the President's Reception being held immediately following the meeting.

The chair acknowledged Professor Donna Strickland, Nobel Prize in Physics winner for her work in generating high-intensity, ultra-short optical pulses. Forbes made the following motion:

That the University of Waterloo's Board of Governors offers its highest praise to Dr. Strickland for her revolutionary work in laser physics, and commends and honours her extraordinary distinction as a winner of the Nobel Prize in Physics in 2018.

Forbes and Gamble. Carried unanimously.

Dr. Strickland then addressed the Board, advising members of her pleasure to attend the meeting, and she briefly described the research she undertook which won her the award. She noted that the award also acknowledges the value of science, and expressed her pleasure in representing scientists, Canada and the University of Waterloo. She closed with an expression of gratitude that she has already heard from many young women that the award has inspired them to pursue studies in science.

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**3. AGENDA/ADDITIONAL AGENDA ITEMS**

The chair advised that Item 13.a., Report of the Vice-President, Administration & Finance (Responsible Investing Working Group Recommendations) was intended for the consent agenda, and will be considered new Item 6.b.

The Board heard a motion to approve the agenda as amended.

Windsor and Arora. Carried unanimously.

**Consent Agenda**

The Board heard a motion to approve and/or receive for information by consent items 4-8 below.

Bardswick and Kennedy.

**4. MINUTES OF THE 5 JUNE 2018 MEETING**

The Board approved the minutes of the meeting as distributed.

**5. REPORT OF THE PRESIDENT**

**Sabbatical and Administrative Leaves and Administrative Appointments.** The Board heard a motion to approve the sabbatical leaves and changes as presented in the report. The Board received the remainder of the report for information.

**Recognition and Commendation.** The Board received the report for information.

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

**Incidental Fee Changes.** The Board heard motions to approve incidental fee changes as follows:

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

**Motion:** To approve the Engineering Society Fee as presented in the report.

**Implementation of the Responsible Investing Working Group Recommendations**

**Motion:** To approve the allocation of responsibilities for implementing Environmental, Social & Governance related (“ESG”) investment approaches as recommended in the report.

**7. REPORTS FROM COMMITTEES**

**Building & Properties.** The Board received the report for information.

**Executive.** The Board received the report for information.

**Finance & Investment.** The Board received the report for information.

**Governance.** The Board heard a motion to approve a change to the resolution of the Governance Committee as provided in the attachment. The Board received the remainder of the report for information.

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

**8. REPORT OF THE VICE-PRESIDENT, ACADEMIC & PROVOST**

**Undergraduate/Graduate Admissions Update.** The Board received the report for information.

In response to questions about the ESG factors in agenda item 6, members heard: a concern re: the time scale; that it is understood that these factors are a starting point and will change over time; there is a

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mechanism in place for review of the factors; the recent report from the Intergovernmental Panel on Climate Change was not reviewed specifically, but the recommendations were thoughtfully considered and review of such materials will be undertaken in the future.

The question was called and the motion carried with one abstention.

### **Regular Agenda**

#### **9. BUSINESS ARISING FROM THE MINUTES**

There was no business arising.

#### **10. REPORT OF THE PRESIDENT**

**President's Update.** The president briefly spoke to various matters, including: the recent promotion of Dr. Strickland to professor; last week's installation of Dominic Barton as the new chancellor; a welcome to James Rush as the new vice-president, academic & provost, and Norah McRae, the new associate provost, co-operative and experiential education; an update on new Royal Society of Canada members; admissions and hiring data; new faces in government; an update on the student mental health initiative; rankings.

The president then spoke to the report titled "Strategic Plan 2013-2018: Progress and Outcomes – Fall 2018 Update" distributed by mail before the meeting, and, members heard: data re: outcomes and performance indicators; how the plan informs the next plan; next steps.

In discussion: some details re: the hiring process for the Director of Indigenous Initiatives; the steering committee's decision to not release its report, but advice that the new director will receive it; in response to a question re: Hamdullahpur's most significant achievements between 2014 and 2018, his belief that they are: the attention being paid to student concerns and enabling their success, and, the growing awareness of and appreciation for the University's connection to the rest of the world and its role in providing solutions to global issues; commentary from Chief Hill of her disappointment that the meeting did not open with a land acknowledgement, her desire to educate and help to inform other members of the Board re: Indigenous matters, an invitation to all members to visit the Six Nations, and a suggestion to hold a Board event at the Six Nations to facilitate this information exchange. The chair agreed that all future meetings of the Board will include a land acknowledgement, and the president extended his thanks to Chief Hill for the opportunity to engage on these issues. In further discussion: agreement to provide members with the full dashboard relating to the implementation of the student mental health report; the new Ontario government has not provided any clarity on next steps re: the strategic mandate agreement; there is more to come on the mandate to implement a "freedom of speech" policy.

#### **11. STRATEGIC PLAN BRIDGE TO 2020 – DISCUSSION OF WHITE PAPER: INTERNATIONALIZATION**

The president introduced Ian Rowlands, associate vice-president, international, to present on internationalization efforts at the University. Members heard: definitions; why Waterloo is pursuing this activity; data re: on- and off-campus activities and connections; global trends; how the endeavour has changed over time; challenges and opportunities; what is being learned at the consultation sessions for the next strategic plan.

In discussion: how the University contemplates where it wants to arrive in the future in light of growing demand, the need to ensure sound student experiences, service considerations (the focus is on developing and building meaningful global interactions where transformative opportunities exist and where members can work with the best in the world); agreement that work remains to be done re: identifying outcomes and strategic priority areas; support for increasing external exposure; recent growth and increasing sophistication re: building connections with students abroad and alumni, but

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advice that there is more to do on this front; work being done to expand connections outside of the usual fora.

Members were encouraged to reach out to Rowlands directly to provide further feedback.

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

**Student Experience Update.** Rush advised that he is undertaking a full review of the student experience. In the short term, this will include assembly of a committee, and will include a review by an external body in the early winter with a view to production of a report by the spring; the Board will be apprised of progress.

**Memorandum of Agreement between FAUW and the University of Waterloo – Section 13 Amendment.** The Board heard a motion to approve an amendment to Article 13.5.11 of the Memorandum of Agreement between FAUW and the University of Waterloo.

Dea and Freeman. Carried unanimously.

## 13. REPORTS FROM COMMITTEES

**Audit & Risk.** The Board heard a motion to reappoint Ernst & Young as the University's external auditors for the fiscal year ending 30 April 2019.

Pristanski and Arora.

In discussion about the information item in the report relating to the University Risk Management Program, a question was raised re: how the risk factors are determined to which Huber and Pristanski advised of the program's history and its deliberative process. A suggestion was made that climate change considerations ought to be considered by senior management when it next assesses categories. Other governors agreed that a sustainability lens ought to be brought to all risk assessment activities, and Pristanski agreed to bring the suggestions to the committee for its consideration.

The question was called and the motion carried unanimously.

**Finance & Investment.** The Board heard a motion to amend the terms of reference of the Finance & Investment Committee to add text that will delegate certain powers and responsibilities of the committee to the Pension Investment Committee.

Schlegel and Vrbanovic. Carried unanimously.

The Board heard motions to approve the revised Endowment Fund Investment Guidelines, and to approve the revised IQC Fund Investment Guidelines, both effective 1 November 2018.

Schlegel and Kennedy. Carried unanimously.

**Pension & Benefits.** The Board heard a motion to approve an amendment to the healthcare benefit for non-retired faculty, staff and CUPE Local 793 employees to increase the level of reimbursement for basic dental services from 80% to 95%, and to remove the two year lag in the dental fee guide by adopting the current year fee guide, all effective for eligible expenses incurred on or after 1 January 2019.

Bardswick and Freeman. Carried unanimously.

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The Board heard a motion to approve the filing of the actuarial valuation report as at 1 January 2018 with the Financial Services Commission of Ontario (FSCO) and the Canada Revenue Agency (CRA).

Bardswick and Arora. Carried unanimously.

The Board heard a motion to approve amendments to the terms of reference of the Pension & Benefits Committee to add text that will delegate certain powers and responsibilities of the committee to the Pension Investment Committee.

Bardswick and Schlegel. Carried unanimously.

**Joint Report from Finance & Investment and Pension & Benefits.** The Board heard a motion to approve the dissolution of the Registered Pension Plan Investment Subcommittee.

Schlegel and Bardswick. Carried unanimously.

The Board heard a motion to approve the 1 November 2018 version of the University of Waterloo Pension Plan (2011) Statement of Investment Policies and Procedures (the “SIPP”), effective 1 November 2018.

Schlegel and Arora. Carried unanimously.

#### **14. REPORT OF THE UNIVERSITY SECRETARY**

The Board heard a motion to approve the terms of reference for the Pension Investment Committee (the “PIC”).

Schlegel and Bardswick. Carried unanimously.

#### **15. OTHER BUSINESS**

There was no other business.

The Board convened in confidential session.

9 November 2018

Karen Jack  
University Secretary