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 welcomed members to the meeting and invited the secretary to speak to process adaptations due to the meeting being held virtually. The chair then offered thanks on behalf of the Board to the president and those involved with the significant work undertaken in the University’s response to the pandemic. Forbes spoke to the meeting being the last of the governance year and offered thanks to departing governors Beauchemin, Fieguth, Gorbet, Hill, Ogechi Iheme, Pristanski, Seasons, Venters, and Windsor. Members were reminded that additional agenda material for new item #9 was distributed on Friday 3 April.

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

Gamble and Windsor. Carried unanimously.
Consent Agenda

The Board heard a motion to approve and/or receive for information by consent, items 4-9 below.

Beauchemin and Arora.

4. MINUTES OF THE 4 FEBRUARY 2020 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. 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, ACADEMIC & PROVOST
   University Professor Designation. The Board received the report for information.

   Department Name Change – Waterloo Residences. The Board heard a motion to approve the name change: “Waterloo Residences” to “Campus Housing”.

7. REPORT OF THE VICE-PRESIDENT, ADMINISTRATION & FINANCE
   Incidental Fee Changes. The Board heard a motion to delegate authority to the president and provost to approve a modification to the incidental fees assessed and collected during the 2020 Spring term to reflect the online method of program delivery, as outlined in the report.

8. REPORTS FROM COMMITTEES
   Audit & Risk. The Board heard a motion to delegate its authority to approve the University’s audited financial statements for the fiscal year ended 30 April 2020 to the Board Executive Committee. The remaining items in the report were received for information.

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

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

9. REPORT OF THE WATERLOO UNDERGRADUATE STUDENT ASSOCIATION
   PRESIDENT
   The Board received the report for information.

   In discussion: some student service fees have been waived in light of the pandemic; recognition that the Audit & Risk committee recently discussed the pandemic and cyber security; the Residences department name change does not affect its operation or the standing commitment for space for first-year students.

   The question was called and the motion carried unanimously.

Regular Agenda

10. BUSINESS ARISING FROM THE MINUTES
    There was no business arising.
11. REPORT OF THE PRESIDENT
The president provided an update on the University’s response to the pandemic. In particular, he noted: a few of the adjustments undertaken and some accomplishments; priorities and challenges; ongoing conversations with the government; research on COVID-19 being done at Waterloo; how the University is supporting the external community.

In discussion: the complexities of the decision regarding the fall term; the University’s preparedness for “shovel ready” projects in the event funding becomes available; updates regarding co-op placements and spring term registrations; and, at the president’s request, from the vice-president, advancement that her team is elevating all alumni and donor outreach in continuing its work on the campaign, and, a recent success was the launch of the student emergency support fund which generated more than $350,000 to date from more than 1000 donors; the Waterloo Undergraduate Student Association was noted as an important partner in the development of this campaign.

12. SELF ASSESSMENT SURVEY
Members understood that the survey will be distributed by email following the meeting.

13. REPORT OF THE VICE-PRESIDENT, ACADEMIC & PROVOST
Following introductory commentary regarding the Finance & Investment Committee’s consideration of the draft budget before the pandemic struck, and, that in light of current circumstances, the budget offered is provisional and a base line by which the University may assess itself in the future, Rush presented members with an overview of the 2020/21 provisional operating budget. Speaking to his slides, Rush discussed: provisional projected revenue and expenses; the sources of the uncertainty; details regarding income and expenses.

Members heard a motion to approve the 2020/21 provisional operating budget.

Schlegel and Freeman.

In discussion: the current lack of firm data regarding impacts, both in the spring and fall terms; the value of having this reference point for future planning and decisions.

The question was called and the motion carried.

14. REPORT FROM THE PRESEDENTIAL NOMINATING COMMITTEE
The chair spoke to the report distributed with the agenda. The Board heard a motion to endorse the recommendation of the Presidential Nominating Committee to appoint the next President of the University to a term of office of five years, renewable for five years, to a maximum of ten years.

Pristanski and Arora.

In discussion: matters the committee considered with respect to the recommendation; the alignment of the proposed timing with many peer institutions across Canada.

The question was called and the motion carried unanimously.

15. OTHER BUSINESS
There was no other business.

The Board convened in confidential session and the chair invited the vice-presidents, deans, and some guests to remain.

22 April 2020

Karen Jack
University Secretary
Secretary to the Board of Governors