

University of Waterloo
BOARD OF GOVERNORS
Minutes of the Tuesday 5 April 2022 Meeting

Present: Peter Barr, Anne Bordeleau, Carol Cressman, Lori Curtis, Catherine Dong, Benjamin Easton, Paul Fieguth, Cindy Forbes (chair), Martha George, Vivek Goel, Susan Grant, Nancy Heide, Russell Hiscock, Andre Hladio, Karen Jack (secretary), Dave Jaworsky, Achim Kempf, Sheryl Kennedy, John Saabas, Naima Samuel, James Schlegel, Matthew Schwarze, Kevin Strain, Berry Vrbancovic, Dan Weber, Stanley Woo, En-Hui Yang

Guests: Jean Andrey, Sandra Banks, Jean Becker, Bruce Campbell, Aldo Caputo, Jeff Casello, Mary Anne Chan, Sam Charles, Ingrid Cowan, Charmaine Dean, Nenone Donaldson, Jenny Flagler-George, Anne Galang, Mark Giesbrecht, Diana Goncalves, Mike Grivicic, Sarah Hadley, Nick Hiuser, Michelle Hollis, Lee Hornberger, Ruth Huard, Dennis Huber, Celine Isimbi, Andrea Kelman, Jennifer Kieffer, Robert Lemieux, Erik Liang, Lili Liu, Peter Lowe, Nick Manning, Jennifer McCorrison, Kelly McManus, Norah McRae, Beth Namachchivaya, Cathy Newell Kelly, Fayaz Noormohamed, Douglas Peers, Leanne Perreault, Alice Raynard, Chris Read, Ian Rowlands, James Rush, Karl Schuett, Savanah Seaton, Daniela Seskar-Hencic, Marlee Spafford, Allan Starr, Jeremy Steffler, Kerry Stryker, Sherri Sutherland, Brandon Sweet, Christopher Taylor, Evan Taylor, Mathew Thijssen, Sean Thomas, Nickola Voegelin, Mary Wells, Melanie Will

Regrets: Nyla Ahmad, Michael Ashmore, Dominic Barton, Michael Eubanks, Tony Giovinazzo, Lisa Mak, Karen Redman, Jagdeep Singh Bachher

OPEN SESSION

1. CONFLICT OF INTEREST

Governors were asked to declare any conflicts they may have in relation to the items on the agenda. Kevin Strain spoke to his role at Sun Life and advised governors that the company is the University's group life coverage provider. He advised that he therefore will not participate in decisions relating to this coverage.

2. REMARKS FROM THE CHAIR

The chair welcomed governors to the meeting and acknowledged that some are participating remotely, and some in person. She invited those on Teams to use the raise hand function to indicate that they wish to participate. She informed governors about two errors that will be corrected in the 1 February minutes (under #3, "Carried unanimously" will be added, and, the incidental fee changes and residence fee changes at #6 were both for approval and so the record will be corrected to reflect that they were approved). After informing members about the President's Golf Tournament being held on 6 June, she acknowledged those Governors' attending their last meeting, community-at-large members: Martha George and James Schlegel; faculty members: Paul Fieguth, Stanley Woo, and En-Hui Yang; undergraduate students: Benjamin Easton and Catherine Dong. A round of applause followed for each individual named. She closed by offering good luck to all students heading into final examinations.

3. AGENDA/ADDITIONAL AGENDA ITEMS

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

Barr and Easton. Carried unanimously.

Consent Agenda

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

Woo and Easton.

4. MINUTES OF THE 1 FEBRUARY 2022 MEETING

The Board approved the minutes of the meeting as distributed.

5. REPORT OF THE PRESIDENT

The Board approved the sabbatical and administrative leaves and cancellations and received the remainder of the report for information.

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

The Board received the report regarding the University Professor Designation for information.

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

The Board approved the amendments to the Mathematics Endowment Fund Constitution.

8. REPORTS FROM COMMITTEES

Audit & Risk Committee

The Board heard a motion to delegate its authority to approve the University's audited financial statements for the fiscal year ended 30 April 2022 to the Board Executive Committee. The remaining items in the report were received for information.

Finance & Investment Committee

The Board received the report for information.

Governance Committee

The Board received the report for information.

Pension & Benefits Committee

The Board received the report for information.

The chair offered congratulations to Drs. Hirdes and Mann on behalf of the Board for their designations as University Professors. The question was called and the motion carried unanimously.

Regular Agenda

9. BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes.

10. REPORT OF THE PRESIDENT

The chair provided a wide-ranging update to the Board, including: condolences on the passing of the University's fourth president, James Downey and that the University is working with his family on a future formal recognition; the recent achievement of the University being in the top 50, and #1 in Canada, in a ranking for engineering universities by *US News and World Report*; the [2022 Global Impact Report](#); some observations about global and national events impacting the world and how the University is responding (e.g., Russian invasion of Ukraine, and the recent meeting between the Pope and Indigenous leaders, elders, and residential school survivors); the continued response to the pandemic; the recent announcement by the province that the tuition freeze will remain in place; a brief overview of a recent discussion at the Toronto Board of Trade about the future workforce; an update on the search for the next Vice-President, Finance and Administration and the review of the Vice-President, Academic & Provost.

The president invited Christopher Taylor, associate vice-president, equity, diversity, inclusion and anti-racism to provide an update on the Strengthening Sustainable and Diverse Communities theme of the Strategic Plan. In turn, governors heard from governor Catherine Dong about the [Wellness](#)

[Collaborative](#) from a student's point of view (including details about student wellness at the University, the Wellness Collaborative's efforts; her positive experience on the committee, and her sense of what students need); Celine Isimbi who offered perspectives on navigating the University as a Black student (including some biographical information, her experiences, and what she would like to see for the future of Blackness at Waterloo); and Savannah Seaton (who spoke about her family and its history, her personal transformational growth, her undergraduate experience at another institution, her professional background, her experience as a graduate student at Waterloo, and the journey forward).

Following introductions of Marlee Spafford, special advisor to the provost, student experience and Jennifer McCorrison, associate director, health promotion in campus wellness, members engaged the speakers and guests. In discussion: the incremental positive changes made as a result of the [report of the President's Advisory Committee on Student Mental Health](#); that the transition program is being developed locally initially; excitement for the positive path forward for the University in being a welcoming and compassionate place; agreement that today's speakers were moving and compelling; the need to keep empathy and compassion top of mind; expressions of thanks to the Board for engaging on this important matter, and in turn, thanks from governors to participants for their personal stories; an observation that a focus on wellness is important both in and outside of the classroom.

11. REPORTS FROM COMMITTEES

a. Audit & Risk Committee

Hiscock introduced Bruce Campbell, chief information officer, who provided governors with a cybersecurity update. Walking members through his presentation, Campbell provided an overview of: cyber attacks (why, who, how, the impact); what's being done; recent investments in technology and people; training and awareness; internal and external partnerships; policies and procedures; the IT landscape at Waterloo; approaches for administration vs research; recent developments; ways to reduce residual risks. There were no questions.

b. Finance & Investment Committee

Following introductory comments from Schlegel, the Board heard a motion to approve the 2022-23 Operating Budget, as distributed with the agenda.

Schlegel and Barr.

Schlegel invited James Rush to present to the Board the 2022-23 Operating Budget, which he did. Members heard: the operating budget's principle considerations; challenges in the coming year ahead (constrained revenue, and expense growth); approaches being taken (1% budget reduction, and messaging re: year-end spending constraint); a 2021-22 update and income and expenses in the 2022-23 opening budget; an overview of some strategic plan investments. In discussion: the difficult decision on the budget reduction and a sense that it can be managed well across the institution; that the University is at its upper boundary for international tuition fees; multi-year planning.

The question was called and the motion carried unanimously.

c. Joint Report Finance & Investment Committee and Pension & Benefits Committee

Schlegel provided an overview of the report, and some history of the responsible investment discussions at the University. He offered his thanks on behalf of the two committees to Kennedy and the Pension Investment Committee (PIC) for their efforts to consult and develop the proposed policy and mandates. Kennedy followed with some commentary on the PIC's work. The Board heard a motion to approve the Responsible Investment Policy as distributed with the agenda.

Kennedy and Schlegel.

In response to a question, members heard: scope 3 emissions will be looked at over time, and as data becomes available; a reminder that the Statement of Investment Policies and Procedures and the registered pension Fund Implementation Procedures will be reviewed annually; how governance has been considered in Environmental, Social and Governance conversations.

Barr spoke to the part of the report relating to the investment managers and offered some comments on the recent work done and ongoing conversations by the Pension & Benefits Committee about the managers and their mandates. The Board heard a motion to approve IFM Investors as an investment manager to provide an open-ended infrastructure fund (IFM Global Infrastructure Fund), and that the Board of Governors approve Brookfield Renewable Partners as an investment manager with its listed fund (NYSE: BEP; TSX: BEP.UN) for the registered pension plan, the university endowment fund, and the IQC trust fund; and, that the Board of Governors approve the sale of one half of Brookfield Infrastructure Partners (TSX:BIP.UN, approximately \$66 million or ~3% of registered pension plan assets) with the proceeds directed to the purchase of Brookfield Renewable Partners (TSX:BEP.UN); and, that the Board of Governors approve the investment of \$88 million in the IFM Global Infrastructure Fund (~4% of registered pension plan assets); and further that the distributions of each fund (annual cash yield ranging from 3.5-6%) be reinvested into the originating funds going forward.

Kennedy and Schlegel. Carried unanimously.

12. OTHER BUSINESS

There was no other business.

The Board convened in confidential session.

18 April 2022

Karen Jack
University Secretary