DATE: Thursday 26 January 2023
TIME: 10:30 a.m. – 12 noon
PLACE: NH 3318

Chair – J. Rush

<table>
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<th>Item</th>
<th>Action</th>
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<td>1. Declarations of Conflict of Interest</td>
<td>Action</td>
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<td>a. Excerpt from Bylaw 1, section 8*</td>
<td>Information</td>
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<tr>
<td>2. Minutes of 27 October 2022* and Business Arising</td>
<td>Decision</td>
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<td>3. Senate Governance Review – Committee Terms of Reference (Rush)*</td>
<td>Information</td>
</tr>
<tr>
<td>4. Laurentian University and Auditor General’s Annual Report – Value for Money Audit of Universities (Goel)</td>
<td>Information</td>
</tr>
<tr>
<td>b. Auditor General’s Value for Money Audit: Financial Management in Ontario Universities</td>
<td>Information</td>
</tr>
<tr>
<td>5. New Interdisciplinary Networks, Programs, and Initiatives (Deans)</td>
<td>Action</td>
</tr>
<tr>
<td>6. Other Business</td>
<td>Information</td>
</tr>
<tr>
<td>7. Next Meeting: Monday 6 March 2023 from 10:30 a.m. – 12:00 p.m.; NH 3407</td>
<td>Action</td>
</tr>
</tbody>
</table>

* material attached

20 January 2023
Sarah Willey-Thomas
Associate University Secretary
### Excerpt from Senate Bylaw 1

#### 8. Declarations of conflict of interest

<table>
<thead>
<tr>
<th>8.01</th>
<th>At the beginning of each meeting of Senate or any of Senate’s committees or councils, the chair will call for members to declare any conflicts of interest with regard to any agenda item. For agenda items to be discussed in closed session, the chair will call for declarations of conflict of interest at the beginning of the closed portion of the meeting. Members may nonetheless declare conflicts at any time during a meeting.</th>
</tr>
</thead>
<tbody>
<tr>
<td>8.02</td>
<td>A member shall be considered to have an actual, perceived or potential conflict of interest, when the opportunity exists for the member to use confidential information gained as a member of Senate, or any of Senate’s committees or councils, for the personal profit or advantage of any person, or use the authority, knowledge or influence of the Senate, or a committee or council thereof, to further her/his personal, familial or corporate interests or the interests of an employee of the university with whom the member has a marital, familial or sexual relationship.</td>
</tr>
<tr>
<td>8.03</td>
<td>Members who declare conflicts of interest shall not enter into debate nor vote upon the specified item upon which they have declared a conflict of interest. The chair will determine whether it is appropriate for said member to remove themselves from the meeting for the duration of debate on the specified item(s).</td>
</tr>
<tr>
<td>8.04</td>
<td>Where Senate or a committee or council of Senate is of the opinion that a conflict of interest exists that has not been declared, the body may declare by a resolution carried by two-thirds of its members present at the meeting that a conflict of interest exists and a member thus found to be in conflict shall not enter into debate on the specified item upon which they have declared a conflict of interest. The chair will determine whether it is appropriate for said member to remove themselves from the meeting for the duration of debate on the specified item(s).</td>
</tr>
</tbody>
</table>
Present: Sheila Ager, Trevor Charles Neil Craik, Joel Dubin, Bruce Frayne, Mark Giesbrecht, Vivek Goel (chair), Jennifer Kieffer, Robert Lemiux, Ceileigh McAllister, Daniel O’Connor, Chao Tan, Mary Wells, Sarah Willey-Thomas (secretary)

Resources: David DeVidi, Stepanka Elias, Donna Ellis (3), Rob Gorbet (3), Christiane Lemiux, Daniela Seskar-Hencic, Alisa Sivak (3)

Regrets: Jeff Casello, Charmaine Dean, Kevin Hare, Dennis Huber, Narveen Jandu, Lili Liu, James Rush, Naima Samuel, Matthew Schwarze, Diana Vangelisti

Organization of Meeting: Vivek Goel, took the chair, and Sarah Willey-Thomas acted as secretary. The secretary advised that due notice of the meeting had been given, a quorum was present, and the meeting was properly constituted.

1. DECLARATIONS OF CONFLICT OF INTEREST
No conflicts of interest were declared.

2. MINUTES OF THE 29 SEPTEMBER 2022 MEETING AND BUSINESS ARISING
The minutes were approved as amended, noting a correction to those listed as present for the meeting. Frayne and O’Connor. Carried.

3. TEACHING INNOVATION INCUBATOR
Dave DeVidi introduced Donna Ellis, Rob Gorbet and Alisa Sivak, and delivered a presentation and update on the Teaching Innovation Incubator (TII). DeVidi noted the scope and purpose of the Incubator; barriers to creating change; TII as connected to other initiatives, including the Digital Learning Strategy; future plans for the TII; and current research and planning stage of the project. The Committee discussed faculty representation on the committee, including tenure and teaching stream representation; work currently undertaken at the faculty level as compared to the TII; environmental scan and associated summary; role of the TII in developing interdisciplinary curriculum; and pursuit of innovation and deep understanding of various barriers at the faculty level. Ellis, Gorbet and Sivak left the meeting.

4. SPACE INVENTORY & DEFERRED MAINTENANCE
Goel provided an overview of the Committee’s role relative to buildings and the physical campus relative to the Board’s responsibility. Stepanka Elias delivered a presentation on Space Inventory and Deferred Maintenance, noting age and infrastructure of the University as a relatively young campus relative to our competitors; connection between academic mission and reputation relative to spaces and campus; space inventory relative to other Ontario institutions; report to the Province on status of the buildings every five years; current budget for deferred maintenance; and case studies on campus. The Committee discussed how space is defined across the province; funding of sustainable renovations at other institutions; projected expenses for continuing to defer maintenance; and student housing renewal relative to the housing master plan.

5. OTHER BUSINESS
There was no other business.

6. NEXT MEETING: Thursday, 26 January 2022 from 10:30 a.m. – 12:00 p.m.; NH 3318.

2 November 2022
Sarah Willey-Thomas,
Assistant University Secretary
MEMORANDUM

TO: Senate Long Range Planning Committee
FROM: Andrea Kelman, Acting University Secretary
DATE: January 19, 2023
SUBJECT: Senate Governance Review Recommendations

Senate endorsed the recommendations of the Senate Governance Review at its meeting on June 20, 2022, and you will be aware the recommendations were broad and will impact many aspects of the work of Senate and Senators.

Each of the Senate Committees and Councils will be working in a coordinated fashion, supported by the Secretariat, to review their terms of reference concurrently, with recommendations being brought forward as they are ready through the two-step Senate review and approval process.

Each Committee/Council will be provided with key documents (e.g., terms of reference) and a series of guiding questions will be provided to encourage strategic discussion, streamline conversations, and create consistency between and amongst recommendations. Selected excerpts from key documents have been included as an appendix to this memo for ease of reference and in support of the questions provided, however, the complete original documents are hyperlinked as well.

The following guiding questions are provided to encourage strategic conversation and similar conversations between Committees, however, discussion is not limited to these questions. Additionally, the questions may solicit discussion around guiding governance principles for Senate at the University of Waterloo.

Guiding Questions

- How would you describe the current level of engagement within the Senate Long Range Planning Committee?
- Is the current timing, cadence, and length of meetings appropriate? Could improvements be expected from changing one or more of these elements?
- Does the Committee’s agenda accurately reflect its mandate? Is the Committee appropriately engaged on matters in its mandate? What examples support this (if any)? Are there any changes required to the mandate of the Committee?
- Do members observe any inappropriate overlap (whether minor or significant) in the mandate, membership, or responsibilities with other Senate Committees and Councils? Are there committees with similar mandates that could be combined?
• Are the Senate-delegated powers of the Committee appropriate? Are there any matters/powers that could be delegated from Senate to this Committee or from this Committee to a subcommittee or other university committee? Would creation of a subcommittee (e.g. committee to handle curricular submissions on behalf of the Senate councils) be appropriate to handle routine approvals, and so to liberate time and space to focus on more strategic issues?

• Is the membership composition of the committee appropriate? How could it be changed with tasks delegated to sub-committees or other committees?

• How does this Committee communicate with Senate? How might the Committee communicate differently with Senate?

• For consideration of proposals with a scope that is cross-campus/interdisciplinary or otherwise does not neatly fall within the remit of a single governance body, could the committee adopt mechanisms (for itself or with other bodies) to provide a more efficient pathway toward approval?

The Secretariat is also exploring implementation of an annual orientation for each of the Senate Committees and Councils. Please provide feedback on those topics you would like covered in an orientation.

Finally, the Secretariat is proposing that all Committees/Councils undertake regular reviews of the respective terms of reference (on a five-year staggered cycle), with monitoring and accountability to Senate (or an appropriate Senate Committee). This cycle ensures regular review without assigning any obligation to amend the terms of reference.

**Request:**

Committees and Councils of Senate may provide their observations and input through the chair and secretary, for inclusion within the suite of changes under contemplation in the implementation of the Senate Governance Review.
APPENDIX

Excerpt from the *University of Waterloo Act*

**POWERS OF THE SENATE**

22. The Senate has the power to establish the educational policies of the University and to make recommendations to the Board of Governors with respect to any matter relative to the operation of the University and without restricting the generality of the foregoing, this includes the power,

(a) to make recommendations to the Board of Governors relative to the creation, establishment, maintenance, modification, or removal of organizational structures such as faculties, schools, institutes, departments or chairs within the University;

(b) subject to the approval of the Board of Governors, in so far as the expenditure of funds is concerned, to establish, maintain, modify or remove, curricula of all courses of instruction including extension courses;

(c) to determine policies concerning the qualifications of faculty members within the University with respect to appointments or promotions in rank, or to the granting of tenure, in connection with research or teaching or academic administration;

(d) to determine standards of admission of students to the University;

(e) to consider and determine the conduct and results of examinations in all faculties or academic units;

(f) to hear and determine appeals from the decisions of the faculty councils on applications and examinations by students;

(g) to confer degrees, diplomas and certificates or other awards in any and all branches of learning and in any subject taught in the University or its federated or affiliated colleges;

(h) to confer honorary degrees in Divinity, without fees, upon the recommendation of any theological college federated or affiliated with the University;

(i) to confer honorary degrees in any department of learning;

(j) to undertake, consider and co-ordinate long-range academic planning;

(k) to consider and to recommend to the Board of Governors policies concerning the internal allocation or use of University resources;

(l) to consider and to recommend to the Board of Governors the federation or affiliation of the University with any college for teaching any branch of learning;

(m) to create councils and committees to exercise its powers;

(n) to provide, if considered necessary, for an executive committee which shall act in the name and on behalf of the Senate between regular meetings of the Senate; and

(o) to enact by-laws and regulations for the conduct of its affairs.
**Excerpts from Senate Bylaw 1 – Business and affairs of Senate**

<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
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<tbody>
<tr>
<td>4. Committees and councils - agenda and background material to be available</td>
<td>Notice in writing of each general meeting of any committee or council shall be available at least seven (7) days prior to the date of each such meeting. The agenda and available background material for any general meeting of any committee or council shall be available at least seven (7) days prior to the date of each such meeting.</td>
</tr>
<tr>
<td>12. Limit on service on committees</td>
<td>An elected member of Senate shall not serve on more than one of the Executive, Finance or Long Range Planning Committees.</td>
</tr>
<tr>
<td>14. Bylaws - general</td>
<td>The passage of a new bylaw or amendment(s) to an existing bylaw is accomplished in two readings by Senate. At the first reading, such discussion as is deemed appropriate by Senate shall take place. At the second reading, further discussion may take place and the vote on the document shall be taken. The two readings shall take place at different, but not necessarily consecutive, meetings of Senate. No proposed bylaw or amendment(s) will be given reading unless it has been bound into or accompanies the agenda portfolio distributed in advance of the meeting. Any proposed bylaw or amendment(s) shall include the proposed wording of the bylaw or amendment(s), and where appropriate, a summary of the reasons for such bylaw or amendment(s). In order to be approved by Senate, any new bylaw or amendment(s) to bylaws must receive the affirmative vote of at least two-thirds of the members of Senate present and voting at the meeting.</td>
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</table>
3. Long Range Planning Committee

3.01 There shall be a standing committee of Senate called the Long Range Planning Committee.

3.02 Long Range Planning Committee Membership

The membership of this committee shall consist of the following:

a. Ex Officio
   i. The president of the university.
   ii. The vice-president, academic & provost, who shall chair this committee.
   iii. The vice-president, administration & finance.
   iv. The vice-president, research and international.
   v. The associate vice-president, graduate studies and postdoctoral affairs.
   vi. The deputy provost, integrated planning and budgeting.
   vii. The dean of each faculty.

b. Elected
   i. One elected faculty member of Senate from each faculty and one faculty member of
      Senate from the affiliated and federated institutions of Waterloo.
   ii. One member from the Board of Directors of the Faculty Association of the University of
       Waterloo.
   iii. Three members of Senate from the elected student members, at least one of whom shall
       be an undergraduate student and at least one of whom shall be a graduate student.
   iv. One member of Senate from the community-at-large members of the Board of Governors.
   v. One member from among the alumni members of Senate.

3.03 The term of office of members elected pursuant to paragraph 3.02.b shall be one year. Each
     member is eligible for re-election.

3.04 Powers and duties of Long Range Planning Committee

The Long Range Planning Committee shall have the following powers and duties:

a. To make recommendations to Senate in all matters pertaining to the co-ordination of the
   planning of the academic, physical, and operational development of the university and the
   achievement of a planned rate and scope of such development.

b. To receive from the president, for consideration, study and review, on behalf of Senate, plans
   for the development of the university and to make recommendations to Senate thereon.

c. To undertake such studies as Senate may designate from time to time.

d. To report to Senate, as expeditiously as possible, with respect to the conduct of such matters
   as shall be delegated by Senate to the committee from time to time.