

**University of Waterloo**  
**BOARD OF GOVERNORS**  
**Minutes of the Tuesday 06 June 2023 Meeting**  
**[in agenda order]**

**Present:** Nasser Abukhdeir, Michael Ashmore, Marc Aucoin, Aubrey Basdeo, Linda Blair, Carol Cressman, Jack DeGooyer, Murray Gamble (chair), Vivek Goel, Rob Gorbet, Neela Hassan, Nancy Heide, Russell Hiscock, Andre Hladio, Andrea Kelman (acting secretary), Bilal Khan, Ellen MacEachen, Kristiina Montero, Rory Norris, David Porreca, John Saabas, Asher Scaini, Jagdeep Singh Bachher, Kevin Strain, Dan Weber, Stanley Woo

**Guests:** Suman Armitage, Sandra Banks, Jeff Casello, Ingrid Cowan, Daniela Cross, Charmaine Dean, David DeVidi, Nenone Donaldson, Bernard Duncker, Paul Fieguth, Melanie Figueiredo, Jenny Flagler-George, Bruce Frayne, Mark Giesbrecht, Diana Goncalves, Sarah Hadley, Michelle Hollis, Ross Johnston, Lili Liu, Peter Lowe, Nick Manning, Cathy Newell Kelly, Fayaz Noormohamed, Leanne Perreault, Chris Read, Jacinda Reitsma, Ian Rowlands, James Rush, Daniela Seskar-Hencic, Greg Smith, Jeremy Steffler, Sherri Sutherland, Brandon Sweet, Sean Thomas, Sarah Willey-Thomas

**Regrets:** Nyla Ahmad, Dominic Barton, Catherine Dong, Michael Eubanks, Teresa Fortney, Dorothy McCabe, Karen Redman, Berry Vrbanovic

**OPEN SESSION**

**1. CONFLICT OF INTEREST**

There were no conflicts of interest declared.

**2. REMARKS FROM THE CHAIR**

Murray Gamble provided opening remarks, which included:

- Thanks to Rick Myers, Principal, United College as well as Emma Rain Smith and Savannah Seaton, Waterloo Indigenous Students Centre and Al McDonald, Firekeeper for the luncheon and discussion regarding the medicine garden.
- Welcome to new governors and thanks to outgoing governors.
- Welcome to new leaders Sarah Hadley, Chief Financial Officer and Gregory Smith, Chief Information Officer and thanks to outgoing leaders Sandra Banks and Bob Lemieux.

**3. AGENDA/ADDITIONAL AGENDA ITEMS**

There were no additions or changes to the agenda. MacEachen and Porreca. Carried.

**4. BUSINESS ARISING FROM THE MINUTES**

The Board reviewed the summary of business arising items as presented in the agenda package.

**5. REPORT OF THE PRESIDENT**

**a. General Update**

The President delivered a verbal update, which included:

- Changes to leadership in the position of Dean, Faculty of Science at the University of Waterloo.
- Recognition of on campus activities and initiatives related to Pride Month, Accessibility Week and Indigenous Peoples month.
- Announcement of tuition waiver for students from Six Nations of the Grand River and Mississaugas of the Credit.

- Highlights of the Black Excellence event, with keynote the Right Honourable Michaëlle Jean, Chancellor of United College.
- *The Living Sea – Fragile Beauty* event with Prince Hussain Aga Khan.
- Launch of FINCAPES and related events.
- Participation in cybersecurity, privacy and artificial intelligence in health data, including with senior leaders in government, provinces and territories.
- Participation in the Grand River Hospital Foundation’s Care Never Stops Week Health Innovation Challenge and AI in Health Talk.
- Groundbreaking of Innovation Arena, the future home of Velocity, including Premier’s attendance on contribution of \$7.5M as well as contributions from the City of Kitchener and other donors.
- Update on the progress of the Blue Ribbon Panel.
- Upcoming World Association for Cooperative Education conference to be hosted at the University of Waterloo.

James Rush, Vice-President Academic and Provost, provided an update on the tuition framework noting changes approved by the province, including permitted increases to domestic, out-of-province tuition, anomaly adjustment.

**b. Policy 33 – Ethical Behaviour**

Goel presented the changes to Policy 33, noting timing considerations related to Bill 26, relationship of Policy 33 to Policy 42 – Sexual Violence, consultation process, and provision for future review of the Policy.

**Motion:** That on the recommendation of Senate that the Board of Governors approve the amendments to Policy 33 – Ethical Behaviour (“Policy 33”), as presented. Goel and Gamble. Carried.

**c. President’s Anti-Racism Task Force**

Anita Taylor delivered an update on the President’s Anti-Racism Task Force Report, including:

- Allocation of recommendations to key leaders across campus;
- 123 projects coming out of the 88 recommendations; and
- Outcomes related to completed projects.

The Board provided its compliments on its work and efforts to develop a living document and opportunities for continued discussion at the retreat.

**6. REPORTS FROM COMMITTEES**

**a. Audit & Risk Committee**

Russell Hiscock provided a summary of the ongoing RFP process and timing of appointment relative to the current work related to the 2023/24 financial year.

**Motion:** That the Board of Governors delegate its authority to approve the recommendation for the university’s external auditor appointment for the fiscal year ended 30 April 2024 to the Board Executive Committee. Hiscock and Norris. Carried.

**b. Building & Properties Committee**

John Saabas and Murray Gamble presented the Building and Properties Committee Report, noting the history of the Math 4 building and engagement of a construction manager to turn a project into a stipulated price contract and to further help to mitigate risk.

**Motion:** That the Building & Properties Committee recommend the Board of Governors approve the award of a construction management contract (CCDC-5B) to Gillam Construction Group Ltd in the amount of \$1,958,000 (excluding HST) plus reimbursable expenses, and that the construction management contract will be converted to a stipulated price option once the construction phasing and logistics have been finalized and all bidding for the trade packages is complete. Saabas and Cressman. Carried.

Saabas presented the motion related to the request for an easement.

**Motion:** that the Building and Properties Committee recommends to the Board of Governors the granting of an easement to Enova Power of approximately 335.1m<sup>2</sup> (0.083 acres) required for the replacement of the Hydro pole line along Bearinger Road. Saabas and Hiscock. Carried.

The Board discussed the status of the reopening of the University Club.

**c. Finance & Investment Committee**

Michael Ashmore presented the report, noting first quarter results, work of the Venture Capital Working Group and noted that consideration of real assets rescheduled from the Spring to Fall to coincide with the Finance Committee Retreat.

**d. Finance & Investment Committee and Pension & Benefits Committee**

Ashmore presented the report noting the carbon metric reporting and additional report to be added to the Board materials.

**e. Governance Committee**

Gamble presented the Governance Committee report, noting the motions related to outcomes of the comprehensive governance review; engagement of Watson Advisors to develop the documents; role of the Governance Committee in reviewing the documents; and that the documents largely reflect and codify current practices.

**Motion:** That on the recommendation of the Governance Committee that the Board of Governors approve the Board Mandate and position descriptions for the Governor, Board Chair, Board Vice Chair and Committee Chair. Porreca and Aucoin. Carried.

**Motion:** That on the recommendation of the Governance Committee that the Board approve the Board Succession Policy. MacEachen and Gorbet. Carried.

**Motion:** That on the recommendation of the Governance Committee that the Board approve the 2024/25 Board and Board Committee Dates for approval. Porreca and Montero. Carried.

**f. Committee Pension & Benefits Committee**

Jacinda Reitsma presented the report on behalf of Teresa Fortney, noting the University's approach to filing the actuarial valuation report as well as standard practices and context pertaining to minor amendments to the pension plan, specifically requirements of the Financial Securities Regulatory Authority and name change of United College.

**Motion:** To approve the filing of the actuarial valuation report as at 1 January 2023 with the Financial Services Regulatory Authority of Ontario (FSRA) and the Canada Revenue Agency (CRA) Hiscock and Aucoin. Carried.

**Motion:** That the Board of Governors approve Amendment No. 9 to the University of Waterloo Pension Plan for Faculty and Staff, as described in Attachment #2 to this report. Blair and Strain. Carried.

## **7. REPORT OF THE VICE-PRESIDENT, ADVANCEMENT**

Nenone Donaldson provided an update, including:

- Example of role for the Board in Advancement projects as exemplified by the Waterloo Eye Institute;
- Suspension of the Call Centre;
- Age and stage of alumni base relative to giving;
- Alumni engagement and programming in partnerships with faculties;
- Impact of economy on major gift asks; and
- Campaign relative to other U15 comparators and status of the quiet phase.

The Board discussed:

- Role of and visibility into Endowment for large donors.
- Resources required for Advancement to reach campaign goals.
- Size of campaign relative to size of comparators' campaigns.
- Measurement metrics of other ways of giving back outside of financial contributions.
- Rationale for suspension of the Call Centre.

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

Reitsma presented the incidental fee changes, noting inflationary increases which are fairly standard and additional changes depending of types of fees.

**Motion:** To approve the incidental fee changes effective Fall 2023. Norris and deGooyer. Carried.

### **Consent Agenda**

The Board heard a motion to approve and/or receive for information by consent items 9-10 as below. Heide and MacEachen. Carried.

## **9. MINUTES OF THE 4 APRIL 2023 MEETING**

The minutes were approved as amended, noting Andre Hladio was present for the meeting.

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

### **a. Sabbatical and Administrative Leaves**

## **11. OTHER BUSINESS**

A question was raised for a future meeting for the Pension & Benefits Committee to provide a report on healthy surplus or healthy deficit.

The Board convened in confidential session.

27 July 2023

Andrea Kelman  
University Secretary (Acting)