

University of Waterloo
BOARD OF GOVERNORS COMMITTEE
Minutes of the October 29, 2024 Meeting
[in agenda order]

Present: Nasser Abukhdeir, Avery Akkerman, Michael Ashmore, Marc Aucoin, Aubrey Basdeo, Linda Blair, Catherine Dong, Teresa Fortney, Murray Gamble (chair), Genevieve Gauthier-Chalifour (secretary), Vivek Goel (president), Neela Hassan, Nancy Heide, Andre Hladio, Bilal Khan, Brian Lipskie, Dorothy McCabe, Sahezaad Pardhan, David Porreca, Tracy Primeau, Karen Redman, John Saabas, Jagdeep Singh Bachher (chancellor), James Skidmore, Dan Weber, Jennisha Wilson

Guests: Cristiana Alkiviades, Suman Armitage, Jean Becker, Alison Boyd, Graham Brown, Aldo Caputo, MaryAnne Chan, Amanda Cook, Ashley Day, Charmaine Dean, Nenone Donaldson, Stepanka Elias, Becky Elming, Melanie Figueiredo, Jenny Flagler-George, Anne Galang, Mark Giesbrecht, Diana Goncalves, Mike Grivicic, Sarah Hadley, Angela Herman, Michelle Hollis, Chris Houser, Shabnam Ivkovic, Ryan Jacobs, Diane Johnston, Jennifer Kieffer, Lili Liu, Nick Manning, Jon Mason, Eleanor McMahon, Norah McRae, Christine McWebb, Beth Namachchivaya, Catherine Newell-Kelly, Chanakya Ramdev, Chris Read, Jacinda Reitsma, James Rush, Karl Schuett, Daniela Seskar-Hencic, Greg Smith, Allan Starr, Kerry Stryker, Brandon Sweet, Mathew Thijssen, Nickola Voegelin, Johanna Wandel, Tim Weber-Kraljevski, Mary Wells, Sarah Willey-Thomas

Regrets: Achim Kempf, Kristiina Montero, Terry Mundell, Nicholas Pellegrino, Neil Randall, Asher Scaini, Berry Vrbanovic

Organization of Meeting: Murray Gamble took the chair and Genevieve Gauthier-Chalifour acted as secretary. The secretary advised that a quorum was present.

OPEN SESSION

1. Agenda and Minutes

1.1. Approval of Agenda Memo

1.1.1. Declarations of Conflict of Interest

No conflicts of interest were declared.

1.1.2. Approval of Agenda and Consent Items

Porreca and Skidmore.

To approve the agenda of the October 29, 2024 Board of Governors meeting, as presented; and, to approve or receive for information consent agenda items

12.1 - 12.3.

CARRIED

1.1.3. Business Arising from the Minutes

There were no matters of business arising.

2. Remarks from the Chair

The Chair welcomed all to the meeting and offered thanks to University Librarian Beth Namachchivaya and the Facilities team for hosting the Board Education session held prior to the meeting. The Chair also thanked those who attended the Board dinner and joint Senate retreat in September, noting the positive feedback received through the post-event survey. The Chair made note of the recent implementation of the new governance portal as a tool to support members and governance effectiveness. The Chair closed by offering congratulations to Jagdeep Singh Bachher on his recent official installation as Chancellor of the University.

3. Report of the President

The President provided opening remarks, including reference to the useful discussion at the Board and Senate Retreat in September. The President offered welcome to Alexie Tcheuyap as the new Dean of Arts. The President also noted the recent installation of the new Chancellor, recent successful convocation ceremonies and conferral of several honorary degrees including to elder Myeengun Henry. Note was also made of university rankings season and University of Waterloo's approach to rankings, the Ontario Premier's recent announcement of the new hospital site on the University of Waterloo land, and the successful start to the academic year. The President noted the ongoing work of the task forces on socially responsible investing and institutional partnerships, and the anticipated timeline to conclude their work. The President concluded by commenting on recent government announcements and directives, and their impact on the University.

4. Audit & Risk Committee Report

4.1. Report from the Chair

Bilal Khan, Chair of the Audit & Risk Committee, presented the report. There were no questions.

5. Building & Properties Committee Report

5.1. Report from the Chair

John Saabas, Chair of the Building & Properties Committee, presented the report. Saabas noted there were no changes in the budget request for capital projects, and referenced the ongoing work towards a capital planning process. Saabas also noted recent discussions regarding deferred maintenance, including the total cost of the deferred maintenance repairs, the process for prioritizing repairs, and concerns about the current allocation of budget towards deferred maintenance. There were no questions.

5.2. Campus Plan Update

Jacinda Reitsma, Vice-President Administration and Finance, presented the Campus Plan Update. There were no questions.

5.3. Geothermal Bore Holes Project

Saabas presented the Geothermal Bore Holes Project, noting the land use approval pathway as outlined in the Building & Properties Committee's Terms of Reference, connection of the project to a CFI grant, and work to select a suitable location including internal consultation and review by the President's Advisory Committee on Design.

Saabas and Dong.

That on the recommendation of the Building & Properties Committee the Board of Governors approve:

- a) That the University of Waterloo lands be utilized for the Geothermal Bore Holes Project;**
- b) That university administration be authorized to finalize the location of the project, as outlined in the attached report and report back to the Building & Properties Committee for information; and,**
- c) That material changes to the use of land proceed through the regular approval channels of the Building & Properties Committee and Board of Governors, as appropriate.**

CARRIED

6. Community & Culture Committee Report

6.1. Report from the Chair

Linda Blair, Chair of the Community & Culture Committee, presented the report. There were no questions.

6.2. Annual Report from the Sexual Violence Prevention and Response Office

Amanda Cook, Director, Sexual Violence Prevention and Response, presented the Annual Report from the Sexual Violence Prevention and Response Office (SVPRO). Cook noted challenges when safety considerations are involved, the impact of intersectionality on a person's experience of sexual violence and supports, and highlighted key statistics in the report including response rate.

The Board discussed the nature of the two Policy 33 – Ethical Behaviour related complaints and changes to the Policy as a result of Bill 26 *Strengthening Post-secondary Institutions and Students Act*, as well as case management related to complex cases.

7. Executive Committee Report

7.1. Report from the Chair

The Chair presented the Executive Committee report, noting the approval of the 2023-24 audited financial statements and new appointments with tenure since the last meeting of the Board of Governors. There were no questions.

8. Finance & Investment Committee Report

8.1. Report from the Chair

Michael Ashmore, Chair of the Finance & Investment Committee, presented the report. There were no questions.

8.2. Investment Guidelines and Compliance

Ashmore presented the motions, noting similar motions to the Pension & Benefits Committee update. Ashmore also noted the required annual review of the statements of investment policies and procedures (SIPP), that the proposed changes are generally housekeeping and clarifying in nature, including breaking out private debt within the fixed income asset class.

The Board discussed the rationale for a change in the requirement from two to one bond rating agency ratings, including the cost associated with ratings and that an additional rating was not deemed necessary, clarification of the private debt asset class and decision to pursue this asset class, and how responsible investing impacts the investment managers.

Ashmore and Pardhan.

That, on recommendation of the Finance & Investment Committee the Board of Governors approve the changes to the Endowment Statement of Investment Policies and Procedures, as presented.

That on recommendation of the Finance & Investment Committee the Board of Governors approve changes to the IQC Statement of Investment Policies and Procedures, as presented.

CARRIED

8.3. Mid-Year Update: 2024-2025 Operating Budget

Jim Rush, Vice-President Academic and Provost, presented the Operating Budget Mid-Year Update for 2024-25.

The Board discussed one-time funds including how long the funds can be used to address budget challenges, and trade-offs for use of the one-time funds for budget

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challenges and how one-time funds are generated. The board also discussed uptake on the voluntary retirement program and effectiveness only where staff are not replaced, allocation of funds for specific purposes, goals for closing the budget gap, justification for capital projects in budget challenges, challenges for fundraising, and concerns from staff around work expectations with fewer resources.

9. Governance Committee Report

9.1. Report from the Chair

The Chair presented the Governance Committee report from the Chair, noting ongoing work regarding the recruitment of new Board members and the appointment of Tricia O'Malley as a non-governor member of the Audit & Risk Committee. The Chair also noted the recent reappointment of Dan Weber and appointment of Saheza Pardhan through the Lieutenant-Governor-in-Council (LGIC) process.

9.2. Board By-law 1

Genevieve Gauthier-Chalifour, University Secretary, presented the changes to Board By-law 1, noting the change were presented for information and first reading at the Board of Governors meeting in June 2024. Gauthier-Chalifour outlined key amendments and rationale, including the need for compliance with the Ontario Not-for-Profit Corporations Act (ONCA), and changes to the governance year that would result in terms and the governance cycle commencing on September 1 each year as opposed to May 1.

The Board discussed possible adjustment of the timing for the Senate governance cycle and impact on Senate elections.

Skidmore/Fortney.

That the Board of Governors approve changes to Board By-law 1, as presented.
CARRIED

9.3. Proposed Guidelines for Visitors to Board Meetings

Gauthier-Chalifour presented the Proposed Guidelines for Visitors to Board Meetings, noting a similar document had been recently approved at Senate. Gauthier-Chalifour noted the purpose of the document is to facilitate attendance and clarify processes around speaking privileges and expectations for visitors to meetings. Regarding the registration process to be established by the Secretariat, it was noted that further to a question raised at Senate, the Secretariat would confer with the Office of Indigenous Relations and Office of Equity, Diversity, Inclusion and Anti-Racism on that matter and when posting a registration process for visitors to meetings.

The Board discussed and clarified that the Guidelines allow for members to attend a meeting even if they do not pre-register, and that those requesting to speak are not automatically granted permission as the request to speak must go through the Chair. It was also noted that the Guidelines could be reviewed and revised in future as appropriate.

Porreca and Fortney.

That on recommendation of the Governance Committee the Board of Governors approve the Guidelines for Visitors to Board meetings, as presented.

CARRIED

10.Pension & Benefits Committee Report

10.1. Report from the Chair

Teresa Fortney, Chair of the Pension & Benefits Committee, presented the report. Fortney noted reports received from the Pension Investment Committee, the annual audit of Pension Plan Fund and Financial Statements of Pension Plan, and receipt of presentations from Aon (actuarial consultant) regarding the University Pension Plan (UPP).

Discussion followed. Concerns were raised about underperformance of the pension plan and concerns regarding management of the plan; process by which asset mix is established and benchmarks are determined; increasing employee contributions to the pension plan; need for Board Education session on the pension plan, including consideration of joining to the UPP.

The Board heard that management would prepare a briefing session for interested board members.

10.2. Pension Plan Text Amendments – Faculty Definition, Fairness Protocol

Fortney presented the plan text amendments required as a result of recent changes to Policy 76 – Faculty Appointments and Policy 77 – Tenure and Promotion of Faculty Members.

Fortney and Blair.

That the Board of Governors approve Amendment Number 10 to the University of Waterloo Pension Plan for Faculty and Staff.

CARRIED

One member abstained from voting.

10.3. Pension Statement of Investment Policies and Procedures

Fortney presented the changes to the Statement of Investment Policies and Procedures.

Fortney and Weber.

That the Board of Governors approve changes to the Pension Statement of Investment Policies and Procedures, as presented.

CARRIED

10.4. Extended Plan Design Amendments

Fortney presented the extended Plan Design Amendment, noting the exclusion of nurse practitioners was an oversight of the existing Plan, and that gender affirmation coverage is an equity issue with an estimated annual cost of \$14,500/year. Fortney also noted the cost savings anticipated with the biosimilar program and that the Committee discussed and clarified the protocol for exceptions.

The Board discussed having a future discussion on the projected costs of the gender affirmation coverage and current practice of regularly monitoring use of extended benefits.

Fortney and Blair.

That the Board of Governors approve amendments to the extended health benefit plan:

- a) Biosimilar Transition Program, effective April 8, 2025;**
- b) Gender Affirmation Coverage, effective immediately; and,**
- c) Eligible prescribers for medical equipment, effective immediately.**

CARRIED

11. Other Business

There were no matters of other business.

12. Consent Agenda

12.1. Minutes of the June 26, 2024 Meeting

To approve the minutes of the June 26, 2024 Board of Governors meeting, as presented.

CARRIED

12.2. Report of the President

12.3. Report of the Vice-President, Academic and Provost

To approve the sabbatical and administrative leaves, as presented.

CARRIED

13. Items Removed from Consent Agenda

There were no items removed from the consent agenda.

January 20, 2025

Genevieve Gauthier-Chalifour
University Secretary