

University of Waterloo
BOARD OF GOVERNORS
Minutes of the Wednesday June 26, 2024 Meeting
[in agenda order]

Present: Nasser Abukhdeir, Avery Akkerman, Marc Aucoin, Aubrey Basdeo, Catherine Dong, Murray Gamble (chair), Genevive Gauthier-Chalifour (secretary), Vivek Goel, Neela Hassan, Nancy Heide, Dorothy McCabe, Kristiina Montero, Terry Mundell, Sahezaad Pardhan, David Porreca, Tracy Primeau, Neil Randall, Karen Redman, John Saabas, Asher Scaini, James Skidmore, Dan Weber, Jennisha Wilson

Guests: Jean Becker, Sam Charles, Tracelyn Cornelius, Randy Dauphin, Charmaine Dean, David DeVidi, Nenone Donaldson, Michael Dorr, Becky Elming, Paul Fieguth, Melanie Figueiredo, Jenny Flagler-George, Anne Galang, Mark Giesbrecht, Goldi Gill, Jennifer Gillies, Diana Goncalves, Mike Grivicic, Sarah Hadley, Angela Herman, Michelle Hollis, Chris Houser, Rob Hunsperger, Diane Johnston, Andie Kaiser, Andrea Kelman, Jennifer Kieffer, Lili Liu, Nick Manning, Jon Mason, Eleanor McMahon, Christine McWebb, Ian Milligan, Beth Namachchivaya, Catherine Newell-Kelly, Fayaz Noormohamed, Mike Pereira, Chris Read, Jacinda Reitsma, James Rush, Greg Smith, Allan Starr, Kerry Stryker, Brandon Sweet, Anita Taylor, Mathew Thijssen, Sean Thomas, Nickola Voegelin, Tim Weber-Kraljevski, Meghan Whitfield, Melanie Will, Sarah Willey-Thomas,

Regrets: Michael Ashmore, Dominic Barton, Linda Blair, Michael Eubanks, Teresa Fortney, Andre Hladio, Achim Kempf, Bilal Khan, Brian Lipskie, Nicholas Pellegrino, Berry Vrbancovic

OPEN SESSION

1. Approval of Agenda

a) Declarations of Conflict of Interest.

There were no conflicts of interest declared.

b) Approval of Agenda and Consent Items

Weber and Randall.

To approve the agenda of the 26 June 2024 Board of Governors meeting, as presented; and, to approve or receive for information consent agenda items.

CARRIED

c) Business Arising from the Minutes

There was no business arising from the minutes.

2. Remarks from the Chair

The Chair provided a general update noting the following:

- Thanks to Conrad Grebel University College and Marcus Schantz for hosting the education session the week prior, as well as to the President and Vice-Presidents for providing a useful and important orientation session.
- Welcome to new governors Avery Akkerman, Achim Kempf, Brian Lipskie, Sahezaad Pardhan, Nicholas Pellegrino, Tracy Primeau, Neil Randall, James Skidmore.
- Offered thanks to outgoing governor Michael Eubanks.
- Commented on the recent annual President's Golf Tournament in support of the Warrior Excellence Fund, noting the Warriors have one of the highest percentages of Academic All-Canadian student athletes in the country on an annual basis, with over 400 last year.

3. Report of the President

a) General Update

The President provided a general update noting the following:

- Recognition of the conclusion of Sheila Ager's term as Dean of Arts and appointment of Alexie Tcheuyap as of July 1, 2024.
- Updates regarding major announcements and activities including the CareNext Coalition, cohost of the forum of local signatories to the Scarborough Charter; Alumni Reunion; Pride Flag Raising Ceremony; anniversary of the Hagey Hall attack; Pride month and National Indigenous month; President's Golf Tournament; groundbreaking for the Waterloo Eye Institute; and convocation ceremonies.

b) Report from June 10, 2024 Special Senate Meeting

The President provided an update on the report from the June 10th Special Senate meeting.

Discussion followed. The Chair noted the advisory nature of the recommendations from Senate to the Board of Governors and relative jurisdiction of the two governing bodies.

A governor noted their support for the actions taken by the administration in response to the encampment on campus.

Another governor expressed concern about the report as presented, the need to discuss outcomes, and that the special Senate meeting was an effort to follow university governance processes to address the issues at hand.

A governor asked for elaboration on the recent statement of claim against members of the encampment in the amount of \$1.5 million; it was noted that the specifics related to a legal proceeding could not be discussed and that the Statement of Claim is available online for transparency purposes.

Regarding the previously scheduled June Board of Governors meeting, experiences of intimidation were noted by some Governors, as well as by other offices in Needles Hall.

4. University of Waterloo Values

Melanie Will and Michael Dorr presented the proposed University of Waterloo Values. The Board discussed how the values connect with one another and flexibility built into the wording based on changes in the context in which the values are considered.

Montero and Saabas.

That on recommendation of Senate the Board endorse the proposed imperatives and values for the University of Waterloo:

- **Imperatives**
 - **Uphold Waterloo's leadership and excellence in education, scholarship, innovation and entrepreneurship**
 - **Ensure the physical and mental health and well-being of our students and employees**
 - **Embrace decolonization, Indigenization, inclusivity, equity, and antiracism**
 - **Co-ordinate across disciplinary and organizational boundaries**
- **Values**
 - **Think Differently – *we are unconventional | we are bold | we are innovative***
 - **Act With Purpose – *we drive positive impact | we are responsible | we get things done***

- o **Work Together - we are collaborative | we value community | we are "one Waterloo"**

CARRIED

5. Reports from Committees

a) Building & Properties Committee

i. Math 4

John Saabas presented the Math 4 project. The Board discussed impact of reputational risk and alumni fundraising against declining student enrolment; impact of deferred maintenance strategy in development of the new building; ability for faculty to fundraise; campus wide benefits to t anew building; and fulsome discussion and information provided at the Committee.

There was a request to have minuted that for all projects, that the Building and Properties Committee discussed receiving a quarterly update on the status of the projects and that the updates are to be crafted following consultation with the Building & Properties Committee and received in advance of meetings.

Saabas and Mundell.

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

- a) **That university administration be authorized to enter into any and all contracts required for the construction of the approved "Math 4" capital project at a total cost not exceeding the total project budget of \$110,000,000; and**
- b) **That the Building & Properties Committee continue to receive quarterly updates on the status of the project; and**
- c) **That material changes to the design, construction, or budget of the project be brought through the regular approval channels of the Building & Properties Committee and Board of Governors, as appropriate.**

CARRIED with three abstentions

ii. Waterloo Eye Institute

Saabas presented the Waterloo Eye Institute project.

Saabas and Primeau.

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

- a) **That university administration be authorized to enter into any and all contracts required for the construction of the approved "Math 4" capital project at a total cost not exceeding the total project budget of \$110,000,000; and**
- b) **That the Building & Properties Committee continue to receive quarterly updates on the status of the project; and**
- c) **That material changes to the design, construction, or budget of the project be brought through the regular approval channels of the Building & Properties Committee and Board of Governors, as appropriate.**

CARRIED with one abstention

iii. WaterFEL

Saabas presented the WaterFEL project. The Board discussed the sources of funding for the project and request for further clarity in breakdown of funding for the project.

Saabas and Pardhan.

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

- a) That a total project budget of \$39 million for the “WaterFEL facility” capital project be approved; and**
- b) The location for the project, as described in the siteplan concept, be approved; and**
- c) That university administration be authorized to enter into any and all contracts for the construction of the project at a total cost not exceeding the total project budget of \$39 million; and**
- d) That the Building and Properties Committee receive quarterly updates on the status of the project; and**
- e) That material changes to the approved design, construction or budget of the project proceed through the regular approval channels of the Building & Properties Committee and Board of Governors, as appropriate.**

CARRIED with two abstentions

b) Joint Report of Building & Properties Committee and Finance & Investment Committee

i. New Residence Building

Saabas presented the New Residence Building project. The Board discussed the differences between the operating and ancillary budgets; source of funding for the project; and housing challenges in the broader community.

Saabas and Mundell.

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

- a) That university administration be authorized to enter into any and all contracts for the construction of the New Residence Building (NBR2026) capital project at a total cost not exceeding the total project budget of \$130 million; and**
- b) That the Building and Properties Committee receive quarterly updates on the status of the project; and**
- c) That material changes to the approved design, construction or budget of the project proceed through the regular approval channels of the Building & Properties Committee and Board of Governors, as appropriate.**

That on the recommendation of the Finance & Investment Committee, the Board of Governors authorize the University to further proceed with negotiations with its selected financial institution for the purposes of securing external financing to fund the construction of the new residence building; and,

That such authorization is executed in accordance with the University’s Debt

Management Guideline and relevant University signing procedures; and, That negotiations will be executed as needed and reported back to the Finance Committee for information.

CARRIED

b) Governance Committee

i. Community & Culture Committee: Proposed Terms of Reference

Gamble presented the Community and Culture Committee's proposed terms of reference, noting that the Committee fills a gap in the current Board Committee complement. The Board discussed the scope of the employee experience as referenced in the proposed terms of reference.

Porreca and Randall.

That on the recommendation of the Governance Committee the Board of Governors approve the Terms of Reference for the proposed Community & Culture Committee.

CARRIED

ii. Board Bylaw 1: Notice Proposed Amendments

Gamble presented the Notice of Proposed Amendments, noting that the proposed changes would be presented to the Board for approval at its meeting on October 29, 2024.

The Board discussed how qualifications of members for Board Committees and how staff, faculty and students may be incorporated in revisions to committee terms of reference.

c) Pension & Benefits Committee

iii. Actuarial Valuation of the Pension Plan, January 1, 2024

The Board Chair presented the report on behalf of the Committee Chair.

Pardhan and Heide.

That on the recommendation of the Pension & Benefits Committee, that the Board of Governors approve the filing of the actuarial valuation report as at January 1, 2024 with the Financial Services Regulatory Authority of Ontario (FSRA) and the Canada Revenue Agency (CRA).

CARRIED

6. Report of the Vice-President, Advancement

Nenone Donaldson provided a brief report on the Report included in the agenda package.

7. Other Business

There were no matters of other business.

8. Consent Agenda

a) Minutes of the April 16, 2024 Meeting

To approve the minutes of the April 16, 2024 Board of Governors meeting, as presented.

b) Report of the President

- i. 2023-24 Institutional Key Performance Indicators Report**
- ii. Institutional Priorities for 2024-25**

This item was received for information.

c) Report of the Vice-President, Academic & Provost

- i. Sabbatical and Administrative Leaves**

To approve the sabbatical and administrative leaves, as presented.

d) Report of the Vice-President, Administration & Finance

- i. Incidental Fees, Fall 2024**

That the Board of Governors approve the incidental fee changes effective Fall 2024, as presented.

e) Executive Committee Report

- i. Bill S-211 Report**

This item was received for information.

f) Building & Properties Committee

- i. Report from the Chair**

This item was received for information.

g) Finance & Investment Committee

- i. Report from the Chair**

This item was received for information.

h) Governance Committee

- i. Report from the Chair**
- ii. Call for External Governor Nominations 2025-26**

This item was received for information.

i) Pension & Benefits Committee

- i. Report from the Chair**

This item was received for information.

The Board convened in confidential session.