

University of Waterloo
BOARD OF GOVERNORS
Minutes of the Tuesday 1 February 2022 Meeting

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

Guests: Sheila Ager, Jean Andrey, Suman Armitage, Sandra Banks, Jean Becker, Jody Berringer, Andria Bianchi, Scott Joseph Boegel, Bruce Campbell, Aldo Caputo, Jeff Casello, Mary Anne Chan, Amanda Cook, Ingrid Cowan, Kate Dal Castel, Charmaine Dean, David DeVidi, Nenone Donaldson, Michael Dorr, Donna Ellis, Jenny Flagler-George, Barbara Forrest, Mark Giesbrecht, Diana Goncalves, Mike Grivicic, Sarah Hadley, Candance Harrington, Michelle Hollis, Lee Hornberger, Ruth Huard, Dennis Huber, Lenora Hume, Glenn Ives, Andre Jardin, Ross Johnston, Andrea Kelman, Jennifer Kieffer, Robert Lemieux, Lili Liu, Peter Lowe, Nick Manning, Kelly McManus, Norah McRae, Glauca Melo, Samantha Murray, Beth Namachchivaya, Cathy Newell Kelly, Fayaz Noormohamed, Leanne Perreault, Chris Read, Ian Rowlands, James Rush, Michael Sasges, Karl Schuett, Angelo Serrentino, Kimberly Snage, Andrea Sotak, Allan Starr, Jeremy Steffler, Kari Stewart, Brandon Sweet, Mathew Thijssen, Sean Thomas, Marilyn Thompson, Nickola Voegelin, Mary Wells, Glen Wepler, Melanie Will

Regrets: Nyla Ahmad, Dominic Barton

OPEN SESSION

1. CONFLICT OF INTEREST

Governors were asked to declare any conflicts they may have in relation to the items on the agenda; no conflicts were declared.

2. REMARKS FROM THE CHAIR

The chair welcomed governors to the meeting. She invited members to participate in some of the activities planned for Black history month and the International Women's Day breakfast on 8 March, she wished those who celebrate a happy lunar new year, and she invited members to please contact the secretary if they would like to take Dr. Christopher Taylor's self-guided e-learning course on Anti-Black Racism. She extended a warm welcome to Nenone Donaldson, the new vice-president, advancement and noted that due to a recent administrative appointment, faculty governor Ian Milligan has stepped down from the Board.

3. AGENDA/ADDITIONAL AGENDA ITEMS

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

Kennedy and Bachher.

Consent Agenda

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

Bachher and Barr. Carried unanimously.

4. MINUTES OF THE 26 October 2021 MEETING

The Board approved the minutes of the meeting as distributed.

5. REPORT OF THE PRESIDENT

Sabbatical and Administrative Leaves and Administrative Appointments

The Board received the report for information.

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

Incidental Fee Changes

The Board received the report for information.

Residential Fees

The Board received the report for information.

7. REPORTS FROM COMMITTEES

Building & Properties Committee.

The Board received the report for information.

Audit & Risk Committee.

The Board received the report for information.

Executive Committee.

The Board received the report for information.

Finance & Investment Committee.

The Board received the report for information.

Pension & Benefits Committee.

The Board received the report for information.

8. ACCOUNTABILITY STATUS REPORT

Consolidated Undergraduate and Graduate Academic Reviews

The Board received the report for information.

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

a. President's Update

i. Revisions to Policy 42

The president spoke to the policy and proposed revisions in light of changes made by the province to the relevant regulation to the *Ministry of Training, Colleges and Universities Act*. The Board heard a motion to approve the changes as presented.

Kennedy and Easton. Carried unanimously.

ii. General Update

The president provided the Board with a wide-ranging update including information about: individual recognitions (appointments to the Order of Canada, Minister's Awards of Excellence); institutional achievements (Optometry and Vision Science, research awards); recent and upcoming events; equity, diversity, and inclusion initiatives; the future of work approach; current initiatives; government updates; his recent opinion piece in *Maclean's*;

future initiatives; a COVID-19 update and planning principles for returning to in-person experiences.

In discussion: congratulations on the recent achievements; some of the drivers of the commercialization policy framework mandate; an observation that while many faculty members want to return to in-person instruction, there does exist a proportion who remain concerned.

iii. **Strategic Plan Update – Talent**

Goel introduced the strategic plan thematic area of “Developing Talent for a Complex Future”, advising that in addition to his written report, governors will hear about the Graduate Work-Integrated Learning (GradWIL) initiative. In the presentations that followed, members heard from Jeff Casello, associate vice-president, graduate studies and post-doctoral affairs; Norah McRae, associate provost, co-operative and experiential education; Angelo Serrentino, graduate student; Andria Bianchi, alumna; Scott Boegel, graduate student; and Michael Sasges, senior research engineer at Trojan Technologies. They spoke to GradWIL’s history; the benefits of the program; the alumna perspective and experience; the Mitacs experience at Trojan Technologies, including benefits, the student research perspective, and takeaways.

In discussion: the positive development of this initiative and the growth of networks for graduate students; ways the program is attractive to both the private and public sectors; work being done to ensure undergraduate co-op opportunities are not hindered; Mitacs opportunities which are particularly relevant to graduate students; the nexus with research and development opportunities in Canada.

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

a. Undergraduate and Graduate Admissions

Rush introduced the report distributed with the agenda and in turn, registrar Cathy Newell Kelly, and Casello spoke to the undergraduate and graduate student admissions respectively. In discussion: a request for details regarding citizenship in future reports; enrollments for 2023 are tracking positively; graduate enrollments are growing steadily; some enrollment numbers represent students who deferred last year; planning already underway for 2023; efforts underway for diversification of the international pool.

b. Operating Budget – Update and Planning

Rush provided an update on the 2021-22 operating budget. Members heard about income and expenses over the year, details re: student support and strategic investments, and some planning considerations for 2022-2023.

In discussion: how research revenues are managed and accounted for; domestic and international enrollments.

c. Tuition Fee Setting

Rush provided an overview of the ways the University sets tuition fees. Speaking to his presentation, he advised the Board about: internal and external factors; the tuition setting process; the proposed recommended tuition rate increases for 2022/2023.

In discussion: how cost of living is accounted for at the University; the growth in international work terms for co-op students over the course of the pandemic; some of the considerations the University uses in setting tuition fees.

12. REPORTS FROM COMMITTEES

a. Finance & Investment Committee

Following a review of the report by Schlegel, the Board heard a motion to approve the 2022/23 tuition fee changes and the 2022/23 co-op fee, as distributed in the agenda.

Schlegel and Vrbanovic. Carried unanimously.

b. Pension & Benefits Committee

Following a review of the report by Barr, the Board heard a motion to approve:

1. Statement of Investment Policies and Procedures (SIPP) and Fund Implementation Procedures (FIP) effective as of 1 February 2022; and
2. The delegation of oversight for the FIP to the Pension & Benefits Committee (P+B), including the responsibility to review and approve any recommended changes to the FIP, in accordance with the terms thereof and the governing documents for P+B and Pension Investment Committee (PIC).

Barr and Bachher.

The chair and Schlegel offered kudos to the committee and to Kennedy for the work done at the Pension Investment Committee with respect to this motion.

The question was called and the motion carried unanimously.

c. Governance

Following a review of the report from the chair, the Board heard a motion to approve the amendment to the resolution for the Audit & Risk Committee as distributed in the agenda.

Bachher and Barr. Carried unanimously.

The remainder of the report was received for information.

13. OTHER BUSINESS

There was no other business.

The Board convened in confidential session.

CONFIDENTIAL SESSION

The vice-presidents and deans were invited to stay for the confidential session.

14. CONFLICT OF INTEREST

Governors were asked to declare any conflicts they may have in relation to the items on the agenda. The chair noted that governors Ashmore and Strain have a conflict with respect to the committee appointments in the Governance report and will abstain from voting at that time.

Regular Agenda

15. MINUTES OF THE 26 OCTOBER 2021 MEETING

The Board approved the minutes of the meeting as distributed.

Barr and Grant. Carried unanimously.

16. BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes.

17. REPORT OF THE PRESIDENT

New Appointments with Tenure.

The Board heard a motion to approve the new appointments with tenure as presented in the report.

Bachher and Kennedy. Carried unanimously.

18. REPORTS FROM COMMITTEES

a. Audit & Risk

Following confirmation that the firms currently used by the University may bid on the future work, the Board received the report for information.

b. Governance

The Board heard a motion to elect Mike Ashmore to the Finance & Investment Committee, term from 1 May 2022 to 30 April 2025 and elect Kevin Strain to the Audit & Risk Committee, term from 2 February 2022 to 30 April 2025.

Bachher and Barr. The motion carried with two abstentions.

The remainder of the report was received for information.

19. OTHER BUSINESS

There was no other business.

The Board convened in *in-camera* session.

IN-CAMERA SESSION

The vice-presidents, deans, and guests left the meeting.

20. CONFLICT OF INTEREST

Governors were asked to declare any conflicts they may have in relation to the items on the agenda. No conflicts were declared.

21. MINUTES OF THE 26 OCTOBER 2021 MEETING

The Board heard a motion to approve the minutes of the meeting as distributed.

Bachher and Vrbanovic. Carried unanimously.

22. BUSINESS ARISING FROM THE MINUTES

There was no business arising.

23. REFLECTIONS

In a wide-ranging conversation, governors offered reflections on the meeting. In discussion: the chair's positive assessment of the agenda package pre-read materials and the conversations that occurred, with thanks to the president for his leadership in effecting these changes; broad consensus that the meeting was executed well and generated healthy discussions; an observation that some questions that arise may be more operational than strategic; appreciation for the pre-meeting thematic discussions and orientation activities; from the president that work continues to make governance improvements and his appreciation for the excellent feedback.

24. OTHER BUSINESS

There was no other business.

25. ADJOURNMENT

The meeting adjourned at 5:07 p.m.