



BOARD OF GOVERNORS AGENDA

Thursday, April 20, 2023, 2:00 – 6:00 p.m.

Hybrid Format – 45 Lodge St., Upper Level, Waterloo ON

Via Zoom: <https://zoom.us/j/97621175451?pwd=bWIFZXpORkI4RzhRNUNDZTAvRUNVQT09>

Meeting ID: 976 2117 5451

Passcode: 164713

A. Open Session

1. **Call to Order**, Simon Chan (on behalf of Paul Elliott), 2:00 p.m.
 - a. Declaration of Conflicts of Interest
 - b. Movement of Consent Items to the Main Agenda
Motion: that the Board of Governors approve the Consent items listed for approval under Item C.1.
2. **Chair's Report**, Simon Chan, 2:05 p.m. (5 min)
 - a. Welcome to Incoming Board Members
3. **Leadership Update**, 2:10 p.m. (10 min)
 - a. President's Report*, Deb MacLatchy Page 4
 - b. Q and A on Reports of the Senior Executives* Page 7
 - c. Report on Senate Activities* Page 17
4. Reports from the Standing Committees of the Board, 2:20 p.m. (75 min total)
 - a. Q&A on Chair's Updates on Committee Activity* Page 19
 - b. Finance, Investments and Property Committee, Jim Phillips (60 min total)
 1. Non-Tuition Fee Protocol Agreement* Page 29
Motion: That on the recommendation of the Finance, Investments & Property Committee, the Board of Governors approve the Non-Tuition Fee Protocol Agreement, as proposed.
 2. 2023-2024 Non-Tuition Fee Report* Page 56
Motion: That on the recommendation of the Finance, Investments & Property Committee, the Board of Governors approve the 2023-2024 Non-Tuition Fee Report, as proposed.
 3. 2023-2024 Budget (Operating & Ancillary) Approval*, Heidi Northwood / Lloyd Noronha (Opportunity for In Camera Discussion) Page 74
Motion: That on the recommendation of the Finance, Investments & Property Committee, the Board of

Governors approve the 2023-2024 Budget, as proposed.

c. Governance Committee, Lynda Hawton Kitamura (10 min)

1. Board By-Laws Proposed Revision*

Motion: That on the recommendation of the Governance Committee, the Board of Governors approve amending Section 8, Place of Meetings, of the Board By-Laws, as revised.

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5. **Other Business**

--BREAK-- 3:35 p.m. (10 min)

B. In Camera Session

Motion: to move the meeting *in camera*.

C. Consent Items

The following items are provided for approval or information. The Agenda, Minutes and items noted for Approval will be approved by consent unless otherwise highlighted during Item A.1.b.

1. **Items for Approval**

- a. Agenda
- b. Minutes, Board of Governors, Feb. 16, 2023*
- c. Policy 7.1 Environmental/Occupational Health & Safety (EOHS) – Annual Review^

Motion: that on the recommendation of the Audit, Risk & Compliance Committee, the Board of Governors approve Policy 7.1 Environmental/Occupational Health and Safety Policy.

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2. **Items for Information**

- a. KPMG Audit Planning Report^
- b. Pension Plan Annual Compliance Report^
- c. 2022-2023 9-Month Fiscal Update^
- d. External Debt Update^
- e. Year-End Pension Funded Status Update^
- f. Q4 Investment Performance Summary – Proteus^
- g. Examples of Donor Impact: Thank You Note^
- h. Definition of Consent Items for Approval and Information^
- i. New Board Member Bios: M. Fabricio Perez and Karin Schnarr^

* Materials Attached

~ Presented during the Meeting

^ Materials provided in separate Consent package

Note: If you need assistance or have a question about this agenda or the Board of Governors, please contact the University Secretariat office, by email to alukin@wlu.ca.