

Secretariat

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of November 21, 2019. They are presented to the Board of Governors for consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Recommendation for the Appointment of a Member-at-Large to the Rank of Governor Emerita** [NG19-11]

Governor Martine Turcotte will be ending her second five-year term on the Board on June 30, 2020. In light of her exceptional service and contributions to the Board's governance activities, the NGE Committee is pleased to recommend that Governor Martine Turcotte be appointed to the rank of Governor Emerita.

This recommendation is presented to the Board taking due regard to the following articles of the Statutes:

- “1.1.8 On the recommendation of the Nominating and Governance Committee, the Board of Governors may appoint as governor emeritus/a a governor who has served the University with exceptional distinction for a period of not less than ten years [...].”
- 1.1.8.3 Governors emeriti shall normally be appointed for an unlimited term. Governors emeriti shall be eligible for promotion to the rank of honorary governor of McGill University. This rank shall be awarded by the Board to a governor emeritus/a, on the recommendation of the Nominating and Governance Committee, where McGill wishes to recognize in perpetuity exemplary support and long-standing dedication to the institution.
- 1.1.8.4 Governors emeriti shall be entitled to receive all materials related to meetings of the Board of Governors. Governors emeriti and honorary governors, while not members of the Board, shall be eligible for appointment to the committees of the Board of Governors as well as to represent the Board on other bodies. When appointed to a committee of the Board of Governors, governors emeriti and honorary governors shall be full members of the committee, with both voice and vote, and their presence shall be considered in determining whether a quorum is present.

Profile: Me. Martine Turcotte

Me. Turcotte is currently Vice Chair, Québec of BCE Inc. and Bell Canada (BCE), a telecommunications company. After a remarkable career spanning over 30 years at BCE, Me Turcotte has decided to retire in January 2020. She has extensive expertise in a variety of strategic, legal and regulatory fields. Prior to becoming Vice Chair of BCE, Me. Turcotte was Executive Vice President and Chief Legal & Regulatory Officer of BCE and Bell Canada. She first joined BCE in August 1988 as legal counsel. She serves as a director of CIBC.

Me. Turcotte is a member of the Board of Governors of McGill University, the Chair of the Board of Théâtre Espace Go Inc. and a member of Scale.AI. Me. Turcotte was a previously a director of Bell Aliant Inc. She holds a Masters of Business Administration degree from the London Business School and Bachelor of Civil Law and Common Law degrees from McGill University.

Me. Turcotte was first appointed as a member-at-large of the Board of Governors in February 2010. She has been a member of the Human Resources Committee since 2010 and served as its Chair from 2012 to 2017. She is currently a member of the IT Committee and previously served on the IT Subcommittee. In addition, she was a member of the Executive Committee from 2012 to 2017, the Audit Committee from 2011 to 2012. She has also served as a Board representative on the Advisory for the Selection of Vice-Principal (External Affairs).

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Governor Martine Turcotte to the rank of Governor Emerita, commencing July 1, 2020.

2. Board Standing Committees

[NG19-12]

The NGE Committee reviewed the status of appointments on all Board Standing Committees. The NGE Committee recommends the appointments and reappointments noted below.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:

[With respect to the Committee to Advise on Matters of Social Responsibility]:

- *The reappointment of Ms. Cynthia Price-Verreault as member and Chair of CAMSR for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of her term on the Board.*
- *To extend the term of Professor David Harpp to June 30, 2021, to coincide with the end of his term on the Board.*

[With respect to the Executive Committee]:

- *The reappointment of Ms. Cynthia Price-Verreault as a member of the Executive Committee for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of her term on the Board.*

[With respect to the Human Resources Committee]:

- *The reappointment of Ms. Cynthia Price-Verreault as a member of the Human Resources Committee for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of her term on the Board.*

3. Internal and External Non-Board Bodies [NG19-13]

The NGE Committee reviewed the status of appointments on a number of internal and external non-Board bodies. Based on its review, the NGE Committee recommends the following appointments and reappointments noted below.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:

- *The appointment of Ms. Manon Vennat as a Board of Governors representative on Senate for two-year term commencing immediately and ending June 30, 2022.*

4. Healthcare Bodies [NG19-14]

The NGE Committee reviewed the status of appointments on a number of Healthcare bodies. Based on its review, the NGE Committee recommends the following appointments and reappointments noted below.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:

- *The appointment of Dr. Sylvain Baillet as a representative of McGill University to the Pôle universitaire en réadaptation (PUR) – Centre de recherche interdisciplinaire en réadaptation du Montréal métropolitain (CRIR) – Board of Directors for a three-year term commencing January 1, 2020 and ending December 31, 2022.*

Dr. Sylvain Baillet is Associate Dean, Research, Faculty of Medicine at McGill and an Associate Professor in Neurology and Neurosurgery. Dr. Baillet also founded the MEG Imaging Core at the McConnell Brain Imaging Centre of the Montreal Neurological Institute when he first arrived at McGill in 2011.

5. Proposed Establishment of Board Committee on Sustainability

[NG19-15]

The NGE Committee reviewed a proposal for the establishment of a Board standing committee on sustainability.

In line with the University's commitment to achieve the highest possible standards of sustainability on its campuses and the Board's expanded stewardship role in relation to sustainability, the NGE Committee recommends that the Board approve the establishment of the Sustainability Committee as a standing committee of the Board. The Committee would assist the Board in setting and achieving institutional priorities and goals, and in monitoring progress in the area of sustainability.

The NGE Committee is recommending that the Board approve the establishment of the Sustainability Committee as a standing committee of the Board, and a set of proposed terms of reference, which have been developed based on the model of terms of reference applicable to all Board Committees.

In reviewing the proposal, the NGE Committee noted the following:

- There is enhanced attention given to the area of sustainability by most, if not all other U15 (research-intensive) universities. A number of universities have established, at the management level, councils, groups and committees that establish and monitor sustainability priorities and objectives.
- Most other U15 universities have policies and strategies related to sustainability. While only one U15 university has, thus far, established a standing Board committee that includes sustainability in its mandate (University of Calgary)¹, there is belief that some others are in the process of evaluating their current structures to determine the need for additional oversight in this area at the governance level.
- With respect to the proposed terms of reference, the Committee noted the future possibility for the NGE Committee to recommend to the Board the appointment of special advisors whose expertise might become necessary as the Committee takes shape and begins to exercise its mandate. The proposed membership of the Committee would be considered by the NGE Committee at a later meeting.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the establishment of the Sustainability Committee and the proposed terms of reference of the Committee on Sustainability, attached as Appendix A.

¹ The University of Calgary has the following committee: Environment, Health, Safety & Sustainability Committee.

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Update on Student Representation on Governance Bodies [NG19-09]

The Committee concluded its discussion on the question of student representation on the University's governance bodies. Following requests made at previous meetings, the NGE Committee received additional statistical information comparing the representation of students on the Board and on the Senate vis-à-vis the larger context of student representation on governance bodies within the U15 sector. The data showed that McGill's student representation on the Board and on Senate compared well against that of other universities. For example, it was noted that student representation on McGill's Senate ranked third highest with 18.92%, outranking the U15 average of 13.97%. McGill's student representation of voting members on the Board compares well with other research-intensive boards (8% McGill vs 10.23% other boards). When taking into consideration the student observers on its Board, McGill ranks the highest, with 14.81% of student representation on the Board. When combining total student representation on Senate and the Board of Governors, the representation of students on McGill's governing bodies (Board and Senate) represents 16.91% (with voting rights) and 18.12% (with voting rights and observers), whereas the U15 student representation ranged from 6.3% to 20.43%.

2. 2018 – 2019 Board of Governors and Committee Survey Results [NG19-16]

The Committee reviewed the results of the 2018 – 2019 Board of Governors and Committee evaluation results. The results were based on an evaluation that had been completed online by Board and Committee members in the spring of 2019. Results were administered by the Secretariat on behalf of the NGE Committee. The NGE Committee's mandate includes oversight responsibility with respect to Board and Committee governance effectiveness. The evaluation included two types of assessments: Part I. Overall Board and/or Committee Performance and Effectiveness and Part II. Personal Contribution/Self-Assessment. A full summary is provided in Appendices B and C.

END
December 2019



McGill University
Board of Governors – Committee on Sustainability

Terms of Reference

Preamble

The Committee on Sustainability (“Committee”) is established under the authority of and is accountable to the Board of Governors (the “Board”) of McGill University (the “University”), and shall function as stipulated in these terms of reference and the *Regulations of the Committees of the Board of Governors of McGill University* (the “Regulations”). In accordance with the Regulations, meetings of Board Committees shall be held in closed session unless the Committee resolves to carry out a meeting or part of a meeting in open session.

1. Composition

- a. Other than ex-officio members, appointments to the Committee are approved by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.
- b. The Committee shall consist of seven to nine voting members, exclusive of *ex officio* members, selected, as indicated below, from among the following categories of membership:
 - i. Board members and Governors Emeriti:
 - Three from among:
 - o At-large members (at least one)
 - o Alumni Association members
 - o Governors Emeriti
 - One from among the Academic Staff or Senate members;
 - One from among the Administrative and Support Staff members;
 - One from among the student representative (member or observer).
 - ii. Members of the general public:
 - At least one and up to three additional members of the general public with expertise in sustainability, climate, the environment or a related field.
- c. The Chair of the Board and the Principal shall serve as *ex officio* members of the Committee.
- d. The Chair of the Committee shall be appointed by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.
- e. The Committee may recommend the appointment of a Vice-Chair of the Committee, who shall be appointed by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.

- f. The Vice-Principal (Administration and Finance) shall serve as the Senior Steward to the Committee.
- g. The Secretary-General or her/his delegate shall serve as Secretary and governance advisor to the Committee.
- h. The Provost and Vice-Principal (Academic) shall serve as the Special Advisor to the Committee.
- i. Where necessary or appropriate to facilitate and support the business of the Committee, the Secretary or the Senior Steward may invite University staff to serve as resource persons for particular items of business before the Committee at a meeting.

2. Mandate of the Committee

Taking due regard of the mission of the University and the Board's stewardship role with respect to sustainability, the Committee shall assist the Board in setting and achieving institutional priorities and goals, and in monitoring progress in the area of sustainability.

Without limiting the generality of the foregoing, the Committee shall have functions delegated by the Board and functions subject to the authority of the Board, as follows:

2.1 Functions delegated by the Board of Governors

- a. Review and assess key performance indicators established to support the realization of institutional targets and objectives related to sustainability;
- b. Provide general oversight of the University's compliance with regional, national and international declarations and accords of which the University is a signatory;
- c. Consider the economic, environmental and social impacts of the activities carried out by or on behalf of the University in order to guide decision-making;
- d. Review and approve for submission to the Board, on at least an annual basis, a report on sustainability;
- e. Undertake studies on questions or best practices relating to sustainability;
- f. Consider other matters pertaining to sustainability that may be referred to the Committee by the Board, another Board standing Committee, the Principal, the Vice-Principal (Administration and Finance) or the Secretary-General;
- g. Make recommendations to the senior administration on operational matters impacting sustainability goals and priorities;
- h. Periodically invite University bodies or Board standing committees to report on matters regarding sustainability planning, development and stewardship.

2.2 Functions subject to the authority of the Board of Governors

- a. Review and recommend to the Board institutional policies, plans and strategies relating to sustainability.

3. General provisions

- a. The Committee shall meet at least three times during the year. The Committee shall have a calendar of business, maintained by the Secretary-General or delegate, for the purpose of ensuring that each meeting agenda addresses responsibilities as outlined in these terms of reference.
- b. The Committee shall report to the Board on a regular basis, and within a reasonable time following a Committee meeting.
- c. The Committee shall review its terms of reference at least once every five years and recommend any changes to the Board's Nominating, Governance and Ethics Committee.

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PART I - Overall Board and/or Committee Performance and Effectiveness

Governance Body (Number of responses)	[1. The Board/Committee understands its role and responsibilities.]	[2. The division of responsibility between the Board/Committee and the Senior Administration is understandable and appropriate.]	[3. Board/Committee members have the right mix of experience and skills to guide McGill toward achieving its mission and strategic goals.]	[4. The Board/Committee knowledge of the University's mission, priorities, policies and procedures is sufficient to allow it to discharge its obligations.]	[5. Board/Committee members' abilities and areas of expertise are being used appropriately and effectively.]	[6. The frequency of Board/Committee meetings and the time scheduled for meetings are adequate.]	[7. The Board/Committee receives the type of information and materials it needs to have effective meetings and make informed decisions.]	[8. Board/Committee meetings are constructive, and conducted in a way that facilitates questions and leads to meaningful participation and timely resolution of issues.]	[9. Board/Committee members respect the need for confidentiality at meetings.]	[10. Board/Committee members pay sufficient attention to issues of risk management.]	[11. Senior Administration communicates with the Board/Committee to keep it informed of all material issues in a timely manner.]	[12. Senior Administration provides appropriate information in support of meeting agendas and is responsive to questions and issues raised by members.]	[13. The Board/Committee Chair conducts meetings in an effective manner, allowing sufficient discussion for effective decision making.]	[14. The Board/Committee Chair is responsive and accessible to members, and takes time to engage with them.]	[15. Overall, I am satisfied with the performance of the Board and its Committees.]	PART I AVERAGE (Average per governance body) - horizontal	BoG/CtteeRanking 2018-19	BoG/CtteeRanking 2017-18	BoG/CtteeRanking 2016-17	BoG/CtteeRanking 2015-16
	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	avg horizontal				
BOG (23)	4.500	4.524	4.304	4.348	4.043	4.391	4.364	4.174	4.783	4.091	4.391	4.348	4.478	4.783	4.435	4.397	10	8	8	8
AUDIT (6)	4.667	4.667	4.667	4.167	3.833	4.333	4.167	4.500	4.833	4.667	4.667	4.333	4.500	4.667	4.500	4.478	6	5	4	2
BPC (9)	4.750	4.333	4.222	4.444	3.667	4.556	4.222	4.444	4.667	4.500	4.556	4.556	4.625	4.750	4.500	4.453	8	9	7	9
CAMSR (7)	4.429	4.429	4.143	4.714	4.000	3.857	4.571	4.571	4.857	4.286	4.429	4.714	4.571	4.857	4.429	4.457	7	6	9	6
EXEC (10)	4.800	4.700	4.500	4.600	4.300	4.800	4.600	4.700	4.900	4.600	4.800	4.700	4.800	4.900	4.700	4.693	4	3	2	7
FINANCE (7)	5.000	4.857	4.857	4.857	4.571	4.143	4.857	4.857	4.714	4.714	5.000	4.857	4.857	5.000	4.857	4.800	2	4	5	4
HR (8)	4.625	4.625	4.500	4.625	4.500	4.625	4.500	4.750	4.750	4.375	4.625	4.500	4.571	4.714	4.500	4.586	5	2	3	3
INVEST. (8)	4.625	4.375	4.500	4.250	4.000	4.250	4.375	4.625	4.750	4.500	4.000	4.375	4.750	4.750	4.375	4.433	9	7	6	5
IT Committee (8)	4.500	4.429	4.625	4.750	4.375	4.625	4.750	4.750	5.000	4.714	4.750	4.875	4.875	5.000	4.750	4.718	3	n/a	n/a	n/a
NGE (9)	4.889	4.875	4.667	4.875	4.778	4.778	4.889	4.778	5.000	4.556	4.778	4.889	4.889	4.875	4.889	4.827	1	1	1	1
Avg per question (vertical)	4.678	4.581	4.498	4.563	4.207	4.436	4.529	4.615	4.825	4.500	4.599	4.615	4.692	4.830	4.593	4.584				
Further Breakdown: Internal vs. External Governors																				
BOG EXTERNALS (15)	4.467	4.571	4.467	4.333	4.133	4.467	4.286	4.133	4.733	4.067	4.467	4.467	4.533	4.800	4.467	4.426	1	1	1	1
BOG INTERNAL (8)	4.571	4.429	4.000	4.375	3.875	4.250	4.500	4.250	4.875	4.143	4.250	4.125	4.375	4.750	4.375	4.343	2	2	2	2

PART II - Personal Contribution/Self-Assessment

GOVERNANCE BODY	[1. I understand the mission of the University]	[2. I am aware of what is expected of me as a Board/Committee member and feel capable of fulfilling these expectations.]	[3. My abilities and areas of expertise are being used appropriately and effectively.]	[4. I read background materials, prepare and dedicate the necessary time to participate effectively in Board and Committee meetings.]	[5. I contribute effectively to Board/Committee work by raising questions and participating in discussions.]	[6. I feel that my overall knowledge of University operations, finance and risk allows me to discharge my obligations as a Board/Committee member.]	[7. I understand and respect the need for confidentiality on matters presented in Closed Session and in Committee meetings.]	[8. The orientation and ongoing education of Board/Committee members help me become a better member.]	[9. I engage and interact constructively with my fellow Board/Committee members.]	[10. I feel comfortable in engaging with Senior Administration and management.]	[11. Overall, I am satisfied with my performance at Board/Committee meetings.]	PART II AVERAGE Part II / (Average per governance body) - horizontal	BoG/CtteeRanking 2018-19	BoG/CtteeRanking 2017-18	BoG/CtteeRanking 2016-17	BoG/CtteeRanking 2015-16
	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Average Horizontal				
BOG (23)	4.696	4.652	4.045	4.500	4.286	4.217	4.957	4.238	4.364	4.739	4.273	4.451	8	8	6	7
AUDIT (6)	4.167	4.800	4.800	4.833	4.800	4.667	4.833	4.400	4.600	4.667	4.200	4.615	5	3	1	5
BPC (9)	4.625	4.444	4.222	4.667	4.333	4.111	5.000	4.111	4.333	4.667	3.889	4.400	9	9	7	9
CAMSR (7)	4.857	4.571	4.667	4.571	4.429	4.429	5.000	4.571	4.714	4.714	4.286	4.619	4	6	8	1
EXEC (10)	4.700	4.800	4.600	4.500	4.300	4.200	4.900	4.300	4.500	4.900	4.300	4.545	6	5	5	8
FINANCE (7)	5.000	4.857	4.714	4.857	4.714	4.714	5.000	4.429	4.571	4.857	4.714	4.766	1	4	2	4
HR (8)	4.500	4.500	4.500	4.625	4.375	4.125	4.875	4.250	4.625	4.750	4.375	4.500	7	2	4	3
INVEST. (8)	4.750	4.000	3.750	4.625	4.286	4.375	4.875	4.000	4.375	4.375	4.286	4.336	10	7	9	2
IT Committee (8)	4.750	4.500	4.625	4.750	4.500	4.625	5.000	4.500	4.625	4.875	4.750	4.682	2			
NGE (9)	5.000	4.889	4.556	4.778	4.333	4.444	5.000	4.714	4.444	4.889	4.333	4.671	3	1	3	6
Avg per question (vertical)	4.704	4.601	4.448	4.671	4.436	4.391	4.944	4.351	4.515	4.743	4.341					
Further Breakdown: Internal vs. External Governors																
BOG EXTERNALS (15)	4.733	4.667	4.214	4.571	4.385	4.333	5.000	4.077	4.357	4.867	4.286	4.499	1		1	2
BOG INTERNAL (8)	4.625	4.625	3.750	4.375	4.125	4.000	4.875	4.500	4.375	4.500	4.250	4.364	2		2	1