

**Secretariat**

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of May 6, 2022. It is presented to the Board of Governors for its consideration.

**I. FOR APPROVAL BY THE BOARD OF GOVERNORS****1. Appointments to the Rank of Emeritus/a****1.1 Appointment of to the Rank of Chair Emeritus: Governor Ram Panda**

**Mr. Ram Panda** was appointed as the new Board Chair for a five-year mandate beginning on July 1, 2017 and has been serving as a member-at-large since 2014. His term as Chair of Board of Governors ends on June 30, 2022. His term as member-at-large on the Board ends on June 30, 2024.

As a Chair and member-at-large of the Board of Governors, Mr. Panda understands and appreciates the values of the University and is devoted to the vitality and well-being of the McGill community.

Mr. Panda started his working career in Montreal after obtaining his Masters in Electrical Engineering from McGill University. He was a project manager at Burroughs Business Machines in Montreal, working on one of the earliest online banking systems in Canada. He then went to get his MBA from McGill. In 1978, he co-founded a software company called Planmatics Inc. (later renamed as Invera Inc.), which offered packaged business software solutions. Invera has gone on to become a leading ERP software provider for the global metal industry, with the bulk of its client base being outside Canada, primarily in the US and Europe. Invera is the first and largest software company dedicated exclusively to the metal industry.

Passionate about sustainability and McGill's role in the community, he is one of the philanthropic drivers of the Institute for Sustainability in Engineering and Design and has been a member of the Faculty Advisory Board for the Faculty of Engineering since 2007. He also chaired the FAB from 2011 to 2013.

His commitment to the University is reflected in his exemplary record of service to the Board. Since his appointment as member-at-large in 2014, he served as a member of the Building and Property Committee from 2014 to 2016, Chair of CAMSR from 2016 to 2017 and as a member from 2015. He also served as a representative of the Board on

Senate from 2014 to 2017. He also served as Chair of the IT Committee from 2018 to 2021. Since his appointment as Chair of the Board in 2017, he has been serving as ex-officio member of all Standing Committees. He has also dedicated his time to numerous Advisory Committees for the appointment of senior administration, including the Advisory Committee for the Selection of the Vice-Principal (Research and Innovation), the Advisory Committee for the Reappointment of the Principal and Vice-Chancellor, the Advisory Committee for the Possible Reappointment of the Dean of Engineering, Advisory Committee for the Possible Reappointment of the Vice-Principal (University Advancement) and the Advisory Committee for the Dean of the Faculty of Agricultural and Environmental Sciences.

In recognition of his contributions as member of the Board of Governors and Chair, it is proposed that Mr. Panda be appointed to the rank of Chair Emeritus.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Mr. Ram Panda to the rank of Chair Emeritus commencing July 1, 2022.*

## **1.2 Appointment to the Rank of Principal Emerita and Governor Emerita: Professor Suzanne Fortier**



**Professor Suzanne Fortier** has served as Principal and Vice-Chancellor of McGill University since September 2013. She was reappointed for her second term as Principal beginning in 2018.

Throughout her tenure, Principal Fortier's leadership has been exemplary in times of both celebration and hardship, shaping the University's international profile in the lead-up to its 2021 Bicentennial, and guiding the community through the unprecedented challenges of the COVID-19 pandemic.

Professor Fortier graduated from McGill with a BSc (1972) and a PhD in Crystallography (1976). Her research work has focused in the development of mathematical and artificial intelligence methodologies for protein structure determination. She has also made contributions to the development of novel techniques in crystallographic data mining to gain new insights from the large structural databases.

Professor Fortier was appointed an Officer of the Order of Canada in 2018. She is also an officer of France's National Order of Merit, a fellow of the American Association for the Advancement of Science, and was named a Specially Elected Fellow of the Royal Society of Canada (2015). She holds honorary doctorates from Thompson Rivers University, Carleton University, and the University of Glasgow.

Professor Fortier currently serves as Chair of the World Economic Forum's Global University Leaders Forum (GULF), as a member of the HEC Paris International Advisory

Board, on the Boards of the McCall MacBain Scholarships at McGill and the McGill University Health Centre (MUHC) and is an Academic Member of the Board of Governors of the Technion Israel Institute of Technology. She also serves on the Canadian Business-Higher Education Roundtable, the Catalyst Canada Advisory Board, as well as the Boards of Directors of Montreal International, and the Pierre Elliott Trudeau Foundation.

During her tenure at McGill, Principal Fortier has worked on the McGill Commitment, established in 2015, which has led to more research and academic opportunities for McGill's students and faculty. Principal Fortier has also prioritized working towards McGill's full research potential. This includes ensuring McGill as a top research-intensive university and increasing the impact of research conducted at the university. Other priorities include enhancing McGill's partnerships, ensuring a healthy workplace, and working to transform campus to be a safe and welcoming environment for all of McGill's community.

In her role as Principal and Vice-Chancellor, she also has been a member of the Board of Governors and its committees since September 2013.

In recognition of her outstanding contributions as academic head and executive leader and as a member of the Board of Governors, it is proposed that Professor Suzanne Fortier be appointed to the rank of Principal Emerita and Governor Emerita.

The title of Principal Emeritus was granted to Bernard Shapiro and Heather Munroe Blum.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Professor Suzanne Fortier to the rank of Principal Emerita and Governor Emerita commencing September 1, 2022.*

## **2. Appointments to Board Standing Committees**

[NG21-27]

The NGE Committee reviewed the status of appointments on all Board Standing Committees and 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 Audit & Risk Committee]:*

- *The appointment of Ms. Samira Sakhia as a member of the Audit & Risk Committee, for a three-year term commencing July 1, 2022 and ending June 30, 2025.*

*[With respect to the Building and Property Committee]:*

- *The appointment of Mr. Réal Laporte as a member of the Building and Property, for a three-year term commencing July 1, 2022 and ending June 30, 2025, subject to his willingness to serve.*

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

- *The appointment of Mr. Ariel Deckelbaum as a member of the Committee to Advise on Matters of Social Responsibility, for a three-year term commencing July 1, 2022 and ending June 30, 2025.*

*[With respect to the Executive Committee]:*

- *The appointment of Mr. Fred Headdon as a member of the Executive Committee, for a three-year term commencing July 1, 2022 and ending June 30, 2025.*

*[With respect to the Finance Committee]:*

- *The appointment of Mr. Greg David as a member of the Finance Committee for a three-year term commencing July 1, 2022 and ending June 30, 2025.*

### **3. Appointments to Advisory Committees**

[NG21-26]

In accordance with the University Statutes, before recommending an appointment for the Office of Provost, Deputy Provost or Vice-Principal or for the appointment or reappointment for the office of a dean of a faculty, the Principal shall have consulted an advisory committee.

The NGE Committee recommends to the Board of Governors the following appointments of representatives of the Board of Governors to serve on Advisory Committees:

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

- *The appointments of Ms. Marie Giguère, Mr. Stuart (Kip) Cobbett, Mr. Pierre Gfeller and Mr. Ram Panda as representatives of the Board of Governors on the Advisory Committee for the Selection of the Vice-Principal (Health affairs) and Dean of the Faculty of Medicine and Health Sciences and the appointments of Mr. Sam Minzberg and Mr. Eddie Leschiutta as alternate members.*
- *The appointments of Mr. Fred Headdon, Mr. Stephen Halperin, Mr Sam Minzberg and Ms. Cynthia Price Verreault as representatives of the Board of Governors on the Advisory Committee for the Selection of the Vice-Principal (Research and Innovation) and the appointments of Ms. Lili de Grandpré and Mr. Greg David as alternate members.*

- *The appointments of Mr. Jonathan Sigler and Mr. Ram Panda as representatives of the Board of Governors on the Advisory Committee for the Selection of the Dean of the Faculty of Engineering and the appointment of Mr. Arthur Lau as an alternate member.*
- *The appointment of Ms. Sally McDougall as a representative of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Dean of the Faculty of Dental Medicine and Oral Health Sciences and the appointment of Mr. Alan Desnoyers as an alternate member.*
- *The appointment of Mr. Bob Babinski as a representative of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Dean of the School of Continuing Studies.*

#### **4. Appointments to Internal/External Non-Board Bodies**

[NG21-28]

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

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

- *The reappointment of Ms. Manon Vennat as a Board of Governors representative on Senate for a three-year term commencing July 1, 2022 and ending June 30, 2025.*
- *The appointment of Mr. Luciano D'Iorio as a Board of Governors representative on Senate for a three-year term commencing July 1, 2022 and ending June 30, 2025, subject to his willingness to serve.*
- *The reappointment of Ms. Manon Vennat as a Board of Governors representative on the Academic Policy Committee for a three-year term commencing September 1, 2022 and ending August 31, 2025.*
- *The reappointment of Ms. Tina Hobday as a member designated by the Board of Governors on the Pension Administration Committee (PAC) for a three-year term commencing July 1, 2022 and ending June 30, 2025.*
- *The reappointment of Mr. Mario Venditti as a representative of the Board of Governors on the Board of Directors of MSBi Valorisation Inc. (MSBiV) for a two-year term commencing June 1, 2022 to May 31, 2024.*

## 5. Appointments to Health Care Bodies

[NG21-29]

The NGE Committee reviewed the status of appointments on a number of Healthcare bodies. Based on its review, the NGE Committee recommends the following 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 reappointment 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, 2023 to December 31, 2025.*
- *The reappointment Dr. Pierre Ernst as a member of the Transplant-Québec Board of Directors for a two-year term commencing October 1, 2022 and ending September 30, 2024.*

## 6. Revisions to Board Committee Terms of Reference

### 6.1 Nominating, Governance and Ethics Committee's Terms of Reference

[NG21-30]

The Nominating, Governance and Ethics (NGE) Committee recommends the proposed amendments to the Terms of Reference of the NGE Committee for approval. The general objectives of the NGE's review focused on the Committee's composition, following a review of the composition model of the Board standing committee undertaken by the NGE Committee earlier this governance year. The changes proposed in the terms of reference intend to align the composition of the Committee with the composition prescribed for the Committee in the Statutes, based on the most recent review.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee approve the proposed revisions to the Nominating, Governance and Ethics Committee's Terms of Reference, as presented in Appendix A.*

### 6.2 Building and Property Committee's Terms of Reference

[NG21-31]

The NGE Committee recommends the proposed amendments to the Terms of Reference of the Building and Property Committee (BPC) for approval. In accordance with the BPC's terms of reference, a review must be undertaken at least every five years. Any changes must then be recommended to the Board's NGE Committee. The Committee's terms of reference were last reviewed in April 2016. As such, a review was undertaken in the Fall, as a good governance practice.

The general objectives of this review focused on the Committee's composition, following a review of the composition model of the Board standing committee undertaken by the Nominating, Governance and Ethics (NGE) Committee earlier this governance year.

More specifically, the NGE Committee proposed to provide an opportunity to establish, for members appointed from within the McGill staff and student community, eligible pools of members who would be considered for appointment to Board committees. This change would align the model for the staff and student community with the one in place for members-at-large, alumni representatives and governors emeriti. The NGE Committee acknowledged that as the change involves moving away from a more prescriptive model of committee assignments, it would also create an opportunity to align, to a fuller extent, member skills and competencies and the skills and competencies that are deemed to be valuable for service on a particular Board committee.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee approve the proposed revisions to the Building and Property's Committee's Terms of Reference, as presented in Appendix B.*

## **II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS**

### **1. Update on Amendments to the University Statutes [NG21-23]**

The Committee was informed that further to the approval by the Board of Governors at its meeting of February 10, 2022 of the proposed Amendments to the University Statutes and their submission to the Governor General for consideration, the Governor General did not exercise her power of disallowance and the revised Statutes were now in effect. The amended version of the McGill University Statutes is available [here](#).

### **2. Internal and External Non-Board Bodies [NG21-28]**

The Committee approved the nominations of Dr. Sarah Leu, Academic Director of Global and Strategic Communication, School of Continuing Studies and Dr. Caroline Temcheff, Associate Professor, Counselling Psychology, Faculty of Education as representatives of McGill University on the Advisory Board on English Education for a term to be determined by the Quebec Ministry of Education.

### **2. Other Points for Information**

The NGE Committee received the following items for information:

- Report of the Recruitment and Succession Planning Subcommittee [NG21-24]
- Update on the Board and Committee Evaluation

**END**  
**May 2022**



**McGill University**  
**Board of Governors – Nominating, Governance and Ethics Committee**

**Terms of Reference**

**Enacting provisions**

The Nominating, Governance and Ethics Committee (“Committee”) is established under the authority of the Board of Governors in accordance with the *Statutes of McGill University* (the “*Statutes*”), and is accountable to, the Board of Governors (the “Board”) of McGill University (the “University”). It shall function as stipulated in the *Statutes*, these terms of reference and the Regulations of the Committees of the Board of Governors of McGill University (the “Regulations”). In case of a conflict between these terms of reference and the *Statutes*, the *Statutes* shall have precedence.

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 the Chair of the Board, the Chancellor and the Principal, appointments to the Committee are approved by the Board, normally on the recommendation of the Committee.

b. In accordance with the relevant provisions of the Statutes, the Committee shall consist of the Chair of the Board, the Chancellor, the Principal and seven ~~governors~~members, ~~selected, as indicated below,~~ from the following ~~Board~~ membership categories:

- four members selected from among:
  - members-at-large of the Board of Governors; ~~At Large members (at least two);~~
  - members of the Board of Governors elected by the Alumni Association ~~members and the;~~
  - Governors *Emeriti*;
- one member chosen from among the Board members elected by ~~from~~ the Academic Staff or by and Senate ~~members;~~
- one member ~~chosen from among the Board members elected by the~~ Administrative and Support Staff ~~members; and~~
- one member chosen from among the students elected to the ~~representative of the Board. (member or observer).~~

c. The Chair of the Committee shall be appointed by the Board, normally on the recommendation of this Committee.

d. The Committee may recommend to the Board of Governors the appointment of a Vice-Chair of the Committee.

e. The Principal shall serve as the Senior Steward to the Committee.

- f. The Secretary-General or delegate shall serve as Secretary and governance advisor to the Committee.

## **2. Mandate of the Committee**

As stipulated by and in accordance with the *Statutes*, the Committee assists the Board in fulfilling its governance responsibilities with respect to:

- a. nominations of At-Large members to the Board and governors *emeriti*/~~honorary~~ ~~governors~~;
- b. nominations of members of Board Committees;
- c. nominations of McGill representatives to non-Board committees and bodies both inside and outside the University;
- d. establishment and discontinuance of Board standing and ad-hoc committees and their respective terms of reference;
- e. good governance practices including rules of order and procedures and matters of ethics as they relate to governance; and
- f. the evaluation of governance functions and activities of the Board.

The Committee shall also consider other matters delegated to the Committee by the Board or referred to it by the Principal or the Secretary-General.

Without limiting the generality of the foregoing, the Committee shall:

### **2.1 Nominating Functions**

#### **2.1.1 Nominating Functions delegated by the Board of Governors**

a. establish a recruitment and succession planning subcommittee consisting of the Chair of the Nominating, Governance and Ethics Committee, the Chair of the Board, the Principal, one member of the Nominating, Governance and Ethics Committee, and the Secretary-General, as Secretary to the Subcommittee, responsible for making recommendations to the Nominating, Governance and Ethics Committee with respect to the following functions:

- i. developing and amending guidelines for the appointment of At-large members of the Board, including skill sets, criteria and attributes to be used in identifying prospective candidates;
- ii. developing and implementing a systematic process for seeking nominations of At-large members;

b. on behalf of the Board, submit nominations to non-Board bodies and committees concerning appointments which are requested of McGill University or the Board and determined by external bodies;

c. on behalf of the Board, review potential appointments to Faculty Advisory Boards and provide feedback and advice to the Dean and the Principal, as appropriate;

### **2.1.2 Nominating Functions subject to the authority of the Board of Governors**

a. recommend to the Board appointments of At-large members of the Board, taking into account the importance of reflecting the diversity of the community in Board membership, and seeking a gender and age balance, as well as representation from culturally diverse groups;

b. recommend to the Board appointments to the rank of governor emeritus/emera~~ta~~  
~~or honorary governor~~;

c. recommend to the Board appointments of members to standing committees of the Board;

d. recommend to the Board appointments to:

i) internal, non-Board bodies, including Board appointments to Senate;

ii) external, non-Board bodies, including Board appointments to hospital and other health care bodies;

e. recommend to the Board appointments of the chair and vice-chair, as appropriate, of Board committees, and the appointment of one of the Board's Vice-Chairs to the Executive Committee; ~~with the exception of the Executive Committee;~~

f. recommend to the Board appointments of Board representatives to statutory and non-statutory advisory committees;

## **2.2 Governance Functions**

### **2.2.1 Governance Functions delegated by the Board of Governors**

~~a. establish and review, as required, the *Electoral Procedures of the Board of Governors* for the election of the representatives of the administrative and support staff and academic staff to the Board;~~

~~a~~b. provide for Board orientation sessions for new Board and Committee members as well as ongoing governance training and development activities for all Board and Committee members;

~~b~~e. annually oversee the administrat~~ioner~~ and evaluat~~ione~~ of the performance of the Board and its standing committees, including the performance of Board and Board Committee members using evaluation tools approved by the Committee;

### **2.2.2 Governance Functions subject to the authority of the Board of Governors**

- a. review and recommend to the Board proposed amendments to the *Statutes*;
- b. review and recommend to the Board the creation or abolition of standing and ad hoc Board committees and their terms of reference;
- c. review each standing committee's terms of reference at least every five years, and recommend revisions thereto to the Board;
- d. review and recommend revisions to the terms of reference of ad hoc committees of the Board as required;
- e. review the *Regulations of the Committees of the Board of Governors of McGill University* and recommend revisions thereto to the Board, as needed;
- f. review, as required, the *Electoral Procedures of the Board of Governors for the election of the representatives of the administrative and support staff and academic staff to the Board and recommend revisions thereto to the Board.*

## **2.3 Ethics Functions**

### **2.3.1 Ethics Functions delegated by the Board of Governors**

- a. monitor and report on the compliance with the Board of Governors' *Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning* ("Code of Ethics");

### **2.3.2 Ethics Functions subject to the authority of the Board of Governors**

- a. review the Code of Ethics at least every five years and recommend revisions to the Board of Governors as needed.

## **2.4 Evaluation of Governance Functions (functions delegated by the Board of Governors)**

- a. periodically review the Board's governance structure, taking into account that all Board members should be members of at least one committee, that committee membership and chairs should be rotated regularly, that Board members from the internal constituencies of the University should be included where appropriate, and that committee membership should be balanced.

## **3. General provisions**

- a. The Committee shall meet at least four 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 of Governors.

**Last Revised:**

Revised- Approved by the Board of Governors on April 21, 2016

**Previous Amendments:**

Final - Approved by the Executive Committee on September 24, 2007

Revised – Approved by the Board of Governors on September 27, 2011



**McGill University**  
**Board of Governors – Building and Property Committee**

***Terms of Reference***

**Enacting Provisions**

The Building and Property Committee (“Committee”) is established under the authority of, and is accountable to, the Board of Governors (the “Board”) of McGill University (the “University”). It 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.

The Committee shall consist of six 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:
      - At-large members;
      - Alumni Association members;
      - Governors *Emeriti*;
    - three from among:
      - ~~one from the~~ Academic Staff or Senate members;
      - ~~one of the~~ Administrative and Support Staff members;
      - ~~one s~~tudents ~~representative~~ (members or observers).
  - ii. Members of the General Public:
    - At least one and up to three additional members of the general public with expertise in construction, property administration, planning, real estate, or related field.
- b. The Chair of the Board and the Principal shall serve as *ex officio* voting members of the Committee.
  - c. The Chair of the Committee shall be appointed by the Board from among the Committee members and normally on the recommendation of the Nominating, Governance and Ethics Committee.
  - d. The Committee may recommend the appointment of a Vice-Chair of the Committee, who shall be appointed by the Board on the recommendation of the Nominating, Governance and Ethics Committee.

- e. The Vice-Principal, Administration and Finance, shall serve as the Senior Steward to the Committee.
- f. The Secretary-General or delegate shall serve as Secretary and governance advisor to the Committee.
- g. The Provost and Vice-Principal, Academic, and the Associate Vice-Principal, Macdonald Campus, shall serve as special advisors to the Committee.
- h. Where necessary or appropriate to facilitate and support the business of the Committee, the Senior Steward or Secretary 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**

The Committee, subject to the Policy on Contracts and Signing Authority, assists and advises the Board in fulfilling its governance responsibilities with respect to:

- 2.1 policies, planning, development stewardship and financial sustainability for lands, facilities, infrastructure and related property matters;
- 2.2 construction and renovation projects including related supplies, equipment, technology and services;
- 2.3 acquisition and disposition of immovable property;
- 2.4 leases, permits, regulatory requirements and servitudes;

The Committee may consider any other building and property matter referred to it by the Board, the Principal or the Vice-Principal, Administration and Finance.

Without limiting the generality of the foregoing, the Committee shall:

### **2.1 Policies, planning, development stewardship and financial sustainability for lands, facilities, infrastructure and related property matters**

#### **2.1.1 Functions delegated by the Board of Governors**

- a. periodically invite university units or committees to report on issues regarding campus planning, development and stewardship;
- b. review, at least annually, the planned construction and renovation projects, and the projected capital budget and other sources of funding, as well as projected expenditures and ongoing operating costs;
- c. ensure that sources of financing for property acquisition, construction or renovation projects are clearly identified and assured and that the costs of maintenance and operations are taken into consideration before any property acquisition or project, or any amendment thereto, is approved by the Committee or recommended to the Board.

### **2.1.2 Functions subject to the authority of the Board of Governors**

- a. review and recommend to the Board principles, policies, guidelines and master plans relating to building and property matters;

## **2.2 Construction and Renovation Projects**

### **2.2.1 Functions delegated by the Board of Governors**

- a. initiate planning and design work related to proposed construction and renovation projects in order to ensure that the most accurate budget estimates are presented to the Committee for consideration and, authorize the Vice-Principal, Administration and Finance, to expend funds in support of project development with such expenditures to be reported to the Committee and included in the overall project budget presented to the Committee for approval in accordance with the Committee's authority established in the Policy on Contracts and Signing Authority;

- b. review and approve construction and renovation projects within the Committee's authority established in the Policy on Contracts and Signing Authority;

- c. review and approve any amendments to a construction or renovation project which has been previously approved by the Committee; or,

where the aggregate value of the amended project is such as to require Committee approval within the Committee's authority established by the Policy on Contracts and Signing Authority;

- d. at least twice per year, receive reports regarding the financial and construction status of major construction and renovation projects;

### **2.2.2 Functions subject to the authority of the Board of Governors**

- a. recommend to the Board construction and renovation projects of a value beyond the Committee's authority established in the Policy on Contracts and Signing Authority;;

- b. recommend to the Board any amendments to a construction or renovation project of a value beyond the Committee's authority established in the Policy on Contracts and Signing Authority, which has been previously approved by the Committee; or,

- where the aggregate value of the amended project is such as to require Committee consideration and Board approval.

## **2.3 Acquisition and Disposition of Property**

### **2.3.1 Functions delegated by the Board of Governors**

- a. review and approve acquisition of immoveable property within the Committee's authority established in the Policy on Contracts and Signing Authority, subject to

reporting all such acquisition to the Board, which may, upon review, resolve to overturn or vary any such decision;

b. receive a report at least annually from the Vice-Principal, Administration and Finance regarding the acquisition of all immovable property undertaken pursuant to his/her authority and the Principal's under the Policy on Contracts and Signing Authority;

### **2.3.2 Functions subject to the authority of the Board of Governors**

a. review and recommend to the Board acquisition of immoveable property of a value beyond the Committee's authority established in the Policy on Contracts and Signing Authority;

b. review and recommend to the Board the acceptance of donations of immovable property to the University of a value beyond the Committee's authority established by the Policy on Contracts and Signing Authority;

c. review and recommend to the Board proposals for the disposition of immoveable property;

## **2.4. Leases, Permits, Regulatory Requirements and Servitudes**

### **2.4.1 Functions delegated by the Board of Governors**

a. review and approve leases of immoveable property which are outside of the authority delegated to University management but within the Committee's authority as established by the Policy on Contracts and Signing Authority;

b. receive a report at least annually from the Vice-Principal, Administration and Finance, regarding the lease of immovable property as lessor or lessee undertaken within the authority delegated to University management;

c. review and approve permits, regulatory requirements, servitudes, and other forms of encumbrances on immoveable property within the Committee's authority as established by the Policy on Contracts and Signing Authority;

### **2.4.2 Functions subject to the authority of the Board of Governors**

a. review and recommend to the Board leases of immoveable property of a value beyond the Committee's authority as established in the Policy on Contracts and Signing Authority;

b. review and recommend to the Board permits, regulatory requirements, servitudes, and other forms of encumbrances on immoveable property of a value beyond the Committee's authority established by the Policy on Contracts and Signing Authority;

## **2.5 Subcommittees**

- 2.5.1 The Committee has established an Advisory Subcommittee to assist and advise the Committee in fulfilling its governance responsibilities with respect to building and property matters. The BPC Advisory Subcommittee's terms of reference are established as Appendix A.

## **3. General Provisions**

- a. The Committee shall meet at least four 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 receive a report at least annually from the Vice-Principal, Administration and Finance, on any building and property decisions pursuant to his/her authority and the Principal's, under the Policy on Contracts and Signing Authority.
- c. The Committee shall report to the Board on a regular basis, and within a reasonable time following a Committee meeting.
- d. 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.

### **Last revised:**

Board of Governors: Dec 13, 2018

### **Previous Amendments:**

Executive Committee: September 24, 2007

Executive Committee: March 17, 2008

Executive Committee: January 25, 2010

Board of Governors: December 13, 2012

Board of Governors: April 21, 2016

Board of Governors: April 27, 2017