



**Report of the Nominating, Governance, and Ethics Committee**

GD22-28

Board of Governors Meeting of December 15, 2022

**Secretariat**

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of September 14 and November 28, 2022. They are presented to the Board of Governors for its consideration.

**I. FOR APPROVAL BY THE BOARD OF GOVERNORS**

**1. Proposed Amendments to the University Statutes: [NG22-09]  
Terms of Service for Members Appointed by the McGill Alumni Association**

Further to the retreat of the NGE Committee held on March 29, 2021, and subsequent meetings of the Recruitment and Succession Planning Subcommittee and Nominating, Governance and Ethics (NGE) Committee, the NGE Committee is proposing an amendment to the University Statutes with respect to the terms of service for the governors appointed by the McGill Alumni Association.

At its meeting of February 10, 2022, the Board of Governors, on the recommendation of the NGE Committee, approved to amend the University Statutes with respect to, among other things, the maximum term of services of members-at-large, reducing this maximum from a ten-year period to the current eight-year period.

The proposed amendment seeks to incorporate a change discussed by the NGE Committee at its retreat, in respect of the terms of service of Board members appointed by the McGill Alumni Association (MAA) change from the current five-year model to a four-year model in order to align MAA member's term with the recently revised terms for members-at-large.

Following consultation, the MAA confirmed that it is in agreement to modify the terms of their Board members to a four-year model.

In accordance with the requirements of the Board of Governors Rules of Order and Procedure a notice of motion was presented to the Board on October 6, 2022. At this time, the Board is requested to take action on the NGE Committee's recommendation.

**Recommendation:**

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the proposed amendments to the University Statutes, as presented below.*

“1.1.1 “three shall be elected by the McGill Alumni Association from amongst its active members, with staggered terms of not more than ~~five~~ *four* years;”

## 2. Board Standing Committees

[NG22-10]

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 Committee to Advise on Matters of Social Responsibility (CAMSR)]:*

- *The appointment **Osman Omer Abdalazez** as a student member on the CAMSR with a term commencing immediately and ending May 31, 2023.*

*[With respect to the Human Resources Committee]:*

- *The appointment of **Mr. Arun Bajaj** as a member of the HR Committee with a term commencing July 1, 2023 and ending June 30, 2026. (Profile in Appendix A)*

*[With respect to the Nominating, Governance and Ethics Committee]:*

- *The appointment of **Mr. Luciano D’Iorio** as a member of the Nominating, Governance and Ethics Committee for a term commencing July 1, 2023 and ending June 30, 2026.*

*[With respect to the Committee on Sustainability]:*

- *The appointment of **Osman Omer Abdalazez** as a student member of the Committee on Sustainability for a term commencing immediately and ending May 31, 2023.*

*[With respect to the Equity, Diversity and Inclusion Committee (EDIC)]:*

- *The appointment of **Enzo Jeronimo** as a MACES representative on the Equity, Diversity and Inclusion Committee for a term commencing immediately and ending May 31, 2023.*

- *The appointment of **Risann Wright** as a SSMU representative on the Equity, Diversity and Inclusion Committee for a term commencing immediately and ending May 31, 2023.*

## 2. Internal and External Non-Board Bodies

[NG22-11]

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 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 appointment of **Ms. Manon Vennat** as a Board of Governors representative on the Advisory Committee for the Principal's Award for Administrative and Support Staff for a three-year term commencing January 1, 2023 and ending December 31, 2025.*
- *The reappointment of **Mr. Bob Babinski** as an alternate representative of the Board of Governors on the Advisory Committee for the Principal's Award for Administrative and Support Staff for a further two-year term commencing January 1, 2023 and ending December 31, 2024.*
- *The reappointments of **Professor Catherine Desbarats** and **Ms. Ann Vroom** as representatives of McGill University on the McCord Stewart Museum Corporation and the Board of Directors for a term commencing January 1, 2023 and ending December 31, 2025.*

## 3. Appointments to Health Care Bodies

[NG22-12]

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 noted below. (Profiles are included in Appendix A)

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

- *The appointment of **Peter Johansen, Ph.D.** as a member with expertise in the research disciplines, fields and methodologies covered by the REB-1 as a members appointed by the Board of Governors, on the Research Ethics Board-1(REB-1) with a term commencing immediately and ending November 30, 2025.*

- *The reappointment of **Jon Unruh, Ph.D.** as a member with expertise in the research disciplines, fields and methodologies covered by the REB-1 as a member appointed by the Board of Governors, on the Research Ethics Board-1 (REB-1) with a term commencing immediately and ending November 30, 2025.*
- *The appointments of **Lilian Araújo, Ph.D.** and **Chiaki Konishi, Ph.D.** as members with expertise in the research disciplines, fields and methodologies covered by the REB-2, as members appointed by the Board of Governors, on the Research Ethics Board-2 (REB-2) with a term commencing immediately and ending November 30, 2025.*
- *The reappointment of **Gigi Luk, Ph.D.** as a member with expertise in the research disciplines, fields and methodologies covered by the REB-3, and as a member with relevant ethics expertise as a member appointed by the Board of Governors, on the Research Ethics Board-3 (REB-3) with a term commencing immediately and ending November 30, 2025.*

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

### **1. 2021 – 2022 Board of Governors and Committee Survey Results** [NG22-13]

The Committee reviewed the results of the 2021 – 2022 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 2022. 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, C and D.

### **2. Internal and External Non-Board Bodies** [NG22-11]

The NGE Committee, on the recommendation of the Vice-Principal (Administration and Finance) approved the nomination of Ms. Sophie Leblanc, Chief Investment Officer & Treasurer, as a representative of McGill University as an associate member on the Board of Directors of Finance Montréal, for a further two-year term to December 14, 2024.

**END**  
**December 2022**

### PROFILES:

**Mr. Arun Bajaj** is Executive Vice-President/Chief Human Resources Officer and Legal Affairs at Gildan Activewear Inc. Mr. Bajaj joined Gildan in October 2019 as Chief Human Resources Officer. In March 2021, he was appointed to the role of Executive Vice-President, Chief Human Resources Officer of the Company. Mr. Bajaj has over 16 years of extensive experience in those two functions. Prior to joining Gildan, he held the position of Senior Vice-President, Chief Human Resources Officer at Renault-Nissan-Mitsubishi Alliance. He also held several positions in Canada, the US, and Asia with the Nissan Motor Corporation. During his career at Nissan, Mr. Bajaj worked in human resources leadership roles of increasing responsibility with an emphasis on global talent management. Prior to working in human resources at Nissan, he held the role of General Counsel, Nissan Canada. He is also currently on the board of Cogeco, Inc.

**Peter Johansen** is an Assistant Professor in the Department of Anthropology in the Faculty of Arts. He co-directs the Maski Archaeological Research Project (MARP), an ongoing field project that explores the dynamic relationship between agro-pastoralism, settlement and metallurgy and the development of regional socio-political organization, differences and inequalities from the Neolithic through Medieval periods in South India. In addition to his research in South India he also works with Nlaka'pamux communities in the Fraser Canyon and South Thompson River regions of British Columbia on First Nation's directed archaeological research and heritage management projects.

**Jon Unruh** is a Professor in the Department of Geography in the Faculty of Science. He focuses on war-affected land and property rights. He has conducted research, policy and practice work in Ukraine, Syria, Yemen, Lebanon, Sudan, Liberia, Somalia, Mozambique, East Timor, Sri Lanka, Sierra Leone, Zambia, Ethiopia, Uganda, Cambodia, Angola, Cameroon, Turkey, Slovenia, Jordan, Colombia, Peru, Tanzania, Kenya, Saudi Arabia, and generally with the UN, World Bank, USAID, DFID, and other bilateral donors and NGOs.

**Lilian Araújo** is an Assistant Professor in the Department of Music Research in the Schulich School of Music. She specializes in performance psychology and performance science. Her research interests are cross and interdisciplinary, with a focus on health and wellbeing, career development and excellence in performance. Recently, her research is focused on performing arts students and teachers' mental health in collaboration with researchers in the UK, USA, Australia and Hong Kong. She holds a PhD in Psychology, she is a chartered psychologist in the UK (BPS) and Portugal (OPP), and a certified stress management, health, and wellbeing coach.

**Chiaki Konishi** is an Associate Professor in the Department of Educational & Counselling Psychology, Faculty of Education. She specializes in the area of social-emotional learning (SEL) and development, and applied statistics in educational and developmental psychology. Her research has concentrated on understanding the roles of connectedness on children's and adolescents' growth and well-being in the framework of social-emotional learning (SEL) and development, particularly in relation to bullying. Her current focus has been the application of social and ecological perspectives to understand developmental processes, with emphasis on multilevel and growth modeling techniques, as well as marginalized populations of youth, including sexual and racial minorities,

especially in relation to their stigmatized experiences of being bullied. She is also a registered clinical counselor.

**Gigi Luk** is an Associate Professor in the Department of Educational & Counselling Psychology in the Faculty of Education. Her research on the cognitive and neural consequences of bilingualism extends across the lifespan. She leads a research program that examines how diverse language experiences shapes development and learning. Using neuroimaging and behavioral methods, she studies bilingualism as an interactional experience that shapes cognition. In addition to investigating the science of bilingualism, she has examined how to harness scientific findings on bilingualism to improve educational experience for children from diverse language backgrounds. In particular, she has established a research program investigating: (1) effective ways to examine bilingualism and learning; (2) how bilingualism and executive functions interact to influence literacy outcomes; and (3) brain mechanisms underlying learning new information in children and adults.

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/Cttee Ranking 2021-22
	#members	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	avg horizontal	
BOG (21/25)	4.524	4.238	4.050	4.143	4.000	4.333	4.300	4.238	4.524	3.950	4.095	4.190	4.400	4.429	4.095	<b>4.234</b>	<b>9</b>
AUDIT (5/6)	5.000	4.800	5.000	5.000	4.800	4.200	5.000	5.000	5.000	5.000	4.250	4.800	5.000	5.000	5.000	<b>4.857</b>	<b>1</b>
BPC (8/9)	4.625	4.250	4.125	3.750	4.125	4.125	4.375	4.429	4.625	3.875	3.875	4.429	4.429	4.429	4.250	<b>4.248</b>	<b>8</b>
CAMSR (5/6)	4.400	4.200	4.400	4.200	4.200	4.600	4.800	4.600	4.400	4.200	4.000	5.000	4.600	4.800	4.000	<b>4.427</b>	<b>7</b>
EXEC (9/10)	4.778	4.778	4.444	4.556	4.444	4.556	4.667	4.778	4.778	4.429	4.375	4.625	4.778	4.889	4.333	<b>4.614</b>	<b>3</b>
FINANCE (9/10)	4.889	4.444	4.444	4.333	4.333	4.222	4.333	4.333	4.778	4.333	4.222	4.556	4.375	4.444	4.556	<b>4.440</b>	<b>6</b>
HR (8/8)	4.875	5.000	4.714	4.625	4.875	4.857	4.750	4.875	4.875	4.625	4.500	4.750	4.750	4.875	4.750	<b>4.780</b>	<b>2</b>
INVEST. (9/9)	4.556	4.556	4.667	4.556	4.000	4.444	4.778	4.667	4.889	4.556	4.000	4.889	4.778	4.667	4.556	<b>4.570</b>	<b>5</b>
IT Committee (7/9)	4.143	4.000	4.000	4.000	4.000	4.143	4.286	4.143	4.429	4.143	3.714	3.857	3.857	4.000	4.286	<b>4.067</b>	<b>11</b>
NGE (8/9)	4.750	4.500	4.500	4.500	4.125	4.750	4.625	4.375	5.000	4.750	4.750	4.500	4.750	4.750	4.500	<b>4.608</b>	<b>4</b>
Sustain. Committee	4.111	4.333	3.857	4.000	4.000	4.125	3.889	4.500	4.125	4.000	4.000	4.222	4.125	4.125	4.444	<b>4.124</b>	<b>10</b>
Avg per question (vertical)	<b>4.605</b>	<b>4.464</b>	<b>4.382</b>	<b>4.333</b>	<b>4.264</b>	<b>4.396</b>	<b>4.527</b>	<b>4.540</b>	<b>4.675</b>	<b>4.351</b>	<b>4.162</b>	<b>4.529</b>	<b>4.531</b>	<b>4.582</b>	<b>4.434</b>		
<b>Further Breakdown: Internal vs. External Governors</b>																	
BOG EXTERNALS (15/16)	4.733	4.733	4.286	4.467	4.133	4.600	4.500	4.533	4.600	4.067	4.467	4.467	4.786	4.733	4.400	<b>4.500</b>	<b>1</b>
BOG INTERNAL (6/9)	4.000	3.000	3.500	3.333	3.667	3.667	3.833	3.500	4.333	3.600	3.167	3.500	3.500	3.667	3.333	<b>3.573</b>	<b>2</b>





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 2021-22
#members	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Average Horizontal	
BOG (21/25)	4.800	4.750	4.000	4.700	4.053	4.400	4.950	4.158	4.350	4.400	4.200	4.433	8
AUDIT (5/6)	4.800	4.600	4.800	5.000	5.000	5.000	5.000	4.400	5.000	5.000	4.400	4.818	1
BPC (8/9)	4.375	4.750	4.250	4.625	4.375	4.375	4.875	4.286	4.125	4.500	4.500	4.458	6
CAMSR (5/6)	4.800	4.400	4.400	5.000	4.800	4.400	5.000	4.200	4.600	4.800	4.400	4.618	3
EXEC (9/10)	4.625	4.875	4.429	4.750	4.286	4.571	4.875	4.500	4.571	4.714	4.500	4.609	4
FINANCE (9/10)	5.000	4.778	4.250	4.889	4.222	4.625	5.000	3.625	4.222	4.375	4.444	4.494	5
HR (8/8)	4.875	5.000	4.875	4.750	4.500	4.625	5.000	4.143	4.750	4.875	4.625	4.729	2
INVEST. (9/9)	4.625	4.500	3.875	4.750	4.000	4.500	4.875	3.250	4.500	4.375 P		4.295	10
IT Committee (7/9)	4.857	4.571	3.571	4.571	3.857	4.143	5.000	4.143	4.286	4.143	4.000	4.286	11
NGE (8/9)	4.857	4.429	4.000	4.714	4.143	4.429	5.000	4.000	4.286	4.714	4.286	4.442	7
Sustain. Committee	4.667	4.444	3.889	4.667	4.444	4.333	4.778	4.286	4.250	4.556	4.333	4.422	9
<b>Avg per question (vertical)</b>	<b>4.753</b>	<b>4.645</b>	<b>4.213</b>	<b>4.765</b>	<b>4.335</b>	<b>4.491</b>	<b>4.941</b>	<b>4.090</b>	<b>4.449</b>	<b>4.587</b>	<b>4.335</b>		
<b>Further Breakdown: Internal vs. External Governors</b>													
BOG EXTERNALS (15/16)	4.714	4.786	4.143	4.643	4.286	4.500	4.929	4.077	4.500	4.643	4.286	4.500	1
BOG INTERNAL (6/9)	5.000	4.667	3.600	4.833	3.400	4.167	5.000	4.333	4.000	3.833	4.000	4.258	2



