

Secretariat

845 Sherbrooke St. West, room 313

Montreal, QC, H3A 0G4

Tel: (514) 398-3948 | Fax: (514) 398-4758

The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of December 8, 2017. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Appointments to Board Standing Committees** [NG17-13]

The NGE Committee reviewed the status of appointments on all Board Standing Committees. Based on its review and consultations carried out with Committee Chairs and Board Committee members, 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 Audit Committee]:

- *The reappointment of **Mr. Michael Boychuk** as Chair of the Audit Committee for an additional one-year term until June 30, 2019.*
- *The reappointment of **Mr. Stephen Halperin** and **Mr. François Laurin** as members of the Audit Committee for three-year terms commencing July 1, 2018 and ending June 30, 2021.*
- *The appointment of **Ms. Wendy Brodtkin** as a member of the Audit Committee for a three-year and a half-year term commencing immediately and ending June 30, 2021. Please see a profile attached as Appendix A.*

[With respect to Building and Property Committee]:

- *The appointment of **Ms. Maryse Bertrand** as a member of the Building and Property Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*
- *The appointment of **Ms. Maria Tippler** as a student member of the Building and Property Committee for a term commencing immediately and ending May 31, 2018.*

[With respect to Finance Committee]:

- *The appointment of **Mr. Filip Papich** as a member of the Finance Committee for a three-year and a half-year term commencing immediately and ending June 30, 2021. Please see a profile attached as Appendix A.*
- *The appointment of **Mr. Sean Murphy** as a student member of the Finance Committee for a term commencing immediately and ending May 31, 2018.*

2. Appointments to Internal and External Non-Board Bodies [NG17-14]

The NGE Committee reviewed the status of appointments to 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 reappointment of **Mr. Michael Goldbloom**, as trustee and co-Chair nominated jointly by McGill University and the Bronfman Family of McGill Institute for the Study of Canada for a term commencing immediately and ending August 31, 2020 .*
- *The appointment of **Mr. David Maneli** as a member of the Centre de la Nature mont Saint-Hilaire for a three-year term commencing immediately and ending November 30, 2020.*

3. Appointments to Health Care Bodies [NG17-15]

The NGE Committee reviewed the status of appointments to Health Care 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. Annette Majnemer** as a member of The Council for Services to Children and Adolescents (CSCA) for a term commencing April 1, 2018 and ending March 31, 2021.*

4. Terms of Reference of the Committee to Advise on Matters of Social Responsibility [NG17-16]

The NGE Committee reviewed revisions to the Committee to Advise on Social Responsibility (CAMSR) Terms of Reference. CAMSR's Terms of Reference were last reviewed in 2014. At that time, the objectives included simplifying and standardizing the

language, formatting the Committee's terms, and clarifying its mandate. In light of the fact that CAMSR Terms of Reference have gone through an extensive review in 2014, resulting in an extended mandate that has not been fully tested, the current review does not introduce major changes. The general objectives include further clarification in language and updates that reflect current practices. Based on CAMSR's review, the key recommendations include:

- Further standardizing the description of the Committee's composition to align it with the description of other Committees terms of reference, providing for the ability of the Committee to seek expertise when considering a submission of concern (see section 5.2);
- Providing for the option to recommend the appointment of a Vice-Chair of the Committee;
- Bringing more clarity to the language concerning "social injury";
- Changing the requirement for the review of the terms of reference to take place at least once every five years instead of once every three years, consistent with other Board Committees' terms of reference.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the proposed revisions to the terms of reference of the Committee to Advise on Matters of Social Responsibility presented as Appendix B.

6. Guidelines for Questions at Board of Governors Community Sessions [NG17-17]

At its meeting of December 1, 2016, the Board of Governors, on the recommendation of the NGE Committee, approved the *Guidelines for Questions at Board of Governors Community Sessions*, which provide students, staff, faculty, alumni, and members of the community an opportunity to submit written questions to the Board on matters within its jurisdiction. The Board approved the *Guidelines* with the provision that they be reviewed in one year's time following implementation. The Board has since held two community sessions on February 2 and October 5, 2017.

While the general provisions within the *Guidelines* remain the same, the following modifications are proposed:

1. Language clarifications to both the *Guidelines* and the Question Form Template to bring additional procedural flow and clarity to the document. This includes the specification that a working group, composed of the Chair of the Board, the Chair of the NGE Committee, the Principal, in consultation with the Secretary-General, will assess questions and determine their suitability for the Board.
2. A change from the current practice requiring individuals to submit their questions 10 calendar days prior to a scheduled community session to 15 calendar days in order to allow the aforementioned Committee additional time to provide a response after consultation with the appropriate units.

Be it resolved that the Nominating, Governance and Ethics Committee recommend to the Board of Governors approval of the revisions to the Guidelines for Questions at Board of Governors Community Sessions, attached as Appendix C.

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. University Policies by Portfolio Summary Table [NG17-10]

The Committee received a summary table indicating which University policies fell under the responsibilities of which senior administrator, the Policy for the Development and Review of Governing Documents

2. Board Standing Committee Retreat Evaluations [NG17-11]

The Committee received a summary of evaluations for the following Board Standing Committee Retreats held in 2017:

1. Building and Property Committee on August 31, 2017
2. Human Resources Committee on October 11, 2017
3. Finance Committee on November 3, 2017

The Committee noted that overall feedback to the Retreats has been positive.

3. Report on the Board and Committee Evaluation 2016 – 2017 [NG17-18]

The Committee reviewed the results of the 2016 – 2017 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 2017. Results were administered by the Secretariat on behalf of the NGE Committee, whose mandate includes oversight for the evaluation of the Board's governance functions and the performance of Board and Committee members.

The evaluation included two types of assessments:

Part I. Overall Board and/or Committee Performance and Effectiveness.

A full summary is provided in Appendix D.

Part II. Personal Contribution/Self-Assessment.

A full summary is provided in Appendix E.

4. Process Concerning Nominations of Members-at-Large

Based on a recommendation of the Recruitment and Succession Planning Subcommittee, the NGE Committee reviewed and approved a process that will enable members of the community at large to submit nominations of candidates for Member-at-large positions on the Board of Governors. This process, which aims to increase the diversity of the current pool of prospective candidates, will start in early 2018 with a Call for Nominations that will be issued by the Secretariat on behalf of the Recruitment

and Succession Planning Subcommittee. Based on the Subcommittee's review of the current skills and expertise reflected on the Board, nominations of candidates with expertise in Information Technology and External Relations will be sought. Nominations will be reviewed by the Subcommittee and any recommendations for appointment will be presented to the Nominating, Governance and Ethics Committee and to the Board of Governors, in line with standard practices.

END

December 2017

Appendix A

Profile: Wendy Brodtkin

Ms. Wendy Brodtkin is currently President at AllianceBernstein, a publicly traded global investment management firm offering a broad range of investment strategies to clients around the world. Ms. Brodtkin has over 25 years of experience in the Canadian institutional investment industry. Prior to her current position, she was Vice-President at T. Rowe Price (Canada), Inc. from 2007 to 2011. She established that firm's office in Toronto and was responsible for building and managing its institutional investor business in Canada. Prior to that, she held a number of different roles with other institutions, including a pension plan sponsor, consultant, and investment manager. Ms. Brodtkin received a Bachelor of Science degree from the University of Toronto, a Masters in Business Administration from York University, a Graduate Diploma in Public Accountancy from McGill University, and completed the Directors Education Program at the University Of Toronto-Rotman School of Management. She also holds a CA, CFA and has earned her ICD.D (Institute of Corporate Directors) certification.

Profile: Filip Papich

Mr. Filip Papich is currently Managing Director of Global Trade and Banking at BMO Capital Markets. He has worked for financial institutions for 19 years in Toronto, New York, London and Montreal. He has been with BMO since 1996. Mr. Papich has served as a Board member at Selwyn House Alumni Association from 2000 to 2006, Chair of BMO Diversity Investment Banking Council (in Canada) from 2001 to 2006, Board member of the Hillside Tennis Club from 2003 to 2006, Board member of Selwyn House School from 2003 to 2006 and since 2006, President of the Investment Industry Association of Canada, Quebec Region. Mr. Papich also serves of the McGill Faculty of Engineering Advisory Board. He holds a B.Eng. in Mechanical Engineering from McGill as well as an MBA from the Ivey School of Business at Western University.

McGill University
Board of Governors – Committee to Advise on Matters of Social Responsibility (CAMSR)

Terms of Reference

Preamble

The Committee to Advise on Matters of Social Responsibility (“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 six members, exclusive of *ex officio* members, selected, as indicated below, from the following categories of membership:
 - one from the Board Investment Committee;
 - two from:
 - At-Large members of the Board; or
 - Alumni Association members of the Board; or
 - Governors *Emeriti*; or
 - the general public;
 - one from the Academic Staff or Senate members of the Board;
 - one of the Administrative and Support Staff members of the Board;
 - one student representative (member or observer of the Board).
- c The Chair of the Board and the Principal shall serve as *ex officio* voting 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 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. 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. Definitions

For the purposes of the mandate of this Committee, the term “social injury” means the grave injurious impact which the activities of a legal person is found to have on consumers, employees, or other persons, or on the natural environment. Such activities include those which violate, or frustrate the enforcement of rules of domestic or international law intended to protect individuals against deprivation of health, safety, or basic freedoms, or to protect the natural environment. Only actions or inactions by legal persons directly responsible for identifiable grave injurious harm will be regarded as falling within this definition.

3. Mandate of the Committee

Taking due regard of the mission of the University, and the fiduciary duties of the Board to manage investments prudently to maximize returns and to refrain from using the University’s resources to advance specific social or political causes, the Committee shall advise the Board on matters concerning social responsibility related to University investments within the mandate of the Investment Committee of the Board.

Matters Subject to the authority of the Board of Governors

4. Social Responsibility and Investment Policy Matters

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

- 4.1 Shall meet periodically at the call of the Chair, and at least once per year, to review questions and issues of social responsibility related to University investment policy within the mandate of the Investment Committee of the Board;
- 4.2 Shall report to the Board within a reasonable time frame following each meeting and may make recommendations in writing, with appropriate supporting evidence and documentation, concerning the following:
 - i. proposed revisions to existing policy, guidelines and practices concerning endowment investments;
 - ii. follow-up with a company concerning a matter which was the subject of the Committee’s review or study, including proposed changes in corporate practice;
 - iii. support for shareholder resolutions recommending changes in a company’s management practice;

- iv. proposed alternate actions, other than divestment of holdings, as deemed appropriate by the Committee.
- 4.3 May undertake studies of socially responsible investment policies and best practices;
- 4.4 May review information, data, analysis, reports and publications touching on issues of social responsibility;
- 4.5 May seek input and feedback from the University community as deemed appropriate.

5. Expressions of Concern, Submissions and Consideration

Without limiting the generality of the foregoing mandate, the Committee also:

Shall consider, report on and make recommendations to the Board with respect to written expressions of concern from the University community about matters of social responsibility related to University investments falling within the mandate of the Investment Committee of the Board, in accordance with the following provisions.

5.1 *Submission of expression of concern*

To be considered by the Committee, expressions of concern from the University community shall be:

- a. initiated by one or more members of that community;
- b. supported by a fully documented brief identifying the concern and alleged “social injury” that should be taken under consideration in investment decisions or the exercise of shareholders’ responsibilities;
- c. supported by a petition of at least 300 signatures, deposited with the Secretary-General, in either hard copy or electronic copy, of which:
 - up to 200 shall be from a single one of the four constituencies of the University community (academic staff, administrative and support staff, students and alumni members); and
 - at least 100 shall be from at least two other University constituencies with a minimum of 25 from any one constituency;
 - all signatures are capable of being authenticated against their respective constituency following the template attached in Appendix A
- d. all signatures must be collected during the same academic year (September 1st to August 31st) in which the petition is deposited.

5.2 *Consideration of an expression of concern*

In its consideration of an expression of concern, submitted in accordance with section 5.1, the Committee:

- a. shall consider the merits of an expression of concern and make findings based exclusively on the criterion of social injury defined in section 2.

Further, the Committee may:

- b. establish and communicate the procedures it deems necessary;
- c. invite and receive representations from members of the University community as it deems appropriate;
- d. seek expertise and advice from external bodies, as it deems appropriate.

5.3 *Report on the consideration of an expression of concern*

- a. Upon the conclusion of its consideration of an expression of concern, the Committee shall report to the Board. The report shall include a summary of the expression of concern, the issue(s) of social responsibility raised and the extent of the concern among members of the University community based on the documents presented and representations made to the Committee.
- b. Where the Committee is satisfied that social injury, as defined in section 2, has occurred, and is of the opinion that action is warranted, it may recommend:
 - i. follow-up with a company concerning conduct which was the subject of the expression of concern, including proposed changes in corporate practice
 - ii. support for shareholders resolutions critical of a company's management practice and an assignment of voting proxies;
 - iii. the preparation and presentation of shareholders resolutions recommending changes in a company's management practice;
 - iv. divestment of holdings;
 - v. any other action deemed appropriate by the Committee.
- c. Where the Committee has made a finding that social injury has occurred, in its consideration of possible actions, it shall take into account the gravity of the social injury, the potential effectiveness of various means of influencing corporate behaviour or of addressing the social injury, the University's need to adhere to sound investment policy, and consistency between the possible actions and the mission of the University.

6. General provisions

- a. The Committee shall meet as soon as is practicable after the date of a submission of a petition that meets the requirements specified above.
- b. The Committee shall report to the Board regularly following its receipt of an expression of concern and at least once a year.
- 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.

Last Revised:

Revised – Approved by the Board of Governors on May 22, 2014

Previous Amendments:

Final – (current model) Approved by the Executive Committee on September 24, 2007

Revised - Approved by the Executive Committee on January 25, 2010



Please provide the following information, which will be used to authenticate your signature and verify your status at McGill University. Please print legibly.

1. Please print your name and McGill ID:

Name: _____

McGill ID: _____

2. 2a) Please indicate your home unit, faculty and/or department:

2b) If Student, state your program and year of study:

2c) If Alumnus/Alumna, indicate the name of your degree(s) and the year(s) of your graduation from McGill:

3. Please provide your McGill email address:

4. Please sign and date:

Name: _____

Date: _____

McGill University
Board of Governors – Committee to Advise on Matters of Social Responsibility (CAMSR)

Terms of Reference

Preamble

The Committee to Advise on Matters of Social Responsibility (“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.

~~The Committee shall meet as needed in accordance with the terms set out below.~~

1. Composition

~~aa. 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.~~

~~Appointments to the Committee are approved by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.~~

~~bb.~~ The Committee shall consist of six members, exclusive of *ex officio* members, selected, as indicated below, from the following categories of membership: ~~follows:~~

- one from the Board Investment Committee;
 - two from:
 - At-Large members of the Board; or
 - Alumni Association members of the Board; or
 - Governors *Emeriti*; or
 - the general public;
 - one from the Academic Staff or Senate members of the Board;
 - one of the Administrative and Support Staff members of the Board;
 - one student ~~member~~-representative (member or observer of the Board).
- c. The Chair of the Board and the Principal shall serve as *ex officio* voting 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 on the recommendation of the Nominating, Governance and Ethics Committee.
- ef. The Vice-Principal (Administration and Finance) shall serve as the Senior Steward to the Committee.
- fg. The Secretary-General or her/his delegate shall serve as Secretary and governance advisor to the Committee.
- hg. 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. Definitions

For the purposes of the mandate of this Committee, the term “social injury” means the grave injurious impact which the activities of a company a legal person is found to have on consumers, employees, or other persons, or on the natural environment. Such activities include those which violate, or frustrate the enforcement of rules of domestic or international law intended to protect individuals against deprivation of health, safety, or basic freedoms, or to protect the natural environment. ~~However, a company shall not be deemed to cause “social injury” simply because it does business with other companies which are themselves engaged in socially injurious activities~~Only actions or inactions by legal persons directly responsible for identifiable grave injurious harm will be regarded as falling within this definition.

3. Mandate of the Committee

Taking due regard of the mission of the University, and the fiduciary duties of the Board to manage investments prudently to maximize returns and to refrain from using the University’s resources to advance specific social or political causes, the Committee shall advise the Board on matters concerning social responsibility related to University investments within the mandate of the Investment Committee of the Board.

Matters Subject to the authority of the Board of Governors

4. Social Responsibility and Investment Policy Matters

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

- 4.1 Shall meet periodically at the call of the Chair, and at least once per year, to review questions and issues of social responsibility related to University investment policy within the mandate of the Investment Committee of the Board;
- 4.2 Shall report to the Board within a reasonable time frame following each meeting and may make recommendations in writing, with appropriate supporting evidence and documentation, concerning the following:

- i. proposed revisions to existing policy, guidelines and practices concerning endowment investments;
 - ii. follow-up with a company concerning a matter which was the subject of the Committee's review or study, including proposed changes in corporate practice;
 - iii. support for shareholder resolutions recommending changes in a company's management practice;
 - iv. proposed alternate actions, other than divestment of holdings, as deemed appropriate by the Committee.
- 4.3 May undertake studies of socially responsible investment policies and best practices;
- 4.4 May review information, data, analysis, reports and publications touching on issues of social responsibility;
- 4.5 May seek input and feedback from the University community as deemed appropriate.

5. Expressions of Concern, Submissions and Consideration

Without limiting the generality of the foregoing mandate, the Committee also:

Shall consider, report on and make recommendations to the Board with respect to written expressions of concern from the University community about matters of social responsibility related to University investments falling within the mandate of the Investment Committee of the Board, in accordance with the following provisions.

5.1 Submission of expression of concern

To be considered by the Committee, expressions of concern from the University community shall be:

- a. initiated by one or more members of that community;
- b. supported by a fully documented brief identifying the concern and alleged "social injury" that should be taken under consideration in investment decisions or the exercise of shareholders' responsibilities;
- c. supported by a petition of at least 300 signatures, deposited with the Secretary-General, in either hard copy or electronic copy, of which:
 - up to 200 shall be from a single one of the four constituencies of the University community (academic staff, administrative and support staff, students and alumni members); and
 - at least 100 shall be from at least two other University constituencies with a minimum of 25 from any one constituency;

- all signatures are capable of being authenticated against their respective constituency following the template attached in Appendix A
- d. all signatures must be collected during the same academic year (September 1st to August 31st) in which the petition is deposited.

5.2 *Consideration of an expression of concern*

In its consideration of an expression of concern, submitted in accordance with section 5.1, the Committee ~~may:~~

a. shall consider the merits of an expression of concern and make findings based exclusively on the criterion of social injury defined in section 2.

Further, the Committee may:

- ~~a~~b. establish and communicate the procedures it deems necessary;
- ~~b~~c. invite and receive representations from members of the University community as it deems appropriate;
- ~~e~~d. ~~consider the merits of an expression of concern and make findings based exclusively on the criterion of social injury defined in section 2.~~seek expertise and advice from external bodies, as it deems appropriate.

5.3 *Report on the consideration of an expression of concern*

- a. Upon the conclusion of its consideration of an expression of concern, the Committee shall report to the Board. The report shall include a summary of the expression of concern, the issue(s) of social responsibility raised and the extent of the concern among members of the University community based on the documents presented and representations made to the Committee.
- b. Where the Committee is satisfied that social injury, as defined in section 2, has occurred, and is of the opinion that action is warranted, it may recommend:
 - i. follow-up with a company concerning conduct which was the subject of the expression of concern, including proposed changes in corporate practice
 - ii. support for shareholders resolutions critical of a company's management practice and an assignment of voting proxies;
 - iii. the preparation and presentation of shareholders resolutions recommending changes in a company's management practice;
 - iv. divestment of holdings;
 - v. any other action deemed appropriate by the Committee.

- c. Where the Committee has made a finding that social injury has occurred, in its consideration of possible actions, it shall take into account the gravity of the social injury, the potential effectiveness of various means of influencing corporate behaviour [or of addressing the social injury](#), the University's need to adhere to sound [financial-investment](#) policy, and consistency between the possible actions and the mission of the University.

6. General provisions

- a. The Committee shall meet as soon as is practicable after the date of a submission of a petition that meets the requirements specified above.
- b. The Committee shall report to the Board regularly following its receipt of an expression of concern and at least once a year.
- c. The Committee shall review its terms of reference at least once every [three-five](#) years and recommend any changes to the Board's Nominating, Governance and Ethics Committee.

Last Revised:

Revised – Approved by the Board of Governors on May 22, 2014

Previous Amendments:

Final – (current model) Approved by the Executive Committee on September 24, 2007

Revised - Approved by the Executive Committee on January 25, 2010



Please provide the following information, which will be used to authenticate your signature and verify your status at McGill University. Please print legibly.

1. Please print your name and McGill ID:

Name: _____

McGill ID: _____

2. 2a) Please indicate your home unit, faculty and/or department:

2b) If Student, state your program and year of study:

2c) If Alumnus/Alumna, indicate the name of your degree(s) and the year(s) of your graduation from McGill:

3. Please provide your McGill email address:

4. Please sign and date:

Name: _____

Date: _____



Guidelines for Questions at Board of Governors Community Sessions

1. Guiding Provisions

Under the provisions of the Statutes of McGill University, the Board of Governors (Board) has authority over the conduct of all academic, business, and financial affairs of the University. It is also the trustee of all University property and is responsible for its maintenance and administration. The Statutes provide that, subject to the over-arching authority of the Board, the University Senate has various general and specific powers and duties. Most significantly, Senate exercises general control and supervision over the academic affairs of the institution.

The Board delegates responsibility for institutional management and operations to the Principal and the administration, while retaining responsibility for the consideration of strategic plans and other major institutional commitments, whether of a policy or financial nature.

The Guidelines for Questions at Board of Governors Community Sessions (Guidelines) ~~shall~~ adhere to relevant sections of the Board of Governors Rules of Order and Procedure.

2. Questions to the Board of Governors

Based on these guiding provisions, the Board will provide students, staff, faculty, alumni, and members of the community an opportunity to submit questions on matters within the Board's jurisdiction. In considering questions submitted to the Board, preference will be given to subject matters on the Board's agenda for the governance year.

Questions to the Board must be made in writing to the Secretariat at least ~~ten (10) calendar days~~ **fifteen (15)** calendar days prior to the scheduled meeting of the Board. Individuals wishing to submit a question to the Board need to submit to the Secretariat the Question to the Board by completing the Question Form (attached).

The Secretariat will acknowledge receipt of questions and confirm logistical details for the community session period.

Written communications to the Board continue to be welcomed and may be submitted to the Chair of the Board of Governors c/o Secretariat at any time.

The Board will not entertain questions on the following topics: subjects discussed by the Board in Closed session that are subject to confidentiality requirements, topics concerning the private activities, lifestyles, or beliefs of individuals employed by or associated with the University; grievances of individual students or employees; proposals or bids for contracts; or litigation involving the University.

3. Review of Questions

Questions will be reviewed by a working group composed of the Chair of the Board ~~and~~ the Chair of the Nominating, Governance and Ethics Committee, ~~in consultation with~~ the Principal, in consultation with ~~and~~ the Secretary-General, to determine their suitability for the Board.

Questions generally pertinent to the academic affairs of the University will be returned to the requester, who may submit them to the appropriate University unit, or to Senate, through established processes. ~~In addition, the Chair reserves the right to refer a~~The question may also be referred to another governance body or University unit.

The ~~Chair- working group-~~retains discretion to decline a question if an individual or group has previously appeared before the Board regarding the same matter or if the matter has been previously addressed by the Board either at a previous Board meeting or following a question submitted to the Board by another individual or group.

4. Responses

Responses to questions will ~~generally~~ be provided in writing to the requester generally prior to the session. Responses will also be posted on the Board's website. ~~It should be understood that in some cases, w~~Where a question requires further study or consultation ~~on the part of other units at the University~~, a response may not be provided prior to or during the session. In such instances, responses will be provided to the requester within a reasonable amount of time following the community session.

5. Chair

The Chair of the Board will preside over community sessions. In the absence of the Chair, the Vice-Chair of the Board or the Chair's delegate will preside over the community sessions.

The Chair will recognize each speaker, maintain order, and require adherence to a five-minute maximum time limit allotted to each interaction.

6. Speakers and Decorum

When a response to a question has been provided to the requester, the requester will be allowed up to (2) two minutes to ask one or two supplemental questions directly related to the subject matter. The Chair may provide a brief answer to the follow-up question or refer it to another individual for a response.

A total of five (5) minutes will be allotted for each interaction between the speaker and the Board.

A maximum of four (4) speakers will be recognized for each session and a total of 20 minutes will be awarded ~~in total~~. A timekeeper will assist in ensuring that the time allocation is respected. The time allotted for the community session ~~will not~~may be extended ~~absent extenuating circumstances, to be determined at the discretion of~~ by the Chair.

Each speaker will identify him or herself by any relevant title, the group or organization, if any, for which the speaker serves as spokesperson.

If a question has been submitted by ~~multiple a group of~~ individuals, a single individual ~~should~~ is to be identified by the group to address the Board on behalf of the group.

Individuals who are unable to attend the session may not send substitutes.

Failure to respect decorum will relieve the Board from any obligation to address the question and may result in the requester's suspension of privileges to address the Board at future sessions.

7. Schedule of Community Sessions

Community sessions ~~with the Board~~ will normally be held twice a year, once in the fall session and once in the spring session. Sessions will normally be held ~~at the end of the Open session~~ following the Board meeting, ~~and included on the Board of Governors agenda, which will be posted on the Board of Governors website before the meeting.~~

Documents for the community session will be available online prior to the session.

Individuals whose questions were not heard by the Board due to time constraints may resubmit them for a future session or may communicate them in writing to the Chair of the Board c/o Secretariat.

~~A maximum of 20 minutes will be allotted for the community session. Please see section 6 for details concerning the allocation of time to speakers.~~

In the absence of questions, the community session will be cancelled.



QUESTION FORM

Secretariat

845 Sherbrooke St. West, Room 313

Montreal, QC, H3A 2T5

Tel: (514) 398-3948 | Fax: (514) 398-4758

The *Guidelines for Questions at Board of Governors Community Sessions* describe the terms, conditions and procedures applicable to students, staff, faculty, alumni, and members of the community who wish to address the McGill University Board of Governors.

Every individual or group who wishes to address the Board of Governors may do so by formulating a specific question, keeping in mind that the Board will not answer questions that fall outside of its jurisdiction and will not entertain questions on the following topics: subjects discussed by the Board in Closed Session that are subject to confidentiality requirements; topics concerning the private activities, lifestyles, or beliefs of individuals employed by or associated with the University; grievances of individual students or employees; proposals or bids for contracts; or litigation involving the University.

This form must be completed and sent to the Secretariat at community.sessions@mcgill.ca at least ~~ten (10)~~ **fifteen (15) calendar days** before the scheduled community session. The date of the community session will be available on the Board of Governors website.

Written communications to the Board will continue to be welcomed and may be submitted to the Chair of the Board of Governors c/o Secretariat.

FOR COMPLETION BY THE REQUESTER

Name of Requester:

Date:

Email:

Please indicate your relationship to McGill University:

Student:

Faculty:

Staff:

Alumni:

Other:

If applicable, please indicate:

The name of the organization you are representing or to which you have an affiliation:

Your position within the organization:

ACKNOWLEDGEMENT

I understand and acknowledge that the Board will not answer questions that fall outside its jurisdiction nor entertain questions on the following topics: subjects discussed by the Board in Closed session that are subject to confidentiality requirements, topics concerning the private activities, lifestyles, or beliefs of individuals employed by or associated with the University; grievances of individual students or employees; proposals or bids for contracts; or litigation involving the University.

Signature: _____

QUESTION FOR THE BOARD OF GOVERNORS

1. [Please briefly state the question to the Board.](#)

~~Please briefly describe the context, background and rationale for the question and then state the question. (The background information should indicate efforts made in finding an answer to this question and the results obtained).~~

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/CtreeRanking 2016-17	BoG/CtreeRanking 2015-16	BoG/CtreeRanking 2014-15	BoG/CtreeRanking 2013-14
	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	avg horizontal				
BOG (26)	4.269	4.231	4.160	4.115	4.040	4.385	4.385	4.000	4.833	3.826	4.083	4.280	4.423	4.750	4.115	4.260	8	8	7	7
AUDIT (4)	4.750	4.500	4.750	3.750	4.333	4.750	4.250	4.500	5.000	4.750	4.250	4.000	5.000	5.000	4.250	4.522	4	2	5	4
BPC (9)	4.125	4.250	4.375	3.750	4.125	4.375	4.125	4.375	4.500	4.000	4.000	4.500	4.875	4.625	4.125	4.275	7	9	8	9
CAMSR (7)	4.200	4.500	3.800	3.800	3.400	3.400	3.400	3.800	4.400	3.750	4.200	4.400	4.400	4.800	3.800	4.003	9	6	9	8
EXEC (5)	4.800	4.600	4.600	4.600	4.400	4.200	4.500	4.800	4.800	4.600	4.200	4.300	4.800	4.800	4.600	4.573	2	7	2	5
FINANCE (8)	4.571	4.571	4.286	4.333	4.429	3.857	4.571	4.714	5.000	3.857	4.286	4.714	4.857	4.571	4.667	4.486	5	4	3	3
HR (8)	4.875	4.625	4.250	4.375	4.625	4.625	4.250	4.750	5.000	4.375	4.375	4.375	4.625	4.625	4.625	4.558	3	3	4	2
INVEST. (8)	4.375	3.875	4.250	4.125	4.250	4.000	4.500	4.750	4.500	3.625	4.000	4.500	4.625	4.625	4.375	4.292	6	5	6	6
NGE (8)	5.000	4.857	4.833	4.857	4.500	4.750	4.875	4.625	5.000	4.857	4.750	4.857	5.000	5.000	5.000	4.851	1	1	1	1
Avg per question (vertical)	4.552	4.445	4.367	4.190	4.234	4.260	4.317	4.479	4.781	4.182	4.238	4.436	4.734	4.755	4.395	4.424				
Further Breakdown: Internal vs. External Governors																				
BOG EXTERNALS (16)	4.313	4.438	4.467	4.188	4.200	4.313	4.438	4.125	4.733	3.667	4.063	4.375	4.563	4.688	4.250	4.321	1	1	2	2
BOG INTERNAL (9)	4.111	3.778	3.667	4.000	3.778	4.444	4.222	3.667	5.000	4.143	4.143	4.000	4.111	4.857	3.778	4.113	2	2	1	1

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 2016-17	BoG/CtteeRanking 2015-16	BoG/CtteeRanking 2014-15	BoG/CtteeRanking 2013-14	
	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Average Horizontal					
BOG (26)	4.769	4.640	3.962	4.404	4.115	4.400	4.846	3.625	4.462	4.600	4.231	4.368	6	7	6	7	
AUDIT (4)	4.500	4.750	4.500	4.750	4.750	4.500	5.000	3.750	4.750	4.750	4.500	4.591	1	5	7	8	
BPC (9)	4.750	4.429	3.750	4.625	4.500	3.714	4.875	4.000	4.375	4.625	4.143	4.344	7	9	8	9	
CAMSR (7)	4.000	4.800	3.600	4.800	4.600	4.600	5.000	3.400	4.000	4.800	3.800	4.309	8	1	9	4	
EXEC (5)	4.800	4.750	4.000	3.875	4.000	4.400	4.800	4.200	4.800	4.800	4.200	4.420	5	8	4	6	
FINANCE (8)	5.000	4.286	4.167	5.000	4.429	4.143	5.000	4.000	4.857	5.000	4.571	4.587	2	4	2	3	
HR (8)	4.625	4.750	4.375	4.688	4.375	4.500	4.875	3.250	5.000	4.875	4.625	4.540	4	3	3	1	
INVEST. (8)	4.500	4.500	4.500	4.625	4.375	3.750	4.750	3.125	4.250	4.375	4.375	4.284	9	2	5	5	
NGE (8)	4.714	4.571	4.286	4.571	4.250	4.500	4.875	4.167	4.750	4.714	4.750	4.559	3	6	1	2	
Avg per question (vertical)	4.629	4.608	4.127	4.593	4.377	4.279	4.891	3.724	4.583	4.727	4.355						
Further Breakdown: Internal vs. External Governors																	
BOG EXTERNALS (16)	4.750	4.688	4.250	4.531	4.188	4.375	4.875	3.600	4.625	4.688	4.313	4.444	1	2	2	2	
BOG INTERNAL (9)	4.778	4.556	3.556	4.333	4.111	4.500	4.778	3.750	4.111	4.375	4.222	4.279	2	1	1	1	