



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 Audit and Risk Committee meeting of May 9, 2023. They are presented to the Board of Governors for consideration.

I. FOR THE APPROVAL OF THE BOARD OF GOVERNORS

1. Declaration of Compliance to Quebec Treasury Board

[AD22-32]

The Audit and Risk Committee considered a recommendation to approve, and recommend for approval by the Board of Governors, the signature and submission of the annual declaration to the Quebec Treasury Board Secretariat (“QTB”) for FY2023 in which the University declares that it has complied with the relevant reporting obligations relating to public procurement contracts governed by the *Act respecting contracting by public bodies and its regulations* (“Act”).

McGill’s Policy on the Approval of Contracts and Designation of Signing Authority provides that the Board of Governors is responsible for the annual signing of the declaration of compliance which must be submitted to the QTB no later than June 30 of each year. The scope and form of the declaration is prescribed by a mandatory template appended as Annexe 3 to the QTB’s *Directive de Reddition de Comptes en gestion contractuelle des organisme publics* (“Directive”). As the title of the Directive implies, the scope of the declaration focuses on the University’s compliance with “reporting requirements” under the Act. Most notably, these reporting requirements concern:

1. The filing of governmental forms documenting certain specific decisions in relation to procurement contracting processes, attesting to the accountability of the University’s executives; and
2. The publishing of predefined contract information on the government’s public contract website (SEAO).

Between 2015 and 2021, tool-based issues prevented the University from filing governmental forms with regard to change orders to construction contracts and reporting on the lifecycle evolution of the value of the contracts published on SEAO. As a result, the University could only partially fulfil the Act’s reporting requirements. Considering that the mandatory template does not allow for declarations of partial (non-)compliance or provide opportunity for qualifying statements, the University’s Director of Procurement Services, who is also its designated *Responsable de l’application des règles contractuelles* (“RARC”), recommended that the University refrain from submitting the declaration of compliance to the QTB until the above-mentioned issues were materially remedied. These

non-compliances were reported to the Audit and Risk Committee in the context of the quarterly declarations of compliance submitted thereto by the senior administration.

The above-mentioned issues were remedied in FY2022 with the implementation of key procedures and automation solutions. Accordingly, the Executive Committee of the Board of Governors approved the signature and submission of the declaration of compliance at its meeting of June 16, 2022 on the recommendation of the Audit and Risk Committee.

These key procedures and automation solutions proved to be as effective in FY2023, further improving the quality and efficiency of procurement reporting and showing no signs of setbacks. Accordingly, following review and discussion, the Audit and Risk Committee approved and recommended for approval, the signature and submission of the *Annex 3 Déclaration du Dirigeant de l'Organisme* for FY2023 attached as Appendix A.

Be it resolved that the Board of Governors, on the recommendation of the Audit and Risk Committee, authorize the Vice-Principal (Administration and Finance) to sign Annex 3 of the Directive concernant la reddition de comptes en gestion contractuelle des organismes publics and any related documents, on behalf of the Board of Governors.

Be it further resolved that the Board of Governors, on the recommendation of the Audit and Risk Committee, approve the submission of a declaration of compliance to the Quebec Treasury Board in the form of Annex 3 of the Directive concernant la reddition de comptes en gestion contractuelle des organismes publics.

2. Proposed Revisions to the Emergency Management Policy

[AD22-29]

The Audit and Risk Committee considered proposed revisions to the Emergency Management Policy.

The Emergency Management Policy was approved by the Board of Governors at its meeting of February 10, 2022. The Policy establishes the requirement for the development of an Emergency Management Program to organize, consolidate and document the systems, structures and processes in place for preventing, mitigating, preparing for, responding to, and recovering from a major emergency. Amendments to the Policy are required to reflect the creation of the University's new Business Continuity Program and to integrate this new program into the Policy's emergency management framework.

The Audit and Risk Committee reviewed and provided feedback on the Policy which was incorporated. Following this, the Committee approved, and recommended to the Board of Governors for approval, the proposed revisions to the Emergency Management Policy.

Be it resolved that the Board of Governors, on the recommendation of the Audit and Risk Committee, approve the amendments to the Emergency Management Policy, as presented in Appendix B.

3. Policy on Disclosure of Wrongdoings

[AD22-28]

The Audit and Risk Committee considered a recommendation to repeal and replace the Policy on Safe Disclosure (“Whistleblowing”) with the proposed new Policy on Disclosure of Wrongdoings. The Committee had reviewed and provided comment on a preliminary draft of the new Policy at a previous meeting, as part of a larger consultation process, including Senate, which approved the proposed Policy at its meeting of May 10, 2023.

The proposed new Policy on Disclosure of Wrongdoings was developed following a review of the current Policy on Safe Disclosure. The current Policy was approved by Senate and the Board of Governors in 2007. It established an impartial channel for the disclosure of improper activities at McGill without fear of reprisal. It was last revised in 2015.

The Secretary-General initiated a review of the current Policy in accordance with the review schedule set out in the University’s Policy Framework. The aim of this review was to further align the Policy with the *Act to facilitate the disclosure of wrongdoings relating to public bodies* (the “Act”). As part of this review, the University also referred to policies in place at other Quebec universities such as University of Montreal, University of Sherbrooke, Laval University, UQAM, Bishop’s University and Concordia University, noting that they closely resemble each other insofar as they are closely modeled on the Act. An overview of the review is provided in Appendix D.

The Audit and Risk Committee reviewed the proposed new Policy and provided feedback, which has been integrated into the proposal.

The Committee repealed, and recommended to the Board of Governors for repeal, the 2007 Policy on Safe Disclosure (“Whistleblowing”), and approved, and recommended to the Board for approval, the new Policy on Disclosure of Wrongdoings.

Be it resolved that the Board of Governors, on the recommendation of the Audit and Risk Committee, repeal the 2007 [Policy on Safe Disclosure \(“Whistleblowing”\)](#).

Be it further resolved that the Board of Governors, on the recommendation of the Audit and Risk Committee, approve the Policy on Disclosure of Wrongdoing, as presented in Appendix C.

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Progress Report on Internal Audits

[AD22-34]

The Committee received a progress report on internal audits which had been recently completed or are still ongoing. Members were also briefed on the status of action items from previous audits carried out by Internal Audit and the internal audit plan FY2023.

2. Internal Audit Plan for Fiscal Year 2024 [AD22-36]

In accordance with its terms of reference, the Committee, on the recommendation of the Executive Director, Internal Audit, approved the audit plan for fiscal year 2024. A higher number of mandates are included in the FY2024 plan in comparison to previous years. This is explained, in part, by the fact that scoping for FY2024 will be more targeted and centering on top institutional risk considerations in the context of the Area, Faculty, Unit or process concerned. The plan focuses on 15 engagements including 2 continuous audits.

Of note, the plan includes advisory services relating to a recently awarded grant (valued at \$165 million) for a world-leading inclusive genomics and RNA research program.

3. ERM Overview: Building and Property Committee of the Board

The Audit and Risk Committee received a presentation from Mr. Jonathan Sigler, Chair of the Building and Property Committee, on the mandate and main functions of the Building and Property Committee and recent activities in relation to the ERM Top Institutional Risk of Facilities and Space Planning. This presentation provided an overview on the ways in which the Committee exercises oversight of risk considerations and mitigation.

4. Delegation of Authority Concerning Non-Audit Services for FY2024 [AD22-26]

The Audit and Risk Committee approved, on the recommendation of its Chair, a delegation authorizing the Vice-Principal (Administration and Finance) to approve, for fiscal year 2024, the submission of proposals from the University's external auditor for the provision of specialized services other than those related to the auditing of the financial statements ("non-audit services" or "NAS") subject to the following ratio requirements below, and on the condition that (i) the fees for such do not exceed \$100,000, excluding taxes, per proposal, and (ii) the non-audit services do not require an audit opinion:

- Ratio of Audit fees and audit related fees to Total Fees must exceed 0.5
- Ratio of Audit fees and tax compliance to NAS fees must exceed 1.0
- Ratio of Audit fees and audit related to Tax Compliance and NAS fees must exceed 1.0;

In addition, the Audit and Risk Committee received a report on the submission of proposals duly approved by the Vice-Principal (Administration and Finance) pursuant to the delegation for the previous fiscal period ending April 30, 2023.

5. Update on Annual Risk Management Plan pursuant to the Directive concerning Risk Management in Contracting Processes [AD22-30]

The Audit and Risk Committee was informed that the Vice-Principal (Administration and Finance) approved the University's Annual Corruption and Collusion Risk Management Plan for fiscal year 2023-24, which is required by the *Directive concernant la gestion des risques en matière de corruption et de collusion dans les processus de gestion contractuelle*.

The Vice-Principal was authorized to approve such plans on behalf of the Board on the recommendation of the Audit and Risk Committee, with the understanding that, moving forward, the Committee would receive confirmations of approval on annual basis.

6. Update on Activities under the Policy on the Approval of Contracts and Designation of Signing Authority [AD22-25]

The Committee received an update on the activities under the *Policy on the Approval of Contracts and Designation of Signing Authority* (Policy), which came into effect on May 1, 2018, and was revised on May 1, 2021. The results for the third quarter (November 1, 2022 - January 31, 2023) were presented to the Committee, in compliance with the Policy.

7. Report on Quarterly Financial Results for Fiscal Period Ended January 31, 2023, and Variance Report [AD22-23]

The Committee received a quarterly report on the financial results for the period ended on January 31, 2023, and a variance report. This included a summary of Construction Projects as at March 31, 2023.

8. Declaration of Compliance for period ended April 30, 2023 [AD22-22]

In accordance with its Terms of Reference, the Committee received and reviewed the Declaration of Compliance for the period ended April 30, 2023. The Declaration, which included signed reports by the responsible University Officers, generally confirmed the University's compliance with applicable laws and regulations.

9. Report on Contracts over \$6 million for the Period Ended April 30, 2023 [AD22-24]

In accordance with its Terms of Reference, the Committee received confirmation that for the year ended April 30, 2023, all contracts over \$6 million had been authorized by the Board or relevant Board Standing Committee, in accordance with University policy.

10. Audit and Risk Committee 2023-2024 / 2024-2025 Meeting Dates [AD22-27]

The Committee received for information, the meeting dates for the upcoming governance years.

END
May 2023

DÉCLARATION DU DIRIGEANT DE L'ORGANISME***Université McGill***

Au Secrétariat du Conseil du trésor,

Les renseignements transmis au Secrétariat du Conseil du trésor et les informations publiées dans le système électronique d'appel d'offres conformément à la Loi sur les contrats des organismes publics (RLRQ, chapitre C-65.1) ou aux règlements, politiques et directives pris en vertu de cette loi sont sous ma responsabilité. La présente déclaration atteste de la fiabilité des données, de l'information et des explications qui y sont présentées.

Le 1^{er} juillet 2015, l'Université McGill s'est doté de lignes de conduite pour une meilleure gestion des processus contractuels, tel que requis par l'article 24 de la Directive concernant la gestion des contrats d'approvisionnement, de services et de travaux de construction des organismes publics. La dernière mise à jour des lignes internes a eu lieu le 5 juillet 2016.

Le 30 mai 2022, l'Université McGill a adopté son plan de gestion des risques en matière de corruption et de collusion dans les processus de gestion contractuelle, tel que requis par l'article 4 de la Directive concernant la gestion des risques en matière de corruption et de collusion dans les processus de gestion contractuelle.

Au cours de la période du 1^{er} avril 2022 au 31 mars 2023, j'ai maintenu des systèmes d'information et des mesures de contrôle fiables de manière à assurer l'intégrité et le respect de la conformité, en matière de gestion contractuelle, conformément à la Loi sur les contrats des organismes publics de même qu'aux règlements, politiques et directives prises en vertu de cette loi.

Je déclare exercer les fonctions de dirigeant de l'organisme conformément au 2^e alinéa de l'article 8 de la Loi sur les contrats des organismes publics.

Je déclare, au mieux de mes connaissances et en toute bonne foi, que toute l'information requise a été transmise au Secrétariat du Conseil du trésor, conformément à la Directive concernant la reddition de comptes en gestion contractuelle des organismes publics, et que celle-ci ainsi que les informations publiées dans le système électronique d'appel d'offres pour la période du 1^{er} avril 2022 au 31 mars 2023 sont fiables.

Yves Beauchamp
Vice-principal (Administration et finances)
Signé en date du XX XX 2023 à Montréal



POLICY NAME	EMERGENCY MANAGEMENT POLICY
Approving Body	Board of Governors
Initial Approval Date	February 10, 2022
Date of last review	N/A
Date of next review	February 2027
Executive Sponsor	Vice-Principal (Administration and Finance)
Related Documents	<ul style="list-style-type: none"> • University Emergency Management Plan • Terms of Reference of the University Emergency Management Program Committee

1. INTRODUCTION

- 1.1 For the purpose of this Policy and any related documents, “emergency” means a present or imminent incident or situation that requires prompt coordination of actions to protect the health and safety of people, to limit damage to property or the environment, or to mitigate or minimize disruption of McGill University operations and activities.
- 1.2 McGill University recognizes the importance of emergency management and hereby commits to establish and maintain a comprehensive, all-hazard emergency management program which addresses how to prevent, protect against, mitigate, prepare for, respond to, and recover from emergencies that may affect the University.

2. PURPOSE

- 2.1 The purpose of this Policy is to establish the requirement for the University Emergency Management Program (“Program”), and to outline the Program’s systems and processes, and assign and define the key roles and responsibilities involved in the management of emergencies at McGill University.

3. SCOPE

- 3.1 This Policy and any related governance documents apply to University property and to all members of the University community, including, but not limited to: employees, students, contractors, subcontractors, visitors and guests of McGill University. For the purposes of this Policy, “University Property” includes buildings, structures, parking lots, grounds, outdoor areas, as well as all information technology infrastructure and data systems owned and/or occupied by the University.

4. UNIVERSITY EMERGENCY MANAGEMENT PROGRAM

4.1 GENERAL

4.1.1 The Program shall categorize emergencies as follows:

- **Category 1 emergency:** a minor, localized incident with limited impact on persons, property or the environment and that is unlikely to disrupt University operations or activities. Category 1 emergencies are managed using routine response protocols, procedures, and resources.
- **Category 2 emergency:** a major incident that poses a high risk of serious harm to persons, or of widespread or substantial damage to property or the environment, or that disrupts or has the potential to disrupt University operations or activities. Category 2 emergencies are within the purview of the Program and require the activation of all or part of the Program's emergency response structure.

4.1.2 The University acknowledges that emergency situations, especially Category 2 emergencies or Category 1 emergencies with potential to escalate to a Category 2 level, may impede the ability to adhere to standard governance practices and processes and any timelines imposed by University policies and regulations. Although every effort shall be made in an emergency situation to adhere to such practices and processes and timelines, the University recognizes that certain emergency situations may require derogations therefrom in order to facilitate efficient and timely decision-making for the prevention of serious harm to persons, widespread or substantial damage to property or the environment, or disruption to University operations or activities. In situation where a derogation is or is expected to be required, the Principal and Vice-Chancellor shall consult with the Board of Governors, or if not possible or practical given the circumstances, with the Chair of the Board of Governors about proposed derogations and report back as appropriate on their implementation.

4.1.3 The principal objective of the Program is to organize and coordinate the systems, structures and processes for preventing, mitigating, preparing for, responding to, and recovering from a Category 2 emergency or any Category 1 emergency with potential to escalate to Category 2.

To achieve this objective, the University Emergency Management Plan ("Plan") will be developed to document and provide authoritative direction to the McGill community.

4.1.34.1.4 The Emergency Management Program and Plan operate in conjunction with the business continuity program, which defines critical university functions and strategies for the continuation of these activities in the event of a disruption ("Business Continuity Program").

4.2 EMERGENCY PREVENTION, MITIGATION & PREPAREDNESS

4.2.1 The Program's core emergency management activities related to prevention, mitigation, and preparedness aim to ensure the University achieves a high level of emergency resilience

and readiness. Such prevention, mitigation and preparedness emergency activities shall include:

- (a) Identifying, assessing, and mitigating hazards
- (b) Developing response plans and procedures based on assessed hazards
- (c) Establishing and maintaining an effective emergency communication system
- (d) Providing adequate training to designated emergency responders
- (e) Testing and exercising procedures and plans ~~frequently~~periodically

4.3 EMERGENCY RESPONSE

4.3.1 EMERGENCY RESPONSE PRIORITIES

In any emergency, the University's top emergency response priorities are to:

- Protect the life and safety of all members of the McGill University community
- Protect infrastructure, assets, property and the environment
- Minimize disruption to academic, research and administrative functions

4.3.2 EMERGENCY RESPONSE STRUCTURE

The Program shall establish a temporary and distinct management structure and emergency chain of command, including defined roles and responsibilities, that coordinate response from on-site activities (Incident Command) to university-level coordination (Emergency Operations Centre), to senior administration (Policy Group).

4.3.2.1 INCIDENT COMMAND

Incident Command (IC) is the on-scene emergency management group.

During emergency response, IC is hereby authorized to coordinate activities with emergency responders, direct evacuation, restrict access to buildings or areas of campus deemed hazardous, direct use of University resources, and other actions required to protect the life and safety of the McGill community and ensure other University response priorities.

4.3.2.2 EMERGENCY OPERATIONS CENTRE

The Emergency Operations Centre (EOC) is the emergency management group that provides strategic and resource acquisition support and coordination to Incident Command and on-scene responders. EOC also provides capacity for consequence management.

EOC is hereby authorized to direct the use of University resources to provide support as needed to Incident Command and for consequence management, including but not limited to providing strategic direction, managing internal and external communications, and addressing business continuity.

4.3.2.3 POLICY GROUP

The Policy Group provides high-level strategic support and direction to the EOC and oversees all governance and policy decisions related to a Category 2 emergency or a Category 1 emergency with potential to escalate to a Category 2 level. Membership includes the Principal and Vice-Chancellor, Chief of Staff, Provost and Vice-principal (Academic), Vice-Principal (Communications and External Relations), Vice-Principal (Administration and Finance), and General Counsel.

The Vice-Principal (Administration and Finance) is the Policy Group Liaison and serves as primary liaison between the EOC and Policy Group.

4.3.3 ACTIVATING THE EMERGENCY RESPONSE STRUCTURE

4.3.3.1 INCIDENT COMMAND

IC is activated by the most senior responder at an emergency where such emergency is a Category 2 emergency or a Category 1 emergency with potential to escalate to a Category 2 level. The [Senior](#) Director, Campus Public Safety, or their delegate, is notified upon activation of the IC.

4.3.3.2 EMERGENCY OPERATIONS CENTRE

4.3.3.2.1 The EOC is activated if one or more of the following conditions are met:

- Incident requires the coordination or management of a large-scale or complex response;
- IC requires support in acquisition of resources;
- Significant information management issues need to be addressed;
- Incident requires the coordination of assisting or responding departments and external agencies;
- Incident poses a risk to a significant portion of the University community;
- Response conditions are uncertain, or there is risk of rapid incident escalation;
- A state of emergency affecting McGill University campuses has been declared by federal, provincial or municipal agencies.

4.3.3.2.2 The [Senior](#) Director, Campus Public Safety, their delegate, or the EOC Director, are hereby authorized to activate the EOC.

4.3.3.2.3 A request for EOC activation to the [Senior](#) Director, Campus Public Safety, or their delegate, can also be made by:

- Incident Commander
- Senior University administrators

4.3.3.3 POLICY GROUP

The EOC Director shall notify the Policy Group Liaison that the EOC has been activated.

Upon activation of the EOC, the Policy Group Liaison shall activate the Policy Group in all cases of Category 2 emergencies and Category 1 emergencies with potential to escalate to a Category 2. The Policy Group Liaison may, at their discretion, activate the Policy Group in other situations where it would be in the best interests of the University to do so.

4.3.4 DE-ACTIVATING THE EMERGENCY RESPONSE STRUCTURE

4.3.4.1 Upon sufficient resolution of the incident for the purpose of which they were activated and after advising or seeking concurrence of the Policy Group, as needed, the EOC Director is authorized to demobilize EOC and IC, or to adapt their composition and range of interventions in order to efficiently engage in recovery activities or post-incident management.

4.4 RECOVERY

4.4.1 The Program shall establish strategies to ensure the timely restoration and recovery of impacted University facilities and functions following an emergency.

4.5 BUSINESS CONTINUITY

4.5.1 The Business Continuity Program shall include a comprehensive plan for the continuity of critical University-level functions and services as well as plans for critical unit-level activities. These plans shall identify critical functions and services as well as measures to minimize the impact of disruptions and ensure timely resumption. The Business Continuity Program shall ensure coordination between the University's emergency plans and business continuity plans.

4.54.6 GOVERNANCE

4.65.1 Subject to this Policy, the University Emergency Management Program Committee shall serve as the Program's steward, and in this role, shall have authority to approve the Program and Plan and the responsibility to review them annually, or cause them to be reviewed, and, as the case may be, consider for approval any revisions on the recommendation of the Office of Emergency Management.

4.65.2 Subject to this Policy, the Committee shall be governed by Terms of Reference that set forth, among other things, its mandate, composition, and duties and responsibilities.

The Committee's Terms of Reference are established under the authority to approve procedures provided to the Vice-Principal (Administration and Finance) at article 5.1 herein.

4.65.3 The Board of Governors, or one of its standing committees, as the case may be, shall receive and review, at least annually, or whenever necessary, a report on the Committee's activities and the Program's overall status.

4.65.4 Under the stewardship of the University Emergency Management Program Committee, and in accordance with this Policy, the Office of Emergency Management, a member unit of Campus Public Safety, shall develop, maintain and administer the Program and its constituent processes and procedures, including the Plan, in addition to the Business Continuity Program.

5. AUTHORITY TO APPROVE PROCEDURES

5.1 The Vice-Principal (Administration and Finance) has authority to approve, amend and repeal procedures or other related documents in support of the development, implementation, and administration of the University Emergency Management Program.

6. REVIEW

6.1 A review of this Policy shall be conducted by the Vice-Principal (Administration and Finance) every five (5) years or sooner, whenever necessary to ensure legislative or statutory compliance, or compliance with best practices, or when deemed necessary to do so in the best interests of the University.

Full Legislative History:

Approved:

Board of Governors

February 10, 2022

Minute 15.3



POLICY NAME	POLICY ON THE DISCLOSURE OF WRONGDOING
Approving Body	Senate Board of Governors
Initial Approval Date	
Date of last review	
Date of next review	
Executive Sponsor	Secretary-General

1. PREAMBLE

- 1.1 McGill University recognizes that Disclosure of Wrongdoing is fundamental to ensuring the integrity of public administration and is a necessary and valuable service to its community.
- 1.2 The purpose of this Policy is to facilitate the Disclosure of alleged Wrongdoing at McGill University, as required by the *Act to facilitate the disclosure of wrongdoings relating to public bodies* (CQLR, c. D-11.1) (“the Act”). To this end, the Policy creates a framework for Members of the University Community, acting in Good Faith, to disclose alleged Wrongdoing committed or about to be committed at the University. It also provides protection from Reprisal to persons who, in Good Faith, make a Disclosure or participate in an investigation conducted pursuant to a Disclosure.

2. SCOPE

- 2.1 Members of the University Community, acting in Good Faith, may make a Disclosure under this Policy.
- 2.2 This Policy does not apply to Disclosures made for personal purposes and not in the public interest. A Disclosure is deemed to be made for personal purposes when the subject of the Disclosure concerns a personal situation or the interests of one person only, for example, when the subject-matter of a Disclosure pertains solely to a condition of employment of the Discloser. Similarly, this Policy does not apply to Disclosures whose purpose is to question the merits of the policies or program objectives of the University.
- 2.3 Without otherwise limiting the scope of the definition of “Wrongdoing” in section 3.12, this Policy does not apply to matters involving Wrongdoing that are subject to treatment under another University policy or regulation. Matters pertaining to the conduct of research, harassment and discrimination, sexual violence, academic integrity, grievances, to name a

few examples, will be referred for consideration under the applicable policy, regulation or other university mechanism established for that purpose.

3. Definitions

For the purposes of this Policy:

- 3.1 **“Advisor”**: means an active Member of the University Community, who has agreed to act in an advisory capacity to the Respondent, without financial compensation or any other remuneration. Such individuals will act in accordance with this Policy.
- 3.2 **“Cooperator”** means a person who participates as a witness or otherwise contributes information in an investigation conducted on the basis of a Disclosure made under this Policy.
- 3.3 **“Designated Officer”** means the Secretary-General as the person responsible for receiving and treating Disclosures of Wrongdoings at the University, in accordance with this Policy.
- 3.4 **“Discloser”** means a Member of the University Community who makes a Disclosure under this Policy. It also means a person who was a Member of the University Community during the 24 months prior to making a Disclosure under this Policy.
- 3.5 **“Disclosure”** means a communication of information made under this Policy alleging that a Wrongdoing has been committed or is about to be committed at the University.
- 3.6 **“Good Faith”** means action undertaken with honesty, sincerity and genuine intention based on a reasonable belief that a Wrongdoing has been committed or is about to be committed at the University. It is an action that is not malicious, frivolous or vexatious in nature.
- 3.7 **“Member of the University Community”** means:
- i) an employee or appointee (including a volunteer) of the University;
 - ii) anyone holding office under the University Charter and Statutes or who serves on any body or committee of the University;
 - iii) a student, as defined in Section 1 of the Code of Student Conduct and Disciplinary Procedures.
- 3.8 **“Highest Ranking Administrative Official”** means the Principal and Vice-Chancellor.
- 3.9 **“Investigator”** means a unit or employee of the University, or an external party mandated by the Designated Officer to carry out an investigation under this Policy.
- 3.10 **“Public Protector”** means the *Protecteur du citoyen du Québec*.

3.11 **“Reprisal”** means any harmful measure taken against a person for the reason that this person has, in Good Faith, made a Disclosure or participated in an investigation conducted pursuant to a Disclosure. Reprisal also constitutes the act of threatening a person so that this person will abstain from making a Disclosure or from collaborating in a related investigation.

In matters of employment, dismissal, demotion, suspension or transfer, as well as any disciplinary measure or measure deleterious to employment or to work conditions, are considered Reprisals and may constitute a prohibited practice within the meaning of subparagraph 11 of section 122 of *the Act respecting labour standards*, CQLR, chapter N-1.1.

3.12 **“Respondent”** means a Member of the University Community, other than a student as defined in section 3.7 (iii) against whom an allegation of Wrongdoing has been made.

3.13 **“Wrongdoing”** means any act committed or about to be committed at the University by a Member of the University Community in the exercise of their functions, or by any person, partnership, group or other entity in the context of drafting or carrying out of a contract, including the awarding of financial assistance, entered into or about to be entered into with the University, and that constitutes:

- (1) a contravention of a Québec law, of a federal law applicable in Québec or of a regulation made under such a law;
- (2) a serious breach of standards of ethics and professional conduct;
- (3) a misuse of funds or property of the University, including the funds or property it manages or holds for others;
- (4) gross mismanagement within the University including an abuse of authority;
- (5) any act or omission that seriously compromises or may seriously compromise a person’s health or safety or the environment; or
- (6) directing or counselling a person to commit a Wrongdoing described in any of paragraphs 1 to 5.

4. MAKING A DISCLOSURE

4.1 A Member of the University Community acting in Good Faith may make a Disclosure under this Policy, anonymously or not, in accordance with section 4.2 or 4.3, below.

4.2 Disclosure to the Designated Officer

The Disclosure may be made to the Designated Officer in the manners described below. However, if the Disclosure is likely to implicate the Designated Officer, it is made to the Highest-Ranking Administrative Official, who will then assume the role of the Designated Officer. If it is likely to implicate both the Designated Officer and Highest-Ranking Administrative Official, it is made to the Chair of the Board of Governors.

4.2.1 **In writing**

A Disclosure may be made in writing by completing the Disclosure Form included in the Procedure and submitting it to the Designated Officer at the designated email link or in a sealed envelope with mention “*Strictly confidential – to be opened by addressee only*”.

4.2.2 **In Person**

A Disclosure may be made in person by speaking with the Designated Officer directly for purposes of completing the Disclosure Form included in the Procedure.

4.2.3 **By Telephone**

A Disclosure may be initiated by speaking with the Designated Officer directly or by leaving a confidential message on the voicemail box designated for that purpose, with information about the Wrongdoing, for the purposes of getting help to complete the Disclosure Form included in the Procedure.

4.3 **Disclosure to the Public Protector**

Any person may make a Disclosure to the Public Protector (*Protecteur du citoyen du Québec*) directly.

5. TREATMENT OF A DISCLOSURE

5.1 Examination of Admissibility

- 5.1.1 Upon receipt of a Disclosure, the Designated Officer will examine the Disclosure to determine the nature of the alleged Wrongdoing and its admissibility under this Policy. To that end, the Designated Officer will assess:
- i. whether the Disclosure falls within the scope and definitions of this Policy.
 - ii. whether the Disclosure contains sufficient information to warrant an investigation pursuant to this Policy.
 - iii. whether too much time has elapsed since the event(s) leading to the Disclosure.
- 5.1.2 If the Disclosure does not fall within the scope and definitions of this Policy, the Designated Officer will put an end to the examination and inform the Discloser, if known.
- 5.1.3 If the subject matter of the Disclosure is subject to treatment under another University policy or procedure, the Designated Officer will inform the Discloser, if known, of this option and will put an end to the examination of the Disclosure pursuant to this Policy.
- 5.1.4 At any time, and in any case, the Designated Officer will put an end to the examination and/or investigation of a Disclosure pursuant to this Policy if the alleged Wrongdoing is, or becomes, as the case may be, the subject of legal proceedings, before a court, including labour arbitrators, CNESST, Human Rights Commission, Access to Information Commissions and the like, if it relates to a decision rendered by such a court. In such an instance, the Designated Officer will inform the Discloser, if known, of the closure of the file.
- 5.1.5 In any case where the Designated Officer puts an end to the examination and/or treatment of a Disclosure, the Designated Officer shall inform the Discloser, if known, of this decision.

5.2 Investigation

- 5.2.1 If the Disclosure is admissible, the Designated Officer shall assign an Investigator and refer the matter for an investigation.
- 5.2.2 The Investigator shall be bound by confidentiality requirements equivalent to those applying to the Designated Officer under this Policy and the Act.
- 5.2.3 The Investigator shall report to the Designated Officer on progress and outcome of the mandate.
- 5.2.4 The Designated Officer shall keep the Highest-Ranking Administrative Official informed of the steps taken, unless, in the Designated Officer's opinion, this reporting would be inappropriate in the circumstances, such as if the Disclosure were to implicate the Highest-Ranking Administrative Official. In such instances, the Designated Officer shall keep the Chair of the Board of Governors informed.

5.3 Obligation to Cooperate

- 5.3.1 By virtue of the *Act to facilitate the disclosure of wrongdoings relating to public bodies*, all persons are required to cooperate and respond to an investigation duly initiated by the Designated Officer or the Public Protector, as the case may be.

5.4 Confidentiality

- 5.4.1 The Designated Officer and the Investigator shall take all necessary measures to preserve the confidentiality of the Disclosure and, as much as is reasonably possible, the identity of the Discloser and Cooperator.
- 5.4.2 If the Designated Officer or the Investigator deems it necessary to divulge the identity of the Discloser, as the case may be in the course of an investigation, the Designated Officer must first obtain the Discloser's consent. If the Discloser does not consent, the Designated Officer shall determine whether the investigation pursuant to this Policy may continue in the circumstances and, if not, the Designated Officer may put an end to the treatment of the Disclosure.
- 5.4.3 In the case of an anonymous Disclosure, the Investigator shall carry out the investigation to the extent possible in light of the information made available.

5.5 Rights of the Respondent

- 5.5.1 The Designated Officer shall take measures to protect, to the extent possible, the privacy and rights of a Respondent.
- 5.5.2 In the course of an investigation, the Investigator shall share with the Respondent any information necessary to allow that person to understand the nature of and respond to the allegations, taking due regard to protect, as much as is reasonably possible, the identity of the Discloser and Collaborator.
- 5.5.3 The Respondent shall have an opportunity to provide an account of events, facts, and documentation, during a meeting with the Investigator in person or by other means.
- 5.5.4 The Respondent may be accompanied by an Advisor at any meeting or discussion with the Investigator. This Advisor must not interfere with the conduct of an investigation and shall keep confidential any information obtained in the course of the investigation.

5.6 Decision

- 5.6.1 Once the investigation has been concluded, the Investigator shall determine whether a Wrongdoing has been or is about to be committed. The Investigator will submit a report on the Investigation to the Designated Officer or, where the Designated Officer is the Respondent, to the Highest-Ranking Administrative Official. Where the Highest-Ranking Administrative Official is the Respondent, the Designated Officer will submit the report to the Chair of the Board of Governors.
- 5.6.2 The report shall include a description of the allegation of Wrongdoing, a summary of the facts and evidence uncovered during the investigation; and an analysis of such facts and evidence and how they are relevant or not; and a conclusion as to whether or not Wrongdoing has been or is about to be committed.

5.7 If a Wrongdoing has been or is about to be committed

The Designated Officer:

- (i) will promptly provide the Investigator's report to the Highest-Ranking Administrative Official so that the necessary corrective measures or sanctions may be taken, in accordance with University policies, regulations, collective agreements and the law, as the case may be.

- (ii) will inform the Discloser that the investigation is completed and, if appropriate, may inform Discloser of any follow-up given to the Disclosure.
- (iii) will inform the Respondent that the investigation is completed and that the matter is in the hands of the Highest-Ranking Administrative Official.
- (iv) will provide the Investigator’s report to the Respondent, except in exceptional circumstances, such as those involving an order from a Court or recommendation of law enforcement agency.
- (v) will, when applicable, transfer relevant information to appropriate external bodies, such as the police force or to the Anti-Corruption Commissioner.

5.8 If no Wrongdoing has been or if no Wrongdoing is about to be committed

The Designated Officer will:

- (i) put an end to the processing of the Disclosure;
- (ii) promptly transfer the Investigator’s report to the Highest-Ranking Administrative Official;
- (iii) send notice, with reasons, to the Discloser, if known and;
- (iv) send the Investigator’s report to the Respondent.

6. DELAYS

6.1 The Designated Officer processes the Disclosure in accordance with the following delays:

STAGE	TARGET WAIT TIME
Written acknowledgement of receipt of a Disclosure	Within 7 working days from receipt
Determination on the admissibility of a Disclosure by the Designated Officer	Within 15 working days from the receipt
Conduct and conclude the investigation, including the drafting of a report	Within 6 months from the receipt

6.2 Investigations which are unusually complex in the opinion of the Designated Officer and Investigator may require extensions. The Investigator shall request any extensions to the

Designated Officer, who shall, decide on the appropriate extension and notify the Discloser in writing.

7. PROTECTION FROM REPRISALS

- 7.1 It is forbidden to take a Reprisal against a person. It is also forbidden to threaten to take a Reprisal against a person in an attempt to prevent such person from making a Disclosure or cooperating in an investigation.

8. RECOURSE AGAINST REPRISALS

- 8.1 A Member of the University Community who believes a Reprisal has been taken against them may also file a complaint with the Designated Officer.
- 8.2 However, if the alleged Reprisal constitutes a “prohibited practice” within the meaning of subparagraph 11 of section 122 of *the Act respecting labour standards*, CQLR, chapter N1.1, one may file a complaint with the *Commission des normes, de l'équité, de la santé et de la sécurité du travail* within 45 days of the event that is the subject of his complaint.
- 8.3 Where appropriate, any person who believes that they have been the victim of a Reprisal may exercise the recourses available to them in University policies and regulations, collective agreements, or the law, as the case may be.
- 8.4 Any person who believes a Reprisal has been taken against them may file a complaint with the Public Protector (*Protecteur du citoyen du Québec*) in order to have the Public Protector (*Protecteur du citoyen du Québec*) examine whether the complaint is well-founded and submit any recommendations that the Public Protector (*Protecteur du citoyen du Québec*) considers appropriate to the Highest-Ranking Administrative Official of the University.

9. SANCTIONS

- 9.1 Any person who commits a Wrongdoing or contravenes this Policy, including the protection regime against Reprisals is subject to sanctions under the Act or other applicable law, or to disciplinary measures that may be imposed in accordance with relevant University regulations, policies, or collective agreements, as the case may be.
- 9.2 Any person who takes a Reprisal against a Discloser or Cooperator engages their personal liability.
- 9.3 A person who makes a Disclosure that is not in Good Faith engages their personal liability and is subject to disciplinary proceedings in accordance with relevant regulations, policies, collective agreements, and the law, as the case may be.

- 9.4 Similarly, any contravention of this Policy or the Act by a supplier, partner, guest, consultant or outside agency will subject it to the sanctions provided in the contract binding it to the University or in the provisions of the legislation applicable in the matter.

10. REPORTING

- 10.1 The Designated Officer shall prepare and submit, on at least an annual basis, a report to the Chair of the Board of Governors, the Chair of the Audit and Risk Committee, to Senate and to the Board of Governors, which, in accordance with the Act shall include the following:
- i. the number of Disclosures received by the Designated Officer;
 - ii. the number of Disclosures ended under s. 5.1 of this Policy;
 - iii. the number of well-founded Disclosures;
 - iv. the number of Disclosures broken down according to the categories of Wrongdoings;
 - v. the types of action taken pursuant to an investigation;
 - vi. the number of Disclosures transferred under s. 5.7 v of this Policy.

11. FINAL PROVISIONS

- 11.1 Nothing in this Policy relieves those responsible for the administration and management of academic, administrative, or service units from the responsibility of addressing situations of misconduct in accordance with good management practices and existing policies, guidelines, and procedures.

12. PROCEDURES

- 12.1 The Secretary-General will develop a procedure to implement and give effect to this Policy.

13. EFFECTIVE DATE, TRANSITIONAL PROVISION, & REVIEW

- 13.1 This Policy shall come into effect the later of the date of the publication of the procedure referred to in section 12 or 6 months after the Policy is adopted by the Board of Governors.
- 13.2 This Policy shall not apply to any Disclosures made before its coming into force. Consequently, any Disclosure made prior to the publication of the procedures shall continue to be governed by the Policy on Safe Disclosure (“Whistle Blowing”).
- 13.3 This Policy shall be reviewed at least once every five years.



OVERVIEW OF REVIEW

a) Scope of the Policy

The review considered whether the University should limit the scope of the Policy to employees only, as the Act provides that public bodies establish a procedure to facilitate “employee” disclosures.

It is recommended not to limit the scope of the Policy to “employee” disclosures. Rather, it is proposed to model the new Policy on the current Policy which would allow members of the University community to submit disclosures concerning Wrongdoing at the University.

The rationale for the requirement to establish a procedure within public bodies is that the individuals who work for and with such organizations are more likely to become whistleblowers and that the public bodies themselves are often well-positioned to receive and respond to such disclosures.

In the university context, where those in a position to become whistleblowers cut across many groups, a policy with a broader scope of application, which captures more than just “employees”, is more closely aligned with this rationale.

In accordance with the Act and policies in place at other universities, it is proposed that the Policy exclude disclosures made for personal purposes or not in the public interest. A disclosure is deemed to be made for personal purposes when the subject of the disclosure concerns a personal situation or the interests of one person only, for example, when the subject-matter of a disclosure pertains solely to a condition of employment of the discloser. Similarly, it is also proposed to exclude disclosures whose purpose is to question the merits of the policies or program objectives of the University, those that are frivolous.

Further to consultations and taking into account the extensive regulatory framework McGill has in place through its policies and regulations that address wide-ranging subject matters, it is also proposed that the new Policy provide that matters involving wrongdoing which are subject to treatment under another University policy or regulation be treated outside the purview of this Policy. This separation ensures against overlap and contradiction between University policies and regulations and aims to provide clarity in operational processes. The University has established specialized policies and processes, some of which also respond to legislative requirements, that also provide for confidential and safe reporting processes (concerning for example, sexual violence, harassment, discrimination etc).

b) Definition of Improper Activity vs. Wrongdoing

The current Policy refers to the disclosure of “improper activity” which is defined as an act or omission committed that constitutes “Academic Misconduct”, “Research Misconduct” or “Financial Misconduct”.

The current Policy defines these three types of misconduct as follows:

- 2.1** “Academic Misconduct” includes failure to perform academic duties, improper use of confidential academic material, and misrepresentation of material facts for personal advantage or for the advantage or disadvantage of another.
- 2.6** “Financial Misconduct” includes misappropriation or misuse of funds or property that belong to the University or for which the University is directly or indirectly responsible, and the failure to follow accepted University or Granting Agency policies or practices applicable to the use and administration of funds or property
- 2.13** “Research Misconduct” includes fabrication, falsification, plagiarism, or any other conduct related to research that constitutes a significant departure from Granting Agency or other relevant regulatory body requirements, or from the ethical and other standards that are commonly accepted within the relevant research community for proposing, performing, reporting, or reviewing research or treating human and other sentient research subjects.

In contrast, the Act refers to the disclosure of “wrongdoing” which is defined more broadly as follows:

- 4.** For the purposes of this Act, any act that constitutes or consists in, as the case may be,
- (1) a contravention of a Québec law, of a federal law applicable in Québec or of a regulation made under such a law,
 - (2) a serious breach of the standards of ethics and professional conduct,
 - (3) a misuse of funds or property belonging to a public body, including the funds or property it manages or holds for others,
 - (4) gross mismanagement within a public body, including an abuse of authority,
 - (5) any act or omission that seriously compromises or may seriously compromise a person’s health or safety or the environment, or
 - (6) directing or counselling a person to commit a wrongdoing described in any of paragraphs 1 to 5,
- is considered a wrongdoing.

It was decided to adopt verbatim the Act’s terminology and definition of “wrongdoing” as have other public bodies who are subject to the Act, including other university-level education institutions. The Act’s definition of “wrongdoing” is broad and may capture the above-cited types of misconduct. For this reason, it is also proposed to change the title of the Policy to “Policy on the Disclosure of Wrongdoings”.

Furthermore, this revision would allow the University’s annual report (currently produced in two versions) required under the Policy to match the reporting requirements of the Act:

25. A public body required to establish and disseminate a procedure to facilitate the disclosure of wrongdoings by its employees must include, in its annual report,

- (1) the number of disclosures received by the designated officer;
- (2) the number of disclosures the processing or examination of which was ended under paragraph 3 of section 22;
- (3) the number of well-founded disclosures; and
- (4) the number of disclosures broken down according to the categories of wrongdoings set out in section 4;

In addition to these requirements, the annual report will provide for a brief description of the types of actions taken pursuant to an investigation. The process will provide for the report to be submitted to Senate and to the Board.

c) Role of Public Protector

The current Policy does not inform members of the University community that they may also make disclosures to the Public Protector directly. It is proposed to include such a provision in the Policy. It should be noted that while the current Policy does not mention the Public Protector, the University's webpage describing the process to submit a safe disclosure (allegation of wrongdoing) does mention the option to make disclosures directly to the Public Protector. The Public Protector is an external, independent institution mandated under the Act to handle:

- (i) Disclosures of Wrongdoing within or about a public body; and
- (ii) Reprisal complaints stemming from a Disclosure or cooperation in an investigation.

d) Making a disclosure under the Policy

The current Policy does not specify the manner in which a disclosure must be filed nor the information such a disclosure must contain in detail. In order to facilitate the disclosure of wrongdoings at McGill, it is proposed to include a section providing that a person wishing to make a disclosure may do so either by in person, via telephone or in writing.

It is also proposed to develop a disclosure form to the Policy which would ensure that disclosures submitted contain the information necessary for their examination and treatment.

e) Role of the Designated Officer and Investigator

The review examined the role of the Secretary General and Responsible Officers. Under the current Policy, disclosures are filed with the Secretary General who forwards them to Responsible Officers for review and possible investigation. The Act requires that the "highest-ranking administrative" official of a public body designate a single "designated officer" who shall be responsible for receiving and treating

disclosures. It is proposed that, by virtue of the Policy, the Principal, as “highest-ranking administrative official”, designate this role and responsibility to the Secretary-General. This is consistent with practices at other universities, where the Secretary is also responsible for the neutral, impartial administration of key university processes. As such, under the Policy, the Secretary-General is responsible for:

- receiving Reports of possible wrongdoing against the University;
- verifying whether a wrongdoing has been committed or is about to be committed at the University
- assigning Investigators (internal or external) for cases;
- ensuring the application of the procedure for reporting and handling of Wrongdoing established by the University;
- ensuring the confidentiality of the identity of the person making the disclosure, cooperating with an audit or investigation of a disclosure, or who is implicated by a disclosure;
- ensuring the confidentiality of the disclosure files and electronic directories;
- ensuring the dissemination of the University's policy and procedure for facilitating the reporting of wrongdoing the University;
- reporting annually to the Senate, Board and Chair of the Audit and Risk Committee

The new Policy provides that the Designated Officer will assign the investigation to an investigator, who may be internal (employee) or external to the University. It is by this mechanism that the current responsible officers under the current Policy and other persons, either internal or external to McGill, will be implicated in the new investigation process.

f) Protection against reprisals

In accordance with article 10 (6) of the Act, the Policy must explicitly state the protection provided against reprisals and the time limit for exercising a recourse against a practice prohibited by subparagraph 11 of the first paragraph of section 122 of the Act respecting labour standards. This has been added to the Policy.

g) Annual Report

The current Policy provides that the Secretary-General shall make a report to Senate and the Board of Governors, which report shall include:

- (i) the number of reports filed by Disclosers;
- (ii) the number of reports investigated;
- (iii) the number of findings of Improper Activity;
- (iv) the types of action taken pursuant to an investigation.

It is proposed to align the annual report with the requirements of s. 25 of the Act as excerpted above but maintain the inclusion of point (iv, relating to the types of actions taken). It is also proposed that the annual report be submitted on at least an annual basis.

h) Review Schedule

In accordance with the *Policy for the Development and Review of Governing Documents*, the Policy will provide for a review every five years, as a good governance practice. It is proposed to add this to the Policy.

Communication and Training

Following the adoption of the new Policy by Senate and the Board of Governors, a communication to the community will indicate that the new Policy has been approved and when it will come-into-force. The coming-into-force date will coincide with the finalization of its procedure. The Secretariat's website will be updated with this information. Training will be provided to ensure effective implementation, as necessary.

Timing

It is anticipated that the proposed new Policy will be submitted for approval to:

- Audit and Risk Committee on May 9, 2023
- Senate on May 10, 2023
- Board of Governors on May 18, 2023

