

Secretariat

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of May 8, 2023. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Appointments to Advisory Committees** [NG22-26]

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

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

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

- *The appointments of Peter Balyta (subject to his willingness to serve), and Sonia Mata as representatives of the Board of Governors on the Advisory Committee for the Possible Selection of the Dean of the Faculty of Education and the appointment of Morna Flood Consedine (subject to her willingness to serve) as an alternate member.*
- *The appointments of Ram Panda, Stephen Halperin, Maryse Bertrand and Kathy Fazel as representatives of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Vice-Principal (University Advancement) and the appointments of Stuart Cobbett and Claude Généreux as alternate members.*
- *The appointments of Ariel Deckelbaum, Diletta Prando, Marie Giguère, and Inez Jabalpurwala as representatives of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Deputy Provost (Student Life and Learning) and the appointment of Lili de Grandpré as an alternate member.*

2. Appointments to Board Standing Committees [NG22-27]

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

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

- *The appointment of Ms. Saloua Benkhouya as member of the Finance Committee with a term commencing July 1, 2023 to June 30, 2026.*

Profile: **Saloua Benkhouya** recently joined Fonds de solidarité FTQ in 2022 as Vice President, Private Equity and Impact Investing - service industries. Prior to joining Fonds de solidarité FTQ she held various senior position at RBC including, V.P. Business Financial Services - Diversified industries, Media & Entertainment; V.P President Business Financial Services-Diversified Industries and V.P. Business Financial Services, Healthcare. She also worked for HSBC in the Middle East from 2006 to 2009 in global banking and markets.

3. Appointments to Internal/External Non-Board Bodies [NG22-28]

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

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

- *The appointment of Diletta Prando as a Board of Governors representative on Senate for a three-year term commencing July 1, 2023 and ending June 30, 2026.*

4. Appointments to Healthcare Bodies [NG22-32]

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

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

- *The appointment of Dr. Lesley Fellows as a representative of McGill University on the CIUSSS du Centre-Ouest-de-I 'Ile-de-Montréal with a term commencing July 1, 2023.*

5. Revisions to the Human Resources Committee Terms of Reference

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

The general objectives of the current review of the terms of reference include standardizing the language and implementing updates that reflect current practices.

The following is an overview of the key changes, as noted in Appendix A:

- Eliminating mention of the Committee's ability to refer matters to the Executive Committee in section 2 and 2.1 given that the Committee, like all other Board Committees, has the authority to refer matters under its authority to another Committee, including the Executive Committee, depending on the issue in question. This authority applies to all Committees and is indicated in the Board-approved committee regulations;
- Including recognition of the Committee's oversight responsibility in matters related to staff recruitment, performance, talent management and related matters;
- In respect of executive compensation, in article 2.1(i): including mention of the Committee's role in reviewing and approving not only frameworks but also the submission of reports;
- Including recognition of the Committee's oversight responsibility of progress on Equity, Diversity and Inclusion (EDI) within the workforce, notably in relation to employment and safe and inclusive working conditions and climate;
- A few housekeeping changes to clarify the Committee's functions.

The recommendation is presented for approval by the Board of Governors, as follows:

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

6. Proposed Revisions to the Policy on the Development and Review of Governing Documents [NG22-30]

The NGE Committee reviewed a recommendation to approve a revised *Policy on the Development and Review of Governing Documents* ("Policy" or "Policy Framework").

The Policy was approved by the Board of Governors at its meeting of October 5, 2017, on the recommendation of the Nominating, Governance and Ethics Committee. The Secretary-General initiated a review of the Policy in October 2022, in accordance with the requirement that Executive Sponsors review Governing Documents at least once

every five years. The following proposal for revisions is submitted pursuant to this review. The most notable revisions are described in Appendix B. (The current Policy is attached as Appendix D)

Altogether, the proposed revisions aim to enhance the quality of the existing Policy framework. The related Procedure will be revised for Fall 2023 to reflect the Policy's proposed revisions.

The recommendation is presented for approval by the Board of Governors, as follows:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the proposed revisions to the Policy on the Development and Review of Governing Documents, as presented in Appendix C.

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Overview of University Policies and Regulations with an Ethics Component [NG22-31]

The NGE Committee received an overview on the University's Policies and Regulations related to or involving ethical considerations. Such an overview was requested by the Committee at its last meeting.

The Committee reviewed the policies and regulations, noting that they form the University's regulatory framework, and serve to protect the integrity of research, teaching, and administrative activities carried out at McGill.

END
May 2023

McGill University
Board of Governors – Human Resources Committee

DRAFT

Terms of Reference

Enacting Provisions

The Human Resources Committee (the “Committee”) is established under the authority of, and is accountable to, the Board of Governors (the “Board”) of McGill University (the “University”). It shall function as stipulated in these terms of reference and in 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.

Notwithstanding the provisions set out below, the Committee does not have the authority to appoint, reappoint, or dismiss any employee of the University.

1. Composition

a. Other than the ex-officio members, appointments to the Committee are approved by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.

b.

i. The Committee shall consist of five to eight members, exclusive of *ex officio* members, selected, as indicated below, from among the following membership categories:

- At least three from At-large members of the Board, Alumni Association members of the Board and Governors Emeriti, one of whom must be an At-large member of the Board;
- At least one member of the general public.

ii. University students, employees, and individuals holding a personal service contract with the University, except for the Principal, are not eligible for appointment to the Committee.

c. The Chair of the Board and the Principal and Vice-Chancellor (“Principal”) shall serve as *ex officio* members of the Committee.

d. The Chair of the Committee shall be appointed by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.

e. The Committee may recommend the appointment of a Vice-Chair of the Committee, who shall be appointed by the Board 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 delegate shall serve as Secretary and as governance advisor to the Committee.

h. For human resources matters identified by the Senior Steward or the Secretary, the Provost and Vice-Principal, Academic, shall serve as special advisor to the Committee, and shall attend meetings for particular items.

i. 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.

2. Mandate

The Committee assists the Board in fulfilling its governance responsibilities with respect to human resources matters for University employees, including overseeing the management of human capital to support the realization of the University's strategic priorities and objectives.

The Committee may consider other matters delegated to it by the Board, the Principal, the Vice-Principal Administration and Finance or the Provost and Vice-Principal, Academic. ~~The Committee may also refer human resources matters relating to the academic staff to the Executive Committee, as needed.~~

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

2.1 Functions delegated by the Board of Governors

a. review and approve the annual salary policy for academic staff, taking into account: recommendations from the Provost and Vice-Principal, Academic, the Committee on Academic Staff Compensation (CASC) as may be applicable, University budget projections and trends at other Universities and relevant sectors, ~~and input from the Executive Committee of the Board of Governors,~~ as appropriate;

b. ——— review and approve the annual salary policies for staff in the Management, Professional and Excluded ("MPEX") and Executive categories (non-unionized), taking into account recommendations from the Vice-Principal, Administration and Finance, University budget projections, trends at other universities and relevant sectors;

c. review and approve mandates for the negotiation of collective agreements with certified bargaining units;

d. annually review and approve the employee benefit plan coverage and benefit rate renewal, taking into account current market trends, recommendations from the Vice-Principal, Administration and Finance, and the Staff Benefits Advisory Committee (SBAC), as may be applicable;

e. authorize the framework for expenditures of such sums as may be required for the payment of gratuities, retirement allowances, pensions, life insurance or other insurance (including health insurance) for the benefit of employees, when not so determined by approved policies, group plans, or collective agreements;

f. regarding matters of executive compensation:

- i. monitor trends for the compensation of senior administrators with reference to other universities and relevant sectors, and review and approve the frameworks and policies, and the submission of reports concerning ~~for~~ the remuneration, compensation, retirement and superannuation of the Principal ~~and Vice-Chancellor~~, Provost and Vice-Principal, Academic, Deputy Provost, associate-provosts, vice-principals, associate and assistant vice-principals, deans and other members of the senior administration;
- ii. review and approve the employment contract and any modifications thereto of the Principal ~~and Vice-Chancellor~~;
- iii. receive and review the Chair of the Board's annual review on the performance of the Principal ~~and Vice-Chancellor~~, and annually review and approve the Principal's remuneration at an in-camera session of the Committee, during which the Principal shall absent him or herself from the deliberations and decision;
- iv. approve significant anomalies in the terms and conditions of appointment, compensation and significant benefits of officers reporting directly to the Principal; ~~such as mortgage subsidies and bridging loans~~, or as may be recommended by the Principal;

~~g. periodically review senior administration succession plans;~~

~~h.g. regularly review risks related to Human Resources matters, and among other items, review and approve plans and reports concerning~~ ~~for~~ recruitment and changes in overall staffing levels of the University;

j. h. periodically review the University's policies, programs and practices related to recruitment, performance and talent management, and succession planning, as related to academic, MPEX and Executive categories (non-unionized) of staff.

i. provide general oversight of policies and processes that ensure the University's compliance with occupational and environmental health and safety legislation, relevant regulations, standards and codes of practice;

~~j.~~ receive and review the annual report on health and safety matters, and any periodic reports that may be referred to it.

k. Oversee institutional progress on Equity, Diversity and Inclusion (EDI) within the workforce, notably in relation to employment and safe and inclusive working conditions and climate.

l. Receive and review reports on matters related to employment equity, harassment and discrimination and sexual violence, and oversee and assess the University's progress on strategic priorities in these areas insofar as they affect the University's workforce.

2.2 Functions subject to the authority of the Board of Governors

- a. review and recommend to the Board material policies governing the University's human resources, and any amendments thereto;
- b. _____ receive and consider reports and recommendations from the Pension Administration Committee and make recommendations to the Board with respect to the design of the McGill University Pension Plan (MUPP) and such other pension matters within the authority of the Board.

3. General provisions

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

Last revised:

Board of Governors: April 21, 2016

Previous amendments:

Executive Committee: September 24, 2007

Board of Governors: December 7, 2009

Executive Committee January 25, 2010

Board of Governors: September 27, 2012

Board of Governors: October 8, 2015



Type of Proposal	Indicate the type of proposal: <input type="checkbox"/> Proposal for New Governing Document <input checked="" type="checkbox"/> Proposal for Revisions to existing Governing Document
Existing Title of Governing Document	Policy for the Development and Review of Governing Documents
Executive Sponsor (ES)	Edyta Rogowska, Secretary-General

1. Rationale for the Proposal For Revisions

The Policy for the Development and Review of Governing Documents (“Policy” or “Policy Framework”) was approved by the Board of Governors at its meeting of October 5, 2017, on the recommendation of the Nominating, Governance and Ethics Committee. The Secretary-General initiated a review of the Policy in October 2022 in accordance with the requirement that Executive Sponsors review Governing Documents at least once every five years. The following proposal for revisions is submitted pursuant to this review. The most notable revisions are described below. Altogether, the proposed revisions aim to enhance the existing Policy and to ensure that the University’s Policy Framework remains robust.

2. Overview of the Most Notable Proposed Revisions

Except where noted, all section references are to the draft revised Policy.

I. GENERAL

a. Structure

In contrast to the current Policy, the structure of the revised Policy reflects and aligns more closely with the activities that constitute the lifecycle of governing documents:

- i. New Governing Documents and Revisions to Existing Governing Documents
- ii. Review of Governing Documents
- iii. Development of Procedures and other Secondary Documents
- iv. Repeal of Governing Documents
- v. Official Repository of Governing Documents

b. Roles, Responsibilities and Discretion

In relation to the Policy’s new structure, the roles, responsibilities and discretion of Executive Sponsors and Delegates (e.g., see ss. 10, 14, 18, 19, 20, and 21) as well as of the Secretary-General (e.g., see ss. 5, 11, 13, and 22) are more clearly described in relation to specific process activities.

II. INTERIM DOCUMENTS

It is proposed to introduce a process to address the exceptional circumstance where a Governing Document must be established in a time-period too short to permit the completion of the formal process for the development and approval of Governing Documents. In such circumstances, Executive Sponsors may proceed first with the development of a Procedure or other Secondary Document, as appropriate, to apply in the interim period until the Governing Document is formally approved by the Approving Body (for more information, see s. 18).

III. REPORTING REQUIREMENT AND ADDRESSING CONFLICTS AND CONTRADICTIONS BETWEEN GOVERNING DOCUMENTS

To ensure proper oversight at the governance level, it is proposed that Governing Documents provide for, as appropriate, a reporting requirement to the relevant Approving Body or a Committee thereof (see ss. 5 of General Provisions). It is also proposed to introduce provisions for the resolution of a conflict or contradiction between two or more Governing Documents (see ss. 6-8).

IV. NON-SUBSTANTIVE REVISIONS

It is proposed to introduce the concept and term of ‘Non-Substantive Revisions’ (see s. 3.6). The current Policy provides that the Secretary-General is authorized to implement changes in a Governing Document, provided that such changes do not materially affect its substance. This provision is enhanced with the introduction of a clear and comprehensive definition of what constitutes a ‘Non-Substantive Revision’. It is also proposed to revise the wording and location of the provision (see s.11). Regarding its location, it is proposed to move the provision to the new and more relevant section ‘New Governing Documents and Revisions to Existing Governing Documents’.

V. SCOPE

It is proposed that the Scope section indicate that the Policy “governs the lifecycle of Governing Documents” (see s. 2 para.1). With this addition, the Scope section not only captures the actors involved in the Policy Framework, but also the activities that constitute the lifecycle of governing documents.

VI. PREAMBLE

The current Policy does not include a preamble. It is proposed to introduce a preamble to affirm the vision and context for the Policy’s stated purpose. The proposed preamble describes the significance of University policies and regulations (“Governing Documents”) and the related importance of the University’s Policy Framework, with reference to the University Statutes and the University’s mission and principles. Of note, the preamble underlines that Governing Documents promote good governance, sound management practices and standards of behaviour that support the University’s compliance with laws and regulations.

3. Impact of Decision and Next Steps

Following the approval of the proposed revisions by the Nominating, Governance and Ethics Committee, the revisions will be presented for approval to the Board of Governors on May 18, 2023. Procedures and policy template documents will be adjusted thereafter by the Secretariat.

4. Development of Procedures and Secondary Documents

The Secretary-General will review and revise the *Procedure for the Development and Review of Governing Documents* for the start of the 2023-2024 academic year following the approval and adoption of the revised Policy.



PREAMBLE

The University pursues its mission in a manner that advances its goals, protects the integrity of all it does and maintains the confidence of all members of the University community. Faculty, staff and students are expected to conduct themselves according to ethical and behavioural standards that promote an environment of respect, trust and inclusion, where excellence can flourish.

University policies and regulations (“Governing Documents”), as approved by the Board of Governors and/or Senate, in accordance with their respective jurisdictions under the University *Statutes*, align the University’s activities with its mission, strategic priorities, and the principles of academic freedom, integrity, responsibility, equity and inclusiveness. Governing Documents also serve to promote good governance and sound management practices and standards of behaviour that support the University’s compliance with laws and regulations.

To this end, an institutional policy framework is necessary to ensure that the University formally approves and maintains Governing Documents in a cohesive, user-friendly, and consistent format, and that all individuals and units engaged in developing and maintaining Governing Documents follow a standard process with stated requirements.

PURPOSE AND SCOPE

Purpose

1. This Policy establishes a coordinated and consistent process for the development, approval, review, and repeal of Governing Documents and Procedures.

Scope

2. This Policy governs the lifecycle of Governing Documents and applies to all Executive Sponsors and their Delegates engaged in the development, review and administration of Governing Documents.

Unit Level Documents are not subject to the requirements and processes of this Policy and the Procedure for the Development and Review of Governing Documents.

Definitions

3. The following definitions apply to this Policy and accompanying Procedures:

- | | |
|----------------------------------|--|
| 3.1 <i>Approving Body:</i> | University governance body under whose jurisdiction the Governing Document is approved (Board of Governors, Senate). |
| 3.2 <i>Executive Sponsor(s):</i> | The senior administrator(s) responsible for the development, approval, review, and repeal of a Governing Document. For the purposes of this Policy, Executive Sponsors are the Principal and |

Vice-Chancellor, the Provost and Vice-Principal (Academic), the Vice-Principals, the Deputy-Provost (Student Life and Learning), the Associate-Provost (Equity and Academic Priorities), the Secretary-General and the General Counsel.

3.3 Delegate:

The position to which the Executive Sponsor may delegate authority for the development and review of a Governing Document.

3.4 Draft Governing Document:

University Policy and/or Regulation in any stage of development, prior to approval by the Approving Body.

3.5 Governing Document:

University Policy and/or Regulation approved by the Approving Body.

3.5.1 Policy

A *Governing Document* that is broad and general in nature and:

- describes the University's position on a particular subject matter which has broad application;
- articulates key principles, values, requirements, and responsibilities;
- changes infrequently, and changes are subject to the approval of the Approving Body.

3.5.2 Regulation:
(including Codes¹ and Charters²)

A *Governing Document* that is administrative and prescriptive in nature and:

- provides guidance with respect to University activities;
- regulates actions and describes steps to follow for a particular outcome;
- identifies the scope of actions;
- provides for sanctions upon individuals;
- changes infrequently, and changes are subject to the approval of the Approving Body;
- contains procedural requirements.

3.6 Non-Substantive Revisions:

Revisions that do not alter the meaning or scope of a *Governing Document*. Examples include correcting typographical and grammatical errors, resolving formatting issues, updating references to amended or repealed Governing Documents and references to University structures, programs, or position titles. From time to time, a Non-Substantive Revision may also involve minor language changes intended to improve clarity of the Governing Document without altering its intended meaning.

¹ Such as codes related to student conduct or disciplinary matters.

² Such as the Charter of student rights. The Charter of McGill University is excluded.

Any other revisions to a Governing Document will follow the review process provided for by Procedure for the Development and Review of Governing Documents.

- 3.7 Secondary Document:* A document developed for the communication and implementation of a specific Governing Document. Secondary Documents include, but are not limited to: Procedures, Directives, Guidelines and other documents of the same nature.
- 3.7.1 Procedure:* A *Secondary Document* that supports and gives effect to a Governing Document. Procedures outline how a a Governing Document is to be implemented.
- 3.7.2 Directive:* A *Secondary Document* that provides specific instruction or direction on how to perform an action or reach a goal, normally in relation to a Governing Document.
- 3.7.3 Guideline:* A *Secondary Document* that recommends an approach or provides additional information, normally in support of a Governing Document or Procedure.
- 3.8 Unit Level Document:* A document that complies with legal or statutory requirements and that, by its purpose and scope, applies only to a specific faculty, school or unit.

General Provisions

4. Governing Documents shall be developed, approved, reviewed and repealed pursuant to this Policy and the Procedure for the Development and Review of Governing Documents.
5. To ensure proper governance oversight, Governing Documents, where appropriate, will provide for an annual reporting requirement to the Approving Body or a standing committee thereof.
6. A Governing Document must not overlap or contradict other Governing Documents. However, in the unlikely event of a conflict or contradiction between two or more Governing Documents, the matter will be referred to their respective Executive Sponsors who, in consultation with the Secretary-General, shall make a joint decision on the prevailing interpretation.
7. In the event of a conflict or contradiction between a Governing Document and the University *Statutes*, the *Statutes* shall prevail.
8. In the event of a conflict or contradiction between a Governing Document and a Unit Level Document, the Governing Document shall prevail.

New Governing Documents and Revisions to Existing Governing Documents

9. New Governing Documents and revisions to existing Governing Documents shall be formally approved by the Approving Body.

10. Executive Sponsors shall propose and develop new Governing Documents or propose revisions to existing Governing Documents in accordance with this Policy and the process established in the Procedure for the Development and Review of Governing Documents.
11. The Secretary-General may approve Non-Substantive Revisions to Governing Documents.
12. A Governing Document shall become effective upon approval by the Approving Body or at such a date as specified in the Governing Document or by the Approving Body.

Review of Governing Documents

13. The Secretary-General shall maintain a review cycle calendar and prompts Executive Sponsors when a review is due. Reviews of Government Documents shall be conducted at least once every five years by the Executive Sponsor or the Delegate, measured from the most recent review or, as the case may be, from the revision date.
14. Notwithstanding section 12, Governing Documents may be reviewed at any time before the review date, on the initiative of the Executive Sponsor or the Approving Body, when:
 - a) the Governing Document may no longer be legislatively or statutorily compliant;
 - b) the Governing Document may be in conflict with another Governing Document; or
 - c) the Approving Body or Executive Sponsor deems it as necessary in the best interests of the University.
15. A Governing Document shall remain in force during the review period to the extent that it is legislatively or statutorily compliant, in the best interests of the University and not in conflict with another Governing Document.

Development of Procedures and other Secondary Documents

16. Governing Documents shall be accompanied by Procedures, unless they contain built-in operational measures that give full effect to the Government Document.
17. Executive Sponsors are responsible for the development of Procedures in accordance with the requirements of the Procedure for the Development and Review of Governing Documents.
18. In exceptional circumstances, where a Governing Document must be established in a time-period too short to permit the completion of the process set out in the Procedure for the Development and Review of Governing Documents, Executive Sponsors may proceed first with the development of a Procedure or another Secondary Document, as appropriate, to apply in the interim period until the Governing Document is formally approved by the Approving Body, or for a period of up to 6 months from the date of issuance. Such an interim document is subject to the approval of the Executive Sponsors as a group. This group may also agree to renew the document, if necessary, in the best interests of the University.

19. Executive Sponsors are responsible for the communication and implementation of Governing Documents, including through the development of Directives and Guidelines as appropriate.

Repeal of Governing Documents

20. The repeal of a Governing Document must be formally approved by the Approving Body.
21. Executive Sponsors shall propose the repeal of Governing Documents in accordance with the process established in the Procedure for the Development and Review of Governing Documents.

Official Repository of Governing Documents

22. The Secretary-General shall maintain the University's official repository of all Governing Documents and Procedures. To that end, the Secretary-General shall:
 - a) Maintain up-to-date Governing Documents, procedure templates and related forms; and
 - b) Ensure that all amended and repealed Governing Documents are archived in accordance with McGill University Records Retention Schedule (MURRS).

AUTHORITY

23. This Policy is administered under the authority of the Secretary-General.
24. The Secretary-General is responsible for approving Procedures required to ensure the full implementation of this Policy.

POLICY REVIEW

25. The Secretary-General shall review this Policy at least once every five (5) years.



POLICY NAME	POLICY FOR THE DEVELOPMENT AND REVIEW OF GOVERNING DOCUMENTS
Approving Body	Board of Governors
Initial Approval Date	Nominating, Governance and Ethics Committee: September 19, 2017 Board of Governors: October 5, 2017
Date of last review	
Date of next review	2022
Executive Sponsor	Secretary-General

Related Documents	<ul style="list-style-type: none"> • Procedure for the Development and Review of Governing Documents • Appendix A: Governing Document Template • Appendix B: Procedure Template • Appendix C: Governing Document Proposal Form
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PART I – PURPOSE AND SCOPE

Purpose

- 1 This Policy is intended to establish a coordinated and consistent process for the development, approval and review of all University Governing Documents and Procedures.

Scope

- 2 This Policy applies to all Executive Sponsors and their Delegates responsible for the development and administration of all institutional University Governing Documents.

Documents limited in scope to a specific unit or faculty are not subject to this Policy. However, in the event of a conflict between a unit level document and a Governing Document, the Governing Document shall prevail.

PART II – POLICY PROVISIONS

Definitions

- 3 The following definitions apply to this Policy and accompanying Procedures:

3.1 *Approving Body:* University governance body under whose jurisdiction the Governing Document is approved (Board of Governors, Senate).

3.2 *Executive Sponsor:* The position responsible for the development review and implementation of a Governing Document or a Secondary Document. The Executive Sponsors are: the Principal and Vice-Chancellor, the Provost and Vice-Principal (Academic), the Vice-Principals, the Deputy-Provost (Student Life and Learning), the Associate-Provost (Equity and Academic Priorities), the Secretary-General and the General Counsel. Depending on the scope of the subject matter, a Governing Document may have more than one Executive Sponsor.

3.3 *Delegate:* The position to which the Executive Sponsor may delegate authority for the development and review of a Governing Document or a Secondary Document.

3.4 *Governing Document:* University Policy and/or Regulation approved by the Approving Body.

Governing Documents	Definitions
3.4.1 <i>Policy</i>	A Governing Document that is broad and general in nature and: <ul style="list-style-type: none">• describes the University’s position on a particular subject matter which has broad application;• reflects and upholds the University’s mission and principles;

	<ul style="list-style-type: none"> articulates key principles, values, requirements, and responsibilities; changes infrequently, and changes are subject to the approval of the Approving Body.
<p><i>3.4.2 Regulation (including Codes¹ and Charters²)</i></p>	<p>A Governing Document that is administrative and prescriptive in nature and:</p> <ul style="list-style-type: none"> provides guidance with respect to University activities; reflects and upholds the University’s mission and principles; regulates actions and describes steps to follow for a particular outcome; identifies the scope of actions; provides for sanctions upon individuals; changes infrequently, and changes are subject to the approval of the Approving Body; contains procedural requirements.

3.5 Draft Governing Document: University Policy and/or Regulation in any stage of development, prior to approval by the Approving Body.

3.6 Secondary Document: A document developed to support the communication and implementation of a Governing Document. Secondary Documents include but are not limited to: Procedures, Directives, Guidelines and other documents of the same nature. Secondary Documents are approved by the Executive Sponsor or Delegate, as determined by the Executive Sponsor.

Secondary Documents	Definitions
<i>3.6.1 Procedure</i>	A Secondary Document that supports and gives effect to a policy. Procedures outline how a policy is to be implemented. All policies need to be accompanied by procedures with the exception of policies containing built-in operational measures that give full effect to the policy.
<i>3.6.2 Directive</i>	A Secondary Document that provides specific instruction or direction on how to perform an action or reach a goal.
<i>3.6.3 Guideline</i>	A Secondary Document that recommends an approach or provides additional information in support of a Governing Document or Procedure.

3.7 Unit Level Document: A document whose application is limited in scope to a specific faculty, school or unit. Such documents must comply with any legal or statutory requirements and any Governing Document

¹ Such as codes related to student conduct or disciplinary matters.
² Such as the Charter of student rights. The Charter of McGill University is excluded.

Enabling Provisions

- 4 All Governing Documents are subject to approval by the Approving Body.
- 5 Governing Documents shall be developed and submitted for approval as set forth in the Procedure for the Development and Review of Governing Documents.
- 6 A Governing Document becomes effective upon approval by the Approving Body, or at such a date as specified by the Approving Body.

Review and Repeal

- 7 Governing Document reviews shall be conducted at least once every five (5) years by the Executive Sponsor or Delegate, as determined by the Executive Sponsor. The Executive Sponsor or the Approving Body may also initiate a review of a Governing Document when necessary to ensure legislative or statutory compliance or when deemed necessary to do so in the interests of the University.
- 8 A Governing Document may be reviewed or repealed by the Approving Body when:
 - (a) the Governing Document is no longer legislatively or statutorily compliant or;
 - (b) the Governing Document is in conflict with another Governing Document or;
 - (c) the Approving Body or Executive Sponsor deems it as necessary.
- 9 A Governing Document shall remain valid until such a time as the review is concluded by the Approving Body.
- 10 Every Executive Sponsor or Delegate shall follow the requirements outlined in this Policy and the Procedure for the Development and Review of Governing Documents.
- 11 Members of the senior administration (executive sponsors) are responsible for the communication and implementation of all Governing Documents and related procedures within their areas of responsibility.
- 12 The Secretary-General shall maintain the official repository of all Governing Documents. To that end, the Secretary-General shall:
 - (a) Maintain up-to-date Governing Documents, procedure templates and related forms;
 - (b) Ensure that all amended/repealed Governing Documents are archived in accordance with McGill University Records Retention Schedule (MURRS).

PART III – AUTHORITY TO APPROVE PROCEDURES

- 13 The Secretary-General is responsible for approving Procedures required to ensure the full implementation of this Policy.

PART IV - REVIEW

- 14 The Secretary-General is authorized to implement changes in a Governing Document, provided that such changes do not materially affect its substance or content.
- 15 The Secretary-General is responsible for the review of this Policy.