



Secretariat

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of April 10 and April 18, 2018. They are presented to the Board of Governors for consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS

1. Appointments to Board Standing Committees [NG17-22]

The NGE Committee reviewed the status of appointments on all Board Standing Committees. Based on its review and consultations carried out with Committee Chairs and Board Committee members, the NGE Committee recommends the appointments and reappointments noted below.

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

[With respect to the Building and Property Committee]:

- *The reappointment of **Mr. Peter Coughlin** as Chair of the Building and Property Committee to coincide with his end of term on the Board of Governors ending June 30, 2021.*

[With respect to the Investment Committee]:

- *The appointment of **Mr. Samuel Minzberg** as a member of the Investment Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*

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

- *The appointment of **Mr. Bob Babinski** as a member of the Nominating, Governance, and Ethics Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*

(Please see Appendix A for a brief profile)

- *The appointment of Ms. Manon Vennat as a member of the Nominating, Governance, and Ethics Committee for a one-year term commencing July 1, 2018 and ending June 30, 2019.*

(Please see Appendix A for a brief profile)

2. Appointments to Internal and External Non-Board Bodies [NG17-23]

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

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

- *The extension of Ms. Tina Hobday's term as the Board representative on Senate until June 30, 2019 to coincide with her end of term as an Alumni Association Representative on the Board.*
- *The appointment of Mr. Myles Edwards as a member designated by the Board of Governors on the Pension Administration Committee for a three-year term commencing April 1, 2018 and ending March 30, 2021.*

(Please see Appendix A for a brief profile)

3. Revisions to CAMSR Terms of Reference [NG17-24]

The NGE Committee reviewed and recommends for approval revisions to the Committee to Advise on Social Responsibility (CAMSR) Terms of Reference. Consideration of the revisions were deferred by the Board of Governors at its meeting on December 12, 2017, in order to provide Governors an opportunity for additional input. Following the December Board meeting, comments received from five Governors and from Divest McGill were submitted to and considered by CAMSR, along with two community questions referred to the Committee for consideration.

Based on the input provided, CAMSR held two meetings, on February 20 and March 21, 2018 to further review its Terms of Reference. Based on additional input and further consideration of the revisions by the Committee, an updated proposal has been submitted to the Board of Governors for consideration.

The general objectives of the revisions provide further clarification in language and updates that reflect current practices. Based on the review, the key recommendations include:

- Further standardizing the description of the Committee's composition and the terms of reference review cycle to align both with the terms of reference of the remaining Board Committees terms of reference;

- Providing for the option to recommend the appointment of a Vice-Chair of the Committee;
- Bringing further clarity to the definition and mandate sections (section 2 and 3) and to section 5.3 concerning the Committee’s consideration of expression of social injury.

The proposed revisions are attached as Appendix B, while the revisions submitted to the Board at the December 12, 2017 meeting are attached as Appendix C.

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

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Review of Board and Committee Evaluation 2017 – 2018 [NG17-25]

The Committee reviewed the 2017 - 2018 Board of Governors and Committee Evaluation. The Committee approved an additional section to the Evaluation that provides an opportunity for Board and Committee members to identify external candidates for possible service on the Board and/or Board Committees. This addition complements the newly established process of seeking input from members of the community for member-at-large positions on the Board. The Evaluation will be distributed to all Board and Committee members for completion at the beginning of May and an update on completion will be provided to the Board at its May 24 meeting.

2. Review of Board Committee Retreats 2018 – 2019 [NG17-26]

The Committee discussed Board Standing Committee retreats planned for 2018 and 2019. Retreats are planned for the Investment Committee, the Audit Committee and the NGE Committee.

3. Updates

The NGE Committee received the following updates for information:

- 2018 – 2019 NGE Committee Meeting Dates
- Update on Nominations to Healthcare Bodies
- Update on Nominations to Vanier College Board of Directors

END
April 2018

APPENDIX A

Profile: Bob Babinski

Mr. Bob Babinski is a freelance TV producer and broadcast performance trainer, having coached more than 500 broadcasters. He works regularly with commentators and hosts at Hockey Night in Canada and Rogers' Sportsnet. A sportscaster for CBC Montreal in the 1990's and a part-time journalism instructor at Concordia University since 2000, Mr. Babinski is currently President of the McGill Alumni Association. He received his Bachelor of Arts in Economics from McGill in 1986. He is also a member of Senate's Honorary Degrees and Convocations Committee. He was a long-serving Chair of the McGill News Advisory Board and has served for years as Master of Ceremonies for the McGill Sports Hall of Fame Luncheon. Mr. Babinski is also past President of the Board of Directors of the Montreal Oral School for the Deaf and past co-Chair of Hockey Without Borders.

Profile: Manon Vennat

Ms. Manon Vennat has been a Governor Emeritus of McGill since 2005. She obtained a bachelor's degree and a law degree from McGill and has held various positions in the federal government and in the private sector. She began her career with the Canadian Youth Company before founding the Montreal Language Center, where she held the position of Executive Director. She was previously a part-time Commissioner of the Public Service Commission of Canada and is also currently on the Board of the McCord Museum Foundation.

Profile: Myles Edwards

Mr. Myles Edwards is currently a Fixed Income Portfolio Manager at Intact Financial Corporation. With over 19 years of experience, he has a background in investing in US and Canadian corporate bonds, government bonds, credit derivatives and international corporate lending. He earned a B.A in Economics from McGill, an M.Sc. in International Business from University of British Columbia, and has his C.F.A designation.

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

Terms of Reference

Preamble

The Committee to Advise on Matters of Social Responsibility (“Committee”) is established under the authority of and is accountable to the Board of Governors (the “Board”) of McGill University (the “University”) and shall function as stipulated in these terms of reference and the *Regulations of the Committees of the Board of Governors of McGill University* (the “Regulations”). In accordance with the Regulations, meetings of Board Committees shall be held in closed session unless the Committee resolves to carry out a meeting or part of a meeting in open session.

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

1. Composition

- a. ~~Appointments~~ Other than ex-officio members, appointments to the Committee are approved by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.
- b. The Committee shall consist of six members, exclusive of *ex officio* members, selected, as ~~follows:~~ indicated below, from the following categories of membership:
 - one from the Board Investment Committee;
 - two from:
 - At-Large members of the Board; or
 - Alumni Association members of the Board; or
 - Governors *Emeriti*; or
 - the general public;
 - one from the Academic Staff or Senate members of the Board;
 - one of the Administrative and Support Staff members of the Board;
 - one student ~~member~~ representative (member or observer) of the Board).
- c. The Chair of the Board and the 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, normally on the recommendation of the Nominating, Governance and Ethics Committee.

- ef. The Vice-Principal (Administration and Finance) shall serve as the Senior Steward to the Committee.
- fg. The Secretary-General or her/his delegate shall serve as Secretary and governance advisor to the Committee.
- gh. Where necessary or appropriate to facilitate and support the business of the Committee, the Senior Steward or Secretary may invite University staff to serve as resource persons for particular items of business before the Committee at a meeting.

2. Definitions

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

3. Mandate of the Committee

Taking due regard of the mission of the University, and the fiduciary duties of the Board ~~to manage investments prudently to maximize returns~~, the Committee shall advise the Board on matters concerning social responsibility related to University investments within the mandate of the Investment Committee of the Board.

Matters Subject to the authority of the Board of Governors

4. Social Responsibility and Investment Policy Matters

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

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

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

5. Expressions of Concern, Submissions and Consideration

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

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

5.1 *Submission of expression of concern*

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

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

5.2 *Consideration of an expression of concern*

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

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

~~Further, the Committee may:~~

b. establish and communicate the procedures it deems necessary;

~~bc.~~ invite and receive representations from members of the University community as it deems appropriate;

~~ed.~~ ~~consider the merits of an expression of concern and make findings based exclusively on the criterion of social injury defined in section 2~~ seek expertise and advice from external bodies, as it deems appropriate.

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

a. Upon the conclusion of its consideration of an expression of concern, the Committee shall report to the Board in writing. The report shall include a summary of the expression of concern, the issue(s) of social responsibility raised and the extent of the concern among members of the University community based on the documents presented and representations made to the Committee, if any.

b. Where the Committee is satisfied that social injury, as defined in section 2, has occurred, and is of the opinion that action is warranted, it may recommend:

i. follow-up with a company-legal person concerning conduct which was the subject of the expression of concern, including proposed changes in corporate practice

ii. support for shareholders resolutions critical of a company's-legal person's management practice and an assignment of voting proxies;

iii. the preparation and presentation of shareholders resolutions recommending changes in a company's-legal person's management practice;

iv. divestment of holdings;

v. any other action deemed appropriate by the Committee.

c. Where the Committee has made a finding that social injury has occurred, in its consideration of possible actions, it shall take into account the gravity of the

social injury, the potential effectiveness of various means of influencing corporate behaviour or of addressing the social injury, the University's need to adhere to sound financial-investment policy, and consistency between the possible actions and the mission of the University.

6. General ~~p~~Provisions

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

Last Revised:

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

Previous Amendments:

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

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



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

1. Please print your name and McGill ID:

Name: _____

McGill ID: _____

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

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

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

3. Please provide your McGill email address [\(or other email address\)](#):

4. Please sign and date:

Name: _____

Date: _____

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 - two from:
 - At-Large members of the Board; or
 - Alumni Association members of the Board; or
 - Governors *Emeriti*; or
 - the general public;
 - one from the Academic Staff or Senate members of the Board;
 - one of the Administrative and Support Staff members of the Board;
 - one student ~~member-representative (member or observer~~ of the Board).
- c. The Chair of the Board and the Principal shall serve as *ex officio* voting members of the Committee.
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3. Mandate of the Committee

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

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

5. Expressions of Concern, Submissions and Consideration

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

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- bc. invite and receive representations from members of the University community as it deems appropriate;
- ed. ~~consider the merits of an expression of concern and make findings based exclusively on the criterion of social injury defined in section 2.~~seek expertise and advice from external bodies, as it deems appropriate.

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

6. General provisions

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- b. The Committee shall report to the Board regularly following its receipt of an expression of concern and at least once a year.
- c. The Committee shall review its terms of reference at least once every [three-five](#) years and recommend any changes to the Board's Nominating, Governance and Ethics Committee.

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

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

3. Please provide your McGill email address:

4. Please sign and date:

Name: _____

Date: _____