

Secretariat

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of September 15, 2021. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Recommendations for Appointments to the Rank of Governor Emeriti [NG21-04]**

The second five-year term of office for three members-at-large of the Board will end on June 30, 2022.

The following recommendations are presented to the Board taking due regard to the following articles of the Statutes:

- “1.1.8 On the recommendation of the Nominating and Governance Committee, the Board of Governors may appoint as governor emeritus/a a governor who has served the University with exceptional distinction for a period of not less than ten years [...].”
- 1.1.8.3 Governors emeriti shall normally be appointed for an unlimited term. Governors emeriti shall be eligible for promotion to the rank of honorary governor of McGill University. This rank shall be awarded by the Board to a governor emeritus/a, on the recommendation of the Nominating and Governance Committee, where McGill wishes to recognize in perpetuity exemplary support and long-standing dedication to the institution.
- 1.1.8.4 Governors emeriti shall be entitled to receive all materials related to meetings of the Board of Governors. Governors emeriti and honorary governors, while not members of the Board, shall be eligible for appointment to the committees of the Board of Governors as well as to represent the Board on other bodies. When appointed to a committee of the Board of Governors, governors emeriti and honorary governors shall be full members of the committee, with both voice and vote, and their presence shall be considered in determining whether a quorum is present.

1.1 GOVERNOR PETER COUGHLIN



Mr. Peter Coughlin was appointed as a member-at-large in January 2011 and has been serving as Chair of the Building and Property Committee since January 1, 2014 and previously as its Vice-Chair. He has also been a member of the Board of Governors' Executive Committee since July 2018 and has served as a Board of Governors' representative on several advisory committees.

Mr. Coughlin is co-founder of Redbourne Properties Inc., a Montreal-based real estate and investment company formed in 1995, which manages a real estate portfolio in excess of five million square feet, including some of Montreal's premium commercial buildings, such as Place Montreal Trust and Place du Parc. Prior to forming Redbourne, Mr. Coughlin was President of Claridge Properties Inc. the real estate holding company for the Charles R. Bronfman Family.

He holds a Bachelor of Commerce and an Honorary Doctorate from Carleton University as well as an M.B.A. from Western University. Originally from Toronto, Mr. Coughlin moved to Montreal in 1979. Mr. Coughlin is also the former Chair and current member of the Board of the Montreal General Hospital Foundation and former Chair of the Board of Lower Canada College.

Recommendation:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Governor Peter Coughlin to the rank of Governor Emeritus, commencing July 1, 2022.

1.2 GOVERNOR SAMUEL MINZBERG



Committee.

Mr. Minzberg was appointed as a member-at-large in January 2011 and has been serving as Chair of the Nominating, Governance and Ethics Committee since January 1, 2014. He has also been a member and Vice-Chair of the Investment Committee since 2018 and member of the Executive Committee since March 2015. Mr. Minzberg has served as a Board of Governors' representative on several advisory committees. He is also a former member of the Human Resource

Mr. Samuel Minzberg is Senior Counsel with Davies Ward Phillips & Vineberg LLP, where he advises clients on mergers and acquisitions, corporate reorganizations and matters related to investment funds. He specializes in corporate and tax law and has become an indispensable and trusted adviser to clients in Canada, the United States, England and Israel.

Mr. Minzberg completed his B.A. and B.C.L./L.L.B. at McGill, where he was an active member of the Law Students Association. He has also lectured on taxation within the Faculty of Law.

He is currently Chair of the Board of Directors of HSBC Bank Canada, as well as a Director of Reitmans (Canada) Limited. He is also past president and member of the Board of Governors of the Sir Mortimer B. Davis Jewish General Hospital Corporation.

Recommendation:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Governor Samuel Minzberg to the rank of Governor Emeritus, commencing July 1, 2022.

1.3 GOVERNOR MICHAEL BOYCHUK



Mr. Boychuk was appointed as a member-at-large in January 2012. He has been a member of the Board of Governor's Audit Committee since 2007 and served as its Chair from 2012 to 2018. He also served as a Board of Governors' representative on several advisory committees.

Mr. Boychuk is a corporate director. A chartered professional accountant since 1979, Mr. Boychuk became a Fellow of the Ordre des comptables professionnels agréés du Québec in 2012. From July 2009 until his retirement in June 2015, he was President of Bimcor Inc., the pension fund investment manager for the BCE Inc./Bell Canada group of companies. From 1999 to 2009, he was Senior Vice-President and Treasurer of BCE Inc./ Bell Canada, responsible for all treasury, corporate security as well as environment and sustainability activities, and for the BCE Group of companies' pension plans.

Mr. Boychuk is a member of the Board of Directors of Laurentian Bank of Canada, GDI Integrated Facility Services Inc., Telesat Inc., Corus Entertainment and Cadillac Fairview Corporation Limited.

Mr. Boychuk is a graduate of McGill (B.Com. 1977, G.D.P.A. 1978, CPA, CA 1979, FCPA, FCA 2012).

Recommendation:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of Governor Michael Boychuk to the rank of Governor Emeritus, commencing July 1, 2022.

2. Board Standing Committees

[NG21-05]

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

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

[With respect to the Building and Property Committee]:

- *The appointment of **Ms. Adrienne Piggott** as a member of the Building and Property Committee for a term commencing immediately and ending June 30, 2024.*

[With respect to the Committee to Advise on Matters of Social Responsibility (CAMSR)]:

- *The appointment of **Ms. Adrienne Piggott** as a member of the Committee to Advise on Matters of Social Responsibility to succeed Ms. Karen Sciortino for a term commencing immediately and ending June 30, 2024.*

[With respect to the Executive Committee]:

- *The appointment of **Ms. Karen Sciortino** as a member of the Executive Committee for a term commencing immediately and ending June 30, 2022, to coincide with the end of her term on the Board of Governors.*

[With respect to the Human Resources Committee]:

- *The reappointment of **Ms. Diletta Prando** as a member of the Human Resources Committee for another three-year term commencing July 1, 2022 and ending June 30, 2025.*

[With respect to the Information Technology (IT) Committee]:

- *The appointment of **Mr. Alan Desnoyers** as Chair of the IT Committee for a term commencing immediately and ending June 30, 2022, to coincide with the end of his term on the Board of Governors.*
- *The appointment of **Ms. Samira Sakhia** as Vice-Chair of the IT Committee for a term commencing immediately and ending June 30, 2023, to coincide with the end of her term on the Board of Governors.*
- *The appointment of **Ms. Adrienne Piggott** as a member of the IT Committee for a term commencing immediately and ending June 30, 2024.*

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

- *The appointment of **Mr. Stephen Halperin** as Chair of the Nominating, Governance and Ethics Committee for a term commencing July 1, 2022 and ending June 30, 2023, to coincide with the end of his term on the Board.*

2. Internal and External Non-Board Bodies [NG21-06]

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 appointment noted below.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the reappointment of **Mr. Pierre Lavigne** as an Independent Member (appointed by the Board of Governors pursuant to advice from the Pension Administration Committee) on the Pension and Administration Committee (PAC) for another three-year term commencing January 1, 2022 and ending December 31, 2024. (Profile attached as Appendix A)*

I. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Code of Ethics and Conduct Annual Sign-Off Update [NG21-02]

In accordance with its Terms of Reference, the Committee received a report on Board and Standing Committee members' compliance with the Board of Governors' Code of Ethics. It was reported that at the time of writing, with the exception of one member, all members had completed their declarations, attesting to their compliance with the requirements of the Code of Ethics.

2. Planned Review of Board Standing Committees Terms of Reference [NG21-08]

The Committee received a report outlining the planned review of the Board Standing Committees' Terms of Reference. Each Committee's terms of reference state that they will be reviewed every five years by the Committee in question. The Executive, Finance, Human Resources and the NGE Committees terms of reference were last reviewed in 2016 and are scheduled for review this year. The principle objective of the current review of the Board Committees' terms of reference will focus on incorporating action items stemming from the retreat of the NGE Committee. Further review of the terms of reference will be conducted by each Committee, and subsequent revisions will be considered by the NGE Committee and the Board of Governors at a future meeting.

3. Update on Completion of Board and Committee Evaluation 2020-21

The Committee received an update on the 2020-2021 Board and Standing Committee evaluations, which were distributed to members of the Board and Standing Committees

for completion in May 2021. The majority of members have completed the evaluation and the remaining members will be asked to do so as soon as possible. A report with the results will be available for the next Committee meeting and a summary will be distributed to the Board at its meeting in December.

4. Other Points for Information

The NGE Committee received the following items for information:

- 2021 Board of Governors Orientation Program [NG21-01]
- NGE Committee Orientation Package (2021-22) [NG21-03]
- Status of appointments to Healthcare Bodies [NG21-07]
- Survey Results on Format of Meetings Impacted by COVID-19 [NG21-09]

END

October 2021

Appendix A

PROFILE:

Mr. Pierre Lavigne has been serving on the PAC since 2013 and the Pension Investment Committee since 2015. He also served on the PAC from 2005 to 2007. He holds a B.Sc. in Actuarial Science from the Université Laval, is a fellow of the Society of Actuaries and of the Canadian Institute of Actuaries and he holds the CFA charter. He is currently serving as an independent member on several pension committees. He served as Chair of the Quebec Regional Council of The Association of Canadian Pension Management (ACPM) from 2019 to 2020. Previously, he assumed the role of senior pension advisor at Rio Tinto (2010-2016), Mercer (2007-2009) and Bell Canada public sector Enterprises (1989-2007).