

Secretariat

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of September 14, 2022. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Notice of Motion for Proposed Amendments to the University Statutes: [NG22-09]
Terms of Service for Members Appointed by the McGill Alumni Association**

Further to the retreat of the NGE Committee held on March 29, 2021, and subsequent meetings of the Recruitment and Succession Planning Subcommittee and NGE Committee, the NGE Committee is proposing an amendment to the University Statutes with respect to the terms of service for the governors appointed by the McGill Alumni Association. This amendment is presented to the Board of Governors for information as a notice of motion in accordance with the requirements of the Board of Governors Rules of Order and Procedure cited below. It will be presented to the Board for approval at the December 15, 2022 meeting.

13. NOTICE OF MOTION (Board's Rules of Order and Procedure)

If a substantial issue is to be raised affecting the constitution, policies or procedures of the Board, or as stipulated in the Statutes, notice must be given at one meeting that such issue will be introduced at the next or a subsequent meeting. The notice is a statement of intention and may be made by any member at an appropriate time in the proceedings. It requires no seconder and is not at that time debatable.

At its meeting of February 10, 2022, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics (NGE) Committee, approved to amend the University Statutes with respect to, among other things, the maximum term of services of members-at-large, reducing this maximum from a ten-year period to the current eight-year period.

The proposed amendment seeks to incorporate a change discussed by the NGE Committee at its retreat, in respect of the terms of service of Board members appointed by the McGill Alumni Association change from the current five-year model to a four-year model in order to align MAA member's term with the recently revised terms for members-at-large.

Following consultation, the MAA confirmed that it is in agreement to modify the terms of their Board members to a four-year model.

In accordance with the requirements of the Board of Governors Rules of Order and Procedure cited above, this recommendation is presented to the Board of Governors as a notice of appointment. It will be presented for approval on December 15, 2022.

Notice of Motion:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the proposed amendments to the University Statutes, as presented below.

“1.1.1 “three shall be elected by the McGill Alumni Association from amongst its active members, with staggered terms of not more than ~~five~~ four years;”

2. Board Standing Committees

[NG22-06]

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 **Mr. Luciano D’Iorio** as a member of the Building and Property Committee for a term commencing immediately and ending June 30, 2025.*

[With respect to the Executive Committee]:

- *The appointment of **Mr. Pierre Matuszewski** as **Vice-Chair** of the Executive Committee for a term commencing July 1, 2023 and ending June 30, 2024, to coincide with the end of his term as Vice-Chair on the Board of Governors.*

[With respect to the Human Resources Committee]:

- *The reappointment of **Mr. Fred Headon** as a member and Chair of the HR Committee with a term ending June 30, 2025 to coincide with the end of his term on the Board.*

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

- *The appointment of **Ms. Diletta Prando** as a member of the Nominating, Governance and Ethics Committee for a term commencing July 1, 2023 and ending June 30, 2026.*

[With respect to the Committee on Sustainability]:

- *The reappointment of **Ms. Kathy Fazel** as a member of the Committee on Sustainability for a two-year term commencing July 1, 2023 and ending June 30, 2025.*
- *The reappointment of **Ms. Marie Giguere** as a member of the Committee on Sustainability for a three-year term commencing July 1, 2023 and ending June 30, 2026.*
- *The reappointment of **Mr. Ken Dryden** as a member of the Committee on Sustainability for a two-year term commencing July 1, 2023 and ending June 30, 2025.*
- *The reappointment of **Mr. Real Laporte** as a member of the Committee on Sustainability for a three-year term commencing July 1, 2023 and ending June 30, 2026.*

2. Appointments to Advisory Committees

[NG22-05]

The NGE Committee recommends the following appointment for an alternate representative of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Dean of the School of Continuing Studies.

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the appointment of **Ms. Manon Vennat** as an alternate member on the Advisory Committee for the Possible Reappointment of the Dean of the School of Continuing Studies.*

2. Internal and External Non-Board Bodies

[NG22-07]

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 appointment of **Mr. Stephen Halperin** as a member designated by the Board of Governors on the McGill's Sports Hall of Fame Committee for a two-year term commencing October 1, 2022 and ending September 30, 2024.*

3. Appointments to Health Care Bodies [NG22-08]

The NGE Committee reviewed the status of appointments on a number of Healthcare bodies. Based on its review, the NGE Committee recommends the following appointments 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. Andraea Van Hulst, PhD as a member with scientific expertise and Ms. Michal Friedman as a member representing the community, both as members appointed by the Board of Governors, on the Faculty of Medicine and Health Sciences Research Ethics Board (IRB) with a term commencing September 12, 2022 and ending September 11, 2025. (profiles in appendix A)

I. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Code of Ethics and Conduct Annual Sign-Off Update [NG22-02]

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 four members, all members had completed their declarations, attesting to their compliance with the requirements of the Code of Ethics.

3. Update on Completion of Board and Committee Evaluation 2021-22

The Committee received an update on the 2021-2022 Board and Standing Committee evaluations, which were distributed to members of the Board and Standing Committees for completion in May 2022. 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.

3. Internal and External Non-Board Bodies [NG22-07]

The Committee approved the following nominations of

- Dr. Elham Emami and Ms. Mary Dellar Education as representatives of McGill University on the John Abbott College Board of Governors for a term to be determined by the Quebec Ministry of Education; (profiles in appendix A)
- Dr. Saibal Ray, Prof. Sol Tanguay, Mr Christopher Lyons and Dr. Elham Emami as representatives of McGill University on the Dawson College Board of Governors for a term to be determined by the Quebec Ministry of Education. (profiles in Appendix A)

4. Other Points for Information

The NGE Committee received the following items for information:

- 2022 Board of Governors Orientation Program [NG22-01]
- NGE Committee Orientation Package (2022-23) [NG22-03]
- Report of the Recruitment and Succession Planning Subcommittee [NG22-04]

END

October 2022

PROFILES:

Ms. Mary S. Dellar is a Faculty Lecturer, marketing in the Desautels Faculty of Management McGill University and a Senior Marketing Communications Professional. Courses taught include: services marketing, IMC, branding and music marketing. She holds the following degrees;

- M.B.A., University of Ottawa
- Grad Diploma, Sports Administration, Concordia University
- B.A. Concordia University

Dr. Elham Emami is Dean of the Faculty of Dental Medicine and Oral Health Sciences, appointed as of July 1, 2018 for a five-year term. Dr Emami has been the recipient of various prestigious awards such as the CIHR Clinician-Scientist award. She is a Clinician-Scientist, with postgraduate professional training in Prosthodontics, research training in Biomedical Science, Dental Public Health and Cancer Epidemiology.

Michal Friedman is the Clinical Trials Program Manager at the Douglas Hospital Research Center. She completed her Master's degree at King's College London in Mental Health, Ethics and Law. She has worked as a volunteer for the Faculty of Medicine admissions review process, the 39 Essex Chambers and the Crohn's and Colitis Canada's Generation C committee.

Ms. Chris Lyons, Interim Associate Dean at the Libraries. Chris Lyons has been an integral part of the Osler Library of the History of Medicine for over a decade — joining as a Liaison Librarian in 2004 before being appointed as the library's head in 2012. In December 2015, after a unanimous vote of endorsement by the Board of Curators, Chris received the prestigious title of Osler Librarian. In 2017, Chris was appointed the Head of Rare Books and Special Collections.

Andraea van Hulst is an Assistant Professor at McGill University's Ingram School of Nursing. She has extensive training and experience in population-based research on chronic diseases and associated lifestyle behaviours in children and adolescents and has an expertise in study design, statistical analysis, and data synthesis. She completed her nursing degree at McGill University and a PhD in public health at the University of Montreal. She is the recipient of several awards, notably the 4th ICPC/HSFC/CCS Fellowship in Preventive Cardiology award and the CCHCSP Rising Researcher award.

Dr. Saibal Ray is Academic Director, Bensadoun School of Retail Management, James McGill Professor, Desautels Faculty of Management. Dr. Ray joined the Operations Management area of the Desautels Faculty of Management in 2001, after finishing his Phd from the University of Waterloo (1998-2001). Dr. Ray joined the Operations Management area of the Desautels Faculty of Management in 2001, after finishing his Phd from the University of Waterloo (1998-2001). Dr. Ray holds a bachelor degree in Production Engineering, and a master's degree in Industrial

and Systems Engineering. He has been awarded multiple teaching awards including Teaching Excellence Award from Quebec Government and Desautels Teaching Award for Undergraduate Teaching.

Professor Sol Tanguay is a Faculty Lecturer, Information Systems, Desautels Faculty of Management (since June 2020). He holds the following degrees:

- Ph.D. Information Systems/Marketing (Self-Service Technology Adoption), HEC Montréal, 2013
- MBA, University Laval, 2005
- MA (eCommerce), HEC Montréal, 2004
- B.Com. (Marketing), HEC Montréal, 1999