

MCGILL UNIVERSITY



**BOARD
OF
GOVERNORS**

ORIENTATION DOCUMENTS
2023-24 GOVERNANCE YEAR

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McGILL UNIVERSITY BEGINNINGS

- ❖ McGill University was founded as McGill College in 1821 by a Royal Charter issued by King George IV of England.
- ❖ The Royal Charter was granted by the Crown following a request made by the Royal Institution for the Advancement of Learning (RIAL), a body established in 1801 by Lower Canada for purposes of advancing elementary and secondary school education in the colony. The Board of RIAL was established in 1818.
- ❖ James McGill, a Scottish merchant determined to create a system of education for Lower Canada, left a bequest (10,000 £) to RIAL in 1813 to establish a university college in his name.
- ❖ The Royal Charter, granted by the Crown on March 31, 1821, provided for the creation of the Board of Governors of McGill College. It also established the RIAL as visitor to the College.
- ❖ The RIAL Board and the Board of Governors of McGill College were separate bodies although some members of the RIAL Board served on the McGill Board. Members of both bodies were appointed by the Crown.
- ❖ The Royal Charter was revised under the reign of Queen Victoria in 1852. Revisions included the confirmation of members of the RIAL Board as Governors of McGill College. One group of men formed de jure the two corporate bodies. The role of the visitor was transferred from RIAL to the Queen's representative in the colony, the Governor General. The separate minutes of the Royal Institution cease in 1856 and their acts thereafter are reported in the Governors' minutes. The terms "Board of Governors" and "Royal Institution" now refer to one body.
- ❖ The first Statutes of McGill College were drafted in 1843. Changes reflected in the 1852 Royal Charter were incorporated in the Statutes in 1854. Statutory amendments followed in 1864 and resulted in lifting the vestige of the Crown in appointing members to the Board, thereby establishing a self-autonomous governance structure that has characterized the McGill Board ever since.
- ❖ Academic governance functions were carried out by the University Corporation, which had been foreseen in the 1821 Charter. It was composed of the Governors, Professors and Fellows of McGill College and first met in 1838. From 1843 to 1850 academic affairs were governed by the Caput, a body composed of the Principal, Secretary and academic staff. The University Senate first met in 1935. It inherited the functions of the University Corporation which ceased to exist in 1934.

(Source: A History of McGill (vol. 1) by Stanley B. Frost)



McGill University Mission Statement and Principles

Mission Statement

The mission of McGill University is the advancement of learning and the creation and dissemination of knowledge, by offering the best possible education, by carrying out research and scholarly activities judged to be excellent by the highest international standards, and by providing service to society.

Principles

In fulfilling its mission, McGill University embraces the principles of academic freedom, integrity, responsibility, equity, and inclusiveness.

Statement of Academic Freedom

Academic freedom is central to McGill University's mission of advancing learning through teaching, scholarship and service to society.

The scholarly members of the university have the freedom to pursue research and artistic creation and to disseminate their results, without being constrained by political or disciplinary orthodoxies, monetary incentives or punitive measures as a result of their academic pursuits. They may exercise this freedom in the service of both the university and the wider society. When scholarly members of the university participate in public forums and debates, they should represent their views as their own.

The exercise of academic freedom requires collegial governance with the full participation of scholarly members. They retain the right of free expression, including the freedom to criticize one another, university policies and administration.

The University and its officers have a duty to protect the academic freedom of its scholarly community, both individually and collectively, from infringement and undue external influence as well as to maintain the university's institutional autonomy.

The McGill Master Plan

McGill's Campus Planning and Development Office has developed a comprehensive planning document to guide the evolution of the University's downtown and Macdonald campuses over the next 20 years. This Master Plan is a living document that articulates a vision for increasing the quality of teaching, learning, research and student life—all while adhering to principles of sustainable growth, sound financial management, and responsible stewardship of heritage buildings. The Master Plan also considers infrastructure and initiatives related to how the McGill community moves to, from, within and between our campuses as well as landscape and other important campus features. The Master Plan document is available for download here: [McGill's Campus Planning and Development Office](#).

Budget Book

The Annual Budget is built on integrated budget and resource allocation processes that are fully aligned with the University's academic priorities.

The Annual Budget is developed as part of a multi-year framework for the Unrestricted Fund and the Capital Budget and is submitted to the Board of Governors for approval. A copy the latest University Budget Book is available here: [Budget Book](#).



McGill University Quick Facts

▶ **39,513 Students (Fall 2022)**

▶ **1,778 Tenured and Tenure-Stream Faculty**

• **13 Academic Units and Faculties**

- *Agricultural and Environmental Sciences*
- *Arts*
- *Continuing Studies*
- *Dental Medicine and Oral Health Sciences*
- *Education*
- *Engineering*
- *Graduate and Postdoctoral Studies*
- *Law*
- *Libraries*
- *Management*
- *Medicine and Health Sciences*
- *Music*
- *Science*

• **14 Schools**

- *School of Retail Management*
- *School of Human Nutrition*
- *School of Architecture*
- *School of Environment*
- *School of Urban Planning*
- *School of Information Studies*
- *School of Communication Sciences and Disorders*
- *School of Social Work*
- *School of Religious Studies*
- *Ingram School of Nursing*
- *School of Public Policy*
- *School of Physical and Occupational Therapy*
- *School of Computer Science*
- *School of Population and Global Health*

• **3 campuses**

- *Downtown (2.54 km²)*
- *Macdonald (Sainte-Anne-de-Bellevue, 6.22 km²)*
- *Outaouais Campus of McGill University's Faculty of Medicine and Health Sciences*

• **5 Research Stations**

- *Gault Nature Reserve (Mont Saint-Hilaire, QC)*
- *Bellairs Research Institute (Holetown, Barbados)*
- *McGill Subarctic Research Station (Schefferville, QC)*
- *Wilder and Helen Penfield Nature Reserve (Austin, QC)*
- *Molson Nature Reserve (Île-Perrot, QC)*
- *McGill Arctic Research Station (MARS) (Expedition Fjord, Nunavut)*



- **Affiliated Teaching Hospitals**

- *McGill University Health Centre (MUHC), representing six teaching hospitals affiliated with McGill:*
 - *Montreal Chest Institute*
 - *Montreal Children's Hospital*
 - *Montreal General Hospital*
 - *Montreal Neurological Institute and Hospital*
 - *Royal Victoria Hospital*
 - *Lachine Hospital and Camille Lefebvre Pavillion*
- *Jewish General Hospital*
- *Douglas Mental Health University Institute*
- *St. Mary's Hospital Center*
- *Mount Sinai Hospital*

- **Rankings**

- *No. 31: QS World University Rankings 2023*
- *No. 46: Times Higher Education World University Rankings 2023*
- *No. 73: Shanghai Academic Ranking of World Universities 2023*
- *No. 1 (Medical-Doctoral Universities): Maclean's University Rankings 2023*

▶ **McGill Investment Pool/Endowment Market Value: 1,902.3M** (as at April 30, 2023)

▶ **McGill University Pension Plan Market Value: \$1.8 billion** (as at April 30, 2023) *unaudited.

Statutes of McGill University

Enacted by the Board of Governors on May 1, 1972, and amended by the Board of Governors to December 15, 2022.

The *Statutes* are maintained by:

The Secretariat
McGill University
845 Sherbrooke Street West
Montreal, QC
Canada, H3A 0G4

Preamble and Enacting Clause

By virtue of the authority vested in the Board of Governors of McGill College and University, under the Royal Charter, as amended, and all relevant laws, and to provide responsible management and government of the affairs, including academic control of the curriculum and courses of study, of McGill College and University, be it and it is hereby enacted that the following Statutes numbered from Article 1 to Article 15 inclusive shall come into effect on the first day of May in the year of our Lord, one thousand nine hundred and seventy-two, and that all Statutes now in force be and the same are hereby repealed; the whole subject only to disallowance by the Visitor of the University and such disallowance signified by writing to the Board of Governors within sixty days after a certified copy of these Statutes, sealed with the College seal and addressed to the Visitor, shall have been delivered to the Post Office at the City of Montreal.

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Article One: The Board of Governors

- 1.1.1 The Trustees, Members of the Royal Institution for the Advancement of Learning, and Governors of McGill College and University, shall not be more than twenty-five in all, of whom the Chancellor and the Principal of the University shall *ex officio* be two. Of this number,
- twelve members-at-large shall be elected by the Board of Governors from amongst those nominated by the Board's Nominating, Governance and Ethics Committee, with staggered terms of not more than four years;
- three shall be elected by the McGill Alumni Association from amongst its active members, with staggered terms of not more than four years;
- two shall be elected by Senate from amongst its members, with staggered terms of not more than three years, provided that if during their term such members cease to be members of Senate, they thereupon cease to be members of the Board;
- two shall be elected by the full-time administrative and support staff of the University from amongst their number in accordance with electoral procedures approved by the Board, with staggered terms of not more than three years, and provided that if, during their term, such members cease to be members of the full-time administrative and support staff, they thereupon cease to be members of the Board;
- two shall be elected by and from the full-time academic staff at large in accordance with the electoral procedure approved by the Board, for staggered terms of not more than three years;
- and one shall be an undergraduate student of the University appointed by the Students' Society of McGill University (the "SSMU"), provided that at the time of such appointment he or she was registered in a faculty other than the Faculty of Agricultural and Environmental Sciences in an undergraduate degree or diploma program for not fewer than eighteen credits or the equivalent. An undergraduate student of the University appointed by the SSMU who is a member of its executive and who does not meet these criteria shall nonetheless be eligible to serve on the Board of Governors provided that at the time of their election to the SSMU executive and the time of their appointment to the Board he or she shall be a registered student, and shall throughout the eighteen consecutive months prior to their appointment to the Board will have been registered in a faculty other than the Faculty of Agricultural and Environmental Sciences in an undergraduate degree or diploma program and will have been so registered for no fewer than eighteen credits or the equivalent. The term of the SSMU appointed member on the Board of Governors shall be one year, non-renewable.
- and one shall be elected from among the persons who are members of the Post-Graduate Students' Society of McGill, for a one-year term, under electoral procedures approved by the Board, provided that at the time of his or her election the person shall be a registered graduate student or postdoctoral scholar. Non-resident students and full-time members of the teaching staff are ineligible.
- 1.1.2 The McGill Association of Continuing Education Students (MACES) shall elect from amongst its members, under electoral procedures approved by the Board, an Observer to the Board of Governors, to serve a one-year term. The student elected to represent MACES shall be registered in the School of Continuing Studies in a certificate or diploma program and taking at least one course, or a degree candidate who has been assessed the association fee.
- This Observer shall be entitled to attend all meetings of the Board and may participate in its discussions but shall not have the right to vote.
- 1.1.3 The Macdonald Campus Students' Society (MCSS) shall elect from amongst its members, under electoral procedures approved by the Board, an Observer to the Board of Governors, to serve a one-year term. The student elected to represent the MCSS shall be registered in the Faculty of Agricultural and Environmental Sciences in a degree or diploma program and taking not fewer than eighteen credits or the equivalent.
- This Observer shall be entitled to attend all meetings of the Board and may participate in its discussions but shall not have the right to vote.
- 1.1.4 Suspension under the Student Disciplinary Code shall render a student ineligible for office where such suspension is of all University privileges and is in force at the time of nomination or election. Such suspension during a term of office shall render a student governor ineligible to sit on the Board or its committees so long as the suspension lasts.

- 1.1.5 Subject to section 1.1.5.1, all elected governors shall be eligible for re-election.
- 1.1.5.1 A member-at-large of the Board of Governors shall normally serve a maximum of two consecutive terms, for a total of not more than eight years.
- 1.1.5.2 At least five of the twelve members-at-large of the Board of Governors shall be graduates of McGill University.
- 1.1.6 Subject to section 1.1.7, the term of office of governors elected by the Alumni Association, by Senate, by the full-time administrative and support staff, and by the full-time academic staff, shall commence on the first day of July following their election. In the case of governors elected by the students, their term of office shall commence on the first day of June following their election. In cases where an election is held after the first day of June for a term of office that was to commence on the first day of June, the term of office shall then commence on the first day of the month following the election and terminate on the thirty-first day of May next following.
- 1.1.7 Vacancies on the Board, whether caused by death, disqualification, resignation, or otherwise, shall be filled as soon as may be possible, in the manner provided by these Statutes for the appointment or election of new members, and for the like term, save that those elected by the Alumni Association, the Senate, the full-time administrative and support staff, the full-time academic staff, and the student body shall hold office only for the unexpired residue of the term of the previous holder of the seat vacated.
- 1.1.8 Following the completion of a governor's term on the Board, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, may appoint as governor emeritus/a, a governor who has served the University with exceptional distinction for a period of not less than six consecutive years on the Board.
 - 1.1.8.1 The Nominating, Governance and Ethics Committee, in making a recommendation for appointment to the rank of governor emeritus/a, shall consider the nature and scope of the governor's contributions to the University and his or her capacity to continue to do so in the future.
 - 1.1.8.2 The Principal, the Chair of the Board of Governors, and the Chancellor shall meet at least once each year with the governors emeriti.
 - 1.1.8.3 Governors emeriti shall normally be appointed by the Board for an unlimited term, 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, 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 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.
 - 1.1.8.5 Governors emeriti shall be entitled to participate as members of the platform party at all convocation and installation ceremonies.
- 1.2 The Royal Institution for the Advancement of Learning, which consists of the aforesaid Board of Governors, holds as trustee all University property and is responsible for the maintenance and the administration thereof.
- 1.3.1 The Board of Governors of the University, under the terms of the Charter, possesses general jurisdiction and final authority over the conduct of the affairs of the University. It makes all contracts and all appointments on behalf of the University.
- 1.3.2 It may establish, and from time to time amend, rules and regulations governing its own meetings and procedure for the transaction of business properly coming before it, and ten of its members shall constitute a quorum for the transaction of all business.
- 1.3.3 It shall meet at the call of the Chair or, in the event of the latter's absence or inability to act, at the call of a Vice-Chair or the member of the Board senior in order of appointment, on written notice given at least five clear days before the date fixed for the meeting, at least three times a year, once in the autumn, once in the winter, and once in the spring.
- 1.3.4 For greater certainty, but without limiting the generality of its authority, the Board of Governors shall have the following specific powers and duties:

- 1.3.4.1 It shall appoint the Principal after consultation with a committee comprised as follows: the Chair of the Board of Governors (or other member of the Board designated by the Board of Governors) as chair; the Chancellor; two members appointed by the Board of Governors; two members appointed by the Senate; one member appointed by the Students' Society of McGill University and one member appointed by the Post-Graduate Students' Society of McGill University; two members appointed by the Council of the McGill Association of University Teachers; two members appointed by the Board of Directors of the Alumni Association; two members elected by the administrative and support staff. Alternates to the designated members may be named. Such alternates shall serve only in the event that the designated members are unable to serve and shall be permanent replacements. The quorum of this committee shall be seven. The Board of Governors shall select the Principal only from those names submitted to it by this committee.
- 1.3.4.2 It shall appoint, on the recommendation of the Principal, as hereinafter provided, the Provost, the Deputy Provost, the vice-principals, deans, professors, and all other members of the teaching, research, and administrative staff, and all other University personnel; and shall determine and fix their tenure of office.
- 1.3.4.3 It may, in accordance with regulations relating to the employment of academic staff which it promulgates from time to time, dismiss any members of the teaching staff of the University; and it may, after hearing the interested parties, dismiss any senior administrative officer for cause which in the opinion of its members affects adversely the general well-being of the University. A senior administrative officer is any member of the non-teaching staff of the University who holds an office designated as such by the Board of Governors. It may also suspend and dismiss any employee of the University other than members of the teaching staff and senior administrative officers and delegate this authority to an officer or officers of the University.
- 1.3.4.4 It shall, in accordance with applicable law, promulgate regulations from time to time establishing the normal retirement dates for all staff, as well as the terms and conditions of their retirement at their normal retirement date or at an earlier or a later date.
- 1.3.4.5 It shall have full power to determine and fix from time to time the salaries and emoluments of the Principal, Provost, Deputy Provost, vice-principals, deans, professors, and all other officers and employees of the University, and to determine and fix all fees to be paid to the University for instruction given therein or which may be given anywhere under its auspices and direction, and for all other University privileges and to determine and fix the time and mode of payment thereof.
- 1.3.4.6 It shall appoint:
- (a) an Executive Committee, consisting of not more than ten members, all governors, including the Chair, one of the Vice-Chairs of the Board and the Principal; two of these members shall be chosen from among the members of the Board elected by Senate and by the academic staff; one member to be chosen from among the Board members elected by the administrative and support staff; four members to be chosen from among the members-at-large and Alumni Association Board members. A student member of the Board or Observer shall also be chosen to participate in meetings of the Executive Committee as a non-member, with voice and no vote;
- (b) a Nominating, Governance and Ethics Committee consisting of the Chair of the Board, the Chancellor, the Principal, and seven members, four of whom shall be chosen from among the members-at-large on the Board, the members of the Board elected by the Alumni Association, and the governors emeriti; one chosen from among the Board members elected by the administrative and support staff; one chosen from among the Board members elected by the academic staff or by Senate; and one chosen from among the students elected to the Board.
- These committees shall have the powers hereinafter provided for, and the Board, alone or jointly with Senate, may appoint other committees clothed with such powers as it may deem advisable. Members of such committees shall be appointed for such terms as the Board may from time to time determine.
- 1.3.4.7 As provided for in Article 6.1.1, it shall appoint three representatives on the Senate for a period of three years each, at least two of whom shall be members of the Board, including at least one who is a member of the Board elected by the McGill Alumni Association.
- 1.3.4.8 It shall appoint the Chancellor of the University. It shall also appoint from among its members-at-large a chair to preside over its meetings. In addition, it shall appoint, up to two vice-chairs from among its members-at-large.
- 1.4.1 The Executive Committee shall have authority to exercise all the powers held by the Board of Governors

between regular meetings of the Board, except that it shall not have the power to amend, modify, or repeal any or all of these Statutes, or to appoint a Chancellor or appoint a Principal, or dismiss a member of the teaching staff or a senior administrative officer; it shall submit to each regular meeting of the Board a report on all matters with which it has dealt since the previous regular meeting thereof.

- 1.4.2 The Nominating, Governance and Ethics Committee shall make nominations to the Board of Governors for the filling of all vacancies on the Board, except those occurring among the members elected by the Alumni Association, by Senate, by the full-time administrative and support staff, by the full-time academic staff, and by the student body; and such first mentioned nominations shall not be acted on by the Board at the same meeting as that at which they are presented. Candidates for re-election must be nominated in the same manner as new members. The Nominating, Governance and Ethics Committee shall make nominations to the Board of Governors for the standing committees of the Board, including the Executive Committee and the Nominating, Governance and Ethics Committee, and for representation of the Board on Senate. In addition to the responsibilities stipulated in the Statutes, the Board Nominating, Governance and Ethics Committee shall recommend the creation or abolition of committees and shall review the terms of reference of Board committees, recommending revisions thereto as it deems appropriate.

Article Two: The Chancellor, the Chair of the Board of Governors, and the Vice-Chair(s) of the Board of Governors

- 2.1.1 The Chancellor shall be presiding officer of Convocation and of joint sessions of the Board of Governors and the Senate and shall represent the University at official functions. The Chancellor shall be an *ex officio* member of the Board of Governors and of Senate.
- 2.1.2 The Chancellor shall preside over meetings of the Senate Honorary Degrees Committee.
- 2.2 The Chair of the Board of Governors shall be the president of the Royal Institution for the Advancement of Learning, presiding officer of the Board of Governors, and a Board of Governors' representative on Senate and may according to discretion call joint meetings of the Board of Governors and Senate.
- 2.3 The Vice-Chair(s) of the Board of Governors shall assist the Chair of the Board of Governors.
- 2.4 In the case of the absence of the Chair of the Board of Governors, or in the event of a temporary vacancy in that office, the Board of Governors will appoint one of the Vice-Chairs as the Acting Chair of the Board of Governors, with all duties and powers pertaining to the office of the Chair of the Board of Governors.
- 2.5 The Chancellor shall normally serve a term of up to three years.
- 2.6 Subject to article 1.1.5.1, the Chair shall normally serve a term of up to four years.
- 2.7 Subject to article 1.1.5.1, a Vice-Chair shall normally serve a term of up to two years.
- 2.8 The Board of Governors may renew the terms of service of the Chancellor, the Chair and the Vice-Chairs.
- 2.9 To recognize their exemplary service and contributions to the University, the Board of Governors may bestow the rank of emeritus/a upon the Chancellor, the Chair of the Board of Governors or a Vice-Chair of the Board of Governors following the completion of their respective terms in these positions.

Article Three: The Principal

- 3.1 The Principal shall be the academic head and chief executive officer of the University and shall have general supervision over and direction of the University, including the teaching staff thereof, and all persons employed in connection with its work, and shall also have such other powers and perform such other duties as from time to time may be conferred upon or may be assigned by the Board of Governors.
- 3.2 The Principal shall also bear the title and discharge the functions and duties of Vice-Chancellor of the University.
- 3.2.1 The Principal shall have the status of full professor with tenure unless the Board of Governors determines otherwise.
- 3.3 The Principal may initiate any project which the Principal considers beneficial to the University and may present to the Senate or the Board of Governors, or to both, any project of whatsoever kind that may seem to the Principal to be in the interests of the University.

- 3.4 The Principal shall recommend to the Board of Governors the appointments, and terms thereof, of the Provost, Deputy Provost, vice-principals, deans, professors, and all other members of the teaching, research, and administrative staff and all other University personnel.
- 3.4.1 Before recommending an appointment for the office of Provost, Deputy Provost, or vice-principal, the Principal shall have consulted an advisory committee consisting of four representatives of the Board of Governors, four representatives of the Senate and two students. The Principal shall be *ex officio* chair of the advisory committee.
- 3.4.2 Before recommending an appointment or reappointment for the office of dean of a large faculty, the Principal shall have consulted an advisory committee of thirteen members, which shall consist of four members nominated by the faculty immediately concerned, four members not necessarily members of the faculty concerned, nor of Senate, appointed by Senate, two members appointed by the Board of Governors, and three student members. In the case of small faculties, the Principal shall have consulted an advisory committee of seven members, which shall consist of two members nominated by the faculty immediately concerned, two members, not necessarily members of the faculty concerned, nor of Senate, appointed by Senate, one member appointed by the Board of Governors, and two student members. Before recommending an appointment or reappointment for the office of Dean of Graduate and Postdoctoral Studies, the Principal shall have consulted an advisory committee of thirteen members, which shall consist of eight members of faculties offering graduate programs appointed by Senate, two members appointed by the Board of Governors, and three student members.
- Any faculty having fifty or more full-time members of faculty, exclusive of joint appointments with other faculties, shall be deemed a large faculty; any faculty having fewer than fifty full-time members exclusive of joint appointments with other faculties, shall be deemed a small faculty. Nevertheless, part-time faculty members are eligible for election as faculty representatives on advisory committees on the appointment of deans.
- The Principal shall normally be *ex officio* chair of the advisory committees for the appointment of deans. Deans shall be appointed for a period of five years and shall be eligible for reappointment.
- 3.4.3 Before recommending an appointment to the rank of full professor or full librarian, the Principal must first have consulted a committee consisting of two governors selected by the Chair of the Board, two vice-principals, the dean of any faculty in which the appointment is to be made, or, in the case of appointment to the rank of full librarian, the Director or Dean of Libraries, and two members selected by the Senate; and such other members as the Principal may see fit.
- 3.4.3.1 In the case of new appointments where the candidate has attained the rank of full professor or full librarian, the Principal may recommend appointment at that rank having consulted with the dean of the faculty or the Director or Dean of Libraries as appropriate.
- 3.4.4 Before recommending appointments, and the terms thereof, to ranks below that of full professor, the Principal must have consulted with any dean concerned and such others as may seem desirable to the Principal, and must recommend in accordance with such regulations relating to the employment of academic staff as are promulgated from time to time by the Board of Governors.
- 3.4.5 Before recommending the appointment or re-appointment with tenure of a member of the academic staff, the Principal must have consulted in accordance with such regulations relating to the employment of academic staff as are from time to time promulgated by the Board of Governors.
- 3.5 The Principal shall have power to suspend any members of the teaching staff of the University for cause which in the Principal's opinion affects adversely, or is likely to affect adversely, the general well-being of the University in accordance with such regulations relating to the employment of academic staff as are from time to time promulgated by the Board of Governors. The Principal may also for similar cause suspend any senior administrative officer.
- 3.6 The Principal shall make recommendations to the Board as to all promotions and changes in, and all resignations, retirements, and removals from, the teaching staff of the University. The Principal shall also determine, subject to the authority of the Board, the appointment, term, and remuneration of all other employees of the University.
- 3.7 The Principal shall be a member of the Senate, with all the privileges attached thereto; and shall be Chair thereof and shall preside over its meetings; and in the event of a tie vote shall have an additional or casting vote; the Principal may call special meetings of the Senate upon giving, in writing, notice as prescribed by Article 6.4.2 of

these Statutes.

- 3.8 The Principal shall be a member of all faculties, with all the privileges attaching thereto, and may preside at any faculty meeting if requested to do so by the dean. The Principal may call and preside at special meetings of faculties, separately or jointly.
- 3.9 The Principal shall be a member of all committees of the University and shall have access to all records of the University.
- 3.10 The Principal shall prepare an annual budget and submit the same to the Board of Governors.
- 3.11 The Principal shall report annually to the Visitor upon the work of the University and its requirements and make such recommendations thereon as the Principal may deem necessary.

Article Four: The Provost, Deputy Provost, and Vice-Principals

- 4.1 The Provost, Deputy Provost, and vice-principals shall perform such duties as may be assigned to them by the Principal, and shall be members of the Senate, of all faculties, and of all University committees designated by the Principal, other than the committees of the Board of Governors. A Provost, Deputy Provost, or vice-principal designated by the Principal may represent the latter and discharge the duties and exercise the authority of the Principal during the latter's absence, except as provided in Section 1.3.3.

Article Five: The Secretary-General

- 5.1 The Secretary-General shall be the Secretary of McGill College and University and shall be responsible for the University Secretariat.

Article Six: The Senate

- 6.1.1 The Senate shall be composed of:
 - a) The Chancellor;
The Principal and Vice-Chancellor;
The Chair of the Board of Governors;
The Provost;
The Deputy Provost;
The vice-principals;
The deans of faculties;
The Dean of Graduate and Postdoctoral Studies;
The Dean of Students;
The Dean of Continuing Studies;
The Director or Dean of Libraries;
The University Registrar and Executive Director of Enrolment Services;
The Director of Teaching and Learning Services.
 - b) Three representatives of the Board of Governors, appointed by the Board for a period of three years each, at least two of whom shall be members of the Board, including at least one who is a member of the Board elected by the McGill Alumni Association;
 - c) Three members, each of whom shall be elected for a term of three years, and shall be eligible for re-election, the electorate to be all librarians performing the function of librarian in the University's library system;
 - d) Six members of the administrative and support staff for a period of three years, namely:
 - i) Two representatives from the Faculties of Arts, Education, Law, Management, Music, and Religious Studies; School of Continuing Studies; and non-faculty administrative and support services reporting to the Provost, the Vice-Principal (Research and International Relations), the Principal, and the Secretary-General, following an election conducted by the Dean of Arts.
 - ii) Two representatives from the Faculties of Agricultural and Environmental Sciences, Dentistry, Engineering, Medicine, and Science; the University Libraries; and non-faculty administrative and support services reporting to the Deputy Provost, following an election conducted by the Dean of Science.

iii) Two representatives from non-faculty administrative and support services reporting to the Vice-Principals (Administration and Finance) and (University Advancement), following an election conducted by the University Secretariat.

- e) The following members, each of whom shall be elected for a term of three years, and all of whom may be re-elected, the electorate to be all professors, associate professors, assistant professors, and full-time faculty lecturers appointed to the faculty by the Board of Governors, or otherwise authorized by the faculty concerned:

Ten from the Faculty of Arts;
Three from the Faculty of Agricultural and Environmental Sciences;
One from the Faculty of Dentistry;
Two from the Faculty of Education;
Five from the Faculty of Engineering;
Two from the Faculty of Law;
Thirteen from the Faculty of Medicine;
Two from the Faculty of Music;
Two from the Faculty of Management;
One from the Faculty of Religious Studies;
Nine from the Faculty of Science;
One from the School of Continuing Studies elected from among its full-time faculty lecturers.

- f) Three from the faculty-at-large elected by ballot conducted by the Secretariat.

- g) The following members, each of whom shall serve a one-year term:

One student from the MCSS membership;
Two students from the MACES membership;
Five students from the PGSS membership, including one member elected from among postdoctoral students;
Thirteen students from the SSMU membership;

The eligibility of students for membership on Senate at the time of their nomination or election, and while holding office is determined by the following conditions:

- 6.1.1.1 They are registered as graduate or undergraduate students in a degree or diploma program of the University and are taking not less than three year-long courses or eighteen credits or their equivalent; or,
- 6.1.1.2 They are registered as postdoctoral scholars; or,
- 6.1.1.3 They are members of the executives of the Students' Society of McGill University or of the Macdonald Campus Students' Society, and are registered students of the University; or,
- 6.1.1.4 They are registered in the School of Continuing Studies.
- 6.1.1.5 Non-resident students and full-time members of the teaching staff are ineligible.
- 6.1.2.1 Suspension under the Student Disciplinary Code shall render a student ineligible for office where such suspension is of all University privileges and is in force at the time of nomination or election. Such suspension during a term of office shall render a student member of the Senate ineligible to sit on Senate or its committees so long as the suspension lasts.
- 6.1.2.2 Whenever an elected member of the Senate resigns or ceases to be a full member of the University or of the member's constituency before the expiry of the term, the competent body shall select a successor to complete the term. If a Faculty Senate seat is vacated before the normal end of term, the Faculty concerned should employ the following procedures:
- i. if the remainder of the representative's term is for one year or less, the Faculty may appoint a replacement for the duration of the former member's term;
 - ii. if the remainder of the representative's term is for greater than one year, the Faculty should elect a new member using its normal election procedure for the full Senate term of three years;
- 6.1.3 If an administrative and support staff seat is vacated before the normal end of term, the same procedure indicated in section 6.1.2.2 for the selection of a successor should be used.
- 6.1.4 Senate shall undertake a comprehensive review of its composition at least once every ten years.

- 6.2 All members of the Senate shall have the title of “Fellow.”
- 6.3 Subject to the authority and powers of the Board of Governors, the Senate shall have the following general and specific powers and duties:
- 6.3.1 It may establish, and from time to time amend, rules and regulations governing its own meetings and procedure for the transaction of business properly coming before it, and forty percent of its members shall constitute a quorum for the transaction of all business, except that in the period from June 1 to August 31 in each year, twenty percent of its members shall constitute a quorum.
- 6.3.2 It shall exercise general control and supervision over the academic activities of the University, with special reference to the development of the curriculum and courses of study in the several faculties and schools; it shall receive from the several faculties and schools regulations for admission into such faculties and schools and shall grant or withhold approval thereof; it may initiate for the consideration of faculties and schools suggested changes in curriculum and courses of study; it shall examine and approve all requirements for degrees, diplomas, or certificates granted by the University. No courses leading to degrees, diplomas, or certificates shall be offered or given until the approval of the Senate has been declared. Before, however, passing any regulation governing any faculty, otherwise than on the proposal of such faculty or an appeal to it from the decision of any faculty, council, or committee, concerning courses of study, curriculum, or other academic activity, the Senate shall, so far as is feasible, communicate its project to such faculty.
- 6.3.3 It shall establish and grant all degrees, both in course and honorary, and all diplomas and certificates to be conferred by the University.
- 6.3.4 It may recommend the establishment and discontinuance of faculties, schools, and departments.
- 6.3.5 It shall examine and make recommendations concerning any project involving the academic policy of the University or of any faculty or school or the establishment of any academic building.
- 6.3.6 It shall recommend the acceptance or refusal of any gift, grant, or bequest submitted to it by the Principal on the grounds that it might, in the Principal’s judgement, affect University academic policy.
- 6.3.7 It may offer recommendations for the affiliation with the University of any college or colleges or other institutions of learning or research and for the dissolution of any such affiliations or the amendment or alteration of the terms thereof.
- 6.3.8 It may make such representations, through the Principal, to the Board of Governors as may from time to time become necessary or desirable, touching any claims and needs of the University or any part thereof.
- 6.3.9 In case of disagreement with the Board of Governors regarding recommendations made under paragraphs 6.3.4; 6.3.5; 6.3.6; 6.3.7; or 6.3.8, the question at issue shall be submitted to a Conference Committee. This committee shall consist of not more than eleven members, consisting of the Principal and equal representation from the Board of Governors on the one hand and the Senate on the other, with power to submit its findings and recommendations to the Board of Governors whose decision shall be final.
- 6.3.9.1 The Senate and Board of Governors shall hold an annual joint meeting in the fall term. At this meeting, the Principal, the Provost, the Deputy Provost, and the vice-principals, as appropriate, shall present for discussion matters they consider relevant to the University’s mission for the ensuing year.
- 6.3.10 It may hear and determine appeals made to it by any member of the teaching staff from any decision of a Senate committee, or of a faculty, concerning courses of study, curriculum, examinations, timetable, or other academic activity, and subject to ratification by the Board of Governors its decision shall be final.
- 6.3.11 It may make rules and regulations for the management of the University libraries and museums.
- 6.3.12 It shall exercise general disciplinary authority over the student body of the University and may delegate authority to make and enforce student disciplinary regulations to University bodies and officers of its choosing.
- 6.3.13 It shall regulate academic dress and University ceremonial.

- 6.3.14 It shall fix the academic calendar, including the dates of academic functions and holidays, or general suspensions of lectures; and shall co-ordinate all timetables affecting more than one faculty.
- 6.3.15 It shall appoint such committees, boards, or other bodies as may be necessary for the proper exercise of its authority.
- 6.3.16 It may determine the titles of all ranks and grades of the teaching staff below the rank of full professor.
- 6.4.1 Regular meetings of the Senate shall be held at least once a calendar month throughout the University session.
- 6.4.2 Special meetings may be summoned by the Principal according to discretion and must be summoned on the request of any ten members of the Senate. Notice of any such special meeting shall be sent by the Secretary of the Senate at least three days in advance of the date of the meeting to every member of the Senate and shall specify the business of the meeting.

Article Seven: The Faculties

- 7.1 The following are faculties of the University:
 - Agricultural and Environmental Sciences
 - Arts
 - Dentistry
 - Education
 - Engineering
 - Law
 - Management
 - Medicine
 - Music
 - Religious Studies
 - Science
- 7.2 Each faculty shall be composed of all professors, associate professors, assistant professors, and faculty lecturers who are appointed to it by the Board of Governors. Where a question of membership is in doubt, the dean or the deans concerned shall reach a decision, or shall seek the ruling of the Principal.
- 7.3 A faculty may provide for the election to the faculty meeting of additional members, and may make regulations concerning their number, their qualifications, and their term of office, the right to vote at their election, the procedure to be followed thereat and the date thereof; and such faculty may from time to time repeal or amend such regulations; provided, however, that no regulation made under the authority of this section and no repeal or amendment of such regulation shall have any effect until approved by the Senate. Unless the faculty provides otherwise, the eligibility for student members of faculty meetings shall be governed by the provisions of Article 6.1.1.1, 6.1.1.5, and 6.1.2.1 relating to student membership on the Senate.
- 7.4 The Director or Dean of University Libraries shall be a member *ex officio* of the Faculties of Arts and of Science.
- 7.5 Each faculty shall, subject to the authority of Senate, control the courses of study and the academic work of the faculty, and provide rules governing the arrangement of its timetable and examinations and the conduct of its meetings.
- 7.6 All faculties shall meet not less than four times during the academic session.

Article Eight: The Deans

- 8.1.1 There shall be a dean of each faculty appointed as provided in Articles 1.3.4.2 and 3.4.2. There shall also be a Dean of Students, a Dean of Graduate and Postdoctoral Studies, and a Dean of Continuing Studies.
- 8.1.2 The dean of each faculty shall, subject to the provisions of Article 3.8, preside at all meetings of the faculty, and in the event of a tie vote shall have an additional or casting vote.
- 8.1.3 The Dean of Graduate and Postdoctoral Studies shall preside at meetings of a council whose mandate and composition shall be approved by Senate.

- 8.1.4 The dean of each faculty shall, under the direction of the Principal, administer the affairs of the faculty, academic and executive. The Dean of Graduate and Postdoctoral Studies and the Dean of Continuing Studies shall, under the direction of the Principal, administer academic and administrative affairs appropriate to their office.
- 8.1.5 The dean of each faculty and the Dean of Continuing Studies shall make to the Principal all recommendations for appointment and promotion of their teaching staff in accordance with such regulations relating to the employment of academic staff as are from time to time promulgated by the Board of Governors.
- 8.1.6 The dean of each faculty shall, after consultation with a committee broadly representative of the membership of a department and including, if desired, representatives from outside of the department concerned, make recommendations to the Principal for the appointment or reappointment of a departmental chair. Prior to recommending the re-appointment of a chair who has served in that office for five years, the dean shall again consult with a committee broadly representative of the membership of the department and including, if desired, representatives from outside of the department concerned.
- 8.1.7 The dean of each faculty shall be responsible for the preparation of the budget of the faculty for submission to the Principal. In faculties with departments, the dean shall consult with chairs of departments before preparing the budget. The Dean of Students, the Dean of Graduate and Postdoctoral Studies, and the Dean of Continuing Studies shall each be responsible for the preparation of a budget for submission to the Principal.

Article Nine: The Academic Departments

- 9.1.1 The members of the teaching staff appointed to give instruction in the various subjects or field of study or to conduct research may be organized for administrative purposes into departments as defined by the dean of the faculty, or by the council of the faculty, if one exists, subject to the approval of the Principal and ratification of the Senate.
- 9.1.2 Where courses of instruction are presently offered or in the future proposed by the teaching staff of any department as an integral part of the course of study or curriculum of two or more faculties, or are offered in one faculty leading to a course of study in another faculty, the details thereof and the jurisdiction thereover shall be settled by the deans concerned, subject to the approval of the Principal and ratification by the Senate.
- 9.1.3 Each department may recommend to the council of the faculty, or to the faculty meeting if there is no council, modifications in, deletions of, or substitutions for courses of instruction offered there-in. It may, through its chair and dean, discuss its objectives and problems with the Principal.
- 9.1.4 There shall be no department independent of a faculty.
- 9.2.1 There shall be a chair of each department appointed in accordance with the provisions of Articles 1.3.4.2 and 8.1.6.
- 9.2.2 Each departmental chair shall be generally responsible to the dean or deans of the faculty or faculties in which members of the teaching staff of the department may be offering courses of instruction, and shall prepare and administer a budget for the department under the direction and supervision of such dean or deans.

Article Ten: Schools, Institutes, Centres, and Other Academic Units

- 10.1 Each school, institute, centre, or other academic unit of the University shall be placed in a faculty under the direction and supervision of the dean. The Senate, on recommendation of the Principal, shall have the authority to allocate each school, institute, centre, or other academic unit to an appropriate faculty. There shall be over each a director.
- 10.2 The director of each school, institute, centre, or other academic unit shall be under the direction and supervision of the dean of the faculty to which it has been allocated, and shall exercise the functions of chair of a department.
- 10.3 Articles 10.1 and 10.2 do not apply to the School of Continuing Studies.

Article Eleven: Royal Victoria College

- 11.1 The Royal Victoria College is a college of McGill University and, except when otherwise specially provided by the terms of the College charter and its endowments or by the Statutes and resolutions made from time to time by the Board of Governors of the College in special relation to its separate interests and except where inapplicable to conditions in fact, all statutes, rules, regulations, and by-laws of the University and of the Royal Institution for the Advancement of Learning shall apply to the government and administration of the College.
- 11.2 The members of the Board of Governors of the University shall also be the members of the Board of Governors of the College.
- 11.3 All officers, employees, and servants of the College shall be appointed or employed by the Board of Governors of the College or by the Principal of the University or by some person appointed by the Principal, acting under the authority of the Board, and the said Board shall also exercise all powers of dismissal.
- 11.4 Any academic or educational work carried on in or by the College shall be subject to the provisions of these Statutes, and all rules and regulations of the Senate in force from time to time in relation to the aforesaid matters shall apply to the College.
- 11.5 The Principal and Vice-Chancellor of the University shall be a member of the Board of Governors of the College, and shall *ex officio*, and as near as the nature and objects of the College will permit, possess the like powers and perform the like duties in relation to the government and administration of the College as the Principal ordinarily possesses and performs in relation to the University as a whole, together with such other and further duties and powers as may be specially assigned to or conferred from time to time by the Board of the College in relation to the separate interests of the College.
- 11.6 The Secretary-General of the University shall be the Secretary of the College, and shall possess the like powers and perform the like duties in relation to the affairs of the College as to the affairs of the University and its various constituent bodies.
- 11.7.1 The warden of the College and the treasurer thereof shall each be appointed by the Board of Governors of the College, upon the recommendation of the Principal of the University. The warden, subject always to the supervision and authority of the Principal and to the provisions of these Statutes, shall have and possess all powers and perform all duties necessary and incidental to the following purposes:
- 11.7.2 To advise and assist all students of the College on all matters affecting the progress of their education and training.
- 11.7.3 To make and administer subject to the enactments of Senate all rules and regulations for the comfort, good health, and discipline of the students resident in the College, and for the preservation of the good character and name of the College.
- 11.7.4 To make and administer all rules, regulations, and orders for the efficient household management and maintenance of the College residence and of all premises and places occupied by the College.

Article Twelve: Macdonald Campus

- 12.1 Macdonald Campus is an integral part of McGill University. Except as hereinafter or in any statute or agreement or deed of gift provided, all statutes and regulations of McGill University and of the Royal Institution for the Advancement of Learning shall have full force and effect in the government and administration of the said Macdonald Campus.

Article Thirteen: Degrees

- 13.1 The University may offer degrees-in-course in any field of knowledge as shall be approved from time to time in accordance with these Statutes. The official record of degrees granted by the University shall be maintained by the Secretary General.
- 13.1.1 Any degree may be granted jointly with another institution of higher learning as a single degree, as established from time to time by Senate.
- 13.1.2 Any degree may be granted jointly with a degree granted by another institution of higher learning, as established from time to time by Senate.

- 13.2.1 The University may grant the degree of Doctor of Laws, Doctor of Letters, Doctor of Science, Doctor of Music, and Doctor of Divinity *honoris causa*, and such other honorary degrees as may from time to time be approved by the Senate.
- 13.2.2 Proposals for honorary degrees shall be made to and considered by a committee appointed by the Senate, and having the Chancellor as chair. Those proposals approved by this committee shall be referred to the Senate for final decision; but no honorary degree shall be granted unless two-thirds of the members of the Senate present and entitled to vote shall vote for it.

Article Fourteen: Convocation

- 14.1 Convocation shall be a general meeting of all members and graduates of the University, or of one or more faculties of the University, called by the Principal and Senate, for any public ceremonial function of the University. The Chancellor, or, if absent, the Principal and Vice-Chancellor, or in the absence of both, such persons as the Chancellor or the Principal may name for the purpose, shall preside and shall confer such degrees as may have been granted by the Senate.

Article Fifteen: Statutory Amendments

- 15.1 The Senate may, by a two-thirds vote of its members who are present and entitled to vote, recommend to the Board of Governors amendments to these Statutes, provided that due notice of the proposed amendments shall have been given in writing at a previous meeting of the Senate by its Secretary.
- 15.2 Nothing herein contained shall be construed as in any way limiting or impairing the power of the Board of Governors to amend, modify, or repeal the foregoing Statutes or any of them; the notice convening any meeting of the Board of Governors at which such amendment, modification, or repeal is to be considered shall declare the purpose of the meeting in that respect and shall be sent in writing to each member of the Board five clear days before the date fixed for the holding of the meeting.

Date of posting to the Visitor of the University, in accordance with the Enacting Clause:

Enactment

May 9, 1972

Amendments:

Article 1

June 14, 1972
February 27, 1974
March 28, 1974
April 1, 1975
June 1, 1977
February 2, 1978
January 31, 1979
May 30, 1979
October 22, 1980
January 18, 1984
November 20, 1990
June 3, 1994
January 19, 1995
May 29, 1997
May 29, 1998
March 26, 1999
February 7, 2000
April 18, 2001
January 29, 2003
May 28, 2003
October 9, 2003
September 28, 2004
February 7, 2005
November 3, 2005
June 8, 2007
June 9, 2009
June 2, 2010
May 30, 2011
February 28, 2013
May 25, 2017
February 10, 2022
December 15, 2022

Article 2

November 20, 1990
February 10, 2022

Article 3

February 25, 1975
October 1, 1975
June 1, 1977
November 20, 1990
February 19, 1991
March 1, 1996
April 18, 2001
May 17, 2002
October 9, 2003
November 3, 2005
October 13, 2010

Article 4

November 20, 1990
October 9, 2003

Article 5

November 3, 2005
September 29, 1972
November 29, 1973

Article 6

February 27, 1974
March 16, 1982
February 27, 1974
June 1, 1977

	<p>January 31, 1979 October 20, 1981 May 18, 1982 October 21, 1987 January 19, 1988 November 21, 1989 November 20, 1990 December 9, 1994 May 30, 1996 May 29, 1997 May 29, 1998 March 26, 1999 April 18, 2001 June 28, 2001 May 17, 2002 December 4, 2002 May 28, 2003 October 9, 2003 December 5, 2003 September 28, 2004 November 3, 2005 June 2, 2010 October 13, 2010 February 9, 2011 May 30, 2011 September 4, 2014 December 8, 2014</p>
Article 7	<p>June 1, 1977 February 2, 1978 November 20, 1990 March 26, 1999 May 17, 2002 December 4, 2002 November 3, 2005 October 13, 2010</p>
Article 8	<p>June 1, 1977 November 22, 1988 November 21, 1989 November 20, 1990 May 17, 2002 May 30, 2011</p>
Article 9	<p>November 20, 1990 April 25, 2001</p>
Article 10	<p>September 27, 1973 February 25, 1975 April 18, 1988 November 21, 1989 May 30, 2011</p>
Article 11	<p>November 20, 1990 November 3, 2005</p>
Article 12	<p>November 29, 1973 October 21, 1987 November 20, 1990 February 19, 1991 April 18, 2001</p>
Article 13	<p>March 29, 1977</p>

June 1, 1977
November 19, 1985
October 18, 1988
November 20, 1990
May 30, 1996
December 22, 2000
April 18, 2001
June 22, 2001
January 29, 2003
December 5, 2003
September 28, 2004
November 3, 2005
June 8, 2007
May 30, 2008
June 2, 2010
November 25, 2013

Article 14

September 27, 1973
February 25, 1975
November 20, 1990
November 3, 2005

Article 15

**Secretariat**

845 Sherbrooke Street West, Room 313
Montreal, Quebec H3A 0G4
Tel.: (514) 398-3948/Fax: (514) 398-4758

Secrétariat

845 rue Sherbrooke ouest, suite 313
Montréal, Qc H3A 0G4
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To Whom It May Concern:

McGill University is a corporation incorporated by royal charter granted by the Crown of Great Britain on March 31, 1821, as amended and confirmed by royal charter on July 6, 1852, under the name "The Governors, Principal and Fellows of McGill College". It is recognized as a university under the laws of the Province of Quebec under the name "The Royal Institution for the Advancement of Learning /McGill University" in virtue of the *Act respecting educational institutions at the university level*, enacted by the National Assembly in 1989 (R.S.Q., c. E-14.1, 1 April 2003). McGill belongs to the Association of Universities and Colleges of Canada (AUCC), and was a founding member of that association.

The Royal Institution for the Advancement of Learning was first incorporated by statute of the former Province of Lower Canada, by an *Act for the Establishment of Free Schools and the Advancement of Learning in this Province*, 41 Geo. III, 1802, chapter 17. That statute was revised by an *Act respecting the Royal Institution for the Advancement of Learning*, Consolidated Statutes for Lower Canada, 1861, chapter 17; *An Act to amend the Act chapter seventeen of the Consolidated Statutes for Lower Canada, respecting the Royal Institution for the advancement of Learning*, 26 Vict., 1863, chapter 6, Statutes of the Province of Canada; *An act to amend the act 26 Victoria, chapter 6 respecting the Royal Institution for the Advancement of Learning*, 1 Geo. V, 1910, chapter 91 (Statutes of Quebec); *An Act to amend the Act, chapter XVII of the Consolidated Statutes for Lower Canada, respecting the Royal Institution for the Advancement of Learning*, 17 Geo. V, 1927, chapter 43 (Statutes of Quebec); and *An Act respecting the Royal Institution for the Advancement of Learning*, 23 Geo. V, 1933, chapter 56 (Statutes of Quebec).

L'Université McGill est une corporation privée créée en 1821 par charte royale sous la désignation "The Governors, Principal and Fellows of McGill College". Sa charte royale lui fut octroyée par la Couronne britannique le 31 mars 1821, et fut amendée et confirmée le 6 juillet 1852 par une seconde charte royale. Selon les lois de la province de Québec, elle est reconnue comme étant une université au nom de « l'Institution royale pour l'avancement des sciences/Université McGill » en vertu de la Loi sur les établissements d'enseignement de niveau universitaire, adoptée par l'Assemblée nationale en 1989 (L.R.Q., c. E-14.1, 1^{er} avril 2003). L'Université McGill est accréditée en tant qu'université par l'Association des universités et collèges du Canada « AUCC », et elle était un membre fondateur de cette association.

L'Institution royale pour l'avancement des sciences fût incorporée aux termes d'une loi de la province du Bas-Canada, à savoir *l'Acte pour l'établissement d'écoles gratuites, et l'avancement des sciences dans cette province*, 41 Geo. III, 1802, chapitre 17. Cette loi a été modifiée par *l'Acte concernant l'institution royale pour l'avancement des sciences*, Statuts refondus pour le Bas Canada, 1861, chapitre 17 ; *l'Acte pour amender le chapitre dix-septième des statuts refondus pour le Bas Canada, concernant l'institution royale pour l'avancement des sciences*, 26 Vict., 1863, chapitre 6 (Statuts de la Province du Canada) ; la *Loi amendant la loi 26 Victoria, chapitre 6, concernant l'institution royale pour l'avancement des sciences*, 1 Geo. V, 1910, chapitre 91 (Statuts du Québec) ; la *Loi modifiant le chapitre XVII des Statuts refondus du Bas-Canada, concernant l'institution royale pour l'avancement des sciences*, 17 Geo. V, 1927, chapitre 43 (Statuts du Québec) ; et la *Loi concernant l'institution royale pour l'avancement*

In 1962, an *Act to grant certain powers to the Royal Institution for the Advancement of Learning* (10-11 Eliz. II, 1962, c. 101) granted additional authority to the Royal Institution for the Advancement of Learning to facilitate its development.

As of the date of this certificate, McGill University is in existence under the laws of the United Kingdom, and the Royal Institution for the Advancement of Learning/McGill University is in existence under the laws of Quebec.

The Royal Institution for the Advancement of Learning/McGill University holds and is vested with all property, moveable or immovable, of McGill University, which operates a university in Montreal, Quebec.

des sciences, 23 Geo. V, 1933, chapitre 56 Statuts du Québec).

En 1962, la *Loi accordant certains pouvoirs à l'Institution royale pour l'avancement des sciences* (10-11 Eliz. II, 1962, c. 101) accorda à l'Institution royale pour l'avancement des sciences des pouvoirs supplémentaires visant à favoriser son expansion.

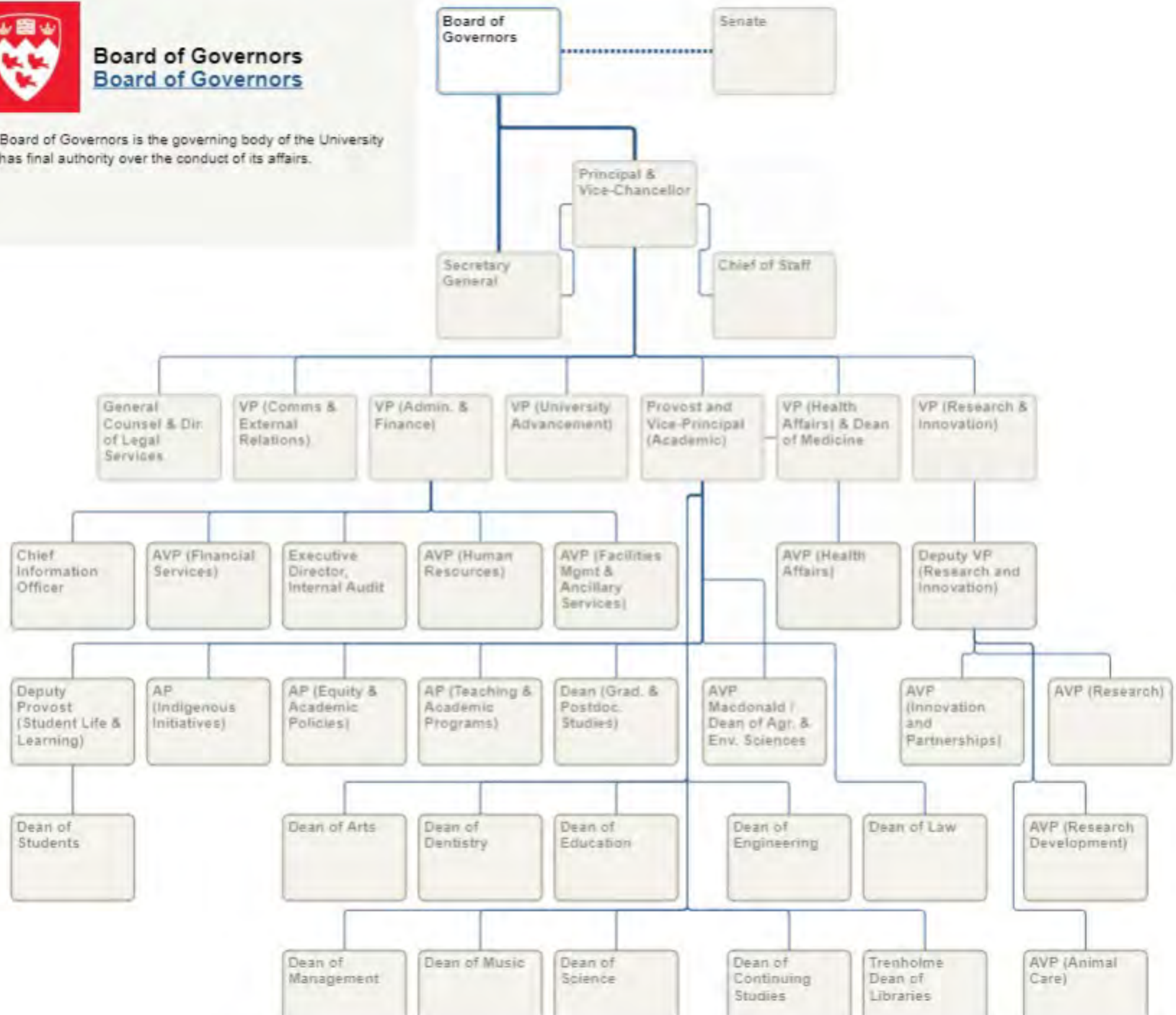
À la date des présentes, l'Université McGill existe en bonne et due forme en vertu des lois du Royaume Uni et l'Institution royale pour l'avancement des sciences/l'Université McGill existe en bonne et due forme en vertu des lois du Québec.

L'Institution royale pour l'avancement des sciences /l'Université McGill détient et conserve tous les biens mobiliers et immobiliers de l'Université McGill, laquelle poursuit ses activités d'institution d'enseignement universitaire à Montréal (Québec).

Edyta Rogowska
Secretary-General
Secrétaire général


Board of Governors
Board of Governors

The Board of Governors is the governing body of the University and has final authority over the conduct of its affairs.



Glossary of Acronyms

I. McGill University

Senior Administration

- PVC – Principal and Vice-Chancellor
- PVPA – Provost and Vice-Principal (Academic)
- DPSLL – Deputy Provost (Student Life and Learning)
- VPAF – Vice-Principal (Administration and Finance)
- VPUA – Vice-Principal (University Advancement)
- VPCER – Vice-Principal (Communications and External Relations)
- VPHA – Vice-Principal (Health Affairs) and Dean of Medicine and Health Sciences
- VPRI – Vice-Principal (Research and Innovation)
- SG – Secretary-General
- GS – General Counsel and Director of Legal Services

Student Associations

- PGSS – Post-Graduate Students' Society
- SSMU – Students' Society of McGill University
- MCSS – Macdonald Campus Students' Society
- MACES – McGill Association of Continuing Education Students

Unions and Associations

- AGSEM – Association of Graduate Students Employed at McGill (Invigilators, Teaching Assistants)
- PSAC – Public Service Alliance of Canada
- AMURE/PSAC – Association of McGill University Research Employees (Postdoctoral Fellows, Research Associates)
- AMUSE/PSAC – Association of McGill University Support Employees (Floor Fellows, Non-academic Casuals)
- MUNACA/PSAC – McGill University Non-Academic Certified Association (Clericals, Laboratory/IT Technicians, Support Staff and Library Assistants)
- MCLIU – McGill Couse Lecturers & Instructors Union
- SEU – Service Employees' Union (Computing Centre, Facilities Management/Residences/Faculty Club, Powerhouse Downtown, Printing Services, Trades Downtown, Trades and Powerhouse Macdonald Campus_
- MAUT – McGill Association of University Teachers (Professors) (not a union)
- MUNASA – McGill University Non-Academic Staff Association (M-Level Administrative Staff and Managers) (not a union)

II. Canadian Associations

- CAUT – Canadian Association of University Teachers
- CUBA – Canadian University Boards Association
- CAUBO – Canadian Association of University Business Officers
- Universities Canada, formerly the Association of Universities and Colleges of Canada (AUCC)
- U15 – Group of 15 Research Intensive Canadian Universities (formally known as the G10 and G13)

- G5 – Canada’s Five Leading Research Universities (University of Alberta, University of British Columbia, McGill University, Université de Montréal, University of Toronto)

III. American Associations

- AGB – Association of Governing Boards of Universities and Colleges
- AAU – Association of American Universities

IV. Research Programs and Agencies

FEDERAL	QUEBEC	USA
CIHR - Canadian Institutes of Health Research	FRSQ - Fonds de la recherche en santé du Québec	CDRMP - Congressionally Directed Medical Research Programs
NSERC - Natural Sciences and Engineering Research Council of Canada	FRQSC - Fonds de recherche du Québec - Société et culture	NIH - National Institutes of Health
SSHRC - Social Sciences and Humanities Research Council of Canada	FRQS - Fonds de recherche du Québec - Santé	
NCE - Networks of Centres of Excellence	CRIBIQ - Consortium de recherche et innovations en bioprocédés industriels au Québec	
CFI - Canada Foundation for Innovation	CRITM - Consortium de recherche et d'innovation en transformation	
CRC - Canada Research Chairs	PRIMA - Advanced Materials Research and Innovation Hub	
SIF - Strategic Investment Fund	InnovÉÉ - Innovation en énergie électrique	
	CRIAQ - Consortium de recherche et d'innovation en aérospatiale au Québec	
	CQDM - Consortium Québécois sur la découverte du médicaments	

V. Provincial Ministres /Bodies

- MAPAQ - Ministre de l'Agriculture, des Pêcheries et de l'Alimentation
- MCC - Ministère de la Culture et des Communications
- MEI - Ministère de l'Économie et de l'Innovation et de l'Énergie
- MES - Ministère de l'Enseignement supérieur
- SQI- Société québécoise des infrastructures

1. General Duties and Obligations of the Members During Their Term in Office (from Code of Ethics)

During their term of office, the Members:

- 1.1. shall carry out their functions with integrity, independence, and good faith, and shall act in the best interests of the University;
- 1.2. shall act responsibly and fairly with the care, diligence, loyalty, and prudence of a reasonable individual;
- 1.3. shall carry out their functions in such a way as to maintain confidence in the University;
- 1.4. shall make every reasonable effort to avoid real or perceived conflicts of interest;
- 1.5. shall make a full disclosure of a real or perceived conflict of interest in writing as soon as they are aware of it and shall resolve it in the best interests of the University;
- 1.6. shall respect the confidentiality of information received in the performance of their duties as well as the confidentiality of the deliberations in which they participate.

2. Specific Duties of Members During Their Term of Office

Without limiting the generality of any of the foregoing, but subject to provision 2.5, the Members, during their term of office:

- 2.1. shall not assist any person or any organization in its dealings with the University when such intervention may result in real or perceived preferential treatment to that person or organization by the University;
- 2.2. shall not use, for their personal benefit or advantage, or for the benefit or advantage of any family member, or any other person or organization, any information acquired in the exercise of their office that is not otherwise generally available to the public;
- 2.3. shall not use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the University; and
- 2.4. shall not use any information that is made known to them and that is not known to the general public to transact shares or other securities in corporations or other entities involved in transactions that are under consideration, have been approved, or have been rejected;
- 2.5. will not be precluded, as employees or students of the University and elected to the Board by due process in accordance with the Statutes of the University, from activities appropriately associated with their roles.

3. Duties and Obligations of Members After Leaving Office

After leaving office, the Members:

- 3.1. shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated;
- 3.2. for a period of two years, shall not make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member, or any other person or organization;
- 3.3. for a period of two years, shall not give advice nor act in the name of or on behalf of someone else in negotiations with or in regard to contracts with the University, except as outlined in provision 2.5.

Sanctions

Should a Member be found to have failed to comply with the duties and obligations stipulated in the present Code, the Chair of the Board of Governors shall have the power to issue a warning, to suspend the said Member for a period of time, or, in serious cases, to ask the Member to resign.

CODE OF ETHICS AND CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS OF MCGILL UNIVERSITY AND TRUSTEES OF THE ROYAL INSTITUTION FOR THE ADVANCEMENT OF LEARNING

Preamble

The Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning (the "Code") applies to all members of the Board of Governors of McGill University, the Trustees of the Royal Institution for the Advancement of Learning, and to all members of committees established by the Governors and Trustees, whether or not the members of such committees are Governors or Trustees ("Member" or "Members").

The Code is a mechanism for managing conflicts of interest, whether real or perceived, and for providing guidance to Members in the performance of their functions in an independent and objective manner, serving the University's best interests and the accomplishment of its mission. The Code also promotes public confidence in the University's commitment to integrity, impartiality and transparency in governance.

1. General Duties and Obligations of the Members During Their Term in Office

During their term of office, the Members:

- 1.1 shall carry out their functions with integrity, independence, and good faith, and shall act in the best interests of the University;
- 1.2 shall act responsibly and fairly with the care, diligence, loyalty, and prudence of a reasonable individual;
- 1.3 shall carry out their functions in such a way as to maintain confidence in the University;
- 1.4 shall make every reasonable effort to avoid real or perceived conflicts of interest;
- 1.5 shall make a full disclosure of a real or perceived conflict of interest in writing as soon as they are aware of it and shall resolve it in the best interests of the University;
- 1.6 shall respect the confidentiality of information received in the performance of their duties as well as the confidentiality of the deliberations in which they participate.

2. Specific Duties of Members During Their Term of Office

Without limiting the generality of any of the foregoing, but subject to provision 2.5, the Members, during their term of office:

- 2.1 shall not assist any person or any organization in its dealings with the University when such intervention may result in real or perceived preferential treatment to that person or organization by the University;
- 2.2 shall not use, for their personal benefit or advantage, or for the benefit or advantage of any family member, or any other person or organization, any information acquired in the exercise of their office that is not otherwise generally available to the public;

- 2.3 shall not use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the University; and
- 2.4 shall not use any information that is made known to them and that is not known to the general public to transact shares or other securities in corporations or other entities involved in transactions that are under consideration, have been approved, or have been rejected;
- 2.5 will not be precluded, as employees or students of the University and elected to the Board by due process in accordance with the *Statutes* of the University, from activities appropriately associated with their roles.

3. Duties and Obligations of Members After Leaving Office

After leaving office, the Members:

- 3.1 shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated;
- 3.2 for a period of two years, shall not make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member, or any other person or organization;
- 3.3 for a period of two years, shall not give advice nor act in the name of or on behalf of someone else in negotiations with or in regard to contracts with the University, except as outlined in provision 2.5.

4. Rules Governing Conflicts of Interest

The following shall apply when considering situations of real or perceived conflict of interest:

- 4.1 A Member shall be considered to have a real conflict of interest when he/she holds a personal interest, whether direct or indirect, that he/she is or should be aware of and that would, in the opinion of a reasonably informed and well-advised person, be sufficient to put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of his/her duties.
- 4.2 A Member shall be considered to have a perceived conflict of interest when he/she would appear to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that would be sufficient to put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of his/her duties.

5. Management of Conflicts of Interest

- 5.1 Members are expected to have primary responsibility in the identification and management of their own conflicts of interest.
- 5.2 In order to manage one's conflict, a Member must endeavor to identify what is, or could be, a real or perceived conflict of interest. The Secretary-General shall serve as a resource person to all Members in helping to identify conflicts of interest.

6. Examples of Conflict of Interest

The following, without limitation, are examples of conflict of interest:

- 6.1 when a Member, whether directly or indirectly, has a personal interest in the outcome of deliberations of the Board; in a contract or a proposed contract to be entered into by the University or a University-related body; or is likely to obtain a personal advantage as a result of a discretionary decision made by the University or a University-related body;
- 6.2 when a Member is a member of the senior management personnel of a corporation, institution, or body, whether public or private in nature, whose interests may be in competition with those of the University;
- 6.3 when a Member accepts gifts, gratuities, or favours from a firm or corporation engaged in or wishing to engage in transactions with the University, except in the case of customary gifts of a purely nominal value.

7. Annual Declaration and Disclosure of Conflict of Interest

- 7.1 The Secretary-General shall distribute and request the annual completion by Members of the Declaration and Disclosure of Conflict of Interest Form, Appendix "A" to the Code ("Declaration").
- 7.2 The Secretary-General shall advise any Members, upon his/her request, on any question pertaining to the application of the rules of the said Code.

8. Compliance

Where a situation of real or perceived conflict of interest arises, the Member shall follow the steps outlined below.

8.1 Disclosure of Conflict of Interest

8.1.1 Where a situation of real or perceived conflict of interest not declared in the Declaration arises, Members shall make a full written disclosure of the conflict to the Secretary-General as soon he/she is aware of it, or verbally to the Chair of the meeting where the conflict arises. The disclosure of a conflict of interest will be retained by the Secretary-General and communicated to the Board Chair and the Nominating and

Governance Committee. The disclosure and resolution of any conflict of interest will be recorded in the minutes of the body in question.

8.2 Withdrawal from Deliberations and Abstention from Voting

A Member shall resolve the conflict in the best interests of the University by abstaining from voting and, at the Member's discretion or at the request of the Chair, withdrawing from the Board's or Committee's deliberations for which the Member has a conflict of interest. In the event that a Member is uncertain whether a situation constitutes a real or perceived conflict of interest, the Member is expected to voluntarily recuse herself/himself until such determination is made.

8.3 Resignation as Member

Any Member may, of her/his own accord or at the suggestion of the Chair of the Board or the Chair of the Committee to which the Member belongs, resign her/his position as a Member if her/his role as a member of a body, firm, or organization doing business with the University serves as a real or perceived source of continuing conflict of interest in a substantial and ongoing way such as to impede her/his role as a Member.

9. Ethics Committee

Where an allegation of conduct in breach of this Code is reported (by a Member about her/himself or another Member) every effort will be made to resolve the matter informally in collaboration with the Secretary-General. If however there are reasonable grounds to believe that a Member has breached the standard of conduct as set out in this Code and no such informal resolution is possible, the matter shall be referred to an Ethics Committee of the Nominating, Governance, and Ethics (NGE) Committee.

9.1 Composition and Mandate of the Ethics Committee

9.1.1 The Ethics Committee shall be composed of three (3) members, chosen by the NGE Committee, normally in consultation with the Chair of the Board, the Chancellor and the Principal. The NGE Committee shall appoint one of the three members to serve as Chair of the Ad-hoc Ethics Committee. The Secretary-General shall serve as Secretary to the Ethics Committee.

9.1.2 The Ethics Committee shall meet on an ad-hoc basis to examine in strict confidentiality any case referred to it, and formulate for the use of the NGE Committee any recommendation that it may deem appropriate.

9.2 Procedure

9.2.1 The Secretary-General shall receive the allegation in writing signed by the person who has brought the situation to the attention of the NGE Committee of the Board, provide a copy to the person complained against and shall forward it to the Chair of the NGE Committee for purposes of forming the Ethics Committee. In the event that the allegation concerns the Chair of the NGE Committee, the matter shall be referred to the Chair of the Board of Governors.

9.2.2 The Ethics Committee shall allow the parties concerned to be heard and to state their case, in accordance with the rules of natural justice. The Ethics Committee may undertake any consultation that it may deem useful for the purpose of examining the issues referred to it, and may request the assistance, on an ad hoc basis, of any Resource Person or consultant whose expertise may, in the Committee's judgment, be required to carry out its mandate.

9.2.3 After hearing the parties, the Ethics Committee shall prepare a reasoned written report to the Chair of the NGE Committee which shall inform the parties concerned of the content of the report and shall act on the Committee's findings.

10. Sanctions

Should a Member be found to have failed to comply with the duties and obligations stipulated in the present Code, the Chair of the Board of Governors shall have the power to issue a warning, to suspend the said Member for a period of time, or, in serious cases, to ask the Member to resign.

11. Dissemination of this Code and Reporting

11.1 The Secretary-General shall provide a copy of this Code to each Member in conjunction with the distribution of the annual Declaration; and shall promote, disseminate, and implement this Code.

11.2 The Secretary-General shall report annually to the Nominating and Governance Committee on the promotion, dissemination and implementation of the Code and on any cases necessitating the striking of an Ethics Committee.

12. Review

12.1 The NGE Committee shall review the Code at least once every five years and formulate any recommendations to the Board of Governors

[Sources: Executive Committee, Minute 3, January 18, 1999; Board of Governors, Minute 5, March 22, 1999; Amendments: Executive Committee, Minute 15, December 11, 2000; Board of Governors, Minute 4.4, April 7, 2008; Executive Committee, Minute 9.3, March 22, 2010; Nominating, Governance and Ethics Committee, Minute 10, May 12, 2016; Board of Governors, Minute 14.2.5, April 27, 2017]

Appendix “A”
McGill University Board of Governors Declaration and Disclosure of Conflict of Interest Form
(July 1, 2023 to June 30, 2024)

This declaration and disclosure is pursuant to the *Code of Ethics and Conduct for Members of the Board of Governors of McGill University*, applies to all members of the Board and Board Committees and should be completed with reference to the *Code*.

I acknowledge that, as a member of the Board of Governors and/or Board committee(s) of McGill University, I must adhere to the highest standard of conduct in carrying out my duties and responsibilities as a Governor and/or committee member.

I accept the obligation to act honestly, in good faith and in the best interests of the University.

I will avoid conflicts of interest and facilitate their management in accordance with the *Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning (the “Code”)*.

I undertake to disclose any real or perceived conflicts of interest as such conflicts arise and in accordance with the Code. I undertake to keep in strictest confidence all confidential or proprietary information communicated or disclosed to me as a member of the Board of Governors and/or a Board committee member.

1. Type of involvement on the McGill Board of Governors

Name _____
PLEASE PRINT

Member of the Board of Governors (please specify: YES or NO): _____

Member of Board Committee(s): _____
(Name of Board Committee(s))

2. Principal occupation:

Employer (Company Name): _____

Position Title: _____

Occupation: _____

3. Type of involvement in other organizations (e.g. board member, president, member):

Name of Organization: _____

Type of Involvement: _____

Name of Organization: _____

Type of Involvement: _____

Name of Organization: _____

Type of Involvement: _____

4. Disclosure

Disclosure or identification of conflict is an important part of managing conflicts of interest. The management of conflicts of interest may take various forms and does not necessarily prevent individuals from serving as members of the Board of Governors or Board Committees.

Conflicts of interest may take various forms and may arise in various contexts. A potential conflict of interest will exist whenever a member is in a position to influence the conduct of governance or other matters in ways that could lead to personal gain for the member or a related party, or give improper advantage to others, to the detriment of the University or members of the University community (Regulation on Conflict of Interest).

A Member shall be considered to have a real or perceived conflict of interest when he/she holds, or would appear to have a personal interest, whether direct or indirect, that he/she is or should be aware of and that would, in the opinion of a reasonably informed and well-advised person, be sufficient to put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of his/her duties (Code of Ethics).

Please check-off the box that corresponds to your situation:

I have no conflict of interest (real or perceived) to report. (Please skip to section 5 at the bottom of the page and return your completed form to the Secretary-General).

I have the following real or potential conflict of interest to report. Please describe below any relationships, contracts, transactions, gifts or circumstances that you believe could contribute to a conflict of interest (real or perceived), and then complete section 5.

Description of activity or transaction involving McGill in which I have a real or perceived conflict of interest:

5. Signature

I understand and agree that any conflict of interest will be managed in accordance with the terms of the Code.

Should I become aware of any additional conflict of interest (real or perceived) at any time, I will complete the “*Supplemental Declaration and Disclosure of Conflict of Interest Form*” and submit it to the Secretary-General.

With my signature I confirm that all of the information I have provided above is true and accurate and I declare myself in conformity with the *Code of Ethics* of the McGill Board of Governors.

Dated this _____ day of _____ 20_____.

Signature _____ (App A: Primary Disclosure Form 06/2016)

MEMBERS OF THE BOARD OF GOVERNORS, GOVERNORS EMERITI:

MEMBERS OF THE BOARD OF GOVERNORS, GOVERNORS EMERITI:

The Board of Governors is composed of twenty-five voting members and two non-voting student observers:

Members

- The Chancellor
- The Principal and Vice-Chancellor
- 12 members-at-large
- 3 representatives of the McGill Alumni Association
- 2 representatives of Senate
- 2 representatives of the academic staff
- 2 representatives of the administrative and support staff
- 1 representative of the Students' Society of McGill University
- 1 representative of the Post-Graduate Students' Society

Observers (“voice but no vote”)

- 1 representative of the McGill Association of Continuing Education Students
- 1 representative of the Macdonald Campus Students' Society

[Source: *Statutes*, Article 1.1]

MEMBERS OF THE BOARD OF GOVERNORS AND TERMS OF OFFICE (SEPTEMBER 1, 2023)

The names of all current members of the Board of Governors appear below. The year in parentheses under the current term refers to the year of the individual’s first or previous appointment to the Board.

MEMBERS OF THE BOARD OF GOVERNORS AND TERMS OF OFFICE		
The names of all current members of the Board of Governors appear below. The year in parentheses under the current term refers to the year of the individual’s first or previous appointment to the Board.		
Name	TERM START DATE (prior terms)	TERM END DATE
The Chancellor		
*McCALL MacBAIN, John	July 1, 2021	June 30, 2024
The Principal & Vice-Chancellor		
SAINI, Deep Principal & Vice-Chancellor	April 1, 2023	June 30, 2028
Members-at-large		
<i>Chair</i>		
*BERTRAND, Maryse, Chair <i>Served as Vice-Chair: (July 1, 2021-June 30, 2022) & (Oct. 1, 2018 – June 30, 2021)</i>	Member-at large terms: July 1, 2021 (May 1, 2016 – June 30, 2021) <i>Term as Chair: July 1, 2022</i>	June 30, 2026 <i>June 30, 2026</i>
<i>Vice-Chairs</i>		
*PAUL, Maarika, <i>Vice-Chair</i>	July 1, 2023 (July 1, 2018) <i>Vice-Chair term: July 1, 2023</i>	June 30, 2028 <i>June 30, 2025</i>
*MATUSZEWSKI, Pierre, <i>Vice-Chair</i>	Member-at-large terms: July 1, 2022 (July 1, 2017) <i>Vice-Chair term: July 1, 2022</i>	June 30, 2027 <i>June 30, 2024</i>

Members-at-large		
*BAJAJ, Arun	July 1, 2023	June 30, 2027
*DAVID, Gregory	July 1, 2022	June 30, 2026
*DECKELBAUM Ariel J.	July 1, 2022	June 30, 2027
*DESNOYERS, Alan	July 1, 2023	June 30, 2027
*HEADON, Fred	July 1, 2020	June 30, 2025
*PANDA, Ram - <i>Chair (July 1, 2017 - June 30, 2022)</i>	July 1, 2019 (Jan 1, 2014 – June 30, 2019)	June 30, 2024
*PRANDO, Diletta	July 1, 2022	June 30, 2026
*SAKHIA, Samira	July 1, 2023 (July 1, 2018)	June 30, 2027
SIGLER, Jonathan	July 1, 2022	June 30, 2027
Alumni Association		
*BABINSKI, Bob	July 1, 2023 ('18)	June 30, 2024
*D'IORIO, Luciano	July 1, 2022	June 30, 2027
*JABALPURWALA, Inez	September 19, 2019	June 30, 2024
Academic Staff		
GILBERT, Lucy	July 1, 2022 (2019)	June 30, 2025
GREENWOOD, Celia	July 1, 2022	June 30, 2025
Administrative & Support Staff		
HAKIM, Joseph	July 1, 2022	June 30, 2025
PIGGOTT, Adrienne	July 1, 2021	June 30, 2024
Senate		
*ZORYCHTA, Edith	July 1, 2022 ('19) ('16) ('13)	June 30, 2025
* ROHRBACH, Petra	July 1, 2023 (Sept. 2, 2020)	June 30, 2026
Student Members		
ASHKIR, Alexandre (SSMU)	June 1, 2023	May 31, 2024
TUMULU, Satish Kumar	August 7, 2023	May 31, 2024
Student Observers (“voice but no vote”)		
PAREY, Vaishnavi (MCSS)	June 1, 2023	May 31, 2024
ROSENBERG, Amanda (MACES)	June 1, 2023	May 31, 2024

* *Members of the Board who graduated from McGill University*

GOVERNORS *EMERITI*

The *Statutes* provide as follows with respect to governors *emeriti*:

- 1.1.8 Following the completion of a governor's term on the Board, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, may appoint as governor emeritus/a, a governor who has served the University with exceptional distinction for a period of not less than six consecutive years on the Board.*
- 1.1.8.1 The Nominating, Governance and Ethics Committee, in making a recommendation for appointment to the rank of governor emeritus/a, shall consider the nature and scope of the governor's contributions to the University and his or her capacity to continue to do so in the future.*
- 1.1.8.2 The Principal, the Chair of the Board of Governors, and the Chancellor shall meet at least once each year with the governors emeriti.*
- 1.1.8.3 Governors emeriti shall normally be appointed by the Board for an unlimited term, 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, 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 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.*
- 1.1.8.5 Governors emeriti shall be entitled to participate as members of the platform party at all convocation and installation ceremonies.*

GOVERNORS EMERITI:	TERM BEGAN <i>(updated to July 1, 2023)</i>
BOYCHUK, Michael	2022
CEDRASCHI, Tullio	2005
CLEGHORN, John	2005
COBBETT, Stuart (Kip) <i>(and Chair Emeritus – July 1, 2017)</i>	2017
CORBER, Marvin	2002
COUGHLIN, Peter	2022
DAVIDSON, Margaret	1995
DE GRANDPRÉ, Lili	2014
EAKIN, Gael	2004
ECHENBERG, Gordon	2009
FAZEL, Kathy	2018
FORTIER, Suzanne <i>(and Principal Emerita)</i>	2022
GÉNÉREUX, Claude	July 1, 2023
GIGUÈRE, Marie	2007
HALPERIN, Stephen	July 1, 2023
KALIL, Alex	2005
KUSSNER, Sheila	2002
LAU, Arthur C.F.	2002
McDOUGALL, Sally	2008
MALDOFF, Eric	2011
MEIGHEN, Michael <i>(Chancellor 2017 -2022)</i> <i>(and Chancellor Emeritus - July 1, 2021)</i>	2011
MINZBERG, Sam	2022
MUNROE-BLUM, Heather <i>(and Principal Emerita - July 1, 2013)</i>	2013
NORRIS, Brenda	1996
PATERSON, Alex	2006
PEETERS, Jan	2010
POULIOT, Adrien	2006

POUND, Richard	2009
RABINOVITCH, Robert (<i>and Chair Emeritus - Nov 2009</i>)	2010
RIDDELL, Susan	1997
RICHARDS, Michael	2012
SHAPIRO, Bernard (<i>and Principal Emeritus</i>)	2003
SHEFF, Gerald	2011
SIMPSON, Warren	2009
STAIRS, Harriet	2005
TROTTIER, Lorne	2005
TURCOTTE, Martine	2020
VANDAL, Thierry	2017
VENNAT, Manon	2005
VERREAULT, Cynthia Price	July 1, 2022
PANDA, Ram – <i>Chair Emeritus</i> <i>Note:</i> Mr. Ram Panda is currently serving as member at-large. His term ends June 30, 2024.	<i>July 1, 2022</i>

BOARD OF GOVERNORS STANDING COMMITTEE MEMBERSHIP

[Dates] refer to the end of the Committee appointment, and the end date for the individual’s Board or Emeritus appointment. “Non-member” indicates those serving on committees who are neither Board members nor Governors *Emeriti*.

AUDIT AND RISK MEMBERSHIP (as of September 1, 2023)				
		Committee Start term date	Committee End term date	Board/Emer. term End date
Ms. Maarika Paul, Chair		Jan. 1, 2013; Jan 1, 2019	June 30, 2025; June 30, 2025	June 30, 2028
Mr. Alan Desnoyers		Oct. 1, 2020	June 30, 2025	Non-Member
Ms. Wendy Brodtkin		Dec. 14, 2017	June 30, 2024	Non-Member
Ms. Samira Sakhia		July 1, 2022	June 30, 2025	June 30, 2027
Mr. Gino Cordi		Sept. 1, 2023	June 30 2026	Non-Member
Ms. Maryse Bertrand, Chair, Board of Governors, <i>ex officio</i> Professor Deep Saini, Principal and Vice-Chancellor, <i>ex officio</i> Professor Yves Beauchamp, Vice-Principal (Administration and Finance), <i>Senior Steward</i>				

COMMITTEE ON SUSTAINABILITY AND SOCIAL RESPONSIBILITY MEMBERSHIP (as of September 1, 2023)				
		Committee Start term date	Committee End term date	Board/Emer. term End date
Ms. Cynthia Price Verreault, Chair		Sept 1, 2023 <i>Sept 1, 2023</i>	June 30, 2024; <i>June 30, 2024</i>	Gov Emerita
Mr. Ariel Deckelbaum		Sept 1, 2023	June 30, 2025	June 31, 2027
Alan Desnoyers, Vice-Chair		Sept. 1, 2023 Sept. 1, 2023	June 30, 2025; June 30, 2025	June 30, 2027
Ms. Marie Giguère		Sept 1, 2023	June 30, 2026	Governor Emerita
Mr. Joseph Hakim		Sept 1, 2023	June 30, 2025	June 30, 2025
Prof. Edith Zorychta		Sept 1, 2023	June 30, 2025	June 30, 2025
Ms. Amanda Rosenberg		Sept. 1, 2023	May 31, 2024	May 31, 2024
Mr. Sam Altman		Sept 1, 2023	June 30, 2024	Non-Member
Mr. Mathieu Bouchard		Sept 1, 2023	June 30, 2026	Non-Member
Mr. Réal Laporte		Sept 1, 2023	June 30, 2026	Non-Member
Ms. Maryse Bertrand, Chair Board of Governors, <i>ex officio</i> Professor Deep Saini, Principal and Vice-Chancellor, <i>ex officio</i> Ms. Diana Dutton, Interim Vice-Principal (Administration and Finance), <i>Senior Steward</i> Professor Christopher Manfredi, Provost and Vice-Principal (Academic), <i>Special Advisor</i>				

EXECUTIVE COMMITTEE MEMBERSHIP (as of September 1, 2023)			
	Committee Start term date	Committee End term date	Board/Emer. term End date
Ms. Maryse Bertrand, <i>Chair</i>	July 1, 2022	June 30, 2026	June 30, 2026
Mr. Pierre Matuszewski, <i>Vice-Chair</i>	July 1, 2017 July 1, 2023	June 30, 2025 June 30, 2024	June 30, 2027
Mr. Jonathan Sigler	July 1, 2022	June 30, 2025	June 30, 2027
Ms. Maarika Paul	July 1, 2023	June 30, 2026	June 30, 2028
TBD	TBD	TBD	TBD
Mr. Fred Headon	July 1, 2022	June 30, 2025	June 30, 2025
Professor Edith Zorychta	Jan. 1, 2016; Aug 29, 2022	June 30, 2022; June 30, 2025	June 30, 2025
Professor Petra Rohrbach	Oct. 1, 2020	June 30, 2026	June 30, 2026
Ms. Adrienne Piggott	Aug. 29, 2022	June 30, 2024	June 30, 2024
Professor Deep Saini, Principal and Vice-Chancellor	Ex officio	Ex officio	Ex officio
Alexandre Ashkir (non- voting)	Sept. 1, 2023	May 31, 2024	May 31, 2024
<i>Prof. Deep Saini, Principal and Vice-Chancellor, ex officio, Senior Steward</i>			

FINANCE AND INFRASTRUCTURE COMMITTEE MEMBERSHIP (as of September 1, 2023)			
	Committee Start term date	Committee End term date	Board/Emer. term End date
Mr. Pierre Matuszewski, <i>Chair</i>	Oct 8, 2015; July 1, 2017	June 30, 2025; June 30, 2025	June 30, 2027
Ms. Samira Sakhia	Oct. 15, 2018	June 30, 2026	June 30, 2027
Mr. Simon Lauzier	April 1, 2019	June 30, 2025	Non-Member
Adrienne Piggott	Oct. 7, 2021	June 30, 2024	June 30, 2024
Mr. Jonathan Sigler, <i>Vice-Chair</i>	July 1, 2020 July 1, 2022	June 30, 2026 June 30, 2026	June 30, 2027
Vaishnavi Parey	Sept. 1, 2023	May 31, 2024	May 31, 2024
Ms. Saloua Benkhouya	July 1, 2023	June 30, 2026	Non-Member
Saad Saade	July 1, 2023	June 30, 2026	Non-Member
Mr. Réal Laporte	July 1, 2022	June 30, 2026	Non-Member
Mr. Luciano D'Iorio	Oct. 6, 2022	June 30, 2025	June 30, 2027
Prof. Petra Rohrbach	Oct. 1, 2020	June 30, 2026	June 30, 2026
Mr. Ram Panda	July 1, 2022	June 30, 2024	June 30, 2024
Ms. Maryse Bertrand, Chair, Board of Governors, ex officio Professor Deep Saini, Principal and Vice-Chancellor, ex officio Ms Diana Dutton, Interim Vice-Principal (Administration and Finance), Senior Steward Professor Christopher Manfredi, Provost and Vice-Principal (Academic), Special Advisor			

HUMAN RESOURCES COMMITTEE MEMBERSHIP (as of September 1, 2023)				
		Committee Start term date	Committee End term date	Board/Emer. term End date
Mr. Fred Headon, Chair		Jan. 1, 2014; July 1, 2017	June 30, 2025; June 30, 2025	June 30, 2025
Mr. Arun Bajaj		July 1, 2023	June 30, 2026	June 30, 2027
Mr. Ram Panda		July 1, 2022	June 30, 2024	June 30, 2024
Ms. Diletta Prando		July 1, 2019	June 30, 2025	June 30, 2026
Ms. Debbie Fischer		July 1, 2023	June 30, 2026	Non-Member
Ms. Inez Jabalpurwala		Sept. 1, 2023	June 30, 2024	June 30, 2024
Mr. Bob Babinski		Sept. 1, 2023	June 30, 2024	June 30, 2024
<p>Ms. Maryse Bertrand, Chair of the Board of Governors, <i>ex officio</i> Professor Deep Saini, Interim Principal and Vice-Chancellor, <i>ex officio</i> Professor Yves Beauchamp, Vice-Principal (Administration and Finance), Senior Steward Professor Christopher Manfredi, Provost and Vice-Principal (Academic), Special Advisor</p>				

INVESTMENT COMMITTEE MEMBERSHIP (as of July 1, 2023)				
		Committee Start term date	Committee End term date	Board/Emer. term End date
Mr. Don Lewtas, Chair		July 1, 2021; July 1, 2022	June 30, 2024; June 30, 2024	Non-Member
Mr. Samuel Altman		Oct. 1, 2014	June 30, 2024	Non-Member
Mr. Warren C. Smith		July 1, 2019	June 30, 2025	Non-Member
Ms. Anik Lanthier Vice-Chair		April 25, 2016 July 1, 2023	June 30, 2025 June 30, 2025	Non-Member
Mr. Mark Taborsky		July 1, 2023	June 30, 2026	Non-Member
Mr. Greg David		July 1, 2023	June 30, 2026	June 30, 2026
<p>Ms. Maryse Bertrand, Chair Board of Governors, <i>ex officio</i> Professor Deep Saini, Principal and Vice-Chancellor, <i>ex officio</i> Professor Yves Beauchamp, Vice-Principal (Administration and Finance), <i>Senior Steward</i> Mr. Marc Weinstein, Vice-Principal (University Advancement), <i>Special Advisor</i></p>				

<i>NOMINATING, GOVERNANCE AND ETHICS COMMITTEE MEMBERSHIP</i> <i>(as of September 1, 2023)</i>			
	Committee Start term date	Committee End term date	Board/Emer. term End date
Mr. Fred Headon	Sept. 1, 2023	June 30, 2025	June 30, 2025
Ms. Diletta Prando	Jan. 1, 2023	June 30, 2026	Mbr at large
Mr. Stephen Halperin, Chair	July 1, 2020; <i>July 1, 2022</i>	June 30, 2024; <i>June 30, 2024</i>	Gov. Emeritus
Mr. Joseph Hakim	Aug 29, 2022	June 30, 2025	June 30, 2025
Dr. Lucy Gilbert	Aug. 29, 2022	June 30, 2025	June 30, 2025
Mr. Luciano D'Iorio	July 1, 2023	June 30, 2026	June 30, 2027
Mr. Satish Kumar Tumulu	Sept. 1, 2023	May 31, 2024	May 31, 2024
Mr. John McCall MacBain, Chancellor, ex officio			
Ms. Maryse Bertrand, Chair of the Board of Governors, ex officio			
Professor Deep Saini, Principal and Vice-Chancellor, ex officio & Steward			

<i>EQUITY, DIVERSITY AND INCLUSION COMMITTEE (EDIC) – MEMBERSHIP</i> <i>as of Sept 1, 2023 * EDIC is joint committee of the Board of Governors and Senate</i>		
	Start term date	End term date
One Board member (co-chair) appointed from among the Board's members-at-large or alumni members		
- Ms. Inez Jabalpurwala	Dec. 16, 2021	June 30, 2024
One Faculty Dean (co-chair) appointed by the Secretary General in consultation with both (a) the Director of EDI and (b) one Subcommittee Chair		
- Professor Robert Leckey		June 30, 2024
Two representatives appointed by the Board who will be McGill alumni and not current McGill students, faculty, or staff		
-Mr. Bob Babinski	Dec. 16, 2021	June 30, 2024
-Ms. Diletta Prando	March 24, 2022	June 30, 2024
Two representatives appointed by Senate , (one full-time tenured or tenure-track academic staff member and one of Senator)		
Professor David Theodore	Nov. 17, 2021	Aug. 31, 2023
Dr. Diane Dechief	Nov. 17, 2021	Aug. 31, 2024
Three Associate or Assistant Deans from different Faculties whose portfolios include EDI		
Professor Marc Pell	Sept 1, 2023	Aug. 31, 2026
Professor Terri Givens	Sept 1, 2023	Aug. 31, 2026
Professor Laura Nilson	Nov. 17, 2021	Aug. 31, 2024
Two Subcommittee Chairs (two-year, rotating term)		
- TBD		
-TBD		
Four students – one representing each SSMU, PGSS, MACES, MCSS		
Lidia Hachemi (SSMU)	Sept. 1, 2023	Aug. 31, 2023
TBD (PGSS)		
Marion Morrisette (MCSS rep)	Sept. 1, 2023	Aug. 31, 2024
Katherine Joseph (MACES – rep)	Sept. 1, 2023	Aug. 31, 2024



**REGULATIONS OF THE COMMITTEES OF THE
BOARD OF GOVERNORS OF MCGILL UNIVERSITY: KEY POINTS**

Full Regulations available here <https://www.mcgill.ca/boardofgovernors/other/regulations>

1. University Administration

The University administration is responsible for overseeing the University's operational and administrative activities. The mandate of Board committees relates to policy, strategy, and fiduciary matters that fall within the authority of the Board. Members of the administration shall nevertheless bring operational or administrative matters that raise issues of particular sensitivity or risk to the attention of the relevant Board committee or to the Board itself.

2. Committees of the Board

There are ten standing committees established by the Board of Governors (the "Board") of McGill University (the "University") and one joint committee of the Board of Governors and Senate:

<u>Audit and Risk</u> Chair: Maarika Paul	<u>Committee on Sustainability and Social Responsibility</u> Chair: Cynthia Price
<u>Executive</u> Chair: Maryse Bertrand	<u>Finance and Infrastructure Committee</u> Chair: Pierre Matuszewski
<u>Human Resources</u> Chair: Fred Headon	<u>Investment</u> Chair: Don Lewtas
<u>Nominating, Governance and Ethics</u> Chair: Stephen Halperin	<u>Equity, Diversity and Inclusion Committee (EDIC) - Joint Board-Senate Committee</u> Co-chairs: Professor Robert Leckey and Ms. Inez Jabalpurwala

Each Board committee assists the Board in fulfilling its governance responsibilities. The Board has specifically delegated to each committee the responsibility and authority to make decisions on certain matters on behalf of the Board in each committee's terms of reference. The Board has also assigned to each committee the responsibility to act in an advisory capacity on certain matters and to make recommendations to the Board.

3. Voting Rights

All committee members have the right to participate in the deliberations of the committee and voting members may vote on motions before the committee, subject to the [Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning](#) (“Code of Ethics”). The chair of the meeting of a committee votes only in the case of a tie.

4. Conflicts of Interest

A committee member who has a conflict of interest with respect to a matter being considered at a meeting as defined in the *Code of Ethics* must disclose this conflict and request to have it recorded in the minutes of the meeting. He or she may be asked to recuse him or herself from the meeting for the duration of the presentation of the item and to abstain from voting on that matter.

5. Quorum

A quorum for the transaction of business at a committee meeting is a **majority of all committee members**.

6. Motions and Resolutions

While committees will strive to reach consensus on decisions to be taken, committee business will be conducted by motions and resolutions. Motions shall be moved and seconded by committee members and shall be decided by a majority of members voting on the question.

7. Referral of specific issues

A committee may refer specific matters under its authority to another Board committee or to members of the University senior administration for review and advice, unless the Board expressly restricts such referral.

8. Subcommittees

A committee may establish a sub-committee or ad hoc committees to study particular issues. When doing so, the committee shall inform the Nominating, Governance and Ethics Committee and establish the terms of reference for the sub-committee or ad hoc committees as well as its composition and membership. The sub-committee or ad hoc committee shall report its recommendations to the committee for further approval and further action, as required.

9. Committee meetings

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. All matters discussed in closed session are considered confidential unless otherwise indicated by the chair. Only committee members,

the Secretary, the Senior Steward(s) and the Resource Person(s) will have access to the meeting.

10. *In-camera sessions*

All committees shall hold an *in-camera* session. *In-camera* is defined as a two-tiered session, the first part excluding any individuals employed by or studying at the University with the exception of the Principal, and the second part excluding any individuals employed by or studying at the University including the Principal.

11. *Reporting to the Board/Executive Committee*

Reports to the Board are normally made through the chair of the committee. Each committee will report to the next Board and/or Executive Committee meeting following the committee meeting on the business conducted and duties discharged by that committee. The Executive Committee shall report to the Board.

12. *Senior Steward, Secretary, Resource Persons*

Each committee is supported by one or more designated members of the senior administration, known as the "Senior Steward(s)" to the committee. The Senior Steward shall normally attend committee meetings in a supporting role and shall not have the right to vote. The Senior Steward is responsible for assisting the Secretary and committee chair in the preparation of the agendas and timely production of supporting documents for all meetings and for any follow-up on decisions taken by the committee. The Senior Steward may assign designated Resource Persons to provide staff support to the activities of the committee who shall not have the right to vote and who may participate in committee deliberations only when invited by the chair of the meeting to do so.

INSURANCE AND INDEMNIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS

Indemnification of Governors, Directors Officers of McGill University, The Royal Institution for the Advancement of Learning and Royal Victoria College

Introduction

Governors of McGill University are protected from personal liability through a directors' and officers' liability insurance policy. A summary of the coverage provided by this policy is reproduced under VI.2, below. In addition, members of the Board benefit from comprehensive indemnification from liability not already covered by the insurance policy under a resolution adopted by the Board of Governors in 1994 and updated in November 2007.

Summary of Directors' and Officers' Liability Insurance Coverage

Primary Insurer: Intact insurance;

Excess Insurers: Revau TMK, Revau and Revau QBE;

Coverage Term: Coverage commenced July 21, 1986;
renewable May 31st each year. Renewed for May 31, 2023 – May 31, 2024

Directors' and Officers' Liability Insurance Coverage Tower

Insurer	Limits of Liability
Primary D&O: Intact	Up to \$2,000,000 each loss Up to \$2,000,000 each policy year
Umbrella Liability: Revau (TMK)	Up to \$8,000,000 each loss Up to \$8,000,000 each policy year
1 st Excess Liability: Revau	Up to \$2,000,000 each loss Up to \$2,000,000 each policy year
2 nd Excess Liability: Revau (QBE)	Up to \$10,000,000 each loss Up to \$10,000,000 each policy year
3 rd Excess Liability: Revau	Up to \$5,000,000 each loss Up to \$5,000,000 each policy year
4 th Excess Liability: Revau	Up to \$20,000,000 each loss Up to \$20,000,000 each policy year
5 th Excess Liability: Revau (QBE)	Up to \$5,000,000 each loss Up to \$5,000,000 each policy year
TOTAL	Up to \$52,000,000 each loss Up to \$52,000,000 each policy year

Limits of Liability:

Self-Insured Retention: \$25,000
(Per Claim)

Insured Organizations: The Royal Institution for the Advancement of Learning,
McGill University and its Subsidiaries

- Any person who was, now is, or shall be a member of the Board of Directors of the Insured and who is or was appointed to be part of a university board, but only while acting within the scope of his duties as a university board Commissioner (includes elected members of the executive committee or assembly, commission, specific board or other committee legally constituted or according to bi-law, as well as all persons nominated, who have been nominated or shall be nominated to serve – while acting in the course of their duties as such).
- Insured Persons:**
- Extension of Coverage:** Insured Person includes a claim against Insured Person's lawful spouse, estates, heirs and legal representatives

Resolution Regarding Indemnification of Members of the Board of Governors

Whereas McGill University, RIAL [the Royal Institution for the Advancement of Learning] and RVC [Royal Victoria College] ("Institutions") deem it fit to provide indemnification for any person who has been, now is or shall become a member of the Board of Governors, its committees, a Trustee, an Ex-officio member of the Senate, Dean of Faculty, or Senior Administrative Officer ("Indemnitees") - acting in the course of their duties;

- 1.1** The Institutions shall indemnify each of the Indemnitees as well as their agents, heirs, successors and legal representatives, if any, from and against all costs, charges, and expenses incurred by that person:
- a. in respect of any action, lawsuit, legal proceeding or claim of a civil or administrative nature instituted by a third party against that person, in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of, or as a result of holding office, including all sums of money paid in settlement of litigation or to execute a judgment, except in any case where that person has committed an act of gross negligence, an act of fault unrelated to the duties of office or fraud; the Institutions shall be entitled to advance funds in relation to all costs, charges and expenses so incurred, subject to the obligation of that person to reimburse the same in the event that person has committed an act of gross negligence, an act unrelated to the duties of office or fraud; and
 - b. in respect of any action, lawsuit, legal proceeding or claim of a civil or administrative nature, instituted against that person by the Institutions, or by anyone acting for the latter and in its name in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of, or as a result of holding office unless the Institutions are successful therein; in the event the Institutions are successful only in part, the court or adjudicating body shall be entitled to establish the amount of costs, charges and expenses for which that person shall be indemnified;
 - c. in respect of any action, lawsuit, legal proceeding or claim of a penal or criminal nature, instituted against that person in relation to any act, deed or matter performed, done or authorized by that person in the exercise of the duties of, or as a result of holding office if that person has been freed of charges or acquitted or if there are reasonable grounds for believing that his or her conduct was in accordance with the law;

- 1.2** The Institutions hereby assume all obligations set out in paragraph 1.1 in relation to any Indemnitees who, upon their request, act as such for a legal person of which the Institutions are a shareholder or creditor;
- 1.3** This article constitutes an enforceable undertaking and its provisions are enacted for the benefit of Indemnitees who by the mere fact of acceptance of office are deemed to have consented hereto;
- 1.4** Any amendment or revocation of this article shall not have the effect of depriving any Indemnitees then in office, of any benefit conferred by this article.

[Source: Board of Governors, Minute 8182, November 21, 1994; Revised Executive Committee, November 19, 2007]



SUMMARY OF BOARD RULES OF ORDER AND PROCEDURE

This document is intended as a short reference guide to the Rules of Order and Procedure. The complete document is available at <https://www.mcgill.ca/boardofgovernors/governance/rules-order-and-procedures>.

You are also invited to consult the complete [Statutes of McGill University](#) as well as the [Code of Ethics and Conduct](#) for Members of the Board of Governors.

Scheduling and Logistics Basics

By now, you have received the schedule of regular meetings of the Board and its Standing Committees. It is possible that the Board or one of its Committees will call additional special meetings if there are time-sensitive items requiring consideration by the Board or one of its Committees.

Agenda, Supporting Documentation & Order of Business

The Secretary General will provide an agenda setting out items of business and meeting documents in support of the agenda items presented for approval or for information.

- Agenda and meeting documentation (such as memos and reports) are circulated in advance of the meeting, and generally no less than two (2) calendar days in advance of meetings.
- The agenda includes a time allotment for each item.
- Board and Committee members may attend meetings by teleconference or videoconference if they are unable to attend in person.

The Order of Business is usually comprised of the following items:

- Announcements
- Approval of the current meeting agenda and previous meeting minutes
- Business arising from past meeting(s)
- Items of business (presented for approval or for information)
- Consent agenda items
 - Routine or informational items may be bundled together for information or approval on the agenda as “consent agenda” items.

Conflict of Interest

Members are to review the agenda items to be discussed at a meeting and inform the Chair or Secretary General if they have a conflict prior to the meeting.

At each Board or Committee meeting, the Chair or Secretary General shall identify any conflicts of which they are aware. Depending on the nature of the conflict, a member may need to abstain from voting or withdraw from the Board's or the Committee's discussion of the matter.

Open Session / Closed Session / In-Camera Session

The terms "Open" and "Closed" distinguish between meetings (or parts of meetings), that include or exclude non-members of the Board. These non-members include visitors, members of the University community or media. Visitors, members of the University community and members of the media are welcome to attend open sessions of the Board. They may not, however, participate in debate or ask questions.

Committee meetings are usually held in closed session. However, the Committee may resolve to hold its meeting or a part thereof in open session.

In-camera sessions are held at the end of a Committee meeting, or at the end of the closed session of a Board meeting, and are distinct from closed sessions of the Board or Committee meetings.

In-camera sessions allow members an opportunity to express themselves in a more candid setting. They provide an opportunity for members to express themselves on matters of Board or Committee effectiveness including quality of information provided for meetings, overall performance of the Board or Committee and its management support, future topics for consideration, and other related matters.

In-camera sessions have two components:

- The first part excludes anyone employed by, or studying at McGill with the exception of the Principal.
- The second part excludes the Principal as well.

Quorum and Decorum

Board meetings require a quorum of 10 (ten) members. Committee meetings require a simple majority of members to be present. Presence by teleconference or videoconference counts towards quorum.

Normal rules of decorum apply to all parties present including members of the Board, visitors, members of the University community and media. Anyone present with a right to speak will be called upon and acknowledged by the Chair prior to speaking. No person present shall speak or act in a way that interferes with the orderly conduct of the meeting.

