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Minutes of a meeting of the Board of Governors held on Thursday, April 21, 2016 at 4:00 pm in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

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Bourque, Nathalie	Haynes, Bryan	
Boychuk, Michael	(by phone)	<i>Resource Persons</i>
Chisholm, Victor	Hobday, Tina	Aberman, Susan
Cobbett, Stuart (Chair)	Ibrahim, Kareem	Di Grappa, Michael
Critchley, Ronald	Meighen, Michael	Goldstein, Rose
Fazel, Kathy	Minzberg, Samuel	Manfredi, Christopher
Fortier, Suzanne	Nystrom, Derek	Marcil, Olivier
Généreux, Claude (Vice-Chair)	Panda, Ram (by phone)	
Halperin, Stephen	Shrier, Alvin	Strople, Stephen (Secretary-General)
Harpp, David Noble	Toccalino, Danielle	Edyta Rogowska (Associate Director)
	Zorychta, Edith	

**Invited Guests:** Professor Andrew Piper, Faculty of Arts; Mr. Mr; Mr. Real Del Degan, Interim Directors, Office of the Budget.

**Regrets:** Peter Coughlin, Sean Murphy, Cynthia Price, Martine Turcotte, Thierry Vandal, Josefina Zalba.

The Chair reconvened the meeting in Open session. He reminded visitors that tape, video or other means of recording sound or images were not permitted prior to, during or after a Board meeting.

**9. Approval of the Minutes (Open session) of February 11<sup>th</sup>, 2016 and March 23, 2016 (consent item)**

A suggestion was made to reword a sentence in the March 23 2016 Open session minutes to indicate that prior to the issue having reached the Board of Governors, various groups on campus voted in favour of divestment. With regard to the February 11 minutes' account of the Report from Senate, more specifically, the transformation of the Faculty of Religious Studies into a School within the Faculty of Arts, a suggestion was made to incorporate the mention of the Birks Reading Room as a significant element of the Faculty's heritage. The proposed suggestions to the February and March minutes were accepted.

*On a motion duly proposed and seconded, the Open session minutes from the meetings held February 11, 2016 and March 23, 2016, were approved, as amended.*

**10. Business Arising from Open Session Minutes**

The Chair noted that in line with the CAMSR Report recommendations endorsed by the Board of Governors on March 23, 2016, the Board will receive an overview of McGill's sustainability initiatives at the Board's May meeting.

## **11. Research Presentation**

The Chair introduced and welcomed Professor Andrew Piper, William Dawson Scholar of German and European Literature and an Associate Professor in the Department of Art History and Communication Studies. Professor Piper shared with members some of his research on the digital humanities library project, which allows the study of the intersection of literature and technologies of reading from the eighteenth century to the present.

Following Professor Piper's presentation, members discussed the application of Professor Piper's research in a variety of different fields ranging from cultural studies (language and music) to mental health. Members also talked about the development of artificial intelligence tools for assessing works of fiction and their effect on the publishing industry.

On behalf of the Board of Governors, the Chair thanked Professor Piper for his presentation.

## **12. Principal's Remarks (Continued)**

The Principal updated members on the progress with respect to the feasibility study of the viability of the RVH site, noting that the project management team was selected but a public call for tenders is underway for an architectural team. The Principal also mentioned that several other public tenders will take place in the coming weeks, and that the results of the study are expected to be submitted to the Quebec government for consideration in Fall 2017. If approved, a decision will be required by December 31<sup>st</sup>, 2017, on whether the conditions to proceed to the next phase are met.

Regarding external relations, the Principal reported that McGill has accepted an invitation to be a member of the Global University Leaders Forum (GULF) of the World Economic Forum and that Finance Minister Bill Morneau invited her and Professor Christopher Ragan to participate as members of the new Advisory Council on Economic Growth. She also informed members of her attendance at the Business Higher Education Roundtable, which brought together a group of companies and post-secondary institutions with the objective of discussing how young people could transition from education to the workplace and to seek greater synergies between research and teaching.

Regarding community relations, the Principal shared that she attended meetings and events in Hong Kong with Senator Weinstein and McGill alumni, supporters, partners and representatives of the Canadian government, noting that they had productive discussions with donors interested in helping the University advance its mission. She also spoke about the success of the McGill24 Giving Day Campaign, which raised over \$800 thousand, with the average gift amounting to approximately \$500. Details showing the breakdown of donations would be made available by University Advancement. In response to a question, the Principal noted that the University was not aware of any negative impact that would

deter donations as a result of the Board's recent decision with regard to the CAMSR Report.

The Principal ended her remarks by recognizing the accomplishments of the McGill community. Notably, she congratulated Professor Isabelle Daunais on receiving the Canada Council Killam Prize for the Humanities and Professors Charles Gale, Andrew Gonzalez and Stephen McAdams on being awarded Killam Research Fellowships. She shared that a team led by Dr. Jake Barralet will receive \$1.65 million from NSERC. She then congratulated Professor Daniel Wise, who was awarded a Guggenheim Fellowship, Dr. Mark Wainberg, who was presented with the 2016 Association of Medical Microbiology and Infectious Disease Canada (AMMI) Lifetime Achievement Award, Professor Adam Oberman, who was named a 2016 Simons Fellows in Mathematics as well as the student teams from the Desautels Faculty of Management, who won the 2016 National Investment Banking Competition. She also congratulated the students, staff, and faculty who were recognized at the 6th Annual Catalyst Awards for Sustainability and shared that the Research Institute of the McGill University Health Centre (RI-MUHC) will lead a pan-Canadian network named CHILD-BRIGHT that aims to improve life outcomes for children with brain-based development disabilities, which will be funded by CIHR.

Secretary's Note: During the course of the Principal's remarks, representatives of Divest McGill played a recording from a Diploma Returning Ceremony held on campus on April 1<sup>st</sup>, 2016.

### **13. Standing Board Committee Reports**

#### **13.1 Finance Committee**

[GD15-48]

##### **13.1.1 Proposed McGill University Budget 2016-17**

Governor Kathy Fazel presented the Report of the Finance Committee arising from the Committee's meeting of April 19, 2016, on behalf of Governor Thierry Vandal, Chair of the Finance Committee. She called on Professor Manfredi, Provost and Vice-Principal, Academic, to present the highlights of the budget.

Provost Manfredi presented the highlights of the proposed budget, noting that they had been presented to the Finance Committee on April 19, 2016. He stated that the provincial budget released March 17, 2016 would stabilize University funding and added that no further cuts were anticipated over the next three years. He explained that McGill will continue to engage in cost saving measures which will allow the University to weather the government cuts of recent years. He then spoke about salary commitments and deferred maintenance, which remained the top funding priorities. He outlined key challenges such as the accumulated financed deficit and the management of the pension plan. In summary, he presented a budget which projects revenues of \$795.6M and expenditures of \$798.2M, resulting in an estimated deficit of \$2.7M.

Members reviewed elements of the summary presentation distributed in support of the proposed budget. Notably, they discussed the positive potential impact of the Strategic Initiative Fund and subsequently reviewed inter-fund transfers, expenditures and enrollment targets. In response to a question, Provost Manfredi confirmed that budgetary provisions have been made to support a sexual assault policy. It was pointed out that the draft budget book, which was normally sent to the Board for the April meeting, was not included in this year's distribution. Provost Manfredi noted that the budget book was being finalized, and would be available in the near future.

Provost Manfredi thanked the members of his team for their hard work on the budget, particularly Ghyslaine McClure (Associate Provost, Budget & Resources), Real Del Degan (Interim Director, Office of the Budget), and Marilyn Baron (Director, Resource Allocations).

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Finance Committee, approved the proposed 2016-17 McGill University Budget.*

### **13.1.2 Maximum Borrowing Resolution for Fiscal Year 2017**

Governor Kathy Fazel presented the Finance Committee's recommendation to approve a maximum borrowing resolution of \$300 million for the fiscal year ending April 2017. She noted that the proposed amount was consistent with amounts approved by the Board in previous years.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Finance Committee, approved a maximum borrowing of up to \$300 million, for the fiscal year ending April 30, 2017.*

## **13.2 Building and Property Committee**

[GD15-49]

Mr. Michael Di Grappa, Vice-Principal, Administration and Finance, presented the Report of the Building and Property Committee (BPC) on behalf of Peter Coughlin, Chair of the BPC, arising from the Committee's meetings held in March 31 and April 2016.

### **13.2.1 Servitude for a Gas Line at Macdonald Campus**

Vice-Principal Di Grappa presented a request to approve an underground servitude on the Macdonald Campus. He noted that purpose of the servitude is to convert the heating system for farm buildings from heating oil and propane to natural gas, resulting in energy cost savings for the University.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved an underground servitude on the Macdonald Campus in favour of Gaz Métro, for an existing gas supply line and an underground extension to this line;*

*The Board of Governors also authorized the Vice-Principal (Administration and Finance) or the Associate Vice-Principal, Facilities Management and Ancillary Services, to sign any documents associated with this servitude on behalf of the Royal Institution for the Advancement of Learning/McGill University, provided that they are reviewed by Legal Services.*

### **13.2.2 Submission to the Post-Secondary Institutions Strategic Initiative Fund**

Vice-Principal Di Grappa presented a request to approve a submission to the Post-Secondary Institutions Strategic Initiative Fund (SIF).

He explained that the SIF is a time-limited federal government program that will provide up to \$2 billion over the next three years to accelerate infrastructure projects at universities and colleges across Canada. The total contribution from federal sources will cover up to half (50%) of the project's eligible costs, leveraging the remaining amount from non-federal partners. He informed members that the federal government's application deadline is May 9<sup>th</sup>, but Quebec's Minister of Education announced on Friday that the Quebec Government expects to see universities' applications by April 24. He explained that as a result of these time-lines, a special meeting of the BPC was held on April 21 to consider the University's submission to this program. Vice-Principal Di Grappa presented the list of projects for approval in principle, noting that each one will be presented for consideration to the Building and Property Committee and the Board of Governors in accordance with current governance processes.

In a discussion that followed, members discussed potential disruptions to the operations of research activities within the Stewart Biology Building. It was noted that the researchers working in the Building were aware of the planned renovations, which were considered to be a short-term inconvenience. Members also discussed the likelihood of McGill's success in the SIF competition and were informed that the last time a similar competition had been held, McGill was able to secure considerable funding.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved in principle priority construction and renovation projects outlined in Appendix A of the Building and Property Report, and their submission for funding to the Post-Secondary Institutions Strategic Initiative Fund (SIF).*

*The Board of Governors also authorized the Chair of the Board of Governors to undertake any follow-up action or correspondence that may be necessary in support of this submission.*

### 13.3 Nominating, Governance and Ethics Committee

[GD15-50]

Governor Samuel Minzberg, Chair of the Nominating, Governance and Ethics (NGE) Committee presented the NGE report arising from the Committee's meeting of April 14, 2016.

#### 13.3.1 Resignation of Member-at-Large and Appointment of Successor

Governor Minzberg presented a recommendation to approve a revised start date for Ms. Maryse Bertrand as a member-at-large. He reminded members that the Board approved the appointment of Ms. Bertrand as an At-large member earlier this year in February. He explained that in light of the Mr. Gerald Butts resignation from the Board, the Committee is recommending an earlier start date for Ms. Bertrand on the Board of Governors.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved that Ms. Maryse Bertrand's five-year term of office as Member-at-Large of the Board of Governors begin May 1st, 2016 until June 30, 2021.*

#### 13.3.2 Board Appointments to Advisory Committees

Governor Minzberg presented the NGE Committee's recommendations concerning appointments to Advisory Committees, Board standing Committees and health care bodies.

##### A) With respect to the Advisory Committee for the Selection of the Vice-Principal, Research and Innovation:

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointments of Mr. Claude Généreux, Mr. Ram Panda, Mrs. Kappy Flanders and Ms. Kathy Fazel as representatives of the Board of Governors on the Advisory Committee for the Selection of the Vice-Principal (Research and Innovation), and the appointments of Mr. Samuel Minzberg and Ms. Lili de Grandpré as alternate members, subject to each candidate's willingness to serve.*

##### B) With respect to the Advisory Committee for the Selection of the Vice-Principal, Administration and Finance:

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointments of Mr. Peter Coughlin, Mr. Mike Boychuk, Mr. Stuart (Kip) Cobbett and Ms. Cynthia Price as representatives of the Board of Governors on the Advisory Committee for the Selection of the Vice-Principal, Administration and*

*Finance, and the appointments of Mr. Adrien Pouliot and Ms. Martine Turcotte as alternate members, subject to each candidate's willingness to serve.*

**C) With respect to the Advisory Committee for the Selection of the Dean of Students**

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of Mrs. Sally McDougall as a representative of the Board of Governors on the Advisory Committee for the Selection of the Dean of Students and the appointment of Mrs. Kappy Flanders as an alternate member, subject to each candidate's willingness to serve.*

**13.3.3 Appointments to Board Standing Committees**

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the following:*

- *The appointment of Mr. Victor Chisholm as a member of the Building and Property Committee for a term commencing immediately and ending December 31, 2017;*
- *The appointment of Ms. Cynthia Price as Chair of the Human Resources Committee for a term commencing July 1, 2016 and ending December 31, 2016;*
- *The appointment of Anik Lanthier as a member of the general public Investment Committee for a term commencing immediately and ending December 31, 2018.*

**13.3.4 Appointments to Health-Care Bodies**

In response to a question concerning the process for the appointment of Mr. Ludmer to the MNI and Hospital Advisory Board, Governor Minzberg clarified that the recommendation was made in consultation with the Dean of the Faculty of Medicine and the Chair of the MNI and Hospital Advisory Board. A suggestion was made to consider the importance of maintaining gender and cultural diversity when formulating recommendations to internal and external bodies.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee approved the appointment of Mr. Irving Ludmer as a member nominated by McGill University to the MNI and Hospital Advisory Board for a three-year term starting immediately and ending December 31, 2019.*

### **13.3.5 Revisions to Terms of Reference of Board Standing Committees**

Governor Minzberg presented the Committee's recommendations concerning the terms of reference of six Board Committees, which had been recently reviewed as part of the triennial review of Board Committee terms of reference. He reminded the Board of the process concerning the review of the terms of reference, which involves a review done by the Committee in question and subsequently a review by the Board's NGE Committee. Final recommendations are presented to the Board for approval.

In the context of the current review, Governor Minzberg reported that seven out of the eight Board Committees will have reviewed their terms of reference this governance year. He explained that the terms of reference of CAMSR were not included in the current review as changes to the CAMSR terms have been approved by the Board recently, in 2014. The terms of reference of the Audit Committee will be further reviewed by the Audit Committee and the NGE Committee in May, and it is anticipated that they will be presented to the Board for approval in May.

Governor Minzberg apprised members of the major changes proposed to the terms of reference and subsequently moved that the Board approve the revised terms of reference of six Board Committees, as noted in the Committee's Report.

In a discussion that followed, it was pointed out that the terms of reference of the NGE Committee state that the Recruitment and Succession Planning Subcommittee is responsible for developing guidelines for the appointment of At-large members and for implementing a process for seeking nominations. A suggestion was made to include other Board members and members of the community in the appointment process of At-large members and to broaden the geographic diversity of representation on the Board of Governors. The Chair noted that these suggestion could be discussed by the NGE Committee. In addition, a suggestion was made to consider having the Committee meetings in Open session rather than in Closed session, and to have the Executive Committee follow the model of Board meetings, which include an Open and a Closed session. Governor Minzberg noted that while Board Committees normally meet in Closed session, which is the practice established by the Regulations Relating to the Committees of the Board of Governors, reports of the Committee deliberations are presented, in most cases, in Open session.

With regard to a question about the approval of borrowing limits within the purview of the Finance Committee, the Secretary-General stated that the borrowing limit would be set to reflect appropriate provisions of the Regulations Relating to



the Approval of Contracts and Signing Authority, which are currently under review.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee approved the revised terms of reference of the following Board Committees:*

- *Building and Property*
- *Executive Committee*
- *Finance Committee*
- *Human Resources Committee*
- *Investment Committee*
- *Nominating, Governance and Ethics Committee*

**13.4 Human Resources Committee** [GD15-51]

Vice-Principal Di Grappa presented the Report of the Human Resources Committee's arising from the Committee's meeting of April 7, 2016. He described the major items considered by the Committee.

**13.5 Investment Committee** [GD15-52]

Vice-Principal Di Grappa presented the Report of the Investment Committee arising from the Committee's meeting of April 12, 2016.

In response to a question, the Board Chair stated that the Investment Committee will be considering the CAMSR Report recommendations at its next meeting in June.

**13.5.1 Proposed Revisions to Statement of Investment Policy**

Vice-Principal Di Grappa presented the Investment Committee's recommendations with regard to the Statement of Investment Policy. In a brief exchange, it was pointed out that the SIP provides for a high allocation to the Canadian equities market given that the Canadian equities market represents only four percent of the world equities market. By comparison, the US equities market is four times larger than the Canadian market. The proposed amendments were approved, as presented.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Investment Committee, approved the revised Statement of Investment Policy.*

**13.6 Executive Committee** [GD15-53]

The Chair presented the Report of the Executive Committee arising from the Committee's meeting of March 22, 2016 and electronic votes of January 11, February 26 and April 5, 2016.

**13.7 Senate Steering and Executive Committees**

[GD15-54]

The Chair presented the Report of the Senate Steering and Executive Committees arising from the joint meeting held on March 22, 2016.

The Chair noted that the Committees met to select a topic for the 2016-2017 Joint Board-Senate meeting, which will be held on November 10, 2016. Based on that meeting, the Chair reported that the topic for the 2016-2017 Joint Board-Senate meeting will be “McGill’s Sustainability Plans and Initiatives”. He informed members that the Principal will be establishing a working group to plan the meeting.

**14. Report from Senate**

[GD15-55]

The Principal presented the Report from Senate, arising from the meeting of Senate held on March 23, 2016.

**14.1 Statement of Academic Freedom**

The Principal presented Senate’s recommendation to approve a Statement of Academic Freedom. She indicated that the Statement of Academic Freedom reflects the University’s Mission Statement and Principles, which had been adopted by the Board last year. She explained that Senate approved the proposed Statement of Academic Freedom following a consultation process that included the McGill Association of University Teachers (MAUT).

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the proposed Statement of Academic Freedom.*

**14.2 Appointments to the University Appeals Committee**

The Principal presented Senate’s recommendations concerning appointments to the University Appeals Committee.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the appointments of Professors Robert Leckey (Law) and Andrew Kirk (Electrical and Computer Engineering, Engineering) as members of the University Appeals Committee, for three-year terms beginning September 1, 2016 and ending August 31, 2019.*

Secretary’s Note: In light of Professor Leckey’s appointment as Dean of Law, Professor Leckey stepped down from the University Appeals Committee. It is anticipated that a recommendation will be presented for the Board’s consideration at the May meeting.

**15. 2016-17 Board of Governors Meeting Dates**

[GD15-56]

The Secretary-General presented the Board of Governors Meeting Dates for 2016-17. A suggestion to have the Board meeting dates distributed via an Outlook invite was made.

**16. Other Business**

There was none.

The meeting was adjourned at 6:20 pm.