

**Minutes of Open Session**

Thursday, December 5, 2019 19-20 CR:02

Minutes of a meeting of the Board of Governors held on Thursday December 5, 2019 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

Babinski, Bob	Gilbert, Lucy	Panda, Ram (<i>Chair</i>)
Bertrand, Maryse	Halperin, Stephen	Paul, Maarika (<i>by phone</i>)
Buraga, Bryan	Harpp, David	Pilote, Louise
Boychuk, Michael	Jabalpurwala, Inez	Price-Verreault, Cynthia
Desnoyers, Alan (<i>by phone</i>)	Lotayef, Ehab	Rogers, Dakota
Dworek, Nikulas (<i>Observer</i>)	Matuszewski, Pierre	Sakhia, Samira
Fortier, Suzanne	Meighen, Michael A.	Sciortino, Karen
Généreux, Claude (<i>by phone</i>)	Minzberg, Samuel	Zorychta, Edith

Regrets: Peter Coughlin, Sean Murphy, Martine Turcotte.

Secretary-General: Edyta Rogowska, supported by Nicole Dobbie (Associate Director) and Sandra Duarte (Governance Officer), Secretariat.

Resource Persons: Professor Yves Beauchamp, Vice-Principal (Administration and Finance); Professor Christopher Manfredi, Provost and Vice-Principal (Academic).

Guests: Mr. Mark Weinstein, Vice-Principal (University Advancement); Ms. Heather Anderson, Legal Counsel (Legal Services); Ms. Diana Dutton, Associate Vice-Principal (Human Resources); Ms. Johanne Houle, Director, Staff and Organizational Development; Mr. John D'Agata, Director, Human Resources.

8. Chair's Remarks

Governor Ram Panda, Chair of the Board of Governors (Chair), welcomed members to the second regular meeting of the Board of Governors for the 2019 – 2020 governance year.

The Chair announced that during the Closed Session, the Board approved the reappointments of Professor Anja Geitmann as Dean of the Faculty of Agricultural and Environmental Sciences, Professor Isabelle Bajeux-Besnainou as Dean of the Desautels Faculty of Management and Professor Bruce Lennox as Dean of the Faculty of Science. He noted that all of their second five-year terms would commence on July 1st, 2020.

On behalf of the Board, the Chair congratulated all three Deans on their reappointment.

The Chair also announced that the Board approved the appointment of Mr. Fred Headon as a member-at-large of the Board of Governors with a term commencing July 1, 2020. He mentioned that Mr. Headon had been serving on the Board's Human Resources Committee as a member since January 1, 2014 and as Chair since July 1, 2017, and that he held law degrees from McGill University.

The Chair also reported that the Board approved the extension of the term of Mr. Claude Généreux as a member-at-large of the Board of Governors for up to three years and as Vice-Chair of the Board for up to two years starting July 1, 2020. He noted that Mr. Généreux would continue serving as a member and Vice-Chair (ex-officio) of the Executive Committee, noting that he was also Co-Chair of McGill’s fundraising campaign, ‘*Made by McGill: the Campaign for Our Third Century*’.

9. Consent Items

On a motion duly proposed and seconded, the Board of Governors approved the following as consent items:

- *Minutes (Open Session) of October 3, 2019*

The following items were received by the Board, as consent items, for information:

- Report of the Executive Committee [GD19-22]
- Report of the Joint Board of Governors and Senate Meeting [GD19-23]

10. Business Arising from Open Session Minutes

There was none.

11. Principal’s Remarks (Continued)

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks with an update on the final enrollment data for Fall 2019, noting that there had been a 0.3% increase, including a significant increase of almost 19% of students recruited from CEGEP. She mentioned that the geographic mix was similar to last year’s distribution, with 48% of students coming from Quebec, 20% from the rest of Canada, and 32% from abroad, with the highest proportion coming from China, followed by the United States, France, India and Iran.

In response to a question about the significant increase of CEGEP students, the Principal stressed McGill’s efforts to recruit students from CEGEP, noting that this was not impacting the recruitment of other categories of students and that the geographic distribution of the student population had not changed.

With regard to government relations, the Principal reported on the new cabinet appointed by the Trudeau government, noting that it included several members from the McGill community. She mentioned that members of the Canadian science community had raised concerns about the loss of a minister dedicated to science, and stated that there would be more clarity on the relative priority of science for this government, following the issuance of ministerial mandate letters. She stated that the University would continue to collaborate with new and returning members of the cabinet.

The Principal reported that Manon Brassard, President of the Economic Development Agency of Canada for the Regions of Quebec, recently visited the campus to discuss McGill's role in the innovation ecosystem, the New Vic Project, and a presentation of the Bensadoun School of Retail Management.

The Principal also informed members that she took part in a U15 executive committee meeting, which provided an opportunity to meet with members of the federal public service to discuss Canadian universities' contributions to economic and social development.

With regard to provincial government relations, she reported that the Provincial Government released Quebec's vision for international policy, entitled "*Le Québec: fier et en affaires partout dans le monde!*", which focused on attracting more foreign investment and finding new export markets, and on recruiting more international students. She added that the University would work closely with the Quebec Government to implement the new policy.

The Principal provided an update on the Quebec Government's effort to reform the *Programme de l'expérience québécoise* (PEQ), noting that after considerable public pressure from universities and the business community, the Government had temporarily suspended the proposed changes to the PEQ and would start consultations. She explained that the PEQ was a program that offered a fast track pathway to permanent residency for international graduates and temporary workers. She stated that McGill would continue to monitor this file closely and collaborate with other universities and the *Bureau de coopération interuniversitaire* (BCI) to ensure that any future changes would meet the needs of universities.

The Principal reported that the University continued to monitor developments in relation to Bill 37, which aimed to centralize procurement services for the government and for organizations in the health and education sectors. She mentioned that a delegation from the BCI, which included the Vice-Principal (Administration and Finance), recently appeared before the *Commission des finances publiques* to discuss this Bill, noting that the delegation emphasized that including university research under the scope of the Bill would undermine the ability of universities to contribute to the economic development of the province. She stated that the University would continue to work closely with the BCI on this file.

With respect to external relations, the Principal informed members of her upcoming participation in the World Economic Forum's Annual Meeting of the Global Future Councils, in her capacity as co-chair of the Global Future Council on the New Education and Work Agenda.

Concerning community relations, the Principal reported that thanks to a generous donation from the Doggone Foundation, the Ingram School of Nursing was creating the province's first online Bachelor of Nursing program. In mentioning that currently only 46% of Quebec

nurses held a bachelor's degree or higher, she highlighted that the new online and bilingual format of the program would help to meet the evolving health needs of an aging Quebec population, by making higher education in nursing available to all communities in the province.

She then announced that the winning book of this year's Cundill History Prize was *Maoism: A Global History* by Julia Lovell.

In highlighting two new successful partnerships, the Principal informed members that the 9th edition of the business event C2 Montreal would be held on the McGill downtown campus from May 27 to 29, 2020. She added that one week later, from June 3 to 5, 2020, the Movin' On Summit, the global sustainable mobility event, would also be held at McGill.

The Principal invited Board members to attend a special ceremony to commemorate the 30th anniversary of the École Polytechnique shooting of 14 women, the following day, on December 6, 2020, on the downtown campus.

The Principal congratulated Professor Christopher Buddle on his appointment as Associate Provost (Teaching and Academic Programs), effective January 1st, 2020. She explained that Professor Buddle would oversee Teaching and Learning Services, with an orientation toward enhancing pedagogical and curricular innovation and supporting the development of collaborative learning classrooms. She noted that Mr. Glenn Zabowski, who has served as Associate Dean of Students since 2013, would assume the role of Interim Dean of Students.

The Principal concluded her remarks with examples of external recognition of members of the community, including: Dr. Gerald Batist, Director of the Segal Cancer Centre and Deputy Director of the Lady Davis Institute at the Jewish General Hospital, who received the 2019 Award for Exceptional Leadership in Cancer Research from the Canadian Cancer Research Alliance; Professors Daryl Haggard and Simon Caron-Huot of the Department of Physics who were honoured by the Breakthrough Prize Foundation for their contribution to the field of Physics; and a team of five undergraduate Architecture students that won the top prize in the Canadian Centre for Architecture Interuniversity Charrette for their concept "Escaping Isolation in the Vertical City". She also announced that McGill University Law Professor, François Crépeau, Dr. Hanna Pappius from the Montreal Neurological Institute (MNI), and McGill alumnus William Shatner were invested into the Order of Canada, as an Officer, Member and Companion, respectively. The Principal then shared that four McGill graduates, Catherine Ward, Charline Labonté, Kim St. Pierre, and Martlets coach Peter Smith, were inducted into the Canadian Olympic Hall of Fame as members of the 2010 Vancouver Olympic women's hockey team, noting that the team had won gold on home ice, earning Canada its third consecutive hockey gold medal. Finally, she highlighted that in collaboration with RBC Future Launch and The Globe and Mail, the Desautels Faculty of Management was spearheading a new initiative to make personal financial literacy education accessible to all Canadians, noting that it had launched at the beginning

of Financial Literacy Month in November as a free online course offered in English and French. She noted that the first session of the "Personal Finance Essentials" course already had more than 17,500 course registrants, with 750 that had thus far completed the course.

In closing, the Principal asked Secretary-General to provide an update on the 2019 McGill Centraide Campaign. The Secretary-General stated that the campaign had raised approximately 80% of the \$425,000 goal.

12. Report from Senate [GD19-24]

The Principal presented the Report from Senate, arising from the meetings held on November 20 and December 4, 2019.

12.1 Proposed Revisions to the Policy Relating to the Naming of University Assets

Principal Fortier explained that the *Policy Related to the Naming of University Assets* was approved by the Board of Governors in April 2006 and was last amended in September 2014. She stated that the proposed revisions, which were approved by Senate on December 4, 2019, aimed to bring the Policy up-to-date with industry standards, align it with McGill's current objectives, address ambiguities and be forward-looking in its approach.

Following the presentation, members approved the recommendation, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the proposed revisions to the Policy Related to the Naming of University Assets.

13. Proposed Revisions to the Gift-In-Kind Policy [GD19-25]

Mr. Mark Weinstein, Vice-Principal (University Advancement), assisted by Ms. Heather Anderson, Legal Counsel (Legal Services), presented the proposed revisions to the *Gift-In-Kind Policy (Non-Monetary Donations)*. He reviewed with Governors key elements of the revised Policy, explaining that the Policy was last reviewed by the Board in 2014, that the proposed revisions aimed to provide greater clarity to the practice of accepting gifts-in-kind.

In response to a question regarding the value of gifts-in-kind that McGill received, Vice-Principal Weinstein stated that between 5% and 10% of gifts to the University were gifts-in-kind. He also clarified that not all gifts-in-kind could be monetized.

In response to a question about gifts of shares and securities, Vice-Principal Weinstein stated that these gifts were not considered gifts-in-kind.

Following the presentation, members reviewed the recommendation and approved the motion, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (University Advancement), approved the revised Gift-In-Kind Policy (Non-Monetary Donations).

14. Presentation on My Healthy Workplace Initiative [GD19-26]

Ms. Diana Dutton, Associate Vice-Principal (Human Resources) and Ms. Johanne Houle delivered a presentation on My Healthy Workplace Initiative (MHW). They highlighted that the MHW initiative directly supported one of Principal Fortier’s top priorities, namely: McGill Becoming a Learning Organization.

Ms. Dutton and Ms. Houle provided an overview of the key elements of the initiative, focusing on how it was engaging diverse employees from across the University and tackling important challenges and creating new opportunities. They specified that the initiative had been developed within the Excellence Canada (EC) Framework and that McGill was working towards the Excellence Canada Bronze & Silver Certification with its 3-year MHW Action Plan.

15. Board Committee Reports: Part II

15.1 Report of the Nominating, Governance and Ethics Committee [GD19-27]

Governor Samuel Minzberg, Chair, Nominating, Governance and Ethics Committee, presented Part 2 of the Report of the Nominating, Governance and Ethics (NGE) Committee, arising from the Committee’s meeting of November 21, 2019.

15.1.1 Recommendation for the Appointment to the Rank of Governor Emerita

Governor Minzberg presented the recommendation to appoint Governor Martine Turcotte to the rank of Governor Emerita. He stated that Governor Turcotte was first appointed as a member-at-large of the Board of Governors in February 2010, and that her second five-year term of office as a member-at-large would end on June 30, 2020.

Governor Minzberg described Governor Turcotte’s contributions to the Board, which included service as member and Chair of a number of Committees and other bodies. He stated that in light of her exceptional service and contributions to the Board’s governance activities, the NGE Committee recommended that Governor Martine Turcotte be appointed to the rank of Governor Emerita.

Following the presentation, members approved the recommendation, as presented.

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 Governor Martine Turcotte to the rank of Governor Emerita, commencing July 1, 2020.

15.1.2 Board Standing Committees

Governor Minzberg informed members that the NGE Committee reviewed the status of appointments on all Board Standing Committees and recommended a number of appointments and reappointments.

He reviewed with members key elements of the recommendations, and following his presentation, members approved the motions, as presented.

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

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

- The reappointment of Ms. Cynthia Price-Verreault as member and Chair of CAMSR for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of her term on the Board.*
- To extend the term of Professor David Harpp as a member of CAMSR to June 30, 2021, to coincide with the end of his term on the Board.*

[With respect to the Executive Committee]:

- The reappointment of Ms. Cynthia Price-Verreault as a member of the Executive Committee for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of her term on the Board.*

[With respect to the Human Resources Committee]:

- The reappointment of Ms. Cynthia Price-Verreault as a member of the Human Resources Committee for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of her term on the Board.*

15.1.3 Internal and External Non-Board Bodies

Governor Minzberg presented a recommendation concerning an appointment of a Board representative on Senate.

Following the presentation, members approved the recommendation, as presented.

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 Ms. Manon Vennat as a Board of Governors representative on Senate for two-year term commencing immediately and ending June 30, 2022.*

15.1.4 Health Board Bodies

Governor Minzberg presented a recommendation concerning one appointment on a health board.

Following the presentation, members approved the recommendation, as presented.

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 Dr. Sylvain Baillet as a representative of McGill University to the Pôle universitaire en réadaptation (PUR) – Centre de recherche interdisciplinaire en réadaptation du Montréal métropolitain (CRIR) – Board of Directors for a three-year term commencing January 1, 2020 and ending December 31, 2022.*

15.1.5 Proposed Establishment of Board Committee on Sustainability

Governor Minzberg presented the proposal to establish a Board standing committee on sustainability, noting that the recommendation was in line with the University's commitment to achieve the highest possible standards of sustainability on its campuses and the Board's expanded stewardship role in relation to sustainability.

He reviewed key elements of the Committee's mandate, which involved assisting the Board in setting and achieving institutional priorities and goals, and in monitoring progress in the area of sustainability.

In response to a question about the definition of sustainability, the Secretary-General stated that such a definition was included in the University's Sustainability Policy, which was approved by the Board and to which the Committee would refer to, as appropriate, in the context of its mandate.

Following discussion, members approved the recommendation, as presented.

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

approved the establishment of the Sustainability Committee and the proposed terms of reference of the Committee on Sustainability.

15.2 Report of the Finance Committee

[GD19-28]

Governor Pierre Matuszewski, Chair of the Finance Committee, presented the Report of the Finance Committee arising from the Committee's meeting of November 21, 2019.

15.2.1 Legislative Requirement: Adoption of a Funding Policy concerning the McGill University Pension Plan

Governor Matuszewski, assisted by Mr. John D'Agata, Director, Human Resources, presented key elements of the proposed *Funding Policy of the McGill University Pension Plan*, noting that this Policy was a legislative requirement under the *Supplemental Pension Plans Act* and that the purpose of the Policy was to provide the University and the Pension Administration Committee (PAC) with a comprehensive understanding of the Plan's funding objectives and related risks.

Following discussion, members approved the recommendation, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Finance Committee, approved the Funding Policy of the McGill University Pension Plan.

Governor Matuszewski then reviewed with the Board other key matters considered by the Committee and invited the Provost and Vice-Principal (Academic) to present the Budget Planning 2020 – 2021: Report I.

15.2.2 Budget Planning 2020 – 2021: Report I

Professor Christopher Manfredi, Provost and Vice-Principal (Academic), presented an overview of the budget planning exercise for fiscal year 2021 (FY2021). He explained that this was the first of three budget presentations to the Board and that his team was currently developing forecasting models and consulting Faculties about their respective needs.

Professor Manfredi reviewed with members highlights of the presentation, which outlined the major considerations shaping the budget for the upcoming fiscal year.

In response to a question about how the APB (Analysis, Planning, and Budget) trend forecasts were being developed, Provost Manfredi explained that they were manually consolidated as a result of units reviewing and reporting adjustments.

15.3 Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) [GD19-29]

The Chair introduced the Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) by reminding members that in October 2018, the Board received a resolution from Senate that asked the Principal to inform the Board that the Senate favoured, in principle, a move to divest the endowment fund from the fossil fuel industry. He recalled that the Board referred the resolution for further study to CAMSR, with a view to obtaining CAMSR's advice on what actions the Board should consider in response to the Senate resolution. He highlighted the comprehensive process undertaken by CAMSR in preparing the recommendations included in the Report. He then called on Governor Cynthia Price-Verreault, Chair of CAMSR to present the Report.

Several observers in the room began humming and stood on their chairs to present banners with messages against the recommendations in the CAMSR Report. Governor Price-Verreault proceeded to present the recommendations, noting that six were specifically designed to be addressed in consultation with the Investment Committee, while the remaining two recommendations were actions to be undertaken by the Board (recommendation # 7) and by the University (recommendation #8).

Governor Price-Verreault highlighted that work would be carried out to propose specific targets, measures and a timeline according to which progress would be measured. She also noted that subject to the Board's approval of the Report's recommendations, CAMSR, in collaboration with the Investment Committee, would develop a plan that would serve to operationalize the proposed courses of action, which would be presented to the Board by its meeting of April 2020. She emphasized that these recommendations were aligned with and supported the University's objectives and priorities as it worked to become a leader in the area of sustainability. Governor Price-Verreault moved the motion to approve the recommendations contained on pages 17-19 of the CAMSR Report, which was seconded by Governor Bertrand.

During discussion, Principal Fortier acknowledged that the work performed by CAMSR supported the University's collective efforts to support work on climate change and sustainability. She emphasized that in its Report, CAMSR proposed ambitious, responsible and implementable actions that were needed to support collective efforts in the fight against climate change. The Chair called for a vote on the motion. Governor Lotayef interjected wishing to propose an amendment to one of the recommendations included in the CAMSR Report. He specified that his proposal was to change the first sentence in the 3rd paragraph of the recommendations in the Report (under the first recommendation, 'Decarbonization'), namely to replace: "*This commitment will involve a reduction of exposure to the highest carbon intensive companies in the portfolio, including some within the fossil fuel industry*" to "*This commitment will involve a reduction of exposure to the highest carbon intensive companies in the portfolio, including*

the gradual elimination of all investments in companies whose primary business is the extraction, distribution, and/or sale of fossil fuels”.

The Chair indicated that this amendment could not be accepted, as it was out of order, based on the fact that it introduced a new course of action that was contrary to the findings and recommendations of the Report. He noted that an amendment to a motion could not alter in a material way the principle embodied in the recommendation. Some Governors proposed that while this amendment could not be accepted, Governor Lotayef could introduce a new motion.

Governor Rogers then informed members that the PGSS had adopted a policy imposing a Moratorium on new Ancillary Fees, increases to existing Ancillary Fees, or any other new fees or increases to existing fees, noting that this moratorium would remain in place until McGill divested from its investments in companies whose primary business was the extraction, distribution, and/or sale of fossil fuels. It was noted that it was the same action that SSMU had recently put in place.

Governor Buraga, referring members to the letter that he had submitted to the Board, highlighted recent developments at the University of British Columbia (UBC) and asked that McGill run financial analyses on the impact of fully divesting from fossil fuels. In this respect, he expressed a desire to move a motion to amend the main recommendations, requesting that the administration undertake this analysis. The Chair commented on the developments at UBC, noting that the UBC Board had asked its administration to conduct the necessary analysis to explore divestment from fossil fuels. It was noted that CAMSR had asked the Office of Investments to provide an analysis of what divestment would look like in relation to the endowment portfolio, noting that this work would be provided to CAMSR in the course of its work next term.

Taking into account that the motion to approve the recommendations of the CAMSR Report had already been moved and seconded, the Chair called for the vote on the recommendations of the CAMSR Report. The motion to approve the recommendations was carried, with Governors Buraga and Lotayef voting against and Governor Rogers abstaining.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Committee to Advise on Matters of Social Responsibility (CAMSR), approved the recommendations contained on pages 17-19 of the CAMSR Report (GD19-29).

16. Other Business

There was none.

The meeting ended at 7:00 p.m.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON DECEMBER 5, 2019

1. Report on New Appointments, Promotions and Tenure

The Board of Governors approved the appointment of one new Full Professor with tenure and the promotion of three Associate Professors to the rank of Full Professors.

2. Recommendations arising from Statutory Advisory Committees

The Board of Governors approved, on the recommendation of the Principal, the reappointment of three deans for a second five-year term beginning July 1, 2020 and ending June 30, 2025: Professor Isabelle Bajeux-Besnainou as Dean of the Desautels Faculty of Management, Professor Anja Geitmann as Dean of the Faculty of Agricultural and Environmental Sciences, and Professor Bruce Lennox as Dean of the Faculty of Science.

3. Report of the Nominating, Governance and Ethics Committee

The Board of Governors, on the recommendation of the Nominating, Governance, and Ethics (NGE) Committee, approved the appointment of Mr. Fred Headon as a member-at-large of the Board of Governors of McGill University, for a term of up to five years starting July 1, 2020.

The Board of Governors also approved to extend the term of Mr. Claude Généreux as a member-at-large of the Board of Governors of McGill University for up to three years starting July 1, 2020, and as Vice-Chair of the Board of Governors, for up to two years starting July 1, 2020. Mr. Généreux will continue serving as a member and Vice-Chair (ex-officio) of the Executive Committee.