

**Minutes of Open Session**

Thursday, February 11, 2021 20-21 CR:03

Minutes of a meeting of the Board of Governors held on Thursday, February 11, 2021 at 4:00 p.m. via the Zoom Conferencing Application.

**Present:**

Bertrand, Maryse ( <i>Vice-Chair</i> )	Lotayef, Ehab	Rogers, Dakota
Boychuk, Michael	Matuszewski, Pierre	Rohrbach, Petra
Desnoyers, Alan	Meighen, Michael A.	Sakhia, Samira
Earle, Jemark	Minzberg, Samuel	Sciortino, Karen
Fortier, Suzanne	Panda, Ram (Chair)	Scruton, Keel
Halperin, Stephen	Paul, Maarika	Zorychta, Edith
Headon, Fred	Pilote, Louise	
Jabalpurwala, Inez	Price-Verreault, Cynthia	

**Regrets:** Bob Babinski, Peter Coughlin, Claude Généreux (*Vice-Chair*), Lucy Gilbert, Rod Louisa.

*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. Louis Arseneault, *Vice-Principal (Communications & External Relations)*; Dr. Martha Crago, *Vice-Principal (Research and Innovation)*; Dr. David Eidelman, *Vice-Principal (Health Affairs)* and *Dean of the Faculty of Medicine and Health Sciences*; Professor Fabrice Labeau, *Deputy Provost (Student Life and Learning)*; Mr. Marc Weinstein, *Vice-Principal (University Advancement)*; Dr. Richard Martin, *Executive Director, Analysis, Planning and Budget, Office of the Provost and Vice-Principal (Academic)*; Professor Nancy Ross, *Associate Vice-Principal (Research and Innovation)*; Ms. Veronique Belanger, *Chief of Staff, Office of the Principal and Vice-Chancellor*.

**7. Chair's Remarks**

Governor Ram Panda, *Chair of the Board of Governors (Chair)*, welcomed members to the third meeting of the Board of Governors for the 2020 – 2021 governance year.

On behalf of the Board, the Chair congratulated Governor Dr. Lucy Gilbert on being named one of the Top Women of Influence for 2021 for her ground-breaking work on the early detection of ovarian and endometrial cancers.

The Chair informed members of the passing of Mr. Robert Winsor on January 14, 2021. He noted that Mr. Winsor had been an exemplary and generous alumnus, who served as an Alumni representative on McGill's Board of Governors from January 1, 2000 to December 31, 2004.

Highlighting Mr. Winsor's dedication and service, the Chair offered condolences to his family. The Board then unanimously endorsed a motion of condolence to the family of

Robert Winsor. He informed members that to honour his memory, the University had lowered the flag on the downtown's campus on February 4, 2021.

The Chair reminded members that a Community Session would follow the Board meeting. He indicated that one question was on the program and that a response had been provided to the requester and posted on the Board's Community Session website.

## **8. Consent Items**

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

- 8.1 Minutes (Open Session) of December 10, 2020
- 8.2 Report from Senate [GD20-33]

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

- 8.3 Report of the Executive Committee [GD20-34]
- 8.4 Report of the Human Resources Committee [GD20-35]
- 8.5 Report of the Information Technology Committee [GD20-36]
- 8.6 Report of the Committee on Sustainability [GD20-37]
- 8.7 2021 – 2022 Board of Governors Meeting Dates [GD20-38]

## **9. Business Arising from Open Session Minutes**

There was none.

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

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks with an update on campus developments in light of the COVID-19 pandemic, noting that the Government of Quebec had recently announced that universities would be permitted and encouraged to implement additional in-person activities. She indicated that as of February 8, 2021, McGill had gradually started offering in-person academic activities on campus, with remote alternatives available to students. In noting the continued efforts of prioritizing the health and safety of the community, the Principal announced that McGill would hold its Spring 2021 convocation ceremonies virtually.

The Principal informed members that after extensive consultation and collaboration, Senate had approved the implementation of a Fall Reading Break, noting that the University would hold the first Fall Reading Break later this year, from October 9 to 13, 2021.

The Principal indicated that, following the announcement of a cabinet shuffle in January 2021 by Prime Minister Justin Trudeau, Mr. François-Philippe Champagne had been

appointed Minister of Innovation, Science and Industry. She noted that it was positive for McGill to have a Quebec Minister leading this important portfolio.

The Principal then explained that as part of the federal pre-budget consultation process, McGill had been working with U15 colleagues on a list of updated measures to restart Canada's economy post-pandemic, which would include recommendations for a science-based industrial strategy and a proposal to attract and retain top-tier researchers.

The Principal explained that in light of the COVID-19 pandemic, the Federal Government had recognized the urgency of strengthening Canada's biomanufacturing capacity and noted that McGill was working with its U15 colleagues to develop a plan outlining the potential contributions of universities to this important initiative.

The Principal reported on recent meetings on the New Vic Project with government officials from various Ministries (Higher Education, Finance, Economy and Innovation). She noted that in her message to the government, she had emphasized that it was important for the University to have a clear indication of whether the *Dossier d'opportunité* would be approved, which would allow the University to proceed to the *Dossier d'affaires* stage of the project. She mentioned that more news on this file was anticipated in the near future, noting that a decision by the government would likely be announced in the context of the provincial budget.

The Principal informed members that she had recently participated in a U15 meeting with Mr. Simon Kennedy, Federal Deputy Minister of Innovation, Science and Economic Development. She reported that the pandemic response would remain a top priority for the Government of Canada in the short term, including securing vaccines, developing therapeutics, and supporting sectors of the economy most at risk. She noted that other priorities for both short-term and longer term included domestic biomanufacturing, industrial transformation focused on the decarbonization of the economy and the development of technology platforms with high growth potential. She also mentioned that, given the importance of biomanufacturing in the fight against the COVID-19 pandemic, the University was working to position McGill as a key player to strengthen Canada's biomanufacturing capacities.

The Principal then reported on her participation at the Davos Agenda virtual summit from January 25 to 29, 2021, where she participated in a panel on Reimagining Education. She mentioned that some recurring themes from the meeting had been building back better, reimagining, net-zero economy, employee mental health, and improving access to quality education to women and others who face barriers.

Concerning community relations, the Principal mentioned that McGill had recently hosted a number of virtual-campus events that brought the community together. She highlighted the annual John D. Thompson Entrepreneurial Development Seminar featuring Moderna co-founder and McGill alumni, Dr. Noubar Afeyan. She also mentioned the McGill commemoration of the 2017 Quebec City mosque attack, and the McGill opening

ceremony for Black History Month, featuring a keynote address delivered by Dr. Onye Nnorom of the Dalla Lana School of Public Health at the University of Toronto.

The Principal concluded her remarks with examples of external recognition of members of the community. She highlighted that a total of 13 members of the McGill community had been appointed to the Order of Canada. She announced that the CHIME telescope Fast Radio Burst project, led by Professor Vicky Kaspi, had made the top 10 list of 2020 by both the Science and Nature magazines. She informed members that two McGill discoveries on brain cancer had made the Québec Science Top 10 list for 2020, noting that the two studies had been led by Drs. Kevin Petrecca and Charles Couturier; and Drs. Claudia Kleinman and Nada Jabado, respectively. She highlighted that Professor Mathieu Maheu-Giroux had been named one of four co-winners of Radio-Canada's Scientist of the Year, and that Dr. Lucy Gilbert, Director of Gynecologic Oncology at the MUHC, and fellow member of the Board, had been named to the Top Women of Influence for 2021 for her work on early detection of ovarian and endometrial cancers. The Principal then announced that McGill's University Advancement (UA) team had earned seven awards from the Council for the Advancement and Support of Education (CASE), noting that more recently, UA had also won three top prizes at the Canadian Online Publishing Awards. She mentioned that the Bensadoun School of Retail Management (BSRM) had launched the Retail Innovation Lab in partnership with Alimentation Couche-Tard, noting that it will enable ground-breaking research and test innovations, including frictionless technologies to transform the customer experience. Lastly, she highlighted that for the 13th consecutive year, McGill had been named one of Montreal's Top Employers.

In response to a question about whether the vaccination would be mandatory for students and staff at the University, the Principal responded that it was unknown, noting that the University would follow all federal and provincial regulations that would be established.

In response to a question about whether the University could benefit from funding from the Canada Infrastructure Bank (CIB), Professor Yves Beauchamp, Vice-Principal (Administration and Finance), explained that the University was reviewing the criteria, noting, however, that this program targeted major projects that were done in partnership with the private sector.

In response to a question about the provincial government's announcement to authorize universities to start implementing additional in-person academic activities for students, the Principal clarified that the in-person activities that would be offered would not be full courses or compulsory elements of courses, noting that they would be optional, in-person activities to complement students' learning, and give those in the Montreal area the opportunity to engage, face-to-face, with their instructors, TAs and peers. She mentioned that these activities may include tutorials, seminar courses, conference sections, and possibly some laboratory activities or lectures.

In response to a question about the plans for the Fall 2021, in particular in regard to international students, the Principal mentioned that the University was considering different scenarios, which included reconfiguring classes and classrooms.

**11. Progress Report on Key Performance Indicators**

[GD20-39]

The Principal presented the Report on Key Performance Indicators (KPIs). She reminded members that the KPIs were a set of twenty-five metrics developed by the University to track its progress on core activities towards realizing its strategic priorities.

The Principal explained that changes had been made to the Research KPIs to better reflect the University's research performance. She also noted that the HR KPIs were being reviewed and would be improved next year to better represent McGill's HR situation.

A discussion on the Report ensued. It was suggested that in light of the health situation concerning the COVID-19 pandemic, consideration should be given to whether a safety KPI should be developed and added to the Report.

In response to a comment about adding a KPI that measured employment after graduation, Professor Manfredi, Provost and Vice-Principal (Academic), indicated that the team would assess whether there were measures available that also allowed for comparison with other universities.

In response to a question about the number of patents and licenses issued and industry partnerships, Dr. Martha Crago, Vice-Principal (Research and Innovation), explained that while the University was tracking these activities, there was not an official KPI measuring the data. She mentioned that the Research KPIs had been established several years ago, noting that, recently, further analysis had been undertaken to improve the Research measures being used to better represent both the industry and the University's performance.

In response to a question about the reason for not reporting on the salaries of administrative and support staff, the Principal explained that these salaries were dependent on the location and cost of living, and did not allow for comparison with other universities. She added that on the other hand, the salaries of academic staff were comparable within the U15, which explained why they were being tracked.

In response to a question about the 'My Healthy Workplace' KPI, Professor Yves Beauchamp, Vice-Principal (Administration and Finance), explained that this KPI was being reviewed, noting that a more precise measure would be available next year. He indicated that the proposed new KPI would be presented to the Human Resources Committee for consideration.

**12. Board Committee Reports: Part II**

**12.1 Report of the Building and Property Committee**

[GD20-40]

Professor Yves Beauchamp, Vice-Principal (Administration and Finance), presented the Report of the Building and Property Committee arising from the Committee meeting of January 26, 2021, on behalf of Governor Peter Coughlin, Chair of the Building and

Property Committee. He indicated that the Report contained one item requiring approval by the Board.

#### **12.1.1 Stewart Biology West Wing Redevelopment Project: Lot 4 of 4**

Vice-Principal Beauchamp presented the request to proceed with Lot 4 of 4 of the redevelopment of the West Wing of the Stewart Biology Building, involving the fit-out of the interior spaces. He explained that the funding requested to proceed with Lot 4 was \$43 million, based on tender results, which would bring the estimated total project budget funded to \$126,133,995, including taxes, rebates, soft costs and contingencies. He noted that the project was being funded in part by the Government of Canada's Post-Secondary Institutions Strategic Investment Fund (SIF), as well as by bond proceeds and by the *Ministère de l'Enseignement supérieur* (MES) in the form of capital allocations for deferred maintenance projects.

Vice-Principal Beauchamp highlighted that this had been one of the largest projects at the University. He indicated that the construction of Lot 4 was planned to begin in June 2021, with substantial completion anticipated for the Summer 2022. He mentioned that the work on the other wings of the building would start once Lot 4 was completed.

In response to a question additional work that was required to improve buildings from a health and safety perspective in light of the COVID-19 pandemic, Vice-Principal Beauchamp explained that the New Model of Work Office that was being established would address these types of questions and advise. He noted, however, that additional government funding was not expected.

Following the discussion, members approved the recommendation, as presented below.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved Lot 4 of 4 of the Redevelopment of the West Wing of the Stewart Biology Building (Project 14-125) at a cost of up to \$43 million, to bring the total funded budget to this project to \$126,133,995.*

*The Board of Governors also approved that the Vice-Principal (Administration and Finance) or the Associate Vice-Principal (Facilities Management and Ancillary Services) or the Director, Project Management, be authorized to sign contracts pertaining to this project on behalf of The Royal Institution for the Advancement of Learning / McGill University, provided that the total amount of the contracts does not exceed the total budget amount, and that the contracts are reviewed by Legal Services.*

## **12.2 Report of the Audit and Risk Committee**

[GD20-41]

Governor Maarika Paul, Chair of the Audit and Risk Committee, presented the Report of the Audit and Risk Committee, arising from the Committee's meeting of February 2, 2021. She indicated that the Report included one item requiring approval by the Board.

### **12.2.1 Revisions to the Policy on the Approval of Contracts and Designation of Signing Authority**

Governor Paul presented the proposed revisions to the *Policy on the Approval of Contracts and Designation of Signing Authority*. She explained that following feedback and comments provided at the September 21, 2020 meeting, the Committee had approved the proposed revised Policy at its last meeting.

Governor Paul indicated that the current Policy had been approved by the Board of Governors in October 2017 and had come into effect on May 1, 2018, noting that it had been approved with the understanding that it would be reviewed following the first year of implementation. She noted that the review of the Policy had been done in consultation with a working group comprising of representatives of the senior administration and had also been informed by feedback from the community of signing officers and delegates.

Governor Paul reviewed with members key elements of the proposed revisions. Ms. Edyta Rogowska, Secretary-General, then explained that work was being done with IT to enhance the reporting tool, noting that improvements had been made to the University's controls.

Following the presentation, the Board approved the recommendation, as presented below.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Audit and Risk Committee, approved the proposed revisions to the Policy on the Approval of Contracts and Designation of Signing Authority, as presented in Appendix B, effective May 1st, 2021.*

Governor Paul then presented the informational items contained in the Report. She highlighted that, following the approval by the Board in February 2020 of the Enterprise Risk Management Policy, the Committee had been provided with an update on the activities established under the Policy that had been completed to date. She indicated that the senior administration had identified a list of the University's top risks, noting that next steps involved establishing action plans to address these risk areas.

Governor Paul informed members that the Committee had approved the External Audit Plan for the year ending April 30, 2021. She also reported on the work being

done by the administration to enhance the University's mechanisms to support proper conduct and sound operations.

### **12.3 Report of the Finance Committee** [GD20-42]

Governor Pierre Matuszewski, Chair of the Finance Committee, presented the Report of the Finance Committee arising from the Committee's meeting of February 9, 2021.

Governor Matuszewski reviewed with members key elements of the Report. He highlighted that Moody had issued its credit opinion to the University and had reaffirmed McGill's Aa2 stable outlook. He noted that the COVID-19 pandemic impacting the University's budgetary pressure had been listed as one of the University's credit challenges.

Governor Matuszewski explained that the Committee had received the second of three presentations regarding the budget planning exercise for FY2022, noting that the presentation outlined the major considerations shaping the budget for the upcoming fiscal year. He indicated that there was continued COVID-driven uncertainty impacting the University's primary revenue sources, notably Quebec government funding, tuition and fees, and the sales of goods and services. Governor Matuszewski then called on Professor Christopher Manfredi, Provost and Vice-Principal (Academic), to present the Budget Planning 2021-2022 Report II.

#### **12.3.1 Budget Planning 2021-2022: Report II**

The Provost presented key elements of the Budget Planning 2021-2022 Report II. He started by providing an update on student enrolment for FY2021, highlighting that the admission objectives had been met. He then continued with a report on the planning for FY2022, noting that the preliminary work has been completed, that the team had gathered all the data and consulted with the Faculties and units. He explained that in light of the many unknowns, the administration had established assumptions for the main revenue sources and expenses using 3 scenarios (pessimistic, realistic and optimistic), noting that this process would help to set the amount of the contingency to be included in the FY2022 budget. The Provost then reviewed with members the initial budget assumptions that had been identified and presented the key risks and uncertainties impacting the budget planning exercise.

In response to a question about whether the University had lowered its admission requirements, the Provost explained that the University was not lowering its standards, noting that instead it was working harder to attract the best students. He also mentioned that the process for admitting students had been improved and that the University was admitting students faster than before.

In response to a question on the main reasons for students not accepting McGill's offer of admission, the Provost mentioned that students were receiving multiple offers of admission. It was also noted that the main reason for graduate students not accepting

McGill's offer was the funding and scholarships that were being offered by other universities.

Members commented that this year's recruitment process would be different in light of the pandemic, noting that grades and metrics would not reflect applicants' capacities in the same manner as in the past. It was mentioned that this year, the applications would have to be evaluated in more detail in order to make decisions on admissions. The University would need to proceed quickly to secure the best applicants.

The Chair reminded members that the proposed budget would be presented for approval at the Board's April meeting.

### **13. Other Business**

#### **13.1 Statement from Governor**

The Chair called on SSMU President and Governor, Jemark Earle, to make a statement.

Governor Earle stated that it had been brought to his attention that the recent boycott of Metro inc. in an effort to bring a motion on divestment to the McGill Board of Governors could be interpreted as a tactic that builds on harassment, intimidation, and coercion. He explained that, given that the Students Society of McGill University (SSMU) supported this boycott and has clear mandates to support divestment, he was making several personal commitments for the remainder of his term on the Board of Governors. First, he would personally disapprove of the use of tactics building on harassment, intimidation, or coercion of any members of the University community, including members of the Board. Second, he would refrain from advocating for or approving of the use by SSMU or any other group of tactics that tarnish one's reputation or affect one's ability to earn a living or attempt to influence third parties, so they do not retain such individual's services. Third, he would refrain from signing any communication from the SSMU or other groups on any matter that would breach these commitments. Lastly, Governor Earle mentioned that he was in the process of removing his name as a signatory on the letter sent to Metro inc. He explained that that by virtue of his position as President of the SSMU, his name appears on all official communications approved by majority vote of the executive committee but that in light of these commitments, this would not be the standard going forward and as such, his name would no longer appear on such communications.

The meeting moved into Closed Session at 5:50 p.m.

**SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON FEBRUARY 11, 2021**

**1. Report on New Appointments, Promotions and Tenure**

The Board of Governors approved the promotion of seven Associate Professors to the rank of Full Professor.

**2. Board Committee Reports: Part I**

**2.1 Report of the Building and Property Committee**

The Board of Governors approved, on the recommendation of the Building and Property Committee, a request concerning a property matter.