



Minutes of Open Session

Wednesday, February 8, 2023 22-23 BR:03

Minutes of a meeting of the Board of Governors held on Wednesday, February 8, 2023 at 4:00 p.m. at 1425 rue de la Montagne, Montreal, and via the Zoom Conferencing Application.

Present:

Abdalazez, Osman	Halperin, Stephen	Piggott, Adrienne
Babinski, Bob	Headon, Fred	Prando, Diletta
Bertrand, Maryse (<i>Chair</i>)	Jabalpurwala, Inez	Rohrbach, Petra
David, Gregory	Manfredi, Christopher (<i>ex-officio</i>)	Roosta, Alireza
Deckelbaum, Ariel	Matuszewski, Pierre	Sakhia, Samira
D'Iorio, Luciano	McCall MacBain, John	Sigler, Jonathan
Gilbert, Lucy	Panda, Ram	Thovinakere, Naga
Greenwood, Celia	Paul, Maarika	Wright, Risann
Hakim, Joseph		Zorychta, Edith

Regrets: Claude G n reux.

Secretary-General: Edyta Rogowska, supported by Pietro Mastromatteo (Associate Director) and Emily Barriere (Governance Officer), Secretariat.

Resource Persons: Professor Yves Beauchamp, Vice-Principal (Administration and Finance); Professor Angela Campbell, Co-acting Provost and Vice-Principal (Academic), Professor Fabrice Labeau, Co-acting Provost and Vice-Principal (Academic).

Guests: Marc Weinstein, Vice-Principal, (University Advancement); Professor Yolande Chan, Dean, Desautels Faculty of Management.

8. Chair's Remarks

Governor Maryse Bertrand, Chair of the Board of Governors, welcomed members to the third regular meeting of the Board of Governors for the 2022 – 2023 governance year.

The Chair acknowledged the passing of Mr. Marcel Desautels on January 2023 at the age of 88. She offered condolences to the family of Mr. Desautels on behalf of the Board, noting that the University's flag will be lowered in his memory on March 9, 2023.

The Chair reminded members that a Community Session would follow the meeting. She stated that five questions were on the program and that responses had been provided to the requesters and posted on the Board of Governors' Community Session website. She also noted that an email would be sent to Governors after the meeting, asking them to complete an evaluation form so that their feedback could be considered for future meetings.

9. Consent Items

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

9.1 *Minutes (Open Session) of December 15, 2022*

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

9.2	Report of the Sustainability Committee	[GD22-47]
9.3	Report of the IT Committee	[GD22-48]
9.3	Report from Senate	[GD22-49]

10. Business Arising from Open Session Minutes

There was none.

11. Interim Principal's Remarks (Continued)

Professor Christopher Manfredi, Interim Principal and Vice-Chancellor, began his remarks by acknowledging the passing of Marcel Desautels, extending condolences to Mr. Desautels' family on behalf of McGill.

With regard to government relations, the Interim Principal informed members Mr. Steven Guilbeault, Canada's Minister of Environment and Climate Change, had visited McGill in mid-January to meet with students from the Faculty of Engineering, and to deliver a presentation outlining how Canada makes environmental policy decisions while also navigating the complexities of global initiatives to fight climate change. The Interim Principal added that Louis Arsenault, Vice Principal (Communications and External relations) had taken this opportunity to speak with Minister Guilbeault about campus priority projects such as the New Vic, and to invite him to back to campus at a later point to discuss those projects further.

In terms of community relations, the Interim Principal noted that McGill had held its inaugural International Holocaust Remembrance Day commemoration on January 26th. He noted that event had featured a testimony by Holocaust Survivor and McGill alumna Judith Nemes Black, words by Paul Hirschon, the Consul General of Israel, as well as municipal councilor Peter McQueen and Eta Yudin, Vice President of the Quebec Centre for Israel and Jewish Affairs, a prayer by Rabbi Shmuly Weiss, and a candle lighting by students from Hillel McGill. He added that the University's first observance of International Holocaust Remembrance Day marked an important step in implementing the recommendations of the University's Initiative against Islamophobia and Anti-Semitism final report. In addition, the Interim Principal noted that McGill had hosted a campus commemoration in memory of the 6-year anniversary of the mosque attack in Quebec City, including remarks by city councilors Serge Sasseville and Émilie Thuillier, as well as McGill alumna Jennifer Maccarone. He added that McGill was in the process of hosting a series of events for Black History Month for the 7th year, and that a keynote address had

been delivered by Professor Rinaldo Walcott, Chair of the Department of Africana and American Studies at the University at Buffalo, at the opening event. The Interim Principal highlighted that McGill's Centraide campaign had exceeded its target and raised a total of \$426,484, and thanked the McGill-Centraide committee led by Professor Yves Beauchamp, Vice-Principal (Administration and Finance) and Professor Anja Geitmann, Dean of the Faculty of Agricultural and Environmental Sciences, for their hard work. Finally, the Interim Principal highlighted the 8th annual McGill 24, the University's annual day of giving, noting that nearly 19,000 donors had contributed a total of \$17 million to date. He noted that he was proud of this initiative and informed members that Marc Weinstein, Vice Principal (University Advancement) would provide more information on this initiative later in the meeting.

The Interim Principal concluded with some selected kudos, noting that seven members of the McGill community had been appointed to the Order of Canada, and that three McGill-led initiatives had made the Québec Science Top 10 list for 2022. He also noted that McGill professors Charles Gale and Daryl Haggard, both from the Department of Physics, had received medals from the Canadian Association of Physics (CAP).

12. Board Committee Reports: Part II

13.1 Report of the Audit and Risk Committee

[GD22-50]

Governor Maarika Paul, Chair of the Audit and Risk Committee, presented the Report of the Audit and Risk Committee arising from the Committee meeting of February 2, 2023, for information.

Governor Paul noted that the Committee had approved the External Audit Plan for the year ending April 30, 2023, as presented by the external auditors, Deloitte LLP (Deloitte). She noted that Deloitte had informed the Committee of new standards and procedures that would become effective for the University's fiscal year 2023 and beyond. She also noted that the fees of the external audit plan were based on the fee structure approved by the Board of Governors.

Governor Paul also noted that the Committee had authorized its Chair to approve the submission of proposals or tenders from the University's external auditor for the provision of non-audit services, provided the tenders meet certain ratio requirements designed to ensure the external auditor's independence in fact and appearance. She added that the Committee also approved a delegation authorizing the Vice-Principal (Administration and Finance) to approve the submission of such proposals subject to the same ratio requirements as the Chair but with an added condition that the services do not require an audit opinion and do not exceed \$100,000, and that the Committee will receive an annual report on the total services rendered.

Governor Paul informed the Board that the Committee had received a preliminary draft of revisions to the Policy on Safe Disclosure and had provided feedback on the Policy . She noted that the Committee had been informed that the review process and consultations were ongoing, and that the Committee would receive a final draft for consideration at a future meeting.

Finally, Governor Paul noted that the Committee discussed the Enterprise Risk Management process and had received a presentation from the IT Committee Chair on the work done by his Committee related to cybersecurity and risk management.

13. Annual Reports

13.1 Annual Report University Advancement (2021-2022) [GD22-51]

Mr. Marc Weinstein, Vice-Principal (University Advancement) presented the Annual Report University Advancement for information.

Mr. Weinstein began by noting that it had been a year of transitions for McGill, with a move into hybrid or in-person events as the pandemic ended. He noted that the virtual platforms utilized during the pandemic had actually been an asset for University Advancement, and that FY2022 had yielded exceptionally robust results in terms of cash and achievements. He informed members that almost \$242M had been raised in gifts and pledges, including philanthropic research, \$207M in cash, a record amount for McGill. He highlighted two large gifts-in-kind received by the University, notably the Moshe Safdie collection and a gift to the Faculty of Medicine totalizing close to \$50M. he also emphasized the success of the 7th annual McGill24 day of giving, which was the most successful to date. He added that McGill had launched the McGill Crowdfunding platform for projects initiated by alumni, students and friends. Mr. Weinstein named several transformative gifts that had benefitted the University in FY2022, including donations from from Gerald Rimer, Sylvan Adams., Victor Abdaleh, the Irving Ludmer Family Foundation, and Trottier Family Foundation He emphasized that McGill had raised \$1.65M of its \$2B goal, and that only 75% of the campaign time had elapsed.

14. Faculty Presentation: Management [GD22-52]

Professor Yolande Chan, Dean of the Desautels Faculty of Management delivered a presentation highlighting activities, initiatives and developments within the Faculty.

Dean Chan began her presentation by honoring Marcel Desautels and his legacy at McGill, noting that he had donated over \$38M to the Faculty of Management. She noted that the faculty, founded in 1906, had an international reputation and hosted over 3000 students and 113 faculty members. She stated that the faculty offered thirteen programs and noted that an updated strategic plan for the faculty would be launched in the near future with the aim of bolstering the faculty's initiatives. Dean Chan highlighted that Equity, Diversity and

Inclusion (EDI) and Sustainability were key priorities of the faculty, as well as innovation and entrepreneurship. She informed members that donor contributions had greatly contributed to the strength and ongoing development of the faculty.

In response to a request to elaborate on the Global Leaders program, Dean Chan noted that the program gave the faculty the opportunity to engage alumni on a global scale by inviting them to events and into classrooms, which led to many alumni members becoming donors. Board members agreed that this was an excellent initiative and could be beneficial if applied in other faculties at McGill.

15. Other Business

A few Governors asked the Board to pass a motion on the question of divestment from the fossil fuel industry. Ms. Maryse Bertrand, Chair of the Board of Governors, recalled that the Board had considered the question of divestment during a two-year review period, from 2018-2020, resulting in the implementation of a plan to decarbonize the endowment fund through a strategy that includes divestment from highly carbon intensive companies, including those within the fossil fuel industry. The Chair then noted that this plan provides for a review of the University's practices in the area of socially responsible investment (SRI) on a five-year basis, currently scheduled to take place in spring of 2025. Following a discussion on the importance of the University's sustainability priorities and the extensive time commitment of the last review, the Board agreed to authorize its Chair to undertake consultations with the administration, the Committee to Advise on Matters of Social Responsibility (CAMSR) and the Investment Committee on the question of reopening the University's position on divestment by accelerating the review of its SRI practices. It was also requested that the Chair report back at the next Board meeting on the outcome of these consultations.

The Board approved the following motion:

On a motion duly proposed and seconded, the Board of Governors authorized its Chair to undertake consultations with the administration, the Committee to Advise on Matters of Social Responsibility (CAMSR) and the Investment Committee on the question of reopening the University's position on divestment by accelerating a review of its socially responsible investment (SRI) practices, on the understanding that the Chair will report back on the outcome of such consultations at the April 20, 2023, meeting of the Board of Governors with a recommendation concerning the acceleration of the SRI review.

Secretary's note: Governor Ariel Deckelbaum and Governor Bob Babinski abstained from voting on the motion.

The meeting ended at 6:27 p.m.

END.

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON FEBRUARY 8, 2023

I. CLOSED SESSION OF FEBRUARY 8, 2023

1. Report on New Appointments

The Board of Governors approved the appointment of one candidate to the rank of Full Professor (Clinical) Contract Academic Staff and one candidate to the rank of Associate Professor with tenure.

2. Board Committee Reports

2.1 Report of the Building and Property Committee

The Board of Governors, on the recommendation of the Building and Property Committee, approved the construction and outfitting of Medicine and Science laboratories located at 2001 Av. McGill College.