


Minutes of Open Session

Thursday, October 5, 2023 23-24 BR:01

Minutes of a meeting of the Board of Governors held on Thursday, October 5, 2023 at 4:00 p.m. at Room 301 of the James Administration Building, and via the Zoom Conferencing Application.

Present:

Ashkir, Alexandre	Greenwood, Celia	Prando, Diletta
Babinski, Bob	Hakim, Joseph	Rohrbach, Petra
Bajaj, Arun	Headon, Fred	Saini, Deep (Principal)
Bertrand, Maryse (Chair)	Jabalpurwala, Inez	Sakhia, Samira
David, Gregory	Matuszewski, Pierre	Sigler, Jonathan
Deckelbaum, Ariel	McCall MacBain, John	Tumulu, Satish Kamar
D'Iorio, Luciano	Panda, Ram	Zorychta, Edith
Gilbert, Lucy	Piggott, Adrienne	

Regrets: Alan Desnoyers, Maarika Paul, Vaishnavi Parey, Amanda Rosenberg.

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

Resource Persons: Ms. Diana Dutton, Interim Vice-Principal (Administration and Finance); Professor Christopher Manfredi, Provost and Vice-Principal (Academic).

Guests: Ms. Cristiane Tinmouth, Associate Vice-Principal (Financial Services), attended for item 13.1 (Report of the Audit and Risk Committee) Mr. Stephen Halperin, Chair, NGE Committee, attended for agenda item 13.2 (Report of the NGE Committee); Mr. Don Lewtas, Chair, Investment Committee and Ms, Sophie Leblanc, Chief Investment Officer, attended for agenda item 13.3 (Report of the Investment Committee.).

9. Chair's Remarks

Governor Maryse Bertrand, Chair of the Board of Governors, welcomed members to the first regular meeting of the Board of Governors for the 2023 – 2024 governance year.

She stated that, as this was the first regular meeting of the Board, she had delivered a land acknowledgement statement in Closed session, noting that the Principal would repeat it during his open session remarks.

Governor Bertrand acknowledged the passing of Mr. Alex Kalil, Governor Emeritus of McGill University, on June 2023 at the age of 87 and the passing of Mr. Gordan Echenberg, Governor Emeritus of McGill University on September 26, 2023 at the age of 83. She offered condolences to the families of Mr. Kalil and Mr Echenberg on behalf of the Board, noting that the University's flag had been lowered in their memory on October 5th and September 26th 2023, respectively.

Governor Bertrand thanked members for attending the Board of Governors' Orientation Session, which took place on September 11, 2023.

10. Consent Items

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

10.1 Minutes (Open Session) of May 18, 2023

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

10.2 Report of the Executive Committee	[GD23-10]
10.3 Report of the Equity, Diversity and Inclusivity Committee	[GD23-11]
10.4 Notice of Joint Board-Senate Meeting (November 14, 2023)	[GD23-12]
10.5 Board of Governors Reference Book	[GD23-13]

11. Business Arising from Open Session Minutes

There was none.

12. Principal's Remarks (Continued)

Professor Deep Saini, Principal and Vice-Chancellor, began his remarks by making the following land acknowledgement.

McGill University is on land which has long served as a site of meeting and exchange amongst Indigenous peoples, including the Haudenosaunee and Anishinabeg nations. We acknowledge and thank the diverse Indigenous people whose footsteps have marked this territory on which peoples of the world now gather.

He noted that, while serving as Principal and Vice-Chancellor, he intended to fulfill his responsibilities in adherence to the letter and spirit of the University's Mission and Principles.

The Principal offered an update on enrolment, noting that, as of the third week of classes, which was the deadline for withdrawal with refund, total enrolment for Fall 2023 was 39,397 students, comparable to the previous year at 39,421 students. He stated that the top five countries of citizenship of international students enrolled for Fall 2023 were China, the United States, France, India and Iran.

On the topic of government relations, the Principal began by informing members that McGill had been one of fifteen universities to participate in a pilot survey for a Trusted Institution Framework by Immigration, Refugees and Citizenship Canada (IRCC). He stated that the framework was meant to allow designated learning institutions to meet specific compliance requirements related to the recruitment and retention of international

students, and that those deemed as trusted institutions would benefit from faster application decisions. He added that McGill had submitted its responses to the pilot survey, and that the IRCC was working to implement the new framework for Fall 2024, pending any changes. The Principal also noted that McGill had tabled a submission at the National Assembly on the topic of Quebec immigration planning in the context of public hearings on this issue, and had appeared before the National Assembly's Committee on Citizen Relations on September 20 to deliver a presentation highlighting the harmful effects of language distinctions in the *Programme de l'expérience québécoise* (PEQ), as well as the unintended effects that changes to immigration policy could have on the acquisition and retention of academic talent for all universities in Quebec. He also stated that McGill had sent the government comments on the modifications brought to the *Règlement sur l'immigration* to advocate for students who had studied in an Anglophone university to be allowed to continue to get a fast pathway to residency. The Principal noted that McGill's submission to the current year's federal pre-budget consultation process was in alignment with submissions by the other U15 institutions, particularly in advocating collectively for appropriate financial support for graduate students and research. He added that McGill would be hosting an advocacy day in Ottawa on November 22 to raise awareness about the importance of federal support to the science and research ecosystem in Canada.

The Principal informed members that he had recently met with various members of government, starting with the Minister of Finance, Minister of Economy, Innovation and Energy, and the Premier's Chief of Staff, to discuss immigration, university finances, and McGill's contribution to the province. He added that he had also met twice with the Minister of Education to discuss French language policy, the revision of the *Politique québécoise de financement des universités*, and the retention of international students, and noted that the talks were progressing well. The Principal stated that he had also met with Mayor Valérie Plante to discuss various issues, including the importance of international students for Montreal, and he stated that the Mayor was quite supportive of McGill.

With regard to community relations, the Principal noted that he had attended several orientation and fall campus events over the previous weeks. He informed members that McGill's Indigenous Awareness Weeks had taken place, including the 2nd Annual Legacy Game last Saturday, and culminating with the National Day for Truth and Reconciliation to honor survivors and victims of residential schools, their families, and their communities. The Principal stated that the McGill community was looking forward to homecoming celebrations, noting that documentary filmmaker Alanis Obomsawin would deliver the Beatty Lecture on October 16 and that Adam Gopnik would headline this year's Leacock Lecture on October 20.

The Principal spoke briefly about rankings, stating that McGill had placed 49th in the world, and 3rd in Canada, in the Times Higher Education (THE) World University Rankings, released the previous week. He noted that McGill had gone up slightly in the Shanghai Academic Ranking of World Universities and QS World Rankings, adding that the Maclean's rankings would be released the next week. The Principal emphasized that rankings were not everything, but were nonetheless an important indication of the health

of universities in relative terms, adding that he would like to see McGill in the top 25 ranking.

The Principal concluded his remarks by delivering select kudos, noting that 19 McGill graduate students had earned Vanier Canada Graduate Scholarships that year, and five postdocs had received Banting Fellowships. He stated that the Royal Society of Canada had announced 19 McGill inductees, including four new members to the College of New Scholars, Artists and Scientists, as well as 15 new Fellows. He informed members that the Governor General of Canada had appointed eight members of the McGill community to the Order of Canada, including Professor Daniel Weinstock from our Faculty of Law. The Principal noted that Elham Daneshmand and Haolun Wu, both PhD candidates in Computer Science, were recipients of the 2023 Borealis AI Fellowships, awarded to only 10 people in Canada to support world-leading research across Canada in machine learning and artificial intelligence.

13. Report from Senate [GD23-14]

Professor Deep Saini, Principal and Vice-Chancellor, presented the Senate Report from its meeting of September 20, 2023, noting that there was one item for approval.

13.1 Appointments to the Committee on Staff Grievances and Disciplinary Procedures

The Principal presented Senate’s recommendation concerning an appointment to the Committee on Staff Grievances and Disciplinary Procedures, noting that it was being submitted for approval to the Board in accordance with the *Regulations Relating to the Employment of Academic Staff*.

The Board approved the following motion:

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the appointment of the following tenured staff member to the Committee on Staff Grievances and Disciplinary Procedures for a term beginning September 1, 2023, and ending August 31, 2026:
- Professor Daryl Haggard (Physics, SCIENCE).

14. Board Committee Reports: Part II

14.1 Report of the Audit and Risk Committee [GD23-08]

Governor Maryse Bertrand, Chair of the Board of Governors, on behalf of the Chair of the Audit and Risk Committee, presented the Report of the Audit and Risk Committee arising

from the Committee meeting of September 26, 2023, noting that there were three items for approval.

14.1.1 Financial Report to the Board of Governors 2022-2023, Audited Financial Statements and Auditor’s Report

The Chair presented, for approval, the Financial Report, Audited Financial Statements and Auditor’s Report.

The Chair noted that the Committee had met with the External Auditors, who had indicated that the audit had gone well and confirmed their opinion that the financial statements present fairly and in all material respects the financial position of the University at April 30, 2023, adding that this opinion was without qualification.

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 2022-2023 Financial Report to the Board of Governors including the external auditor’s report and Audited Financial Statements of The Royal Institution for the Advancement of Learning/McGill University for the year ended April 30, 2023.

14.1.2 Appointment of External Auditors for Fiscal Year 2024

The Chair presented the recommendation of the Audit and Risk Committee to appoint Deloitte as McGill’s External Auditors for the fiscal year ending April 30, 2024. She noted that this was year 2 of a 5-year contract which was entered into in September 2022 following a two-stage public call for tenders for external audit services.

Following the presentation, the Board approved the appointment, 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 appointment of Deloitte as external auditors of the University for the fiscal year ending April 30, 2024.

The Board of Governors also approved that the Interim Vice-Principal (Administration and Finance) or the Associate Vice-Principal (Financial Services) be authorized to sign the contract and any related documents, subject to review by Legal Services.

14.1.3 Revisions to the Policy on the Approval of Contracts and Designation of Signing Authority

The Chair presented the recommendation of the Audit and Risk Committee to approve revisions to the Policy on the Approval of Contracts and Designation of Signing Authority, to implement certain recommendations contained in the Report of the Special Project on Board Efficiency.

The Chair noted that the revisions aimed, namely, to increase the authority limit of the new Finance and Infrastructure Committee from \$7 million to \$10 million with regard to the approval of construction and renovation projects and IT projects, and to increase the authority limit of the Principal with regard to the approval of research award agreements and applications from \$6 million to \$10 million. She asserted that it was appropriate to raise threshold due to inflation and other factors..

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

On a motion duly proposed and seconded, 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.

14.2 Report of the Nominating, Governance and Ethics Committee [GD23-15]

Governor Emeritus Stephen Halperin, Chair of the Nominating, Governance and Ethics (NGE) Committee, presented the Report of the NGE Committee arising from the Committee meeting of September 13, 2023.

Secretary's note: On the assumption that Board members had already read the report of the NGE Committee, Governor Halperin presented the recommendations contained in 14.2.2 and 14.2.3, in a single motion.

14.2.1 Proposed Amendments to the University Statutes

Governor Halperin reminded governors that, in accordance with the University Statutes, a notice of motion had been presented to the Board of Governors on August 31, 2023 regarding the proposed amendments to the University Statutes. He noted that the Board was now requested to act on the NGE Committee's recommendation.

The Principal noted that Senate had been informed of the proposed amendments to the University Statutes, and that the response received was positive overall, though two keys comments had been made by Senators. He stated that the first comment emphasized that the title change would mean a break from tradition, a point that he acknowledged respectfully while asserting that the change would be made in the best

interests of the institution. The Principal informed members that the second comment was a suggestion that McGill employ a hybrid approach by using the title of Principal internally and President externally. He stated that this suggestion would be cumbersome to implement and noted that this practice was already done informally on an international scale.

The Board 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 amendments to the University Statutes, to reflect the change of title of “Principal” to “President” and “Vice-Principal” to “Vice-President” as presented in Appendix A, on the understanding that other senior administrative position titles not referenced in the Statutes, such as Associate or Assistant Vice-Principal, will change to Associate or Assistant Vice-President, to coincide with this statutory change.

The Board of Governors also authorized the Secretary-General to implement these changes in all relevant sections of the McGill University Statutes (Statutes), on the understanding that other senior administrative position titles not included in the Statutes, such as Associate or Assistant Vice-Principal, will change to Associate or Assistant Vice-President, to coincide with this statutory change.

14.2.2 Appointments to Board Standing Committees

The Board of Governors approved a recommendation to appoint Professor Momar Ndao as member of the Equity, Diversity and Inclusion Committee with a term commencing September 1, 2023 and ending August 31, 2026, as presented below.

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 Professor Momar Ndao as a member of the Equity, Diversity and Inclusion Committee for a term commencing September 1, 2023 and ending August 31, 2026.

14.2.3 Appointments to Healthcare Bodies

The Board of Governors approved recommendations concerning appointments and reappointments to the Healthcare Bodies, as presented below.

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 Research Ethics Board – Faculty of Medicine and Health Sciences (FMHS)]:

- *The re-appointment of Roberta Palmour, Ph.D as Chair of the FMHS REB, for a term commencing February 28, 2023 and ending February 27, 2026.*
- *The re-appointment of Frances Aboud, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the FMHS REB, for a term commencing August 29, 2022 and ending August 30, 2025.*
- *The re-appointment of Maida Sewitch, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the FMHS REB, for a term commencing July 30, 2023 and ending July 29, 2026.*
- *The re-appointment of Blossom Shaffer as a member representing the community, with a term commencing April 10, 2023 and ending April 9, 2026.*
- *The re-appointment of Sylvia Villeneuve, M.D. as a member with expertise in the research disciplines, fields and methodologies covered by the FMHS REB, for a term commencing March 12, 2023 and ending March 11, 2026.*

[With respect to the Research Ethics Board - 2]:

- *The appointment of Rhoda Nanre Naszinger, Ph.D. as member with expertise in the research disciplines, fields and methodologies covered by the REB-2, with a term commencing September 1, 2023 and ending September 1 2026.*
- *The appointment of Teresa Strong-Wilson, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the REB-2, for a term commencing September 1, 2023 and ending September 1 2026.*
- *The appointment of Mathieu Roy, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the REB-2, for a term commencing September 1, 2023 and ending September 1 2026.*
- *The re-appointment of Charles Boberg, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the REB-2, and as a member with relevant ethics expertise, for a term commencing September 1, 2023 and ending September 1 2025.*
- *The re-appointment of Daiva Nielsen, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the REB-2, for a term commencing September 1, 2023 and ending September 1 2026*

- *The re-appointment of Annett Korner, Ph.D. as Chair of the REB-2. with a term commencing September 1, 2023 and ending September 1 2025.*

[With respect to the Research Ethics Board - 3]:

- *The re-appointment of Frances Aboud, Ph.D. as a member with expertise in the research disciplines, fields and methodologies covered by the REB-3, and as a member with relevant ethics expertise, for a term commencing September 1, 2023 and ending September 1 2025.*

14.3 Report of the Investment Committee

[GD23-16]

Mr. Don Lewtas, Chair of the Investment Committee presented the Report of the Investment Committee arising from the Committee meeting of September 27, 2023.

Mr. Lewtas noted that the Investment Committee had approved a recommendation to invest up to US \$25 million in Basalt Infrastructure Partners IV, to be funded with cash and from upcoming distributions from Alternative Investments. He stated that Basalt invested in North American and European infrastructure assets, and that the approved investment would be implemented over the next 3-4 years. He added that the investment would increase manager diversification and bring the MIP's exposure to real assets toward its 15% target.

Mr. Lewtas informed the Board that the Investment Committee had also approved a recommendation to invest up to US \$20 million in LGT Capital Partners in the Crown Global Secondaries Fund (CGS VI), to be funded from upcoming distributions from alternative investments and from public equities, mainly the Canadian Small Capitalization portfolio. He stated that this investment was within the private equity asset class, which would be implemented incrementally to bring investments in this asset class up to target allocation. He added that there were compelling market characteristics to a private equity secondary strategy, including a well-balanced mix of opportunities in both the Limited Partner (LP) and General Partner (GP)-led initiatives, and that the investment would also bring manager diversification to the portfolio.

Mr. Lewtas concluded the presentation by noting that the Investment Committee had approved, for submission to the Board of Governors, the 2022-2023 McGill Endowment Fund Annual Report, and had accepted that the report be made available to the public, namely on the Office of Investments webpage. He stated that the report provided an overview of various features of the McGill Investment Pool (MIP) for the University's fiscal period ending April 30, 2023, and included a summary of the main events that had impacted markets in the previous fiscal year as well as an overview of strategic initiatives put in place with regard to portfolio and risk management. He noted that the Office of Investments had also included testimonies to highlight the positive impact of the Endowment distribution.

15. Other Business

There was none.

The meeting ended at 6:43 p.m. and was followed by an in-camera session.

END.

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON OCTOBER 5, 2023

1. Report on New Appointments

The Board of Governors approved the promotion of four candidates to the rank of Full Professor.

2. Board Committee Reports

2.1 Report of the Nominating, Governance and Ethics Committee

On the recommendation of the Nominating, Governance and Ethics Committee, the Board approved an initiative to develop a new model to promote further Board-community interactions, which would replace the current Community Sessions model and accompanying guidelines.

2.2 Report of the Finance and Infrastructure Committee

On the recommendation of the Finance and Infrastructure Committee, the Board approved a new Policy on the Governance of Personal Information, which responds to the requirements set forth in Law 25, An Act to Modernize Legislation Provisions Respecting the Protection of Personal Information.