



## Minutes of Open Session

Thursday, October 1, 2020 20-21 CR:01

Minutes of a meeting of the Board of Governors held on Thursday, October 1, 2020 at 4:00 p.m. via the WebEx Conferencing Application.

### Present:

Babinski, Bob	Fortier, Suzanne	Panda, Ram ( <i>Chair</i> )
Bertrand, Maryse	Halperin, Stephen	Paul, Maarika
Boychuk, Michael	Headon, Fred	Pilote, Louise
Coughlin, Peter	Jabalpurwala, Inez	Price-Verreault, Cynthia
Desnoyers, Alan	Lotayef, Ehab	Rogers, Dakota
Earle, Jemark	Louisa, Rod	Rohrbach, Petra
Généreux, Claude	Meighen, Michael A.	Sciortino, Karen
Gilbert, Lucy	Minzberg, Samuel	Zorychta, Edith

**Regrets:** Pierre Matuszewski, Samira Sakhia, Keel Scruton.

*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 of Student Life and Learning; Dr. Richard Martin, Executive Director, Analysis, Planning and Budget, Office of the Provost and Vice-Principal (Academic); Mr. Marc Weinstein, Vice-Principal (University Advancement); Ms. Christiane Lepage, Associate Director, Donation and Compliance, University Advancement; Ms. Cristiane Tinmouth, Associate Vice-Principal (Financial Services); Ms. Veronique Belanger, Chief of Staff, Office of the Principal and Vice-Chancellor.

### 8. Chair's Remarks

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

The Chair welcomed and introduced new Governors: Mr. Fred Headon, as new member-at-large, and Professor Petra Rohrbach, as representative of Senate on the Board. The Chair also introduced and welcomed Mr. Jemark Earle, President of the Students' Society of McGill University (SSMU), and Mr. Dakota Rogers, interim PGSS representative on the Board, as student members. He then greeted Mr. Rod Louisa, representative of the McGill Association of Continuing Education Students (MACES), and Mr. Keel Scruton, representative of the Macdonald Campus Student Society (MCSS), as student observers.

The Chair thanked members for attending the Board of Governors' Orientation Session, which took place on September 18, 2020. He noted that the session had provided an

opportunity to receive governance training, focusing on the role of Governors in the context of their responsibility to exercise the duty of care and the duty of loyalty, and to serve the best interests of the University as a whole. He also thanked Governor Maryse Bertrand, who was the Session's keynote speaker, for her informative presentation.

He informed members that on September 11, 2020, the newly established Committee on Sustainability held an Orientation Retreat, which had provided an opportunity to review essential information concerning the Committee's mandate and to discuss key initiatives and activities related to its mandate, including McGill's new Climate and Sustainability Strategy.

The Chair thanked members for completing and submitting to the Secretariat their annual declarations in respect of conflicts of interest, which was a requirement of the Code of Ethics.

The Chair informed members that the Community Session scheduled to take place immediately following the Board meeting had been cancelled as no questions had been submitted to the Secretariat. He noted that the next Community Session would be held on February 11, 2021.

On behalf of the Board of Governors, the Chair offered condolences to the family of Governor Emerita Kappy Flanders, who passed away in June 2020. He highlighted that over the course of thirty years, Dr. Kappy Flanders had been passionately dedicated to McGill University. Dr. Flanders served as a member of the Board of Governors from January 1998 to December 2007 and as a Governor Emerita from January 2008. In 2009, McGill awarded her with an honorary doctorate of Laws.

On behalf of the Board of Governors, the Chair also offered condolences to the family of John Turner, brother of Governor Emerita Brenda Norris, who passed away on September 18, 2020. Mr. John Turner was a Canadian politician and lawyer who served as the 17th Prime Minister of Canada from June 30 to September 17, 1984. He also served in the cabinet of Prime Minister Pierre Trudeau as Minister of Justice from 1968 to 1972, and Minister of Finance from 1972 to 1975.

The Chair announced that during the Closed Session, the Board had approved the appointment of the new Dean of Students, Professor Robin Beech. He indicated that Professor Beech was an Associate Professor in the Department of Parasitology in the Faculty of Agricultural and Environmental Sciences, and that since 2015, he had been serving as the Associate Dean of Graduate and Postdoctoral Studies. He noted that Professor Beech's 5-year term as Dean of Students would begin on November 1, 2020. On behalf of the Board, the Chair congratulated Professor Beech on his appointment.

**9. Consent Items**

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

- Minutes (Open Session) of May 21, 2020
- Annual Borrowing Resolution from *Financement-Québec* [GD20-04]
- Report of the Nominating, Governance and Ethics Committee [GD20-05]
- Report from Senate [GD20-06]

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

- Report of the Executive Committee [GD20-07]
- Notice of Joint Board of Governors and Senate Meeting [GD20-08]
- Board of Governors' Reference Book [GD20-09]

**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 a reminder of the mission that McGill University has in advancing learning, by creating and disseminating knowledge, by offering the best possible education, and by carrying out research judged to be excellent by the highest international standards. She also highlighted McGill's principles of academic freedom, integrity, responsibility, equity, and inclusiveness.

The Principal provided an update on the fall campus activities, highlighting that the semester had started as scheduled, with most activities taking place remotely. She noted that around 60% of students were currently in the Montreal area and that the teaching community had developed robust and high-quality remote learning courses. She indicated that many of McGill's traditional fall events were virtual this year, including Orientation Week, Homecoming, and Fall Convocation ceremonies, and that the University was continuing to revise and adapt the plans for McGill's Bicentennial celebrations. She mentioned that given Montreal's current red zone status and possible further developments, the University had announced that Winter 2020 courses would be delivered primarily through remote platforms, with enhanced in-person teaching activities.

The Principal provided an update on the Fall 2020 enrolment, noting that as of the first day of fall classes, total enrolment for Fall 2020 of 39,387 students was comparable to the September 2019 enrolment of 39,471 students. She reported that Bachelor's enrolment and enrolment in research programs were higher compared to previous years. She indicated that, as could be expected in the current context, there had been decreases in university

exchanges, inter-university transfers, special, and visiting populations, and that enrolment in the Master's Non-Thesis programs had also decreased. She mentioned that the top five citizenships of international students enrolled in credit-seeking programs for the Fall 2020 were China, USA, France, India and Iran. She noted that this ranking had remained the same compared to the Fall 2019, with the exception of Iran, which had previously tied with Turkey for 5th place. She also reported that the University was actively working with all jurisdictions, as well as with membership organizations and peer universities in Montreal, Quebec and Canada to coordinate efforts to lift border restrictions for international students. She noted that the University had met with Federal Immigration Minister Marco Mendicino to present the University's case.

Concerning federal government relations, the Principal reported that McGill's submission to this year's federal pre-budget consultation process had made three recommendations to restart Canada's economy as it recovered from the COVID-19 pandemic: (i) Targeted investment in early stages of innovation; (ii) Investment in universities' digital infrastructure; and (iii) Creation of a Green Campus Infrastructure and Innovation Fund.

She also informed members that through national membership organizations, including the U-15 and the Business/Higher Education Roundtable, McGill had engaged with senior government officials, including Innovation, Science and Industry Minister Navdeep Bains, and senior deputy ministers of Finance and Innovation, Science and Economic Development. She noted that discussions had focused on the role of universities in responding to the COVID-19 pandemic and in restarting Canada's economy.

Concerning provincial government relations, the Principal reported that the Government had provided great support to the University sector to ensure stability throughout the COVID-19 crisis. She noted that the University's current FY21 forecast for the operating grant from the province was very close to that of FY20. She also highlighted that McGill had received good news with respect to capital expenditures and deferred maintenance, noting that the allocation to McGill for FY21 would be of \$170M, representing an increase of \$55M from the previous year. She mentioned that the University had seen substantial increases in the last four years, specifying that it had increased from \$43M in FY2018 to \$170M in FY21. She noted, in conclusion, that the Provost and Vice-Principal (Academic) would present the budget planning report at the Board's December 10, 2020 meeting.

The Principal then reported that on August 17, 2020, the executive heads of Quebec universities held a productive meeting with the new Minister of Higher Education, Danielle McCann, focusing on the challenges faced by universities. She noted that on August 21, Minister McCann had announced a further investment of \$375M in universities and colleges directed to student aid (loans and bursaries), teaching resources in COVID-times, and to mental health, as well as support towards the universities capital expenditures and deferred maintenance.

The Principal also mentioned that University representatives had met with Dr. Mylène Drouin, Montreal's Director of Public Health, noting that the University would continue to

coordinate closely with public health authorities, and the City of Montreal, to ensure the community's safety and well-being.

The Principal indicated then in July 2020, the Quebec government had adopted regulations reforming the *Programme de l'expérience québécoise* (PEQ). In noting that some elements of the new PEQ remained problematic, she pointed out that the University would continue to work with the Minister of Higher Education and the *Bureau de coopération interuniversitaire* (BCI) on making Quebec more competitive with other provinces with respect to the recruitment and retention of top talent.

Concerning community relations, the Principal mentioned that in June 2020, she had given a mandate to the Provost and Vice-Principal (Academic) to develop an Anti-Black Racism Action Plan in consultation with the community. The Principal reported that she had shared the Plan with the community on September 30, noting that the work on implementing the Action Plan had already begun and that it would require an ongoing commitment from everyone.

The Principal informed members that in September 2020, McGill celebrated the grand opening of the Outaouais Campus, which will offer the Faculty of Medicine and Health Sciences' full range of medical education and training programs in French. She highlighted that McGill's goal was to create a centre of excellence in health that would attract medical students, residents and experienced clinicians to the region.

The Principal then turned to university rankings. She reported that over the summer, McGill had moved up in several world university rankings, including: the Times Higher Education (THE) World University Rankings (moving from 42<sup>nd</sup> to 40<sup>th</sup> and remaining one of three Canadian universities among the top 50); the Shanghai Academic Ranking of World Universities (moving up 12 spots from last year to 78<sup>th</sup> in the world and placing third in Canada (behind the University of Toronto and the University of British Columbia)); the Center for World University Rankings (CWUR) (placing 27<sup>th</sup>); and the QS World University Rankings (placing 31<sup>st</sup>).

The Principal concluded her remarks with examples of external recognition of members of the community. She highlighted that Astrophysicist Vicky Kaspi had been awarded the Bakerian Medal by the Royal Society of the United Kingdom for her research on neutron stars, and that the CHIME radio telescope project, of which Professor Kaspi was a principal leader and which included other astrophysicists from McGill University, had won a Governor General's Innovation Award. She informed members that the Royal Society of Canada (RSC) had announced 10 McGill inductees, including four new members to the College of New Scholars, Artists and Scientists, and six new Fellows. She highlighted that four McGill professors had also won RSC medals: Alan Greer (History and Classical Studies), Michel Biron (Littératures de langue française, de traduction et de création), Christian Genest (Mathematics & Statistics), and Alfonso Mucci (Earth and Planetary Sciences). The Principal also announced that nineteen McGill graduate students had earned Vanier Canada Graduate Scholarships, and that eight Postdoctoral students had received Banting Fellowships. Lastly, she highlighted that Dr. Alan Evans would co-lead the

Helmholtz International Learning Laboratory to advance research in 3D brain modelling, and she mentioned that over the summer the University received positive news concerning research funding from the CFI, NSERC, SSHRC and the Canada Research Chairs.

In response to a question about enrolment at other Canadian universities, Professor Christopher Manfredi, Provost and Vice-Principal (Academic), explained that, although there were no official enrolment figures available yet, it seemed that the U15 universities were faring well in terms of registration for the Fall 2020. He mentioned that a key concern for all universities was the opening of the borders to international students. He stated that all universities were collaborating on this file and increasing their advocacy with the Federal government.

**12. Proposed Revisions to the Gift Acceptance Policy**

[GD20-10]

Mr. Marc Weinstein, Vice-Principal (University Advancement), assisted by Ms. Christiane Lepage, Associate Director, Donation and Compliance, presented the proposed revisions to the *Gift Acceptance Policy*. Mr. Weinstein presented a summary of the proposed changes. He explained that this Policy served to inform the University community, including donors, of the types of gifts that may be accepted by the University, and indicated that it had been revised to provide greater clarity and precision to the practice of accepting gifts.

In response to a question about the monetization of gifts in kind, Vice-Principal Weinstein noted that a separate policy, the *Gift-in-Kind-Policy*, applied to the acceptance of gifts-in-kind by the University. He mentioned that all gifts-in-kind were assessed on a case by case basis and undergo an evaluation process, noting that the University would accept gifts-in-kind that are easily convertible into cash, unless they are intended for retention or a collecting unit.

In response to a question about the possibility of refusing gifts, Ms. Lepage explained that a comprehensive due diligence process was undertaken for all gifts and that the University could refuse gifts at any time, either when the gift was being initially made or in the future, if an issue arises. Vice-Principal Weinstein noted that guidelines were being developed to address these types of issues and to provide guidance to the University Advancement team.

Following the discussion, members approved the recommendation, 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 Acceptance Policy.*

### **13. Board Committee Reports: Part II**

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

[GD20-03]

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 September 21, 2020. She noted that the Report contained two items requiring approval by the Board.

##### **13.1.1 Financial Report to the Board of Governors 2019-2020, Audited Financial Statements and Auditor's Report**

Governor Paul presented the external audit report concerning the audit of the financial statements for the year ended April 30, 2020. She informed members that the external auditors had confirmed their opinion that the financial statements presented fairly and in all material respects the financial position of the University as at April 30, 2020.

Governor Paul noted that following approval by the Audit and Risk Committee, the Financial Report, Audited Financial Statements and Auditor's Report were being presented to the Board for its consideration.

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 Audit and Risk Committee, approved the 2019-2020 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, 2020.*

##### **13.1.2 Appointment of External Auditors for Period Ending April 30, 2021**

Governor Paul presented the recommendation to appoint Deloitte as McGill's external Auditors for the fiscal year ending April 30, 2021, representing the fourth year of the five-year contract.

Governor Paul reminded members that following a public call for tenders launched in April 2017 for external audit services, the Board of Governors had approved the appointment of Deloitte as the external auditor of the University for fiscal years ending April 30, 2018 through April 30, 2022, subject to annual appointment by the 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 Audit and Risk Committee, approved the*

*appointment of Deloitte as external auditors of the University for the fiscal year ending April 30, 2021.*

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

Governor Paul then presented a few highlights of the informational items discussed by the Committee. She provided a brief update on the review of the *Policy on the Approval of Contracts and Designation of Signing Authority*, noting that the Committee had provided feedback to the administration and that it was expected that a revised Policy would be presented for approval by the Committee at its meeting in February 2021.

Governor Paul also informed members that the Committee received an update on university mechanisms supporting proper conduct and sound operations. She reported that a Guide to McGill's Policies and Regulations had been created and posted on the University Secretariat's website, noting that the Committee had requested that some additional research and comparative work be done on this file for its discussion at the next Committee meeting.

## **13.2 Report of the Building and Property Committee**

[GD20-11]

Governor Peter Coughlin, Chair of the Building and Property Committee, presented the Report of the Building and Property Committee arising from the Committee meetings of September 9 and September 29, 2020. He noted that the Report included two items requiring approval by the Board.

### **13.2.1 Construction and Renovation Project: Centennial Centre at Macdonald Campus**

Governor Coughlin presented the request to proceed with the construction phase of the project at the Centennial Centre at Macdonald Campus involving deferred maintenance work, noting that the funding required at this time was \$10,815,644 based on tender results, and that the total budget was \$12,428,190. He mentioned that the project would be funded by the *Ministère de l'Enseignement supérieur* (MES) in the form of capital allocations for deferred maintenance projects and the Macdonald Campus Students' Society (MCSS).

He indicated that the Centennial Centre was the centre of student services and organizations on McGill's Macdonald Campus, housing among other things, Student Services, the offices of the Macdonald Campus Students' Society and the Robber's Roost Bookstore. He stated that the construction phase was planned to begin in October 2020 and the completion of the project was anticipated in the Fall 2021.

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 Building and Property Committee, approved Project 17-120: Centennial Centre – Deferred Maintenance Work at a cost of \$10,815,644 to bring the total project budget for this project to \$12,428,190.*

*The Board of Governors also authorized the Vice-Principal (Administration and Finance), the Associate Vice-Principal (Facilities Management and Ancillary Services) or the Director, Project Management, to sign contracts and any other agreements relating 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.*

### **13.2.2 Functional Programming and Design Phase of the Fiat Lux Library Project: Dossier d'affaires**

Governor Coughlin presented the request to proceed to the functional programming and design phase of the Fiat Lux Library Project, involving the development of the project's *Dossier d'affaires*. He noted that the cost estimate to complete the proposed programming and design phase was \$15,470,788, to be funded by McGill University's operating budget and private donations (including a major donor), bringing the total funding committed to design-stage work to date to \$17,345,767.

He explained that the University had developed a bold vision to transform the McGill Library into a cutting-edge nexus for teaching, learning and research in the digital age, noting that this transformation would involve the expansion, renovation and modernization of the McLennan-Redpath Library Complex into one that meets the new and changing space and service needs of the current and future community members. He highlighted that the Fiat Lux Library Project was a key element of the McGill University Master Plan's real estate strategy.

In noting that the BPC had requested further information on the project funding, Governor Coughlin indicated that the total budget for the Fiat Lux Library Project had been set at \$200 million to be funded in part by McGill's contribution of \$143 million, and donations of \$57 million. He explained that McGill's funding contribution would come from various sources, including the Operating Budget, the Deferred Maintenance allocation of the Capital Budget (*Ministère de l'Enseignement supérieur* (MES) grant), the Bond, and possible additional borrowings.

Governor Coughlin noted that it was anticipated that the *Conseil des ministres* would authorize the University to proceed with the *Dossier d'affaires*.

During the discussion, it was commented that the Fiat Lux Library Project was currently one of the most important infrastructure projects for the University.

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

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved, subject to the approval of the Quebec government, to proceed with the functional programming and design stage of the Fiat Lux Library Project, supporting the development of a Dossier d'affaires with a budget of \$15,470,788, bringing the total amount committed to date on design stage-related work to \$17,345,767, and with the understanding that the full project is subject to Board approval at a later time at a total project cost of \$200 million maximum.*

*The Board of Governors also authorized the Vice-Principal (Administration and Finance) or the Executive Director, Fiat Lux Library Project, to sign any and all documents as may be necessary to carry out the functional programming and design stage-related activities up to and including the development of the Dossier d'affaires, on behalf of The Royal Institution for the Advancement of Learning/McGill University, provided that such documents are reviewed by Legal Services, as necessary.*

### **13.3 Report of the Finance Committee**

[GD20-12]

Professor Yves Beauchamp, Vice-Principal (Administration and Finance), presented the Report of the Finance Committee, arising from the Committee's meeting of September 18, 2020, on behalf of Governor Pierre Matuszewski, Chair of the Finance Committee.

He reviewed with the Committee key elements of the Report. He provided an update on the Financing Plan for Deferred Maintenance and IT Initiatives, noting that as at July 31, 2020, a total of \$102.8M of the \$190M bond allocation had been spent on deferred maintenance and a total of \$72.3M of the \$210M bond allocation had been spent on IT initiatives. He explained that the University was prioritizing the use of the capital grant from the provincial government, which explained the decrease in the bond spending in support of capital projects.

Vice-Principal Beauchamp provided an updated on the New Vic Project, noting that the *Dossier d'opportunité* (DO) had been submitted to the *Société québécoise des infrastructures* (SQI) and the *Ministère de l'Enseignement supérieur* (MES) on September 1, 2020 and that the University was providing support to the SQI and MES in the preparation of the documentation to be presented to the *Conseil des ministres*. He informed members that the MES had confirmed that the government would contribute \$475M to the project and indicated that the University was expected to receive news from the government regarding the DO by the end of 2020.

Vice-Principal Beauchamp mentioned that the Finance Committee reviewed the risks and corresponding potential impacts related to the going-concern deficit of the McGill University Pension Plan and considered possible risk-reduction strategies. He noted that a recommendation on how to address the Pension Plan deficit would be presented to the Committee at a subsequent meeting.

**13.4 Report of the Building and Property Committee & Finance Committee:  
Implementation of the McGill University Master Plan: Executive Summary**  
[GD20-13]

Governor Peter Coughlin presented the Report of the Building and Property Committee and Finance Committee arising from the meetings of September 9 and September 18, 2020.

**13.4.1 Implementation of the McGill University Master Plan:  
Executive Summary for the Board of Governors**

Governor Coughlin reminded members that on May 23, 2019, the Board of Governors had approved the McGill University Master Plan with the understanding that, among other things, the Building and Property Committee (BPC) would review, on a semi-annual basis, the status of the plan's implementation, and that the Finance Committee would review, on a semi-annual basis, the status of the five-year financial plan. He reported that the second semi-annual status report on the Master Plan had been presented at a joint working session of the BPC and the Finance Committee on June 22, 2020, at which time it was requested that the Board receive an executive summary on the implementation of the Master Plan from both a financial and construction and renovation project perspective.

Governor Coughlin highlighted key elements of the reports, noting that the report summarized the progress made in the following three areas: (i) Master Plan Real Estate Strategy and Governance; (ii) Master Plan Key Transformations; and (iii) Deferred Maintenance and Greening Projects.

During the discussion it was noted that members would welcome a presentation on the Fiat Lux Library Project at an upcoming meeting this governance year. It is anticipated that the presentation will be presented at the February 2021 Board meeting.

**14. Other Business**

There was none.

The meeting ended at 5:40 p.m.

**END.**

**SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON OCTOBER 1, 2020**

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

The Board of Governors approved the appointment of one new Full Professor (Clinical Contract Academic Staff (CAS)), and the promotion of two Associate Professors to the rank of Full Professor.

**2. Recommendation Concerning Honorific Naming Proposal**

The Board of Governors, on the recommendation of the Principal and Vice-Chancellor, and pursuant to the advice of an ad hoc committee established under the *Policy Relating to the Naming of University Assets*, approved a naming proposal concerning a significant University asset. The naming of the asset will be announced publically in due course.

**3. Recommendation Arising from Statutory Advisory Committee Process**

The Board of Governors approved, on the recommendation of the Principal and Vice-Chancellor, and pursuant to the advice of an Advisory Committee for the Selection of a Dean of Students, the appointment of Professor Robin Beech as Dean of Students of McGill University for a five-year term, commencing November 1, 2020 and ending on October 31, 2025.