



Minutes of a meeting of the Board of Governors held on Thursday, November 28, 2013 at 4:00 pm in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

PRESENT:

Arezki, Amine

Boychuk, Michael

Butts, Gerald (by phone)

Cobbett, Stuart (*Chair*)

Coughlin, Peter

Critchley, Ronald

de Grandpré, Lili

Fazel, Kathy

Fortier, Suzanne

Gagnier, Daniel

Généreux, Claude

Harpp, David Noble

Hastings, Kenneth

Haynes, Bryan

Johnson, Juliet

Kalant, David

Larson, Katie

Minzberg, Samuel

Mooney, Jonathan

Roy, Mario

Steinberg, H. Arnold

(*Chancellor*)

Zorychta, Edith

Resource Persons

Aberman, Susan

Di Grappa, Michael

Eidelman, David

Weinstein, Marc

Goldstein, Rose

Masi, Anthony C.

Marcil, Olivier

Moreau, Pierre

Thibault, Line

Strople, Stephen

(Secretary-General)

Edyta Rogowska

(Governance Officer)

Kevin Chan (Deputy

Secretary-General)

REGRETS: Stephen Halperin, Martine Turcotte, Thierry Vandal, Ann Vroom, Cynthia Price.

Invited Guests: Professor Ollivier Dyens, Deputy Provost, Student Life and Learning; Mr. Marc Weinstein, Vice-Principal, Development and Alumni Relations; Dean Judith Potter, School of Continuing Studies.

The Chair reconvened the meeting in Open session. He reminded visitors that tape, video or other means of recording sound or images were not permitted prior to, during or after a Board meeting.

The Chair explained that materials for this meeting included Guidelines for Board and Committee Memos and Presentations, and Guidelines for Consent Agendas. He noted that the use of the consent agenda at Board meetings would free up more time for strategic discussions.

The Chair reported that a forum between students and the Board had been held on November 18, which provided an opportunity for Board members to learn about initiatives led by student associations and groups, and allowed students to further learn about the work of the Board and its Committees. The Chair named the student groups that delivered presentations, some of which included the Desautels Entertainment Management Conference Group, the Astronomy Outreach Group, the Plumber's Philharmonic Orchestra, Librarians without Borders and the Chinese Graduate Students' Society. The Chair thanked Governors Larson and Mooney for organizing the event, which marked the second annual open meeting between the Board and the student community. He also thanked Governor Peter Coughlin for speaking to participants about the role of the BPC, and Mr. Joel Raby, Chair of the Investment Committee, for speaking about the mandate of the Investment Committee.

10. Approval of the Meeting Minutes (Open Session) of September 26, 2013

On a motion duly proposed and seconded, the minutes from a meeting held on September 26, 2013, were approved.

11. Principal's Remarks

The Principal thanked the Chancellor and the Board Chair for their participation and support in the fall convocation ceremony. She indicated that at the fall Convocation 1735 students had graduated, which represented a 7.1% increase over last year's graduating numbers. She mentioned that the youngest graduate was twenty years old and the oldest seventy-six. With respect to the countries of origin of the graduating class, the Principal indicated that the majority of international students who had graduated were from the United States. The Principal expressed her appreciation for all of the work done in support of the Convocation ceremony, noting that it was an eventful day that allowed the University to recognize the accomplishments of the community.

The Principal reported that McGill would be appearing before the *Commission de l'éducation et de la culture* on December 3, 2013, in order to discuss past performance and future goals. She noted that appearances before the Commission were made once every three years.

The Principal spoke about an off-campus incident, which had involved McGill students, and explained that the University took allegations involving physical and sexual aggression seriously and did not tolerate any violence towards staff, students or visitors. She explained that as a result of an allegation of an incident, the University was reviewing processes and procedures to ensure a safe and respectful environment for all. She noted that the University was bound by the presumption of innocence and by an accused's right to due process.

The Principal reminded members of a letter she had sent encouraging all to contribute to the Centraide Campaign. She reported that the Campaign had started well and that the University was aiming to raise \$400, 000. She thanked members who had already contributed to the Campaign and encouraged others to do so as well.

The Principal provided an overview of recent achievements made by the community over the last few months. She noted that Maclean's had, for the ninth consecutive time, ranked McGill as the top university in Canada among institutions offering medical-doctoral programs. She also reported that Dr. Philip Gold and Dr. Michel Tremblay of the Faculty of Medicine were among the winners of the Prix du Québec, the government's highest honours, awarded to them in recognition of their remarkable careers. The Principal then informed members that Mr. Laurent Duvernay-Tardif, a Redman football player and fourth year medical student had been named, during an award ceremony organized by the Governor General, the "Canadian Interuniversity Sport - Top Eight Academic All-Canadian" for the 2012-13 season.

In discussing the off-campus incident, members were informed that the University was taking concrete steps to improve its support for victims of sexual assault and other forms of harm, including the hiring of a full-time coordinator who would work in collaboration with the student-run Sexual Assault Centre of the McGill Students' Society.

12. 2011-12 Report on Research Funding and Innovation [GD13-18]

Dr. Goldstein, Vice-Principal, Research and International Relations, presented the highlights of the 2011-12 Report on Research Performance and Innovation. Her presentation provided a synopsis of McGill's research funding results in 2011-12 and showed that while McGill continued to diversify its funding sources, it was operating within an increasingly competitive environment that impacted its ability to retain market share. Nevertheless, Dr. Goldstein explained that McGill's overall funding position remained strong and attributed it to the University's ability to provide better support to faculties and more workshops to faculty and staff.

With respect to funding from major external agencies, Vice-Principal Goldstein informed members that McGill was in second place among Canadian universities to secure the most Tri-Agency funding and that it was aiming to be in the first place in the near future. With respect to funding from provincial programs, Vice-Principal Goldstein stated that McGill was ranked second in total funding.

Dr. Goldstein concluded her presentation by describing some of the new programs that had been launched to support McGill's efforts to increase revenue and commercialization opportunities. These include the Innovation Steering Committee and the McGill University Business Engagement Centre.

In discussion, members were informed that in terms of commercialization efforts, McGill's performance relative to other Canadian universities was average while it was lagging behind in comparison to American universities. The Vice-Principal noted the importance of building partnerships and informed members that the University was hoping to explore potential opportunities.

13. Draft Charter Legislation (Bill 60) [GD13-19]

The Chair reminded members that in September, as part of the consultation on the proposed Charter of Values, he and the Principal had issued a statement reaffirming McGill's respect and promotion of values of cultural diversity and inclusiveness. He indicated that on November 7, the Quebec government moved forward with Bill 60, which retains a provision prohibiting public sector employees from wearing conspicuous religious symbols, and substituting a time-limited transition to the full implementation of the Bill for universities and hospitals instead of the previously proposed exemption from this provision. He specified that given the fact that the Bill

was not a law yet, debate was still ongoing in Quebec society. He reported that the Committee on Institutions of the Quebec National Assembly would be holding public hearings starting January 14, 2014.

The Chair noted that the McGill community had an opportunity to make its views known. He mentioned that some other Quebec universities, as well as the MUHC and affiliated hospitals, were planning to make their views with respect to the Charter known. He stated that Senate had held an Open discussion on the matter at its meeting of November 20 and approved the following resolution:

Be it resolved that while the McGill Senate supports the secular spirit of Bill 60, it strongly objects to the restrictions on the right to wear religious symbols, as described in the draft legislation, which run contrary to the University's mission and values.

Il est résolu que bien que le Sénat de l'Université McGill appuie l'esprit laïque du projet de loi 60, il s'oppose fermement aux restrictions relatives au port de symboles religieux tel que décrites dans le projet de loi, car elles vont à l'encontre de la mission et les valeurs de l'Université.

Members engaged in a discussion on the proposed Charter. They considered the analysis of the Bill that had been prepared by the University's General Counsel and discussed the Charter's potential impact on the McGill community. Members pointed out that parts of the Bill contradicted the University's principles of cultural diversity and inclusiveness, and would have a considerable impact on students, faculty and staff, and more broadly, on the University's mission. Members also discussed the importance of making its position known at the public hearing taking place in January and formulating communications plan that will accompany McGill's submission.

Following discussion, members approved the following resolution:

On a motion duly proposed and seconded, it was resolved that while the Board of Governors supports the secular spirit of Bill 60, it strongly objects to the restrictions on the right to wear religious symbols, as described in the draft legislation, which run contrary to the University's mission and values.

Il est résolu que bien que le Conseil des gouverneurs de l'Université McGill appuie l'esprit laïque du projet de loi 60, il s'oppose fermement aux restrictions relatives au port de symboles religieux tel que décrites dans le projet de loi, car elles vont à l'encontre de la mission et les valeurs de l'Université.

14. Board Committee Reports (Part II)

14.1 Finance Committee: Budget Planning 2014-15 Report 1 [GD13-20]

Mr. Michael Di Grappa, Vice-Principal, Administration and Finance, provided an update on the implementation of the FY2013 budget. He reported that the University's deficit at fiscal year-end 2013 was \$13.1M and the accumulated deficit totalled \$287.5M. The Vice-Principal explained that although it was early in the year for projections, it appeared that the University was tracking close to budget. He also informed the Board of the pension liability at year end 2013 based on the actuarial valuation conducted to December 31, 2012.

The Provost provided an update on planning for the FY2015 budget. He explained that the budget was linked to McGill's strategic priorities, which included attracting and retaining talented academic staff, enhancing research competitiveness and targeting infrastructure investments. The Provost explained that salary increases for academic staff had been incorporated into the planning exercise in response to the need for McGill to increase its salaries in order to remain competitive with sister universities in the U15.

The Provost described some of the budget risks stemming from uncertain provincial government funding. He reminded members of the Quebec government's indication to reinvest \$1.7B in the university sector within the next 5 years. However, he noted that this reinvestment was not guaranteed, especially given the province's weak economic performance and outlook, shifting political priorities and imminent changes to the funding formula for universities. In light of this uncertainty, the Provost explained that the University was seeking to expand its revenue growth by working to leverage greater funds from existing revenue sources and by seeking to diversify the University's revenue sources beyond provincial government grants.

In discussion, certain members noted that the budget should take into account the University's plan to maintain low student-professor ratios. Members also suggested that more information about the impact of capital projects and deferred maintenance on the budget planning process be incorporated in the planning exercise.

14.2 Nominating, Governance and Ethics Committee [GD13-21]

Governor de Grandpré exited the meeting room for the duration of the Board's consideration of the Committee's recommendation to appoint her to the rank of Governor Emerita.

In recognition of Governor de Grandpré's exemplary service and dedication to McGill University, the Chair presented the Nominating, Governance and Ethics Committee's recommendation to appoint Ms. Lili de Grandpré to the rank of Governor Emerita.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of Ms. Lili de Grandpré to the rank of Governor Emerita effective January 1, 2014.

Governor de Grandpré rejoined the meeting and received the Board's congratulations.

She then presented a series of the Nominating, Governance and Ethics Committee's recommendations concerning appointments to Board Committees, internal and external non-Board bodies, and health care bodies.

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

BPC:

The appointment of Mr. Peter Coughlin as Chair of the Building and Property Committee, for a two-year term, starting January 1, 2014 and ending December 31, 2015, to coincide with the end of his term on the Board of Governors;

The appointment of Mr. Michael Richards as a member of the Building and Property Committee for a three-year term, starting January 1, 2014 and ending December 31, 2016;

The appointment of Mr. Ram Panda as a member of the Building and Property Committee, starting January 1, 2014 and ending December 31, 2016;

The appointment of Ms. Tina Serafin (profile attached) as a member with expertise in construction, property administration and real estate of the Building and Property Committee, for a three-year term, starting January 1, 2014 and ending December 31, 2016;

CAMSR:

The appointment of Mr. Gerald Butts as Chair of the Committee to Advise on Matters of Social Responsibility (CAMSR), for a two-year term starting January 1, 2014 and ending December 31, 2015, to coincide with the end of his term on the Board of Governors;

The reappointment of Mrs. Brenda Norris as a member of the Committee to Advise on Matters of Social Responsibility (CAMSR), for a one-year term starting January 1, 2014 and ending December 31, 2014;

The appointment of Dr. Alvin Shrier as a member of the Committee to Advise on Matters of Social Responsibility (CAMSR), for a three-year term starting January 1, 2014 and ending December 31, 2016;

The reappointment of Mr. Gerald Sheff as a member of the Committee to Advise on Matters of Social Responsibility (CAMSR), for a three-year term starting January 1, 2014 and ending December 31, 2016;

Executive Committee:

The appointment of Mr. Claude Généreux as a member of the Executive Committee for a two-year term, starting January 1, 2014 and ending December 31, 2015, to coincide with the end of his term as Vice-Chair of the Board of Governors;

The appointment of Professor Juliet Johnson as a member of the Executive Committee for a two year term, starting January 1, 2014 and ending December 31, 2015, to coincide with the end of her term on the Board of Governors;

Finance Committee:

The reappointment of Mr. Eric Maldoff as a member of the Finance Committee, for a three-year term, starting January 1, 2014 and ending December 31, 2016;

Human Resources Committee:

The reappointment of Ms. Lili de Grandpré as a member of the Human Resources Committee, for a three-year term, starting January 1, 2014 and ending December 31, 2016;

The appointment of Mr. Fred Headon (profile attached) as a member of the general public on Human Resources Committee, for a three-year term starting January 1, 2014 and ending December 31, 2016;

The appointment of Ms. Melissa Sonberg (profile attached) as a member of the general public on the Human Resources Committee, for a three-year term, starting January 1, 2014 and ending December 31, 2016;

The appointment of Ms. Cynthia Price as a member of the Human Resources Committee, for a three-year term starting January 1, 2014 and ending December 31, 2016;

Investment Committee:

The reappointment of Dr. Robert Rabinovitch as a member of the Investment Committee, for a three-year term starting January 1, 2014 and ending December 31, 2016;

The reappointment of Mr. Gerald Sheff as a member of the Investment Committee, for a three-year term starting January 1, 2014 and ending December 31, 2016;

The reappointment of Mr. Danny Ritter as a member of the general public on the Investment Committee, for a three-year term starting January 1, 2014 and ending December 31, 2016;

Nominating, Governance and Ethics Committee:

The appointment of Mr. Sam Minzberg as Chair of the Nominating, Governance and Ethics Committee for a two-year term, starting January 1, 2014 and ending December 31, 2015, to coincide with the end of his term on the Board of Governors.

The appointment of Ms. Lili de Grandpré as a member of the Nominating, Governance and Ethics Committee for a three-year term starting January 1, 2014 and ending December 31, 2016;

The reappointment of Ms. Sally McDougall as a member of the Nominating, Governance and Ethics Committee for a three-year term starting January 1, 2014 and ending December 31, 2016;

Internal and External Non-Board Bodies and Health Care Bodies

The reappointment of Ms. Gael Eakin as a representative of the Board of Governors on the McGill Sports Hall of Fame Committee, for a one-year term starting immediately and ending September 30, 2014;

The reappointment of Ms. Ann Vroom as a member of the McCord Museum Corporation and the McCord Museum Corporation Board of Directors, for a three-year term starting January 1, 2014 and ending December 31, 2016;

The appointment of Dr. Morna Flood Consedine as a representative of the Board of Governors on the Ad Hoc Committee to Review the Charter of Students' Rights;

The appointment of Ms. Cynthia Price as a representative of the Board of Governors on the Advisory Committee for the Selection of the Ombudsperson for Students;

The appointment of Dr. Shari Baum as a member designated by the Board of Governors of McGill University on the Advisory Group on Research to the Council for Services to Children and Adolescents (CSCA), for a three-year term starting January 1, 2014 and ending December 31, 2016;

The nomination of Professor Patricia McKinley as a representative of McGill University on the Board of Directors of the CSSS de Cavendish for a term to be determined by the CSSS.

14.3 Report of the Executive Committee [GD13-22]

The Chair presented a report of the Executive Committee, which summarized approvals made by the Committee at its meeting of October 24, 2013.

14.4 Report of the Human Resources Committee [GD13-23]

The Chair presented a report of the Human Resources Committee, which summarized matters considered by the Committee at its meeting of November 19, 2013.

15. Report from Senate [GD13-24]

The Principal presented a report from Senate, which summarized matters reviewed by Senate at its meeting of November 20. The report contained a recommendation to approve the Policy on Research Centres.

On a motion duly proposed and seconded, the Board of Governors, on recommendation of Senate, approved the proposed Policy on Research Centres.

16. Report of the Joint Board-Senate Meeting of November 12, 2013 [GD13-25]

The Chancellor presented a report of the Joint Board-Senate meeting, which was held on November 12, 2013.

17. Faculty Presentation Presentation

Professor Judith Potter, Dean, School of Continuing Studies, delivered a PowerPoint presentation about the School of Continuing Studies. She described the School's foundations, noting that it was known by various names in the past, and most recently, in 2011, as the School of Continuing Studies. Dean Potter explained that the School forms a fundamental component of the University's culture for promoting continuous learning and responds to the community's need for updating skills required for professional development. She described the School's major units and programs of study, as well as some of the School's priorities, including the development of undergraduate degree programs for working adults, increasing the availability of spring and summer courses and programs.

Members thanked the Dean for an informative presentation.

18. Student Presentation: Hult Prize [GD13-26]

This presentation was deferred to a future meeting.

SUMMARY OF MATTERS CONSIDERED AT CLOSED SESSIONS OF THE BOARD OF GOVERNORS HELD ON NOVEMBER 28, 2013 AND JANUARY 16, 2014

I. CLOSED SESSION OF NOVEMBER 28, 2013

1. University Expenditures on Scholarship and Student Aid

The Board of Governors received a report related to university expenditures on scholarships and student aid.

2. Report of the Human Resources Committee

The Board of Governors received a report of the Human Resources Committee, which contained a summary of matters reviewed by the Committee at its meeting of November 19, 2013.

3. DAR Contract with Meloche Monnex

The Board of Governors, on the recommendation of the Vice-Principal, Development and Alumni Relations, approved an affinity contract with Meloche Monnex for a period of 10 years.

4. Board of Governors Retreat

The Board received an update on the planning of the January 16 Board of Governors retreat.

5. Report on New Appointments, Promotions and Tenure

The Board of Governors approved two new academic appointments at the rank of Full Professor with Tenure and Full Professor (Clinical) and one new promotion to the rank of Full Professor.

II. CLOSED SESSION OF JANUARY 16, 2014

1. Recommendation of the Nominating, Governance and Ethics Committee for the Appointment of Chancellor

The Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of The Honourable Michael A. Meighen as Chancellor of McGill University for a three-year term starting July 1, 2014 and ending June 30, 2017.

The Board also passed a resolution of gratitude to Dr. H. Arnold Steinberg, in recognition of his dedication to McGill University and exemplary service as the University's 18th Chancellor.