



Minutes of Open Session

Thursday, October 6, 2022 22-23 BR:01

Minutes of a meeting of the Board of Governors held on Thursday, October 6, 2022 at 4:00 p.m. in Room 301 of the James Administration Building, and via the Zoom Conferencing Application.

Present:

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

Regrets: Claude Généreux, John McCall MacBain, Jonathan Sigler.

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: Mr. Louis Arseneault, Vice-Principal (Communications & External Relations); Ms. Veronique Belanger, Chief of Staff, Office of the Principal and Vice-Chancellor; Mr. Marc Weinstein, Vice-Principal (University Advancement); Dr. David Eidelman, Vice-Principal (Health Affairs) and Dean of Medicine; Dr. Martha Crago, Vice-Principal (Research and Innovation); Professor Anja Geitmann, Dean, Faculty of Agriculture and Environmental Sciences.

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 2022 – 2023 governance year.

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

The Chair welcomed to the Board the new members-at-large, members of the academic and administrative and support staff, student members and student observers.

The Chair welcomed Ms. Naga Thovinakere and Ms. Risann Wright, new student members, and Mr. Ali Roosta and Ms. Maria Rodriguez Saenz, new student observers.

She also congratulated Professor Edith Zorychta on her re-appointment as a Senate Representative on the Board and welcomed Mr. Ram Panda to the Board in his new

capacity as Chair Emeritus and member-at-large. In addition, the Chair congratulated Professor Christopher Manfredi on his appointment as Interim Principal and acknowledged his new role on the Board in that capacity.

Governor Bertrand acknowledged the passing of Mr. Jean de Grandpré, Chancellor Emeritus of McGill University, in August 2022 at the age of 100. She offered condolences to the family of Mr. de Grandpré on behalf of the Board, noting that the University’s flag had been lowered in his memory on August 11, 2022.

Governor Bertrand informed members that the Board of Governors Community Session, originally scheduled to take place after the meeting, would not be held as the Secretariat’s invitation to the community to submit questions relevant to the mandate of the Board did not generate any submissions, and noted that the next session was scheduled for the winter of 2023.

Governor Bertrand thanked members for attending the Board of Governors’ Orientation Session, which took place on September 19, 2022. She noted that the session provided an opportunity to receive governance training as well as information on key university priorities, and some of the items that would be coming forward to the Board of Governors this year.

Governor Bertrand reminded members that agenda item 14.4 “Report of the Audit and Risk Committee” would be presented ahead of the other Board Committee reports in open session as the Chair of the Audit and Risk Committee had another engagement.

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 19, 2022

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

10.2 Board of Governors Reference Book	[GD22-07]
10.3 Notice of Joint Board and Senate Meeting	[GD22-08]
10.4 Report of the Committee to Advise on Matters of Social Responsibility	[GD22-09]
10.5 Report of the Finance Committee	[GD22-10]
10.6 Report of the HR Committee	[GD22-11]
10.7 Report of the Executive Committee	[GD22-12]
10.8 Report of the Equity, Diversity and Inclusion Committee (EDIC)	[GD22-13]

11. Business Arising from Open Session Minutes

There was none.

12. Principal's Remarks (Continued)

Professor Christopher Manfredi, Interim 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.

Professor Manfredi emphasized the importance's of McGill's ongoing commitment to equity, diversity and inclusion and acknowledged Professor Celeste Pedri-Spade, the University's first Associate Provost of Indigenous Initiatives, for her important role in this process. He noted his own commitment to maintaining Professor Suzanne Fortier's legacy and adherence to the University's Mission Statement and Principles in his capacity as Interim Principal.

With regard to enrolment, Professor Manfredi noted that numbers were comparable to previous years and stated that the University was targeting growth in certain departments only. He noted that there was a diversity of international student enrolment, with China, the United States, India, France, and Iran holding high percentages. Professor Manfredi asserted that no one international country accounted for more than 25%, and Professor Fabrice Labeau, Co-Acting Provost and Vice-Principal (Academic) elaborated, stating that Quebec students accounted for approximately 50% of McGill's total enrolment.

In terms of government relations, Professor Manfredi noted that McGill had made a submission to this year's federal pre-consultation budget process. He noted that Canadian research universities continued to rally for graduate student research. In terms of provincial politics, he noted that *Coalition Avenir Québec (CAQ)* had been re-elected and noted that McGill was ready to work with Premier Legault to advance the interests of McGill and the sector.

Professor Manfredi noted that, after two years of virtual homecomings the celebrations would be taking place in-person later that month at Place des Arts, with honorary degrees going to Mr. Alan Emtage and Dr. Neville Poy. He stated that Maria Ressa, 2021 Nobel Peace Prize Laureate, would be delivering the Beatty lecture, and Rick Mercer would lead the annual Leacock lecture. Professor Manfredi added that bicentennial celebrations were wrapping up, with the closing concert set to take place at Maison Symphonique later that

month. In terms of other in-person McGill events, he noted that, in September, McGill had officially opened the Indigenous space at the Department of Family Medicine, and that the 21st edition of the McGill Pow Wow was held on the lower field. He added that the University had commemorated the National Day for Truth and Reconciliation, as well as Orange Shirt Day, with different events on campus. Finally, Professor Manfredi informed members that an inauguration ceremony for the new mural outside the Milton Gates, painted by Marc Seguin, had been held a few days earlier and was attended by Mayor Plante and other dignitaries.

In reference to several transformative gifts given to the University by McGill alumni and friends, Professor Manfredi first highlighted the contributions of architect Moshe Safdie, who donated his professional archive, consisting of over 100,000 pieces, and pledged his personal apartment at Habitat 67 to ensure that it remains a resource for McGill and the public at large. Professor Manfredi also noted that Quebec-born entrepreneur Sylvan Adams had made a \$29-million donation to the Faculty of Education, and that the School of Continuing Studies had received a \$2-million community investment by Scotiabank in support of a unique experiential training and professional development program.

Professor Manfredi noted that McGill had received positive news with regard to research grants over the summer, with particular success with CFI, NSERC and SSHRC and the Canada Research Chairs. In other good news, he informed members that 22 McGill graduate students had earned Vanier Canada Graduate Scholarships in that year's competition. In terms of rankings, professor Manfredi shared the news that McGill had placed first in the Medical/Doctoral category of the annual Maclean's rankings the 18th consecutive year. He also noted that McGill had taken the top Canadian spot in the QS World Rankings.

Professor Manfredi closed his remarks with some selected kudos, first noting the Royal Society of Canada's announcement of 15 McGill inductees and awarding of medals to McGill Professors Daryl Haggard, Graham Bell, and Robert Lecker. He added that Governor General of Canada Mary Simon had appointed seven members of the McGill community to the Order of Canada, and that Professors Daniela Quail and Morag Park from the Rosalind and Morris Goodman Cancer Institute had been among the most recent grant recipients from the EU-funded TRANSCAN-3 project. Professor Manfredi also offered kudos to Professor Vicky Kaspi, who would be receiving the 2022 "Albert Einstein" World Award of Science, Professor Claudia Mitchell, who was set to receive the 2022 "José Vasconcelos" World Award of Education in November, and Professor Morag Park who had been named one of nine laureates of the Women of Distinction Awards by the Women's Y Foundation.

13. Report from Senate

[GD22-14]

Professor Christopher Manfredi, Principal and Vice-Chancellor, presented the Senate Report arising from its meeting of September 21, 2022, noting that there were two items for approval.

13.1 Revised Policy against Sexual Violence

Professor Manfredi presented a recommendation from Senate that the Board approve revisions to the Policy against Sexual Violence, which was most recently reviewed in 2019.

Professor Manfredi noted that the Policy revisions reflected experience from the last three years regarding processes for investigations of reports of sexual violence. He noted that certain changes to the Policy were also required due to legislative changes in Quebec.

The Board approved the recommendation, as presented:

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the proposed revisions to the Policy against Sexual Violence, included as Appendix A.

13.2 Report of the Senate Nominating Committee

13.2.1 Appointments to the Committee on Staff Grievances and Disciplinary Procedures

Professor Manfredi presented Senate's recommendation concerning appointments to the Committee on Staff Grievances and Disciplinary Procedures, noting that they were being submitted for approval to the Board in accordance with the *Regulations Relating to the Employment of Academic Staff*.

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

On a motion duly proposed and seconded, the Board of Governors, Board of Governors, on the recommendation of Senate, approved the appointment of the following Professor to the Committee on Staff Grievances and Disciplinary Procedures for a term beginning immediately, and ending August 31, 2025:

- *Michael Ngadi (Bioresource Engineering, AES)*

On a motion duly proposed and seconded, the Board of Governors, Board of Governors, on the recommendation of Senate, approved the appointment of the following Professor as Vice-Chair of the Committee on Staff Grievances and Disciplinary Procedures for a term beginning immediately, and ending August 31, 2024:

- *John White (Physiology, MEDICINE)*

14. Board Committee Reports: Part II

Secretary's note: Agenda item 14.4 was presented ahead of the other Board Committee.

14.4 Report of the Audit and Risk Committee: Auditor's Opinion on [GD22-18] Financial Report and Audited Financial Statement for Year Ended April 30, 2022

Governor Maarika Paul, Chair, Audit and Risk Committee presented the Report of the Audit and Risk Committee arising from the Committee meeting of September 22, 2022, noting that there were two items for approval.

14.4.1 Financial Report to the Board of Governors 2020-2021, Audited Financial Statements and Auditor's Report

Governor Paul presented, for approval, the Financial Report, Audited Financial Statements and Auditor's Report.

Governor Paul noted that the Committee had met with the External Auditors, who 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, 2022, and that this opinion is without qualification.

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 2021-2022 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, 2022.

14.4.2 Appointment of External Auditors for Fiscal Year 2023

Governor Paul noted that, and the fiscal Year ending April 30, 2022 was the final year of Deloitte’s 5-year contract for external audit services, the University had launched a two-stage public Call for Tenders (CFT) for such services in June 2022. She added that, through an extensive review process, Deloitte was determined to be the successful tenderer. She reminded members that, following corporate practice, the Board of Governors was required to approve the appointment of External Auditors on an annual basis.

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, 2023.

Finally, Governor Paul informed members that the Committee was working on the review of the Policy on Safe Disclosure (“Whistle Blowing”) and would bring the revisions to the Board for approval at a future meeting.

14.1 Report of the Nominating, Governance and Ethics [GD22-15]

Governor 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 14, 2022.

14.1.1 Notice of Motion for Proposed Amendments to the University Statutes: Terms of Service for Members Appointed by the McGill Alumni Association

Governor Halperin presented a notice of motion for a proposed amendment to the University Statutes with respect to the terms of service for the governors appointed by the McGill Alumni Association. He noted that the proposed amendment related to the terms of service of Board members appointed by the McGill Alumni Association, to change from the current five-year model to a four-year model in order to align MAA member’s term with the recently revised terms for members-at-large. Governor Halperin noted that, in accordance with the requirements of the Board of Governors Rules of Order and Procedure, the recommendation was presented to the Board of Governors as a notice of appointment and would be presented for approval at the next meeting.

Notice of Motion:

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the proposed amendments to the University Statutes, as presented below.

*“1.1.1 “three shall be elected by the McGill Alumni Association from amongst its active members, with staggered terms of not more than **five four** years;”*

14.1.2 Appointments to Board Standing Committees

Governor Halperin presented the recommendations listed below concerning appointments and reappointments to the Board Standing Committees.

Following the presentation, the Board approved the recommendations, 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 Building and Property Committee]:

- *The appointment of Mr. Luciano D’Iorio as a member of the Building and Property Committee for a term commencing immediately and ending June 30, 2025.*

[With respect to the Executive Committee]:

- *The appointment of Mr. Pierre Matuszewski as Vice-Chair of the Executive Committee for a term commencing July 1, 2023 and ending June 30, 2024, to coincide with the end of his term as Vice-Chair on the Board of Governors.*

[With respect to the Human Resources Committee]:

- *The reappointment of Mr. Fred Headon as a member and Chair of the HR Committee with a term ending June 30, 2025 to coincide with the end of his term on the Board.*

[With respect to the Nominating, Governance and Ethics Committee]:

- *The appointment of Ms. Diletta Prando as a member of the Nominating, Governance and Ethics Committee for a term commencing July 1, 2023 and ending June 30, 2026.*

[With respect to the Committee on Sustainability]:

- *The reappointment of Ms. Kathy Fazel as a member of the Committee on Sustainability for a two-year term commencing July 1, 2023 and ending June 30, 2025.*
- *The reappointment of Ms. Marie Giguere as a member of the Committee on Sustainability for a three-year term commencing July 1, 2023 and ending June 30, 2026.*
- *The reappointment of Mr. Ken Dryden as a member of the Committee on Sustainability for a two-year term commencing July 1, 2023 and ending June 30, 2025.*

- *The reappointment of Mr. Real Laporte as a member of the Committee on Sustainability for a three-year term commencing July 1, 2023 and ending June 30, 2026.*

14.1.3 Appointments to Advisory Committees

Governor Halperin presented the recommendation listed below concerning appointment for an alternate representative of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Dean of the School of Continuing Studies.

Following the presentation, the Board approved the recommendations, 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 Ms. Manon Vennat as an alternate member on the Advisory Committee for the Possible Reappointment of the Dean of the School of Continuing Studies.

14.1.4 Appointments to Internal/External Non-Board Bodies

Governor Halperin recused himself for the duration of this item.

The Chair of the Board presented the recommendation listed below concerning an appointment to an Internal/External Non-Board Body.

Following the presentation, the Board approved the recommendations, 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 Mr. Stephen Halperin as a member designated by the Board of Governors on the McGill's Sports Hall of Fame Committee for a two-year term commencing October 1, 2022 and ending September 30, 2024.

14.1.5 Appointments to Health Care Bodies

Governor Halperin presented the recommendation listed below concerning appointments to a Health Care Body.

Following the presentation, the Board approved the recommendations, 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 Ms. Andraea Van Hulst, PhD as a member with scientific expertise and Ms. Michal Friedman as a member representing the community, both as members appointed by the Board of Governors, on the Faculty of Medicine and Health Sciences Research Ethics Board (IRB) with a term commencing September 12, 2022 and ending September 11, 2025.

14.2 Report of the Building and Property Committee

[GD22-16]

Governor Ram Panda presented the Report of the Building and Property Committee (BPC) Report arising from the meeting of September 13, on behalf of the Chair, for information.

Governor Panda informed members that the BPC had approved to complete the design phase and proceed to tender for the deferred maintenance project at the Parasitology Building at Macdonald Campus, which would be funded by the *Ministère de l'Enseignement supérieur* (MES) in the form of capital allocations for deferred maintenance projects. He noted that the scope of work would include repairs to the building envelope, the construction of a new mechanical room, and replacement of the HVAC system, water heaters, cooling water pumps, chemical fume hoods, and other building elements. He informed members that the tender for construction is planned for early 2023 and construction would begin in Fall 2023 with an anticipated completion in the Fall of 2026.

Governor Panda also informed members that the BPC had received an update on McGill's share of the Quebec government's capital grant for fiscal year 2023. He noted that, following direction from the Quebec Treasury Board, the MES had indicated that future capitalized funding envelopes would return to pre-2018 levels for the next ten years, at approximately \$45,000,000 per year. He added that the MES had also indicated that the University may continue to present specific projects in order to seek special funding for their realization. Governor Panda stated that the University had started discussions with the MES concerning the realization of a new bond issuance to support new construction

projects, which are not eligible for MES capital funding or funding through the existing \$400M bond.

Finally, Governor Panda offered a brief update on the Sylvan Adams Sports Science Institute (SASSI) project, noting that the BPC had taken into account the generally high cost of construction in the current market and asked the administration to carry out a process of further due diligence. He noted that an update on the file was expected at the Committee's next meeting.

14.3 Report of the Investment Committee [GD22-17]

Mr. Don Lewtas, Chair, Investment Committee, assisted by Ms. Sophie Leblanc presented the Report of the Investment Committee arising from the Committee meeting of September 28, 2022 for information.

Mr. Lewtas began by highlighting investments approved by the Committee at its last meeting, in a global equity dividend fund and in an infrastructure fund. In addition, he noted that the Committee had received a presentation on the Value at Risk (VaR) Measurement, which is used by investors to measure and control the level of downside risk within an investment portfolio, and the in-house VaR tool built and employed by the Office of Investments.

To conclude, Mr. Lewtas noted that the Investment Committee approved, for submission to the Board of Governors, the 2021-2022 McGill Endowment Fund Annual Report. He stated that the Committee also approved that the Report be made available to the public, namely on the Office of Investments webpage.

15. Faculty Presentation: Agriculture and Environmental Sciences [GD22-19]

Professor Anja Geitmann, Dean of the Faculty of Agriculture and Environmental Sciences delivered a presentation highlighting activities, initiatives and developments within the Faculty.

Professor Geitmann highlighted some of the deferred maintenance and construction projects currently underway at Macdonald Campus, including a new teaching greenhouse infrastructure. She informed members that the construction of a new Macdonald Farm Community Engagement Centre was in the works, which would allow the faculty to host additional visitors and further develop the campus outreach programs. Professor Geitmann also noted that the *Réseau Express Métropolitain* (REM) West Island branch was tentatively scheduled to be operational in late 2024, which would provide greater and faster connection between downtown and Macdonald campuses all year round. She noted that there would be a need for the University to examine whether the REM can or should replace the current McGill shuttle service, noting in particular that the Saint-Anne-de-Bellevue station was not at a walking distance from campus and might require a shuttle.

In response to a question about how many students were currently based on the Macdonald campus, Professor Geitmann noted that approximately 2200 students were based there, including 1200-1400 graduate students, making it a very research-intensive campus.

16. Other Business

There was none.

The meeting ended at 6:33 p.m.

END.

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON OCTOBER 6, 2022 AND NOVEMBER 8, 2022

I. CLOSED SESSION OF OCTOBER 6, 2022

1. Report on New Appointments

The Board of Governors approved the appointment of one Full Professor with Tenure.

2. Amendment to the Public Health Agency of Canada Agreement for the Canadian Consortium for Covid Assessment of Immunity

The Board of Governors, on the recommendation of the Vice-Principal (Research and Innovation), approved an amendment to an agreement between the Public Health Agency Canada (PHAC) and McGill University in support of BQC19 (Biobanque Québécoise de la COVID-19).

3. Board Committee Reports

3.1 Report of the Building and Property Committee and Finance Committee

Board of Governors, on the recommendation of the Building and Property Committee and the Finance Committee, approved the construction of the New Vic Project. This approval authorized the University to proceed to the Project's execution phase in accordance with the Quebec government's *Directive sur la gestion des projets majeurs d'infrastructure publique*.

II. CLOSED SESSION OF NOVEMBER 8, 2022

1. Recommendation of the Advisory Committee for the Selection of the Principal and Vice-Chancellor

The Board of Governors, on the recommendation of the Advisory Committee for the Selection of the Principal and Vice-Chancellor, approved the appointment of Professor H. Deep Saini as Principal and Vice-Chancellor of McGill University, for a five-year term, renewable, starting April 1, 2023, and ending June 30, 2028.