

Minutes of Open Session

Tuesday, April 28, 2015 14-15 BR:04

Minutes of a meeting of the Board of Governors held on Tuesday, April 28, 2015, at 4:00 pm in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

PRESENT:

Ayukawa, Courtney	Haynes, Bryan (by phone)	<i>Resource Persons</i>
Boychuk, Michael	Hobday, Tina	Aberman, Susan
Bourque, Nathalie	Johnson, Juliet	Di Grappa, Michael
Bresler, Yony	Panda, Ram	Dyens, Ollivier
Cobbett, Stuart (<i>Chair</i>)	Price, Cynthia	Masi, Anthony C.
Critchley, Ronald	Shrier, Alvin	Marcil, Olivier
Fazel, Kathy	Turcotte, Martine	
Fortier, Suzanne	Vandal, Thierry	Strople, Stephen
Généreux, Claude (<i>Vice-Chair</i>)	Zorychta, Edith	(Secretary-General)
Halperin, Stephen		Edyta Rogowska
Harpp, David Noble		(Associate Director)

Regrets: Michael A. Meighen, Gerald Butts, Peter Coughlin, Samuel Minzberg, Giuseppe Fortino, Amine Arezki, Zineb Fachar.

Guests: Real Del Deagan, Interim Director, Office of the Budget; Andrew Biteen, Manager, MasterCard Foundation Scholars Program; Emefa Agbeshie (Scholar, MasterCard Foundation).

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.

8. Approval of Minutes (Open Session) of February 2, 2015 (Consent Item)

On a motion duly proposed and seconded, the open session minutes from the meeting held on February 2, 2015, were approved.

9. Business Arising from Open Session Minutes

There was none.

10. Principal's Remarks (Continued)

The Principal began her remarks by updating members on government relations. She reported that the provincial budget had been tabled on March 26 and would have certain implications for the McGill budget, which would be described by the Provost later during the meeting.

The Principal spoke about the Royal Victoria Hospital, which had recently moved to the Glenn Yards site. She explained that the University was in discussions with the provincial

government regarding the terms of the site feasibility study. She noted that a repayment confirmation of the University's \$4 million remained to be confirmed by the government.

The Principal then described some highlights related to the federal budget. These include: a commitment to invest more than \$1.5 billion in research and innovation, a new legacy investment over ten years for the Canada First Research Excellence Fund, and a \$1.33 billion investment in the Canada Foundation for Innovation. She also noted that the federal budget indicated additional annual support of \$46 million (from 2016-17) to the federal granting councils as well as an investment in long-term basic research, international research collaborations and graduate-level industrial research and development internships. Lastly, the Principal stated that the budget indicated a number of changes to the Canada student loans program, such as the elimination of the in-study student income needs assessment process, which penalized students who worked. Overall, the Principal stated that the federal budget showed a number of investments in research and innovation, which were viewed positively by the University.

The Principal briefed members on an event being organized by the federal government in recognition of recent McGill international prize winners for their scientific achievements and contributions to health research. The event is to take place on May 14, 2015.

The Principal reported that the Advisory Committee for the Selection of a new Executive Director (Athletics and Recreation), had been struck and was being chaired by former member of the Board, Michael Richards.

The Principal spoke about upcoming convocation ceremonies during which sixteen individuals would receive Honorary Degrees from McGill, including Governor Emeritus Arthur Lau. She encouraged members to attend the ceremonies.

In response to a question, the Principal stated that the provincial government had not made a decision with regard to the allocation of additional tuition revenue anticipated as a result of increased tuition fees for French students. She also informed members that a number of universities in Quebec were working together to convince the provincial government to allocate this revenue to universities. She indicated that even if the government decided to allot McGill the additional tuition revenue, the total sum received by McGill would not be significant.

11. Board Committee Reports

11.1 Finance Committee

[GD14-29]

11.1.1 Proposed McGill University Budget 2015-16

Professor Anthony C. Masi, Provost, apologized for the delay in sending the Board the proposed Budget Book for 2015-16. He delivered presentation on the 2015-16 budget, which was being considered by the Board for approval. The presentation provided a comprehensive overview of the key elements and assumptions shaping the McGill University Budget for FY2016, as well as an advanced look at the core components of the Budget Book.

In summary, Professor Masi noted that while McGill had ended FY 2015 with a surplus of \$4 million due to the provincial government's allocation of additional funding to McGill following a "recomptage" exercise of previous year's enrollment at the end of FY2015, the University would continue to operate within a context of constrained resources owing to austerity measures put in place by the provincial government. He noted that budget reductions announced by the provincial government for FY2016 were expected to reduce funding to McGill by approximately \$11M.

He indicated that that because McGill had been operating under the assumption that government cuts would become permanent, it was able to prepare accordingly and to maintain a sound fiscal base relative to other universities in Quebec.

Professor Masi highlighted two funding priorities for the FY2016 budget, which included salary commitments, much of which are aimed at reaching the U15 average for professorial salaries, and deferred maintenance. He reminded the Board that in order to address urgent maintenance needs, the Board of Governors had authorized the University to borrow or issue debt to be repaid over the course of a period not exceeding 40 years, in support of capital expenditures.

In summary, the proposed budget projects revenues of \$764.2M and expenditures of \$768.9M, resulting in an estimated deficit of \$4.7M. Looking forward to FY2017, Professor Masi noted the possibility of increased tuition flexibility and potential reinvestment depending on the recommendations of the Tremblay-Roy working group due to be announced in Fall 2015. He indicated that McGill had representation on four of the five committees forming the working group.

An ensuing discussion about the proposed budget focused on McGill's efforts to find alternative sources of funding, the impact of academic recruitment patterns, comparisons of deferred maintenance situations at other universities, continued efforts to reduce the number of administrative and support staff, and the recomptage formula.

Members were informed that while the Minister of Education was interested in reviewing the funding formula used for universities, there existed considerable differences among universities which might make it difficult to agree on a single model of funding.

In response to a question about anticipated increases of graduate students (at the Master's level) and limited availability of physical space, members were informed that this growth in enrollment was based on estimates received from faculties, following discussions and consultation done with Deans and units.

Members congratulated the Provost on preparing a comprehensive budget presentation and Budget Book. Acknowledging that this was Professor Masi's last meeting as Provost, the Board thanked him for the several years of work he had dedicated to preparing the University budget and in supporting the Board of Governors and its Committees.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Finance Committee, approved the 2015-2016 McGill University Budget, subject to possible editorial changes to the Budget Book, as may be determined by the Provost.

11.1.2 Maximum Borrowing Resolution for Fiscal Year 2016

Governor Thierry Vandal, Chair of the Finance Committee presented a request to approve the maximum borrowing resolution for FY2016, noting that no changes were being proposed to the maximum borrowing limit of \$300 million. Members were informed that most of the borrowing that McGill made was based on a request from the provincial government to have McGill borrow on its behalf.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Finance Committee, approved a maximum short term borrowing of up to \$300 million, for the fiscal year ending April 30, 2016.

11.2 Nominating, Governance and Ethics Committee [GD14-30]

The Chair presented the Report of the Nominating, Governance and Ethics (NGE) Committee on behalf of Governor Samuel Minzberg.

11.2.1 Terms of Office for Members-at-Large

The Chair presented the NGE Committee's request to approve a change in the start and end times of members-at-large service on the Board and Board Committees. He noted that while the Statutes did not set specific start and end times of service for members-at-large, the current practice was to have terms start in January and end in December, which had resulted in interruptions of continuity of service in the middle of the governance year rather than at the beginning or at the end.

As such, in the context of considering renewal of appointments of members-at-large, he explained that the NGE Committee recommended that terms of members-at-large on the Board and on Board Committees start on July 1st and end on June 30th.

The Chair noted a modification to the resolution, which was required to clarify that the six month extension of Board terms will apply to all current governors.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve that the Board and Committee terms of office for members-at-large of the Board of Governors start on July 1st and end on June 30th, resulting in a six month extension for all current members-at-large, including those whose terms on the Board of Governors are ending on December 31, 2015.

11.2.2 Proposed Reappointments of Members-at-Large

The Chair presented the recommendation to renew the terms of office of Governors Gerald Butts, Peter Coughlin and Samuel Minzberg. He indicated that the NGE Committee reviewed each member's contributions to the Board and unanimously recommended to reappoint all three members-at-large.

Be it resolved that the Board of Governors on the recommendation of the Nominating, Governance and Ethics Committee approve the reappointments of Mr. Gerald Butts, Mr. Peter Coughlin and Mr. Samuel Minzberg as members-at-large of the Board of Governors, for a term effective January 1, 2016 and ending June 30, 2021.

11.2.3 Appointments to Internal and External Non-Board Bodies and Health Care Bodies

The Chair subsequently presented recommendations to a variety of internal and external non-Board 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:

- *The reappointment of Mr. Michael Keenan as a representative of the Board of Governors on the Pension Administration Committee for a three-year term starting immediately and ending March 31, 2018;*
- *the nomination of Professor Victor Muniz Fraticelli (Faculty of Arts, Faculty of Law) and the nomination of Professor Elizabeth Wood (Faculty of Education) as members of the Advisory Board on*

English Education for a three-year term to be determined by the Minister of Education;

- *the reappointment of Dr. Pekeles and Me Jill Hugessen as representatives of McGill University on the Council for Services to Children and Adolescents (CSCA) for a one-year term starting immediately and ending March 31, 2016.*

The Chair specified that the Report of the NGE Committee contained a mention of the Committee's review of the 2014-15 Board and Committee Evaluation. He reminded members that the evaluation was an important tool used in order to assess the overall performance and functioning of the Board and its Committees. He reported that the evaluation would be distributed at the beginning of May to all Board and Committee member for completion, and that an update on responses would be provided on May 21st.

11.3 Building and Property

[GD14-31]

Mr. Michael Di Grappa, Vice-Principal, Administration and Finance and Steward to the Building and Property Committee, presented the Report of the Building and Property Committee (BPC) on behalf of Governor Peter Coughlin, Chair, BPC. The report contained a recommendation to approve the CERC Green Chemistry Renovation Project with a total budget of \$22,820,000.

The Vice-Principal reminded members of the Board's 2014 approval of a contribution of \$ 8.3 million in support of support of the construction of new laboratories for the Green Chemistry Canada Excellence Research Chair. He noted that at that time, the rough preliminary estimate of the total project cost was \$17.5 million. He explained that a new element had been added to the proposed project, which was the rebuilding of exterior walls in the Mill wing of the Pulp and Paper building. The tender was launched with this additional element, and the total project cost with tender in hand is \$22.82 million.

The Vice-Principal pointed out that the provincial government imposed a number of restrictions on construction projects, which the Committee would be reviewing at its next meeting in June.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved the CERC Green Chemistry Renovation Project with a total budget of \$22,820,000.

The Board of Governors also authorized the Vice-Principal, Administration and Finance or the Associate Vice-Principal, University Services, to sign contracts and approve disbursements pertaining to this project on behalf of The Royal Institution for the Advancement of Learning/McGill University, that the total amount of the

contracts and disbursements do not exceed the full construction budget amount of \$22.82 million, and that the contracts are reviewed by Legal Services.

11.4 CAMSR

[GD14-32]

The Chair presented the Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) on behalf of Governor Gerald Butts, Chair, CAMSR. He informed members that CAMSR had met with representatives of Divest McGill to receive a presentation in support of the group's submission. He noted that the Committee's process reviewing the submission was underway and that the Committee's work would continue into the next governance year.

With regard to the report's mention of an expert panel that could be led by the Royal Society of Canada, members discussed the idea of coordinating resources with other universities. It was noted that other universities were reviewing similar submissions calling for divestment and were considering them based on their own processes. It was also noted that potential collaborations could delay the Committee's work.

11.5 Executive Committee

[GD14-33]

The Chair presented the Report of the Executive Committee, which contained a summary of items considered by the Executive Committee on behalf of the Board at recent meetings.

11.6 Joint Senate-Steering & Executive Committees

[GD14-34]

The Principal presented the report of the Joint Senate-Steering and Executive Committees, which contained the Committees' decision to have the November 2015 joint Board-Senate meeting be dedicated to exploring the idea of "A smart campus for the 21st century".

12. Substitution of an E-version as Official Record

[GD14-35]

The Provost presented a request for the Board to approve the usage of the electronic version of documents as the official University record.

In discussion, members were informed that the University would be working to ensure that appropriate training was offered to staff involved in archiving university records. Members were also informed that back-up facilities were in place to support records management systems in place.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Provost, approved the adoption of the digital record as the official University record.

13. Report from Senate

[GD14-36]

The Principal presented the Report from Senate from a meeting held on April 22nd, 2015.

13.1 McGill Mission Statement and Principles

The Principal presented Senate's recommendation to approve a revised Mission Statement and Principles, which was being recommended for approval based on input received by the Academic Policy Committee and Senate.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the following Mission and Principles Statement:

MISSION

The mission of McGill University is the advancement of learning and the creation and dissemination of knowledge, by offering the best possible education, by carrying out research and scholarly activities judged to be excellent by the highest international standards, and by providing service to society.

PRINCIPLES

In fulfilling its mission, McGill University embraces the principles of academic freedom, integrity, responsibility, equity, and inclusiveness.

13.2 Appointments to University Appeals Committee

The Principal presented Senate's recommendation to appoint academic staff to the University Appeals Committee.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the appointment of Professors Jane Everett (French Language and Literature, ARTS), Marilyn Fitzpatrick (Educational and Counselling Psychology, EDUCATION), Marilyn Scott (Parasitology, AES) and Tim Moore (Geography, SCIENCE) as representatives of the academic staff to the

University Appeals Committee for terms beginning September 1, 2015 and ending August 31, 2018.

14. Annual Report on Safe Disclosure [GD14-37]

The Secretary-General presented the 2013-14 Report on Safe Disclosure, noting that no disclosures via the Policy were made in the reporting year. He explained that the Policy was being reviewed and proposed amendments, including those related to improving the mechanisms for disclosure, would be presented to the Board for consideration in the 2015-16 governance year.

Members asked how often the Policy was used as a mechanism for making disclosures of Improper Activity and were informed that while the Policy had been used on occasion since it had been approved by the Board in 2007, other administrative mechanisms in place could be have been used by individuals interested in making disclosures.

15. Presentation on MasterCard Foundation Scholars Program Presentation

Professor Ollivier Dyens, Deputy-Provost, Student Life and Learning and Mr. Andrew Biteen, Manager, MasterCard Foundation Scholars Program, delivered a presentation on the MasterCard Foundations Scholars Program, which was designed to offer academically talented, economically disadvantaged students from Sub-Saharan Africa a chance to receive top quality education at McGill. The program is a \$500 million, 10-year initiative to educate and prepare young people, particularly from Africa, to lead change and make a positive social impact in their communities. Members were informed that the program contained seventeen partner universities and five secondary partners who together, provide scholarships to 15,000 students.

Following the presentation, Board members had an opportunity to speak with Ms. Emefa Agbeshie, a second year student in the Faculty of Science, majoring in physiology, about her experience in the program and at McGill.

16. Other Business

There was none. The meeting was adjourned at 6:55 p.m.

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON APRIL 28, 2015

1. Recommendations from Decanal Advisory Committees [GD14-27]

The Board of Governors, on the recommendation of the Principal, approved the appointment of Dr. Anja Geitmann as Dean of the Faculty of Agricultural and Environmental Sciences of McGill University for a term of four years and ten months, beginning September 1, 2015 and ending June 30, 2020.

The Board of Governors, on the recommendation of the Principal, approved the appointment of Dr. Isabelle Bajoux-Besnainou as Dean of the Desautels Faculty of Management of McGill University for a five-and-a-half-year term, beginning January 1, 2016 and ending June 30, 2021.

2. Report on New Appointments, Promotions and Tenure

The Board of Governors, on the recommendation of the Principal, approved the recommendations contained concerning new academic appointments, promotions and the grant of tenure.