

**Minutes of Open Session**

Thursday, May 23, 2019 18-19 CR:05

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Minutes of a meeting of the Board of Governors held on Thursday May 23, 2019 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

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**Present:**

Amon Daniel ( <i>Observer</i> )	Halperin, Stephen ( <i>by phone</i> )	Murphy, Sean ( <i>Observer</i> )
Babinski, Bob	Harpp, David	Panda, Ram ( <i>Chair</i> )
Bertrand, Maryse	Hobday, Tina	Paul, Maarika
Boychuk, Michael	Lotayef, Ehab	Price-Verreault, Cynthia
Coughlin, Peter	Mansdoerfer, Richard ( <i>Tre</i> )	Sakhia, Samira
Critchley, Ronald	Matuszewski, Pierre	Zakrzewski, Helena ( <i>by phone</i> )
Desnoyers, Alan ( <i>by phone</i> )	Meighen, Michael A.	Zorychta, Edith
Fortier, Suzanne	Minzberg, Samuel	

**Regrets:** Claude Généreux, Martine Turcotte.

*Secretary-General:* Edyta Rogowska, supported by Kevin Dobie (Associate Director) and Sandra Duarte (Governance Officer).

*Resource Persons:* Professor Yves Beauchamp, Vice-Principal (Administration and Finance), Professor Christopher Manfredi, Provost & Vice-Principal (Academic).

*Guests:* Professor Daniel Bernard Chair, Committee on Staff Grievances and Disciplinary Procedures; Dr. David Eidelman, Vice-Principal (Health Affairs) and Dean of the Faculty of Medicine; Dr. Cameron Charlebois, Executive Director, Campus Planning and Development.

**9. Chair's Remarks**

Governor Ram Panda, Chair of the Board of Governors (Chair), welcomed members to the fifth and final regular meeting of the Board of Governors for the 2018 – 2019 governance year and reminded members of the annual reception following the meeting.

He acknowledged the contributions of the following members, whose terms on the Board were ending in June 2019: Tina Hobday, Ronald Critchley and Edith Zorychta, as well as student representatives Richard “Tre” Mansdoerfer, Helena Zakrzewski and Daniel Amon. On behalf of the Board, the Chair thanked them for their service.

The Chair announced that during the Closed Session, the Board approved the appointment of Professor Fabrice Labeau as Deputy Provost (Student Life and Learning).

**10. Consent Items**

Governor Lotayef requested that the section regarding the nominations to the Committee to Advise on Matters of Social Responsibility (CAMSR) of the ‘Report of Nominating, Governance, and Ethics (NGE) Committee’ be withdrawn from the consent items. The

Chair stated that this part of the Report would be addressed at the time of the Board's consideration of the other Board Committee reports (agenda item 13.4). He sought the Board's assent to treat the remaining items of the Report as part of the consent block. There being no objections, the Board approved the rest of the Report items as consent items.

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

- *Minutes (Open Session) of April 25, 2019*
- *Report from Senate* [GD18-57]
- *Report of the Nominating, Governance and Ethics Committee\** [GD18-58]  
*(\*excluding the nominations to the Committee to Advise on Matters of Social Responsibility)*

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

- Report of the Information Technology Committee [GD18-59]
- Report of the Executive Committee [GD18-60]

Following the approval of the Report of the Nominating, Governance and Ethics Committee (NGE), Governor Zakrzewski thanked the NGE Committee and the Secretariat for the opportunity to submit the PGSS Report on Students on University Boards and their Standing Committees, noting that the PGSS looked forward to continuing discussions next year.

## **11. Business Arising from Open Session Minutes**

There was none.

## **12. Principal's Remarks (Continued)**

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks with a report on government relations. She indicated that hearings on Bill 21 wrapped up at the National Assembly, noting that the university sector did not participate as the Bill did not directly affect the university operations. She stated that the Bill did not expect to have a direct impact on universities. She indicated that the University would continue to monitor the progress of the Bill closely.

The Principal reported that McGill was also monitoring possible changes to Quebec immigration law that would result from the eventual passage of Bill 9. She stated that these regulations could have an impact on the University's ability to hire international staff. She reported that the University had written to government asking to be consulted on the development of these regulations.

In regard to community relations, the Principal informed members that on May 7, 2019 McGill's School of Continuing Studies celebrated its 50th anniversary at Montreal's Mount-Royal Club. She also indicated that McGill alumni, staff and students were recognized for their exceptional service, volunteer leadership and philanthropic activities at the McGill Alumni Association (MAA) Honours and Awards Banquet that took place on May 8, 2019. Lastly, she informed members that for a seventh consecutive year, the McGill Equity and Community Building Awards recognized McGill students, faculty, staff and teams, who focus their energy on pursuits that enrich McGill's commitment to being an equitable and inclusive campus.

The Principal reminded members that Spring Convocation ceremonies were taking place from May 28<sup>th</sup> to June 4<sup>th</sup> under the tent on the lower field of McGill University's Downtown Campus and on June 5<sup>th</sup> at Macdonald Campus. She encouraged all Board members to participate.

The Principal concluded her remarks with examples of external recognition of members of the community, including: Professor Joëlle Pineau (School of Computer Science) who was among the six recipients of the Governor General's Innovation Awards; Professor Céline Le Bourdais, James McGill Professor of Sociology, who was one of 25 honourees at a gala hosted by CIRANO (the Center for Interuniversity Research and Analysis of Organizations) where she was recognized as a world-renowned demographer; Professor Matt Dobbs (McGill Space Institute) who was awarded the Killam Fellowship in Natural Sciences; and Political Science Professor Krzysztof Pelc who won the 2019 CBC Short Story Prize for his story "Green Velvet". The Principal announced that Professor Jocelyne Feine (Faculty of Dentistry) would receive a doctorate honoris causa, the highest distinction of the Université Laval, for her contributions in the field of oral health. She also highlighted Dr. Rémi Quirion, Quebec's Chief Scientist and Professor in the Department of Psychiatry, who was inducted into the Canadian Medical Hall of Fame (CMHF) during a special ceremony hosted by the CMHF and the McGill University Faculty of Medicine. She reported that sixteen McGill graduate students had won Vanier Canada Graduate Scholarships and that two postdoctoral students had received the Banting Postdoctoral Fellowships. The Principal also spoke about the student-led initiative, Clean It Up, which launched a pilot project to clean up the streets and alleyways of Milton Park at the end of the exam period, noting that given the success of the project, it was expected that the project would be established on a continuing basis. Lastly, she indicated that McGill University's Council on Palliative Care would sponsor Imagine Week (from October 14 to 20, 2019 in Montreal), which aimed to help individuals and communities find ways to talk about life, death, and end-of-life issues.

### **13. Board Committee Reports**

#### **13.1 Report of the Audit Committee (Part II)**

[GD18-61]

Governor Maarika Paul, Chair of the Audit Committee, presented Part II of the Report of the Audit Committee, arising from the Committee's meeting of May 14, 2019.

Ms. Paul reported that the Committee reviewed the recommendations arising from the Internal Audit's Enterprise Risk Management (ERM) assessment. She explained that the ERM initiative provided a framework and processes for the identification, assessment, mitigation and monitoring of major risks to the University. She specified that McGill's ERM program was mandated by the Audit Committee in 2009, and refreshed in 2014. She noted that the initiative fell within the portfolio of the Vice-Principal (Administration and Finance) and that up to this point, it was managed by the Risk Management and Insurance unit, under the purview of the Vice-Principal.

Ms. Paul then explained that in 2018, the Vice-Principal (Administration and Finance) requested that Internal Audit assess the program and recommend improvements to further advance the program's maturity and effectiveness. She reported that pursuant to this assessment, the Audit Committee had approved a request that the Internal Audit Unit be granted the role and responsibility of facilitating the implementation of the ERM initiative. She indicated that the resulting reorganization of Internal Audit would involve the addition of a full-time manager to the unit in order to ensure that the revised program was successfully operationalized. She stated that the Audit Committee would continue to play an active role in this file.

In response to a question from Governor Bertrand regarding Internal Audit's new role with respect to the ERM program, Ms. Paul explained that Internal Audit would only be responsible for facilitating the process as it was essential for that unit to maintain independence.

## **13.2 Building and Property Committee**

[GD18-62]

Governor Peter Coughlin presented the Report of the Building and Property Committee, arising from the Committee's meeting of May 16, 2019.

### **13.2.1 McGill University Master Plan**

Governor Coughlin informed members that the Committee considered the McGill University Master Plan, which established a principled framework to guide the physical development of McGill's campuses in the short, medium and long term, to support the University's mission and strategic priorities. He explained that the plan presented a vision and direction that would guide the future development of McGill University's campuses and that it included three main elements: deferred maintenance, new construction and greening of the campus.

Governor Coughlin emphasized that each capital project would be evaluated individually in accordance with existing University policy. Funding for each individual project would be secured at the time of consideration. He mentioned that as part of the plan some properties would be sold and other real estate would be re-developed. He noted that similar to the Finance Committee, the Building and

Property Committee would receive a report on the Master Plan implementation on a semi-annual basis.

In response to a question from Governor Zorychta regarding the possible sale of some properties, Vice-Principal Beauchamp stated that no decision had been taken on that front, and that any sale of properties would be assessed in the context of the Master Plan and would be subject to Board approval. Governor Coughlin emphasized that in order to implement the Master Plan, equity would need to be raised and the sale of properties would be an option available to the University.

In response to a question from Governor Hobday about the absence of a mention of alumni and other non-traditional students in the Plan, Mr. Cameron Charlebois, Executive Director, Campus Planning and Development, stated that the Master Plan was only a framework; its objective was more general in scope.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved the McGill University Master Plan as presented in Appendix A, with the understanding that:*

- *the Finance Committee has reviewed and endorsed the first phase of the financial plan (five years) in support of the McGill University Master Plan;*
- *each project in the McGill University Master Plan is subject to approval in accordance with University policy;*
- *the Building and Property Committee will receive and review, on a semi annual basis, a report on the status of the implementation of the McGill University Master Plan.*

### **13.2.2 Repairs to Education Building: envelope/terrace/garage Lot 2 of 3 (Project 11-299)**

Governor Coughlin presented the request to proceed with the repairs to the Education Building, specifying that at this time, approval was requested to proceed with Lot 2 of 3 of the project. He stated that based on tender results the funding requested for Lot 2 was \$7,678,493, which would bring the project's approved funding to \$9,914,718 and the estimated total project budget to \$11,178,339. He noted that the project was funded mainly through the Deferred Maintenance budget and partly by proceeds of the Bond. He also mentioned that the lowest bid received was 30% over the estimated cost of the work related to Lot 2, which was a reflection of the overheated construction market in Montreal.

In response to a question from Governor Minzberg regarding the reason for the work on a relatively recent building, Mr. Coughlin explained that the work was required due to the normal ageing process of the building, combined with important mechanical upgrades and a desire to make it more energy efficient.

In response to comments regarding the increasing construction costs, Mr. Coughlin and Vice-Principal Beauchamp agreed that the market was very competitive and that it was possible that the University might not be able to do all of its planned projects. Provost Manfredi noted that increased government funding for deferred maintenance was helping the University to mitigate some of the high costs.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved, in principle, repairs to the Education Building (Project 11-299) with a total estimated project budget of \$11,178,339, subject to approval of each lot when tender results are available, and on the understanding that Lot 1 has been approved in accordance with the Policy on the Approval of Contracts and Designation of Signing Authority;*

*The Board of Governors, on the recommendation of the Building and Property Committee, also approved Lot 2 of 3 of the repairs to the Education Building: envelope/terrace/garage (Project 11-299), at a cost of \$7,678,493 to bring the total amount committed to this project thus far to \$9,914,718.*

*The Board of Governors also authorized the Vice-Principal (Administration and Finance) or the Associate Vice-Principal (Facilities Management and Ancillary Services) to sign contracts pertaining 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.*

**13.3 Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) [GD18-63]**

Governor Cynthia Price-Verreault, Chair of the Committee to Advise on Matters of Social Responsibility (CAMSR), presented the report arising from the Committee's meeting of May 16, 2019. She noted that Professor Christopher Buddle and Mr. Nicholas Dunn, representatives of Senate, appointed to participate in CAMSR's consultation sessions, attended this meeting.

Governor Price-Verreault reported that CAMSR received reports on socially responsible investment (SRI) initiatives at Canadian and international universities, and not-for-profit organizations and discussed the general trend within the university, and not-for-profit sectors towards establishing SRI policies and practices, including the

creation of sustainable investment funds. She stated that the Committee also reviewed the status of divestment decisions and campaigns at a number of universities.

In response to a question from Governor Lotayef regarding *Université de Québec à Montréal's* (UQAM) recent announcement that it was divesting from fossil fuels, Governor Price-Verreault responded that this decision was published after CAMSR's meeting and it would be reflected in the reports presented at future meetings.

#### **13.4 Report of the Nominating, Governance and Ethics Committee [GD18-58]**

The Chair called on Governor Lotayef to speak to his request to concerning the nominations to the Committee to Advise on Matters of Social Responsibility (CAMSR). Governor Lotayef questioned why he had not been appointed to serve on CAMSR given that he expressed his interest to serve on this Committee. Governor Minzberg, Chair of the Nominating, Governance and Ethics (NGE) Committee explained that the Committee looked at all the vacancies and considered the skills, experience and expertise required for a given Committee. Taking into account the mandate of the Executive Committee, the Chair explained the practice of recommending to the Board the appointment of more seasoned members of the Board to serve on the Executive Committee. Recognizing Governor Lotayef's tenure on the Board, the Committee's recommendation was that he serve on that Committee.

It was further noted that the NGE Committee considered all appointments to the Board and its Committees from a broad perspective, taking into account the best interest of the Board.

*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 Committee to Advise on Matters of Social Responsibility (CAMSR)]:*

- *The appointment Ms. Karen Sciortino as a member of the Committee to Advise on Matters of Social Responsibility for a three-year term commencing July 1, 2019 and ending June 30, 2022.*

#### **14. Annual Report of the Committee on Staff Grievances and Disciplinary Procedures [GD18-64]**

Professor Daniel Bernard, Chair of the Committee on Staff Grievances and Disciplinary Procedures presented the Committee's 2017-2018 Annual Report. He explained that the Committee was established pursuant to the *Regulations Relating to the Employment of Academic Staff* to hear grievances and hold hearings on disciplinary measures at the request of staff members. He reported that there had been one grievance filed between September 1<sup>st</sup>, 2017 and August 31<sup>st</sup>, 2018, which had been assessed by the Committee. He also

indicated that in the last 5 years, there had been 12 cases filed, of which 9 had been heard by the Committee.

Professor Bernard stated that the Committee had submitted some recommendations which would be considered in the context of the next review of the Regulations.

In response to a question about tenure issues, Professor Bernard specified that tenure was not under the Committee's purview. In response to a question about the low number of cases filed, Professor Bernard mentioned that it was possible that many cases were resolved through other University processes.

**15. Overview of Project Renaissance at the Faculty of Medicine** [GD18-64]

Dr. David Eidelman, Vice-Principal (Health Affairs) and Dean of the Faculty of Medicine presented an overview of Project Renaissance at the Faculty of Medicine. He updated members on how the Faculty of Medicine was considering three final recommendations for major change from the ongoing Project Renaissance strategic planning effort.

Dr. Eidelman reported on the three major recommendations for change, namely: (1) renaming the Faculty; (2) the creation of a School of Medicine; and (3) the creation of a School of Biomedical Sciences. He indicated that a formal proposal with the three recommendations would be presented for approval to the Senate and the Board in the fall of 2019.

Dr. Eidelman emphasized that a new structure was needed to better enable the Faculty to effectively achieve its objectives, noting that the proposed changes were intended to help the Faculty to foster a stronger culture of collaboration, interdisciplinarity and innovation. He explained that the Faculty would be reorganized within six schools: three existing ones (Ingram School of Nursing, School of Physical and Occupational Therapy, School of Communications Sciences and Disorders) and three new ones (School of Population and Global Health, School of Biomedical Sciences, School of Medicine). He also spoke about the renaming of the Faculty, noting that the name change would conclude the process. He mentioned some of the alternative names that had been discussed, namely: the Faculty of Health, the Faculty of Health Sciences and the Faculty of Medicine and Health Sciences.

In response to a question about the Outaouais Campus (the French satellite campus that would be opened in Gatineau, Quebec in 2020), Dr. Eidelman stated that it would admit 24 students annually for a total student body of 96 undergraduates over the course of the four-year program. Each year 30 medical residents would complete their residency training in the region. In response to another question concerning the role of the McGill University Health Centre (MUHC), Dr. Eidelman explained that, although the MUHC had participated in discussions, it did not have a decision-making power with respect to this project.

In response to a question about the classification of the School of Biomedical Sciences at other universities, Dr. Eidelman said that it differed from one university to the next, noting that it usually was not part of the Faculty of Science. He noted that the Faculty of Science had participated in the consultations and was comfortable with the model being proposed.

**16. Other Business**

There was none.

The meeting ended at 6:05 p.m.

**END**

**SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON MAY 23, 2019**

**1. Report on Promotions and Tenure**

The Board of Governors approved the granting of tenure to three Professors, the promotion of 51 members of the academic staff to the rank of Associate Professor or Associate Librarian with tenure as well as the promotion of three Associate Professors to the rank of Full Professors.

**2. Report of the Advisory Committee**

The Board of Governors, on the recommendation of the Principal and pursuant to the advice of the Advisory Committee for the Selection of the Deputy Provost, Student Life and Learning, approved the appointment of Professor Fabrice Labeau as Deputy Provost (Student Life and Learning) of McGill University for a five-year term, effective June 1, 2019 and ending June 30, 2024.

**3. Report of the Finance Committee**

The Board of Governors endorsed the first phase of the financial plan (five years) that will support the implementation of the first phase of the McGill University Master Plan. The Plan serves as a comprehensive planning document that will guide the evolution of the University's downtown and Macdonald campuses over the next 20 years. More information is available at: <https://www.mcgill.ca/campusplanning/master-plan>.