

Minutes of Open Session

Thursday, October 3, 2019 19-20 CR:01

Minutes of a meeting of the Board of Governors held on Thursday October 3, 2019 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

Bertrand, Maryse	Gilbert, Lucy	Panda, Ram (<i>Chair</i>)
Buraga, Bryan	Harpp, David	Pilote, Louise
Boychuk, Michael	Jabalpurwala, Inez	Rogers, Dakota
Coughlin, Peter	Lotayef, Ehab	Sciortino, Karen (<i>by phone</i>)
Desnoyers, Alan (<i>by phone</i>)	Matuszewski, Pierre	Turcotte, Martine (<i>by phone</i>)
Dworek, Nikulas (<i>Observer</i>)	Meighen, Michael A.	Zorychta, Edith
Fortier, Suzanne	Minzberg, Samuel	
Généreux, Claude	Murphy, Sean (<i>Observer</i>)	

Regrets: Bob Babinski, Stephen Halperin, Maarika Paul, Cynthia Price-Verreault, Samira Sakhia.

Secretary-General: Edyta Rogowska, supported by Nicole Dobbie (Associate Director) and Sandra Duarte (Governance Officer), Secretariat.

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

Guests: Antonia Maioni, Dean of the Faculty of Arts; Francois Miller, Sustainability Director, Office of Sustainability; Sophie Leblanc, Chief Investment Officer & Treasurer; Joel Raby, Chair of the Investment Committee; Cristiane Tinmouth, Associate Vice-Principal (Financial Services).

8. Chair's Remarks

Governor Ram Panda, Chair of the Board of Governors (Chair), welcomed members to the first regular meeting of the Board of Governors for the 2019 – 2020 governance year.

The Chair welcomed and introduced new Governors: Ms. Inez Jabalpurwala, representative of the McGill Alumni Association; Dr. Lucy Gilbert and Dr. Louise Pilote, representatives of the Academic Staff; Ms. Karen Sciortino, representative of the Administrative and Support Staff; and Professor Edith Zorychta, as a re-elected representative of Senate on the Board of Governors. The Chair introduced and welcomed Mr. Dakota Rogers, Secretary-General of the Postgraduate Students' Society (PGSS), and Mr. Bryan Buraga, President of the Students' Society of McGill University (SSMU), as student members. He then greeted Mr. Nikulas Dworek, Vice-President (University Affairs) of the Macdonald Campus Students' Society (MCSS), and Mr. Sean Murphy, President, McGill Association of Continuing Education Students (MACES), as student observers.

On behalf of the Board of Governors, the Chair offered condolences to the family of Professor Desmond Morton who passed away in September 2019. Professor Morton was

the Hiram Mills Professor Emeritus in the Department of History and Classical Studies, and one of Canada's renowned historians. He was also the Founding Director of the McGill Institute for the Study of Canada.

The Chair reminded members that the Community Session scheduled to take place immediately following the Board meeting had been cancelled as no questions had been submitted to the Secretariat by the deadline. He noted that the next Community Session would be held on February 13, 2020.

The Chair announced that during the Closed Session, the Board approved the reappointment of Professor Christopher Manfredi, as Provost and Vice-Principal (Academic) for a second five-year term, commencing July 1st, 2020 and ending on June 30th, 2025. On behalf of the Board, the Chair congratulated Professor Manfredi [*applause*].

9. Consent Items

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

- *Minutes (Open Session) of May 23, 2019*
- *Annual Borrowing Resolution from Financement-Québec* [GD19-06]
- *Report from Senate* [GD19-07]

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

- Report of the Executive Committee [GD19-08]
- Notice of Joint Board of Governors and Senate Meeting [GD19-09]
- Board of Governors' Reference Book [GD19-10]

10. Business Arising from Open Session Minutes

There was none.

11. Principal's Remarks (Continued)

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks with an update on enrollment data, noting that total enrolment for Fall 2019 was comparable to that of last year. She stated that the number of CEGEP students increased by 400 students (or 20%) compared to last year and highlighted that McGill continued to have high enrolment from international students, with the top five countries being China, United States, France, India and Turkey.

The Principal then spoke to university rankings. She reported on the Times Higher Education (THE) World University Rankings, where McGill ranked 42nd in the world (up 2 spots from last year). She noted that McGill remained one of three Canadian universities

among the top 50 in the world, with strong showing in teaching, research, and international outlook. Among Canadian universities, McGill ranked 3rd, behind the University of Toronto (18) and the University of British Columbia (34). The Principal also referred to the Shanghai Academic Ranking of World Universities, indicating that McGill's world ranking dropped to 90th from 70th, which put McGill in a tie with McMaster University for third place in Canada. She explained that this particular ranking employed a specific methodology, including narrow criteria focusing on highly cited researchers within the sciences and the number of Nobel prizes awarded to academic members of the institution. The Principal then reported that McGill was ranked 30th (out of 20,000 universities assessed) in the world by the Center for World University Rankings (CWUR). She then reported on Maclean's 2020 rankings, highlighting that McGill had taken the top spot for medical-doctoral universities for the 15th straight year.

With regard to government relations, the Principal reported that on September 18, 2019, the Quebec Government introduced Bill 37, which aimed to centralize procurement for the Government of Quebec, including government ministries, public agencies and institutions in the health and education sectors. She mentioned that assessment by McGill administrators and administrators across Quebec universities had shown that centralized procurement was not well adapted to the university sector, and, in particular, to research goods and services. She noted that the University would continue to review the Bill and work closely with the *Bureau de coopération interuniversitaire* (BCI) to determine next steps, including participation in hearings before the Parliamentary commission.

The Principal also informed members that McGill was working closely with the BCI and other Quebec universities to develop a common strategy for the 2020 provincial budget, and ensuring the government was aware of the key role of higher education in long-term economic and social prosperity.

The Principal then reported on the City of Montreal's *Grand Parc de l'Ouest*, noting that the City had recently announced the establishment of Canada's largest park on the West Island and l'Île-Bizard. She stated that the proposed park would cover the entirety of the Macdonald campus and that the City had indicated that there would be an agreement with the University regarding the establishment of this park.

The Principal informed members of the University's collaboration with the Quebec government to transform a portion of the former Royal Victoria Hospital site into a global hub for learning, research and innovation in Sustainability Systems and Public Policy.

With respect to external relations, the Principal reported that she had attended a working meeting in September at the Rockefeller Foundation that focused on the United Nations' 17 sustainable development goals (SDGs). She also stated that McGill had joined the University Global Compact group, a global platform of higher education institutions committed to working in partnership with the United Nations in support of the SDGs.

Concerning community relations, the Principal informed members that McGill hosted successful Homecoming events at the end of September, which included the launch of the \$2 billion fundraising campaign, the most ambitious in the University's history. She mentioned that the funds would be directed to four key areas: opportunities that open doors, research that changes lives, innovation that drives progress, and education that shapes future-ready students. She also announced that Dr. Jane Goodall delivered an inspiring Beatty Memorial Lecture and that she also received a Doctor of Science, *honoris causa*, from McGill University.

The Principal then reminded members that the Fall Convocation ceremonies were taking place on October 29 at Place des Arts and encouraged members to attend.

The Principal reported that McGill had signed a Memorandum of Understanding (MOU) for graduate scholarships with the Bangomata National Cellular and Molecular Center (BNCMC)/Bangladesh Medical Research Council (BMRC). Under the MOU, McGill would train PhD students in areas of research that were particularly relevant for Bangladesh as it moved forward to implement the Prime Minister's long-term goal of achieving the status of a developed country. She thanked Governor Edith Zorychta for facilitating the partnership.

The Principal concluded her remarks with examples of external recognition of members of the community, including: Professors Nahum Sonenberg and Dr. Michael N. Pollak that will lead the new "Stand Up to Cancer Canada Metastatic Breast Cancer Dream Team," which received federal funding of up to \$6M; twelve McGill scholars that were inducted into the Royal Society of Canada, including three new members to the College of New Scholars, Artists and Scientists, and nine new Fellows; and Professor Paul François who had been named winner of the Rutherford Medal in Physics. She also announced that McGill was named the International Green Gown Awards Sustainability Institution of the Year for its "ambitious yet realistic" Vision 2020 Sustainability Strategy at the UN High Level Political Forum. Lastly, she shared the news that the varsity football team claimed the Shaughnessy Cup and also won the Homecoming game against the Université de Sherbrooke, and that the men's rugby team defeated Harvard for the Covo Cup, marking the anniversary of the historic 1874 rugby-football game.

In closing, the Principal mentioned that McGill would again be holding a campaign in support of Centraide of Greater Montreal. She announced that the Secretary-General was returning as co-chair of the 2019 campaign, joined by Dean Leckey of the Faculty of Law. The Secretary-General briefly spoke about McGill's association with Centraide and encouraged members of the Board to participate in the campaign.

In response to a question regarding McGill's decision not to cancel classes on the day of the climate change march, the Principal explained that the University had an obligation to provide classes and services to its students, and that it put in place measures so as to not penalize students for missing class on that day. She also expressed her confidence in the ability of instructors to make appropriate accommodations.

In response to a question regarding the MOU with the Bangamata National Cellular and Molecular Center and the Bangladesh Medical Research Council, Governor Zorychta specified that 40 to 50 PhD students would benefit from the new scholarship program for up to 4 years. She added that the MOU initiative also included a new Bangladesh-McGill Scholars Centre, which would organize lectures, meetings and social events, as well as provide mentoring and general assistance with the goal of allowing scholars to establish links that would prove fruitful when they returned home. Governor Zorychta highlighted that these students would have guaranteed jobs when they returned to Bangladesh.

In response to a question about the Federal election, the Principal stated that the University was working with the U15 sector and Universities Canada to advocate for the post-secondary education sector.

12. Board Committee Reports

12.1 Report of the Investment Committee

[GD19-11]

Mr. Joel Raby, Chair of the Investment Committee, presented the Report of the Investment Committee, arising from the Committee's meeting of September 24, 2019. The Report contained a recommendation to make modifications to the Statement of Investment Policy (SIP).

Mr. Raby explained that the Investment Committee proposed revisions to the benchmarks, namely to change the allocation attributed to the S&P 500 (50% USD hedged) to 14% (down from 20%) and to add a new item for small cap U.S. equities: Russell 2000 (50% USD hedged) with an allocation of 6%.

He stated that the Investment Committee also recommended changes to the asset mix, specifically reducing the target allocation to large cap U.S. equities to 14% as well as the minimum and maximum allocation to 10% and 20%, and adding an item for small cap U.S. equities with a target allocation of 6% and a minimum and maximum allocation of 0% and 10%.

Following the presentation, members reviewed the recommendations and approved the motion, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Investment Committee, approved the revisions to the Statement of Investment Policy, as presented in Appendix A.

Mr. Raby also presented the 2018-2019 Report on Endowment Performance, which provided an overview of various features of the McGill Investment Pool (MIP) for the

University's fiscal period ending April 30, 2019, including distribution and expenses, as well as performance and asset allocation of the MIP. He commented that the performance had been very good in the last several years, highlighting that it had outpaced the rate of inflation.

In response to a question about the performance of fossil fuel free investments, Mr. Raby stated that the University had committed to increasing to 80% by 2021 the percentage of assets in the McGill Investment Pool (MIP) managed by investment managers that have adopted an Environmental, Social, and Governance (ESG) policy and/or are signatories of the United Nations Principles for Responsible Investment (UNPRI). He mentioned that the percentage of MIP assets managed by such managers was already at 81%, which surpasses the objective two years in advance.

In closing, Mr. Raby introduced Ms. Sophie Leblanc, Chief Investment Officer and Treasurer, and informed members that the Office of Investments had undergone an internal audit of its activities, which resulted in a rating of "Satisfactory", which is the highest possible rating. He congratulated the Chief Investment Officer on this result.

12.2 Report of the Audit Committee: Auditor's Opinion [GD19-04]
on Financial Report and Audited Financial Statements
for Year Ended April 30, 2019

Professor Yves Beauchamp, Vice-Principal (Administration and Finance), presented the Report of the Audit Committee arising from the Committee's meeting of September 23, 2019, on behalf of Maarika Paul, Chair of the Audit Committee.

12.2.1 Financial Report to the Board of Governors 2018-2019
Audited Financial Statements and Auditor's Report

Vice-Principal Beauchamp reported that the Audit Committee reviewed the 2018 – 2019 Financial Report and an analysis of the financial statements. He presented the Report highlights and stated that the Audit Committee recommended to the Board of Governors the approval of the Auditor's Report and Audited Financial Statements for the fiscal year ending April 30, 2019.

Following his presentation, members approved the motion, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Audit Committee approved the 2018-2019 Financial Report to the Board of Governors including the External Auditor's report and the Audited Financial Statements of The Royal Institution for the Advancement of Learning/McGill University for the year ended April 30, 2019.

12.2.2 Appointment of External Auditors for Fiscal Year 2020

The Vice-Principal (Administration and Finance) reported that at its meeting on October 5, 2017, the Board of Governors reappointed Deloitte as McGill's auditors for the fiscal year ending in April 30, 2018. He specified that based on that decision, any further reappointment of Deloitte was subject to an annual approval by the Board.

Vice-Principal Beauchamp stated that the Audit Committee recommended that the Board approve the appointment of Deloitte as McGill's external Auditors for the fiscal year ending April 30, 2020, which represented the third year of the five-year contract.

Members approved the recommendation, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Audit Committee, approved the appointment of Deloitte as external auditors of the University for the fiscal year ending April 30, 2020.

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

12.3 Report of the Building and Property Committee

[GD19-12]

Vice-Principal Beauchamp presented the Report of the Building and Property Committee (BPC) arising from the Committee's meeting of September 10, 2019, on behalf of Governor Peter Coughlin, Chair of the BPC.

12.3.1 Human Pain Genetics (CERC) Renovation Project

Professor Yves Beauchamp, Vice-Principal (Administration and Finance), explained that the BPC reviewed the request to proceed with Lots 2 and 3 of the renovation at the Lyman Duff Medical Building in support of the Human Pain Genetics (CERC). He specified that the funding requested at this time was \$12,035,080, bringing the total budget to \$15,000,000, noting that the project was mainly funded by an infrastructure award under the *Programme de soutien à la recherche, volet 2: Soutien au financement d'infrastructures de recherche (PSRv2)* provided by the *Ministère de l'Économie et de l'Innovation* (MEI) and by McGill University's deferred maintenance allocation under the capital budget.

Following the presentation, members approved the recommendation as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved the Human Pain Genetics (CERC) Renovation Project at the Lyman Duff Medical Building (14-176), at a cost of \$12,035,080, to bring the project budget for this project to \$15,000,000.

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.

12.3.2 Extension for Disposition of Property at Macdonald Campus – Brittain Hall

Vice-Principal Beauchamp presented the request to extend the deadline for the sale of Brittain Hall to John Abbott College (JAC) by an additional 6 months to April 27, 2020. He explained that the additional extension was necessary as the government had made a number of requests to JAC that must be completed prior to the sale, notably that it had asked JAC for information with respect to the costs to renovate the building.

Members reviewed the recommendation and approved the motion, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved to extend by 6 months, to April 27, 2020, the timeframe for the sale of Brittain Hall and the land on which it stands, to John Abbott College.

12.4 Report of the Nominating, Governance and Ethics Committee [GD19-13]

Governor Samuel Minzberg, Chair, Nominating, Governance and Ethics Committee, presented Part 2 of the Report of the Nominating, Governance and Ethics (NGE) Committee, arising from the Committee's meeting of September 16, 2019.

12.4.1 Board Standing Committees

Governor Minzberg informed members that the NGE Committee reviewed the status of appointments on all Board Standing Committees and recommended a number of appointments and reappointments.

Members approved the recommendations, as presented.

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 reappointment of Ms. Tina Serafin as a member of the Building and Property Committee for a three-year term commencing July 1, 2020 and ending June 30, 2023.*

[With respect to the Executive Committee]:

- *The reappointment of Mr. Pierre Matuszewski as a member of the Executive Committee for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of his first term on the Board of Governors.*

[With respect to the Finance Committee]:

- *The reappointment of Mr. Pierre Matuszewski as a member and Chair of the Finance Committee for a term commencing July 1, 2020 and ending June 30, 2022, to coincide with the end of his first term 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 Human Resources Committee for a three-year term commencing July 1, 2020 and ending June 30, 2023.*

12.4.2 Internal and External Non-Board Bodies

Governor Minzberg presented recommendations concerning a number of appointments on internal and external non-Board bodies.

Following his presentation, members approved the recommendations, as presented.

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 Ms. Cynthia Price-Verreault as a member designated by the Board of Governors to the McGill Sports Hall of*

Fame Committee for a two-year term commencing October 1, 2020 and ending September 30, 2022.

- *The reappointment of Ms. Cynthia Price-Verreault as a representative of the Board of Governors on the Advisory Committee for Principal's Award for Administrative and Support Staff for a two-year term commencing January 1, 2021 and ending December 31, 2022.*
- *The reappointment of Ms. Ann Vroom as a representative of McGill University on the McCord Stewart Museum Corporation and Board of Directors for a three-year term commencing January 1, 2020 and ending December 31, 2022.*
- *The appointment of Professor Catherine Desbarats as a representative of McGill University on the McCord Stewart Museum Corporation and Board of Directors for a term commencing immediately and ending December 31, 2022.*

In closing, Governor Minzberg reported that the NGE Committee also discussed student representation on the Board of Governors at its last meeting. He reported that the Committee would evaluate, at its next meeting, how student representation on McGill's academic governing body, the Senate, compares to that of other Universities.

In response to a question about representation on the Board of Governors of McGill Course Lecturers and Instructors (MCLIU), the Secretary-General stated that the NGE Committee was informed of the request at its May 2019 meeting. She stated that the Committee would review the matter in the context of upcoming governance reviews.

12.5 Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) [GD19-14]

Governor Maryse Bertrand presented the Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) arising from the Committee's meeting of September 18, 2019, on behalf of Governor Cynthia Price-Verreault, Chair of CAMSR.

Governor Bertrand reported that at the September meeting, Committee members discussed the work completed to date and shared their initial thoughts on the types of actions the Committee should consider. She specified that the Committee was entering the next phase of its process, which focused on preparing the report to the Board for its meeting of December 5, 2019.

13. Annual Report on McGill Sustainability and Climate Initiatives [GD19-15]

Vice-Principal Beauchamp, assisted by Mr. François Miller, Sustainability Director, presented the 2018-19 Annual Report on McGill Sustainability and Climate Initiatives. The report provided an overview of all initiatives and accomplishments in 2018-19 in the areas of governance, research and education, and operations. Mr. Miller highlighted that the University secured a \$1.8M contribution from the Federal Government's Low Carbon Economy Fund to implement three projects that will have combined reductions of 9,900 tCO₂e per year once they are online. He also presented highlights of the Sustainability Project Fund, noting that it had provided \$250,000 to accelerate the greening of McGill's fleet of vehicles.

In response to a question about how McGill compared to other universities, Mr. Miller explained that McGill used the sustainability rating system provided by the Association for the Advancement of Sustainability in Higher Education to benchmark itself against other universities. He reported that the Sustainability Tracking, Assessment and Rating System (STARS) was used widely by higher education institutions across North America, highlighting that McGill had earned the Gold rating in 2016. He stated that McGill aimed to attain the highest level, Platinum, by 2030. In response to a question about the STARS rating, Mr. Miller indicated that it was based on a self-reporting framework and added that McGill would complete the exercise again in 2020.

Secretary's Note: At the meeting, a question was asked about which universities had reached the STARS Platinum level. Following the meeting, Mr. Miller indicated that the five universities that had attained the Platinum rating were: Colorado State University, Stanford University, Thompson Rivers University, University of California, and University of New Hampshire.

14. Presentation: Faculty of Arts [GD19-16]

Professor Antonia Maioni, Dean of the Faculty of Arts, provided an overview of activities, initiatives and developments within the Faculty of Arts. She presented data on enrolment and described the Faculty's research strengths and academic programs. She also highlighted some of the Faculty's current initiatives, including the Indigenous Studies and Community Engagement Initiative which was supported by a US\$ 1.25-million grant from the Andrew W. Mellon Foundation.

Following the presentation, members discussed challenges and opportunities facing the Faculty, including the need for more space, the desire to increase interdisciplinarity and to offer more experiential learning opportunities. In response to a question about how the Faculty compared to other universities, Dean Maioni explained that the Faculty of Arts' main competitors were the faculties at the University of Toronto and the University of British Columbia.

In response to a question about the Indigenous Studies and Community Engagement Initiative, Dean Maioni explained that this initiative would build on existing Faculty offerings, and lead to more community partnerships.

In response to a question about space, Dean Maioni specified that, in the short term, the lack of space affected the class sizes, noting that in the long term, more space would be needed for the Faculty to be able to grow and build more partnerships.

15. Other Business

There was none.

The meeting ended at 6:45 p.m.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON OCTOBER 3, 2019

1. Report on New Appointments, Promotions and Tenure

The Board of Governors approved the appointment of one new Associate Professor with tenure and the promotion of four Associate Professors to the rank of Full Professors.

2. Report of the Advisory Committee

The Board of Governors approved, on the recommendation of the Principal and pursuant to the advice of an advisory committee, the reappointment of Professor Christopher Manfredi as Provost and Vice-Principal (Academic) for a second five-year term, beginning July 1, 2020 and ending June 30, 2025.