



Minutes of Open Session

Thursday, December 16 2021 21-22 BR:02

Minutes of a meeting of the Board of Governors held on Thursday, December 16, 2021 at 4:00 p.m. via the Zoom Conferencing Application.

Present:

Babinski, Bob	Headon, Fred	Piggott, Adrienne
Bertrand, Maryse (<i>Vice-Chair</i>)	Jabalpurwala, Inez	Pilote, Louise
Boychuk, Michael	Kouchakji, Kristi	Price-Verreault, Cynthia
Desnoyers, Alan	Louisa, Rod	Rohrbach, Petra
Downie, Claire	Matuszewski, Pierre	Sakhia, Samira
Fortier, Suzanne	Panda, Ram (<i>Chair</i>)	Sciortino, Karen
Halperin, Stephen	Paul, Maarika	Zorychta, Edith

Regrets: Peter Coughlin, Claude G n reux (*Vice-Chair*), Nikulas Dworek, Lucy Gilbert, John McCall MacBain, Samuel Minzberg, Professor Christopher Manfredi, Provost and Vice-Principal (*Academic*).

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

Resource Persons: Professor Yves Beauchamp, Vice-Principal (*Administration and Finance*);

Guests: Mr. Louis Arseneault, Vice-Principal (*Communications & External Relations*); Ms. Veronique Belanger, Chief of Staff, Office of the Principal and Vice-Chancellor; Professor Martha Crago, Vice-Principal (*Research and Innovation*); Dr. David Eidelman, Vice-Principal (*Health Affairs*) and Dean of Medicine and Health Sciences; Mr. Marc Weinstein, Vice-Principal (*University Advancement*); Professor Fabrice Labeau, Deputy Provost (*Student Life and Learning*); Dr. Richard Martin, Executive Director Analysis, Planning and Budget Unit.

9. Chair's Remarks

Governor Ram Panda, Chair of the Board of Governors (*Chair*), welcomed members to the second regular meeting of the Board of Governors for the 2021 – 2022 governance year. He introduced and welcomed Ms. Claire Downie, the new student member now serving as the SSMU representative on the Board of Governors, replacing Darshan Daryanani who was currently on leave from his position as SSMU President.

10. Consent Items

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

8.1 Minutes (*Open Session*) of October 7, 2021

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

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| 10.2 | Report of the Executive Committee | [GD21-29] |
| 10.3 | Report of the Building and Property Committee | [GD21-30] |

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 by giving an update on the end of the fall semester, noting that the University had been able to hold 85% of classes in person. She emphasized that there were almost no recorded cases of COVID-19 transmission in classrooms, save for one case in a research lab in September. The Principal addressed the wave of increased COVID-19 transmission that was spreading through the province and noted that this development was happening at the beginning of the holiday break when there would be fewer gatherings on campus. She iterated that the University would not increase on-campus presence of administrative staff to 40%, as originally planned, but would instead remain at 30% until further notice. She added that the administration planned to approach the winter semester with the same strategy that they approached the fall semester, with large classes being held virtually and only smaller classes in-person. The Principal asserted that the University had tested new safety measures as part of its contingency plans and was therefore ready to handle the situation as it evolves. She took a moment to acknowledge the leadership of the Deputy Provost, Student Life and Learning during the entire COVID-19 period and commended the team at the University’s Emergency Operations Center for their hard work.

The Principal noted that she would not delve too deeply into the topic of government relations as she had already shared a lot of information at the Executive Committee meeting. She stated that she had met with Deputy Minister of Innovation, Science and Economic Development, Simon Kennedy and his team to discuss the New Vic project, and had received good advice. She also noted that there was a new House of Commons Science and Research Committee, created following unanimous consent by all political parties last spring and chaired by former Minister of Science, Dr. Kirsty Duncan. The Principal noted that the University was looking forward to working with the Committee, which has a mandate to study matters related to science and research. In terms of provincial developments, she noted that the newly released report of the Commission on Academic Freedom (*Commission scientifique et technique indépendante sur la reconnaissance de la liberté académique dans le milieu universitaire*) had garnered strong reactions from institution leads, who generally agreed that there was no need for a law to protect academic freedom when such matters could be handled internally. She added that Minister of Higher Education Danielle McCann had announced that she intended to analyze the working group’s recommendations and would make her intentions public in due time.

As a brief update regarding community relations, the Principal shared that she had attended an event earlier in the week to celebrate a gift to the McGill and Concordia basketball

programs from George Lengvari. She noted that Mr. Lengvari was an alum of both universities and had played basketball for three years at McGill, serving as team captain from 1964-65. She noted that Mr Lengvari had donated \$1 million to each university to go towards their respective basketball teams.

To conclude her remarks, the Principal offered kudos to two McGill researchers, Professor Michel Biron (Département des littératures de langue française, de traduction et de création) and Professor Susanne Lajoie (Department of Educational and Counselling Psychology), for the receipt of research prizes from the *Association canadienne-française pour l'avancement des sciences* for their exceptional contributions to their fields. She also praised Pathology PhD candidate Prisca Bustamante for winning a Mitacs award for outstanding innovation, and Professors Simon Caron-Huot, Sangyon Jeon, and Robert Brandenberger for receiving research medals from the Canadian Association of Physicists.

13. Board Committee Reports: Part II

13.1 Report of the Finance Committee

[GD21-31]

Governor Pierre Matuszewski, Chair of the Finance Committee, presented the Report of the Finance Committee arising from the Committee meeting of December 3, 2021. He noted that the report contained one item requiring approval.

13.1.1 Revised Resolution concerning the Short-Term Line of Credit with Financement Québec

Governor Matuszewski informed the Board that the Finance Committee had received a presentation of proposed revisions to the resolution that had been adopted by the Committee at its April 16th meeting and subsequently by the Board of Governors at its April 22nd meeting. He noted that these revisions were further to conversations between the University and the *Ministère de l'Enseignement supérieur* (MES) and *Financement-Québec*. He added that the amendments, which had been reviewed by Legal Services, included making financing available immediately for expenditures on MES-funded capital projects, compliance with section 83 of the Financial Administration Act, and a requirement for dual signatory authorization from the University for the credit agreement.

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 Finance Committee, approved the revised resolution as a condition to establish a short-term line of credit facility with Financement-Québec.

13.1.2 Budget Planning 2022 – 2023: Report I

Governor Matuszewski called on Professor Fabrice Labeau to present the report for information on behalf of Professor Christopher Manfredi, Provost and Vice-Principal (Academic).

Professor Labeau noted that the budget planning report was the first of three budget presentations for FY2023. He reminded the Board that they had approved, for FY2022, an operating budget with an anticipated deficit of \$9.8 million, including a \$15 million contingency. He noted that, as of October 2021, both revenues and expenses were not expected to be lower than originally anticipated, with an anticipated deficit of \$7.6 million, including a \$7.5 million contingency. Professor Labeau noted that enrolment was comparable to fall 2020, based on October 2021 census data, but stated that there had been changes within specific categories. He highlighted that there had been a decrease in enrolments of international students but added that the loss of deregulated revenues had been partially offset by gains in regulated tuition.

Professor Labeau noted that high-level budget planning priorities for FY2023 included, first and foremost, keeping staff and students safe. He also stated that it was important to maintain the critical operations of the University while presenting a balanced budget. He noted that the University anticipated that most units would get back to pre-COVID levels for FY2023, which would allow self-financing units to earn sales of goods and services revenues.

13.2 Report of the Nominating, Governance and Ethics (NGE) Committee (Part II) [GD21-32]

Governor Stephen Halperin, Vice- Chair of the Nominating, Governance and Ethics (NGE) Committee, presented presented Part II of the Report of the NGE Committee, arising from the Committee’s meeting of November 29, 2021 on behalf of the Committee’s Chair Samuel Minzberg.

13.2.1 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 Audit & Risk Committee]:

- *The reappointment of Mr. Francois Laurin as a member of the Audit & Risk Committee for a further one-year term to June 30, 2023.*

[With respect to the Building and Property Committee]:

- *The appointment of Mr. Ram Panda as a member of the Building and Property Committee to succeed Mr. Peter Coughlin for a term commencing July 1, 2022 and ending June 30, 2024, to coincide with the end of his term on the Board.*

[With respect to the Committee to Advise on Matters of Social Responsibility (CAMSR)]:

- *The appointment of Ms. Claire Downie as a member of the Committee to Advise on Matters of Social Responsibility to succeed Mr. Darshan Daryanani for a term commencing immediately and ending May 31, 2022.*

[With respect to the Executive Committee]:

- *The appointment of Mr. Stephen Halperin as a member of the Executive Committee for a one-year term commencing July 1, 2022 and ending June 30, 2023, to coincide with the end of his term on the Board of Governors.*

[With respect to the Finance Committee]:

- *The appointment of Mr. Peter Coughlin as a member of the Finance Committee to succeed Mr. Eric Rodier for a three-year term commencing July 1, 2022 and ending June 30, 2025.*
- *The reappointment of Mr. Simon Lauzier as a member of the Finance Committee for a three-year term commencing July 1, 2022 and ending June 30, 2025.*

[With respect to the Information Technology (IT) Committee]:

- *The appointment of Mr. Ram Panda as a member of the IT Committee to succeed Ms. Martine Turcotte for a term commencing July 1, 2022 and ending June 30, 2024, to coincide with the end of his term on the Board of Governors.*

[With respect to the Investment Committee]:

- *The appointment of Mr. Don Lewtas as Chair of the Investment Committee to succeed Mr. Joel Raby for a two-year term commencing July 1, 2022 and ending June 30, 2024.*
- *The reappointment of Mr. Warren Smith as a member of the Investment Committee for a three-year term commencing July 1, 2022 and ending June 30, 2025.*
- *The reappointment of Ms. Anik Lanthier as a member of the Investment Committee for a three-year term commencing July 1, 2022 and ending June 30, 2025.*

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

- *The appointment of Mr. Ram Panda as a member of the Nominating, Governance and Ethics Committee for a term commencing July 1, 2022 and ending June 30, 2024, to coincide with the end of his term on the Board.*

[With respect to the McGill Equity, Diversity and Inclusion Committee (EDIC) –(formerly JBSCE)]:

- *The appointment of Ms. Inez Jabalpurwala as member and co-chair appointed from among the Board’s members-at-large or alumni members for a term commencing immediately and ending June 30, 2024, to coincide with the end of her term on the Board.*

13.3 Report of the Committee to Advise on Matters of Social Responsibility

[GD21-33]

Governor Cynthia Price Verreault, Chair of Committee to Advise on Matters of Social Responsibility (CAMSR) presented the CAMSR Report arising from the Committee’s meeting of November 9, 2021.

13.3.1 Consideration of Expression of Concern

Governor Price informed the Board that CAMSR had met to further discuss and evaluate the expression of concern that it received from a member of the McGill community calling on the Board of Governors to act in light of certain alleged working conditions of Dollarama warehouse workers. She noted that the Committee had been undertaking due diligence to assess the merits of the claims made in its review of the expression of concern. She noted that the Committee would be meeting again in the winter term to continue its analysis of the expression

of concern, and that a report would be presented to the Board of Governors following the Committee's review of the submission.

13.3.2 Update Regarding the *Caisse de dépôt et placements du Québec*

Governor Price noted that the Committee had received an update relating to the strategy of the *Caisse de dépôt et placement du Québec* for achieving carbon neutrality, following a request for this information made at an earlier meeting.

14. Reports

14.1 Annual Report University Advancement (2020-2021) [GD21-34]

Mr. Marc Weinstein, Vice-Principal (University Advancement) presented the Annual Report on University Advancement, including an overview of UA's achievements in FY21, as well as objectives and priorities for the year ahead.

Mr. Weinstein noted that University Advancement had experienced its second-best fundraising year ever in FY21, despite the challenges presented by the COVID-19 pandemic. He iterated that almost \$180 million dollars in gifts and pledges were received, with 45% of funds going to support students directly through bursaries or other means. He praised the UA team for working tirelessly to promote the University and for remaining motivated and effective in a virtual work situation. Mr. Weinstein also praised the University's volunteer network, noting that other universities were looking at McGill's volunteer structure as an example.

Mr. Weinstein also noted that the virtual format of events like the homecoming ceremony, which featured a lecture by Dr. Anthony Fauci, allowed for more participants, and therefore generated more traffic to the McGill website. He noted that UA had a dedicated team working with the Office of the Vice Principal, Communications and External Relations to maintain a significant social media following. He added that these initiatives, as well as the Made by McGill campaign and website, had contributed significantly to the University's fundraising success.

In response to a question about how the current wave of COVID-19 infections would affect UA activities, Mr. Weinstein noted that in-person activities would have to be paused until the situation improved but emphasized that many donors were still stepping up within a virtual fundraising landscape.

15. Other Business

There was none.

The meeting ended at 6:24 p.m.

Secretary's note: Ms. Edyta-Rogowska, Secretary General, noted that a Community Session would not be held as no follow-up questions had been received to the responses provided.

END.

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON DECEMBER 16, 2021

1. Recommendations Arising from Statutory Advisory Committee Process

The Board of Governors, on the recommendation of the Principal, approved the reappointment of the Vice Principal (Administration and Finance), Professor Yves Beauchamp, for a second five-year term, starting July 1, 2022 and ending on June 30, 2027. The Board also approved the reappointment of the Vice-Principal (Communications and External Relations), Mr. Louis Arsenault, for a second five-year term, starting July 1, 2022 and ending on June 30, 2027.

2. Report on New Appointments, Promotions and Tenure

The Board of Governors approved the appointment of two Professors to the rank of Full Professor with tenure.

3. Call for Tenders for Health Insurance for International Students

The Board of Governors approved a proposal to execute a Call for Tenders for the purchase of health insurance for McGill's international students. Since 1979, the University has facilitated access to such insurance by consolidating the demand of its international students to execute contracts with insurance companies with competitive pricing.

4. Board Committee Reports

4.1 Report of the Nominating, Governance and Ethics (NGE) Committee (Part I)

The Board of Governors approved the recommendation of the Nominating, Governance and Ethics Committee to appoint Governor Maryse Bertrand as McGill's Chair of the Board of Governors. She will assume her duties as Chair on July 1, 2022, for a four-year term effective until June 30, 2026. The Board also approved the extension of the term of office of Governor Claude Généreux, the current Vice-Chair of the Board of Governors, for a further one-year term, commencing July 1, 2022 and ending June 30, 2023.

The Board of Governors, on the recommendation of the Nominating, Governance, and Ethics (NGE) Committee, approved the appointment of Mr. Jonathan Sigler as a member-at-large of the Board of Governors of McGill University, for a five-year term commencing July 1, 2022 and ending June 30, 2027. The Board also approved the re-

appointment of two current members-at-large, Governor Pierre Matuszewski and Governor Maarika Paul.

In addition, the Board received notices of motion for the proposed appointment of a new member-at-large, and for proposed amendments to the University Statutes.

4.2 Report of the Building and Property Committee

The Board of Governors, on the recommendation of the Building and Property Committee, approved the purchase of an automated library storage system as part of the development project for the Library Collection Management Facility.

4.3 Report of the Building and Property Committee & Finance Committee: Implementation of the McGill University Master Plan: Executive Summary

The Board of Governors received, for information, the Joint Report of the Building and Property Committee and Finance Committee, arising from the Building and Property Committee Meeting of December 3, 2021 and the Finance Committee Meeting of December 13, 2021.

5. Report of the Investment Committee

The Board of Governors received, for information, a report of the Investment Committee arising from the Committee meeting of December 7, 2021.