

Minutes of Open Session

Monday, May 16, 2016 15-16 BR:06

Minutes of a meeting of the Board of Governors held on Monday, May 16, 2016 at 1:00 pm in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

PRESENT:

Borque, Nathalie	Haynes, Bryan	Di Grappa, Michael
Boychuk, Michael	(by phone)	Dyens, Ollivier
Chisholm, Victor	Ibrahim, Kareem	Goldstein, Rose
Cobbett, Stuart (Chair)	Meighen, Michael	Manfredi, Christopher
Critchley, Ronald	Murphy, Sean	Marcil, Olivier
Coughlin, Peter	Nystrom, Derek	Weinstein, Marc
Fortier, Suzanne	Panda, Ram	
Généreux, Claude	Shrier, Alvin	Arshad, Victor
(Vice-Chair) (by phone)	Zorychta, Edith	(Governance Officer)
Halperin, Stephen (by phone)	<i>Resource Persons</i>	Rogowska, Edyta
	Aberman, Susan	(Associate Director)
		Strople, Stephen
		(Secretary-General)

Invited Guests: Geoffrey Phillips, Assistant Director, Sport Programs and Student Athletes; François Miller, Sustainability Manager, Office of Sustainability (MOOS); Yasmeen Dawoodjee, Gabrielle Davidson, Liam Heelis, Student Athletes; François Pouliot, Director, Procurement Services; Morty Yalovsky, Interim Dean, Vice-Principal (Administration and Finance); Ben Ger, incoming President of SSMU; Victor Frankel, incoming Secretary-General of PGSS.

Regrets: Maryse Bertrand, Kathy Fazel, David Noble Harpp, Tina Hobday, Samuel Minzberg, Cynthia Price, Danielle Toccalino, Martine Turcotte, Thierry Vandal, Josefina Zalba.

Stuart (Kip) Cobbett, Chair of the Board of Governors, 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.

He requested that the minutes from the Open session reflect the remarks and announcements from the Closed session.

7. Chair's Remarks and Announcements

The Chair welcomed members to the fifth and final regular meeting of the Board of Governors for the 2015-2016 governance year. The Chair informed the Board that the Principal was attending the inaugural meeting of the Economic Council on Growth in Ottawa. As the Council meeting was an all-day event, the Principal was attending a part of the Council meeting and would be back at McGill to join the Board meeting in progress. .

The Chair acknowledged the terms ending of the following student members: Danielle Toccalino, Kareem Ibrahim, and Josefina Zalba. On behalf of the Board, he thanked them for their contributions to the Board and its Committees. He also introduced and welcomed the following incoming student members to the Board and who will begin their terms June 1, 2016: Victor Frankel, incoming Secretary-General of the Postgraduate Students' Society, Ben Ger, incoming President of the Students' Society of McGill University, and Florence Vachon-Laberge, Vice-President of University Affairs for the Macdonald Campus Students Society. The Chair also acknowledged Sean Murphy, who would continue serving as the representative of the McGill Association of Continuing Education Students on the Board of Governors and thanked him for his contributions to date and willingness to continue serving.

The Chair also informed members that this would be the last Board meeting for both Secretary-General Stephen Strople, who will be retiring as of July 1, 2016, and Vice-Principal (Administration and Finance) Michael Di Grappa, who will be leaving McGill to start a new position in private sector in June 2016.

He highlighted Secretary-General Strople's successful career that spanned 24 years at two universities (McGill and the University of New Brunswick). Secretary-General Strople started his position at McGill in November 2009 and made a number of valuable contributions to the Board's governance processes. The Chair thanked him for his contributions to the University as under his leadership, the Secretariat developed a much stronger governance foundation to support the activities of the Board and its Committees. The Chair also welcomed Edyta Rogowska as the incoming Secretary General and Victor Arshad as Governance Officer to the Board.

The Chair thanked Vice-Principal Di Grappa for his leadership and service in supporting the Board of Governors and its Committees. Lastly, he welcomed Professor Morty Yalovsky as Interim Vice-Principal (Administration and Finance) and thanked him for taking on the position.

8. Approval of the Minutes (Open Session) of April 21, 2016

On a motion duly proposed and seconded, the Open session minutes from the meeting held April 21, 2016, were approved.

9. Business Arising from Open Session Minutes

There was none.

10. Presentation on Athletics

Presentation

The Chair introduced and welcomed Mr. Geoffrey Phillips, Assistant Director, Sport Programs and Student Athletes, who gave an overview of McGill's athletic programs and their remarkable achievements. Three of McGill's top student athletes, Gabrielle

Davidson from women's hockey, Yasmeen Dawoodjee from women's volleyball, and Liam Heelis from men's hockey also gave a presentation about how athletics enriched their student life and learning experiences. On behalf of the Board of Governors, the Chair thanked Mr. Phillips and the students for their presentation.

10. Renewal of Lease and MOA with Student Associations

[GD15-59]

Professor Ollivier Dyens, Deputy Provost (Student Life and Learning) presented a Renewal of Lease with SSMU and a Memoranda of Agreement with MCSS. In response to a question regarding whose responsibility it was to perform background checks on employees of SSMU Daycare Inc., the Deputy Provost replied that it was written in documents that all employees must provide information for a background check and that SSMU assumed responsibility. He also noted there have been no issues to date. In regards to a question regarding why the MOA with MCSS was being renewed now when it had expired in May 2015, the Deputy Provost replied that while negotiations were straightforward, discussions had slowed down during the summer months, and that it had been ready earlier but due to scheduling difficulties, could not be placed on the Board's agenda until this meeting. The Board voted in favour of both recommendations with one abstention from Mr. Kareem Ibrahim, student member and president of SSMU, due to conflict of interest.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Deputy Provost (Student Life and Learning), approved the Agreement of Lease with the Garderie SSMU Inc. / SSMU Daycare Inc. and the Memoranda of Agreement with the Macdonald Campus Students' Society (MCSS).

The Board of Governors also authorized the Deputy Provost (Student Life and Learning) to sign the said Agreement of Lease and Memoranda of Agreement.

11. Standing Board Committee Reports

11.1 Audit Committee

[GD15-60]

Governor Michael Boychuk, Chair of the Audit Committee, presented the Report of the Audit Committee's arising from the Committee's meeting of May 10, 2016. He described the major items considered by the Committee, including revisions to its Terms of Reference and annual reports.

11.2 Nominating, Governance and Ethics Committee

[GD15-61]

Governor Edith Zorychta presented the Report of the Nominating, Governance and Ethics Committee (NGE) on behalf of Sam Minzberg, Chair of the NGE Committee, arising from the Committee's meeting of May 12, 2016. The Committee recommended the following appointments and reappointments to Advisory Committees, Board Standing

Committees, as well as Internal and External Non-Board Bodies, all of which were subsequently approved:

11.2.1 Appointments to Advisory Committees

- A) With respect to the Advisory Committee for the Selection of the Vice-Principal (Research and Innovation):

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of **Ms. Mannon Vennat** as an alternate representative of the Board of Governors on the Advisory Committee for the Selection of the Vice-Principal (Research and Innovation) and the appointment of **Mr. Eric Maldoff** in the event that Ms. Vennat is unable to serve.*

- B) With respect to the Advisory Committee for the Selection of the Vice-Principal (Administration and Finance):

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of **Ms Maryse Bertrand** as a representative of the Board of Governors on the Advisory Committee for the Selection of the Vice-Principal, (Administration and Finance) and the appointment of **Dr. Morna Flood Consedine** as an alternate member.*

- C) With respect to the Advisory Committee for the Selection of the Dean of Students:

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointment of **Ms. Gael Eakin** as an alternate representative of the Board of Governors on the Advisory Committee for the Selection of the Dean of Students, subject to her willingness to serve.*

11.2.2 Appointments to Board Standing Committees

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 Richards** and **Ms. Tina Serafin** as members of the Building and Property Committee both for three-year*

terms starting January 1, 2017 and ending December 31, 2019, subject to each member's willingness to continue serving.

- *The appointment of **Mr. Ben Ger** (SSMU) as a member of the Building and Property Committee for a one-year term starting June 1, 2016 and ending May 31, 2017;*
- *The appointment of **Ms. Maryse Bertrand** as a member of the Committee to Advise on Matters of Social Responsibility (CAMS) for a three-year term starting June 1, 2016 and ending June 30, 2019;*
- *The appointment of **Mr. Victor Frankel** (PGSS) as a student member of the Committee to Advise on Matters of Social Responsibility (CAMS) for a one-year term starting June 1, 2016 and ending May 31, 2017 ;*
- *The reappointment of **Mr. Claude Généreux** as Vice-Chair of the Board of Governors and member of the Executive Committee for a two-year term starting July 1, 2016 and ending June 30, 2018;*
- *The appointment of **Ms. Florence Vachon Laberge** (MCSS) as a student member of the Executive Committee for a one-year term starting June 1, 2016 and ending May 31, 2017;*
- *The reappointment of **Mr. Eric Maldoff** as a member of the Finance Committee for a three-year term starting January 1, 2017 and ending December 31, 2019, subject to his willingness to continue serving.*
- *The appointment of **Mr. Victor Frankel** (PGSS) as a student member on the Finance Committee, for a one-year term starting June 1, 2016 and ending May 31, 2017 ;*
- *The reappointment of **Ms. Lili de Grandpré**, **Mr. Fred Headon** and **Ms. Melissa Sonberg** as members of the Human Resources Committee for three-year terms starting January 1, 2017 and ending December 31, 2019, subject to all members willingness to continue serving.*
- *The reappointment of **Ms. Lili de Grandpré** and **Mrs. Sally McDougall** as members of the Nominating, Governance and Ethics Committee for three-year terms starting January 1, 2017 and ending December 31, 2019;*
- *The appointment of **Mr. Sean Murphy** (MACES) as a member of the Nominating, Governance and Ethics Committee for a one-year term starting June 1, 2016 and ending May 31, 2017.*

11.2.3 Appointments to 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 extension of Ms. Cynthia Price's term as a representative of the Board of Governors on Senate until December 31, 2016 to coincide with the end of her term on the Board of Governors;*
- *The reappointment of Mrs. Sally McDougall as a Board of Governors representative on the Academic Policy Committee for a further three-year term starting September 1, 2016 and ending August 31, 2019;*
- *The reappointment of Dr. Rose Goldstein as a member on the MSBiV Board of Directors and Aligo Inc for an additional one-year term until June 30, 2017, to coincide with the end of her term as Vice-Principal at McGill.*
- *The reappointment of Professor Suzanne Fortier as a member representing McGill University on the QI Board of Directors for a further two-year term ending September 30, 2018;*
- *The appointment of Ms. Lili de Grandpré as a member of the QI Board of Directors representing University McGill for a two-year term starting immediately and ending September 30, 2018.*

11.2.4 Proposed Board Rules of Order and Procedure

The Board approved the proposed Rules of Order and Procedure that are meant to provide the appropriate tools needed to address most situations likely to arise at Board and Committee meetings. The Chair thanked the Secretariat for its work revising nomenclature and wording issues in the document. In response to a question and suggestion of recording the Open sessions of the Board, the Chair noted he would send this issue back to the NGE Committee for further discussion at its next subsequent meeting.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the proposed Rules of Order and Procedure.

11.2.5 Proposed Revisions to Audit Committee Terms of Reference

The Board approved the revised terms of reference of the Audit Committee. Most of the provisions remained the same and the changes reflected modifications intended to clarify the Committee's role and responsibilities, including the provision of a Vice-Chair.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the proposed revisions to the terms of reference of the Audit Committee.

12. Annual Report on Safe Disclosure

[GD15-62]

The Secretary-General presented the Annual Report on Safe Disclosure. The Secretary-General reported that four confidential reports were filed with the Secretary-General, in accordance with the process established by the Policy on Safe Disclosure (“Whistleblowing”), three of which were subsequently withdrawn by the individuals who had filed the initial reports. In the fourth instance, the investigator undertook a full investigation and submitted a report which concluded that there was no Improper Activity as defined in the Policy.

13. Principal's Remarks

The Principal began her remarks with a discussion on the Government's new Advisory Council on Economic Growth, which held its first meeting in Ottawa earlier in the day. She was pleased to see many Canadians, including several Ministers, coming from far away to attend and noted that McGill was very well represented. She also shared with the Board her involvement with the Science, Technology, and Innovation Council. The topics discussed included innovation, science, and talent, which were not viewed as independent to each respective Minister's portfolio, but rather being discussed through a whole government approach.

She also provided an update regarding the federal government's recently launched Post-Secondary Institutions Strategic Investment Fund. The fund provides \$2 billion over three years to improve infrastructure and sustainability at universities and at colleges across Canada. It covers up to 50 percent of a project's eligible costs, with the remaining funding coming from other partners, including the provinces and institutions themselves. McGill and its affiliated hospitals submitted proposals to the Quebec government for an initial review, and subsequently forwarded 13 applications for more than \$100 million in federal funding. The proposals focused on upgrades to research space and greening McGill

infrastructure to reduce the University's carbon footprint. The Principal pledged to keep the Board informed of any updates. The Principal also invited Board members to review updates regarding the projects surrounding the Principal's five priorities, which are available on the University's website.

In accordance with the University Statutes, Advisory Committees to the Principal have been struck for the selection of a Vice-Principal (Administration and Finance) and for the selection a Vice Principal (Research and International Relations), which would be changing its name and mandate subject to Board approval. In order to assist in its deliberations, the Principal informed Board members that the Advisory Committee would be holding open consultations in May for both positions. Written comments from members of the McGill community regarding the positions as well as suggestions and nominations of possible candidates would be welcome as well.

She was happy to announce that convocation ceremonies would begin on May 31, 2016, all of which would take place on lower campus, except for the two ceremonies for the Faculty of Agricultural and Environmental Sciences, which would be held at Macdonald Campus on June 3, 2016. Preliminary figures showed that over 7400 students will graduate this Fall, the oldest of whom is 68 and the youngest of whom is 19. Thirteen outstanding individuals will receive honorary degrees. She encouraged all Board members to participate if they were available and join in congratulating the graduating class of 2016.

She closed her remarks with a few examples of well-deserved external recognition of members from the McGill community including Prof. Graham Bell's appointment as Fellow to the Royal Society of the UK, Prof. Daniel Jutras receiving the Barreau du Québec's 2016 Mérite award, the recently held fourth annual McGill Equity and Community Building Awards ceremony as well as the \$1.2 million announced by the Canada Foundation for Innovation (CFI) for six McGill research projects. Board members also congratulated the Principal for her participation in the Economic Forum in Davos, noting that it was a great achievement for women, McGill and Montreal.

14. Overview of McGill's Sustainability Initiatives

[GD15-63]

The Principal presented an overview of McGill's Sustainability Initiatives. In March 2016 the Board endorsed the Committee to Advise on Matters of Social Responsibility's report and its recommendation that the University undertake a series of important actions to promote sustainability and to advance the understanding of climate change. The Board asked the administration to provide an overview of sustainability and climate-related activities at McGill University. The activities that were described in the presentation included several degrees programs and courses now offered that focus on sustainability, \$270 million in funding received for sustainability related research, \$5.4 million in funds for sustainability related projects across campus, as well as planned initiatives going forward to include \$27 million in investments to reduce GHG emissions from stationary

combustion and energy intensity by 38% and 27% respectively and the development of KPI's for sustainability.

In response to a question regarding a list of KPI's, the Principal replied that she would discuss preliminary KPI's in time for the next Board meeting. When asked about the benchmark for the reduction of GHG emissions, she replied that the baseline used in the 38% figure was from 2012-2013. The Principal was also in agreement with providing the Board with a progress report on student initiatives related to sustainability, health and wellness.

Note: During the course of the Principal's presentation, Prof. Shaun Lovejoy, a representative of Divest McGill, returned his diploma in protest of the University's decision not to divest from fossil fuels.

15. Report from Senate [GD15-64]

The Principal presented the Report from Senate, arising from the meeting of Senate held on May 11, 2016.

15.1 Guidelines for Developing a Research Portfolio

The Board approved a proposal to add guidelines for developing a research portfolio as an appendix to the *Regulations Relating to the Employment of Tenure Track and Tenured Academic Staff*. With a view to supporting professors who are preparing research portfolios for inclusion within reappointment, tenure or promotion applications, the Guidelines have been prepared as a useful, advisory tool for the McGill professoriate.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the addition of Appendix B, Research Portfolio Guidelines, to the Regulations Relating to the Employment of Tenure Track and Tenured Academic Staff.

15.2 Report of the Senate Nominating Committee [D15-52 & 58]

The Board approved recommendations by the Senate Nominating Committee, concerning appointments to the Committee on Staff Grievances and Disciplinary Procedures, the Intellectual Property Appeals Committee and the University Appeals Committee.

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

- *The appointment of Professor Daniel Bernard (Pharmacology and Therapeutics, MEDICINE) to the Committee on Staff Grievances and Disciplinary Procedures for a term beginning September 1, 2016 and ending August 31, 2019.*

- *The designations of Professor Daniel Bernard (Pharmacology and Therapeutics, MEDICINE) as Chair and of Professor Axel Van den Berg (Sociology, ARTS) as Vice-Chair of the Committee on Staff Grievances and Disciplinary Procedures.*
- *The appointments of Professor Richard Gold (LAW) and Ms. Alexandra Kohn (Head, Office of Copyright Compliance, LIBRARIES) to the Intellectual Property Appeals Committee for terms beginning September 1, 2016 and ending August 31, 2019.*
- *The appointment of Professor Gillian Lane-Mercier (French Language and Literature, ARTS) to the University Appeals Committee for a term beginning September 1, 2016 and ending August 31, 2019.*
- *The appointment of Professor Tamara Western (Biology, SCIENCE) to the University Appeals Committee for a term beginning immediately and ending August 31, 2019.*

15.3 Implementation of Name Change in University Policies and Regulations

The Board approved the name change of the Research and International Relations unit to “Research and Innovation” or “Recherche et innovation” in French. This change is the result of a consultation process about the future of McGill’s international vision and strategy that took place over the last 18 months and included various groups of the community. The Board approved the implementation of the name change from “Research and International Relations” to “Research and Innovation” in all applicable University policies and regulations.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the following amendments to University policies:

1. *Replace the title “Vice-Principal (Research and International Relations)” with “Vice-Principal (Research and Innovation)”;*
2. *Replace “Research and International Relations” with “Research and Innovation”.*

16. Other Business

The Chair thanked everyone for their contributions to the 2015-2016 governance year and wished everyone a good summer.

The meeting was adjourned at 3:00 pm.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON MAY 16, 2016

1. Call for Tenders for Natural Gas Supply

The Board of Governors approved a request for a call for tenders for a three-year contract for the supply of natural gas to both the downtown and Macdonald campuses.

2. Report on New Appointments, Promotions and Tenure

The Board of Governors approved one recommendation for the appointment to the rank of Associate Professor with Tenure, two recommendations concerning the grant of Tenure, and forty four recommendations for promotion to the rank of Associate Professor with Tenure.