



McGill

McGILL UNIVERSITY BOARD OF GOVERNORS

**Report of the Nominating, Governance and
Ethics Committee**

GD15-07

Board of Governors meeting of October 8, 2015

Secretariat

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The following items arise from the Nominating, Governance and Ethics Committee meeting of September 16, 2015 and an electronic vote of August 7, 2015. They are presented to the Board of Governors for its consideration.

Stephen Strople
Secretary-General
October 2015

I. FOR APPROVAL BY THE BOARD OF GOVERNORS

1. Appointments to Board Standing Committees

The Nominating, Governance and Ethics Committee reviewed the status of appointments on all Board standing Committees. Based on its review of committee assignments and consultations carried out with Committee Chairs and Board Committee members, the NGE Committee is recommending the following reappointments and appointments:

Be it resolved that the Board of Governors, on the recommendation of, the Nominating, Governance and Ethics Committee, approve the following:

[With respect to the Audit Committee]:

- *The reappointment of Ms. Maarika Paul as a member of the general public on the Audit Committee for a three-year term starting January 1st, 2016 and ending December 31, 2018;*
- *The reappointment of Mr. Stephen Halperin as a member of the Audit Committee for a two-year term starting July 1st, 2016 and ending June 30, 2018, to coincide with the end of his current term on the Board of Governors;*

[With respect to the Building and Property Committee]:

- *The reappointment of Mr. Cameron Charlebois as a member of the general public on the Building and Property Committee for a three-year term starting January 1st, 2016 and ending December 31, 2018;*
- *The reappointment of Mr. Bryan Haynes as a member of the Building and Property Committee for a two-year term starting January 1, 2016 and ending December 31, 2017, to coincide with the end of his term on the Board of Governors;*
- *The reappointment of Mr. Peter Coughlin as a member and Chair of the Building and Property Committee for a three-year term starting July 1st, 2016 and ending June 30, 2019;*

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

- *The appointment of Mr. Ram Panda as a member of the Committee to Advise on Matters of Social Responsibility for a three-year term starting immediately and ending June 30, 2018;*

[With respect to the Executive Committee]:

- *The reappointment of Mr. Sam Minzberg as a member of the Executive Committee for a three-year term starting July 1st, 2016 and ending June 30, 2019;*
- *The appointment of Mr. Peter Coughlin as a member of the Executive Committee for a three-year term starting immediately and ending June 30, 2018;*

- *The reappointment of **Mr. Thierry Vandal** as a member of the Executive Committee, for a one-year term starting July 1st, 2016 and ending June 30, 2017, to coincide with the end of his term on the Board of Governors;*

[With respect to the Finance Committee]:

- *The reappointment of **Mr. Thierry Vandal** as a member and Chair of the Finance Committee for a one-year term starting July 1st, 2016 and ending June 30, 2017, to coincide with the end of his term on the Board of Governors;*
- *The reappointment of **Ms. Kathy Fazel** as a member of the Finance Committee for a two-year term starting July 1st, 2016 and ending June 30, 2018, to coincide with the end of her term on the Board of Governors;*
- *The reappointment of **Mr. Eric Rodier** as a member of the general public on the Finance Committee for a three-year term starting January 1st, 2016 and ending December 31st, 2018;*

[With respect to the Human Resources Committee]:

- *The appointment of **Ms. Cynthia Price** as Vice-Chair of the Human Resources Committee, for a one-year term starting immediately and ending December 31, 2016;*
- *The appointment of **Mr. Stuart (Kip) Cobbett** as Interim Chair of the Human Resources Committee starting immediately and ending December 31, 2016;*
- *The reappointment of **Ms. Sally McDougall** as a member of the Human Resources Committee for a three-year term starting January 1st, 2016 and ending December 31, 2018;*

[With respect to the Investment Committee]:

- *The reappointment of **Mr. Joel Raby** as a member and Chair of the Investment Committee for a three-year term starting January 1st, 2016 and ending December 31, 2018;*
- *The reappointment of **Ms. Kathy Fazel** as a member of the Investment Committee for a two-year term starting July 1st, 2016 and ending June 30, 2018, to coincide with the end of her term on the Board of Governors;*

[With respect to the NGE Committee]:

- *The reappointment of **Mr. Samuel Minzberg** as a member and Chair of the Nominating, Governance and Ethics Committee for a three-year term starting July 1st, 2016 and ending June 30, 2019;*

- *The reappointment of **Dr. Arnold Stienberg** as a member of the Investment Committee, for a three-year term starting January 1st, 2016 and ending December 31, 2018.*

2. Appointments to Advisory Committees

Based on recommendations of the Recruitment and Succession Planning Subcommittee of the Nominating, Governance and Ethics Committee, the Nominating, Governance and Ethics Committee is recommending the following appointments of representatives of the Board of Governors to serve on Advisory Committees, as follows:

Be it resolved that the Board of Governors, on the recommendation of, the Nominating, Governance and Ethics Committee, approve:

- *the appointments of **Ms. Nathalie Bourque**, **Mr. Claude Genereux**, **Mr. Eric Maldoff** and **Mr. Samuel Minzberg** as representatives of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Vice-Principal (Communications and External Relations) and the appointments of **Mr. Michael Boychuk** and **Mr. Stuart (Kip) Cobbett** as alternate members.*
- *the appointments of **Dr. Elizabeth Wirth** and **Ms. Tina Hobday** as representatives of the Board of Governors on the Advisory Committee for the Selection of the Dean, Schulich School of Music, and the appointment of **Dr. Kappy Flanders** as an alternate member.*
- *the appointment of **Mr. Norman Steinberg** as a representative of the Board of Governors on the Advisory Committee for the Selection of the Dean, Faculty of Law, and the appointment of **Mr. Stephen Halperin** as an alternate member.*
- *the appointment of **Ms. Cynthia Price** as a representative of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Dean of Students and the appointment of **Ms. Kathy Fazel** as an alternate member.*

3. Appointments to Internal and External Non-Board Bodies

The Nominating, Governance and Ethics Committee is recommending a one-year extension to Professor Suzanne Fortier's term on the Board of Directors of the Quartier de l'Innovation, in order to align the end of her term with the term approved by the Board of Directors of the Quartier de l'Innovation.

Be it resolved that the Board of Governors, on the recommendation of, the Nominating, Governance and Ethics Committee, approve the extension of Professor Suzanne Fortier's term on the QI Board of Directors until September 30, 2016, to coincide with the term approved by the Board of Directors of the Quartier de l'Innovation.

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Nominations to External Non-Board Bodies and Health Care Bodies [NG14-22]

1.1 Nominations to External Non-Board Bodies

The Nominating, Governance and Ethics Committee, on the recommendation of the Provost and the Principal, approved the submission of nominations for possible three-year appointments to the boards of directors of John Abbott College and Dawson College, as determined by the Minister of Higher Education, Research, Science and Technology, and as noted below:

- i) The nomination of Professor Anila Asghar (Faculty of Education) to the Board of Directors of Dawson College;
- ii) The nomination of Professor Nancy Lee Heath, (Faculty of Education) to the Board of Directors of Dawson College;
- iii) The nomination of Professor Jeffrey Derevensky (Faculty of Education) to the Board of Directors of John Abbott College;
- iv) The nomination of Professor Mark Brawley (Faculty of Arts) to the Board of Directors of John Abbott College;
- v) The nomination of Professor Gordon Bloom (Faculty of Education) to the Board of Directors of John Abbott College.

1.2 Nominations to Health-Care Bodies

The Committee was apprised of nominations made to various health care bodies following a request the University received from the Ministry of Health and Social Services to submit candidates to health care bodies affected by the reorganization of health care boards proposed by Bill 10: *An Act to modify the organization and governance of the health and social services network, in particular by abolishing the regional agencies*. Based on consultations with the Board Chair and the Chair of the NGE Committee, nominations were presented to the Executive Committee for approval and subsequently submitted to the Ministry for consideration.

2. Code of Ethics and Conduct Annual Sign-Off Update

In accordance with its terms of reference, the Committee received an update on the Committee and Board members' completion of the annual declaration of conflicts of interest. Members were also informed of a disclosure of conflict of interest, which will be managed in accordance with the Code of Ethics.

3. Process to Review of Committees' Terms of Reference

The Committee was informed that as part of the triennial review of Board standing Committees' terms of reference, the Secretariat has undertaken a review of the terms of reference of most Board Committees. Proposed revisions to the terms of reference will be

presented to the NGE Committee in November, and following review by the NGE Committee, proposed recommendations will be submitted to each Board Committee for review, prior to presenting recommendations to the Board of Governors.