

Secretariat

845 Sherbrooke St. West, room 313

Montreal, QC, H3A 0G4

Tel: (514) 398-3948 | Fax: (514) 398-4758

The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of September 19, 2017. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Proposed Amendments Regarding Terms of Service on Board Standing Committees** [NG17-03]

On April 28, 2015, on the recommendation of the NGE Committee, the Board approved that terms of members-at-large on the Board and on Board Committees start on July 1st and end on June 30th. This change was made to align the terms of at-large members with the governance cycle, which runs generally from July 1st to June 30th.

On May 25, 2017, on the recommendation of the NGE Committee, the Board approved that terms of representatives of the McGill Alumni Association, Senate, full-time administrative and support staff, and full-time academic staff on the Board and on Board Committees follow the July 1st to June 30th cycle.

In order to provide for consistency in all members' terms on Board Standing Committees and to ensure continuity in participation throughout the governance year, amendments are proposed to align the start and end times for external non-Board members and Governors Emeriti serving on Board Standing Committees to reflect the July 1st to June 30th model. Implementing this change would result in the need to extend the terms of office of external, non-Board members and Governors Emeriti by six months.

Be it resolved that the Board of Governors, on the recommendation of, the Nominating, Governance, and Ethics Committee, approve that the Board Standing Committee terms of office for external, non-Board members and Governors Emeriti start on July 1st and end on June 30th, to coincide with the cycle of terms for other Board members.

Be it further resolved that the Board of Governors approve a six-month extension to the terms of current external, non-Board members and Governors Emeriti.

2. Appointments to Board Standing Committees

[NG17-04]

The NGE Committee reviewed the status of appointments on all Board Standing Committees. Based on its review and consultations carried out with Committee Chairs and Board Committee members, the NGE Committee recommends the appointments and reappointments noted below.

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

[With respect to CAMSR]:

- *The appointment of Ms. Maryse Bertrand as Vice-Chair of the Committee to Advise on Matters of Social responsibility for a one and a half year term commencing immediately and ending June 30, 2019.*

[With respect to the Executive Committee]:

- *The reappointment of Mr. Claude Généreux as Vice-Chair of the Board of Governors and the Executive Committee for a two-year term commencing July 1, 2018 and ending June 30, 2020.*
- *The appointment of Mr. Peter Coughlin as a member of the Executive Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021, to coincide with his end of term on the Board.*

[With respect to the Finance Committee]:

- *The appointment of Mr. Stuart Cobbett as a member of the Finance Committee for a three-year term effective immediately and ending June 30, 2021.*

[With respect to the Human Resources Committee]:

- *The reappointment of Ms. Maryse Bertrand as a member of the Human Resources Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021 and the reappointments of Mr. Claude Généreux and Ms. Martine Turcotte as members of the Human Resources Committee for two-year terms commencing July 1, 2018 and ending June 30, 2020.*

[With respect to the Investment Committee]:

- *The appointment of **Mr. Stuart Cobbett** as a member of the Investment Committee for a three and a half year term commencing January 1, 2018 and ending June 30, 2021.*
- *The reappointment of **Mr. Samuel Altman** as a member of the Investment Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*

2. Appointments to Internal and External Non-Board Bodies

The NGE Committee reviewed the status of appointments to a number of internal and external non-Board bodies. Based on its review, the NGE Committee recommends the following appointments and reappointments noted below.

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

- *The appointment of **Ms. Anne-Marie Bruneau** on the Long-Term Disability Plan (7257 and 7257-33) for a three-year term beginning immediately and ending September 30, 2020.*

Ms. Anne-Marie Bruneau is Interim Senior Director, Human Resources at McGill. She is responsible for the management of various HR related activities and initiatives in support of the University's priorities and objectives. She acts as a generalist on such matters as recruitment, compensation, talent management, labor and employee relations.

- *The appointment of **Ms. Cynthia Price Verreault** as an alternate representative on the Advisory Committee for Principal's Award for Administrative and Support Staff for a three-year term beginning immediately and ending December 31, 2020.*
- *The appointment of **Vice-Principal (Research and Innovation) Martha Crago** on Aligo Inc. and MSBiV for a two-year term beginning immediately and ending May 31, 2019.*

3. Proposed Policy for the Development and Review of Governing Documents

[NG17-07]

The Committee reviewed a framework developed by Secretariat that describes the protocols in institutional policy development, associated responsibilities and defines all governing document types. The absence of such a framework was identified as an institutional risk by Internal Audit. Based on a review of best practices, the policy

framework includes a policy and accompanying procedures. The *Policy the Development and Review of Governing Documents* provides for:

- Definitions of types of governing documents: policy, regulation, procedure and guideline;
- Clarification of the roles and responsibilities for the development and review of governing documents;
- Determination that the University policies and regulations are approved by Board/Senate as appropriate;
- Introduction of a review of governing documents (at least every 5 years) and establishment of a review schedule by Secretariat;
- Establishment of an official repository for governing documents.

The accompanying procedure outlines the steps to follow in the development, review and repeal process for governing documents. The *Policy* and the procedure are attached as Appendix A.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the Policy for the Development and Review of Governing Documents.

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. Report of the Recruitment and Succession Planning Subcommittee

The Committee received a report from the Recruitment and Succession Planning Subcommittee (RSP) arising from the Subcommittee's September 13, 2017 meeting. The Committee was apprised of the RSP Subcommittee's consideration of a mechanism that could be implemented to further diversify the pool of candidates for at-large members on the Board.

2. 2017-2018 NGE Governance Priorities [NG17-02]

The Committee considered governance priorities for the 2017 – 2018 governance year and discussed the following initiatives:

- Implementation of a Board orientation program
- Establishment of Committee Retreats for BPC, Finance and Human Resources Committees
- Implementation of consent agendas for Board and Committee meetings to enhance efficiency and focus on strategic discussions
- Review of the recruitment/appointment process for members-at-large and review of their terms
- Evaluation of skill sets needed on different Board Standing Committees
- Development of a new governance website where information is easily accessible (website updated during the summer: www.mcgill.ca/secretariat); Governance policies page updated: <https://www.mcgill.ca/secretariat/policies-and-regulations>
- Development of a Policy Framework
- Review of CAMSR Terms of Reference

3. Update on Board of Governors Evaluation 2016 – 2017

The Committee received an update on the 2016-2017 Board and Committees evaluation, which was distributed to Board and Committee members for completion in May 2017. It was indicated that all Board and Committee members had completed the evaluation. A report with the evaluation survey results will be available for the next NGE Committee meeting and a summary of the results will be distributed to the Board in December.

4. Code of Ethics and Conduct Annual Sign-Off Update [NG16-08]

In accordance with its Terms of Reference, the Committee received a report on the Committee and Board members' completion of the annual declaration of conflicts of interest. It was indicated that all members had completed the declaration, indicating their compliance with the requirements of the Code of Ethics.

END
October 2017

POLICY NAME	POLICY FOR THE DEVELOPMENT AND REVIEW OF GOVERNING DOCUMENTS
Approving Body	Board of Governors
Initial Approval Date	
Date of last review	
Date of next review	
Executive Sponsor	Secretary-General

Related Documents	<ul style="list-style-type: none"> • Procedure for the Development and Review of Governing Documents • Appendix A: Governing Document Template • Appendix B: Procedure Template • Appendix C: Governing Document Proposal Form
--------------------------	--

DRAFT

PART I – PURPOSE AND SCOPE

Purpose

- 1 This Policy is intended to establish a coordinated and consistent process for the development, approval and review of all University Governing Documents and Procedures.

Scope

- 2 This Policy applies to all Executive Sponsors and their Delegates responsible for the development and administration of all institutional University Governing Documents.

Documents limited in scope to a specific unit or faculty are not subject to this Policy. However, in the event of a conflict between a unit level document and a Governing Document, the Governing Document shall prevail.

PART II – POLICY PROVISIONS

Definitions

- 3 The following definitions apply to this Policy and accompanying Procedures:

3.1 *Approving Body:* University governance body under whose jurisdiction the Governing Document is approved (Board of Governors, Senate).

3.2 *Executive Sponsor:* The position responsible for the development review and implementation of a Governing Document or a Secondary Document. The Executive Sponsors are: the Principal and Vice-Chancellor, the Provost and Vice-Principal (Academic), the Vice-Principals, the Deputy-Provost (Student Life and Learning), the Associate-Provost (Equity and Academic Priorities), the Secretary-General and the General Counsel. Depending on the scope of the subject matter, a Governing Document may have more than one Executive Sponsor.

3.3 *Delegate:* The position to which the Executive Sponsor may delegate authority for the development and review of a Governing Document or a Secondary Document.

3.4 *Governing Document:* University Policy and/or Regulation approved by the Approving Body.

Governing Documents	Definitions
3.4.1 <i>Policy</i>	A Governing Document that is broad and general in nature and: <ul style="list-style-type: none">• describes the University's position on a particular subject matter which has broad application;• reflects and upholds the University's mission and principles;

	<ul style="list-style-type: none"> articulates key principles, values, requirements, and responsibilities; changes infrequently, and changes are subject to the approval of the Approving Body.
<p><i>3.4.2 Regulation (including Codes¹ and Charters²)</i></p>	<p>A Governing Document that is administrative and prescriptive in nature and:</p> <ul style="list-style-type: none"> provides guidance with respect to University activities; reflects and upholds the University’s mission and principles; regulates actions and describes steps to follow for a particular outcome; identifies the scope of actions; provides for sanctions upon individuals; changes infrequently, and changes are subject to the approval of the Approving Body; contains procedural requirements.

3.5 Draft Governing Document: University Policy and/or Regulation in any stage of development, prior to approval by the Approving Body.

3.6 Secondary Document: A document developed to support the communication and implementation of a Governing Document. Secondary Documents include but are not limited to: Procedures, Directives, Guidelines and other documents of the same nature. Secondary Documents are approved by the Executive Sponsor or Delegate, as determined by the Executive Sponsor.

Secondary Documents	Definitions
<i>3.6.1 Procedure</i>	A Secondary Document that supports and gives effect to a policy. Procedures outline how a policy is to be implemented. All policies need to be accompanied by procedures with the exception of policies containing built-in operational measures that give full effect to the policy.
<i>3.6.2 Directive</i>	A Secondary Document that provides specific instruction or direction on how to perform an action or reach a goal.
<i>3.6.3 Guideline</i>	A Secondary Document that recommends an approach or provides additional information in support of a Governing Document or Procedure.

3.7 Unit Level Document: A document whose application is limited in scope to a specific faculty, school or unit. Such documents must comply with any legal or statutory requirements and any Governing Document

¹ Such as codes related to student conduct or disciplinary matters.
² Such as the Charter of student rights. The Charter of McGill University is excluded.

Enabling Provisions

- 4 All Governing Documents are subject to approval by the Approving Body.
- 5 Governing Documents shall be developed and submitted for approval as set forth in the Procedure for the Development and Review of Governing Documents.
- 6 A Governing Document becomes effective upon approval by the Approving Body, or at such a date as specified by the Approving Body.

Review and Repeal

- 7 Governing Document reviews shall be conducted at least once every five (5) years by the Executive Sponsor or Delegate, as determined by the Executive Sponsor. The Executive Sponsor or the Approving Body may also initiate a review of a Governing Document when necessary to ensure legislative or statutory compliance or when deemed necessary to do so in the interests of the University.
- 8 A Governing Document may be reviewed or repealed by the Approving Body when:
 - (a) the Governing Document is no longer legislatively or statutorily compliant or;
 - (b) the Governing Document is in conflict with another Governing Document or;
 - (c) the Approving Body or Executive Sponsor deems it as necessary.
- 9 A Governing Document shall remain valid until such a time as the review is concluded by the Approving Body.
- 10 Every Executive Sponsor or Delegate shall follow the requirements outlined in this Policy and the Procedure for the Development and Review of Governing Documents.
- 11 Members of the senior administration (executive sponsors) are responsible for the communication and implementation of all Governing Documents and related procedures within their areas of responsibility.
- 12 The Secretary-General shall maintain the official repository of all Governing Documents. To that end, the Secretary-General shall:
 - (a) Maintain up-to-date Governing Documents, procedure templates and related forms;
 - (b) Ensure that all amended/repealed Governing Documents are archived in accordance with McGill University Records Retention Schedule (MURRS).

PART III – AUTHORITY TO APPROVE PROCEDURES

- 13 The Secretary-General is responsible for approving Procedures required to ensure the full implementation of this Policy.

PART IV - REVIEW

- 14 The Secretary-General is authorized to implement changes in a Governing Document, provided that such changes do not materially affect its substance or content.
- 15 The Secretary-General is responsible for the review of this Policy.

DRAFT

PROCEDURE TITLE	PROCEDURE FOR THE DEVELOPMENT AND REVIEW OF GOVERNING DOCUMENTS
Executive Sponsor	Secretary-General
Initial Approval Date	
Date of Last Review	

Related Documents	<ul style="list-style-type: none"> • Policy for the Development and Review of Governing Documents • Appendix A: Governing Document Template • Appendix B: Procedure Template • Appendix C: Governing Document Proposal Form
--------------------------	---

DRAFT

PART I – PURPOSE AND SCOPE

Purpose

- 1 This Procedure outlines the steps to be followed for the development and review of all Governing Documents and Procedures, and defines the roles and responsibilities of Executive Sponsors and Delegates.
- 2 This Procedure is to be read in conjunction with the Policy for the Development and Review of Governing Documents. All items identified in this Procedure shall have the meaning given to them in the Policy.

Scope

- 3 This Procedure applies to all Executive Sponsors and their Delegates responsible for the development, review and implementation of University Governing Documents and Procedures.

Documents limited in scope to a specific unit or faculty are not subject to this Procedure but are subject to comply with all Governing Documents.

PART II – PROCEDURAL CONTENT

A) GOVERNING DOCUMENTS

Development

- 4 The Executive Sponsor or Delegate responsible for developing a Governing Document shall prepare a Governing Document Proposal Form (using Appendix “C”). If developed by a delegate, the Governing Document proposal form is subject to approval by the Executive Sponsor.
- 5 If the Executive Sponsor is prepared to sponsor the Governing Document, he/she shall submit Appendix C for consideration by the members of the senior administration (P7).
- 6 If approved by the members of the senior administration, Appendix C is used by the Executive Sponsor or Delegate as a basis for the development of the Governing Document, using Appendix A.

Approval Process

- 7 Once the final draft of the Governing Document has been completed, the Executive Sponsor shall submit it for legal review and for approval by members of the senior administration.
- 8 If approved by members of the senior administration, the draft Governing Document is submitted to the Secretary-General for submission to the appropriate Approving Body.

- 9 If a Governing Document is approved by the Approving Body, the Secretary-General shall issue an official communication confirming approval and shall make available online the Governing Document in a timely manner.

Implementation Procedures

- 10 Every Executive Sponsor or Delegate shall ensure that members of their units are provided with the training needed to ensure the full implementation of a Governing Document.

Review Procedures

- 11 The Secretary-General shall maintain a review schedule of all Governing Documents and shall be responsible for informing the Executive Sponsor of the review schedule for the Governing Document falling under the Executive Sponsor's area of responsibility.
- 12 The Governing Document Proposal Form (Appendix C) shall be completed by the Executive Sponsor or Delegate at the time of the Governing Document's review. Sections 4 to 10 of this Procedure apply.

B) SECONDARY DOCUMENTS

Development

- 13 Secondary Documents may be developed by the Executive Sponsor or Delegate, at the same time the Governing Document is developed or within a six-month period following approval of a Governing Document by the Approving Body.

Format

- 14 Appendix B is to be used for the development of Procedures.
- 15 The development of Secondary Documents, other than Procedures, is not subject to following a particular format.
- 16 Existing Governing Documents and Procedures that do not meet the format requirements in sections 6 and 14 of this Procedure shall be reformatted upon next review.

Approval process

- 17 Unless authority to approve Procedures is granted to a particular position or body identified in a Governing Document, the authority to approve Procedures rests with the Executive Sponsor or Delegate, as determined by the Executive Sponsor.
- 18 Other Secondary Documents shall be approved by the Executive Sponsor or Delegate, as determined by the Executive Sponsor.

Implementation Procedures

- 19 Every Executive Sponsor or Delegate shall ensure that members of their units are informed of and are provided with the necessary education and/or training in order to comply with all relevant Secondary Documents.

Review and Repeal

- 20 In the event that a Governing Document is revised or repealed, the Executive Sponsor or Delegate shall review or repeal the Secondary Documents in order to ensure compliance with the revised Governing Document.

DRAFT

APPENDIX A	GOVERNING DOCUMENT TEMPLATE
Related Documents	<ul style="list-style-type: none"> • Policy for the Development and Review of Governing Documents • Procedure for the Development and Review of Governing Documents • Appendix B: Procedure Template • Appendix C: Governing Document Proposal Form

Governing Document Template

Insert Logo of McGill University

POLICY NAME	INSERT NAME OF GOVERNING DOCUMENT
Approving Body	To be filled by Secretary-General
Initial Approval Date	Date at which the Governing Document was originally approved by Approving Body
Date of last review	Date that the Governing Document was last reviewed
Date of next review	Date that the Governing Document is due for review
Executive Sponsor	The Principal and Voce-Chancellor, the Provost and Vice-Principal (Academic), the Vice-Principals, the Deputy-Provost (Student Life and Learning), the Associate-Provost (Equity and Academic Priorities), the Secretary-General and the General Counsel sponsoring a Governing Document that falls under his/her area of responsibility. Depending on the scope of the subject matter, a Governing Document may have more than one Executive Sponsor.

Related Documents	Insert related laws, by-laws, policies, procedures, guidelines, forms (in point form)
--------------------------	---

PART I – PURPOSE AND SCOPE

This section describes why the governing document exists and to whom it applies or in which circumstances.

PART II –CONTENT

This section may include numerous headings and sets forth the principles that are being articulated by the governing document.

PART III – AUTHORITY TO APPROVE PROCEDURES

This section addresses the delegation of authority, if any, for the development and approval of Procedures and sets forth any conditions related to that delegation.

PART IV – REVIEW

This section sets out the mandatory review periods, their calculation and exceptions, if any.

DRAFT

APPENDIX B	PROCEDURE TEMPLATE
Related documents	<ul style="list-style-type: none"> • Policy for the Development and Review of Governing Documents • Procedure for the Development and Review of Governing Documents • Appendix A: Governing Document Template • Appendix C: Governing Document Proposal Form

Procedure Format Template

Insert Logo of McGill University

PROCEDURE TITLE	INSERT NAME OF PROCEDURE
Executive Sponsor	Indicate member(s) of senior administration responsible for the parent Policy or Regulation.
Initial Approval Date	Date that the Procedure was originally approved by Executive Sponsor
Date of Last Review	Date that the Procedure was last reviewed

Related Documents	Insert related laws, by-laws, policies, procedures, guidelines, forms (in point form)
--------------------------	---

PART I – PURPOSE AND SCOPE

This section describes why the Procedure exists and to whom it applies or in which circumstances.

PART II – PROCEDURAL CONTENT

This section may include numerous headings and sets forth the procedures to be followed.

APPENDIX C	GOVERNING DOCUMENT PROPOSAL FORM (Used for the development or review of a Governing Document)
Related Documents	<ul style="list-style-type: none"> • Policy for the Development and Review of Governing Documents • Procedure for the Development and Review of Governing Documents • Appendix A: Governing Document Template • Appendix B: Procedure Format Template

Type of Proposal	Indicate the type of proposal: <input type="checkbox"/> Proposal for New Governing Document <input type="checkbox"/> Proposal for Revisions to existing Governing Document
Proposed/Existing Title of Governing Document	Indicate the title of Governing Document
Executive Sponsor (ES)	Indicate ES name and title

Rationale for Governing Document Proposal

- 1 Briefly describe the rationale of the proposal, taking into account:
 - The review schedule of the Governing Document (applies to proposals for review)
 - New compliance requirements
 - Development of other governing documents

Purpose statement

- 2 Provide a purpose statement setting forth the principle(s) that the new or revised Governing Document is to articulate.

Overview of Content

- 3 Provide a description of the new or revised Governing Document, including why it is needed, how it will meet current or evolving institutional needs and the impact it will have on university operations.

Proposed scope

- 4 Identify the scope of the Governing Document or the scope of the review, as applicable.

Stakeholders to consult

- 5 List all stakeholders, both internal and external who will be consulted during the development or review process.

Communication and Training

- 6 Describe how you propose to communicate this Governing Document or changes thereto to ensure implementation and proper training.

Timing Requirements

- 7 If there are timing requirements with respect to this new or revised Governing Document, please identify them.

Signature of Executive Sponsor, title

Date:

DRAFT