



Minutes of a meeting of the Board of Governors held on Thursday, May 22, 2014 at 4:00 pm in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

PRESENT:

Arezki, Amine

Boychuk, Michael

Butts, Gerald (by phone)

Cobbett, Stuart (*Chair*)

Coughlin, Peter

Critchley, Ronald

Fortier, Suzanne

Généreux, Claude (*Vice-Chair*)

Harpp, David Noble

Hobday, Tina

Johnson, Juliet

Kalant, David

Larson, Katie

Minzberg, Samuel

Mooney, Jonathan

Panda, Ram

Price, Cynthia

Shrier, Alvin

Steinberg, H. Arnold
(*Chancellor*)

Vandal, Thierry

Zorychta, Edith

Resource Persons

Aberman, Susan

Di Grappa, Michael

Dyens, Ollivier

Goldstein, Rose

Masi, Anthony C.

Moreau, Pierre

Strople, Stephen
(*Secretary-General*)

Edyta Rogowska
(*Governance Officer*)

Kevin Chan (*Deputy Secretary-General*)

Regrets: Kathy Fazel, Dan Gagnier, Bryan Haynes, Stephen Halperin, Mario Roy, Martine Turcotte.

Invited Guests:

Dr. Alan Evans, Director, Clinical Trials Imaging Lab, McConnell-Brain Image Centre, Montreal Neurological Institute and Hospital.

Mr. Irving Ludmer, Irving Ludmer Family Foundation.

Mr. Kraye Von Krauss, Manager, Office of Sustainability.

The Chair 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.

The Chair acknowledged student members Mr. Mario Roy, Mr. Jonathan Mooney, Ms. Katie Larson and Mr. Amine Arezki, for their contributions to the work of the Board, noting that their terms were ending on May 31st.

The Chair acknowledged Chancellor Steinberg, who was attending his last meeting as a Board member. On behalf of the Board, the Chair thanked Dr. Steinberg for all of his contributions to the Board, and to McGill.

8. Approval of the Meeting Minutes (Open session) of April 29, 2014

On a motion duly proposed and seconded, the minutes from the meeting held on April 29, 2014, were approved, as amended.

9. Principal's Remarks

The Principal provided members with an update on government relations. She reported on her participation in a meeting of the Executive Heads of Canada, which had been organized by the U15, and which provided an opportunity to meet with the Prime Minister. She reported that the Prime Minister had expressed strong support for the university sector, notably for the Canada First Research Excellence Fund, a new government investment program that would add to amplify previous investments made to universities. She specified that under the new program, funding would be based on university performance.

The Principal informed members of a meeting held by university leaders with Minister Bolduc, during which university leaders had expressed an interest to work with the Ministry on the funding formula used for universities. Based on the meeting, the Principal reported that the provincial budget would most likely not contain investments promised to universities by the previous government. She noted that the budget would be tabled in June, at which point the University would have a clearer understanding of its funding.

The Principal informed members that while the Minister seemed supportive of the idea to create a *Conseil national des universités*, he also expressed that framework legislation for the governance of universities was currently not a top priority for the provincial government.

The Principal provided members with an update on the Royal Victoria Hospital site, noting that in the last month, the University had intensified efforts to obtain the necessary funding to move forward with a feasibility study of the site. She stated that the University hoped to have the provincial government's confirmation of financial support for the study in June.

The Principal spoke about community engagement, noting that the University had been working closely with the Student Life and Learning area to recognize key student leaders, engage on matters of common interest with McGill Association of University Teachers (MAUT), and seek support from the external community for plans related to the Royal Victoria Hospital site. She also described her plans to participate in alumni-related activities in Canada and abroad.

The Principal acknowledged several members of the McGill community, who had been recognized for their achievements. She congratulated Dr. Alan Evans and Dr. Nahum Sonenberg of the Faculty of Medicine for having received funding from Brain Canada, and Professor Murray Humphries and Professor Stephen Yue for having received funding from the National Science and Engineering Research Council to establish a training environment for graduate and postdoctoral students. The Principal also informed members that Teaching and Learning Services and a group of professors had been recognized for leading a MOOC called "Food for Thought", which had received great reviews and participation from more than 150 countries. She noted that the completion rate for this MOOC was seven percent, which was slightly higher than the typical five percent completion rate. Lastly, the Principal reported that Mr. Laurent Duvernay-Tardif, a McGill Redmen player and a medical student, had been chosen by the National Football League (NFL) to play for the Kansas City Chiefs. She expressed her

congratulations, noting that Laurent would be the third McGill athlete in the history of McGill to play in the NFL.

Members discussed the positive value of the MOOC initiative at McGill, noting that there might be further opportunities to enhance the learning experience, and possibly generate revenue for the University. Members discussed the completion rate for the MOOC on “Food for Thought”, suggesting that the University could do some work to obtain more information about student completion rates.

10. Progress Report on Key Performance Indicators [GD13-53]

Dr. Pierre Moreau, Executive Director and Senior Advisor (Planning and Institutional Analysis), delivered a progress report on Key Performance Indicators. He reviewed with members some of the Key Performance Indicators included on the score card, noting that the first fourteen indicators had been imposed by the liberal government, the next five mandated by the provincial government but defined by McGill, and the last five specifically created by the administration for the Board of Governors. Members were informed that KPIs were integrated in the budget planning exercise and reviewed regularly with Deans.

The Principal underscored the value of the KPIs in providing evidence-based data for planning priorities. She informed members that the administration would be working on matching KPIs with priorities and commented that this exercise could support the development of a funding formula for universities that was based on performance.

Members reviewed the score card and made suggestions to add in future score cards data on the outcome of studies for students. Members were informed that it would be difficult to obtain statistics or specific information on students’ employment rates following their graduation but noted that Development and Alumni Relations was working with the Graduate Postdoctoral Studies unit to obtain a better understanding of the Quebec alumni experience in the job market following graduation. Members also suggested that it would be useful for the Board to discuss two or three performance indicators that were particularly challenging and also proposed that future score cards include an executive summary.

Members expressed a preference to receive the KPI score card on a bigger page, and asked that, in future, the score card be distributed to members sooner in preparation for the meeting. Members also noted the importance for the administration to take the necessary time needed to finalize the next score card before sending it to the Board.

11. Renewal of Licencing Agreement with COPIBEC [GD13-54]

Professor Anthony C. Masi, Provost, presented a request to approve a three-year licencing agreement with COPIBEC. He explained that in comparison to the current agreement, which was ending May 31, the new agreement offered a significant discount for McGill. He acknowledged Deputy Secretary-General Kevin Chan and General Counsel Line Thibault in successfully negotiating with COPIBEC reduced fees for the University.

In discussion, members were informed that some universities chose not to renew their agreements with COPIBEC while others were still in negotiations.

On a motion duly proposed and seconded, the Board of Governors ratified the 2014-2017 Convention concernant ant la reproduction d'oeuvres littéraires between The Royal Institution for the Advancement of Learning / McGill University and Copibec, to take effect on 1 June 2014, and authorized the Provost or his designate to sign the agreement on behalf of the University.

Governor Jonathan Mooney voted against the resolution.

12. Progress Report on Quartier de l'Innovation [GD13-55]

Dr. Rose Goldstein, Vice-Principal, Research and International Relations, presented a progress report on the Quartier de l'Innovation. She provided an overview of the project's achievements since its inception last year, discussed current activities and outlined its goals and priorities for the coming year. She indicated that moving forward, the University would aim to continue expanding on last year's achievements in order to continue enriching academic experiences of students, faculty and researchers.

Members discussed the ways in which the Quartier de l'Innovation initiative could generate more engagement from the McGill community. Members exchanged a number of ideas, including the organization of tours of the QI site for Board members, and getting more students, alumni and faculty involved in developing activities to promote the site. Members were given some examples of public and private partnerships that could be developed to promote innovation and collaboration within the McGill community.

13. Vision 2020: A Sustainability Strategy for McGill University [GD13-56]

Mr. Michael Di Grappa, Vice-Principal, Administration and Finance introduced McGill's Sustainability Strategy, the result of the Vision 2020 initiative, which had taken place at McGill over the last two years. He explained that the process had been undertaken pursuant to the Sustainability Policy, approved by Senate and the Board of Governors in 2010. The Policy called for the preparation of a sustainability plan. He acknowledged that various sustainability initiatives had taken place on campus in the recent years and thanked members of the McGill community for participating in the consultation process and sharing ideas for their vision for McGill in its sustainability efforts.

The Vice-Principal called on Mr. Martin Kraymer von Krauss, Manager of the Office of Sustainability, who provided further details on the Sustainability Strategy.

Mr. Kraymer von Krauss informed members that the Vision 2020 sustainability strategy involved a university-wide consultation process that led to the development of a long-term vision of sustainability for McGill. The strategy involved goals and action plans that were intended to enable McGill to become a leader in the area of sustainability.

Mr. Kraye von Krauss described the mandate of the Office of Sustainability and its role in developing Vision 2020 and the Sustainability Strategy. He elaborated that the Sustainability Strategy initiative contained 23 goals and 14 actions, which had been endorsed by the University's administration and divided into actions which describe concrete projects for the next two years. Actions include activities such as defining "sustainability research," identifying and facilitating opportunities for applied student research that advances sustainability, and renovating underused indoor and outdoor spaces on campus to transform them into community gathering spaces.

Mr. Kraye von Krauss informed members that the University established a sustainability fund that could be used for various projects related to sustainability, including a possible review of best practices related to socially responsible investment – an idea that could benefit the work of the Committee to Advise on Matters of Social Responsibility.

Members discussed the potential for the Sustainability Strategy to help McGill integrate sustainable practices that would positively transform the physical working and learning environment. Members thanked Mr. Kraye von Krauss for his informative presentation.

14. Board Committee Reports

14.1 Nominating, Governance and Ethics Committee (Part II)

[GD13-57]

Mr. Sam Minzberg, Chair, Nominating, Governance and Ethics Committee, presented recommendations contained in the report of the Nominating, Governance and Ethics Committee. These included recommendations concerning appointments to Board standing Committees, internal and external non-Board bodies and decanal advisories. The Board approved all recommendations as noted below.

1. 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 appointment of **Ms. Courtney Ayukawa** as a member of the Committee to Advise on Matters of Social Responsibility and the Building and Property Committee, for a one-year term starting June 1, 2014 and ending May 31, 2015;*
- *The appointment of **Ms. Zineb Fachar** as a member of the Nominating, Governance and Ethics Committee for a one-year term starting June 1st, 2014 and ending May 31, 2015;*

- *The appointment of **Mr. Juan Pinto** as a member of the Executive Committee for a one-year term starting June 1st, 2014 and ending May 31, 2015;*
- *The appointment of **Mr. Amine Arezki** as a member of the Finance Committee for a one-year term starting June 1st, 2014 and ending May 31, 2015;*
- *The reappointment of **Mr. Michael Boychuk** as Chair of the Audit Committee for a two-year terms starting January 1, 2015 and ending December 31, 2016, to coincide with the end of his term on the Board of Governors;*
- *The reappointment of **Mr. François Laurin** as a member of the general public of the Audit Committee for a three-year term starting January 1, 2015 and ending December 31, 2017;*
- *The reappointment of **Ms. Martine Turcotte** as Chair of the Human Resources Committee and as a member of the Executive Committee, for a three-year term, starting January 1, 2015 and ending December 31, 2017, subject to the Board approving her reappointment as a member-at-large.*

3. Appointments to Internal Non-Board Bodies (Senate, MISC):

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 appointment of **Mr. Ram Panda** as a representative of the Board of Governors on the McGill University Senate, for a three-year term starting September 1st, 2014 and ending August 31, 2017;*
- *The appointment of **Dr. H. Arnold Steinberg** as a trustee nominated by McGill University on the Board of Trustees of the McGill Institute for the Study of Canada, for a four-year term, starting September 1, 2014 and ending August 31, 2018;*
- *The reappointment of **Mr. Alain Dubuc** as a trustee nominated by McGill University on the Board of Trustees of the McGill Institute for the Study of Canada, for a four-year term, starting September 1, 2014 and ending August 31, 2018;*
- *The reappointment of **Mr. Ken Whyte** as a trustee nominated jointly by McGill University and the Bronfman Family on the Board of Directors of the McGill Institute*

for the Study of Canada, for a two-year term, starting September 1, 2014 and ending August 31, 2016;

- The appointments of Mr. Daniel Holland, Ms. Alexandra Johnston and Ms. Franca Guiccardi as trustees nominated jointly by McGill University and the Bronfman Family on the Board of Trustees of the McGill Institute for the Study of Canada, for a four-year term starting September 1, 2014 and ending August 31, 2018, subject to each individual's willingness to serve, and the appointment of Mr. Ken Dryden as an alternate member in the event that one of the appointed members is unable to serve.*

4. Appointments to External non-Board Bodies (MSBiV, ALIGO, Advisory Board on English Education):

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 Dr. Rose Goldstein (Vice-Principal, Research and International Relations) as a representative of McGill University on the Board of Directors of the MSBiV Board of Directors, for a two-year term, starting July 1st, 2014 and ending June 30, 2016;*
- The appointment of Dr. Rose Goldstein (Vice-Principal, Research and International Relations) as a representative of McGill University on the Board of Directors of ALIGO Inc. for a two-year term, starting May 16, 2014 and ending May 15, 2016;*
- The reappointment of Mr. Lorne Trottier as a representative of McGill University on the Board of Directors of the MSBiV Board of Directors, for a one-year term, starting July 1st, 2014 and ending June 30, 2015;*
- The reappointment of Mr. Lorne Trottier as a representative of McGill University on the Board of Directors of ALIGO Inc. for a one-year term starting May 16, 2014 and ending May 15, 2015;*
- The nomination of Professor Jeffrey Derevensky (Faculty of Education) as a representative of McGill University on the Advisory Board on English Education for a three-year term to be determined by the Minister of Higher Education, Research and Science.*

5. Appointments to Decanal Advisory Committees

(Trenholme Dean of Libraries, GPS, Dean, Faculty of Science):

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 appointments of Ms. Manon Vennat and Mr. Alex Kalil as representatives of the Board of Governors on the Advisory Committee for the Possible Reappointment of the Trenholme Dean of Libraries and the appointment of Ms. Brenda Norris as an alternate member;*
- *The appointment of Mr. Mike Richards and Ms. Cynthia Price as representatives of the Board of Governors on the Advisory Committee for the Selection of the Dean, Graduate and Postdoctoral Studies, and the appointment of Ms. Sally McDougall as an alternate member;*
- *The appointment of Ms. Kappy Flanders and Mr. Lorne Trottier as representatives of the Board of Governors on the Advisory Committee for the Selection of the Dean, Faculty of Science, and the appointment of Mr. Arthur Lau as an alternate member.*

6. Revisions to CAMSR Terms of Reference

Governor Minzberg presented the Nominating, Governance and Ethics Committee's recommendation to approve revised terms of reference for the Committee to Advise on Matters of Social Responsibility. He described the consultation process with the McGill community that had characterized the review of the Committee's terms, and stated that the proposed revisions intended to provide CAMSR with a more active role in advising the Board on social responsible investment.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee approved the revised CAMSR terms of reference as attached in Appendix A of the Report of the Nominating, Governance and Ethics Committee [GD13-57].

14.2 Audit Committee

[GD13-58]

Governor Michael Boychuk, Chair of the Audit Committee, presented the report of the Audit Committee arising from the Committee's meeting of May 15. The report contained a summary of matters reviewed by the Audit Committee, including a confirmation of the Audit Committee's decision to approve an internal audit plan for the upcoming year.

15. Procedure for Approving Financement-Quebec Annual Borrowing Resolution

[GD13-59]

Vice-Principal Di Grappa presented a request for the Board to delegate to the Executive Committee the responsibility to consider and approve the anticipated 2014-15 borrowing resolution from Financement-Quebec.

On a motion duly proposed and seconded, the Board of Governors delegated to the Executive Committee of the Board of Governors the full responsibility to consider and approve, on behalf of the Board of Governors, the 2014-15 borrowing resolution from Financement-Québec, and subsequent standard annual borrowing resolutions from Financement-Québec anticipated in future years, following review by the Vice-Principal (Administration and Finance) and Legal Services.

16. Report from Senate

[GD13-60]

The Principal presented the report from Senate, arising from Senate's meeting of May 21st. The report contained Senate's recommendations to approve appointments arising from University regulations, the creation of the McGill University Structural Biology Centre and the relocation of the School of Information Studies from the Faculty of Education to the Faculty of Arts.

1. Appointment Arising from University Regulations

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

- *The appointments of Professors Heather Durham (Neurology and Neurosurgery, MEDICINE) and Gregory Dudek (Computer Science, SCIENCE) to the Intellectual Property Appeals Committee for terms beginning September 1, 2014 and ending August 31, 2017;*
- *The appointment of Ms. Danielle Meadows (PhD, Human Genetics, Year 5) to the Intellectual Property Appeals Committee for a term beginning September 1, 2014 and ending August 31, 2015;*
- *The appointments of Professors Axel Van den Berg (Sociology, Faculty of Arts), Fabrice Labeau (Electrical and Computer Engineering, Faculty of Engineering) and Gloria Tannenbaum (Pediatrics, Faculty of Medicine) as members of the Committee on Staff Grievances and Disciplinary Procedures, for a three-year term beginning September 1, 2014 and ending August 31, 2017.*

2. McGill University Structural Biology Centre

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the creation of a McGill Structural Biology Centre.

3. The relocation of the School of Information Studies from the Faculty of Education to the Faculty of Arts

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the relocation of the School of Information Studies from the Faculty of Education to the Faculty of Arts, as well as its subsequent change of designation (from School of Information Studies, Faculty of Education to School of Information Studies, Faculty of Arts).

17. Annual Report on Safe Disclosure

[GD13-61]

Mr. Stephen Strople, Secretary-General, presented the annual Report on Safe Disclosure, for the Board's information. The report contained a record of one submission received by the Secretary-General, which had been addressed in accordance with the provisions of the Policy on Safe Disclosure. The Secretary-General informed members that the Policy was up for review in the fall, and that any proposed changes would be presented to the Board for approval in due course.

18. Presentation

Presentation

The Chair welcomed and introduced to the Board Dr. Alan Evans, Director, Clinical Trials Imaging Lab, McConnell-Brain Image Centre, Montreal Neurological Institute and Hospital. He also welcomed Mr. Irving Ludmer, a guest and supporter of Dr. Evan's research, who attended the meeting for Dr. Evans' presentation.

Dr. Evans delivered a presentation on his research, which focuses on the study of the human brain and the role of neuroimaging in developing techniques and tools that are used in the treatment, amelioration and cure of brain disorders. He described work related to the "Big Brain Project", which included having a team of scientists slice a human brain into 7,400 wafer-thin sheets to obtain a better understanding of the brain's anatomy and subsequently treat related illnesses.

Members noted the relevance and usefulness of this type of research for the medical community and thanked Dr. Evans for his stimulating and informative presentation.

19. Other Business

On behalf of the Board, the Chair thanked Chancellor Steinberg for his contributions to the Board, and for his dedicated service as Chancellor of McGill. He noted that while Dr. Steinberg served McGill as Chancellor for the last five years, he has been affiliated with the University for decades, and contributing to the work of the Board for a numerous years. He stated that, in recognition of his service to the University, the Board of Governors was pleased to recently appoint Dr. Steinberg to the rank of Chancellor Emeritus. The Chair expressed the Board's enthusiasm and gratitude for having the opportunity to continue working with Dr. Steinberg in his new capacity as Chancellor Emeritus.

The meeting was adjourned at 6:55 p.m.

SUMMARY OF MATTERS CONSIDERED AT CLOSED SESSIONS OF THE BOARD OF GOVERNORS HELD ON MAY 22, 2014

1. Follow-up Report on Board of Governors Retreat

The Board of Governors received a follow-up report arising from the Board of Governors Retreat held in January 2014. The retreat topic was: Increasing Existing and Alternate Sources of Funding.

2. Report of the Nominating, Governance and Ethics Committee (Part I)

The Board of Governors received a report of the Nominating, Governance and Ethics Committee, which contained a recommendation to reappoint Ms. Martine Turcotte as a member-at-large of the Board, for a five-year term, starting January 1, 2015. This recommendation was approved by the Board.

3. Report on New Appointments, Promotion and the Grant of Tenure

The report approved a report, which contained recommendations concerning new academic appointments, promotion and tenure.