

**Minutes of Open Session**

Thursday, February 11, 2016 15-16 BR:03

Minutes of a meeting of the Board of Governors held on Thursday, February 11, 2016 at 4:00 pm in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

**PRESENT:**

Bourque, Nathalie	Ibrahim, Kareem	Aberman, Susan
Chisholm, Victor	Meighen, Michael A.	Di Grappa, Michael
Cobbett, Stuart ( <i>Chair</i> )	Murphy, Sean	Dyens, Ollivier
Coughlin, Peter	Nystrom, Derek	Goldstein, Rose
Critchley, Ronald	Panda, Ram	Manfredi, Christopher
Fazel, Kathy	Price, Cynthia	Marcil, Olivier
Fortier, Suzanne	Toccalino, Danielle	Weinstein, Marc
Halperin, Stephen (by phone)	Turcotte, Martine	
Harpp, David Noble	Zalba, Josefina	Strople, Stephen (Secretary-General)
Haynes, Bryan	Zorychta, Edith	Edyta Rogowska (Associate Director)
Hobday, Tina	<i>Resource Persons</i>	

**Invited Guests:** Professor Elena Bennett, Department of Natural Resource Sciences Faculty of Agricultural and Environmental Sciences/McGill School of Environment; Mr. Francois Pouliot, Director of Procurement; Mr. Real Del Degan, Interim Directors, Office of the Budget;

**Regrets:** Michael Boychuk, Gerald Butts, Claude Généreux, Samuel Minzberg, Alvin Shrier, Thierry Vandal.

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. He introduced and welcomed Professor Derek Nystrom, Mr. Victor Chisholm and Mr. Sean Murphy, three new Board members who were attending their first meeting of the Board of Governors. He also noted the recent passing of Dr. H. Arnold Steinberg, McGill's 18<sup>th</sup> Chancellor, past Governor and Governor Emeritus of the Board of Governors, who passed away on December 11, 2015. He noted that throughout his life, Dr. Steinberg fully embodied the McGill spirit and for more than half a century, and in countless ways, he helped advance academic life at McGill University as a leader, mentor, philanthropist and friend.

**10. Approval of the Minutes (Open session) of November 26th, 2015 (Consent item)**

*On a motion duly proposed and seconded, the open session minutes from the meeting held on November 26, 2015, was approved.*

**11. Business Arising from Open Session Minutes**

There was none.

## **12. Faculty Presentation**

The Chair introduced Professor Elena Bennett from the Department of Natural Resource Sciences at the Faculty of Agricultural and Environmental Sciences, who also holds an appointment at the McGill School of Environment. Professor Bennett spoke to members about her research activities in the field of ecosystem services. She described how the types of ecosystem services interact and how humans can manage landscapes to provide multiple ecosystem services. She explained that this type of activity allowed her to study land use, farm fields and ecosystem services in urban areas of Quebec.

In discussion, members learned about Professor Bennett's research collaborations and work with a number of stakeholders, including land owners, farmers and municipalities. At the end of the discussion, the Chair thanked Professor Bennett for her informative presentation.

## **13. Principal's Remarks (Continued)**

The Principal began her remarks by with an update on government relations. She reported that she met with the Minister of Finance, Carlos Leitão, to present the University's priorities for the upcoming provincial budget. These priorities include attraction of talent, changes to the funding formula, investments in infrastructure, and a fund for entrepreneurship. She also noted that Minister Leitão would be on campus for a pre-budget consultation town hall meeting on February 15, 2016. This was the first time such an event was held by the provincial government on a university campus. The Principal stated that Pierre Moreau is the new Minister of Education, and Dominique Anglade is the new Minister of Economy, Science, and Innovation of Quebec. She noted that Minister Anglade was the former President and CEO of Montréal International and McGill has worked with her in the past on matters such as the attraction of talent to Montreal and the reform of university financing. The Principal then noted that it was a great honour that the United Nations Secretary-General, Ban Ki-moon, chose to speak at McGill last week as part of his three-day working visit to Ottawa and Montreal.

Regarding external relations, the Principal spoke about her participation as a guest of the Global University Leaders Forum (GULF) in the World Economic Forum in Davos. She noted that McGill was the only Canadian university represented in Davos. The topic of the forum this year was the Fourth Industrial Revolution. She described her participation on three panels (Women and Science; A new Chapter for Canada; Global Science Outlook) as well as her speaking role in a private meeting with Prime Minister Trudeau, five of his Ministers and CEOs of top organizations in Canada. She also mentioned her participation in a private afternoon session with the university presidents.

The Principal concluded her remarks by congratulating members of the McGill community who have been recently recognized for their achievements. Notably, she congratulated Professor Vicky Kaspi on receiving the Gerhard Herzberg Canada Gold medal for Science

and Engineering, which is the highest honour awarded by the Natural Sciences and Engineering Research Council of Canada (NSERC). The Principal then shared that McGill graduate Marc Tessier-Lavigne (BSc, '80) was named President of Stanford University.

The Principal provided an update on the Task Force on the Academic Vision and Mission of the Royal Victoria Hospital (RVH) Site. She reported that the Task Force has met five times during the Fall Semester to discuss this unique opportunity to create a new neighbourhood for the downtown campus at the RVH site. She explained that the Task Force was awaiting submissions for a vision of the RVH site from the McGill community. The submissions will be reviewed by the Task Force and a report to the community would follow. The Principal reminded members that the decision as to whether McGill will acquire the RVH site has not yet been made, and will depend on the results of the feasibility study and availability of funding.

The Principal reported on the work conducted by the Ad Hoc Advisory Committee for the McGill Bicentennial, which concluded its activities and submitted a report to the Principal in November 2015. The Principal thanked members of the Committee for their work, noting that a plan that will launch the preparations for McGill's Bicentennial ceremonies will be shared with the community in due course.

#### **14. Call for Tenders for Provision of Services**

##### **14.1 Provision of Cell Phone Services**

[GD15-33]

Mr. Michael Di Grappa, Vice-Principal, Administration and Finance, presented a request to approve the University's participation in a group public call for tenders (CFT) to enter into a new contract for cell phone services. He explained that the current contract for cell phone services with Bell expires on May 31st, 2016. He stated that the group CFT is managed by GACEQ (Groupe d'approvisionnement en commun de l'Est-du-Québec).

Members asked whether there was any risks associated with potentially changing service providers and were informed that a rapid transition to a new provider might result in the need to pay termination fees.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Administration and Finance), authorized The Royal Institution for the Advancement of Learning/McGill University to participate in a public call for tenders managed by Groupe d'approvisionnement en commun de l'Est-du-Québec (GACEQ), for a maximum term of 4 years, at an estimated value of \$4 million, and authorize the Vice-Principal (Administration and Finance) to sign any document necessary for The Royal Institution for the Advancement of Learning/McGill University to participate in the GACEQ call for tenders, provided it is reviewed by Legal Services.*

*The Board of Governors also approved the selected contract and authorized the Vice-Principal (Administration and Finance) to sign it, and any accessory documents, provided that they are reviewed by Legal Services, as appropriate.*

## **14.2 Provision of Cleaning Services**

[GD15-34]

Vice-Principal Di Grappa presented a request to approve the launch of a public Call for Tenders (CFT) to enter into a contract with a single supplier of cleaning services for the downtown campus. He explained that the CFT would provide an opportunity to streamline services, which are currently rendered by a mix of three external companies, and most likely reduce costs.

In a discussion that ensued, it was pointed out there were discrepancies in the payment and treatment of employees between the suppliers of cleaning services and McGill. It was noted that the conditions of employment were set by the provincial government, which obligates companies to abide by the Quebec labour code. It was also noted that McGill has mechanisms in place to address issues related to employee treatment and conduct. Lastly, it was mentioned that there would no job losses for McGill staff as a result of the contract.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Administration and Finance), approved the launch of a public call for tenders for the supply of cleaning services for the downtown campus, for a maximum term of 7 years, at an estimated value of \$10 million.*

*The Board of Governors also approved the selected contract for the supply of cleaning services and authorized the Vice-Principal (Administration and Finance), to sign the contract and any accessory documents provided that they are reviewed by Legal Services, as appropriate.*

## **15. Standing Board Committee Reports**

### **15.1 Audit Committee**

[GD15-35]

Mr. Stephen Halperin, member of the Audit Committee, presented the Report of the Audit Committee arising from the Committee's meeting of January 28, 2016, on behalf of Governor Boychuk, Chair of the Audit Committee. He reviewed with members the key components of the Report. In response to a question about progress made in implementing the recommendations of the Tri-Agency, Vice-Principal Goldstein stated that the University was working to implement a few outstanding recommendations, and keeping the Tri-Agency informed of its progress.

**15.2 Committee to Advise on Matters of Social Responsibility** [GD15-36]

The Chair presented the CAMSR report arising from the CAMSR meeting of January 14, 2016. He reported that CAMSR was preparing a report in response to the Divest McGill submission and was aiming to present it to the Board for consideration by the end of March.

In response to a question as to whether CAMSR would make available a provisional report for consultation, the Chair responded that CAMSR has considered this idea and decided to issue instead a final report.

A representative of Divest McGill who was attending the meeting as a visitor announced that a number of members of the McGill Alumni community pledged to return their diplomas if McGill does not divest of its fossil fuel holdings.

**15.3 Building and Property Committee: Part II** [GD15-37]

Mr. Peter Coughlin, Chair of the Building and Property Committee, presented part two of the Report of the Building and Property Committee. The Report contained a recommendation to approve the granting to Transcontinental Gas Pipe Line Company LLC of a natural gas pipeline permanent servitude and right of way, as well as a temporary servitude and right of work space on each of two tracts of land on property in Cameron Parish, Louisiana.

Certain members expressed concerns about the lack of study done about the environmental impacts of the pipeline. Members also discussed potential reputational risks associated with this transaction. It was pointed out that McGill could not refuse the land and that Transcontinental had the right to acquire the right-of-way over the property. The matter was approved by the Board of Governors with three members voting against.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved the granting to Transcontinental Gas Pipe Line Company LLC of a natural gas pipeline permanent servitude and right of way, as well as a temporary servitude and right of work space on each of two tracts of land on property in Cameron Parish, Louisiana in which the Royal Institution for the Advancement of Learning/McGill University holds ownership interest, in exchange for a payment of \$15,418 US.*

*The Board of Governors, on the recommendation of the Building and Property Committee, approved the signing of the Deeds of Servitudes and any other related documents on behalf of the Royal Institution for the Advancement of Learning/McGill University, provided that they are reviewed by Legal services.*

Mr. Coughlin reviewed with members the key informational items included in the Report.

**15.4 Human Resources Committee**

[GD15-38]

The Chair presented the Report of the Human Resources Committee, which contained informational items considered by the Committee in December 2015 and January 2016. The Chair congratulated the University and the McGill University Non-Academic Certified Association on concluding a new Collective Agreement that will be valid for a period of three years starting December 1, 2015 to November 30, 2018.

A questions was raised with regard to the use of conciliation and arbitration in the ongoing negotiations between the administration and the floor fellow, unionized under the Association of McGill University Support Employees (AMUSE). It was noted that a mediator is necessary when parties are unable to come to an agreement.

**15.5 Finance Committee: Budget Planning (2016-17) Report II**

[GD15-39]

Vice-Principal Di Grappa presented the Report of the Finance Committee on behalf of Mr. Thierry Vandal, Chair of the Finance Committee. He reviewed with members the key components of the Report and then invited Professor Christopher Manfredi to provide an update on the 2016-17 budget planning process.

Professor Christopher Manfredi, Provost and Vice-Principal, Academic, delivered an update on the preparation of the 2016-17 budget. Regarding the FY2016 results, he highlighted that the University is within 1% of the total budget approved by the Board of Governors. He noted that there have been some key positive variances since the presentation was prepared such as the sale of land, and some negative variances such as additional pay equity costs and unanticipated pension contributions associated with the voluntary retirement program. Regarding FY2017, the University is still operating with limited information. He noted that there are higher than anticipated costs for deferred maintenance. He explained that the University had planned to borrow \$400 million in four equal tranches of \$100 million. However, the first tranche was quite successful which raised the interest costs. He added that capital repayments may start a year later than projected leading to savings in FY2019.

Members received an advanced look at forecasts for FY2017 where further cuts by the Ministère de l'Éducation, de l'Enseignement supérieur et de la Recherche (MÉESR) were estimated to be \$2M-\$4M. Members were told that there are some indications concerning flexibility in tuition policies for international and non-Quebec students which could result in increased revenues.

Professor Manfredi concluded his presentation by highlighting certain key commitments. These included salary policy commitments beyond FY2017, which are yet to be finalized for some large groups within the University. He mentioned that a slowdown of academic renewal will generate some savings in the overall budget. With respect to administrative and support staff, he stated that no extraordinary measures are anticipated in the short to medium

term. He also noted that this year, the overall replacement rate was one to one and that it is being managed by salary mass rather than head count. Lastly, he noted that faculty carry-forwards are still a challenge to be addressed.

## **15.6 NGE Committee: Part II**

[GD15-40]

Dr. Edith Zorychta, member of the NGE Committee, presented part two of the Report of the NGE Committee on behalf of Mr. Sam Minzberg, Chair, NGE Committee. The report contained the Committee's recommendations with respect to appointments to Board standing Committees and health care bodies.

### **15.6.1 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 appointment of Mr. Sean Murphy as a member of the Nominating, Governance and Ethics Committee for a term commencing immediately and ending May 31, 2016.*

### **15.6.2 Appointments to Health Care Bodies**

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of, the Nominating, Governance and Ethics Committee, approved the reappointment of Dr. Gary Pekeles and Me Jill Hugessen as members on the Council for Services to Children and Adolescents (CSCA) both for two-years term starting April 1, 2016 and ending March 31, 2018;*

Dr. Zorychta mentioned that the NGE Committee reviewed its terms of reference and will submit them for approval to the Board of Governors, along with the terms of reference of other Board Committees, which are currently being reviewed as part of the triennial review of Board Committee terms of reference.

## **16. Annual Report on Research Performance and Innovation**

[GD15-41]

Dr. Rose Goldstein, Vice-Principal, Research and International Relations presented the Report on Research Performance and Innovation. The report was presented to Senate on January 13, 2016.

Vice-Principal Goldstein spoke about McGill's recent research funding performance and provided an update on areas of innovation related to both the commercialization of research and moving knowledge from the University into society. She highlighted that there has been a significant increase in income from patents, licenses and royalties and noted that McGill will be recruiting an Associate Vice-Principal, Innovation and Partnerships. She also reported on current trends in research funding and discussed how McGill can build on its

strengths in order to excel in a highly competitive research funding environment. Finally, she reported on major grants won by McGill, significant new partnerships and collaborations, and the accomplishments of researchers who received major prizes and awards over the past year.

Members discussed possible revenue generating initiatives including the development of more partnerships with industry. Certain members spoke in favour of developing guidelines that would address the possibility of conflicts of interest and intellectual property rights. Members were informed that these points were being considered in the current review of the Regulation on the Conduct of Research.

**17. Annual Report from Student Life and Learning** [GD15-42]

Professor Ollivier Dyens, Deputy Provost, Student Life and Learning, presented the Annual Report from Student Life and Learning. The report was presented to Senate on January 13, 2016. He provided members with an overview of the activities of his unit and outlined a number of initiatives undertaken to improve services to students at McGill. He then spoke about challenges that Student Life and Learning will need to address in order to continually enhance the overall student experience at McGill. Notably, he mentioned the need to address how to efficiently respond to an increased demand for services in a financially difficult environment. He also spoke about the high demand for mental health support, which is growing across universities in North America, and mentioned McGill's efforts to develop a strategy with other universities that would aim to address the growing need for mental health services.

**18. Report from Senate** [GD15-43]

The Principal presented the Report from Senate, arising from the meetings of Senate held on December 2, 2015 and January 13, 2016.

**18.1 Transformation of the Faculty of Religious Studies into a School within the Faculty of Arts and recommended that it be approved by the Board of Governors.**

The Principal presented the recommendation to transform the Faculty of Religious Studies into a School within the Faculty of Arts. She explained that the proposal was approved by the Faculty of Religious Studies on June 22, 2015 and by the Faculty of Arts on October 27, 2015. It was approved by Senate on December 2, 2015, and is now being recommended for approval by the Board. Referring members to the Report, she explained that the new School would exercise in continuity the prior rights, obligations, and functions of the former Faculty and it would be the primary academic unit for teaching and research in the field of religious studies, including religions and theology as fields of scholarly interest. In response to a question raised about the omission of the Birks Reading Room on page 3 of the Appendix



to the Senate Report, the Chair observed that the paragraph confirming that the needs of Religious Studies will be given priority in the allocation of space in the Birks Building would encompass the Reading Room.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the transformation of the Faculty of Religious Studies into a School within the Faculty of Arts.*

### **18.2 Proposal for the Creation of the Institute for Human Development and Wellbeing (IHDW)**

The Principal presented Senate's recommendation to approve the creation of the Institute for Human Development and Wellbeing (IHDW). She explained that the Institute was to be located in the Faculty of Education and would have a transdisciplinary and multidisciplinary approach towards the cognitive, emotional, and social studies of human development and wellbeing. She added that the Institute's priorities were informed by McGill's 2013-2017 Strategic Plan under Research.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the creation of the Institute for Human Development and Wellbeing (IHDW)/Institut de recherche pour le développement et le bien-être humain à l'Université McGill.*

### **18.3 Proposal for the Creation the McGill University Research Centre on Complex Traits (MRCCT)**

The Principal presented Senate's recommendation to approve the creation of the proposed McGill University Research Centre on Complex Traits (MRCCT). In response to a question, the Principal stated that the Centre had a subtitle which was reflected in the proposed resolution.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the creation of the McGill University Research Centre on Complex Traits (MRCCT), An Initiative to Cure Infectious and Chronic Inflammatory Diseases/Le Centre de recherche de l'Université McGill sur les maladies infectieuses et inflammatoires chroniques.*

### **18.4 Proposed Revisions to the Regulations Concerning the Investigation of Research Misconduct**

The Principal presented Senate's recommendation concerning proposed revisions to the Regulations Concerning the Investigation of Research Misconduct. Certain members noted that it was difficult to understand the changes as presented in the document, and suggested

that going forward in the event that there are a number of revisions proposed to an existing policy, members be provided with a clean version of a proposed policy document.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the proposed revisions to the Regulations Concerning the Investigation of Research Misconduct.*

#### **18.5 Report of the Senate Nominating Committee: Appointment to the Committee on Staff Grievances and Disciplinary Procedures**

The Principal presented Senate's recommendations concerning an appointment to the Committee on Staff Grievances and Disciplinary Procedures, which was approved by the Board.

*On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the appointment of Professor Wes Folkerth (English, ARTS) as a member of the Committee on Staff Grievances and Disciplinary Procedures, for a three-year term beginning immediately and ending August 31, 2018.*

#### **19. Other Business**

Ms. Cynthia Price announced the "MGill 24 Giving Day" campaign that will take place on March 16 and encouraged all Board members to participate.

The meeting was adjourned at 7:11 pm.

## **SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON FEBRUARY 11, 2016**

### **1. Recommendations from Advisory Committees**

The Board of Governors considered two recommendations from Advisory Committees that had been struck in accordance with the Statutes of McGill University. The Board of Governors approved the reappointment of Mr. Oliver Marcil as Vice-Principal (Communications and External Relations) for a second five-year term, commencing 15 July 2016 and ending on 30 June 2021. The Board of Governors approved the appointment of Professor Antonia Maioni as Dean of the Faculty of Arts for a term of five years, beginning July 1, 2016 and ending June 30, 2021.

### **2. Board Committee Reports**

#### **2.1 Report of the Building and Property Committee**

The Board of Governors, on the recommendation of the Building and Property Committee, approved the disposition of the Beatty Hall property, by McGill University to Werkliv Group Inc.

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

The Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointments of Mr. Pierre Matuszewski and Ms. Maryse Bertrand as members-at-large of the Board of Governors, for a five-year term starting July 1, 2017, or earlier should a vacancy arise.

### **3. Report on Internal Audit Activities**

In accordance with the terms of reference of the Board's Audit Committee, the Board of Governors received a report on internal audit activities for 2014-15.

### **4. Report on Promotions and Tenure**

The Board of Governors approved three recommendations for promotion within the Faculty of Medicine.