

Minutes of Open Session

Thursday, October 8, 2015 15-16 BR:01

Minutes of a meeting of the Board of Governors held on Thursday, October 8, 2015, at 4:00 pm in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

PRESENT:

Bourque, Nathalie
Boyчук, Michael
Cobbett, Stuart (*Chair*)
Coughlin, Peter
Critchley, Ronald
Fazel, Kathy
Fortier, Suzanne
Fortino, Gieseppe
Gaulea, Nely
Halperin, Stephen (by
phone)
Harpp, David Noble
Hobday, Tina
Ibrahim, Kareem

Johnson, Juliet
Meighen, Michael A.
Minzberg, Samuel
Panda, Ram
Price, Cynthia
Shrier, Alvin
Toccalino, Danielle
Turcotte, Martine
Zalba, Josefina
Zorychta, Edith

Resource Persons
Aberman, Susan
Di Grappa, Michael
Dyens, Ollivier
Eidelman, David
Goldstein, Rose
Manfredi, Christopher
Weinstein, Marc

Strople, Stephen
(Secretary-General)
Edyta Rogowska
(Associate Director)

Invited Guests: Robin D. Rogers, Canada Excellence Research Chair in Green Chemistry and Green Chemicals; Cristiane Timouth, Controller and Associate Vice-Principal, Financial Services.

Regrets: Claude Généreux, Bryan Haynes, 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.

8. Chair's Remarks and Announcements

The Chair welcomed student representatives Danielle Toccalino (PGSS), Kareem Ibrahim (SSMU), Josefina Zalba (MCSS) and Nely Gaulea (MACES), as well as Professor Christopher Manfredi, Provost and Vice-Principal, Academic, who were attending their first Board meeting in official capacities.

The Chair reminded members of the November 3rd joint meeting of the Board of Governors and the Senate, and encouraged members to participate.

9. Approval of Minutes (Open Session) of May 21st 2015 (Consent Item)

On a motion duly proposed and seconded, the open session minutes from the meeting held on May 21, 2015, were approved.

10. Research Presentation

[GD15-04]

The Chair introduced Professor Robin D. Rogers, Canada Excellence Research Chair in Green Chemistry and Green Chemicals and invited him to speak to the Board on his research activities. Professor Rogers described his research interests, which include the design and development of sustainable biomaterials for use in polymeric materials, fuels and commodity chemicals.

In a discussion that focused on expanding sustainable economic growth in Canada, Dr. Rogers noted the possibility of working with the research community, industry, government, and society-at-large to develop ways of transitioning to a cleaner energy environment. He spoke in favour of investing in new alternative energy sources as well as seeking out investors who would assist in developing new, environmentally-friendlier technologies.

On behalf of the Board of Governors, the Chair thanked Dr. Rogers for his presentation.

11. Business Arising from Open Session Minutes

There was none.

12. Principal's Remarks (Continued)

The Principal began her remarks with a report on student enrolment, which at 38, 242, represented an increase of 0.35% over last year. She noted that the US, France, China and India continued to be top countries of origin for international students.

The Principal then invited Dr. David Eidelman, Vice-Principal, Health Affairs and Dean, Faculty of Medicine, to provide a progress report on a number of items identified in a recent accreditation review of the Undergraduate Medical Education program conducted by U.S. Liaison Committee for Medical Education (LCME) and the Committee on Accreditation of Canadian Medical Schools (CACMS). Dean Eidelman reported that the items identified were administrative in nature and noted that a working group, which he chairs, was put in place to ensure that corrective measures are implemented efficiently. He informed members that a consultation visit took place in September by the accrediting bodies. Regarding the timeline, he informed members that an updated set of documentation on accreditation must be submitted to the accrediting bodies in November 2016 and a formal report containing the Faculty's action plan is due by December 1, 2016. He then told members that there will be a limited site visit by the accrediting bodies in February 2017 to ensure all matters have been corrected. The Faculty of Medicine expects that its report will be accepted in early 2017 and that it will be off probation in spring 2017.

Board members asked whether the accreditation review negatively affected student recruitment and were informed that the review had little impact on the Faculty's ability to continue recruiting talented students. Dean Eidelman informed members that students were supportive of the Faculty, and were working with it to implement improvements. In response to a question on the sources of concern identified as a result of the review, Dean Eidelman reported that matters identified were

mostly organizational and cultural in nature. He informed members that the Faculty hired additional support and would be working on implementing corrective measures to regain accreditation by spring 2017.

The Principal continued her remarks by providing members with an update on university rankings. She was proud to announce that it has been another strong year for McGill with regard to international university rankings: McGill moved up from 67th to 64th in the Shanghai Academic Ranking of World Universities and is now 24th in the QS World University Rankings. She remarked that while rankings are not an exact science, they do demonstrate the continued hard work of the McGill community.

Regarding government relations, the Principal reported that an agreement with the Provincial Government has been reached to complete a feasibility study for the RVH site. She then informed members of her recent meeting with the Minister and Deputy Minister of Education, Higher Education, and Research. Topics of discussion included the need for additional investment in Quebec universities and a new approach to financing universities in Quebec. At the federal level, the Principal informed the Board that McGill will be submitting a proposal this fall for the second round of the Canada First Research Excellence Fund awards, where up to \$950 million is available for distribution.

Regarding external relations, the Principal spoke about her participation in two panels at the World Economic Forum's ninth Annual Meeting of the New Champions (Summer Davos) where she exchanged on innovation, science and technology with leaders from over ninety countries.

In reference to the Centraide Campaign, the Principal noted that last year, McGill had the most successful campaign in Montreal in terms of increasing donations and participation. It raised \$468,000, which was \$43,000 more than the original objective. Vice-Principal Goldstein and Dean Jutras have agreed to return as co-chairs of the 2015 campaign. They will be joined by Governor Ibrahim, president of the Students' Society of McGill University.

The Principal concluded her remarks by giving highlights of the kudos. She shared the recent achievement of Professor René Provost, who was awarded the prestigious Trudeau Fellowship. She noted that earlier this month, the Royal Society of Canada (RSC) announced 87 new Fellows, including 14 new Fellows from McGill, and earlier this week, it named the incoming 48 members of The College of New Scholars, including six new members from McGill. The RSC also awarded Professor Aashish Clerk with the Rutherford Medal in Physics. She congratulated the team of McGill students for winning the IFTSA & MARS Product Development Competition. She also praised the School of Continuing Studies on its project entitled "Découvrez le "French Side" de McGill" and invited members to view the website <<http://vivreenfrancais.mcgill.ca/>>, which showcases all the offerings, services and opportunities in French at McGill. She noted that the School of Continuing Studies will receive a multi-year grant totaling over \$1.2 million from Aboriginal Affairs and Northern Development Canada, and that Professor Emeritus Charles Taylor was awarded the \$1.5 million John W. Kluge Prize for Achievement in the Study of Humanity,

which he will share with German philosopher Jürgen Habermas. Finally, she noted that researchers from McGill and its hospital-affiliated institutes received \$91.5 million from the Canadian Institutes of Health Research.

13. Principal’s Priorities for 2015-16

[GD15-05]

The Principal presented a progress report on her priorities, which were developed following consultation with the McGill community, and included the following:

- Student Life and Learning: the “McGill commitment”
- Research: Creativity and curiosity driving excellence
- Community Engagement: becoming a valued collaborator by being more open and responsive
- My Workplace: fostering engagement by learning to be more agile, aspirational, and accountable
- Transforming our physical and virtual campus
- Demonstrating good governance and sound management
- Participating in the development of public policies and in outside boards/councils.

The Principal referenced the presentation distributed in support of her progress report, noting that each priority item was followed by a list of completed and planned actions. She remarked that while it was unlikely that the priorities would change, specific actions and the pace at which the University would be able to pursue these priorities would depend on circumstances, such as availability of funding. She asked members to provide input on the priorities.

In response to a question on the launch of the Office of Innovation and Partnership, which was identified as a planned action in the research area, the Principal stated that this office would be a focal point of services in support of innovation and partnership initiatives that would be formed in collaboration among various university areas and units.

Members subsequently discussed progress made with regard to the McGill Commitment, which now included a website listing short and long term goals, as well as completed and planned projects. Members were informed that the University would be working on developing an international strategy that would form part of the McGill Commitment.

Members then discussed McGill's efforts to determine the impact of technology on University life and learning through individual and group Massive Open Online Courses (MOOCs) and the integration of digital learning platforms. It was noted that MOOCs have had success in providing for the ability to learn virtually, thus changing the way education is conceived on a global scale. Members noted the need to develop a sustainable business model in support of online teaching and learning efforts.

14. Board Committee Reports: Part II

14.1 Audit Committee: Financial Report and Audited Financial Statements for year ended April 30, 2015/ Extension of Auditors [GD15-06] *Approval*

Governor Michael Boychuk, Chair of the Audit Committee presented the report of the Audit Committee. The report contained two approval items and a summary of informational items considered by the Audit Committee at its meeting of October 5, 2015.

Governor Boychuk reported that the Audit Committee received an analysis of the financial statements prepared by management, as well as a presentation on some of the highlights of the Financial Report to the Board of Governors. He reported that the Committee, in the presence of Deloitte, the external auditors, reviewed the draft audited financial statements for the year ended April 30, 2015.

He then informed members that the Audit Committee received from the external auditors, the external audit report concerning the audit of the financial statements for the year ended April 30, 2015. The external auditors confirmed their opinion that the financial statements present fairly and in all material respects the financial position of the University at April 30, 2015, and that this opinion is without qualification.

Mr. Michael Di Grappa, Vice-Principal, Administration and Finance, thanked Ms. Cristiane Timmouth, Controller and Interim Associate Vice-Principal, Financial Services, for her support in preparing the Financial Report. He then provided members with a summary of the Report's main points. He indicated that the University's operating budget included a slight increase in enrolment and in the number of tenure track academic positions. In describing the Report's financial highlights, Vice-Principal Di Grappa noted that the University's total bank indebtedness was at \$151.6 million, of which \$94 was due from the Ministry of Education. He informed members that accounts payable included an estimated \$15 million accrual for pay equity. GAAP liabilities stood at \$201.1 million, and included a pension liability of \$96.7 million and a post-employment liability of \$104.4 million. The Vice-Principal then described revenue and expenses under GAAP, and spoke about McGill's Deferred Maintenance inventory, which was now estimated to be approximately \$1.3 billion. He informed members that McGill continued to actively press the Quebec government for additional funding needed to address deferred maintenance needs. Overall, he stated that the University's financial environment remained unstable, given that almost halfway into this fiscal year, the University has yet to receive confirmation of its operating grant from the Quebec government.

Members discussed the University's efforts in communicating to the Quebec government potential safety risks that would result from the lack of provincial funding for deferred maintenance. Members were informed that while the University had addressed safety concerns as they presented a major risk to McGill, there were a number of other construction or renovation projects that had to be halted due to lack of funding. Members were informed

that the Building and Property Committee had approved a contract allowing the University to hire a consultant who would work with the provincial government in support of developing a plan that would be presented to the government for consideration.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Audit Committee, approved the 2014-2015 Annual Financial Report to the Board of Governors including the external auditor's report and Audited Financial Statements of The Royal Institution for the Advancement of Learning/McGill University for the year ended April 30, 2015.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Audit Committee, approved the extension of the appointment of Deloitte as external auditors of The Royal Institution for the Advancement of Learning/McGill University for the fiscal year ending April 30, 2016

14.2 Nominating, Governance and Ethics

[GD15-07]

Governor Samuel Minzberg, Chair of the Nominating, Governance and Ethics Committee, presented the report of the Nominating, Governance and Ethics Committee. The report contained a series of recommendations concerning appointments to Board standing committees, advisory committees and health care bodies, all of which were approved by the Board as noted below.

14.2.1 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:

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

[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;*

14.2.2 Appointments to Advisory Committees

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved:

- *the appointments of Ms. Nathalie Bourque, Mr. Claude Généreux, 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.*

14.2.3 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 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.

14.3 Building and Property Committee [GD15-08]

Governor Peter Coughlin, presented the report of the Building and Property Committee. The report contained a summary of informational items considered by the Building and Property Committee at its meeting of September 16, 2015 and electronic vote of July 16, 2015.

14.4 Human Resources Committee [GD15-09]

Governor Martine Turcotte, Chair of the Human Resources (HR) Committee presented the report of the Human Resources Committee. The report contained a summary of informational items considered by the HR Committee at its meeting of September 18, 2015.

14.5 Executive Committee [GD15-10]

The Chair of the Board presented the report of the Executive Committee. The report contained a summary of informational items considered by the Executive Committee at its meetings of June 11, and September 3, 2015 and electronic votes which concluded on July 13 and August 17, 2015. He highlighted that the Committee to Advise on Matters of Social Responsibility held a meeting in August, which was subsequently was reported on to the Executive Committee at its September meeting.

**15. Interinstitutional Research Collaboration Agreement [GD15-11]
Genome Canada Genomics and Feeding the Future**

Dr. Rose Goldstein, Vice-Principal, Research and International Relations presented a request to approve an Interinstitutional Research Collaboration Agreement resulting from the Genomics and Feeding the Future 2014 Large-Scale Applied Research Project Competition. She described the main elements of the \$9.8 million agreement, which was established between McGill, other Canadian universities, governmental agencies and industry in support of a project to address challenges and opportunities related to global food safety, security and sustainable development.

Members asked whether the project would potentially lead to commercial applications, and encouraged the University to explore this opportunity.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Research & International Relations), approved the Interinstitutional Research Collaboration Agreement (Agreement) resulting from the Genomics and Feeding the Future 2014 Large-Scale Applied Research Project Competition and authorized the Vice-Principal (Research and International Relations), to sign the Agreement and any other related documents subsequent to review by Legal Services.

16. Report from Senate [GD15-12]

The Principal presented the Report from Senate arising from the September 24th meeting. The report contained Senate's recommendations to approve a renaming of the McGill Centre for the Study of Reproduction to the McGill Centre for Research in Reproduction and Development, and to create a new McGill Cystic Fibrosis Translational Research Centre.

It was noted there needed to be a more regulated process that would prevent research centers and other academic entities from functioning officially until their status is approved by the Senate and the Board of Governors. In this regard, members were informed that discussions were underway to put in place a more regulated process.

16.1 466th Report of the Academic Policy Committee

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the renaming of the McGill Centre for the Study of Reproduction to the McGill Centre for Research in Reproduction and Development/Centre de recherche en reproduction et développement.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the creation of the McGill Cystic Fibrosis Translational Research Centre/Centre de Recherche Translationnelle sur la Fibrose Kystique.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the creation of the McGill Space Institute/Institut Spatial de McGill.

17. Annual Report on Named Recognition (2014-15) [GD15-13]

Mr. Marc Weinstein, Vice-Principal, University Advancement, presented the 2014-15 Report on Named Recognition, for information.

18. Board of Governors Orientation Package 2015-16 [GD15-14]

The Secretary-General presented the 2015-16 Board of Governors Handbook, which was distributed as a reference document for information.

19. Other Business

There was none. The meeting was adjourned at 6:38 pm.

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON OCTOBER 8, 2015

1. Recommendation Concerning Term of Office

In order to provide for the continuity and successful completion of research initiatives and activities under way, the Board of Governors, on the recommendation of the Principal, approved that the term of office of Dr. Goldstein as Vice-Principal, Research and International Relations, be extended by one year, until June 30, 2017.

2. Report of the Nominating, Governance and Ethics Committee: Part I [GD15-03]

The Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved amendments to the terms of reference of the Finance Committee and the Human Resources Committee, as follows:

“The [Finance] Committee shall consist of:

i. three to ~~five~~ six members, exclusive of ex officio members, selected from among the following:

- members of the general public;*
- At-Large and Alumni Association members of the Board; and*
- Governors Emeriti;”*

ii. three non-voting members composed of the following Board members:

- one Administrative and Support Staff member;*
- one Academic or Senate member; and*
- one Student member.”*

“The [Human Resources] Committee shall consist of five to ~~seven~~ eight members, exclusive of ex officio members, selected from among the following:

- At-Large members of the Board;*
- Alumni Association members of the Board;*
- Governors Emeriti;*
- Up to ~~two~~ three members of the general public (optional)*

The Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the appointments of Ms. Maryse Bertrand as a member of the Human Resources Committee, and the appointment of Mr. Pierre Matuszewski, as a member of the Finance Committee, both for three-year terms starting immediately and ending June 30, 2018.