

# REGULATIONS OF THE COMMITTEES OF THE BOARD OF GOVERNORS OF MCGILL UNIVERSITY

## ***Committees of the Board***

1. There are seven standing committees established by the Board of Governors (the "Board") of McGill University (the "University"):
  - Audit and Risk;
  - Executive;
  - Human Resources;
  - Finance and Infrastructure;
  - Investment;
  - Nominating, Governance and Ethics; and
  - Sustainability and Social Responsibility.

## ***Delegation of Authority***

2. Each Board committee assists the Board in fulfilling its governance responsibilities. The Board has specifically delegated to each committee responsibility and authority to make decisions on certain matters on behalf of the Board in each committee's terms of reference. The Board has also assigned to each committee responsibility to act in an advisory capacity on certain matters and to make recommendations to the Board. Each Board committee shall refer matters that raise issues of particular sensitivity or risk to the Board.
3. The University administration is responsible for overseeing the University's operational and administrative activities. The mandate of committees relates to policy, strategy, and fiduciary matters that fall within the authority of the Board. Members of the administration shall nevertheless bring operational or administrative matters that raise issues of particular sensitivity or risk to the attention of the relevant Board committee, the Audit and Risk Committee or to the Board, as appropriate.
4. Additional standing or ad hoc committees of the Board shall be created when necessary. The membership and terms of reference of such committees shall normally be recommended to the Board by the Nominating, Governance and Ethics Committee. Ad hoc committees shall have a limited term of one year, renewable, subject to annual review by the Nominating, Governance and Ethics Committee.

## ***Committee Membership***

5. The members of a committee of the Board are:
  - 5 a. The individuals appointed to the committee by the Board in accordance with the terms of reference of that committee, and include *ex officio* members, voting members and non-voting members;
  - 5 b. The President and Vice-Chancellor of the University and the Chair of the Board of Governors, are *ex officio* members of all committees;
6. Except for the President and Vice-Chancellor, the Senior Stewards, Resource Persons, and the Secretary to the committee are not committee members.
7. A member of a committee shall be appointed by the Board normally for a term of three years. However, an appointment will expire on:

- i. the effective date of the resignation of that member from the Board;
  - ii. the effective date of the expiration of the Board member's term of office;
  - iii. the effective date of the resignation of that member from that committee.
8. A member of a committee is eligible for reappointment to that committee, up to a maximum of three consecutive terms.
9. The majority of the members of each committee shall normally be members of the Board, or governors emeriti.
10. While, in accordance with the *Statutes*, governors emeriti are not members of the Board, they are eligible for appointment to committees of the Board and to represent the Board on other bodies.
11. In addition to governors emeriti, other non-Board members may be appointed to committees where so permitted by the committee's terms of reference. Non-Board members may be drawn from the University community as well as the general public.
12. Non-Board members shall be appointed to Board committees by the Board, generally on the recommendation of the Nominating, Governance and Ethics Committee, where they have particular knowledge, expertise, or perspective regarding the committee's area of responsibility.
13. Committee members shall attend committee meetings regularly and shall, whenever possible, give prior notice to the committee secretary if they are unable to attend.

#### ***Voting Rights***

14. All committee members have the right to participate in the deliberations of the committee and voting members may vote on motions before the committee, subject to the *Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning*.
15. The President and Vice-Chancellor is entitled to vote on all committees, whether or not she or he also serves as the Senior Steward to the committee.
16. The chair of a committee shall have the same right of voting as other voting members of the committee.

#### ***Selection and Duties of the chair and vice-chair***

17. With the exception of the Executive Committee, the chair of each committee shall be appointed by the Board from amongst the members appointed to the committee, generally on the recommendation of the Nominating, Governance and Ethics Committee. With the exception of the Executive Committee, the vice-chair of each committee shall be appointed by the Board from amongst the members appointed to the committee, generally on the recommendation of the Nominating, Governance and Ethics Committee.
18. The Chair of the Board shall serve as the chair of the Executive Committee. One of the two Vice-Chairs of the Board shall serve as the vice-chair of the Executive Committee, as determined by the Board, generally on the recommendation of the Nominating, Governance and Ethics Committee.

19. In the absence of the chair or vice-chair, the committee members shall elect a chair, from among their members, for the purposes of that meeting only.
20. The chair of a committee and the Secretary-General are responsible for establishing a regular meeting schedule for the governance year. In addition, the chair or a majority of committee members may also call additional meetings.
21. The chair of a committee shall, with the assistance of the Secretary, monitor the attendance of committee members and where a member displays a pattern of non-attendance in any twelve-month period, the chair shall review with the committee member his or her ability to continue to serve on that committee.

***Senior Stewards, Resource Persons and Secretary***

22. Each committee shall be supported by one or more designated members of the senior administration of the University who shall be known as the "Senior Steward(s)" to the committee. The Senior Steward, subject to section 15, shall normally attend committee meetings in a supporting role, shall not have the right to vote, may participate in committee deliberations when invited by the chair of the meeting to do so, and may be asked from time to time by the chair to exclude herself or himself from the meeting when the agenda item makes this appropriate. The Senior Steward shall be responsible for assisting the Secretary and committee chair in the preparation of the agendas and timely production of supporting documents for all meetings and for follow-up on decisions taken by the committee.
23. The Senior Steward may assign designated Resource Persons who will provide staff support to the activities of the committee but shall not have the right to vote and may participate in committee deliberations only when invited by the chair of the meeting to do so. Each Resource Person will attend meetings only on invitation by the Senior Steward, the Secretary or chair and only for the portion of the meeting where staff support is required.
24. Subject to the provisions of access to committee meetings, members of the Board who are not members of the committee, and those senior administrators whose presence is required by the President or chair of the meeting, may attend meetings of the committee at the invitation of the Secretary and may participate in the committee's deliberations when invited by the chair of the meeting to do so.
25. The Secretary-General or delegate shall act as Secretary to all committees. Wherever possible, the Secretary shall, in accordance with the committee's calendar of business and in consultation with the committee's Senior Steward and chair, prepare and circulate agendas and supporting documents to committee members at least four working days prior to the meeting of the committee.
26. The Secretary-General shall serve as governance advisor to the committee and will provide direction and coordination of governance processes.
27. The chair of a committee and the Secretary, in consultation with the Senior Steward, are responsible for developing and presenting the proposed agenda for each meeting of the committee.
28. At all meetings of the committee, except during in-camera sessions,, the Secretary shall take minutes. Draft minutes prepared by the Secretary will be sent to the Senior Steward and the chair of the committee before proceeding to the committee's next meeting for approval. All committee documentation shall be deposited with the Secretariat as the office of record for the Board of Governors.

### ***Quorum***

29. A quorum for the transaction of business at a committee meeting is a majority of all committee members. In the event of an electronic vote, this majority is achieved by reply from members to the call for a vote.
30. While it is preferable for members to be present in person at committee meetings, members may also participate in committee deliberations and vote by telephone, or by any other communication means or media that permits all persons participating in the meeting to communicate effectively with each other. A member participating in a meeting by such means is deemed to be present at that meeting.

### ***Virtual Meetings***

31. Committees may hold meetings by virtual means (i.e. by videoconference, teleconference or electronic vote). All provisions of these Regulations, including but not limited to sections 14-16 (Voting Rights) and 29-30 (Quorum), will apply to these meetings.
32. In the event of a virtual meeting, the Secretary, in addition to circulating agendas and supporting documents to committee members, will provide members with instructions on how to join the meeting.
33. In the event of an electronic vote, the Secretary will circulate via electronic mail agendas and supporting documents to committee members and will provide them with instructions on how to vote electronically for each item presented.

### ***Motions and Resolutions***

34. While committees will strive to reach consensus on decisions to be taken, committee business will be conducted by motions and resolutions in accordance with the Board of Governors Rules of Order and Procedure. Motions shall be moved and seconded by committee members and shall be decided by a majority of members voting on the question, except those that require a two-thirds majority as required by the Statutes or the Board Rules of Order and Procedures. A motion that has been adopted becomes a resolution of the meeting.
35. A written resolution is as valid as one passed at a committee meeting and shall be effective from the date it is passed or as specified in the resolution. The means of providing such approval may be determined by the committee.
36. Committees may establish, by resolution, rules of procedure to be followed by the committee to supplement the Board Rules of Order and Procedure.

### ***Referral of specific issues***

37. A committee may refer specific matters under its authority to another Board committee or to members of the University senior administration for review and advice, unless the Board expressly restricts such referral.
38. A committee may establish a sub-committee or ad hoc committees to study particular issues. When doing so, the committee shall inform the Nominating, Governance and Ethics Committee and establish the terms of reference for the sub-committee or ad hoc committees as well as its composition and membership. The sub-committee or ad hoc committee shall report its recommendations to the committee for further approval and further action, as appropriate.

### ***Committee meetings***

39. Meetings of Board committees shall be held in closed session unless the committee resolves to carry out a meeting or part of a meeting in open session. All matters discussed in closed session are considered confidential unless otherwise indicated by the chair. Only committee members, the Secretary, the Senior Steward(s) and the Resource Person(s) will have access to the meeting. Minutes and agendas of committee meetings shall not be web available as they are confidential.
40. A committee may, by a majority of its members present and voting, admit to any meeting or part thereof any person or persons whose presence is considered necessary to facilitate the work of the committee.
41. A committee may, by a majority of its members present and voting, resolve to exclude one or more committee members for an agenda item where this exclusion is necessary to protect the confidentiality of sensitive information or where there is an actual or apparent conflict of interest.
42. A committee member who has a conflict of interest with respect to a matter being considered at a meeting as defined in the *Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning*, must disclose this conflict and request to have it recorded in the minutes of the meeting and may be asked to absent him or herself from the meeting for the duration of the presentation of the item and abstain from voting on that matter.

### ***In camera sessions***

43. All committees shall hold an *in camera* session. *In camera* is defined as a two-tiered session, the first part excluding any individuals employed by or studying at the University except for the President, and the second part excluding any individuals employed by or studying at the University including the President.
44. Matters considered during an in-camera session shall be for information, questions and discussion and shall be subject to the Board rules on conflict of interest. No motions shall be permitted during an in-camera session. No minutes shall be taken during an in-camera session.

### ***Reporting to the Board***

45. Through the chair of the committee, or such other member of the committee as the committee or chair may appoint, each committee will report to the Board and/or Executive Committee meeting next following the committee meeting on the business conducted and duties discharged by that committee. The person making such reports shall provide such additional information and detail to the Board as may reasonably be required for the Board to be properly informed as to the activities and decisions of the committee.

### ***Review of Regulations and Terms of Reference***

46. The Nominating, Governance and Ethics Committee will review these Regulations at least once every five years and will recommend amendments to the Board of Governors for approval.
47. Committees are required to review their terms of reference at least every five years. The outcome of this review shall be submitted to the Nominating, Governance and Ethics Committee which will consider these changes and submit them, if it deems appropriate, as well as any other changes it may recommend, to the Board for approval.

### Legislative History

#### *Source:*

Board of Governors      December 13, 2004      Minute 5

#### *Amendments:*

Board of Governors      February 9, 2009      Minute 10

Board of Governors      April 24, 2012      Minute 2.4

Board of Governors      September 27, 2012      Minute 4.2.5

Board of Governors      December 13, 2018      Minute 9

Board of Governors      August 31, 2023      Minute 3.1