

Minutes of Open Session

Thursday, December 1, 2016 16-17 BR:02

Minutes of a meeting of the Board of Governors held on Thursday, December 1, 2016 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

Chisholm, Victor	Haynes, Bryan (<i>by phone</i>)	<i>Resource Persons</i>
Cobbett, Stuart (<i>Chair</i>)	Hobday, Tina	Aberman, Susan
Coughlin, Peter	Meighen, Michael	Goldstein, Rose
Corriveau, Jade (<i>Observer</i>)	Murphy, Sean (<i>Observer</i>)	Manfredi, Christopher
Critchley, Ronald	Nystrom, Derek	Weinstein, Marc
Fazel, Kathy	Panda, Ram	Yalovsky, Morty
Fortier, Suzanne	Price Verreault, Cynthia	Rogowska, Edyta
Frankel, Victor	Shrier, Alvin (<i>by phone</i>)	(<i>Secretary-General</i>)
Généreux, Claude (<i>Vice-Chair</i>) (<i>by phone</i>)	Zorychta, Edith	Simard, Caroline (<i>Associate Director</i>)
Ger, Ben		Arshad, Victor (<i>Governance Officer</i>)
Halperin, Stephen		
Harpp, David Noble		

Invited Guests: Joel Raby, Chair, Investment Committee; Bradley Tucker, Executive Director, Analysis, Planning and Budget.

Regrets: Nathalie Bourque, Michael Boychuk, Maryse Bertrand, Samuel Minzberg, Martine Turcotte, Thierry Vandal.

9. Chair's Remarks

Mr. Stuart (Kip) Cobbett, Chair of the Board of Governors, reconvened the meeting in Open Session. The Chair 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 welcomed members to the second regular meeting of the Board of Governors for the 2016-2017 governance year. He acknowledged Governors Alvin Shrier and Cynthia Price Verreault, whose terms on the Board were ending in December 2016. On behalf of the Board, he thanked them for their contributions. He informed members that Professor Darin Barney was elected as a successor to Governor Shrier by the University's academic staff and that Mr. Alan Desnoyers was appointed as a successor to Governor Price Verreault by the McGill Alumni Association. Lastly, he announced the appointment of Governor Ram Panda as the Chair of the Board of Governors effective July 1, 2017 and the reappointment of the Honourable Michael A. Meighen as Chancellor, effective July 1, 2017.

10. Approval of Minutes (Open Session) of October 6, 2016 (Consent Item)

On a motion duly proposed and seconded, the meeting's agenda and the Open Session minutes from the meeting held on October 6, 2016 were approved.

11. Business Arising from Open Session Minutes

There was none.

12. Principal's Remarks

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks by apprising members of the University's final fall enrollment statistics. She highlighted that the total student body has shown a 1.5 % increase, 57.4% of the total student body was female and 51.7% of students were from Quebec. She noted an increase of 4.8% in student registrations from French CEGEPs, underlining the University's continued campaign to target francophone students. In response to a query regarding comparable enrollment statistics from other universities as well as the statistics and results of McGill's early admission policy, the Principal indicated that the information would be made available to members.

The Principal informed members of the University's ranking as the top university in Canada for the 12th year in a row among institutions with medical schools and a broad range of doctoral programs by Maclean's magazine. She reminded members that while rankings are not an exact science and that methodologies differ, the University performs consistently well, which reflects the high caliber of students, faculty, and staff within the McGill community. Furthermore, the Principal indicated that the University ranked 18th in the Times Higher Education's 2016 Global University Employability ranking, which surveyed the top 150 universities that deliver work-ready graduates.

With respect to government relations, the Principal announced that the University had developed a common position with other universities through the *Bureau de coopération interuniversitaire* regarding the mandate, responsibilities, and composition of the proposed *Conseil des universités du Québec*. She reported that the University had participated in the consultation process for the *Plan de conservation du site patrimonial du Mont-Royal* and that a key point during discussions was to seek a balance between heritage protection and environmentally sustainable best practices. Concerning immigration policy, the Principal expressed the hope that the provincial government would follow the federal government's recent changes for international students, researchers, and academics to become permanent residents in order to attract and retain top global talent. She reported that the University recently welcomed the Deputy Minister of Canada Economic Development for Quebec Regions, who visited the campus and met with several Deans to discuss research in computing, clean technology, and entrepreneurship.

The Principal conveyed the announcement of the Bassin Peel, McGill and Édouard-Montpetit stations to the *Réseau électrique métropolitain* project, which will link the McGill and Université de Montréal campuses, as well as provide easier access to the Macdonald Campus. She also reported that the University participated in the Open Mind Open Borders roundtable with the ambassadors of France, Germany, and Mexico to stress the need for support and investment in Canadian outbound student mobility. Lastly, the Principal spoke

of the Remembrance Day ceremony held at Macdonald Campus and shared with members that together with McGill veteran Mr. Frederick A. (Tex) Dawson and the Chair of the Board of Governors, a wreath was laid at the cenotaph during the official Montreal ceremony at Place du Canada.

The Principal concluded her remarks with examples of external recognition of members of the community including the nominations of students Aaron Gluck-Thaler and Angela Yu as McGill's 140th and 141st Rhodes Scholars and Professor Claudia Mitchell's award of the Social Sciences and Humanities Research Council's Gold Medal. She also highlighted Professor John A. Hall's award of the Prix Léon-Gérin and Professor Alan Evans's award of the Prix Wilder-Penfield, both as part of the provincial government's annual Prix du Québec. Lastly, she announced the McGill Redmen's 3rd consecutive win of the 2016 Canadian Collegiate Baseball Association National Champions and the nomination of McGill student athlete François Jarry among the Top Eight Academic All-Canadians for the 2015-2016 season by Canadian Interuniversity Sport.

13. Report from Senate [GD16-16]

The Principal presented the Report from Senate arising from the meeting of Senate held on November 23, 2016.

13.1 Policy against Sexual Violence

The Principal presented Senate's recommendation to approve the *Policy against Sexual Violence*. She specified that the *Policy* establishes measures that the University will enable with respect to prevention, education, support and response to sexual violence. It was noted that the *Policy* also provides for mechanisms for disclosures and reporting incidents, as well as immediate steps that will be taken to address sexual violence on campus. The *Policy* outlines McGill's commitments to a survivor-centered approach and to procedural equity.

During discussion, members were informed of extensive consultations that took place for establishing the *Policy*, including in-person meetings with groups and individuals from the McGill community, a roundtable discussion, electronic feedback, student focus groups, discussions at Senate, as well as consultation with an external consulting firm. Members reviewed and subsequently unanimously approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the proposed Policy against Sexual Violence.

14. Board Committee Reports: Part II

14.1 Finance Committee [GD16-17]

The Chair called on Professor Morty Yalovsky, Interim Vice-Principal (Administration and Finance) to present the Report of the Finance Committee arising from the Committee's

meeting of November 14, 2016, on behalf of Governor Thierry Vandal, Chair of the Finance Committee.

Interim Vice-Principal Yalovsky informed members of several informational items contained in the Report, detailing expenses to date for IT and deferred maintenance infrastructure projects from the bond issuance. He noted that the total amount of the bond dedicated to infrastructure projects may change, depending on the results of the University's submission to the Post-Secondary Institutions Strategic Investment Fund (SIF).

14.1.1 Budget Planning 2017 – 2018: Report I

Professor Christopher Manfredi, Provost and Vice-Principal (Academic), provided an overview of the University's budget planning exercise for 2017 – 2018. He indicated that the University completed fiscal year 2016 in a strong position with a significant reduction in the deficit, stressing the current period of stability with regard to government funding. He noted that the planning exercise included a review of budget measures which could see a decrease as well as an analysis of uncertainties and challenges, including the strategic spending of carry forward balances. The Provost and Vice-Principal (Academic) clarified that such balances arise when the funds units had received over the course of the year have not been fully spent.

In response to a question regarding risks associated with enrollment targets, the Provost and Vice-Principal (Academic) explained that the University is currently exceeding its objectives and is close to capacity. However, he noted room for improvement with respect to the enrollment of graduate students. During discussion, members requested that capital expenditures be incorporated into the budget. The Provost and Vice-Principal (Academic) confirmed that this information would be provided when presenting budget planning reports.

14.2 Nominating, Governance and Ethics Committee: Part II [GD16-18]

The Chair presented the Report of the Nominating, Governance and Ethics (NGE) Committee, Part II, arising from the Committee's meeting of November 29, 2016, on behalf of Governor Sam Minzberg, Chair of the NGE Committee. The Report contained several recommendations concerning revisions to the Terms of Reference of the Joint-Board Senate Committee on Equity, the establishment of Guidelines for Community Sessions, appointments to Board Standing Committees, to the Advisory Committee for the Reappointment of the Principal and Vice-Chancellor, along with several appointments to a number of internal and external non-Board bodies as well as healthcare bodies. The Board approved the recommendations as noted below.

14.2.1 Proposed Revisions to the Terms of Reference of the Joint Board-Senate Committee on Equity

Members were informed that the revisions concerned modifications to the list of underrepresented groups contained within the Terms of Reference and had been previously approved by the JBSCE, the Senate Nominating Committee and Senate.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approved the proposed revisions to the Terms of Reference of the Joint Board-Senate Committee on Equity.

14.2.2 Appointments to Advisory Committee

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. Kathy Fazel and Mr. Ram Panda as representatives of the Board of Governors on the Advisory Committee for the Reappointment of the Principal, and the appointments of Ms. Manon Vennat and Mr. Stephen Halperin as alternate members.

14.2.3 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:

[With respect to the Building and Property Committee]:

- *The appointment of Mr. Jordan Aberman as a member of the Building and Property Committee for a three- year term starting January 1, 2017 and ending December 31, 2019.*

[With respect to the Committee to Advise on Matters of Social Responsibility]:

- *The reappointment of Mr. Ronald Critchley as a member of the Committee to Advise on Matters of Social Responsibility for a two-year term starting January 1, 2017 and ending December 31, 2018 to coincide with his end of term on the Board.*

[With respect to the Finance Committee]:

- *The appointment of Mr. Pierre Matuszewski as Chair of the Finance Committee for a three- year term starting July 1, 2017 and ending June 30, 2020 and his reappointment as member of the Finance Committee until June 30, 2020.*

[With respect to the Human Resources Committee]:

- *The reappointment of Ms. Cynthia Price Verreault as Chair and member of the Human Resources for a six-month term starting January 1, 2017 and ending June 30, 2017.*

[With respect to the Investment Committee]:

- *The reappointments of Dr. Robert Rabinovitch and Mr. Gerald Sheff as members of the Investment Committee for three-year terms starting January 1, 2017 and ending December 31, 2019.*
- *The reappointment of Mr. Danny Ritter as a member of the Investment Committee for a one- year term starting January 1, 2017 and ending December 31, 2017.*
- *The appointment of Mr. Marc Trottier as a member of the Investment Committee for a three-year term starting immediately and ending December 31, 2019.*

14.2.4 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 following:

- *The reappointment of Ms. Cynthia Price Verreault as a Board representative on Senate for a six-month term beginning January 1, 2017 and ending June 30, 2017;*
- *The reappointment of Mr. Alex Kalil as a Board representative on Senate for a two and a half year-term beginning January 1, 2017 and ending June 30, 2019;*

14.2.5 Appointments to Healthcare Bodies

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 Ms. Lili de Grandpré as a representative of the Board of Governors to the Montreal Neurological Institute (MNI) Advisory Board for a two-year term beginning January 1, 2017 and ending December 31, 2018.*
- *The appointment Dr. Shari Baum as a representative of McGill University to the Pôle universitaire en réadaptation (PUR) – Centre de recherche interdisciplinaire en réadaptation du Montréal métropolitain (CRIR) – Board of Directors for a three-year term beginning January 1, 2017 and ending December 31, 2019.*

14.2.6 Guidelines for Questions at Board of Governors Community Sessions

The Chair presented the NGE Committee's recommendation to consider the approval of the *Guidelines for Questions at Board of Governors Community Sessions*. He reminded members that at its October 6, 2016 meeting, the Board requested that the NGE Committee explore possible practices that could be implemented to enable additional interaction between students, staff, faculty, alumni, and members of the community with the Board of Governors. He reported that the NGE Committee considered an approach by which the Board would hold 20-minute community sessions twice a year during the regular meeting schedule to provide the McGill community an opportunity to submit questions to the Board on matters within its jurisdiction. Ms. Edyta Rogowska, Secretary-General, specified that written questions would be submitted in advance, with an opportunity to ask for clarifications, if needed, at the end of the community session.

During discussion, members inquired into the format and length of time dedicated to the sessions, revealing that the model was inspired by similar arrangements at other universities and closely mirrors the question period currently held at Senate, with the possibility for all members of the community to submit questions to the Board. Members also examined the process for selecting question topics and requested that the question form template state that written communications to the Board would continue to be welcomed. After deliberation, members approved the recommendation with the provision that the *Guidelines* be reviewed in one year's time. The resolution was amended accordingly.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance, and Ethics Committee, approved the proposed Guidelines for Questions at Board of Governors Community Sessions, with a review of the Guidelines to take place in December 2017.

14.2.7 2015-2016 Board of Governors and Committee Survey Results

The Chair reported on the results of the 2015-2016 Board of Governors and Committee evaluation completed online by Board and Committee members in the spring of 2016. The evaluation included two types of assessments regarding overall Board and/or Committee performance and effectiveness as well as personal contribution/self-assessment. The Chair noted that all Committees were performing well with average scores of above 4.00 out of a maximum score of 5.00.

14.3 Executive Committee

[GD16-19]

The Chair presented the Report of the Executive Committee arising from the Committee's meeting of October 28, 2016 and electronic vote of November 15, 2016. The Report summarized approvals made by the Committee in the name of the Board, which included the creation of the School of Population and Global Health and revisions to the *Regulations*

Relating to the Employment of Tenure Track and Tenured Academic Staff and the Regulations Relation to the Employment of Librarian Staff.

14.4 Investment Committee

[GD16-20]

The Chair called on Mr. Joel Raby, Chair of the Investment Committee, to present the Report of the Investment Committee arising from the Committee's meeting of October 20, 2016 and conference call of November 22, 2016. The Report outlined the Committee's discussion of initiatives proposed in response to the Committee to Advise on Matters of Social Responsibility (CAMSR)'s recommendations. The Report also contained an informational item regarding the Annual Report on Endowment Performance.

Mr. Raby reminded members that on March 23, 2016, the Board of Governors endorsed the recommendations contained in the CAMSR Report and requested that the Investment Committee, while exercising its fiduciary responsibility, consider and report to the Board on the recommendations by December 2016. He reported that the Investment Committee considered several initiatives, including the establishment of a Socially Responsible Investment (SRI) strategy that would initially be funded with an investment of \$5 million of endowment assets. He noted that the initiatives would include promoting the engagement of McGill investment managers to adopt environmental, social, governance (ESG) policies and to be signatories of the United Nations Principles of Responsible Investing (UNPRI), highlighting that investment managers responsible for approximately 71% of the market value of the McGill Investment Pool (MIP) currently either adopt ESG policies or are signatories of the UNPRI. Mr. Raby indicated that the objective would be to increase the percentage to a minimum of 80% by 2021 and that as part of the initiatives, the Investment Committee would receive an annual report on the ESG and UNPRI status of its investment managers.

In considering the SRI Fund, members asked whether the Investment Committee could explore the option of avoiding securities of companies primarily engaged in the fossil fuel industry within the Fund, noting the potential appeal to future donors. Mr. Raby agreed to have the Investment Committee consider the query. In response to a question regarding the implementation of specialized criteria in addition to the UNPRI, it was noted that the University's use of external managers required the adoption of internationally recognized standards. With respect to timelines, it was indicated that the Office of Investments had already begun the process to the implementation of the initiatives. On behalf of the Board, the Chair thanked Mr. Raby and the Investment Committee.

15. Progress Report on Key Performance Indicators

[GD16-21]

The Principal presented the progress report on the University's Key Performance Indicators (KPIs). She indicated that the twenty-two metrics were developed through consultation with the administration in order to allow the University to set targets and track the progress of its strategic priorities in academia, research, finance and administration as well as advancement. Members were informed that sixteen of the KPIs were progressing as

planned whereas five required further observation and the status of one was in development. Furthermore, the Principal highlighted the three identified KPIs related to sustainability for the next academic year, which include the University's performance as assessed by the Sustainability Tracking, Assessment & Rating System (STARS), the progress on the implementation of the Vision 2020 Sustainability Strategy, as well as the University's greenhouse gas inventories.

During discussion, a question was raised regarding how the status of the target for doctoral student financial support was determined, which members were informed was based on an analysis of baseline data and the subsequent resources and initiatives dedicated to the KPI. Members also inquired into the status of the target for faculty salaries, and were informed that these were determined by the progress made from the initial baseline figures. In regard to a question on how the three identified KPIs related to sustainability were selected, members were informed that these were based on measurable benchmarks.

16. Renewal of ProQuest Agreement [GD16-22]

Interim Vice-Principal Yalovsky presented a proposal to renew the ProQuest McGill Comprehensive (McGill Select) Subscription Agreement for the McGill University Library. He indicated that the proposed renewal agreement would allow the University Library to continue to provide online access to various collections such as periodicals, newspapers and e-books. He reported that the renewed subscription would cost approximately \$3.9 million USD, plus taxes, which represented a 10% discount on current pricing. In response to a question on whether fees were determined by the number of computers with access to the subscription, Interim Vice-Principal Yalovsky replied that the agreement was based on a flat fee with unlimited users. Members reviewed and subsequently approved the renewal of the agreement for a 5-year term.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Provost and Vice-Principal (Academic), approved the ProQuest McGill Comprehensive (McGill Select) Subscription Agreement between The Royal Institution for the Advancement of Learning/McGill University and ProQuest LLC , at a value of \$3,898,954 USD before taxes, and authorize the Provost and Vice-Principal (Academic) to sign the Agreement and any accessory documents, provided that where necessary, they are reviewed by Legal Services.

17. Annual Report from University Advancement [GD16-23]

Mr. Marc Weinstein, Vice-Principal (University Advancement), presented the Annual Report from University Advancement, which depicted an overview and analysis of philanthropic results and activities over the past year. He also provided insight into the strategies and initiatives the Office of University Advancement was undertaking to prepare for the Bicentennial Campaign, set to end in 2024. Vice-Principal Weinstein highlighted that 45% of alumni live outside of Quebec and that University Advancement has worked to dedicate staff to areas such as London and Hong Kong to further alumni relations. He

reminded members of the 24-hour fund-raising campaign planned for March 2017 and encouraged their support.

18. Report of the Joint Board-Senate Meeting: McGill Sustainability Plans and Initiatives [GD16-24]

The Chair presented the Report of the Joint Board-Senate Meeting held on November 10, 2016, during which the topic of *McGill Sustainability Plans and Initiatives* was discussed by members of the Board of Governors and Senate. He noted that the Report summarized the main ideas that emerged from the roundtable discussions as well as the results of the participants' evaluations. He reported that overall feedback on the meeting was positive. The Principal indicated that the University would discuss a plan to follow-up on the ideas and suggestions contained in the Report.

19. Other Business

The Chair informed members of a motion submitted to the Board by Governor Ben Ger. Governor Ger provided an overview of the motion, which included a request that the NGE Committee examine governance best practices. During discussion, members noted that the NGE Committee had recently completed the triennial review of the Terms of Reference for all Board Standing Committees along with a review of the Rules of Order and Procedure of the Board. Members agreed that Governor Ger would refer the matter to the Chair of the NGE Committee.

The meeting was adjourned at 7:00 p.m.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON DECEMBER 1, 2016 AND JANUARY 12, 2017

1. Board Committee Reports: Part I

1.1 Nominating, Governance and Ethics Committee: Part I

The Board of Governors approved, on the recommendation of the NGE Committee, the appointment of Governor Ram Panda as the next Chair of the Board of Governors effective July 1, 2017, and the reappointment of the Honourable Michael A. Meighen as Chancellor, effective July 1, 2017.

2. Recommendations of Advisory Committees

2.1 Reappointment of the Vice-Principal (Health Affairs) and Dean of the Faculty of Medicine

The Board of Governors approved the recommendation of the Advisory Committee to reappoint Dr. David Eidelman as Vice-Principal (Health Affairs) and Dean of the Faculty of Medicine, effective July 1, 2017.

2.2 Appointment of a Vice-Principal (Administration and Finance)

The Board of Governors approved the recommendation of the Advisory Committee to appoint Professor Yves Beauchamp as Vice-Principal (Administration and Finance), effective January 1, 2017.

2.3 Appointment of a Vice-Principal (Research and Innovation)

The Board of Governors approved the recommendation of the Advisory Committee to appoint Professor Martha Crago as Vice-Principal (Research and Innovation), effective July 1, 2017.

2.4 Appointment of a Vice-Principal (Communications and External Relations)

The Board of Governors approved the recommendation of the Advisory Committee to appoint Mr. Louis Arseneault as Vice-Principal (Communications and External Relations), effective February 1, 2017.

3. Report on New Appointments, Promotions and Tenure

The Board of Governors approved recommendations concerning new academic appointments and promotions, as noted below.

1. **Appointment to the Rank of Full Professor, CAS (Clinical)**

<u>Name</u>	<u>Department</u>	<u>Faculty</u>	<u>Effective Date</u>
Sadeghi, Nader	Otolaryngology	Medicine	January 1, 2017
Weiss, Karl	Medicine	Medicine	January 1, 2017

2. **Promotion to the Rank of Full Professor**

<u>Name</u>	<u>Department</u>	<u>Faculty</u>	<u>Effective Date</u>
Yargeau, Viviane	Chemical Engineering	Engineering	December 1, 2016
Piper, Andrew	Languages, Literatures & Cultures	Arts	December 1, 2016
Jouve-Martin, José	Languages, Literatures & Cultures	Arts	December 1, 2016
Vanhaelen, Angela	Art History & Communication Studies	Arts	December 1, 2016
Menn, Stephen	Philosophy	Arts	December 1, 2016
Robillard, Martin	School of Computer Science	Science	December 1, 2016
Liu, Xue	School of Computer Science	Science	December 1, 2016
Kakkar, Ashok	Chemistry	Science	December 1, 2016
Ricciardi, Anthony	Redpath Museum and McGill School of Environment (MSE)	Science	December 1, 2016