

Minutes of Open Session

Thursday, April 26, 2018 17-18 BR:04

Minutes of a meeting of the Board of Governors held on Thursday, April 26, 2018 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

Barney, Darin	Murphy, Sean (<i>Observer</i>)	<i>Resource Persons</i>
Bertrand, Maryse	Nystrom, Derek	Arseneault, Louis
Chisholm, Victor	Panda, Ram (<i>Chair</i>)	Beauchamp, Yves
Coughlin, Peter	Price Verreault, Cynthia	Cargo, Martha
Critchley, Ronald	Tojiboeva, Muna	Govain, Royal
Fazel, Kathy	Turcotte, Martine (<i>by phone</i>)	Manfredi, Christopher
Fortier, Suzanne	Zorychta, Edith	
Halperin, Stephen		Rogowska, Edyta
Harpp, David		(<i>Secretary-General</i>)
Hobday, Tina		Arshad, Victor
Lefebvre, Alice (<i>Observer</i>)		(<i>Governance Officer</i>)
Meighen, Michael A.		

Guests: Josephine Nalbantoglu, Dean, Graduate and Postdoctoral Studies; François Pouliot, Director, Procurement Services; Bradley Tucker, Executive Director, Analysis, Planning and Budget.

Regrets: Michael Boychuk, Alan Desnoyers, Claude Généreux, Bryan Haynes, Pierre Matuszewski, Samuel Minzberg, Maria Tippler.

8. Chair's Remarks

Governor Ram Panda, Chair of the Board of Governors, welcomed members to the fourth regular meeting of the Board of Governors for the 2017 – 2018 governance year.

9. Consent Items

On a motion duly proposed and seconded, the Board of Governors approved the following as consent items:

- *Agenda and Minutes (Open Session) of February 15, 2018*
- *Recommendations contained in the Senate Report [GD17-53] with respect to appointments to the University Appeals Committee and the Committee on Staff Grievances and Disciplinary Procedures.*

The Board of Governors also received, as consent items, the Report of the Executive Committee [GD17-54], the Report of the Human Resources Committee: Part II [GD17-55] and the Report of the Joint Executive-Senate Steering Committee [GD17-56].

10. Business Arising from Open Session Minutes

There was none.

11. Principal's Remarks (Continued)

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks with a report on government relations. She indicated that she had recently attended the Universities Canada retreat, which had provided an opportunity to discuss trends facing Canadian universities and the role of Universities Canada in promoting and supporting its members. In addition, she reported that she had attended the meeting of the U15, which focused on research funding policy following the release of the 2018 federal budget, including student support, support for the full-cost of research and digital research infrastructure. The Principal then spoke about plans to establish a new funding policy for universities within Quebec. She indicated significant steps had been taken following a two-day-meeting in Quebec City and that a new model was anticipated.

With respect to community relations, the Principal spoke of her and the Chair's attendance at one of the symposia held by the Trottier Institute for Sustainability in Engineering and Design at McGill, which focused on resilience and human responses to climate change. She informed members of her participation as a panelist at the 13th annual *Rencontres Maitres Chez Vous* organized by *Force Jeunesse*, which brought together representatives from all walks of political life. She noted that the McGill Office of Sustainability had hosted its 8th annual Catalyst Awards Gala to honour individuals and teams who had made lasting contributions to the sustainability of the University's campuses. Lastly, the Principal informed members that Dr. Pierre Gfeller had been newly appointed as President and Executive Director of the McGill University Health Centre.

The Principal shared examples of external recognition of members of the community, including the University being named one of Canada's Greenest Employers in 2018 by Mediacorp Canada Inc, the Faculty of Law's ranking as 23rd worldwide in the QS World University Rankings, McGill alumni Michael Goldbloom's appointment by the federal Heritage Minister to a five-year term as the Chair of the Board of the CBC/Radio-Canada, and Dr. Balfour Mount's recognition within the 2018 Canadian Medical Hall of Fame Inductees.

Further to the appointments of Dr. Carola Weil as Dean of the School of Continuing Studies, and Dr. Elham Emami as Dean of the Faculty of Dentistry, the Principal provided data on the percentage of female deans at McGill compared to that of U15 universities. She indicated that the University currently had 50% female Deans, above the U15 average of 32%. She noted that only Queen's University had a higher percentage of 56% but that as of July 1, 2018, with the appointments of Dr. Weil and Dr. Emami, the percentage of female Deans at McGill would increase from 50% to 58%.

Lastly, the Principal spoke to recent steps taken to address allegations of sexual misconduct on campus. She indicated that senior administration had held meetings with representatives of the Students' Society of McGill University (SSMU) as well as the McGill Association of University Teachers (MAUT) and had discussed the matter with Senate at its last meeting. She indicated that the area of intimate relationships between teaching staff and students was complex and that a variety of policies and practices existed within universities

across North America. The Principal reported that Senate had established an Ad-Hoc Committee to further examine the University's policy on the matter.

12. Presentation on Graduate and Postdoctoral Studies [GD17-57]

Professor Josephine Nalbantoglu, Dean, Graduate and Postdoctoral Studies, provided an overview of activities, initiatives and developments within Graduate and Postdoctoral Studies. She presented data on graduate and international enrolment, graduate funding, supervision and mentoring, new graduate programs and initiatives, and the key priorities of the unit.

During discussion, members were informed that McGill had the highest proportion of doctoral students in comparison to other U15 institutions. In response to a question regarding comparisons to institutions from the AAU, Dean Nalbantoglu indicated that American universities had much wider ranges of figures and that total graduate enrolment at McGill was 25%, higher than the AAU average. She noted that the University's internationally recognized researchers were appealing for incoming students. She indicated that the student to supervisor ratio varied from two to nine and that an area for development would be the arrangement of meetings between supervisors and potential students prior to enrolment. In response to a question, Dean Nalbantoglu indicated that according to data available, within five years of graduation, a majority of graduates were completing post-doctoral studies or employed in the private and public sectors, with a proportion in academia. On behalf of the Board, the Chair thanked Dean Nalbantoglu for her presentation.

13. Amendments to Procurement Policy [GD17-58]

Professor Yves Beauchamp, Vice-Principal (Administration and Finance), presented a recommendation for amendments to the *Procurement Policy*. He stated that the proposed changes aimed to provide clarification and render more explicit the Vice-Principal (Administration and Finance)'s authority to establish procedures that supported the implementation and operationalization of the *Policy*. In response to a question regarding why the University offered multiple providers for certain services whereas some services only had one provider, Mr. François Pouliot, Director, Procurement Services, indicated that the type of service normally would be a key factor in determining the number of providers eligible. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors approved, on the recommendation of the Vice-Principal (Administration and Finance), the proposed amendments to the Procurement Policy.

14. Repeal of Guidelines and Procedures for Disposal of Major Research Instruments, Equipment and Software [GD17-59]

Professor Martha Crago, Vice-Principal (Research and Innovation), presented a recommendation to repeal the *Guidelines and Procedures for Disposal of Major Research Instruments, Equipment and Software*, which would be replaced by the proposed *Research*

Asset Management Procedure and would apply to the relocation, transfer, sale, or donation of all research assets owned or co-owned by the University. Vice-Principal Crago specified that the proposed *Procedure* would be issued by the Vice-Principal (Administration and Finance) pursuant to and under the umbrella of the *Procurement Policy*, further to the approval of the amendments to the *Policy* under item [GD17-58]. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Research and Innovation), repealed the Guidelines and Procedures for Disposal of Major Research Instruments, Equipment and Software effective May 1, 2018, the date of issuance of the Research Asset Management Procedure.

15. Contract for Waste Management Services on Downtown Campus [GD17-60]

Vice-Principal Beauchamp presented a recommendation to approve a contract for waste management services on the Downtown Campus. He indicated that the successful tenderer was TTI Environnement Inc., and would include collection services, landfill fees as well as the rental and maintenance of compactors. He reported that the initial term would be five years, and that an option to extend the contract by an additional term of five years was included. It was indicated that the contract expense over the full potential term of ten years was estimated at \$5 million. Vice-Principal Beauchamp informed members that a contract for recycling services would be tendered separately. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Administration and Finance), approved a contract for waste management services on the downtown campus between The Royal Institution for the Advancement of Learning/McGill University and TTI Environnement Inc, for up to a ten-year term at a cost of \$5 million for the duration of the full term, expiring May 31, 2028.

The Board of Governors also authorized the Vice-Principal (Administration and Finance) to sign the contract and any related documents, provided that they are reviewed by Legal Services.

16. Board Committee Reports: Part II

16.1 Finance Committee [GD17-61]

On behalf of the Chair of the Finance Committee, the Chair introduced the Report of the Finance Committee, arising from the Committee's meeting of April 11, 2018.

16.1.1 Proposed McGill University Budget 2018 – 2019

Professor Christopher Manfredi, Provost and Vice-Principal (Academic), delivered a presentation in support of the proposed 2018 – 2019 University budget. He indicated that

variances to the budget, which included unprecedented capital infrastructure renewals, management of the *récomptage* and the *plan de redressement*, and a special accrual for pay equity against the budget for fiscal year 2018 brought the initial budgeted operating deficit of \$9.9 million to a forecasted deficit of \$24.1 million. He noted that strategic priorities for the University, which included \$1.4 million in for initiatives in Indigenous studies and education, \$1.25 million for libraries, \$8.7 million over seven years for student mental health, and \$600,000 for Graduate and Postdoctoral Studies. It was noted that revenue forecasting methods were enhanced and work to improve expense forecasting methods was ongoing. Members were also informed of measures that would be put in place to control expenses, including implementing a reduction in the replacement rate for administrative and support staff in certain units and reducing the planned growth in academic renewal.

During discussion, members spoke about the upcoming new model to the province's funding policy and its effect on international student fees. A request was made to include data on revenues and expenses for the previous five years. In response to a question regarding the ratio of administrative and support staff, the Provost and Vice-Principal (Academic) clarified that only non-academic units would be asked to adjust their staffing targets and that a new administrative and support staffing approach would be developed to determine suitable targets. Members were also informed that an analysis of Facilities Management and Ancillary Services had been initiated to ensure efficiency in processes and practices. Members noted the benefits of establishing criteria by which the University could assess its financial performance and were informed that a target of 15% for the accumulated finance deficit had been utilized. Furthermore, it was noted that academic salaries were relatively close to the U15 median and were included as one of the University's Key Performance Indicators. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Finance Committee, approved the proposed 2018-2019 McGill University Budget.

16.1.2 Maximum Borrowing Resolution for Fiscal Year 2019

Vice-Principal Beauchamp presented a recommendation to approve the annual borrowing authorization limits as required by the *Ministère de l'Éducation et de l'Enseignement supérieur* (MEES). He indicated that the limit for the period from June 1, 2018 to May 31, 2019 was to remain at \$300 million. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Finance Committee, approved a maximum borrowing of up to \$300 million, for the twelve-month period from June 1, 2018 to May 31, 2019.

16.2 Building and Property Committee: Part II

[GD17-62]

Governor Peter Coughlin, Chair of the Building and Property Committee presented the Report of the Building and Property Committee, arising from the Committee's meeting of April 9, 2018.

16.2.1 University Centre HVAC Replacement Lot 2

Governor Coughlin presented a recommendation to proceed with Lot 2 of the electro-mechanical infrastructure upgrade of the University Centre Building, the construction phase. He reminded members that Lot 1 of the project had been approved by the Board of Governors at its February 15, 2018 meeting. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved Lot 2 of the electromechanical infrastructure upgrade of the University Centre Building (Project 12-231), at a cost of \$9,419,200, to bring the total project budget to \$12,431,000.

The Board of Governors also authorized that the Vice-Principal (Administration and Finance) or the Associate Vice-Principal (Facilities Management and Ancillary Services) to sign contracts pertaining to this project on behalf of The Royal Institution for the Advancement of Learning / McGill University, provided that the total amount of the contracts does not exceed the total budget amount, and that the contracts are reviewed by Legal Services.

16.2.2 Macdonald Engineering Building Masonry Repair and Restoration Lot 2

Governor Coughlin presented a recommendation to proceed with Lot 2 of the masonry restoration of the Macdonald Engineering Building. He stated that Lot 1 of the project, which addressed the Workman wing and roof as well as part of the Macdonald wing, had been approved by the Executive Committee of the Board of Governors on March 30, 2017. He indicated that Lot 2 would address the remaining Macdonald and Electrical wings. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved Lot 2 of the Macdonald Engineering Building Masonry Repair and Restoration (Project 13-064), at a cost of \$3,672,800, to bring the total budget of this project to \$10,536,120.

The Board of Governors also authorized that the Vice-Principal (Administration and Finance) or the Associate Vice-Principal (Facilities Management and Ancillary Services) to sign contracts pertaining to this project on behalf of The Royal Institution for the Advancement of Learning / McGill University, provided that the total amount of the contracts does not exceed the total budget amount, and that the contracts are reviewed by Legal Services.

16.3 Nominating, Governance and Ethics Committee: Part II

[GD17-63]

On behalf of the Chair of the Nominating, Governance and Ethics Committee, Governor Edith Zorychta presented the Report of the Nominating, Governance and Ethics Committee, arising from the Committee's meetings of April 10, and April 18, 2018. The Report contained recommendations concerning appointments to Board Standing Committees as well as internal and external non-Board bodies and the revisions to the Committee to Advise on Matters of Social Responsibility (CAMSR)'s Terms of Reference. The Board approved the recommendations as noted below.

16.3.1 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 reappointment of Mr. Peter Coughlin as Chair of the Building and Property Committee to coincide with his end of term on the Board of Governors ending June 30, 2021.*
- *The appointment of Mr. Samuel Minzberg as a member of the Investment Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*
- *The appointment of Mr. Bob Babinski as a member of the Nominating, Governance, and Ethics Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*
- *The appointment of Ms. Manon Vennat as a member of the Nominating, Governance, and Ethics Committee for a one-year term commencing July 1, 2018 and ending June 30, 2019.*

16.3.2 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 extension of Ms. Tina Hobday's term as the Board representative on Senate until June 30, 2019 to coincide with her end of term as an Alumni Association Representative on the Board.*
- *The appointment of Mr. Myles Edwards as a member designated by the Board of Governors on the Pension Administration Committee for a three-year term commencing April 1, 2018 and ending March 30, 2021.*

16.3.3 CAMSR Terms of Reference

Governor Cynthia Price Verreault, Chair of CAMSR, presented a recommendation for revisions to the CAMSR Terms of Reference. She reminded members that following the Board of Governors meeting on December 12, 2017, consideration of the revisions was deferred in order to provide Governors an opportunity for additional input. She reported that following the Board meeting, comments received from five Governors and from the community were submitted to and considered by CAMSR.

Governor Price Verreault stated that based on the input provided, CAMSR held two additional meetings to further review its Terms of Reference and that an updated proposal was being submitted for consideration. She reviewed with the Board the updated proposal. Members thanked Governor Price Verreault and CAMSR for their work and expressed appreciation for the additional processes. Members reviewed and subsequently approved the recommendation, with two votes against.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee and the Committee to Advise on Matters of Social Responsibility, approved the proposed revisions to the terms of reference of the Committee to Advise on Matters of Social Responsibility.

17. Other Business

There was none.

The meeting was adjourned at 6:30 p.m.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON APRIL 26, 2018

1. Recommendation of Advisory Committee

The Board of Governors, on the recommendation of the Advisory Committee, approved the reappointment of Professor Jim Nicell as Dean of the Faculty of Engineering of McGill University for a second five-year term commencing July 1, 2018 and ending on June 30, 2023.

2. Board Committee Reports: Part I

2.1 Nominating, Governance and Ethics Committee: Part I

The Board of Governors received two notices of motion, in accordance with University Statutes, for the appointment of two members-at-large of the Board. The motions will be presented for approval by the Board on May 24, 2018.

3. Report on New Appointments, Promotions and Tenure

The Board of Governors approved three recommendations concerning new academic appointments and eight recommendations concerning promotions, which can be viewed at: <https://publications.mcgill.ca/reporter/2018/05/new-faculty-appointments-and-promotions/>