

Minutes of Open Session

Tuesday, December 12, 2017 17-18 BR:02

Minutes of a meeting of the Board of Governors held on Tuesday, December 12 2017 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

Barney, Darin

Bertrand, Maryse

Boychuk, Michael

Chisholm, Victor

Coughlin, Peter (*by phone*)

Critchley, Ronald

Desnoyers, Alan (*by phone*)

Fazel, Kathy

Fortier, Suzanne

Généreux, Claude

Halperin, Stephen

Harpp, David

Haynes, Bryan

Hobday, Tina

Matuszewski, Pierre

Meighen, Michael A.

Minzberg, Samuel

Murphy, Sean (*Observer*)

Nystrom, Derek

Panda, Ram (*Chair*)

Tojiboeva, Muna

Zorychta, Edith

Resource Persons

Arseneault, Louis

Beauchamp, Yves

Cargo, Martha

Govain, Royal

Manfredi, Christopher

Weinstein, Marc

Rogowska, Edyta

(Secretary-General)

Simard, Caroline

(Associate Director)

Arshad, Victor

(Governance Officer)

Guests: Bradley Tucker, Executive Director, Analysis, Planning and Budget; Cameron Charlebois, Executive Director, Campus Planning and Development Office; Isabelle Bajeux-Besnainou, Dean, Desautels Faculty of Management; Robert Couvrette, Associate Vice-Principal (Facilities Management and Ancillary Services); Francois Miller, Sustainability Director; Debra Hinds, Director and Assistant Treasurer, Office of Investments.

Regrets: Alice Lefebvre, Maria Tippler, Martine Turcotte, Cynthia Price Verreault.

7. Chair's Remarks

Governor Ram Panda, Chair of the Board of Governors, welcomed members to the second regular meeting of the Board of Governors for the 2017 – 2018 governance year. He informed members that Governor Nathalie Bourque had resigned from the Board due to other commitments and that the Recruitment and Succession Planning Subcommittee was working to identify a successor. He then informed members that Mr. Sean Murphy, former President of the McGill Association of Continuing Education Students (MACES) and member of the Board in 2016 – 2017, would be the Association's representative in light of Ms. Abeer Almir Ali's resignation as MACES President. Lastly, he announced that the Board had approved the reappointment of Governor Stephen Halperin as a member-at-large earlier in the meeting and thanked him for his continued service on the Board and Audit Committee.

8. Consent Items

On a motion duly proposed and seconded, the Board of Governors approved the Agenda and Minutes (Open Session) of October 5, 2017 as a consent item.

The Board of Governors also received, as consent items, the Report from Senate, the Report of the Executive Committee, the Report of the Investment Committee and the Report of the Joint Board of Governors and Senate Meeting.

9. Business Arising from Open Session Minutes

There was none.

10. Principal's Remarks (Continued)

Professor Suzanne Fortier, Principal and Vice-Chancellor, opened her remarks by emphasizing the University's commitment to its values and principles of academic freedom, integrity, responsibility, equity, and inclusiveness in the wake of reported incidents of intolerance on campus. She informed members of the appointment of former Ombudsperson for Students, Dr. Spencer Boudreau, for purposes of conducting an investigation into the allegations of anti-Semitism at the Students' Society of McGill University (SSMU) General Assembly on October 23, 2017. She further indicated that the Principal's Task Force on Respect and Inclusion in Campus Life had been established to recommend a set of concrete measures by which the University may ensure the full and effective operationalization of its principles across all University activities. She specified that the Task Force would be co-chaired by Professor Bruce Lennox, Dean of the Faculty of Science and Professor Nandini Ramanujam, Executive Director of McGill's Centre for Human Rights and Legal Pluralism. Furthermore, she indicated that a support phone line was active to connect students and other members of the McGill community with resources for their concerns and needs.

The Principal presented Fall Session enrolment numbers, indicating that the percentage of degree-seeking students had increased by 2.0% and that the total student body had increased by 1.2%. She noted that there had been a significant increase of 11.7% in doctoral students. With respect to the total student body, the Principal stated that 58.2% was female, 50.3% was from Quebec, 20.3% from the rest of Canada, and 29.4% international. She specified that the top five countries of origin for international students were the same as the previous year, which included the United States, China, France, India and Saudi Arabia. In response to a question, the Principal specified that the countries of origin reported were based on all student enrolment at both undergraduate and graduate levels. Finally, she noted an increase of 2.7% in the total number of new CEGEP student registrations.

With respect to government relations, the Principal discussed the recently adopted provincial Bill 151, which stipulated that every university and CEGEP in the province is to have a sexual assault policy in place by September 2019. She reminded members that both Senate and the Board had approved the University's *Policy Against Sexual Violence* in 2016, which included provisions for a committee made up of students, academic staff

and administrative and support staff as well as an Ad hoc expert panel to review the *Policy's* implementation by spring 2018. She then spoke about the provincial government's draft legislation regarding recreational cannabis, noting that public hearings would continue through January 2018 and that the *Bureau de coopération interuniversitaire* had been invited to appear on behalf of all Quebec universities. In addition, she informed members that the provincial Minister of Finance had announced \$107 million in additional investment in higher education over the next six years, which included funding for both CEGEPs and universities to enhance support for students. Lastly, the Principal informed members of discussions with the federal government regarding funding for fundamental research. She indicated that the University was continuing its efforts to support the recommendations of the Fundamental Science Review Panel in the lead up to the federal government's budget announcement.

In regard to community relations, the Principal reported that the University had experienced strong philanthropic results in FY2017, which included a \$10 million gift from the Max Bell Foundation to establish The Max Bell School of Public Policy within the Faculty of Arts, and gifts of \$2.25 million and \$1 million from The BMO Financial Group and The McConnell Foundation respectively in support of the Centre for Interdisciplinary Research on Montreal. Furthermore, she spoke about recent meetings in Asia with the Vice-Principal (University Advancement) and key McGill alumni and partners in Hong Kong, and mainland China.

The Principal concluded her remarks with examples of external recognition of members of the community, including McGill's 2017 rank as the second greenest campus in Canada by Corporate Knights Green Campus Ranking. She also recognized students Clare Lyle and Alexander Lachapelle's selection as McGill's 143rd and 144th Rhodes scholars, fourteen Canada Research Chairs for McGill totaling \$9.7 million in funding and professors Alan Evans, Andrea LeBlanc, and Bernard Lapointe's receipt of Senate of Canada 150 medals for commitments to advancements in Alzheimer's disease and palliative care research.

In a discussion that followed, members commented on the initiatives and measures implemented following the allegations of anti-Semitism at the SSMU General Assembly and inquired into the nature of the allegations. It was indicated that due to a change in normal voting processes at the General Assembly, allegations of discrimination were raised. Members noted the importance of inclusion, academic freedom and freedom of speech. It was communicated that the Principal's Task Force had distributed an electronic survey to the McGill community seeking their views on inclusion and free speech on campus and that the results of the survey were yet to come. Following the discussion, a question was raised regarding the province's review of the funding formula for universities. It was indicated that the government had collected input from universities on changes to the formula but that the full review had not yet been completed.

11. Policy Concerning Smoking at McGill University

[GD17-22]

Professor Yves Beauchamp, Vice-Principal (Administration and Finance) presented a recommendation to approve the *Policy Concerning Smoking at McGill University*. He indicated that the province’s Tobacco Control Act required that college and university level educational institutions adopt a tobacco control policy with the goal of establishing a smoke-free environment. Vice-Principal Beauchamp reported that in May 2016, the Associate Vice-Principal (Facilities Management and Ancillary Services) had mandated a working group to formulate recommendations on how to implement such a policy and that the proposed *Policy* was based on an extensive consultation process. He noted that the *Policy* prohibited smoking on University property outside of designated smoking areas and would come into effect in May 2018. He then specified that the designated smoking areas were a transitory measure and would be phased out within a maximum period of five years, after which point the University would become fully smoke-free.

During discussion, Vice-Principal Beauchamp stated that the transitory measures would be publicized. Furthermore, it was noted that the *Policy* provided provisions for accommodations made on religious, cultural or medicinal grounds. A comment was noted regarding the treatment of tobacco addiction as a mental health issue and the need to communicate the designated areas to the McGill community. A suggestion was made that the definition of smoking as defined in section 2.1 of the *Policy* should contain the word “and” as opposed to “or” before the final clause to read “and emits a vapor or smoke”, which was accepted by members. In response to a question regarding the inclusion of cannabis within the scope of the *Policy*, it was indicated that the *Policy* in question exclusively concerned tobacco. Members reviewed and subsequently approved the recommendation, as amended.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (Administration and Finance), approved the Policy Concerning Smoking at McGill University effective May 1, 2018, as amended.

12. Board Committee Reports

12.1 Finance Committee

[GD17-23]

The Chair called on Governor Pierre Matuszewski, Chair of the Finance Committee, to present the Report of the Finance Committee, arising from the Committee’s meeting of November 17, 2017.

Governor Matuszewski presented a recommendation for the approval of the *Politique de Placement – Fonds d’amortissement des emprunts découlant du plan de financement d’entretien différé (Investment Policy – Sinking Fund for Debt from the Deferred Maintenance Financing)*. He informed members that a policy on the long-term investment of funds resulting from the implementation of the deferred maintenance financing plan was required by the *Ministère de l’Éducation and de l’Enseignement supérieur* and the *Ministère des Finances*. He stated that the *Policy* had been designed to provide orderly

capital funding, capital protection, and positive investment returns for the payment of maturing debt resulting from the \$400 million bond for deferred maintenance. It was indicated that the *Policy* sets out roles and responsibilities for various parties involved in the process, and the parameters and vehicles of investments. 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 Politique de Placement – Fonds d’amortissement des emprunts découlant du plan de financement d’entretien différé, (Investment Policy – Sinking Fund for Debt from the Deferred Maintenance Financing).

The Board of Governors also authorized the Vice-Principal (Administration and Finance) to amend Schedules A and B of the Politique de Placement – Fonds d’amortissement des emprunts découlant du plan de financement d’entretien différé, (Investment Policy – Sinking Fund for Debt from the Deferred Maintenance Financing) from time to time, subject to receipt of any required authorizations from the Ministry of Higher Education and/or the Ministry of Finance.

12.1.1 Budget Planning 2018 – 2019: Report I

Professor Christopher Manfredi, Provost and Vice-Principal (Academic) presented the first Budget Planning Report for FY2019. He reported that revenues and expenses were higher than budgeted due to grants, additional in-year allocations and a \$10.8 million provision to cover a potential defined pension plan solvency top-up. He highlighted key uncertainties, stressing that figures were based on enrolment targets and assumptions on government-controlled inputs. He then spoke about revenue levers such as the enrolment mix, highlighting that tuition from deregulated programs generated a large percentage of revenue.

During discussion, members spoke about the University’s capacity limits. The Provost and Vice-Principal (Academic) specified that the principal constraint was the limited physical capacity of teaching labs and classrooms, and that capital investments had been committed for renovations to ensure more efficient use of space. Members were also informed about the differences in the hiring cycles between academic staff and administrative and support staff and their impact on budget planning. In response to a question regarding increasing the enrolment of international students in deregulated programs, it was explained that enrolment targets were designed to maintain a balanced enrolment mix. Members noted the clarity with which timelines and uncertainties were presented and suggested they be incorporated into the final budget book.

12.2 Building and Property Committee

[GD17-24]

The Chair called on Governor Peter Coughlin, Chair of the Building and Property Committee to present the Report of the Building and Property Committee arising from the Committee's meeting of December 8, 2017.

12.2.1 Progress Report on Royal Victoria Hospital Redevelopment Project *Dossier d'opportunité*

Governor Coughlin provided an overview of the timeline for the Royal Victoria Hospital (RVH) redevelopment project, highlighting that the University had signed a memorandum of agreement with the provincial government in 2014 with a commitment of \$240 million to move forward with the project if the site could be converted to suit the mission of the University. He then specified that the total budget for the feasibility studies for the site had been \$8 million, with a commitment of \$4 million from McGill and \$4 million from the government. It was indicated that should the University or the government not go forward with the project, the \$4 million would be reimbursed. Furthermore, Governor Coughlin spoke to costs and funding associated with the project, including those related to heritage restoration, environmental impact and site preparation.

Vice-Principal Beauchamp then provided a project roadmap for the RVH, outlining project milestones and next steps. He reported that strategic working sessions of the Building and Property and Finance Committees were planned in January 2018 in order to provide both Committees an opportunity to consider the project in more detail and the conditions under which the University would be prepared to acquire the site should the project proceed to the next stage. Members were informed that consideration of the submission of the *Dossier d'opportunité* to the government, including the list of conditions, would be presented to the Board in March 2018. Vice-Principal Beauchamp added that the *Dossier d'opportunité* would be submitted to the Board for consideration later in June 2018, at which point the *Dossier d'affaires* stage of the project would begin. In addition, he presented an analysis regarding an alternate option to the RVH that would help address the University's space needs, noting that the academic vision that had been developed for the RVH site could not be implemented in full with the alternate option. Members noted the benefits of a cost analysis of the alternate option.

Vice-Principal Beauchamp then presented a recommendation for the approval of the submission of the University's *Plan décennal des investissements universitaires (PDIU) 2018-2028* to the *Ministère de l'Économie, de la Science et de l'Innovation* and the *Ministère de l'Éducation et de l'Enseignement supérieur*. He reported that the provincial government required that all universities submit a PDIU annually, outlining all major capital projects planned to be executed over the next ten years. Members reviewed and approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Building and Property Committee, approved the submission of the Plan décennal des investissements universitaires 2018-2028 to the Ministère de l'Économie, de la Science et de l'Innovation (MESI) and the Ministère de l'Éducation et de l'Enseignement supérieur (MEES), and any other governmental authority as required.

12.3 Nominating, Governance and Ethics Committee: Part II [GD17-25]

The Chair called on Governor Sam Minzberg, Chair of the Nominating, Governance and Ethics (NGE) Committee, to present the Report of the NGE Committee, arising from the Committee's meeting of December 8, 2017. The Report contained several recommendations concerning appointments to Board Standing Committees, internal and external non-Board bodies as well as healthcare bodies. The Board approved the recommendations as noted below.

12.3.1 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. Michael Boychuk** as Chair of the Audit Committee for an additional one-year term until June 30, 2019.*
- *The reappointment of **Mr. Stephen Halperin** and **Mr. François Laurin** as members of the Audit Committee for three-year terms commencing July 1, 2018 and ending June 30, 2021.*
- *The appointment of **Ms. Wendy Brodkin** as a member of the Audit Committee for a three-year and a half-year term commencing immediately and ending June 30, 2021.*
- *The appointment of **Ms. Maryse Bertrand** as a member of the Building and Property Committee for a three-year term commencing July 1, 2018 and ending June 30, 2021.*
- *The appointment of **Ms. Maria Tippler** as a student member of the Building and Property Committee for a term commencing immediately and ending May 31, 2018.*
- *The appointment of **Mr. Filip Papich** as a member of the Finance Committee for a three-year and a half-year term commencing immediately and ending June 30, 2021.*
- *The appointment of **Mr. Sean Murphy** as a student member of the Finance Committee for a term commencing immediately and ending May 31, 2018.*

12.3.2 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 reappointment of **Mr. Michael Goldbloom**, as trustee and co-Chair nominated jointly by McGill University and the Bronfman Family of McGill Institute for the Study of Canada for a term commencing immediately and ending August 31, 2020.*
- *The appointment of **Mr. David Maneli** as a member of the Centre de la Nature mont Saint-Hilaire for a three-year term commencing immediately and ending November 30, 2020.*

12.3.3 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 appointment of **Dr. Annette Majnemer** as a member of The Council for Services to Children and Adolescents (CSCA) for a term commencing April 1, 2018 and ending March 31, 2021.*

12.3.4 Terms of Reference of the Committee to Advise on Matters of Social Responsibility

Governor Minzberg presented a recommendation for the approval of the proposed revisions to the Committee to Advise on Social Responsibility (CAMSR) Terms of Reference. It was indicated that the Terms of Reference were last reviewed in 2014. Governor Darin Barney presented a motion to defer consideration of the proposed revisions to a future meeting, which was seconded. He indicated that the Board would benefit from having more time to consider the recommendations and provide input. Members engaged in a discussion on the review process and were apprised of the standard review process for all Board Committees Terms of Reference. Following discussion, the Board agreed to defer consideration of the revisions in order to provide members an opportunity for additional input. It was noted that depending on the nature of the additional input received, further consideration of the Terms of Reference would likely be required by CAMSR.

On a motion duly proposed and seconded, the Board of Governors approved to defer consideration of the proposed revisions to the Committee to Advise on Social Responsibility (CAMSR) Terms of Reference to a future meeting.

Secretary's Note: Due to a disruption during Open Session, the meeting was adjourned.

END

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

1. Recommendation of Advisory Committee

The Board of Governors approved the recommendation of the Advisory Committee to reappoint Dr. Guy Rouleau as Director of the Montreal for a five-year term beginning January 1, 2018.

In addition, the Board of Governors received an update on the Advisory Committee process for the Deputy Provost (Student Life and Learning).

2. Report of the Nominating, Governance and Ethics Committee

The Board of Governors approved, on the recommendation of the Nominating, Governance and Ethics (NGE) Committee, the reappointment of Governor Stephen Halperin for a second five-year term as a member-at-large effective July 1, 2018.