

Minutes of Open Session

Thursday, May 25, 2017 16-17 BR:05

Minutes of a meeting of the Board of Governors held on Thursday, May 25, 2017 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

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|-------------------------------------|----------------------------------|-------------------------------|
| Barney, Darin | Haynes, Bryan | <i>Resource Persons</i> |
| Bertrand, Maryse | Hobday, Tina | Arseneault, Louis |
| Chisholm, Victor | Minzberg, Samuel | Beauchamp, Yves |
| Cobbett, Stuart (<i>Chair</i>) | Murphy, Sean (<i>Observer</i>) | Goldstein, Rose |
| Coughlin, Peter (<i>by phone</i>) | Nystrom, Derek | Manfredi, Christopher |
| Critchley, Ronald | Panda, Ram | |
| Fortier, Suzanne | Tojiboeva, Muna | Rogowska, Edyta |
| Frankel, Victor | Zorychta, Edith | (<i>Secretary-General</i>) |
| Généreux, Claude | | Simard, Caroline |
| Halperin, Stephen | | (<i>Associate Director</i>) |
| Harpp, David Noble | | Arshad, Victor |
| | | (<i>Governance Officer</i>) |

Regrets: Nathalie Bourque, Michael Boychuk, Jade Corriveau, Alan Desnoyers, Kathy Fazel, Martine Turcotte; Thierry Vandal.

10. Chair's Remarks

Mr. Stuart (Kip) Cobbett, Chair of the Board of Governors, 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.

The Chair welcomed members to the fifth and final regular meeting of the Board of Governors for the 2016 – 2017 governance year. He acknowledged the terms ending of the following student representatives: Ms. Jade Corriveau, Mr. Victor Frankel, and Mr. Sean Murphy. On behalf of the Board, he thanked them for their contributions and service to the Board and its Committees. He announced that the Board had approved the recommendation of the Advisory Committee to Reappointment the Principal and Vice-Chancellor for a further five-year term during Closed Session. On behalf of the Board, he expressed gratitude to Professor Suzanne Fortier, Principal and Vice-Chancellor, and congratulated her on her reappointment. The Chair then welcomed and introduced Mr. Pierre Matuszewski as a new Board member, whose term will begin July 1, 2017. He also informed members that this was the last meeting for Dr. Rose Goldstein in her capacity as Vice-Principal (Research and Innovation) and thanked her for her contributions and service to the University.

11. Approval of Minutes (Open Session) of April 27, 2017 (Consent Item)

On a motion duly proposed and seconded, the meeting's agenda and the Open Session minutes of April 27, 2017 were approved.

12. Business Arising from Open Session Minutes

There was none.

13. Principal's Remarks

The Principal expressed gratitude to Governor Cobbett for his final meeting of the Board in his capacity as Chair. She noted his involvement and commitment to the University over the years and thanked him for his significant contributions to the University and its community as well as the Board of Governors and its Committees. She also thanked the outgoing student representatives for their contributions. Lastly, she noted that this was the final Board meeting for Vice-Principal Goldstein and extended her appreciation for the significant impact that she had had on the University and its research environment.

The Principal reported on government relations, announcing that the provincial government had recently launched an Artificial Intelligence (AI) Supercluster, and would be providing \$100 million for the initiative. She indicated that the provincial government had created a steering committee to develop a strategic plan to operationalize the supercluster in order to transform Montreal into an AI hub, informing members that Dr. Martha Crago, incoming Vice-Principal (Research and Innovation) would be serving as member of the steering committee. She added that Professor Doina Precup, Associate Professor in the School of Computer Science, would also serve on the steering committee in an observer capacity. She reported that the provincial government had announced in its budget a commitment of \$585 million over five years to support its research and innovation strategy to position Quebec among the top global performers. The Principal also discussed the federal government's recently announced Innovation Supercluster Initiative, with investments between \$125 - 250 million, comprised of federal funds equally matched by industry contributions. She specified that the initiative would invest in areas such as advanced manufacturing, agri-food, and clean technology and that any applications to the initiative would have to include participation of at least one post-secondary institution.

With respect to external relations, the Principal reported on her recent participation, along with the Associate Vice-Principal (Innovation and Partnerships), in a Quebec mission led by the Premier to Israel and the Westbank covering aspects of government relations, international relations, the enhancement of research partnerships, and university advancement. She indicated that the primary goal of the mission was to strengthen strategic partnership agreements in key areas such as research, innovation, start-ups, life sciences and information technologies. She also noted a visit to an International Community Action Network (ICAN) site in East Jerusalem, a program within the School of Social Work that has established eleven community centers in Palestine, Jordan and Israel. The Principal also mentioned her participation at the U15 spring meeting, during which discussions focused on an advocacy strategy to address the recommendations of the Federal Fundamental Science Review Panel Report. She reported that the meeting also included discussions with the Prime Minister, the Federal Minister of Science, the Federal Deputy Minister of Finance and senior civil servants.

The Principal highlighted the recent gift of \$25 million from The Bensadoun Family Foundation for the establishment of the Bensadoun School of Retail Management in honour of Mr. Aldo Bensadoun. She indicated that the proposed School would be slated to open in fall 2018, starting with a concentration in retail management in the Bachelor of Commerce program, then expanding to include a full-range of both undergraduate and graduate academic programs. She also discussed the annual conference of the *Association francophone pour le savoir* held on campus, noting that the conference had brought together more than 5,000 researchers from 40 countries. Lastly, the Principal announced that convocation ceremonies would begin on May 31, 2017, all of which would take place on lower campus, except for the two ceremonies for the Faculty of Agricultural and Environmental Sciences, which would be held at Macdonald Campus on June 2, 2017. She indicated that 7400 students would graduate this spring, the oldest of whom was 66 and the youngest of whom was 19. She highlighted that the first cohort of scholars from the MasterCard Foundation would be amongst the students crossing the stage and encouraged all Board members to participate if they were available to join in congratulating the graduating class of 2017.

The Principal concluded her remarks with examples of external recognition of members of the community including the University's receipt of 15 Canada Research Chairs valued at \$12 million, Professor Frédéric Bachand's judicial appointment to the Superior Court of Quebec, the Sustainability Projects Fund's receipt of the City of Montreal Award, the University's ranking as one of Montreal's Top 35 Employers by Mediacorp Canada for the ninth consecutive year, as well as McGill basketball player Dele Ogundokunand and hockey player Mélodie Daoust being named male and female athletes of the year.

14. Post-Graduate Students' Society

Presentation

Governor Victor Frankel delivered a presentation on the Post-Graduate Students' Society (PGSS) in his capacity as Secretary-General of PGSS. Governor Frankel provided an overview of the student association's mandate, explaining its services, support and advocacy as well as networking role for the student community. He discussed with members the governance structure, challenges faced by PGSS which included interest, communication, institutional memory and funding, as well as opportunities for growth and making an impact within the community.

During discussion, members inquired into the funding received from students, which Governor Frankel explained was collected through a mandatory fee. In response to a question regarding potential future objectives, Governor Frankel indicated a need to strengthen ties with student associations on the Macdonald Campus. He also discussed the PGSS disaffiliation with the Canadian Federation of Students (CFS), noting that the matter had set a precedent for other student associations across the country and that the matter had recently been settled out of court. On behalf of the Board, the Chair thanked Governor Frankel for his presentation.

15. Grant Agreements

15.1 The McGill University and Génome Québec Innovation Centre

[GD16-58]
Approval

Vice-Principal Goldstein presented a recommendation to approve a grant agreement between McGill University and Génome Québec in support of the McGill University and Génome Québec Innovation Centre (MUGQIC) valued at \$9.176 million. She reported that an application led by Dr. Mark Lathrop, from the Faculty of Medicine, together with Drs. Tomi Pastinen, Ioannis Ragoussis and Guillaume Bourque, on behalf of MUGQIC, had been selected for funding. The Vice-Principal (Research and Innovation) specified that the grant would provide funds for operating MUGQIC and developing new technologies in the field of whole-genome sequencing, single-cell genomics and epigenomics, as well as new tools for functional analyses. 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), approved the grant agreement between the Royal Institution for the Advancement of Learning/McGill University and Génome Québec for \$9.176 million in support of the McGill University and Génome Québec Innovation Centre and authorized the Vice-Principal (Research and Innovation) to sign the Agreement and any related documents, provided that they are reviewed by Legal Services.

15.2 Canadian Center for Computational Genomics

[GD16-59]

Vice-Principal Goldstein presented a recommendation to approve an interinstitutional research collaboration grant agreement between McGill University, the Hospital for Sick Children and Génome Québec in support of the Canadian Center for Computational Genomics (C3G) valued at \$7,052,577 over five years. She reported that an application led by Dr. Guillaume Bourque, from the Faculty of Medicine, along with Dr. Michael Brudno, from the Hospital for Sick Children in Toronto, had been selected for funding. The Vice-Principal (Research and Innovation) specified that the grant would provide funds to operate C3G and expand the services provided to the scientific community, in part by creating a new node entitled “Data Core”, responsible for providing integrative analysis of omics studies. 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), approved the Interinstitutional Research Collaboration Grant Agreement between the Royal Institution for the Advancement of Learning/McGill University, the Hospital for Sick Children and Génome Québec for \$7,052,577 in support of the Canadian Center for Computational Genomics and authorized the Vice-Principal (Research and Innovation) to sign the Agreement and any related documents, provided that they are reviewed by Legal Services.

16. Renewal of Copibec Agreement

[GD16-60]

Professor Christopher Manfredi, Provost and Vice-Principal (Academic) presented a recommendation to renew the *Convention concernant la reproduction d'oeuvres littéraires* between McGill University and the *Société québécoise de gestion collective des droits de reproduction* (Copibec). The Provost and Vice-Principal (Academic) indicated the renewal of the four-year agreement with Copibec, a not-profit organization which acts as an agent on behalf of authors and publishers with respect to the right to reproduce various works, ensured that the University would be protected from copyright compliance risks. It was reported that the new 4-year agreement would be effective until May 31, 2021, at a lower rate of \$13.50/FTE from \$15/FTE in the previous agreement. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, ratified the 2017-2021 Convention concernant la reproduction d'oeuvres littéraires between The Royal Institution for the Advancement of Learning/McGill University and Copibec, to take effect on June 1, 2017, and authorized the Provost and Vice-Principal (Academic) to sign the agreement on behalf of the University.

17. Board Committee Reports

17.1 Nominating, Governance and Ethics Committee

[GD16-61]

Governor Sam Minzberg, Chair of the Nominating, Governance and Ethics Committee (NGE), presented the Report of the NGE Committee arising from the Committee's meeting of May 23, 2017. The Report contained several recommendations concerning appointments to Advisory Committees, Board Standing Committees, and amendments to the University Statutes regarding Terms of Service on the Board of Governors. The Board approved the recommendations as noted below.

17.1.1 Appointments to Advisory Committees

- i) With respect to the Advisory Committee for the Possible Reappointment of the Deputy Provost (Student Life and Learning)

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 Mr. Stuart (Kip) Cobbett, Ms. Sally McDougall, Mr. Sam Minzberg, and Ms. Cynthia Price Verreault as representatives of the Board of Governors on the Advisory Committee for the possible Reappointment of the Deputy Provost (Student Life and Learning), and the appointment of Stephen Halperin as an alternate member.

With respect to a question regarding the selection process and the representative constituencies on the Advisory Committee for the Possible Reappointment of the Deputy Provost (Student Life and Learning) under item GD16-61. It was indicated that four out of ten members of the Advisory Committee were appointed by the Board of Governors, on the recommendation of the NGE Committee, which took into account experience and knowledge of the position, and that the remaining six were internal members of the University community from the Senate and the student population.

- ii) With respect to the Advisory Committee for the Possible Reappointment of the Vice-Principal (University Advancement)

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 Mr. Claude Généreux, the Honourable Michael A. Meighen, Mr. Ram Panda, and Ms. Manon Vennat as representatives of the Board of Governors on the Advisory Committee for the possible reappointment of the Vice-Principal (University Advancement) and the appointments of Ms. Kathy Fazel and Ms. Maryse Bertrand as alternate members.

17.1.2 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:

- *The reappointment of Mr. Michael Boychuk as a member and Chair of the Audit Committee for a one-year term starting July 1, 2017 and ending June 30, 2018.*
- *The appointment of Mr. Jacob Lavigne as a student member of the Building and Property Committee for a one- year term starting June 1, 2017 and ending May 31, 2018.*
- *The appointment of Ms. Alice Lefebvre as a student member of the Committee to Advise of Matters of Social Responsibility for a one-year term starting June 1, 2017 and ending May 31, 2018.*
- *The appointment of Ms. Muna Tojiboeva as a student member of the Executive Committee for a one-year term starting June 1, 2017 and ending May 31, 2018.*
- *The appointment of Mr. Pierre Matuszewski as a member of the Executive Committee for a three-year term starting July 1, 2017 and ending June 30, 2020.*

- *The appointment of Ms. Abeer Almir Ali as a student member of the Finance Committee for a one-year term starting June 1, 2017 and ending May 31, 2018.*
- *The appointment of Ms. Muna Tojiboeva as a student member of the Nominating, Governance and Ethics Committee for a one-year term starting June 1, 2017 and ending May 31, 2018.*

17.1.3 Proposed Amendments to University Statutes Regarding Terms of Service on the Board of Governors

Members were informed that the amendments to the Statutes were proposed in order to align the start and end dates of the terms of office for representatives elected by the McGill Alumni Association (MAA), by Senate, by full-time administrative and support staff, and by full-time academic staff serving on the Board from a January 1st to December 31st cycle, to July 1st to June 30th. It was noted that such a change would result in the need to extend the terms of office of the aforementioned constituencies by six months.

On a motion duly proposed and seconded, the Board of Governors approved amendments to article 1.1.6 of the University Statutes as follows:

“the term of office of governors elected by the Alumni Association, by Senate, by the full-time administrative and support staff, and by the full-time academic staff, shall commence on the first day of ~~January~~ July following their election.”

The Board of Governors also approved a six-month extension to the terms of current Governors representing the Alumni Association, the University Senate, the administrative and support staff and the academic staff.

17.2 Audit Committee

[GD16-62]

Professor Yves Beauchamp, Vice-Principal (Administration and Finance) presented the Report of the Audit Committee arising from the Committee’s meeting of May 12, 2017, on behalf of Governor Michael Boychuk, Chair of the Audit Committee. He informed members of several informational items contained in the Report, notably of the Committee’s approval of the University’s Internal Audit Plan for Fiscal Year 2018.

18. Report from Senate

[GD16-63]

The Principal presented the Report from Senate arising from the meeting of Senate held on May 15, 2017.

18.1 481st Report of the Academic Policy Committee

Proposal for the Creation of the Centre for Interdisciplinary Research on Montreal

The Principal presented Senate's recommendation to establish the Centre for Interdisciplinary Research on Montreal (CIRM). She indicated that the Centre aimed to integrate research being conducted on the City in various disciplines and units and to facilitate the development of partnerships and research projects on the economic, social, cultural and governmental spheres of Montreal. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the creation of the Centre for Interdisciplinary Research on Montreal (CIRM)/Centre de recherches interdisciplinaires en études montréalaises (CRIEM).

18.2 Report of the Senate Nominating Committee

The Principal presented Senate's recommendation to consider approval of recommendations by the Senate Nominating Committee. The Board approved the recommendations as noted below.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved:

- *The appointment of Professor Frank Ferrie (Electrical and Computer Engineering/Centre for Intelligent Machines, ENGINEERING) to the Committee on Staff Grievances and Disciplinary Procedures for a term beginning September 1, 2017 and ending August 31, 2020.*
- *The designation of Professor Axel van den Berg (Sociology, ARTS) as Vice-Chair of the Committee on Staff Grievances and Disciplinary Procedures for a term beginning September 1, 2017 and ending August 31, 2018.*

18.3 Proposed Revisions to the Policy on Harassment, Sexual Harassment and Discrimination Prohibited by Law

The Principal presented Senate's recommendation to approve revisions to the *Policy on Harassment, Sexual Harassment and Discrimination Prohibited by Law*. She specified that

the revisions included clarifying the processes related to third-party complaints, increasing training and the number of Assessors, and establishing a role within the *Policy* for the Senior Equity and Inclusion Officer. Members reviewed and subsequently approved the recommendation.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of Senate, approved the proposed revisions to the Policy on Harassment, Sexual Harassment and Discrimination Prohibited by Law.

19. Annual Report on Safe Disclosure [GD16-64]

Ms. Edyta Rogowska, Secretary-General, presented the 2016 – 2017 Annual Report on Safe Disclosure. She indicated that during the reporting period from January 1, 2016 through December 31, 2016, one confidential report was filed with the Secretary-General in accordance with the *Policy on Safe Disclosure* (“Whistle Blowing”). She communicated that the report was referred to the Provost and Vice-Principal (Academic), who considered the matter and appointed an investigator in accordance with section 4.3.1 of the *Policy*, who in turn undertook a full investigation, which concluded that there was no improper activity as defined in the *Policy*.

During discussion, members inquired into the frequency of reports submitted. The Secretary-General indicated that four reports were filed in the previous year. It was noted that it was common for individuals across various organizations to go through different channels in cases involving whistle blowing. The Secretary-General then indicated that increased visibility of the *Policy* and raising its awareness within the University community remained a priority.

20. Other Business

For his contributions to the University and for his leadership as Chair of the Board of Governors, members gave a standing ovation to Governor Cobbett.

The meeting was adjourned at 6:15 p.m.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON MAY 25, 2017

1. Recommendation of Advisory Committee

The Board of Governors approved the recommendation of the Advisory Committee to reappoint Professor Suzanne Fortier as Principal and Vice-Chancellor for a five-year term, effective July 1, 2018.

2. Honoric Naming Proposals Arising from *Policy Relating to Naming of University Assets*

The Board of Governors approved, on the recommendation of the Principal, the following honorific naming proposals in accordance with the *Policy Relating to Naming of University Assets*:

- The Peter Guo-hua Fu School of Architecture
- The Tanenbaum Open Science Institute
- The Ludmer Centre for Neuroinformatics and Mental Health

3. Report of the Building and Property Committee

The Board of Governors approved, on the recommendation of the Building and Property Committee, the purchase of the property at 680 Sherbrooke Street West.

4. 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 Michael Boychuk for a second five-year term as a member-at-large effective July 1, 2017. Furthermore, the Board of Governors approved, on the recommendation of the NGE Committee, the appointments of Governor Stuart (Kip) Cobbett to the rank of Governor Emeritus and Chair Emeritus and Governor Thierry Vandal to the rank of Governor Emeritus, effective July 1, 2017.

5. Report on New Appointments, Promotions and Tenure

The Board of Governors approved recommendations concerning new academic appointments and promotions.