Secretariat
845 Sherbrooke St. West, room 313
Montreal, QC, H3A 0G4
Tel: (514) 398-3948 | Fax: (514) 398-4758

The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of September 18, 2018. They are presented to the Board of Governors for consideration.

I.   FOR APPROVAL BY THE BOARD OF GOVERNORS

1.   **Transition to Information Technology Committee**   [NG18-07]

At its meeting of June 14, 2016, the Executive Committee, in considering a number of IT-related infrastructure projects, noted that the Board Committee structure would benefit from having additional governance oversight for IT projects, prior to their submission to the Executive Committee or the Board of Governors.

Noting the University's IT deferred maintenance needs and plans to significantly invest in IT infrastructure in the future, the Executive Committee of the Board of Governors requested that the establishment of a governance structure (a subcommittee of a Board Committee) be considered by the NGE Committee in order ensure an adequate level of governance oversight.

In recognition of the growing need for governance oversight of IT-related projects and policies and limited expertise in the area of IT at the level of BPC, it is proposed that the Subcommittee model change to a standing Committee model. As a standing Committee of the Board, the IT Committee would have functions and responsibilities delegated by the Board and those subject to the Board's authority. It would report directly to the Board of Governors.

> *Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance, and Ethics approve:*
>
> - *the discontinuance of the IT Subcommittee and its respective terms of reference attached as Appendix A and;*
> - *the establishment of the IT Committee as a standing committee of the Board of Governors and the IT Committee Terms of Reference, attached as Appendix B.*

2. **Board Standing Committees** [NG18-04]

The NGE Committee reviewed the status of appointments on all Board Standing Committees. The NGE Committee recommends the appointments and reappointments noted below.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:

[With respect to the Building and Property Committee]:

- *The reappointment of Professor David Harpp as a member of the Building and Property Committee for a three-year term effective immediately and ending June 30, 2021.*

[With respect to the Executive Committee]:

- *The reappointment of Professor David Harpp as a member of the Executive Committee for a three-year term effective immediately and ending June 30, 2021.*

- *The reappointment of Mr. Sam Minzberg as a member of the Executive Committee commencing July 1, 2019 and ending June 30, 2021, to coincide with his end of term on the Board.*

[With respect to the Finance Committee]:

- *The appointment of Ms. Samira Sakhia as a member of the Finance Committee for a three-year term effective immediately and ending June 30, 2021.*

[With respect to the Human Resources Committee]:

- *The appointment of Mr. Claude Généreux as Vice-Chair of the Human Resources Committee effective immediately and ending on June 30, 2020, to coincide with his the end of his term on the Board.*

[With respect to the Investment Committee]:

- *The reappointment of Mr. Joel Raby as member and Chair of the Investment Committee commencing July1, 2019 and ending June 30, 2021.*

- *The appointment of Mr. Sam Minzberg as Vice-Chair of the Investment Committee, effective immediately and ending June 30, 2021, to coincide with the end of his term on the Board.*

[With respect to the Nominating, Governance and Ethics Committee]:

- *The reappointment of Mr. Sam Minzberg as Chair and member of the Nominating, Governance and Ethics Committee commencing July 1, 2019 and ending June 30, 2021, to coincide with the end of his term on the Board.*

3.   **Internal and External Non-Board Bodies**   [NG18-05]

The NGE Committee reviewed the status of appointments on a number of internal and external non-Board bodies. Based on its review, the NGE Committee recommends the following appointments and reappointments noted below.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:

- *The appointment of Dr. Martha Crago as a member designated by the Board of Governors on the Board of Directors of the Quartier de l'Innovation as a successor to Principal Fortier for a term commencing October 1, 2018 to September 30, 2020.*

- *The appointment of Ms. Cynthia Price Verreault as a member of the Board of Governors on the Advisory Committee for the Principal's Awards for Administrative and Support Staff with a term beginning January 1, 2019 and ending December 31, 2020.*

4.   **Healthcare Bodies**   [NG18-06]

The NGE Committee reviewed the status of appointments on a number of healthcare bodies. Based on its review, the NGE Committee recommends the following appointments and reappointments noted below.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance and Ethics Committee, approve the following:

- *The appointment of Ms. Stephanie Rossy, as a representative of the Board of Governors to the Montreal Neurological Institute Advisory Board for a two-year term beginning immediately and ending December 31, 2020.*

- *The reappointment of Dr. Pierre Ernst as a member of the Transplant-Quebec Board of Directors for a term beginning October 1, and ending September 30, 2020.*

II.   FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1.   Review of Board of Governors Rules of Order and Procedure   [NG18-08]

The Board of Governors approved the Board Rules of Order and Procedure in May 2016. Based on the provisions of the Rules, the NGE Committee is to review the Rules within two years after their initial approval. The Committee reviewed the Board Rules and determined that no changes are needed at this time.

2.   Position Descriptions: Board Chair and Vice-Chair   [NG18-03]

The NGE Committee reviewed and approved position descriptions for the Board Chair and Vice-Chair.

3.   Update on Board of Governors Evaluation 2017 – 2018

The Committee received an update on the 2017-2018 Board and Committees evaluation, which was distributed to Board and Committee members for completion in May 2018. It was indicated that the majority of Board and Committee members had completed the evaluation. A report with the evaluation survey results will be available for the next NGE Committee meeting and a summary of the results will be distributed to the Board in December.

4.   Code of Ethics and Conduct Annual Sign-Off Update   [NG18-02]

In accordance with its Terms of Reference, the Committee received a report on the Committee and Board members' completion of the annual declaration of conflicts of interest. It was indicated that all members had completed the declaration, indicating their compliance with the requirements of the Code of Ethics.

END
October 2018

McGill University
Board of Governors
Terms of Reference of the IT Subcommittee

Enacting Provisions

The Information Technology ("IT") Subcommittee ("Subcommittee") is established under the authority of, and is accountable to, the Board of Governors (the "Board") of McGill University (the "University"). It shall function as stipulated in these terms of reference and the *Regulations of the Committees of the Board of Governors of McGill University* (the "Regulations"). In accordance with the Regulations, meetings of the Subcommittee, in line with meetings of Board Committees, shall be held in closed session unless the Subcommittee resolves to carry out a meeting or part of a meeting in open session.

1. **Composition**

    a) Appointments to the Subcommittee shall be approved by the Board of Governors, normally on the recommendation of the Nominating, Governance and Ethics Committee.

    b) The Subcommittee shall consist of six to seven members, selected as follows:

        o one at-large member of the Board of Governors
        o at least one and up to two members of the general public with expertise in IT project oversight and/or IT risk management
        o one member of the Building and Property Committee
        o one undergraduate or graduate student recommended by the student societies (PGSS, SSMU, MACES, MCSS)
        o one administrative and support staff recommended by the Principal
        o one academic staff member recommended by the Provost and Vice-Principal, Academic.

    c) Expertise and experience in IT, business administration and IT risk management will be relevant criteria for appointment to this Subcommittee;

    d) The Chair of the Subcommittee shall be appointed by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee;

    e) The Vice-Principal, Administration and Finance, shall serve as the Senior Steward to the Subcommittee;

    f) The Secretary-General or delegate shall serve as Secretary and governance advisor to the Subcommittee.

    g) Where necessary or appropriate to facilitate and support the business of the Subcommittee, the Senior Steward or Secretary may invite University staff to serve as resource persons for particular items of business.

2. Mandate of the Subcommittee

The Subcommittee assists and advises the Building and Property Committee in fulfilling governance responsibilities with respect to IT needs, projects, plans and policies. Without limiting the generality of the foregoing, the Subcommittee shall:

a) Review and recommend to the Building and Property Committee for approval or amendment thereto IT-related projects and technology architecture initiatives, including educational software platforms that require approval by the Building and Property Committee or the Board in accordance with the Policy on the Approval of Contracts and Designation of Signing Authority;

b) Recommend to the Building and Property Committee that the Vice-Principal, Administration and Finance, be authorized to expend funds in support of IT project design and development with such expenditures to be reported to the Subcommittee and included in the overall project budget presented to the Subcommittee and Building and Property Committee;

c) Ensure that sources of financing for IT-related projects are clearly identified and assured;

d) Assess relevant areas of risk, which may include:

- data security and IT controls systems
- disaster and recovery planning
- financial, reputational, compliance risks
- sustainability considerations
- project/system implementation risks

e) Review, at least annually, the planned IT-related projects and the projected budget and other sources of funding, as well as projected expenditures;

f) Receive, at least annually, a report on IT projects approved by the Vice-Principal, Administration and Finance on any IT-related decisions pursuant to his/her authority and the Principal's under the Policy on Approval of Contracts and Designation of Signing Authority, and approve the submission of the report to the Building and Property Committee;

g) Review and recommend to the Building and Property Committee strategic plans, principles and policies relevant to IT planning and development;

Terms of Reference - The Information Technology ("IT") Subcommittee

h)   Periodically invite university units or committees to report on matters regarding IT planning, development and stewardship;

i)   Consider and recommend to the Building and Property Committee any matters identified by the Building and Property Committee, the Board, the Principal or the Vice-Principal, Administration and Finance that relate to IT planning and development.

3.   General Provisions

The Subcommittee shall meet at least twice a year. The Subcommittee shall have a calendar of business, maintained by the Secretary-General or delegate, for the purpose of ensuring that each meeting agenda addresses responsibilities as outlined in these terms of reference.

The Subcommittee shall report to the Building and Property Committee on a regular basis, and within a reasonable time following the Subcommittee meeting.

The Subcommittee shall review its terms of reference at least once every three years and recommend any changes to the Building and Property Committee. The Building and Property Committee shall recommend any changes to the Nominating, Governance and Ethics Committee.

Approved:
Executive Committee December 13, 2016

Terms of Reference - The Information Technology ("IT") Subcommittee

McGill University
Board of Governors
Terms of Reference of the IT Committee

Enacting Provisions

The Information Technology ("IT") Committee ("Committee") is established under the authority of, and is accountable to the Board of Governors (the "Board") of McGill University (the "University"). It shall function as stipulated in these terms of reference and the *Regulations of the Committees of the Board of Governors of McGill University* (the "Regulations"). In accordance with the Regulations, meetings of the Committee shall be held in closed session unless the Committee resolves to carry out a meeting or part of a meeting in open session.

1. Composition

a)   Members shall be appointed to the Committee on the basis of their expertise in information technology and related fields.

b)   Other than ex-officio members, appointments to the Committee are approved by the Board, normally on the recommendation of the Nominating, Governance and Ethics Committee.

c)   The Committee shall consist of seven to nine members, exclusive of ex officio members, selected, as indicated below, from among the following categories of membership:

- Three from among:
  - At-large members (at least one);
  - Alumni Association members;
  - Governors Emeriti.

- one member from the Academic Staff or Senate representatives on the Board
- one member from the Administrative and Support Staff members on the Board
- one student member from among the Board members or Board observers
- at least one and up to three members of the general public with expertise in information technology, cyber security, or a related field.

d)   The Chair of the Board and the Principal shall serve as ex officio members of the Committee.

e)   The Chair of the Committee shall be appointed by the Board from among the Committee members, normally on the recommendation of the Nominating, Governance and Ethics Committee.

f)   The Committee may recommend to the Nominating, Governance and Ethics Committee the appointment of a Vice-Chair of the Committee.

g)   The Vice-Principal (Administration and Finance) shall serve as the Senior Steward to the Committee.

h)   The Secretary-General or delegate shall serve as Secretary and governance advisor to the Committee.

i)   The Provost and Vice-Principal (Academic) shall serve as special advisor to the Committee.

j)   Where necessary or appropriate to facilitate and support the business of the Committee, the Senior Steward or Secretary may invite University staff to serve as resource persons for particular items of business before the Committee at a meeting.

2. Mandate of the Committee

Subject to the *Policy on the Approval of Contracts and Designation of Signing Authority*, the Committee assists and advises the Board of Governors in fulfilling governance responsibilities with respect to information technology projects. The Committee also assists the Board with establishing strategic plans, principles and policies relevant to information technology. Among the items considered by the Committee are those responding to recommendations of Internal Audit or Enterprise Risk Management.

Without limiting the generality of the foregoing, the Committee shall:

2.1   Functions delegated by the Board of Governors

a)   Review and approve IT-related projects and technology architecture initiatives, including educational software platforms, which require approval by the Committee pursuant to the *Policy on the Approval of Contracts and Designation of Signing Authority*. In considering such projects and initiatives, the Committee shall assess risk areas, including but not limited to:

- data quality and data governance
- privacy and protection of personal information
- data security and information technology system controls
- disaster and recovery planning
- financial, reputational, compliance risks
- sustainability considerations
- project and system implementation risks

c)   Ensure that sources of funding for IT-related projects and initiatives are clearly identified and assured.

d)   Receive and review, at least annually, a report on planned IT-related projects and initiatives, including their projected budget, sources of funding and projected expenditures.

e)   Receive, at least bi-annually, a report on Committee and Board approved projects and initiatives and review their financial and completion status.

Terms of Reference - The Information Technology ("IT") Committee

f)   Receive and review, at least annually, a report on IT projects and initiatives approved by the Principal or the Vice-Principal (Administration and Finance) pursuant to their respective authorities under the *Policy on Approval of Contracts and Designation of Signing Authority*.

g)   Receive and review, at least annually, a report on information technology security, including cyber security.

h)   Receive and review, at least annually, a report on institutional data and information management practices, systems and controls.

i)   Consider any matters identified by the Board, the Principal or the Vice-Principal (Administration and Finance) that relate to IT planning and development.

j)   Periodically invite University units or committees to report on matters regarding IT planning and development and stewardship.

2.2   **Functions subject to the approval of the Board of Governors**

a)   Review and recommend to the Board for approval, IT-related projects and technology architecture initiatives, including educational software platforms, which require approval by the Board pursuant to the *Policy on the Approval of Contracts and Designation of Signing Authority*.

b)   Review and recommend to the Board for approval, strategic plans, principles and policies relevant to information technology, including but not limited to information technology management and data governance.

3.   **General Provisions**

The Committee shall meet at least three times a year. The Committee shall have a calendar of business, maintained by the Secretary-General or delegate, for purposes of ensuring that each meeting agenda addresses responsibilities as outlined in these terms of reference.

The Committee shall report to the Board on a regular basis, and within a reasonable time following the Committee meeting.

The Committee shall review its terms of reference at least once every five years and recommend any changes to the Nominating, Governance and Ethics Committee.