

Secretariat

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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of December 3, 2018. They are presented to the Board of Governors for consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS**1. Advisory Committees****1.1 Advisory Committee for the Selection of a Deputy Provost Student Life and Learning** [NG18-10]

In accordance with the Statutes, an advisory committee for the selection of the Deputy Provost (Student Life and Learning) will be established. The Advisory Committee will be chaired by the Provost and Vice-Principal (Academic) and will include representatives of the study body, the Senate and the Board of Governors. In accordance with the Statutes, the Committee includes four (4) representatives of the Board. The NGE Committee is recommending the following:

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance, and Ethics approve the appointments of **Mr. Sam Minzberg**, **Mr. Stuart (Kip) Cobbett**, **Mr. Stephen Halperin** and **Ms. Samira Sakhia** (subject to her willingness to serve) as representatives of the Board of Governors on the Advisory Committee for the Selection of a Deputy Provost Student Life and Learning, and the appointment of **Ms. Maarika Paul** as an alternate member.*

1.2 Advisory Committee for the Selection of an Ombudsperson

Traditionally, the composition of the Advisory Committee for the Selection of an Ombudsperson has been modeled on the statutory requirements for the Dean of a small faculty. The Advisory Committee will be chaired by the Provost and Vice-Principal (Academic) and will include representatives of the student body, the Senate and one representative of the Board of Governors. The NGE Committee is recommending the following:

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance, and Ethics approve the appointment of **Professor Edith Zorychta** as a representative of the Board of Governors on the Advisory*

*Committee for the Selection of an Ombudsperson, and the appointment of **Mr. Pierre Matuszewski** as an alternate member.*

2. Internal and External Non-Board Bodies [NG18-12]

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 reappointments to the Pension Administration Committee:

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

- *the reappointment of **Ms. Kimberley Holden** as a member designated by the Board of Governors on the Pension Administration Committee for a three-year term beginning January 1, 2019 and ending December 31, 2021.*
- *the reappointment of **Mr. Pierre Lavigne** as an Independent Member (appointed by the Board of Governors pursuant to advice from the Pension Administration Committee) Board for a three-year term beginning January 1, 2019 and ending December 31, 2021.*

3. Healthcare Bodies [NG18-13]

The NGE Committee reviewed the status of appointments on a number of healthcare bodies. Based on its review, the NGE Committee recommends the following appointment to the Montreal Neurological Institute Advisory Board:

*Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance, and Ethics approve the reappointment of **Mr. Lawrence Tanenbaum** as representative of the Board of Governors to the Montreal Neurological Institute Advisory Board for a four-year term beginning January 1, 2019 and ending December 31, 2022.*

4. Updates to Building and Property Committee Terms of Reference [NG18-14]

Amendments to the Building and Property Committee (BPC) Terms of Reference are presented for approval to withdraw from the Committee's mandate IT (Information Technology) Subcommittee in light of the Board's recent decision to transform the IT Subcommittee into a standing committee of the Board.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance, and Ethics approve the proposed amendments to the Terms of Reference of the Building and Property Committee, attached as Appendix A.

5. Updates to Regulations of the Committees of the Board of Governors [NG18-15]

The Regulations of the Committees of the Board were approved by the Board in 2004 and reviewed several times since then, most recently in 2012. The Regulations establish a general operating framework that applies to all Board Committees in respect of the conduct of meetings, membership, and decision-making processes. In line with the objective to review governing documents on a regular basis, the following amendments introduce a number of housekeeping changes. In summary, the proposed changes include:

- Incorporation of the IT Committee as a standing Committee of the Board;
- Standardization of the terms of service on the Investment Committee to align with the terms of service of all other Board Committees (from a term of five years to a term of three years, renewable three times);
- Broadening the committees' ability to conduct meetings virtually, not only by teleconference or electronic vote;
- Indicating that one of the two Board Vice-Chairs will serve as the Vice-Chair of the Board's Executive Committee (pursuant to the Board's recent decision to establish two Board Vice-Chair positions);
- Clarifying definitions related to motions and resolutions;
- Standardizing the review of the Regulations to take place at least once every five years, in line with the review cycle of other Board policy documents and Committee terms of reference.

Be it resolved that the Board of Governors, on the recommendation of the Nominating, Governance, and Ethics Committee, approve the proposed amendments to the Regulations of the Committees of the Board of Governors, as presented in Appendix B.

II. FOR THE INFORMATION OF THE BOARD OF GOVERNORS

1. 2017 – 2018 Board of Governors and Committee Survey Results [NG18-16]

The Committee reviewed the results of the 2017 – 2018 Board of Governors and Committee evaluation results. The results were based on an evaluation that had been completed online by Board and Committee members in the spring of 2018. Results were administered by the Secretariat on behalf of the NGE Committee, whose mandate includes oversight for the evaluation of the Board's governance functions and the performance of Board and Committee members.

The evaluation included two types of assessments:

Part I. Overall Board and/or Committee Performance and Effectiveness.
A full summary is provided in Appendix C.

Part II. Personal Contribution/Self-Assessment.
A full summary is provided in Appendix D.

2. Board Standing Committees

[NG18-11]

The Committee reviewed the status of appointments on the standing committees of the Board. No recommendations are presented at this time.

End
December 2018



McGill University
Board of Governors – Building and Property Committee

Terms of Reference

Enacting Provisions

The Building and Property 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 Board Committees 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. 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.

The Committee shall consist of six to nine voting members, exclusive of *ex officio* members, selected, as indicated below, from among the following categories of membership:

- i. Board members and Governors Emeriti:
 - three from among:
 - At-large members;
 - Alumni Association members;
 - Governors *Emeriti*;
 - one from the Academic Staff or Senate members;
 - one of the Administrative and Support Staff members;
 - one student representative (member or observer).
- ii. Members of the General Public:
 - At least one and up to three additional members of the general public with expertise in construction, property administration, planning, real estate, **information technology** or related field.
- b. The Chair of the Board and the Principal shall serve as *ex officio* voting members of the Committee.
- c. The Chair of the Committee shall be appointed by the Board from among the Committee members and normally on the recommendation of the Nominating, Governance and Ethics Committee.
- d. The Committee may recommend the appointment of a Vice-Chair of the Committee, who shall be appointed by the Board 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 Committee.

- f. The Secretary-General or delegate shall serve as Secretary and governance advisor to the Committee.
- g. The Provost and Vice-Principal, Academic, and the Associate Vice-Principal, Macdonald Campus, shall serve as special advisors to the Committee.
- h. 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

The Committee, subject to the Policy on Contracts and Signing Authority, assists and advises the Board in fulfilling its governance responsibilities with respect to:

- 2.1 policies, planning, development stewardship and financial sustainability for lands, facilities, infrastructure and related property matters;
- 2.2 construction and renovation projects including related supplies, equipment, technology and services;
- 2.3 acquisition and disposition of immovable property;
- 2.4 leases, permits, regulatory requirements and servitudes;
- ~~2.5 information technology matters established within the IT Subcommittee Terms of Reference.~~

The Committee may consider any other building and property matter referred to it by the Board, the Principal or the Vice-Principal, Administration and Finance.

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

2.1 Policies, planning, development stewardship and financial sustainability for lands, facilities, infrastructure and related property matters

2.1.1 Functions delegated by the Board of Governors

- a. periodically invite university units or committees to report on issues regarding campus planning, development and stewardship;
- b. review, at least annually, the planned construction and renovation projects, and the projected capital budget and other sources of funding, as well as projected expenditures and ongoing operating costs;
- c. ensure that sources of financing for property acquisition, construction or renovation projects are clearly identified and assured and that the costs of maintenance and operations are taken into consideration before any property acquisition or project, or any amendment thereto, is approved by the Committee or recommended to the Board.

2.1.2 Functions subject to the authority of the Board of Governors

a. review and recommend to the Board principles, policies, guidelines and master plans relating to building and property matters;

2.2 Construction and Renovation Projects

2.2.1 Functions delegated by the Board of Governors

a. initiate planning and design work related to proposed construction and renovation projects in order to ensure that the most accurate budget estimates are presented to the Committee for consideration and, authorize the Vice-Principal, Administration and Finance, to expend funds in support of project development with such expenditures to be reported to the Committee and included in the overall project budget presented to the Committee for approval in accordance with the Committee's authority established in the Policy on Contracts and Signing Authority;

b. review and approve construction and renovation projects within the Committee's authority established in the Policy on Contracts and Signing Authority;

c. review and approve any amendments to a construction or renovation project which has been previously approved by the Committee; or,

where the aggregate value of the amended project is such as to require Committee approval within the Committee's authority established by the Policy on Contracts and Signing Authority;

d. at least twice per year, receive reports regarding the financial and construction status of major construction and renovation projects;

2.2.2 Functions subject to the authority of the Board of Governors

a. recommend to the Board construction and renovation projects of a value beyond the Committee's authority established in the Policy on Contracts and Signing Authority;;

b. recommend to the Board any amendments to a construction or renovation project of a value beyond the Committee's authority established in the Policy on Contracts and Signing Authority, which has been previously approved by the Committee; or,

- where the aggregate value of the amended project is such as to require Committee consideration and Board approval.

2.3 Acquisition and Disposition of Property

2.3.1 Functions delegated by the Board of Governors

a. review and approve acquisition of immovable property within the Committee's authority established in the Policy on Contracts and Signing Authority, subject to

reporting all such acquisition to the Board, which may, upon review, resolve to overturn or vary any such decision;

b. receive a report at least annually from the Vice-Principal, Administration and Finance regarding the acquisition of all immovable property undertaken pursuant to his/her authority and the Principal's under the Policy on Contracts and Signing Authority;

2.3.2 Functions subject to the authority of the Board of Governors

a. review and recommend to the Board acquisition of immovable property of a value beyond the Committee's authority established in the Policy on Contracts and Signing Authority;

b. review and recommend to the Board the acceptance of donations of immovable property to the University of a value beyond the Committee's authority established by the Policy on Contracts and Signing Authority;

c. review and recommend to the Board proposals for the disposition of immovable property;

2.4. Leases, Permits, Regulatory Requirements and Servitudes

2.4.1 Functions delegated by the Board of Governors

a. review and approve leases of immovable property which are outside of the authority delegated to University management but within the Committee's authority as established by the Policy on Contracts and Signing Authority;

b. receive a report at least annually from the Vice-Principal, Administration and Finance, regarding the lease of immovable property as lessor or lessee undertaken within the authority delegated to University management;

c. review and approve permits, regulatory requirements, servitudes, and other forms of encumbrances on immovable property within the Committee's authority as established by the Policy on Contracts and Signing Authority;

2.4.2 Functions subject to the authority of the Board of Governors

a. review and recommend to the Board leases of immovable property of a value beyond the Committee's authority as established in the Policy on Contracts and Signing Authority;

b. review and recommend to the Board permits, regulatory requirements, servitudes, and other forms of encumbrances on immovable property of a value beyond the Committee's authority established by the Policy on Contracts and Signing Authority;

2.5 Subcommittees

2.5.1 The Committee has established an Advisory Subcommittee to assist and advise the Committee in fulfilling its governance responsibilities with respect to building and property matters. The BPC Advisory Subcommittee's terms of reference are established as Appendix A.

~~2.5.2 The Committee has established a Subcommittee to assist and advise the Committee in fulfilling its governance responsibilities with respect to information technology (IT) needs, projects, plans and policies. The IT Subcommittee's terms of reference are established as Appendix B.~~

3. General Provisions

a. The Committee shall meet at least four times during the year. The Committee 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.

b. The Committee shall receive a report at least annually from the Vice-Principal, Administration and Finance, on any building and property decisions pursuant to his/her authority and the Principal's, under the Policy on Contracts and Signing Authority.

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

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

Last revised:

Board of Governors: April 27, 2017

Previous Amendments:

Executive Committee: September 24, 2007

Executive Committee: March 17, 2008

Executive Committee: January 25, 2010

Board of Governors: December 13, 2012

Board of Governors: April 21, 2016

REGULATIONS OF THE COMMITTEES OF THE BOARD OF GOVERNORS OF MCGILL UNIVERSITY

Committees of the Board

1. There are ~~eight~~nine standing committees established by the Board of Governors (the "Board") of McGill University (the "University"):
 - Audit;
 - Building and Property;
 - Committee to Advise on Matters of Social Responsibility
 - Executive;
 - Finance;
 - ~~Human Resources~~;
 - Information Technology;
 - Investment; and
 - Nominating, Governance and Ethics.

Delegation of Authority

2. Each Board committee assists the Board in fulfilling its governance responsibilities. The Board has specifically delegated to each committee responsibility and authority to make decisions on certain matters on behalf of the Board in each committee's terms of reference. The Board has also assigned to each committee responsibility to act in an advisory capacity on certain matters and to make recommendations to the Board. Each Board committee shall refer matters that raise issues of particular sensitivity or risk to the Board.
3. The University administration is responsible for overseeing the University's operational and administrative activities. The mandate of committees relates to policy, strategy, and fiduciary matters that fall within the authority of the Board. Members of the administration shall nevertheless bring operational or administrative matters that raise issues of particular sensitivity or risk to the attention of the relevant Board committee or to the Board.
4. Additional standing or ad hoc committees of the Board shall be created when necessary. The membership and terms of reference of such committees shall normally be recommended to the Board by the Nominating, Governance and Ethics Committee. Ad hoc committees shall have a limited term of one year, renewable, subject to annual review by the Nominating, Governance and Ethics Committee.

Committee Membership

5. The members of a committee of the Board are:
 - 5 a. The individuals appointed to the committee by the Board in accordance with the terms of reference of that committee, and include *ex officio* members, voting members and non-voting members;
 - 5 b. The Principal and Vice-Chancellor of the University and the Chair of the Board of Governors, are *ex officio* members of all committees;
6. Except for the Principal and Vice-Chancellor, the Senior Stewards, Resource Persons, and the Secretary to the committee are not committee members.

7. A member of a committee shall be appointed by the Board normally for a term of three years²⁷ ~~with the exception of members of the Investment Committee who shall be appointed for a term of five years.~~ However, an appointment will expire on:
 - i. the effective date of the resignation of that member from the Board;
 - ii. the effective date of the expiration of the Board member's term of office;
 - iii. the effective date of the resignation of that member from that committee.
8. A member of a committee is eligible for reappointment to that committee, up to a maximum of three consecutive terms²⁷ ~~with the exception of the Investment Committee, where member shall serve a maximum of two consecutive terms.~~
9. The majority of the members of each committee shall normally be members of the Board, governors emeriti or honorary governors.
10. While, in accordance with the *Statutes*, governors emeriti and honorary governors are not members of the Board, they are eligible for appointment to committees of the Board and to represent the Board on other bodies.
11. In addition to governors emeriti and honorary governors, other non-Board members may be appointed to committees where so permitted by the committee's terms of reference. Non-Board members may be drawn from the University community as well as the general public.
12. Non-Board members shall be appointed to Board committees by the Board, generally on the recommendation of the Nominating, Governance and Ethics Committee, where they have particular knowledge, expertise, or perspective regarding the committee's area of responsibility.
13. Committee members shall attend committee meetings regularly and shall, whenever possible, give prior notice to the committee secretary if they are unable to attend.

Voting Rights

14. All committee members have the right to participate in the deliberations of the committee and voting members may vote on ~~resolutions-motions~~ before the committee, subject to the *Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning*.
15. The Principal and Vice-Chancellor is entitled to vote on all committees, whether or not she or he also serves as the Senior Steward to the committee.
16. The chair of the meeting of a committee shall vote only in the case of a tie.

Selection and Duties of the chair and vice-chair

17. With the exception of the Executive Committee, the chair of each committee shall be appointed by the Board from amongst the members appointed to the committee, generally on the recommendation of the Nominating, Governance and Ethics Committee. With the exception of the Executive Committee, the vice-chair of each committee shall be appointed by the Board from amongst the members appointed to the committee, generally on the recommendation of the Nominating, Governance and Ethics Committee.

18. The Chair of the Board shall serve as the chair of the Executive Committee. ~~The One of the Vice~~two Vice-Chairs-Chair of the Board shall serve as the vice-chair of the Executive Committee, as determined by the Board, generally on the recommendation of the Nominating, Governance and Ethics Committee.
19. In the absence of the chair or vice-chair, the committee members shall elect a chair, from among their members, for the purposes of that meeting only.
20. The chair of a committee and the Secretary-General are responsible for establishing a regular meeting schedule for the governance year. In addition, the chair or a majority of committee members may also call additional meetings.
21. The chair of a committee shall, with the assistance of the Secretary, ~~also~~ monitor the attendance of committee members and where a member displays a pattern of non-attendance in any twelve month period, the chair shall review with the committee member his or her ability to continue to serve on that committee.

Senior Stewards, Resource Persons and Secretary

22. Each committee shall be supported by one or more designated members of the senior administration of the University who shall be known as the "Senior Steward(s)" to the committee. The Senior Steward, subject to section 175, shall normally attend committee meetings in a supporting role, shall not have the right to vote, may participate in committee deliberations when invited by the chair of the meeting to do so, and may be asked from time to time by the chair to exclude herself or himself from the meeting when the agenda item makes this appropriate. The Senior Steward shall be responsible for assisting the Secretary and committee chair in the preparation of the agendas and timely production of supporting documents for all meetings and for follow-up on decisions taken by the committee.
23. The Senior Steward may assign designated Resource Persons who will provide staff support to the activities of the committee but shall not have the right to vote and may participate in committee deliberations only when invited by the chair of the meeting to do so. Each Resource Person will attend meetings only on invitation by the Senior Steward, the Secretary or chair and only for the portion of the meeting where staff support is required.
24. Subject to the provisions of access to committee meetings, members of the Board who are not members of the committee, and those senior administrators whose presence is required by the Principal or chair of the meeting, may attend meetings of the committee at the invitation of the Secretary and may participate in the committee's deliberations when invited by the chair of the meeting to do so.
25. The Secretary-General or delegate shall act as Secretary to all committees. Wherever possible, the Secretary shall, in accordance with the committee's calendar of business and in consultation with the committee's Senior Steward and chair, prepare and circulate agendas and supporting documents to committee members at least four working days prior to the meeting of the committee.
26. The Secretary-General shall serve as governance advisor to the cCommittee and will provide direction and coordination of governance processes.
27. The chair of a committee and the Secretary, in consultation with the Senior Steward, are responsible for developing and presenting the proposed agenda for each meeting of the committee.
28. At all meetings of the committee, except for the Chair of the Board's review of the performance and compensation of the Principal and Vice-Chancellor with the Human

Resources Committee, the Secretary shall take minutes. Draft minutes prepared by the Secretary will be sent to the Senior Steward and the chair of the committee before proceeding to the committee's next meeting for approval. All committee documentation shall be deposited with the Secretariat as the office of record for the Board of Governors.

~~29. Minutes and agendas of committee meetings shall not be web available as they are confidential.~~

Quorum

30. A quorum for the transaction of business at a committee meeting is a majority of all committee members. In the event of an electronic vote, this majority is achieved by reply from members to the call for a vote.

31. While it is preferable for members to be present in person at committee meetings, members may also participate in committee deliberations and vote by telephone, or by any other communication means or media that permits all persons participating in the meeting to communicate effectively with each other. A member participating in a meeting by such means is deemed to be present at that meeting.

Virtual Meetings via Teleconferencing and Electronic Vote

32. Committees may hold meetings ~~either viaby virtual means (i.e. by videoconference, teleconference or electronic vote).~~ All provisions of these Regulations, including but not limited to sections ~~14-16-18~~ (Voting Rights) and 30-31 (Quorum), will apply to these meetings.

33. In the event of a ~~teleconference-virtual~~ meeting, the Secretary, in addition to circulating agendas and supporting documents to committee members, will provide members with instructions on how to join the ~~teleconference-meeting.~~

34. In the event of an electronic vote, the Secretary will circulate via electronic mail agendas and supporting documents to committee members and will provide them with instructions on how to vote electronically for each item presented.

ResolutionsMotions and Resolutions

35. While committees will strive to reach consensus on decisions to be taken, committee business will be conducted by motions and resolutions. ~~Resolutions-Motions~~ shall be moved and seconded by committee members and shall be decided by a majority of members voting on the question. A motion that has been adopted becomes a resolution of the meeting.

36. A written resolution ~~approved by a majority of committee members entitled to vote on that resolution~~ is as valid as one passed at a committee meeting and shall be effective from the date it is passed or as specified in the resolution. The means of providing such approval may be determined by the committee.

37. The Board of Governors Rules of Order and Procedure ("Rules"), as approved by the Board will apply to committees, as appropriate. Committees may establish, by resolution, rules of procedure to be followed by the committee to supplement these Rules.

Referral of specific issues

38. A committee may refer specific matters under its authority to another Board committee or to members of the University senior administration for review and advice, unless the Board expressly restricts such referral.
39. A committee may establish a sub-committee or ad hoc committees to study particular issues. When doing so, the committee shall inform the Nominating, Governance and Ethics Committee and establish the terms of reference for the sub-committee or ad hoc committees as well as its composition and membership. The sub-committee or ad hoc committee shall report its recommendations to the committee for further approval and further action, as appropriate.

Committee meetings

40. Meetings of Board committees shall be held in closed session unless the committee resolves to carry out a meeting or part of a meeting in open session. All matters discussed in closed session are considered confidential unless otherwise indicated by the chair. Only committee members, the Secretary, the Senior Steward(s) and the Resource Person(s) will have access to the meeting. Minutes and agendas of committee meetings shall not be web available as they are confidential.
41. A committee may, by a majority of its members present and voting, admit to any meeting or part thereof any person or persons whose presence is considered necessary to facilitate the work of the committee.
42. A committee may, by a majority of its members present and voting, resolve to exclude one or more committee members for an agenda item where this exclusion is necessary to protect the confidentiality of sensitive information or where there is an actual or apparent conflict of interest.
43. A committee member who has a conflict of interest with respect to a matter being considered at a meeting as defined in the *Code of Ethics and Conduct for Members of the Board of Governors of McGill University and Trustees of the Royal Institution for the Advancement of Learning*, must disclose this conflict and request to have it recorded in the minutes of the meeting and may be asked to absent him or herself from the meeting for the duration of the presentation of the item and abstain from voting on that matter.

In camera sessions

44. All committees shall hold an *in camera* session. *In camera* is defined as a two-tiered session, the first part excluding any individuals employed by or studying at the University except for the Principal, and the second part excluding any individuals employed by or studying at the University including the Principal.
46. Matters considered during an in-camera session shall be for information, questions and discussion and shall be subject to the Board rules on conflict of interest. No motions shall be permitted during an in-camera session.

Reporting to the Board

45. Through the chair of the committee, or such other member of the committee as the committee or chair may appoint, each committee will report to the Board and/or Executive

Committee meeting next following the committee meeting on the business conducted and duties discharged by that committee. The person making such reports shall provide such additional information and detail to the Board as may reasonably be required for the Board to be properly informed as to the activities and decisions of the committee.

Review of Regulations and Terms of Reference

- 46. The Nominating, Governance and Ethics Committee will review these Regulations at least ~~once~~ every ~~five~~ ~~three~~ years and will recommend amendments to the Board of Governors for ~~final~~ approval.
- 47. Committees are required to review their terms of reference at least every ~~three~~ ~~five~~ years. The outcome of this review shall be submitted to the Nominating, Governance and Ethics Committee which will consider these changes and submit them, if it deems appropriate, as well as any other changes it may recommend, to the Board for ~~final~~ approval.

Legislative History

Source:

Board of Governors December 13, 2004 Minute 5

Amendments:

Board of Governors February 9, 2009 Minute 10

Board of Governors April 24, 2012 Minute 2.4

Board of Governors September 27, 2012 Minute 4.2.5

Governance Body (Number of responses)	[1. The Board/Committee understands its role and responsibilities.]	[2. The division of responsibility between the Board/Committee and the Senior Administration is understandable and appropriate.]	[3. Board/Committee members have the right mix of experience and skills to guide McGill toward achieving its mission and strategic goals.]	[4. The Board/Committee knowledge of the University's mission, priorities, policies and procedures is sufficient to allow it to discharge its obligations.]	[5. Board/Committee members' abilities and areas of expertise are being used appropriately and effectively.]	[6. The frequency of Board/Committee meetings and the time scheduled for meetings are adequate.]	[7. The Board/Committee receives the type of information and materials it needs to have effective meetings and make informed decisions.]	[8. Board/Committee meetings are constructive, and conducted in a way that facilitates questions and leads to meaningful participation and timely resolution of issues.]	[9. Board/Committee members respect the need for confidentiality at meetings.]	[10. Board/Committee members pay sufficient attention to issues of risk management.]	[11. Senior Administration communicates with the Board/Committee to keep it informed of all material issues in a timely manner.]	[12. Senior Administration provides appropriate information in support of meeting agendas and is responsive to questions and issues raised by members.]	[13. The Board/Committee Chair conducts meetings in an effective manner, allowing sufficient discussion for effective decision making.]	[14. The Board/Committee Chair is responsive and accessible to members, and takes time to engage with them.]	[15. Overall, I am satisfied with the performance of the Board and its Committees.]	PART I AVERAGE (Average per governance body) - horizontal	BoG/CtteeRanking 2017-18	BoG/CtteeRanking 2016-17	BoG/CtteeRanking 2015-16	BoG/CtteeRanking 2014-15
	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	avg horizontal				
BOG (24)	4.500	4.250	4.083	4.261	4.087	4.304	4.292	4.000	4.583	4.068	4.125	4.333	4.375	4.625	4.292	4.279	8	8	8	7
AUDIT (5)	4.400	4.400	4.750	4.250	4.750	3.400	3.800	4.600	4.600	4.750	3.750	4.000	4.800	4.750	4.500	4.367	5	4	2	5
BPC (9)	4.111	4.143	4.111	3.667	4.222	4.667	3.889	4.111	4.667	4.111	4.444	4.333	4.222	4.111	4.222	4.202	9	7	9	8
CAMSR (4)	4.500	4.500	4.250	4.250	4.250	4.250	4.250	4.500	4.500	4.000	4.000	4.500	4.250	4.750	4.500	4.350	6	9	6	9
EXEC (9)	4.625	4.750	4.500	4.500	4.500	4.625	4.500	4.875	4.875	4.500	4.625	4.750	4.875	4.875	4.625	4.667	3	2	7	2
FINANCE (8)	4.750	4.625	4.250	4.500	4.250	3.750	4.625	4.500	4.625	4.500	4.500	4.750	4.571	4.571	4.750	4.501	4	5	4	3
HR (8)	4.750	4.750	4.750	4.750	4.500	4.625	4.500	4.750	4.875	4.500	4.625	4.750	4.714	4.714	4.625	4.679	2	3	3	4
INVEST. (8)	4.250	3.875	4.125	4.250	4.125	4.250	4.375	4.750	4.750	4.000	3.875	4.500	4.625	4.875	4.375	4.333	7	6	5	6
NGE (8)	5.000	4.714	4.875	4.857	4.857	4.714	4.875	5.000	4.875	4.625	4.750	4.875	4.714	4.714	4.750	4.813	1	1	1	1
Avg per question (vertical)	4.543	4.445	4.410	4.365	4.393	4.287	4.345	4.565	4.706	4.339	4.299	4.532	4.572	4.665	4.515	4.466				
Further Breakdown: Internal vs. External Governors																				
BOG EXTERNALS (16)	4.563	4.250	4.125	4.200	4.067	4.400	4.313	4.000	4.563	4.033	4.063	4.375	4.438	4.750	4.313	4.297	1	1	1	2
BOG INTERNAL (8)	4.375	4.250	4.000	4.375	4.125	4.125	4.250	4.000	4.625	4.143	4.250	4.250	4.250	4.375	4.250	4.243	2	2	2	1

GOVERNANCE BODY	[1. I understand the mission of the University]	[2. I am aware of what is expected of me as a Board/Committee member and feel capable of fulfilling these expectations.]	[3. My abilities and areas of expertise are being used appropriately and effectively.]	[4. I read background materials, prepare and dedicate the necessary time to participate effectively in Board and Committee meetings.]	[5. I contribute effectively to Board/Committee work by raising questions and participating in discussions.]	[6. I feel that my overall knowledge of University operations, finance and risk allows me to discharge my obligations as a Board /Committee member.]	[7. I understand and respect the need for confidentiality on matters presented in Closed Session and in Committee meetings.]	[8. The orientation and ongoing education of Board/Committee members help me become a better member.]	[9. I engage and interact constructively with my fellow Board/Committee members.]	[10. I feel comfortable in engaging with Senior Administration and management.]	[11. Overall, I am satisfied with my performance at Board/Committee meetings.]	PART II AVERAGE Part II / (Average per governance body) - horizontal	BoG/ CtteeRanking 2017-18	BoG/ CtteeRanking 2016-17	BoG/ CtteeRanking 2015-16	BoG/ CtteeRanking 2014-15	
	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Averages	Average Horizontal					
BOG (24)	4.833	4.583	4.000	4.667	4.261	4.087	4.917	4.227	4.458	4.750	4.396	4.471	8	6	7	6	
AUDIT (5)	4.600	4.800	5.000	4.750	4.667	4.500	5.000	4.250	4.750	4.667	4.000	4.635	3	1	5	7	
BPC (9)	4.500	4.000	3.778	4.250	4.000	3.750	4.778	3.750	4.000	4.500	4.000	4.119	9	7	9	8	
CAMSR (4)	4.750	4.750	4.500	4.500	4.250	4.250	4.750	4.500	4.500	4.750	4.250	4.523	6	8	1	9	
EXEC (9)	4.750	4.625	4.375	4.500	4.375	4.250	4.875	4.375	4.750	4.875	4.188	4.540	5	5	8	4	
FINANCE (8)	4.875	4.375	4.000	4.750	4.500	4.250	4.875	4.625	4.750	4.875	4.500	4.580	4	2	4	2	
HR (8)	5.000	4.875	4.625	4.750	4.375	4.250	5.000	4.286	4.625	4.875	4.563	4.657	2	4	3	3	
INVEST. (8)	4.750	4.500	4.625	4.750	4.375	4.625	4.875	3.600	4.625	4.375	4.375	4.498	7	9	2	5	
NGE (8)	5.000	4.750	4.625	4.750	4.250	4.500	5.000	4.375	4.625	5.000	4.750	4.693	1	3	6	1	
Avg per question (vertical)	4.784	4.584	4.392	4.630	4.339	4.274	4.897	4.221	4.565	4.741	4.336						
Further Breakdown: Internal vs. External Governors																	
BOG EXTERNALS (16)	4.813	4.563	4.188	4.688	4.200	4.063	4.875	4.267	4.438	4.813	4.469	4.488		1	2	2	
BOG INTERNAL (8)	4.875	4.625	3.625	4.625	4.375	4.143	5.000	4.143	4.500	4.625	4.250	4.435		2	1	1	