

**Minutes of Open Session**

Thursday, February 13, 2020 19-20 CR:03

Minutes of a meeting of the Board of Governors held on Thursday, February 13, 2019 at 4:00 p.m. in room 301 of the James Administration Building, 845 Sherbrooke Street West, Montreal.

Present:

Babinski, Bob (<i>by phone</i>)	Halperin, Stephen (<i>by phone</i>)	Panda, Ram (<i>Chair</i>)
Buraga, Bryan	Harpp, David	Paul, Maarika (<i>by phone</i>)
Boychuk, Michael (<i>by phone</i>)	Jabalpurwala, Inez	Pilote, Louise
Desnoyers, Alan (<i>by phone</i>)	Lotayef, Ehab	Price-Verreault, Cynthia
Dworek, Nikulas (<i>Observer</i>)	Matuszewski, Pierre	Rogers, Dakota
Fortier, Suzanne	Meighen, Michael A.	Sciortino, Karen
Gilbert, Lucy	Murphy, Sean	Zorychta, Edith

Regrets: Maryse Bertrand, Peter Coughlin, Claude Généreux, Samuel Minzberg, Samira Sakhia, Martine Turcotte.

Secretary-General: Edyta Rogowska, supported by Nicole Dobbie (Associate Director) and Sandra Duarte (Governance Officer), Secretariat.

Resource Persons: Professor Yves Beauchamp, Vice-Principal (Administration and Finance); Professor Christopher Manfredi, Provost and Vice-Principal (Academic).

Guests: Mr. Charles Lavergne, Senior Project Director Analysis, Planning & Budget; Mr. Mark Weinstein, Vice-Principal (University Advancement); Mr. Louis Arseneault, Vice-Principal (Communications & External Relations); Ms. Bonnie King, Senior Policy Advisor (University Advancement); Ms. Leigh Yetter, Interim Executive Director, Analysis, Planning & Budget.

7. Chair's Remarks

Governor Ram Panda, Chair of the Board of Governors (Chair), welcomed members to the third regular meeting of the Board of Governors for the 2019 – 2020 governance year.

The Chair paid tribute to Governor Emeritus Jeremy Reitman, who passed away on Saturday, December 28, 2019. He noted that Mr. Reitman, a graduate of the Faculty of Law, served as a member of the McGill University Board of Governors from January 1999 to December 2008 and as Governor Emeritus since January 2009.

Highlighting Mr. Reitman's dedication and service, the Chair offered condolences to his family. The Board then unanimously endorsed a motion of condolence to the family of Jeremy Reitman. The Chair informed members that the University would lower the flag on the downtown's campus at a date, to be determined in consultation with the Reitman family.

The Chair then thanked members for their participation in the Board-Student Forum that was held on January 30, 2020. He noted that the Forum provided a valuable opportunity to discuss matters of mutual interest between the Board and student groups and he thanked Governor Edith Zorychta for leading the Forum, in her role as Master of Ceremony.

The Chair reminded members that the community session would follow the Board meeting. He stated that two questions were on the program and that responses had been provided to the requesters and posted online on the Board’s community session site.

The Chair announced that during the Closed Session, the Board approved the reappointment of Professor Josephine Nalbantoglu as Dean of Graduate and Postdoctoral Studies for a second five-year term, commencing July 1st 2020 and ending on June 30, 2025, and the extension of Dr. Colleen Cook’s current term as the Trenholme Dean of Libraries for an additional two-year period, commencing September 1, 2020 and ending on August 31, 2022.

On behalf of the Board, the Chair congratulated Dean Nalbantoglu for her reappointment and Dean Cook for her extension.

8. Consent Items

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

- *Minutes (Open Session) of December 5, 2019*
- *Report of the Nominating, Governance and Ethics Committee* [GD19-36]
- *Report from Senate* [GD19-37]

The following items were received by the Board, as consent items, for information:

- Report of the Building and Property Committee [GD19-32]
- Report of the Human Resources Committee [GD19-34]
- Report of the Information Technology Committee [GD19-35]
- 2020 – 2021 Board of Governors Meeting Dates [GD19-38]

Governor Dworek requested that the Report of the Executive Committee [GD19-33] be withdrawn from the Consent Items. It was agreed that the Report would be considered under agenda item 14, with the other Board Committee Reports.

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 with an update on the coronavirus situation, noting that the World Health Organization had declared a global health emergency over the coronavirus outbreak, and that the Government of Canada had issued an advisory against all non-essential travel to Mainland China. She mentioned that while the Public Health Agency assessed the public health risk

as being low in Canada, McGill was carefully monitoring the situation. She added that the Provost had strongly advised McGill academic staff members to avoid traveling to China, and that the Office of the Deputy Provost (Student Life and Learning) had initiated the recall of McGill students in China.

With regard to government relations, the Principal reported that the Quebec government was set to release its next budget on March 10, 2020.

The Principal then reported that on January 14, 2020, she had met with Benoit Charette, Quebec Minister of the Environment and Fight Against Climate Change, to present the range of sustainability initiatives at McGill and to discuss the New Vic Project. She noted that the New Vic project would also be discussed at a meeting with Jean-François Roberge, Minister of Education and Higher Education, at the end of February 2020.

The Principal informed members that the Quebec government was creating “innovation zones” (*zones d’innovation*) to foster innovation, attract foreign investment, and enhance Quebec’s international reach. She mentioned that McGill was working with partners from the business and academic sectors to develop an innovation zone in clean technology in Montreal.

With respect to external relations, the Principal informed members that from January 21 to 24, 2020, she participated in the 50th anniversary edition of the World Economic Forum Annual meeting in Davos with 3,000 leaders from government, business, civil society, media and the art. She noted that this year’s theme was “Stakeholders for a Cohesive and Sustainable World.” She highlighted that McGill participated as the only Canadian member of the Global University Leaders Forum (GULF), which is an advisory community she chairs, comprised of 29 of the world’s top universities.

Concerning community relations, the Principal stated that in early January, the Naming Committee of the Men’s Varsity Teams provided the McGill community with an update, noting that to date, more than 1,100 name submissions had been received. As the submissions period remained open until February 28, 2020, the Principal invited feedback from all members of the McGill community, including Board members.

The Principal then reported that on February 4, 2020, The Neuro (Montreal Neurological Institute-Hospital) launched its new brand and campaign, which will be the largest in its history. She noted that the \$200-million Campaign “Brains Need Open Minds” will support The Neuro’s vision to be a unique patient-centric, open science institution that accelerates the pace of discovery and delivers new cures and effective treatments for patients affected by neurological diseases.

The Principal announced that this year’s McGill24, the University’s annual day of giving, would take place on Wednesday, March 11, 2020, specifying that over the past four years, more than 10,000 donors had contributed \$6.3 million through this digital fundraising campaign.

She then informed members that as part of the 10th anniversary celebrations of McGill’s Sustainability Projects Fund (SPF), the Sustainability Office was installing 20 new

hydroponic towers (six currently exist), and 12 new Spin Bike Gardens (three currently exist) around campus. She also noted that to date, the SPF had allocated over \$8 million to more than 235 projects, of which 86% were comprised of student-staff collaborations.

The Principal reported that this year, the Campaign had raised \$430,055, exceeding the goal of \$425,000. She thanked the co-chairs of the Campaign, notably the Secretary-General and the Dean of Law, as well as all members of the community for participating in the campaign.

The Principal concluded her remarks with the external recognition of members of the community. She announced that McGill astrophysicist Vicky Kaspi had been named to Nature’s annual list of 10 “people who mattered” in science, for her role in Canada’s CHIME telescope project, and that Daniel Almeida, a PhD student under the supervision of Dr. Gustavo Turecki in McGill’s Integrated Program in Neuroscience and at the Douglas Research Centre, was included in the latest Forbes Magazine’s Top 30 under 30 List.

The Principal shared that the Alfred P. Sloan Foundation announced the selection of 126 early career researchers as recipients of the 2020 Sloan Research Fellowship, noting that among the recipients were three researchers from McGill: Professors Simon Caron-Huot (Department of Physics), Adrian Liu (Department of Physics and the McGill Space Institute), and Jennifer Sunday (Department of Biology). She also announced that research from McGill topped Québec Science’s annual list of the 10 most important scientific breakthroughs, with the following researchers being highlighted: Professors Günther Grill and Bernhard Lehner (Department of Geography) who were honored for their first-ever global assessment of the location and extent of the planet’s remaining free-flowing rivers; Professor Tomislav Friščić (Department of Chemistry) who was recognized for his fundamental advance in supramolecular chemistry; Professors Heidi McBride and Samantha Gruenheid who discovered that a gut infection could lead to a pathology resembling Parkinson’s disease; and Professor Ehab Abouheif (Department of Biology) who was recognized for his experimental work with ant colonies.

Finally, the Principal shared that for the third consecutive year, the Desautels Faculty of Management’s MBA program had earned a spot in the Financial Times Global MBA rankings, placing 2nd in Canada and 91st worldwide.

In response to a question about the *Bureau de coopération interuniversitaire*, the Principal explained that this organization had started as the *Conférence des recteurs et des principaux des universités du Québec* (CREPUQ) mainly focusing on providing services to universities and assuming, in the recent past, an advocacy role. The Principal stated that the BCI played an important role as it provided Québec universities with the ability to monitor, collaborate and respond to issues, in addition to representing them in dealings with government authorities, organizations and the general public.

11. Progress Report on Key Performance Indicators

[GD19-39]

The Principal presented the Report on Key Performance Indicators (KPIs) for information, noting that they were a set of twenty-five metrics developed by the University to chart its

progress towards realizing its strategic priorities in academia, research and innovation, administration and finance, advancement, and sustainability. She highlighted that most areas were marked with a “Green Status” and were on track to meet their target.

In response to a question about KPI 23 (Greenhouse gas emissions), Professor Yves Beauchamp, Vice-Principal (Administration and Finance), explained that the University was carrying out many initiatives with the objective of becoming carbon neutral by 2040 and attaining a Platinum sustainability rating by 2030. He also mentioned that the upcoming Board Retreat would focus on sustainability and provide an opportunity for Board members to learn more about McGill’s plans.

In response to a question about having a KPI related to mental wellness, Professor Christopher Manfredi, Provost and Vice-Principal (Academic), explained that it was difficult to measure students’ mental health, noting that one way the University was measuring its performance in this area was through surveys. He mentioned that the University was committed to addressing students’ mental wellness, and collaborating with other universities on possible actions that would strengthen institutional support in this area.

In response to a question about reassessing the KPIs, it was noted that they were updated this year by benchmarking against other comparable universities, such as the U15 Canadian research universities. In response to a question about graduate student advising, Provost Manfredi noted that the University was allocating more efforts and resources.

In response to a question about KPI 6 (Total financial aid & awards for undergraduate students), Provost Manfredi stated that there had been less demand for McGill Need-Based Aid in 2019-20, noting that McGill was 1st in Canada for the level of financial aid from internal funds that was allocated to students. He also mentioned that this KPI had little fluctuations and was on target to achieve its objective.

In response to a question about the percentage of international students (KPI 10) and the recently established government requirement to have at least 50% of undergraduate students come from the province of Quebec, Provost Manfredi explained that this requirement would have no impact on McGill’s international commitments as 53% of students already came from Quebec, noting that the target of between 25 and 30% of international students remained in effect.

12. Proposed Sponsorship Policy

[GD19-40]

Mr. Marc Weinstein, Vice-Principal (University Advancement), and Mr. Louis Arseneault, Vice-Principal (Communications & External Relations), presented the proposed new *Sponsorship Policy* for approval. They were assisted by Ms. Bonnie King, Senior Policy Advisor (University Advancement).

Vice-Principal Arseneault reviewed with members key elements of the new Policy, noting that sponsorships were important for building relationships with the broader community and for diversifying external revenue to the University. He explained that as part of the

Made by McGill campaign, and, in particular, the Bicentennial celebrations, the University would have a special interest in developing sponsorships, as there would be many associated opportunities that could generate new funding. He stated that the proposed new *Sponsorship Policy* would provide a framework of rules to govern the University's relationship with sponsors, would clarify roles and responsibilities, create consistency in the way sponsorships were managed, and promote the efficient delivery of commitments.

In response to a general question about sponsorships, Vice-Principal Weinstein indicated that they were always term-based and determined based on consideration of alignment with the University's values and mission.

In response to a question about what kind of sponsorships would not be accepted, Vice-Principal Arseneault explained that the University did not have a specific list of corporations, as sponsorship proposals are assessed on a case-by-case basis. He stated that the new Policy included a termination clause that could be used when a company's actions jeopardized the University's financial, legal or moral integrity, adversely impacted the University's reputation in the community, or contradicted the University's values and mission. He emphasized that sponsorships would help the University to build relationships with the broader community to the benefit of the whole McGill community, while protecting the integrity of the University. Ms. King specified that procedures were being developed which would outline how the policy would be implemented.

The Chair commented that the University already had a *Gift Acceptance Policy and Guidelines*, noting that a policy on sponsorships would be a welcome addition as it would provide clarity as to how McGill departments and units should enter into agreements with sponsors.

Following discussion, members approved the recommendation, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Vice-Principal (University Advancement) and the Vice-Principal (Communications and External Relations), approved the Sponsorship Policy, as presented in Appendix A.

13. Annual Report of University Advancement

[GD19-41]

Mr. Marc Weinstein, Vice-Principal (University Advancement), presented the Annual Report of University Advancement (UA) for information. He reviewed with members key elements of the 2019 Annual Report which presented an overview of philanthropic results and activities and provided an overview of key objectives and strategies for the Campaign for our Third Century.

Vice-Principal Weinstein presented the four Campaign pillars and highlighted the key Campaign goals, which included: a financial goal of raising \$2 billion, an increase in alumni engagement, raising the bar in annual giving, increasing the University's endowment and enhancing McGill's global reputation. He mentioned that many volunteers were involved and highlighted the 42-member Campaign Cabinet, which had as Honourary

Co-Chair, John McCall MacBain, and as Co-Chairs, Governor Claude Généreux, Garvin Brown and Marcia Moffat.

Governor Matuszewski commented on the success of the recently launched Alumni Webcast, stating that it had been very well received by the McGill community.

In response to a question about endowed gifts, Vice-Principal Weinstein indicated that the trend was going down, as donors were more interested in donations that serve to have a more immediate impact.

In response to a question about the level of engagement of Quebec Alumni, Vice-Principal Weinstein commented that McGill outperformed other Quebec universities with respect to alumni engagement.

14. Board Committee Reports

14.1 Report of the Audit Committee [GD19-42]

Professor Yves Beauchamp, Vice-Principal (Administration and Finance), presented the Report of the Audit Committee arising from the Committee's meeting of February 4, 2020, on behalf of the Chair of the Audit Committee, Ms. Maarika Paul, who was joining the meeting by phone. He mentioned that the Report included one item for approval and several items for information.

14.1.1 Revised Enterprise Risk Management Policy

Vice-Principal Beauchamp presented the revised *Enterprise Risk Management (ERM) Policy* for approval. He stated that the new policy was established based on considerations found in Internal Audit's ERM assessment which recommended, among other things, that Internal Audit become the facilitator of the ERM program and that the University's 2010 ERM Policy be updated. He noted that McGill's current ERM Policy had not been reviewed since it was approved by the Board in 2010, and highlighted that the revised ERM Policy would ensure that the proper ERM framework was in place and would set out common language for talking about risks and risk mitigation.

Governor Paul mentioned that the Internal Audit Team had worked with staff from various departments and units around campus to develop the new policy and noted that subsequent work would focus on identifying the main risks to the University, their impacts and on developing mitigation plans. She added that the process, which would include stakeholder consultations, would be complex, noting that there would be elements that the University would not be able to control.

In response to a question about the types of risks that the University faced, Vice-Principal Beauchamp highlighted key risks such as old physical infrastructure, Information Technology (IT) infrastructure, and financial support from governments.

Following the discussion, members approved the recommendation, as presented.

On a motion duly proposed and seconded, the Board of Governors, on the recommendation of the Audit Committee, approved the revised Enterprise Risk Management Policy, as presented in Appendix A, with the understanding that the adoption of the revised Policy will result in the repeal of the ERM Policy approved by the Board of Governors in November 2010.

14.2 Report of the Investment Committee [GD19-43]

Professor Yves Beauchamp, Vice-Principal (Administration and Finance), presented the Report of the Investment Committee, arising from the Committee's special meeting of February 7, 2020 on behalf of Mr. Joel Raby, Chair of the Investment Committee.

Vice-Principal Beauchamp informed members that the Committee reviewed options and scenarios for the implementation of two of CAMSR's recommendations that were approved by the Board at its meeting on December 5, 2019, specifically:

- Reduce the overall carbon emissions of the University's endowment portfolio; and
- Invest in low-carbon funds and funds that contribute to decarbonization

He noted that the results of the Committee's discussion would be presented by members of the Investment Committee to CAMSR at a joint working session on February 18, 2020.

14.3 Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) [GD19-44]

Governor Cynthia Price-Verreault, Chair of CAMSR, presented the Report of the Committee to Advise on Matters of Social Responsibility (CAMSR) arising from the Committee's meeting of January 16, 2020. She informed members that further to the approval of the Committee's recommendation by the Board in December 2019, CAMSR discussed the work to be undertaken in the following months to develop an implementation plan that would serve to operationalize the recommendations, with the goal of submitting a report to the Board by the April 23, 2020 Board meeting.

In response to a question about what impact other universities' actions would have on CAMSR's recommendations, Principal Fortier indicated that McGill was monitoring the actions of other universities with interest, and emphasized that McGill's decision would be based on data, detailed analysis, and an examination of the University's portfolio.

14.4 Report of the Finance Committee [GD19-45]

Governor Pierre Matuszewski, Chair of the Finance Committee, presented the Report of the Finance Committee arising from the Committee's meeting of February 11, 2020. He reviewed with members key informational items included in the Report, notably the update on the Financing Plan for Deferred Maintenance and IT Initiatives and the update on the

New Vic Project. He highlighted that early this year both Moody's and S&P Global confirmed their credit rating on the University at Aa2 stable and AA- respectively, and reaffirmed McGill's stable outlook.

Governor Matuszewski then invited Professor Christopher Manfredi, Provost and Vice-Principal (Academic), to present the Budget Planning 2020 – 2021 Report II.

14.4.1 Budget Planning 2020 – 2021: Report II

Professor Manfredi reviewed with members key elements of the presentation, which outlined FY2020 Outlook and Budget Hypotheses for FY2021 and beyond. In mentioning that the two largest revenue sources, tuition fees and the provincial grant, were driven by student enrollment, he highlighted that enrolment of regulated and deregulated Bachelors students remained strong. He mentioned that the newly approved deregulated tuition for BA and BARSCI would result in incremental revenue for the University and explained that there would be new investments in financial aid for students, which was expected to increase by an estimate of \$3M over the next three years. He highlighted that the administration was using rigorous monitoring tools which allowed the University to do better forecasting.

14.5 Report of the Executive Committee

[GD19-33]

Governors Dworek and Buraga asked for more information concerning the investment in Stonepeak Infrastructure Partners Fund IV, questioning specifically how it fitted into CAMSR's recommendation to reduce the carbon emissions of the University's portfolio. The Secretary-General noted that this investment had been approved by the Investment Committee in December 2019 and agreed to provide more details at the next Board meeting.

Secretary's Note: following the meeting, the Office of Investments confirmed that the investment in Stonepeak Infrastructure Partners Fund IV would not affect the carbon footprint of McGill's listed equity portfolio. This investment, which could be composed of private infrastructure assets, would contribute to the University's target to invest 15% of the McGill Investment Pool (MIP) assets in real assets. Of note is Stonepeak's adoption of an Environmental, Social, and Governance (ESG) policy and its plan to become a signatory of the United Nations Principles for Responsible Investment (UNPRI).

15. Other Business

There was none.

The meeting ended at 6:35 p.m.

END

SUMMARY OF MATTERS CONSIDERED IN CLOSED SESSION OF THE BOARD OF GOVERNORS HELD ON FEBRUARY 13, 2020

1. Report on New Appointments, Promotions and Tenure

The Board of Governors approved the appointment of two new Full Professors with tenure and the promotion of three Associate Professors to the rank of Full Professors.

2. Recommendations Arising from Statutory Advisory Committee Process

The Board of Governors approved, on the recommendation of the Principal, the reappointment of Professor Josephine Nalbantoglu as Dean of Graduate and Postdoctoral Studies, for a five-year term ending on June 30, 2025.

The Board also approved, following the recommendation of the Principal, the extension of the term of Dr. Colleen Cook as the Trenholme Dean of Libraries, for an extra two years until August 31, 2022.