

Secretariat  
845 Sherbrooke St. West, room 313  
Montreal, QC, H3A0G4  
Tel: (514) 3983948 | Fax: (514) 3984758

The following items arise from the Nominating, Governance and Ethics (NGE) Committee meeting of May 8, 2023. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS

1. Appointments to Advisory Committees [NG22-26]

In accordance with the University Statutes, before recommending an appointment for the Office of Provost, Deputy Provost or Vice Principal or for the appointment or reappointment for the office of a deans faculty, the Principal shall have consulted an advisory committee.

The NGE Committee recommends to the Board

2. Appointments to Board Standing Committees

[NG22-27]

The NGE Committee reviewed the status of appointments on all Board Standing Committees and recommends the appointment





McGill University  
Board of Governors-Human Resources Committee

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Terms of Reference

Enacting Provisions

h. For human resources matters identified by the Senior Steward or the Secretary, the Provost and Vice-Principal, Academic, shall serve as special advisor to the Committee, and shall attend meetings for particular items.

i. 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.

## 2. Mandate

The Committee assists the Board in fulfilling its governance responsibilities with respect to human resources matters for University employees including overseeing the management of human capital to support the realization of the University's strategic priorities and objectives.

f. regarding matters of executive compensation:

- i. monitor trends for the compensation of senior administrators with reference to other universities and relevant sectors, ~~and~~ review and approve the frameworks and policies ~~and the submission of reports concerning~~ for the remuneration, compensation, retirement and superannuation of the Principal ~~and Vice Chancellor~~, Provost and ~~Vice~~ Principal, Academic, Deputy Provost, associate provosts, vice principals, associate and assistant vice principals, deans and other members of the senior administration;
- ii. review and approve the employment contract and any modifications thereto of the Principal ~~and Vice Chancellor~~;
- iii. receive and review the Chair of the Board's annual review on the performance of the Principal ~~and Vice Chancellor~~, and annually review and approve the Principal's remuneration at an *in camera* session of the Committee, during which the Principal shall absent him or herself from the deliberations and decision;
- iv. approve significant anomalies in the terms and conditions of appointment, compensation and significant benefits of officers reporigal.9 (h)2.2 (e)7l (e)-3.(P)-5.7 (ri)1Tc 0.031 app0,/B (c

2.2 Functions subject to the authority of the Board of Governors

- a. review and recommend to the Board material policies governing the University's human resources, and any amendments thereto;
- b. receive and consider reports and recommendations from the Pension Administration Committee and make recommendations to the Board with respect to the design of the McGill University Pension Plan (MP) and such other pension matters within the authority of the Board

3. General provisions

- a. The Committee shall meet at least three 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 report to the Board on a regular basis, and within a reasonable time following a Committee meeting.
- c. 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 21, 2016

Previous amendments:

Executive Committee: September 24, 2007





// X INTERIM DOCUMENTS

It is proposed to introduce a process to address the exceptional circumstance where a Governing Document must be established in a time-period too short to permit the completion of the formal process for the development and approval of Governing Documents. In such circumstances, ExecutiveS

### 3. Impact of Decision and Next Steps

Following the approval of the proposed revisions by the Nominating, Governance and Ethics Committee, the revisions





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- x articulates key principles, values, requirements, and responsibilities;
- x changes infrequently

## Enabling Provisions

- 4 All Governing Documents are subject to approval by the Approving Body
- 5 Governing Documents shall be developed and submitted for approval as set forth in the Procedure for the Development and Review of Governing Documents
- 6 A Governing Document becomes effective upon approval by the Approving Body, or at such a date as specified by the Approving Body

## Review and Repeal

- 7 Governing Document reviews shall be conducted at least once every five (5) years by the Executive Sponsor or Delegate, as determined by the Executive Sponsor or the Approving Body may also initiate a review of a Governing Document when necessary to ensure legislative or statutory compliance or when deemed necessary to do so in the interests of the University
- 8 A Governing Document may be reviewed or repealed by the Approving Body when
  - (a) the Governing Document is no longer legislatively or statutorily compliant
  - (b) the Governing Document is in conflict with another Governing Document;
  - (c) the Approving Body or Executive Sponsor deems it as necessary
- 9 A Governing Document shall remain valid until such a time as the review is concluded by the Approving Body.
- 10 Every Executive Sponsor or Delegate shall follow the requirements outlined in this Policy and the Procedure for the Development and Review of Governing Documents

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