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The following items arise from the Nominating, Governance, and Ethics (NGE) Committee meeting of May 23, 2017. They are presented to the Board of Governors for its consideration.

I. FOR APPROVAL BY THE BOARD OF GOVERNORS

1. Appointments to Advisory Committees

1.1 Advisory Committee for the Possible Reappointment of the Deputy Provost (Student Life and Learning)

In accordance with the University Statutes, before recommending an appointment of a Vice-Principal, the Principal shall have consulted an advisory committee consisting of four representatives of the Board of Governors, four representatives of the Senate and two students. The NGE Committee is recommending the following appointments of representatives of the Board to serve the Advisory Committee for the Possible Reappointment of the Deputy Provost (Student Life and Learning).

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

1.2 Advisory Committee for the Possible Reappointment of the Vice-Principal (University Advancement)

In accordance with the University Statutes, before recommending an appointment of a Vice-Principal, the Principal shall have consulted an advisory committee consisting of four representatives of the Board of Governors, four representatives of the Senate and two students.

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.

2. Appointments to Board Standing Committees

[NG16-29]

The NGE Committee reviewed the status

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

- x *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.*

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

Amendments to the Statutes are proposed on 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 of Governors.

On April 28, 2015, the Board approved that the terms of members-at-large on the Board and

Report on Evolution of Governance Practices at McGill University

Background

At its meeting of December 1, 2016, the Board of Governors received a request to mandate its Nominating, Governance and Ethics (NGE) Committee to compile a report on Board of Governors best practices that would address areas related to meeting procedures, consultation practices and Board composition, nomination and selection. The Board referred the request to the NGE Committee, which is responsible for evaluating the governance functions of the Board of Governors and its Committees.

The NGE Committee considered the request at its meetings of April 10, 2017 and May 23, 2017 and also reviewed the SSMU Report, which formed the basis for the request presented to the Board in December 2016. The NGE Committee evaluated the three areas included in the scope of the December 2016 request: meeting procedures, consultation practices and Board composition, nomination and selection. It offers below a description of the role of the University's

and the Board. Amendments to the structure and functions of both bodies continued in the intervening years to 2003 but such amendments were minor and essentially maintained the structures as approved in the early 1970s.

2. McGill and Good Governance – Board Review 2003

The review of the Board of Governors initiated in 2003 reflected renewed interest in organizational accountability and transparency. Discussions with members of the Board of Governors in 2003 revealed concerns about the Board's procedures and practices, its capacity to engage its members effectively, and its ability to attract and retain the highest caliber individuals to serve as members. While differences were expressed regarding the optimal size of the Board, ranging from 10 to 30 members, general agreement emerged on the desirability of reducing the number of members while simultaneously introducing other mechanisms to improve Board effectiveness. In the spring of 2003, a working group composed of the Chair, the Principal, and the Secretary-General undertook consultations and a review of best practices and developed recommendations related to the size and composition of the Board, the role of governors emeriti, agenda setting, the location of meetings, and committee sizes and terms of reference.

Key Results of the Board Review:

- x Reduction of the Board size from 74 members (45 voting, 22 Emeriti, 1 SSMU President and Resource Persons) to 27 (25 voting members and 2 Observers; see below), with term appointments for 27 Emeriti ending December 31 2009; since 2009, the Board eliminated term appointments for Governors Emeriti. Governors Emeriti currently serve indefinite terms.
- x Revised University Statutes reflecting approved recommendations;
- x Revised roster of Board Committees including documented and benchmarked terms of

- Establishment of 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
- Establishment of annual Board survey
- Orientation sessions for new governors;
- Board recruitment/competencies statement;
- Calendars of Business for each of the Board Committees (planning and accountability document showing items coming forward over the course of a year, and reflecting the committee terms of reference);
- Calendar of Business for the Board of Governors and Senate;
- Revised committee and Board regulations including use of in camera session for committees.
- Establishment of Board of Governors Electoral Procedures (2010). These procedures are used for elections to the Board of Governors of Administrative and Support Staff and of Academic Staff.

4. Governance Developments (2011-present)

The Board of Governors continues to implement regular reviews of its key functions. Following the establishment of a new structure for the Board of Governors Committees, the Board has carried out two comprehensive reviews of the Board Committee's terms of reference. A review in 2011 focused on standardizing the language and format of all Committee terms and on clarifying Committee mandates and the 2014 review focused on updating Committee mandates based on established good practices. An overview of governance practices that have evolved since 2011 is available in Appendix A.

5. Senate Review (2006-2014)

McGill's commitment to best practices in governance continued with the launch, in 2006, of a review of Senate functions. A Senate Review Working Group, chaired by the Secretary-General, reporting to Senate Nominating Committee completed a first draft of a review of Senate Committees – rationalizing and reducing the number of Senate Committees and more significantly restructuring the nature and focus of Senate Committees in alignment with the mandate of Senate. The review was finalized in 2009, with recommendations related to Senate Committee terms of reference approved by Senate in May 2009. Additional Senate Committee terms of reference reviews followed in 2009 and 2013 (Academic Policy Committee and Senate Steering Committee).

Following the review of the Senate Committees' terms of reference, Senate mandated an Ad Hoc Committee to consider recording and transmission of Senate meetings. The report of the Ad Hoc Committee was presented to Senate in November 2012 and contained recommendations that live video recording and transmission of Senate's open session meetings be conducted on a trial period, until 2013. The practice of streamlining Senate open sessions continued beyond 2013 and was revisited in November 2013. The report of the Ad Hoc Committee formed in 2013 was presented to Senate in 2014 and recommended that livestreaming of Senate meetings continue and that transmissions be archived as non-downloadable files for access by members of the University community for a period lasting up to the nTw linivids,ul625 Tw.rnwas pationanTd [by and wa001 (ng of Senate me219)6(with)5ndul625 Tw.rn

requirement to consult Senate on the contents of Senate's calendar of business, the practice of circulating in advance of Senate meetings responses to questions and the inclusion of regular Open Discussions at Senate meetings.

In addition to focusing on enhancing the effectiveness of Senate meetings, Senate initiated a

The framework set out in the Statutes explains Senate's role in relation to the Board of Governors and establishes Senate's ability to submit recommendations to the Board with respect to certain matters. It is customary for the Board of Governors to receive recommendations from Senate in the course of the Board undergoing extensive governance reviews that implicate the academic mission of the University. In the normal course of proceedings, the Board of Governors and Senate are responsible for establishing rules and regulations governing their own meetings, practices and procedures.

In an effort to provide for more opportunity for members of the McGill community to engage with the Board of Governors, the Board has established the practice of holding biannual Community Sessions, which allow members of the community to submit questions to the Board of Governors. For more information, please consult: <https://www.mcgill.ca/boardofgovernors/community-sessions>.

The Board of Governors has also established the practice of consulting student associations with respect to Board Committee assignments and established the practice of holding annual Board student forums. In addition, in the recent past, the Chair of the Board began meeting with community groups such as the McGill Communities Council.

Board Composition, Selection and Nomination

The current Board of Governors composition was the result of an extensive governance review that started in 2003. Based on a recent review of Board compositions at peer universities, the McGill model continues to reflect good governance practices with respect to representation of major stakeholder groups within the Board of Governors⁴.

The current selection and nomination process of at-large members is overseen by the Recruitment and Succession Planning Subcommittee of the NGE Committee. An overview of this process is provided in Appendix B. In an effort to provide for community involvement in the nomination process of members-at-large, the NGE Committee intends to review the current selection and nomination process with a view to providing more direct opportunities for members of the McGill community to submit nominations. Implementing such a practice would provide an opportunity for community involvement and possibly broaden the pool of prospective candidates to reflect diversity of the wider community.

Appendix A

In the recent years, a number of governance practices have been implemented to further enhance the overall performance and effectiveness of the Board and its Committees. An overview is provided below.

Evolution of Governance since 2011: An overview

- x Review of Board Committee terms of reference: the last review was finalized in 2016. (Previous reviews took place in 2011-12 and 2007). The reviews have focused on implementing updates that provided for further clarify and standardization of practices as well as the implementation of updates to reflect best practices.

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- x The Board has established a practice of holding Board-student forums. The first forum was held in 2011 and three more have been held since then, most recent one in March 2017.
- x Development of mechanisms for evaluation of Board and Committee performance and effectiveness:

The Subcommittee is responsible for identifying and cultivating a pool of prospective candidates, taking into consideration requisite skills and attributes needed to meet the objectives of a range of expertise on the Board and the importance of reflecting the diversity of the wider community in terms of gender, age and visible minority representation.

The Subcommittee undertakes a formal process for identifying future members- at-large, which aims to develop a list of prospective candidates. The Subcommittee may engage the services of a special consultant to assist the Subcommittee in developing the desired background and expertise of prospective candidates, and in finding individuals who possess the relevant characteristics deemed to be required. A summary of the skills and attributes normally sought for service on the Board is provided in Appendix A.

The NGE Committee, informed by the work of the RSP Subcommittee, makes recommendations concerning the appointment of members-at-large to the full Board of Governors. It considers the requirements and needs of the Board of Governors at that time, and aims to nominate highly qualified and skilled members who are capable of good governance functions. The NGE Committee also regularly appoints prospective members-at-large to first serve as members of the community on the Board's standing committees (i.e. Finance, Audit, Investment, Human Resources).

In accordance with the Statutes of McGill University, appointments of new members-at-large are presented to the Board twice: the first presentation serves as a notice of appointment and, the second, as a recommendation requiring formal approval by the Board. The Statutes stipulate that at least five of the twelve members-at-large are graduates of McGill.

Appendix A - SKILLS AND ATTRIBUTES

Knowledge Level:

Strategy/Policy

Finance/Accounting

Human Resources

Investment & Pension

Real Estate

Philanthropy /Fundraising

Government Relations

Communication/Public Affairs and Social Media

Information Technology

Management

Governance

Community Involvement