

Report of the Nominating, Governance, and
Ethics Committee Part II GD18-09

Board of Governors Meeting of October 4, 2018

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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 of 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 to 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 the Board of Governors, 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]:

- x The reappointment of Professor David Rippa 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]:

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

- x The appointment of Ms. Samira Sakha 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]:

- x The appointment of Mr. Claude Gagné 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]:

- x The reappointment of Mr. Joel Raby as member and Chair of the Investment Committee commencing July 1, 2019 and ending June 30, 2021.
- x 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]:

- x The reappointment of Mr. Sam Moberg 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:

- x 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.
- x 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:

- x 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.
- x 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

2. Mandate of the Subcommittee

The Subcommittee assists and advises the Building and Property Committee in fulfilling governance responsibilities with respect to 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

- h) Periodically invite university units/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 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 year 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

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

