

BOARD OF GOVERNORS
9:00 AM, Thursday, April 18, 2024
Gilmour Hall, Council Room (Room 111)

AGENDA

NOTE: Members who wish to have items moved from the Consent to the Regular Agenda should contact the University Secretariat before the Board meeting. Members may also request to have items moved when the Agenda is presented for approval at the Board meeting.

Page

OPEN SESSION

- 1. Remarks from the Chair (9:00 AM)**
 - 1. Update on the Committee to Recommend a President
*Information***
- 2. Notice of Meeting - April 4, 2024**
- 3. Approval of the Agenda - Open Session**
- 4. Declarations of Conflict of Interest**

CONSENT

- 5. Minutes of the Previous Meeting - March 7, 2024 (Open Session)
*Approval***

6 - 12 [Open Session Minutes - Board of Governors - March 7, 2024](#)
- 6. Report from the Senate**

13 [Report from the Senate](#)
- 1. Revised Terms of Reference and Name Change - Teresa Cascioli
Chair in Entrepreneurial Leadership
*Approval***

14 - 16 [Revised Terms of Reference and Name Change - Teresa Cascioli Chair
in Entrepreneurial Leadership](#)
- 7. Results of Elections to the Board of Governors**

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[Results of Elections to the Board of Governors and the University Planning Committee](#)

REGULAR

8. Business Arising

9. Communications

10. President's Report to the Board (9:05 AM)

[President's Report to the Board](#)

11. Report from the Senate (9:25 AM)

D. Farrar

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[Report from the Senate](#)

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1. Terms of Reference - Vice-Provost, Indigenous

Approval

[Establishment of the Vice-Provost, Indigenous](#)

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2. Closure of the Fraunhofer Project Centre for Biomedical Engineering in Advanced Manufacturing (BEAM)

Approval

[Closure of the Fraunhofer Project Centre for Biomedical Engineering in Advanced Manufacturing \(BEAM\)](#)

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3. Establishment of the Firestone Institute for Respiratory Health (FIHR)

Approval

[Proposal to Establish the Firestone Institute for Respiratory Health \(FIHR\) Memo](#)

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4. Task Force on Graduate Funding Report

Information

[Task Force on Graduate Funding Report](#)

12. Committee Reports (9:40 AM)

1. Executive and Governance Committee

J. Allen

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[Report from the Executive & Governance Committee](#)

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a. Revisions to the Board by-laws

J. Allen

Approval-in-Principle

[By-Laws - Board of Governors - 2024 - Track Changes](#)

[By-Laws - Board of Governors - 2024 - Clean](#)

b. President's Update on the Strategic Plan

D. Farrar

Verbal Update for Information

2. Planning and Resources Committee (10:00 AM)

J. Rowe

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[Report from the Planning & Resources Committee](#)

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a. Budget Model Review Presentation

S. Tighe & M. Pool

Information

[Budget Model Review Executive Summary](#)

[Budget Model Review Presentation](#)

13. Presentation to the Board of Governors (10:30 AM)

Presenter: Drew Higgins, *Assistant Professor, Chemical Engineering*

Title: Electrochemical Technologies for the Sustainable Production of Fuels, Chemicals and Fertilizers

14. Other Business (10:50 AM)

BREAK

REPORT TO THE BOARD OF GOVERNORS
from the
SENATE

FOR APPROVAL

1. Revised Terms of Reference and Name Change - Teresa Cascioli Chair in Entrepreneurial Leadership

At its meeting on April 10, 2024, the Senate approved the Revised Terms of Reference and Name Change for the Teresa Cascioli Chair in Entrepreneurial Leadership. Further details are contained within the circulated materials.

It is recommended,

that the Board of Governors approve the recommendation contained in the report from the Senate.

Board of Governors: FOR APPROVAL
April 18, 2024

TO: Senate Committee on Appointments
FROM: Dr. Khaled Hassanein, Dean, Faculty of Business
DATE: March 12, 2024
RE: The Chair in Entrepreneurial Leadership Terms of Reference

On behalf of the Faculty of Business, I am pleased to recommend the name change and updated Terms of Reference of The Teresa Cascioli Chair in Entrepreneurial Leadership to **The Chair in Entrepreneurial Leadership**.

This Chair was established through a generous gift from Ms. Teresa Cascioli, and was established to contribute significantly to the body of knowledge on entrepreneurial leadership. The name change is required due to the 2024 Addendum to Gift Agreement between McMaster University and Ms. Teresa Cascioli.

A copy of the new terms of reference is attached, along with the original terms of reference with changes included for information. Please feel free to contact me should you require any additional information.



Enclosures

cc: S. Tighe
S. Hranilovic

Terms of Reference

The Chair in Entrepreneurial Leadership

In 2008 Ms. Teresa Cascioli made a gift of one million dollars to McMaster University for the establishment of an endowed Chair in Entrepreneurial Leadership.

Details and Duties of the Chair

The Chair will normally be a senior, tenured appointment in the DeGrootte School of Business and will have an established record of research in a domain that is at the intersection of leadership and entrepreneurship.

The Chair is expected to take on leadership roles in areas such as research, teaching, the establishment of new programs, innovative cross-departmental initiatives, and the establishment and maintenance of mutually beneficial collaborations with the business community. The Chair will also undertake the normal duties of professors in the DeGrootte School of Business.

The Chair will normally be a five year appointment with the possibility of renewal.

Selection Process

Initially, the Faculty Appointments Committee decides, after appropriate consultations, whether recruitment for the appointment will be within and/or outside the School of Business, and which Area will take the lead in recruitment and become the Area of the Chair's appointment. The recruitment, selection and approval of the Chair will follow normal university procedures from the Area, through the Faculty of Business and then the Senate and Board via the Senate Committee on Appointments.

Terms of Reference

The ~~Teresa Cascioli~~ Chair in Entrepreneurial Leadership

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Approved June 2009: Board of Governors Executive Committee

April 11, 2024

TO: Members of the Board of Governors

FROM: Andrea Thyret-Kidd
University Secretary

SUBJECT: Board Election Results

The following candidates were successfully elected to the Board of Governors for terms as indicated below, all effective July 1, 2024.

For the Teaching Staff for a three-year term

Megumi Harada, Professor, from the Faculty of Science

For the Teaching Staff for a three-year term

Mayu Nishimura, Assistant Professor, from the Faculty of Science

For the Non-Teaching Staff for a three-year term

Arlene Fajutrao Dosen, Executive Director and Assistant Dean, Student Success

For the Graduate Students for a two-year term

Rishav Jaiswal, PhD (Level 1) – Civil Engineering

The following candidates were successfully elected to the University Planning Committee for terms as indicated below, all effective July 1, 2024.

For the Teaching Staff for a three-year term

Ruth Chen, Associate Professor, Faculty of Health Sciences

Mahmut Parlar, Professor, Faculty of Business

For the Non-Teaching Staff for a three-year term

Lindsay Bolan, Director, Outreach and Community Engagement, Faculty of Engineering

For the Graduate Students for a two-year term

Shivam Gupta, MSc (Level I) – Software Engineering

For the Undergraduate Students for a two-year term

Lena Kahn, Bachelor of Health Sciences (Level II)

REPORT TO THE BOARD OF GOVERNORS
from the
SENATE

FOR APPROVAL

1. Terms of Reference - Vice-Provost, Indigenous

At its meeting on March 20, 2024, the Senate reviewed and approved the Terms of Reference for a new Vice-Provost, Indigenous. Further details are contained within the circulated materials.

It is recommended,

that the Board of Governors approve the Terms of Reference for the position of Vice-Provost, Indigenous.

2. Closure of the Fraunhofer Project Centre for Biomedical Engineering in Advanced Manufacturing (BEAM)

At its meeting on April 10, 2024, the Senate reviewed and approved the closure of the Fraunhofer Project Centre for Biomedical Engineering in Advanced Manufacturing (BEAM). Further details are contained within the circulated materials.

It is recommended,

that the Board of Governors approve the closure of the Fraunhofer Project Centre for Biomedical Engineering in Advanced Manufacturing (BEAM).

3. Establishment of the Firestone Institute for Respiratory Health (FIHR)

At the same meeting, the Senate reviewed and approved the establishment of the Firestone Institute for Respiratory Health (FIHR). Further details are contained within the circulated materials.

It is recommended,

that the Board of Governors approve the establishment of the Firestone Institute for Respiratory Health (FIHR).

FOR INFORMATION

4. Task Force on Graduate Funding Report

At the same meeting, the Senate also received the report from the Task Force on Graduate Funding.

Board of Governors: FOR APPROVAL/INFORMATION
April 18, 2024

MEMORANDUM

February 15, 2025

TO: Senate Committee on Appointments

FROM: Dr. Susan Tighe 
Provost & Vice-President Academic

RE: **For Recommendation - Vice-Provost, Indigenous Terms of Reference**

In continuing to advance McMaster's commitment to Truth and Reconciliation, an extensive consultation process was undertaken to develop Terms of Reference for a new Vice-Provost, Indigenous faculty appointment.

Prior to drafting the Terms of Reference, Indigenous students, staff and faculty participated in facilitated discussions that focused on an Indigenous Leadership Model. These discussions were facilitated by Michelle Sault of Minokaw Consulting and Elder Diane Longboat. In total there were five meetings between October 7th, 2021 and April 2nd, 2022 that focused on the development of the Indigenous Leadership Model.

After a robust discussion during a September 2022 Indigenous Education Council (IEC) meeting, the IEC requested that Dr. Bernice Downey, Associate Dean, Indigenous Health and Dr. Savage Bear, Assistant Professor, Director McMaster Indigenous Research Institute prepare a draft Vice-Provost, Indigenous Terms of Reference. The initial draft was prepared in Spring 2023 and was discussed at the June 8th, 2023 IEC meeting. Those in attendance were:

- Ms. Lori Davis-Hill, Assistant Professor, School of Rehabilitation Science
- Ms. Chrissy Doolittle, Director, Indigenous Student Services
- Ms. Shylo Elmayan, former Director, Indigenous Student Services
- Ms. Brooke Fearn, Undergraduate Student; Chair, Cooperative Indigenous Students Studies and Alumni (CISSA)
- Dr. Karen Hill, Assistant Professor, Family Medicine
- Mr. Leroy Hill, Six Nations Confederacy Council Member
- Dr. Susan Hill, Director, Centre for Indigenous Studies and Associate Professor, University of Toronto
- Dr. Jerry Hurley, Dean, Social Sciences
- Dr. Robert Innes, Chair, Indigenous Studies
- Ms. Val King, Mississaugas of the Credit Member
- Ms. Katelyn Knott, former Research Coordinator, McMaster Indigenous Research Institute
- Mr. James LeMoine, PhD Student; President, McMaster University American Indian Science and Engineering Society (AISES) Chapter
- Dr. Brandon Martin, Assistant Professor, Languages, Literatures and Cultures, Toronto Metropolitan University
- Dr. Dawn Martin-Hill, Associate Professor, Anthropology, Indigenous Studies
- Dr. Rick Monture, Associate Professor, English and Cultural Studies

- Ms. Elya Porter, Research Coordinator, McMaster Indigenous Research Institute
- Ms. Jill Rogers, Associate Professor, Department of Health Research Methods, Evidence & Impact
- Ms. Alexandra Trottier, Executive Director, Indigenous Health Learning Lodge
- Mr. Sean Van Koughnett, Associate Vice-President (Students and Learning) & Dean of Students
- Dr. Jennifer Walker, Associate Professor, Department of Health Research Methods, Evidence & Impact
- Dr. Renae Watchman, Associate Professor, Indigenous Studies
- Dr. Vanessa Watts, Assistant Professor, Sociology, Indigenous Studies
- Dr. Adrienne Xavier, Assistant Professor, Indigenous Studies

A formal extensive consultation on the Terms of Reference was then conducted from September 27th, 2023 to February 6th, 2024. A total of three of meetings were held with members of the IEC. The IEC Academic Co-Chair, Dr. Dawn Martin-Hill, also extensively engaged the Indigenous community regarding championing the needs of the Indigenous people, their interests and initiatives by meeting with Leroy Hill, Six Nations Confederacy Member; Dr. Brandon Martin, Assistant Professor, Toronto Metropolitan University; Sherri-Lyn Hill, Elected Chief Six Nations; and Rebecca Jamieson, President, and CEO Six Nations Polytech.

In total more than 25 Indigenous faculty, staff, students and community members participated in the consultation process. It is important to note that the Vice-Provost, Indigenous Terms of Reference was created by the Indigenous community and as such has additional content that is distinct from other Vice-Provostial Terms of References.

I am writing to request that the Senate Committee on Appointments approve, for recommendation to Senate and the Board of Governors, the Terms of Reference for the position of Vice-Provost, Indigenous.

Attachments (1)

- Vice-Provost, Indigenous Terms of Reference

Vice-Provost, Indigenous, Terms of Reference

Background: Current Post-Secondary Indigenous Education Environment

There are considerable changes happening in post-secondary institutions across Canada with regards to Indigenous leadership. While many universities have had 'Equity, Diversity and Inclusion' offices for decades, leadership offices dedicated to specifically Indigenous Initiatives are now becoming mainstream.

In a review of the U15, it was determined that McMaster was one of only three universities that did not have a formal Indigenous leader.

We believe the time has come for McMaster to support a role of Vice-Provost Indigenous.

"You cannot decolonize diversity, equity, and inclusion. DEI is from a reformist paradigm (we can look to abolition to see why reform never works). Decolonization is from a paradigm of dismantling structures of oppression, not reforming them. DEI is operating exactly as intended."
Dr. Autumn BlackDeer (a decolonial Indigiqueer from the Southern Cheyenne Nation).

Primary Purpose of the Position:

The Vice-Provost, Indigenous (VP-I) is a senior academic administrator with university-wide responsibilities. The VP-I has a broad, proactive mandate to play a central role in Indigenous education and awareness-raising initiatives.

The Collective Indigenous Community of McMaster will inform the VP-I's work to address campus-wide systemic issues related to the Indigenization of the University. The Indigenization work of the Vice-Provost is expected to advance the University's commitment to reconciliation and foster a culture which embraces and promotes Indigenous self-determination within a Nation-to-Nation framework.

In the context of the historical migration of Western European white settlers to the diverse, contemporary groups from all over the world who are represented here on campus; as Indigenous Peoples, we claim our right to move forward in a path of self-determination that encompasses the diverse First Nations, Inuit, and Metis communities who attend McMaster University and live in the Dish with One Spoon Territory.

The VP-I supports the development and implementation of relevant policies and processes, including those for the handling of concerns and complaints. The role provides expertise, insight, advice, and assistance across the Institution on matters of Indigenization and reconciliation and ensures a visible and relevant presence for and sustained focus on these issues to infuse the values of reconciliation and self-determination into the day-to-day work of the University.

Indigenous Leadership Model

The VP-I role will be grounded in foundational, diverse Indigenous values and principles including self-determination, reciprocity, respect, and harmony for example, and will foster the collective voice and cohesion of existing Indigenous leadership on campus and community rights holders. The Terms of Reference for the Vice-Provost, Indigenous will be a living document which will evolve as the Indigenous community of McMaster University evolves.

The Vice-Provost, Indigenous role will co-lead an Indigenization process that will uphold Haudenosaunee and Anishinaabe worldviews *in balance* with the inclusion of diverse Indigenous perspectives as represented by the McMaster Indigenous faculty, staff, and student community.

Accountability

The VP-I will have dual accountability: a collective Indigenous accountability and a University-based accountability.

Collective Indigenous accountability

This leadership role is accountable to an Indigenous Leadership Circle that includes, elders, traditional practitioners, faculty and Indigenous administrators including the Co-Chairs of the Indigenous Education Council (IEC), the Director of Indigenous Student Services (ISS), the Chair, Indigenous Studies Department (ISD), the Director of the McMaster Indigenous Research Institute (MIRI), and the Executive Director of the Indigenous Health Learning Lodge (IHLL). The VP-I will work closely with all Indigenous Leadership roles on campus and will be guided by the Indigenous Education and Research Strategic Plan goals and priorities. The VP-I will also participate in the Joint Indigenous Administrative Consultative Group (JIACG) advisory process towards *operationalizing* the Indigenous Education and Research Plan. The Indigenous Leadership Circle will serve as an advisor to the Provost on performance evaluations to measure the effectiveness of the VP-I role.

University-based Accountability

The VP-I will report directly to the Provost and Vice-President (Academic). In addition, the VP-I will liaise with the Vice-President (Research), Deputy Provost, the Associate Vice-President (Students and Learning) and Dean of Students, the Vice-Provost and Dean of Graduate Studies, the Associate Dean, Indigenous health and the Associate Vice-President, Academic in the Faculty of Health Sciences, the Faculty Deans, and the Assistant Vice-President and Chief Human Resources Officer, as well as with other members of the senior administration with regard to matters of Indigeneity. The VP-I participates in the work of the President's Advisory Committee on Building an Inclusive Community (PACBIC) and the McMaster Accessibility Council (MAC).

Key Responsibilities:

1. Strategic and Collective Leadership

- a. Take leadership responsibility for implementing and maintaining a university Indigenous education and research plan, including ensuring that this plan continues to evolve as Indigenization leading practices emerge within the Indigenous education/research environment. The VP-I will be responsible for directly overseeing the Office of Indigenous Initiatives and the allocated budget to the Office of Indigenous Initiatives.
- b. Provide vision and leadership across the Institution for decolonization while furthering the Indigenization of McMaster University. The VP-I will work collaboratively with the Indigenous Community at McMaster University creating new initiatives while strengthening Indigenous visibility and self-determination within the Institution.
- c. Working in close collaboration with the JIACG, senior administration, identify and develop strategies to address systemic issues, support Indigenous faculty, learners, staff and foster non-Indigenous allyship through educational processes and policy reform.
- d. Carry messaging from the broader Indigenous leadership collective to **provide guidance and support** to members of the senior administration and others on emerging issues, opportunities, and challenges regarding Indigenous issues, and matters of campus climate, acting as the key point of contact regarding such matters for members of the internal and external communities.
- e. Working in close collaboration with the IEC, the Director of ISS, the Chair of ISD, the Director of MIRI, the Executive Director of the IHLL, the Associate Dean, Indigenous health, AVP (Students and Learning) and Dean of Students, the Vice-Provost and Dean of Graduate Studies, and the Faculty Deans, as well as with PACBIC, MAC **to identify the barriers** to post-secondary education for Indigenous communities, and support the development of pathways, strategies and policies intended to address such barriers.
- f. Provide support and assistance **in the implementation** of Indigenous-focused initiatives across the University incorporating input from Indigenous learners, faculty, and administrative leads.
- g. Liaise with the Associate Dean Indigenous Health and the Executive Director, Indigenous Health Learning Lodge to facilitate sharing of Indigenization leading practices across the University.

- h. Partner and liaise with the Provost, the Vice-President (Research), Deputy Provost, the AVP (Students and Learning) and Dean of Students, the Vice-Provost and Dean of Graduate Studies, the Associate Dean, Indigenous Health in the Faculty of Health Sciences, the Faculty Deans, and the Assistant Vice-President and Chief Human Resources Officer, as well as with other members of the senior administration to **embrace and implement the relevant recommendations** of the Truth and Reconciliation Commission of Canada's Final Report.
- i. Work closely with the Director of MIRI, Vice-President (Research) and Faculty Deans to **ensure that selection processes** for prestigious positions (e.g. CRCs and CERCs) as well as nominations for prestigious awards (e.g. FRSC) use processes that address issues of Indigeneity in alignment with the new 'Indigenous Ancestry Verification Policy.'
- j. Support the work of the AVP and **Chief Human Resources Officer** in developing and implementing strategies and policies to advance and support employment equity across the University, as well as the work of the Deputy Provost in supporting the recruitment and development of **Indigenous faculty members**.
- k. Represent McMaster externally and build networks with peers at other institutions across Canada and elsewhere to build relationships and engage in a community of best practice regarding the Indigenization of the Academy.

2. Collaboration with the Equity and Inclusion Office

- a. Guide and inform the Equity and Inclusion Office in support of McMaster's commitment to ensuring an inclusive, positive, respectful culture and climate across the University environment on campus. Opportunities for intersectionality will be identified with the guidance of the Indigenous leadership Circle but the role will maintain a self-determining approach in keeping with a strategic Indigenization goal.

3. Dispute Resolution and Complaint Handling

- a. Collaborate with the Human Rights and Dispute Resolution Program. This program has responsibility for overseeing all concerns, complaints and issues brought forward, including complaints of discrimination, harassment, and sexual violence, ensuring the provision of timely advice and responses, the availability of effective counselling, support, mediation, and alternative dispute resolution services, and ensuring an effective process for the conduct of formal investigations when required. Every effort will be made to collaborate with the Indigenous Leadership Circle and accommodate an Indigenous centric dispute resolution process which may involve, recruitment of Elders, facilitation of circle process, or other diverse Indigenous protocols.

- b. Ensure collaboration with colleagues in Human Resources Services, the Faculty of Health Sciences Professionalism Office, Student Support and Case Management, the University Secretariat, and other offices and senior administrators as appropriate, to ensure a consistent approach to the handling of complaints, and the effective implementation of policies and practices related to human rights and equity-related issues across the Institution.


4. Policy Advice, Training and Reporting

- a. Monitor legislative and policy developments in areas related to equity, human rights, sexual violence, and accessibility, and provide advice and support on the development and effective implementation of appropriate policies and strategies **to ensure institutional compliance with legislative and reporting requirements.**
- b. Collaborate with colleagues in **Human Resources Services**, the Faculty of Health Sciences Professionalism Office, the University Secretariat, and other offices and senior administrators as appropriate, **to provide a training program and to raise awareness of human rights and equity-related policies, practices [UNDRIP – Indigenous rights]** and legislative requirements throughout the Institution, including the *University's Discrimination, Harassment and Sexual Harassment: Prevention and Response*, the *Sexual Violence and Accessibility* policies, and the *Occupational Health and Safety Act*, support the effective implementation of relevant policies, and ensure that members of the senior administration and persons in authority have a thorough understanding of relevant processes and responsibilities under relevant policies and/or legislation.
- c. Ensure pan-University statistical data (*shape around OCAP and Data Sovereignty and Governance*) is collected and maintained, recording the numbers of concerns brought forward, disclosures made, complaints dropped or withdrawn, informal resolutions effected and formal complaints pursued under the *University's Discrimination, Harassment and Sexual Harassment: Prevention and Response* and *Sexual Violence* policies, and provide anonymized annual statistical reports to the University's governing bodies, including an analysis of such data and identifying areas or issues of repeated concern.

Term of Office:

The position of Vice-Provost, Indigenous shall be held by a qualified Indigenous faculty member, appointed by the Senate and Board of Governors for a five-year, renewable term, with an interim, collective, evaluation with the Indigenous Leadership Circle at the three-year point.

To: University Planning Committee

From: Andy Knights, Vice-President Research (Acting) 

Date: March 19, 2024

Re: Closure of the Fraunhofer Project Centre for Biomedical Engineering and Advanced Manufacturing (BEAM)

The Fraunhofer Project Centre for Biomedical Engineering and Advanced Manufacturing (BEAM) was established by the Board of Governors in 2015 as a joint initiative between McMaster University and the German Fraunhofer Institute for Cell Therapy and Immunology (Fraunhofer IZI). Fraunhofer is Europe's largest research institution for applied research with more than 22,000 employees and over 60 institutes. Fraunhofer IZI investigates and develops solutions to specific problems at the interfaces of medicine, life sciences and engineering for partners active in medicine-related industries and businesses.


McMaster and Fraunhofer IZI had collaborated on joint research projects and BEAM was created to build on the relationship and maximize the development and transfer of scientific knowledge to industry. An additional component of BEAM was the development of a newly renovated space and infrastructure at the McMaster Innovation Park (MIP). External funding support for the establishment of BEAM was also provided by Federal, Provincial and Municipal levels of government.

The BEAM facility [officially opened](#) on March 7, 2018 and led to the development of more space and specialized infrastructure that has served as a magnet to attract many biomedical firms to MIP and set the stage for McMaster's continued investment in commercialization space at the Park.

While the creation of the facilities for the project centre has been very successful in aiding in the creation and transfer of biomedical research, creating employment in Hamilton, and growing the region's life sciences cluster, the formal collaboration contract between Fraunhofer and McMaster officially ended August 31, 2019. Due to several key changes in Fraunhofer IZI leadership, Fraunhofer provided written confirmation in June 2020 stating they were pursuing a new strategic direction and they would not renew their original agreement.

The external funding agreements from the Federal, Provincial and Municipal governments have also now expired (the last being in 2021).

As part of our ongoing efforts to review and maintain an active list of Senate approved Research Centres and Institutes, the OVPR recommends the Fraunhofer Project Centre for Biomedical Engineering and Advanced Manufacturing be formally closed.

Date: March 18, 2024
TO: University Planning Committee
FROM: Andy Knights, Vice-President, Research (Acting) 
RE: Firestone Institute for Respiratory Health (FIHR)

The Committee on Research Institutes, Centres and Groups (CRI) has reviewed and unanimously approved the attached establishment proposal for the Firestone Institute for Respiratory Health (FIHR).

Please include this as an agenda item for the next University Planning Committee Meeting on March 27, 2024.

AK:jt

Attach.

cc: Provost and Vice-President (Academic)
Vice-Provost and Dean of Graduate Studies
Vice-President and Dean of Health Sciences
University Secretariat

January 2024

Dr. Andy Knights
Acting Vice-President, Research
Chair, Committee on Research Institutes
c/o Gilmour Hall, Room 208

Re: Proposed Institute – Firestone Institute for Respiratory Health (FIRH)

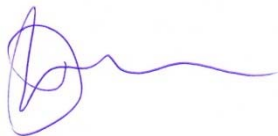
Dear Dr. Knights,

On behalf of the Faculty of Health Sciences at McMaster and St. Joseph's Healthcare Hamilton, we would like to recommend the approval of the Firestone Institute for Respiratory Health (FIRH) as an official joint University/Hospital research institute at McMaster.

Please find a proposal for the Institute attached.

If you require further information, please do not hesitate to contact us.

Yours sincerely,



Dr. Jonathan Bramson
Vice Dean, Research
Faculty of Health Sciences
McMaster University



Dr. Lehana Thabane
Vice President, Research
St. Joseph's Healthcare Hamilton

cc: P. O'Byrne
D. Bowdish

Encl.

JB/LT:sm

Proposal for the Establishment of

an Institute a Centre

Official Name of Research

Institute or Centre

The Firestone Institute for Respiratory Health

Submitted by

Dr. Dawn Bowdish

Core Members		
<i>Please define what constitutes a "core member" for this Institute or Centre:</i>		
Definition: McMaster Faculty who have footprint at/participate in St. Joe's funded activities whether in an educational, clinical or research capacity.		
Name	Faculty	Expertise
John Agzarian	Health Sciences	Lung and esophageal cancer, benign upper GI conditions/surgery
Rebecca Amer	Health Sciences	Management of Complex Pulmonary Infections in collaboration with Infectious Diseases, Post-COVID (ambulatory) care
Dawn Bowdish	Health Sciences	Immunity, aging, macrophage biology, pneumonia, vaccination
Madhu Chari	Health Sciences	Sleep Medicine
Gerard Cox	Health Sciences	Sarcoidosis and pulmonary fibrosis, bronchial thermoplasty
Myrna Dolovich	Health Sciences	In vitro and in vivo characterization of vaccine and medical aerosols from various types of drug delivery systems
MyLinh Duong	Health Sciences	Respiratory epidemiology, and understanding the environmental and social determinants of lung development and function
Christian Finley	Health Sciences	Cancer surgery quality, governance, standardization and benchmarking
Nathan Hambly	Health Sciences	Pulmonary hypertension, interstitial lung disease, sarcoidosis and acute exacerbations of idiopathic pulmonary fibrosis
Wael Hanna	Health Sciences	Robotic thoracic surgery, advancements in the field of thoracic surgery
Jeremy Hirota	Health Sciences	Respiratory mucosal immunology in airway diseases, chronic respiratory diseases and the impact of exterior factors such as cigarette smoke and cannabis
Terence Ho	Health Sciences	Severe airways disease, airway inflammation, novel mechanisms of COPD exacerbations, iron metabolism and chronic inflammation
Mark Inman	Health Sciences	Mechanisms of airway hyper-responsiveness, health and research ethics
Juliana Li	Health Sciences	Sleep Medicine
Martin Kolb	Health Sciences	Interstitial lung disease, mechanisms of lung injury, repair and fibrosis
Mark Larche	Health Sciences	Asthma/allergy, rheumatoid arthritis, scleroderma, and graft versus host disease
John McDonough	Health Sciences	Molecular mechanisms of chronic lung disease
Andrew McIvor	Health Sciences	Knowledge translation in asthma and chronic obstructive pulmonary disease
Manali Mukherjee	Health Sciences	Developing/validating airway biomarkers, mechanisms of airway inflammation, and response to biologic therapies, long-COVID
Parameswaran Nair	Health Sciences	Developing and applying non-invasive measurements of airway inflammation in the treatment of severe asthma and COPD
Helen Neighbour	Health Sciences	Severe Asthma and Eosinophilic Lung Disease
Eldar Priel	Health Sciences	Perioperative care, interventional pulmonology
Natya Raghavan	Health Sciences	COPD, respiratory rehabilitation
Imran Satia	Health Sciences	The effects of aging, risk factors, impact, and burden of disease at a population level with respiratory symptoms such as chronic cough
Muntasir Saffie	Health Sciences	Global health policy and its impact on pulmonary infections; health system funding and policy, tuberculosis, nontuberculous mycobacteria and infectious lung diseases
Ciaran Scallan	Health Sciences	Lung transplant, interstitial lung disease, connective tissue disease
Yaron Shargall	Health Sciences	Perioperative care, VTE, Thoracic Oncology
Taryn Simms	Health Sciences	Sleep Medicine

Sarah Svenningsen	Health Sciences	Non-invasive pulmonary (lung) imaging
Joshua Wald	Health Sciences	COPD, respiratory rehabilitation
Susan Wasserman	Health Sciences	Allergy, rhinitis, asthma, determinants of allergic reactivity in peanut allergy

Associate Members		
<i>Please define what constitutes an "associate member" for this Institute or Centre:</i>		
Definition: McMaster Faculty Members who do not have a footprint at St. Joe's but collaborate with identified Firestone Core Members		
Name	Faculty	Expertise
Marla Beauchamp	Health Sciences	Evidence-based strategies to improve mobility among older adults
Dina Brooks	Health Sciences	Chronic obstructive pulmonary disease (COPD), cardiovascular rehabilitation, rehabilitation and aging
Derek Chu	Health Sciences	Prevention and treatment of food allergy and anaphylaxis, evidence-synthesis and guideline development in Allergy-Immunology, pediatric health
Neil Johnston	Health Sciences	Respiratory virus epidemiology
Paul O'Byrne	Health Sciences	Mechanisms and treatment of asthma: specifically the regulation of environmental allergen-induced airway inflammation and the development of new anti-inflammatory asthma treatments
Roma Sehmi	Health Sciences	Molecular mechanisms that stimulate migration of progenitor cells into the lung tissue following allergen challenge
Jane Turner	Health Sciences	Chemotherapy and bone marrow transplant related bronchiolitis and lung disease; respiratory Covid sequelae

Space Needs

Sq. Ft	New space required?	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
Approx. 8,473	Location? <u>St. Joseph's Hospital</u>	Confirmed	<input checked="" type="checkbox"/>	Proposed	<input type="checkbox"/>
	Space cost allocation covered by lead Faculty?	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>

If no, specify: _____

Frequency of Internal: _____

Frequency of External: _____

Plans for Organizational Review

Please provide names below and check box to verify that approval has been obtained from each:

Department Chair/ Area Director	_____	<input type="checkbox"/>
Faculty Dean or Director of Administration	_____	<input type="checkbox"/>
Other (specify)	_____	<input type="checkbox"/>

A. Background:

The origins of the Firestone Institute go back to the development of the Firestone Regional Chest and Allergy Unit (FRCAU) in 1978, when Dr. Michael Newhouse established a regional respiratory clinical program at St. Joseph's Healthcare Hamilton and became its first director. The original Firestone building was renovated with funds provided by Mr. Morgan Firestone. That building housed the offices of the clinicians and provided clinic space for ambulatory patient care. The Respiriology service provided to the hospital was intimately associated with the Firestone, as all Respiriologists working within the inpatient system were members of the FRCAU. Research was an integral part of the original FRCAU. The focus of research was particularly on clinical measurement and treatment methods, and their translation to patient care.

The opportunities provided by the Canada Foundation for Innovation to rebuild the Firestone infrastructure became the driving force in the later 1990's to expand the original FRCAU into the Firestone Institute and to encourage basic research in respirology to move from McMaster to St. Joseph's. The success of this CFI application led to the creation of integrated clinical and research space within the Juravinski Tower and cemented the position of the Firestone Institute within the St. Joseph's Healthcare Hamilton ecosystem. The increasing emphasis on Thoracic Surgery at St. Joseph's Healthcare Hamilton led to its integration with the medical respiratory program as the Chest program. The thoracic surgeons are members of the Firestone Institute and their offices are located adjacent to FIRH offices. This interdisciplinary relationship between Thoracic Surgery and Respirology has led to innovative new training and research opportunities and is unique in Canada.

The Firestone Institute has always had a strong history of clinical and research collaborations with Allergy/Immunology, Rheumatology, Infectious Disease and other related Divisions and a number of joint clinics are run through the Firestone clinic. This history of collaboration has led to important research advances in autoimmunity in the lung, allergic asthma, and treatment of infection induced exacerbations in chronic lung disease. Our asthma and interstitial lung disease programs have been very successful in uncovering basic mechanisms of airway disease, discovering biomarkers of disease, disease progression and treatment response and performing clinical trials. Our aerosol research program led to the development of the Aerochamber™, which improved treatment for asthma, and was foundational to the new development of inhaled vaccines. Our studies of population health provided insights into factors associated with asthma and other airways of disease. Current research strengths include understanding the biology of interstitial lung diseases (especially asthma, pulmonary fibrosis, and pulmonary hypertension), using endophenotyping to understand the etiology and guide treatment for asthma, the role of autoimmunity in asthma and Long COVID, understanding lung function in health and disease through advanced imaging and improving chronic obstructive pulmonary disease (COPD) patient outcomes through patient-centred programs. Emerging areas of strength include understanding the causes and consequences of acute exacerbations, advocacy for vaccination and prevention, diagnosing lung cancer early to improve prognosis, uncovering mechanisms of chronic cough and testing new therapies, and respiratory mucosal immunity.

Evidence of research excellence is found in the number of research Chairs held by Firestone researchers including the endowed Frederick Hargreave/Teva Innovation Chair in Airway Diseases held by Dr. Parameswaran Nair, the Jack Gauldie Boehringer Ingelheim Chair in Interstitial Lung Disease held by Dr. Martin Kolb, the McMaster University/GlaxoSmithKline Chair in Lung Immunology at St. Joseph's Healthcare Hamilton held by Dr. Mark Larché, and the Moran Campbell Chair in Respiratory Medicine held by the Division Director. Dr Jay Hirota holds the Canada Research Chair (Tier 2) in Respiratory Mucosal Immunology and Dr. Dawn Bowdish holds the Canada Research Chair (Tier 2) in Aging and Immunity. Dr. Sarah Svenningsen holds the Canada Research Chair (Tier 2) in Translational Pulmonary Imaging.

The strength of FIRH continues to be its focus on improving patient outcomes. Pathways to impact include high impact manuscripts and international presentations, recognized excellence in clinical trials and guideline development, investigations of basic mechanisms of chronic lung diseases and advocacy and education of scientists and healthcare professionals.

Synergy with McMaster's Strategic Research Plan:

“Addressing the Growing Burden of Chronic Disease” One in five Canadians is living with lung disease, yet lung health research is underfunded and as a result respiratory conditions such as COPD and respiratory infections including COVID-19, influenza and pneumonia are in the top 10 causes of death in Canada, while lung cancer is the most frequent and deadliest cancer. Exacerbations for airway disease and COVID-19 infections are the most common cause of hospital admissions or unscheduled emergency visits, challenging health care systems. Age is the single biggest risk factor for lung disease and demographic change means more people will develop lung disease and live with it for longer. Furthermore, lung disease is often co-morbid with other conditions such as tobacco addiction and mental health disorders. Understanding these intersecting health issues is essential to developing effective care. Improvements in clinical care that we develop at The Firestone will improve the lives of those currently living with lung disease, while research will discover new treatments to reduce the burden of disease in future generations.

“Aging across the lifespan” Epidemiologic studies from Firestone researchers have demonstrated that the seeds of lung health are sowed early. Prenatal influences affect lung development and accelerate lung disease. There is also a bidirectional relationship between age and lung disease. Individuals whose biologic age is older than their chronologic age (premature agers) are more likely to develop lung disease and once a person has COPD or pulmonary fibrosis, their biologic age accelerates, and they develop comorbidity, frailty and other age-related conditions early. Our researchers incorporate aging across the lifespan by using novel pre-clinical models and epidemiologic studies to understand early life influences of lung health and understand the interaction between immune aging and infections.

“Understanding and Responding to Infectious Disease”. Three respiratory infections – pneumonia, influenza and COVID-19 are in the top 10 causes of death in Canada. Infectious exacerbations in chronic lung disease are a leading cause of hospitalization and serious respiratory infections are known to increase the rate of developing other age-related health conditions. Firestone researchers aim to diagnose and prevent respiratory exacerbations, study long term health consequence of infection such as Long COVID, and advocate for increased adult vaccination.

“Equity, diversity and inclusion to strengthen our research programs” The burden of lung disease is not evenly distributed. Indigenous Canadians are more likely be infected with respiratory pathogens, but less likely to receive vaccines and have higher rates of asthma and COPD than non-Indigenous Canadians. There are socioeconomic factors that contribute to lung disease such as air pollution, smoking/vaping/cannabis use, and occupation and access to spirometry, respiratory rehabilitation and other treatment modalities are not equitably distributed. The Firestone is committed to understanding and addressing inequities in lung health through research, clinical practice, and education.

B. Objectives and Proposed Activities:

The Firestone Institute for Respiratory Health aims to improve the lives of people living with chronic lung disease and improve lung health through research, education and transforming clinical practice.

Objectives:

- i) *Patient endotyping to understand disease etiology and personalize treatment:* The etiology of chronic lung diseases is complex. Traditionally asthma was classified as mild, moderate or severe but these classifications were not sufficient to determine what treatment a patient would benefit from having. Firestone researchers pioneered the use of sputum cytology (i.e., counting the number and type of white blood cells in sputum) to categorize patients based on their profiles of cellular inflammation and to tailor treatment accordingly. Basic scientists have provided mechanistic understanding to these findings, clinicians use sputum cytology to direct treatment and improve outcomes and sputum cytology combined with deep mechanistic understanding allows us to direct patients to appropriate clinical trials. We aim to refine our patient phenotyping using tools such as transcriptomics, metabolomics and proteomics that will allow us to both understand the origins of disease and develop biomarkers to understand which treatments will be effective. This is not limited to asthma, but will be a part of characterizing

patients with COPD, ILD or other chronic lung diseases. Our recent investments in imaging, including computed tomography (CT) and magnetic resonance imaging (MRI) have allowed us to understand structure-function relationships to disease severity and treatment response.

- ii) *Clinical trials to build a better future for people living with chronic lung disease:* Clinical trials are a staple of our research program. Our patients with pulmonary hypertension, pulmonary fibrosis, or other late-stage diseases have grim outcomes due to the lack of treatments to slow progression of disease. They are highly motivated to participate in clinical trials as evidenced by our high enrollment and study completion rates. Similarly, we have a strong history of investigator-initiated studies to test treatments in asthma, COPD, chronic cough, and interstitial lung disease. We aim to be the premiere clinical trial centre for chronic lung disease in Canada.
- iii) *Uncovering mechanisms of lung disease and discovery of biomarkers of progression and responsiveness to treatment using preclinical models and biospecimens:* Firestone researchers have developed novel pre-clinical models of pulmonary fibrosis, chronic cough, asthma, and infectious disease to uncover mechanisms of disease. Our tissue microarrays and other biospecimens have facilitated discoveries of biomarkers of disease and treatment response.
- iv) *Better diagnosis to improve prognosis:* Lung cancer is the deadliest form of cancer in Canada, in part because it is often diagnosed late. Our researchers are working to develop novel diagnostics to detect lung cancer recurrence and early-stage cancer.
- v) *Understanding the short and long-term consequences of respiratory infections:* Respiratory infections and infective exacerbations are some of the most common causes of hospital admissions and declining health in people living with lung disease. People hospitalized for respiratory infections have high rates of re-hospitalization and frequently develop other chronic health issues. Ongoing studies include understanding how age, frailty, and chronic lung disease impact immune responses to infection and vaccines, the long-term health effects of COVID-19, and how autoimmunity in the lung may contribute to infective exacerbations.
- vi) *Population level insights to understand the origins of chronic lung disease:* Firestone researchers collaborate with other population-based studies (e.g., PURE, CLSA, CARE-PF) to understand how environmental factors contribute to cough, lung function and chronic lung disease.

Proposed Activities:

- i) *Bringing patient phenotyping to the genomic era:* We have a proven track record that tailoring treatment to patient phenotypes improves outcomes; however, there are still many patients who have ambivalent or novel endotypes, or do not respond to treatment. This Embedded within the Firestone Institute is our core set of biospecimens, databases and bioinformatic expertise, which we call the Centre for Chronic Lung Disease. Using this collection of resources, we will invest in studying gene, protein and metabolite signatures to better understand patient phenotypes in pulmonary fibrosis, asthma, COPD, and lung cancer. By incorporating transcriptomics, metabolomics, proteomics and lung imaging we will be able to 1) discover new biomarkers of disease and response to treatment, 2) tailor treatment, 3) facilitate the development of novel diagnostics. We expect major growth in this area through an increase in tri-council and investigator-initiated funding through new faculty recruitment, investment in core data analytics personnel, investing in tissue collection and biobanking and synergies with our CFI-funded imaging platforms.
- ii) *Retrospective and prospective studies using patient meta-databases and biobanked specimens:* The Firestone clinic sees thousands of patients with chronic lung disease a year, many of whom have consented to participate in research. By creating databases that include data on lung function, diagnosis, drugs and treatments in conjunction with banked biospecimens, our researchers will be able to understand how infections impact lung function or disease progression, follow progression after treatment and understand differing trajectories of specific disease

phenotypes. We have invested in personnel with expertise in database management and technical staff with expertise in biobanking and sample collection, to create a resource for Firestone researchers to use. The Centre for Chronic Lung Disease is centrally managed by the Research Director (see position details below). It is a resource of biobanked tissues and patient specimens, datasets derived from samples and equipment used for imaging biospecimens. This collective resource is managed by the Research Director.

- iii) *Novel training opportunities to build the next generation of clinician-scientists and scientists:* Canada has not had funding specific for MD/PhD training in over 15 years and there is a dearth of opportunities for clinician-scientists to participate in mechanistic research. We have had a strong history of novel fellowship programs that provide rich research training. As an example, our interventional pulmonology program is the only one in Canada that is co-managed by both respirology and thoracic surgery and our fellows have worked closely with basic scientists on collaborative research projects. We support the research goals of clinical trainees through travel awards and support for specific projects. Both our clinical learners and graduate students and post-doctoral fellows belong to the trainee-run “FIRHst” society. They are supported by having career days and opportunities to present and apply for travel funds. Our graduate students, post-doctoral fellows and technical staff benefit from access to clinical specimens, and intellectual input from clinicians, scientists, and patient advocates. We aim to be the best place to do translational respirology research in Canada and to continue to attract trainees from all over the world.
- iv) *Expanding our understanding of host-microbe interactions in chronic lung disease:* It was once believed that acute exacerbations in chronic lung disease were caused by viruses. We now know that this is often, but not always true. We now understand that people living with chronic lung disease, and older adults in general, often have inappropriate inflammatory responses to resident microbes and in some cases this predisposes to infections. We will increase our understanding of host-immune-microbe interactions using novel preclinical models of respiratory infections (e.g. in aged and frail mice), studying the role of the airway microbiome, and using our patient metadatabases to understand how specific microbes alter the patient trajectory. We have a strong history of collaborative clinics between respirologists and infectious disease clinicians, most recently our Long COVID clinic, that provide clinical insight and access to samples and patient recruitment. Combining our novel and preclinical models we will better understand the mechanisms of acute exacerbations and respiratory infections while advocating for better vaccination strategies to prevent respiratory infections.

C. Rationale for Establishment of the Research Institute:

The Firestone Institute for Respiratory Health has been one of the strongest respirology research institutes in Canada. It has been informally associated with McMaster and all of its researchers carry a McMaster appointment, but it has never been a formally recognized McMaster Institute. Creating a joint McMaster-St. Joseph’s Healthcare Hamilton Institute will be beneficial to both institutions in order to ensure consistency of governance and administrative policies. This is not expected to impact stakeholders including our faculty, trainees and staff.

D. Criteria for Expanding the Membership:

Our complete policy for membership is appended as Appendix 1. This document describes rights, responsibilities and criteria for membership. Our criteria for expanding the membership is as follows: To receive membership, a McMaster Faculty member, who is an affiliate of the Research Institute of St Joe’s in Hamilton (RSJH) within the Department of Medicine at the Faculty of Health Science, writes to the Executive Director and requests to be considered for nomination for membership.

Once the request is received, the Executive Director asks that the person meet with the Research Director to learn about the FIRH administrative structure along with FIRH policies and the cooperative philosophy underpinning the research themes within the Institute. This meeting will help gauge the “fit” between the Institute and the interested person.

If the interested person agrees to continue to put their candidacy forward after this meeting, the Research Director brings that application to the Executive Committee for discussion. The Research Director will be asked to talk about the

nominee's candidacy, in terms of the value that they will bring to the group. Following that discussion, unless otherwise indicated, the person is nominated and approved by the Executive Committee. In the event that the candidacy is not universally supported, the Executive Director can either call a vote and/or make the final decision. The Executive Director will liaise with The Research Institute of St Joe's Hamilton to ensure the candidate is applicable for affiliate status and the resources and space is in place to support their membership. The process concludes with a letter, sent by the Executive Director, to the candidate informing the person of the decision.

Affiliated Membership: FIRH will consider a request to be an affiliated member of FIRH using a similar process to selecting full members. Affiliated members will be granted to people who are faculty members in good standing in other University departments who are not faculty within the Division of Respiriology. Affiliated members will be candidates who participate with FIRH significantly and whose effort benefit the research activities of the group.

Legacy Membership: Upon receiving official institution status with McMaster University, current faculty listed as being part of Firestone Institute for Respiratory Health, will be "grandfathered" into FIRH as legacy members. The members will be asked to confirm their interest in remaining as a member of FIRH Research in writing. Those who are unwilling to be legacy members can indicate in writing that they wish to decline membership.

All members must maintain and renew their affiliation with the RISJ as requested (usually every 2 years).

Term: A member of FIRH will be held in good standing for an indefinite period as long as he/she is able to contribute to the research activities of the Institute. Membership within FIRH research is on a volunteer basis and the member is expected to agree to follow the policies and directions set by the group. At any time, the member can resign their affiliation with FIRH by notifying the Executive Director in writing.

E. Detailed Business Plan:

Financial needs:

The Firestone Institute for Respiratory Health has operated on a yearly \$700,000 operating budget from the Research Institute at St. Joe's for over 10 years. These funds are used to support an administrative assistant, inviting external speakers, key staff, faculty salaries and support, strategic research investments. This is the required amount to sustain operations. See *Appendix A (Budget template)* for details. No new funds are requested.

Space needs:

The Firestone Institute for Respiratory Health is situated on the Charlton campus of St. Joseph's Health Care. Laboratory space is delegated by the RISJ. Some members have additional laboratory space at McMaster University or have clinics at other sites. FIRH currently occupies approximately 2,219 square feet of research office and research exam room space, along with approximately 6,254 square feet of research laboratory space. No new space is requested.

Human Resource needs:

Administrative assistant: The administrative assistant manages many day to day operations. They are responsible for generating financial reports, organizing clinical and research rounds, working with the Executive and Research Directors to book meetings, plan projects and large events (e.g., symposium), assist with preparing grants and manage finances. The administrative assistant liaises with staff at the RSJH to manage space and financial audits.

Guangzhou Institute for Respiratory Health Liaison: We have a long-standing relationship with the Guangzhou Institute for Respiratory Health (GIRH, China). Our liaison works 0.5 FTE at FIRH and spends 0.5FTE at GIRH. The liaison works on projects of mutual interest and helps arrange research and educational events.

Faculty: We support the salaries of basic science faculty and provide funds for protected time of clinical faculty. No new faculty hires are requested. (See Appendix A for details)

Technician: We provide 0.25FTE equivalent of funding for an experienced research technician to support the basic science laboratories.

Research Coordinator: Our research coordinator assists with ethics applications, documentation required by Health Canada, patient recruitment and ensuring compliance with sponsor visits. The research coordinator is used on a cost-recovery basis but multiple faculty members.

F. Organizational Structure:

Executive Director: The Executive Director is hired by and reports to the Vice Dean, Research at McMaster, the Vice President, Research at SJHH / Scientific Director at RSJH, the Chief of Medicine at SJHH, the Chief of Surgery at SJHH, and the Chair of the Department of Medicine at McMaster. The Executive Director serves a 5-year term, normally renewable once, although some circumstances may lead to the Executive Director serving more than two consecutive terms. Each renewal will follow satisfactory review by the Governing Board and an External Review Board. Terms of Reference for the position, which include responsibilities, are appended.

Research Director: The Research Director is appointed by and reports to the Executive Director and the Executive Committee. The Research Director manages the resources of the Centre for Chronic Lung Disease (i.e., biospecimens, datasets, databases) The Research Director serves a 4-year term, renewable once, pending satisfactory review in year 4 by the Executive Committee. Terms of Reference for the position, which include responsibilities, are appended.

Executive Committee: The Executive Committee consists of the Executive Director, the Respiriology Heads of Service for St Joseph's Healthcare Hamilton and Hamilton Health Sciences, the Director, Division of Respiriology the Academic Division Head, Thoracic Surgery, the Research Director, the Head of Head of Respiratory Rehabilitation, the Residency Program Director, the Program Director -Thoracic Surgery, and a basic scientist with a laboratory footprint on the St. Joseph's Healthcare Hamilton footprint. The Executive Committee meets a minimum of 4 times a year to discuss issues arising, strategic opportunities, educational initiatives, and professionalism/equity concerns. The Executive Committee is consulted in all major initiatives and decisions and advises the Executive Director on scientific or scholarly priorities. Terms of Reference for the Executive Committee are attached.

External Scientific Advisory Board (SAB): The External Scientific Advisory Committee provides impartial feedback on the scientific success of the Firestone Institute for Respiratory Health and advises on emerging opportunities. The SAB will receive the yearly scientific report and be asked to provide an assessment of the Firestone Institute for Respiratory Health's accomplishments every two years.

- Dr. Jean Bourbeau, McGill - Division of Experimental Medicine
- Research & Clinical interests include: disease management, pulmonary rehabilitation, and knowledge translation for COPD
- Dr. Don Sin, UBC - Centre for Heart Lung Innovation
- Research & Clinical Interests: Biomarker discovery and treatment of COPD
- Dr. Grace Parraga, Western University: Non-invasive imaging for the diagnosis and treatment of chronic lung diseaseGR
- Dr. Scott Budinger - NorthWestern University, US
- Research & Clinical interests: Pulmonary fibrosis, aging physiology, molecular pathology of chronic lung disease
- Dr. Liz Sapey, University of Birmingham
- Research & Clinical interests: Pneumonia, lung infections, ageing and frailty

Governing Board and Role in Annual Review: The governing board will include:

Governing Board – Co-Chairs:

Dean & Vice-President, FHS or delegate who would typically be the Vice-Dean of Research

President, SJHH, or delegate who would typically be the Vice-President of Research

Members:

Vice-Dean, Research, FHS

Chair, Department of Medicine, FHS

Vice-President, Research, SJHH/Scientific Director, RSJH
Chief of Medicine, SJHH
Executive Director, The Research Institute of St. Joe's Hamilton

The Governing Board will oversee the financial management of the Institute and measure benchmarks of success by receiving an annual review from the Executive Director. They will provide insight into emerging opportunities within the RSJH, McMaster and externally. In consultation with the Executive Director and the Scientific Advisory Board, the Executive Committee and the members of the Institute, they will be responsible for assembling an External Review Board at least every 5 years, coincident with the final year of the Director's term.

The Governing Board will report annually to the Dean and Vice-President of the Faculty of Health Sciences (since members are all members of the Department of Medicine), who will report annually to the Vice President of Research (VPR) on the status, progress, and future plans of the Institute. The VPR will subsequently provide University Planning Committee (UPC), Senate and Board of Governors with an annual report on the status of the Institute for information. The annual report will also be shared with the Vice President of Research for St. Joseph's Healthcare Hamilton, the Executive Director of The Research Institute of St. Joe's Hamilton and the Chief of Medicine at St. Joseph's Healthcare Hamilton.

G. Operational Reviews:

Annual Review

The Executive Director will report to the Governing Board on an annual basis. This report will include updates on research productivity, researchers, educational initiatives, external affiliations, Institute administration and operations, financial status, grants-in-aid, strengths and weaknesses, objectives for the coming year and any other items of relevance to the operation of the Institute.

External Five-Year Review:

In the fourth year of each term, the External Review Board will provide a report on the Institute. They will comment on the following:

- 1) research productivity including grants obtained, research and commercialization outputs and the international reach of the research.
- 2) training environment including the number of highly qualified personnel trained, innovativeness of educational initiatives, and career readiness of trainees
- 3) Impact on patient care including the number of members involved in guideline development, presence at national and international conferences, and advocacy in government.
- 4) appropriate use of financial resources and appropriateness of institutional commitments.

Appendix A

Research Centre or Institute Budget Template																
	2023	2024	2025	2026	2027	Total	\$ Secured	\$ Anticipated								
OPENING BALANCE/CARRY FORWARD	\$ -	\$ 24,500	\$ 70,000	\$ 94,500	\$ 98,000	\$ 287,000										
REVENUE - indicate whether secured or anticipated	2023	2024	2025	2026	2027	Total	\$ Secured	\$ Anticipated								
The Research Institute of St. Joe's Hamilton	\$700,000	\$700,000	\$ 700,000	\$ 700,000	\$ 700,000											
						\$ -										
						\$ -										
TOTAL REVENUE	\$700,000	\$700,000	\$ 700,000	\$ 700,000	\$ 700,000	\$ 3,500,000										
EXPENSES	2023	2024	2025	2026	2027	Total	\$ Secured	\$ Anticipated								
Administrative Expenses: (add rows as required)																
Administrative Personnel						\$ -										
Administrator	\$ 65,000	\$ 65,000	\$ 67,000	\$ 69,000	\$ 71,000	\$ 337,000										
Office Supplies:						\$ -										
General Office Supplies	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 20,000										
Office Equipment:						\$ -										
Computer Equipment/Upgrades/Maintenance	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 12,500										
Travel:						\$ -										
Meeting expenses:						\$ -										
Meeting Expenses	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 25,000										
Communications:						\$ -										
Phones/fax machines	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 20,000										
Website	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 2,500										
Renovations:						\$ -										
Ongoing costs for space:						\$ -										
Total Administrative Expenses	\$ 81,000	\$ 81,000	\$ 83,000	\$ 85,000	\$ 87,000	\$ 417,000	\$ -	\$ -								
Research Expenses: (add rows as required)																
Research Personnel:						\$ -										
Basic Scientists	\$195,000	\$205,000	\$ 215,000	\$ 225,000	\$ 235,000	\$ 1,075,000										
Research Director Stipend	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000	\$ 200,000										
Clinical Research Fellow	\$ 40,000					\$ 40,000										
Research Technician	\$ 60,000	\$ 62,000	\$ 64,000	\$ 66,000	\$ 68,000	\$ 320,000										
Research Coordinator	\$100,000	\$105,000	\$ 110,000	\$ 115,000	\$ 120,000	\$ 550,000										
Research Liaison with GIRH	\$ 71,000	\$ 73,000	\$ 75,000	\$ 77,000	\$ 79,000	\$ 375,000										
Recruitment support	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000	\$ 150,000										
Research Supplies:						\$ -										
Research start-up funding for new recruits	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 125,000										
Education/Training	\$ 7,500	\$ 7,500	\$ 7,500	\$ 7,500	\$ 7,500	\$ 37,500										
Research Equipment:						\$ -										
Travel:						\$ -										
Trainee Travel Grant Competition	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 25,000										
GIRH related travel	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 50,000										
Meeting expenses:						\$ -										
Annual Research Retreat	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 50,000										
FIRH Society of Trainees support	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 5,000										
Communications:						\$ -										
Renovations:						\$ -										
Ongoing costs for space:						\$ -										
Total Research Expenses	\$594,500	\$573,500	\$ 592,500	\$ 611,500	\$ 630,500	\$ 3,002,500										
TOTAL EXPENSES	\$675,500	\$654,500	\$ 675,500	\$ 696,500	\$ 717,500	\$ 3,419,500										
IN-YEAR (Surplus/ Deficit)	\$ 24,500	\$ 70,000	\$ 94,500	\$ 98,000	\$ 80,500											
Funding and Expense Summary																
Opening Balance (Year 1)						\$ -										
Total Revenue (Total Years)						\$ 3,500,000										
Total Available Funding						\$ 3,500,000										
Total Expenses (Total Years)						\$ 3,419,500										
Net Position						\$ 80,500										

Appendix B – Terms of Membership

Terms of Reference: Membership, Firestone Institute for Respiratory Health (FIRH)

Scope & Purpose: The Firestone Institute for Respiratory Health uniquely combines clinical, research, and educational expertise, to provide a 360, all encompassing, avenue for respirology related activities and initiatives. Members of FIRH share the common goal of advancing patient care, research innovation, and knowledge translation.

General Responsibilities:

- Maintain a footprint on the St. Joseph's Healthcare Hamilton site (Charlton campus), through research, education, or clinical activities.
- Be an affiliate of The Research Institute at St. Joe's Hamilton (RSJH) – please see policy 002-RSJ-H Researcher Affiliation with Research St. Joseph's – Hamilton.
- Hold all research funds at RSJH for studies conducted at St. Joseph's Healthcare Hamilton.
- Participate in meetings and discussions about collaborative initiatives and be open to sharing ideas and expertise with other members
- Present at Regional Clinical or Research Rounds once every 2 years
- Engage in partnerships with other FIRH members
- Identify themselves as members of the Institute, including presentations and publications
- Act as a mentor for learners and trainees within FIRH
- Assist in tracking the progress and performance of the Institute by providing data on research and results as requested
- Contribute to activities related to communication about, and promotion of, FIRH, such as sharing of news and events within member networks
- Attend FIRH seminars, events, annual meetings and retreats
- Share information about opportunities, best practices, and challenges related to respirology research and educational initiatives with other FIRH members
- Foster and maintain an environment that encourages collaboration and builds capacity in respirology research and education
- Act in good faith in the support of FIRH and multidisciplinary respirology research at McMaster
- Use the official marks of the FIRH on presentation and posters as well stating that they are a member of FIRH

It is understood that membership in FIRH is predicated on being held in good standing with the University and The Research Institute of St. Joe's Hamilton. Adherence to University, Research Institute and hospital-based policies and requirements form part of the rules of membership in FIRH. Membership in FIRH does not necessarily guarantee equal access to use the resources with FIRH or those belonging to an FIRH based researcher. In addition, FIRH members will be able to request access to specific FIRH resources and administrative supports. Affiliate members are not eligible for funds from the base FIRH budget (i.e., those that support the direct cost of research, trainee scholarship/fellowships, etc.) unless they are collaborating with a full member, at which point they may submit joint research proposals.

If a member voluntarily leaves McMaster University, he/she may request to become an affiliated member of FIRH under the terms and process listed above. If a member involuntarily leaves either, membership with FIRH will be suspended and or revoked at the discretion of the Executive Director.

Process for becoming a member: The appointment of members to the Firestone Institute for Respiratory Health is as follows. To receive membership, a McMaster Faculty member, writes to the Executive Director and requests to be considered for nomination for membership and applies to be an affiliate of the RISJ. The Executive Director will bring the application to the Executive Committee for discussion. They will share their opinion about the nominee's candidacy, in terms of the value that they will bring to the group. Following that discussion, and providing they are accepted as an affiliate to the Research Institute of St Joes' Hamilton the person is nominated and approved. In the event that the

candidacy is not universally supported, the Executive Director can either call a vote and/or make the final decision. The process concludes with a letter, sent by the Executive Director, to the candidate informing the person of the decision.

Affiliated Membership: FIRH will consider a request to be an affiliated member of FIRH using a similar process to selecting full members. Affiliated members will be candidates who participate with FIRH significantly and whose effort benefit the research activities of the group.

Legacy Membership: Current faculty listed as being part of Firestone Institute for Respiratory Health, will be considered legacy members. The members will be asked to confirm their interest in remaining as a member of FIRH Research in writing to Executive Director. A member may decline membership.

Term: A member of FIRH will be held in good standing for an indefinite period as long as they are able to contribute to the research activities of the Institute. Membership within FIRH research is on a volunteer basis and the member is expected to agree to follow the policies and directions set by the group. At any time, the member can resign their affiliation with FIRH by notifying the Executive Director in writing.

Member Benefits:

- Shared resources, such as access to the Institute's administrative coordinators and research coordinators
- Opportunities to participate in and obtain funding for collaborative research projects
 - ❖ by participating in brainstorming and grant writing for projects suitable for internal or external grant funding
- Increased exposure and recognition, both internally and externally
 - ❖ by contributing to communication activities related to FIRH research at McMaster, such as:
 - identifying news items relevant to FIRH that could be shared or included in newsletters, on the website, social media sites, etc.
 - contributing to updates for the Executive Committee
 - contributing other items for the FIRH website, including research profiles and biographies
- Facilitated knowledge mobilization
 - ❖ Opportunities for enhanced student training
 - ❖ Potential for improved productivity and quality of work
 - ❖ Potential for new partnerships with groups external to McMaster

Appendix C – Leadership Positions

C-i) Executive Director

C-ii) Research Director

C-iii) Executive Committee Terms of Reference & Membership

C-i) Executive Director, Firestone Institute for Respiratory Health

The Department of Medicine, Faculty of Health Sciences at McMaster University, and St. Joseph's Healthcare Hamilton invite applicants for an Executive Director of the Firestone Institute for Respiratory Health to join the Division of Respiriology. Academic rank commensurate with the candidate's qualification and experience.

FIRESTONE INSTITUTE for RESPIRATORY HEALTH:

The Firestone Institute for Respiratory Health was born out of the opportunity to improve the diagnosis and management of respiratory diseases. In the late 1970s, McMaster University and St. Joseph's Healthcare Hamilton (St. Joe's) took a novel approach by embedding pulmonary research into a clinical setting. The goal was to encourage collaboration between clinicians managing the diseases and the scientists investigating the causes, diagnosis, and treatment. A great example of Firestone's collaborative work is the valve aerosol reservoir device – the AeroChamber® – developed by Dr. Newhouse and his team. The AeroChamber® is now used worldwide to help patients with asthma who had trouble using their inhalers effectively.

Firestone researchers were among the very first to carry out research in lung ventilation and perfusion using radioactive isotopes and the scintillation camera. The earliest studies to evaluate measuring airway responsiveness in asthma were developed by Dr. Hargreave, along with methods to evaluate inflammation in the airways using induced sputum. The Six-Minute Walk Test and the Asthma Control Questionnaire are now used worldwide in the evaluation of airway diseases. Some of Firestone's most important research was carried out by Dr. Hargreave in developing the methacholine challenge test, also used around the globe in asthma diagnosis.

In 2018, St. Joe's congratulated Firestone researchers for an impressive four papers published in the New England Journal of Medicine within weeks of each other, an incredible feat.

By combining clinical expertise with novel imaging technology, Firestone is also developing a pulmonary imaging centre by leading studies in this area. Dr. Sarah Svenningsen and Dr. Param Nair are developing novel methods using inhaled noble gas MRI to better identify problematic areas of the lungs, coupled with various treatment techniques including bronchial thermoplasty.

Today, the Firestone Institute for Respiratory Health is a leader in patient care, education, and research. The interdisciplinary team consists of physicians, surgeons, respiratory therapists, cardiopulmonary technicians, sleep polysomnography technologists, and administrative staff registering 45,000 patients and providing 40,000 clinical tests annually. Researchers are addressing the growth of allergies and respiratory diseases such as asthma and COPD. At the same time, researchers are conducting cutting-edge work on emerging community concerns, ranging from the impact of air pollution and smog, to investigating the effects of cannabis smoke on the immune system.

POSITION SUMMARY:

As a key member of the Executive Committee of the Firestone Institute for Respiratory Health (FIRH) at St. Joseph's Healthcare Hamilton (St. Joe's), the Executive Director (ED) reports to:

- Vice Dean, Research, McMaster University
- Vice President, Research, SJHH
- Chief of Medicine, SJHH
- Chief of Surgery, SJHH
- Chair, Department of Medicine, McMaster University

The ED helps to ensure that the FIRH is delivering world-class research, education and clinical services in respiratory health by directing the development, administration and promotion of all research, education and clinical services throughout the FIRH. Clinical strategies, operating plans and services are co-led with the Clinical Director, Firestone Ambulatory Clinic. Together with the Executive Committee, the ED will ensure that all clinical, education and research activities within respiratory health across the continuum of care are conducted in a professional and ethical manner and that the advancement of knowledge is, wherever possible, adopted as part of clinical technical community practice and/or policy. The ED will network with academic institutions, funding agencies and government, as appropriate, to initiate and encourage scientific collaborations and support funding initiatives. The ED will participate in provincial, national and international committee activities of high relevance.

KEY RESPONSIBILITIES:

- Responsible, with the Executive Committee, for all research, education and clinical services at the FIRH.
- Build internal and external leadership within a multi-stakeholder environment.
- Develop strategic directions and short and long term plans for research, education and clinical services consistent with identified thematic foci and the strategic plan of SJHH and the Research Institute of St. Joe's Hamilton (Research Institute).
- With the Executive Committee, create an internal culture that encourages openness, collaboration, stewardship accountability, and promotes innovation and continuous improvement; creating a positive working environment; communicate and manage performance expectations; and provide individual support and direction.
- Contribute insight and analysis to strategic policy development on respiratory health.
- Liaise with pertinent departments at McMaster University, in particular, to ensure an appropriate academic environment and learning experiences for students involved in research and education.
- Establish and maintain research, education and clinical standards.
- With the Executive Committee, develop annual operational plans.
- Recruit, coordinate and administer the appointment and reappointment of staff and physicians.
- Develop mechanisms and opportunities for dissemination of research activities.
- Ensure development of an infrastructure to ensure scientific and ethical reviews of research, and the management of intellectual property.
- Ensure the existence of a safe and well working environment.
- Support and assist the foundation(s) with fundraising and donor interactions.
- Advance a culture of client/patient safety through work and daily practices.

QUALIFICATIONS:

In order to successfully meet the objectives of the position, the following key qualifications are required and/or desired for the ED of the FIRH:

- Ph.D./Doctoral Degree and/or M.D. in a pertinent discipline and professional registration

SKILLS and EXPERIENCE

- Extensive research and clinical experience in respiratory health, with preference for an individual with research expertise in COPD, to expand on existing areas of clinical and research excellence in asthma, interstitial lung disease and thoracic surgery.
- A minimum of 10 years in a senior leadership position within a complex research, education and clinical environment.
- Exceptional scientific and research acumen with proven translational knowledge skills and the capacity to advance the application of research to clinical practice.
- Exceptional strategic and innovative thinking skills with proven implementation experience and the capacity to advance strategies through systematic and progressive implementation.
- Effective team player with leadership values that reflect a commitment to the development of others, culture development, and best outcomes in a complex environment.
- Has worked with various constituents, individuals and teams to build consensus and support for change initiatives to achieve program and system goals.

C-ii) Research Director, Firestone Institute for Respiratory Health

Description of position: The Research Director will be responsible for managing the resources of the Centre for Chronic Lung Disease, managing internal and external collaborations, and seeking out new opportunities for funding and support.

Qualifications: The Research Director may be either a clinician-scientist or a basic scientist but must have an externally funded research program on the origins or treatment of chronic lung disease that includes translational and foundational science. The applicant must have a strong history of collaboration and national and international reputation as being a thought leader in the field of chronic lung disease. The applicant must be committed to equitable distribution of resources and uphold standards of professionalism.

Appointment: The Research Director will be appointed by the Executive Committee of the Firestone Institute for Respiratory Health by submitting a CV and vision statement. The position will be for 4 years, renewable once. A stipend to support salary consistent with a 1 day a week appointment will be provided.

Responsibilities:

- 1) Managing the resources of the Centre for Chronic Lung Disease including the tissue biobank, equipment, support personnel and data. This includes being responsible for equipment maintenance, proactively applying for team and infrastructure grants, and developing management and accessibility plans as per RISJ, McMaster and FIRH guidelines.
- 2) Identifying and supporting external collaborations including the Guangzhou Institute for Respiratory Health, industrial collaborations, and outside academic collaborations.
- 3) Organizing research events including research showcases for clinical and basic science trainees, and Research Rounds (which may be done with another faculty lead).
- 4) Nominate research faculty for awards, internal and external recognition when appropriate.
- 5) Ensure resources of the Centre for Chronic Lung Disease are equitably distributed.
- 6) Developing plans to reach benchmarks for increased research productivity using the Centre for Chronic Lung Disease.
- 7) Providing a yearly report to the Executive Committee that includes;
 - i. A summary of research activities and initiatives including but not limited to the number of internal and external researchers using the resources of the Centre for Chronic Lung Disease, grants obtained and applied for, infrastructure needs and publications and other research activities arising from use of the Centre.
 - ii. Budget for the Centre for Chronic Lung Disease including a summary of resources and support provided to FIRH researchers.
- 8) Providing documentation for yearly reports to the RISJ and reports to the external scientific advisory board.

Reporting: The Research Director will report to the Executive Committee and the Executive Director.

C-iii) Terms of reference: Executive Committee of the Firestone Institute for Respiratory Health

Scope & Purpose: The Executive Committee will consist of leadership representing teaching, clinical service, and research interests in the Firestone Institute of Respiratory Health. The purpose of the committee is to foster collegiality, collaboration and pursue joint initiatives. By understanding challenges and initiatives in each members respective domain, the committee will be able to 'speak with one voice' when representing the Firestone to university or hospital administration, and other stakeholders. The committee will advise the Executive Director on issues and opportunities relevant to The Firestone, including strategic planning, hiring, professionalism issues, funding & infrastructure needs and requirements. The Executive Director will consult with and receive feedback from the Executive Committee on major funding expenditures, developing the strategic directions, academic hiring, and others.

Membership:

Standing Members

Standing members will be members of the committee as long as they hold the below position. In the case where the member is ending their term, they may attend meetings for up to one year as an out-going member.

- 1) Executive Director (currently D. Bowdish)
- 2) Respiriology Head of Service - St Joe's (currently R. Amer)
-Should the Head of Clinical Service be unable to attend, the Deputy Director may attend as a representative.
- 3) Director, Division of Respiriology (currently M. Kolb)
- 4) Academic Division Head, Thoracic Surgery, Program Director- Thoracic Surgery or a representative (Currently Y. Shargall)
- 5) Research Director (currently M. Kolb)
- 6) Head of Respiratory Rehabilitation (currently N. Raghavan)
- 7) Residency Program Director (currently J. Wald)
- 8) Respiriology Head of Service - HHS (currently MyLinh Duong)
- 9) Basic scientist with a footprint on the St Joe's site (currently J. Hirota)

Meeting Frequency & Quorum: All attempts will be made to schedule meetings so that all members can attend.

Meetings will occur at least four times a year and meetings may be called if there are time-sensitive issues that need to be addressed.

Invited members:

The Executive Committee may invite individuals from within or outside of the FIRH to attend all our part of a meeting should their expertise be required.

Administrative Support: The administrative assistant assigned to the Executive Director will be responsible for organizing meetings, will ask for agenda items from all members two weeks in advance, assemble and circulate the agenda one week in advance and will attend meetings to take minutes. After the meetings he/she will circulate the minutes for approval from all members and file them. Minutes will be accessible to all members of The Firestone upon request. The Admin Assistant will also follow up with requests or action items if required.

Decision Making: Since our members have processes of decision making associated with their positions, the Executive Committee will primarily serve as a consultative committee and will not interfere with established processes associated with each member's established process of decision making. Members' support or dissent for decisions will be documented in the minutes to demonstrate collective support, awareness, and issues that may arise. The Executive Director will mediate discussions of contentious issues and document debate, which we acknowledge is essential to the decision-making process.

I am pleased to make public the report produced by McMaster's Task Force on Graduate Funding. The efforts made by the Master's and PhD students, associate deans and senior university leaders on the Task Force to conduct a thorough and evidence-based examination of this complex topic are commendable.

Graduate funding is a challenge for the higher-education sector and for graduate students. The rising costs that continue to impact all Canadian society have exacerbated the need to better understand sources of graduate funding, as well as the role of students, the university and government.

The report's findings also make it clear that the level of support universities are able to provide graduate students is related to the financial supports available in the institution.

Early in their work, Task Force members presented immediate opportunities to support graduate students, which were ratified by Graduate Council and by the university's Senate at the end of the 2023 Spring Term. These actions included an increase to the minimum stipend for all full-time/in-time PhD students at McMaster, policy changes to remove limits to on-campus employment and a commitment to continually update and publicly share aggregated data on graduate student funding.

These initial actions and the subsequent report are the result of a comprehensive consultation process undertaken by the Task Force that underscored members' commitment to including as many voices as possible in the process.

I'm thankful to the students, faculty, staff and everyone else who attended the 19 round table meetings, the town hall on campus or used the online form to submit their thoughts. Their contributions led to the five themes identified in the report, which the Task Force used to focus their recommendations.

I look forward to reviewing the recommendations with other university leaders to advance graduate student success.

Once again, I extend my gratitude to all members of the Task Force and to everyone in our McMaster community who shared their thoughts and feedback throughout this process.

Together, we will continue to uphold McMaster's tradition of excellence in graduate education and providing the wraparound supports graduate students need to succeed.

Sincerely,



Susan Tighe
Provost and Vice-President (Academic)

Task Force on Graduate Funding Report

March 2024

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INTRODUCTION

Graduate students are at the heart of McMaster’s mission to discover, communicate and preserve knowledge. They play a multifaceted role in our institution as learners, researchers, teaching assistants (TAs), research assistants (RAs), and as future leaders. Graduate students also fuel the university’s commitment to creativity, innovation, and excellence, strengthening McMaster’s global reputation. Graduate funding provided by the institution recognizes the important contributions graduate students make to our university and to society.

In recent years, graduate funding has become a challenge for both the Canadian higher-education sector and for graduate students. In response, McMaster’s Provost and Vice-President (Academic) called for the creation of a task force in February 2023 to make recommendations to better support graduate students in the current context. The need to address the financial pressures impacting the sector was also acknowledged by the Ontario government, which convened an expert panel in March 2023 to provide advice and recommendations to ensure the financial stability of the education sector and a focus on providing the best student experience possible. The [Blue-Ribbon Panel on Financial Sustainability in the Postsecondary Education Sector report](#) was released on Nov. 15, 2023. On Feb. 26, 2024, the provincial government responded to the report by announcing that it will provide nearly \$1.3 billion in funding to Ontario’s 50 colleges and universities over the next three years. The funding is about half of the total amount recommended by the Blue-Ribbon Panel.

INITIAL IMPACT OF McMASTER’S TASK FORCE

During the course of the Task Force, it became clear to members that immediate opportunities to support graduate students were available. Informed by the Task Force’s work, several new supports for graduate students were undertaken by the School of Graduate Studies (SGS) with the support of McMaster’s six Faculties and subsequently ratified by Graduate Council and by the university’s Senate at the end of the 2023 Spring Term – nearly halfway through the Task Force’s mandate.

On June 7, 2023, the Vice-Provost and Dean of Graduate Studies, who served as the Task Force’s chair, announced that starting on Sept. 1, 2023, all full-time/in-time PhD students at McMaster would see their minimum stipend rise to \$17,500 plus tuition, up from \$13,500 plus tuition. The change has benefited 7 per cent of PhD students. Other immediate actions were also announced:

- Policy changes to remove limits should students desire more on-campus employment.
- Increasing efforts to make students aware of emergency bursary funds for non-tuition issues.
- A review of offer letters to improve access to external information sources to help students make informed decisions considering the offered funding package.
- Commitment to develop a formal process and forum to communicate and discuss issues around graduate funding.

- Commitment to continually update and publicly share aggregated data on graduate student funding.

POST-SECONDARY SECTOR

Across Canada, and particularly in Ontario, the financial sustainability of universities faces multiple challenges that cannot be ignored in any discussion around graduate funding. Federal and provincial scholarships for graduate students have been frozen for more than 20 years.

Provincial grant funding to universities has been frozen since 2017 and domestic tuition was cut by 10 per cent in 2019 and subsequently frozen. Tuition and government grants are not sufficient to cover the costs of graduate education for all graduate students. Within the sciences and engineering, the cost of supporting graduate students falls heavily to faculty supervisors, whose support is also greatly impacted by both the federal and provincial research funding environment.

In the midst of this uncertain financial time, McMaster has nonetheless taken actions to gather feedback, discuss, and to collaboratively seek creative solutions around graduate funding. In February 2023, McMaster's Graduate Council endorsed the Provost's call to form the Task Force on Graduate Funding. The group, which was chaired by the Vice-Provost and Dean of Graduate Studies, included six students, six Faculty Associate Deans and the Deputy Provost. The full list of members was posted online to the newly created [Task Force on Graduate Funding website](#) and can also be found below:

Task Force Membership

- Chair: Steve Hranilovic, Vice-Provost and Dean of Graduate Studies
- Steven Hanna, Vice-Dean & Associate Dean Graduate Studies, Faculty of Health Sciences
- Martin Horn, Associate Dean Graduate Studies and Research, Faculty of Humanities
- Manish Verma, Associate Dean, Graduate Studies, Faculty of Business
- Bhagwati Gupta/Bruce Newbold, Associate Dean Graduate Studies, Faculty of Science
- Melanie Heath, Associate Dean, Graduate Studies, Faculty of Social Sciences
- Michael Thompson, Associate Dean, Graduate Studies, Faculty of Engineering
- Matheus Grasselli, Deputy Provost
- Alisha Anand (M.Sc. Candidate), Graduate Council Student Representative, Faculty of Health Sciences
- Natasha Malik (PhD Candidate), Graduate Council Student Representative, Faculty of Humanities
- Shamik Pushkar (PhD Candidate), Graduate Council Student Representative, Faculty of Business
- Xiaobing Li (PhD Candidate), Graduate Council Student Representative, Faculty of Science
- Joseph Antwi-Boasiako (PhD Candidate), Graduate Council Student Representative, Faculty of Social Sciences

- Hassan Abdhussain (PhD Candidate), Graduate Council Student Representative, Faculty of Engineering

With support from

- Nancy McKenzie, Associate Director, Academic Projects and Reviews, Office of the Provost
- Fernando Carneiro, Communications Manager, Office of the Provost

The Task Force began its work by undertaking an analysis of the academic year 2021/22 graduate funding data to understand the sources and amounts of financial support provided to full-time, graduate students in research-based programs. A summary of the [aggregate data on graduate funding was published online](#) and these data formed the foundation for the extensive consultations that followed with McMaster's campus community.

The data showed that full-time/in-time PhD students across most Faculties had a median funding package in the range of \$22,000 to \$23,000 net of tuition. The exception was the Faculty of Business where the median is about \$27,000. Only 3 per cent of in-time PhD students received near the minimum funding level net of tuition of between \$13,500 and \$15,500 in 2021-22. As noted earlier, this minimum stipend was raised for all full-time/in-time PhD students starting in the Fall 2023 term. This action stands as one of the first outcomes of the Task Force's work.

CROSS-CAMPUS CONSULTATIONS

Nineteen round table meetings were held with more than 90 individuals with representation from the Graduate Students Association (GSA), graduate students (Masters; PhD; domestic and international), faculty and staff, deans and associate deans, McMaster University Faculty Association (MUFA), CUPE Local 3906, which represents TAs and RAs in lieu, as well as members from the broader university community. The Task Force also solicited and collected feedback through an online feedback form. Between February to October 2023, 47 individuals submitted online feedback. Of those, 25 were graduate students, 15 were faculty members and 7 were staff. Together, they represented all six Faculties and other university areas.

To ensure broad-based consultation and to engage the widest audience possible, a [town hall on graduate funding](#) was also held on campus on June 7, 2023. It was attended by about 140 graduate students, faculty and staff. Members of the Task Force on Graduate Funding were on stage to receive comments and answer questions from the audience. This led to an open discussion involving graduate students, staff and faculty involved in graduate education. The 1.5-hour event was extended by more than 20 minutes to ensure everyone who wanted to ask a question or contribute a comment had the opportunity to do so.

Five overarching themes emerged from the round tables, online feedback and town hall: (1) Financial Struggles; (2) Clarity on Funding Packages; (3) International Student Barriers; (4) Graduate Funding Adjustments Following Major Scholarships; and (5) Four-Year Funding

Model for PhD Students. This report addresses each of the five themes and provides recommendations herein.

THEMES AND RECOMMENDATIONS

1. Financial Struggles

Context

McMaster's institutional contributions toward graduate scholarship are provided in part through the SGS Scholarship Fund. The institutional budget allocates funds to SGS, which are then disbursed to departments and programs according to a formula based on enrollment. However, based on the 2021/22 data, in practice the SGS Scholarship Fund contributed no more than 25 per cent of the total support provided to graduate students in any Faculty.

The other sources of graduate support vary considerably between Faculties and can even vary between programs in a Faculty. For example, employment guarantees for many graduate students as TAs or RAs in lieu, constituted at least 35 per cent of support in Business and Science and is particularly important in Social Science (43 per cent) and Humanities (47 per cent). In contrast, contributions from research grants secured by supervisors (from government and industry sources) are particularly important in Health Sciences (35 per cent) and Engineering (50 per cent). Success in external competitive scholarships (primarily federal) is an important source of funding, however, these scholarships are merit-based and limited in scope and are thus distributed unequally.

Recommendations

1. Remove limitations on the number of hours that students can work for pay both inside and outside the university. [Implemented as of Sept. 1, 2023]
2. More clearly articulate that the financial supports provided to graduate students, which includes scholarships and bursaries, are only one component of a student's finances and are not intended to cover all living expenses.
3. Support efforts of graduate students to seek out affordable housing (in addition to recently increasing the number of housing units through the new *Graduate Student Residence*). This would be achieved by:
 - a. Exploring opportunities for housing bursaries targeted to students who are most disadvantaged.
 - b. Working with McMaster's Off-Campus Housing office to help identify housing options (raise awareness/help promote their services to graduate students).
4. Explore the introduction of an alternate funding payment schedules to create more predictability and account for the variability in support over different terms in an academic year.

2. Clarity on Funding Packages

Context

Graduate students rely on information provided by the university to make important decisions. Throughout the roundtable discussions and the town hall meetings, Task Force members heard that the way funding information is shared with graduate students varies across McMaster's six Faculties. Concerns shared included unclear procedural details, uncertainty over how funds are allocated, confusion over scholarship adjustment practices, and descriptions and limitations of the various awards and bursaries available.

Recommendations

1. Share aggregated data on graduate funding annually with the McMaster community. This would make McMaster one of a few Ontario institutions to provide this level of transparency to existing and prospective students
2. Form a Subcommittee on Graduate Funding within Graduate Council, to oversee the analysis of funding data and generate a publicly available annual report. The committee would provide recommendations annually to Graduate Council and the six Faculties on matters related to graduate funding.
3. Introduce regular reviews of letters of offer to ensure that the funding information provided not only continues to be accurate and complete but is also understandable and accessible by students.
4. Increase awareness of descriptions of all awards and scholarships available to students, including eligibility and number of awards. The process of how scholarships and bursaries are adjudicated should be made transparent by each Faculty and SGS.
5. Inform graduate students of the array of sources from which funding is provided in each Faculty recognizing that these sources may differ substantially between Faculties.

3. International Student Barriers

Context

International graduate students face unique financial barriers. These barriers include paying for the University Health Insurance Plan (UHIP), which is mandatory for registered international and exchange students while they study in Canada; limited access to major scholarships; a study permit maximum 20 hours per week of off-campus employment; and a lack of credit history, which impacts their ability to secure loans and housing.

Other financial issues brought up by international students may be applied equally to domestic students, particularly those coming to McMaster from outside the region or province. Those include a lack of familiarity with living costs in Hamilton, a lack of a social network to help navigate local housing, transit, and public services, and a lack of job-hunting skills appropriate to the local economy to secure employment to pay for living costs.

Task Force members also recognize the university's ongoing efforts to support international students. McMaster contributes significant financial resources to ensure that all international PhD students pay tuition fees equivalent to those of domestic students and in some Faculties, international research-based Master's students are provided scholarship support.

Recommendations

1. Provide a resource with links for up-to-date local information on housing (both on and off campus), transit, medical, social, and government matters targeted to international students.
2. Ensure international students are aware of scholarships, bursaries, and other resources to which they are eligible.
3. Develop opportunities through SGS and partner units to improve career readiness skills as well as advertise on- and off-campus employment opportunities for international students.
4. Offer workshops to help international students understand the rules on employment associated with their study permits.
5. Enlist support from University Advancement to seek out additional opportunities for scholarships that can be targeted to international graduate students.

4. Graduate Funding Adjustments Following Major External Scholarships

Context

The practice of adjusting the funding received by graduates who receive major external scholarships was raised often during consultations with the McMaster campus community. Graduate funding adjustment reduces the value of the scholarship provided to graduate students from McMaster when a student wins a major external scholarship. This practice is applied widely in the higher-education sector with funds that are reclaimed typically reallocated to support other graduate students and research activities. Graduate students who are recipients of major external awards expressed a desire to realize a greater personal financial benefit upon securing an external scholarship.

At McMaster, there is no uniform graduate funding adjustment policy. In keeping with the decentralized nature of the university's organizational structure, the six Faculties, departments and programs establish their own practices on funding adjustment. Though some Faculties have overarching funding adjustment frameworks in place, such frameworks are absent or in development in other Faculties. The consequence is a patchwork of approaches that vary from program to program.

Recommendations

1. Ensure that graduate students who win major external scholarships are better off financially after winning such an award, regardless of the funding adjustment practice in effect.
2. Ensure there are strong incentives for graduate students to apply consistently to major external scholarships.
3. Communicate clearly to graduate students the funding adjustment practices that are in place in advance of being asked to prepare scholarship applications.
4. Develop uniform policies on funding adjustments for each Faculty and communicate them to their graduate students.

5. Four-Year Funding Model for PhD Students

Context

Canada's doctoral graduates are essential contributors to Canadian society, bringing cutting-edge knowledge and skills to many sectors. In the past decade, serious conversations have taken place about the need to reconsider the structure of the PhD to preserve and strengthen its core values. One element of this conversation is time-to-completion.

Financial support for doctoral studies will normally be provided for the first four years of full-time enrolment. However, across many disciplines, the average time to completion is above four years, which is also true for most universities across Canada. An important concern that was raised was the cause of the increase in time-to-completion beyond four years. Essential to this conversation is how to streamline PhD requirements while maintaining the highest quality and educational excellence of obtaining a PhD from McMaster.

PhD programs at McMaster exhibit significant variation in their requirements, both across different Faculties and even within departments of the same Faculty, leading to varying program durations. For some Faculties, the dissertation is predominantly a "[sandwich](#)" thesis, composed of at least three publishable journal papers, with a general introduction and general discussion. For other Faculties, the dissertation is predominantly in the standard style. These variations in programs have an impact on time to completion that needs to be thoughtfully addressed.

The Task Force encourages Faculties and programs across the university to consider ways to improve the time to completion for doctoral students. An example of such an initiative is the Faculty of Humanities, which received funding from the Provost's Strategic Alignment Fund on the topic of "[Shortening the PhD](#)" to study possibilities for streamlining the PhD time to completion in the Humanities. This includes structural changes, such as consideration of curricular changes, changing the culture to support streamlining the PhD, and rethinking what constitutes the dissertation.

Recommendations

1. Review McMaster's PhD programs, examining curricular requirements to completion times, graduation rates, time to completion and employment prospects for its doctoral graduates, and compare these to other universities when possible.
2. Investigate disciplinary cultural expectations around scholarly work, publication and thesis format as there are some disciplines that may encourage projects in excess of four years in length.
3. Explore ways to enhance the time management and writing skills of PhD students through targeted activities such as workshops and dissertation-writing bootcamps delivered by SGS and partners in the Faculties, aiming to support timely program completion.
4. Encourage programs to think of creative ways to support timely completion. An example would be integrating field research placements, community-engaged projects, internships, and fellowships that provide experience and financial support as fulfilling partial requirements for the PhD degree.
5. Enlist Graduate Council and all Faculty Graduate Curriculum and Policy Committees to evaluate proposals for new program requirements in the context of completion times.

Conclusions

The Task Force is thankful to all members of the McMaster community who provided feedback, participated in the round table sessions and attended the town hall. The themes and recommendations in this report will provide a valuable opportunity for McMaster to critically reflect on the challenges and opportunities facing graduate students today.

With annual reporting of aggregated financial data, greater clarity on funding packages, enhanced supports for international students, clearer guidelines to funding adjustments after major external scholarships, and an analysis of the four-year PhD model, we are hopeful that graduate students will be better positioned for success and to continue our tradition of excellence in graduate education at McMaster University.

REPORT TO THE BOARD OF GOVERNORS
from the
EXECUTIVE & GOVERNANCE COMMITTEE

FOR APPROVAL

a. Revisions to the Board by-laws

At its meeting on March 25, 2024, the Executive & Governance Committee reviewed and approved minor revisions to the By-Laws of the Board of Governors. These include:

- The addition of the Associate Vice-President, Real Estate, Ancillary Operations and Partnerships (REAP) as an official Board Observer
- The change in name of the Committee on University Advancement to the Committee on External Engagement & Advancement
- Revisions to the Terms of Reference for the Human Resources Committee
- Title changes to the Appendix B and Appendix F

It is recommended,

that the Board of Governors approve-in-principle the revisions to the Board By-Laws as circulated.

FOR INFORMATION

b. President's Update on Strategic Plan

At the same meeting, the Executive & Governance Committee received, for information, the President's Update on the Strategic Plan.

Board of Governors
FOR APPROVAL/INFORMATION
April 18, 2024

McMASTER UNIVERSITY

Complete Policy Title: **By-laws of the Board of Governors of McMaster University**

Policy Number (if applicable): **n/a**

Approved by: **Board of Governors**

Date of Most Recent Approval: **~~June 8, 2023~~ June 6, 2024**

Revision Date(s):

March 23, 1977	December 13, 1989	December 18, 2008	December 12, 2019
April 27, 1977	December 13, 1990	March 5, 2009	June 4, 2020
June 29, 1977	December 12, 1991	June 18, 2009	December 17, 2020
April 25, 1978	March 26, 1992	March 4, 2010	June 10, 2021
January 23, 1979	October 22, 1992	June 17, 2010	November 23, 2021
August 31, 1979	December 10, 1992	December 16, 2010	June 9, 2022
October, 1980	December 9, 1993	March 3, 2011	<u>June 8, 2023</u>
May 6, 1981	December 14, 1995	June 9, 2011	
September 23, 1981	April 25, 1996	December 15, 2011	
September 22, 1982	December 11, 1997	June 7, 2012	
September 21, 1983	December 10, 1998	October 18, 2012	
January 19, 1984	June 10, 1999	April 18, 2013	
September 19, 1984	December 14, 2000	October 24, 2013	
March 20, 1985	March 22, 2001	December 12, 2013	
June 26, 1985	December 13, 2001	December 11, 2014	
March 20, 1986	October 31, 2002	April 16, 2015	
April 30, 1986	June 16, 2005	June 9, 2016	
April 30, 1987	December 15, 2005	December 15, 2016	
February 25, 1988	June 15, 2006	June 8, 2017	
July 22, 1988	November 2, 2006	June 7, 2018	
June 22, 1989	June 14, 2007	April 18, 2019	
October 26, 1989	June 19, 2008	June 6, 2019	

Position Responsible for Developing and Maintaining the Policy: [University Secretary](#)

Contact Department: [University Secretariat](#)

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BOARD OF GOVERNORS OF McMASTER UNIVERSITY

BY-LAW NO. 1

being a by-law relating generally to the conduct of the affairs of the Board of Governors of McMaster University.

- Interpretation**
1. In the by-laws of the Board unless otherwise provided:
 - (a) "**1976 Act**" means The McMaster University Act, 1976 and amendments made thereto from time to time;
 - (b) "**Annual Meeting**" means the annual meeting of the Board of Governors of the University, as specified in Section 6 of this by-law No. 1
 - (c) "**Board**" means the Board of Governors of the University;
 - (d) "**Chair of the Board**" means the person elected as Chair of the Board of Governors of the University pursuant to Section 5 of this by-law No. 1;
 - (e) "**Chair**" means the person acting as chair of meetings of the Board or any of the Standing Committees of the Board
 - (f) "**Chancellor**" means the Chancellor of the University;
 - (g) "**Closed Session**" means a meeting of the Board or part of a meeting of the Board so declared by the Chair of the Board at which only members of the Board, Observers and specifically invited guests of the Board shall be present;
 - (h) "**Divinity College**" means McMaster Divinity College;
 - (i) "**Graduate Student**" means a person who is a candidate for an advanced degree authorized by the Senate of the University or from a college affiliated with the University and shall include Divinity College students, and Post Degree students;
 - (j) "**Non-Teaching Staff**" means the employees of the University and of a college affiliated with the University who are not members of the teaching staff but shall not include students;
 - (k) "**Observer**" means a person identified as such pursuant to Section 12 of this by-law No. 1;
 - (l) "**Past Chair of the Board**" means the immediate previous Chair of the Board;
 - (m) "**President**" means the President of the University;
 - (n) "**Secretary of the Board**" means Secretary of the Board of Governors of the University appointed pursuant to Section 5 of this by-law No. 1;
 - (o) "**Senate**" means the Senate of the University;

- (p) "**Standing Committees of the Board**" means the committees specified in Section 15(2) of this by-law No. 1;
- (q) "**Teaching Staff**" means the employees of the University or of a college affiliated with the University who hold the academic rank of professor, associate professor, assistant professor or lecturer but shall not include graduate students who are employed by the University as teaching assistants nor individuals who hold title with the prefix "clinical" or "visiting";
- (r) "**Undergraduate Student**" means a person who is registered as a candidate for an undergraduate degree in a course of study approved by the Senate and shall include Medical students and Continuing students;
- (s) "**University**" means McMaster University;
- (t) "**Vice-Chair(s) of the Board**" means Vice-Chair(s) of the Board of Governors of the University elected pursuant to Section 5 of this by-law No. 1;
- (u) "**Provost**" means the Provost and Vice-President (Academic) of the University;
- (v) "**University Secretariat**" means the office of the University Secretary
- (w) "**University Secretary**" means the chief administrative officer of the Board of Governors and the Senate, when the same individual holds the positions of Secretary of the Board of Governors and Secretary of the Senate;
- (x) "**Vice-President**" means a Vice-President of the University.
- Fiscal Year** 2. The fiscal year of the University shall end on the 30th day of April in each year.
- Corporate Seal** 3. The Corporate Seal of the University shall be in the form impressed on the master copy of the by-laws held in the University Secretariat. The Seal may be impressed with duplicate instruments, one of which shall be retained by the Board and the other by the Senate for use on documents made under their respective powers. The duplicate instrument of the Seal retained by the Board shall be kept in the custody of the Vice-President (Operations and Finance) or in the custody of such other person as the Board may decide by resolution.
- Powers of the President** 4. (1) The Board delegates to the President, pursuant to Section 9 (d) of the 1976 Act, the power to make appointments for a stated period of time to the University's teaching staff, provided that such appointments are within the limits of the University's approved budget. (See resolution attached as Appendix A-1.)
- (2) The Board delegates to the President or such other officer or employee as the President may from time to time designate, provided such alternative delegate is first approved in writing by the Board, the power of the Board under Section 9 (b) of the 1976 Act to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the

- preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii) and (iii).
(See resolution attached as Appendix A-2.)
- (3) The Board delegates to the President the power of the Board under Section 9 (b) of the 1976 Act to suspend members of the teaching staff. (See resolution attached as Appendix A - 3).
- Election of Chair and Vice-Chair** 5. (1) The Board shall elect a Chair and Vice-Chair(s) of the Board at its Annual Meeting in accordance with Section 8 (12) of the 1976 Act, each to serve for a term of one year from the 1st day of July following the election, provided, however, that the Chair and Vice-Chair(s) may be re-elected for one or more term(s).
- Election of Secretary** (2) The Board shall appoint a secretary who shall serve as Secretary of the Board (University Secretary) during its pleasure.
- Meetings of the Board** 6. The Board shall meet not fewer than four times in each fiscal year at such times and at such places as may be determined from time to time by the Chair or by resolution of the Board. In addition, thereto, the Board shall hold an Annual Meeting within two months after the end of the University's fiscal year at such time and place as the Board may determine by resolution.
- Notice of Meeting** 7. Notice in writing of each regular meeting and the Annual Meeting shall be sent electronically by the University Secretary, to Board members at least fourteen days in advance of the meeting date. The agenda for any such meeting shall be sent by the University Secretary to all members of the Board at least seven days prior to the date of each such meeting and posted on the Secretariat website. The dates, times and places of all such meetings shall be made available to the University community and the community-at-large through posting on the University Secretariat's website secretariat.mcmaster.ca at least seven days prior to such meetings.
- Location of Meetings** 8. (1) All meetings of the Board shall be held in the Council Room, Gilmour Hall, unless the Chair of the Board directs that the meeting be held elsewhere.
- Recording Devices** (2) No form of recording device (photographic or electronic) or sound-amplifying device shall be permitted at any meeting of the Board with the exception of instruments for official use by the Board or with the express authority of the Chair of the Board.
- Quorum of the Board** (3) The quorum of the Board shall consist of twenty members of whom at least ten shall consist of members of the Board appointed or elected under clauses b, c, d, and j of subsection 1 of Section 8 of the 1976 Act.
- (4) The Chair of the Board, or in their absence the Vice-Chair of the Board, shall act as Chair at all meetings of the Board. In the absence of both the Chair and the Vice-Chair(s), a Chair shall be elected by a majority of the members present.

Closed Session

- (5) The Chair shall conduct the proceedings in conformity with the by-laws and rules of procedure enacted by the Board and, in all cases not so provided, the following reference shall be used: M.K. Kerr and H.W. King, *Procedures for Meetings and Organizations*, Carswell Thomson Professional Publishing, third edition, 1996.
- (6) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts themselves must withdraw from the meeting at the order of the Chair. In the event that such person refuses to withdraw, the Chair has the power to declare a short recess, or to adjourn the Board, and may declare that the continuation of such recessed or adjourned meeting shall be in Closed Session.
- (7) The following matters, which shall be considered or dealt with by the Board in Closed Session, shall be placed at the end of the agenda:
- (a) nominations;
 - (b) elections;
 - (c) recommendations from the Senate concerning appointments, tenure, or promotion;
 - (d) suspensions or removals;
 - (e) agenda items concerned with remuneration of individuals;
 - (f) agenda items concerned with contracts; and
 - (g) any other matter deemed appropriate by the Board.
- (8) The Board may by a majority vote of the members present at any meeting of the Board without debate request the Chair to declare the meeting, or any part thereof, a Closed Session.

Request for
Appearance at the
Board

- (9) Any person may request an appearance before the Board for the presentation of a brief. The request will be considered by the Board if the request and brief are submitted to the University Secretary at least three days prior to the date set for a Board meeting. The three-day period set out above may be waived by a two-thirds majority vote of the members present at such meeting. If the Board approves the request, the presentation may be made and shall not exceed the time limit prescribed by the Chair.

Record of
Proceedings

- (10)
- (a) A record of the proceedings of all meetings of the Board shall be made by the University Secretary. Items of business dealt with by the Board in Closed Session shall be made available only to members and Observers of the Board unless otherwise ordered by the Board.

Access to Minutes of
UPC

- (b) A request by a Senator, Board member or an Observer of either body for access to the minutes and records of the Board-Senate University Planning Committee (formerly the Board-Senate Committee on Long-Range Planning) shall be submitted to the University Secretary. The

University Secretary shall consult with the Chair of the Senate and the Chair of the University Planning Committee and shall determine whether access is to be granted and in what form.

Communications to the Board

- (11) Any person may communicate to the Board in writing on a matter of interest to the Board. Such communications shall be received by the University Secretary at least three days before any meeting of the Board to permit time for distribution. Such a communication shall be dealt with by the Board under the agenda heading "Communications" which shall normally be the fourth item of business on the agenda. The time period as set out herein may be waived by a two-thirds majority vote of the members present at such meeting.

Amend By-laws

9.
 - (1) A proposal to amend the by-laws of the Board shall be considered by the Board only at its regular meetings, and then only after notice of the proposed amendment has been given at a previous regular meeting of the Board.
 - (2) Editorial revisions to the by-laws shall be considered and approved by the Executive and Governance Committee. Editorial revisions are non-substantive and include editing and formatting, updating titles, and correcting grammatical errors, etc.
 - (3) In the event that a Standing Committee of the Board presents an amendment for approval together with a recommendation that the amendment is not considered to be substantive in nature, and provided that no member of the Board makes a request, either at or prior to the meeting, that the procedure specified in section 9(1) be followed, the Board may waive the requirement to review the amendment at a subsequent meeting and adopt such amendment with immediate effect. Any such recommendation made by a Standing Committee should be included in its written report and provided to members of the Board in advance of the relevant meeting.

Expectations for Board Members

10. (a)
 - (1) An individual who has been otherwise properly appointed or elected to membership in the Board, or who occupies an office which entitles them to ex officio membership in the Board, shall, before taking up their duties as a member of the Board, review and subscribe to the "Statement of Expectations for Members of the McMaster University Board of Governors" as set forth in Appendix H (the "Statement of Expectations"), and shall deliver an executed copy of the Statement of Expectations to the Secretary of the Board of Governors. If any such person shall fail to do so, the Secretary of the Board of Governors shall notify the Chair of the Board.
 - (2) A member of the Board who has not subscribed to the Statement of Expectations shall not serve upon any committee of the Board.

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- Members' Minimum Attendance** 10. (b) The Board may declare vacant the seat of any member who, without being granted leave of absence by the Board, fails to attend four consecutive meetings of the Board.
- Honorary Governors Designation** 11. The Board may designate from time to time, on the recommendation of the Nominating Committee, a person as an Honorary Governor. Such designations shall be made to a member retiring from the Board to recognise distinguished service to the Board over an extended period of time. A list of Honorary Governors shall be included under this heading together with any list of Board members. Honorary Governors shall be accorded all the rights and privileges extended to Observers of the Board.
- Observers** 12. (1) An individual shall be an Observer if they (a) are not a member of the Board; (b) holds one of the following offices; and (c) assumes the role of an Observer by notifying the University Secretary in advance:
- The Vice-Presidents
 - Chief Internal Auditor
 - Chief of Staff and Senior Advisor to the President
 - Chief Executive, External and Internal Engagement
 - Associate Vice-President & Chief Financial Officer
 - Associate Vice-President & Chief Facilities Officer
 - Associate Vice-President & Chief Human Resources Officer
 - Associate Vice-President, Real Estate, Ancillary Operations and Partnerships
- The Chair of any Standing Committee of the Board who is not a member of the Board, provided that the Chair of that Standing Committee may recommend that the Chair of the Board appoint another member of that Standing Committee as their designate
- The President or designate of:
- Graduate Students Association
 - McMaster Association of Part-time Students
 - McMaster Students Union
 - McMaster University Faculty Association
 - McMaster University Retirees Association
 - UNIFOR, Local 5555
- (2) Observers shall be invited to attend meetings of the Board and shall receive such notices and other materials as are distributed to members of the Board in advance of such meetings. An Observer shall withdraw from a meeting of the Board in any of the following circumstances:

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- (a) if they would, if a member of the Board, be required to withdraw from such meeting because of the requirements of subsection 16 of Section 8 of the 1976 Act; or
 - (b) if the meeting is a Closed Session where matters of a personal nature concerning an individual may be discussed and that individual so requests; or
 - (c) if the Chair so directs.
- (3) Observers shall not vote but may be permitted to address the Board, when invited by the Chair to do so, in order to respond to questions or provide information to members regarding items under discussion.
- (4) By receiving confidential Board materials or by attending any Closed Session, each Observer agrees to preserve in confidence any matters treated as confidential to the University and any matters of a personal nature concerning an individual of which they become aware while acting in the capacity of Observer.
- Appoint Observers & Consultants** (5) The Chairs and/or Vice-Chair(s) of the Standing Committees of the Board may appoint observers and consultants to the Standing Committees of the Board. This Section 12 shall apply to all such persons so appointed.
- Access to Advice** 13. The Board and each of its Standing Committees shall have access to such legal, financial and other advice as may be required from time to time to enable the duties of the Board and its Standing Committees to be properly discharged.
- Senate Representatives** 14. The Board shall appoint annually at its Annual Meeting its member(s) to the Senate for a term of three years.
- Service on Committees** 15. Unless otherwise specified, the Board shall elect members to committees to serve for a period of one year or until their successors are elected or appointed.
- Ex Officio Members of Board Committees** (1) The President and the Chair and Vice-Chair(s) of the Board shall be ex officio members of all committees of the Board except that the President shall not be a member of the Audit and Risk Committee, the Human Resources Committee, the Board-Senate Research Misconduct Hearings Panel and the Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence, and the Chair and Vice-Chair(s) of the Board shall not be members of the Board-Senate Hearing Panel for Sexual Harassment and Anti-Discrimination and the Board-Senate Research Misconduct Hearings Panel.
- Board Standing Committees** (2) The following committees shall be Standing Committees of the Board provided that it may from time to time appoint other committees for any purpose within its powers:
- Audit and Risk;
 - Executive and Governance;
 - Planning and Resources Committee;

Investment Pool Committee;
Nominating;
Pension Trust;
Committee on ~~University-External Engagement &~~ Advancement;
Remunerations;
University Planning Committee;
Budget Committee;
University Student Fees Committee;
Human Resources;
Board-Senate Research Misconduct Hearings Panel;
Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual
Violence.

Committee Meetings

- (3) Normally, it is expected that members attend committee meetings in person. At the discretion of the Chair however, a member(s) who is (are) unable to attend in person may participate in that meeting by such means of teleconference or other communication facilities that permit all members to communicate simultaneously and instantaneously. A member(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. For those meetings, or portions thereof, held in Closed Session or in camera, it is expected that members participating by such means of telephone or other communication facilities will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.

Electronic Voting

- (4) At the discretion of the Chair, a committee may be asked to consider a matter outside of a committee meeting and to determine the matter by means of an electronic vote. Such matters would, in the judgment of the Chair, be time-sensitive and delay until the next regularly scheduled meeting would have an adverse effect or would, in the judgment of the Chair, normally require little, if any, discussion prior to voting. Members with concerns, who would like an item to be discussed by the committee in advance of the electronic vote, must notify the Secretary without delay. The Chair will then determine an appropriate course of action and inform the committee on the disposal of the matter.

Terms of Reference

- (5) Composition and Terms of Reference of Standing Committees of the Board:

(a) AUDIT AND RISK COMMITTEE

The Audit and Risk Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, and a minimum of three other members of the Board. The Chair of the Committee shall be appointed by the Board on the recommendation of the Nominating Committee. Notwithstanding any other provisions in the By-laws, in any event, every Audit and Risk Committee member shall be an independent, external and unrelated Governor (not employed by the University nor enrolled in a course of study at the University). Members of the Audit and Risk Committee shall be financially

literate, with the ability to read and understand financial statements of the breadth and complexity comparable to those of the University. Optimally, at least one member of the Committee a professional accounting designation.

One half of the membership of the Committee shall constitute a quorum.

The following individuals will normally be invited to attend Audit and Risk Committee meetings: the President, the Provost, the Vice-President (Operations and Finance), the Associate Vice-President and Chief Financial Officer, the Chief Internal Auditor, and the Chief Risk Officer.

Meetings shall be held as required or upon the request of a member of the Audit and Risk Committee or of the University's internal or external auditors. The Committee Chair shall review an agenda in advance of each meeting.

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, the risk profile of the University and the University's processes for monitoring compliance with laws, regulations and University policies.

The primary responsibilities of the Committee are:

1. **Financial Statements:** to oversee the system of internal control and the financial reporting process. In fulfilling this responsibility, the Committee shall:
 - a. meet with the external auditors and review the results of the annual financial statement audit and approve such statements for recommendation to the Board;
 - b. review other sections of the annual report, including Management's Discussion and Analysis, and any report or opinion that the auditors propose to render, and consider the accuracy and completeness of the information;
 - c. review and discuss with management and the external auditors significant variances, estimates and accruals, judgments, changes in accounting policies and standards, issues concerning litigation or contingencies and any difficulties encountered;
 - d. review any recent and relevant professional and regulatory pronouncements to understand their impact on the financial statements;
 - e. review and discuss with management whether adequate procedures and processes are in place to ensure the integrity of the financial statements;

- f. review the appropriateness of significant accounting principles and practices, reporting issues, unusual or extraordinary items, transactions with related parties and the adequacy of disclosures; and
 - g. consider whether the financial statements are complete and consistent with information known to Committee members.
2. **Internal Control:** to oversee the internal control structure and processes, the Committee shall:
- a. review with management and the internal and external auditors, their evaluation of the University's internal controls and processes, including internal controls over financial reporting, compliance with University policies and any material weaknesses or fraud and assess the steps management has taken to minimize significant risks or exposures; and
 - b. consider the effectiveness of the internal control system, including information technology security and control.
3. **External Audit:** to oversee the external audit process, the Committee shall:
- a. select and recommend annually the public accountants for appointment as auditors for the ensuing fiscal year and, in consultation with the administration, the basis of their compensation;
 - b. approve the engagement letter, receive the independence letter and review the management letter and related materials;
 - c. discuss with the external auditors the scope and purpose of the upcoming audit and the procedures to be followed including coordination with internal audit;
 - d. review all matters required to be communicated to the Committee under Generally Accepted Auditing Standards;
 - e. review with the external auditors their findings, any restrictions on their work, cooperation received, and their recommendations and facilitate the resolution of any disagreements between management and the external auditors;
 - f. receive privately the external auditors' opinion on various matters, including the quality and effectiveness of financial and internal audit staff, significant accounting principles and practices, unresolved material differences of opinion or disputes;
 - g. periodically review and approve a policy governing the engagement of the external auditors for the provision of non-audit services; and

- h. annually review and assess the independence and performance of the external auditors.
4. **Internal Audit:** to oversee the internal audit function and reports, the Committee shall:
- a. review with the Chief Internal Auditor a summary of findings, any restrictions or limitations on their work, cooperation received, special investigation reports, findings from third party auditors (not including work performed by the appointed external auditors), and any recommendations arising therefrom;
 - b. review the proposed audit plans for the coming year, the criteria upon which they are based and the coordination of services provided to the external auditors;
 - c. periodically review and approve the internal audit mandate (the Internal Audit Department Policy Statement) for continued relevance;
 - d. review audit progress, findings, recommendations, responses and follow-up actions; in situations where the auditee has not responded appropriately in a timely fashion to the audit findings, follow-up and obtain a management response on those action items which remain outstanding for a significant period of time;
 - e. satisfy itself as to internal audit independence, cooperation received from management, interaction with external audit and any unresolved material disagreements with management;
 - f. review the budget, organizational structure, and qualifications of the internal audit department;
 - g. through its Chair, act as the formal supervisor of the Chief Internal Auditor and in consultation with the President and the Vice-President (Operations and Finance), have the final approval to appoint or discharge the Chief Internal Auditor and complete an annual performance review of the Chief Internal Auditor;
 - h. periodically review the effectiveness of the internal audit activity; and
 - i. meet privately with the Chief Internal Auditor at least quarterly.
5. **Compliance:** to oversee compliance-related issues, the Committee shall:
- a. obtain regular updates from management and legal counsel regarding legislative and regulatory compliance and outstanding litigation matters;

- b. review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of instances of non-compliance;
 - c. review the findings of any examinations by regulatory agencies; and
 - d. review the process for communicating conflict of interest and code of conduct policies to employees and monitoring compliance.
6. **Enterprise-wide Risk Management:** to oversee the University's risk management framework which shall include approval of Management's proposed Risk Appetite Statement and review of:
- a. the identification and quantification of all significant risks (e.g. strategic, financial, operational, reputational etc.) the University is exposed to;
 - b. the University's appetite and tolerance for these risks on both an inherent and residual basis;
 - c. Management's strategy and controls for managing these risks;
 - d. the roles and responsibilities for risk identification and management including risk ownership;
 - e. risk monitoring and reporting;
 - f. emerging risks including risk horizon, likelihood and severity of such risks;
 - g. opportunities identified by Management for the future growth of the University
- and shall provide input as appropriate as to the overall risk culture and tolerance of the University. The Audit and Risk Committee shall be satisfied that Management operates within the University's approved Risk Appetite Statement.
7. **Reporting:** to fulfill its reporting responsibilities, the Committee shall:
- a. report to the Board of Governors as required about Committee activities, issues, and related recommendations;
 - b. report to the Board of Governors, on its review of Management's proposed Risk Appetite Statement and present a final version for approval by the Board

- c. complete periodic self-assessments of the Audit and Risk Committee's effectiveness against its mandate and report any concerns to the Board;
- d. periodically review the Terms of Reference of the Audit and Risk Committee and recommend any proposed changes for consideration by the Board of Governors; and
- e. perform other activities as requested by the Board.

8. Other duties:

- a. oversee the work of any public accounting firm engaged by the University where such work would be defined as "public accounting" within the meaning of the standards of the Canadian Institute of Chartered Accountants;
- b. investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the University; and
- c. review and ensure that procedures are in place for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or audit matters.

(b) EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee of the Board shall be composed of the Chair and the Vice-Chair(s) of the Board, and representatives from every Board Committee, including but not limited to:

- Planning and Resources Committee Chair
- Audit and Risk Committee Chair
- ~~External Engagement & University~~ Advancement Committee Chair
- Investment Pool Committee Chair
- Remunerations Committee Chair
- One Board member who shall also be a member of the Pension Trust Committee, and as ex officio members, the Chancellor, the President, the Provost, and the Vice-President (Operations and Finance). The Chair of the Board shall be the Chair of the Committee. Five members of the Committee shall constitute a quorum.

The Executive and Governance Committee shall, between meetings of the Board, consider and take appropriate action on matters pertaining to the affairs of the Board, as referred to it by the Chair of the Board, the Standing Committees of the Board, the President or the Vice-Presidents. All decisions made by the Committee on behalf of the Board shall be reported to the Board at its next meeting and shall be subject to confirmation by the Board except

that when unusual or urgent matters require decision the action of the Committee shall be brought to the attention of the Board at its next meeting for information only.

The Executive and Governance Committee shall make recommendations to the Board on the appropriate form of all by-laws of the Board and on any alteration or other matter pertaining to such by-laws.

The Executive and Governance Committee shall:

- Annually review and endorse the Strategy & Priorities put forward by the President for the upcoming Academic year, to be provided to the Board for approval.
- Annually review and endorse the list of key performance metrics to be presented by University leadership to the Board throughout the year.
- Annually develop a Board Workplan, taking into account the President's priorities and other areas of interest to the Board for the upcoming Academic year.
- Annually review Terms of Reference and Calendar/Workplan for each Committee and make recommendations to Committee Chairs consistent with the Governance Agenda.
- Annually review the performance and effectiveness of the Board of Governors, and make recommendations to the Board regarding board composition, processes & practices, training, and other matters that may serve to improve overall University Governance.

(c) PLANNING AND RESOURCES COMMITTEE

The Planning and Resources Committee shall be composed of not fewer than five members of the Board in addition to the Chair and the Vice-Chair(s) of the Board, the Chair of the Audit and Risk Committee, the President, the Provost, and Vice-Presidents (or a designated delegate) as ex officio members. One-half of the membership of the Committee, excluding the President and Vice-Presidents, shall constitute quorum.

The primary responsibilities of the Planning and Resources Committee are:

Financial Affairs

1. Provide oversight of the financial affairs of the University and keep the Board informed thereon;
2. Approve financial expenditures as required by the *Approval and Signing Authority Policy*;
3. Review, at least once annually, interim financial statements in comparison with budgets;
4. Review final annual budgets and make recommendations to the Board;

5. Review and oversee the establishment of adequate financial controls to ensure the implementation of policies and decisions adopted by the Board, including budgetary matters;
6. Provide oversight of investment policies and the management of McMaster's investments and delegate such responsibilities as it sees fit to the University Administration in the implementation of established policies;
7. Recommend to the Board of Governors the establishment and collection of fees and charges for tuition on behalf of any entity or organization of the University.

Capital Planning and Construction

1. Review and approve plans for capital expenditures and all matters relating to building, expansion, maintenance or alteration of the physical resources of the University, as required by the *Approval and Signing Authority Policy*;
2. Review and approve the award of contracts and the selection of professional consultants;
3. Ensure capital projects and expenditures are within the resources of the University;
4. With the approval of the Board, determine limits within which authority for commitment of funds may be delegated to University officials.
5. When making decisions regarding building on campus, the Committee will consider factors that impact the aesthetic quality of campus, as well as the surrounding community.

The Committee shall be responsible for reviewing projects and proposals with consideration to both financial and planning aspects of University business.

The Investment Pool Committee

The Investment Pool Committee shall be a subcommittee of the Planning and Resources Committee and shall consist of not fewer than six members, as follows: at least two current members of the Board, appointed by the Board; two members with investment expertise appointed by the Planning and Resources Committee; the Associate Vice-President & Chief Financial Officer and the Treasurer. The President and Vice-President (Operations and Finance) shall be ex officio members, but shall have no vote. The Chair shall be designated by the Board of Governors from the Board appointed members on the Committee.

Four members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1 and members shall hold office for a period of one year. Members shall be eligible for re-appointment.

The overall objective of the Investment Pool Committee is to bring advice and knowledge to the effective management of the investments included in the University's Investment Pool, consistent with the approved fund objectives.

Within this context, the Committee shall:

1. review investment policies, objectives, strategies and make recommendations to the Planning and Resources Committee;
2. make recommendations to the Planning and Resources Committee concerning the engagement and termination of investment managers and consultants;
3. review and approve mandates and investment objectives given to individual investment managers;
4. meet quarterly to monitor investment performance of the total Fund and of individual managers;
5. meet regularly with external investment managers;
6. monitor operating expenses such as fees paid to external fund managers, consultants, fund measurement services and custodians;
7. monitor rebalancing of funds among the investment managers and exposure to non-Canadian currencies; and
8. provide semi-annual performance reports to the Planning and Resources Committee.

(d) NOMINATING COMMITTEE

The Nominating Committee shall be composed of the Chair of the Board who shall be the Chair of the Committee, the Vice-Chair(s) of the Board, the President, the Chancellor, and three or more additional members of the Board. One-half the members of the Committee, other than the President, shall constitute a quorum.

The Nominating Committee of the Board shall consider and recommend to the Board persons to be elected under Section 8 (1) (b) of the 1976 Act, the membership and Chairs of Board Committees (and Vice-Chair if appropriate), Honorary Governors, and the Chair, Vice-Chair(s), and University Secretary, and such other offices as may be referred to the Committee by the Board.

(e) PENSION TRUST COMMITTEE

The Pension Trust Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and

Finance) as ex officio members; four members appointed by, but not necessarily from, the Planning and Resources Committee of the Board; eight members of the Pension Plan, three of whom shall be appointed by the McMaster University Faculty Association, one of whom normally shall be appointed from the professional librarians; one of whom shall be appointed by the McMaster University Clinical Faculty Association; two of whom shall be appointed by UNIFOR, Local 5555; one of whom shall be appointed by the McMaster University Retirees Association; and one of whom shall be appointed by the President, in consultation with the Associate Vice-President & Chief Human Resources Officer, from The Management Group.

Eight members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1, and members shall hold office for a period of one year but any member shall be eligible for re-appointment. If a vacancy occurs during the year, a replacement shall be appointed within sixty days in the same manner as the prior appointment. The Pension Trust Committee shall elect a Chair from among its members.

The Committee shall:

1. Recommend to the Board general pension investment policy and the annual Statement of Investment Policies and Objectives for submission to the Financial Services Commission of Ontario;
2. Monitor and review performance of Investment Consultants and Fund Managers:
 - a. Make recommendations to the Board with respect to situations of deviation or proposed deviation by Fund Managers from the Statement of Investment Policies and Procedures;
 - b. Make recommendations to the Board on the appointment or replacement of such Investment Consultants and Fund Managers;
3. Monitor the annual calculation of the “Net Interest on the Fund” and the “Annual Pension Increase”;
4. Discuss and promote awareness and understanding of the pension plan by members of the plan and persons receiving benefits under the plan;
5. Comment and make recommendations to the Planning and Resources Committee on
 - a. the performance and appointment of the actuary; and
 - b. the actuarial methods and assumptions used in determining the financial condition of the pension plan and the contributions to the pension plan;

6. Comment and make recommendations to the Planning and Resources Committee on proposed changes to the pension plan text, and propose changes to the pension plan text;
7. Monitor at least annually the administrative expenses paid from the pension plan, and determine whether they are appropriate. Changes in the nature and structure of administrative expenses paid may be approved by the Board only if recommended by the Pension Trust Committee as a result of a ballot of all Pension Trust Committee members.

(f) COMMITTEE ON ~~UNIVERSITY-EXTERNAL ENGAGEMENT~~ & ADVANCEMENT

The Committee on ~~University-External Engagement &~~ Advancement shall be composed of the Chancellor, the President, the Chair and the Vice-Chair(s) of the Board, the Vice-President, University Advancement, and the Chief Executive, External and Internal Engagement as ex officio members, and up to six other members, at least half of whom shall be members of the Board. One-half of the members of the Committee shall constitute a quorum.

The Committee shall make recommendations to the Board on policy matters related to institutional advancement, including external and internal communications, fund-raising, alumni relations, development and public relations.

(g) REMUNERATIONS COMMITTEE

The Remunerations Committee shall be composed of not fewer than three members of the Board, in addition to the ex officio members who shall be the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and Finance). No employee of the University, other than the President and the Vice-President (Operations and Finance), shall be a member of the Remunerations Committee. Three members of the Committee, other than the President and Vice-President (Operations and Finance), shall constitute a quorum.

The primary function of the Remunerations Committee shall be to recommend to the Board policies regarding salaries, wages, benefits and other forms of remuneration and to provide advice, as necessary, to the University Administration in implementing and administering such policies.

In making its recommendations, the Committee shall have regard to the policies of the University as approved by the Planning and Resources Committee and the Board.

(h) UNIVERSITY PLANNING COMMITTEE *

The University Planning Committee shall consist of the Chancellor; the Chair of the Board (or delegate); the Vice-Chair(s) of the Board (or delegate); the

President; the Provost, who shall be Chair; the Vice-President (Operations and Finance); the Vice-President, Research, ; the Vice-Provost and Dean of Graduate Studies; six faculty members, one from each Faculty, elected for staggered three-year terms; one Faculty Dean elected annually (by and from the six Faculty Deans); one non-teaching staff member, elected for a three-year term; one graduate student, elected for a two-year term; and one undergraduate student, elected for a two-year term. The following persons shall be Observers to the University Planning Committee: the Dean and Vice-President (Health Sciences) or delegate; the Vice-President, University Advancement; the Associate Vice-President (Students and Learning) and Dean of Students; the Chair of Undergraduate Council, the Deputy Provost and the McMaster University Faculty Association President or delegate. The provisions of Section 12 of this by-law No. 1 shall apply to such Observers. One-half of the membership, excluding ex officio members, shall constitute a quorum.

The election of faculty, staff and student members to the University Planning Committee shall be conducted by the University Secretary and shall adhere to the Board of Governors Election By-Laws.

The University Planning Committee's fundamental mandate is to coordinate academic and resource planning so that the Senate and the Board may be assured that any proposal presented for approval has academic merit that supports the mission of the University and that resources necessary for the implementation of any proposal have been appropriately assessed. In this context the University Planning Committee shall:

1. review the Plan for the University annually, and recommend revisions to it as necessary, for approval by the Senate and the Board;
2. review, for recommendation to the Senate and the Board, major initiatives (including those which are part of submissions to external agencies) that have significant resource implications, providing comment on how the proposals fit within the University Plan;
3. review and receive annual planning reports as prescribed by the Provost from the Faculties, the School of Graduate Studies, the Deputy Provost, the Vice-Provost (Teaching & Learning), the Associate Vice-President (Student Affairs) and Dean of Students, the University Registrar, the University Librarian, and other units (as appropriate) that report directly to the Provost, providing comment on how the plans relate to overall University planning and current budgeting. Received plans are to be reported to the Senate and the Board for information;
4. review and receive annual planning reports as prescribed by the Vice-President (Operations and Finance) from those administrative and service units that report directly to the Vice-President (Operations and Finance), providing comment on how the plans relate to overall

University planning and current budgeting. Received plans are to be reported to the Senate and the Board of Governors for information;

5. review and receive annually a report from the Vice-President, Research, on the major operations, institutes, and initiatives that receive significant support from the budget envelope of the Vice-President, Research, and on the anticipated impact of new funding opportunities (from federal, provincial, or private agencies or businesses) as they arise. Received plans are to be reported to the Senate and the Board for information;
6. receive annually from the Vice-President, University Advancement a report on advancement efforts of the previous year and review, for recommendation to the Senate and the Board, future fund-raising priorities and their relationship to the University Plan;
7. provide commentary, with reference to the University Plan and the McMaster University Campus Master Plan, to the relevant committee of the Board of Governors on proposals for capital development and other expenditures that fall outside the annual budget (such as those encompassed by the Capital Renewals process). For all major projects, the University Planning Committee will be provided with a total impact analysis that assesses the ongoing costs of maintenance, utilities, etc.;
8. review, for recommendation to the Senate and the Board, the annual report on the McMaster University Campus Master Plan, including any updates, amendments and elaborations; and
9. report to the Senate and the Board any matters of concern formally identified as such by a majority of the Committee.

The Budget Committee

The Budget Committee shall be a subcommittee of the University Planning Committee with membership drawn from the University Planning Committee as follows: the President, the Provost, the Vice-President (Operations and Finance), three faculty members (one of whom shall serve as Chair), one member of the non-teaching staff, one graduate student, one undergraduate student. The Deputy Provost, Associate Vice-President & Chief Financial Officer, Associate Vice-President Finance & Planning (Academic), Controller, and Budget Director shall serve as consultants to the committee. Two-thirds of the membership shall constitute a quorum. If more than two members are absent when a vote is taken on the final budget, the vote must be confirmed by mail ballot.

The Chair of the Budget Committee shall be elected annually by the University Planning Committee from among the faculty members on the University Planning Committee following nomination by the Chair of the University Planning Committee and a call for further nominations. The other two faculty members on the Budget Committee shall be selected subsequently by and

from the six faculty members on the University Planning Committee for service commencing July 1 or immediately following a vacancy. The Chair may vote on all questions.

The Budget Committee shall:

1. review the budget framework prepared by the University administration in consultation with the Office of Institutional Research and Analysis, including any changes to the McMaster Budget Model; this framework (including the models and projections upon which it is based) will be provided to the Joint Administration/Faculty Association Committee to Consider University Financial Matters and to Discuss and Negotiate Matters Related to Terms and Conditions of Employment of Faculty (The Joint Committee) as will updates to the framework should these arise;
2. receive and respond to budget submissions from all Faculties, areas, and units;
3. make budget recommendations available to the University Planning Committee during development of the recommendations, for comment on whether those recommendations are congruent with the University Plan; deliver the final budget to the University Planning Committee in a timely fashion to ensure that it is in a position to make comments in advance of the budget being transmitted to other deliberative bodies;
4. make budget recommendations available to the University Senate for comment before they are transmitted by the President to the Planning and Resources Committee of the Board; and
5. deliver budget recommendations to the President of the University for transmittal to the Planning and Resources Committee of the Board. Any comments of the University Planning Committee and Senate shall be included in the material for the Board, along with the President's own comments.

* The University Planning Committee is a joint Board-Senate Committee and is the successor to the Board-Senate Committee on Academic Planning. It is also the successor to the Board-Senate Committee on Long-Range Planning named in the 1976 Act. All references to the Board-Senate Committee on Long-Range Planning in the 1976 Act shall be deemed henceforth to refer to its successor, the University Planning Committee.

The **University Student Fees Committee** shall be a sub-committee of the University Planning Committee with the following membership:

Ex Officio

Deputy Provost, who shall be Chair
Associate Vice-President (Students and Learning) and Dean of Students,
who shall be Vice-Chair
Vice-Provost and Dean of Graduate Studies, who shall be Vice-Chair

Associate Vice-President, Finance and Planning (Academic)
Executive Director, Education Services, Faculty of Health Sciences
Controller, Financial Affairs
University Registrar

Student Members

Graduate Student Representative – selected from applicants for a one-year term
Full-time Undergraduate Student Representative – selected from applicants for a one-year term
Part-time Undergraduate Student Representative – selected from applicants for a one-year term
**Student positions are renewable once.*

Consultants

Director, Finance and Administration, Student Affairs
Associate Registrar and Graduate Secretary, School of Graduate Studies
Assistant Registrar, Government Aid Programs
Manager, Accounts Receivable, Financial Affairs
Two staff members from Financial Affairs (approved by the Committee annually)
Two staff members from Institutional Research and Analysis (approved by the Committee annually)

The University Student Fees Committee shall:

- (i) recommend all revisions to tuition (undergraduate and graduate degree, diploma and certificate) and supplementary fees to the Budget Committee;
- (ii) establish deadlines for the submission of all proposed tuition and supplementary fees to the University Student Fees Committee;
- (iii) recommend policy guidelines to the Budget Committee that outline services and materials for which fees can be charged;
- (iv) recommend policy guidelines to the Budget Committee for charging fees for existing and new programs that are not funded through grants from the Ministry of Colleges and Universities;
- (v) ensure that all proposed changes to existing student fees and all proposed new fees are reasonable, conform to government regulations and have been approved through appropriate processes within the University; and
- (vi) ensure that proposed changes to student fees are feasible and do not involve undue complications to calculate and administer; where

appropriate, determining the most “tax efficient” method for students who are being charged these fees.

All meetings of this Committee are in Closed Session.

Board of Governors
June 8, 2023

(i) HUMAN RESOURCES COMMITTEE

The Human Resources Committee shall be composed of the Chair, the Vice-Chair(s), the Chair of the Remunerations Committee of the Board and the Chair of the Planning and Resources Committee of the Board. A majority of the members of the Committee shall constitute a quorum.

The Committee shall:

1. Negotiate and approve the terms of the President’s contract of employment. A summary of the contractual terms shall be reported to the Board for information and prior to the relevant Board meeting a complete copy of the contract shall be made available through the office of the University Secretary for Board members to review;
2. ~~Annually Evaluate, at least annually,~~ the performance of the President;
3. Annually ~~determine-review~~ the remuneration of the President, ~~including and determine~~ the payment of any bonuses or other awards. The Committee shall report the outcome of its deliberations, together with any agreed changes to the terms of the President’s contract, to the Board for information;
4. Review and approve the terms of the Vice-Presidents’ contracts of employment prior to appointment or renewal. A summary of the terms of such contracts shall be reported to the Board for information;
5. Annually review the President's assessment of the performance of the Vice-Presidents and approve any resultant recommendations regarding remuneration or the payment of any bonuses or other awards. Any such changes to remuneration or other contractual terms shall be reported to the Board for information;
6. ~~Receive, at least annually, a report on the performance of associate vice-presidents, as well as other senior executives as requested by the Committee;~~

~~7. Review the contracts of employment of such other senior executive staff as the Committee shall determine or the Board shall request from time to time and report any concerns arising from such reviews to the Board.~~

~~8. Annually receive a report on succession planning at the senior executive level and assist the administration where appropriate;~~

~~The Committee shall be provided with such current, comprehensive market and comparative data regarding compensation and contractual terms as it shall require in order to undertake its work.~~

President's Performance Review Process:

The evaluation of the President's performance as specified ~~in paragraph 2~~ above, shall include the following:

1. The Committee shall receive and review, annually, a written report from the President describing the President's progress against the specific goals and priorities approved by the Committee at the beginning of the assessment period. In addition to highlighting progress made against those goals, the report should also outline additional initiatives, matters and issues addressed during the assessment period, as well as any areas of concern, along with commentary on what will be done to address these going forward.
2. The Committee shall adopt a "Knowledgeable Other" process to assess the effectiveness of the President. Annually, the HR Committee and the President shall mutually agree on a ~~reasonable number list~~ of Knowledgeable Others who have had exposure and are familiar with aspects of the President's work and priorities over the past year. The Board Chair shall seek input in writing from the Knowledgeable Others and shall consolidate the feedback (on an anonymous basis) into appropriate themes for sharing and discussion with the HR committee, and with the President.
3. Should the Committee determine in any particular assessment period that more comprehensive input on the President's performance from a broader group of stakeholders is needed, the HR Committee may establish an "HR Advisory Panel", whose members shall be decided in the sole discretion of the HR Committee. The HR Advisory Panel shall be provided with a "Terms of Reference" for gathering and consolidating input from specific stakeholders, potentially both internal and external to the University. The HR Advisory Panel shall compile a written report of its findings to be shared and discussed with the HR Committee, and with the President.

(j) BOARD-SENATE RESEARCH MISCONDUCT HEARINGS PANEL

The Board-Senate Research Misconduct Hearings Panel shall consist of

eighteen tenured faculty members appointed by the Senate after consultation with the Faculty Association, three graduate and three undergraduate students appointed by the Senate, and twelve full-time staff members who have been employees of the University for at least two years appointed by the Board of Governors after consultation with the appropriate staff associations.

Members of the Panel shall be appointed for staggered renewable three-year terms. The Chair and one Vice-Chair of the Panel shall be appointed by Senate from among the tenured faculty members; one Vice-Chair shall be appointed by the Board of Governors from among the staff members. In addition, the Chair of the Panel has the authority to appoint, on an ad hoc basis, faculty, staff and student who are not members of the Panel to serve on Hearings Committees as auxiliary Panel members. For meetings of the Panel that do not relate to a specific case, fifteen members of the Panel constitute a quorum.

The Board-Senate Research Misconduct Hearings Panel shall:

1. receive all cases of alleged research misconduct referred to it and arrange the adjudication of them in accordance with the procedures outlined in the Research Integrity Policy and approved by the Senate and the Board of Governors, and
2. when deemed appropriate, review the policy and procedures relating to academic ethics and allegations of research misconduct and make recommendations to the Senate and the Board of Governors on policy changes or new policies deemed necessary by the Panel. The hearing of any case referred to the Panel shall be conducted before a Hearings Committee, established according to the procedures outlined in the Research Integrity Policy.

The conduct of hearings before a Hearings Committee of the Board-Senate Research Misconduct Hearings Panel shall be in accordance with the procedures outlined in the Research Integrity Policy.

(k) BOARD-SENATE HEARING PANEL FOR DISCRIMINATION, HARASSMENT AND SEXUAL VIOLENCE

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall consist of six faculty members, three undergraduate students and three graduate students appointed by the Senate; and six staff members appointed by the Board. The Chair and one Vice-Chair shall be appointed by the Senate from among the faculty members appointed by the Senate, and one Vice-Chair shall be appointed by the Board from among the members appointed by the Board. Student members shall serve for staggered two-year terms and faculty and staff members for staggered three-year terms. No member shall serve for more than two consecutive terms, but on the expiration of two years after having served the second of two consecutive terms, such person may again be eligible for membership on the Hearing Panel. In addition, the Chair of the Panel has the authority to appoint, on an

ad hoc basis, faculty, staff and students who are not members of the Panel to serve on Hearings Committees as auxiliary Panel members. For meetings of the Panel that do not relate to a specific case, ten members of the Panel constitute a quorum.

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall:

1. receive all Referrals to Hearing/Formal Requests for a Hearing and arrange for their adjudication in accordance with the relevant procedures approved by the Senate and the Board, and
2. when deemed appropriate, review the policy and procedures relating to discrimination, harassment, and/or sexual violence and make recommendations, through the Senate Executive Committee, to the Senate and the Board on policy changes or new policies deemed necessary by the Panel.

The hearing of any case shall be before a Tribunal, consisting of three members of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence. These members shall be free of conflict of interest and shall be chosen by the Chair, or a Vice-Chair as appropriate, of the Hearing Panel in accordance with procedures approved by the Senate and the Board.

Hearings before a Tribunal of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence shall be conducted in accordance with the procedures approved by the Senate and the Board.

Conflict of Interest

16. At any meeting of the Board or of any committee of the Board, changes in remuneration of employees of the University shall be deemed not to be a proposed contract within the terms of Section 8, subsection 16 of the 1976 Act.

**Board-Senate
Committee to
Recommend a
President**

17. From time to time, as required, the Board shall appoint five of its members to a Board-Senate Committee to Recommend a President, one of whom shall be from those appointed under Section 8 (1) (d) of the 1976 Act, one member from those elected under Section 8 (1) (i), one member from those elected under Section 8 (1) (f), and two members shall be from among the persons elected or appointed under Sections 8 (1) (b), 8 (1) (c) or 8 (1) (j) of the 1976 Act.

BY-LAW NO. 2

being a by-law relating to the elections to the Board.

**Election by the
Board**

1.

- (1) The term of office of each of the members to be elected under Section 8 (1) (b) of the 1976 Act shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than four members shall expire in any one year;
- (2) The candidates for election under Section 8 (1) (b) of the 1976 Act shall be nominated by the Nominating Committee of the Board or by individual members of the Board, provided that nominations of candidates by individual members shall be filed with the Chair of the Nominating Committee not later than three weeks preceding the date of the election, and the consent of the nominee shall be secured before such nomination is filed;
- (3) The Board shall conduct its election at a regular meeting in June of each year, having notified its members at least two months prior to the date of the election. In the event that more candidates than are required are nominated, voting shall be by secret ballot, and the candidates receiving the greatest number of votes shall be declared elected;
- (4) When two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

**Election by
Teaching Staff**

2.

- (1) The election of members by the teaching staff under Section 8 (1) (f) of the 1976 Act shall be held annually and completed by March 31. In the event that a Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31
- (2) The terms of office of each member to be elected under Section 8 (1) (f) shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than two members shall expire in any one year;
- (3) A notice defining eligibility requirements shall be posted on the McMaster Daily News website dailynews.mcmaster.ca and on the University Secretariat's election website secretariat.mcmaster.ca throughout the nomination period;
- (4)
 - a) A faculty member, either full-time or part-time, shall be eligible for election to the Board of Governors provided that at the time of nomination the member holds a contractually-limited appointment, or a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or

continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College, or that the member has been confirmed in a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College to take effect on July 1 of the year in which the member is nominated. Written consent of the nominee must be filed with the University Secretary and the nomination paper has been signed by three members of the teaching staff;

b) Seats on the University Planning Committee are Faculty specific (one member from each Faculty). For each Faculty vacancy, the Office of the Dean of such Faculty shall prepare sufficient nominations to ensure an election for their vacancy on the University Planning Committee. The nominations shall be sent to all members of the electorate, at their McMaster email address, giving members the opportunity to nominate, within a designated period, additional candidates with any such nominations to be supported by three members of the same Faculty as the candidate and filed with the University Secretary. A separate election shall be held for each faculty seat and eligible voters will be from the relevant Faculty;

- (5) The nominations must be received by the University Secretary not later than three weeks prior to the election. The University Secretary shall, as soon as possible following the close of the election period, prepare a list of candidates whose eligibility has been validated by the Associate Vice-President & Chief Human Resources Officer, such list to be posted on the McMaster Daily News website and on the University Secretariat's election website at least two weeks prior to the election;
- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31, the precise dates to be determined by the University Secretary. Detailed instructions for the conduct of elections shall be posted on the University Secretariat election website.
- (7) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the greatest number of votes using the transferable vote system shall be declared elected;
- (8) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

Election by
Undergraduate
Students

3.

- (1) The nomination and election of a member by the undergraduate students under Section 8 (1) (g) of the 1976 Act, shall be held annually and completed by March 31. In the event that the undergraduate student position is

vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;

- (2) The term of a member to be elected under Section 8 (1) (g), during the primary election, shall commence on July 1 following the election, and the term of a member elected during the by-election shall be deemed to have begun on the previous July 1;
- (3) Any undergraduate student whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote;
- (4) Any undergraduate student eligible to vote may be nominated as a candidate for election, provided written consent has been filed with the University Secretary and the nomination paper has been signed by at least three undergraduate students eligible to vote;
- (5) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and on the University Secretariat election website;
- (6) Nominations must be received by the University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (7) A list of eligible candidates whose status has been validated shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and on the University Secretariat election website at least two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (8) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31 (October 31)*, the precise dates to be determined by the University Secretary. Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website;
- (9) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (10) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* By-election

Election by
Graduate Students

4.

- (1) The nomination and election of a member by the graduate students under Section 8 (1) (h) of the 1976 Act, shall be held annually and completed by March 31. In the event that the graduate student position is vacant at the end of the first week of September, a secondary election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (h) during the primary election shall commence on July 1 following the election, and the term of a member elected during the secondary election shall be deemed to have begun on the previous July 1;
- (3) Any graduate student, whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote and may be nominated as a candidate for election provided consent has been filed with the University Secretary and the nomination paper has been signed by at least three graduate students eligible to vote;
- (4) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat election website;
- (5) Nominations must be received by the University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (6) A list of eligible candidates, whose status has been validated, shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and the University Secretariat election website at least two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (7) Eligible Voters may cast their votes via the link to the election software provided by the University Secretariat, such votes be cast no later than March 31 (October 31)*, the precise dates to be determined by the University Secretary; Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website.
- (8) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (9) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* By-election

Election by Non-Teaching Staff

5.

- (1) The election of a member by the non-teaching staff under Section 8 (1) (i) of the 1976 Act shall be held annually and completed by March 31. In the event that a Non-Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (i) shall end on June 30th of the last year of the designated term for which the member was elected so that the term of not more than one member shall expire in any one year;
- (3) Any member of the non-teaching staff who is eligible to vote may be nominated as a candidate for election provided written consent has been filed with the University Secretary and the nomination paper has been signed by at least three members of the non-teaching staff eligible to vote;
- (4) A notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat's election website throughout the nomination period;
- (5) Nominations must be received by the University Secretary not later than three weeks prior to the election. The University Secretary shall, as soon as possible following the close of the nomination period, prepare a list of candidates whose eligibility has been validated by the University's Associate Vice-President & Chief Human Resources Officer, such list to be posted on the McMaster Daily News website and the University Secretariat election website at least two weeks prior to the election;
- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31, the precise dates to be determined by the University Secretary of Governors. Detailed instructions for the conduct of the election shall be posted on the University Secretariat's election website.
- (7) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The required number of candidate(s) having the greatest numbers of votes using the transferable vote system shall be declared elected.
- (8) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions.

Electoral Responsibilities of the Secretary

6.

The University Secretary shall be responsible for determining dates and implementing procedures, as necessary, to give effect to the by-laws of the Board governing the elections of members of the Board by and from the teaching staff, the non-teaching staff, undergraduate and graduate students.

Listing of Candidates

7.

When names of candidates are listed on any electoral documents, they shall be arranged in alphabetical order by surname.

Transferable Vote
System

8. Whenever the by-laws provide for the tabulation of ballots by the transferable vote system, the following procedure shall be adopted.

Ballots shall be marked only with numerals 1, 2, 3, 4, etc. entered opposite the names of candidates in order of preference. Voters may leave blanks opposite the names of candidates for whom they do not wish to vote.

- (1) To elect a single member,

A - First Count

- (i) The number of ballots shall be tabulated to determine how many votes will constitute a majority which is one more than one-half the total number of ballots;
- (ii) A candidate who receives a majority of first choice votes shall be declared elected;
- (iii) On the first count, if no candidate has received a majority of the first choice votes, the candidate with the fewest number of first choice votes shall be eliminated from the count and such ballots shall be redistributed according to the second choice votes marked upon them.

B - Second Count

- (i) A candidate who receives a majority of first and second choice votes combined shall be declared elected;
- (ii) On the second count, if no candidate has received a majority of first choice and second choice votes combined, the ballots of the candidate with the next fewest number of votes shall be redistributed according to the next valid choice vote marked upon them. The "next valid choice vote" shall not include a candidate who has already been eliminated.

C - Third Count

- (i) A candidate who receives a majority of first, second and next valid choice votes combined shall be declared elected;
- (ii) On the third count if no candidate has received a majority of first, second and next valid choice votes combined, the above procedures shall be repeated as many times as necessary until one candidate has received a majority of votes.

- (2) To elect a second member:

The same procedure described in subsection 1 of this section shall be followed to elect a second member except that the candidate who has already received a majority of votes under subsection 1 of this section and has been declared elected shall not be included in the count. All ballots indicating the elected candidate as first choice shall be allotted to the candidate whom these ballots

indicate as second choice. Whenever a vote in any ballot is for the elected candidate, the next valid choice vote shall be counted;

(3) To elect a third member:

The same procedures described in subsection 1 and 2 of this section shall be followed, except that the two candidates elected shall not be included in the count. All ballots indicating the two elected candidates as choices shall be allotted to the candidate whom these ballots indicate as the next valid choice marked upon them;

(4) To elect a fourth member:

The same procedures described in subsections 1, 2 and 3 of this section shall be followed except that the three candidates already elected shall not be included in the count.

Vacancy of an
Elected Member

9. When a vacancy occurs on the Board and the vacancy is that of an elected member whose term has six months or less to run, the Board may decide by resolution to fill the vacancy and shall so inform the constituency involved. If the Board so decides, it shall, at its next regular meeting, on the recommendation of the Nominating Committee of the Board, appoint a member from the relevant constituency to hold office until the following June 30th.

When a vacancy on the Board is that of a member whose term has more than six months remaining in it and the member has been elected under Section 8 (1) (f), or 8 (1) (i) of the 1976 Act, a special election shall be held as soon as practicable to fill the vacancy for the period remaining. Except as to the date of such election, the election procedures shall be those established in the Board By-laws for a regular election.

BY-LAW NO. 3

being a by-law relating to the borrowing of money, the issuing of securities and the securing of liabilities.

1. The Board may from time to time:
 - (a) Borrow money upon the credit of the University in such amounts and upon such terms as the Board may deem expedient;
 - (b) Issue bonds, debentures, debenture stock or other securities of the University in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Board may deem expedient;
 - (c) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the University to secure any such bonds, debentures, debenture stock or other securities or any money borrowed or any other liability of the University;
 - (d) Give indemnities to any member of the Board or other person who has undertaken or is about to undertake any liability on behalf of the University

and secure any such member of the Board or other person against loss by giving the person by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the University;

- (e) Delegate to such one or more of the officers and members of the Board as may be designated by the Board all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Board shall determine at the time of each such delegation.
2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 4

being a by-law relating to banking arrangements.

1. The banking business of the University, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorise from time to time by resolution; and
2. All such banking business, or any part thereof, shall be transacted on the University's behalf by such one or more officers and/or other persons (with or without the power to sub-delegate) as the Board by resolution may designate, direct or authorise from time to time and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and order for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorising of any officer of such banker to do any act or thing on the University's behalf to facilitate such banking business.
3. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 5

being a by-law relating to the Approval and Signing Authority Policy.

1. Deeds, transfers, assignments, contracts and obligations on behalf of the University may be signed by the Officers of the University so designated in the *Approval and Signing Authority Policy*; and the Corporate Seal of the University shall be affixed to such instruments as required by the Resolution Respecting the Corporate Seal of McMaster University as found at Appendix E. Notwithstanding any provision to the contrary contained in the by-laws of the University, the Board may at any time and from time to

time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation of the University or any class thereof may or shall be signed.

2. This by-law shall come into effect on June 9, 2022 and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 6

being a by-law respecting the indemnification of members of the Board.

1. Every member of the Board and their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University, from and against:
 - (a) All costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the member, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the member, in or about the execution of the duties of the member's office or employment; and
 - (b) All other costs, charges and expenses that a member sustains or incurs in or about or in relation to the affairs thereof;except such costs, charges or expenses as are occasioned by the member's own wilful neglect or default.
2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

RESOLUTIONS OF THE BOARD OF GOVERNORS

- Appendix A-1** Power Granted to the President to Appoint Persons to the Teaching Staff for a Stated Period of Time (See By-law No. 1, Section 4 (1)).
- Appendix A-2** Power Granted to the President to Make Administrative Appointments (See By-law No. 1, Section 4 (2)).
- Appendix A-3** Power Granted to the President to Suspend Members of the Teaching Staff (See By-law No. 1, Section 4 (3)).
- Appendix B** Banking Resolution.
- Appendix C** Safekeeping Resolution.
- Appendix D** Resolution for the Sale of Securities.
- Appendix E** Resolution Respecting the Corporate Seal of McMaster University.
- Appendix F** Resolution Respecting Directions to the CIBC Mellon Global Securities Services Company by McMaster University.
- Appendix G** Borrowing Resolution.

Appendix A-1

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO APPOINT PERSONS TO
THE TEACHING STAFF FOR A STATED PERIOD OF TIME (SEE BY-LAW NO.1,
SECTION 4 (1))**

The Board hereby resolves that the power of the Board to appoint persons to the teaching staff for a stated period of time shall be and the same is hereby delegated to the President, provided that such appointments are within the limits of the University's approved budget. The Board hereby repeals the delegation of a similar authority which it granted to the President at its meeting on March 30, 1971.

Board of Governors
March 23, 1977

Appendix A-2

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO MAKE
ADMINISTRATIVE APPOINTMENTS (SEE BY-LAW NO. 1, SECTION 4 (2))**

The Board hereby accepts and approves the delegation of authority to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii), (iii) of the 1976 Act to the following officers of the University, within their respective areas of responsibility, as designated by the President, provided such alternative delegate is first approved in writing by the Board:

The Provost;
The Vice-President (Operations and Finance);
The Dean and Vice-President (Health Sciences);
The Vice-President, Research;
The Vice-President, University Advancement; or
Associate Vice-President & Chief Human Resources Officer.

Letters of appointment and promotion, within the authority of the Associate Vice-President and Chief Human Resources Officer, may be signed by the following officers of the University within their respective areas of responsibility but only where the proposed salary is below the control point:

Senior Manager, Human Resources Service Centre;
Employee/Labour Relations Advisor;
Administrator, Human Resources, Health Sciences;
Human Resources Consultant;
Human Resources Organizational Development Consultant, University Advancement.

Appendix A-3

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO SUSPEND MEMBERS OF
THE TEACHING STAFF (SEE BY-LAW NO. 1, SECTION 4 (3))**

The Board hereby resolves that the power of the Board under Section 9(b) of the 1976 Act to suspend members of the teaching staff shall be and the same is hereby delegated to the President.

Board of Governors
December 10, 1998

Appendix B

BANKING RESOLUTION

The Board hereby resolves:

1. THAT the banking business of the University, or any part thereof, may be transacted with any one or more of the banks or other corporations (hereinafter referred to as "institutions") named in Schedule 1 hereto.
2. THAT all such banking business may be transacted on the University's behalf by the Planning and Resources Committee of the Board.
3. THAT the Planning and Resources Committee further delegate to any officer holding the position and having the title listed in Schedule 2 authority to transact any part or parts of such banking business on behalf of the University, subject to the limitations of such authority as may be imposed in such instructions.
4. THAT in this resolution the expression "banking business" includes, without limitation, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such institution to do any act or thing on the University's behalf to facilitate such banking business.
5. THAT this resolution and any instructions given pursuant to paragraph 3 hereof to any institution shall remain in force until written notice to the contrary shall have been given to such institution.
6. THAT this resolution shall, from the time of its communication to any institution, supersede any previous resolutions and instructions respecting the transaction of banking business between the University and such institutions.

Schedule 1: McMASTER UNIVERSITY BANKS

Canadian Imperial Bank of Commerce
Bank of Montreal
National Bank of Canada
Bank of Nova Scotia
Royal Bank of Canada
TD Canada Trust

Board of Governors
April 18, 2019

Schedule 2: McMASTER UNIVERSITY AUTHORIZED BANK SIGNERS

The primary currencies used by the University are the Canadian dollar and U.S. dollar. For the purposes of amounts noted in Schedule 2, limits are applicable to either currency.

- (1) With respect to bank accounts held at institutions noted in Schedule 1 above:
- (a) Cheques up to \$100,000.00 require any one of the following signatures:
- ▶ President and Vice-Chancellor
 - ▶ Vice-President (Operations and Finance)
 - ▶ ~~Associate Vice President (Students and Learning) and Dean of Students~~
 - ▶ Associate Vice-President and Chief Financial Officer
 - ▶ Associate Vice-President and Chief Human Resources Officer (~~P~~Payroll ~~A~~ccount(s) only)
 - ▶ Controller
 - ▶ Treasurer
 - ▶ ~~Senior Manager, Accounting & Financial Reporting Director, Financial Reporting (Accounting and Control)~~
 - ▶ Manager, Financial Reporting
 - ▶ Manager, Financial Affairs Business Office
 - ▶ Manager, Investment Accounting, Reporting and Compliance
 - ▶ Senior Investment Analyst
 - ▶ Senior ~~A~~ccountant-Manager, Project Reporting
 - ▶ ~~Director, HR Strategic Partnerships and Initiatives~~Operations and Systems (Payroll Account(s) only)
 - ▶ Program Manager, Payroll Compliance & Control (Payroll Accounts only)
 - ▶ Senior Analyst Reporting and Control (Payroll ~~A~~ccount(s) only)
- (b) Cheques over \$100,000.00 require any two of the signatures in (a).
- (c) The following facsimile signatures are acceptable on cheques drawn on any account, however, when a second signature is required by virtue of the amount being over \$100,000.00, the second signature must be any one of the signatures in (a) applied manually:
- ▶ President and Vice Chancellor
 - ▶ Vice-President (Operations and Finance)
- (d) All electronic payment services, such as Wires, EFTs, Bill payments and Government Payments require electronic approvals as follows:
- (i) System generated batch payments up to \$12,000,000.00 require electronic approval from any one of the positions listed in (a) above; over \$12,000,000.00 require electronic approval from any two of the positions listed in (a) above.

(ii) All other payments up to \$100,000.00 require electronic approval from any one of the positions listed in (a) above; over \$100,000.00 require electronic approval from any two of the positions listed in (a) above.

(e) All bank transfers between bank accounts held by McMaster require ~~any one of the following signatures or electronic approvals~~signatures and/or electronic approvals of any one of the positions listed in (a) excluding those positions for Payroll Accounts only or the following positions:

- ~~▶ President and Vice-Chancellor~~
- ~~▶ Vice-President (Operations and Finance)~~
- ~~▶ Associate Vice-President and Chief Financial Officer~~
- ~~▶ Controller~~
- ~~▶ Treasurer~~
- ~~▶ Senior Manager, Accounting & Financial Reporting~~
- ~~▶ Manager, Financial Reporting~~
- ~~▶ Manager, Financial Affairs Business Office~~
- ~~▶ Manager, Investment Accounting, Reporting and Compliance~~
- ~~▶ Senior Investment Analyst~~
- ~~▶ Senior Accountant~~
- ~~▶ Investment Operations Analyst~~
- ~~▶ Financial Analyst – Trust Funds~~
- ~~▶ Director, HR Strategic Partnerships and Initiatives (Payroll Account(s) only)~~
- ~~▶ Senior Manager, Payroll Services, Tax and Data Compliance (Payroll Account(s) only)~~
- ~~▶ Senior Analyst Reporting and Control (Payroll account(s) only)~~
- ~~▶ Investment Operations Analyst~~
- ~~▶ Financial Analyst – Trust Funds~~

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~~(2) Foreign electronic payments:~~

~~(a) Up to \$100,000.00 require any one of the following signatures and/or electronic approvals:~~

- ~~▶ President and Vice-Chancellor~~
- ~~▶ Vice-President (Operations and Finance)~~
- ~~▶ Associate Vice-President and Chief Financial Officer~~
- ~~▶ Controller~~
- ~~▶ Treasurer~~
- ~~▶ Senior Manager, Accounting & Financial Reporting~~
- ~~▶ Manager, Financial Reporting~~
- ~~▶ Manager, Investment Accounting, Reporting and Compliance~~
- ~~▶ Senior Investment Analyst~~
- ~~▶ Senior Accountant~~

~~(b) Over \$100,000.00 require any two of the signatures or electronic approvals in (a).~~

(f) Foreign electronic payments of up to \$100,000.00 require signatures and/or electronic approvals of any one of the positions listed in (a) excluding those positions for Payroll Accounts only.

(g) Foreign electronic payments of over \$100,000.00 require signatures and/or electronic approvals of any two of the positions listed in (a) excluding those positions for Payroll Accounts only.

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Appendix C

SAFEKEEPING RESOLUTION

The Board hereby resolves:

1. THAT the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) be and it is hereby authorized on behalf of McMaster University:
 - (a) to receive for safekeeping such property including such securities as may from time to time be delivered for such purpose to any office, branch or agency of the Bank;
 - (b) to cause any such securities which are capable of registration to be registered in the name of the University, or, when instructed, in the name of the Bank's nominee;
 - (c) to hold, deliver, sell, exchange or otherwise dispose of or deal with any or all such property including such securities pursuant to such written instructions as may be given from time to time by or on behalf of the University to the Bank by any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Manager, Investment Accounting, Reporting and Compliance, or Senior Investment Analyst are hereby authorized to give the said Bank instructions from time to time as aforesaid;
 - (d) notwithstanding the foregoing, any delivery to this University of any such property including such securities shall be made only to and against the written receipt of any two of the Chair of the Board of Governors, the Vice-Chair(s) of the said Board of Governors, the Chair of the Planning and Resources Committee of the said Board of Governors, the President, the Vice-President (Operations and Finance);
 - (e) to transfer any such property including any such securities to another office, branch or agency of the Bank than the office, branch or agency of the Bank to which or to whom such property was originally delivered, but the Bank shall immediately notify the Associate Vice-President & Chief Financial Officer of the University in writing of any such transfer;
 - (f) to detach on maturity the coupons, if any, from the securities and to complete as agent of the University any ownership certificates in connection therewith and to surrender any securities against receipt of moneys payable at maturity or upon redemption thereof; but the Bank is not obliged to examine lists of drawn and redeemed bonds or notices relating to coupons or dividends or to advise the undersigned of the expiry of rights or warrants in connection with the securities;

-
- (g) to obtain and receive payment of any moneys, whether on account of principal or revenues, in respect of any such securities, and to place the moneys so received in respect of the securities or any rights pertaining thereto to the credit of the University at the Westdale Hamilton Branch of the Bank, Deposit Account or to deal with such moneys in accordance with the written instructions of any two of the persons mentioned in paragraph (c).
2. The University agrees that the responsibility of the Bank in respect of any or all such property including such securities and proceeds shall be to exercise such due and proper care with respect to such property including such securities and proceeds as if such property including such securities and proceeds were the property of the Bank.
 3. The University undertakes to pay to the Bank the agreed safekeeping charges for its services hereunder which the Bank is hereby authorized to debit to any account of the University with the Bank.
 4. This resolution shall take effect on the 8th day of June, 2023 and from that date shall supersede a resolution passed by the Board of Governors of the University on the 18th day of April, 2019 and shall remain in force and effect as regards each office, branch or agency of the Bank having in its custody any of such property including such securities of the University until notice in writing abrogating or modifying this agreement is received by such office, branch or agency of the Bank.

The Board further resolves:

That McMaster University may enter into a Safekeeping Agreement with the CIBC Mellon Global Securities Services Company (and certain of its Affiliates), in accordance with the provisions of the foregoing resolution.

Board of Governors
June 8, 2023

Appendix D

RESOLUTION FOR THE SALE OF SECURITIES

The Board hereby resolves:

1. THAT any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Manager, Investment Accounting, Reporting and Compliance, or the Senior Investment Analyst of this University be, and they hereby are, fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by this University, and to make, execute and deliver, under the corporate seal of this University or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

2. AND FURTHER that there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the University Secretary, Vice-President (Operations and Finance) or Associate Vice-President & Chief Financial Officer of this University in office at the date of such certificate, and such certificate shall set forth these resolutions and shall state these resolutions are in full force and effect, and shall also set forth the names of the persons who are then officers of this University, then all persons to whom such instrument with the annexed certificate shall thereafter come shall be entitled without further inquiry or investigation and regardless of the date of such certificate to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by this University, and that with respect to such securities the authority of these resolutions and of such officers is still in full force and effect.

Board of Governors
June 8, 2023

Appendix E

RESOLUTION RESPECTING THE CORPORATE SEAL OF McMASTER UNIVERSITY

The Board hereby resolves:

1. That each of the following University officers be and is hereby authorized, where required, to affix the corporate name and seal of the University on all deeds, transfers, assignments, contracts, obligations or documents on behalf of the University, provided that the agreement has been signed in accordance with the provisions of the *Approval and Signing Authority Policy*: the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the University Secretary, the President, the Provost, the Vice-President (Operations and Finance), the Dean and Vice-President (Health Sciences), the Vice-President, Research, and the Vice-President, University Advancement.
2. Notwithstanding provisions found elsewhere in this resolution, any contract or agreement to which the corporate seal is to be affixed must include the signature of an officer authorized by the Board of Governors to affix to seal.

Appendix F

**RESOLUTION RESPECTING DIRECTIONS TO
THE CIBC MELLON GLOBAL SECURITIES SERVICES COMPANY
BY McMASTER UNIVERSITY**

The Board hereby resolves:

1. a) THAT directions or approvals given by the University under or pursuant to Section 4 of the Master Trust Agreement between McMaster University and CIBC Mellon Trust Company dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College 2000 dated July 1, 2000 and the Trust and Custodial Services Agreement for the Contributory Pension Plan for Hourly-rated Employees dated June 30, 1999; and
- b) THAT directions or approvals given by the University under or pursuant to Section 4 of the Custodial Services Agreements between McMaster University and the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) dated June 30, 1999 for the Investment Pool, which includes the General Trust and Endowment Funds and certain other restricted funds

shall be given on behalf of the University by any two of the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer or one of the aforementioned together with one of the Associate Vice-President and Chief Human Resources Officer, Director, HR ~~Services-Operations~~ and Systems, Senior Manager, ~~HR Projects, Analytics and Payroll~~ Payroll Services, Tax and Data Compliance, Senior Manager, ~~Total Rewards Associate Director, Benefits and Retirement Programs~~, the Manager, Investment Accounting, Reporting and Compliance, or the Senior Investment Analyst.

2. THAT this resolution shall take effect on the 68th day of June, 20234 and from that date shall supersede a resolution passed by the Board of Governors of the University on the 86th day of June 2019-2023 and shall remain in force and effect until notice in writing abrogating or modifying this agreement is received by the CIBC Mellon Global Securities Services Company.

Appendix G

BORROWING RESOLUTION

The Board hereby resolves:

1. THAT the powers contained in clause 1 (a) of By-Law Number 3 being a by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by the University, be and they are hereby delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer for amounts up to \$100,000. For amounts in excess of \$100,000 these same powers are delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee; or one of the aforementioned together with one of the President or the Vice-President (Operations and Finance).
2. THAT this resolution shall take effect on the 8th day of June, 2023 and from that date shall supersede a resolution passed by the Board of Governors on the 6th day of June, 2019.

Board of Governors
June 8, 2023

Appendix H

STATEMENT OF EXPECTATIONS FOR MEMBERS OF THE MCMASTER UNIVERSITY BOARD OF GOVERNORS

The Board of Governors of McMaster University (the “Board”) has three different types of members: those appointed or elected in conformance with the McMaster University Act (the “Act”); those whose office at the University results in *ex officio* membership, again in conformance with the Act; and Honorary Governors who have been designated as such by the Board of Governors. Members appointed or elected in conformance with the Act have full rights of membership including the right to attend and participate in meetings of the Board, and to vote. The Board has also designated, through its By-laws, a fourth type of participant called “Observers”. Observers and Honorary Governors may attend and participate in Board meetings, as regulated by the Board’s By-laws, but may not vote.

Inherent in the acceptance of membership in the Board of Governors is a commitment to perform the duties of Governor personally, to the best of one’s ability, and in the best interest of the University. The purpose of this Statement of Expectations is to assist those undertaking membership in the Board to understand that commitment and the expectations of the University.

Members of the Board of Governors owe a fiduciary duty to McMaster University and are charged with acting with care in the exercise of their powers. The duty of a Board member is to act honestly, in good faith, and in the best interest of the University rather than in the interest of any advocacy or interest group or other organization including a group or organization that may have appointed or elected them to the Board. The duty of care requires Board members to exercise an appropriate standard of care in the performance of their Board responsibilities.

The University’s Board of Governors has the following expectations of its Members in respect of their fiduciary duty and duty of care:

1. Attend meetings and play a full and active role in the work of the Board. Prepare for meetings, seeking clarification of pending issues and any additional information required to enable informed decision making. Members of the administration are fully available for consultation with members of the Board through the office of the University Secretary.
2. To act in their capacity as Governor in good faith and in the best interests of the University. In relation to matters concerning the business and affairs of the University which come before the Board, to place the interests of the University paramount to the interests of any other group or organization of which they may be a member or that they may represent. This includes exercising care, diligence, and skill in the exercise of these responsibilities.
3. Become acquainted with the University’s operations, including the transaction of business, University policies, and the routine delegation of tasks.
4. While acting as Governor, remain knowledgeable and respectful of the University’s governance process, including relevant by-laws and legislation.

5. Maintain the confidentiality of information provided in confidence, understanding the responsibility not to disclose information without proper authority. This duty continues to apply after the completion of service on the Board.
6. As fiduciaries, members of the Board of Governors have an obligation to challenge and to confirm the merit of the recommendations and information presented to the Board, including requesting that options be presented and that salient points be pointed-out by officers and management of the University. Members are expected to express their views fully and candidly during Board discussions, but they should respect the principle of collective decision-making and corporate responsibility, accepting that a decision once made reflects the will of the Board. Members speaking other than during a Board discussion should ensure that they are not perceived to be speaking on behalf of the Board or the University. The Chair of the Board is its official spokesperson.
7. Be transparent regarding any conflict, or the possible appearance of conflict, between Board duties and private interests, financial or otherwise. If a conflict or potential conflict arises, a member must declare any private interests relating to their Board duties and promptly take steps to resolve any conflicts arising in a way that protects the interests of the University. A member who is in any way interested in a proposed contract with the University must also comply with Article 8 Paragraph 16 of the Act. In instances where a member is uncertain about a possible conflict of interest, the member has a duty to seek advice from the Chair of the Board, President, or University Secretary. In this context, members must refrain from using confidential information gained in the course of Board service for personal gain or for political purpose.
8. Refrain from using, or attempting to use, the opportunity of Board service inappropriately to promote personal interests or those of any connected person, firm, business or other organization.
9. Bring personal expertise to bear on related University business before the Board. A Governor who possesses specific expertise is expected to use it in the interests of the University.
10. Remain reasonably knowledgeable about developments surrounding post-secondary education in the province.

Appendix I

REGULATIONS GOVERNING STUDENT ELECTIONS TO THE BOARD OF GOVERNORS

All candidates are responsible for the conduct of their campaigns, including the actions of others who are campaigning for them. It is the responsibility of all candidates to follow the campaign rules.

Campaign Rules

1. Campaigning may start once the candidate receives their letter of validation confirming that their nomination has been approved by the University Secretary.
2. All campaign activities are subject to official University regulations and policies (By-laws, Codes of Conduct, etc.), as well as the laws of the land.
3. Any campaigning that is slanderous or libelous is prohibited.
4. Any use of social media, such as Facebook or Twitter, must be in good taste and adhere to all Codes of Conduct.
5. Spamming of public forums or University e-mail distribution lists is forbidden.
6. All campaigning must end at 11:59 p.m. the night prior to the start of the first day of voting.
7. Candidates shall take down signs or posters within sight of the computer lab(s) by 11:59 p.m. the night prior to the first day of voting.
8. Candidates may not approach voters requesting them to cast votes in their favour on election day(s).
9. Candidates may not provide computers or other devices to the electorate for the purposes of voting.
10. Candidates must notify the University Secretary of their scrutineers at least 24 hours prior to the beginning of voting days. A candidate may not be a scrutineer.
11. Campaign expenses will be limited to \$50.00 for each candidate, in order that those students with limited finances are not placed at a disadvantage during the election campaign. The University Secretary is authorized to reimburse each candidate for campaign expenses up to the amount of \$50.00, upon submission of receipts for expenses by the candidate.
12. The University Secretary reserves the right to disqualify any candidate if regulations are violated. They shall also:
 - (a) up to 14 days after the election, receive and investigate allegations of malpractice;
 - (b) up to 14 days after the election, hear appeals for a re-count, evaluate them, and arrange for a re-count if judged necessary;
 - (c) have the authority to levy fines, up to the amount claimed for campaign expenses, for violation of campaign rules;
 - (d) have the authority to declare an election invalid.

13. The University Secretary shall report to the Board of Governors on the student elections to the Board of Governors at the first regular meeting of the Board of Governors after the elections have been completed.

In addition to the above regulations, it is each candidate's responsibility to ensure that any and all posters are displayed according to each building's poster and advertising policies. For many campus buildings, this is *MSU Operating Policy 1.3.2 – Promotions & Advertising*, which can be viewed on the MSU [website](#). Other campus buildings, such as the McMaster University Student Centre, the McMaster University Medical Centre, and McMaster residences, etc. have their own policies that must be followed.

McMASTER UNIVERSITY

Complete Policy Title: **By-laws of the Board of Governors of McMaster University**

Policy Number (if applicable): **n/a**

Approved by: **Board of Governors**

Date of Most Recent Approval: **June 6, 2024**

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September 23, 1981	April 25, 1996	December 15, 2011	
September 22, 1982	December 11, 1997	June 7, 2012	
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January 19, 1984	June 10, 1999	April 18, 2013	
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March 20, 1985	March 22, 2001	December 12, 2013	
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April 30, 1986	June 16, 2005	June 9, 2016	
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Position Responsible for Developing and Maintaining the Policy: [University Secretary](#)

Contact Department: [University Secretariat](#)

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BOARD OF GOVERNORS OF McMASTER UNIVERSITY

BY-LAW NO. 1

being a by-law relating generally to the conduct of the affairs of the Board of Governors of McMaster University.

Interpretation

1. In the by-laws of the Board unless otherwise provided:
 - (a) "**1976 Act**" means The McMaster University Act, 1976 and amendments made thereto from time to time;
 - (b) "**Annual Meeting**" means the annual meeting of the Board of Governors of the University, as specified in Section 6 of this by-law No. 1
 - (c) "**Board**" means the Board of Governors of the University;
 - (d) "**Chair of the Board**" means the person elected as Chair of the Board of Governors of the University pursuant to Section 5 of this by-law No. 1;
 - (e) "**Chair**" means the person acting as chair of meetings of the Board or any of the Standing Committees of the Board
 - (f) "**Chancellor**" means the Chancellor of the University;
 - (g) "**Closed Session**" means a meeting of the Board or part of a meeting of the Board so declared by the Chair of the Board at which only members of the Board, Observers and specifically invited guests of the Board shall be present;
 - (h) "**Divinity College**" means McMaster Divinity College;
 - (i) "**Graduate Student**" means a person who is a candidate for an advanced degree authorized by the Senate of the University or from a college affiliated with the University and shall include Divinity College students, and Post Degree students;
 - (j) "**Non-Teaching Staff**" means the employees of the University and of a college affiliated with the University who are not members of the teaching staff but shall not include students;
 - (k) "**Observer**" means a person identified as such pursuant to Section 12 of this by-law No. 1;
 - (l) "**Past Chair of the Board**" means the immediate previous Chair of the Board;
 - (m) "**President**" means the President of the University;
 - (n) "**Secretary of the Board**" means Secretary of the Board of Governors of the University appointed pursuant to Section 5 of this by-law No. 1;
 - (o) "**Senate**" means the Senate of the University;

- (p) "**Standing Committees of the Board**" means the committees specified in Section 15(2) of this by-law No. 1;
- (q) "**Teaching Staff**" means the employees of the University or of a college affiliated with the University who hold the academic rank of professor, associate professor, assistant professor or lecturer but shall not include graduate students who are employed by the University as teaching assistants nor individuals who hold title with the prefix "clinical" or "visiting";
- (r) "**Undergraduate Student**" means a person who is registered as a candidate for an undergraduate degree in a course of study approved by the Senate and shall include Medical students and Continuing students;
- (s) "**University**" means McMaster University;
- (t) "**Vice-Chair(s) of the Board**" means Vice-Chair(s) of the Board of Governors of the University elected pursuant to Section 5 of this by-law No. 1;
- (u) "**Provost**" means the Provost and Vice-President (Academic) of the University;
- (v) "**University Secretariat**" means the office of the University Secretary
- (w) "**University Secretary**" means the chief administrative officer of the Board of Governors and the Senate, when the same individual holds the positions of Secretary of the Board of Governors and Secretary of the Senate;
- (x) "**Vice-President**" means a Vice-President of the University.

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| Fiscal Year | 2. | The fiscal year of the University shall end on the 30th day of April in each year. |
| Corporate Seal | 3. | The Corporate Seal of the University shall be in the form impressed on the master copy of the by-laws held in the University Secretariat. The Seal may be impressed with duplicate instruments, one of which shall be retained by the Board and the other by the Senate for use on documents made under their respective powers. The duplicate instrument of the Seal retained by the Board shall be kept in the custody of the Vice-President (Operations and Finance) or in the custody of such other person as the Board may decide by resolution. |
| Powers of the President | 4. | <ul style="list-style-type: none">(1) The Board delegates to the President, pursuant to Section 9 (d) of the 1976 Act, the power to make appointments for a stated period of time to the University's teaching staff, provided that such appointments are within the limits of the University's approved budget. (See resolution attached as Appendix A-1.)(2) The Board delegates to the President or such other officer or employee as the President may from time to time designate, provided such alternative delegate is first approved in writing by the Board, the power of the Board under Section 9 (b) of the 1976 Act to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the |

preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii) and (iii).
(See resolution attached as Appendix A-2.)

- (3) The Board delegates to the President the power of the Board under Section 9 (b) of the 1976 Act to suspend members of the teaching staff. (See resolution attached as Appendix A - 3).

Election of Chair and Vice-Chair

5. (1) The Board shall elect a Chair and Vice-Chair(s) of the Board at its Annual Meeting in accordance with Section 8 (12) of the 1976 Act, each to serve for a term of one year from the 1st day of July following the election, provided, however, that the Chair and Vice-Chair(s) may be re-elected for one or more term(s).

Election of Secretary

- (2) The Board shall appoint a secretary who shall serve as Secretary of the Board (University Secretary) during its pleasure.

Meetings of the Board

6. The Board shall meet not fewer than four times in each fiscal year at such times and at such places as may be determined from time to time by the Chair or by resolution of the Board. In addition, thereto, the Board shall hold an Annual Meeting within two months after the end of the University's fiscal year at such time and place as the Board may determine by resolution.

Notice of Meeting

7. Notice in writing of each regular meeting and the Annual Meeting shall be sent electronically by the University Secretary, to Board members at least fourteen days in advance of the meeting date. The agenda for any such meeting shall be sent by the University Secretary to all members of the Board at least seven days prior to the date of each such meeting and posted on the Secretariat website. The dates, times and places of all such meetings shall be made available to the University community and the community-at-large through posting on the University Secretariat's website secretariat.mcmaster.ca at least seven days prior to such meetings.

Location of Meetings

8. (1) All meetings of the Board shall be held in the Council Room, Gilmour Hall, unless the Chair of the Board directs that the meeting be held elsewhere.

Recording Devices

- (2) No form of recording device (photographic or electronic) or sound-amplifying device shall be permitted at any meeting of the Board with the exception of instruments for official use by the Board or with the express authority of the Chair of the Board.

Quorum of the Board

- (3) The quorum of the Board shall consist of twenty members of whom at least ten shall consist of members of the Board appointed or elected under clauses b, c, d, and j of subsection 1 of Section 8 of the 1976 Act.
- (4) The Chair of the Board, or in their absence the Vice-Chair of the Board, shall act as Chair at all meetings of the Board. In the absence of both the Chair and the Vice-Chair(s), a Chair shall be elected by a majority of the members present.

(5) The Chair shall conduct the proceedings in conformity with the by-laws and rules of procedure enacted by the Board and, in all cases not so provided, the following reference shall be used: M.K. Kerr and H.W. King, *Procedures for Meetings and Organizations*, Carswell Thomson Professional Publishing, third edition, 1996.

(6) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts themselves must withdraw from the meeting at the order of the Chair. In the event that such person refuses to withdraw, the Chair has the power to declare a short recess, or to adjourn the Board, and may declare that the continuation of such recessed or adjourned meeting shall be in Closed Session.

Closed Session

(7) The following matters, which shall be considered or dealt with by the Board in Closed Session, shall be placed at the end of the agenda:

- (a) nominations;
- (b) elections;
- (c) recommendations from the Senate concerning appointments, tenure, or promotion;
- (d) suspensions or removals;
- (e) agenda items concerned with remuneration of individuals;
- (f) agenda items concerned with contracts; and
- (g) any other matter deemed appropriate by the Board.

(8) The Board may by a majority vote of the members present at any meeting of the Board without debate request the Chair to declare the meeting, or any part thereof, a Closed Session.

**Request for
Appearance at the
Board**

(9) Any person may request an appearance before the Board for the presentation of a brief. The request will be considered by the Board if the request and brief are submitted to the University Secretary at least three days prior to the date set for a Board meeting. The three-day period set out above may be waived by a two-thirds majority vote of the members present at such meeting. If the Board approves the request, the presentation may be made and shall not exceed the time limit prescribed by the Chair.

**Record of
Proceedings**

(10)

(a) A record of the proceedings of all meetings of the Board shall be made by the University Secretary. Items of business dealt with by the Board in Closed Session shall be made available only to members and Observers of the Board unless otherwise ordered by the Board.

**Access to Minutes of
UPC**

(b) A request by a Senator, Board member or an Observer of either body for access to the minutes and records of the Board-Senate University Planning Committee (formerly the Board-Senate Committee on Long-Range Planning) shall be submitted to the University Secretary. The

University Secretary shall consult with the Chair of the Senate and the Chair of the University Planning Committee and shall determine whether access is to be granted and in what form.

**Communications to
the Board**

- (11) Any person may communicate to the Board in writing on a matter of interest to the Board. Such communications shall be received by the University Secretary at least three days before any meeting of the Board to permit time for distribution. Such a communication shall be dealt with by the Board under the agenda heading "Communications" which shall normally be the fourth item of business on the agenda. The time period as set out herein may be waived by a two-thirds majority vote of the members present at such meeting.

Amend By-laws

9.
 - (1) A proposal to amend the by-laws of the Board shall be considered by the Board only at its regular meetings, and then only after notice of the proposed amendment has been given at a previous regular meeting of the Board.
 - (2) Editorial revisions to the by-laws shall be considered and approved by the Executive and Governance Committee. Editorial revisions are non-substantive and include editing and formatting, updating titles, and correcting grammatical errors, etc.
 - (3) In the event that a Standing Committee of the Board presents an amendment for approval together with a recommendation that the amendment is not considered to be substantive in nature, and provided that no member of the Board makes a request, either at or prior to the meeting, that the procedure specified in section 9(1) be followed, the Board may waive the requirement to review the amendment at a subsequent meeting and adopt such amendment with immediate effect. Any such recommendation made by a Standing Committee should be included in its written report and provided to members of the Board in advance of the relevant meeting.

**Expectations for
Board Members**

10. (a)
 - (1) An individual who has been otherwise properly appointed or elected to membership in the Board, or who occupies an office which entitles them to ex officio membership in the Board, shall, before taking up their duties as a member of the Board, review and subscribe to the "Statement of Expectations for Members of the McMaster University Board of Governors" as set forth in Appendix H (the "Statement of Expectations"), and shall deliver an executed copy of the Statement of Expectations to the Secretary of the Board of Governors. If any such person shall fail to do so, the Secretary of the Board of Governors shall notify the Chair of the Board.
 - (2) A member of the Board who has not subscribed to the Statement of Expectations shall not serve upon any committee of the Board.

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- Members' Minimum Attendance** 10. (b) The Board may declare vacant the seat of any member who, without being granted leave of absence by the Board, fails to attend four consecutive meetings of the Board.
- Honorary Governors Designation** 11. The Board may designate from time to time, on the recommendation of the Nominating Committee, a person as an Honorary Governor. Such designations shall be made to a member retiring from the Board to recognise distinguished service to the Board over an extended period of time. A list of Honorary Governors shall be included under this heading together with any list of Board members. Honorary Governors shall be accorded all the rights and privileges extended to Observers of the Board.
- Observers** 12. (1) An individual shall be an Observer if they (a) are not a member of the Board; (b) holds one of the following offices; and (c) assumes the role of an Observer by notifying the University Secretary in advance:
- The Vice-Presidents
 - Chief Internal Auditor
 - Chief of Staff and Senior Advisor to the President
 - Chief Executive, External and Internal Engagement
 - Associate Vice-President & Chief Financial Officer
 - Associate Vice-President & Chief Facilities Officer
 - Associate Vice-President & Chief Human Resources Officer
 - Associate Vice-President, Real Estate, Ancillary Operations and Partnerships
- The Chair of any Standing Committee of the Board who is not a member of the Board, provided that the Chair of that Standing Committee may recommend that the Chair of the Board appoint another member of that Standing Committee as their designate
- The President or designate of:
- Graduate Students Association
 - McMaster Association of Part-time Students
 - McMaster Students Union
 - McMaster University Faculty Association
 - McMaster University Retirees Association
 - UNIFOR, Local 5555
- (2) Observers shall be invited to attend meetings of the Board and shall receive such notices and other materials as are distributed to members of the Board in advance of such meetings. An Observer shall withdraw from a meeting of the Board in any of the following circumstances:

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- (a) if they would, if a member of the Board, be required to withdraw from such meeting because of the requirements of subsection 16 of Section 8 of the 1976 Act; or
 - (b) if the meeting is a Closed Session where matters of a personal nature concerning an individual may be discussed and that individual so requests; or
 - (c) if the Chair so directs.
- (3) Observers shall not vote but may be permitted to address the Board, when invited by the Chair to do so, in order to respond to questions or provide information to members regarding items under discussion.
- (4) By receiving confidential Board materials or by attending any Closed Session, each Observer agrees to preserve in confidence any matters treated as confidential to the University and any matters of a personal nature concerning an individual of which they become aware while acting in the capacity of Observer.
- Appoint Observers & Consultants** (5) The Chairs and/or Vice-Chair(s) of the Standing Committees of the Board may appoint observers and consultants to the Standing Committees of the Board. This Section 12 shall apply to all such persons so appointed.
- Access to Advice** 13. The Board and each of its Standing Committees shall have access to such legal, financial and other advice as may be required from time to time to enable the duties of the Board and its Standing Committees to be properly discharged.
- Senate Representatives** 14. The Board shall appoint annually at its Annual Meeting its member(s) to the Senate for a term of three years.
- Service on Committees** 15. Unless otherwise specified, the Board shall elect members to committees to serve for a period of one year or until their successors are elected or appointed.
- Ex Officio Members of Board Committees** (1) The President and the Chair and Vice-Chair(s) of the Board shall be ex officio members of all committees of the Board except that the President shall not be a member of the Audit and Risk Committee, the Human Resources Committee, the Board-Senate Research Misconduct Hearings Panel and the Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence, and the Chair and Vice-Chair(s) of the Board shall not be members of the Board-Senate Hearing Panel for Sexual Harassment and Anti-Discrimination and the Board-Senate Research Misconduct Hearings Panel.
- Board Standing Committees** (2) The following committees shall be Standing Committees of the Board provided that it may from time to time appoint other committees for any purpose within its powers:
- Audit and Risk;
 - Executive and Governance;
 - Planning and Resources Committee;

Investment Pool Committee;
Nominating;
Pension Trust;
Committee on External Engagement & Advancement;
Remunerations;
University Planning Committee;
Budget Committee;
University Student Fees Committee;
Human Resources;
Board-Senate Research Misconduct Hearings Panel;
Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual
Violence.

Committee Meetings

- (3) Normally, it is expected that members attend committee meetings in person. At the discretion of the Chair however, a member(s) who is (are) unable to attend in person may participate in that meeting by such means of teleconference or other communication facilities that permit all members to communicate simultaneously and instantaneously. A member(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. For those meetings, or portions thereof, held in Closed Session or in camera, it is expected that members participating by such means of telephone or other communication facilities will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.

Electronic Voting

- (4) At the discretion of the Chair, a committee may be asked to consider a matter outside of a committee meeting and to determine the matter by means of an electronic vote. Such matters would, in the judgment of the Chair, be time-sensitive and delay until the next regularly scheduled meeting would have an adverse effect or would, in the judgment of the Chair, normally require little, if any, discussion prior to voting. Members with concerns, who would like an item to be discussed by the committee in advance of the electronic vote, must notify the Secretary without delay. The Chair will then determine an appropriate course of action and inform the committee on the disposal of the matter.

Terms of Reference

- (5) Composition and Terms of Reference of Standing Committees of the Board:

(a) AUDIT AND RISK COMMITTEE

The Audit and Risk Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, and a minimum of three other members of the Board. The Chair of the Committee shall be appointed by the Board on the recommendation of the Nominating Committee. Notwithstanding any other provisions in the By-laws, in any event, every Audit and Risk Committee member shall be an independent, external and unrelated Governor (not employed by the University nor enrolled in a course of study at the University). Members of the Audit and Risk Committee shall be financially

literate, with the ability to read and understand financial statements of the breadth and complexity comparable to those of the University. Optimally, at least one member of the Committee a professional accounting designation.

One half of the membership of the Committee shall constitute a quorum.

The following individuals will normally be invited to attend Audit and Risk Committee meetings: the President, the Provost, the Vice-President (Operations and Finance), the Associate Vice-President and Chief Financial Officer, the Chief Internal Auditor, and the Chief Risk Officer.

Meetings shall be held as required or upon the request of a member of the Audit and Risk Committee or of the University's internal or external auditors. The Committee Chair shall review an agenda in advance of each meeting.

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, the risk profile of the University and the University's processes for monitoring compliance with laws, regulations and University policies.

The primary responsibilities of the Committee are:

1. **Financial Statements:** to oversee the system of internal control and the financial reporting process. In fulfilling this responsibility, the Committee shall:
 - a. meet with the external auditors and review the results of the annual financial statement audit and approve such statements for recommendation to the Board;
 - b. review other sections of the annual report, including Management's Discussion and Analysis, and any report or opinion that the auditors propose to render, and consider the accuracy and completeness of the information;
 - c. review and discuss with management and the external auditors significant variances, estimates and accruals, judgments, changes in accounting policies and standards, issues concerning litigation or contingencies and any difficulties encountered;
 - d. review any recent and relevant professional and regulatory pronouncements to understand their impact on the financial statements;
 - e. review and discuss with management whether adequate procedures and processes are in place to ensure the integrity of the financial statements;

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- f. review the appropriateness of significant accounting principles and practices, reporting issues, unusual or extraordinary items, transactions with related parties and the adequacy of disclosures; and
 - g. consider whether the financial statements are complete and consistent with information known to Committee members.
2. **Internal Control:** to oversee the internal control structure and processes, the Committee shall:
- a. review with management and the internal and external auditors, their evaluation of the University's internal controls and processes, including internal controls over financial reporting, compliance with University policies and any material weaknesses or fraud and assess the steps management has taken to minimize significant risks or exposures; and
 - b. consider the effectiveness of the internal control system, including information technology security and control.
3. **External Audit:** to oversee the external audit process, the Committee shall:
- a. select and recommend annually the public accountants for appointment as auditors for the ensuing fiscal year and, in consultation with the administration, the basis of their compensation;
 - b. approve the engagement letter, receive the independence letter and review the management letter and related materials;
 - c. discuss with the external auditors the scope and purpose of the upcoming audit and the procedures to be followed including coordination with internal audit;
 - d. review all matters required to be communicated to the Committee under Generally Accepted Auditing Standards;
 - e. review with the external auditors their findings, any restrictions on their work, cooperation received, and their recommendations and facilitate the resolution of any disagreements between management and the external auditors;
 - f. receive privately the external auditors' opinion on various matters, including the quality and effectiveness of financial and internal audit staff, significant accounting principles and practices, unresolved material differences of opinion or disputes;
 - g. periodically review and approve a policy governing the engagement of the external auditors for the provision of non-audit services; and

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- h. annually review and assess the independence and performance of the external auditors.
4. **Internal Audit:** to oversee the internal audit function and reports, the Committee shall:
- a. review with the Chief Internal Auditor a summary of findings, any restrictions or limitations on their work, cooperation received, special investigation reports, findings from third party auditors (not including work performed by the appointed external auditors), and any recommendations arising therefrom;
 - b. review the proposed audit plans for the coming year, the criteria upon which they are based and the coordination of services provided to the external auditors;
 - c. periodically review and approve the internal audit mandate (the Internal Audit Department Policy Statement) for continued relevance;
 - d. review audit progress, findings, recommendations, responses and follow-up actions; in situations where the auditee has not responded appropriately in a timely fashion to the audit findings, follow-up and obtain a management response on those action items which remain outstanding for a significant period of time;
 - e. satisfy itself as to internal audit independence, cooperation received from management, interaction with external audit and any unresolved material disagreements with management;
 - f. review the budget, organizational structure, and qualifications of the internal audit department;
 - g. through its Chair, act as the formal supervisor of the Chief Internal Auditor and in consultation with the President and the Vice-President (Operations and Finance), have the final approval to appoint or discharge the Chief Internal Auditor and complete an annual performance review of the Chief Internal Auditor;
 - h. periodically review the effectiveness of the internal audit activity; and
 - i. meet privately with the Chief Internal Auditor at least quarterly.
5. **Compliance:** to oversee compliance-related issues, the Committee shall:
- a. obtain regular updates from management and legal counsel regarding legislative and regulatory compliance and outstanding litigation matters;

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- b. review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of instances of non-compliance;
 - c. review the findings of any examinations by regulatory agencies; and
 - d. review the process for communicating conflict of interest and code of conduct policies to employees and monitoring compliance.
6. **Enterprise-wide Risk Management:** to oversee the University's risk management framework which shall include approval of Management's proposed Risk Appetite Statement and review of:
- a. the identification and quantification of all significant risks (e.g. strategic, financial, operational, reputational etc.) the University is exposed to;
 - b. the University's appetite and tolerance for these risks on both an inherent and residual basis;
 - c. Management's strategy and controls for managing these risks;
 - d. the roles and responsibilities for risk identification and management including risk ownership;
 - e. risk monitoring and reporting;
 - f. emerging risks including risk horizon, likelihood and severity of such risks;
 - g. opportunities identified by Management for the future growth of the University

and shall provide input as appropriate as to the overall risk culture and tolerance of the University. The Audit and Risk Committee shall be satisfied that Management operates within the University's approved Risk Appetite Statement.

7. **Reporting:** to fulfill its reporting responsibilities, the Committee shall:
- a. report to the Board of Governors as required about Committee activities, issues, and related recommendations;
 - b. report to the Board of Governors, on its review of Management's proposed Risk Appetite Statement and present a final version for approval by the Board

- c. complete periodic self-assessments of the Audit and Risk Committee's effectiveness against its mandate and report any concerns to the Board;
- d. periodically review the Terms of Reference of the Audit and Risk Committee and recommend any proposed changes for consideration by the Board of Governors; and
- e. perform other activities as requested by the Board.

8. Other duties:

- a. oversee the work of any public accounting firm engaged by the University where such work would be defined as "public accounting" within the meaning of the standards of the Canadian Institute of Chartered Accountants;
- b. investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the University; and
- c. review and ensure that procedures are in place for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or audit matters.

(b) EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee of the Board shall be composed of the Chair and the Vice-Chair(s) of the Board, and representatives from every Board Committee, including but not limited to:

- Planning and Resources Committee Chair
- Audit and Risk Committee Chair
- External Engagement & Advancement Committee Chair
- Investment Pool Committee Chair
- Remunerations Committee Chair
- One Board member who shall also be a member of the Pension Trust Committee, and as ex officio members, the Chancellor, the President, the Provost, and the Vice-President (Operations and Finance). The Chair of the Board shall be the Chair of the Committee. Five members of the Committee shall constitute a quorum.

The Executive and Governance Committee shall, between meetings of the Board, consider and take appropriate action on matters pertaining to the affairs of the Board, as referred to it by the Chair of the Board, the Standing Committees of the Board, the President or the Vice-Presidents. All decisions made by the Committee on behalf of the Board shall be reported to the Board at its next meeting and shall be subject to confirmation by the Board except

that when unusual or urgent matters require decision the action of the Committee shall be brought to the attention of the Board at its next meeting for information only.

The Executive and Governance Committee shall make recommendations to the Board on the appropriate form of all by-laws of the Board and on any alteration or other matter pertaining to such by-laws.

The Executive and Governance Committee shall:

- Annually review and endorse the Strategy & Priorities put forward by the President for the upcoming Academic year, to be provided to the Board for approval.
- Annually review and endorse the list of key performance metrics to be presented by University leadership to the Board throughout the year.
- Annually develop a Board Workplan, taking into account the President's priorities and other areas of interest to the Board for the upcoming Academic year.
- Annually review Terms of Reference and Calendar/Workplan for each Committee and make recommendations to Committee Chairs consistent with the Governance Agenda.
- Annually review the performance and effectiveness of the Board of Governors, and make recommendations to the Board regarding board composition, processes & practices, training, and other matters that may serve to improve overall University Governance.

(c) PLANNING AND RESOURCES COMMITTEE

The Planning and Resources Committee shall be composed of not fewer than five members of the Board in addition to the Chair and the Vice-Chair(s) of the Board, the Chair of the Audit and Risk Committee, the President, the Provost, and Vice-Presidents (or a designated delegate) as ex officio members. One-half of the membership of the Committee, excluding the President and Vice-Presidents, shall constitute quorum.

The primary responsibilities of the Planning and Resources Committee are:

Financial Affairs

1. Provide oversight of the financial affairs of the University and keep the Board informed thereon;
2. Approve financial expenditures as required by the *Approval and Signing Authority Policy*;
3. Review, at least once annually, interim financial statements in comparison with budgets;
4. Review final annual budgets and make recommendations to the Board;

5. Review and oversee the establishment of adequate financial controls to ensure the implementation of policies and decisions adopted by the Board, including budgetary matters;
6. Provide oversight of investment policies and the management of McMaster's investments and delegate such responsibilities as it sees fit to the University Administration in the implementation of established policies;
7. Recommend to the Board of Governors the establishment and collection of fees and charges for tuition on behalf of any entity or organization of the University.

Capital Planning and Construction

1. Review and approve plans for capital expenditures and all matters relating to building, expansion, maintenance or alteration of the physical resources of the University, as required by the *Approval and Signing Authority Policy*;
2. Review and approve the award of contracts and the selection of professional consultants;
3. Ensure capital projects and expenditures are within the resources of the University;
4. With the approval of the Board, determine limits within which authority for commitment of funds may be delegated to University officials.
5. When making decisions regarding building on campus, the Committee will consider factors that impact the aesthetic quality of campus, as well as the surrounding community.

The Committee shall be responsible for reviewing projects and proposals with consideration to both financial and planning aspects of University business.

The Investment Pool Committee

The Investment Pool Committee shall be a subcommittee of the Planning and Resources Committee and shall consist of not fewer than six members, as follows: at least two current members of the Board, appointed by the Board; two members with investment expertise appointed by the Planning and Resources Committee; the Associate Vice-President & Chief Financial Officer and the Treasurer. The President and Vice-President (Operations and Finance) shall be ex officio members, but shall have no vote. The Chair shall be designated by the Board of Governors from the Board appointed members on the Committee.

Four members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1 and members shall hold office for a period of one year. Members shall be eligible for re-appointment.

The overall objective of the Investment Pool Committee is to bring advice and knowledge to the effective management of the investments included in the University's Investment Pool, consistent with the approved fund objectives.

Within this context, the Committee shall:

1. review investment policies, objectives, strategies and make recommendations to the Planning and Resources Committee;
2. make recommendations to the Planning and Resources Committee concerning the engagement and termination of investment managers and consultants;
3. review and approve mandates and investment objectives given to individual investment managers;
4. meet quarterly to monitor investment performance of the total Fund and of individual managers;
5. meet regularly with external investment managers;
6. monitor operating expenses such as fees paid to external fund managers, consultants, fund measurement services and custodians;
7. monitor rebalancing of funds among the investment managers and exposure to non-Canadian currencies; and
8. provide semi-annual performance reports to the Planning and Resources Committee.

(d) NOMINATING COMMITTEE

The Nominating Committee shall be composed of the Chair of the Board who shall be the Chair of the Committee, the Vice-Chair(s) of the Board, the President, the Chancellor, and three or more additional members of the Board. One-half the members of the Committee, other than the President, shall constitute a quorum.

The Nominating Committee of the Board shall consider and recommend to the Board persons to be elected under Section 8 (1) (b) of the 1976 Act, the membership and Chairs of Board Committees (and Vice-Chair if appropriate), Honorary Governors, and the Chair, Vice-Chair(s), and University Secretary, and such other offices as may be referred to the Committee by the Board.

(e) PENSION TRUST COMMITTEE

The Pension Trust Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and

Finance) as ex officio members; four members appointed by, but not necessarily from, the Planning and Resources Committee of the Board; eight members of the Pension Plan, three of whom shall be appointed by the McMaster University Faculty Association, one of whom normally shall be appointed from the professional librarians; one of whom shall be appointed by the McMaster University Clinical Faculty Association; two of whom shall be appointed by UNIFOR, Local 5555; one of whom shall be appointed by the McMaster University Retirees Association; and one of whom shall be appointed by the President, in consultation with the Associate Vice-President & Chief Human Resources Officer, from The Management Group.

Eight members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1, and members shall hold office for a period of one year but any member shall be eligible for re-appointment. If a vacancy occurs during the year, a replacement shall be appointed within sixty days in the same manner as the prior appointment. The Pension Trust Committee shall elect a Chair from among its members.

The Committee shall:

1. Recommend to the Board general pension investment policy and the annual Statement of Investment Policies and Objectives for submission to the Financial Services Commission of Ontario;
2. Monitor and review performance of Investment Consultants and Fund Managers:
 - a. Make recommendations to the Board with respect to situations of deviation or proposed deviation by Fund Managers from the Statement of Investment Policies and Procedures;
 - b. Make recommendations to the Board on the appointment or replacement of such Investment Consultants and Fund Managers;
3. Monitor the annual calculation of the “Net Interest on the Fund” and the “Annual Pension Increase”;
4. Discuss and promote awareness and understanding of the pension plan by members of the plan and persons receiving benefits under the plan;
5. Comment and make recommendations to the Planning and Resources Committee on
 - a. the performance and appointment of the actuary; and
 - b. the actuarial methods and assumptions used in determining the financial condition of the pension plan and the contributions to the pension plan;

6. Comment and make recommendations to the Planning and Resources Committee on proposed changes to the pension plan text, and propose changes to the pension plan text;
7. Monitor at least annually the administrative expenses paid from the pension plan, and determine whether they are appropriate. Changes in the nature and structure of administrative expenses paid may be approved by the Board only if recommended by the Pension Trust Committee as a result of a ballot of all Pension Trust Committee members.

(f) COMMITTEE ON EXTERNAL ENGAGEMENT & ADVANCEMENT

The Committee on External Engagement & Advancement shall be composed of the Chancellor, the President, the Chair and the Vice-Chair(s) of the Board, the Vice-President, University Advancement, and the Chief Executive, External and Internal Engagement as ex officio members, and up to six other members, at least half of whom shall be members of the Board. One-half of the members of the Committee shall constitute a quorum.

The Committee shall make recommendations to the Board on policy matters related to institutional advancement, including external and internal communications, fund-raising, alumni relations, development and public relations.

(g) REMUNERATIONS COMMITTEE

The Remunerations Committee shall be composed of not fewer than three members of the Board, in addition to the ex officio members who shall be the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and Finance). No employee of the University, other than the President and the Vice-President (Operations and Finance), shall be a member of the Remunerations Committee. Three members of the Committee, other than the President and Vice-President (Operations and Finance), shall constitute a quorum.

The primary function of the Remunerations Committee shall be to recommend to the Board policies regarding salaries, wages, benefits and other forms of remuneration and to provide advice, as necessary, to the University Administration in implementing and administering such policies.

In making its recommendations, the Committee shall have regard to the policies of the University as approved by the Planning and Resources Committee and the Board.

(h) UNIVERSITY PLANNING COMMITTEE *

The University Planning Committee shall consist of the Chancellor; the Chair of the Board (or delegate); the Vice-Chair(s) of the Board (or delegate); the President; the Provost, who shall be Chair; the Vice-President (Operations and

Finance); the Vice-President, Research, ; the Vice-Provost and Dean of Graduate Studies; six faculty members, one from each Faculty, elected for staggered three-year terms; one Faculty Dean elected annually (by and from the six Faculty Deans); one non-teaching staff member, elected for a three-year term; one graduate student, elected for a two-year term; and one undergraduate student, elected for a two-year term. The following persons shall be Observers to the University Planning Committee: the Dean and Vice-President (Health Sciences) or delegate; the Vice-President, University Advancement; the Associate Vice-President (Students and Learning) and Dean of Students; the Chair of Undergraduate Council, the Deputy Provost and the McMaster University Faculty Association President or delegate. The provisions of Section 12 of this by-law No. 1 shall apply to such Observers. One-half of the membership, excluding ex officio members, shall constitute a quorum.

The election of faculty, staff and student members to the University Planning Committee shall be conducted by the University Secretary and shall adhere to the Board of Governors Election By-Laws.

The University Planning Committee's fundamental mandate is to coordinate academic and resource planning so that the Senate and the Board may be assured that any proposal presented for approval has academic merit that supports the mission of the University and that resources necessary for the implementation of any proposal have been appropriately assessed. In this context the University Planning Committee shall:

1. review the Plan for the University annually, and recommend revisions to it as necessary, for approval by the Senate and the Board;
2. review, for recommendation to the Senate and the Board, major initiatives (including those which are part of submissions to external agencies) that have significant resource implications, providing comment on how the proposals fit within the University Plan;
3. review and receive annual planning reports as prescribed by the Provost from the Faculties, the School of Graduate Studies, the Deputy Provost, the Vice-Provost (Teaching & Learning), the Associate Vice-President (Student Affairs) and Dean of Students, the University Registrar, the University Librarian, and other units (as appropriate) that report directly to the Provost, providing comment on how the plans relate to overall University planning and current budgeting. Received plans are to be reported to the Senate and the Board for information;
4. review and receive annual planning reports as prescribed by the Vice-President (Operations and Finance) from those administrative and service units that report directly to the Vice-President (Operations and Finance), providing comment on how the plans relate to overall

University planning and current budgeting. Received plans are to be reported to the Senate and the Board of Governors for information;

5. review and receive annually a report from the Vice-President, Research, on the major operations, institutes, and initiatives that receive significant support from the budget envelope of the Vice-President, Research, and on the anticipated impact of new funding opportunities (from federal, provincial, or private agencies or businesses) as they arise. Received plans are to be reported to the Senate and the Board for information;
6. receive annually from the Vice-President, University Advancement a report on advancement efforts of the previous year and review, for recommendation to the Senate and the Board, future fund-raising priorities and their relationship to the University Plan;
7. provide commentary, with reference to the University Plan and the McMaster University Campus Master Plan, to the relevant committee of the Board of Governors on proposals for capital development and other expenditures that fall outside the annual budget (such as those encompassed by the Capital Renewals process). For all major projects, the University Planning Committee will be provided with a total impact analysis that assesses the ongoing costs of maintenance, utilities, etc.;
8. review, for recommendation to the Senate and the Board, the annual report on the McMaster University Campus Master Plan, including any updates, amendments and elaborations; and
9. report to the Senate and the Board any matters of concern formally identified as such by a majority of the Committee.

The Budget Committee

The Budget Committee shall be a subcommittee of the University Planning Committee with membership drawn from the University Planning Committee as follows: the President, the Provost, the Vice-President (Operations and Finance), three faculty members (one of whom shall serve as Chair), one member of the non-teaching staff, one graduate student, one undergraduate student. The Deputy Provost, Associate Vice-President & Chief Financial Officer, Associate Vice-President Finance & Planning (Academic), Controller, and Budget Director shall serve as consultants to the committee. Two-thirds of the membership shall constitute a quorum. If more than two members are absent when a vote is taken on the final budget, the vote must be confirmed by mail ballot.

The Chair of the Budget Committee shall be elected annually by the University Planning Committee from among the faculty members on the University Planning Committee following nomination by the Chair of the University Planning Committee and a call for further nominations. The other two faculty members on the Budget Committee shall be selected subsequently by and

from the six faculty members on the University Planning Committee for service commencing July 1 or immediately following a vacancy. The Chair may vote on all questions.

The Budget Committee shall:

1. review the budget framework prepared by the University administration in consultation with the Office of Institutional Research and Analysis, including any changes to the McMaster Budget Model; this framework (including the models and projections upon which it is based) will be provided to the Joint Administration/Faculty Association Committee to Consider University Financial Matters and to Discuss and Negotiate Matters Related to Terms and Conditions of Employment of Faculty (The Joint Committee) as will updates to the framework should these arise;
 2. receive and respond to budget submissions from all Faculties, areas, and units;
 3. make budget recommendations available to the University Planning Committee during development of the recommendations, for comment on whether those recommendations are congruent with the University Plan; deliver the final budget to the University Planning Committee in a timely fashion to ensure that it is in a position to make comments in advance of the budget being transmitted to other deliberative bodies;
 4. make budget recommendations available to the University Senate for comment before they are transmitted by the President to the Planning and Resources Committee of the Board; and
 5. deliver budget recommendations to the President of the University for transmittal to the Planning and Resources Committee of the Board. Any comments of the University Planning Committee and Senate shall be included in the material for the Board, along with the President's own comments.
- * The University Planning Committee is a joint Board-Senate Committee and is the successor to the Board-Senate Committee on Academic Planning. It is also the successor to the Board-Senate Committee on Long-Range Planning named in the 1976 Act. All references to the Board-Senate Committee on Long-Range Planning in the 1976 Act shall be deemed henceforth to refer to its successor, the University Planning Committee.

The **University Student Fees Committee** shall be a sub-committee of the University Planning Committee with the following membership:

Ex Officio

Deputy Provost, who shall be Chair
Associate Vice-President (Students and Learning) and Dean of Students,
who shall be Vice-Chair
Vice-Provost and Dean of Graduate Studies, who shall be Vice-Chair

Associate Vice-President, Finance and Planning (Academic)
Executive Director, Education Services, Faculty of Health Sciences
Controller, Financial Affairs
University Registrar

Student Members

Graduate Student Representative – selected from applicants for a one-year term
Full-time Undergraduate Student Representative – selected from applicants for a one-year term
Part-time Undergraduate Student Representative – selected from applicants for a one-year term
**Student positions are renewable once.*

Consultants

Director, Finance and Administration, Student Affairs
Associate Registrar and Graduate Secretary, School of Graduate Studies
Assistant Registrar, Government Aid Programs
Manager, Accounts Receivable, Financial Affairs
Two staff members from Financial Affairs (approved by the Committee annually)
Two staff members from Institutional Research and Analysis (approved by the Committee annually)

The University Student Fees Committee shall:

- (i) recommend all revisions to tuition (undergraduate and graduate degree, diploma and certificate) and supplementary fees to the Budget Committee;
- (ii) establish deadlines for the submission of all proposed tuition and supplementary fees to the University Student Fees Committee;
- (iii) recommend policy guidelines to the Budget Committee that outline services and materials for which fees can be charged;
- (iv) recommend policy guidelines to the Budget Committee for charging fees for existing and new programs that are not funded through grants from the Ministry of Colleges and Universities;
- (v) ensure that all proposed changes to existing student fees and all proposed new fees are reasonable, conform to government regulations and have been approved through appropriate processes within the University; and
- (vi) ensure that proposed changes to student fees are feasible and do not involve undue complications to calculate and administer; where

appropriate, determining the most “tax efficient” method for students who are being charged these fees.

All meetings of this Committee are in Closed Session.

Board of Governors
June 8, 2023

(i) HUMAN RESOURCES COMMITTEE

The Human Resources Committee shall be composed of the Chair, the Vice-Chair(s), the Chair of the Remunerations Committee of the Board and the Chair of the Planning and Resources Committee of the Board. A majority of the members of the Committee shall constitute a quorum.

The Committee shall:

1. Negotiate and approve the terms of the President’s contract of employment. A summary of the contractual terms shall be reported to the Board for information and prior to the relevant Board meeting a complete copy of the contract shall be made available through the office of the University Secretary for Board members to review;
2. Annually evaluate the performance of the President;
3. Annually review the remuneration of the President, and determine the payment of any bonuses or other awards. The Committee shall report the outcome of its deliberations, together with any agreed changes to the terms of the President’s contract, to the Board for information;
4. Review and approve the terms of the Vice-Presidents’ contracts of employment prior to appointment or renewal. A summary of the terms of such contracts shall be reported to the Board for information;
5. Annually review the President's assessment of the performance of the Vice-Presidents and approve any resultant recommendations regarding remuneration or the payment of any bonuses or other awards. Any such changes to remuneration or other contractual terms shall be reported to the Board for information;

President’s Performance Review Process:

The evaluation of the President’s performance as specified above, shall include the following:

1. The Committee shall receive and review, annually, a written report from the President describing the President’s progress against the specific goals

and priorities approved by the Committee at the beginning of the assessment period. In addition to highlighting progress made against those goals, the report should also outline additional initiatives, matters and issues addressed during the assessment period, as well as any areas of concern, along with commentary on what will be done to address these going forward.

2. The Committee shall adopt a “Knowledgeable Other” process to assess the effectiveness of the President. Annually, the HR Committee and the President shall mutually agree on a list of Knowledgeable Others who have had exposure and are familiar with aspects of the President’s work and priorities over the past year. The Board Chair shall seek input in writing from the Knowledgeable Others and shall consolidate the feedback (on an anonymous basis) into appropriate themes for sharing and discussion with the HR committee, and with the President.

3. Should the Committee determine in any particular assessment period that more comprehensive input on the President’s performance from a broader group of stakeholders is needed, the HR Committee may establish an “HR Advisory Panel”, whose members shall be decided in the sole discretion of the HR Committee. The HR Advisory Panel shall be provided with a “Terms of Reference” for gathering and consolidating input from specific stakeholders, potentially both internal and external to the University. The HR Advisory Panel shall compile a written report of its findings to be shared and discussed with the HR Committee, and with the President.

(j) BOARD-SENATE RESEARCH MISCONDUCT HEARINGS PANEL

The Board-Senate Research Misconduct Hearings Panel shall consist of eighteen tenured faculty members appointed by the Senate after consultation with the Faculty Association, three graduate and three undergraduate students appointed by the Senate, and twelve full-time staff members who have been employees of the University for at least two years appointed by the Board of Governors after consultation with the appropriate staff associations. Members of the Panel shall be appointed for staggered renewable three-year terms. The Chair and one Vice-Chair of the Panel shall be appointed by Senate from among the tenured faculty members; one Vice-Chair shall be appointed by the Board of Governors from among the staff members. In addition, the Chair of the Panel has the authority to appoint, on an ad hoc basis, faculty, staff and student who are not members of the Panel to serve on Hearings Committees as auxiliary Panel members. For meetings of the Panel that do not relate to a specific case, fifteen members of the Panel constitute a quorum.

The Board-Senate Research Misconduct Hearings Panel shall:

1. receive all cases of alleged research misconduct referred to it and arrange the adjudication of them in accordance with the procedures outlined in

the Research Integrity Policy and approved by the Senate and the Board of Governors, and

2. when deemed appropriate, review the policy and procedures relating to academic ethics and allegations of research misconduct and make recommendations to the Senate and the Board of Governors on policy changes or new policies deemed necessary by the Panel. The hearing of any case referred to the Panel shall be conducted before a Hearings Committee, established according to the procedures outlined in the Research Integrity Policy.

The conduct of hearings before a Hearings Committee of the Board-Senate Research Misconduct Hearings Panel shall be in accordance with the procedures outlined in the Research Integrity Policy.

(k) BOARD-SENATE HEARING PANEL FOR DISCRIMINATION, HARASSMENT AND SEXUAL VIOLENCE

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall consist of six faculty members, three undergraduate students and three graduate students appointed by the Senate; and six staff members appointed by the Board. The Chair and one Vice-Chair shall be appointed by the Senate from among the faculty members appointed by the Senate, and one Vice-Chair shall be appointed by the Board from among the members appointed by the Board. Student members shall serve for staggered two-year terms and faculty and staff members for staggered three-year terms. No member shall serve for more than two consecutive terms, but on the expiration of two years after having served the second of two consecutive terms, such person may again be eligible for membership on the Hearing Panel. In addition, the Chair of the Panel has the authority to appoint, on an ad hoc basis, faculty, staff and students who are not members of the Panel to serve on Hearings Committees as auxiliary Panel members. For meetings of the Panel that do not relate to a specific case, ten members of the Panel constitute a quorum.

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall:

1. receive all Referrals to Hearing/Formal Requests for a Hearing and arrange for their adjudication in accordance with the relevant procedures approved by the Senate and the Board, and
2. when deemed appropriate, review the policy and procedures relating to discrimination, harassment, and/or sexual violence and make recommendations, through the Senate Executive Committee, to the Senate and the Board on policy changes or new policies deemed necessary by the Panel.

The hearing of any case shall be before a Tribunal, consisting of three members of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence. These members shall be free of conflict of interest and shall be chosen by the Chair, or a Vice-Chair as appropriate, of the Hearing Panel in accordance with procedures approved by the Senate and the Board.

Hearings before a Tribunal of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence shall be conducted in accordance with the procedures approved by the Senate and the Board.

Conflict of Interest

16. At any meeting of the Board or of any committee of the Board, changes in remuneration of employees of the University shall be deemed not to be a proposed contract within the terms of Section 8, subsection 16 of the 1976 Act.

**Board-Senate
Committee to
Recommend a
President**

17. From time to time, as required, the Board shall appoint five of its members to a Board-Senate Committee to Recommend a President, one of whom shall be from those appointed under Section 8 (1) (d) of the 1976 Act, one member from those elected under Section 8 (1) (i), one member from those elected under Section 8 (1) (f), and two members shall be from among the persons elected or appointed under Sections 8 (1) (b), 8 (1) (c) or 8 (1) (j) of the 1976 Act.

BY-LAW NO. 2

being a by-law relating to the elections to the Board.

Election by the
Board

1.

- (1) The term of office of each of the members to be elected under Section 8 (1) (b) of the 1976 Act shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than four members shall expire in any one year;
- (2) The candidates for election under Section 8 (1) (b) of the 1976 Act shall be nominated by the Nominating Committee of the Board or by individual members of the Board, provided that nominations of candidates by individual members shall be filed with the Chair of the Nominating Committee not later than three weeks preceding the date of the election, and the consent of the nominee shall be secured before such nomination is filed;
- (3) The Board shall conduct its election at a regular meeting in June of each year, having notified its members at least two months prior to the date of the election. In the event that more candidates than are required are nominated, voting shall be by secret ballot, and the candidates receiving the greatest number of votes shall be declared elected;
- (4) When two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

Election by
Teaching Staff

2.

- (1) The election of members by the teaching staff under Section 8 (1) (f) of the 1976 Act shall be held annually and completed by March 31. In the event that a Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31
- (2) The terms of office of each member to be elected under Section 8 (1) (f) shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than two members shall expire in any one year;
- (3) A notice defining eligibility requirements shall be posted on the McMaster Daily News website dailynews.mcmaster.ca and on the University Secretariat's election website secretariat.mcmaster.ca throughout the nomination period;
- (4)
 - a) A faculty member, either full-time or part-time, shall be eligible for election to the Board of Governors provided that at the time of nomination the member holds a contractually-limited appointment, or a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or

continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College, or that the member has been confirmed in a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College to take effect on July 1 of the year in which the member is nominated. Written consent of the nominee must be filed with the University Secretary and the nomination paper has been signed by three members of the teaching staff;

- b) Seats on the University Planning Committee are Faculty specific (one member from each Faculty). For each Faculty vacancy, the Office of the Dean of such Faculty shall prepare sufficient nominations to ensure an election for their vacancy on the University Planning Committee. The nominations shall be sent to all members of the electorate, at their McMaster email address, giving members the opportunity to nominate, within a designated period, additional candidates with any such nominations to be supported by three members of the same Faculty as the candidate and filed with the University Secretary. A separate election shall be held for each faculty seat and eligible voters will be from the relevant Faculty;
- (5) The nominations must be received by the University Secretary not later than three weeks prior to the election. The University Secretary shall, as soon as possible following the close of the election period, prepare a list of candidates whose eligibility has been validated by the Associate Vice-President & Chief Human Resources Officer, such list to be posted on the McMaster Daily News website and on the University Secretariat's election website at least two weeks prior to the election;
- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31, the precise dates to be determined by the University Secretary. Detailed instructions for the conduct of elections shall be posted on the University Secretariat election website.
- (7) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the greatest number of votes using the transferable vote system shall be declared elected;
- (8) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

Election by
Undergraduate
Students

3.

- (1) The nomination and election of a member by the undergraduate students under Section 8 (1) (g) of the 1976 Act, shall be held annually and completed by March 31. In the event that the undergraduate student position is

vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;

- (2) The term of a member to be elected under Section 8 (1) (g), during the primary election, shall commence on July 1 following the election, and the term of a member elected during the by-election shall be deemed to have begun on the previous July 1;
- (3) Any undergraduate student whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote;
- (4) Any undergraduate student eligible to vote may be nominated as a candidate for election, provided written consent has been filed with the University Secretary and the nomination paper has been signed by at least three undergraduate students eligible to vote;
- (5) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and on the University Secretariat election website;
- (6) Nominations must be received by the University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (7) A list of eligible candidates whose status has been validated shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and on the University Secretariat election website at least two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (8) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31 (October 31)*, the precise dates to be determined by the University Secretary. Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website;
- (9) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (10) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* By-election

Election by
Graduate Students

4.

- (1) The nomination and election of a member by the graduate students under Section 8 (1) (h) of the 1976 Act, shall be held annually and completed by March 31. In the event that the graduate student position is vacant at the end of the first week of September, a secondary election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (h) during the primary election shall commence on July 1 following the election, and the term of a member elected during the secondary election shall be deemed to have begun on the previous July 1;
- (3) Any graduate student, whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote and may be nominated as a candidate for election provided consent has been filed with the University Secretary and the nomination paper has been signed by at least three graduate students eligible to vote;
- (4) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat election website;
- (5) Nominations must be received by the University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (6) A list of eligible candidates, whose status has been validated, shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and the University Secretariat election website at least two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (7) Eligible Voters may cast their votes via the link to the election software provided by the University Secretariat, such votes be cast no later than March 31 (October 31)*, the precise dates to be determined by the University Secretary; Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website.
- (8) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (9) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* By-election

Election by Non-Teaching Staff

5.

- (1) The election of a member by the non-teaching staff under Section 8 (1) (i) of the 1976 Act shall be held annually and completed by March 31. In the event that a Non-Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (i) shall end on June 30th of the last year of the designated term for which the member was elected so that the term of not more than one member shall expire in any one year;
- (3) Any member of the non-teaching staff who is eligible to vote may be nominated as a candidate for election provided written consent has been filed with the University Secretary and the nomination paper has been signed by at least three members of the non-teaching staff eligible to vote;
- (4) A notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat's election website throughout the nomination period;
- (5) Nominations must be received by the University Secretary not later than three weeks prior to the election. The University Secretary shall, as soon as possible following the close of the nomination period, prepare a list of candidates whose eligibility has been validated by the University's Associate Vice-President & Chief Human Resources Officer, such list to be posted on the McMaster Daily News website and the University Secretariat election website at least two weeks prior to the election;
- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31, the precise dates to be determined by the University Secretary of Governors. Detailed instructions for the conduct of the election shall be posted on the University Secretariat's election website.
- (7) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The required number of candidate(s) having the greatest numbers of votes using the transferable vote system shall be declared elected.
- (8) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions.

Electoral Responsibilities of the Secretary

6.

The University Secretary shall be responsible for determining dates and implementing procedures, as necessary, to give effect to the by-laws of the Board governing the elections of members of the Board by and from the teaching staff, the non-teaching staff, undergraduate and graduate students.

Listing of Candidates

7.

When names of candidates are listed on any electoral documents, they shall be arranged in alphabetical order by surname.

Transferable Vote
System

8. Whenever the by-laws provide for the tabulation of ballots by the transferable vote system, the following procedure shall be adopted.

Ballots shall be marked only with numerals 1, 2, 3, 4, etc. entered opposite the names of candidates in order of preference. Voters may leave blanks opposite the names of candidates for whom they do not wish to vote.

- (1) To elect a single member,

A - First Count

- (i) The number of ballots shall be tabulated to determine how many votes will constitute a majority which is one more than one-half the total number of ballots;
- (ii) A candidate who receives a majority of first choice votes shall be declared elected;
- (iii) On the first count, if no candidate has received a majority of the first choice votes, the candidate with the fewest number of first choice votes shall be eliminated from the count and such ballots shall be redistributed according to the second choice votes marked upon them.

B - Second Count

- (i) A candidate who receives a majority of first and second choice votes combined shall be declared elected;
- (ii) On the second count, if no candidate has received a majority of first choice and second choice votes combined, the ballots of the candidate with the next fewest number of votes shall be redistributed according to the next valid choice vote marked upon them. The "next valid choice vote" shall not include a candidate who has already been eliminated.

C - Third Count

- (i) A candidate who receives a majority of first, second and next valid choice votes combined shall be declared elected;
- (ii) On the third count if no candidate has received a majority of first, second and next valid choice votes combined, the above procedures shall be repeated as many times as necessary until one candidate has received a majority of votes.

- (2) To elect a second member:

The same procedure described in subsection 1 of this section shall be followed to elect a second member except that the candidate who has already received a majority of votes under subsection 1 of this section and has been declared elected shall not be included in the count. All ballots indicating the elected candidate as first choice shall be allotted to the candidate whom these ballots

indicate as second choice. Whenever a vote in any ballot is for the elected candidate, the next valid choice vote shall be counted;

(3) To elect a third member:

The same procedures described in subsection 1 and 2 of this section shall be followed, except that the two candidates elected shall not be included in the count. All ballots indicating the two elected candidates as choices shall be allotted to the candidate whom these ballots indicate as the next valid choice marked upon them;

(4) To elect a fourth member:

The same procedures described in subsections 1, 2 and 3 of this section shall be followed except that the three candidates already elected shall not be included in the count.

Vacancy of an
Elected Member

9. When a vacancy occurs on the Board and the vacancy is that of an elected member whose term has six months or less to run, the Board may decide by resolution to fill the vacancy and shall so inform the constituency involved. If the Board so decides, it shall, at its next regular meeting, on the recommendation of the Nominating Committee of the Board, appoint a member from the relevant constituency to hold office until the following June 30th.

When a vacancy on the Board is that of a member whose term has more than six months remaining in it and the member has been elected under Section 8 (1) (f), or 8 (1) (i) of the 1976 Act, a special election shall be held as soon as practicable to fill the vacancy for the period remaining. Except as to the date of such election, the election procedures shall be those established in the Board By-laws for a regular election.

BY-LAW NO. 3

being a by-law relating to the borrowing of money, the issuing of securities and the securing of liabilities.

1. The Board may from time to time:
 - (a) Borrow money upon the credit of the University in such amounts and upon such terms as the Board may deem expedient;
 - (b) Issue bonds, debentures, debenture stock or other securities of the University in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Board may deem expedient;
 - (c) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the University to secure any such bonds, debentures, debenture stock or other securities or any money borrowed or any other liability of the University;
 - (d) Give indemnities to any member of the Board or other person who has undertaken or is about to undertake any liability on behalf of the University

and secure any such member of the Board or other person against loss by giving the person by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the University;

- (e) Delegate to such one or more of the officers and members of the Board as may be designated by the Board all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Board shall determine at the time of each such delegation.
2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 4

being a by-law relating to banking arrangements.

1. The banking business of the University, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorise from time to time by resolution; and
2. All such banking business, or any part thereof, shall be transacted on the University's behalf by such one or more officers and/or other persons (with or without the power to sub-delegate) as the Board by resolution may designate, direct or authorise from time to time and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and order for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorising of any officer of such banker to do any act or thing on the University's behalf to facilitate such banking business.
3. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 5

being a by-law relating to the Approval and Signing Authority Policy.

1. Deeds, transfers, assignments, contracts and obligations on behalf of the University may be signed by the Officers of the University so designated in the *Approval and Signing Authority Policy*; and the Corporate Seal of the University shall be affixed to such instruments as required by the Resolution Respecting the Corporate Seal of McMaster University as found at Appendix E. Notwithstanding any provision to the contrary contained in the by-laws of the University, the Board may at any time and from time to

time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation of the University or any class thereof may or shall be signed.

2. This by-law shall come into effect on June 9, 2022 and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 6

being a by-law respecting the indemnification of members of the Board.

1. Every member of the Board and their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University, from and against:
 - (a) All costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the member, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the member, in or about the execution of the duties of the member's office or employment; and
 - (b) All other costs, charges and expenses that a member sustains or incurs in or about or in relation to the affairs thereof;except such costs, charges or expenses as are occasioned by the member's own wilful neglect or default.
2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

RESOLUTIONS OF THE BOARD OF GOVERNORS

- Appendix A-1** Power Granted to the President to Appoint Persons to the Teaching Staff for a Stated Period of Time (See By-law No. 1, Section 4 (1)).
- Appendix A-2** Power Granted to the President to Make Administrative Appointments (See By-law No. 1, Section 4 (2)).
- Appendix A-3** Power Granted to the President to Suspend Members of the Teaching Staff (See By-law No. 1, Section 4 (3)).
- Appendix B** Banking Resolution.
- Appendix C** Safekeeping Resolution.
- Appendix D** Resolution for the Sale of Securities.
- Appendix E** Resolution Respecting the Corporate Seal of McMaster University.
- Appendix F** Resolution Respecting Directions to the CIBC Mellon Global Securities Services Company by McMaster University.
- Appendix G** Borrowing Resolution.

Appendix A-1

RESOLUTION - POWER GRANTED TO THE PRESIDENT TO APPOINT PERSONS TO THE TEACHING STAFF FOR A STATED PERIOD OF TIME (SEE BY-LAW NO.1, SECTION 4 (1))

The Board hereby resolves that the power of the Board to appoint persons to the teaching staff for a stated period of time shall be and the same is hereby delegated to the President, provided that such appointments are within the limits of the University's approved budget. The Board hereby repeals the delegation of a similar authority which it granted to the President at its meeting on March 30, 1971.

Board of Governors
March 23, 1977

Appendix A-2

RESOLUTION - POWER GRANTED TO THE PRESIDENT TO MAKE ADMINISTRATIVE APPOINTMENTS (SEE BY-LAW NO. 1, SECTION 4 (2))

The Board hereby accepts and approves the delegation of authority to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii), (iii) of the 1976 Act to the following officers of the University, within their respective areas of responsibility, as designated by the President, provided such alternative delegate is first approved in writing by the Board:

- The Provost;
- The Vice-President (Operations and Finance);
- The Dean and Vice-President (Health Sciences);
- The Vice-President, Research;
- The Vice-President, University Advancement; or
- Associate Vice-President & Chief Human Resources Officer.

Letters of appointment and promotion, within the authority of the Associate Vice-President and Chief Human Resources Officer, may be signed by the following officers of the University within their respective areas of responsibility but only where the proposed salary is below the control point:

- Senior Manager, Human Resources Service Centre;
- Employee/Labour Relations Advisor;
- Administrator, Human Resources, Health Sciences;
- Human Resources Consultant;
- Human Resources Organizational Development Consultant, University Advancement.

Appendix A-3

RESOLUTION - POWER GRANTED TO THE PRESIDENT TO SUSPEND MEMBERS OF THE TEACHING STAFF (SEE BY-LAW NO. 1, SECTION 4 (3))

The Board hereby resolves that the power of the Board under Section 9(b) of the 1976 Act to suspend members of the teaching staff shall be and the same is hereby delegated to the President.

Board of Governors
December 10, 1998

Appendix B

BANKING RESOLUTION

The Board hereby resolves:

1. THAT the banking business of the University, or any part thereof, may be transacted with any one or more of the banks or other corporations (hereinafter referred to as "institutions") named in Schedule 1 hereto.
2. THAT all such banking business may be transacted on the University's behalf by the Planning and Resources Committee of the Board.
3. THAT the Planning and Resources Committee further delegate to any officer holding the position and having the title listed in Schedule 2 authority to transact any part or parts of such banking business on behalf of the University, subject to the limitations of such authority as may be imposed in such instructions.
4. THAT in this resolution the expression "banking business" includes, without limitation, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such institution to do any act or thing on the University's behalf to facilitate such banking business.
5. THAT this resolution and any instructions given pursuant to paragraph 3 hereof to any institution shall remain in force until written notice to the contrary shall have been given to such institution.
6. THAT this resolution shall, from the time of its communication to any institution, supersede any previous resolutions and instructions respecting the transaction of banking business between the University and such institutions.

Schedule 1: McMASTER UNIVERSITY BANKS

Canadian Imperial Bank of Commerce
Bank of Montreal
National Bank of Canada
Bank of Nova Scotia
Royal Bank of Canada
TD Canada Trust

Schedule 2: McMASTER UNIVERSITY AUTHORIZED BANK SIGNERS

The primary currencies used by the University are the Canadian dollar and U.S. dollar. For the purposes of amounts noted in Schedule 2, limits are applicable to either currency.

- (1) With respect to bank accounts held at institutions noted in Schedule 1 above:
 - (a) Cheques up to \$100,000.00 require any one of the following signatures:
 - ▶ President and Vice-Chancellor
 - ▶ Vice-President (Operations and Finance)
 - ▶ Associate Vice-President and Chief Financial Officer
 - ▶ Associate Vice-President and Chief Human Resources Officer (Payroll Accounts only)
 - ▶ Controller
 - ▶ Treasurer
 - ▶ Director, Financial Reporting (Accounting and Control)
 - ▶ Manager, Financial Reporting
 - ▶ Manager, Financial Affairs Business Office
 - ▶ Manager, Investment Accounting, Reporting and Compliance
 - ▶ Senior Investment Analyst
 - ▶ Senior Manager, Project Reporting
 - ▶ Director, HR Operations and Systems (Payroll Accounts only)
 - ▶ Program Manager, Payroll Compliance & Control (Payroll Accounts only)
 - ▶ Senior Analyst Reporting and Control (Payroll Accounts only)
 - (b) Cheques over \$100,000.00 require any two of the signatures in (a).
 - (c) The following facsimile signatures are acceptable on cheques drawn on any account, however, when a second signature is required by virtue of the amount being over \$100,000.00, the second signature must be any one of the signatures in (a) applied manually:
 - ▶ President and Vice Chancellor
 - ▶ Vice-President (Operations and Finance)
 - (d) All electronic payment services, such as Wires, EFTs, Bill payments and Government Payments require electronic approvals as follows:
 - (i) System generated batch payments up to \$12,000,000.00 require electronic approval from any one of the positions listed in (a) above; over \$12,000,000.00 require electronic approval from any two of the positions listed in (a) above.
 - (ii) All other payments up to \$100,000.00 require electronic approval from any one of the positions listed in (a) above; over \$100,000.00 require electronic approval from any two of the positions listed in (a) above.

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- (e) All bank transfers between bank accounts held by McMaster require signatures and/or electronic approvals of any one of the positions listed in (a) excluding those positions for Payroll Accounts only or the following positions:
- ▶
 - ▶ Investment Operations Analyst
 - ▶ Financial Analyst – Trust Funds
- (f) Foreign electronic payments of up to \$100,000.00 require signatures and/or electronic approvals of any one of the positions listed in (a) excluding those positions for Payroll Accounts only.
- (g) Foreign electronic payments of over \$100,000.00 require signatures and/or electronic approvals of any two of the positions listed in (a) excluding those positions for Payroll Accounts only.

Board of Governors
June 6, 2024

Appendix C

SAFEKEEPING RESOLUTION

The Board hereby resolves:

1. THAT the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) be and it is hereby authorized on behalf of McMaster University:
 - (a) to receive for safekeeping such property including such securities as may from time to time be delivered for such purpose to any office, branch or agency of the Bank;
 - (b) to cause any such securities which are capable of registration to be registered in the name of the University, or, when instructed, in the name of the Bank's nominee;
 - (c) to hold, deliver, sell, exchange or otherwise dispose of or deal with any or all such property including such securities pursuant to such written instructions as may be given from time to time by or on behalf of the University to the Bank by any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Manager, Investment Accounting, Reporting and Compliance, or Senior Investment Analyst are hereby authorized to give the said Bank instructions from time to time as aforesaid;
 - (d) notwithstanding the foregoing, any delivery to this University of any such property including such securities shall be made only to and against the written receipt of any two of the Chair of the Board of Governors, the Vice-Chair(s) of the said Board of Governors, the Chair of the Planning and Resources Committee of the said Board of Governors, the President, the Vice-President (Operations and Finance);
 - (e) to transfer any such property including any such securities to another office, branch or agency of the Bank than the office, branch or agency of the Bank to which or to whom such property was originally delivered, but the Bank shall immediately notify the Associate Vice-President & Chief Financial Officer of the University in writing of any such transfer;
 - (f) to detach on maturity the coupons, if any, from the securities and to complete as agent of the University any ownership certificates in connection therewith and to surrender any securities against receipt of moneys payable at maturity or upon redemption thereof; but the Bank is not obliged to examine lists of drawn and redeemed bonds or notices relating to coupons or dividends or to advise the undersigned of the expiry of rights or warrants in connection with the securities;

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- (g) to obtain and receive payment of any moneys, whether on account of principal or revenues, in respect of any such securities, and to place the moneys so received in respect of the securities or any rights pertaining thereto to the credit of the University at the Westdale Hamilton Branch of the Bank, Deposit Account or to deal with such moneys in accordance with the written instructions of any two of the persons mentioned in paragraph (c).
2. The University agrees that the responsibility of the Bank in respect of any or all such property including such securities and proceeds shall be to exercise such due and proper care with respect to such property including such securities and proceeds as if such property including such securities and proceeds were the property of the Bank.
3. The University undertakes to pay to the Bank the agreed safekeeping charges for its services hereunder which the Bank is hereby authorized to debit to any account of the University with the Bank.
4. This resolution shall take effect on the 8th day of June, 2023 and from that date shall supersede a resolution passed by the Board of Governors of the University on the 18th day of April, 2019 and shall remain in force and effect as regards each office, branch or agency of the Bank having in its custody any of such property including such securities of the University until notice in writing abrogating or modifying this agreement is received by such office, branch or agency of the Bank.

The Board further resolves:

That McMaster University may enter into a Safekeeping Agreement with the CIBC Mellon Global Securities Services Company (and certain of its Affiliates), in accordance with the provisions of the foregoing resolution.

Appendix D

RESOLUTION FOR THE SALE OF SECURITIES

The Board hereby resolves:

1. THAT any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Manager, Investment Accounting, Reporting and Compliance, or the Senior Investment Analyst of this University be, and they hereby are, fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by this University, and to make, execute and deliver, under the corporate seal of this University or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

2. AND FURTHER that there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the University Secretary, Vice-President (Operations and Finance) or Associate Vice-President & Chief Financial Officer of this University in office at the date of such certificate, and such certificate shall set forth these resolutions and shall state these resolutions are in full force and effect, and shall also set forth the names of the persons who are then officers of this University, then all persons to whom such instrument with the annexed certificate shall thereafter come shall be entitled without further inquiry or investigation and regardless of the date of such certificate to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by this University, and that with respect to such securities the authority of these resolutions and of such officers is still in full force and effect.

Appendix E

RESOLUTION RESPECTING THE CORPORATE SEAL OF McMASTER UNIVERSITY

The Board hereby resolves:

1. That each of the following University officers be and is hereby authorized, where required, to affix the corporate name and seal of the University on all deeds, transfers, assignments, contracts, obligations or documents on behalf of the University, provided that the agreement has been signed in accordance with the provisions of the *Approval and Signing Authority Policy*: the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the University Secretary, the President, the Provost, the Vice-President (Operations and Finance), the Dean and Vice-President (Health Sciences), the Vice-President, Research, and the Vice-President, University Advancement.
2. Notwithstanding provisions found elsewhere in this resolution, any contract or agreement to which the corporate seal is to be affixed must include the signature of an officer authorized by the Board of Governors to affix to seal.

Appendix F

**RESOLUTION RESPECTING DIRECTIONS TO
THE CIBC MELLON GLOBAL SECURITIES SERVICES COMPANY
BY McMASTER UNIVERSITY**

The Board hereby resolves:

1. a) THAT directions or approvals given by the University under or pursuant to Section 4 of the Master Trust Agreement between McMaster University and CIBC Mellon Trust Company dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College 2000 dated July 1, 2000 and the Trust and Custodial Services Agreement for the Contributory Pension Plan for Hourly-rated Employees dated June 30, 1999; and
- b) THAT directions or approvals given by the University under or pursuant to Section 4 of the Custodial Services Agreements between McMaster University and the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) dated June 30, 1999 for the Investment Pool, which includes the General Trust and Endowment Funds and certain other restricted funds

shall be given on behalf of the University by any two of the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer or one of the aforementioned together with one of the Associate Vice-President and Chief Human Resources Officer, Director, HR Operations and Systems, Senior Manager, Payroll Services, Tax and Data Compliance, Associate Director, Benefits and Retirement Programs, the Manager, Investment Accounting, Reporting and Compliance, or the Senior Investment Analyst.

2. THAT this resolution shall take effect on the 6th day of June, 2024 and from that date shall supersede a resolution passed by the Board of Governors of the University on the 8th day of June 2023 and shall remain in force and effect until notice in writing abrogating or modifying this agreement is received by the CIBC Mellon Global Securities Services Company.

BORROWING RESOLUTION

The Board hereby resolves:

1. THAT the powers contained in clause 1 (a) of By-Law Number 3 being a by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by the University, be and they are hereby delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the President, the Vice-President (Operations and Finance), the Associate Vice-President & Chief Financial Officer, the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer for amounts up to \$100,000. For amounts in excess of \$100,000 these same powers are delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee; or one of the aforementioned together with one of the President or the Vice-President (Operations and Finance).
2. THAT this resolution shall take effect on the 8th day of June, 2023 and from that date shall supersede a resolution passed by the Board of Governors on the 6th day of June, 2019.

Board of Governors
June 8, 2023

Appendix H

STATEMENT OF EXPECTATIONS FOR MEMBERS OF THE MCMASTER UNIVERSITY BOARD OF GOVERNORS

The Board of Governors of McMaster University (the “Board”) has three different types of members: those appointed or elected in conformance with the McMaster University Act (the “Act”); those whose office at the University results in *ex officio* membership, again in conformance with the Act; and Honorary Governors who have been designated as such by the Board of Governors. Members appointed or elected in conformance with the Act have full rights of membership including the right to attend and participate in meetings of the Board, and to vote. The Board has also designated, through its By-laws, a fourth type of participant called “Observers”. Observers and Honorary Governors may attend and participate in Board meetings, as regulated by the Board’s By-laws, but may not vote.

Inherent in the acceptance of membership in the Board of Governors is a commitment to perform the duties of Governor personally, to the best of one’s ability, and in the best interest of the University. The purpose of this Statement of Expectations is to assist those undertaking membership in the Board to understand that commitment and the expectations of the University.

Members of the Board of Governors owe a fiduciary duty to McMaster University and are charged with acting with care in the exercise of their powers. The duty of a Board member is to act honestly, in good faith, and in the best interest of the University rather than in the interest of any advocacy or interest group or other organization including a group or organization that may have appointed or elected them to the Board. The duty of care requires Board members to exercise an appropriate standard of care in the performance of their Board responsibilities.

The University’s Board of Governors has the following expectations of its Members in respect of their fiduciary duty and duty of care:

1. Attend meetings and play a full and active role in the work of the Board. Prepare for meetings, seeking clarification of pending issues and any additional information required to enable informed decision making. Members of the administration are fully available for consultation with members of the Board through the office of the University Secretary.
2. To act in their capacity as Governor in good faith and in the best interests of the University. In relation to matters concerning the business and affairs of the University which come before the Board, to place the interests of the University paramount to the interests of any other group or organization of which they may be a member or that they may represent. This includes exercising care, diligence, and skill in the exercise of these responsibilities.
3. Become acquainted with the University’s operations, including the transaction of business, University policies, and the routine delegation of tasks.
4. While acting as Governor, remain knowledgeable and respectful of the University’s governance process, including relevant by-laws and legislation.

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5. Maintain the confidentiality of information provided in confidence, understanding the responsibility not to disclose information without proper authority. This duty continues to apply after the completion of service on the Board.
 6. As fiduciaries, members of the Board of Governors have an obligation to challenge and to confirm the merit of the recommendations and information presented to the Board, including requesting that options be presented and that salient points be pointed-out by officers and management of the University. Members are expected to express their views fully and candidly during Board discussions, but they should respect the principle of collective decision-making and corporate responsibility, accepting that a decision once made reflects the will of the Board. Members speaking other than during a Board discussion should ensure that they are not perceived to be speaking on behalf of the Board or the University. The Chair of the Board is its official spokesperson.
 7. Be transparent regarding any conflict, or the possible appearance of conflict, between Board duties and private interests, financial or otherwise. If a conflict or potential conflict arises, a member must declare any private interests relating to their Board duties and promptly take steps to resolve any conflicts arising in a way that protects the interests of the University. A member who is in any way interested in a proposed contract with the University must also comply with Article 8 Paragraph 16 of the Act. In instances where a member is uncertain about a possible conflict of interest, the member has a duty to seek advice from the Chair of the Board, President, or University Secretary. In this context, members must refrain from using confidential information gained in the course of Board service for personal gain or for political purpose.
 8. Refrain from using, or attempting to use, the opportunity of Board service inappropriately to promote personal interests or those of any connected person, firm, business or other organization.
 9. Bring personal expertise to bear on related University business before the Board. A Governor who possesses specific expertise is expected to use it in the interests of the University.
 10. Remain reasonably knowledgeable about developments surrounding post-secondary education in the province.

Appendix I

REGULATIONS GOVERNING STUDENT ELECTIONS TO THE BOARD OF GOVERNORS

All candidates are responsible for the conduct of their campaigns, including the actions of others who are campaigning for them. It is the responsibility of all candidates to follow the campaign rules.

Campaign Rules

1. Campaigning may start once the candidate receives their letter of validation confirming that their nomination has been approved by the University Secretary.
2. All campaign activities are subject to official University regulations and policies (By-laws, Codes of Conduct, etc.), as well as the laws of the land.
3. Any campaigning that is slanderous or libelous is prohibited.
4. Any use of social media, such as Facebook or Twitter, must be in good taste and adhere to all Codes of Conduct.
5. Spamming of public forums or University e-mail distribution lists is forbidden.
6. All campaigning must end at 11:59 p.m. the night prior to the start of the first day of voting.
7. Candidates shall take down signs or posters within sight of the computer lab(s) by 11:59 p.m. the night prior to the first day of voting.
8. Candidates may not approach voters requesting them to cast votes in their favour on election day(s).
9. Candidates may not provide computers or other devices to the electorate for the purposes of voting.
10. Candidates must notify the University Secretary of their scrutineers at least 24 hours prior to the beginning of voting days. A candidate may not be a scrutineer.
11. Campaign expenses will be limited to \$50.00 for each candidate, in order that those students with limited finances are not placed at a disadvantage during the election campaign. The University Secretary is authorized to reimburse each candidate for campaign expenses up to the amount of \$50.00, upon submission of receipts for expenses by the candidate.
12. The University Secretary reserves the right to disqualify any candidate if regulations are violated. They shall also:
 - (a) up to 14 days after the election, receive and investigate allegations of malpractice;
 - (b) up to 14 days after the election, hear appeals for a re-count, evaluate them, and arrange for a re-count if judged necessary;
 - (c) have the authority to levy fines, up to the amount claimed for campaign expenses, for violation of campaign rules;
 - (d) have the authority to declare an election invalid.

13. The University Secretary shall report to the Board of Governors on the student elections to the Board of Governors at the first regular meeting of the Board of Governors after the elections have been completed.

In addition to the above regulations, it is each candidate's responsibility to ensure that any and all posters are displayed according to each building's poster and advertising policies. For many campus buildings, this is *MSU Operating Policy 1.3.2 – Promotions & Advertising*, which can be viewed on the MSU [website](#). Other campus buildings, such as the McMaster University Student Centre, the McMaster University Medical Centre, and McMaster residences, etc. have their own policies that must be followed.

Report to the Board of Governors
from the
Planning and Resources Committee

INFORMATION

a. Budget Model Review Presentation

At its meeting on April 4, 2024, the Planning and Resources Committee received a presentation on the Budget Model Review. Further details are contained within the circulated materials.

Board of Governors
FOR INFORMATION: April 18, 2024

GOVERNANCE BODY	<i>Planning & Resource Committee</i>
ITEM/SUBJECT	<i>Update on the Budget Model Review</i>
DATE	<i>4/4/2024</i>
SUBMITTED BY	<i>Susan Tighe, Provost and VP Academic, Melissa Pool AVP Academic Planning and Finance.</i>
GOVERNANCE PATH	<i>N/A</i>
MOTION <i>(If this is for information only, please note here)</i>	<i>For information only</i>
JURISDICTION <i>(If applicable) *include associated bylaw or policy</i>	<i>N/A</i>
SUPPLEMENTAL MATERIALS	<i>1. Presentation: Budget Model Review</i>

1. Executive Summary

McMaster University’s pursuit of excellence in teaching, learning and research is supported by strategic reviews to identify new opportunities for future growth and development. External reviews are an important means of promoting accountability and transparency across the university and are an opportunity to continuously improve academic excellence.

In June 2023 an external review was conducted on the University’s Budget Model. This presentation reports on the intent, findings, and progress on recommendations of that review.

2. Background

N/A

3. Recommendations & Next Steps

N/A

4. Strategic Alignment

N/A

5. Financial Implications

N/A

6. Legal & Regulatory

N/A

7. Risk Category & Mitigation Strategy

What are the significant risks (no more than 3) to the University related to this initiative? Are there risks that may either prevent or negatively impact project objectives or ‘destabilize’ the institution. What strategies to prevent and/or lessen the effects of these risks?

**Edit in the desktop version of Word to use the drop-down menu.*

Risk Category (Institutional Level)	Risk Description	Mitigation Strategy(s)
Research		•
Choose an item.		
Choose an item.		

8. Questions & Answers

This section is optional but can be used to answer key questions that committee members might have about the memo or provide additional context, background or feedback from the leadership group that couldn’t be provided in the main body.

9. Key Terms

If needed, please include definitions of complex terms.

Supplemental: Key Terms and Concepts (used in this memo)	
Term 1	Definition and example if applicable
Term 2	Definition and example if applicable

Budget Model Review

McMaster University | Planning and Resources Committee (PRC)



April 4, 2024

Agenda

1. Budget Model Review Intent and Process
2. Report Highlights
3. Look at Key Recommendations
4. Next Steps

Budget Model Review

What we set out to accomplish

Build on foundational work of 2017 Budget Model Review

Advice and feedback on degree to which current budget model supports strategic priorities

Specifically:

- Assess strengths, weaknesses
- Ensure model and associated processes are aligned, meet original principles

Review process

Engaged the whole community

External expertise combined with internal expertise

Faculty and staff Q&A
with Budget Model
Review team.

– June 6, 2023



Review Team

1. Scott Mabury

VP, Operations and Real Estate Partnerships & Vice-Provost, Academic Operations, U of T

2. Stephen Jones Chair

Budget Committee (2022-23), Professor of Economics, McMaster

3. Nicole Wagner

Incoming Chair, Budget Committee (2023-24), Assistant Professor Information Systems, McMaster

4. Arlene Fajutrao Dosen

Staff Representative, Budget Committee Member (2018 to Present), Student Affairs, McMaster

5. Steven Hanna

Former Chair, Budget Committee, Vice-Dean, Faculty of Health Sciences and Associate Dean of Graduate Studies, McMaster

6. John Preston

Former Chair, Budget Committee, Associate Dean, Research, McMaster



The [Budget Model Review report](#) is on the Office of the Provost's website

Budget Model Review Report

Findings

- While some changes are suggested, there was strong endorsement that the budget model is working for McMaster.
- Current model is transparent and responsive to changing conditions.
- 5 Recommendations were identified

Key Recommendations

1. Changing consultation process during annual budgetary cycle.
2. Service level agreements for support units.
3. Improving the interface between Faculty and central provision of support activities.
4. Further exploring how the BM supports research goals.
5. Adjustments to how the university charges for space.

Recommendations 2 & 3

2

Service level agreements for support units

3

Improving the interface between Faculty and central provision support activities

Improvements Implemented

Increased support unit senior leader participation in budget conferences

In – progress

- Service Level Agreements
- Standardization of internal metrics for budget conferences

Recommendation 4

Lingering questions about the model's incentives for research activity and how it supports research and reputational goals of the institution should be addressed urgently.

Consideration should be given to how the University Fund could be used in a principled and ongoing way to support research and mitigate unintended impacts arising from the distribution of research costs among the Faculties.

In addition, consideration should be given to whether the drivers for research support costs can be significantly broadened to best reflect the costs of impactful research and the broad influence of research on the institution's reputation and goals. A working group should be struck to investigate and make recommendations.

4

Full
text



Recommendation 4: Working Group

Working Group struck following recommendation.

- Important we get it right to ensure McMaster's research mission is incented
- Members are from all Faculties, different typed of expertise (faculty members, DoFAs, dean, budgeting, etc.)

Membership

- Melissa Pool, AVP Academic Planning and Finance (Chair)
- Matheus Grasselli, Deputy Provost
- Khaled Hassanein, Dean, DeGroote School of Business
- Claude Eilers, Associate Professor, Greek and Roman Studies
- Alison Sills, Professor and Chair, Physics & Astronomy
- Susan Galloway, Executive Director, Finance, Health Sciences
- Lou Mitten, Controller, Financial Affairs
- Kathy Charters, AVP, Research Administration
- Nancy Balfoort, Director, Finance and Administration, Engineering
- Juliette Prouse, Director Finance and Administration, Social Sciences
- Iain Clarkson, Budget Director, Financial Affairs

Recommendation 4: Process & Progress

Working Group Update

- Reviewed the mechanisms with the Budget Model regarding Research Support
- Reviewed the challenges with the current model
- Discussed alternate cost driver
- Reviewed models from other universities
- Evaluated Recommendations



Recommendation 5

How university charges for space

Budget model proportionately deals appropriately with the cost of NASMs.

- 3 faculties with most costly lab space pay 85% of costs.

Current method is simple, efficient and easy to understand.

There are other opportunities within the space file that can be explored with more impact than differential costing.

- E.g. reviewing teaching space categorization to ensure consistency across campus.
- Inciting support units to give up space.

Next Steps

- Work will continue with PVP, Provost Council and other university leaders.
- Focus will remain on ensuring budget model allows our students, staff, faculty and researchers to accomplish their goals.
- Budget must support academic and research excellence across the university.





Thank You