



TO: Members of the Elections Committee

SPONSOR: Richard Nunn, Chair, Governing Council

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DATE: September 28, 2011 for October 3, 2011

AGENDA ITEM: 6

TITLE OF ITEM OF BUSINESS: Elections Committee Terms of Reference: Revisions Arising from the Implementation Committee for the Task Force on Governance

ACTION:

- For Information

JURISDICTIONAL INFORMATION:

- Section 2(14) (e) of the *University of Toronto Act* empowers the Governing Council to “appoint committees and delegate thereto power and authority to act for the Governing Council with respect to matters, provided that where power and authority to act for the Governing Council are delegated, a majority of the members of the committee shall be members of the Governing Council.”
- The Governing Council has established Boards and Committees and assigned responsibilities among those bodies through their terms of reference. The Governing Council has periodically approved changes in Board and Committee terms of reference to respond to changing circumstances and expectations of governance.

PREVIOUS ACTION TAKEN:

On October 28, 2010, the Governing Council approved in principle the [Report of the Task Force on Governance](#) and the 32 recommendations outlined in the *Report*. The Governing Council also established an Implementation Committee led by then Vice-Chair Richard Nunn. The mandate of the Implementation Committee was to oversee and coordinate implementation of the Task Force’s recommendations, ensuring appropriate participation among relevant bodies of governance, administrative offices and the Secretariat.

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The Task Force recommended that, as a guiding principle, transactional matters be delegated to either the lowest appropriate level within governance, or where appropriate, to the administration with reporting back of decisions to a suitable level of governance. As expected, this principle has been key to the Implementation Committee's work on revisions to Board and Committee Terms of Reference. Recommendations 15, 19 and 20 specifically provide for the re-distribution of and greater delegation of responsibility; for the clarification and reduction of intersection with other Boards' responsibilities; and the re-assignment of selected responsibilities to the Academic Board, Business Board, Executive Committee and the proposed Campus Affairs Committees. Finally, recommendation 30 called for a reduction or elimination of routine or transactional items to enhance efficiency through consent agendas.

The Task Force Report described the use of consent agendas as "delegation with continued oversight" – that is, the consideration of specific classes of more routine approval items to facilitate more careful consideration of major items, a common practice for governing boards.

HIGHLIGHTS:

The major amendments are as follows. (Additional amendments represent simple housekeeping.)

- **Governance Structure and Function.** Consistent with the Executive Committee's broad governance coordination role, the Elections Committee will become a standing committee of the Executive Committee. Major amendments to the annual *Election Guidelines* will be approved by the Executive Committee, while minor amendments will be approved by the Elections Committee. Policy on elections will be considered by the Executive Committee on the recommendation of the Elections Committee and recommended to Governing Council for approval.
- **Item 5 – Procedures.** Two procedural options are being added to the terms of reference of all Boards and Committees. The Chair could include certain more routine items on the agenda of any meeting as "consent" items. Such items would normally be dealt with without presentation or discussion. Rather members would be invited to put any questions to the sponsor by means of a call or an electronic message before the meeting. Any member with concerns could request that the item be dealt with in the usual way. The process would enable the Board to focus its attention on the more substantial items on the agenda.

Similarly, certain reports for information could be published electronically, members notified of the publication, and questions again put to the sponsor between meetings. Again, with sufficient notice, any member with a concern could request that the item be placed on the agenda of the next Board meeting. Again, the process would enable the Board to focus its attention on the more substantial items on the agenda. In addition, publication of items between meetings would keep members abreast of developments in a timely manner.

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BUDGETARY/FINANCIAL IMPLICATIONS:

N/A

ACTION:

- For Information only.