



TO: Members of the Executive Committee

SPONSOR: Richard Nunn, Chair, Governing Council

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DATE: November 28, 2011

AGENDA ITEM: 3 (a)

TITLE OF ITEM OF BUSINESS: Revisions to By-Law Number 2

ACTION:

- For Recommendation

JURISDICTIONAL INFORMATION:

- Section 2(15) of the *University of Toronto Act* empowers the Governing Council to “pass by-laws regulating the exercise of its powers and the calling and conduct of its meetings and those of committees appointed by it...”
- Under Section 76 of *By-Law Number 2*:
 - (a) Notice of any motion to enact, amend or repeal any By-law of the Governing Council shall be given at the regular meeting of the Council next preceding the meeting at which the motion is to be presented.
 - (b) A motion to enact, amend or repeal any By-law of the Council shall not carry unless it receives the affirmative vote of

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*. At that time, 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.

Specific to the proposed revisions to *By-Law Number 2*, were the following recommendations of the Task Force:

Recommendation 31 – Enable Participation in Meetings by Tele- or Video-conference

THAT appropriate changes to the By-law be made to permit participation in meetings by tele- or video-conference under particular circumstances as determined by the Chair.

In the context of members' engagement, attendance, competing demands and increasingly frequent requests to participate from remote locations, the Task Force believed that there was a need to consider provisions for participation in meetings by electronic means (tele- and video-conferencing) in various deliberations for some bodies.

Recommendation 32 – Enable On-Line Decision / Voting Processes

THAT appropriate changes to the By-law be made to permit on-line or e-mail decision or voting processes under particular circumstances.

Currently, time-sensitive and routine matters that arise “off cycle” are (a) delayed until the next regularly-scheduled meeting of the relevant body(ies) or (b) handled by means of an e-mail or fax balloting process. In the latter case, the decision requires confirmation at the next meeting of the Board or Committee. The proposed change would improve efficiency and would reflect the established practice of many governing boards.

The Task Force expected the Governing Council Secretariat to draft such changes for consideration by the Executive Committee's consideration for approval by the Governing Council.

HIGHLIGHTS:

The major amendments proposed under Committee Procedures, Section 32 of *By-Law Number 2* are as follows and would be new sub-sections:

- (g) At the discretion of the Chair, a committee meeting may be held by such means of telephone, or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. In such cases, a University meeting room will be provided for members of the public who wish to hear the proceedings of the open session of the meeting. For these meetings, or portions thereof, held in closed session or *in camera*, it is expected that members will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.

- (h) 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 telephone 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.
- (i) At the discretion of the Chair, a committee may be asked to consider a matter outside of a committee meeting that would normally be dealt with in closed session or *in camera* and to determine the matter by means of an electronic vote. Such matters would, in the judgement of the Chair, be time-sensitive and delay until the next regularly scheduled meeting would have an adverse effect. Such matters would also, in the judgement of the Chair, normally require little, if any, discussion prior to voting. Matters considered in this manner shall be reported at the next regular meeting of the committee and recorded in the report of that meeting. Members with concerns, who would like an item to be discussed by the committee in advance of the electronic vote, must notify the Secretary prior to the proposed voting deadline. The Chair will then determine an appropriate course of action and inform the committee on the disposal of the matter.

Additional Revisions to Update Procedures

Consistent with the revisions to the Terms of Reference for all Boards and Committees of the Governing Council, the term “Chair” as a colloquial gender neutral term will replace “Chairman” in By-Law Number 2.

15. Any notice of meeting shall be sufficiently given to a member if
- (i) it is delivered personally to the member or to the mail or electronic mail address recorded for such member in the roll of members kept by the Secretary; or
 - (ii) it is sent by prepaid post through the Canada Post Office; or
 - (iii) it is sent through the University mail delivery service; or
 - (iv) where a member of the Council has not notified the Secretary in writing of the address at which he or she desires to be served with notice as provided in section 17 hereof, it is deposited in the Office of the Secretary, to be held for such member;

and notice shall be sufficiently given to the public if posted on ~~one or more notice boards in the University grounds~~ the Governing Council’s publicly-accessible website.

Nothing in this section shall be interpreted as denying to the Secretary the use of such additional means of communication as he or she may see fit to give notice to members and to the public.

16. Such notice shall be deemed to have been given at the time when it is delivered personally or to the mail or electronic mail address recorded in the roll of members kept by the Secretary for the person to whom it is to be given, provided, however, that a notice mailed through the Canada Post Office shall be deemed to have been given when deposited in a post office or public letter-box, ~~and~~ a notice mailed through the University mail delivery service shall be deemed to have been given when delivered to the University of Toronto post office, and a notice mailed through an electronic mail system shall be deemed to have been given as of the date stamp indicated in the electronic mail system of the Office of the Secretary. Notice shall be deemed to have been given to the public at the time when it is posted on the Governing Council's publicly-accessible website ~~notice board in the University grounds~~.

Update to the list of Boards and Committees of the Governing Council

Consistent with the revisions to the Terms of Reference for the Boards and Committees of Governing Council, approved on October 27, 2011, Section 29(b)(ii) referring to the specific Standing Committees, be updated to reflect the Elections Committee's reporting to the Executive Committee.

BUDGETARY/FINANCIAL IMPLICATIONS:

N/A

ACTION:

Motion:

Be It Recommended to the Governing Council

THAT the proposed revisions to By-Law Number 2, as described in the memorandum dated November 28, 2011, be approved.