



TO: Members of the University Affairs Board

SPONSOR: Richard Nunn, Chair, Governing Council

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DATE: September 23, 2011

AGENDA ITEM: 7

TITLE OF ITEM OF BUSINESS: University Affairs Board Terms of Reference:
Proposed Revisions Arising from the Implementation Committee for the Task Force
on Governance

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.

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 proposed 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

While the majority of the proposed amendments are minor housekeeping changes, there are two substantive amendments being proposed at this time – one with respect to elections, the other with respect to investments. The Implementation Committee has begun consideration of the Task Force's recommendation regarding the establishment of Campus Councils and Campus Affairs Committees. In the future, it is likely that additional changes to the University Affairs Board's terms of reference will be proposed in the context of this work.

Amendments proposed are as follows:

- **Items 3 and 5.6 - Committees: Elections Committee.** 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. The Chair of the Elections Committee will be appointed by the Executive Committee. The Chief Returning Officer will be appointed by the Executive Committee on the recommendation of the Secretary of the Governing Council.

The Executive Committee will also have responsibilities in relation to the College of Electors.

Amendments to the policy on elections or the Constitution of the College of Electors will be considered by the Executive Committee and recommended to Governing Council for approval

- **Item 5 - Areas of Responsibility.** In keeping with the principle of reducing duplication and focussing responsibility, non-financial aspects of University investments will be assigned to the Business Board, while responsibility for elections will be assigned to the Executive Committee as indicated above.
- **Item 6 - Procedures.** Two procedural options are being added to the terms of reference of all Boards and Committees. The Chair would 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 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 could be placed on the agenda of the next Board meeting. Again, the process would enable the Board to focus attention on more substantial items on the agenda. In addition, publication of items between meetings would keep members abreast of developments in a timely manner.

BUDGETARY/FINANCIAL IMPLICATIONS:

N/A

ACTION:

- For Information only.