



# UNIVERSITY OF TORONTO

University of Toronto  
Governing Council

## **College of Electors Constitution**

March 25, 2008

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## COLLEGE OF ELECTORS

### CONSTITUTION

#### I AUTHORITY

Pursuant to the provisions of *The University of Toronto Act, 1971*, the Governing Council approved the recommendations of the Directorate of the University of Toronto Alumni Association (UTAA) of October 28, 1971 to establish a College of Electors. The Governing Council, on June 20, 1974 gave a continuing mandate to the College of Electors to elect the alumni members of the Governing Council and the Chancellor.

#### II INTERPRETATION

II.1. In this Constitution and in all other resolutions of the College of Electors of the University of Toronto, unless the context otherwise requires, words and expressions have the same meaning as defined in *The University of Toronto Act, 1971*, as amended, including the following.

1. “Alumni” means ‘persons who have received degrees or post-secondary diplomas or certificates from the University, or persons who have completed one year of full-time studies, or the equivalent thereof as determined by the Governing Council, towards such a degree, diploma, or certificate and are no longer registered at the University;
2. “Chancellor” means the Chancellor of the University.

II.2. In the event of conflict between any provision of this Constitution and the provisions of *The University of Toronto Act, 1971*, as amended, the provisions of the *Act* prevail.

#### III DUTIES

III.1. The College of Electors is responsible for ensuring that highly-qualified persons are nominated and elected as Chancellor and alumni members of the Governing Council of the University of Toronto. It is desirable that the Governing Council membership, as a whole, reflect the diversity of the University’s communities.

III.2. In assessing potential candidates, the College shall be guided by the attributes and expectations of governors as approved from time to time by the Governing Council<sup>1</sup>.

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<sup>1</sup> Appendix A contains the current *Expectations and Attributes of Governors* approved by the Governing Council on October 28, 2010.

### III DUTIES (cont'd)

- III.3. It is also essential that the College consult formally with the Chair of the Governing Council, the President of the University, and the President of the Alumni Association on the general requirements for the positions to be filled and also on the requirements most in need in any particular year.
- III.4. When the Chair of the Governing Council indicates that candidate(s) with specific skills are highly desirable in a given year, the College shall exercise its best efforts to identify and elect such individual(s).

### IV MEMBERSHIP OF THE COLLEGE

- IV.1. The College of Electors shall be composed of members from the constituent alumni associations of the University of Toronto Alumni Association. A constituent alumni association is defined as a group of alumni of a college, faculty, school or other academic division of the University which has authority to recommend the awarding of a degree or post-secondary diploma or certificate.
- IV.2. The College of Electors shall be formed on the basis of a modified representation by population<sup>2</sup> from each constituent alumni association. A constituent association shall be entitled to elect a member or members to the College of Electors on the following basis:

<u>Number of Alumni</u>	<u>Number of Electors</u>
Up to 15,000	1
Between 15,001 - 30,000	2
Between 30,001 - 45,000	3
Beyond 45,001	4

The population figures of the constituent alumni association will be updated annually on the basis of the official records of the University. Any change in the number of seats on the College will be communicated to the pertinent constituent association by the Secretary of the College of Electors immediately upon receipt of the updated figures.

### V. TERM AND QUORUM OF THE COLLEGE

- V.1. Terms of office of members of the College shall be from July 1 to June 30, shall be at the discretion of the constituent association, and shall not exceed four (4) consecutive years.
- V.2. In the event that a member of the College of Electors is nominated for membership on the Governing Council or for Chancellor, the member shall resign from the College of Electors or shall decline to stand for election.

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<sup>2</sup> The population of each constituent alumni association shall be determined by counting the number of living graduates who have been awarded a degree or post-secondary diploma or certificate.

**V. TERM AND QUORUM OF THE COLLEGE (cont'd)**

V.3. The quorum for a meeting of the College shall be one-half of the membership of the College.

**VI. OFFICERS OF THE COLLEGE**

VI.1. The Vice-President, University Governance, of the University of Toronto Alumni Association shall be a member of the College of Electors and shall be its Chair.

VI.2. There shall be a Vice-Chair to be elected annually by the College from among the members.

VI.3. The Chair shall preside at all meetings of the College. In the absence of the Chair, the Vice-Chair shall preside.

VI.4. The Chair shall be a voting member of the College.

VI.5. There shall be a permanent Secretary appointed by the Secretary of the Governing Council, who will keep a record of the proceedings of the College and the Executive Committee and perform such other duties as may from time to time be assigned by the College or by the Chair thereof.

**VII. GENERAL RULES AND REGULATIONS**

VII.1. Normally, the College shall meet at least twice each year.

VII.2. Notice of all meetings shall be given a minimum of seven days in advance of such meetings.

VII.3. Each member of the College, including the Presiding Officer, is entitled to vote, and only members present may vote on any question. In the case of a tie, the Presiding Officer is not entitled to a second deciding vote.

VII.4. All meetings will be open to the public unless or until the Chair declares to the contrary following the passing of a motion to that effect or when candidates are being discussed. Matters discussed by the College during any meeting or part of any meeting held *in camera* are confidential unless the College agrees otherwise in specific instances.

VII.5 The election of alumni members of the Governing Council shall be conducted following the procedures described in Appendix B.

VII.6 The election/re-election of the Chancellor shall be conducted following the procedures described in Appendix C.

**VIII. Amendment of the Constitution**

VIII.1. Amendments to the Constitution of the College are considered by the College and the Executive Committee of the Governing Council and recommended for approval to the Governing Council.

Revisions Approved by Governing Council February 28, 2013  
Revisions Approved by Governing Council December 13, 2012  
Revisions Approved by Governing Council June 23, 2011  
Revisions approved by University Affairs Board March 25, 2008  
Revisions approved by Governing Council February 10, 2005  
Minor revisions approved by Executive Committee March 7, 1994  
Revisions approved by Governing Council December 17, 1992

## Appendix A<sup>3</sup>

### I. **PRINCIPLES OF GOOD GOVERNANCE**

#### A. Preamble

Subject to applicable laws, University governance must be guided by excellent principles of good governance in relation to stewardship and public accountability, and at the same time recognize the unique nature and characteristics of the academic community or institution, including:

- the fundamental autonomy of universities, coupled with the essential responsibility for public accountability;
- the need to respect the academic mission of excellence in teaching and research;
- the importance of ensuring that academic freedom and responsibility are respected;
- the need to be seen to be accountable – through transparency – to all parties interested in and supporting the University;
- the desire for meaningful and objective stakeholder participation in governance; and
- the diversity and broad representation of governors.

#### B. Governance Principles

Good governance principles begin with appropriate disclosure, transparency and clear lines of accountability between governance and administration. Aspects of this fundamental framework include: membership, role, the nature of meetings, expectations and attributes, as well as identification and selection, orientation and education, and evaluation of governors.

##### 1. Membership

- Governors understand and are committed to their fiduciary responsibilities for the institution, both with respect to long-term stewardship and short-term decision-making.
- All estates are engaged (for the University, this means administrative staff, alumni, government appointees, students, teaching staff). The appropriate type, level and timing of

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<sup>3</sup> The *Principles of Good Governance*, the *Mandate for Governance*, the *Expectations and Attributes of Governors*, and the *Key Principles of Ethical Conduct*, are drawn from the *Report of the Task Force on Governance* (June 22, 2010), which was approved by the Governing Council on October 28, 2010. The complete Report may be viewed from the following website.

<http://www.governingcouncil.utoronto.ca/taskforce/reportTFOG.htm>

engagement will vary among these groups with respect to the matters for which governance is responsible.

- The requirements for independence, credibility and legitimacy of all members are consistently met. Legitimacy derives from the process of appointment or election; credibility derives from experience, expertise, integrity and ability. Independence must be understood in the context of the representation from all estates; the natural tension that exists in this situation requires careful monitoring and leadership.
- Terms of service are appropriate for enabling governors to be effective in executing their responsibilities.

## 2. Role

- Governance approval, oversight and advice, where specified, cover a broad range of institutional responsibility:
  - strategy,
  - image and reputation,
  - finances,
  - capital expenditures and infrastructure,
  - human resources and compensation, including leadership recruitment and evaluation,
  - risk management,
  - academic quality, and
  - student experience.

## 3. Nature of Meetings

- Governance responsibilities are conducted through a set of committees with clear accountability and delegated authority for advice, oversight and/or approval. The board – or in the University’s case, the Governing Council – retains responsibility to advise on, oversee and/or approve specific matters within this framework of delegated authority.
- The conduct of governance meetings will balance open and confidential / closed discussion in order to ensure appropriate debate and respect for confidentiality.
- Members are provided with necessary and timely information to enable them to fulfill their governance responsibilities.

## 4. Expectations and Attributes

- Governors are collectively and individually stewards of the University. Each Governor must act in good faith with the view to the best interests of the University.

- Each Governor has the obligation to ensure his/her actions and choices always consider the long term impact for the university as a whole.
- While each Governor may be informed by concerns of his/her individual constituency, it is the absolute duty of a Governor to do what he/she can to ensure that all the constituencies in the future will also be well-served by the decisions that are taken today.

#### 5. Identification and Selection

- Whether members are elected or appointed, the process for identifying or nominating potential candidates from each constituency should be open and transparent, with clearly articulated and broadly communicated information on governance, expectations of members and the preferred skills and experience of members.
- Whether members are elected or appointed, the process for selection should be characterized by a well-constructed interview or similar opportunity for the selectors / electors to understand the candidates and their qualifications fully.

#### 6. Orientation and Education

- Effective governance relies on governors who are knowledgeable about their roles and responsibilities as fiduciaries and who are also knowledgeable about the institution, its history and culture, its current situation and its future plans. Governors must also be knowledgeable about the context in which they are asked to make decisions, including, for example, the legislative and policy environment affecting postsecondary education and research, the multi-faceted funding environment and societal expectations of universities. Regular or periodic educational opportunities that build on the initial orientation are essential to ensure that members are current on a range of matters related to the execution of their responsibilities.

#### 7. Evaluation

- Regular evaluation of governance performance against the defined principles, and relative to general good governance standards, is necessary to ensure continuous improvement and the highest standards. In reviewing principles of governance from other organizations or sectors “best practices” need to be carefully assessed given the character and history of an institution.



## II. MANDATE OF GOVERNANCE

### A. Preamble

The “Principles of Good Governance” form the basis on which the mandate of governance is based. The three primary functions of governance are:

- approval – governance *approves* specific policies, plans or projects according to established procedures.
- oversight – governance receives a wide variety of reports and information through which it *monitors the quality and substance of institutional leadership and decision-making*.
- advice – governance is consulted and *provides input*, sometimes in confidence, on proposed initiatives at various stages of development.

### B. Governance versus Administration

In discussing the functions of governance, it is also important to clarify what governance is **not** – that is, to define the legitimate boundary or “hand-off” between governance and administration.

In general, the President, as chief executive officer, and the administration have the responsibility for articulating the University’s mission and strategic directions on the advice of and for ultimate approval by governance.

The President and the administration also have responsibility for outlining problems, explaining issues, identifying the need for changes in policy, and formulating new policy for governance consideration.

### C. Functions

The functions of governance encompass the following ten aspects of advancing and sustaining the University’s purpose, strength and well-being:

- strategy
  - provides advice on the development and expression of the University’s specific mission;
  - approves the University’s specific mission;
  - provides advice on strategy as the administration is developing it (but does not develop institutional strategy itself);
  - satisfies itself that the proposed strategy is appropriate, and
  - approves the strategy.
- image and reputation
  - provides advice on the institution’s local, national and international standing, and
  - ensures that this standing is protected.
- recruiting, hiring, supporting and evaluating the chief executive officer.
- finance
  - advises on and approves financial policies developed by the administration,
  - reviews and approves the institution’s annual budget, and
  - reviews and approves the institution’s audited financial statements.

- human resources
  - advises on and approves human resources policies,
  - advises on and approves compensation policies and proposals,
  - monitors the implementation of policies to ensure overall employee well-being and satisfaction,
  - receives reports on specific matters,
  - confirms the appointment of senior officers on the recommendation of the chief executive officer,
  - approves and provides oversight on the implementation of compensation frameworks for senior officers, and
  - appoints senior officers with particular reporting relationships to governance – for example, the Secretary and the Ombudsperson.
- capital expenditures and infrastructure
  - reviews and approves institutional master plans,
  - reviews and approves major capital projects, and
  - monitors project implementation.
- risk management
  - ensures compliance with applicable legislation, and
  - reviews and approves risk management framework, ensuring that mechanisms are in place to identify, assess, manage and provide accountability for relevant areas of institutional risk.
- governance effectiveness
  - agenda management,
  - selection process for governors,
  - evaluation process,
  - committee mandates,
  - interpretation / delineation of responsibilities, and
  - clearly defines and respects its role relative to that delegated to the administration.
- academic quality
  - ensures that clear processes for assurance of academic quality are in place and implemented for
    - academic divisions,
    - academic programs
    - academic appointments,
    - academic policy,
    - academic regulations,
    - admissions standards, and
    - awards and honours.
- student experience
  - ensures that policies and practices are in place and implemented for assurance of quality across all dimensions of the student experience.

#### **D. Responsibility for Functions: Boards and Committees**

Responsibility for particular functions is distributed among the Boards and Committees of the Governing Council. In many instances, the Governing Council reserves final decision-making authority; in others the Council has delegated initial review and final decision-making to various governance bodies.

### **III. EXPECTATIONS AND ATTRIBUTES OF GOVERNORS**

#### **A. Preamble**

Assuring the quality of governors begins with ensuring a clear articulation and understanding of expectations, attributes and principles of ethical conduct.

Governors are collectively and individually stewards of the University. Each Governor must act in good faith with the view to the best interests of the University as a whole, to defend the autonomy and independence of the University and to enhance its public image.

Fundamental to this is the awareness of and compliance with all applicable laws, regulations, University policies and procedures – however principles of ethical conduct go beyond these prerequisites. As Governors of the University of Toronto, there is an obligation to meet legal requirements but also to guide one's behaviour and decisions on the basis of **trust**, **honesty** and **integrity**.

All members of the University – whether Governors, Administration, Faculty, Students, or Other Staff – are guided by principles of ethical conduct which must be aligned. The elements of this document are intended to complement similar materials guiding other groups within the University.

#### **B.**

To fulfill expectations of a Governor's responsibilities, principal duties include:

1. Advancing and upholding the mission of the University; and
2. Understanding and having relevant input into the University's vision, strategies and objectives.
3. Assuming, with the other Governors, the stewardship role of overseeing the business and affairs of the University.
4. Exercising informed judgement – within a reasonable time of joining the Council, becoming knowledgeable about the University and its role in the province, the country, and globally; the academic sector more broadly; emerging trends, issues and challenges, thereby being able to provide wise counsel on a range of issues, through knowledge of and experience with topics and their context.
5. Understanding the current governance policies and practices, the mandates and authorities of the committees on which he or she serves.
6. Understanding that the Governing Council's role is one of oversight with a focus on strategic matters rather than management or administration.
7. Preparing thoroughly for each meeting by reviewing the materials provided and requesting, as appropriate, clarification or additional information in order to appropriately add value in deliberations and exercising oversight.

8. Communicating persuasively and logically at governance meetings and being willing to be accountable for and be bound by decisions made by the Governing Council or its Boards / Committees.
9. Voting on all matters requiring a decision except where a conflict of interest may exist.
10. Committing to participate actively in governance meetings. Attending at least 75% of all meetings and advising the Secretariat in advance if one must be absent and, if there is a need for extended absences, consulting with the Chair about the need and implications. Electronic participation can be considered in some circumstances.

#### **IV. KEY PRINCIPLES OF ETHICAL CONDUCT**

Reflecting good governance practice, and to sustain the strong historical commitment to the highest level of ethical integrity showcased by Governors in conducting all of their affairs, the following principles are highlighted for clarity. Consistent with the University's values, including academic freedom, collegiality and civil discourse, these are intended to complement other applicable statutes, policies, guidelines and other materials within the University to guide considerations and conduct. They are not intended to be static, encompassing rules.

##### **Respect for Others**

Every member of the University should be able to work, live, teach and learn in an environment free from discrimination and harassment. Inappropriate language or behaviour which may impair these conditions is not to be tolerated. Respect for the rights and dignity of others regardless of differences must be maintained; demeaning actions or behaviour along sexual, racial, physical, socioeconomic or political lines has no place in our University.

The University's obligation, role modelled by Governors, is to support the fullest range of respectful and constructive debate. This inclusive dialogue supports the principles and the professional conduct of good governance, which fosters diligent and thoughtful advice, and objective, informed approval.

##### **Conflicts of Interest (business/financial, family, personal relations, employment)**

Occasionally, situations may arise when a Governor's interests may actually or appear to conflict with their role and responsibility to the University. A conflict can arise when one's position on the Governing Council can reasonably be seen to unfairly advance one's own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal Relations.

All members are responsible for maintaining the transparency which the University prides itself on within the immediate and broader communities. As such, any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed or eliminated. If one has any doubt, the Secretary of the Governing Council is the first contact for discussion, who may seek additional advice or counsel where valuable, and who may refer the matter to the Chair.

### **Protecting Confidential Information**

In their highly trusted advisory and governing capacities, Governors will be exposed to different types of sensitive information requiring considered use and confidentiality. This may concern faculty, staff, administration or students; it may, for example, be specific to University affairs or financial business, or it may be proprietary to the University.

Governors must ensure that they fully understand their obligations and maintain this information in confidence.

## **Appendix B**

### **ELECTION OF THE ALUMNI MEMBERS OF THE GOVERNING COUNCIL**

#### **I. NOMINATIONS**

1. Candidates for alumni members of the Governing Council shall be alumni of the University of Toronto as defined by *The University of Toronto Act, 1971, as amended*. As required by the *Act*, they shall be Canadian citizens.
2. With the intent of ensuring the largest possible pool of highly qualified candidates, a call for nominations shall be widely communicated.
3. Each nomination must be submitted in writing from at least ten (10) alumni, none of whom shall be current members of the College of Electors, giving the surname used while at the University, first name, faculty/school (college if Arts and Science), student number (if known), year entered, years attended (e.g. month/year), all degrees/diplomas/certificates completed; email address and phone number; and complete current mailing address. A nominator may nominate no more persons than there are positions vacant.
4. The consent in writing of each candidate, indicated over the candidate's signature, shall be obtained by the nominators.
5. The Secretary shall have the candidate and the nominators verified by Alumni Relations as being eligible University of Toronto alumni. The Secretary shall rule upon the validity of nominations assisted by such legal counsel or such other advice he or she may wish to employ.
6. Nominations shall be confidential to the College.

#### **II. APPEALS**

1. An appeal with respect to the validity of a nomination shall be decided by the Executive Committee of the College of Electors (described in Appendix D), any three of whom shall constitute a quorum, assisted by such legal counsel it may wish to employ. The Executive Committee shall appoint one of its members to act as secretary during the appeal proceedings.
2. The Secretary shall inform the candidate of his/her ineligibility by means of letter, commonly used electronic means of communication, or telephone with subsequent written confirmation and the said notice shall contain within it a date, time and place for the hearing if the candidate desires to appeal, which appeal shall be heard by the Executive Committee within five (5) working days of the date of the notice.

## **II. APPEALS (cont'd)**

3. An appeal to the Executive Committee shall not lie if the candidate does not communicate his or her desire to have an appeal by telephone, letter, or commonly used electronic means of communication to the Secretary at least forty-eight (48) hours prior to the time set for the appeal in the notice.
4. The candidate, Secretary of the College, and any other interested persons may present evidence to the Executive Committee as to the candidate's eligibility to stand for election.
5. The decision of the Executive Committee of the College of Electors on an appeal shall be final.

## **III. ELECTION**

1. Candidates may be invited to attend interviews with the Nominating Committee for Alumni Governors (NC-AG), which is described in Appendix D. The interviews will be held *in camera*.
2. The NC-AG will provide to the College a list and report on the recommended candidates for its consideration and discussion.
3. Following the discussion of the report of the NC-AG, members of the COE shall vote by a ballot on whether to accept the report and elect the slate as recommended or vote on individuals one by one as outlined in 4 below.
4. If the COE decides to vote on individuals instead of as a slate, the election of alumni governors shall be held by ballot. The alumni governors shall be elected one at a time. The names of all candidates who have been interviewed will appear on the ballot. To be elected, a candidate must receive the support of a majority of those voting, abstentions included. If no one is elected on a particular ballot, the candidate(s) with the fewest number of votes will be removed from the ballot. Following the election of a candidate, all remaining names shall be returned to the ballot.
5. The candidates shall be informed by the Chair of the results of the election.
6. After notifying the candidates, the Chair shall give in writing the names of successful candidates to all candidates, to the Chair of the Governing Council, the President of the University of Toronto and his/her designate responsible for alumni affairs, and to the President of the University of Toronto Alumni Association. Steps shall be taken by the Secretary of the College to ensure that the University and alumni communities are advised of the election results.

## **IV. BY-ELECTION**

1. By-elections shall take place as necessary, under the rules and regulations governing regular elections, except that the Chair, in consultation with the Executive Committee, may place in nomination names of candidates remaining from the previous regular

election without the candidate or candidates undergoing re-nomination procedures, should they be willing to stand.



## Appendix C

### A. ELECTION OF THE CHANCELLOR

#### I. Nominations

1. Candidates for Chancellor shall be Canadian citizens, pursuant to *The University of Toronto Act, 1971, as amended*.
2. In years when an election of the Chancellor is required, a call for nominations shall be widely communicated, with the intent of ensuring the largest possible pool of highly qualified candidates.
3. Nominations shall be submitted in writing to the Secretary of the College of Electors and must be signed by a nominator and a seconder who are alumni of the University. Nominations will be held in confidence. Letters of support may be submitted and will form part of the documentation placed before members of the College. Candidates for the position may also be identified and nominated by the Chancellor Search Committee, which is described in Appendix D. Such nominations must have the support of at least two members of the Search Committee who are alumni of the University.

#### II. Procedure for Review of Nominations

1. Discussion of the Chancellor position profile prepared by the Chancellor Search Committee shall occur at a meeting of the College.
2. At least seven days notice shall be given of a meeting of the College at which a report of the Chancellor Search Committee is to be received and discussed.
3. The Chair of the Governing Council and the President will be invited to attend any meeting of the College at which the work or report of the Chancellor Search Committee is discussed.
4. After receiving and discussing a report of the Chancellor Search Committee the College shall either proceed to the election or direct the Chancellor Search Committee to obtain additional information or to give further advice on individual candidates. This may involve meetings with one or more candidates, which shall be undertaken by the Committee on behalf of the College.
5. If the report of the Chancellor Search Committee is returned to the Committee by the College, the Committee shall meet within seven days of the receipt of its returned report. It shall submit a new report to the College that may contain names previously suggested and/or additional names.

**A. ELECTION OF THE CHANCELLOR (cont'd)**

**III. Election**

1. The election shall be by secret ballot.
2. To be elected, a candidate must receive support from a majority of those members present and voting, including abstentions.
3. The Chair of the College of Electors and the President of the University shall ask the successful candidate to serve. The Chair and the Secretary of the College shall satisfy themselves that the successful candidate is a Canadian citizen.
4. The name of the successful candidate shall be held in confidence until the Chair of the College of Electors provides notification in writing to the nominators of other candidates, and the President of the University of Toronto Alumni Association that the candidate has been elected. Steps shall be taken by the Secretary of the College to ensure that the University and alumni communities are advised of the election results.

**B. RE-ELECTION OF A CHANCELLOR**

**I. Review**

1. No later than eight months prior to the end of his/her term, the Chancellor will be informed by the Chair of the Governing Council and the Chair of the College of Electors of the pending review process.
2. A Chancellor Search Committee, described in Appendix D, shall act as a Chancellor Review/Search Committee.

**II. Nominations**

1. The nomination process for the re-election of the Chancellor will include, at a minimum, the following:
  - a defined nomination period of at least four weeks, including a specified deadline for the close of nominations;
  - a written nomination;
  - consent of the candidate to stand for election;
  - a nominator and a seconder who are alumni of the University;
  - biographical information for the candidate
  - authority for the Chancellor Review/Search Committee to proceed with a call for nominations without actively seeking other candidates, if the review of the performance of the incumbent is positive, and if the incumbent is willing to stand for re-election.

**B. RE-ELECTION OF A CHANCELLOR (cont'd)**

**III. Procedure for Review of Nominations**

1. The Chancellor Review/Search Committee shall prepare a report for the College including at a minimum, the following:
  - summary of the review process and the resulting conclusions;
  - a recommendation for Chancellor with appropriate supporting documentation.

**IV. Election**

1. The Election will follow the process described in Section A.III. above, amended as necessary.

## Appendix D

### General Procedures of the College of Electors

#### I. Membership of the College

- I.1. Each constituent alumni association of the University of Toronto Alumni Association shall be represented on the College by alumni experienced in and knowledgeable of University affairs.
- I.2. Election of the member(s) to the College of Electors will be carried out, as necessary, at a regular meeting of each constituent association, duly publicized, and held in accordance with its constitution.
- I.3. Following the election and no later than July 1, the constituent association shall advise the Secretary of the College of Electors of its representative(s) on the College.
- I.4. In the event that a vacancy occurs in the College of Electors, such vacancy may be filled by an appointee of the appropriate constituency executive for a term expiring not later than the next regular meeting of the association. Following such appointment, the constituent association shall, in writing, advise the Secretary of the College of Electors of the new representative.

#### II. Meetings of the College

- II.1. The Chair shall conduct the proceedings in conformity with *Bourinot's Rules of Order*.
- II.2. The College shall meet at the call of the Chair, the Vice-Chair, or a quorum of the College.
- II.3. The Secretary shall be responsible for notifying all members of meetings and for distributing agendas.
- II.4. Normally, documentation for agenda items will be made available to members at least one week in advance of a meeting.
- II.5. Matters of business to be carried out by the College shall include the following.
  - Consult annually, prior to the opening of the nomination period, with the Chair of the Governing Council, the President of the University, and the President of the Alumni Association on the general and specific requirements for the alumni governor positions to be filled.
  - Review the election procedures.
  - Elect members of the Executive Committee.
  - Elect members of the Nominating Committee for Alumni Governors.
  - Elect members of the Nominating Committee for the Executive Committee.
  - Conduct any other business that may be required.

### **III. Standing Committees of the College**

III.1. The standing committees of the College shall include the following.

Chancellor Search Committee  
Executive Committee  
Nominating Committee for Alumni Governors  
Nominating Committee for the Executive Committee

### **III.2. Nominating Committee for the Executive Committee (NC-EC)**

#### III.2.1. Membership

1. Three members in their final year on the College, formed of volunteers or elected annually by members of the College.
2. In the unlikely event that fewer than three current members of the College are available to serve on the NC-EC, as many past NC-EC members, who are not current members of the College, as are required to bring the number of committee members to three will be co-opted to serve on the Committee for one year. The co-opted members will be selected by the NC-EC in consultation with the Chair of the College.

#### III.2.2. Function

1. To propose names for the consideration of the College for the position of Vice-Chair of the College and three positions on the Executive Committee.

#### III.2.3. Procedures

1. The NC-EC will propose its slate seeking to achieve, to the extent possible, a mixture of members representative of St. George, University of Toronto Mississauga, and University of Toronto Scarborough campuses, the faculties, Faculty of Arts and Science Colleges, gender, and experience both on the College and on the Executive Committee.
2. The NC-EC shall consult with the Chair on the choice of Vice-Chair before the slate is proposed.
3. A report of the NC-EC containing for each position, name, alumni affiliation, experience on the College, and a biographical statement shall be distributed to the College. Names considered but not chosen will not be reported.

### **III.2. Nominating Committee for the Executive Committee (NC-EC) (cont'd)**

#### III.2.3. Procedures (cont'd)

4. The slate proposed by the Nominating Committee may be accepted *in toto* or members of the College may put forward other nominations. Because of the balanced nature of the names proposed for the Executive Committee, each nomination from the floor should be placed as an alternative to a name in the Nominating Committee's slate.
5. If balloting is required, a separate ballot will be held for each contested position. The winner will be chosen by a simple majority. The members of the Nominating Committee shall not vote.

### **III.3. Executive Committee**

#### III.3.1. Membership

1. The Chair of the College, as Chair.
2. The Vice-Chair of the College, to be elected annually by the College from among the members.
3. Three other members, elected annually by and from among the members of the College.
4. Members in their first year on the College shall not be eligible for consideration as Vice-Chair or as members of the Executive Committee.
5. Members of the Executive Committee shall be eligible for re-election for a second one-year term.

#### III.3.2. Function

1. To serve a co-ordinating role for the College in relation to matters dealing with the election of alumni governors or the Chancellor.
2. To advise the Chair with respect to procedures employed from time to time in the election of alumni governors or the Chancellor.
3. To review and approve the agenda for meetings of the College.
4. To undertake duties as may be assigned from time to time by the College.

#### III.3.3. Procedures

1. The Executive Committee shall meet at the call of the Chair.
2. The Executive Committee shall meet in closed session.
3. The quorum for the Executive Committee shall be three members.

### **III.4. Nominating Committee for Alumni Governors (NC-AG)**

#### III.4.1. Membership

1. Members of the Executive Committee, augmented by three members elected annually by and from among the College, thus allowing for greater representation across the constituent alumni associations.

#### III.4.2. Function

1. In consultation with the College, to identify and maintain a pool of highly qualified and diverse potential alumni governors, on an ongoing basis.
2. In consultation with the College, to assess potential candidates relative to existing or projected needs within governance.
3. To interview candidates.
4. To provide to the College a list and report of the recommended candidates.
5. To support alumni governors who are elected.

#### III.4.3. Procedures

1. The NC-AG shall meet at the call of the Chair.
2. The NC-AG shall meet *in camera*.
3. The quorum for the NC-AG shall be three members.

### **III.5. Chancellor Search Committee**

#### III.5.1. Membership

1. Members of the Executive Committee.
2. The Chair of the Governing Council and the President of the University and shall be co-opted to serve as assessor members.

#### III.5.2. Function

1. To prepare a Chancellor position profile to be presented to the College for discussion.
2. To identify and nominate candidates for the position of Chancellor.

### **III.5.Chancellor Search Committee (cont'd)**

#### III.5.2. Function

3. To prepare a Report on the nominations received for Chancellor including at least the following.
  - a) An analysis of the general requirements of the position of Chancellor and of any specific requirements appropriate for the incoming Chancellor and of the qualities appropriate to the position.
  - b) One recommended candidate for Chancellor submitted with supporting documentation.
4. To act as a Chancellor Review/Search Committee, when necessary.
5. As the Chancellor Review/Search Committee, to prepare a report for the College including at a minimum, the following.
  - a) A summary of the review process and the resulting conclusions.
  - b) A recommendation for Chancellor with appropriate supporting documentation.

#### III.5.3. Procedures

1. The Chancellor Search Committee shall have the option to
  - a) Obtain or ask nominators to obtain biographical or other information about the candidates.
  - b) Meet with individual candidates to discuss the nature of the position, and obtain additional information that would be of assistance to the College.
2. Prior to submitting its Report to the College, the Chancellor Search Committee shall determine the willingness of the recommended candidate to stand as Chancellor.
3. In the case of a possible re-election of the Chancellor, a review of the position profile and an evaluation of the performance of the incumbent Chancellor, using pre-defined parameters, will be conducted by the Chair of the Governing Council, the President of the University, and the Chair of the College of Electors prior to the call for nominations, and will be reported in confidence to the incumbent Chancellor and to the Chancellor Review/Search Committee.