



# University of Toronto

OFFICE OF THE GOVERNING COUNCIL

## BUSINESS BOARD.....**DRAFT**

### 1. MEMBERSHIP

#### 1.1 Composition

Total membership is about 31, including at least 12 alumni members or Lieutenant-Governor-in-Council appointees to Governing Council, up to 6 co-opted lay members and 2 administrative assessors selected by the President appointed *ex officio*. There will also be representatives on the Board from teaching staff, administrative staff and students. The usual composition of the Board is shown below. Membership may vary slightly from year to year.

CONSTITUENCY	GOVERNING COUNCIL	NON-GOVERNING COUNCIL	TOTAL
Administrative Staff	1 or 2	1 or 0	2
Alumni	5	0	5
LGIC Appointees	7	0	7
Teaching Staff	1 or 2	1 or 0	2
Students	1 or 2	1 or 0	2
Presidential Appointees	0 or 1	0	0-1
Presidential Assessors			2
Others (Co-opted lay members)	0	up to 6	up to 6
<i>Ex Officio</i>			
Chancellor	1	0	1
Chairman	1	0	1
Vice-Chairman	1	0	1
President	1	0	1
<b>TOTAL</b>			<b>up to 31</b>

The Secretary of the Governing Council is an *ex officio*, non-voting member.

Members of the Governing Council are appointed to the Board annually by the Council. Other, or “co-opted”, members are appointed by the Board on the recommendation of its Striking Committee (see below). For the co-opted lay member seats, the Chairman of the Governing Council and the Chair of the Business Board shall take particular responsibility for nominating candidates to the Striking Committee.

#### 1.2 Term

Terms begin on July 1 and continue to June 30 of the next year.

Governing Council members are appointed by Council for one-year terms. They may be reappointed, subject to their continued membership on the Council.

Because Governing Council members may in any year fill all places on the Board for administrative staff, alumni, LGIC appointees, teaching staff and students, co-opted members from those constituencies are appointed for a one-year term only, which is renewable if the place is available the next year.

## **1. MEMBERSHIP (Cont'd)**

The co-opted lay member appointments are normally made for three-year terms, which are renewable for a second and, in exceptional circumstances, a third term. In making these appointments, the Board will seek an appropriate balance between continuity and renewal. The Board will also seek to establish a rotation so that the terms of office will be staggered and one third of the co-opted lay members' terms will end each year.

### **1.3 Chair and Vice-Chair**

The Chair and Vice-Chair of the Board are appointed by the Governing Council from among the members of the Council on the Board.

## **2. QUORUM**

One-third of the voting members (usually 11 members).

## **3. COMMITTEES**

### **3.1 Standing Committees**

The Audit Committee reports to the Business Board.

### **3.2 Special Committees**

The Business Board does not normally establish Special Committees. The President or the appropriate Presidential assessor has an obligation to tender advice and develop proposals for action on all matters within the terms of reference of the Business Board.

### **3.3 Striking Committee**

The Striking Committee, appointed annually by the Board on the recommendation of the Chair, shall recommend to the Board: (a) the appointment of co-opted members (members who are not members of the Governing Council) to the Business Board and the Audit Committee and (b) the Chair and Vice-Chair (if any) of the Audit Committee.

Membership of the Striking Committee consists of the Chair of the Board, *ex officio*, plus five members of the Board who shall be selected so that the Striking Committee includes at least one administrative staff member, one alumni member, one Lieutenant-Governor-in-Council appointee, one member of the teaching staff and one student member. The Chair of the Board serves as Chair of the Committee. The Board's voting assessors are invited to attend meetings of the Striking Committee in an advisory capacity.

The Striking Committee meets *in camera* and its recommendations are considered by the Board meeting *in camera*.

## **4. FUNCTION**

The Business Board is responsible for consideration of policy and for monitoring matters affecting the business affairs of the University.

## 5. AREAS OF RESPONSIBILITY

The following areas are within the Board's responsibility:

- Financial policy, including policy delegating financial authority and approval of financial transactions as required by policy
- Policy on financing and execution of capital projects and approval of any transactions as required by policy<sup>1</sup>
- University-owned or leased property including physical plant, equipment and works of art
- University policy on ancillary operations and monitoring of business ancillaries
- Policy on fundraising
- Alumni affairs
- Relations with the external community
- Institutional communications
- Policy on organization of business functions
- Personnel policy for administrative staff (except librarians)
- Employee benefits
- Monitoring and recommending policy on the occupational health and safety of members of the staff of the University and other policy pertaining to the health and safety of all members of, and visitors to, the University except for those matters falling within the terms of reference of the University Affairs Board
- Contractual relations with employee groups
- Tuition fees/policy on ancillary fees

The Business Board holds delegated authority to act for Governing Council with respect to all matters in its terms of reference except for matters:

- (a) which are deemed, pursuant to By-law Number 2, section 31(d)<sup>2</sup>, to be of major significance for the University as a whole, or to have major significance with respect to the University's public or fiduciary responsibilities; or

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<sup>1</sup> The Policy on Capital Planning and Capital Projects states that "the Business Board will assess the extent to which the project is within its approved parameters, its cost effectiveness, the extent to which full funding is committed or obtainable, and whether there are any significant outstanding and unresolved issues with respect to the project."

<sup>2</sup> This section provides that "Where the Council, with respect to any matter or class of matters, has conferred on any committee reporting directly to it authority to act on its behalf, and where, prior to the adoption by the committee of a resolution to determine the matter, the Chairman of the Governing Council, the Chair of the committee, the President (or an administrative assessor acting for the President), or the committee itself is of the opinion that the matter is major in significance with respect to the University as a whole or with respect to the public or fiduciary responsibilities of the Governing Council, the Chairman, Chair, President or committee, as the case may be, may require that the action of the committee be submitted to the Council for confirmation." This provision does not apply to actions taken by the Board with respect to "agreements with the teaching or administrative staff of the University concerning the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University."

## **5. AREAS OF RESPONSIBILITY (Cont'd)**

- (b) which Governing Council is required by statute or specific contractual obligation to approve; or
- (c) which are reserved to Governing Council by these terms of reference, as amended from time to time by Governing Council.

The President or designate holds delegated authority to act for Governing Council with respect to approval of business transactions in the normal course of business.

Authority for approval in specific matters is as follows. The specific items below are intended to supplement, not limit, the general statements above in sections 4 and 5.

### **5.1 Financial policy and transactions**

#### **(a) Governing Council**

- appointment of the University's auditors
- approval of the annual audited financial statements
- review of reports from the Business Board at least annually on the Board's receipt and discussion of reports on investment matters

#### **(b) Business Board**

- approval of policies governing the financial operations of the University, including policies delegating financial authority
- approval of policies with respect to financial programs and transactions, and approval of individual programs and transactions as required by those policies
- review of regular reports on matters affecting the finances of the University<sup>3</sup> and on financial programs and transactions
- concurrence with the recommendation of the Academic Board that the Budget Guidelines be approved, when the Guidelines propose deviation from approved financial policies; concurrence with the recommendation of the Academic Board that the budget report be approved.<sup>4</sup>
- establishment, if necessary, of interim operating budget appropriations, for the beginning of the fiscal year
- approval of banking resolutions and amendments thereto
- concurrence with respect to major projects, plans, or programs outside the normal course of business that require the balancing of expense and revenue (including but not limited to new residences or parking structures)

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<sup>3</sup> For example, financial forecasts, reports on borrowing and reports on investment activities.

<sup>4</sup> Such concurrence would indicate that the Business Board is satisfied that the proposed budget or budget guidelines are financially responsible.

## 5. AREAS OF RESPONSIBILITY (Cont'd)

### 5.1 Financial policy and transactions (Cont'd)

- review and approval from time to time of the investment policies for university investment funds and amendments thereto
- ~~annual review and approval (as required by the Financial Services Commission of Ontario) of investment policies for the pension funds and amendments thereto; such policies to include, without limitation: normal asset mixes, asset mix ranges, risk tolerances, quality criteria, and rate of return objectives including benchmarks for each fund~~
- approval of the ~~conditions for the~~ delegation of authority to a University-controlled asset management corporation for the management of the investment of University funds and pension funds
- ~~including approval of~~ provisions for the appointment of an expert Board to oversee the work of that corporation and arrangements for the appointment and removal of its members.
- review of annual reports, or more frequent reports as the Board may from time to time determine, on the investment of University and pension funds, ~~such reports to include, without limitation: (i) reports on investment performance as measured against the rate of return objectives and benchmarks established in the investment policies, and the reasons for the results; (ii) reports on portfolio risk compared to the risk tolerances established in the investment policies; (iii) reports on the costs for managing each fund; and (iv) reports on the major investment decisions made in the reporting period by the asset management corporation (in contrast to the decisions made by the external portfolio managers).~~

#### (c) President or designate

- approval of guidelines, programs and transactions in the normal course of business to implement approved policies
- preparation of regular reports to the Board on matters affecting the finances of the University<sup>5</sup> and on financial programs and transactions
- establishment of an investment management agreement between the University and a University-controlled asset management corporation, including criteria for assessment of services provided and investment performance in comparison to risk and rate of return objectives specified in approved investment policies and other benchmarks established through this agreement from time to time.
- establishment of a statement of investment policies and procedures for the pension funds, through the compilation of, but not limited to: (i) investment policy for pension funds, (ii) delegation of authority to the University-controlled asset management corporation, and (iii) written documentation by the University-controlled asset management corporation regarding investment strategy, including asset mix, and other elements delegated to the University-controlled asset management corporation and required to be documented by the Financial Services Commission of Ontario as amended from time to time.

### 5.2 Capital projects, involving new construction and major renovations

<sup>5</sup> For example, financial forecasts, reports on borrowing and reports on investment activities.

**(a) Governing Council**

- approval of policies governing the execution of capital projects
- (priority is assigned to capital projects on the recommendation of the Academic Board)

## **5. AREAS OF RESPONSIBILITY (Cont'd)**

### **5.2 Capital projects, involving new construction and major renovations (Cont'd)**

#### **(b) Business Board**

- approval of capital expenditures for, and the execution of, approved projects, as required by approved policies<sup>6</sup>; approval of increases in capital expenditures, required as the result of changes in the scope or cost of projects, as required by approved policies.

#### **(c) President or designate**

- within established policy, carrying out approved projects including: appointment of architects; call and approval of tenders within cost limits; and the establishment and change of authorized expenditures within approved limits<sup>7</sup>

### **5.3 University-owned or leased property, physical plant, equipment and related matters**

#### **(b) Business Board**

- approval of acquisition or disposal of real estate and approval of arrangements for the non-University use or development of University property<sup>8</sup>
- approval of general policies on the acquisition and disposal of equipment
- approval of any general policies governing the maintenance of buildings and grounds
- approval of policies governing the University's art collections

#### **(c) President or designate**

- approval of transactions in the normal course of business including: leases for which funding has been approved; acquisition and disposal of rights of way and easements; etc., with reports for information to the Board on any major transactions
- preparation of regular reports on the overall maintenance and safety of buildings and grounds<sup>9</sup>

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<sup>6</sup> The Policy on Capital Planning and Capital Projects states that "the Business Board will assess the extent to which the project is within its approved parameters, its cost effectiveness, the extent to which full funding is committed or obtainable, and whether there are any significant outstanding and unresolved issues with respect to the project."

<sup>7</sup> The Vice-President, Business Affairs is currently authorized to approve expenditure increases not exceeding the lesser of 10% or \$2,000,000.

<sup>8</sup> For the disposal, or the non-University use or development of University property by the University or others, concurrence of the Academic Board is required, on advice of the Planning and Budget Committee, to indicate that the property is surplus to University requirements.

<sup>9</sup> The Board receives an annual report on deferred maintenance and facilities renewal. The Board also receives an annual report on health and safety matters, which deals with the safety of buildings and grounds, among other matters.

## **5. AREAS OF RESPONSIBILITY (Cont'd)**

### **5.4 Ancillary operations**

#### **(b) Business Board**

- designation of incorporated or unincorporated units as ancillaries<sup>10</sup> or termination of such designation
- general financial policy on ancillaries
- for incorporated business ancillaries:
  - acceptance of annual reports and financial statements
  - approval of arrangements for incorporation
  - approval of capital spending and/or borrowing, as required by financial policy or the by-laws of the ancillary
- for unincorporated business ancillaries:
  - approval of annual budgets or periodic approval, at least every five years, of business plans

### **5.5 Fundraising**

#### **(a) Governing Council**

- approval of overall policies and plans for fundraising campaigns
- general priorities for fundraising campaigns - established by Governing Council on the Business Board's recommendation, with the concurrence of the Academic Board
- approval of receipt of major gifts and bequests with terms and conditions of an unusual nature

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<sup>10</sup> There are at present four classes of ancillaries.

(a) Incorporated Business Ancillaries: U of T Press, University of Toronto Asset Management Corporation.

(b) Unincorporated Business Ancillary: Residential Housing Ancillary (previously the Real Estate Ancillary).

(c) Campus and Student Services: Hart House, University College Residences, New College Residences, Innis College Residence, Woodsworth College Residence, UTM Residences, UTSC Residences, Graduate House Residence, Family Housing, 89 Chestnut Street Residence, UTM Conference Services, UTSC Conference Services and Facilities Rental, University College Food Services, New College Food Services, St. George Campus Food and Beverage Services, UTM Food and Beverage Services, UTSC Food and Beverage Services, St. George Campus Parking Services, UTM Parking Services, UTSC Parking Services.

(d) Research Ancillaries: Hungarian Research Institute of Canada.

Annual plans and budgets for the campus and student service ancillaries are approved by the University Affairs Board, within parameters established by general financial policy for ancillary operations and the University budget process.



## **5. AREAS OF RESPONSIBILITY (Cont'd)**

### **5.5 Fundraising (Cont'd)**

#### **(b) Business Board**

- approval of strategies and policies concerning the general conduct of fundraising
- approval of policies on the receipt, acknowledgement and use of gifts and bequests
- approval of the designation of the use of unrestricted gifts and bequests over \$500,000 (1996 dollars)

#### **(c) President or designate**

- the organization of fundraising campaigns is the responsibility of the President
- creation of volunteer fundraising bodies and appointment of members
- the President has the authority to approve the designation of the use of unrestricted gifts and bequests of \$500,000 or less (1996 dollars) - the designation of such gifts is to be reported to the Business Board for information
- preparation of regular reports on gifts and bequests received

### **5.6 Relations with the external community**

Review of an annual report from the President or designate(s) on the University's public and community relations activities and government relations activities.

### **5.7 Institutional Communications**

Review of an annual report from the President or designate(s) on the University's institutional communications activities

### **5.8 Alumni affairs**

Review of an annual report from the President or designate(s) on the University's alumni affairs activities.

## **5. AREAS OF RESPONSIBILITY (Cont'd)**

### **5.9 Personnel policy for administrative staff (except professional librarians) and benefit programs for all employees**

#### **(b) Business Board**

- Approval of personnel policies for non-union administrative staff, except professional librarians<sup>11</sup>
- Approval of benefit programs and amendments thereto.

#### **(c) President or designate**

- approval of guidelines, programs and transactions to implement approved policies
- approval of individual early retirements and appointments beyond the usual retirement age within established policies

### **5.10 Terms and conditions of employment**

#### **(b) Business Board**

- approval of initial agreement with any employee group
- approval of changes concerning the process of determining salaries and benefits
- approval of changes which constitute new policy directions, except for changes to academic employment policies within the jurisdiction of the Academic Board<sup>12</sup>
- approval of agreements and changes to agreements outside the *Labour Relations Act* with respect to terms and conditions of employment, subject to any limitations established by law or contract<sup>13</sup>

#### **(c) President or designate**

- responsibility for the conduct of negotiations with all employee groups
- approval of changes to collective agreements under the *Labour Relations Act* that fall within existing policies and salary determination procedures

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<sup>11</sup> Personnel policies for unionized administrative staff are usually included in collective agreements. Authority with respect to agreements with employee groups is dealt with in section 5.10 below.

<sup>12</sup> Employment policies within the jurisdiction of the Academic Board are defined in By-Law Number 2, section 31(b) as matters “with respect to the nature of academic employment” assigned by resolution of the Governing Council to the Academic Board.

<sup>13</sup> Agreements with the Faculty Association arising from the report of a Dispute Resolution Panel pursuant to clauses 22, 23 and 25 of article 6 of the Memorandum of Agreement with that Association take effect without Business Board approval, unless the President recommends the repudiation of a non-unanimous report. Subject to any limitations imposed by law or contract, the Board approves any recommendation from the President pursuant to section 23 of article 6 of the Memorandum of Agreement with the Faculty Association to repudiate a non-unanimous report of a Dispute Resolution Panel.

## 5. AREAS OF RESPONSIBILITY (Cont'd)

### 5.11 Tuition and ancillary fees

#### (a) Governing Council

- approval of annual general academic fee schedule

#### (b) Business Board

- policy on ancillary fees
- approval of miscellaneous academic fees as may be required by the Policy on Ancillary Fees. Ancillary fees for student services, student organizations and student levies for specific limited purposes are the responsibility of the University Affairs Board

### 5.12 Health and safety

#### (a) Governing Council

- approval of policies concerning the health and safety of members of the University and visitors

#### (b) Business Board

- recommendation of policies to the Governing Council
- periodic review of programs to implement: (a) the *Occupational Health and Safety Act*, the *Environmental Protection Act* and regulations issued pursuant to them; and (b) other Governing Council policies concerning the health and safety of members of the University and visitors

#### (c) President or designate

- approval of University regulations and other actions to implement the *Occupational Health and Safety Act*, the *Environmental Protection Act*, and policies on health and safety approved by the Governing Council
- preparation of an annual report on environmental health and safety activities, including activities undertaken to ensure compliance with the *Occupational Health and Safety Act* and the *Environmental Protection Act*
- preparation of reports, made to the next regular meeting of the Board, on any instances where, pursuant to the *Occupational Health and Safety Act* or the *Environmental Protection Act*: (a) an order is issued by the relevant Ministry or other regulatory authority and there is not full compliance within the specified time; (b) employees refuse to work for reason of danger to their health or safety; (c) the President or designate decides not to implement a recommendation of a Joint Health and Safety Committee established pursuant to the *Occupational Health and Safety Act*; or (d) any other significant event occurs where the Business Board should be informed to enable it to perform, on behalf of the Governing Council, its responsibilities pursuant to the *Occupational Health and Safety Act*, the *Environmental Protection Act* or other applicable legislation

## **6. PROCEDURES**

### **6.1 Meetings**

The Business Board usually meets in open session but may, pursuant to section 33 of By-Law Number 2, meet in closed session or *in camera* when: (i) matters may be disclosed at the meeting of such a nature, having regard to the circumstances, that the desirability of avoiding open discussion thereof outweighs the desirability of adhering to the principle that meetings be open to the public; or (ii) intimate financial or personal matters of any person may be disclosed at the meeting or part thereof.

Pursuant to section 33 of By-Law Number 2, the Board routinely moves into closed session at the end of each meeting to consider receipt of any closed session reports from its assessors. Assessors are invited to report on any matters of a confidential nature and to initiate discussion on any policy matters at an early stage of policy development, before they wish to bring a recommendation forward for debate and approval.

### **6.2 Agenda**

In establishing agenda for meetings of the Board, the Chair will usually be advised by an agenda planning group that includes the Vice-Chair and the voting and non-voting assessors. The proposed agenda for a meeting, together with background documentation, is reviewed at an agenda planning meeting, usually scheduled ten to fourteen days prior to the Board meeting.

Notwithstanding the usual procedure for establishing the agenda for meetings, matters may be added to the agenda of a current or subsequent meeting, as provided in sections 32 (d), (e) and (f) of By-Law Number 2, by: a vote of two thirds of the members present and voting to add a matter to the agenda of a meeting; a resolution to determine that a matter be included on the agenda of a subsequent meeting; a written request signed by at least 10% of the voting members and submitted at a meeting that a stated matter be included on the agenda of the next regular meeting; or a notice of motion approved by the Chair for inclusion on the agenda of a subsequent meeting.

### **6.3 Consent agenda**

The Chair may determine that an item should be placed on a “consent” portion of the agenda. Those items are not given individual consideration by the Board, unless a member so requests. Rather, members with questions for clarification, or requests for further information, contact the assessor or other contact person shown on the item in advance of the meeting. Members with concerns who would like an item to be discussed by the Board notify the Secretary well in advance of the meeting. Upon the request of any member, the matter will be considered by the Board in the usual manner. Consent items may be distributed by the Secretary with the agenda and other items for a meeting or in advance of it. To keep members abreast of developments in a timely manner and to provide members with the most time possible to review items before meetings, assessors are encouraged to make consent items available to the Secretary for distribution as soon as possible.

## **6. PROCEDURES (Cont'd)**

### **6.4 Level of approval for matters coming before the Board**

The Chair of the Board, with the advice of the Board's agenda planning group and subject to the duly established authority of the Executive Committee of Governing Council, has the authority to interpret the terms of reference of the Board with respect to whether an item should be placed on the Board's agenda for recommendation to the Governing Council, for approval, or for information and discussion.

Notwithstanding the above paragraph, where the Chair has determined that a matter is to come before the Board for approval, and prior to the adoption by the Board of a resolution to determine the matter, the Chairman of the Governing Council, the Chair of the Board, the President or an administrative assessor acting for the President, or the Board itself, may, pursuant to section 31(d) of By-Law Number 2, determine that the matter is major in significance with respect to the University as a whole or with respect to the public or fiduciary responsibilities of the Governing Council, and the Chairman, Chair, President, assessor or Board, as the case may be, may require that the action of the Board be submitted to the Council for confirmation. Where a matter is referred to the Governing Council pursuant to this provision, the action taken by the Board shall not have effect unless confirmed by the Council.

This provision does not apply to actions taken by the Board under its delegated authority under section 31(b) of By-Law Number 2 to act on behalf of the Governing Council with respect to agreements with the teaching or administrative staff of the University concerning the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related compensation or that are negotiated in a collective fashion for a class or group of employees of the University.

### **6.5 Board and administrative responsibility**

Given the nature of its responsibilities and the absence in the unicameral system of a collegial body with the statutory right to advise it, the Business Board normally exercises its powers (a) through judging proposals for policies, programs and major transactions brought forward by the President and the Board's assessors, and (b) through monitoring reports from those officers on matters within these terms of reference.

The Board will normally rely on the President and the Board's assessors to develop proposals and options for its consideration. The President's responsibility as Chief Executive Officer would oblige him/her or his/her colleagues to advise the Business Board on all issues within its terms of reference.

The Board will normally accept or reject proposals from the President or the appropriate administrative assessor(s) or refer them back for further consideration of a particular aspect(s). The Board will not normally amend proposals developed by the administration, apart from minor amendments (a) that do not contravene the sense of the original motion or negate it, and (b) that are accepted by the President or the appropriate assessor.

The President or an assessor acting on the President's behalf will have the right to withdraw from consideration any proposal the administration has made for action, prior to a final vote being taken on the proposal or on an amended version of the proposal, subject to the Board's residual power to schedule an item for discussion or debate at a future meeting of the Board.

## **6. PROCEDURES (Cont'd)**

### **6.5 Board and administrative responsibility (Cont'd)**

Similarly, in the event that a proposal is presented to the Board other than through an administrative recommendation, the President or appropriate assessor has the right to defer action until the next meeting of the Board.

Notwithstanding anything else in this clause 6.5, the Business Board will still possess the residual power of Governing Council to take any action deemed appropriate concerning a matter within its responsibility in some unforeseeable circumstance and to determine what matters of business should come before it.

June 13, 2002  
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(footnotes updated)  
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