



Memorandum to: Members of the Business Board

From: John F. (Jack) Petch
Chair of the Governing Council

Date: December 11, 2008

Re: **Report of the Senior Appointments and Compensation Committee for 2007-2008**

A. Background

Policy Context

The following report covers activities of the Senior Appointments and Compensation Committee (SACC) during the academic year 2007-2008 as required by the *Policy on Appointments and Remuneration*. The *Policy* and its updated *Regulation #1*, which addresses decision-making and reporting on compensation, are attached hereto as Appendix A.

Committee Membership

In 2007-2008, the Committee comprised the following:

Chair, Governing Council	Mr. John F. (Jack) Petch
Vice-Chair, Governing Council	Dr. Alice Dong
Chair, Business Board	Mr. Richard Nunn
Member, Business Board	Mr. W. David Wilson
Alumni Member, Governing Council	Mr. Stephen Smith
President	Professor David Naylor

The Secretary of the Governing Council serves as secretary of the Committee and maintains its files. When compensation of the President is discussed, Committee members meet without the President.

B. Compensation Frameworks

Last year, the Committee approved two compensation frameworks : one, *Principles for Organizing Senior Salaries*, guides decisions on compensation for members of the executive team; the second, *Principals' and Deans' Compensation Arrangements*, informs recommendations for that group of academic administrators. Both promote a consistent approach to compensation decisions for academic and administrative staff who are outside of the University's normal salary scales.

Some key principles include an emphasis on current and comprehensive market data, consideration of the overall collegium as well as the relevant internal market, analyses of total

compensation when considering issues of parity; and standardization of stipends and perquisites within groups of senior administrators.

In last year's report, we noted that the President had also identified issues with the implementation of standardized relative increases in compensation in the upper ranges leading to unacceptable widening of absolute differences. As a simple example, a 5% increase on \$100,000 leads to a new salary of \$105,000, whereas 5% on \$200,000 = \$210,000, thereby increasing the previous absolute difference by \$5,000, with compounding over time. Merit increases for Vice Presidents and Principals and Deans now use a sliding scale to mitigate these effects.

C. Faculty

(1) Academic Salary Report

The President and Provost presented the required annual *Academic Salary Report* to the Committee in February, 2008. The purpose of the *Report* is to present summary data showing current salary ranges for University of Toronto faculty by academic rank. In order to allow comparisons with other institutions, two sets of comparative data were presented for the Committee's consideration. Data for Canadian universities were drawn from the University and College Academic Staff Survey (UCASS) that provides salary information for full-time teaching staff at Canadian universities. For US public universities, data from the Association of American Universities Data Exchange (AAUDE) were used, allowing comparison of faculty salaries (for all professorial ranks) with AAU public peers.

(2) Principals, Deans, University Librarian, Director, School of Continuing Studies and Director, Transitional Year Program

Under the *Policy*, the President is responsible for approving compensation relative to a set of principles or a framework approved by the Committee from time to time. The President is to make an annual report on decisions made under this authority. Last year, we indicated that the first such report would be presented to the Committee during the 2007-2008 academic year. However, because of an administrative oversight, the report was not prepared and the Committee will receive a two-year report for its February meeting, linked to the Annual Academic Salary Report. For the future, the submission of both will be regularized for that time each year.

(3) Executive Compensation

Under the *Policy*, the President is required to bring to the Committee for consideration his recommendations on the terms and conditions of appointments for Vice-Presidents, Deputy and Vice-Provosts, and other administrative positions above the level of Principal or Dean. Data on the number of initial appointments, renewals and bonuses are summarized in Table 1 below.

The President's recommendations for annual adjustments for members of the vice-presidential group are also considered by the Committee. They are based on the Vice-Presidents' reports to the President on the achievement of their priorities for the year. Decisions on compensation, both at the time of initial appointment and subsequently, reflect market information on base salary, academic stipends, taxable benefits and considerations with respect to internal equity.

A recommendation for the President's annual adjustment is also considered by the Committee. Its decision takes into account a number of factors including formal assessments of the

President's performance as defined by his contract, consultation with members of the Governing Council and the University's academic and administrative leadership, and the performance of the executive team as a whole.

(4) Other Compensation Matters

In addition to the decisions noted above, the Committee was consulted on various personnel and policy matters, including proposed revisions regarding compensation and problem resolution in the policies for professional and managerial staff. The proposed revisions were approved by the Business Board.

Table 1:

	<i>Senior University and Divisional Officers – Initial Appointment</i>	<i>Senior University and Divisional Officers – Renewed Appointment</i>	<i>Market/ Anomaly Adjustment</i>	<i>Special Bonuses</i>
2007-2008				
Academic	3	1	0	0
Non-academic	0	0	0	0
2006-2007				
Academic	2	0	2	0
Non-academic	5	1	0	0

D. Administrative Staff

(1) Appointments

The Committee has the authority to appoint, on the recommendation of the President, Assistant Vice-Presidents, Assistant Secretaries of the Governing Council and Associate Vice-Provosts. During 2007-2008, it approved the appointments of Ms Lucy Fromowitz as Assistant Vice-President, Student Life, effective January 1, 2008, and Mr. Robert Cook as Chief Information Officer, effective May 12, 2008.

Related to its appointment authority, the Committee also has responsibility for approving the creation of Assistant Vice-President (or equivalent) positions. In addition to the CIO position, it approved the establishment of an Assistant Vice-President, Development position. An appointment has not yet been recommended for consideration.

(2) Compensation Decisions

For professional and managerial positions (normally in the PM 7, 8 and 9 categories) the President is delegated authority to approve compensation, upon initial appointment, within the range established by policy; approve annual adjustments arising out of performance evaluation processes as established from time to time within policy; and approve one-time-only bonus or stipend arrangements for the assumption of extra duties on a time-limited basis. Again, unfortunately, although we had indicated that the Committee would receive the first annual report

on these decisions in the current academic year, the report was not prepared. A two-year report will be presented at the February meeting and, it is our intent that, in future, the report will routinely come to the Committee in the Fall.

In addition to approving compensation arrangements that are outside of established policy, the Committee retains authority to approve, on initial appointment and for subsequent changes, compensation for members of the administrative staff with a direct reporting relationship to the Governing Council. The Committee considered no recommendations for arrangements outside of established policy. Annual compensation adjustments for the Secretary of the Governing Council were considered by the Committee on a joint recommendation of the Chair and the President, and for the University Ombudsperson on a recommendation from the President.



POLICY ON APPOINTMENTS AND REMUNERATION

Appointments, Suspensions and Removals

1. The Governing Council reserves to itself the appointment, suspension or removal of the President.
2. The Governing Council reserves to itself the appointment of the following University Officers on the recommendation of the President:

Vice-Presidents (including the Vice-President and Provost)
Secretary of the Governing Council
University Ombudsperson

3. Appointment of the following University Officers shall be recommended by the President to the Executive Committee of the Governing Council for approval and reported for information to the Governing Council:

Deputy Provost, Associate and Vice-Provosts
Chief Financial Officer
Senior Legal Counsel
Deputy Secretary of the Governing Council

4. Appointment of the following University Officers shall be recommended by the President to the Senior Appointments and Compensation Committee of the Governing Council (defined in Section 13 below) for approval and reported for information to the Governing Council:

Assistant Vice-Presidents
Assistant Secretaries of the Governing Council
Associate Vice-Provosts

5. Appointment of the heads of the following units shall be recommended by the President to the appropriate Board of the Governing Council for approval and reported for information to the Governing Council:

Internal Audit (Business Board)
Hart House (University Affairs Board)

The appointment of all other administrative officials at the level of Assistant Vice-President or in the highest Professionals/Managers category shall be reported by the President to the appropriate Board for information.

6. Appointment of academic administrators, as defined by the Policy on the Appointment of Academic Administrators, as amended from time to time, and the heads of the University Library and the School of Continuing Studies shall be recommended by the President to the Agenda Committee of the Academic Board for approval, confirmed by a committee consisting of the Chairman of the Governing Council, the President of the University and the Chair of the Academic Board, and reported to the Governing Council for information.

Appendix A attached hereto summarizes the authorities for appointments described in the clauses 1 through 6 above.

7. Academic appointments with tenure, at any rank, shall be made by the President and reported to the Academic Board for information.
8. All other academic appointments, to any rank and for any term, shall be made by the President, or by the Vice-President and Provost, or by the Principals, Deans and Directors, as may be designated by the President, in accordance with established policies and procedures.
9. All other appointments shall be made by the President or for him or her by the appropriate administrative official, and in accordance with establishment policies and procedures.

10. Suspension and Removal

- a. The Ombudsman and the Secretary, Deputy Secretary and Assistant Secretaries of the Governing Council may not be suspended without the approval of the President and the concurrence of the Chairman of the Governing Council, who shall report the reasons therefor to the Governing Council, nor removed without the approval of the Governing Council on the joint recommendation of the President and the Chairman of the Governing Council.
- b. Otherwise, the suspension or removal of a person appointed under clauses 2, 3, 4, 5 or 6 shall be authorized by the President, who shall report the reasons therefor to the Governing Council through the Executive Committee, in the case of persons appointed under clause 2, 3 or 4 or to the appropriate Board, in the case of persons appointed under clauses 5 or 6.
- c. The suspension or removal of other appointees shall be authorized by the President or, if so designated by the President, the appropriate Vice-President or other appropriate administrative official, except in the case of

members of the teaching staff for which approval of the President shall be required.

11. Policies and Procedures for Specific Classes of Appointments

The Governing Council may establish detailed policies and procedures with respect to specific classes of appointments (e.g., the Policy and Procedures on Academic Appointments, the Policies for Librarians, the Policy on Appointment of Academic Administrators, Policies for Confidentials, Policies for Professionals/Managers). The Business Board may also establish such policies on behalf of Governing Council within its terms of reference. Where not provided for in a specific manner by the Governing Council or the Business Board, or herein, procedures with respect to appointments, suspension and removals shall be established by the President or by the Vice-President designated by the President, consistent with existing policy and/or contractual obligations.

12. Determination of Duties

The President, or any other officer or employee of the University designated by the President, shall determine the duties of appointees.

13. Remuneration

- a. There shall be a Senior Appointments and Compensation Committee, consisting of: the Chairman and the Vice-Chairman of the Governing Council; the Chair of the Business Board; the President¹; plus an alumni member of the Governing Council and a member of the Business Board selected by the Chairman of the Governing Council after consultation with the alumni governors and the Chair of the Business Board. If the Vice-Chairman of the Governing Council or the Chair of the Business Board is not available to serve during a particular year, a replacement(s) shall be appointed by the Chairman of the Governing Council from among the members of Governing Council in the Lieutenant Governor-in-Council or alumni constituencies.

The Vice-President and Provost and the Vice-President, Human Resources and Equity serve as non-voting assessors and are excluded from the Committee's deliberations as appropriate.

- b. The Senior Appointments and Compensation Committee is responsible for approving, on the recommendation of the President, the appointment of

Assistant Vice-Presidents
Assistant Secretaries of the Governing Council

¹ The President is a voting member of the Committee. As appropriate, the President is not present for deliberations related to his/her own compensation or appointment.

- c. The Senior Appointments and Compensation Committee is responsible for attesting to the Governing Council, through the Business Board, that compensation policies and programs for employees appointed under clauses 1 through 6 above are appropriate, and that decisions about the compensation of individuals have been made in accordance with established policy and practice.
- d. The Committee fulfills its responsibility for compensation matters in two principal ways, through review and, where required, approval of the principles of compensation programs/procedures and through the approval of individual compensation packages and adjustments, as needed.

Programs

- i. The Committee will give the President its advice on the implications of compensation programs which are negotiated in a collective fashion with employee groups. The President will take such advice into consideration as he exercises his responsibilities for the conduct of negotiations.
- ii. The Committee will review and make recommendations to the Business Board on the structure of compensation programs and compensation increase procedures for - staff whose compensation is not determined through collective negotiations.

Individuals

- iii. The Committee may approve regulations under which it delegates responsibility for individual senior compensation decisions to the President and, through the President, to others. The approval of all such regulations shall be reported to the Business Board as part of the Committee's Annual Report. All regulations shall include a requirement for regular reporting of individual decisions to the Senior Appointments and Compensation Committee. The Committee may revise previously approved regulations following consultation with the President.
- iv. The Committee may not delegate compensation decisions concerning the President, Vice-Presidents, Deputy and Vice-Provosts, nor any senior salary individuals directly accountable to the Governing Council.
- v. The Committee may also issue regulations or require individual approval of compensation arrangements for individuals where such individuals occupy academic administrative positions at the level of division head or above or administrative positions that have a special reporting relationship to the President or to the Governing Council.

- e. Where the University of Toronto has established corporations and where a majority of the members of the boards of such corporations are appointed by the Governing Council and/or the President, such corporations shall seek, through the President, guidance from the Senior Appointments and Compensation Committee on establishment of and changes to their senior executive compensation policies and practices prior to approval by the corporation's board.
- f. The Senior Appointments and Compensation Committee shall make an annual report on its activities to the Business Board.
- g. Except as provided in sections (a) through (d) above, the compensation of all other appointees shall be determined by the President or any other appropriate administrative official of the University designated by the President, within policies on remuneration established from time to time by the Governing Council.

Section 11 amended by Governing Council on February 27, 1995

Sections 11(b, c) revised and sections 11 (d-f) added by Governing Council, May 13, 1999
January 23, 2006, revisions to take into account the revised process for approval of
academic administrative appointments.

February 9, 2006, addition of reference to Senior Legal Counsel

May 30, 2007, replacing the Policy approved on February 9, 2006

Senior Appointments and Compensation Committee of the Governing Council

Regulation #1

(Formerly Regulation #1 of the Senior Salary Committee, approved by the Committee pursuant to its authority under the Policy on Appointments and Remuneration.)

Preamble

This revised regulation reflects ongoing refinements in governance oversight of senior compensation decisions, updates practices that arise from negotiated agreements and current policies, and clarifies the Committee's continued decision-making authority for specific classes of positions or individuals.

Delegation to the President

The President is delegated the authority to approve individual initial compensation and subsequent changes as outlined below. The President may also sub-delegate his authority to Vice-Presidents and the Chief Financial Officer, individually or in combinations, provided such sub-delegations are in writing and reported to the Committee.

The President shall make an annual report to the Committee of all individual decisions made under this authority.

1. Teaching Staff

The compensation framework for members of the teaching staff is negotiated with the University of Toronto Faculty Association (UTFA) by the administration on behalf of the Governing Council. The administration may seek advice on proposed salary and benefit terms from the Business Board and the Committee. The agreement is approved by the Business Board on behalf of the Governing Council, subject to the specific provisions of the University's Memorandum of Agreement with the Faculty Association with respect to arbitration.

From time to time, the Committee will approve principles for compensation for particular groups of teaching staff that are affected by discipline-specific market factors. In such cases, the Committee will be provided with current, comprehensive market and comparator data.

For members of the teaching staff the President makes an annual report to the Committee on compensation decisions within the approved frameworks. The report, in form to be determined by the Committee from time to time, will include summary data and analyses such as:

- salary distribution by age, academic rank and discipline;
- distribution of PTR awards; and
- distribution of starting salaries.

The Committee will review and approve, at least every five years, a schedule of stipends for the holders of academic administrative appointments (department head and above). Once approved the President or delegate may implement the schedule, bringing only exceptions to the Committee for approval. Administrative leave provisions beyond those provided by established policy shall require the approval of the Committee.

2. Vice-Presidents, Deputy and Vice-Provosts and Other Administrative Positions Above the Level of Principal/Dean

Compensation for these positions remains subject to Committee approval, on recommendation of the President relative to a set of principles or framework approved by the Committee from time to time. This framework will include, but is not limited to, the following components:

- base salary;
- administrative stipends;
- professional supplements;
- pension arrangements;
- supplementary arrangements; and
- merit provisions.

It is understood that the framework will be developed in reference to, and the Committee provided with current, comprehensive market and comparator data.

Across-the-board aspects of negotiated academic compensation and stipends that have been approved by the Committee as part of a general list may be implemented by the President.

3. Principals, Deans, University Librarian, Director, School of Continuing Studies, Director, Transitional Year Program

Compensation arrangements for administrative positions under this clause are approved by the President. They take into account experience, academic rank, discipline and profession and are made relative to a set of principles or framework approved by the Committee from time to time. This framework will include, but is not limited to, the following components:

- base salary;
- administrative stipends;
- professional supplements;
- pension arrangements;
- supplementary arrangements; and
- merit provisions.

It is understood that the framework will be developed in reference to current, comprehensive market and comparator data.

The President will make an annual report to the Committee on decisions made under this clause.

4. Administrative Staff

For administrative staff in the highest four categories of the Professionals and Managers classification the President is delegated authority to:

- (a) approve compensation, upon initial appointment, within the range established by policy.
- (b) approve annual adjustments arising out of performance evaluation processes as established from time to time within policy.
- (c) approve one-time-only bonus or stipend arrangements for the assumption of extra duties on a time-limited basis. Ongoing incentive arrangements that are exceptions to approved policy are approved by the Committee on the recommendation of the President. Once ongoing arrangements are approved by the Committee, the President may approve annual changes, with a report to the Committee.
- (d) The President will make an annual report to the Committee on decisions made under clauses 4(a), (b) and (c) above.

The Committee retains the authority to:

- (a) approve, both on initial appointment and for subsequent changes, compensation for members of the administrative staff in positions named in sections 3, 4 and 5 of the *Policy on Appointments and Remuneration* that is outside the range established under policy approved by the Governing Council (e.g. Policy for Professionals / Managers).
- (b) approve, on initial appointment and for subsequent changes compensation for members of the administrative staff with a direct reporting relationship to the Governing Council.

5. Other Compensation Matters

The Committee retains its approval authority over components of total compensation for senior staff with respect to items other than those outlined above.

Where Committee approval is required for the compensation arrangements of individuals, the Committee will be consulted in advance of offers being made in writing to individuals (in the case of new appointments) or in advance of individuals being notified of decisions. Exceptions may be approved by the Chairman at the request of the President.

Revised March 7, 2007
Effective May 30, 2007
Revised April 24, 2008