



TO: Members of the College of Electors

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DATE: May 3, 2011 for May 10, 2011

AGENDA ITEM NUMBER 3

TITLE: Constitution of the College of Electors: Proposed Revisions

ACTION: For approval

JURISDICTIONAL INFORMATION:

Section 5.6 of the University Affairs Board Terms of Reference states that "...major amendments to the Constitution of the College of Electors are considered by the Board and recommended to the Governing Council for approval."

BACKGROUND:

The College of Electors, which was established by the Governing Council of the University of Toronto in 1972, is responsible for the election of the Chancellor and the eight alumni members of the Governing Council. The College is composed of representatives of the constituent alumni associations of the University of Toronto Alumni Association (UTAA), and it is chaired by the Vice-President, University Governance, of the UTAA. Excluding the Chair, there are currently forty-five seats on the College. The Constitution of the College of Electors ("the College") sets out the framework for the College in exercising its responsibilities.

PREVIOUS ACTION TAKEN:

The Constitution was last revised on March 25, 2008.

HISTORY OF CONSULTATIONS:

The Chair, the Vice-Chair, and the Secretary of the Governing Council met with the Executive Committee of the College on February 8, 2011 to present the Task Force on Governance's recommendations and to discuss the implementation of those recommendations affecting the College. A similar discussion was held with the full College at its meeting of February 23, 2011. Input on the proposed changes and constitutional revisions was obtained from the Implementation Committee on March 10, 2011.

HISTORY OF CONSULTATIONS (cont'd)

An information session for the College on how best to revise its Constitution was held on March 29, 2011. During the discussion, the role of the College in working together with the Nominating Committee for Alumni Governors (NC-AG) to develop a short list of potential candidates was clarified. A summary of the matters discussed at that session was provided to the Implementation Committee at a subsequent meeting on May 3, 2011. In response to feedback received from members of the College, the composition of the NC-AG outlined in the proposed constitution was revised to include three members elected annually by and from among the College, together with members of the College's Executive Committee. As well, an additional function of the Executive Committee was added to Appendix D.

HIGHLIGHTS:

The *Report of the Task Force on Governance*¹ contains some recommendations pertaining to the election and selection of governors. In order for those recommendations concerning alumni governors to be implemented fully, it is necessary for some revisions to be made to the Constitution of the College of Electors. Given this need for a review, the opportunity has also been taken to update a number of administrative details in the Constitution.

Nominating Committee for Alumni Governors

One key grouping of recommendations in the *Report*² addresses the identification and election/selection process for governors. (See Recommendations 5 to 8 on pages 21-25.) The vital role of nominating committees in sourcing the most qualified candidates for both the Lieutenant Governor-in-Council (LGIC) and alumni estates was recognized by both the Task Force and the Governing Council. The mandate of such a nominating committee for each of the estates would include the following.

- To identify and maintain a pool of potential highly qualified and diverse candidates on an ongoing basis.
- To assess potential candidates relative to existing or projected needs within governance.
- To support candidates who were elected/appointed.

The Nominating Committee for LGIC Governors (NC-LGIC) has been established by the Chair of the Governing Council, and it is already well underway in its work to identify prospective LGIC governors.

A parallel Nominating Committee for Alumni Governors (NC-AG) must also be created. Proposed revisions to the College's Constitution outline the membership, function, and procedures of the NC-AG and specify the role of the NC-AG with respect to the election process of alumni governors. The Task Force recommended that the NC-AG comprise the Executive Committee of the College of Electors - the Chair, the Vice-Chair, and two or three other members elected annually by and from among the members of the College.

¹ The *Report of the Task Force on Governance* (June 22, 2010), which was adopted in principle by the Governing Council on October 28, 2010, is available online at <http://www.governingcouncil.utoronto.ca/taskforce/reportTFOG.htm>.

² See Recommendations 5 to 8 of the *Report of the Task Force on Governance* (pages 21-25).

HIGHLIGHTS (cont'd)

In addition to the mandate outlined above, the specific responsibilities of the NC-AG would include interviewing candidates and providing a list of recommended candidates to the College, which would then consider and elect the alumni governors. Normally, a summary report on the assessment of the candidates considered would accompany the recommendations provided by the NC-AG to the College. The Chair of the College, in his/her role as Chair of the Nominating Committee, would consult with and be informed by the Chair and Vice-Chair of the Governing Council in the Committee's early work of identification, recruitment and assessment.

Formatting and Administrative Changes

Apart from the Task Force's recommendations, some formatting and administrative changes are being recommended that would enhance ease of use, and more closely follow the format of the University's divisional constitutions which are also approved by the Governing Council. A summary of the constitutional structure is provided below.

- The body contains standard sections such as interpretation/definitions taken from the *University of Toronto Act, 1971*, duties, membership, term, and officers of the College, as well as some general rules and regulations.
- The attributes of governors are still outlined in Appendix A. However, the content has been updated, drawing from the *Principles of Good Governance*, the *Mandate of Governance*, *Expectations and Attributes of Governors*, and the *Key Principles of Ethical Conduct* approved by the Governing Council.
- Procedures for the election of alumni governors and the election of the Chancellor have been moved to a new Appendix B and C, respectively.
- Appendix D has been added and includes procedures for filling seats on the College and meetings of the College. As well, information on each of the College's four standing committees has been brought together in this section, following a structure similar to that of other governance documents.

Some administrative details that had been included in the constitution, such as the deadline for a call for nomination for alumni governors, have been altered to allow greater flexibility. In addition to these revisions, some minor editorial changes have been made to the Constitution.

A summary of the proposed constitutional revisions is attached.

ACTION:

This proposal is being forwarded to the relevant governance bodies in cycle 6: May 10, 2011 to the College; May 31, 2011 to the University Affairs Board; and June 23, 2011 to the Governing Council.

RECOMMENDATION:

Be it Recommended to the University Affairs Board

THAT the proposed revised Constitution of the College of Electors be approved, replacing the Constitution amended on March 25, 2008, effective immediately; and

THAT a review of the College of Elector's selection and election process for alumni governors be conducted in the Spring, 2014 in a manner to be determined by the Chair of the Governing Council and the Chair of the College of Electors in consultation with the Executive Committee of the Governing Council.

	Summary of Proposed Revisions to the Constitution of the College of Electors
Section II (p. 1) II.1.	(1) The definition of “Alumni”, taken from the <i>University of Toronto Act, 1971</i> , was added for clarity and convenience for the reader.
Section III (p. 1)	(1) This section was abbreviated, providing a more concise outline of the College’s duties. Reference to the <i>Expectations and Attributes of Governors</i> from the <i>Report of the Task Force on Governance</i> was added.
Section IV (p. 2) 4-5 6-13	(1) Information about the selection process for members of the College was moved to a new Appendix D, General Procedures of the College of Electors, which also contains procedural information about meetings of the College and information about the College’s standing committees. (2) Information in this section was reorganized into Section V, Term and Quorum of the College, and Section VI, Officers of the College. (3) Information about the membership and function of the Executive Committee was moved to Appendix D, Section III.3. Information from the <i>Guidelines for the Nominating Committee</i> was also incorporated into this section.
Section V (p. 3) 1, 2, 5 3 4.	(1) Some of the more detailed procedural information about meetings of the College was moved to Appendix D, General Procedures of the College of Electors, Section II. Meetings of the College. (2) Notice of a meeting was reduced from 14 to seven days in advance of a meeting, consistent with standard practice of the Governing Council and its Boards and Committee. (3) Explicit procedures about a recessed meeting was removed and reference to the use of <i>Bourinot’s Rules of Order</i> was added to Appendix D, Section II. (4) As there had been no reference to the process for constitutional amendments in previous versions of the constitution, Section VIII, Amendment of the Constitution, was added.
Section VI (p. 4) A.2 B.1-2	(1) Procedures for the Election of the Alumni Members of the Governing Council was moved to Appendix B. (2) The deadline of January 31 st for a call for nominations to be issued was removed, and the advertising requirement was broadened to allow greater administrative flexibility. (3) Reference to the Nominating Committee for Alumni Governors, which would conduct interviews of candidates and provide a recommended list of candidates to the College, was added. Details regarding the membership, function, and procedures of the Committee was added to Appendix D, Section III.4.
Section VII (p. 6) B	(1) Procedures for the Election of the Chancellor was moved to Appendix C. (2) Details regarding membership, function, and procedures of the Chancellor Search Committee was moved to Appendix D, Section III.5. (3) Explicit reference to the discussion by the College of the Chancellor position profile was added (Section II.1.)
Section VIII.B.1. (p. 7)	(1) The nominator requirement for the re-election of the Chancellor was aligned with that of the election of the Chancellor – a nominator and a seconder who are alumni of the University.
Appendix A	(1) The content of Appendix A was updated, drawing from the <i>Report of the Task Force on Governance</i> (June 22, 2010).