



University of Toronto
OFFICE OF THE GOVERNING COUNCIL

Memorandum

To: Members of the Governing Council
From: Louis Charpentier, Secretary of the Governing Council
Date: June 21, 2002

Item Identification:

Revised Terms of Reference for Boards and Committees of the Governing Council

Sponsor:

Secretary of the Governing Council

Jurisdictional Information

The Governing Council approves Terms of Reference for its Boards and Committees. The first step in this process was the approval of the Terms of Reference by each Committee. The discussion at the Committee is recorded in the appropriate meeting Report. After the Terms of Reference were approved by the Committee, they were recommended to the parent Board for consideration. As well, each Board considered its own Terms of Reference. The discussion at the Board is recorded in the appropriate meeting Report.

The Executive Committee has endorsed and forwarded to the Governing Council the Terms of Reference as recommended for approval by the Boards. The Terms of Reference for the Audit Committee and the Business Board were endorsed and forwarded subject to the approval of the Terms of Reference at the June 19 and June 20 meetings of the Committee and Board respectively. That approval has now been given.

In order to facilitate consideration by members, the Terms of Reference as recommended for approval by the appropriate Board have been consolidated into the attached document. [Board and Committee Terms of Reference documents tracking the changes are attached to the relevant Board/Committee Report.]

Background Information

One of the objectives for Governing Council for this governance year was to update terms of reference of all the committees and boards of the Governing Council. Accordingly, the senior staff in the Office of the Governing Council reviewed the current terms of reference with the intent of updating each to reflect current practice.

Many changes were made to provide a consistent format across all Boards and Committees:

- the membership has been displayed in an easy-to-read table;¹
- statements of quorum and terms of office have been added;
- footnotes have been added to clarify ambiguities in the terms where it does not make sense to add the clarifying statement into the body itself;
- square brackets have been placed around sections that, although they are useful for providing the overall picture, are not within the Committee's responsibility and which seem better placed within the text than in a footnote.
- a section on Committee procedures has been added, including a description of the Agenda Planning Group.

¹ There are four exceptions to this. A membership table is not included in the Terms of Reference for the Agenda Committee, the Academic Appeals Committee, the Audit Committee, or the Committee for Honorary Degrees.

Background Information (cont'd)

Wording was changed or rearranged, and additions/deletions were made to clarify the particular function of each body and the relationships among the various bodies, or between a parent Board and its committee(s). In some instances, new wording was proposed to facilitate the functioning of the committee or board where new requirements for accountability could not have been foreseen when the current terms of reference were approved. Ideally, the changes proposed will serve to remove ambiguity or vagueness from the terms of reference and will support both the Governing Council and the administration in the approval process.

Highlights

The major additions and clarifications to the Terms of Reference for each Committee and Board are indicated below. The Committees and Boards are listed in the order in which they currently appear in the Terms of Reference Consolidated Office Version, Section 2.03.04 of the *Reference Manual for Governing Council Members*.

(a) Executive Committee

- The Terms of Reference have consolidated the composition and responsibilities of the Committee as described in Section 3 of *The University of Toronto Act, 1971*, in Section 28 (d) of By-Law Number 2 of the Governing Council, and in various approved policies.

(b) Academic Board

- The Terms of Reference for the Board and each of its committees were separated, and an individual document was provided for each body.
- The Director of the Transitional Year Program has been added to the membership of the Board.
- Items that come directly to the Board have been separated from those that arise from its committees.
- Approval requirements of items from the committees have been described.
- The sections on appointments, degrees, discipline, name changes and agreements have been expanded.
- A section describing accountability reports received by the Board has been added.

(c) Agenda Committee

- The Committee's role in setting the agenda for the Board has been clarified.
- The Committee's role in establishing Special Committees, the Striking Committee and the Tribunal Selection Committee has been clarified.

These clarifications reflect accepted practice based on principles approved in the *Report of the Chairman's Advisory Committee on Governance* (the Balfour Report).

(d) Academic Appeals Committee

- The composition has been expanded to specify "at least" 7 teaching staff, 3 students and 2 lay members.
- The appeal procedure has been amended to make it clear that appeals are heard by a panel of five committee members.
- The presiding Chair will determine all questions of law. The panel will determine all questions relating to the determination of University policy.
- The deadline for filing an appeal has been clarified.
- The purpose and procedure for policy meetings of the committee has been expanded and clarified.

(e) Committee on Academic Policy and Programs

- The determination of 'major' or 'minor' proposals has been clarified.
- The approval process for various types of proposals has been clarified and presented in a tabular format.
- The roles of the Committee on Academic Policy and Programs and the Planning and Budget Committee have been more clearly delineated where appropriate.
- A new section outlining general and specific monitorial responsibilities of the Committee has been added.

(f) Planning and Budget Committee

- The sections on planning and on monitoring have been combined into one section.
- The roles of the Planning and Budget Committee and the Committee on Academic Policy and Programs have been more clearly delineated where appropriate.
- A section giving responsibility for considering templates of agreements with external bodies has been added.

(g) Business Board

- A clear delegation of authority to the administration to act on behalf of the Governing Council in approving transactions in the normal course of business has been articulated.
- Final approval of policies concerning the execution of capital projects will be at the level of the Governing Council, on the recommendation of the Board, rather than at the level of the Board itself.
- Provision for the Board to review an annual report from the President or designate(s) in each of the following areas: public and community relations activities, government relations activities, institutional communications activities, and alumni affairs activities. This replaces an out-of-date requirement for “policies” or mission statements for each of the units reporting to the Vice-President and Chief Advancement Officer.
- A number of the Board’s current, distinctive procedures, including its ‘consent agenda’ procedure and the inclusion on the agenda of a closed-session report at the end of each meeting, have been specified in the section on Procedures.

(h) Audit Committee

- The Committee’s areas of responsibility have been expanded to reflect current practice and accountability requirements, particularly in the following areas:
 - A summary of the actuarial reports, and a summary report on investment reports have been included in the review of the annual report on the pension plans;
 - Being advised of any significant, relevant changes to generally accepted accounting principles and the University’s use of such changes has been added to the review of the University’s accounting practices with the administration and the external auditors.
 - Reviewing an annual management report on significant business, financial and regulatory risks has been added as a responsibility of the Committee.
 - Reviewing an annual report on the use of legal services and on substantial outstanding legal actions against the University has been added as a responsibility of the Committee.
 - Receiving reports of significant audits of the University carried out by governments, granting councils, regulatory agencies or others, as well as reviewing an audit report if substantial irregularities have been indicated, has been added as a responsibility of the Committee.

At its meeting on June 19, the Audit Committee approved the revised terms of reference, subject to three changes made at the meeting. In brief, the changes are as follows: In Section 5.1.(i) and (j), the verb ‘should’ was changed to ‘shall’. In Section 5.2.(k), the word ‘therefore’ was corrected to ‘therefor’. In Section 5.1.(l), the word ‘few’ was removed. The sentence now reads “In carrying out this responsibility, the Committee focuses primarily on the adequacy of key controls over those vital risks considered to be, currently or in the future, more significant and likely to occur ...”.

(i) University Affairs Board

- The relationship of the Elections Committee to the University Affairs Board has been clarified.
- The function and membership of the Striking Committee of the Board has been described.
- The definition of and procedures for special committees, as described in the *Report of Chairman’s Advisory Committee on Governance*, has been added.
- The Board’s responsibility with respect to equity issues and initiatives has been noted, and its responsibility to receive annual reports from the Equity Issues Advisory Group as part of its monitorial role of these campus services has been codified.
- The annual reports that fall within the Board’s responsibility have been listed.

(i) University Affairs Board (cont'd)

At its meeting on June 4, the University Affairs Board approved the revised terms of reference, subject to two amendments made at the meeting. In brief, the amendments are as follows: Section 3.2 was revised to include the phrase, "but not necessarily restricted to", within the bracketed statement in paragraph one. It now reads "The recommendation should include terms of reference, outline of membership (which would normally be drawn from, but not necessarily restricted to, the membership of the Board) and, where applicable, the anticipated reporting date. Further, the final sentence of that paragraph had read "A Special Committee may be given power to act on behalf of Governing Council provided that a majority of its members are Governing Council members and provided that this delegation of power is approved in advance by the Governing Council." This sentence was removed. The discussion around the two amendments is reflected in Report #108 of the University Affairs Board.

(j) Elections Committee

- The function of the Committee has been clarified.
- Areas of responsibility are described. Operational details appropriately contained within the *Election Guidelines* are not included.
- A new section outlining Committee procedures, including a process for receiving advice and input from the University community on the *Election Guidelines* and on the electoral process for the year, has been added.

At its meeting on June 4, the University Affairs Board approved the revised terms of reference of the Elections Committee, subject to an amendment which changed the section on Procedures to be consistent with other Boards and Committees. The discussion around this amendment can be reviewed in Report #108 of the University Affairs Board.

(k) Committee for Honorary Degrees

The Terms of Reference of this Committee have not changed, but are included in this package for completeness. The format has been revised for consistency with other Terms of Reference.

Action Sought:

Be It Resolved

THAT the revised Terms of Reference for Governing Council Boards and Committees contained in the Office Consolidation dated June 10, 2002 be approved, effective July 1, 2002.

**Consolidation of
Revised Terms of Reference
For Boards and Committees of the
Governing Council**

June 10, 2002

Submitted for Consideration by Governing Council on June 27, 2002

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EXECUTIVE COMMITTEE

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

The composition of the Executive Committee is defined in chapter 3 of *The University of Toronto Act, 1971*. The Chairman of Governing Council is the Chairman of the Executive Committee. Section 28 (b) of By-Law Number 2 of the Governing Council, stipulates that the member elected as Vice-Chair of the Governing Council shall be a member of the Executive Committee and serve as Vice-Chair of the Committee. [The Vice-Chair will be one of the four Government Appointees on the Executive Committee.]

	GOVERNING COUNCIL
Administrative Staff	1 or 0
Alumni	2
LGIC Appointees	4
Teaching Staff	3
Students	2
Presidential Appointees	0 or 1
<i>Ex Officio</i>	
Chairman	1
President	1
<u>TOTAL</u>	14

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

Members are elected annually by and from among the members of the estates defined in chapter 3 of *The University of Toronto Act, 1971* on the Governing Council.

2. QUORUM

A quorum shall consist of at least six members of the Executive Committee, at least three of whom shall be members elected by the alumni or appointed by the Lieutenant Governor in Council.

3. COMMITTEES

There are none. However, the Executive Committee may establish Special Committees for specific purposes.

4. FUNCTION

Under 3 (4) of *The University of Toronto Act, 1971*, the Executive Committee ‘may deal with any matter that is within the responsibility of the Governing Council, but no decision of the Executive Committee is effective until approved by the Governing Council or unless the Governing Council has previously assigned authority therefore to the Executive Committee’.

5. AREAS OF RESPONSIBILITY

The Executive Committee has been assigned responsibilities by Section 3 of *The University of Toronto Act, 1971* and Section 28 (d) of By-Law Number 2 of the Governing Council, as well as by various policies approved by the Governing Council.

- 5.1 The Executive Committee is responsible for the preparation of the agenda for meetings of the Governing Council. As part of this responsibility, the Committee receives and reviews reports of other committees for transmittal to the Governing Council.
- 5.2 The Executive Committee plays a co-ordinating role in relation to all the committees of the Governing Council. The Committee refers matters to other committees of the Governing Council. It also screens new issues and assigns them to standing or *ad hoc* committees or to the administration for consideration.
- 5.3 The Executive Committee acts as a Striking Committee to nominate persons for appointment to the committees of Council.
- 5.4 The Executive Committee confirms decisions reached by the Academic Board.
- 5.5 The Executive Committee approves external appointments on behalf of the Governing Council.
- 5.6 The Executive Committee recommends the members of the Presidential Search Committee ¹
- 5.7 The Executive Committee reviews and reports to the Governing Council on the discharge of the Council’s accountability requirements, including but not limited to the annual Performance Indicators report, and the annual report of Reviews of Academic Units and Programs.
- 5.8 The Executive Committee receives an annual report of all namings approved by the Naming Committee and by the President, under the Policy on Naming.
- 5.9 The Executive Committee determines the manner in which the Office of the Ombudsperson will be reviewed. ²

¹ Policy Respecting the Appointment of a President (February 4, 1999)

² Terms of Reference for The Office of the University Ombudsperson (May 31, 2001)

5.10 The Executive Committee exercises such powers of the Council as the Council by resolution may provide

6. PROCEDURES

The Executive Committee normally meets in closed session. Pursuant to section 28 (e) and 33 of By-Law Number 2, the Executive Committee may move *in camera*.

June 10, 2002
20579

ACADEMIC BOARD

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

	<u>Ex officio</u>	<u>Elected</u>	<u>Appointed</u>	<u>Total</u>
<u>Teaching Staff</u>				
<u>Group I</u>				
Arts and Science	1	14		
St. George				
Colleges	7			
Erindale	1	3		
Scarborough	<u>1</u>	<u>3</u>		
Totals	<u>10</u>	<u>20</u>		<u>30</u>
 <u>Group II</u>				
Medicine	1	11		
Dentistry	1	1		
Nursing	1	1		
Physical Ed. & Health	1	1		
Pharmacy	<u>1</u>	<u>1</u>		
Totals	<u>5</u>	<u>15</u>		<u>20</u>
 <u>Group III</u>				
App.Sci.& Engineering	1	3		
OISE/UT	1	3		
Management	1	1		
Music	1	1		
Law	1	1		
Social Work	1	1		
Forestry	1	1		
Information Studies	1	1		
Architecture, Landscape, and Design	<u>1</u>	<u>1</u>		
Totals	<u>9</u>	<u>13</u>		<u>22</u>
 <u>Group IV</u>				
Graduate Studies	<u>1</u>	<u>2</u>		<u>3</u>
 <u>Sub-total Divisional</u>				
<u>Teaching Staff</u>	<u>25</u>	<u>50</u>		<u>75</u>
 Governing Council				
Teaching Staff		6		6
Vice-President and Provost	1			1
Director, School of Continuing Studies	1			1
Director, TYP	1			1
Librarians	1	2		3

	<u>Ex officio</u>	<u>Elected</u>	<u>Appointed</u>	<u>Total</u>
Master, Massey College	<u>1</u>			<u>1</u>
<u>Sub-total</u>	<u>30</u>	<u>58</u>		<u>88</u>
Students				
Governing Council		4		
Non-Governing Council			12	<u>16</u>
Administrative Staff				
Governing Council		1		
Non-Governing Council			3	<u>4</u>
Alumni				
Governing Council		2		
Non-Governing Council			1	<u>3</u>
LGIC Appointees			3	<u>3</u>
Presidential Assessors			<u>3</u>	<u>3</u>
TOTALS	<u>30</u>	<u>65</u>	<u>22</u>	<u>117</u>

The Chairman and Vice-chair of the Governing Council, the President and the Chancellor are *ex officio* voting members of the Academic Board. The Secretary of the Governing Council is an *ex officio* non-voting member of the Board.

The President may appoint annually University Officers as non-voting assessor members of the Board.

1.2 Term

Terms begin on July 1 and continue to June 30.

The Governing Council members of the Academic Board are appointed annually by the Governing Council and may be re-appointed subject to their continued membership of the Governing Council.

Elected teaching staff and librarians are normally elected for three-year terms and are eligible to be re-elected. The non-Governing Council student members are appointed annually by the Board and may be re-appointed. The non-Governing Council administrative staff and alumni members are appointed by the Board for one- to three-year terms, and may be re-appointed.

1.3 Chair and Vice-Chair

The Governing Council shall appoint the Chair and Vice-Chair of the Board from among the members of the Council on the Board.

2. QUORUM

One-third of the voting members (normally 41).

3. COMMITTEES

3.1 Standing Committees

The Standing Committees of the Board are: Agenda Committee
Academic Appeals Committee
Committee on Academic Policy and Programs
Planning and Budget Committee

3.2 Special Committees

From time to time the Board may find it useful to establish Special Committees to consider particular issues. Special Committees are normally formed on the recommendation of the Agenda Committee, when, in the view of the Board, one or more of the following conditions exist:

- a) an issue cannot be accommodated easily within Standing Committee schedules - either intense scrutiny is required in a relatively short time or thorough examination of complex issues is necessary over a relatively long period of time;
- b) an issue does not fall readily under an existing Standing Committee - either because it is not clearly within any Standing Committee's terms of reference or because aspects of the issue cut across several bodies;
- c) there is a need for the participation of experts not represented on the relevant committee.

A recommendation from the Agenda Committee to establish a Special Committee shall include terms of reference, an outline of membership, the anticipated reporting date and the date of disestablishment.

3.3 Connaught Committee

The Connaught Committee is a Standing Committee that reports annually through the Committee on Academic Policy and Programs to the Governing Council on matters concerning the Connaught Fund.

Proposals for use of Connaught monies that would have a major steering effect are handled in the same manner as other major research proposals.

Proposals to amend the terms of reference of the Connaught Fund are considered by the Academic Board and confirmation by the Executive Committee.

3.4 Striking Committee

The Striking Committee, established by the Agenda Committee, shall recommend annually and as vacancies occur to the Academic Board on the non-Governing Council membership of the Board, the membership of its Committees and various other appointments (except teaching staff and librarians who are elected).¹

¹ Appointment of non ex-officio members of the Committee for Honorary Degrees recommended to Governing Council; appointment of two members of the Academic Board to the Provost's Advisory Committee on the Library recommended to the Board; on the recommendation of the President, the appointment of the Council of Ontario Universities' colleague and alternate recommended to the Board.

4. FUNCTION

The Academic Board is responsible for consideration of policy in the academic area and for monitoring matters within its area of responsibility. In general, the Board is concerned with matters affecting the teaching, learning and research functions of the University, the establishment of University objectives and priorities, the development of long-term and short-term plans and the effective use of resources in the course of these pursuits.

Except in purely academic matters (those specified in sections 2.14(g), (h), and (n)² of the *Act*), the Board does not have final decision-making authority. In most instances, recommendations of the Board are confirmed by the Executive Committee on behalf of Council. Matters having significant impact on the University as a whole, those having serious steering effects on the development of a particular division or those having a major impact on the relationships amongst divisions and relationships between the University and the community at large, will normally require the approval of the Governing Council.

5. AREAS OF RESPONSIBILITY

5.1 The following areas are within the Board's responsibility:

- Academic appeals
- Academic appointments policies and individual appointments
- Academic discipline
- Academic priorities for fundraising
- Academic services
- Admissions
- Awards
- Budget guidelines and budget plans
- Capital plans, projects and space policy
- Constitutions of divisional councils
- Continuing studies
- Curriculum and academic regulations
- Earned and posthumously awarded degrees, diplomas and certificates
- Endowed chairs, professorships and visiting lectureships
- Enrolment policy
- Establishment, termination or restructuring of academic units
- Examinations and grading practices
- Name changes of academic units
- Planning policy
- Research
- Submissions to and agreements with external bodies
- Teaching guidelines
- University objectives / mission statement

² Section 2.14 (g) refers to conducting examinations and appointing examiners, (h) refers to matters arising in connection with the award of fellowships, scholarships, medals, prizes and other awards for academic achievement, and (n) refers to the determination and regulation of standards for the admission of students to the University, the contents and curricula of all programs and courses of study and the requirements for graduation.

5.2 Matters proceeding directly to the Academic Board:

5.2.1 Academic appointments policy and appointment of individuals

a) Policies on academic appointments

Policies on the nature of academic employment are assigned to the Academic Board. These encompass policies on the appointment, promotion, tenure, suspension and removal of teaching staff, as well as policies on the conduct of academic work, such as the policies on research leave and on academic freedom and responsibilities. In the case of extensive revision to a policy or revisions of major import, or the establishment or repeal of a key policy, the matter may be referred to a Special Committee. Minor amendments to policies may be referred directly to the Academic Board for consideration and confirmation by the Executive Committee.

b) Individual appointments

The Academic Board considers a number of academic appointments.³

5.2.2 Constitutions of divisional councils

New or amended divisional constitutions are forwarded by divisional councils to the Academic Board for consideration and confirmation by the Executive Committee. By-laws which may contain such matters as procedural rules and committee memberships and terms of reference are approved by the divisional councils.

5.2.3 Divisional seals

Authority to approve the acquisition and design of divisional seals is delegated to the Vice-President and Provost and the Chair of the Academic Board. [A record of such seals and the purposes for which they are used shall be kept in the Office of the Governing Council.]

5.2.4 Degrees, diplomas and certificates

Approval of the award of earned degrees, diplomas and certificates, including conjoint degrees, and the award of posthumous degrees, diplomas and certificates is delegated by the

³ Appointment of academic administrators shall be approved by the Academic Board pursuant to the Policy on Appointment of Academic Administrators and confirmed by a committee consisting of the Chairman of Governing Council, the President and the Chair of the Academic Board; appointment of the University Librarian and the Director of the School of Continuing Studies shall be approved by the Academic Board pursuant to the Policy on Appointments and Remuneration and confirmed by a committee consisting of the Chairman of Governing Council, the President and the Chair of the Academic Board; academic appointments with tenure and annual appointments beyond the normal age of retirement shall be reported to the Board for information pursuant to the Policy on Appointments and Remuneration; appointment of professors emeritus shall be reported to the Academic Board for information pursuant to the Policy on Appointment of Professor Emeritus; appointment of University Professors shall be approved by the Academic Board pursuant to the Policy and Procedures on Academic Appointments; individuals who are promoted shall be reported to the Academic Board for information pursuant to the Policy and Procedures Governing Promotions. The President shall report to the Academic Board for information the removal of any academic administrator from office pursuant to the Policy on Appointment of Academic Administrators. The Vice-President and Provost shall report the waiving of some or all of the procedures for academic appointments to the Academic Board for information pursuant to the Policy and Procedures on Academic Appointments.

Governing Council to any two of the Vice-President and Provost, the Chair and the Vice-Chair of the Academic Board on the recommendation of divisional councils.

The Academic Board receives annual reports on the number of degrees, diplomas and certificates awarded.

[Policy matters affecting earned and posthumously awarded degrees, diplomas and certificates, including their design, are considered by the Committee on Academic Policy and Programs and forwarded to the Academic Board for consideration.]

5.2.5 Convocations

The Academic Board has responsibility for policy matters with respect to convocation ceremonies.

a) Ceremonial procedures

Authority concerning decisions on procedures is delegated to a committee of the Chancellor, the President, the Chair of the Academic Board and the Secretary of the Governing Council.

b) Academic regalia

Authority for the approval of academic hoods, academic robes, robes of office and other regalia is delegated to the Chancellor, Chair and the Vice-Chair of the Academic Board.

5.2.6 Academic discipline

a) Policy and procedures

Policy and procedures with respect to academic discipline are as described in the *Code of Behaviour on Academic Matters*, as amended. Amendments to the *Code* will either be submitted directly to the Academic Board or will be considered first by a Special Committee. With the University Affairs Board, the Academic Board recommends amendments to the terms of reference of the Discipline Appeals Board⁴.

An annual University-wide report on academic discipline cases is forwarded to the Academic Board for information.

b) Individual cases

Individual cases are disposed of in accordance with the *Code of Behaviour on Academic Matters*. Reports on the disposition of cases, without names, are received by the Academic Board for information.

c) Appointments

The Academic Board appoints the following:

- i the University discipline counsel and the assistant discipline counsel, on the recommendation of the Vice-President and Provost

⁴ The Discipline Appeals Board is the body that hears appeals arising from the *Code of Behaviour on Academic Matters* and the *Code of Student Conduct*.

- ii the Secretary of the University Tribunal, on the recommendation of the Vice-President and Provost
- iii the Senior Chair, Associate Chairs and co-chairs of the University Tribunal, on the recommendation of the Tribunal Selection Committee⁵
- iv six members of the Discipline Appeals Board, on the recommendation of the Striking Committee

5.2.7 Name changes of academic units

Name changes in academic divisions (excluding namings⁶) are considered by the Academic Board and confirmed by the Executive Committee. [Changes in name that are part of a proposal for establishing, restructuring and/or merging units would be recommended to the Academic Board by the Planning and Budget Committee.]

5.2.8 Agreements with affiliated or federated institutions

New or substantially amended agreements with affiliated or federated institutions such as the Toronto School of Theology are recommended by the Academic Board to the Governing Council. Extension of the term of the agreements or minor amendment are approved by the Academic Board and confirmed by the Executive Committee.

5.2.9 Disruptions in academic programs

The Academic Board or the Vice-President and Provost shall declare when a disruption of the academic program has occurred.⁷ [The Vice-President and Provost shall report to the Committee on Academic Policy and Programs on the implementation of the procedures and changes to the status of the academic programs.]

5.2.10 Report from the COU academic colleague

The Academic Board will receive an annual report from the University's Council of Ontario Universities academic colleague.

5.2.11 Sessional dates

[Authority is delegated to the divisions.]

5.3 Matters coming from the Academic Board's Committees:

5.3.1 Matters requiring Governing Council approval:

- New or repealed policies or extensive changes to existing ones
- Planning frameworks including enrolment frameworks
- University mission statement
- Capital projects, capital plans, and campus master plans
- Annual operating budget and long-range budget guidelines
- Priorities for fundraising
- Template agreements with external bodies
- Allocations from designated funds

⁵ The Tribunal Selection Committee is established annually by the Agenda Committee.

⁶ Academic units named under the Policy on Naming will be reported to the Academic Board for information.

⁷ University Grading Practices Policy and the Graduate Grading Practices Policy

Establishment, disestablishment or restructuring of academic units
 New degree programs
 Submissions to external bodies that do not conform to policy

5.3.2 Matters requiring Executive Committee confirmation:

Extensively restructured and/or renamed degree, diploma or certificate programs
 Design of degree, diplomas and certificates
 Agreements with external bodies that do not conform to the template
 Chair proposals that do not conform to policy
 Academic appeal procedures which contain significant changes in divisional procedures or those contrary to policy⁸
 New diploma or certificate programs with resource implications

5.3.3 Matters for information:

Reports of the Academic Appeals Committee (without names)
 Reports of the Agenda Committee

5.4. Accountability Reports:

Access to Information and Protection of Privacy - the Academic Board will receive a report from the President if he/she or an Officer makes a final determination not to accept the recommendation of the Commissioner with respect to students and faculty records.

The Provost's Guidelines on Donations - a quarterly report on donations of \$250,000 or over will be provided.

Employment Equity Policy - an annual report on employment equity initiatives concerning faculty and librarians will be provided.

6. PROCEDURES

The Academic Board will meet in open session; appointments and other matters of a personal nature will be dealt with *in camera* session, usually at the end of the meeting. Because of its size, the Board will use the procedures set out for the meetings of Governing Council.

May 23, 2002

18804 v2

⁸ Guidelines for Academic Appeals within Divisions

AGENDA COMMITTEE

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

Chair and Vice-Chair of the Academic Board (*ex officio*)
 Chair and Senior Assessor, Committee on Academic Policy and Programs (*ex officio*)
 Chair and Senior Assessor, Planning and Budget Committee (*ex officio*)
 Vice-President and Provost (*ex officio*)
 2 teaching staff members of the Academic Board¹
 1 student member of the Academic Board

The Chairman and Vice-chair of the Governing Council, the President and the Chancellor are *ex officio* voting members of the Agenda Committee.

The Committee is chaired by the Chair of the Academic Board.

The President may appoint annually University Officers as non-voting assessor members of the Agenda Committee.

1.2 Term

Terms begin on July 1.

The teaching staff and student members shall be appointed by the Academic Board for one-year terms and may be renewed.

2. QUORUM

One third of the voting members (normally 5).

3. FUNCTION

The Agenda Committee is responsible for directing the flow of business within the Academic Board structure and for setting the agenda for the Academic Board meetings. The Committee deals with notices of motion given at the Board or referred to the Board by the Governing Council. On the request of the Chair of the Committee on Academic Policy and Programs or the Chair of the Planning and Budget Committee, the Agenda Committee may deal with notices of motion given to the Committees.

The Agenda Committee is responsible for determining the readiness of items of business for submission to the Academic Board, and for determining the documentation required to accompany each proposal as well as any guests to be invited to each meeting of the Board.

¹ The teaching staff and student members will be appointed by the Academic Board on the recommendation of the Striking Committee.

Issues not referred as a matter of course to a Standing Committee will be assigned to the appropriate committee by the Agenda Committee. The Agenda Committee has the authority to determine the application of the distinction between "major" and "minor" issues, where this is required to implement the terms of reference of the Academic Board and its committees.

The Agenda Committee shall recommend to the Academic Board the establishment, when necessary, of Special Committees including the terms of reference, an outline of membership, the anticipated reporting date and the date of disestablishment.

The Agenda Committee is responsible for establishing a representative Striking Committee composed of the Chair and Vice-Chair of the Board, the Vice-President and Provost, and an administrative staff, alumni and student member of the Board, which recommends the co-opted membership of the Board and the appointment of non-Governing Council members to its Standing Committees.

The Agenda Committee is responsible for establishing the Tribunal Selection Committee² which recommends the appointment of the Senior Chair, the Associate Chairs, and the Co-chairs of the University Tribunal.

4. PROCEDURES

The Agenda Committee meets in closed session.

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² The Tribunal Selection Committee shall be composed of a teaching staff, a student and a lay member or former member of the Academic Board or Governing Council, and a President's designate, at least two of whom will have appropriate legal knowledge.

ACADEMIC APPEALS COMMITTEE

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition*

- at least 7 teaching staff members
- at least 3 students
- at least 2 lay members (drawn from amongst the government appointee, alumni and administrative staff members of the Governing Council)
- 4 appointed Chairs, all of whom shall be legally qualified, and one of whom shall be designated Senior Chair

A majority of the members of the Academic Appeals Committee [the "Committee"] must be members of the Governing Council**, and such members must be a majority at all appeal hearings and meetings at which final decisions are taken on behalf of the Governing Council. The duties of the Senior Chair shall be as indicated herein, and additionally, as specified by the rules passed by the Academic Appeals Committee itself.

When deemed necessary by the Senior Chair of the Committee, in order to satisfy the requirements of composition and quorum for an appeal hearing, additional members may be co-opted by the Senior Chair, from amongst members of the Governing Council. The Chair of the Academic Board must approve co-opted members from outside the Council. The Chair of the Academic Board may also appoint for temporary periods an Interim Chair to chair individual hearings.

1.2 Term

Terms shall be for one year, commencing July 1, and may be renewed.

2. FUNCTION

- 2.1 To hear and consider appeals made by students against decisions of faculty, college or school councils (or committees thereof) in the application of academic regulations and requirements and to report its decisions, which shall be final, for information to the Academic Board. The name of the appellant shall be withheld in such reports.
- 2.2 To advise the Committee on Academic Policy and Programs from time to time on policy with respect to academic appeals throughout the University and on divisional appeal procedures.
- 2.3 To determine detailed procedures in its own operations.

* Pursuant to By-law Number 2 of the Governing Council, the Chairman and Vice-chair of the Governing Council, the President and the Chancellor are *ex officio* voting members of the Committee. The Secretary of the Governing Council is an *ex officio* non-voting member of the Committee.

** Governing Council shall appoint Governing Council members of the Committee. Academic Board shall appoint non-Governing Council members of the Committee, including the Chairs. The Academic Board shall designate the Senior Chair.

3. PROCEDURES

3.1 Appeal hearings

- 3.1.1 Appeals shall be heard by a panel of five Committee members provided that at least one student member and at least three teaching staff members are present, and that a majority of those present are members of Governing Council.
- 3.1.2 The appeal hearing shall be conducted by the Chair. The Chair shall be counted as one of the five required panel members and shall be included in the teaching staff complement for an appeal if the Chair is a faculty member or professor emeritus. In the event that none of the Chairs is able to act, the Chair of the Academic Board may appoint an Interim Chair, who shall be legally qualified, to conduct a hearing. In that event, the Interim Chair shall be counted as one of the five required panel members and shall be included in the teaching staff complement for an appeal if the Interim Chair so appointed is a faculty member or professor emeritus.
- 3.1.3 Decisions with respect to the final disposition of an appeal will be carried by a simple majority of the panel hearing the appeal. The Chair will have a vote only in the case of a tie.
- 3.1.4 The Chair conducting an appeal shall determine all questions of law. However questions pertaining to the interpretation of University policies shall be determined by a simple majority of the panel hearing the appeal. In the latter case, the Chair will have a vote only in the case of a tie.
- 3.1.5 An appellant must have completed all levels of appeal open to him or her at the divisional level before filing a Notice of Appeal with the Committee.
- 3.1.6 An appeal to the Committee shall, except in exceptional circumstances, be commenced by filing a Notice of Appeal in accordance with the rules of the Academic Appeals Committee no later than 5:00 p.m. on the ninetieth (90th) calendar day after the date of the decision from which the appeal is being taken. Where this deadline falls on a day when the University is closed, the deadline shall be deemed to fall on the next regular business day of the University at 5:00 p.m.
- 3.1.7 The Chair may refuse to give formal hearing to an appeal on the grounds that it is not within the jurisdiction of the Committee.
- 3.1.8 The panel of the Committee hearing an appeal may dismiss an appeal (by unanimous decision) after considering the written submissions, on the grounds that there is no real case for an appeal. Such appeals might be described in legal terms as frivolous or vexatious.
- 3.1.9 The procedures for hearings required by the *Statutory Powers Procedure Act*, R.S.O. 1990, c. 22, as amended, are followed (in view of the fact that this is the final appeal body). The Committee may modify these rules provided that they continue to conform to the minimum requirements of the *Act*. Any such changes must be reported to the Academic Board for information.

3.2 Policy meetings

In this section, "Terms of Reference" means any document setting out the guidelines for the composition and procedures of a divisional academic appeal body or the Academic Appeals Committee of Governing Council.

3.2.1 The Committee meets, as deemed necessary by the Senior Chair or one of the other Chairs acting as his or her delegate, to consider proposals concerning policies and procedures governing academic appeals at the divisional level and at the Governing Council level.

3.2.2 Policy meetings may be called in the following circumstances:

- (i) where significant changes are proposed to the Terms of Reference of a divisional academic appeal body;
- (ii) where a division intends to enact completely new Terms of Reference for a divisional academic appeal body where none had existed previously;
- (iii) when proposed changes to the Terms of Reference of a divisional academic appeal body may be contrary to the *Guidelines for Academic Appeals Within Divisions*;
- (iv) to consider or recommend changes to the Terms of Reference of the Academic Appeals Committee of Governing Council; or,
- (v) when, in the opinion of the Senior Chair, or delegate, a policy meeting is required to deal with any other matter.

3.2.3 The quorum for policy meetings is 6, excluding the Chairs, at least 3 of whom must be teaching staff and at least 1 of whom must be a student. Motions in such meetings will be carried by a simple majority. The Chairs each have a vote in such meetings.

3.2.4 At the conclusion of a policy meeting, the Committee shall report advice and recommendations for consideration in the following manner:

- (i) For items considered under 3.2.2(i), (ii) and (iii), the Committee shall report to the Committee on Academic Policy and Programs;
- (ii) For items considered under 3.2.2(iv), the Committee shall report to the Academic Board; and,
- (iii) For all other items considered under 3.2.2(v), the Senior Chair or delegate, acting with the advice of the Secretary of the Governing Council, shall determine the appropriate body for reporting purposes.

COMMITTEE ON ACADEMIC POLICY AND PROGRAMS

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

Total membership is 31, of whom 6 are students. The membership is broadly representative of the academic divisions. Two assessors, selected by the President, are members *ex officio*.

The composition of the Committee on Academic Policy and Programs is as follows:¹

	GOVERNING COUNCIL	NON-GOVERNING COUNCIL	TOTAL
Administrative Staff	0-1	1-0	1
Alumni	0-1	1-0	1
LGIC Appointees	0-1		1 ²
Teaching Staff	0-2	16-14	16
Students	1	5	6
Presidential Assessors			2
<i>Ex Officio</i>			
Chancellor	1		1
Chairman	1		1
Vice-Chair	1		1
President	1		1
TOTAL			31

The Secretary of the Governing Council is a non-voting *ex officio* member of the Committee. The President may appoint annually University Officers as non-voting assessor members of the Committee.

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

1.3 Chair and Vice-Chair

The Chair and Vice-Chair shall be appointed by the Academic Board.

2. QUORUM

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

¹ Governors may or may not be members of the Academic Board. Non-governors must be members of the Board. When sufficient governors are not available, the number of non-governor members is increased to the required total. The total size of the Committee may be varied slightly, up or down, with the approval of the Chairman of Governing Council.

² If no LGIC Appointee wishes to serve, a second alumni member, from Governing Council or the Academic Board should be appointed.

3. FUNCTION

The Committee, which reports to the Academic Board, has general responsibility for policy on, and for monitoring, the quality of education and the research activities of the University.

In fulfilling this responsibility, the Committee oversees policy matters such as admissions, awards, academic regulations, grading practices, research and the products of research, and academic services. Some policy issues concern only one academic division. Others are matters of University-wide concern.

The Committee is responsible for reviewing and, at times, approving, changes to admission and program regulations, curriculum, degree requirements and academic regulations. Much of the Committee's work concerning curriculum and regulations arises from deliberations of divisional councils. The Committee will not normally amend such a proposal forwarded by a divisional council unless the amendment(s) is/are deemed by the Chair or the senior Presidential assessor to be minor. Rather, a proposal requiring amendment will be referred back to the divisional council.

The Committee on Academic Policy and Programs approves or recommends to the Academic Board of the Governing Council for consideration the following:

- amendments to divisional academic policies or practices, or amendments to University-wide policy in academic matters;
- the academic content and requirements of all new degree programs;
- all major changes within existing academic programs³ or in academic regulations;
- diploma and post-secondary certificate programs;
- the establishment, amendment or rescission of University-wide policy with respect to grading practices and examinations;
- policy on academic services (such as the Library, information and computing services);
- policy on research;
- policy on earned degrees, diplomas and certificates;
- policy on admissions and awards;
- joint programs with external institutions.

In order to carry out its mandate, the Committee receives for its consideration proposals from the academic divisions of the University which have been approved by the relevant divisional councils. Proposals may be accepted, rejected, or referred back to the originating body by the Committee. If accepted by the Committee, the proposal may be received for information, approved by the Committee, or recommended to the Academic Board for approval, depending on the nature of the proposal.⁴

The determination of whether a proposal is major or minor is made by the Chair of the Committee, on the advice of the agenda planning group, based on documentation from the division.

³ Here "programs" includes the curriculum within a particular degree. Examples are: specialist, major and minor programs in Arts and Science, and changes in curriculum within a professional degree, such as revisions to degree requirements.

⁴ The *Report of the Chairman's Advisory Committee on Governance, 1988* (Balfour Report) endorsed the procedural principle that a Committee or Board of the Governing Council should normally limit itself to approve, reject or refer back motions which come before it. The most detailed discussion of any item should occur at the entry level Committee. A table illustrating levels of approval is attached to the Terms. The table is meant as a general guide. Decisions are made by the Chair in consultation with the Senior Assessor of the agenda planning group.

4. AREAS OF RESPONSIBILITY

The approval levels described below are summarized in tabular form in Attachment "A".

4.1 Admissions policies and practices

Minor changes to individual programs or to divisional practices and policies are normally approved by the Committee on Academic Policy and Programs.

New divisional policies and practices or amendments to existing ones which affect the whole division or amendments to University-wide policies are considered by the Committee on Academic Policy and Programs and forwarded with its recommendation for approval to the Academic Board.

4.2 Awards policies and practices

The establishment, termination or major amendment of policies on student awards are considered by the Committee on Academic Policy and Programs and forwarded to the Academic Board for approval. Minor amendments may be approved by the Committee on Academic Policy and Programs.

4.3 Academic regulations

The Committee on Academic Policy and Programs has authority for approval of changes to academic regulations and other matters affecting divisional calendars, for example, but not limited to, appeal procedures and standards of professional behaviour.

4.4 Academic program proposals

The Committee on Academic Policy and Programs considers academic program proposals forwarded from divisional councils. [The administration forwards such proposals to the Planning and Budget Committee for a review of planning and resource implications.]

All major changes within existing academic programs, and academic program proposals, including joint programs with external institutions and new degree programs, which involve new academic directions or anticipated significant new directions for a Faculty are forwarded by the Committee to the Academic Board with its recommendation for approval. [The Planning and Budget Committee forwards to the Committee for its information proposals for the disestablishment of academic units.]

4.5 Examinations and Grading practices

The establishment, amendment or repeal of University-wide policy with respect to grading practices and examinations is normally considered by the Committee on Academic Policy and Programs and forwarded by the Committee with its recommendation for approval to the Academic Board .

Major amendments to divisional practices and policies or amendments requiring an exception to University-wide policy are forwarded by the Committee with its recommendation for approval to the Academic Board.

Major amendments to divisional practices and policies which are consistent with the University-wide policy but have a major impact on the division will be approved by the Committee.

[Minor amendments to divisional practices consistent with the University's policy are approved by the divisional councils and reported to the Vice-President and Provost.]

4.6 Policy on academic services

Policy matters with respect to academic services (included but not limited to the Library, computing services, student record systems) fall within the terms of reference of the Committee on Academic Policy and Programs. Such policies are considered by the Committee on Academic Policy and Programs and forwarded with its recommendation for approval to the Academic Board.

4.7 Earned degrees, diplomas and certificates

Policy matters affecting earned degrees, diplomas and certificates, including their design and issuance of replacements, are considered by the Committee on Academic Policy and Programs and forwarded with its recommendation for approval to the Academic Board.

4.8 Research policy

Policy on research is considered by the Committee on Academic Policy and Programs and forwarded with its recommendation for approval to the Academic Board. Research policies deal with such matters as the use of human and animal subjects, intellectual property, publication of research results, inventions and innovations. [The Planning and Budget Committee has responsibility for policy on planning including the strategic planning framework for research.]

4.9 Monitorial responsibilities

The Committee is responsible for monitoring academic matters as may be required by general policy, as specified herein or by resolution of the Academic Board, the Executive Committee or the Governing Council. The Committee receives annual reports on matters within its purview, including reports on the following:

- Reviews of Academic Units and Programs;
- Connaught Committee activities;
- Student Financial Support;
- Research and international activities;
- Student awards.

5. PROCEDURES

The Committee on Academic Policy and Programs usually meets in open session.

In order to carry out its mandate, the Committee receives for its approval proposals from the academic divisions of the University which have been approved by the relevant divisional councils.⁵

In establishing agendas for meetings of the Committee, the Chair normally will be advised by a planning group that includes the Vice-Chair, and the voting and non-voting assessors. The

⁵ Divisional proposals are reviewed by the Senior Assessor to the Committee. All proposals are submitted to the Committee through the Office of the Vice-President and Provost, which recommends items to the Committee through the Senior Assessor to the Committee.

proposed agenda for a meeting, together with background documentation, is reviewed at an agenda planning group meeting scheduled ten to fourteen days prior to the Committee meeting.

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

May 10, 2002

Amended May 23, 2002

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Academic Policy and Programs: Guidelines Regarding Levels of Approval

The level of approval required for proposals relating to academic policy and programs under the authority of Governing Council depends upon the magnitude and significance of the proposed changes to existing policy. Policy and program changes specific to particular academic divisions are approved in the first instance by divisional councils. University-wide policy proposals are developed by the central administration. The point of entry for all academic policy and program proposals into University governance is the Committee on Academic Policy and Programs (AP&P). The judgment as to the level of approval warranted for a given proposal is made by the Chair of the Committee on the advice of the agenda planning group. Examples of the types of proposals, by the level of approval warranted, are given in the table below:

Category of Proposal	Approved by Divisional Council under delegated authority; reported to the Provost's Office for information; no further governance action required	Received by AP&P for information	Approved by AP&P	Recommended by AP&P to Academic Board for approval*
Admission policies			<ul style="list-style-type: none"> Minor changes to individual programs or to divisional practices and policies 	<ul style="list-style-type: none"> New divisional policies and practices or amendments to existing ones which affect the whole division or amendments to University-wide policies
Awards policies and practices			<ul style="list-style-type: none"> Minor amendments 	<ul style="list-style-type: none"> Establishment, termination or major amendment of policies on student awards
Academic regulations			<ul style="list-style-type: none"> appeal procedures standards of professional behaviour 	

* For levels of approval beyond Academic Board, see Academic Board Terms of Reference

Category of Proposal	Approved by Divisional Council under delegated authority; reported to the Provost's Office for information; no further governance action required	Received by AP&P for information	Approved by AP&P	Recommended by AP&P to Academic Board for approval*
Academic program proposals	<ul style="list-style-type: none"> • minor calendar changes, such as the addition or deletion of a course, without significant implications for the nature of the program or the needs of students; • changes in the semester in which a course is offered; • minor adjustments in the course hours, without significant implications for the objectives of the program; • changes in titles and in course descriptions that reflect normal updating; • purely stylistic changes in calendar material; etc. 	<ul style="list-style-type: none"> • collaborative graduate programs, after approval by the Council of the School of Graduate Studies • flex-time options for PhD studies approved by SGS Council • combined programs where the requirements of the established component programs are not changed • Minor changes within degree programs <p>Certificate programs in continuing education which:</p> <ul style="list-style-type: none"> • Have open admission, but may be targeted to particular professional and quasi-professional areas • comprise a coherent sequence of courses • credit may not be transferred to degree programs • do not register students as University of Toronto students 	<ul style="list-style-type: none"> • changes to curriculum within established degree programs that can be accomplished with existing resources and are not major, e.g.: <ul style="list-style-type: none"> ◦ specialist, major and minor programs in arts and science ◦ changes in professional degree requirements ◦ addition or deletion of program streams within established degree programs; <p>Diploma programs which:</p> <ul style="list-style-type: none"> • require completion of an undergraduate or graduate degree for admission; • comprise a coherent sequence of courses • provide for a mechanism of assessment of student performance • registers students as University of Toronto students who receive diplomas at Convocation 	<p>Changes which:</p> <ul style="list-style-type: none"> • establish a new degree program, or change an existing degree, diploma or post-secondary certificate programs with resulting resource implications; or • establish significant new academic directions for a Faculty; or • are anticipated to have significant impact on relationships amongst divisions or with the public. • Involve joint programs with external institutions.

* For levels of approval beyond Academic Board, see Academic Board Terms of Reference

Category of Proposal	Approved by Divisional Council under delegated authority; reported to the Provost's Office for information; no further governance action required	Received by AP&P for information	Approved by AP&P	Recommended by AP&P to Academic Board for approval*
Academic program proposals			<p>Diploma programs which:</p> <ul style="list-style-type: none"> • may include courses offered for credit in a graduate degree program, for which credit may be transferred if the student enrolls in the degree program <p>Post-secondary certificate programs which:</p> <ul style="list-style-type: none"> • require completion of secondary school as a condition of admission • comprise a coherent sequence of courses • provide for a mechanism of assessment of student performance • registers students as University of Toronto students who receive diplomas at Convocation • may include courses offered for credit in an undergraduate degree program, for which credit may be transferred if the student enrolls in the degree program 	

* For levels of approval beyond Academic Board, see Academic Board Terms of Reference

Category of Proposal	Approved by Divisional Council under delegated authority; reported to the Provost's Office for information; no further governance action required	Received by AP&P for information	Approved by AP&P	Recommended by AP&P to Academic Board for approval*
Examinations and Grading Policies	<ul style="list-style-type: none"> Minor amendments to divisional practices consistent with the University's policy 		<ul style="list-style-type: none"> Major amendments to divisional practices and policies which are consistent with the University-wide policy but have a major impact on the division 	<ul style="list-style-type: none"> Establishment, amendment or repeal of University-wide policy with respect to grading practices and examinations Major amendments to divisional practices and policies or amendments requiring an exception to University-wide policy
Policy on academic services				<ul style="list-style-type: none"> Policy matters with respect to academic services (included but not limited to the Library, computing services, student record systems
Earned degrees, diplomas and certificates				<ul style="list-style-type: none"> Policy matters affecting earned degrees, diplomas and certificates, including their design and issuance of replacements.

* For levels of approval beyond Academic Board, see Academic Board Terms of Reference

Category of Proposal	Approved by Divisional Council under delegated authority; reported to the Provost's Office for information; no further governance action required	Received by AP&P for information	Approved by AP&P	Recommended by AP&P to Academic Board for approval*
Research policy				<ul style="list-style-type: none"> Policy on research dealing with such matters as the use of human and animal subjects, intellectual property, publication of research results, inventions and innovations
Monitorial responsibilities		<ul style="list-style-type: none"> Annual Report on Reviews of Academic Programs & Units Vice-Provost, Students, Annual Report on Financial Support for Students Report on Student Awards, New Amended & Withdrawn 		
Other		<ul style="list-style-type: none"> Report of the Vice-President, Research and International Relations Connaught Committee Annual Report 	<ul style="list-style-type: none"> revised Divisional Guidelines for the Assessment of Teaching and/or Creative Professional Activity 	

* For levels of approval beyond Academic Board, see Academic Board Terms of Reference

PLANNING AND BUDGET COMMITTEE¹

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

Membership is about 26, including 2 lay members, 3 students, the Chair or Vice-Chair of the Committee on Academic Policy and Programs (*ex officio*) or the designate of the Chair of the Committee on Academic Policy and Programs, 12 teaching staff, 1 administrative staff, and 3 assessors selected by the President.

The composition of Planning and Budget Committee is as follows:²

	GOVERNING COUNCIL	NON-GOVERNING COUNCIL	TOTAL
Administrative Staff	0-1	1-0	1
Alumni	} 2	0	} 2
LGIC Appointees		0	
Teaching Staff	1-2	11-10	12
Students	1-2	2-1	3
Presidential Assessors			3
<i>Ex Officio</i>			
Chancellor	1		1
Chairman	1		1
Vice-Chair	1		1
President	1		1
Other (from AP&P)	0-1	1-0	1
TOTAL			26

¹ Also approved as part of the terms of reference of the Planning and Budget Committee (June 1994) was the following:
"The proposal to merge the responsibilities of the present Budget and Planning and Priorities Committees is intended to eliminate existing overlaps in jurisdiction, which have resulted in a number of important issues being examined in an unnecessarily artificial manner in several forums. Equally important is the need to ensure that increasing demands for accountability can be responded to in an effective manner. To this end, the proposal entails additional delegation of authority with appropriate reporting to the Committee, streamlined approval processes and increased flexibility for the Chair of the Committee in agenda planning. Further opportunities in these areas should be identified as the new Committee begins to operate."

² Members of Governing Council may or may not be members of the Academic Board. Non-members of Governing Council must be members of the Academic Board.
When sufficient governors are not available, the number of non-governor members is increased to the required total.
The seats for 12 members of the teaching staff should be allocated between members elected to the Governing Council and/or the Academic Board and those who hold their seats *ex officio*, in the ratio of their seats on the Board: 8 elected teaching staff and 4 deans or principals.
The total size of the Committee may be varied slightly, up or down, with the approval of the Chairman of Governing Council.

The President may appoint annually University Officers as non-voting assessor members of the Committee.

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

1.3 Chair and Vice-Chair

The Chair and Vice-Chair shall be appointed by the Academic Board.

2. QUORUM

One-third of the voting members (normally 9).

3. FUNCTION

The Committee, which reports to the Academic Board, is responsible for monitoring, reviewing and making recommendations concerning a broad range of planning issues and priorities and for the use of University resources (including, but not limited to: staff positions, funds, space and facilities, and campus lands). Many of the matters within the Committee's scope are matters which have an impact on relationships amongst divisions and relationships between the University and the community at large.

4. AREAS OF RESPONSIBILITY

4.1 Planning and Monitoring

The Committee is responsible for policy on planning. The Committee reviews and makes recommendations on the University's general planning framework.³ Specific areas in which recommendations are made to the Academic Board include:

- policy on the organization of planning;
- statements of the University's mission or general objectives;
- statements of multi-year University principles and objectives for academic planning;
- statements of general divisional objectives;
- enrolment plans and policies;
- long-range planning and/or (operating and capital) budget guidelines;
- strategic planning framework for research.

The Committee is responsible for monitoring planning activities and documents as may be required by general policy, as specified herein or by resolution of the Academic Board. The Committee receives periodic reports from the Vice-President and Provost on the implementation of academic plans.

The Committee reviews, on its own decision or on the recommendation of the Vice-President and Provost, the academic and budget plans of divisions in cases where a division is substantially altering its programs or having significant difficulty in implementing approved plans.

³ Individual academic plans are approved by the Vice-President and Provost.

The Committee conducts periodic reviews of the budget plans of non-academic portfolios, to consider appropriateness of resources and effective and efficient use of resources in support of University plans and priorities. [Academic service areas, such as the Library, are the responsibility of the Committee on Academic Policy and Programs.]

4.2 Campus and facilities

4.2.1 Policy

Campus master plans and policy governing the approval of capital plans and projects are recommended to the Academic Board for consideration.

4.2.2 Capital guidelines and plans

Plans are recommended to the Academic Board for consideration.

4.2.3 Individual plans and projects

The Committee considers reports of project planning committees and recommends to the Academic Board approval in principle of projects (i.e. site, space plan, overall cost and sources of funds) with a capital cost as specified in the Policy on Capital Planning and Capital Projects. [The Business Board is responsible for approving the establishment of appropriations for individual projects and authorizing their execution within the approved costs.] The level of approval required is dependent on the cost of the project.⁴ Significant changes to a space program/approved project require the same level of approval as the original proposal.

4.3 Operating and designated funds

4.3.1 Budget guidelines

The Committee recommends to the Academic Board for consideration guidelines for long-range planning and budgeting that are the basis for the development of the University's annual Operating Budget.

⁴The current requirements, as defined in the Policy on Capital Planning and Capital Projects, are:

- (a) **Capital Projects**
- Capital projects with a projected cost of more than \$2-million - Governing Council approval on the recommendation of the Academic Board and the Planning and Budget Committee.
 - Capital projects with a total cost between \$50,000 and \$2-million - Accommodations and Facilities Directorate approval. All such projects shall be reported annually to the Governing Council through the Academic Board and the Planning and Budget Committee.
 - Projects costing less than \$50,000, in total, and funded by a unit, approved by the unit and reported to the Accommodations and Facilities Directorate. For small projects costing less than \$3,000 the projects are, for reporting purposes, pooled and identified as small projects, with the total cost of such projects provided.
- (b) **Infrastructure Renewal Projects**
- Infrastructure Renewal projects with a projected cost of more than \$2-million - Governing Council approval on the recommendation of the Academic Board and the Planning and Budget Committee.
 - Infrastructure Renewal projects with a total cost between \$50,000 and \$2-million - Accommodations and Facilities Directorate approval.
 - A listing of all Infrastructure Renewal projects requiring attention shall be forwarded annually for information to the Governing Council through the Academic Board and the Planning and Budget Committee.

4.3.2 Annual operating budget

The Committee considers for inclusion in the proposed Operating Budget the major components of the Budget, such as changes to Policies and Procedures for Budget Preparation, Contractual Obligations and Policy Commitments, allocation of Funds, General University Expenses, and Facilities Renewal Funds.

The annual budget is considered by the Committee for recommendation to the Academic Board. [Once the budget is recommended by the Academic Board, the concurrence of the Business Board is sought in regard to fiscal soundness before it is forwarded to Council.]

The Committee receives regular reports on the status of long range budget guidelines, projections, and the strategic budget model.

4.3.3 Designated funds

The Committee is responsible for recommending to the Academic Board for consideration the creation and allocation of general University Funds established in the Operating Budget, Capital Renewal Fund or elsewhere.

4.4. Academic units and programs

4.4.1 The Committee recommends to the Academic Board on plans and proposals to establish, disestablish, or significantly restructure academic units, here defined as "faculties, schools, colleges, departments, centres and institutes with teaching, or teaching and research functions, undergraduate degree programs, and graduate degree programs", regardless of the source of funds.

4.4.2 The Committee advises the Academic Board on the planning and resource implications of plans and proposals to establish, disestablish or significantly restructure academic programs. Those implications might include significant planning and budgetary changes within the division or significant effects on other divisions, the University as a whole and the public. [The Committee on Academic Policy and Programs has responsibility for considering the curricular aspects of academic program proposals.]

[Changes within a degree program that do not meet the above definition and do not require the allocation of additional resources from sources outside the division are considered by the Committee on Academic Policy and Programs and do not require the attention of the Committee. Examples of such changes would include the addition or deletion of a specialist, major or minor program in the Faculty of Arts and Science or changes within such programs where the change can be accommodated without additional budget appropriations, substantial reallocations among departments or significant effects outside of the department(s) offering the program.]

4.5 Policy submissions to and agreements with external bodies

4.5.1 Submissions that establish new policy positions will be reviewed first by either the Committee or by another Governing Council body approved by the Executive Committee. In the case of the latter, the Committee shall be informed of the nature of the submission.

Submissions to external agencies that summarize existing policies and practices are the responsibility of the President and should be submitted for information to the appropriate body of Governing Council.

4.5.2 The Committee recommends to the Academic Board for consideration templates for agreements with external bodies. Individual agreements that do not conform to the template are reviewed by the Committee for recommendation to the Academic Board and confirmation by the Executive Committee. [Agreements that conform to the template are approved by the Vice-President and Provost.]

4.6 Incorporation of associated organizations and research ancillaries

The Committee recommends approval, in principle to the Academic Board. [The Business Board is responsible for matters concerning the arrangements for incorporation.]

4.7 Chairs and professorships

The Committee is responsible for making recommendations with respect to the *Policy on Endowed Chairs, Professorships, Lectureships and Programs*. Approval of the establishment of individual chairs, etc., which fully conform to the *Policy*, is delegated to the President, with annual reports to the Committee on approvals given. The Committee considers, for recommendation to the Academic Board, proposals that do not conform to the *Policy*.

4.8 Priorities for fundraising

The Committee recommends to the Academic Board, for concurrence with the Business Board, on the ranking of priorities for major fundraising campaigns. [Policy concerning University development and fundraising campaigns is within the authority of the Business Board. Plans for fundraising campaigns are approved by the Governing Council on the recommendation of the Business Board.]

5. PROCEDURES

The Committee usually meets in open session but may, pursuant to clause 33 of By-Law Number 2, meet in closed session or *in camera* when : 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 any part thereof.

In establishing agendas for meetings of the Committee, the Chair normally will be advised by a planning group that includes the Vice-Chair, two other members of the Committee, recommended by the Academic Board Striking Committee and approved by the Academic Board, and the voting and non-voting assessors. The proposed agenda for a meeting, together with background documentation, is reviewed at an agenda planning group meeting scheduled ten to fourteen days prior to the Committee meeting. The Chair of the Committee, with the advice of the Committee's agenda planning group and subject to the duly established authority of the Agenda Committee of the Academic Board, the Academic Board, and the Executive Committee of Governing Council, has the

authority to interpret the terms of reference of the Committee with respect to whether an item should be placed on the Committee's agenda (for approval or discussion) or should be circulated for information and/or comment apart from the Committee's agenda.

May 28, 2002
18341 v3

BUSINESS BOARD

TERMS OF REFERENCE

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-Chair	1	0	1
President	1	0	1
TOTALS	19 - 23	9 - 6	up to 31

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 of 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.

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. MEMBERSHIP (Cont'd)

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 policy¹
- 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)², 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

1. The Policy on Capital Planning and Capital Projects states that “the Business Board will assess the extent to which the project is within it 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.”

2. 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

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 University³ 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.⁴
- 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)

related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University.”

³ For example, operating fund forecasts, reports on capital funding and reports on investment activities.

⁴ 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 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 University⁵ and on financial programs and transactions

5.2 Capital projects, involving new construction and major renovations

(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 For example, operating fund forecasts, reports on capital funding and reports on investment activities.

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 policies⁶; 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 limits⁷

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 property⁸
- 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 grounds⁹

⁶ 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."

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

⁸ 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.

⁹ 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.

5. AREAS OF RESPONSIBILITY (Cont'd)**5.4 Ancillary operations****(b) Business Board**

- designation of incorporated or unincorporated units as ancillaries¹⁰ 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

¹⁰ There are at present four classes of ancillaries.

- (a) Incorporated Business Ancillaries: U of T Press, Innovations Foundation, University of Toronto Asset Management Corporation.
- (b) Unincorporated Business Ancillaries: Real Estate.
- (c) Campus and Student Services: Hart House, University College Residences, Graduate/Second Entry Residence, New College Residences, Innis College Residence, Scarborough College Residences, Scarborough College Conference Services and Facilities Rental, Erindale College Residences, Erindale College Conference Services, St. George Campus Conference Services, St. George Campus Food Services, University College Food Services, Scarborough College Food Services, Erindale College Food Services, St. George Campus Beverage Services, Scarborough College Beverage Service, St. George Campus Parking Services, Scarborough College Parking Services, Erindale College 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 librarians¹¹
- 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 Board¹²
- 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 contract¹³

(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

¹¹ 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.

¹² 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.

¹³ 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 of 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. PROCEDURES¹⁴

6.1 Meetings

The Business Board usually meets in open session but may, pursuant to clause 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 clause 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 clauses 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.

¹⁴ Clauses 32 - 36 of By-Law Number 2 establish fundamental procedures for all Governing Council Boards and Committees. Certain Governing Council policies also determine specific procedures for all Boards and Committees: *Procedures for Non-Members to Address Governing Council* and *Policy on Disruption of Meetings*.

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 clause 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 clause 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 in some unforeseeable circumstance and to determine what matters of business should come before it.

Draft Revision, June 13, 2002

Sections 4, 4.3, 4.12 amended by the Governing Council, June 27th, 1991

Section 1 amended by the Governing Council, December 19th, 1991

Section 4.7 amended pursuant to the revised Policy on Appointments and Remuneration May 18th, 1992. Footnote 4 amended on the establishment of the Planning and Budget Committee, approved by Governing Council June 22nd, 1994

Section 4.5 and 4.8 amended by Governing Council, June 1st, 1995

Sections 4.4(b), 4.5(b) and 4.5(c) amended by Governing Council December 19th, 1996

Sections 4.1(a) and 4.1(b) amended by Governing Council May 29, 1997

Section 4.1(b) amended by Governing Council December 14, 2000

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AUDIT COMMITTEE

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

Membership is about nine, other than *ex officio* members, of whom a minimum of five will be members of the Business Board or members of the Governing Council. The Chairman and Vice-Chair of the Governing Council, the President and the Chancellor are *ex officio* voting members of the Audit Committee.

In addition, the following officers are *ex officio* non-voting members: the senior officer of the University reporting to the President who is responsible for financial matters, as so designated by the President; a second senior officer of the University responsible for financial matters, as so designated by the President; the Secretary of the Governing Council; and the Director, Internal Audit.

Two-thirds of the voting members must be external to the University: that is, not faculty, staff or students.

The Audit Committee is a technical rather than a representative committee. Its members are appointed on the basis of their expertise and interest in accounting, law and business administration rather than constituency representation.

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

Members of the Governing Council are appointed to the Committee annually by the Council. Other, or "co-opted", members are appointed annually by the Business Board.

1.3 Chair and Vice-Chair

The Chair and Vice-Chair (if any) are appointed annually by the Business Board.

2. QUORUM

Three members, other than *ex officio* members, two of whom are external to the University.

3. COMMITTEES

3.1 Standing Committees

The Audit Committee is a standing committee of the Business Board. It has no standing subcommittees.

3.2 Special Committees

The Audit Committee does not normally establish Special Committees.

4. FUNCTION

The Audit Committee reviews and assesses recommendations and reports on the finances, financial controls and risk exposures of the University. Where appropriate, it gives advice to the University's senior officer reporting to the President responsible for financial matters or to the President or makes recommendations to the Business Board, to which the Audit Committee reports. The Committee's function includes review of the accounting systems, financial reporting, internal controls, safeguarding of the University's assets and general risk exposure. The Committee monitors the competence with which external and internal audits are carried out; ensures that the auditors' recommendations are given due consideration; and ensures the auditors' independence in their relationships with the administration.

5. AREAS OF RESPONSIBILITY

5.1 Without limiting the general responsibilities of the Committee as described above, the Audit Committee:

- (a) reviews the annual audited financial statements of the University with administration and the external auditors, and recommends them for approval to the Business Board;
- (b) assesses the adequacy of substantial public disclosures of financial information;
- (c) reviews such other University-related financial statements and reports as the Business Board instructs or the Audit Committee itself deems appropriate to the responsible execution of its duties and recommends them for approval where required;
- (c) reviews the annual report on the pension plans, including the financial statements of the pension funds, a summary of the actuarial reports, including the actuarial assumptions, and a summary report on investment returns, and recommends the financial statements to the Business Board for approval;
- (d) meets with the external auditors to determine any problems encountered by the auditors, any restrictions on their work, the co-operation received in the performance of their duties, and their audit findings; reviews the external auditors' management letter and the administrative response to the letter, and satisfies itself that the recommendations are acted upon where appropriate. Where recommendations from the external auditor are not to be acted upon, the Committee satisfies itself that this is acceptable;
- (e) reviews the internal auditor's reports, significant findings and recommendations concerning the adequacy of internal controls in the University, and satisfies itself that the administration is addressing the issues raised where appropriate;
- (f) receives from the appropriate *ex officio* non-voting members timely reports on any significant financial issues, problems, irregularities or any significant contingent liabilities;
- (g) reviews from time to time the University's accounting policies and practices with the administration and the external auditors; is advised of any significant, relevant changes to generally accepted accounting principles and the University's application thereof;

- (h) reviews the internal auditor's annual and long-range audit plans, internal audit policy and procedures;
- (i) recommends the annual appointment of the external auditors; reviews and accepts the external auditors' engagement letter; reviews annually the external auditors' plan and estimated and actual audit fees. The Committee shall be informed of any fees for any non-audit services performed for the University by the audit firm and consider whether the nature or extent of such services could detract from the audit firm's independence in carrying out the audit function;
- (j) the Committee shall be informed on a timely basis of any serious difference of opinion between administration and the auditors, whether or not the difference has been resolved; the Committee shall be informed of any case in which the administration has sought accounting advice on a specific issue from an accounting firm other than the one appointed as external auditors;
- (k) reviews, for information, any report made by the President to the Business Board, pursuant to the Policy on Appointments and Remuneration, on the suspension or removal of the Director of the Internal Audit Department and the reasons therefor. Receives for information a report from the President on the circumstances of any resignation or transfer of the Director;
- (l) reviews an annual management report on significant business, financial and regulatory risks and monitors the University's processes for identifying and controlling those risks. In carrying out this responsibility, the Committee focuses primarily on the adequacy of key controls over those vital risks considered to be, currently or in the future, more significant and likely to occur, meets with management and the internal or external auditors to come to a fuller understanding and better assessment of management's response to controlling important risk situations, and reports any concerns to the University's senior officer reporting to the President responsible for financial matters, to the President, or to the Business Board, as appropriate;
- (m) reviews, in connection with the review of the audited financial statements, an annual report on the use of legal services and on substantial outstanding legal actions against the University in order to monitor possible risk exposures and contingent liabilities.
- (n) receives reports from management on the occurrence of any significant audits of University operations or projects carried out by governments, granting councils, regulatory agencies or others; in cases where the outcome of an audit indicates any substantial irregularity, reviews the audit report.
- (o) monitors such other financial matters as the Governing Council or the Business Board may direct or as the Audit Committee deems appropriate to carrying out its general function.¹

¹ The Business Board, at its meeting of October 15, 1996, as one of the steps taken to streamline Board operations, delegated to the Audit Committee the Board's stewardship responsibility with respect to two incorporated business ancillary operations: the University of Toronto Innovations Foundation and the University of Toronto Press. To carry out this responsibility, the Committee reviews the annual reports and financial statements of the corporations and recommends that the Business Board "accept" the annual report and financial statements. Unless the Audit Committee reports some substantial concern, the Business Board normally places consideration of the annual reports and financial statements of those corporations on its "consent" agenda. Should the Committee or the Board determine not to "accept" the annual report and financial statements, this would be interpreted as a recommendation to the Governing Board, 6/20/02

5.2 Responsibility of Administration

The President, through his/her administration, has an obligation to tender advice and develop proposals for action on all matters within the Committee's terms of reference.

The administration is directly responsible for the University's risk-management and financial reporting processes, including:

- (i) the preparation of financial reports and statements in accordance with the principles of fair presentation and generally accepted accounting principles for University operations;
- (ii) the organization and maintenance of appropriate internal controls designed to safeguard assets, establish the reliability of financial information and ensure adherence to approved policies; and
- (iii) the provision of assurance that the actions of the University's administration comply with applicable laws and standards of proper conduct.

6. PROCEDURES

6.1 Meetings

The Committee meets in closed session. Where matters before the Committee are of a particularly confidential or sensitive nature, the Committee may move *in camera*. The Committee meets a minimum of three times per fiscal year.

The Committee meets at least annually with the external auditors and the internal auditor separately, without the presence of any administrative officer, to enquire whether adequate cooperation has been received from administration and whether administration has exerted any undue pressure.

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

6.2 Access

The external auditors and internal auditor shall have access to the Chair of the Audit Committee, on serious matters within the scope of their jobs that cannot be resolved through normal administrative reporting lines.

Council that the affairs of the ancillary operation are not in good order and that the Council should reconsider its appointments to the Boards of these corporations. Because these corporations have their own boards and audit committees, the Audit Committee of the Governing Council is not expected to review the operations' financial statements in detail.

The Audit Committee also reviews the financial statements of the third incorporated business ancillary operation: the University of Toronto Asset Management Corporation (UTAM). It also periodically reviews UTAM's controls on the University and pension plan assets. The Audit Committee is not, however, asked to review the UTAM annual report or its investment performance. That annual report is made directly to the Business Board.

UNIVERSITY AFFAIRS BOARD

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

Total membership is normally 25 to 26 members. A majority must be from among the teaching staff, administrative staff and students. As well, a majority must be members of the Governing Council. The appointed membership must include at least 1 LGIC appointee, at least 2 alumni, 2 assessors appointed by the President.,

	GOVERNING COUNCIL	NON-GOVERNING COUNCIL	TOTAL
Administrative Staff	1	3	4
Alumni	2	1	3
LGIC Appointees	1		1
Teaching Staff	2	0	2
Students	3	4	7
Presidential Appointees	0-1		0-1
Presidential Assessors			2
<i>Ex Officio</i>			
Chancellor	1		1
Chairman	1		1
Vice-Chair	1		1
President	1		1
Warden of Hart House		1	1
Dean, Faculty of Physical Education and Health		1	1
TOTAL			25-26

The President may appoint annually University Officers as non-voting assessor members of the Board.

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

1.3 Chair and Vice-Chair

The Governing Council shall appoint the Chair and Vice-Chair of the Board from among the members of the Council on the Board.

2. QUORUM

One-third of the voting members (normally 9).

3. COMMITTEES

3.1 Standing Committees

3.1.1 Elections Committee

The Elections Committee reports to the University Affairs Board. Recommendations of the Elections Committee may be approved by the Board or recommended to the Governing Council for approval. (See 5.6)

3.1.2 Striking Committee

The University Affairs Board has a Striking Committee with the responsibility to recommend to the Board co-opted members of the Board. 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 faculty and one student member. The Chair of the Board serves as Chair of the Committee. The Board's voting assessors attend meetings of the Striking Committee in an advisory capacity.

Nominees for the Committee are determined by a call to the Board members and membership is determined through election by the Board in closed session. Membership on the Committee is for one year and is renewable.

The University Affairs Board is responsible, by way of recommendations from its Striking Committee, for appointing 6 members of the Discipline Appeals Board.¹ [The Academic Board appoints the remaining 6.]

3.2 Special Committees

The University Affairs Board may establish Special Committees for the specific purpose of detailed examination of an issue or when lengthy examination of a complex question involving extensive consultation is required, for example, for policy development and review or the review of annual plans and budgets. Where a Special Committee is deemed advisable, a recommendation to this effect should be brought to the Board. The recommendation should include terms of reference, outline of membership (which would normally be drawn from, but not necessarily restricted to, the membership of the Board) and, where applicable, the anticipated reporting date.

Any such special committee shall cease to exist at the end of the academic year (June 30) in which it is established unless: a) the terms of reference of the Special Committee provide for a longer existence; or b) the body responsible for establishing the Special Committee passes a resolution extending its life.

¹ The Discipline Appeals Board is the body which hears appeals from the *Code of Student Conduct*.

4. FUNCTION

The Board is responsible for consideration of policy of a non-academic nature and matters that directly concern the quality of student and campus life. The Board has the mandate for monitoring matters within its area of responsibility.

5. AREAS OF RESPONSIBILITY

The following areas are within the Board's responsibility :

- Campus and student services
- Compulsory non-academic incidental fees
- Student societies and campus organizations
- Ceremonials (excluding convocation)
- Extra-curricular programs and use of facilities
- Use of the University of Toronto name
- Campus security
- Day care
- Non-financial aspects of University investments
- Governing Council elections
- Relations within the University community, including non-academic discipline
- Equity issues and initiatives

The specific items below are intended to supplement, not limit, the general statements above.

5.1 Campus and student services

Campus and student services include the Counselling and Learning Skills Service, the Division of Athletics and Recreation in the Faculty of Physical Education and Health, the Career Centre, Student Crisis Response Program, First Nations House, Student Psychiatric Services, the International Student Centre, the University Health Service, the Housing Service, Accessibility Services and the following service ancillary operations: Hart House, residences, food services, beverage service, and parking.

5.1.1 Ancillaries

a) Policy

The Board is responsible for policy affecting the operation of the service ancillaries listed in 5.1. [General financial policies governing these and other University ancillaries are the responsibility of the Business Board.]

b) Operation

Each year the Board approves operating plans for the ancillaries listed in 5.1. The plans describe the services and programs proposed to be offered within the financial parameters set by the University's operating budget and financial policies and include each ancillary's annual operating budget. Specifically, the plans outline changes to programs and levels of service, categories of users, accessibility, and compulsory or optional fees.

The Board approves the appointment/reappointment of the Warden of Hart House.

5.1.2 Division of Athletics and Recreation in the Faculty of Physical Education and Health

a) Policy

Policy matters concerning the Division of Athletics and Recreation are the Board's responsibility. New policy and major policy changes require the approval of the Governing Council.

b) Operations

Annual approval of operating plans that describe the services and programs proposed to be offered within the financial parameters set by the University's operating budget and financial policies is the responsibility of the Board. The plans outline changes to programs and levels of service, categories of users, accessibility, and compulsory or optional fees.

5.1.3 Other campus and student services

The Board is responsible for policy concerning campus and student services and for overseeing their operation. Changes to the level of service offered, fees charged for services and categories of users require the Board's approval

5.2 Student societies and campus organizations

5.2.1 Policy

The Board is responsible for policy concerning representative student committees², student societies and campus organizations.

5.2.2 Constitutions, articles of incorporation, corporate by-laws

The Board is responsible for approving constitutions, articles of incorporation and corporate by-laws³ for the representative student committees and for incorporated student societies and campus organizations for which the University collects fees.

5.3 Compulsory non-academic incidental fees

5.3.1 Student services, representative student committees and campus organizations

Fees are approved by the Board.

5.3.2 Divisional student societies

Fees are approved by the Board.

² There are three representative student committees: the Students' Administrative Council, the Graduate Students' Union and the Association for Part-time Undergraduate Students.

³ Only those sections of by-laws of incorporated bodies that are "reserved" at the time of the initial approval require approval upon change.

5.4 Relations within the University community

Matters affecting members of the community that are not governed by academic policies or employment policies is the responsibility of the Board. This includes such matters as non-academic discipline, sexual harassment, freedom of speech, alcohol use on campus and smoking policies. New policies or major changes to existing policies will normally require the approval of the Governing Council.

The Board has responsibility to monitor the objectives of the various services provided by the offices that comprise the Equity Issues Advisory Group and to ensure that these services are meeting the University's equity goals. Normally, this will be achieved through the receipt by the Board of annual reports from each equity office.

5.5 Extra-curricular programs and use of University facilities

The Board is responsible for policy governing the use of University facilities for non-academic, non-commercial purposes.

5.6 Governing Council Elections

Major amendments to policy or procedures relating to the conduct of elections and major amendments to the Constitution of the College of Electors are considered by the Board and recommended to the Governing Council for approval.

Editorial or updating amendments to the Election Guidelines or the Constitution of the College of Electors are approved by the Board and do not require the approval of Governing Council.

Appointment of the Chief Returning Office is the responsibility of the Board on the recommendation of the Secretary of Governing Council.

5.7 Annual reports

The Board receives, annually from its assessors, reports on matters within its areas of responsibility, (for example, but not limited to, trademark licensing, non-academic discipline, and internal audit of student societies) including statements of current issues, opportunities and problems, and recommendations for changes in policies, plans or priorities that would address such issues.

The Board receives annually, from the appropriate administrators, reports on services within its areas of responsibility, including but not limited to campus police, barrier-free access, crisis response and campus organizations.

5.8 Capital projects

The Board considers capital projects within its areas of responsibility, advises Governing Council on their implications, and concurs with the recommendations of the Academic Board for approval.

6. PROCEDURES⁴

The University Affairs Board normally meets in open session but may, pursuant to clause 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.

In establishing agenda for meetings of the Board, the Chair normally will be advised by a 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 group meeting scheduled ten to fourteen days prior to the Board meeting.

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.

Section 4.1.1 and 4.1.3 amended by Policy on Appointments and Remuneration, May 28th, 1992; Sections 1, 4.1, and 4.1.2 amended by the Governing Council November 3, 1997

June 11, 2002

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⁴ Refer to the *Policy on Disruption of Meetings* and *Procedures for Non-members to Address Governing Council* for further guidelines regarding procedures of the Board.

ELECTIONS COMMITTEE

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

	GOVERNING COUNCIL
Administrative Staff	1
Alumni	1
LGIC Appointees	1
Teaching Staff	1
Students	1
<i>Ex Officio</i>	
Chancellor	1
Chairman	1
Vice-Chair	1
President	1
TOTAL	9

Total membership is 9 members, all of whom must be Governing Council members. There must be one appointed member from each estate of the Governing Council.

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

1.3 Chair

The Chair shall be appointed by the University Affairs Board.

2. QUORUM

Three members shall constitute a quorum, at least two of whom will not be *ex officio* members.

3. FUNCTION

The Committee is responsible for developing guidelines for procedures to be used in the election of teaching staff, administrative staff, and students to the Governing Council and teaching/librarian staff to the Academic Board. Members of the Committee also serve as the Election Overseers.

4. AREAS OF RESPONSIBILITY

Specific areas of responsibility of the Elections Committee include:

- 4.1 To review and develop Election Guidelines and to forward them to the University Affairs Board for consideration.

[The Chief Returning Officer is responsible for the interpretation and implementation of the Election Guidelines.]

- 4.2 To act as Election Overseers as specified in the Election Guidelines.
- 4.3 To decide on whether a by-election should be held if a seat on the Governing Council becomes vacant within eight months of the end of the member's term.
- 4.4 To provide advice to the Chief Returning Officer on how to proceed in the event that the nomination period has been re-opened twice and no verified nomination papers have been received.

5. PROCEDURES

The Committee shall schedule one open meeting annually in the fall term for the purposes of receiving advice and input from the University community on the Election Guidelines and the electoral process for the year.

All other meetings of the Committee shall be called at the discretion of the Chair. The Committee normally meets in open session but may, pursuant to clause 33 of By-Law Number 2, meet in closed session or *in camera* when: (1) 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.

Meetings when the Committee is acting as Election Overseers **and** deciding on a course of action related to a violation of the Election Guidelines shall normally be held *in camera*.

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COMMITTEE FOR HONORARY DEGREES

TERMS OF REFERENCE

1. MEMBERSHIP

1.1 Composition

Total size is 17 members:

- Chair of the Governing Council, *ex officio*
- Vice-Chair of the Governing Council, *ex officio*
- Chancellor (Chair), *ex officio*
- President, *ex officio*
- Vice-President and Provost, *ex officio*
- Chair of the Academic Board, *ex officio*
- President of the University of Toronto Alumni Association, *ex officio*
- 3 prominent members of the outside community
- 7 distinguished members of the University's teaching (4) and administrative staffs (1) and students (2).

Members shall be appointed by the Governing Council on the recommendation of the Academic Board.

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

2. QUORUM

A quorum shall consist of at least one-third of the members (normally 6).

3. FUNCTION

By awarding honorary degrees the University of Toronto seeks to recognize extraordinary achievement in community, national or international service and to honour those individuals whose accomplishments are of such excellence that they provide, through example, inspiration and leadership to the graduates of the University.

The Committee attempts, through its recommendation of nominees, to reflect the national character of Canada, the desirable features of its regional and cultural diversity, and the character and diversity of the University itself.

The Committee defines as broad a range of categories for achievement as possible in obtaining and considering nominations. A list of such categories might include medicine, the arts, scholarly endeavours, business, professional and voluntary service in the community at large and service of long-standing or unusual merit to the University. The Committee may also recommend the honouring of individuals whose accomplishments might not yet have achieved wide recognition in their particular field but who are, nonetheless, deserving of that recognition. Canadians and non-Canadians are considered. It is a requirement that honorary graduands attend Convocation.

4. PROCEDURES

The Committee meets *in camera*. From time to time, the Committee shall approve guidelines¹ for its selection process.

August 18, 1997

Section 1, Composition, revised to increase the total membership from 15 to 16 and to permit appointment of a member(s) of the administrative staff. Approved by the Governing Council on December 19th, 1991.

Section 1, Composition, revised to increase the total membership from 16 to 17 and to specify that three of the non-*ex officio* members be prominent members of the outside community. Approved by the Academic Board May 30, 1997, confirmed by the Executive Committee June 16, 1997

Format revised to be consistent with others terms of reference during comprehensive review in early 2002. Section 4 added to codify what has been practice.

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¹ Current guidelines are attached.

Guidelines for the Committee for Honorary Degrees

In the spring of each year the President issues a call for nominations to principals, deans, directors and chairs, and to the heads of the major campus organizations. As well, notices are placed in the campus newspapers.

Early in the fall, a subgroup consisting of the President, the Chair and the Vice-Chair of the Governing Council and the Chair of the Academic Board meets to conduct a preliminary review of the nominations received. Its tasks include:

- noting any gaps in the categories in which nominations have been received and taking steps to generate nominations in areas that warrant consideration (for example, if the records indicate that it has been sometime since a particular discipline has been recognized, the subgroup might seek the advice of the chair of the appropriate department);
- reviewing the documentation which has been assembled for the Committee's consideration and determining whether additional information is needed about a particular candidate;
- investigating the relative merits of the candidates in each category vis-à-vis each other and others in the field who may not have been nominated;
- noting any special anniversaries or special categories that should be recognized.

At its first meeting, the Committee, with the assistance of the subgroup, selects a preliminary shortlist of nominees. The process for moving to a shortlist is to review the advice of the subgroup on the overall list, to consider each nominee in alphabetical order and then to determine by consensus if the nominee should be retained on the list. The Committee is encouraged to consider nominees from all walks of life and all areas of the world, but, to be recommended for the short-list, ideally candidates should have a connection with the University of Toronto and/or with Canada. The Committee should maintain an academic focus when selecting candidates, choosing those who seem most likely to be an inspiration for the graduating class.

Following establishment of the preliminary short-list, the Committee may instruct the sub-group on what further investigation or due diligence should be done on each continuing nominee and what action it would like taken, such as the investigation of a field or discipline that members think should be recognized or consultation with individuals in a field to ascertain the relative merits of candidates. As well, members may suggest additional names for the list of candidates.

At its final meeting the Committee will hear the additional input of the subgroup and develop its list of recommendations to be forwarded to the Governing Council for approval. The Committee will be conscious of the need to present a balanced slate of candidates for the Council's consideration, particularly when a three-year slate is continued. It may not be possible to achieve balance in any one year. To help achieve a balance the Committee finds it useful to consider the nominations in two groups: those nominated for scholarly endeavour and those nominated in all other categories. The Committee then decides how many awards to recommend for each of the two groups and considers the groups separately. Again, the Committee works as much as possible to consensus. Members are asked in turn to name those candidates they support and to give reasons. At the conclusion of this round-table discussion it will be apparent that some candidates enjoy considerable support, some very little and some moderate support.

Candidates who have received a minimum of nine (9) votes will remain on the list for further consideration. **In order to be recommended by the Committee for a degree a candidate must have the support of at least two-thirds of the members present.** The Committee may decide to vote by show of hands on those who appear to be overwhelmingly favoured. Secret ballots will be conducted if preferable. At each stage of the voting and balloting the Committee may discuss whether consideration needs to be given to a particular category or categories in order to achieve a balanced slate.

At the end of the selection process two formal motions are made, the first recommending that degrees be awarded and the second recommending that the Chancellor and the President be empowered to determine the degree to be awarded to each candidate and at which convocation each degree is to be awarded. The Executive Committee considers the recommendations for awards. Its role is to endorse the Report of the Committee for Honorary Degrees and forward it to Governing Council for approval.

Members should note that the deliberations of the Honorary Degrees Committee must be held in strictest confidence. The only names ever made public are the names of those who are **offered and who accept** a degree. Consideration at the Executive Committee and at Governing Council takes place *in camera*. Each candidate's name is presented to Governing Council for consideration individually and requires support of three-quarters of members present and voting. Abstentions have the effect of a negative vote.

It is a general principle that serving members of the Governing Council or of the University staff are not considered until a minimum of two years following their retirement.

The Committee may want to keep nominations active beyond the year in which they were originally considered, particularly in cases where additional support material has been received prior to the first meeting of the Committee in the subsequent year or where the nominee has received strong support in the previous year. To be considered in subsequent years, carryover nominations should be accompanied by updated information.

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