



TO: Members of the Governing Council

SPONSOR: David Naylor, President

DATE: February 2, 2006 for February 9, 2006

AGENDA ITEM: 5 (c)

ITEM IDENTIFICATION: Senior Administrative Position: Establishment of the Position of Senior Legal Counsel

JURISDICTIONAL INFORMATION:

Under the *Policy on Appointments and Remuneration*, the Governing Council reserves to itself the appointment of certain University Officers on the recommendation of the President. The Governing Council considers in open session the establishment of new senior positions prior to approving initial appointments.

PREVIOUS ACTION TAKEN:

n/a

HIGHLIGHTS:

It is proposed that the new position of Senior Legal Counsel be established, and that two relevant policies be amended to take the new position into account. The *Policy on Appointments and Remuneration* needs to be revised to include the position of Senior Legal Counsel among those University Officers currently appointed by the Governing Council on the recommendation of the President. In addition, the *Policy on Approval and Execution of Contracts and Documents* needs to be revised to include the position of Senior Legal Counsel among the University's signing officers.

The rationale for the creation of this new position is as follows. The University operates in an increasingly complex legal and regulatory environment. Every area of University activity relies on some form of legal advice – some areas occasionally, others frequently. External legal counsel continue to advise on complex matters such as real estate transactions, litigation, and arbitration. However, in recent years the University has also appointed a number of legal counsel within various Vice-Presidential portfolios – the Provost's Office, Advancement, Human Resources and Equity, and Research. Internal counsel are increasingly relied upon to provide advice on the management of issues

within these portfolios and from the perspective of the institution at large, to decrease the probability that matters will lead to litigation, to identify areas for improved administrative procedures and practices, and to assist in the training of academic administrators and professional managers.

During the 2004-05 academic year, in consultation with Interim President Iacobucci, an assessment was carried out of the role of legal counsel at the institutional level. It was recommended that it would be appropriate for the University to appoint a Senior Legal Counsel who will proactively advise the University's senior leadership team on complex legal matters that span multiple portfolios as well as the President's Office and the Governing Council. While other internal legal counsel will continue their current reporting arrangements, it is expected that the Senior Legal Counsel will assist in the coordination of this team of highly skilled professionals in addressing University-wide matters. The Senior Legal Counsel will also support the President and Vice-Presidents in managing relationships with external legal counsel.

In light of the positions currently identified as University Officers in the *Policy on Appointments and Remuneration*, given the range and complexity of the issues to be addressed, and the degree of strategic advice that is required of the incumbent, it is appropriate for the position of Senior Legal Counsel to be included under that *Policy*.

The position description for Senior Legal Counsel is attached.

FINANCIAL AND/OR PLANNING IMPLICATIONS:

n/a

RECOMMENDATION:

Be It Resolved

THAT the position of Senior Legal Counsel be established.

THAT section 2 of the *Policy on Appointments and Remuneration* be amended to include the Senior Legal Counsel among the University Officers to be appointed by the Governing Council on the recommendation of the President.

THAT sections C and D of the *Policy on Approval and Execution of Contracts and Documents* be amended to include the Senior Legal Counsel among the University Officers who may:

pursuant to section C. (1) (a) of the *Policy* be one of two signing officers for contracts and documents executed under seal; and,

pursuant to section C. (2) of the *Policy* be a signing officer of contracts and documents not requiring signature under seal; and,

pursuant to section D. (1) (f) of the *Policy* be a signing officer for written settlements of legal claims, grievances and complaints, of whatever kind.