



TO: Executive Committee
FROM: Cristina Oke
DATE: April 9, 2003 for April 21, 2003
AGENDA ITEM: 8

ITEM IDENTIFICATION:

Participation in Meetings via Audio or Video Conferencing

JURISDICTIONAL INFORMATION:

The Terms of Reference for the Executive Committee state that the Committee screens new issues that arise.

BACKGROUND:

As a result of the recent refurbishment of the Board Room and Council Chamber, the technology is now available to allow audio and video conference participation in board and committee meetings. Currently, *By-Law Number 2* makes no specific provision for participation by audio or video conferencing. The Chair had indicated his intention to have a discussion of this matter at the Executive Committee on February 3. Members were asked to think about the possibility of amending the By-Law to permit participation by audio and/or video conferencing in board and committee meetings.

PREVIOUS ACTION TAKEN:

The matter was introduced at the December 2, 2002 meeting of the Executive Committee, and was on the agenda of the February 3, 2003 meeting of the Executive Committee, but was deferred. The matter was deferred again at the meeting of March 24, 2003.

HIGHLIGHTS:

The attached document summarizes current practice at the University of Toronto and practice at other Canadian universities. It also provides some points for discussion.

FINANCIAL AND/OR PLANNING IMPLICATIONS:

Audio and video conference participation would have cost implications.

RECOMMENDATION:

N/a. This matter is for discussion only.

**Participation by audio and/or video conference
in meetings of the Governing Council and its Boards and Committees:
Background Information**

A. Current practice:

- There are no specific provisions for participation by audio and/or video conferencing in *By-law Number 2* or in the Terms of Reference of any Board or Committee of the Governing Council
- Audio participation in Governing Council Board and Committee meetings has been arranged on occasion, at the request of a member who is unable to attend the meeting.
- Special Committees have made arrangements for members to participate via conference call.
- The Senior Salary Committee makes extensive use of conference call participation.
- *By-law Number 1* of the University of Toronto Asset Management Corporation (UTAM) includes the following section:

Telephone Meetings

10. If all the directors or committee members (as the case may be) consent, a meeting of the directors or of any committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such meeting by such means is deemed to be present at that meeting.

B. Practice at other universities ¹:

i) Audio Conference Participation

- **Board of Governors**
 - The Boards of six Universities allow audio conference participation. These Boards range in size from 12 to 30 members
 - One Board allows audio conference participation only for special meetings
 - One Board has allowed audio conference participation once under exceptional circumstances.
 - The Boards of six Universities do not allow audio conference participation. These Boards range in size from 24 to 50 members.
- **Board Committees**
 - All of the Universities allow audio conference participation in at least some of the Board Committees.
 - One University requires that, in the case of a closed or *in camera session*, each participating member must state for the record that they are alone and that the confidentiality of the discussion can be maintained.
- **Senate**
 - Audio conference participation is not allowed at any Senate.
- **Senate Committees**
 - Four of the Universities allow audio conference participation in Senate Committees.

¹ Secretaries of Canadian University Boards and Senates were contacted via a listserve and asked whether audio or video conferencing was permitted by the Board/Senate or by its Committees. Replies were received from 16 Universities: Alberta, Brock, Calgary, Carleton, Concordia, Guelph, Lakehead, Lethbridge, McMaster, Okanagan University College, Royal Roads, Ryerson, Simon Fraser, Trent, Western and York.

B. Practice at other universities (contined)

ii) Video Conference Participation

- **Only one University Board had used video conferencing, but members found it less convenient than audio conferencing, since they had to find a location with the appropriate video equipment in order to participate.**
- **The Development and Fundraising Committee of one University uses video conferencing for its meetings.**

C. Options to consider

i) for participation (a) by audio conference or (b) by video conference

1. **No change to current practice.** No provisions in By-Law Number 2 or in the Terms of Reference of Boards and Committees to permit a member to participate by audio or video conference. Arrangements could be made on an occasional, informal basis.
2. **Complete prohibition.** Under no circumstances would participation by audio or video conference be permitted.
3. Participation **at the discretion of the Chair of any Board or Committee.**
4. Participation **at the request of a member.**
5. Participation with the **approval of a majority of the members** of the Board or Committee.
6. Participation **only in Boards or Committees of a certain size** (eg. 30 members or less, including non-voting assessors).
7. Participation for **both regular and special meetings** of the Board or Committee.
8. Participation for **only special meetings** of the Board or Committee.
9. Participation **only in open sessions** of Board or Committee meetings.
10. Participation **only in certain Boards and Committees** and only **if the member states that he/she is unable to be present by any other means.**

ii) Voting and Quorum

11. Member joining by audio and/or video conferencing would be considered **as present and voting.**
12. Member would **participate but not vote.**
13. Member would have **observer status** only.