



# University of Toronto TORONTO ONTARIO M5S 1A1

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OFFICE OF THE GOVERNING COUNCIL

TO: Executive Committee

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DATE: December 1, 2004 for December 2, 2004

AGENDA ITEM: 10

**ITEM IDENTIFICATION:** (1) Report of the Special Committee to Review the Elections Process for Alumni Governors and Chancellor and (2) Secretariat's Response

## **JURISDICTIONAL INFORMATION:**

At its meeting of October 20, 2003 (as summarized in Report 367), the Executive Committee established a Special Committee to review the elections process for alumni governors and the Chancellor.

## **PREVIOUS ACTION TAKEN:**

At its meeting of June 14, 2004, the Executive Committee received a confidential draft report and instructed the Special Committee to circulate the report to all current and incoming alumni governors for commentary and advice, to consider any feedback received, and to prepare a final report. The Special Committee met on November 4, 2004 to finalize its recommendations.

## **HIGHLIGHTS:**

The Special Committee makes numerous minor recommendations relating to the process for electing both the Chancellor and alumni governors to ensure that the College of Electors uses best practice principles to achieve its mandate. In the case of the Chancellor's election, this would include mirroring the practice of a search committee to recommend a single candidate to the College, and requiring consent of the candidate to stand for election. In the case of the re-election of the Chancellor, a formal review would be conducted prior to the re-election, and the process for re-election would be clearly described in the Constitution of the College.

For the election of alumni governors, recommendations aim at creating a more rigorous search process and trying to ensure consistently high quality and an increasing number of candidates for alumni governor. The recommendations tie governance needs assessments more closely with evaluation of the candidate pool, and focus on providing the College of Electors with considerably fuller information about candidates without compromising its independence in electing alumni governors.

In addition, the Special Committee recommends changes to the composition of the College of Electors so that the representativeness of the College is enhanced. The composition would no longer depend upon constituent alumni associations, which the Committee felt were no longer the appropriate method of determining alumni representation, but rather upon the University of Toronto Alumni Association, which has as its core mandate the representation of all alumni of the University.

The Special Committee was consulted on possible implementation strategies and noted that, for the election process for alumni governors and the Chancellor, many of the changes proposed would require changes or enhancements to existing practice. Some have already been initiated by the Chair and the Executive Committee of the College and others could be. However, a few minor revisions to the Constitution are required, and recommendations on these have been highlighted in the Report and in the Secretariat's Response. Members of the Special Committee endorse the implementation of these changes.

With respect to changes to the composition of the College, the Secretariat, following consultation with the Special Committee, recommends that consideration of this proposal be deferred until a later date. At that time, the practice-based changes will have been implemented and their impact known.

#### **FINANCIAL AND/OR PLANNING IMPLICATIONS:**

None

#### **RECOMMENDATIONS:**

THAT the Executive Committee receive the *Report of the Special Committee to Review the Elections Process for Alumni Governors and Chancellor*;

THAT the Executive Committee receive the Secretariat's response to the Report; and

THAT the Executive Committee approve the implementation strategy recommended in the Secretariat's response.

**Secretariat's Response  
to the  
Report of the Special Committee to Review the Election Process for Alumni Governors and  
the Chancellor**

*December 1, 2004*

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## **Introduction**

The following response has been developed in consultation with members of the Special Committee and reflects the Secretariat's experience and understanding of the College of Electors, its role and its practices. It is organized into four sets of recommendations related to:

- (a) the election and re-election of the Chancellor,
- (b) the election and re-election of alumni governors,
- (c) the composition of the College of Electors, and
- (d) a follow-up to assess the impact of various actions.

Within these categories, most recommendations that were put forward represented enhancement to existing practices, codification of practices or clarifications of responsibilities.

## **Recommendations on the Election and Re-election of the Chancellor**

### **Codifying Practice and Clarifying Responsibility**

Currently, for the purposes of the election of the Chancellor, the Executive Committee of the College co-opts the Chair of the Governing Council and the President of the University as assessors. This "expanded Executive" serves, to a great extent, as a search committee. In addition to reviewing nominations against the profile prepared by the College, it takes an active role in identifying the pool of potential candidates, soliciting nominations, developing a shortlist, performing appropriate due diligence on candidates and making a recommendation to the College. The changes to the constitution proposed in recommendation (1) would take this practice into account – formalizing the discipline that has evolved over time – and would allow for further clarification of the "expanded" Executive's responsibilities. It is also important to note that the following recommendations are also intended to respond to concerns expressed by members of the College about the need for greater clarity in the election and re-election processes. As well, they are intended to respond to views expressed by previous Chancellors.

1. *The Special Committee recommended that the Constitution of the College be amended so that the current 'Expanded Executive' Committee become formally renamed a 'Search Committee'. The College's role would then become one of a **verifying** body.*

*This process would parallel the processes used in the selection of senior administrators and duplicate 'best practice' in selection, in that Governing Council's authority to select the President and Vice-Presidents is not an 'open' one but rather, the Governing Council entrusts search and selection committees to perform their roles without interference while maintaining its authority to accept or reject the recommendation.*

2. *The Special Committee therefore recommended that the authority delegated to the Executive Committee by the College be defined clearly and that the College develop an appropriate nomination process.*

While recommendation (1) would allow the College to delegate the search process to the Search Committee, the authority of the College to accept or reject the Committee's recommendation is unchanged. The College could still direct the Search Committee to obtain additional information or give further advice on the nominee.

The process currently used by the College for the nomination of its Vice-Chair and Executive Committee is based on guidelines approved by the College in February 1990 and revised in April 1994. **We recommend that the College review these guidelines and amend them as appropriate to implement recommendation (2) concerning the nomination process.**

### **Acknowledging and Assessing the Chancellor's Contribution**

3. *The Special Committee recommended that the re-election of a Chancellor who would be willing to continue to serve be treated primarily as a **review** rather than a **de novo** election, and include an appropriate performance evaluation process.*

- *The search committee should expect to act primarily as a **review** committee, and make a recommendation to the full College, which would then have the responsibility to agree or disagree with re-election. Following standard University of Toronto practice, there would be a call for nominations and advice, noting that the incumbent was eligible for re-election. The Chancellor could choose to include whether he or she has agreed to stand again.*
- *The evaluation of the Chancellor should be performed against pre-defined parameters. The President of the University, the Chair of the College of Electors, and the Chair of Governing Council should perform the assessment.*

Building on good, informal practice, this recommendation recognized a need to acknowledge formally the contributions to University life that a Chancellor has made during his / her first term. As well, because there has been ambiguity in the past – on the part of the College and on the part of sitting Chancellors – it was intended to clarify the process of re-election. The current Constitution is silent on the re-election process and, as a result, can lead to inconsistent or *ad hoc* approaches. One goal of the recommendation was to clearly define the role of the Executive Committee in the re-election process. Another goal was to ensure that the sitting Chancellor is fully aware of the process and that the process is, and is seen to be, respectful of the Chancellor's achievements.

The current Chancellor was elected in December 2002 for a three-year term effective July 1, 2003. Her current term ends on June 30, 2006. The *University of Toronto Act* states that the Chancellor may serve no more than two three-year terms.

The Special Committee was established in October 2003 to allow as much time as possible between any recommendations for change in the process and the next election of a Chancellor. **It is our recommendation that the appropriate revisions to the Constitution to implement the recommendations described above be brought to the University Affairs Board for consideration in January 2005.** This would make the process for the re-election of the Chancellor clear and transparent, and allow it to proceed in a manner that is respectful to the incumbent.

### **Requirement for Consent**

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| <p>4. <i>The Special Committee recommended that the Constitution of the College of Electors be amended to require the consent of any candidate standing for the position of Chancellor.</i></p> |
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This change is consistent with the overall purpose of the preceding recommendations – to provide greater transparency to the process and to respect the individuals involved, their stature and the positions or offices they hold. **We would recommend that this change also be made early in 2005.**

## Recommendations on the Election and Re-election of Alumni Governors

### Enhancing Existing Practice – Assessing Current Needs and Expanding the Pool

1. *The Special Committee recommended that, following the open session on the needs of governance, the College of Electors or its Executive Committee hold a separate in camera session with the Chair and Vice-Chair of Governing Council. The College of Electors or its Executive may meet with the President of the University and sitting alumni governors (as a collective) in separate sessions so that both could offer detailed comments on the assessment of current needs within governance and how the election process could address those needs. The input offered would not be binding on the College, but would enable the College of Electors to take into account the specific context for their decision-making.*

The proposed action was intended to build on existing practice, allow more in-depth consultation. It was meant to permit the College to have the benefit of frank discussion with and the perspective of the leadership of the Governing Council should it feel such additional input was necessary. The additional input would be for the benefit of any added value but not to enable undue influence on the College's legitimate independent decision-making. **The Chair of the College and its Executive Committee may wish to consider the merits of this proposal.**

2. *The Special Committee also recommended that the Executive Committee of the College act as a search committee for alumni governors and act fully within its mandate to seek out the best governors for the University. It should develop a 'pool' of potential nominees to carry out its mandate effectively.*

3. *The Special Committee recommended that, in order to assist the College (and, indeed, governance as a whole) in sourcing potential governors, mechanisms be enhanced and, if necessary, created for alumni to be substantively involved with the University governance system, building on the current alumni participation in divisional councils and Principal's or Dean's Advisory Committees. As part of this initiative, Principals, Deans and Chairs, as well as the University's alumni leadership, should be encouraged to be proactive in forwarding possible names to the search committee.*

Like recommendation (1) above, these proposals were intended to enhance the College's work and are within the purview of the Chair and the Executive Committee of the College to undertake. They were intended to build on evolving practice in which the College – in response to an identified need – have taken a lead in efforts to broaden and deepen the pool from which nominations arise. They would also be consistent with the efforts of the Chair of the Governing Council to engage the University leadership in identifying and encouraging highly qualified teaching staff, administrative staff, students and alumni to participate in governance. As well, these proposals are consistent with the position taken in *Stepping UP* with respect to ensuring that the University has the strongest governance that it can have. **The Chair of the College and its Executive Committee should be encouraged to consider continuing in the proposed direction.**

## Enhancing Practice – Strengthening Due Diligence and the Selection Process

4. *The Special Committee recommended that the Chair and Vice-Chair of Governing Council be invited to offer comments and analysis on the suitability of potential candidates and nominees to meet the needs of the Governing Council identified during the needs assessment, as well as on the contributions to governance of individual alumni.*
  - *The input offered would not be binding on the College, but would enable the College of Electors to take into account the specific context for its decision-making, as well as any possible ‘career paths’ of potential and sitting governors.*
  - *A change would be required to the Constitution of the College to permit the Chair and Vice-Chair to participate in discussion of potential candidates and nominees.*

Because the Constitution states specifically that nominations “shall be confidential to the College”, discussion of individual nominations beyond the College membership is currently prohibited. The proposed change would therefore require a revision to the Constitution. It was intended to further enhance the selection process and was based on the idea that such a process would help to ensure that the College had full information in making its decisions about candidates and how they would meet the needs of governance, and the mix of knowledge, expertise and experience that the Chair of the Governing Council had identified as important for the University in the short- and long-term.

**It is our recommendation, however, that this additional step not be taken.** As it is currently permitted, the involvement of the Chair of the Governing Council – and others – in consultation respects the task delegated to the College by the Governing Council. The College’s Constitution requires input at the critical stages of defining needs and criteria, but appropriately leaves to the College the job of selecting candidates relative to those specifications.

5. *The Special Committee recommended that the Executive Committee of the College be given the authority to prepare a shortlist of nominees for submission to the College for consideration, with material communicating the basis for the Executive Committee’s recommendation and providing a detailed description of how the needs of governance are fulfilled.*

*The Special Committee expected that the Executive Committee of the College would normally provide a confidential shortlist with more names than places available, so that the College will have a choice among candidates.*

6. *The Special Committee recommended that the College, through its Executive Committee and with the assistance of the Office of the Governing Council, continue to revisit its interview plan annually and ensure that it focuses on requirements needed and candidates’ ability to meet those requirements. Each interview should to some degree be individualized to address specific elements of each candidate’s profile as determined by the needs assessment and needs analysis.*

These proposals, also intended to enhance the effectiveness of the College in making its selection of governors and in performing appropriate due diligence, are within the purview of the Chair and

the Executive Committee of the College to undertake. Like recommendations (1)-(3) above, they were intended to build on evolving practice in the College. The Executive Committee of the College would bring to bear its best judgement, using criteria on which the College had agreed. The combined effect of the recommendations would be a more knowledgeable College, informed by the due diligence of its Executive and able to use its collective expertise and time more effectively. **It is our view that the Chair of the College and its Executive Committee should be encouraged to consider the merits of moving more in this direction.**

### **Composition of the College of Electors**

7. *The Special Committee recommended that the membership of the College of Electors be elected by the elected Board members (i.e. any members of the administration of the University would not be eligible to perform this task) of the University of Toronto Alumni Association (UTAA) from among the alumni and consist of (a) 15 members in staggered two-year terms and (b) up to three serving alumni governors who will not seek re-election within three years.*

- *The presence of alumni governors may be added by the Board to help ensure that the College contains within it experienced disinterested members who are able to assist it in understanding the detailed needs of governance.*

*The Constitution should be amended as needed to reflect the three essential principles that define its mandate:*

- a) The composition of the College of Electors must meet the requirements of the University of Toronto Act (1971);*
- b) Alumni at large must have some say in electing alumni governors;*
- c) The membership of the College should reflect a wide level of representativeness, with the preferred outcome of a group of Electors that reflect the broad diversity of University of Toronto alumni.*

In the consultations following the June meeting of the Executive Committee of the Governing Council, a number of concerns were expressed with this recommendation. Much of the concern was not addressed to the principles articulated in the recommendation but rather arose out of concerns related to the changes taking place within the UTAA. **It is our recommendation that, in light of the uncertainty related to the revisions to the Association's by-laws and board structure, consideration of this proposal be deferred until a later date. It may be appropriate to consider this recommendation at the time of the review suggested in (8) below.**

### **Follow-up to the Review**

8. *The Special Committee recommended that a progress review of the operations of the College, at the discretion of the Executive Committee of the Governing Council, be conducted three years following the implementation of changes resulting from this report.*

**It is our recommendation that the Executive Committee of the Governing Council consider a review as proposed and that, at that time, it consider the appropriateness of implementing recommendation (7) regarding the composition of the College.**



**Report of the Special Committee to Review the Election Process for  
Alumni Governors and the Chancellor**

**November 4, 2004**

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Table of Contents

Executive Summary

Recommendations

Objectives and Background

Representation of Special Committee

Guiding Principles

Role of Constituencies

Principles of Governance

The College of Electors

Special Consideration for Chancellor Process

Election of the Chancellor

Current Process

Outcomes

Recommendations

Election of Alumni Governors

Importance of Alumni Governors and Accountability

Evaluation of Governors' Performance/Contribution

Overall Strengths of the College

Six Elements of Process Assessment

Needs Assessment

Candidate Sourcing

Initial Candidate Review

Shortlisting

Election Processes

Evaluation of Performance

The College of Electors – Recommendations for Changes

Composition of College

Recommendations

Progress Review

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## Executive Summary

Governed by the College of Electors and its Constitution, the elections processes for alumni governors and Chancellor have served University of Toronto governance for over 30 years in its current form. This report recommends that the College be preserved as a representative body suitable to the tasks of electing both alumni governors and Chancellor, but that its source of membership be changed to enhance its representativeness and accountability. In addition, this report recommends a series of process improvements for the duties for which the College has responsibility, namely, the election and re-election of the Chancellor, and the election of alumni governors. These changes would enhance the College's ability to find, elect and re-elect pre-eminent individuals to the position of Chancellor, and to search for and elect excellent alumni to serve as governors.

The guiding principles of the Special Committee's deliberations were

- Preserving the core values of the unicameral system as defined by the *University of Toronto Act, 1971*, and enhancing the application of those values in practical procedures and processes for an effective Governing Council;
- Acknowledging the increased focus on accountability, and therefore the expertise and contribution of governors, and therefore focusing on ways to ensure that collectively and individually, governors provide appropriate oversight and added value to decision processes;
- Acknowledging and proactively addressing governance trends that have come about by magnified scrutiny of governance at large; and
- Applying an objective critical analysis of the **intended** processes against the **actual** processes and their outcomes.

Although most of the recommended changes may be made by the College as a matter of its internal practice, some changes require amending the Constitution of the College.

### ***Recommendations for Chancellor Election/Re-Election Process:***

- 1) The Constitution of the College should be amended so that the current 'Expanded Executive' Committee become formally renamed a 'Search Committee'. The College's role would then become one of a **verifying** body.
  - This process would parallel the processes used in the selection of senior administrators and duplicate 'best practice' in selection, in that Governing Council's authority to select the President and Vice-Presidents is not an 'open' one but rather, the Governing Council entrusts search and selection committees to perform their roles without interference while maintaining its authority to accept or reject the recommendation.
- 2) The Special Committee therefore recommends that the authority delegated to the Executive Committee by the College be defined clearly and that the College develop an appropriate nomination process.
- 3) The re-election of a Chancellor who would be willing to continue to serve should be treated primarily as a **review** rather than a *de novo* election, and include an appropriate performance evaluation process.
  - The search committee should expect to act primarily as a **review** committee, and make a recommendation to the full College, which would then have the responsibility to agree or disagree with re-election. Following standard University of Toronto practice, there would be a call for nominations and advice, noting that the incumbent was eligible for re-election. The Chancellor could choose to include whether he or she has agreed to stand again.
  - The evaluation of the Chancellor should be performed against pre-defined parameters. The President of the University, the Chair of the College of Electors, and the Chair of Governing Council should perform the assessment.

- 4) The Constitution of the College of Electors should be amended to require the consent of any candidate standing for the position of Chancellor.
- 5) The Constitution of the College of Electors should be amended to implement changes in process as described in Tables 1 and 2.

#### ***Recommendations for Alumni Governor Election/Re-Election Process***

- 1) The Committee recommends that, following the open session on the needs of governance, the College of Electors or its Executive Committee hold a separate *in camera* session with the Chair and Vice-Chair of Governing Council. The College of Electors or its Executive may meet with the President of the University and sitting alumni governors (as a collective) in separate sessions so that both could offer detailed comments on the assessment of current needs within governance and how the election process could address those needs. The input offered would not be binding on the College, but would enable the College of Electors to take into account the specific context for their decision-making.
- 2) The Special Committee recommends that the Executive Committee of the College act as a search committee for alumni governors and act fully within its mandate to seek out the best governors for the University. It should develop a ‘pool’ of potential nominees to carry out its mandate effectively.
- 3) In order to assist the College (and, indeed, governance as a whole) in sourcing potential governors, the Special Committee recommends that mechanisms be enhanced and, if necessary, created for alumni to be substantively involved with the University governance system, building on the current alumni participation in divisional councils and Principal’s or Dean’s Advisory Committees. As part of this initiative, Principals, Deans and Chairs, as well as the University’s alumni leadership, should be encouraged to be proactive in forwarding possible names to the search committee.
- 4) The Committee recommends that the Chair and Vice-Chair of Governing Council be invited to offer comments and analysis on the suitability of potential candidates and nominees to meet the needs of the Governing Council identified during the needs assessment, as well as on the contributions to governance of individual alumni.
  - The input offered would not be binding on the College, but would enable the College of Electors to take into account the specific context for its decision-making, as well as any possible ‘career paths’ of potential and sitting governors.
  - A change would be required to the Constitution of the College to permit the Chair and Vice-Chair of the Governing Council to participate in discussion of potential candidates and nominees.
- 5) The Special Committee recommends that the Executive Committee of the College be given the authority to prepare a shortlist of nominees for submission to the College for consideration, with material communicating the basis for the Executive Committee’s recommendation and providing a detailed description of how the needs of governance are fulfilled.

The Special Committee expects that the Executive Committee of the College would normally provide a confidential shortlist with more names than places available, so that the College will have a choice among candidates.

- 6) The Special Committee recommends that the College, through its Executive Committee and with the assistance of the Office of the Governing Council, continue to revisit its interview plan annually and ensure that it focuses on requirements needed and candidates’ ability to meet those requirements. Each interview should to some degree be individualized to address specific elements of each candidate’s profile as determined by the needs assessment and needs analysis.

- 7) The Special Committee recommends that the membership of the College of Electors be elected by the elected Board members (i.e. any members of the administration of the University would not be eligible to perform this task) of the University of Toronto Alumni Association (UTAA) from among the alumni and consist of (a) 15 members in staggered two-year terms and (b) up to three serving alumni governors who will not seek re-election within three years.
- The presence of alumni governors may be added by the Board to help ensure that the College contains within it experienced disinterested members who are able to assist it in understanding the detailed needs of governance.
- The Constitution should be amended as needed to reflect the three essential principles that define its mandate:
- a) The composition of the College of Electors must meet the requirements of the *University of Toronto Act (1971)*;
  - b) Alumni at large must have some say in electing alumni governors;
  - c) The membership of the College should reflect a wide level of representativeness, with the preferred outcome of a group of Electors that reflect the broad diversity of University of Toronto alumni.
- 8) The Special Committee recommends that a progress review of the operations of the College, at the discretion of the Executive Committee of the Governing Council, be conducted three years following the implementation of changes resulting from this report.

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## Objectives and Background

The focus on the election of governors began with the overriding objective of ensuring that governor identification, selection and succession will result in a well-planned inventory and choice of the most suitable and contributing governors. In particular, the Chair and Vice-Chair of the Governing Council, together with the President of the University, decided to review the appointment process for Lieutenant-Governor in Council (LGIC) governors and the College of Electors' process for electing alumni governors and the Chancellor. These processes have undergone several minor reviews but rarely a thorough review since the unicameral system was founded in 1972. Taking stock of governance institutions is always desirable, but is especially so right now because of a greater attention to governance institutions and processes in all sectors, increased scrutiny by external groups, a greater desire for transparency, accountability, and fairness and clarity of process.

The review of the processes associated with the College of Electors is one part of a greater whole. The alumni governors and Chancellor represent, together, just under one-fifth of the membership of the Governing Council and together with the LGIC governors make up the majority of governors recognized under the UofT Act as the independent trustees. This report, therefore, represents an analysis of a component of the underlying mechanisms that establish the membership of the University of Toronto's governance structure, with implications for the rest of the constituencies of Governing Council. Indeed, the Committee members noted that analyses on processes associated with other constituencies should be undertaken with similar rigour, though members recognized that this was beyond the mandate of the Special Committee.

In performing its mandate, the Special Committee made a determination of the strengths of existing processes, critically analyzed features of current processes that require either replacement or enhancement, and made a final determination of how any enhancements should be built into the system.

The objectives and criteria for a most effective set of processes for the College of Electors (as well as for the selection processes for recommendations for LGIC governors) include those processes that result in five quality outcomes:

- 1) Needs assessment for governance to review the existing skill mix and identify any gaps to be addressed;
- 2) Candidate sourcing: ensuring that the relevant pool of candidates is both understood and tapped;
- 3) Shortlisting potential candidates;
- 4) Election processes; and
- 5) Evaluation of performance in an ongoing and consistently objective manner.

### *Representation of Special Committee*

A Special Committee was struck in the fall of 2003, and comprised representation from the following:

- Governing Council;
- University of Toronto Alumni Association (UTAA);
- College of Electors;
- Faculty experts in university and corporate governance;
- A Chancellor Emerita, and
- Former alumni governors.

Its full membership was as follows:

Ms. Rose Patten, Vice-Chair of Governing Council, Chair  
Dr. Thomas Simpson, Chair of Governing Council and former alumni governor

Professor David Beatty, Rotman School of Management  
Mr. Brian Burchell, President, University of Toronto Alumni Association and former alumni governor  
Mr. Paul Cadario, former alumni governor and member, University of Toronto Alumni Association Board  
Mr. Michael Deck, Chair, College of Electors, and Vice-President, Governance, University of Toronto Alumni Association

Professor Glen Jones, OISE/UT and former student governor  
Dr. Rose Wolfe, Chancellor Emerita and former LGIC governor  
Mr. Louis Charpentier, Secretary of the Governing Council, Assessor  
Ms. Cristina Oke, Secretary of the College of Electors, Assessor  
Ms. Rivi Frankle, Assistant Vice-President Alumni and Development, Assessor  
Mr. Andrew Drummond, Assistant Secretary of the Governing Council, Secretary

### *Guiding Principles*

The guiding principles of the Special Committee included the following:

- 1) Preserving the core values of the unicameral system as defined by the *University of Toronto Act, 1971*, and enhancing the application of those values in practical procedures and processes for an effective Governing Council;
- 2) Acknowledging the increased focus on accountability, and therefore the expertise and contribution of governors, and therefore focusing on ways to ensure that collectively and individually, governors provide appropriate oversight and added value to decision processes;
- 3) Acknowledging and proactively addressing governance trends that have come about by magnified scrutiny of governance at large; and
- 4) Applying an objective critical analysis of the **intended** processes against the **actual** processes and their outcomes.

These principles were defined during initial committee discussions, and were based partly on expert advice received from two committee members, Professor Glen Jones, whose academic work at OISE/UT specializes in Canadian postsecondary governance, and Professor David Beatty of the Rotman School of Management, who is a specialist in corporate governance.

### *Role of Constituencies*

As noted above, the Special Committee was also mindful of the need to consider the election of alumni governors as one element in an integrated whole. The Governing Council of the University of Toronto must be sure that the processes used by its various constituencies will yield potential governors who understand their roles and who fulfill their duties of trusteeship.

### *Principles of Governance*

In considering the election of alumni governors, the Special Committee decided first to consider the underlying principles of governance within the University, compare governance trends at the University of Toronto with those at other institutions, and analyze the similarities and differences between them.

The Special Committee's aim was to understand in detail the requirements for institutional accountability vested in Governing Council by both legislation and practice, and to consider elections processes in light of an increasing requirement for ongoing examination of the expertise brought to the table at Governing Council.

### *The College of Electors*

The University of Toronto alumni elect alumni governors and the Chancellor through the College of Electors. Of necessity, therefore, the Special Committee focused on the existing Constitution of the College, as well as its 'internal' processes, with which the College goes about its duties.

The current College of Electors consists of approximately 35 members elected on a prorated basis from existing divisional constituent alumni associations<sup>1</sup>. There are five units which currently have no organized constituent alumni association, including the School of Graduate Studies; in addition, there have on occasion been several vacancies in the College because of constituent associations' failure to appoint a member. Under the terms of the current constitution of the College, the Vice-President, Governance of the University of Toronto Alumni Association serves as Chair of the College. It has an Executive Committee consisting of five members of the College, including the Chair and Vice-Chair.

### *Separate Consideration for Chancellor Process*

Before it turned to an analysis of the more regular task of filling the eight seats on Governing Council assigned to alumni, the Special Committee began with separate consideration of the election process for the Chancellor, a highly specialized and infrequent task. The Special Committee considered the advantages and disadvantages of current practices of election and re-election, and has recommendations for alterations to existing processes.

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## **Election of the Chancellor**

The *University of Toronto Act, 1971* requires that “there shall be a Chancellor of the University who shall be elected by the alumni in a manner to be determined by the Governing Council.” In order to satisfy the legislative requirements of the *Act*, the Governing Council has created the College of Electors to act on behalf of alumni in performing the election. This process, developed following the passage of the *University of Toronto Act, 1971*, mirrored practice that had dated since the *1947 Act*, which involved the use of a Committee of Election which consisted of the President of the University of Toronto Alumni Association (UTAA) and approximately 50 members of Senate. Before 1947, mail ballots were sent to all alumni for Chancellor elections, but the practicality and effectiveness of this approach was minimal. Since the College was established, seven Chancellors have been elected.

The Special Committee considered the appropriateness of (re-)establishing full alumni franchise for Chancellor election, as has happened at several universities, including the University of British Columbia, Yale University, the Massachusetts Institute of Technology, and Oxford University. In most of those cases, significant problems resulted, and in some cases, have yet to be resolved. The Special Committee therefore determined that the issue could be re-examined during the next review process.

### *Current Process*

The current process of the election of the Chancellor is quite clear. A call for nominations is published in the University of Toronto *Magazine*, and sent in writing to the Council of Presidents, as required by the Constitution of the College of Electors. The Executive Committee of the College, with the President and Chair of Governing Council acting as assessors, identify possible candidates for Chancellor. The Executive Committee is required by the Constitution to prepare a report including an analysis of the requirements of Chancellor, a list of all submitted nominations, and a numerical ranking for each candidate whose nomination has been submitted. Only nominations that have been submitted in writing to the Secretary of the College, and signed by a nominator and a seconder who are alumni of the University, are reported to the College in ranked order. The College receives and discusses the report and either proceeds to an election by secret ballot, or sends the report back to the Executive Committee with instructions for further action.

For the re-election of the Chancellor, the same process is used.

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<sup>1</sup> A constituent alumni association is defined in the Constitution as 'a group of alumni of a college, faculty, school or other academic division of the University which has authority to recommend the awarding of a degree or post-secondary diploma or certificate'.

## Outcomes

The Special Committee noted that the Chancellors elected by the College since 1972 have served the University with distinction and honour. However, there is no formal requirement to seek the consent of nominees, and thus, a Chancellor could be elected without agreeing to stand for the position. The Special Committee therefore makes the following recommendations:



### RECOMMENDATION(S)

- 1) The Constitution of the College should be amended so that the current ‘Expanded Executive’ Committee become formally renamed a search committee. The College’s role would then become one of a **verifying** body.
  - This process would parallel the processes used in the selection of senior administrators and duplicate ‘best practice’ in selection, in that Governing Council’s authority to select the President and Vice-Presidents is not an ‘open’ one but rather, the Governing Council entrusts search and selection committees to perform their roles without interference while maintaining its authority to accept or reject the recommendation.
- 2) The Special Committee therefore recommends that the authority delegated to the Executive Committee by the College be defined clearly and that the College develop an appropriate nomination process.
- 3) The re-election of a Chancellor who would be willing to continue to serve should be treated primarily as a **review** rather than a *de novo* election, and include an appropriate performance evaluation process.
  - The search committee should expect to act primarily as a **review** committee, and make a recommendation to the full College, which would then have the responsibility to agree or disagree with re-election. Following standard University of Toronto practice, there would be a call for nominations and advice, noting that the incumbent was eligible for re-election. The Chancellor could choose to include whether he or she has agreed to stand again.
  - The evaluation of the Chancellor should be performed against pre-defined parameters. The President of the University, the Chair of the College of Electors, and the Chair of Governing Council should perform the assessment.
- 4) The Constitution of the College of Electors should be amended to require the consent of any candidate standing for the position of Chancellor.
- 5) The Constitution of the College of Electors should be amended to implement changes in process as described in Tables 1 and 2.

The tables on the two following pages represent the current and recommended processes for the election and re-election of the Chancellor.



**Table 1:  
Election of Chancellor: Current and Proposed Process**

<b>Current Process</b>	<b>Stage of Process</b>	<b>Proposed Process</b>
College of Electors prepares profile of requirements of a Chancellor.	<i>Needs Assessment</i>	Same
The CoE Executive, with GC Chair and University President as assessors, meets to identify possible candidates.	<i>Committee Struck</i>	Same, except named 'Chancellor Search Committee'
<b>Constitutional Change Required: VII (B) (1-7)</b>		
Call for nominations published and circulated as required. Expanded Executive Committee compiles list of possible/suitable candidates	<i>Search initiated</i>	Same. Chancellor Search committee proceeds with mandate to conduct detailed search process and develop list of potential candidates.
		
Nominations submitted to the Secretary of the College of Electors and sent to the Expanded Executive Committee for evaluation. The Expanded Executive Committee prepares report summarizing process and ranking nominations received.	<i>Nominations received</i>	Nominations submitted to Secretary of the College of Electors and sent to Chancellor Search Committee for evaluation. Chancellor Search Committee considers all nominees and forwards recommendation of one person for election. Any names on the ballot must have the consent of the nominee.
<b>Constitutional Change Required: VII (A) (4)</b>		
College receives all nominations with the Expanded Executive Committee's report, including rankings of all candidates.	<i>Report of Executive Committee</i>	College of Electors receives one recommendation.
		
College votes on nominees or report sent back to committee with further instructions.	<i>Election</i>	Nominee either elected or not. If not, College to provide further instructions to Chancellor Search Committee.

**Table 2:  
Re-Election of Chancellor: Current and Proposed Process**

<b>Current Process</b>	<b>Stage of Process</b>	<b>Proposed Process</b>
(Informally done.) Chancellor approached in last year of term and asked if interested in standing again. (There is an informal review of performance.)	<b><i>Incumbent Chancellor approached</i></b>	Incumbent Chancellor approached and informed of pending review process.
<b><i>Constitutional Change Required: Section VIII added</i></b>		
Executive Committee with GC Chair and University President as assessors meets and initiates process. If Chancellor agrees to stand and informal review is positive, then Committee does not meet until nominations received.	<b><i>Committee Struck</i></b>	Same, except renamed ‘Chancellor Review/Search Committee.’ Review of position and of incumbent’s performance to be conducted prior to the call for nominations, and the results communicated to incumbent Chancellor and to Chancellor Search/Review Committee. Evaluation performed against pre-defined parameters by the Chair of Governing Council, President of the University, and Chair of the College of Electors.
Call for nominations published and circulated as required.	<b><i>Search initiated</i></b>	Call for nominations published and distributed as appropriate. Nomination to include reference to the fact that the incumbent Chancellor is eligible for re-election. The Chancellor could choose to include whether he or she has agreed to stand again.
<b><i>Constitutional Change Required: VII (A) (4)</i></b>		
Nominations submitted to Secretary of the College of Electors. The Expanded Executive Committee prepares report summarizing process and ranking nominations received.	<b><i>Nominations received</i></b>	Nominations submitted to Secretary and sent to Chancellor Review/Search Committee for evaluation. Chancellor Review/search Committee completes review (and, if necessary, search) and then forwards recommendation to College. Any names on the ballot must have the consent of the nominee.
College receives all nominations with Expanded Executive Committee’s report, including rankings of all candidates.	<b><i>Report of Executive Committee</i></b>	College of Electors receives one recommendation.
College votes on nominees or report sent back with instructions.	<b><i>Election</i></b>	College votes on recommendation put forward.

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## Election of Alumni Governors

The *University of Toronto Act* requires that Governing Council include “eight members who are not students or members of the teaching staff or the administrative staff elected by the alumni from among the alumni.” As with the election of the Chancellor, Governing Council calls upon the College of Electors to fulfil this role. Expert advice to the Committee noted that for the system to be credible, alumni should feel they have some say in choosing alumni governors, even if their ability to exercise their involvement is indirect. The Committee wholeheartedly agreed with this principle.

Full alumni franchise was considered, but the Special Committee does not believe that open elections of alumni governors would serve the University of Toronto well, because the need of the Governing Council to have an appropriate skill mix for governance might not be met. Members agreed that the accepted principle and long-standing practice of indirect participation be maintained.

### *Importance of Alumni Governors and Accountability*

Alumni governors are especially important to governance at the University of Toronto, because they form one of only two groups of external governors (the other being appointments by the Lieutenant-Governor in Council). The Special Committee received advice that governance in all sectors depends increasingly on committed, externally-based membership capable of performing specific roles of oversight and trusteeship. Indeed, such external trusteeship roles are not only required on Governing Council itself, but also on its three Boards and numerous Committees, the terms of reference of which all define the levels of external membership. The Business Board and the Audit Committee, in particular, require predominantly ‘lay’ membership to ensure that proper oversight and accountability are maintained. The Special Committee believes that the importance of these two bodies will only be enhanced by greater focus on the processes for identifying and fostering strong ‘lay’ members.

### *Evaluation of Governors’ Performance/Contribution*

A significant trend in governance as a whole is the requirement to evaluate critically and regularly the performance of governors. In the context of the University of Toronto, this increased need for accountability for the performance of its governors rests equally with all governors, and there will need to be an examination of various means to appropriately evaluate governors and governance. The Chair and Vice-Chair of the Governing Council are elected by all governors and carry overall leadership with respect to the performance of governance.

### *Overall Strengths of the College*

It should be noted that there are several qualities in the current processes of the College that should be maintained. In particular, the College acts independently from undue direction, and acts in an appropriately confidential manner. In addition, it uses a formal interview process that should be maintained.

## Six Elements of Process Assessment

### *Needs Assessment*

The current election process for alumni governors aims to fulfil this requirement by mandating that the Chair of Governing Council, the President of the University, and the President of the University of Toronto Alumni Association (UTAA) meet with the College of Electors annually to describe the general qualities required by Governing Council in the upcoming year. This meeting typically occurs in November.

While it notes that a discussion of the general qualities required by Governing Council is laudable, the Special Committee recommends that processes be put in place to enable a much more detailed needs assessment to be provided to the College of Electors, that would enable the College to understand the overall plans for external membership in a full context and to identify specific gaps in current needs. This general needs assessment should be provided to the College by the Chair and Vice-Chair of the Governing Council and the President in a public

meeting, with and *in camera* session following during which the College or its Executive Committee would invite the Chair and Vice-Chair of Governing Council to provide their detailed and specific assessments of the needs of governance. The Executive Committee of the College of Electors would also, if it wished, have the authority to invite the President and sitting alumni governors (as a group) to separate sessions.

### RECOMMENDATION(S)

The Committee recommends that, following the open session on the needs of governance, the College of Electors or its Executive Committee hold a separate *in camera* session with the Chair and Vice-Chair of Governing Council. The College of Electors or its Executive may meet with the President of the University and sitting alumni governors (as a collective) in separate sessions so that both could offer detailed comments on the assessment of current needs within governance and how the election process could address those needs. The input offered would not be binding on the College, but would enable the College of Electors to take into account the specific context for their decision-making.

### *Candidate Sourcing*

The potential source of candidates to stand is huge, since the University of Toronto has over 400,000 alumni. The Special Committee noted that the number of candidates nominated annually for positions, given this potential, was very small, from low single-digits to no more than 12. On occasion, the position of alumni governor has been acclaimed. The candidate pool arising from the current process has been far too small and overly limited to alumni who reside within the Greater Toronto Area (GTA). The Special Committee therefore feels that every appropriate effort should be made to expand the diversity and size of the applicant pool, including candidates from outside the GTA.

The Constitution of the College of Electors requires the College to seek out suitable candidates. Currently, a call for nominations is placed in the *U of T Magazine* and distributed to the Council of Presidents. The Special Committee firmly believes that the positions are of sufficient importance that the search function must be carried out in earnest (as opposed to the more passive approach currently used) and with the assistance of the Division of University Advancement, as a source for information. As the pool of potential candidates for LGIC governors includes the pool of potential candidates for alumni governors, it is expected that the LGIC Nominating Committee, currently the Chair and Vice-Chair of Governing Council, will share appropriate names of alumni candidates that they have available for consideration as result of their LGIC search process, one that now includes use of a professional search firm.

### RECOMMENDATION(S)

The Special Committee recommends that the Executive Committee of the College act as a search committee for alumni governors and act fully within its mandate to seek out the best governors for the University. It should develop a ‘pool’ of potential nominees to carry out its mandate effectively.

In order to assist the College (and, indeed, governance as a whole) in sourcing potential governors, the Special Committee recommends that mechanisms be enhanced and, if necessary, created for alumni to be substantively involved with the University governance system, building on the current alumni participation in divisional councils and Principal’s or Dean’s Advisory Committees. As part of this initiative, Principals, Deans and Chairs, as well as the University’s alumni leadership, should be encouraged to be proactive in forwarding possible names to the search committee.

### *Initial Candidate Review*

After the search committee assembles a list of potential candidates and as nominations are received, it will need to analyze how each one has the potential to fulfill the requirements of the Governing Council identified during the needs assessment. The list of potential candidates for whom nominations have not been received will remain confidential to the Executive Committee. Whereas the initial needs assessment is expected to be wide in scope, this initial candidate review stage will recognize that all needs cannot be met and will focus more narrowly on how particular candidates can meet particular needs and discussion will take place of the relative importance of various needs in the context of particular potential candidates. The Constitution of the College would be amended to allow the Chair and Vice-Chair of the Governing Council to participate in this initial candidate review. Leadership positions within governance most often go to governors in their second and third terms and it is important that alumni governors participate in their share of these leadership positions. The College should be informed of targeted ‘career paths’ for leadership positions within governance so that the College can fully understand implications of re-election of an incumbent or the election of a different candidate.

Some respondents suggested that the Chair and Vice-Chair of Governing Council should be more involved and be able to discuss the contributions to governance and to the University of individual candidates with the College. Doing so would enable discussion of the merits of specific candidates. Others suggested that anything greater than the current role would interfere with the necessary independence of the College, because the advice received from the Chair and Vice-Chair of the Governing Council and President of the University could be perceived as tantamount to direction, an appearance inimical to the independence and oversight external governors are meant to provide. The Special Committee accepted the point that it might not be appropriate for the President to be involved at this stage, but strongly believed that the involvement of the Chair and Vice-Chair of the Governing Council would enhance the candidate review process.

### *RECOMMENDATION(S)*

The Committee recommends that the Chair and Vice-Chair of Governing Council be invited to offer comments and analysis on the suitability of potential candidates and nominees to meet the needs of the Governing Council identified during the needs assessment, as well as on the contributions to governance of individual alumni governors.

- The input offered would not be binding on the College, but would enable the College of Electors to take into account the specific context for its decision-making, as well as any possible ‘career paths’ of potential and sitting governors.
- A change would be required to the Constitution of the College to permit the Chair and Vice-Chair of the Governing Council to participate in discussion of potential candidates and nominees.

### *Shortlisting*

Once the initial candidate review process has occurred, the involvement of the Chair and Vice-Chair of the Governing Council, and any other assessors the Search Committee has consulted should lessen. Shortlisting must adhere to the needs of governance and be more closely tied in with both the needs assessment and analysis processes. As it shortlists potential governors, the Executive should prepare a report to the full College on each candidate shortlisted with an explanation of the basis for its decision and supplement material received to date with an assessment of how the needs of governance are fulfilled in a detailed way

### *RECOMMENDATION(S)*

The Special Committee recommends that the Executive Committee of the College be given the authority to prepare a shortlist of nominees for submission to the College for consideration, with material communicating the basis for the Executive Committee’s recommendation and providing a detailed description of how the needs of governance are fulfilled.

The Special Committee expects that the Executive Committee of the College would normally provide a confidential shortlist with more names than places available, so that the College will have a choice among candidates.

### *Election Processes*

The processes used in decision-making are thorough, with intensive interviews used for the final candidates for alumni governors. The Special Committee has learned, however, that the College's interview questions have not always aligned with the stated governance requirements. To remedy this situation, the College must ensure that its interview protocol aligns with the governance needs for that year, as well as addressing issues raised by the Executive Committee's individual assessment. The report on each candidate should assist the full College in focusing and individualizing its interviews.

### *RECOMMENDATION(S)*

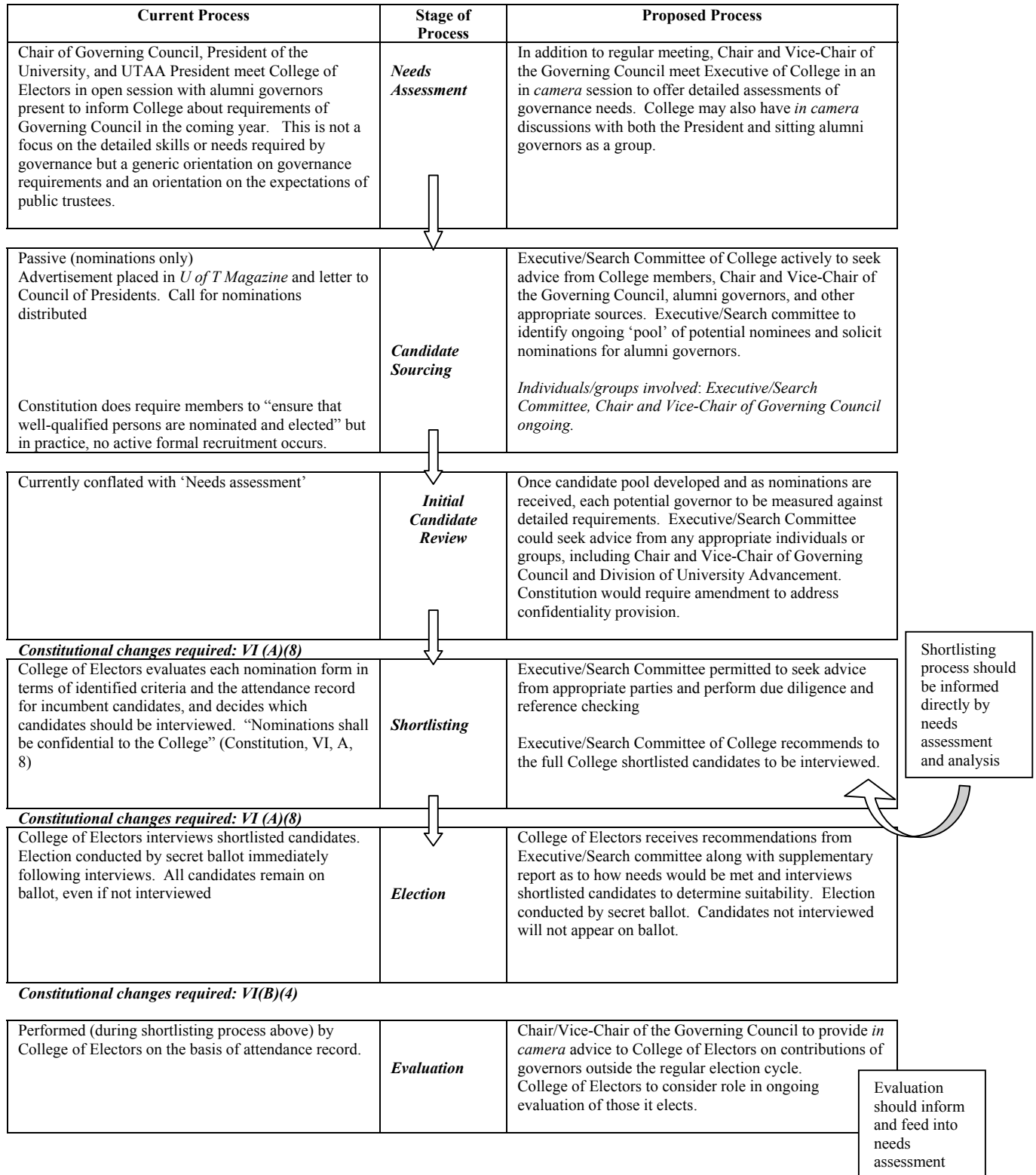
<p>The Special Committee recommends that the College, through its Executive Committee and with the assistance of the Office of the Governing Council, revisit its interview plan annually and ensure that it focuses on requirements needed and candidates' ability to meet those requirements. Each interview should to some degree be individualized to address specific elements of each candidate's profile as determined by the needs assessment and needs analysis.</p>
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### *Evaluation of Performance*

Evaluation of members of governing bodies is a relatively new phenomenon, particularly outside the corporate sector. The Special Committee believes strongly that accountability of all Governing Council members, including alumni governors, will depend on an appropriate evaluation system. The Special Committee notes that an evaluation system must be put in place for all constituencies, not merely alumni governors.

The current structure for all constituencies does not allow for extensive meaningful evaluative input on an individual basis. Current evaluation of alumni governors standing for re-election includes attendance records, which, while useful in some respects, do not represent the full spectrum of fulfilment of governance duties.

## Election of Alumni Governors: Current and Proposed Process



## The College of Electors – Recommendations for Changes

### *Composition of College*

Throughout the Special Committee's discussions, the key question it faced was whether the composition of the College of Electors was appropriate to the tasks set to it. Having been formed on the basis of a recommendation by the Directorate of the University of Toronto Alumni Association (UTAA) in 1971, its representation was determined by what at that time was the most appropriate method, namely, representation by population from constituent alumni associations. At that time, the advantages to such an approach included familiarity and a form of constituency representation. However, the Special Committee concluded that in the intervening decades since the College's creation, the means by which alumni have involved themselves in the University community have changed significantly. In particular, the Special Committee felt that the College's representativeness of alumni should be enhanced, by including alumni from outside the Greater Toronto Area (GTA), from a wider variety of graduating class cohorts, and from a wide variety of distinguished achievement in different endeavours.

The Special Committee felt that three key principles would need to be respected in any changes, namely:

- a) The composition of the College of Electors must meet the requirements of the *University of Toronto Act (1971)*;
- b) Alumni at large must have some say in electing alumni governors;
- c) The membership of the College should reflect a wide level of representativeness, with the preferred outcome of a group of Electors that reflect diversity (broadly defined).

The current system meets the first principle, in that it adheres to the *Act*. The second principle is partially met, in that many alumni are indeed given some say in choosing their constituency's governors. The membership of the College of Electors is, as noted elsewhere, wholly dependent on the existence of formal, active divisional alumni associations. Unfortunately, several divisions either do not have active associations or do not even have associations at all, even if alumni are active in the University. For example, because there are no active alumni associations, graduates of Forestry, Pharmacy, and Architecture programs have no representation on the College of Electors. Nor are Alumni groups outside the GTA represented: there are active groups outside Toronto who are linked to the University but not through the existing college- and faculty-based constituent associations. An effect of the current constitution of the College of Electors, therefore, is that many alumni are effectively disenfranchised.

The third principle, that of representativeness, is implied by the current system, but the Special Committee notes that 'representativeness', broadly defined, need not depend on breaking the alumni down into constituencies as it currently does; indeed, doing so limits other elements of representation including the location, graduating class cohort, 'life experience', and numerous other relevant factors. As a result of the limitations of the current system of constituencies based upon divisional alumni associations, the Special Committee therefore concluded the composition of the College of Electors was far from optimal to meet the desired outcomes of the system.

The Special Committee considered several options, including the following: expanding the membership of the College to ensure that all constituencies were represented, by allowing Deans and Principals of unrepresented units to appoint a member directly; expanding or altering the membership to include membership derived from the new President's International Alumni Council (PIAC), which consists of numerous distinguished alumni; or altering the membership entirely to place the responsibility for its selection on the group specifically incorporated with the mandate to represent all alumni. The Special Committee, following considerable discussion, agreed that the determination of the College's membership should be assigned to the University of Toronto Alumni Association (UTAA). In particular, the UTAA was determined to be the best option because of its comprehensiveness (i.e., its membership is the entire alumni body), its arm's-length relationship with the University (which would therefore allow for truly 'external' governors to be chosen), and its ability to look within its own membership for individuals who would be exemplary members of the College of Electors.

The membership of the UTAA is all alumni of the University, and is therefore best placed to represent the full range of alumni. Recognizing the need for some form of representative group to conduct elections (as required by the



third principle enunciated above), the Special Committee has determined that the UTAA Board should choose the membership of the College of Electors. All alumni are eligible to stand for the Board and eligible to vote for it, thus ensuring that the second key principle – that alumni at large have some say in choosing the College – is met.

The Special Committee agreed that a smaller, more manageable size for the College of Electors should be established, while simultaneously ensuring that it would be large enough so that a range of attributes and a mix of terms to ensure continuity could be maintained. In addition, the size should ensure good attendance and participation as well as flexibility in meeting processes (such as by electronic means, perhaps). Members believed that a basic size of 15 members seemed to be a reasonable size to meet the desired criteria. In addition, members felt that the College's proceedings could be enhanced through participation of informed but disinterested alumni governors, who would be able to inform the College about the detailed requirements of alumni governors from a first-hand point of view. To avoid any appearance of conflict, such members (up to three) could not be seeking re-election, either because they are in their third term (and therefore ineligible to continue serving) or because they have declared their intention not to seek any additional terms within three years of serving.

### RECOMMENDATION (S)

The Special Committee recommends that the membership of the College of Electors be elected by the elected Board members (i.e. any members of the administration of the University would not be eligible to perform this task) of the University of Toronto Alumni Association (UTAA) from among the alumni and consist of (a) 15 members in staggered two-year terms and (b) up to three serving alumni governors who will not seek re-election within three years.

- The presence of alumni governors may be added by the Board to help ensure that the College contains within it experienced disinterested members who are able to assist it in understanding the detailed needs of governance.

The Constitution should be amended as needed to reflect the three essential principles that define its mandate:

- a) The composition of the College of Electors must meet the requirements of the *University of Toronto Act (1971)*;
- b) Alumni at large must have some say in electing alumni governors;
- c) The membership of the College should reflect a wide level of representativeness, with the preferred outcome of a group of Electors that reflect the broad diversity of University of Toronto alumni.

### Progress Review

### RECOMMENDATION (S)

The Special Committee recommends that a progress review of the operations of the College, at the discretion of the Executive Committee of the Governing Council, be conducted three years following the implementation of changes resulting from this report.