



TO: Members of the University Affairs Board

SPONSOR: Richard Nunn, Chair, Task Force on Governance
Implementation Committee
Louis R. Charpentier, Secretary

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DATE: May 26, 2011 for May 31, 2011

AGENDA ITEM NUMBER 3

TITLE: Constitution of the College of Electors: Proposed Revisions

ACTION: For approval

JURISDICTIONAL INFORMATION:

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

BACKGROUND:

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

A key element of the mandate of the Task Force on Governance was to consider the mechanisms in place to ensure the quality of governors – that is, the mechanisms for identification, election / selection, orientation, education and evaluation of governors. One outcome of the Task Force’s deliberations was the recommendation that nominating committees be established as part of the election process for alumni governors and the selection process for Lieutenant Governor-in-Council (LGIC) appointees. For both estates, the Task Force stated, such committees would increase transparency, clarify existing confusion, enhance communication to improve assessment decisions, strengthen the pool of potential candidates, and improve the quality of the assessment experience for prospective governors.

BACKGROUND (cont'd)

Nominating committees are consistent with good governance within both public and private sectors, and were introduced into our own governance system for:

- honorary degree nominations,
- election of the University's Chancellor, and
- the Striking Committee process for recommending the appointment of non-governors to their parent Boards.

PREVIOUS ACTION TAKEN:

The Constitution of the College of Electors was last revised on March 25, 2008.

At its meeting of October 28, 2010, the Governing Council considered the *Report of the Task Force on Governance*¹ and, at that time, approved the establishment of an Implementation Committee to oversee and coordinate implementation of a number of recommendations, including the recommendation to establish nominating committees for both alumni governor elections and Lieutenant Governor-in-Council appointments. The LGIC nominating committee has been established, has provided its advice to the Chair on possible appointments, some of which have been approved by the Provincial Public Appointments Secretariat (PPAS) and have been announced at meetings of the Governing Council. The Committee will meet again in June to receive an update on ongoing processes within the PPAS and to consider additions to the candidate pool for the future.

HISTORY OF CONSULTATION AND COMMUNICATION:

The Task Force began its work in the context of the President's *Towards 2030* planning initiative which was launched in 2007. In September of that year, the President's Office issued a broad call for recommendations on *Towards 2030* Task Force areas of focus, including governance. That call, which also asked for nominations for Task Force members was emailed to the entire University community, including Governors, the group of Principals, Deans, Academic Directors and Chairs (PDAD&C), Faculty and Staff, Faculty and Staff Associations and Unions, Students, Student Organizations and Unions, and Alumni Central and Divisional Alumni Associations and Groups. Similarly, an e-mail call for written or oral submissions to the Task Forces, including the Task Force on Governance, was sent to the same groups during the first week of November, 2007. The Task Force issued a further call for submissions in January, 2008.

At its meeting in May, 2008, the Governing Council considered the report of the Task Force on Governance arising from this first phase of its work. The Phase 1 Report informed the mandate for the Task Force's second phase of work which was approved by the Governing Council in October of that year. Following our normal practice for matters considered by governance, the *Report* and related documentation and minutes were posted on the Governing Council website. As well, information was posted on the Task Force's website.

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

Throughout the course of its second phase of work, the Task Force reported periodically to the Governing Council through the Executive Committee. Those updates occurred in January, June and November of 2009 and June of 2010 and are available on the Governing Council website. It should also be noted that, periodically since 2007, information about the *Towards 2030* initiative and the Task Force on Governance was provided to the College through its Chair, the President and the Secretary. The University of Toronto Magazine also included articles on the *Towards 2030* process in the Autumn of 2007 and the Winter of 2009 publications.

Following the Governing Council's approval of the Task Force's final report in October of 2010, the Implementation Committee (IC) issued a communication about its work plan in early January of this year. Broadly distributed, including to the College of Electors, the IC's memorandum provided information on its four scheduled meetings, and asked for input on implementation matters that it would be considering over the next few months.

The Chair, the Vice-Chair, and the Secretary of the Governing Council met with the Executive Committee of the College on February 8, 2011 to present formally the Task Force on Governance's recommendations and to discuss the implementation of those recommendations affecting the College. The discussion clarified that the Executive and the College were being asked their advice on *how* to implement a nominating committee, not *whether* to establish such a committee. A similar discussion was held with the full College at its meeting of February 23, 2011. Several members of the College expressed concern about a nominating committee and were reluctant to accept the authority of the Governing Council to establish the committee and therefore to give advice on how such a committee should be composed and operate. In part, their resistance stemmed from the College's having turned down a proposal from its Executive Committee in 2009 to establish a process similar to that of the nominating committee. Nonetheless, many members did raise questions and make suggestions about the possible composition and scope of activities of such a committee and the ongoing role of the full College.

With this input, the Implementation Committee considered a draft of possible constitutional revisions March 10, 2011. This draft served as the basis for an information session with the College held on March 29, 2011. The purpose of the session was to focus on how to implement a nominating committee and several members provided important suggestions for a final proposal. During the discussion, the critical role of the College in developing a short list of potential candidates to be interviewed was clarified. Essentially, the College's responsibility in this area would be unchanged: from the larger pool of potential candidates it would identify a short list of individuals to be invited for interviews. The difference, however, would be that the interview would be conducted by the proposed Nominating Committee for Alumni Governors (NC-AG), rather than by the full 45-member College. A summary of the matters discussed at that session was provided to the Implementation Committee at a subsequent meeting on May 3, 2011.

In response to the constructive feedback received from members of the College, the composition of the NC-AG outlined in the original proposed constitution was revised to include three members elected annually by and from among the College, together with members of the College's Executive Committee. This would mean a total of eight members on the NC-AG. As well, an additional

HISTORY OF CONSULTATION AND COMMUNICATION (cont'd)

function of the Executive Committee was added to Appendix D. Members of the College also suggested that a review of the changed approach be included in the approval of the proposal.

Over the years, by members' own admission, the College has not performed consistently well in its recruitment responsibilities, in actively recruiting and establishing and maintaining a pool of individuals from which to draw potential candidates. In the last four years, acknowledging this issue, the College undertook a number of efforts to expand its recruitment reach and, for the future, the College is expected to strengthen its focus on this activity. In the course of the conversations about the nominating committee, this topic was also covered extensively, particularly emphasizing the importance of the role in relation to the nominating committee's work.

At its meeting of May 10, 2011, the College formally considered the proposal for constitutional revisions. The proposal incorporated the advice provided at the March 29 session, as well as subsequent input provided by members. In the meeting, some members asked for an additional explanation about the type of feedback that the NC-AG would provide to the College after it had interviewed candidates who had been short-listed by the College. Following the discussion, it was agreed that the proposed constitutional revisions should be amended to specify that the NC-AG would provide "a list *and report* on the recommended candidates" to the College for its consideration and discussion (Appendix B, Section III.2., p. 14). The intent was to clarify that the full College would be as thoroughly briefed as possible prior to making its decisions on the election of alumni governors. A majority of members of the College who were present subsequently voted against the amended proposal (10 in favour; 13 opposed). Given that the proposal reflected the advice of the College – virtually all suggestions were incorporated – this result would appear to arise from ongoing unwillingness to acknowledge or accept the Governing Council's requirement that there be a nominating committee. A number of members are of the view that the entire 45-member College should participate in the interviews of candidates.

Throughout the Task Force's and Implementation Committee's work the Chair of the College has been supportive and has provided valuable advice. In addition, she has worked with the College to introduce changes in practice to enhance the College's ability to execute its mandate. The Executive Committee, too, offered important advice and supported the final proposal that was considered by the College.

HIGHLIGHTS:

In order for the Task Force's recommendations concerning the election of alumni governors to be implemented, it is necessary for some revisions to be made to the Constitution of the College of Electors, primarily to incorporate the approved nominating committee and to define how it will operate. Given this need, the opportunity has also been taken to update a number of administrative details in the Constitution.

HIGHLIGHTS (cont'd)

Nominating Committee for Alumni Governors

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

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

As noted earlier, the Nominating Committee for LGIC Governors (NC-LGIC) has been established by the Chair of the Governing Council, and has worked to identify prospective LGIC governors and advise the Chair on recommendations for appointments.

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

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

Formatting and Administrative Changes

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

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

HIGHLIGHTS (cont'd)

Formatting and Administrative Changes (cont'd)

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

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

A summary of the proposed constitutional revisions is attached.

ACTION:

Following consideration by the University Affairs Board, this proposal will be forwarded to the Governing Council for consideration at its meeting on June 23, 2011.

RECOMMENDATION:

Be it Recommended to Governing Council

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

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

Constitution of the College of Electors: Proposed Revisions

Constitution of the College of Electors, March 25, 2008	Summary of Proposed Revisions to the Constitution of the College of Electors
Section II (p. 1) II.1.	(1) The definition of “Alumni”, taken from the <i>University of Toronto Act, 1971</i> , was added for clarity and convenience for the reader.
Section III (p. 1)	(1) This section was abbreviated, providing a more concise outline of the College’s duties. Reference to the <i>Expectations and Attributes of Governors</i> from the <i>Report of the Task Force on Governance</i> was added.
Section IV (p. 2) 4-5 6-13	(1) Information about the selection process for members of the College was moved to a new Appendix D, General Procedures of the College of Electors, which also contains procedural information about meetings of the College and information about the College’s standing committees. (2) Information in this section was reorganized into Section V, Term and Quorum of the College, and Section VI, Officers of the College. (3) Information about the membership and function of the Executive Committee was moved to Appendix D, Section III.3. Information from the <i>Guidelines for the Nominating Committee</i> was also incorporated into this section.
Section V (p. 3) 1, 2, 5 3 4.	(1) Some of the more detailed procedural information about meetings of the College was moved to Appendix D, General Procedures of the College of Electors, Section II. Meetings of the College. (2) Notice of a meeting was reduced from 14 to seven days in advance of a meeting, consistent with standard practice of the Governing Council and its Boards and Committee. (3) Explicit procedures about a recessed meeting was removed and reference to the use of <i>Bourinot’s Rules of Order</i> was added to Appendix D, Section II. (4) As there had been no reference to the process for constitutional amendments in previous versions of the constitution, Section VIII, Amendment of the Constitution, was added.
Section VI (p. 4) A.2 B.1-2	(1) Procedures for the Election of the Alumni Members of the Governing Council was moved to Appendix B. (2) The deadline of January 31 st for a call for nominations to be issued was removed, and the advertising requirement was broadened to allow greater administrative flexibility. (3) Reference to the Nominating Committee for Alumni Governors, which would conduct interviews of candidates and provide a recommended list and report on candidates to the College, was added. Details regarding the membership, function, and procedures of the Committee was added to Appendix D, Section III.4.
Section VII (p. 6) B	(1) Procedures for the Election of the Chancellor was moved to Appendix C. (2) Details regarding membership, function, and procedures of the Chancellor Search Committee was moved to Appendix D, Section III.5. (3) Explicit reference to the discussion by the College of the Chancellor position profile was added (Section II.1.)
Section VIII.B.1. (p. 7)	(1) The nominator requirement for the re-election of the Chancellor was aligned with that of the election of the Chancellor – a nominator and a seconder who are alumni of the University.
Appendix A	(1) The content of Appendix A was updated, drawing from the <i>Report of the Task Force on Governance</i> (June 22, 2010).