



University of Toronto TORONTO ONTARIO M5S 1A1

OFFICE OF THE GOVERNING COUNCIL

TO: University Affairs Board

SPONSOR: Dr. Claude Davis
Chair, University Affairs Board

DATE: October 30, 2007 for November 6, 2007

AGENDA ITEM: 1

ITEM IDENTIFICATION: Orientation of Members

Welcome to the 2007-08 University Affairs Board. I will be the Chair for this year, and Ms Elizabeth Vosburgh will serve as the Vice-Chair.

Items that come before the Board for consideration are generally sponsored by the administration and are introduced by the Board's assessors. The University Affairs Board has two voting assessors:

- Professor Jonathan Freedman, who is the Board's Senior Assessor. He is Vice-Provost, Student Life; and
- Ms Anne MacDonald, Director of Ancillary Services.

In addition, there are nine non-voting assessors. Some will attend meetings regularly. Some will attend only when they have business coming before the Board. They are:

- Ms Susan Addario, Director of Student Affairs;
- Professor Tony Chambers, Associate Vice-Provost, Students;
- Mr. Jim Delaney, Director, Office of the Vice-Provost, Students;
- Professor Vivek Goel, Vice-President and Provost;
- Professor Angela Hildyard, Vice-President, Human Resources and Equity;
- Mr. Tom Nowers, Dean of Student Affairs, at the University of Toronto at Scarborough;
- Mr. Mark Overton, Dean, Student Affairs, at the University of Toronto at Mississauga;
- Ms Elizabeth Sisam, Assistant Vice-President, Campus and Facilities Planning;
- Mr. Ron Swail, Assistant Vice-President, Facilities and Services.

How is the University Affairs Board Constituted?

There are 27 members of the Board: 4 administrative staff, 2 alumni, 2 government appointees, 8 students, and 3 teaching staff (plus the 2 voting assessors and 6 *ex officio* members). A majority consists of members from within the University community (administrative staff, teaching staff, and students). In addition, a majority are members of the Governing Council. (This majority is necessary for any committee with the delegated power to make decisions on behalf of the Council.)

The *ex officio* members include the Warden of Hart House, Dr. Louise Cowin, and the Dean of the Faculty of Physical Education and Health, Professor Bruce Kidd. The Chair and Vice-Chair of the Governing Council, the President, and the Chancellor are also *ex officio* members of all Governing Council Boards and Committees.

As mentioned, the Board has two voting assessors and nine non-voting assessors. The Secretary of the Governing Council, Mr. Louis Charpentier, is an *ex officio* non-voting member of all Boards and Committees. Mr. Henry Mulhall, Assistant Secretary of the Governing Council serves as Secretary to the Board.

Committees of the Board

The University Affairs Board has one Standing Committee – the Elections Committee. The Chair of the Elections Committee is Mr. Stephen Smith. Its role is to recommend the *Elections Guidelines* annually and to ensure that the elections processes for students, administrative staff and teaching staff to the Governing Council, and teaching staff and librarians to the Academic Board, are conducted fairly.

What is the role of the University Affairs Board?

The University Affairs Board is responsible for consideration of matters of a non-academic nature that directly concern the quality of student and campus life.

How does our work fit into Governance?

The governance system at the University of Toronto is a unique one in that it is **unicameral**. At most other universities there is a Board of Governors dominated by external appointees, and a Senate, dominated by the faculty, with responsibility for academic matters. In our case, there is a single governing body – the Governing Council. It consists of an equal number of external individuals – alumni and Government appointees – and internal ones – faculty, students and staff.

Much of the work of the Governing Council is, however, carried out by its three Boards. The Academic Board, with a majority of faculty, is responsible for academic matters and budget. The Business Board, with a majority of external members, is responsible for business matters.

The University Affairs Board has oversight of areas related to the “quality of life” at the University. Given its mandate, the Board has a high proportion of student and administrative staff members, compared to other Boards.

Our Relationship to other Boards in Governance

Most of the Board's interfaces are with the Academic Board. While the Academic Board recommends priorities for the budget and for capital projects, the University Affairs Board must review and endorse capital projects in non-academic areas, for instance residences and day care facilities. The UAB also has a relationship with the Business Board, which sets out the financial policies that govern (for example) the residences and parking operations, for which the UAB is responsible.

Other Levels of Governance

It is important to remember that the Governing Council, while ultimately responsible for the governance of the University, is not the only level of governance within the institution. Each of the faculties and colleges has its own council and committees, which make key policy decisions affecting that division. All proposals for programs and courses and changes in degree regulations come to the Academic Board – or one of its committees - from a faculty council. It is important that the Governing Council respect the work that is done at that level, which is, after all, most knowledgeable about the division's affairs.

Similarly, some of the proposals considered by the UAB originate from local governance. There is a Board of Stewards at Hart House and a Council on Athletics and Recreation (CAR) at the Faculty of Physical Education and Health, for example, whose expertise and work should be respected – their work in the consideration of items of business is far more extensive than we can do here. The Board sees proposals for student society fees and by-law changes; there are of course governance structures in those bodies also.

What is the job of the UAB?

The Terms of Reference of the UAB are included in this package. The following areas are within the Board's responsibility:

- Campus and student services such as the Counseling and Learning Skills Service, athletics and recreation, the Career Centre, services to disabled persons, residences, parking, food and beverage services, Hart House, and day care.
- Policies concerning student societies and campus organizations.
- The fees charged for the services and the student societies.
- Relations within the University community – that is, those policies that fall outside of our academic and employment policies. This includes non-academic discipline.
- Equity issues.
- Oversight of the Governing Council elections.

How does the Board do its job?

The job of the UAB is not to manage the University within its areas of responsibility. Our job is to be sure that the University is managed well within those areas.

The Board does that through several mechanisms:

Policies. First, we establish the policy framework. The Board approves, or recommends to the Governing Council for approval, particular policies. Some examples would include policies on freedom of speech, sexual harassment, non-academic discipline, day care and campus security.

Other approvals. The Board is called upon to review, and if appropriate approve:

- **annual operating plans** for various campus and student services, including athletics and recreation, residences, food and beverage services, and Hart House.
- **By-law changes for incorporated student societies**, including the Students' Administrative Council (SAC), the Association of Part-Time Undergraduate Students (APUS), the Graduate Students' Union (GSU) and the Scarborough Campus Students' Union (SCSU).
- **Compulsory non-academic incidental fees** – the fees that support **student** services and the various campus or divisional organizations.
- The Governing Council *Elections Guidelines*.

How Does the Board Operate?

Proposals for approval are brought to the Board by its assessors. The Board reviews the proposals that require approval, and it usually approves them. If the Board has serious concerns, it may vote to refer the proposal back to the administration with a view to its considering specified changes or undertaking further review of some specified matter. If the Board thinks a proposal is just plain wrong, it can of course vote to reject the proposal outright.

The Board would **not normally amend** a proposal. It would be a very serious step, after only a brief discussion in this room, to amend a proposal that has been the outcome of very careful work by experts in the operating units and the senior officers of the University. Therefore, **the preferred step is to vote to refer a proposal back**. It does sometimes occur that the assessor will accept a relatively minor, friendly amendment. Having said that, this Board does have the formal authority to make amendments, but doing so would be a very serious and unusual step. The administration has the authority to withdraw consideration of any amended proposal so that it can give considered advice about the consequences.

It would also be very **unusual for a proposal to come to the Board from individual members**. Members who would like to see a proposal brought forward are urged, at least initially, to speak with the relevant assessor. That is not a dramatic way of getting something done, but it is often the most effective. There are, however, procedures in the Governing Council by-law by which members can bring a proposal to the Board. The Secretaries can tell you how.

Monitoring. The Board is also responsible for monitoring matters within its areas of responsibility. This function is carried out by **reviews of regular reports** brought to the Board for information. The Vice-Provost, Student Life makes a report to each meeting. There are also numerous annual reports. For example: a full meeting is usually devoted to reports from the equity officers. If you look over the Board's calendar of business, you will see a wide range of other reports that are provided each year.

Members are also welcome to **ask questions** about matters within the Terms of Reference under the “other business” item on each agenda. Members are encouraged to give the secretaries notice of questions prior to the meeting so that the assessor can be alerted and assemble the appropriate information.

Agendas. Like the other Boards, the UAB has a small agenda planning group, made up of the Chair, the Vice-Chair, the Secretaries and the assessors. It meets prior to each meeting to review items that are coming to the Board. That meeting sets the agenda for the Board. The group makes every effort to ensure that items have been appropriately prepared so that focused, constructive discussion and debate can occur.

Meeting materials. Agenda packages are mailed one week before the Board meeting. If there is a delay, the packages are delivered by courier. When packages are sent, the Secretary sends an e-mail message, which (among other things) gives you a web-address where you can view the agenda and material (except confidential material) posted electronically on the Governing Council website. **If you have not received your materials two days before the meeting, please call the Secretary** so that a duplicate can be hand delivered to you.

Conduct of meetings. All members of the Board are fiduciaries, or trustees. They undertake a duty, when they accept membership on the Governing Council or one of its Boards, to act in the best interests of the University, and to exercise diligence in doing so. Members are individually and collectively stewards for the University. The *University of Toronto Act* makes this duty very clear: Section 2(3) states that “Members of the Governing Council [and by extension members of the Board] shall act with diligence, honestly and with good faith in the best interests of the University.”

The duty of the Chair is to conduct meetings in an orderly way so that the Board, and all of its members, have the opportunity to carry out their fiduciary duty.

The Board usually meets in open session, so that other members of the University can observe its deliberations. There are occasions when **people other than members will be invited to address the Board**. Sometimes guests associated with particular proposals or reports are invited to address the Board. At other times, other non-members with an interest in a matter may, well in advance of meetings, request permission to speak.

- Governing Council policy provides that when the leaders of the representative university groups, such as the Faculty Association or the representative students committees (APUS, GSU, SAC and SCSU) ask to speak to items on the Board’s agenda, their requests are normally granted. Student society leaders are urged to examine the Board’s calendar of business which is updated regularly on the Governing Council website.
- The most effective way for an individual or group to influence the outcome is often to make their views known in advance to the relevant assessor. If they still wish to bring their views to the Board, they are encouraged to prepare a written paper and give it to the Secretary at least eight days in advance of the meeting. The submission will then be included in the agenda package, and members will have the opportunity to consider these views at the same time as the proposal. If individuals or groups wish to address the Board, they should let the secretaries know well in advance. If the groups share a common view, a joint presentation would be most effective.

- **Other speaking requests** may also be granted, provided in all cases that interventions by others do not prevent the members of the Board from having the time to carry out their duty to discuss items carefully and fully and to make decisions.
- Should the Board wish to hear any non-member, when the Chair has not granted a speaking request, then members can carry a **motion to that effect by a two-thirds majority**.
- All speakers – members and guests - are limited to a **maximum of five minutes** in the debate on any item.

In a similar vein, members of the Board, along with assessors and Governing Council staff, and those people only, sit around this table. If a member wishes to consult with a guest, then they are asked to leave the table to do so.

Being an Effective Member of the Board

Members of the Board can increase their effectiveness in the following ways:

First, a knowledgeable member is an effective member. This is a very complex institution, but there is a great deal of **background information** that is readily available. The Board's minutes and agenda packages are readily available on the Governing Council web site (<http://www.governingcouncil.utoronto.ca/site3.aspx>), along with the Statement of Institutional Purpose, all Governing Council policies, planning documents, and the Board's terms of reference.

Most important, review the documentation provided with the agenda package. Members should do their homework. Asking for information that has been provided in the documentation wastes the time of the Board in carrying out its business.

Second, an effective member – one who has real influence on the Board – is one who is visibly working to serve the best overall interests of the University. Of course, all members bring to the Board their own perspectives as alumni, students, faculty, and so on. But effective members are those who earn respect and influence by showing an understanding of many issues – not only those affecting their own constituency - and clearly seeking outcomes that serve the University well.

On a final note, the Office of the Governing Council is there to support the governance process. If members require assistance with policy, documentation, process, etc. they are encouraged to get in touch with the secretary to request the relevant information.

University Affairs Board

Background Information

November 2007

**Membership of the Governing Council's Boards and Committees
2007-2008
University Affairs Board**

Administrative Staff

Ms Diana A.R. Alli
Mr. Richard Hydal
Mr. Chris McGrath
Ms Rebecca Spagnolo

Alumni

Mr. Tim Reid
Ms B. Elizabeth Vosburgh (**Vice-Chair**)

Government Appointees

Dr. Claude S. Davis (**Chair**)
Dr. Shari Graham Fell

Students

Miss Saswati Deb, full-time undergraduate student
Mr. Alexandru Rascanu, full-time undergraduate student
Ms Tian Tian, full-time undergraduate student
Mr. Jonathan Tsao, full-time undergraduate student
Ms Kaila Folinsbee, graduate student
Mr. Arya Ghadimi, graduate student
Mr. Robin Goodfellow, graduate student
Ms Estefania Toledo, part-time undergraduate student

Teaching Staff

Professor Varouj Aivazian
Professor William Gough
Dr. Sarita Verma

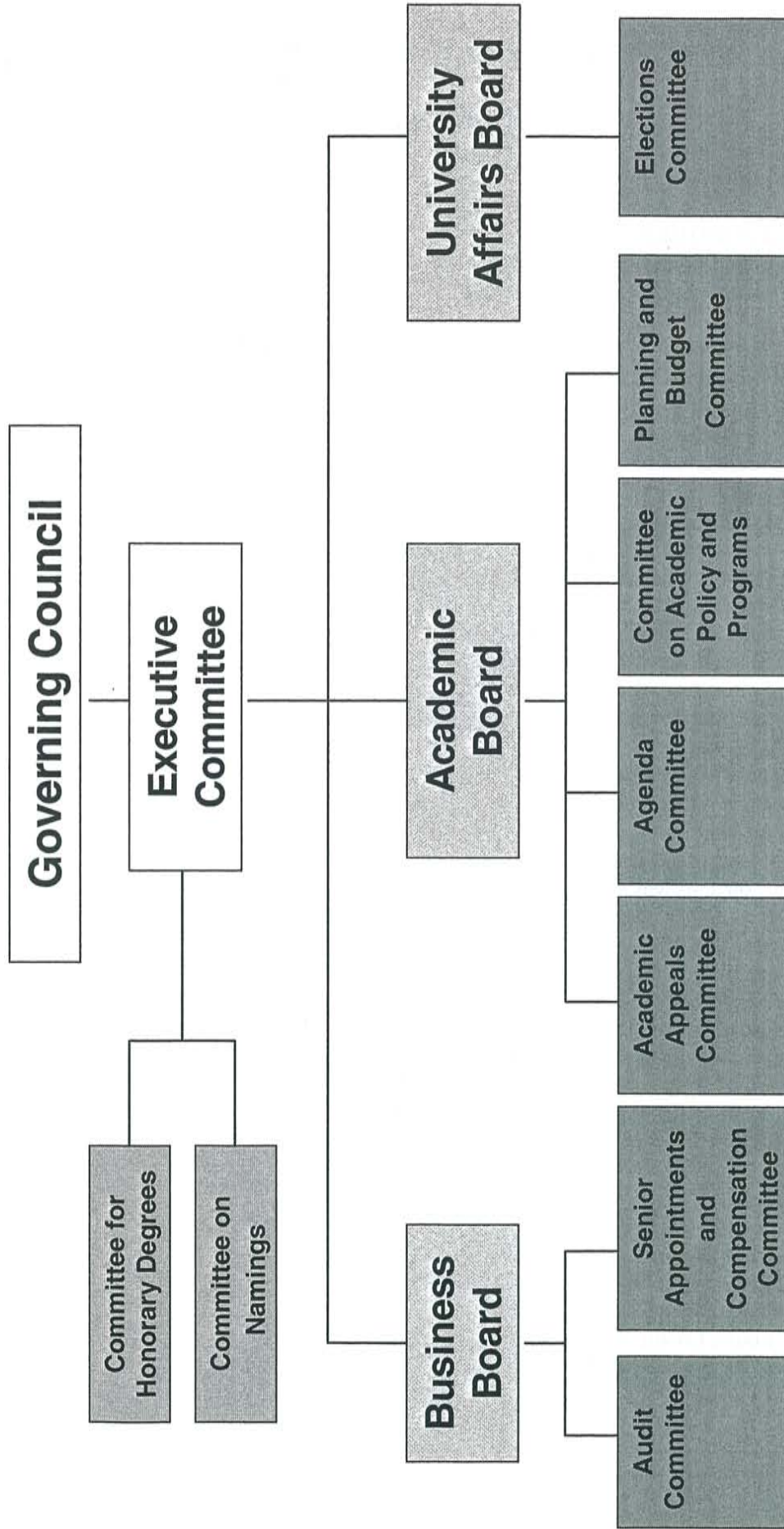
Presidential Assessors

Professor Jonathan Freedman, Senior Assessor
Ms Anne E. MacDonald, Voting Assessor
Ms Susan Addario, Non-Voting Assessor
Professor Tony Chambers, Non-Voting Assessor
Mr. Jim Delaney, Non-Voting Assessor
Professor Vivek Goel, Non-Voting Assessor
Professor Angela Hildyard, Non-Voting Assessor
Mr. Tom Nowers, Non-Voting Assessor
Mr. Mark Overton, Non-Voting Assessor
Ms Elizabeth Sisam, Non-Voting Assessor
Mr. Ron Swail, Non-Voting Assessor

ex officio

Mr. John F. (Jack) Petch, Chair of the Governing Council
Dr. Alice Dong, Vice-Chair of the Governing Council
The Honourable David R. Peterson, Chancellor
Professor David Naylor, President
Dr. Louise Cowin, Warden, Hart House
Professor Bruce Kidd, Dean, Faculty of Physical Education and Health

Governing Council and its Boards and Committees



* reserve date
 ** special meeting date
 Strikethrough = cancelled

Governing Council and its Boards and Committees Meeting Schedule 2007-08

10/19/2007

Board or Committee	Committee on Academic Policy & Programs	Planning & Budget Committee	Agenda Committee	Academic Board	Senior Appointments and Compensation Committee	Audit Committee	Business Board	Elections Committee	University Affairs Board	Committee for Honorary Degrees	Executive Committee	Governing Council
Usual meeting time and location.	4:10 pm Council Chamber	4:10 pm Council Chamber	2:00 pm Falconer Room	4:10 pm Council Chamber	5:00 pm Chair's Office	4:00 pm Board Room meetings are held in closed session	5:00 pm Council Chamber	2:00 p.m. Falconer Room	4:30 pm Council Chamber	Board Room meetings are held in camera	5:00 p.m. Board Room meetings are held in closed session	4:30 p.m. Council Chamber
Summer Dates												
Retreat / Orientation							Thu Sep 20 9:00 am					Fri Sep 7 10:00 am-1:00 pm
Cycle 1	Mon Sep 10	Tues Sep 18	Mon Sep 17	Tue Oct 2	Wed Oct 10		**Tue Sep 4 Mon Oct 1	Wed Sep 19	Tue Sep 25	Thu Sep 20 8:00 am	Wed Oct 17	Tue Oct 30
Cycle 2	Tue Oct 23	Wed Oct 24	Wed Oct 31	Thu Nov 8	Wed Nov 21		Mon Nov 19	Wed Oct 3 Tue Oct 16	Tue Nov 6	Thu Oct 18 8:00 am	Mon Nov 26	Thu Dec 6
Cycle 3	Tue Nov 27	Wed Nov 28	Tue Dec 4	Thu Dec 13	Wed Dec 12 8:30 am	Thu Nov 29	Mon Dec 17		Tue Dec 11	Wed Nov 14 3:00 pm	Wed Jan 9 12-2:00 pm	Thu Jan 17
Cycle 4	Tue Jan 8	Wed Jan 9	Wed Jan 16	Thu Jan 31	Wed Feb 6		Mon Feb 4		Tue Jan 29		Mon Feb 25	Tue Mar 4
Cycle 5	Tue Feb 26	Wed Feb 6, 5:00 p.m. Wed Feb 27	Thu Feb 28	Thu Mar 6	Thu Mar 27	* Mon Mar 3	Wed Mar 5		Tue Mar 25		Mon Mar 31	Thu Apr 10
Cycle 6	Tue Apr 1	Wed Apr 2	Wed Apr 9 Wed Apr 23*	Thu Apr 24	Wed Apr 30		Mon Apr 28		Tue Apr 29		Mon May 12	Wed May 21
Cycle 7	Tue May 13	Wed May 14	Mon May 5* Tue May 20	Tue June 3 10 am	Tue June 17	Wed May 28 Wed June 18	Thu June 19		Mon June 2		Mon June 16 5:00 pm Mon June 23 3:00 pm	Mon June 23 4:00 pm



University of Toronto

OFFICE OF THE GOVERNING COUNCIL

UNIVERSITY AFFAIRS BOARD

1. MEMBERSHIP

1.1 Composition

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

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

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

1.2 Term

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

1.3 Chair and Vice-Chair

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

2. QUORUM

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

3. COMMITTEES

3.1 Standing Committees

3.1.1 Elections Committee

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

3.2 Special Committees

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

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

3.3 Striking Committee

The University Affairs Board has a Striking Committee with the responsibility to recommend to the Board co-opted members of the Board. Membership of the Striking Committee consists of the Chair of the Board, *ex officio*, plus five members of the Board who shall be selected so that the Striking Committee includes at least one administrative staff member, one alumni member, one Lieutenant-Governor-in-Council appointee, one member of the faculty and one student member. The Chair of the Board serves as Chair of the Committee. The Board's voting assessors attend meetings of the Striking Committee in an advisory capacity.

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

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

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

4. FUNCTION

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

5. AREAS OF RESPONSIBILITY

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

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

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

5.1 Campus and student services

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

5.1.1 Ancillaries

a) Policy

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

b) Operation

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

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

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

a) Policy

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

b) Operations

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

5.1.3 Other campus and student services

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

5.2 Student societies and campus organizations

5.2.1 Policy

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

5.2.2 Constitutions, articles of incorporation, corporate by-laws

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

5.3 Compulsory non-academic incidental fees

5.3.1 Student services, representative student committees and campus organizations

Fees are approved by the Board.

5.3.2 Divisional student societies

Fees are approved by the Board.

² There are four representative student committees: the Students' Administrative Council, the Graduate Students' Union, the Association of Part-time Undergraduate Students and the Scarborough Campus Students' Union.

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

5.4 Relations within the University community

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

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

5.5 Extra-curricular programs and use of University facilities

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

5.6 Governing Council Elections

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

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

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

5.7 Annual reports

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

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

5.8 Capital projects

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

6. PROCEDURES

The University Affairs Board normally meets in open session but may, pursuant to section 33 of By-Law Number 2, meet in closed session or *in camera* when: (1) matters may be disclosed at the meeting of such a nature, having regard to the circumstances, that the desirability of avoiding open discussion thereof outweighs the desirability of adhering to the principle that meetings be open to the public; or (ii) intimate financial or personal matters of any person may be disclosed at the meeting or part thereof.

In establishing agenda for meetings of the Board, the Chair normally will be advised by a planning group that includes the Vice-Chair and the voting and non-voting assessors. The proposed agenda for a meeting, together with background documentation, is reviewed at an agenda planning group meeting scheduled ten to fourteen days prior to the Board meeting.

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

June 11, 2002

19284 v4

[Structure and Terms of Reference Table of Contents](#)

Guidelines on Attendance at Meetings

The *University of Toronto Act, 1971*, as amended, requires that meetings of the Governing Council be open to the public. It makes provision, too, for circumstances in which a Governing Council meeting or any part of a meeting is to be held *in camera*.

By-law Number 2 makes provision for circumstances in which a meeting of a Board or Committee is to be held *in camera* or in closed session. Further, the Terms of Reference of each Board and Committee indicate whether the meetings are normally held in open or closed session. The parameters of open, closed and *in camera* are defined below:

Open:

Open meetings are open to members of the University, the public, and the press, up to the capacity of the room to seat guests. The Governing Council, the three Boards, the Committee on Academic Policy and Programs, the Planning and Budget Committee and the Elections Committee normally meet in open session.

Regular meetings of the Governing Council are broadcast on the web. Video broadcasting and recording are not permitted.

All discussions at open meetings may be disclosed publicly inside and beyond the University.

Closed:

Closed meetings or sessions are restricted to members of the Board or Committee, members of the Governing Council who are not members of the Board or Committee, members of a Board to which the Committee reports and other individuals whose presence is considered by the Board or Committee to be necessary to facilitate its work.

A meeting of a Board or Committee may be held in closed session (or *in camera*, see below) where 'intimate financial or personal matters of any person may be disclosed,' or 'where matters may be disclosed at the meeting of such a nature ... that the desirability of avoiding open discussion thereof outweighs the desirability of adhering to the principle that meeting be open to the public,'¹ for example, where confidentiality is required to avoid harm to the University's negotiating position. Where it is proposed that an item be considered in closed session (or *in camera*), the Board or Committee will meet *in camera* to determine whether the item will be so considered. Committees and Boards normally utilize the closed meeting procedure in preference to the *in camera* session

The proceedings at a closed meeting of a Committee or Board should not be discussed beyond the persons entitled to be in attendance at that meeting (see above).

The decisions made at a closed meeting will not be made public until

- (a) the Chair of the Committee or Board so advises; or
- (b) the report of the particular meeting, containing the decision, is released.

¹ Section 33 of *By-law Number 2*

In camera:

A meeting, or part of a meeting, of the Governing Council may be held *in camera* where 'intimate financial or personal matters of any person may be disclosed.'¹ The Executive Committee or the Governing Council itself may determine that the Council meet *in camera*.

A meeting of a Board or Committee may be held *in camera* where 'intimate financial or personal matters of any person may be disclosed' or 'where matters may be disclosed at the meeting of such a nature ...that the desirability of avoiding open discussion thereof outweighs the desirability of adhering to the principle that meeting be open to the public,'² for example, where confidentiality is required to avoid harm to the University's negotiating position.

In the case of Governing Council meetings, only members of the Governing Council, staff from the Office of the Governing Council, and other individuals whose presence is considered to be necessary by the Executive Committee or the Council to facilitate the Council's work, may attend. All others will be asked to withdraw from the meeting. In the case of Boards and Committees, only members of the Board or Committee, staff from the Office of the Governing Council, and other individuals whose presence is considered by the board or committee to be necessary to facilitate its work, may be present.

The proceedings at an *in camera* meeting of the Governing Council or a Board or Committee should not be discussed beyond the persons entitled to be in attendance at that meeting (see above).

The proceedings of *in camera* sessions must be kept in confidence. Minutes or reports of *in camera* sessions do not form part of the regular minutes or reports but are kept separately by the Secretary.³ Where appropriate, decisions made *in camera* will be made public by the Chair or the senior administrative officer responsible for the matter.

Members of the Governing Council who are not members of a particular Board or Committee are always welcome to attend – as guests – any Board or Committee meetings except, as noted above, those held *in camera*. Similarly, members of a parent Board may attend meetings of the Board's Committees. However, respecting the right of duly elected and appointed members, guests, including members of the Governing Council, may participate in debate and/or sit at the table only at the invitation of the Board or Committee Chair.

¹ Section 38 - 44 of *By-law Number 2*

² Section 33 of *By-law Number 2*

³ Section 46 (c) and (d) of *By-law Number 2*.

Documentation for Meetings of the Governing Council and its Boards and Committees

1. Meetings of the Governing Council and its Boards and Committees

Any member of the Governing Council is welcome to attend any meeting of a Board or Committee, provided the meeting is not *in camera*. A schedule of all Board and Committee meetings is distributed after the Executive Committee and Governing Council meeting dates have been approved. The schedule is available at <http://www.governingcouncil.utoronto.ca/Assets/bydob.pdf>. Any subsequent revisions to the meeting schedule are reflected on that web site.

2. Distribution of Material

The Governing Council is the final authority with respect to the policies and the major issues affecting the University. In order to ensure that members have adequate time to read and reflect on matters before them, and in some cases to consult constituents, a target date for distribution of meeting documentation is set for seven days prior to a regular meeting. Non-confidential meeting material is posted on the Governing Council website, for electronic access via web links (URL) in the agenda, and is sent to members who request a paper copy of the agenda package. Confidential material is distributed through the campus mail system for members with University addresses, and by regular Canada Post delivery to other members.

Members are informed by email or fax when material has been posted to the web and distributed. If a package of material has not been received within two working days of the announced distribution time, members are encouraged to contact the Governing Council Office (416-978-6576 / governing.council@utoronto.ca).

Material that becomes available after the distribution of the agenda package is distributed electronically prior to the meeting, and copies are available at the meeting. Some confidential material, for example, documentation for senior appointments, is distributed to members at the meeting, and time is provided for members to review the material before it is presented and discussed.

3. Documentation for Board and Committee Meetings

The Office of Governing Council's Document Management System is designed to avoid sending members more than one copy of any document. Thus members are advised to retain their Board or Committee documentation in an active file until the Committee or Board: (a) has met *and* (b) has made its report to the Board (if a Committee), the Executive Committee and the Governing Council.

If you are not a member of a Board or Committee, but you wish to attend a particular Board or Committee meeting, please visit the Board and Committee section of the Governing Council web page (<http://www.governingcouncil.utoronto.ca/bac.htm>) to review the documentation for a particular item or for the entire meeting, or call the Office of the Governing Council for an agenda package.

4. Board and Committee Reports

Reports of Committee meetings are prepared for the Boards to which the Committees report. These reports are available on the Governing Council website when they are forwarded to the next level of governance.

The official record of a Board meeting is the report to the Governing Council. Each report normally includes both items approved or recommended for approval and items reported for information. For the Academic Board, there may be items approved by the Board that require the confirmation of the Executive Committee. Items for information are not usually discussed at the Governing Council meeting, but members may raise any questions at the Governing Council meeting under the agenda item titled "Reports for Information".

Reports of the Committee or Board often contain a number of appendices that include documentation for non-confidential items recommended for approval to the next level in governance, and for non-confidential items approved by the Committee or Board.

Because Committee or Board members will have received these documents with their agenda material, they will not receive second copies as appendices to their reports. It is for this reason that Committee and Board members are advised to retain their full agenda packages in their active files until after the report has been presented to the Governing Council.

5. Documentation for Governing Council Meetings

Because all items coming before the Governing Council for approval are first seen by one of the Boards, and/or the Executive Committee, the Board reports represent the primary documentation for the Governing Council meeting. The Executive Committee reviews all of the business coming to the Governing Council and sets the Governing Council agenda. Its report is distributed along with the Governing Council agenda and posted to the Governing Council website.

6. Governing Council Minutes

Governing Council minutes are sent for information to the next meeting of the Executive Committee, and are available on the website as part of the material for the Executive Committee meeting. They are sent to the Governing Council for approval at its next regular meeting.

7. Other Information

The Office of the Governing Council maintains a repository of information concerning matters that have come before the Council. In addition to the paper files stored in the Office and the material noted above, a number of documents are available on the Governing Council website, including:

- *The University of Toronto Act, 1971*;
- *By-Law Number 2* of the Governing Council, detailing meeting procedures and rules of order;
- Approved policies;
- Information about elections to the Governing Council and to the Academic Board;
- Information about Judicial Affairs.

7. Other Information (cont'd)

Members are invited to consult with the Secretary of the Governing Council or the Board and Committee secretaries if they would like historical background or information about current policies or the background of a particular matter.

8. Confidentiality of Documents

The following guidelines are used with respect to the confidentiality of documents. These guidelines apply to all persons who receive classified Governing Council documents or who attend closed or *in camera* meetings of the Governing Council or its Boards or Committees. These guidelines govern the handling of documents in standard University meeting and circulation contexts and should be applied consistently unless exceptional circumstances, such as legal requirements, specifically require otherwise.

Documents include, but are not limited to, the following:

- Agendas;
- Minutes/reports of meetings;
- Proposals for approval;
- Recommendations for appointments to senior administrative positions;
- Recommendations for appointments to Boards and Committees of the Governing Council;
- Recommendations for appointments to external bodies;
- Recommendations for expulsion from the University;
- Annual reports;
- Reports of assessors;
- Proposed real estate transactions;
- Salary and benefits proposals;
- Press releases.

Subject to the restrictions noted below, all members of the Governing Council and its Boards and Committees should feel free to consult with members of their constituency on matters to come before the Council or its Committees. However, members of the Governing Council should always be mindful of their duties as trustees of the University whose key responsibility is the well-being of the University as a whole, rather than serving a particular constituency or group.

Classified documents may be marked confidential, strictly confidential, privileged and confidential, or restricted.

(a) Unclassified or Public Documents

The majority of documents distributed to the Governing Council and its Boards and Committees are public documents. Meeting agendas, reports and agenda items are available on the Governing Council website.

Notice of the distribution and availability of meeting documentation is sent to members of the Board or Committee as well as to a supplementary mailing list that includes campus-wide groups such as the Students' Administrative Council (SAC), the Association of Part-time Undergraduate Students (APUS), the Graduate Students' Union (GSU), the Scarborough Campus Students' Union (SCSU), the University of Toronto Faculty Association (UTFA), and the United Steelworkers of America (USWA); campus media; the Toronto-based press; and members of the University community who have asked to receive such notification.

8. Confidentiality of Documents (cont'd)

(a) Unclassified or Public Documents (cont'd)

Members may bring a laptop computer to meetings of the Governing Council and its Boards and Committees, and access material on line during the meeting. The Council Chamber provides both hard wired and wireless connectivity access. Members who wish to bring a laptop computer to the meeting to access documentation from the web are asked to advise the Governing Council Office in advance of the meeting so that a seat can be reserved for them at one of the access sites and a staff member can be on hand to connect their computer.

(b) Confidential

A document that is marked as confidential may be discussed only among members of the particular body to which it has been addressed, and the senior administrative officers attached to that body.

Most confidential documents become public once the recommendation contained therein has been approved and the action taken is included in the minutes of the Governing Council or in the report of the Committee or Board. However, some documents remain confidential. Examples of documents that are not made public include, but are not limited to, the following:

- names of unsuccessful candidates who are considered for committee or board assignments;
- documentation for academic administrative appointments, external appointments, and senior appointments;
- recommendations for expulsion from the University;
- recommendations for honorary degrees, in the event the recommendation is not accepted by the Governing Council or the offer is not accepted by the individual. Names of those receiving honorary degrees are not made public until the President announces the individual's acceptance of the honorary degree.

In the case of namings, which are circulated to members of the Governing Council on a confidential basis, the naming usually becomes public when approved by the Committee on Naming or, in some cases, by the Executive Committee. However, on occasion, a naming will be held in strict confidence until a public announcement has been made.

(c) Restricted

Restricted documents may be discussed by members within their particular constituency but not made public. This classification has been used rarely.

Classification of Documents

Documents are classified, in the first instance, by the originator, or the appropriate Committee or Board secretary, in consultation with the Committee or Board Chair. This classification may be modified by the Committee or Board, by the Executive Committee, by the Governing Council, or by the Chair of the Governing Council. Classifications are removed by the same officers. Holders of classified documents will be notified of the removal or modification of the classification.

Office of the Governing Council Staff Contact List

Simcoe Hall, Room 106
27 King's College Circle,
Toronto, ON M5S 1A1

Phone: (416) 978-6576

Fax: (416) 978-8182

<http://www.governingcouncil.utoronto.ca/>

E-mail: governing.council@utoronto.ca

Mr. Louis R. Charpentier
Secretary of the Governing Council
Phone: (416) 978-2117
E-mail: l.charpentier@utoronto.ca

Mr. Neil H. Dobbs
Deputy Secretary of the
Governing Council
Phone: (416) 978-8425
E-mail: neil.dobbs@utoronto.ca

Ms. Kimberly Figueira
Meeting Coordinator
Phone: (416) 978-6576
E-mail: kimberly.figueira@utoronto.ca

Mr. Matthew Lafond
Committee Secretary
Phone: (416) 978-8427
E-mail: matthew.lafond@utoronto.ca

Mr. Sean Lourim
Duplicating Centre Technician
Phone: (416) 978-4997
E-mail: s.lourim@utoronto.ca

Mr. Chris McGowan
Duplicating Supervisor &
Web Site Administrator
Phone: (416) 978-1087
E-mail: chris.mcgowan@utoronto.ca

Mr. Henry T. Mulhall
Assistant Secretary
of the Governing Council
Phone: (416) 978-8428
E-mail: henry.mulhall@utoronto.ca

Ms. Cristina Oke
Acting Secretary to the
Governing Council
Phone: (416) 946-7443
E-mail: c.oke@utoronto.ca

Mr. Naraindra Prashad
Administrative Manager
Phone: (416) 978-8426
E-mail: n.prashad@utoronto.ca

Ms. Silvia Rosatone
Manager of Convocations
Phone: (416) 946-5582
Fax: (416) 978-7801
E-mail: silvia.rosatone@utoronto.ca

Ms. Teresa Sim
Assistant to the Chair and the
Secretary of the Governing Council
Phone: (416) 978-2117
E-mail: governing.council@utoronto.ca

Ms. Nancy Smart
Judicial Affairs Officer
Phone: (416) 946-7663
E-mail: nancy.smart@utoronto.ca

Ms. Mae-Yu Tan
Assistant Secretary
of the Governing Council
Phone: (416) 978-8794
E-mail: maeyu.tan@utoronto.ca

Mr. Peter Wong
Financial Assistant
Phone: (416) 946-8074
E-mail: pete.wong@utoronto.ca