

FOR APPROVAL

PUBLIC

OPEN SESSION

TO: Academic Board

SPONSOR: Professor Cheryl Regehr, Vice-President and Provost

CONTACT INFO: (416) 978-2122; provost@utoronto.ca

PRESENTER: See Sponsor

CONTACT INFO:

DATE: May 9, 2017 for May 29, 2017

AGENDA ITEM: 12

ITEM IDENTIFICATION:

Constitutional Amendments: Joseph L. Rotman School of Management

JURISDICTIONAL INFORMATION:

The Governing Council has the authority to establish faculty and college councils and to determine the composition, powers, and duties of those councils under the provisions of the *University of Toronto Act, 1971*, as amended by 1978, chapter 88, Section 2 (14)(i).

Section 5.2.2 of the Academic Board Terms of Reference calls for amended divisional constitutions to be considered by the Board and confirmed by the Executive Committee. Amendments to by-laws are approved by divisional councils.

GOVERNANCE PATH:

1. **Academic Board [for approval] (May 29, 2017)**
2. Executive Committee [for confirmation] (June 13, 2017)

PREVIOUS ACTION TAKEN:

Previous revisions to the Rotman Council Constitution were approved by the Academic Board on June 3, 2013 and confirmed by the Executive Committee of the Governing Council on June 17, 2013.

HIGHLIGHTS:

In early 2017, the Office of the Governing Council and the Office of the Vice-Provost, Academic Programs provided new templates to divisions and offered guidance on how to amend their constitutions and by-laws to incorporate:

- Language reflecting Council's delegated authority with respect to for credit certificates. The *Policy on Certificates (For Credit and Not-For-Credit)* was approved by the Governing Council in February, 2016, replacing the former

Policy for Diplomas and Certificate Programs. The current *Policy* provides for Council's delegated authority to approve proposals for the establishment and closure of Category 1 and Category 2 for credit certificates and major and minor modifications to existing certificates.

- The teaching stream faculty appointment titles of Professor, Teaching Stream; Associate Professor, Teaching Stream; Assistant Professor, Teaching Stream; and Assistant Professor, Teaching Stream (Conditional), which were approved by the Governing Council on June 25, 2015.

While applying these changes does not require governance approval, many divisions are taking this opportunity to make other updates to their constitutions and by-laws.

The Rotman Constitution revisions were considered for the following reasons:

- To reflect newly introduced and potential future programs.

The proposed amendments to the Constitution were discussed at the Rotman School of Management Executive Committee meeting of April 19, 2017.

In addition to the changes associated with the teaching stream titles and *Policy on Certificates*, the changes to the Constitution include:

- Minor proposed changes in the student membership of Council, using language that is inclusive of newly introduced and potential future programs.

The proposed amendments to the Rotman Council Constitution were shared two weeks ahead of the May 3, 2017 Rotman Council meeting. The Constitution was recommended for Academic Board approval at the Rotman Council meeting on May 3, 2017.

FINANCIAL IMPLICATIONS:

There are no financial implications.

RECOMMENDATION:

Be it Resolved

THAT subject to confirmation by the Executive Committee

THAT the proposed amended Constitution of the Rotman Council, which was recommended for approval by the Council on May 3, 2017 be approved, effective July 1, 2017.

DOCUMENTATION PROVIDED:

1. Proposed Updated Rotman Council Constitution - Clean Copy
2. Proposed Updated Rotman Council Constitution – Track Changes
3. Current Rotman Council Constitution (February 17, 2013)
4. Current Rotman Council By-Laws (April 22, 2015)

Version for Faculty Council, May 3, 2017

CONSTITUTION
of the
ROTMAN SCHOOL OF MANAGEMENT COUNCIL

I. Derivation of Authority from the U of T Act

The Rotman School of Management (“School”) is the St. George Faculty of Management at the University of Toronto. The School’s Council exercises its powers and duties under the provisions of the *University of Toronto Act 1971*, as amended.

II. Definitions

In this Constitution and the accompanying By-Laws:

- II-1 “School” means the Rotman School of Management and “Council” means the properly composed Council of the Rotman School of Management of the University of Toronto.
- II-2 “Teaching Staff” means a member of the Rotman School of Management who holds an academic appointment of 50% or more in the Rotman School of Management and who holds the title of Professor; Associate Professor; Assistant Professor; Professor, Teaching Stream; Associate Professor, Teaching Stream; Assistant Professor, Teaching Stream; Assistant Professor (conditional); or Assistant Professor, Teaching Stream (conditional).
- II-3 “Administrative Staff” means an appointed staff member of the Rotman School of Management who is not a member of the teaching staff and who holds an appointment of 50% or more.
- II-4 “Undergraduate Student” means any student registered in a program of study leading to a degree, post-secondary diploma, or for-credit certificate in the Rotman School of Management who is not registered in the School of Graduate Studies.

- II-5 “Graduate Student” means any student registered in the School of Graduate Studies in a program leading to a degree, post-secondary diploma, or for-credit certificate in the Rotman School of Management.
- II-6 “Alumni” means anyone who has received a degree, post-secondary diploma, or for-credit certificate from the School, or who has completed one year of full studies while registered in the School, who is no longer registered as a student and who is not a member of the teaching or administrative staff of the University.

III. Council’s General Powers and Duties

Subject to the provisions of the University of Toronto Act, 1971, as amended, and the approval, as required or as appropriate, of the Governing Council of the University, Council shall have the following powers and duties.

- III-1 Council shall determine its composition, and the number, composition, and authority of its Committees.
- III-2 Council recommends for approval to the appropriate body of Governing Council amendments to the School’s academic policies. Academic policy sets out the principles for, the general directions of, and/or priorities for the teaching and research activities of the School.
- III-3 Council plays an advisory role, tendering advice to the School’s administration.

IV. Council’s Specific Powers and Duties

The specific powers and duties of Council are the following:

- IV-1 Council shall determine the rules and regulations for governing its procedures and its decisions shall be made by resolutions made at its meetings.
- IV-2 Council shall pass by-laws regulating the exercise of its powers, the calling and conduct of its meetings, and the method of appointment of its members.

- IV-3 Council shall have the right to alter, or disband its committees as deemed necessary and to determine their composition, authority, quorum, and method of appointment of their members and chairs. Council has authority over recommendations brought forward by such committees, be that in its decision-making capacity or in its advisory role.
- IV-4 Council shall determine the standards of admission of students to the School. New admissions policies and practices or amendments to existing ones which affect the whole School are recommended to the appropriate body of Governing Council for approval.
- IV-5 Council shall award scholarships, bursaries, prizes and other awards in the gift of the School and may delegate this responsibility to committees or officers of the School.
- IV-6 Council shall establish policies and procedures with respect to petitions and appeals by undergraduate students in courses offered by the School in the Rotman Commerce program in connection with the application of rules and regulations by officers of the School or by instructors in connection with academic standing in the School. A Committee of Council shall make rulings on all such appeals and such rulings shall be final and binding, subject to an appeal to the Governing Council. Procedures for academic appeals by graduate students are determined by the School of Graduate Studies in accordance with the *Policy on Academic Appeals within Divisions*.
- IV-7 Council shall consider the content, quality, and requirements of the academic programs and courses of study that lead to degrees, diplomas, certificates, credit and non-credit courses over which the School has authority; it shall consider proposals for the closure of any such programs or courses of study; and it shall monitor the quality and standards of the programs and courses of study.

Council shall recommend for approval to the appropriate body of Governing Council proposals for the establishment and closure of academic programs.

Council shall have delegated authority to approve proposals for the establishment and closure of Category 1 and Category 2 for credit certificates in accordance with the [*Policy on Certificates \(For Credit and Not-for-Credit\)*](#). These

approvals shall be reported annually for information to the appropriate body of Governing Council.¹

Council shall have delegated authority to approve proposals for major and minor modifications to existing academic programs, diplomas, and certificates.² All major modifications shall be reported annually for information to the appropriate body of Governing Council.

- IV-8 Subject to the provisions of the above, Council may delegate its authority for the approval of minor modifications to academic programs to various committees. All such changes shall be reported for information to Council. The decision of whether a matter is major or minor will be made by the Committee Chair and the Chair of Executive Committee in consultation with the Speaker of Council, and/or the Dean or his/her delegate, and/or the Vice-President and Provost or his/her delegate.
- IV-9 Council shall consider and recommend for approval to the Governing Council proposals concerning academic units. Council shall also review and approve or recommend for approval to the Governing Council proposals concerning Extra-Departmental units in the School, pursuant to the *Policy on Interdisciplinary Education and Research Planning* and the *Guidelines for Extra-Departmental Units*.
- IV-10 Council may be one venue in which consideration and discussion of a review report of an academic program and/or unit may occur, consistent with the protocol outlined in the *University of Toronto Quality Assurance Process*.
- IV-11 Council shall have delegated authority to approve transcript notations within existing degree programs, in accordance with University policy. An annual report on such actions, as required by policy, shall be provided for information to the appropriate body of Governing Council.

¹ Definitions of Category 1 and 2 certificates are provided in the *Policy on Certificates (For Credit and Not-for-Credit)*. The *Policy* states that new Category 3 certificates “must undergo the appropriate divisional approval” and must be submitted to the Provost’s Office for inclusion in an annual report to the Committee on Academic Policy & Programs.

² Definitions of major modifications of existing programs, minor modifications, and new academic programs are provided in the *University of Toronto Quality Assurance Process* and are subject to change. Guidance from the Office of the Vice-Provost, Academic Programs, should be sought prior to the development of any such proposal.

- IV-12 Council shall establish policies and procedures for the oversight of the School's non-degree executive education activities and can delegate the authority to various committees.
- IV-13 Council shall make recommendations to the Dean on matters of concern to the Council.
- IV-14 Council shall report to the Governing Council on such matters as the Council determines.

V. Powers, Duties, and Responsibilities of the Dean

- V-1. Council recognizes that the Dean exercises powers under the authority of the *Policy on Appointment of Academic Administrators* which states that "the Dean of the Faculty is the chief executive officer of the Faculty and reports directly to the Vice-President and Provost".
- V-2. While the Dean may delegate authority to other academic administrators in the School, the Dean remains responsible for the overall direction of the School, and, in particular, for authority over the budget and other financial matters, personnel matters, including appointments, and promotions, and extra-School relationships. In this respect, Council recognizes that the Dean has ultimate authority for the allocation and management of the School's resources.
- V-3. As outlined in the Constitution and its accompanying By-laws, and according to the *Policy on Appointments of Academic Administrators*, the Dean shall consult with the members of the faculty on matters of policy and practice but is ultimately responsible for all administrative decisions that are within his/her jurisdiction and authority.
- V-4. The Dean shall advise Council of the resource implications of proposed academic policy decisions.
- V-5. The Dean may consult with Council on administrative proposals that may have a significant impact on the academic programs of the School.

VI. Membership of Council

The voting membership of the Council shall consist of:

- VI-1 All Teaching Staff of the Rotman School of Management.
- VI-2 Five Graduate Students from professional masters programs to be appointed annually by and from the membership of their constituencies, three of whom are from the MBA programs and two of whom are from other graduate programs.
- VI-3 One Undergraduate Student from the Rotman Commerce program to be appointed annually by and from the membership of his/her constituency.
- VI-4 One Graduate Student from the Ph.D Program in Management to be appointed annually by and from the membership of his/her constituency.
- VI-5 Two Administrative Staff of the Rotman School as elected annually by and from the membership of their constituency.

The non-voting membership of the Council shall consist of:

- VI-6 From the Rotman School, the Chief Administrative Officer, the Director of the School's Business Information Centre, as well as other administrative staff as invited annually by Executive Committee.
- VI-7 All staff of professorial rank at the Rotman School not included in the voting membership of Council, including those with appointments of less than 50%.
- VI-8 All other staff of professorial rank from other divisions of the University who are cross-appointed to the School.
- VI-9 Members of professorial rank from other faculties and University officers, to a limit of no more than five, as invited annually by the Executive Committee.
- VI-10 The President of the University, or a designated representative.
- VI-11 The Vice-President and Provost of the University or a designated representative.

- VI-12 The Dean of the School of Graduate Studies of the University or a designated representative.
- VI-13 A representative of the School's alumni nominated by the School's Alumni Office.
- VI-14 A representative of the alumni of the Rotman Commerce program, appointed by the Rotman Commerce Program office.
- VI-15 Members of the School's Dean's Advisory Council to a limit of not more than three as invited annually by the Executive Committee.
- VI-16 Faculty members emeritus and emerita of the School, within five years of being awarded emeritus/emerita status.
- VI-17 Senior research associates at the School as invited annually by Executive Committee.
- VI-18 Adjunct faculty and Executives-in-Residence at the School as invited annually by Executive Committee.

VII. Term and Quorum of Council

- VII-1 The term of office of members of Council and its Committees shall be from July 1 to June 30, with the term of Student members beginning in September.
- VII-2 The quorum for a meeting of Council shall be one-third of the voting members. This number will be determined each year.

VIII. Officers of the Council

- VIII-1 A Speaker shall preside over all meetings of the Council. In the absence of the Speaker, the Deputy Speaker will preside over the meeting.
- VIII-2 The Speaker and the Deputy Speaker will be elected by and from among the Teaching Staff. Members of decanal rank and program directors are not eligible.

- VIII-3 The vote will be by secret ballot cast in advance. The Permanent Secretary of Council will coordinate the voting.
- VIII-4 A call for nominations will be sent out by Executive Committee to all eligible voters. Nominations or self-nominations for Speaker and Deputy Speaker must be received two weeks prior to the last Council meeting in the Spring preceding the July in which their terms begins.
- VIII-5 The term of office for the Speaker and Deputy Speaker shall run from July 1st of the year of election for three-year concurrent terms.
- VIII-6 If the Speaker or Deputy Speaker cannot serve their full terms, a by-election shall be run by the Executive Committee, unless it deems the time remaining in the term of the Speaker or Deputy Speaker not to be long enough to warrant such a by-election.
- VIII-7 Whoever is presiding as Speaker of a particular Council meeting shall not have a vote except in the event of a tie.
- VIII-8 The Speaker shall be an assessor at the Executive Committee meetings. The Deputy Speaker will take the Speaker's position at any Executive Committee meeting which the Speaker cannot attend.
- VIII-9 An Administrative Assistant nominated by the Dean's office shall serve as Permanent Secretary of Faculty Council. The Secretary shall be non-voting member of Council.

IX. Meetings

- IX-1 There shall normally be three (3) regular meetings of Council in each academic year at an hour and place to be stated in the notice calling the meeting. Such notice of each meeting, including a proposed agenda shall be given to members at least one week in advance of any meeting. If this does not occur the scheduled meeting will be cancelled and rescheduled.
- IX-2 A special meeting may be called by the Speaker of Council, the Dean of the School, or upon the written request of twenty (20) percent of the voting membership of Council, and shall be convened within twenty-one (21) days to

consider the matters requiring the meeting. Notice of such a meeting shall be given at least one week prior to the meeting.

- IX-3 Each voting member of Council has one vote on any question. Motions pass with a simple majority unless otherwise stated in the rules of procedure of the Council. In case of a tie vote, the Speaker may cast a deciding vote or redirect the question for further consideration. At the discretion of the Speaker, voting can be held by secret ballot.
- IX-4 Meetings of Council shall be open to the public except when matters of a confidential nature may be discussed. The Council will then move *in camera*.
- IX-5 Unless otherwise provided for, all questions which come before Council or a Committee of Council shall be decided by a majority of members present, either in person or in exceptional circumstances as determined by the Speaker via telephone or other electronic means.

X. By-Laws

- X-1 The procedures of the Council will be set forth by the By-Laws of Council.
- X-2 The composition, power, duties, and procedures of Standing and Special Committees shall be set forth in the By-Laws of Council.

XI. Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Council in all cases in which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Council may adopt.

XII. Amendment of Constitution and By-Laws

- XII-1 The Constitution of the Council may only be amended with the approval of the Council and the appropriate body of the Governing Council of the University of Toronto. Voting shall take place at a regularly constituted meeting to which there has been fourteen (14) days' notice of the proposed amendment. An affirmative

vote to amend the Constitution is required by two-thirds of the voting members of Council present and voting. Following approval of the recommended amendment by Council, the amendment is forwarded to the appropriate body of the Governing Council for approval.

XII-2 The By-Laws of the Council may be amended with the approval of a two-thirds majority of Council members present and voting. Voting shall take place at a regularly constituted meeting to which there has been fourteen (14) days' notice of the proposed amendment.

XII-3 The Constitution and By-Laws will be reviewed by the Executive Committee of Faculty Council at periodic intervals of not more than five years.

Amendments recommended for approval by Faculty Council to the Academic Board on February 27, 2013; approved by the Academic Board on June 3, 2013; and confirmed by the Executive Committee of the Governing Council on June 17, 2013.

Amendments recommended for approval by Faculty Council to the Academic Board on May 3, 2017; approved by the Academic Board on [date]; and confirmed by the Executive Committee of the Governing Council on [date].

Version for Faculty Council, May 3, 2017

CONSTITUTION

of the

JOSEPH L. ROTMAN SCHOOL OF MANAGEMENT COUNCIL

I. Derivation of Authority from the U of T Act

The Rotman School of Management (“School”) is the St. George Faculty of Management at the University of Toronto. The School’s Council- exercises its powers and duties under the provisions of the *University of Toronto Act 1971*, as amended.

II. Definitions

In this Constitution and the accompanying By-Laws:

- II-1 “School” means the Rotman School of Management and “Council” means the properly composed Council of the Rotman School of Management of the University of Toronto.
- II-2 “Teaching Staff” means a member of the Rotman School of Management who holds an academic appointment of 50% or more in the Rotman School of Management and who holds the ~~rank-title~~ of Professor;[;] Associate Professor;[;] Assistant Professor;[;] ~~Assistant Professor (conditional), Senior Lecturer, Lecturer, Senior Tutor, or Tutor~~ Professor, Teaching Stream;[;] Associate Professor, Teaching Stream;[;] Assistant Professor, Teaching Stream; Senior Lecturer; Lecturer; Senior Tutor; Tutor; Assistant Professor (conditional); or Assistant Professor, Teaching Stream (conditional).
- II-3 “Administrative Staff” means an appointed staff member of the Rotman School of Management who is not a member of the teaching staff and who holds an appointment of 50% or more.
- II-4 “Undergraduate Student” means any student registered in a program of study leading to a degree, post-secondary diploma, or for-credit certificate in the Rotman School of Management who is not registered in the School of Graduate Studies.

- II-5 “Graduate Student” means any student registered in the School of Graduate Studies in a program leading to a degree, post-secondary diploma, or for-credit certificate in the Rotman School of Management.
- II-6 “Alumni” means anyone who has received a degree, post-secondary diploma, or for-credit certificate from the School, or who has completed one year of full studies while registered in the School, who is no longer registered as a student and who is not a member of the teaching or administrative staff of the University.

III. Council’s General Powers and Duties

Subject to the provisions of the University of Toronto Act, 1971, as amended, and the approval, as required or as appropriate, of the Governing Council of the University, Council shall have the following powers and duties.

- III-1 Council shall determine its composition, and the number, composition, and authority of its Committees.
- III-2 Council recommends for approval to the appropriate body of Governing Council amendments to the School’s academic policies. Academic policy sets out the principles for, the general directions of, and/or priorities for the teaching and research activities of the School.
- III-3 Council plays an advisory role, tendering advice to the School’s administration.

IV. Council’s Specific Powers and Duties

The specific powers and duties of Council are the following:

- IV-1 Council shall determine the rules and regulations for governing its procedures and its decisions shall be made by resolutions made at its meetings.
- IV-2 Council shall pass by-laws regulating the exercise of its powers, the calling and conduct of its meetings, and the method of appointment of its members.

- IV-3 Council shall have the right to alter, or disband its committees as deemed necessary and to determine their composition, authority, quorum, and method of appointment of their members and chairs. Council has authority over recommendations brought forward by such committees, be that in its decision-making capacity or in its advisory role.
- IV-4 Council shall determine the standards of admission of students to the School. New admissions policies and practices or amendments to existing ones which affect the whole School are recommended to the appropriate body of Governing Council for approval.
- IV-5 Council shall award scholarships, bursaries, prizes and other awards in the gift of the School and may delegate this responsibility to committees or officers of the School.
- IV-6 Council shall establish policies and procedures with respect to petitions and appeals by undergraduate students in courses offered by the School in the Rotman Commerce program in connection with the application of rules and regulations by officers of the School or by instructors in connection with academic standing in the School. A Committee of Council shall make rulings on all such appeals and such rulings shall be final and binding, subject to an appeal to the Governing Council. Procedures for academic appeals by graduate students are determined by the School of Graduate Studies in accordance with the *Policy on Academic Appeals within Divisions*.
- IV-7 Council shall consider the content, quality, and requirements of the academic programs and courses of study that lead to degrees, diplomas, certificates, credit and non-credit courses over which the School has authority; it shall consider proposals for the closure of any such programs or courses of study; and it shall monitor the quality and standards of the programs and courses of study.

Council shall recommend for approval to the appropriate body of Governing Council proposals for the establishment and closure of ~~new~~ academic programs.

Council shall have delegated authority to approve proposals for the establishment and closure of ~~new~~ Category 1 and Category 2 for credit ~~C~~ertificates in accordance with the *Policy on Certificates (For Credit and Not-for-*

Credit). All new These approvals Certificates shall be reported annually for information to the appropriate body of Governing Council.¹

Council shall have delegated authority to approve proposals for major and minor modifications to existing academic programs, diplomas, and certificates.² All major modifications shall be reported annually for information to the appropriate body of Governing Council.

~~Council shall have delegated authority to approve proposals for the modification of existing diploma and certificate programs, pursuant to the University's Policy on Diploma and Certificate Programs. An annual report on such actions as required by the Policy shall be provided for information to the appropriate body of Governing Council.~~

- IV-8 Subject to the provisions of the above, Council may delegate its authority for the approval of minor modifications to academic programs to various committees. All such changes shall be reported for information to Council. The decision of whether a matter is major or minor will be made by the Committee Chair and the Chair of Executive Committee in consultation with the Speaker of Council, and/or the Dean or his/her delegate, and/or the Vice-President and Provost or his/her delegate.
- IV-9 Council shall consider and recommend for approval to the Governing Council proposals concerning academic units. Council shall also review and approve or recommend for approval to the Governing Council proposals concerning Extra-Departmental units in the School, pursuant to the *Policy on Interdisciplinary Education and Research Planning* and the Guidelines for Extra-Departmental Units.
- IV-10 Council may be one venue in which consideration and discussion of a review report of an academic program and/or unit may occur, consistent with the protocol outlined in the *University of Toronto Quality Assurance Process.*

¹ Definitions of Category 1 and 2 certificates are provided in the *Policy on Certificates (For Credit and Not-for-Credit)*. The *Policy* states that new Category 3 certificates “must undergo the appropriate divisional approval” and must be submitted to the Provost’s Office for inclusion in an annual report to the Committee on Academic Policy & Programs.

² Definitions of major modifications of existing programs, minor modifications, and new academic programs are provided in the *University of Toronto Quality Assurance Process* and are subject to change. Guidance from the Office of the Vice-Provost, Academic Programs, should be sought prior to the development of any such proposal.

- IV-11 Council shall have delegated authority to approve transcript notations within existing degree programs, in accordance with University policy. An annual report on such actions, as required by policy, shall be provided for information to the appropriate body of Governing Council.
- IV-12 Council shall establish policies and procedures for the oversight of the School's non-degree executive education activities and can delegate the authority to various committees.
- IV-13 Council shall make recommendations to the Dean on matters of concern to the Council.
- IV-14 Council shall report to the Governing Council on such matters as the Council determines.

V. Powers, Duties, and Responsibilities of the Dean

- V-1. Council recognizes that the Dean exercises powers under the authority of the *Policy on Appointment of Academic Administrators* which states that "the Dean of the Faculty is the chief executive officer of the Faculty and reports directly to the Vice-President and Provost".
- V-2. While the Dean may delegate authority to other academic administrators in the School, the Dean remains responsible for the overall direction of the School, and, in particular, for authority over the budget and other financial matters, personnel matters, including appointments, and promotions, and extra-School relationships. In this respect, Council recognizes that the Dean has ultimate authority for the allocation and management of the School's resources.
- V-3. As outlined in the Constitution and its accompanying By-laws, and according to the *Policy on Appointments of Academic Administrators*, the Dean shall consult with the members of the faculty on matters of policy and practice but is ultimately responsible for all administrative decisions that are within his/her jurisdiction and authority.
- V-4. The Dean shall advise Council of the resource implications of proposed academic policy decisions.

- V-5. The Dean may consult with Council on administrative proposals that may have a significant impact on the academic programs of the School.

VI. Membership of Council

The voting membership of the Council shall consist of:

- VI-1 All Teaching Staff of the Rotman School of Management.
- VI-2 Five Graduate Students from professional masters programs to be appointed annually by ~~the their respective student councils, two of whom must be representatives of the 2-year MBA program, and one each and~~ from the membership of their constituencies, 3three-year MBA program, the Master of Finance, of whom are from the MBA programs and the EMBA/Omnium programtwo2 of whom are from other graduate programs.
- VI-3 One Undergraduate Student from the -Rotman Commerce program to be appointed annually by and from the membership of his/her constituency.
~~the Commerce Students Association.~~
- VI-4 One ~~Graduate Student appointed annually by the School's Graduate Student from the Ph.D Students' Program in Management Association to be appointed annually~~ by and from among the full-time Ph.D students the membership of his/her constituency.
- VI-45 Two Administrative Staff of the Rotman School as elected annually by and from the membership of their constituency.

The non-voting membership of the Council shall consist of:

- VI-56 From the Rotman School, the Chief ~~Operating-Administrative~~ Officer, the ~~Directors~~ Director of the School's Business Information Centre ~~and Information Technologies Services~~, as well as other administrative staff as invited annually by Executive Committee ~~as (non-voting) assessors.~~

VI-~~67~~ All staff of professorial rank at the Rotman School not included in the voting membership of Council, including those with appointments of less than 50%.

VI-~~87~~ All other staff of professorial rank from other divisions of the University who are cross-appointed to the School.

VI-~~98~~ Members of professorial rank from other faculties and University officers, to a limit of no more than five, as invited annually by the Executive Committee.

VI-~~109~~ The President of the University, or a designated representative.

VI-~~110~~ The Vice-President and Provost of the University or a designated representative.

VI-~~124~~ The Dean of the School of Graduate Studies of the University or a designated representative.

VI-~~132~~ A representative of the School's alumni nominated by the School's Alumni Office.

VI-~~143~~ A representative of the alumni of the Rotman Commerce program, appointed by the Rotman Commerce Program office.

VI-~~154~~ Members of the School's Dean's Advisory Council to a limit of not more than three as invited annually by the Executive Committee.

VI-~~165~~ Faculty members emeritus and emerita of the School, within five years of being awarded emeritus/emerita status.

VI-~~176~~ Senior research associates at the School as invited annually by Executive Committee.

VI-~~187~~ Adjunct faculty and Executives-in-Residence at the School as invited annually by Executive Committee.

VII. Term and Quorum of Council

VII-1 The term of office of members of Council and its Committees shall be from July 1 to June 30, with the term of Student members beginning in September.

VII-2 The quorum for a meeting of Council shall be one-third of the voting members. This number will be determined each year.

VIII. Officers of the Council

VIII-1 A Speaker shall preside over all meetings of the Council. In the absence of the Speaker, the Deputy Speaker will preside over the meeting.

VIII-2 The Speaker and the Deputy Speaker will be elected by and from among the Teaching Staff. Members of decanal rank and program directors are not eligible.

~~VIII-3 Eligible members will be staff of professorial rank who hold a tenure stream or teaching stream appointment in the School and all full-time lecturers and senior lecturers in the School. Members of decanal rank and program directors are not eligible.~~

VIII-43 The vote will be by secret ballot cast in advance. The Permanent Secretary of Council will coordinate the voting.

VIII-45 A call for nominations will be sent out by Executive Committee to all eligible voters. Nominations or self-nominations for Speaker and Deputy Speaker must be received two weeks prior to the last Council meeting in the Spring preceding the July in which their terms begins.

VIII-56 The term of office for the Speaker and Deputy Speaker shall run from July 1st of the year of election for three-year concurrent terms.

VIII-67 If the Speaker or Deputy Speaker cannot serve their full terms, a by-election shall be run by the Executive Committee, unless it deems the time remaining in the term of the Speaker or Deputy Speaker not to be long enough to warrant such a by-election.

VIII-78 Whoever is presiding as Speaker of a particular Council meeting shall not have a vote except in the event of a tie.

VIII-~~89~~ The Speaker shall be an assessor at the Executive Committee meetings. The Deputy Speaker will take the Speaker's position at any Executive Committee meeting which the Speaker cannot attend.

VIII-~~910~~ An Administrative Assistant nominated by the Dean's office shall serve as Permanent Secretary of Faculty Council. The Secretary shall be non-voting member of Council.

IX. Meetings

IX-1 There shall normally be three (3) regular meetings of Council in each academic year at an hour and place to be stated in the notice calling the meeting. Such notice of each meeting, including a proposed agenda shall be given to members at least one week in advance of any meeting. If this does not occur the scheduled meeting will be cancelled and rescheduled.

IX-2 A special meeting may be called by the Speaker of Council, the Dean of the School, or upon the written request of twenty (20) percent of the voting membership of Council, and shall be convened within twenty-one (21) days to consider the matters requiring the meeting. Notice of such a meeting shall be given at least one week prior to the meeting.

IX-3 Each voting member of Council has one vote on any question. Motions pass with a simple majority unless otherwise stated in the rules of procedure of the Council. In case of a tie vote, the Speaker may cast a deciding vote or redirect the question for further consideration. At the discretion of the Speaker, voting can be held by secret ballot.

IX-4 Meetings of Council shall be open to the public except when matters of a confidential nature may be discussed. The Council will then move *in camera*.

IX-5 Unless otherwise provided for, all questions which come before Council or a Committee of Council shall be decided by a majority of members present, either in person or in exceptional circumstances as determined by the Speaker via telephone or other electronic means.

X. By-Laws

- X-1 The procedures of the Council will be set forth by the By-Laws of Council.
- X-2 The composition, power, duties, and procedures of Standing and Special Committees shall be set forth in the By-Laws of Council.

XI. Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Council in all cases in which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Council may adopt.

XII. Amendment of Constitution and By-Laws

- XII-1 The Constitution of the Council may only be amended with the approval of the Council and the appropriate body of the Governing Council of the University of Toronto. Voting shall take place at a regularly constituted meeting to which there has been fourteen (14) days' notice of the proposed amendment. An affirmative vote to amend the Constitution is required by two-thirds of the voting members of Council present and voting. Following approval of the recommended amendment by Council, the amendment is forwarded to the appropriate body of the Governing Council for approval.
- XII-2 The By-Laws of the Council may be amended with the approval of a two-thirds majority of Council members present and voting. Voting shall take place at a regularly constituted meeting to which there has been fourteen (14) days' notice of the proposed amendment.
- XII-3 The Constitution and By-Laws will be reviewed by the Executive Committee of Faculty Council at periodic intervals of not more than five years.

Amendments recommended for approval by Faculty Council to the Academic Board on February 27, 2013; approved by the Academic Board on June 3, 2013; and confirmed by the Executive Committee of the Governing Council on June 17, 2013.

Amendments recommended for approval by Faculty Council to the Academic Board on May 3, 2017; approved by the Academic Board on [date]; and confirmed by the Executive Committee of the Governing Council on [date].



Rotman School of Management
UNIVERSITY OF TORONTO



CONSTITUTION
of the
JOSEPH L. ROTMAN SCHOOL OF MANAGEMENT

I. Derivation of Authority from the U of T Act

The Joseph L. Rotman School of Management ("School") is the St. George Faculty of Management at the University of Toronto. The School's Council exercises its powers and duties under the provisions of the *University of Toronto Act 1971*, as amended.

II. Definitions

In this Constitution and the accompanying By-Laws:

- II-1 "School" means the Rotman School of Management and "Council" means the properly composed Council of the Rotman School of Management of the University of Toronto.
- II-2 "Teaching Staff" means a member of the Rotman School of Management who holds an academic appointment of 50% or more in the Rotman School of Management and who holds the rank of Professor, Associate Professor, Assistant Professor, Assistant Professor (conditional), Senior Lecturer, Lecturer, Senior Tutor, or Tutor.
- II-3 "Administrative Staff" means an appointed staff member of the Rotman School of Management who is not a member of the teaching staff and who holds an appointment of 50% or more.
- II-4 "Undergraduate Student" means any student registered in a program of study leading to a degree, post-secondary diploma, or certificate in the Rotman School of Management who is not registered in the School of Graduate Studies.

- II-5 "Graduate Student" means any student registered in the School of Graduate Studies in a program leading to a degree, post-secondary diploma, or certificate in the Rotman School of Management.
- II-6 "Alumni" means anyone who has received a degree, post-secondary diploma, or certificate from the School, or who has completed one year of full studies while registered in the School, who is no longer registered as a student and who is not a member of the teaching or administrative staff of the University.

III. Council's General Powers and Duties

Subject to the provisions of the University of Toronto Act, 1971, and the approval, as required or as appropriate, of the Governing Council of the University, Council shall have the following powers and duties.

- III-1 Council shall determine its composition, and the number, composition, and authority of its Committees.
- III-2 Council recommends for approval to the appropriate body of Governing Council amendments to the School's academic policies. Academic policy sets out the principles for, the general directions of, and/or priorities for the teaching and research activities of the School.
- III-3 Council plays an advisory role, tendering advice to the School's administration.

IV. Council's Specific Powers and Duties

The specific powers and duties of Council are the following:

- IV-1 Council shall determine the rules and regulations for governing its procedures and its decisions shall be made by resolutions made at its meetings.
- IV-2 Council shall pass by-laws regulating the exercise of its powers, the calling and conduct of its meetings, and the method of appointment of its members.
- IV-3 Council shall have the right to alter, or disband its committees as deemed necessary and to determine their composition, authority, quorum, and method of appointment of their members and chairs. Council has authority over

recommendations brought forward by such committees, be that in its decision-making capacity or in its advisory role.

- IV-4 Council shall determine the standards of admission of students to the School. New admissions policies and practices or amendments to existing ones which affect the whole School are recommended to the appropriate body of Governing Council for approval.
- IV-5 Council shall award scholarships, bursaries, prizes and other awards in the gift of the School and may delegate this responsibility to committees or officers of the School.
- IV-6 Council shall establish policies and procedures with respect to petitions and appeals by undergraduate students in courses offered by the School in the Rotman Commerce program in connection with the application of rules and regulations by officers of the School or by instructors in connection with academic standing in the School. A Committee of Council shall make rulings on all such appeals and such rulings shall be final and binding, subject to an appeal to the Governing Council. Procedures for academic appeals by graduate students are determined by the School of Graduate Studies in accordance with the *Policy on Academic Appeals within Divisions*.
- IV-7 Council shall consider the content, quality, and requirements of the academic programs and courses of study that lead to degrees, diplomas, certificates, credit and non-credit courses over which the School has authority; it shall consider proposals for the closure of any such programs or courses of study; and it shall monitor the quality and standards of the programs and courses of study.

Council shall recommend for approval to the appropriate body of Governing Council proposals for new academic programs.

Council shall have delegated authority to approve proposals for major and minor modifications to existing academic programs¹. All major modifications shall be reported annually for information to the appropriate body of Governing Council.

Council shall have delegated authority to approve proposals for the modification of existing diploma and certificate programs, pursuant to the University's *Policy on Diploma and Certificate Programs*. An annual report on such actions as required

¹ Definitions of major modifications of existing programs, minor modifications, and new academic programs are provided in the *University of Toronto Quality Assurance Process* and are subject to change. Guidance from the Office of the Vice-Provost, Academic Programs, should be sought prior to the development of any such proposal.

by the *Policy* shall be provided for information to the appropriate body of Governing Council.

- IV-8 Subject to the provisions of the above, Council may delegate its authority for the approval of minor modifications to academic programs to various committees. All such changes shall be reported for information to Council. The decision of whether a matter is major or minor will be made by the Committee Chair and the Chair of Executive Committee in consultation with the Speaker of Council, and/or the Dean or his/her delegate, and/or the Vice-President and Provost or his/her delegate.
- IV-9 Council shall consider and recommend for approval to the Governing Council proposals concerning academic units. Council shall also review and approve or recommend for approval to the Governing Council proposals concerning Extra-Departmental units in the School, pursuant to the *Policy on Interdisciplinary Education and Research Planning*.
- IV-10 Council may be one venue in which consideration and discussion of a review report of an academic program and/or unit may occur, consistent with the protocol outlined in the *University of Toronto Quality Assurance Process*.
- IV-11 Council shall have delegated authority to approve transcript notations within existing degree programs, in accordance with University policy. An annual report on such actions, as required by policy, shall be provided for information to the appropriate body of Governing Council.
- IV-12 Council shall establish policies and procedures for the oversight of the School's non-degree executive education activities and can delegate the authority to various committees.
- IV-13 Council shall make recommendations to the Dean on matters of concern to the Council.
- IV-14 Council shall report to the Governing Council on such matters as the Council determines.

V. Powers, Duties, and Responsibilities of the Dean

- V-1. Council recognizes that the Dean exercises powers under the authority of the *Policy on Appointment of Academic Administrators* which states that "the Dean of the Faculty is the chief executive officer of the Faculty and reports directly to the Vice-President and Provost".

- V-2. While the Dean may delegate authority to other academic administrators in the School, the Dean remains responsible for the overall direction of the School, and, in particular, for authority over the budget and other financial matters, personnel matters, including appointments, and promotions, and extra-School relationships. In this respect, Council recognizes that the Dean has ultimate authority for the allocation and management of the School's resources.
- V-3. As outlined in the Constitution and its accompanying By-laws, and according to the *Policy on Appointments of Academic Administrators*, the Dean shall consult with the members of the faculty on matters of policy and practice but is ultimately responsible for all administrative decisions that are within his/her jurisdiction and authority.
- V-4. The Dean shall advise Council of the resource implications of proposed academic policy decisions.
- V-5. The Dean may consult with Council on administrative proposals that may have a significant impact on the academic programs of the School.

VI. Membership of Council

The voting membership of the Council shall consist of:

- VI-1 All Teaching Staff of the Rotman School of Management.
- VI-2 Five Graduate Students to be appointed annually by their respective student councils, two of whom must be representatives of the 2-year MBA program, and one each from the 3-year MBA program, the Master of Finance, and the EMBA/Omnium program.
- VI-3 One Undergraduate Student from the Rotman Commerce program to be appointed annually by the Commerce Students Association.
- VI-4 One Graduate Student appointed annually by the School's Ph.D Students' Association by and from among the full-time Ph.D students.
- VI-5 Two Administrative Staff of the Rotman School as elected annually by and from the membership of their constituency.

The non-voting membership of the Council shall consist of:

- VI-6 From the Rotman School, the Chief Operating Officer, the Directors of the School's Business Information Centre and Information Technologies Services, as well as other administrative staff as invited annually by Executive Committee as (non-voting) assessors.
- VI-7 All other staff of professorial rank from other divisions of the University who are cross-appointed to the School.
- VI-8 Members of professorial rank from other faculties and University officers, to a limit of no more than five, as invited annually by the Executive Committee.
- VI-9 The President of the University, or a designated representative.
- VI-10 The Vice-President and Provost of the University or a designated representative.
- VI-11 The Dean of the School of Graduate Studies of the University or a designated representative.
- VI-12 A representative of the School's alumni nominated by the School's Alumni Office.
- VI-13 A representative of the alumni of the Rotman Commerce program, appointed by the Rotman Commerce Program office.
- VI-14 Members of the School's Dean's Advisory Council to a limit of not more than three as invited annually by the Executive Committee.
- VI-15 Faculty members emeritus and emerita of the School, within five years of being awarded emeritus/emerita status.
- VI-16 Senior research associates at the School as invited annually by Executive Committee.
- VI-17 Adjunct faculty and Executives-in-Residence at the School as invited annually by Executive Committee.

VII. Term and Quorum of Council

- VII-1 The term of office of members of Council and its Committees shall be from July 1 to June 30, with the term of Student members beginning in September.
- VII-2 The quorum for a meeting of Council shall be one-third of the voting members. This number will be determined each year.

VIII. Officers of the Council

- VIII-1 A Speaker shall preside over all meetings of the Council. In the absence of the Speaker, the Deputy Speaker will preside over the meeting.
- VIII-2 The Speaker and the Deputy Speaker will be elected by and from among the Teaching Staff.
- VIII-3 Eligible members will be staff of professorial rank who hold a tenure-stream appointment in the School and all full-time lecturers and senior lecturers in the School. Members of decanal rank and program directors are not eligible.
- VIII-4 The vote will be by secret ballot cast in advance. The Permanent Secretary of Council will coordinate the voting.
- VIII-5 A call for nominations will be sent out by Executive Committee to all eligible voters. Nominations or self-nominations for Speaker and Deputy Speaker must be received two weeks prior to the last Council meeting in the Spring preceding the July in which their terms begins.
- VIII-6 The term of office for the Speaker and Deputy Speaker shall run from July 1st of the year of election for three-year concurrent terms.
- VIII-7 If the Speaker or Deputy Speaker cannot serve their full terms, a by-election shall be run by the Executive Committee, unless it deems the time remaining in the term of the Speaker or Deputy Speaker not to be long enough to warrant such a by-election.
- VIII-8 Whoever is presiding as Speaker of a particular Council meeting shall not have a vote except in the event of a tie.

VIII-9 The Speaker shall be an assessor at the Executive Committee meetings. The Deputy Speaker will take the Speaker's position at any Executive Committee meeting which the Speaker cannot attend.

VIII-10 An Administrative Assistant nominated by the Dean's office shall serve as Permanent Secretary of Faculty Council. The Secretary shall be non-voting member of Council.

IX. Meetings

IX-1 There shall normally be three (3) regular meetings of Council in each academic year at an hour and place to be stated in the notice calling the meeting. Such notice of each meeting, including a proposed agenda shall be given to members at least one week in advance of any meeting. If this does not occur the scheduled meeting will be cancelled and rescheduled.

IX-2 A special meeting may be called by the Speaker of Council, the Dean of the School, or upon the written request of twenty (20) percent of the voting membership of Council, and shall be convened within twenty-one (21) days to consider the matters requiring the meeting. Notice of such a meeting shall be given at least one week prior to the meeting.

IX-3 Each voting member of Council has one vote on any question. Motions pass with a simple majority unless otherwise stated in the rules of procedure of the Council. In case of a tie vote, the Speaker may cast a deciding vote or redirect the question for further consideration. At the discretion of the Speaker, voting can be held by secret ballot.

IX-4 Meetings of Council shall be open to the public except when matters of a confidential nature may be discussed. The Council will then move *in camera*.

IX-5 Unless otherwise provided for, all questions which come before Council or a Committee of Council shall be decided by a majority of members present, either in person or in exceptional circumstances as determined by the Speaker via telephone or other electronic means.

X. By-Laws

X-1 The procedures of the Council will be set forth by the By-Laws of Council.

X-2 The composition, power, duties, and procedures of Standing and Special Committees shall be set forth in the By-Laws of Council.

XI. Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Council in all cases in which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Council may adopt.

XII. Amendment of Constitution and By-Laws

- XII-1 The Constitution of the Council may only be amended with the approval of the Council and the appropriate body of the Governing Council of the University of Toronto. Voting shall take place at a regularly constituted meeting to which there has been fourteen (14) days' notice of the proposed amendment. An affirmative vote to amend the Constitution is required by two-thirds of the voting members of Council present and voting. Following approval of the recommended amendment by Council, the amendment is forwarded to the appropriate body of the Governing Council for approval.
- XII-2 The By-Laws of the Council may be amended with the approval of a two-thirds majority of Council members present and voting. Voting shall take place at a regularly constituted meeting to which there has been fourteen (14) days' notice of the proposed amendment.
- XII-3 The Constitution and By-Laws will be reviewed by the Executive Committee of Faculty Council at periodic intervals of not more than five years.

Previous version approved by Faculty Council October 10, 1997.

Amended and approved by the Rotman School Council on February 27, 2013 and approved by the Executive Committee of the Governing Council on June 17, 2013.

BYLAWS
of the
ROTMAN SCHOOL OF MANAGEMENT

I .Council

1. It is the responsibility of all members of Council to attend scheduled meetings of Council.
2. If a member cannot attend a meeting, it is the responsibility of that member to inform Council through its Secretary of the intent to be absent.
3. No proposal for changes in policy or regulations may be brought for a vote unless the material outlining the proposal has been circulated to members of Council at least one week in advance of the meeting.
4. Any matter for which adequate notice has not been given will require an affirmative vote of 2/3 of the members present at a scheduled meeting.
5. Minutes of each Council meeting will be distributed on a pre-adopted basis within ten working days after the meeting.
6. When a member ceases to be a representative of his or her constituency, the member's seat will be declared vacant, and the constituency will be requested by the Council of the Rotman School of Management ("Council") to appoint a representative for the balance of the term.
7. The Council may delegate to the Executive Committee authority to act on behalf of Council on specified matters, subject to external approval as required in the School's Constitution.
8. The Executive Committee shall have authority to act on behalf of Council to:
 - i. Consider courses of study, appoint examiners for and conduct the examinations, and determine the results, for existing programs in the Diploma, Master's, PhD and non-degree academic programs of School, and for the Rotman School courses of the Rotman Commerce program subject to external approval as required in the School's Constitution.
 - ii. Award scholarships, bursaries, prizes, and other awards in the gift of the School.

iii. Determine the list of invited members of Council.

9. The Chair of Executive Committee will report to Council the membership of all standing committees at the beginning of fall term each year.

II. Committees

1. The Council may establish committees to investigate any matters coming before Council and to report to Council through the Executive Committee on any policy recommendations.
2. All committees may appoint ad hoc sub-committees to investigate and report on any matters relating to the work of those committees.
3. All notices and agendas shall be sent at least one week in advance of the meeting to all members of each committee. If this does not occur the scheduled meeting will be cancelled and rescheduled.
4. No proposal for changes in policy or regulations may be brought for a vote unless the material outlining the proposal has been circulated to members of the Committee at least one week in advance of the meeting.
5. Minutes of all committees shall contain a record of the pertinent points discussed and a vote on all motions.
6. Minutes of each meeting will be distributed to members of the committee in pre-adopted form within five working days after the meeting.
7. A copy of the minutes of all meetings will be deposited in the Business Information Centre and made available to members of Council on request.
8. Vacancies occurring in a standing committee at any time shall be filled for the remainder of the academic year by an appointment made by the committee Chair and reported to Council.
9. Ex-officio members of committees shall have the right to vote.
10. The quorum for meetings shall be fifty percent (50%) of the voting members of each committee unless otherwise specified.
11. Members of the administrative staff who have an interest in policy implementation may be appointed to committees as assessors without voting privileges.

be appointed to committees as assessors without voting privileges.

12. The student members from the Diploma and Master's programs, the PhD student members and the assessors of all committees shall be chosen by their various constituencies.
13. Membership on Council is not a necessary condition for eligibility for student membership on committees.
14. A member of a committee who cannot attend a meeting shall inform the Secretary or the Chairperson, if the Chairperson acts as secretary of that committee, of the intent to be absent.
15. Any member of Council shall have the right to attend any meeting, but shall not have voting privileges.
16. Each standing committee shall be assigned a member of the appropriate administrative unit as permanent secretary. An Administrative Assistant nominated by the Dean's office shall serve as permanent secretary of Executive Committee.
17. Unless noted otherwise, all rules and regulations that guide Council shall also apply to committees of Council.

III. Standing Committees

1. There shall be standing committees of Council to be known as:
 - (a) Executive Committee
 - (b) MBA Programs Committee
 - (c) Specialized Graduate Programs Committee
 - (d) Undergraduate Programs Committee
 - (e) PhD Programs Committee
 - (f) Centres and Research Committee
 - (g) Graduate Department Academic Appeals Committee
2. Executive Committee
 - (a) Membership
 - i. Ex-Officio: Three appointed members of the decanal group as nominated annually by the Dean
 - ii. Elected representatives: Lecturers/Senior Lecturers (1); Assistant

Professors (2); Associate Professors (2); Full Professors (3).

- iii. The number of elected members shall be eight.
 - iv. Members of decanal rank and Program Directors are not eligible for election.
 - v. The Speaker of Council (or the Deputy Speaker in the Speaker's absence), and the Chief Administrative Officer shall be non-voting assessors.
- (b) The faculty members of the committee shall be elected by their peers from among the teaching staff of the Rotman School of Management. Elected members may decline to serve.
 - (c) A call for nominations will be sent out by Executive Committee to all eligible voters. Nominations or self-nominations must be received two weeks before the date of the election.
 - (d) The election will be held by April 15th preceding, using a preferential ballot system, with those vacancies for full terms being filled with the highest preferences first.
 - (e) The term of office for elected members will be three years, commencing on July 1st following the election. The terms will be staggered, so that each year there will be an election for approximately one-third of the elected members.
 - (f) All members of the four elected constituencies who are able to serve at least the first year of the term are eligible for election. In the event that an elected member is able to serve only the first year of the three-year term as a member of a constituency, the election for a replacement will be for a regular term.
 - (g) The Chairperson will be elected annually from the elected representatives by the elected members of the Committee.
 - (h) Meetings

Regular meetings will be held at least twice per term during the academic year and special meetings may be held at the call of the Chairperson. The notice of meeting and agenda of the Executive Committee meetings should be made available to Council one week in advance of each meeting.

(i) Responsibilities

- i. To set the agenda and dates for Council meetings.
- ii. To receive and consider reports on all matters that require Council approval and forward these to Council or return them for further consideration. These matters include:
 - considering courses of study for the School's existing programs subject to external approval as required by the Constitution; and,
 - approving the nomination committee's recommendations of chairs and members to serve on standing committees of the Council or other committees that require Council appointment. The term of office for appointed members will normally be three years, commencing on July 1st. The terms will be staggered, so that each year there will be an election for approximately one-third of the elected members.
- iii. To receive and consider annual plans and reports of the Dean, including the School's budget.
- iv. To make decisions on all matters that Council has delegated to the Committee to decide on Council's behalf.
- v. To nominate the invited members of Council.
- vi. If considered appropriate, to require the investigation of specific subjects related to any School policy and to review ensuing reports after it has passed through the appropriate committee.
- vii. To review and monitor the School's non-degree Executive Education activities.
- viii. To determine procedures for approvals of awards, fellowships and bursaries.
- ix. The nomination committee is composed of the Dean or designate and the chairperson of the Executive Committee

3. MBA Programs Committee

(a) Membership

One representative from each Area. Two students, chosen by the Graduate Business Council, and one student from the EMBA/Omnium. Ex-officio to include two appointed members as nominated annually by the Dean.

(b) The Academic Directors of the School's MBA Programs serve as non-voting assessors.

(c) Responsibilities

i. To receive and consider MBA curriculum and program additions, changes and deletions to forward to the Executive Committee.

ii. To review and co-ordinate the content and pedagogy of all credit courses offered as part of the MBA programs.

iii. To determine and monitor standards of admission, progress through and withdrawals from the MBA programs.

iv. To monitor grading procedures and the School's appeals process as regards to MBA students.

v. To develop and monitor student recruitment procedures.

vi. Assist with the determination of scholarships and awards.

(d) Structure

The Chair of the MBA Programs Committee will annually divide Committee members into the Curriculum Sub-Committee (to be composed of two thirds of the voting members) and the Admissions and Standards Sub-committee (to be composed of one third of the voting members). Motions to be forwarded to Executive Committee must be approved by the full committee. The Chair of the MBA Programs Committee will appoint Sub-Committee chairs from amongst only the Area representatives.

4. Specialized Graduate Programs Committee

(a) Membership

A minimum of four faculty members, including one member from each area that has a distinct program in which two-thirds or more of the courses are associated with that area. No more than half of the faculty membership will be from the same area. Ex-officio to include two appointed members as nominated annually by the Dean. One student from each distinct program, to be appointed annually by and from the membership of their constituency. Student members only have a vote for issues related to their program, and are expected to attend the part of the meeting related to their program.

(b) The Academic Directors of the School's Specialized Graduate Programs serve as non-voting assessors who are expected to attend meetings that address issues related to their programs.

(c) Responsibilities

- i. To receive and consider curriculum and program additions, changes and deletions to forward to the Executive Committee.
- ii. To review and co-ordinate the content and pedagogy of all credit courses offered as part of the non-MBA professional graduate programs.
- iii. To determine and monitor standards of admission, progress through and withdrawals from the non-MBA professional graduate programs.
- iv. To monitor grading procedures and the School's appeals process as regards to non-MBA professional graduate students.
- v. To develop and monitor student recruitment procedures.
- vi. Assist with the determination of scholarships and awards.

5. Undergraduate Programs Committee

(a) Membership

Three faculty members with teaching responsibilities in the undergraduate programs. Two student representatives from the Rotman Commerce Student Association. Ex-officio to include one appointed member as nominated annually by the Dean.

(b) The Director of the Rotman Commerce Program serves as non-voting assessor.

(c) Responsibilities

- i. To receive and consider curriculum and program additions, changes and deletions to forward to Executive Committee.
- ii. To provide input on behalf of the School on undergraduate programs with which the School is associated.

6. PhD Program Committee

(a) Membership

The PhD Coordinator from each Area. Ex-officio to include the Graduate Chair (or designate), and a PhD student (on program related issues only) to be nominated by the School's PhD Students Association.

(b) The Director of the School's PhD Program serves as non-voting assessor.

(c) Responsibilities, subject to approval by the Graduate Department of Management

- i. To receive and consider curriculum and program additions, changes and deletions to forward to Executive Committee.
- ii. To review and co-ordinate the content and pedagogy for all credit courses and examinations offered as part of the PhD program.
- iii. To determine and monitor standards of admission, progress through and withdrawals from the program.
- iv. To monitor grading procedures in the PhD program.
- v. To develop and monitor student recruitment procedures in the PhD program.

- vi. Assist with the determination of external scholarships and awards, as well as administer internal fellowships and awards.

7. Centres and Research Committee

(a) Membership.

Four faculty members: two full professors, one associate professor, and one assistant professor. Ex-officio to include one appointed member as nominated annually by the Dean.

- (b) The Director responsible for Research Resources and Centres serves as a non-voting assessor.

(c) Responsibilities

- i. To consider proposals for establishing new Centres and Institutes.
- ii. To conduct an in-depth review when a Centre proposes to move from probationary to permanent status, and make a recommendation to Executive Committee. The Executive Committee will make a recommendation to the Dean and Council.
- iii. To conduct an in-depth review of each Centre every five years after establishment of permanent status and to report the result of this review to the Executive Committee, Dean and Council.
- iv. As an aspect of each in-depth review, the committee shall make a recommendation to Executive Committee whether a Centre shall have a Board to provide oversight. In most cases this will depend upon the size and complexity of the Centre.
- v. To consider and review the academic activities (research and teaching) of Centres.
- vi. To develop and monitor management procedures for the School's research awards.
- vii. To review and monitor the School's policies and procedures in support of faculty research and advise the Dean on issues of importance to the research climate at the School

8. Graduate Department Academic Appeals Committee

(a) Membership

Three faculty members, one each from the group of full professors, associate professors, and assistant professors/lecturer/senior lecturers. Ex-officio to include one appointed member as nominated annually by the Dean, one student from each of graduate program levels (Master's, PhD), as nominated by the relevant student constituencies.

(b) The relevant Program Directors serve as non-voting assessors.

(c) Responsibilities

To conduct academic appeals for all Rotman graduate programs as mandated by University of Toronto and School of Graduate Studies policies.

IV. Academic Structure

1. The academic structure shall consist of academic units known as Areas.

2. The present units are:

- (a) Accounting
- (b) Business Economics
- (c) Finance
- (d) Marketing
- (e) Operations Management and Statistics
- (f) Organizational Behaviour and Human Resources Management
- (g) Strategic Management

3. Areas

(a) An Area is an academic unit in a field of specialization as determined by Council.

(b) All teaching staff are affiliated with one or more Areas.

- i. Teaching staff holding primary appointments at the University of Toronto, Mississauga or the University of Toronto Scarborough with graduate appointments through the Graduate Department of Management have full privileges on all matters pertaining to the PhD Program in their Area.

- ii. The voting membership of an Area for all issues not pertaining to the PhD program will consist of all teaching staff holding their main appointment in that Area at the Rotman School of Management.
- iii. The non-voting membership of an Area for all issues not pertaining to the PhD program will consist of: cross-appointed faculty in the Area holding their main appointments at the University of Toronto, Mississauga or the University of Toronto, Scarborough; faculty holding a partial appointment in the Area; and, individuals who have an ongoing teaching commitment at the School in the field of specialization represented by the Area.
- iv. Teaching staff holding multiple area memberships can be voting members in only one Area.

(c) Area Coordinator

- i. The coordinator will be chosen from among an Area's tenured members, and appointed by the Dean. To choose a new coordinator the incumbent coordinator (or his/her designate) will facilitate an election among all voting members of the Area no later than March 30th preceding the end of term of the incumbent. To be eligible for election, nominations or self-nominations must be received two weeks prior to the election.
- ii. The coordinator will normally be appointed for a three-year term. Re-appointment is possible for a second consecutive term, following the procedure outlined in (i).
- iii. The coordinator will chair all meetings of the Area.
- iv. The coordinator provides administrative and intellectual leadership to the Area. Duties of the coordinators shall include:
 - a. To facilitate open academic discourse in the Area.
 - b. To coordinate the mentoring of junior faculty members in the Area.
 - c. To recommend program and curriculum changes on behalf of the Area.
 - d. To chair or choose a designate chair for Area search

committees and recommend to the Dean appointments based on Area search committees' recommendations.

- e. To recommend to the Dean or Dean's representative staffing for courses in the Area, after consultation with the members.
- f. To provide input on Area tenure and promotion reviews, as requested by the appropriate School-wide committees.
- g. To arrange for appropriate co-ordination of course material in courses which have two or more sections.
- h. To nominate the PhD Coordinator for the Area, if the Area offers a PhD stream, from the tenured members of the Graduate Department of Management in the Area. The nomination will be voted on by these members following the same rules as those for Area Coordinator. The PhD Coordinator will assemble an advisory group representative of the membership of the Graduate Department of Management in the Area.
- i. To coordinate and supervise the Area's administrative support staff.

4. Status of Areas

- (a) Areas may be created or redefined by the Executive Committee subject to approval by a two-thirds majority vote of Council.
- (b) An Area may recommend a change in its name or status, providing the recommendation has the support of two thirds of the voting members of the unit. All changes are subject to the approval of Council.
- (c) Once a change in status has been made, the Area must maintain that status for a period of at least three years.

V. Centres and Institutes

1. Research Centres and Institutes can be established at the School to foster the organization and delivery of scholarship in areas of particular strength in the School, as well as to enhance the reputation of the School in the academic and business communities. The primary function of these units is to facilitate frontier research and scholarship, to disseminate these research results, and to provide fora where the faculty, the business community, and the public policy community can exchange views and information/informed by this research.
2. A group wishing to establish a Centre is required to provide both a 'Memorandum of Intent to establish a Centre' and a 'Statement of Objectives' that will be reviewed by the Centres and Research Committee (CRC). Following the review, a recommendation is made to Executive Committee and Executive Committee makes a recommendation to the Dean. If the Dean approves, the Centre is established on a temporary basis for a three-year (maximum) probationary period.
3. To move a Centre from probationary to permanent status the Centre must receive Council approval. To receive Council approval, after an in-depth review there must first be a positive recommendation from the CRC to Executive Committee and Executive Committee makes a recommendation that is approved by the Dean.
4. Each Centre will have a Director. The Director is appointed by the Dean and should be a member of Council.
5. For those Centres that the CRC determines shall have a Board to oversee its academic activities:
 - (a) Each Centre will establish a Board. The Chairperson should be a voting member of Council. At least two members of the Board will be voting members of Council. The Dean makes these appointments to the Board.
 - (b) The Board will establish bylaws.
 - (c) The Board will meet at least once a year.
 - (d) The Centre will provide annual reports, approved by the Board, to the Dean and the CRC. These reports will detail changes to bylaws and all research, teaching and outreach activities.
6. For Centres without boards, the Director will provide an annual report to the Dean and the CRC detailing all research, teaching and outreach activities.
7. Upon termination, a Centre will provide a final report to the Dean. A Centre can

be terminated under any of the following conditions:

- (a) If the Centre unilaterally decides to close and this recommendation is accepted by the Dean;
- (b) If after the five year review, the CRC recommends termination to the Dean and the Dean agrees;
- (c) At any time at the sole discretion of the Dean, in consultation with the CRC;

VI. Changes to By-Laws

All proposed changes in the By-Laws must be considered by the Executive Committee before submission to Council.

(Revised version, April 2015. Approved by the School's Council: April 22, 2015)