

**University of Toronto Mississauga
UTM Campus Council
October 4, 2017 - Orientation**



Agenda

- Governing Council and UofT Governance structure
- The role of governance & administration
- What do Assessors do?
- Who are we? What is Council's Mandate? What's expected of us?
- What are some for consideration and for information?
- What decisions can we make?
- What resources are available to me?

Governing Council - 50 Members

25 Internal

President (*ex officio*)

12 Faculty

8 Students

2 Administrative Staff

2 Presidential

Appointees

25 External

Chancellor (*ex officio*)

16 Lieutenant-Governor-
in-Council (LGIC)

Appointees

8 Alumni

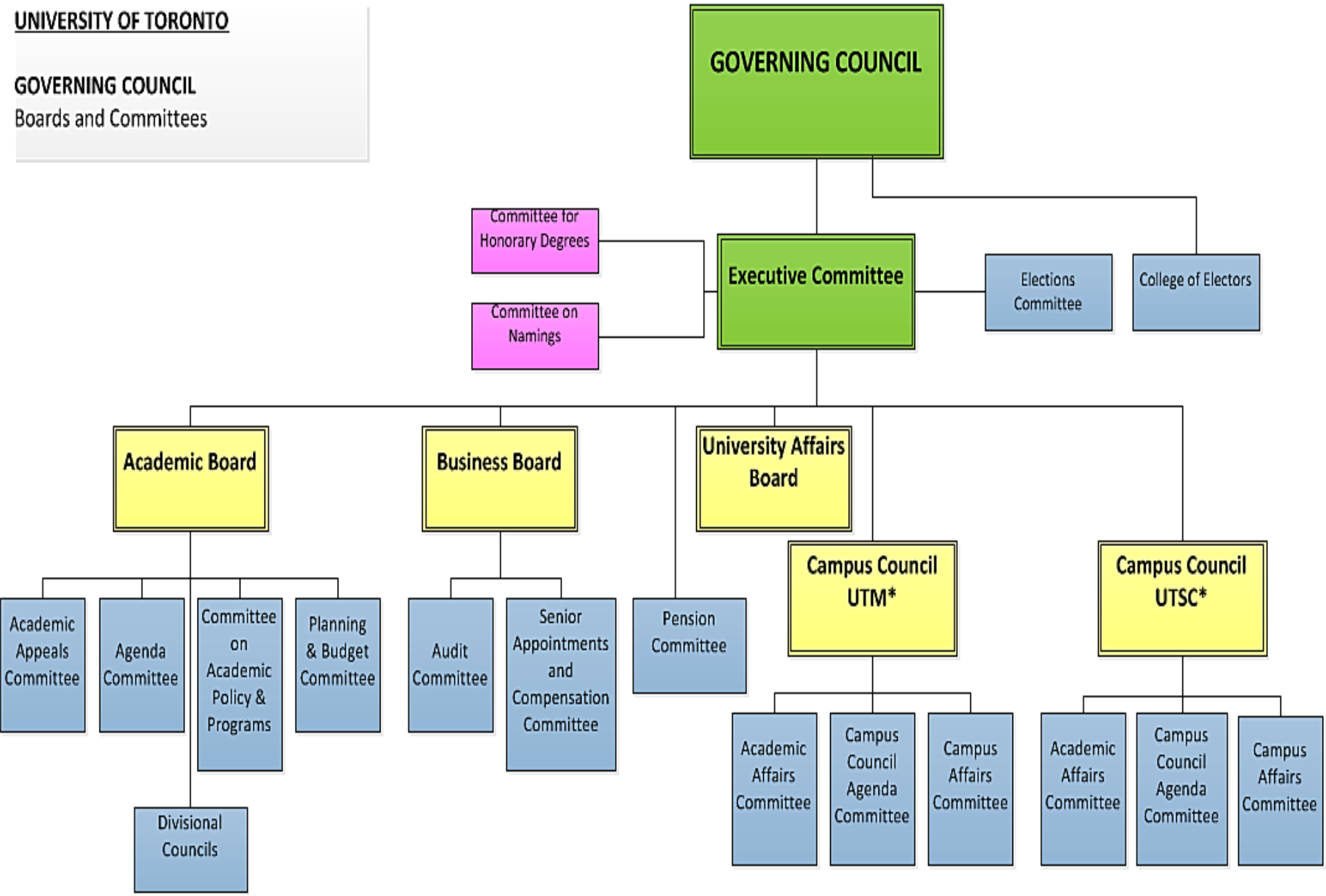
**Claire
Kennedy
Chair
2017-2018**

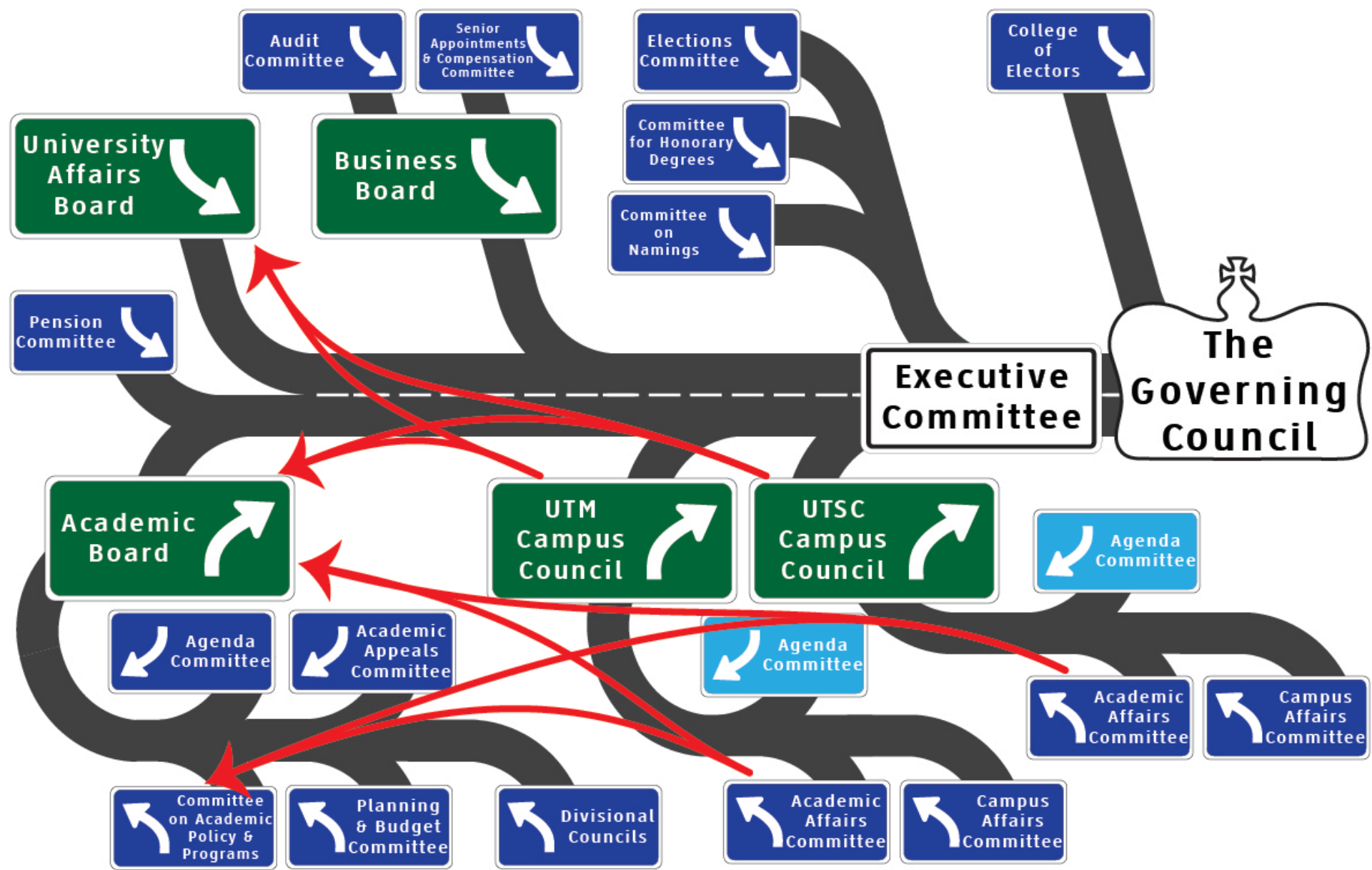


**Jane Pepino
Vice-Chair
2017-18**

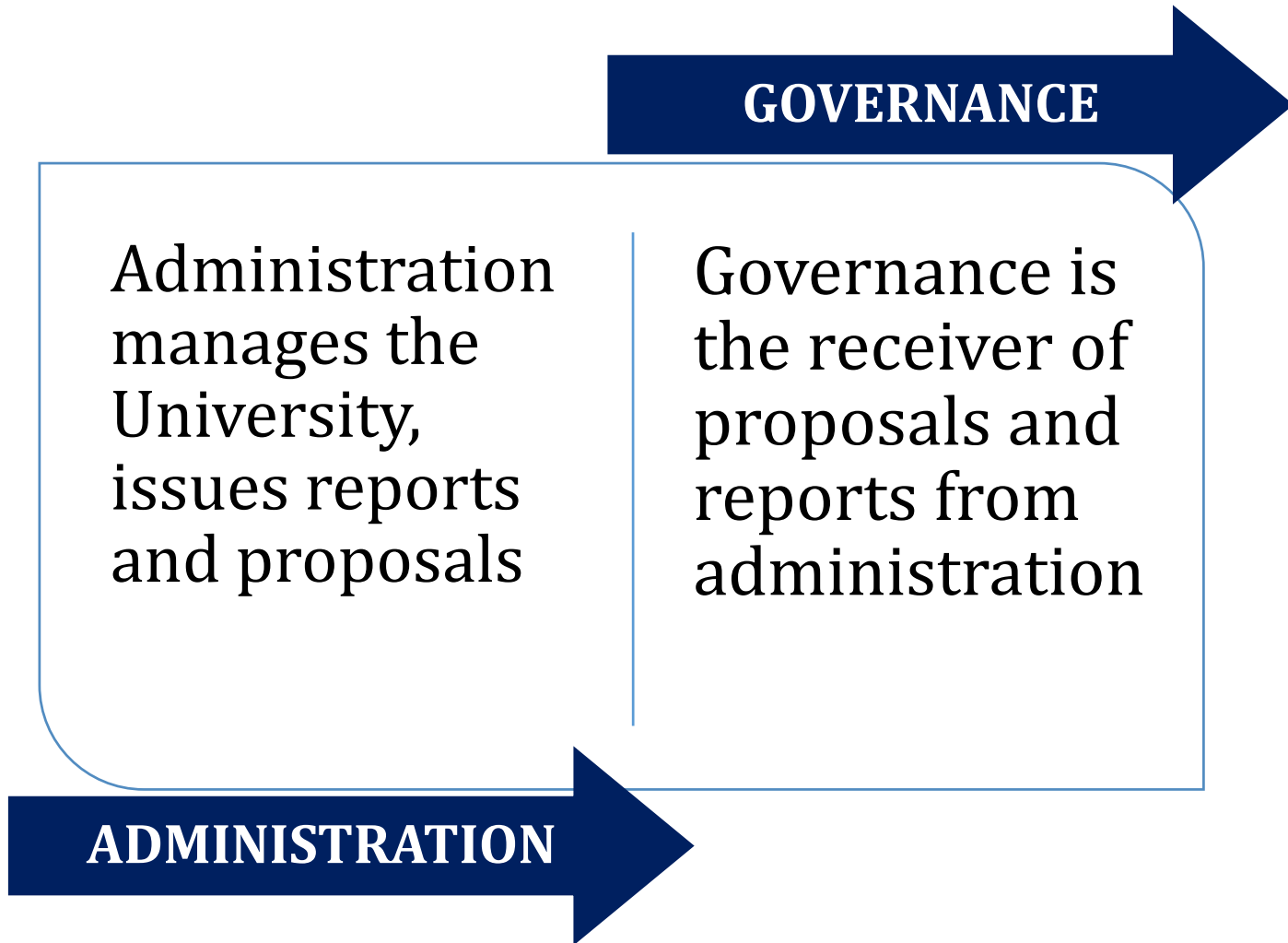
GOVERNING COUNCIL

Boards and Committees





Role of Governance & Administration



Assessors



Professor Ulli Krull
Vice-President and Principal
[voting]



Professor Amrita Daniere
Vice-Principal, Academic & Dean
[non-voting]



Ms Susan Senese
Interim Chief Administrative
Officer
[non-voting]

UTM AT A GLANCE

UTM Celebrates its 50th Anniversary in 2017

- 1967: one temporary building, 155 students, 28 faculty and 40 staff
- 15 Academic Departments and 2 Institutes – 156 programs and 92 areas of study
 - Institute for Management & Innovation
 - Mississauga Academic of Medicine
 - Centre for Medicinal Chemistry
 - Centre for South Asian Civilizations
 - Mix of Traditional undergraduate, master's and doctoral programs; Six Professional graduate programs

PEOPLE:

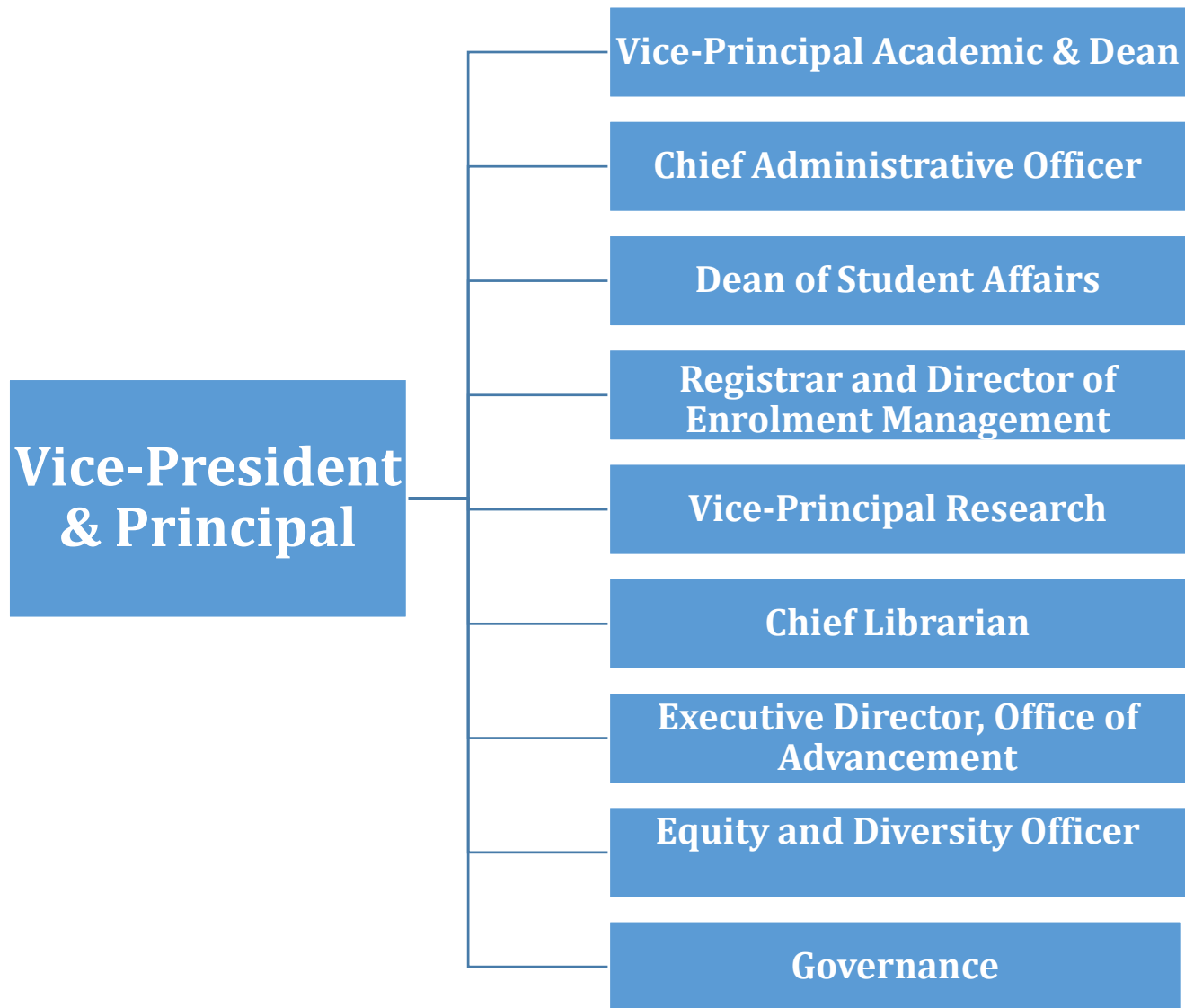
- About 14000 undergraduate students, 700 graduate students and 200 Faculty of Medicine students
- 2500 full and part-time employees including 1039 permanent faculty and staff
- Over 54000 alumni

PLACE:

- 225 acres of protected greenbelt.
- Award-winning facilities: Terrence Donnelly Health Sciences Complex, the Instructional Centre, the Hazel McCallion Academic Learning Centre, the Recreation, Athletics and Wellness Centre, Deerfield Hall and the Communication, Culture and Technology building.

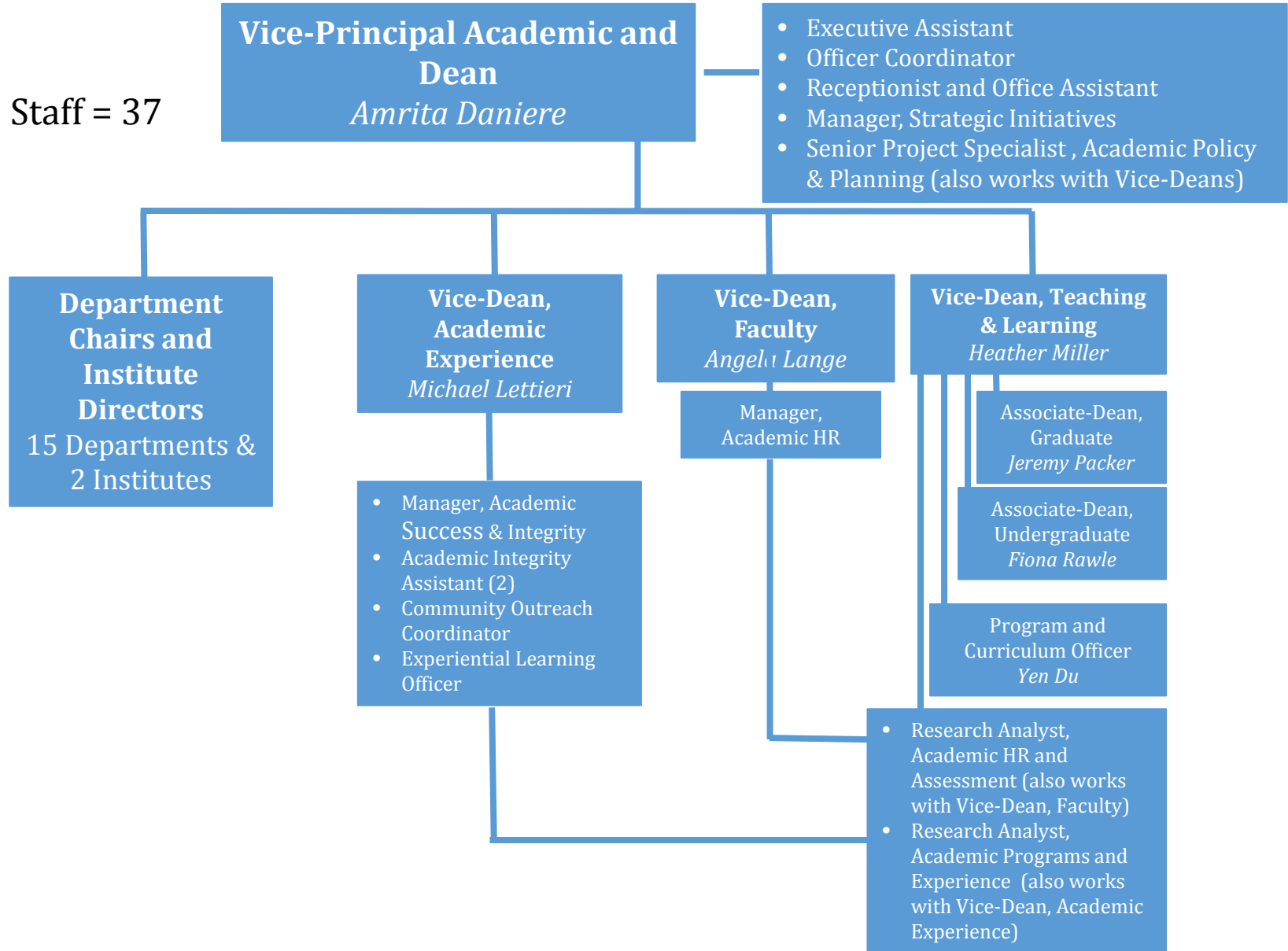
BUDGET: Total Revenue: \$297.3M; Net Operating Budget: \$228.1M

Senior Administrative Structure

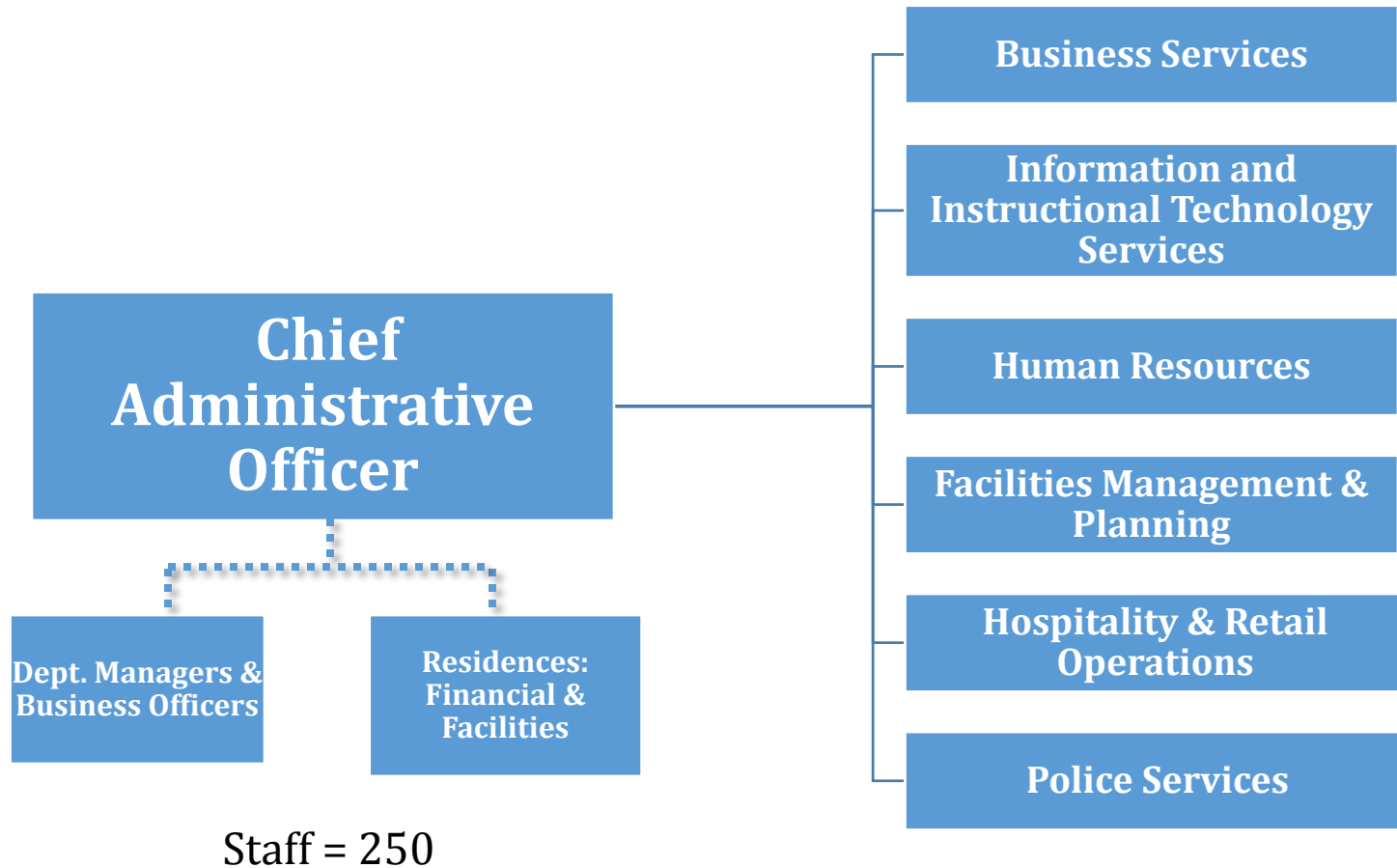


Administrative Structure: Office of the Dean

Staff = 37



Administrative Structure: Office of the CAO

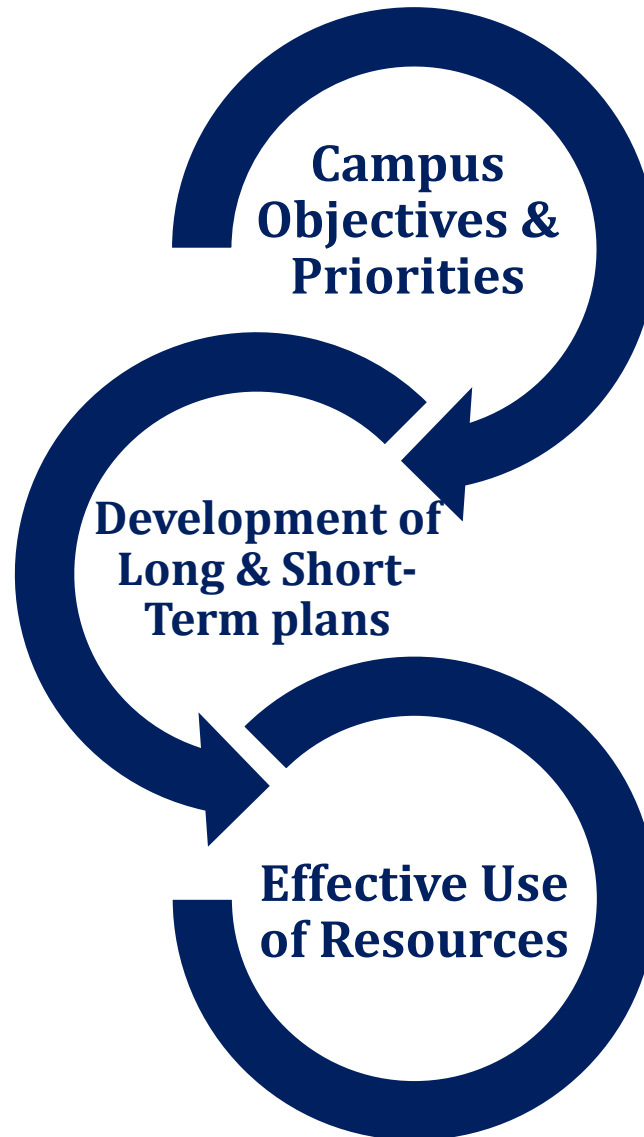


28 Members



Mandate of the Campus Council

**On behalf of
Governing
Council, exercise
governance
oversight of
campus specific
matters.**



Expectations of Members

Diligence

Confidentiality

Good Faith

Honesty

Best Interests of the University

Types of Items for consideration

Consider for recommendation

Capital Projects

Compulsory Non-Academic Incidental Fees (student service fees)

Ancillary Budgets (food, residence, parking, conference)

Oversight & Advice (items for info)

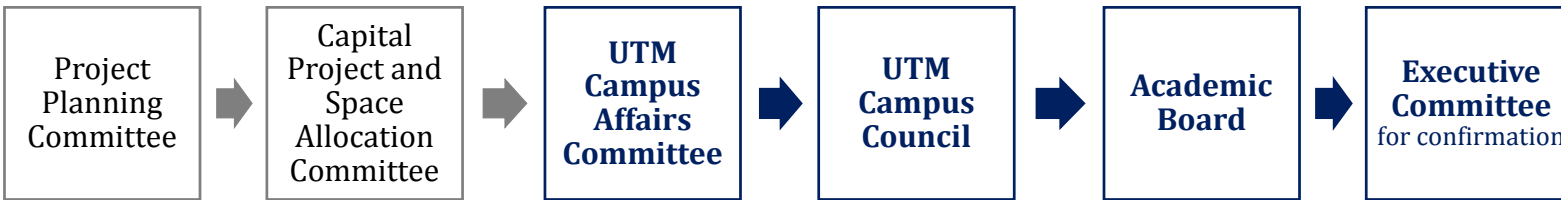
Policies (new and revisions)

Operating Budget; UTM Budget Priorities

Strategic Topics

Approval of Capital Projects

Level 2 (\$5 – 20 million)



Level 3 (> \$20 million)



Execution of Project/Borrowing



Decisions



Approve (occasionally clarified or amended)

Reject

Referred back to the administration with advice.

Withdrawn by the administration.

Orientation Handbook

- <http://uoft.me/OrientationUTM201718>
- Available on the governance portal

Questions?

Contact:

Chair and Secretary

Council.utm@utoronto.ca

**UTM CAMPUS COUNCIL
GOVERNANCE ORIENTATION HANDBOOK**



UNIVERSITY OF
TORONTO
MISSISSAUGA



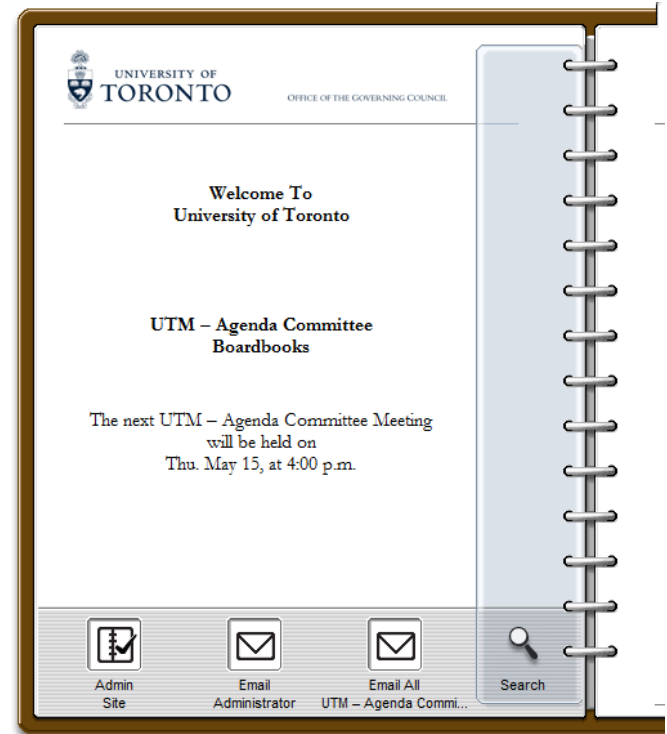
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How Does One Access Meeting Documents ?

The Governance Portal: Diligent Boardbooks

- Only tool used to distribute confidential meeting documentation to members, and therefore the expectation is that all members make use of it
- Password protected
- Instructions for setup:
<http://uoft.me/GovernancePortal> User Name: “firstname lastname” and the temporary Password is “**Welcome2017**”.



Diligent



UNIVERSITY OF
TORONTO
MISSISSAUGA

UTM Campus Council and Committees 2017-2018 Meeting Schedule

	Campus Affairs Committee Council Chamber 4:10 p.m.	Academic Affairs Committee Council Chamber 4:10 p.m.	Agenda Committee Conference room 3214, Davis 4:10 p.m.	UTM Campus Council Council Chamber 4:10 p.m.
Cycle 1	Thu Sept 14	Wed Sep 13	Mon Sep 25	Wed Oct 4
Cycle 2	Tue Oct 31	Mon Oct 30	Mon Nov 13	Tue Nov 21
Cycle 3	Tue Jan 9	Mon Jan 8	Mon Jan 15	Wed Jan 24
Cycle 4	Tue Feb 13	Mon Feb 12	Mon Feb 26	Thu Mar 8
Cycle 5	Thu Mar 29	Wed Mar 28	Tue April 10	Wed April 18
Cycle 6A	Thu May 3	Mon May 7	Wed May 16	Tues May 29
Cycle 6B RESERVE dates only			Mon June 11	Wed June 20

**University of Toronto
Governing Council and its Boards and Committees
2017 - 2018 Meeting Schedule**

SH-Simcoe Hall

Board or Committee	UTM Campus Affairs Committee	UTM Academic Affairs Committee	UTM Agenda Committee	UTM Campus Council	UTSC Campus Affairs Committee	UTSC Academic Affairs Committee	UTSC Agenda Committee	UTSC Campus Council	Committee on Academic Policy & Programs	Planning & Budget Committee	Agenda Committee	Academic Board	Audit Committee	Pension Committee	Business Board	Elections Committee	University Affairs Board	Senior Appointments and Compensation Committee	College of Electors	Committee for Honorary Degrees	Executive Committee	Governing Council	
Usual meeting time and location.	4:10 p.m. UTM Council Chamber	4:10 p.m. UTM Council Chamber	4:10 p.m. UTM Conference Room	4:10 p.m. UTM Council Chamber	4:10 p.m. UTSC Council Chamber	4:10 p.m. UTSC Council Chamber	4:10 p.m. UTSC Council Chamber	4:10 p.m. UTSC Council Chamber	4:10 pm SH Council Chamber	4:10 pm SH Council Chamber	3:00 pm Board Room meetings are held in closed session	4:10 pm SH Council Chamber	4:00 pm Board Room meetings are held in closed session	4:00 pm SH Council Chamber meetings are held in closed session	5:00 pm SH Council Chamber	5 - 7 p.m. Room TBD	4:30 pm SH Council Chamber	5:00 pm SH Scarborough Room Room 129	5:00 pm SH Council Chamber	9:00 a.m. SH Board Room meetings are held <i>in camera</i>	5:00 pm SH Board Room meetings are held in closed session	4:30 pm SH Council Chamber	
Pre-Orientation																						Wed Sep 6 8:45-9:15 am	
Orientation																							Wed Sep 6 9:30 am-4:00pm
Cycle 1	Thu Sep 14	Wed Sep 13	Mon Sep 25	Wed Oct 4	Wed Sep 13	Thu Sep 14	Mon Sep 25	Tue Oct 3	Mon Sep 18	Tue Sep 19	Tue Sep 26	Thu Oct 5		Mon Sep 18 (12-3)	Tue Oct 10 4 - 7	Wed Sep 27	Mon Oct 2		Thu Sep 28	Thu Oct 12	Thu Oct 12		Thu Oct 26
Cycle 2	Tue Oct 31	Mon Oct 30	Mon Nov 13	Tue Nov 21	Mon Oct 30	Tue Oct 31	Mon Nov 13	Wed Nov 22	Thu Nov 2	Wed Nov 1	Tue Nov 14 Mon Dec 18	Thu Nov 23	Wed Dec 6	Wed Dec 13	Mon Nov 27 (4:30 - 7)	Wed Nov 15	Mon Nov 20		Mon Nov 13	Mon Nov 13	Tue Dec 5		Thu Dec 14
Cycle 3	Tue Jan 9	Mon Jan 8	Mon Jan 15	Wed Jan 24	Mon Jan 8	Tue Jan 9	Mon Jan 15	Tue Jan 23	Thu Jan 11	Wed Jan 10	Tue Jan 16	Thu Jan 25			Mon Jan 29		Tue Jan 30		Tue Jan 23		Tue Feb 6		Wed Feb 14 UTM
Cycle 4	Tue Feb 13	Mon Feb 12	Mon Feb 26	Thu Mar 8	Mon Feb 12	Tue Feb 13	Mon Feb 26	Wed Mar 7	Tue Feb 27	Wed Feb 28	Tue Mar 6	Thu Mar 15	Thu Mar 8	Wed Mar 28	Wed Mar 21		Tue Mar 6		Thu Feb 15		Tue Mar 27		Thu Apr 5
Cycle 5	Thu Mar 29	Wed Mar 28	Tue Apr 10	Wed Apr 18	Wed Mar 28	Thu Mar 29	Mon Apr 9	Tue Apr 17	Tue Apr 3	Wed Apr 4	Tue Apr 10	Thu Apr 19	Thu May 3		Mon Apr 23	Mon May 14	Mon Apr 30		Wed May 2		Tue May 8		Thu May 17 UTSC
Cycle 6A	Thu May 3	Mon May 7	Wed May 16	Tue May 29	Mon May 7	Thu May 3	Wed May 16	Mon May 28	Thu May 10	Wed May 9	Tue May 22	Thu May 31	Mon Jun 18	Wed May 30	Tue Jun 19		Thu May 24				Thu Jun 14		Wed Jun 27 4 pm
Cycle 6B			(Reserve Mon Jun 11)	(Reserve Wed Jun 20)		Tue May 30	(Reserve Mon June 11)	(Reserve Thu Jun 21)			Tue Jun 5 Thurs Jun 28										Wed Jun 27 3-4 pm		

* In general meetings are normally two hours in length with a few exceptions.
** Special Meeting

How is the Agenda Set?

- Agenda Committee consists of the Chair, Vice-Chair, the Chairs of the AAC and CAC, the VP&P and one member from each estate
- Items normally recommended by one of its Standing Committees
- Agenda planning is the “hand-off” from the administration to governance



Conduct of Meetings

- Modified version of Bourinot's Rules of Order which are included in the Governing Council's By-Law Number 2.
 - Meetings are normally open.
 - Members may speak once in a debate for up to 5 minutes to allow for wide participation
 - Only members and voting assessors may participate in debate and vote.
 - Non-members who wish to speak must request to do so in advance of the meeting.



What is the Consent Agenda ?

- Items for which it is anticipated that there will be little or no discussion or debate because they are more routine or transactional are put on the Consent Agenda.
- Any member may request to have an item removed from the Consent Agenda and placed on the regular Agenda by contacting the secretary in advance of the meeting.



Cover Sheets

- 1 General
- 2 Header Information
- 3 Sponsor & Presenter
- 4 Jurisdictional Information
- 5 Previous Action Taken
- 6 Highlights
- 7 Recommendation



FOR RECOMMENDATION

CONFIDENTIAL

CLOSED SESSION

TO: Name of Governance Body

SPONSOR: Name, Position, Division/Department/Unit
CONTACT INFO: Phone Number, Email Address

PRESENTER: Name, Position, Division/Department/Unit
CONTACT INFO: Phone Number, Email Address

DATE: Date Prepared for Date of Meeting

AGENDA ITEM: Item Number

ITEM IDENTIFICATION:

The full name of item as listed on the agenda appears here.

JURISDICTIONAL INFORMATION:

Jurisdictional information related to the item and the Governance Body's role is specified here.

GOVERNANCE PATH:

1. Entry Point Governance Body (Date of Meeting)
2. This Governance Body (Date of Meeting)
3. Next Governance Body (Date of Meeting)
+ Governance Body (Date of Meeting)
+ Governance Body [For Information] (Date of Meeting)
4. Final Governance Body (Date of Meeting)

PREVIOUS ACTION TAKEN:

Previous action taken is delineated here.

HIGHLIGHTS:

In respect of the Body's terms of reference, the highlights of the proposal are summarized here.

FINANCIAL IMPLICATIONS:

The financial implications of the proposal are outlined in this section.

RECOMMENDATION:

Be It Recommended to the Next Governance Body:

THAT the action be taken, to be effective on the date specified.

DOCUMENTATION PROVIDED:

First Document Name
Second Document Name

UTM AT A GLANCE

UTM Celebrates its 50th Anniversary in 2017

- 1967: one temporary building, 155 students, 28 faculty and 40 staff
- 15 Academic Departments and 2 Institutes – 156 programs and 92 areas of study
 - Institute for Management & Innovation
 - Mississauga Academic of Medicine
 - Centre for Medicinal Chemistry
 - Centre for South Asian Civilizations
 - Mix of Traditional undergraduate, master's and doctoral programs; Six Professional graduate programs

PEOPLE:

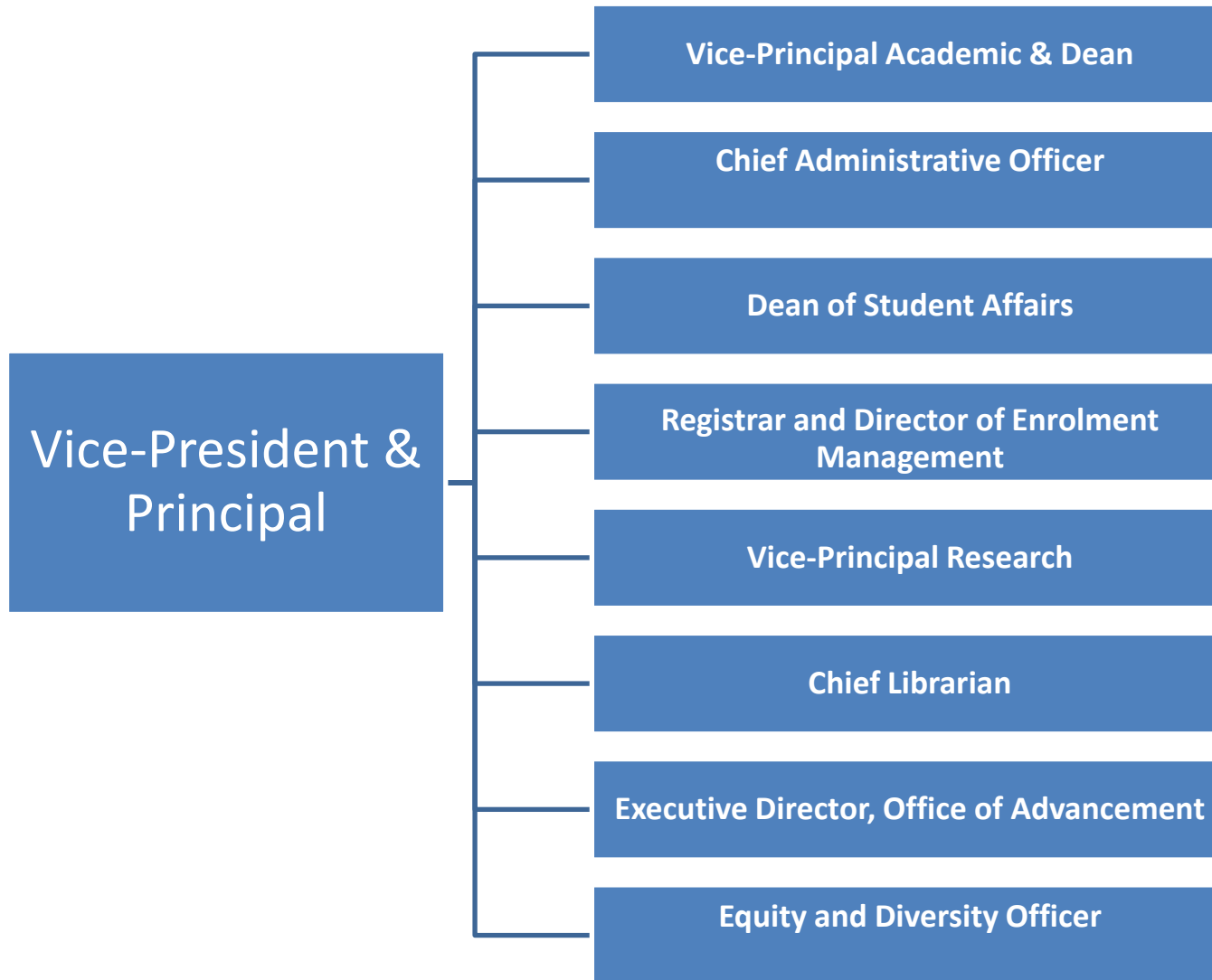
- About 14000 undergraduate students, 700 graduate students and 200 Faculty of Medicine students
- 2500 full and part-time employees including 1039 permanent faculty and staff
- Over 54000 alumni

PLACE:

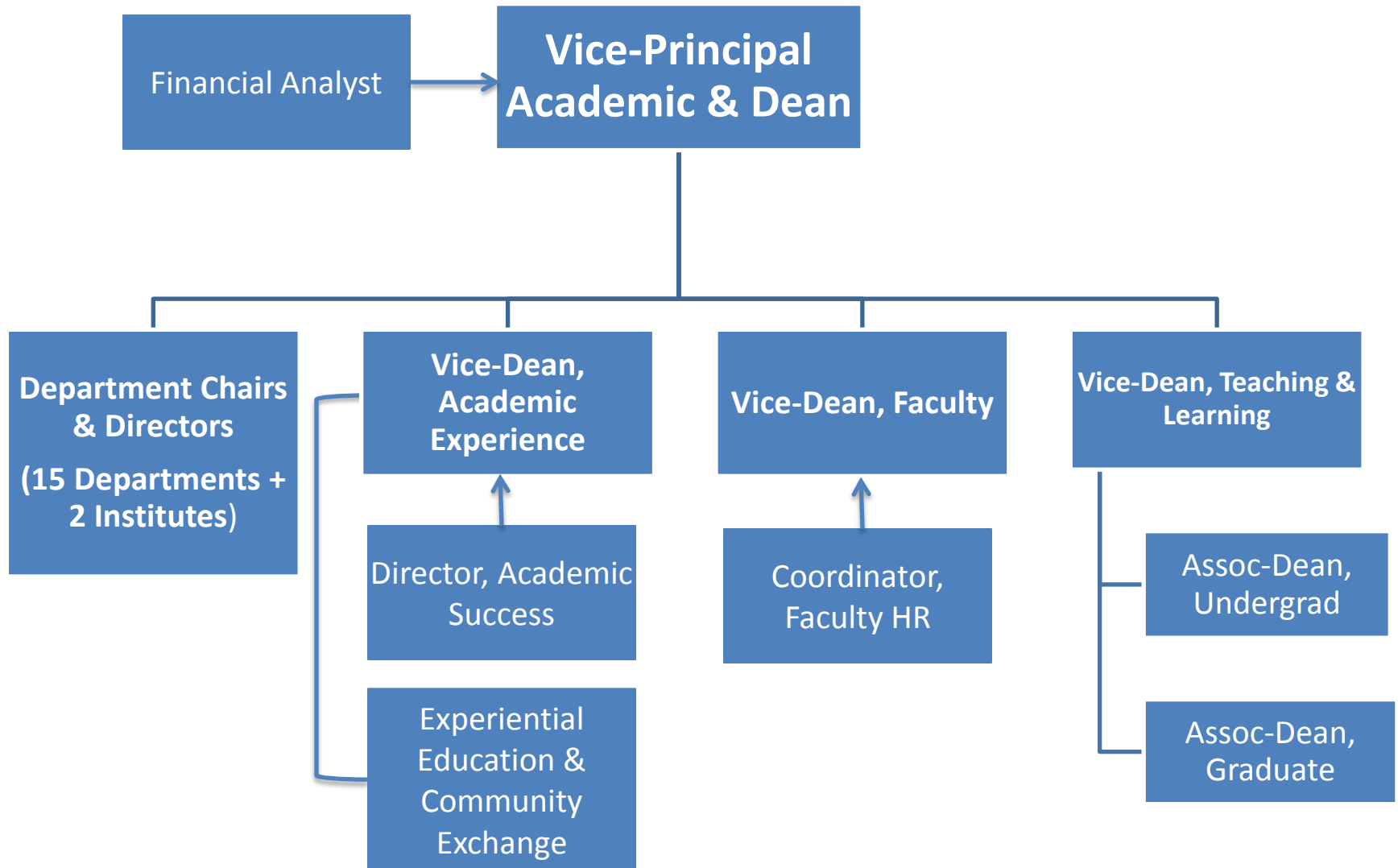
- 225 acres of protected greenbelt.
- Award-winning facilities: Terrence Donnelly Health Sciences Complex, the Instructional Centre, the Hazel McCallion Academic Learning Centre, the Recreation, Athletics and Wellness Centre, Deerfield Hall and the Communication, Culture and Technology building.

BUDGET: Total Revenue: \$297.3M; Net Operating Budget: \$228.1M

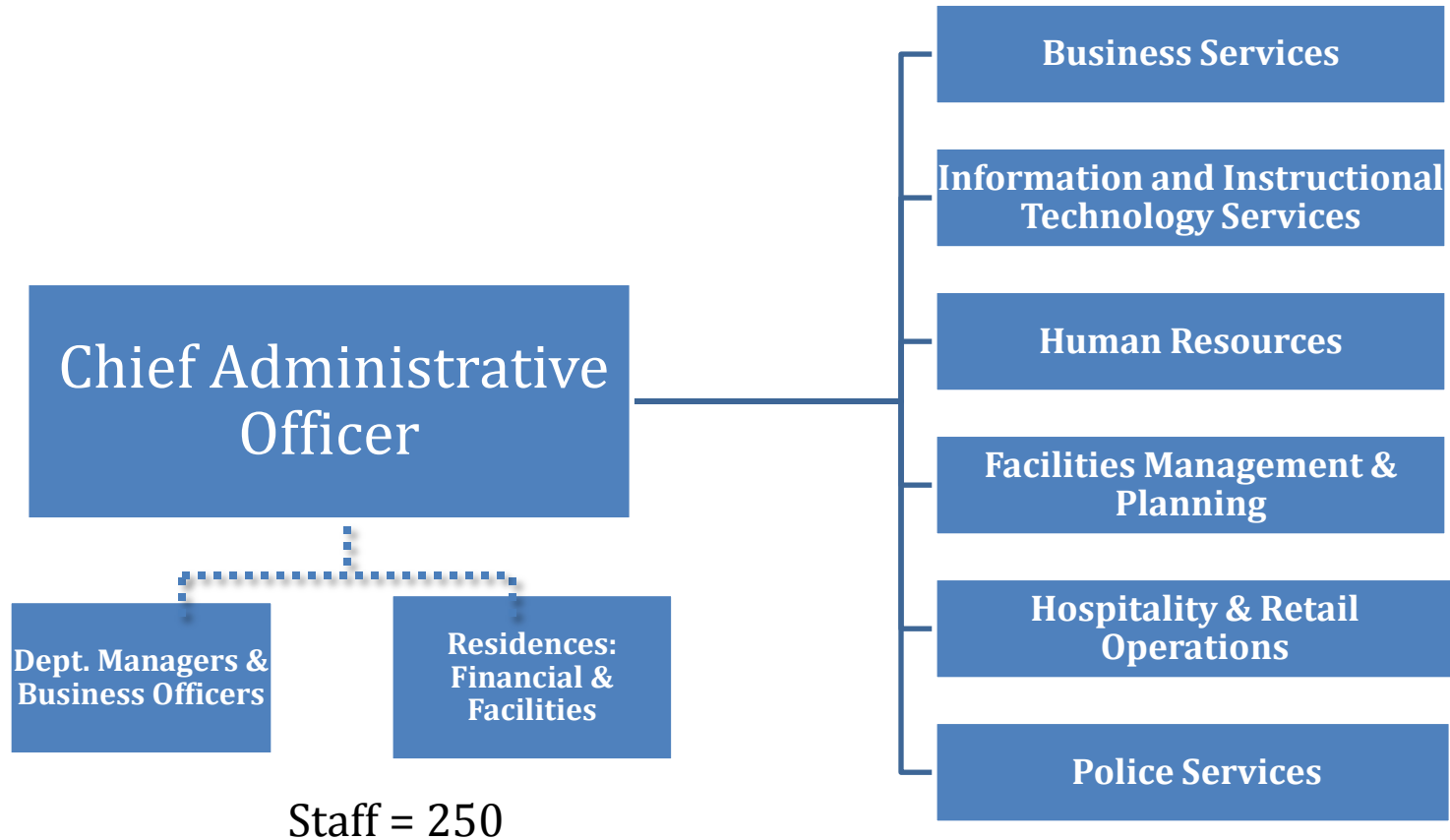
SENIOR ADMINISTRATIVE STRUCTURE



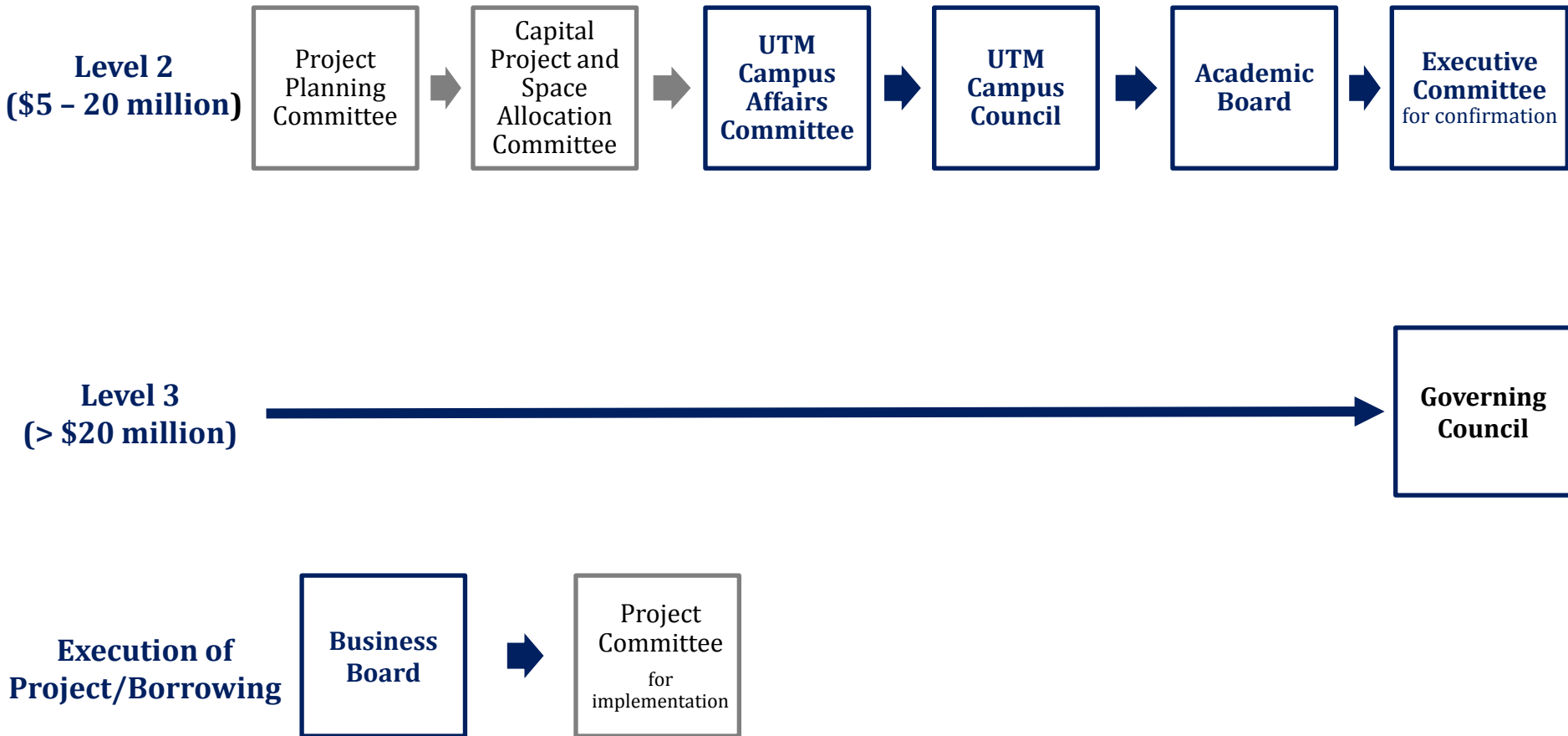
Administrative Structure: Office of the Dean



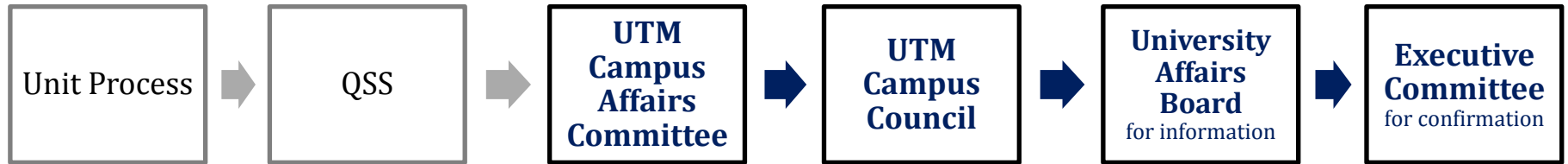
ADMINISTRATIVE STRUCTURE: OFFICE OF THE CAO



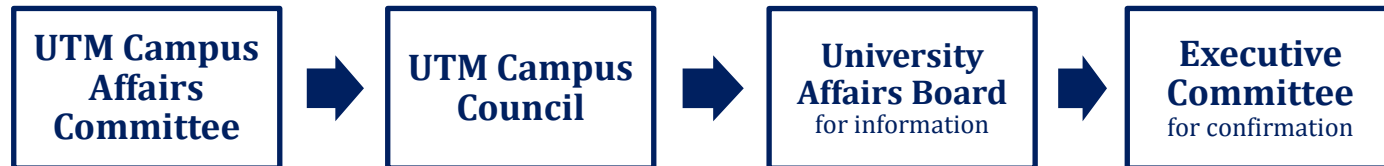
APPROVAL OF CAPITAL PROJECTS



COMPULSORY NON-ACADEMIC INCIDENTAL FEES



ANCILLARY BUDGETS



Budget Process

Integrated Budget Presentation

VPUO and Campus CAO provide integrated budget presentations to members of UTM and UTSC governance bodies based on current year Campus and Institutional Operating Budget.

Overview of Proposed Campus Operating Budget

Campus Administration presents general high level overview of proposed Campus Operating Budget. CAC and CC are asked to consider **for information and advice** the overall goals for the budget with reference to Academic Plan and other relevant planning documents. The presentation would address, for example, themes, priorities, aspirations, goals; areas of focus and trends.

Budget Review Meetings

Provost convenes Academic Budget Review Meetings and makes decisions on Enrolment, University Fund, and Proposed Divisional/Campus Budget Envelopes.

TVP Reviews Draft Budget

Governance Consideration of Institutional Operating Budget

Institutional Operating Budget enters and moves through governance.

Campus Operating Budget (within Campus Budget Envelope) enters and moves through governance.



University of Toronto
Boards and Committees of the Governing Council
2017-2018
UTM Campus Council

CONSTITUENCY	POSITION	NAME
Administrative Staff	Member	Ms Megan Alekson
Librarian	Member	Ms Shelley Hawrychuk
Community Members	Member	Dr. Kelly Akers
Community Members	Member	Mr. Jeff P. Collins
Community Members	Member	Mr. Dario Di Censo
Community Members	Member	Ms Ivana Di Millo
Community Members	Member	Mr. Simon Gilmartin
Community Members	Member	Mr. Tarique Khan
Community Members	Chair	Mr. Nykolaj F. Kuryluk
Community Members	Member	Mr. Jay Nirula
Community Members	Member	Ms Lisa Petrelli
Community Members	Member	Mr. Douglas Varty
Community Members	Member	Ms Samra Zafar
Students	Member	Ms Kayla Dias
Students	Member	Ms Salma Fakhry
Students	Member	Ms Ranim Miri
Students	Member	Mr. Jose Wilson
Teaching Staff	Member	Professor Joseph Leydon
Teaching Staff	Member	Professor Teresa Lobalsamo
Teaching Staff	Vice-Chair	Professor Mohan Matthen
Teaching Staff	Member	Professor Judith C. Poe
Teaching Staff	Member	Professor Steven M. Short
Teaching Staff	Member	Dr. Laura Taylor
Presidential Assessors	Non-Voting Assessor	Professor Amrita G. Daniere
Presidential Assessors	Non-Voting Assessor	Mr. Paul Donoghue
Ex Officio	Chair of the Governing Council	Ms Claire M.C. Kennedy
Ex Officio	Vice-Chair of the Governing Council	Ms N. Jane Pepino
Ex Officio	Chancellor	The Honourable Michael H. Wilson
Ex Officio	President	Professor Meric S. Gertler
Ex Officio	Voting Assessor/Vice-President and Principal	Professor Ulrich J. Krull



Terms of Reference

University of Toronto Mississauga Campus Council

1. MEMBERSHIP

1.1 Composition

Total membership will be **28** members, reflecting the Governing Council’s membership in that half of the University of Toronto Mississauga Campus Council (UTM Council) membership will be internal (administrative staff, students, and teaching staff of the UTM campus) and half external (alumni and community members). On the Governing Council, the latter group would be elected alumni and appointed Lieutenant Governor-in-Council (LGIC) governors. There will be one voting administrative assessor, the Vice-President and Principal, UTM, who serves on the Council *ex officio*.

CONSTITUENCY ¹	GOVERNING COUNCIL	NON-GOVERNING COUNCIL	TOTAL
Administrative Staff	0	2	2 ²
Community Members, including Alumni, LGIC Appointees, and other members of the community ³	3	8	11
Teaching Staff	1	5	6
Students ⁴	0 - 1	4 - 3	4
<i>Ex Officio</i>			
Chancellor	1	0	1
Chair, Governing Council	1	0	1
Vice-Chair, Governing Council	1	0	1
President	1	0	1
Vice-President and Principal, UTM			1
TOTAL	8-9	19-18	28

The Secretary of the Governing Council is an *ex officio*, non-voting member.

¹ Constituency definitions are provided in the *University of Toronto Act, 1971*.

² Normally, one of the two administrative staff positions will be reserved for a librarian.

³ “Other members of the community” refers to individuals in the broader community who have an interest in, commitment to or affiliation with the campus.

⁴ Students include UTM-registered and UTM-affiliated students. UTM-affiliated students include but may not be limited to School of Graduate Studies students affiliated with the UTM campus (graduate students) and Faculty of Medicine (Mississauga Academy of Medicine) students affiliated with the UTM campus (undergraduate students).

1. MEMBERSHIP (cont'd)

The President may appoint annually University Officers as non-voting assessor members of the UTM Council in addition to the *ex officio* voting assessor.

1.2 Term

Terms begin on July 1 and continue to June 30.

1.3 Appointment/Election of Members

1.3.1 Appointment of Governing Council Members to the UTM Council

The Governing Council members of the UTM Council are appointed annually by the Governing Council and may be re-appointed subject to their continued membership on the Governing Council.

1.3.2 Appointment/Election of Non-Governing Council Members to the UTM Council

1.3.2.1 Election of Administrative Staff, Students, and Teaching Staff of the UTM Campus

Non-governors will be elected by and from among their respective UTM estates in a manner consistent with elections for the Governing Council as overseen by the Elections Committee of the Governing Council. The non-Governing Council student members are elected annually and may be re-elected. The non-Governing Council administrative staff and teaching staff members are elected for three-year terms and may be re-elected. Non-governors may serve on the UTM Council for a maximum of nine consecutive years, which is consistent with the maximum number of years that a member may serve on the Governing Council.⁵

1.3.2.2 Appointment of Community Members by the UTM Council Agenda Committee

The representative UTM Council Agenda Committee will serve as a nominating committee for community members (alumni and other individuals from the broader community with a close relationship with the campus) of the UTM Campus Council.⁶ Membership of this Committee is outlined in Section 1 of the UTM Council Agenda Committee terms of reference. In fulfilling its responsibilities as a nominating committee, the UTM Council Agenda Committee will issue a broadly-based call for nominations for community members of Campus Council. In developing recommendations for alumni appointments, preference will normally be given to alumni of the UTM campus. The UTM Council Agenda Committee will recommend the community membership of the UTM Council, which is responsible for appointing those members. When serving as the nominating committee, the UTM Council Agenda Committee meets *in camera*.

⁵*University of Toronto Act, 1971*, Section 2 (9).

⁶The Governing Council's Nominating Committee for Lieutenant Governor-In-Council Governors will serve as the nominating committee during the transition period while the UTM Council is being established in the initial year. For this purpose, the committee will include the Vice-President and Principals of UTM and UTSC.

1.4 Officers of the UTM Council

1.4.1 Chair and Vice-Chair

The Chair and Vice-Chair of the UTM Council shall be elected annually from among the members of the Governing Council on the UTM Council.

1.4.2 Secretary

The Secretary of the UTM Council shall be appointed by the Vice-President and Principal of UTM and shall be a non-voting, *ex officio* member of the UTM Council and its committees.

2. QUORUM

One-third of the voting members (normally nine) shall constitute quorum.

3. COMMITTEES

3.1 Standing Committees

The Standing Committees of the UTM Council are:

Academic Affairs Committee
Campus Affairs Committee
Campus Council Agenda Committee

3.2 Special Committees

From time to time the UTM Council may find it useful to establish Special Committees to consider particular issues. Special Committees are normally formed on the recommendation of the UTM Council Agenda Committee, when, in the view of the UTM Council, one or more of the following conditions exist:

- a) an issue cannot be accommodated easily within Standing Committee schedules - either intense scrutiny is required in a relatively short time or thorough examination of complex issues is necessary over a relatively long period of time;

3. COMMITTEES (cont'd)

3.2 Special Committees (cont'd)

- b) an issue does not fall readily under an existing Standing Committee - either because it is not clearly within any Standing Committee's terms of reference or because aspects of the issue cut across several bodies;
- c) there is a need for the participation of experts not represented on the relevant committee.

A recommendation from the UTM Council Agenda Committee to establish a Special Committee shall include terms of reference, an outline of membership, the anticipated reporting date and the date of disestablishment.

4. FUNCTION

On behalf of the Governing Council, the UTM Council exercises governance oversight of campus-specific matters, as well as any matters assigned to it by the Governing Council from time to time. In general, the UTM Council is concerned with matters affecting the Campus' objectives and priorities, the development of long-term and short-term plans and the effective use of resources in the course of these pursuits.

Decisions of the UTM Council may be final with confirmation by the Executive Committee on behalf of the Governing Council, or constitute a recommendation to the Governing Council or one of its bodies.

5. AREAS OF RESPONSIBILITY

5.1 The following areas are within the UTM Council's responsibility. Matters within these areas may be considered by the UTM Council itself and/or one of its Standing Committees:

- Academic appeals
- Academic plans and guidelines for such plans
- Academic priorities for fundraising
- Academic programs
- Academic regulations
- Admissions
- Awards
- Budget
- Campus and student services
- Campus Master Plans
- Campus security
- Capital plans, projects and space

5. AREAS OF RESPONSIBILITY (cont'd)

- Child care
- Co-curricular programs, services, and facilities
- Compulsory non-academic incidental fees
- Establishment, termination or restructuring of academic units
- Examinations and grading practices
- Divisional Guidelines for the Assessment of Teaching and/or Creative Professional activity
- Name changes of academic units
- Relations with the campus's external community
- Research planning
- Student societies and campus organizations

Sections 5.2 to 5.5 below refer to those matters that come forward to the UTM Council itself from its standing committees. Refer to Attachment A for a detailed map of governance approval pathways.

5.2 Matters Requiring Governing Council Approval

- Academic priorities for fundraising
- Budget (as part of the University's annual operating budget)
- Campus Master Plan
- Capital plans, projects, and space
- Establishment, disestablishment or restructuring of academic units
- New policy and major policy changes concerning campus co-curricular programs, services, and facilities

5.3 Matters Requiring Confirmation by the Executive Committee of the Governing Council

Matters listed in Section 5.5 require confirmation by the Executive Committee of the Governing Council, pursuant to the *University of Toronto Act, 1971*, Section 2(14)(e), which states that "...where power and authority to act for the Governing Council are delegated, a majority of the members of the committee shall be members of the Governing Council."

5.4 Matters Requiring Academic Board Approval

- New Campus policies addressing purely academic matters and major amendments to such policies (following consideration by the UTM Council)

5.5 Matters Requiring Approval by the UTM Council

- Campus and student services
- Campus security
- Child care

5. AREAS OF RESPONSIBILITY (cont'd)

5.5 Matters Requiring Approval by the UTM Council (cont'd)

- Co-curricular programs, services, and facilities
- Compulsory non-academic incidental fees
- Individual project planning reports
- Relations with the campus' external community
- Student societies and campus organizations

5.6 Matters for Information

The UTM Council receives, annually from its assessors, reports on matters within its areas of responsibility, including statements of current issues, opportunities and problems, and recommendations for changes in policies, plans or priorities that would address such issues.

6. PROCEDURES

6.1 Meetings

The UTM Council normally meets in open session but may, pursuant to section 33 of *By-law Number 2* of the Governing Council, meet in closed session or *in camera* when: (i) 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. The UTM Council will use the procedures set out for the meetings of the Committees of the Governing Council.

6.2 Consent Agenda

The UTM Council Agenda Committee may determine that an item should be placed on a "consent" portion of the agenda. Those items are not given individual consideration by the UTM Council, unless a member so requests. Rather, members with questions for clarification or requests for further information may contact the assessor or other contact person shown on the item in advance of the meeting. Members with concerns who would like an item to be discussed by the UTM Council should notify the Secretary at least 24 hours in advance of the meeting. Upon the request of any member, the matter will be considered by the UTM Council in the usual manner.

Where a consent item requires a resolution of the UTM Council, and where no member has requested consideration of the item in the usual manner, the motion will be placed before the UTM Council and seconded, and it will normally immediately proceed to a vote without introduction or discussion.

Where a consent item is for information only, and where no member has requested consideration of the item in the usual manner, the item will normally be taken as received by the UTM Council without introduction or discussion.

6. PROCEDURES (cont'd)

6.3 Additional Reports for Information

To keep members abreast of developments in a timely manner, certain reports for information required by these terms of reference and others as decided by the UTM Council Agenda Committee from time to time will be considered by means of electronic publication. Members will be notified once the reports are made available. Members who have questions about a report will be invited to contact the sponsor of the item. Members with concerns about the report who would like it to be discussed by the UTM Council should notify the Secretary at least fourteen days in advance of the next meeting to enable consideration by the UTM Council Agenda Committee. The report will be considered by the UTM Council at that meeting in the usual manner.



UNIVERSITY OF TORONTO

University of Toronto
Governing Council

Principles of Good Governance

October 28, 2010

To request an official copy of this policy, contact:

The Office of the Governing Council
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University of Toronto
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E-mail: governing.council@utoronto.ca

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Principles of Good Governance

A. Preamble

Subject to applicable laws, University governance must be guided by excellent principles of good governance in relation to stewardship and public accountability, and at the same time recognize the unique nature and characteristics of the academic community or institution, including:

- the fundamental autonomy of universities, coupled with the essential responsibility for public accountability;
- the need to respect the academic mission of excellence in teaching and research;
- the importance of ensuring that academic freedom and responsibility are respected;
- the need to be seen to be accountable – through transparency – to all parties interested in and supporting the University;
- the desire for meaningful and objective stakeholder participation in governance; and
- the diversity and broad representation of governors.

B. Governance Principles

Good governance principles begin with appropriate disclosure, transparency and clear lines of accountability between governance and administration. Aspects of this fundamental framework include: membership, role, the nature of meetings, expectations and attributes, as well as identification and selection, orientation and education, and evaluation of governors.

1. Membership

- Governors understand and are committed to their fiduciary responsibilities for the institution, both with respect to long-term stewardship and short-term decision-making.
- All estates are engaged (for the University, this means administrative staff, alumni, government appointees, students, teaching staff). The appropriate type, level and timing of engagement will vary among these groups with respect to the matters for which governance is responsible.
- The requirements for independence, credibility and legitimacy of all members are consistently met. Legitimacy derives from the process of appointment or election; credibility derives from experience, expertise, integrity and ability. Independence must be understood in the context of the representation from all estates; the natural tension that exists in this situation requires careful monitoring and leadership.

- Terms of service are appropriate for enabling governors to be effective in executing their responsibilities.

2. Role

- Governance approval, oversight and advice, where specified, cover a broad range of institutional responsibility:
 - strategy,
 - image and reputation,
 - finances,
 - capital expenditures and infrastructure,
 - human resources and compensation, including leadership recruitment and evaluation,
 - risk management,
 - academic quality, and
 - student experience.

3. Nature of Meetings

- Governance responsibilities are conducted through a set of committees with clear accountability and delegated authority for advice, oversight and/or approval. The board – or in the University’s case, the Governing Council – retains responsibility to advise on, oversee and/or approve specific matters within this framework of delegated authority.
- The conduct of governance meetings will balance open and confidential / closed discussion in order to ensure appropriate debate and respect for confidentiality.
- Members are provided with necessary and timely information to enable them to fulfill their governance responsibilities.

4. Expectations and Attributes

- Governors are collectively and individually stewards of the University. Each Governor must act in good faith with the view to the best interests of the University.
- Each Governor has the obligation to ensure his/her actions and choices always consider the long term impact for the university as a whole.
- While each Governor may be informed by concerns of his/her individual constituency, it is the absolute duty of a Governor to do what he/she can to ensure that all the constituencies in the future will also be well-served by the decisions that are taken today.

5. Identification and Selection

- Whether members are elected or appointed, the process for identifying or nominating potential candidates from each constituency should be open and transparent, with clearly articulated and broadly communicated information on governance, expectations of members and the preferred skills and experience of members.

- Whether members are elected or appointed, the process for selection should be characterized by a well-constructed interview or similar opportunity for the selectors / electors to understand the candidates and their qualifications fully.

6. Orientation and Education

- Effective governance relies on governors who are knowledgeable about their roles and responsibilities as fiduciaries and who are also knowledgeable about the institution, its history and culture, its current situation and its future plans. Governors must also be knowledgeable about the context in which they are asked to make decisions, including, for example, the legislative and policy environment affecting postsecondary education and research, the multi-faceted funding environment and societal expectations of universities. Regular or periodic educational opportunities that build on the initial orientation are essential to ensure that members are current on a range of matters related to the execution of their responsibilities.

7. Evaluation

- Regular evaluation of governance performance against the defined principles, and relative to general good governance standards, is necessary to ensure continuous improvement and the highest standards. In reviewing principles of governance from other organizations or sectors “best practices” need to be carefully assessed given the character and history of an institution.

Approved by the Governing Council October 28, 2010.



UNIVERSITY OF TORONTO

University of Toronto
Governing Council

Expectations and Attributes of Governors and Key Principles of Ethical Conduct

October 28, 2010

To request an official copy of this policy, contact:

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Expectations and Attributes of Governors and Key Principles of Ethical Conduct

1. Preamble

Assuring the quality of governors begins with ensuring a clear articulation and understanding of expectations, attributes and principles of ethical conduct.

Governors are collectively and individually stewards of the University. Each Governor must act in good faith with the view to the best interests of the University as a whole, to defend the autonomy and independence of the University and to enhance its public image.

Fundamental to this is the awareness of and compliance with all applicable laws, regulations, University policies and procedures – however principles of ethical conduct go beyond these prerequisites. As Governors of the University of Toronto, there is an obligation to meet legal requirements but also to guide one’s behaviour and decisions on the basis of **trust, honesty and integrity**.

All members of the University – whether Governors, Administration, Faculty, Students, or Other Staff – are guided by principles of ethical conduct which must be aligned. The elements of this document are intended to complement similar materials guiding other groups within the University.

2. Expectations and Attributes of Governors

To fulfill expectations of a Governor’s responsibilities, principal duties include:

1. Advancing and upholding the mission of the University; and
2. Understanding and having relevant input into the University’s vision, strategies and objectives.
3. Assuming, with the other Governors, the stewardship role of overseeing the business and affairs of the University.
4. Exercising informed judgement – within a reasonable time of joining the Council, becoming knowledgeable about the University and its role in the province, the country, and globally; the academic sector more broadly; emerging trends, issues and challenges, thereby being able to provide wise counsel on a range of issues, through knowledge of and experience with topics and their context.
5. Understanding the current governance policies and practices, the mandates and authorities of the committees on which he or she serves.
6. Understanding that the Governing Council’s role is one of oversight with a focus on strategic matters rather than management or administration.

7. Preparing thoroughly for each meeting by reviewing the materials provided and requesting, as appropriate, clarification or additional information in order to appropriately add value in deliberations and exercising oversight.
8. Communicating persuasively and logically at governance meetings and being willing to be accountable for and be bound by decisions made by the Governing Council or its Boards / Committees.
9. Voting on all matters requiring a decision except where a conflict of interest may exist.
10. Committing to participate actively in governance meetings. Attending at least 75% of all meetings and advising the Secretariat in advance if one must be absent and, if there is a need for extended absences, consulting with the Chair about the need and implications. Electronic participation can be considered in some circumstances.

3. Key Principles of Ethical Conduct

Reflecting good governance practice, and to sustain the strong historical commitment to the highest level of ethical integrity showcased by Governors in conducting all of their affairs, the following principles are highlighted for clarity. Consistent with the University's values, including academic freedom, collegiality and civil discourse, these are intended to complement other applicable statutes, policies, guidelines and other materials within the University to guide considerations and conduct. They are not intended to be static, encompassing rules.

Respect for Others

Every member of the University should be able to work, live, teach and learn in an environment free from discrimination and harassment. Inappropriate language or behaviour which may impair these conditions is not to be tolerated. Respect for the rights and dignity of others regardless of differences must be maintained; demeaning actions or behaviour along sexual, racial, physical, socioeconomic or political lines has no place in our University.

The University's obligation, role modelled by Governors, is to support the fullest range of respectful and constructive debate. This inclusive dialogue supports the principles and the professional conduct of good governance, which fosters diligent and thoughtful advice, and objective, informed approval.

Conflicts of Interest (business/financial, family, personal relations, employment)

Occasionally, situations may arise when a Governor's interests may actually or appear to conflict with their role and responsibility to the University. A conflict can arise when one's position on the Governing Council can reasonably be seen to unfairly advance one's own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal Relations.

All members are responsible for maintaining the transparency which the University prides itself on within the immediate and broader communities. As such, any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed or eliminated. If one has any doubt, the Secretary of the Governing Council is the first contact for discussion, who may seek additional advice or counsel where valuable, and who may refer the matter to the Chair.

Protecting Confidential Information

In their highly trusted advisory and governing capacities, Governors will be exposed to different types of sensitive information requiring considered use and confidentiality. This may concern faculty, staff, administration or students; it may, for example, be specific to University affairs or financial business, or it may be proprietary to the University.

Governors must ensure that they fully understand their obligations and maintain this information in confidence.

4. Questions, Clarification and Concerns

The Secretary of the Governing Council is available for discussion of any questions or clarification, whether of one's personal situation relative to a matter before Council or its committees or observations of other Governors. When requested, concerns can be raised anonymously and the confidentiality of the information provided will be respected.

Approved by the Governing Council October 28, 2010.



UNIVERSITY OF TORONTO

University of Toronto
Governing Council

Mandate of Governance

October 28, 2010

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Mandate of Governance

A. Preamble

The “Principles of Good Governance”¹ form the basis on which the mandate of governance is based. The three primary functions of governance are:

- approval – governance *approves* specific policies, plans or projects according to established procedures.
- oversight –governance receives a wide variety of reports and information through which it *monitors the quality and substance of institutional leadership and decision-making*.
- advice – governance is consulted and *provides input*, sometimes in confidence, on proposed initiatives at various stages of development.

B. Governance versus Administration

In discussing the functions of governance, it is also important to clarify what governance is **not** – that is, to define the legitimate boundary or “hand-off” between governance and administration. In general, the President, as chief executive officer, and the administration have the responsibility for articulating the University’s mission and strategic directions on the advice of and for ultimate approval by governance.

The President and the administration also have responsibility for outlining problems, explaining issues, identifying the need for changes in policy, and formulating new policy for governance consideration.

C. Functions

The functions of governance encompass the following ten aspects of advancing and sustaining the University’s purpose, strength and well-being:

- strategy
 - provides advice on the development and expression of the University’s specific mission;
 - approves the University’s specific mission;
 - provides advice on strategy as the administration is developing it (but does not develop institutional strategy itself);
 - satisfies itself that the proposed strategy is appropriate, and
 - approves the strategy.

¹ The *Principles of Good Governance* were approved by the Governing Council on October 28, 2010.

- image and reputation
 - provides advice on the institution's local, national and international standing, and
 - ensures that this standing is protected.
- recruiting, hiring, supporting and evaluating the chief executive officer.
- finance
 - advises on and approves financial policies developed by the administration,
 - reviews and approves the institution's annual budget, and
 - reviews and approves the institution's audited financial statements.
- human resources
 - advises on and approves human resources policies,
 - advises on and approves compensation policies and proposals,
 - monitors the implementation of policies to ensure overall employee well-being and satisfaction,
 - receives reports on specific matters,
 - confirms the appointment of senior officers on the recommendation of the chief executive officer,
 - approves and provides oversight on the implementation of compensation frameworks for senior officers; and
 - appoints senior officers with particular reporting relationships to governance – for example, the Secretary and the Ombudsperson.
- capital expenditures and infrastructure
 - reviews and approves institutional master plans,
 - reviews and approves major capital projects, and
 - monitors project implementation.
- risk management
 - ensures compliance with applicable legislation, and
 - reviews and approves risk management framework, ensuring that mechanisms are in place to identify, assess, manage and provide accountability for relevant areas of institutional risk.
- governance effectiveness
 - agenda management,
 - selection process for governors,
 - evaluation process,
 - committee mandates,
 - interpretation / delineation of responsibilities, and
 - clearly defines and respects its role relative to that delegated to the administration.
- academic quality
 - ensures that clear processes for assurance of academic quality are in place and implemented for
 - Ø academic divisions,
 - Ø academic programs
 - Ø academic appointments,

- Ø academic policy,
- Ø academic regulations,
- Ø admissions standards, and
- Ø awards and honours.

- student experience
 - ensures that policies and practices are in place and implemented for assurance of quality across all dimensions of the student experience.

D. Responsibility for Functions: Boards and Committees

Responsibility for particular functions is distributed among the Boards and Committees of the Governing Council. In many instances, the Governing Council reserves final decision-making authority; in others the Council has delegated initial review and final decision-making to various governance bodies.

Approved by the Governing Council October 28, 2010.