

UNIVERSITY OF TORONTO  
THE GOVERNING COUNCIL  
**REPORT NUMBER 433 OF**  
**THE EXECUTIVE COMMITTEE**

**Wednesday, October 6, 2010**

To the Governing Council,  
University of Toronto.

Your Committee reports that it held a Special Meeting on Wednesday, October 6, 2010 at 12:30 p.m. in the Boardroom, Simcoe Hall, with the following members present:

Mr. John F. (Jack) Petch, Chair  
Professor David Naylor, President  
Ms Diana A.R. Alli  
Ms Judith Goldring  
Mr. James Yong Kyun Park  
Mr. Timothy Reid  
Professor Arthur S. Ripstein  
Professor Elizabeth M. Smyth  
Miss Maureen J. Somerville  
Mr. Gregory West

**Non-Voting Member:**

Mr. Louis R. Charpentier

**Secretariat:**

Mr. Henry Mulhall, Secretary  
Mr. Anwar Kazimi  
Ms Mae-Yu Tan

**Regrets:**

Mr. Richard Nunn, Vice-Chair  
Dr. Gerald Halbert  
Mr. Joseph Mapa  
Professor Janice Stein

**In Attendance:**

Professor Vivek Goel, Former Governor; Vice-Chair, Task Force on Governance  
Professor Angela Hildyard, Vice-President, Human Resources and Equity  
Professor Louise Lemieux-Charles, Chair, Academic Board and Member of the Governing Council  
Professor Cheryl Misak, Vice-President and Provost, and Member of the Governing Council  
Dr. Rose Patten, Former Chair of the Governing Council; Chair, Task Force on Governance  
Ms Catherine Riggall, Vice-President, Business Affairs  
Ms B. Elizabeth Vosburgh, Chair, University Affairs Board and Member of the Governing Council  
Mr. W. David Wilson, Chair, Business Board and Member of the Governing Council

## **In Camera**

On motion duly moved, seconded, and carried,

IT WAS RESOLVED

THAT, pursuant to sections 33 and 34 of *By-Law Number 2*, consideration of item 1 take place *in camera*, with the Board Chairs, Vice-Presidents, Special Advisor to the President, and invited guests admitted to facilitate the work of the Committee.

### **1. Report of the Task Force on Governance**

At the invitation of the Chair, the Chair and Vice-Chair of the Task Force on Governance provided an overview of the Report. The Chair then summarized his Response to the Report, reiterating that he agreed strongly with the findings of the Task Force, and that he concurred with the thirty-two recommendations contained in the Report. Among the matters that arose in discussion, and on which there was general agreement with the Report, were the following: the current healthy state of the University's governance system; the staged implementation process proposed by the Report; the fiduciary role of members of governance bodies, and the manner in which that role is appropriately fulfilled in a system where members are elected or appointed from a variety of estates; Recommendation 9, regarding the improvement of election and appointment communications and processes; the establishment of nominating committees for the Lieutenant Governor-in-Council and alumni estates; ongoing education regarding the principles and mandate of good governance, and the expectations, attributes, and principles of ethical conduct for governors; the rationale for increased delegation of authority to lower levels in the governance system; and the variety of ways in which to understand independence in the context of the University's particular governance system.

On motion duly moved, seconded, and carried,

IT WAS RESOLVED

THAT the recommendation contained in the Memorandum from the Chair of the Governing Council (*Report of the Task Force on Governance* and Chair's Response to the *Report*) dated October 1, 2010 be endorsed and forwarded to the Governing Council for approval; and

THAT pursuant to Section 38 of *By-Law Number 2*, Appendix A to the Memorandum from the Chair be considered by the Governing Council *in camera*.

At the invitation of the Chair, and with members' agreement, the Vice-President, Human Resources and Equity joined the meeting and provided the Committee with a briefing on a labour relations matter.

The Committee returned to closed session.

The meeting adjourned at 2:00 p.m.

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Secretary  
October 14, 2010

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Chair