

September 28, 2010

Chair's Response to the *Report of the Task Force on Governance* (June 22, 2010)

Introduction

At the outset, I would like to acknowledge the importance of the *Report of the Task Force on Governance* and express my thanks to Rose Patten (Chair) and Vivek Goel (Vice-Chair) for their leadership of this project. They and members of the Task Force have committed more than two years to conducting a careful, thorough and thoughtful analysis of the Governing Council and its operations. They examined the work of the Council itself and that of the Boards and Committees, the manner in which governance executes its responsibilities, the practices that have evolved, and the assumptions and principles that underpin governance at the University of Toronto. I believe that, as governors, we all owe an immense debt of gratitude to this group of colleagues for their dedication to enhancing governance both in the present context and well into the future.

The *Report* makes it clear that the University of Toronto is governed well and that the unicameral system has served and will continue to serve the University's best interests – a position with which I concur. Through its consultations and deliberations the Task Force identified and confirmed strengths, deficiencies and concerns. Most of these have arisen because of the evolution of our system in response to changing circumstances over time.

The *Report* makes 32 recommendations to address matters of concern and to strengthen performance in general and in specific areas. They are intended to ensure that procedures and operations are consistent with current expectations of good governance and that the Governing Council can be responsive in the future. All directions proposed by the Task Force can be achieved without changing the *University of Toronto Act*. Many would mean adjustments to practice – often simply refinements; others would require revisions to terms of reference or policy. Some are intended for implementation immediately or in the short term and, for various reasons, others will require additional time and are for future implementation. Some are detailed; others provide a direction or framework to guide more focused work. I agree strongly with the Task Force's findings and the recommendations it makes, and will ask the Governing Council's support in the following ways:

- for the *Report* in principle,
- for specific recommendations with immediate effect, and
- for an approach to implementation of those recommendations that require more detailed work.

In Principle Approval

By approving the *Report* “in principle”, the Governing Council is expressing its endorsement of the concepts and directions contained in the *Report*.

Approval of Recommendations to be Effective Immediately

The Task Force recommends, and I agree, that several recommendations should be approved and be effective immediately. Of these, three relate to fundamental aspects of governance and define the principles of good governance (Recommendation 1), the mandate of governance (Recommendation 2) and the expectations, attributes and principles of ethical conduct for governors (Recommendation 4). They underpin all procedural and operational components of governance and, in fact, codify what already exists and what has been built incrementally over time. All of the Task Force’s procedural and operational recommendations – many of which relate to practices – also flow naturally from these essential elements.

Approach to Implementation of Recommendations for the Future

Implementation of the Task Force’s recommendations “for future implementation” will not be the responsibility of any one individual or a single office. A recommendation could require action by members of governance leadership (Chairs and Vice-Chairs), Assessors and other members of the administration and/or members of the Secretariat. In this context, I will also ask the Governing Council to approve the establishment of a committee charged with overseeing and coordinating implementation of the Task Force’s recommendations and ensuring appropriate coordination among the relevant parties. In some cases, such as those recommendations related to terms of reference or policy revisions, this may mean that proposals consistent with the approved parameters would be brought forward for governance approval at a later date.

The implementation committee would comprise the Vice-Chair, Board Chairs and Vice-Chairs; as the senior leadership group within governance, it serves as an informal advisory body for the Chair. For the purposes of the implementation committee, it would be augmented with governors from the administrative staff and student estates, as well as a liaison from within the Assessors’ portfolios.

Led by the Vice-Chair of the Governing Council, its members would be:

Chair, Academic Board
Vice-Chair, Academic Board
Chair, Business Board
Vice-Chair, Business Board
Chair, University Affairs Board

Vice-Chair, University Affairs Board
Administrative Staff Governor
Student Governor
Assessors' Liaison

The Secretary of the Governing Council would serve as secretary to the committee.

The committee's first task would be to prepare an implementation plan with appropriate advice from the relevant personnel within governance, the administration and the secretariat. It would be expected to provide periodic updates to the Executive Committee on progress in achieving the plan.

Recommendation

Be it recommended to the Governing Council:

- (a) THAT the *Report of the Task Force on Governance*, dated June 22, 2010, be approved in principle.
- (b) THAT the following recommendations identified for immediate implementation in the *Report* be approved, effective immediately:
 - Recommendations 1 to 7,
 - Recommendation 9,
 - Recommendations 11 to 15, and
 - Recommendations 22 to 30.
- (c) THAT the establishment of an Implementation Committee be approved to oversee and coordinate implementation of the following recommendations identified for future implementation in the *Report*:
 - Recommendation 8,
 - Recommendation 10,
 - Recommendations 16 to 21, and
 - Recommendations 31 and 32.
- (d) THAT the following mandate of the Implementation Committee be approved:

The Implementation Committee is to oversee and coordinate implementation of the Task Force's recommendations, ensuring appropriate participation among the relevant bodies of governance, administrative offices and the Secretariat. Its first task, in consultation with the Executive Committee and relevant offices, is to prepare an implementation plan. The plan will outline anticipated timing for those matters which can proceed in due course without further action by the Governing Council and will also identify those matters for which additional detailed proposals will be developed for the Governing Council's consideration.

As part of the plan, it is expected that the Committee Chair will provide periodic updates to the Executive Committee.

- (e) THAT the membership of the Implementation Committee, as outlined in Appendix A attached hereto, be approved.

Note that Appendix A is confidential to members of the Governing Council and will be considered *in camera*, pursuant to Section 38 of By-law Number 2.