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## **Quorum Requirements for UTM and UTSC Campus Councils**

### **A. Background**

At its meeting of June 25, 2012, the Governing Council approved the following resolution (emphasis added):

THAT the proposed Terms of Reference for Campus Councils and Standing Committees at the University of Toronto Mississauga and at the University of Toronto Scarborough, as described in Appendix “A” attached hereto, be approved in principle to be effective July 1, 2013;

THAT implementation of the proposal proceed on the understanding that the following matters will be brought forward for consideration by the Governing Council at the earliest feasible dates in the 2012-13 governance year:

- **quorum provisions for meetings of the Campus Councils and their Standing Committees to take into account representation of the administrative staff, alumni, community, student and teaching staff estates; and**
- means to sustain, with the advent of campus-level governance, the spirit of wide consultation embodied in the previous advisory councils that operated on both campuses.

THAT, following the first year of operation, the Governing Council conduct a review of the new model to determine its effectiveness and any changes that might be necessary.

The following proposal is intended to clarify quorum requirements within the Governing Council’s structure and recommend an approach to be considered for the Campus Councils at UTM and UTSC.

### **B. Quorum Requirements for the Governing Council and its Boards and Committees**

The *University of Toronto Act*, 1971 and the Governing Council’s By-law Number 2 both include provisions for quorum. They require a minimum number of alumni and/or government appointees – at least half of the total quorum number – in order to ensure appropriate “arm’s length” oversight which is the foundation of good governance.

## **1. University of Toronto Act, 1971**

Section 2(13) of the *Act* specifies the following for the 50-member Governing Council:

Sixteen members, at least eight of whom shall be members elected by the alumni or appointed by the Lieutenant Governor in Council, constitute a quorum of the Governing Council. 1971, c. 56, s. 2(13)

Section 3(5) specifies quorum for the 14-member Executive Committee:

Six members, at least three of who shall be members elected by the alumni or appointed by the Lieutenant Governor in Council, constitute a quorum of the Executive Committee. 1978, c. 88, s. 4.

## **2. By-law Number 2**

The Governing Council's By-law Number 2 provides the following for Boards and Committees of the Governing Council:

29(b) (i) Subject to the provisions of paragraph (ii) of this clause, the number of Boards and Standing Committees, and the names, size, composition, quorum, duties and responsibilities of the Boards and Standing Committees shall be determined from time to time by resolution of the (Governing) Council.

29(b) (iii) The number, names, size, composition, quorum, duties and responsibilities of Special Committees shall be as determined from time to time by resolution of the Council, the Executive Committee or a Board.

## **3. Report of the Chairman's Advisory Committee on Governance (Balfour Report) – May 10, 1988**

Following a major review, the *Report of the Chairman's Advisory Committee on Governance* (Balfour Report), recommended and the Governing Council approved the following principal under Section VI – Procedures:

Unless set by statute or terms of reference the quorum for all committees is one-third of the voting members.

## **4. Quorum for the Boards and Committees of the Governing Council**

Figure 1 below summarizes the quorum requirements for the existing Boards and Committees and includes the quorum provisions for the UTM and UTSC Campus Councils considered by the Governing Council on June 25<sup>th</sup>. Consistent with the *Balfour Report*, the proposal presented to the Governing Council on the establishment of Campus Councils recommended the normal quorum requirement. There are two exceptions to the general “one-third of the voting members” provision: the Pension Committee and the

Elections Committee. The Pension Committee emerged out of negotiations with the University of Toronto Faculty Association, a ruling from an arbitrator, and extensive consultations within the University. The specification of the quorum requirement of one-half of the voting members of the Committee was the outcome of negotiations and arbitration. In the case of the Elections Committee, its Terms of Reference were revised in 2002 to state that at least two of the three members required for quorum would not be *ex officio* members, reflecting the practice of the time. Prior to that amendment, quorum for the Elections Committee could be met with the attendance of three *ex officio* members.<sup>1</sup>

## **5. Quorum for Divisional Councils**

Divisional Councils, which are also bodies established by the Governing Council, include quorum requirements in their Constitutions and By-Laws. In 2011-2012, the Academic Board approved revisions to a number of Constitutions and By-laws, primarily as a result of the recommendations of the Task Force on Governance and the development of the University of Toronto Quality Assurance Process. While a number of substantive changes were required by these complementary processes, many divisions also took the opportunity to update their documents, following templates provided to them by the Office of the Governing Council. A quorum of one-third of the voting members for a meeting of Council was recommended to the Divisions, and most chose to adopt that requirement if they did not already have it in place. At present, 14 Divisions have a quorum requirement of one-third of the voting members, two require half of the voting members and six have less than one-third.

The membership of the Erindale College Council (ECC), which includes all teaching staff with their primary appointment at UTM, is approximately 400. The current quorum requirement for the ECC is 30 or roughly 8%. It meets approximately six times during the academic year and average attendance has been between 90 to 100 members over the last three years.

The membership of Council of the University of Toronto Scarborough, which includes all teaching staff with their primary appointment at UTSC, is approximately 420. The current quorum requirement is 20 or about 5%. The Council meets three to four times during the year, though its committees meet more frequently. The average attendance for the Council meetings has been between 30 to 40 members over the course of the last three years.

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<sup>1</sup> In practice, *ex officio* members do not normally attend Elections Committee meetings.

**Figure 1: Quorum for the Boards and Committees of the Governing Council**

<b>Name</b>	<b>Size</b>	<b>Quorum</b>
Committee on Academic Policy and Programs	31	One-third of the voting members (normally 11)
Planning and Budget Committee	26	One-third of the voting members (normally 9)
Agenda Committee	13	One-third of the voting members (normally 5)
<b>Academic Board</b>	121	One-third of the voting members (normally 41)
Audit Committee	12	One-half of the members, other than <i>ex officio</i> voting and non-voting members
<b>Business Board</b>	Up to 31	One-third of the voting members (usually 11)
Pension Committee	20	One-half of the voting members of the Committee
Elections Committee	9	Three members constitute a quorum, at least two of whom will not be <i>ex officio</i> members.
<b>University Affairs Board</b>	25-26	One-third of the voting members (normally 9)
Committee for Honorary Degrees	17	A quorum shall consist of at least one-third of the members (normally 6)
<b>UTM Campus Council</b>	26	One-third of the voting members (normally nine) shall constitute quorum.
UTM Campus Council Agenda Committee	13	Quorum shall consist of one-third of the voting members (normally 5).
UTM Campus Council Academic Affairs Committee	59	One-third of the voting members (normally twenty) shall constitute quorum.
UTM Campus Council Campus Affairs Committee	32	One-third of the voting members (normally ten) shall constitute quorum.
<b>UTSC Campus Council</b>	26	One-third of the voting members (normally nine) shall constitute quorum.
UTSC Campus Council Agenda Committee	13	Quorum shall consist of one-third of the voting members (normally 5).
UTSC Campus Council Academic Affairs Committee	60	One-third of the voting members (normally twenty) shall constitute quorum.
UTSC Campus Council Campus Affairs Committee	32	One-third of the voting members (normally ten) shall constitute quorum.

## **6. Additional Quorum Considerations for UTM and UTSC Campus Councils**

Concerns were expressed at the June 25<sup>th</sup> Governing Council meeting that, under the proposal's provisions, meetings of the Campus Councils could be held without faculty or student members. A survey of attendance information for the Governing Council, Executive Committee and the Academic, Business and University Affairs Boards over the last three years indicates, however, that attendance of administrative staff, students and teaching staff is generally not an issue for concern. Overall, meetings of these governance bodies are well-attended by members of those three estates. There is some variation in the proportion of administrative staff, student and teaching staff attendees in comparison with alumni and government appointees/community members. However, that can be readily explained by differences in membership composition among the bodies. For example, the majority of attendees at Academic Board meetings are administrative staff, students and teaching staff. This is to be expected given that 5% of the total membership is allocated for alumni and government appointees/community seats. Similarly, the majority of attendees at Business Board meetings are alumni and government appointee/community members because they hold the majority of seats on that body (up to 58%). Appendix A contains the attendance data for each of the bodies.

The Governing Council needs to determine whether the Campus Councils are expected to be sufficiently different from other Boards and Committees of the Governing Council in their intended responsibilities, membership and operation to warrant quorum provisions that depart from normal practice. They are expected, in fact, to operate in a manner consistent with the practices and procedures established for the Governing Council and its bodies and there is no indication at present that they will be different.

In this context, it may be important to note that other requirements and processes support and respect the quorum expectations that are in place. They include, for example, the following complementary steps that enable members (and non-members as appropriate) to plan their participation in meetings:

- The Governing Council and Executive Committee meeting dates are set a year in advance and approved by the Executive Committee; any changes have to be approved by the Executive Committee. These dates and those of the Boards and Committees across the six cycles of governance are established in consultation with the relevant administrative offices and take into account key dates in the academic calendar, including religious observances. The full schedule is published shortly after the approval of Governing Council's dates. The Campus Councils and their Standing Committees will be incorporated into this process and their meetings dates will be publicized accordingly.
- The detailed consolidated annual calendar of business for the Boards and Committees is also posted on the Governing Council's website and updated weekly. The business of the Campus Councils and their Standing Committees will be incorporated into this process and will be publicized accordingly.

- Meeting agendas and related documentation are posted on the Governing Council's website, normally seven days in advance of meetings.

In developing the Campus Council model, the implementation group also considered whether quorum should be matched with the requirements of the Governing Council itself, rather than with the general provisions for Boards and Committees. That is, would it be more reasonable to require a minimum number of community members, comparable to the requirement for the Governing Council and comparable to university governing boards more broadly? As noted above, the Governing Council quorum requires a specific minimum number of alumni and government appointees to ensure appropriate "arm's length" oversight. This additional criterion would mean, for example, that, of the nine members specified for quorum, four or five would have to be community members. It was agreed, however, that the expectations of the Campus Councils with respect to their their procedures would be consistent with other Boards and Committees of the Governing Council rather than with the Governing Council itself. In future, if there is further evolution in administrative structures and development of a system model, such provisions could be considered at that time.

### **C. Recommendation to the Governing Council**

In light of the foregoing, it is recommended:

THAT the quorum for meetings of the Campus Councils of the University of Toronto Mississauga and the University of Toronto Scarborough be one-third of the voting members (normally nine).