



UNIVERSITY OF TORONTO

University of Toronto
Governing Council

Principles of Good Governance

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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.

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