

EXECUTIVE COMMITTEE Terms of Reference

1. MEMBERSHIP

1.1 Composition

The composition of the Executive Committee is defined in subsection 3(1) of *The University of Toronto Act, 1971*. The Chair of Governing Council is the Chair of the Executive Committee. Section 28 (b) of By-Law Number 2 of the Governing Council, stipulates that the member elected as Vice-Chair of the Governing Council shall be a member of the Executive Committee and serve as Vice-Chair of the Committee. [The Vice-Chair will be one of the four Government Appointees on the Executive Committee.] As a matter of practice, Board Chairs normally attend meetings of the Executive Committee but as non-voting participants, presenting matters arising from the Boards.

	GOVERNING COUNCIL
Administrative Staff	1 or 0
Alumni	2
LGIC Appointees	4
Teaching Staff	3
Students	2
Presidential Appointees	0 or 1
<i>Ex Officio</i>	
Chair	1
President	1
TOTAL	14

1.2 Term

Terms are for one year, beginning July 1, and may be renewed.

Members are elected annually by and from among the members of the estates defined in subsection 3(1) of *The University of Toronto Act, 1971* on the Governing Council.

2. QUORUM

A quorum shall consist of at least six members of the Executive Committee, at least three of whom shall be members elected by the alumni or appointed by the Lieutenant Governor in Council.

Special Committee/TFOG-IC September 6, 2011/IC – TOR Executive Committee.docx
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3. SUBCOMMITTEES

3.1 Standing Committees

3.1.1 Elections Committee

The Elections Committee reports to the Executive Committee.

3.1.2 Special Committees

The Executive Committee may establish Special Committees for specific purposes.

4. FUNCTION

Under subsection 3(4) of *The University of Toronto Act, 1971*, the Executive Committee ‘may deal with any matter that is within the responsibility of the Governing Council, but no decision of the Executive Committee is effective until approved by the Governing Council or unless the Governing Council has previously assigned authority therefore to the Executive Committee’.

5. AREAS OF RESPONSIBILITY

The Executive Committee has been assigned responsibilities by section 3 of *The University of Toronto Act, 1971* and section 28 (d) of By-Law Number 2 of the Governing Council, as well as by various policies approved by the Governing Council.

Governance Oversight

The Executive Committee is responsible for overseeing the operation of the Governing Council and its Boards and Committees.

- 5.1** The Executive Committee is responsible for the preparation of the agenda for meetings of the Governing Council. As part of this responsibility, the Committee receives and reviews reports of other committees for transmittal to the Governing Council.
- 5.2** The Executive Committee plays a co-ordinating role in relation to all the committees of the Governing Council. The Committee refers matters to other committees of the Governing Council. It also screens new issues and assigns them to standing or *ad hoc* committees or to the administration for consideration.
- 5.3** The Executive Committee acts as a Striking Committee to nominate persons for appointment to the committees of Council.

Confirmations and Approvals

- 5.4** The Executive Committee confirms certain decisions reached by the Academic Board, as specified by the Board’s Terms of Reference.
- 5.5** The Executive Committee considers, and has the authority to approve, recommendations for the expulsion of students under the *Code of Behaviour on Academic Matters* and the *Code of Student Conduct*.
- 5.6** The Executive Committee considers, and has the authority to approve, recommendations under the *Code of Behaviour on Academic Matters* for the cancellation, recall, or suspension of degrees, diplomas, or certificates obtained by graduates.

- 5.7** The Executive Committee approves appointments to various senior University positions as determined from time to time by Governing Council policy.
- 5.8** The Executive Committee approves University appointments to bodies external to the University on behalf of the Governing Council (as “consent” agenda items – see Section 6.1).

Presidential Review and Appointment

- 5.9** The Executive Committee recommends to the Governing Council the appointment of members of the Presidential Search Committee.¹
- 5.10** The Executive Committee determines the process for the review and evaluation of the President by the Senior Appointments and Compensation Committee.

Review of Reports

- 5.11** The Executive Committee reviews and reports to the Governing Council on the discharge of the Council’s accountability requirements, including but not limited to the annual Performance Indicators report, and the semi-annual report of Reviews of Academic Units and Programs.
- 5.12** The Executive Committee reviews a comprehensive annual report on enterprise risk management following initial review by the Audit Committee.
- 5.13** The Executive Committee reviews (by means of electronic publication – see Section 6.2) a semi-annual report of all namings approved by the Committee on Namings and by the President, under the Policy on Naming.

Office of the University Ombudsperson²

- 5.14** The Executive Committee reviews an interim written report from the University Ombudsperson early in the annual governance cycle. It endorses and forwards to the Governing Council the annual written report of the University Ombudsperson to the Council and the University community, as well as such other special reports as may be required from time to time by the Council.
- 5.15** The Executive Committee determines the manner in which the end of term review of the Office of the Ombudsperson will be undertaken. It determines the appropriateness of a mid-term review of the Office, and if necessary, the manner in which such a review is to be undertaken.
- 5.16** The Executive Committee appoints the members of the search committee for the University Ombudsperson.

Governing Council and Academic Board Elections

- 5.17** The Elections Committee reports to the Executive Committee. Recommendations of the Elections Committee may be approved by the Executive Committee or forwarded to the Governing Council for approval. Amendments to the policy on elections or the Constitution

¹ *Policy Respecting the Appointment of a President* (February 4, 1999).

² See: Terms of Reference of the Office of the University Ombudsperson (January 21, 2010)

of the College of Electors are considered by the Executive Committee and recommended to the Governing Council for approval. Major amendments to the annual *Election Guidelines* are approved by the Executive Committee and do not require the approval of the Governing Council. Minor amendments to the *Election Guidelines* are approved by the Elections Committee. The determination of whether amendments are major is made by the Chair of the Executive Committee.

5.18 The Executive Committee appoints the Chair of the Elections Committee.

5.19 Appointment of the Chief Returning Officer is the responsibility of the Executive Committee on the recommendation of the Secretary of Governing Council. The appointment of one or more Deputy Returning Officers by the Secretary of the Governing Council is reported for information to the Executive Committee.

Additional Responsibilities

5.20 The Executive Committee exercises such powers of the Council as the Council by resolution may provide from time to time.

6. PROCEDURES

The Executive Committee normally meets in closed session. Pursuant to sections 28 (e) and 33 of By-Law Number 2, the Executive Committee may move *in camera*. The Executive Committee should normally meet in open session when considering for confirmation recommendations from the Academic Board.³ Similarly it should normally meet in open session when considering recommendations of the Elections Committee.

6.1 Consent agenda

The Chair may determine that certain items should be placed on a “consent” portion of the agenda. Those items are not given individual consideration by the Committee, unless a member so requests. Rather, members with questions for clarification, or requests for further information, may contact the sponsor of the item in advance of the meeting. Members with concerns who would like an item to be discussed by the Committee 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 Committee in the usual manner.

6.2 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 Chair 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 may contact the sponsor of the item.

June 27, 2002 – revisions approved by Governing Council

May 30, 2007 – revisions approved by Governing Council – Section 5.7 (previously Section 5.5) added to take into account the revised *Policy on Appointments and Remuneration*

October 27, 2011 – revisions approved by Governing Council

³ See: *Report of the Chair’s Advisory Committee on Governance* (May 10, 1988), Section VI (page 15).