



UNIVERSITY OF TORONTO

University of Toronto
Governing Council

Expectations and Attributes of Governors and Key Principles of Ethical Conduct

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Expectations and Attributes of Governors and Key Principles of Ethical Conduct

1. Preamble

Assuring the quality of governors begins with ensuring a clear articulation and understanding of expectations, attributes and principles of ethical conduct.

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 as a whole, to defend the autonomy and independence of the University and to enhance its public image.

Fundamental to this is the awareness of and compliance with all applicable laws, regulations, University policies and procedures – however principles of ethical conduct go beyond these prerequisites. As Governors of the University of Toronto, there is an obligation to meet legal requirements but also to guide one’s behaviour and decisions on the basis of **trust, honesty and integrity**.

All members of the University – whether Governors, Administration, Faculty, Students, or Other Staff – are guided by principles of ethical conduct which must be aligned. The elements of this document are intended to complement similar materials guiding other groups within the University.

2. Expectations and Attributes of Governors

To fulfill expectations of a Governor’s responsibilities, principal duties include:

1. Advancing and upholding the mission of the University; and
2. Understanding and having relevant input into the University’s vision, strategies and objectives.
3. Assuming, with the other Governors, the stewardship role of overseeing the business and affairs of the University.
4. Exercising informed judgement – within a reasonable time of joining the Council, becoming knowledgeable about the University and its role in the province, the country, and globally; the academic sector more broadly; emerging trends, issues and challenges, thereby being able to provide wise counsel on a range of issues, through knowledge of and experience with topics and their context.
5. Understanding the current governance policies and practices, the mandates and authorities of the committees on which he or she serves.
6. Understanding that the Governing Council’s role is one of oversight with a focus on strategic matters rather than management or administration.

7. Preparing thoroughly for each meeting by reviewing the materials provided and requesting, as appropriate, clarification or additional information in order to appropriately add value in deliberations and exercising oversight.
8. Communicating persuasively and logically at governance meetings and being willing to be accountable for and be bound by decisions made by the Governing Council or its Boards / Committees.
9. Voting on all matters requiring a decision except where a conflict of interest may exist.
10. Committing to participate actively in governance meetings. Attending at least 75% of all meetings and advising the Secretariat in advance if one must be absent and, if there is a need for extended absences, consulting with the Chair about the need and implications. Electronic participation can be considered in some circumstances.

3. Key Principles of Ethical Conduct

Reflecting good governance practice, and to sustain the strong historical commitment to the highest level of ethical integrity showcased by Governors in conducting all of their affairs, the following principles are highlighted for clarity. Consistent with the University's values, including academic freedom, collegiality and civil discourse, these are intended to complement other applicable statutes, policies, guidelines and other materials within the University to guide considerations and conduct. They are not intended to be static, encompassing rules.

Respect for Others

Every member of the University should be able to work, live, teach and learn in an environment free from discrimination and harassment. Inappropriate language or behaviour which may impair these conditions is not to be tolerated. Respect for the rights and dignity of others regardless of differences must be maintained; demeaning actions or behaviour along sexual, racial, physical, socioeconomic or political lines has no place in our University.

The University's obligation, role modelled by Governors, is to support the fullest range of respectful and constructive debate. This inclusive dialogue supports the principles and the professional conduct of good governance, which fosters diligent and thoughtful advice, and objective, informed approval.

Conflicts of Interest (business/financial, family, personal relations, employment)

Occasionally, situations may arise when a Governor's interests may actually or appear to conflict with their role and responsibility to the University. A conflict can arise when one's position on the Governing Council can reasonably be seen to unfairly advance one's own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal Relations.

All members are responsible for maintaining the transparency which the University prides itself on within the immediate and broader communities. As such, any actual, potential, or appearance of a conflict must be disclosed, considered, and appropriately managed or eliminated. If one has any doubt, the Secretary of the Governing Council is the first contact for discussion, who may seek additional advice or counsel where valuable, and who may refer the matter to the Chair.

Protecting Confidential Information

In their highly trusted advisory and governing capacities, Governors will be exposed to different types of sensitive information requiring considered use and confidentiality. This may concern faculty, staff, administration or students; it may, for example, be specific to University affairs or financial business, or it may be proprietary to the University.

Governors must ensure that they fully understand their obligations and maintain this information in confidence.

4. Questions, Clarification and Concerns

The Secretary of the Governing Council is available for discussion of any questions or clarification, whether of one's personal situation relative to a matter before Council or its committees or observations of other Governors. When requested, concerns can be raised anonymously and the confidentiality of the information provided will be respected.

Approved by the Governing Council October 28, 2010.