



UNIVERSITY OF
TORONTO

OFFICE OF THE GOVERNING COUNCIL

Report of the Task Force on Governance

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I. Executive Summary

A. Towards 2030 – Context

In June, 2007, President Naylor initiated a major planning process with the publication of a discussion paper – *Towards 2030: Planning for a Third Century of Excellence at the University of Toronto* – which was distributed broadly throughout the University community. The President sought feedback through a highly consultative process and following an intense period of dialogue, five major themes emerged: long-term enrolment strategies, institutional organization, University resources, University governance, and University relations and context.

Five task forces were struck in October, 2007, to explore these themes in detail with further research and consultation, and to make recommendations for the future. Four of the task forces were established by the President and were chaired by then current members of the Governing Council. The fifth, the Task Force on Governance, was established by the Governing Council and chaired by the immediate past Chair of the Council. Consistent with the representative nature of the other *Towards 2030* task forces, it comprised representatives from all of the University's estates: teaching staff, administrative staff, students, alumni and government appointees.

The Governing Council approved the Terms of Reference for the Task Force on Governance, defining a mandate that was to proceed in two phases:

- **Phase 1** was to define gaps or deficiencies, as well as strengths, in our current system relative to enhancing our existing governance practices and taking into account the University's future directions. Completion of Phase 1 was to provide guidance to the Governing Council in its decisions for the next phase. **It was not to propose solutions.**
- **Phase 2** was intended to recommend possible steps that could close the identified gaps, build on current strengths, and specify how that could be accomplished.

The approved charge to the Task Force is provided in Appendix 1.

In its first phase, the Task Force asked for input and advice on five key questions:

1. How can we ensure an appropriate forum in governance for discussion of strategic questions (for example, emerging strategic issues and major strategic priorities undertaken)?
2. Of the current topics or matters which come to the Governing Council or its Boards or Committees, which are the most important in terms of governance decision-making? Which are the least important?
3. What are the areas of overlap or duplication between or among Governing Council's Boards and Committees and divisional councils? How could we create a more streamlined and agile set of governance processes with reduced repetition? Are the Boards, Committees and divisional councils optimally structured to enable this?

4. Does the current oversight and accountability for each of the three campuses have appropriate levels of authority to ensure good governance, respecting centralized and de-centralized decision-making?
5. Similarly, does the delegated authority of divisional councils on the St. George campus provide mechanisms for sufficiently rigorous reviews and oversight?

These questions were posted on the *Towards 2030* website as part of the invitation to the broad University community to provide advice.

B. Strategic Findings – Phase 1

The *Towards 2030 Task Force on Governance – Phase 1 Report* was submitted to the Chair of the Governing Council and the President in early March, 2008, and was received by the Governing Council at its meeting of April 10, 2008. (The *Report* is attached hereto as Appendix 2.)

During Phase 1, the Task Force received considerable input representing diverse perspectives. That advice indicated that, for the most part, **the University is governed well and the current system is sound**. While there are particular elements that require attention – and in some cases, meaningful change – **the unicameral system itself is viewed to be appropriate for the University**. The Task Force did not find any compelling reasons for radical change (revisions to membership or abandoning the unicameral system, for example) to address the concerns that were identified. The scope and nature of the issues identified throughout our broad consultations clearly signaled that such change would not need to be contemplated in arriving at solutions.

While the Task Force considered best practices in corporate governance, it also heard clearly the important factors that make university governance different from corporate governance:

- the **nature of a public university** which connotes accessibility, quality, and accountability to the wider public.
- the **need to exercise responsibly the independence** that gives the University and its members the freedom to teach, to learn, to express opinion, to admit students, to determine who teaches and what is taught.
- the **independence and interdependence of numerous academic units** that comprise the institution – in our case, Faculties, Colleges, Departments, Centres, Institutes, our tri-campus organization and special relationship with Federated Universities.
- the **special responsibility of academic staff for advancing the academic mission** of the University. Those bodies representing the faculty of the University should be vested with primary responsibility for reviewing all matters regarding "who teaches what to whom" (academic programs, admission, etc.).

- the **substance of the activity of the university**, namely its teaching, research and service activities, rest on **individual effort and autonomy within a collective framework of relationships**.
- the **management structure**, although apparently hierarchical, is a hybrid of **hierarchy, collegiality and individual autonomy** that makes governance complex theoretically and practically.
- the university is a **community of people** – students, staff, faculty and alumni – with relationships among all who live and work on the campuses, and those alumni who have physically left the campus but who spiritually never leave.

The Task Force accepted that these factors influence the governance model that is appropriate for the University and a proper weighing of the factors is necessary to ensure that governance is as effective as it can be. This begins with the belief that:

The **essential role of governance** is to provide guidance on the University's long-term strategic directions and to provide **active oversight of the University's management** – its role is not to duplicate that of the University's administration. Among the many principles of good governance, our model needs to be compatible with the University's mission and it needs to be multi-dimensional, given the various and complex characteristics of the University.

Foremost among these characteristics is the unicameral model which combines the traditional governance functions of a Board and a Senate in the Governing Council. As a result, the composition and role of the Governing Council is different than that of a corporate board and other universities' boards.

The *Phase 1 Report* identified six broad themes within which the next phase review should concentrate:

- (1) **Oversight and accountability -- the quality of the Governing Council's meeting agendas.** Repeatedly, the Task Force heard that the Council's agendas may not comprise the right items to enable it to govern well. In the current system, the range of matters coming to the Council has led to questions regarding accountability and effectiveness of oversight and decision-making. There are concerns whether there may be matters not coming to governance that should be and whether or not there is sufficient strategic debate within governance on key issues facing the University in the long-term.
- (2) **Overlap/duplication, deficiencies, ambiguities – Board and Committee mandates.** Repeatedly, the Task Force received comments and observations about the iterative and repetitive nature of our existing model and the manner in which it functions. The apparent duplication between levels or among bodies within the system is seen to absorb valuable time and to diffuse accountability. Additionally, the existing terms of reference are not consistently clear in defining the division of responsibilities among the various bodies and, over time, expectations and practices have evolved that can add further complexity.

- (3) **Delegated authority for academic divisions – lack of clarity, inconsistency.** There is lack of clarity regarding the degree of authority/autonomy at the divisional level and the relative authority of the Governing Council and its Boards and Committees. Faculty and College Councils are primarily advisory to the Dean or Principal and have specific authority for particular academic matters. The exercise of these responsibilities varies from division to division.
- (4) **Delegated authority in the tri-campus context – levels of oversight and accountability, and redundancy.** It is clear that our governance structure was established at a time when the current vision of the University had not been developed. Our present structure and its attendant practices do not provide appropriately for the needs of a three-campus organization of the size and complexity that our University has become. They do not readily permit efficient oversight and accountability processes for UTM and UTSC, nor do they appear to provide sufficient representation within the Governing Council itself or within its existing bodies for these campuses.
- (5) **Quality of governors – experience mix and representation.** Consistently effective governance rests largely on the quality of governors. It is evident that the University of Toronto has benefitted – and continues to benefit – from the high quality and steadfast commitment of its volunteer governors. Any review or assessment of governance, however, must take this critical quality component into account and provide assurance that mechanisms are in place to support the strongest possible membership across its structure. Attracting and retaining the most capable governors and ensuring an appropriate mix of knowledge, skills, expertise, experience and backgrounds across the Council’s membership is essential. This principle also applies to the non-governor membership of the Boards and Committees, and includes all estates – administrative staff, alumni, faculty, staff and students. In our structure, since members are both elected and appointed, a variety of factors affect the collective strength of the Council and its bodies.
- (6) **Roles of and appropriate interfaces between governors and the administration.** Effective governance relies on the quality of the relationship between governance and the administration. That relationship is shaped, in turn, by the knowledge of and respect for the parties’ legitimate responsibilities. There is not always clarity regarding the respective roles and responsibilities of governors and the administration and the appropriate relationships between the two groups.

Conclusions – In summary, Phase 1 of the Task Force’s work emphasized that:

- there was nothing compelling to point us to change from our unicameral system;
- if necessary, the *University of Toronto Act* would be revisited;
- representation of the five key estates (administrative staff, alumni, students, teaching staff and government appointees) should be preserved; and
- the University’s governance must address the complexity of decision-making and improve governance oversight of all three campuses.

There was also general agreement that much in our governance could be strengthened *without* amendments to current legislation:

- with changes to by-laws and Board and Committee terms of reference;
- through changes to procedure; and
- through changes to the manner in which items are prepared and presented by the Administration.

Proposal for Phase 2 – The Task Force’s guidance to the Governing Council for the second phase of its work comprised three recommendations to address the issues encompassed by the six broad themes:

- (a) That the Governing Council establish a body immediately with a mandate and membership to consider and make recommendations on issues arising from the broad themes identified by the Task Force on Governance.*
- (b) That the body recommended in (a) be charged with staging its work with a view to introducing enhancements to governance progressively over a defined period.*
- (c) That the progressive stages of work noted in (b) include periodic reports and recommendations to the Governing Council to facilitate ongoing communication and timely implementation of necessary changes.*

The terms of reference for Phase 2 of the re-constituted Task Force, comprising “Background and Context”, “Mandate” and “Membership” were approved by the Governing Council at its meeting of October 23, 2008. (See Appendix 3.)

Timelines – The Task Force acknowledged that a reasonable timetable for longer-term recommendations – for example, those requiring decisions on the University’s three-campus administrative organization – was yet to be determined and could conceivably be well into the future and beyond the scope of the Phase 2 work. Recommendations for steps to be taken in the short- and medium terms, however, could and should be developed during Phase 2. The final report was to be submitted by June, 2010.

The Task Force committed to providing interim reports to the Executive Committee that would ensure momentum was maintained. In addition, the Task Force signaled that, if appropriate, it would make recommendations for implementation of level 1 changes that were refinements to existing practice. The Task Force made no formal recommendations but, as a result of our discussions, the Chair, Secretariat and the Senior Administration introduced changes to the orientation that occurred in September of the current academic year.

C. Approach Taken – Phase 2

1. Breaking Down Complexity

The Task Force determined that a carefully staged or compartmentalized approach to its ongoing review work was necessary to:

- facilitate breaking down complex matters into projects of manageable scope;
- allow early implementation of some modest but meaningful changes; and
- ensure that the review's work would be informed by plans and actions arising from the other *Towards 2030*-related processes.

In this light, the Task Force approached each of the six thematic findings of Phase 1 by examining how:

- (a) practices could be refined;
- (b) possible revisions to delegations of authority, including terms of reference, could be made; and
- (c) tri-campus governance would be addressed.

a. Refinements to Practice

In some cases, existing practices may have arisen from particular interpretations or applications of terms of reference; in others, they may have arisen in the absence of specific direction from the terms. The Task Force's assessment was to result in clarifying the value and importance of some practices, modifying or eliminating others as appropriate, and/or introducing still others in the interest of good governance.

b. Assessment of and Revisions to Delegations of Authority

The Task Force's primary focus was in the broad area of delegation of authority which includes delegation (1) by the Governing Council to Boards and Committees; (2) from the Governing Council to the administration; and (3) from the Governing Council (primarily the Academic Board) to Faculty/Divisional Councils. In this context, it examined in detail the terms of reference of the Boards and Committees.

c. Consideration of Tri-campus Governance

The Task Force's work was to rely on actions arising from the directions identified in the *Towards 2030* documents: A Long-term Planning Framework for the University of Toronto, Synthesis Report and the report of the Task Force on Institutional Organization.

Subsequent to the commencement of the Phase 2 work, however, substantial work on institutional organization was deferred. As a result, following consultation with the Executive Committee, the Task Force focused its recommendations on options for a tri-campus governance model that

provides for appropriate oversight, mechanisms of accountability and delegations of authority within the existing institutional structure.

2. Answering Five Questions

Our examination of agendas and three broad governance functions began with five fundamental questions:

- are the right matters coming to governance – that is, do we have the right agendas?
- are items going to the right places?
- are there unnecessary stopping points?
- is anything missing?
- are the right constituencies participating in approvals or other key steps?

The theme from Phase 1 findings included concerns regarding duplication or repetition within governance – that several items may be considered unnecessarily by several bodies. Throughout our analysis, particular attention was paid to identifying those matters for which parallel or complementary review and consideration are appropriate.

3. Establishing Working Groups

The Task Force determined that the elements of its work fell into either of two broad categories: (a) governance relationships and agendas and (b) quality of governors (identification, election / selection, orientation, education and evaluation). In this context, it established two working groups – lead by the Chair and Vice-Chair, respectively – to concentrate their efforts on specific matters and to report back to the full Task Force with their findings and recommendations for discussion and decisions.

Following the first two Task Force meetings in November and December, 2008, Working Group A met ten times, and Working Group B six times. They reported to and received feedback from the full Task Force at nine meetings between January, 2009 and June, 2010. Throughout the course of its work, the Task Force provided periodic updates to the Governing Council through the Executive Committee, reporting as follows: January 15, 2009; June 12, 2009; November 30, 2009; and June 14, 2010.

D. Confirmation of Phase 1 Findings and Additional Insights

In its detailed Phase 2 work, the Task Force confirmed the overall soundness of the current system of governance. It also affirmed that the concerns to be addressed related to implementation of responsibilities within the system. In this context, the Task Force returned to the fundamental foundations of governance – first, defining the principles of good governance and, from these principles, clarifying the mandate of governance. We focused, too, on what is necessary to ensure that the quality of governors is appropriate to the responsibilities they have and the expectations they have to meet. In light of the principles, we examined methods for improving the processes by which Governing Council and its Boards and Committees function.

These critical elements informed all of our recommendations to address operational processes and structural concerns.

Currently, the Governing Council's time is largely consumed by the many transactional items that are required by our terms of reference to be considered by the full Council.

The Task Force has consistently heard that there should be:

- greater delegation of approval matters to the Executive Committee, acting on behalf of the Governing Council as provided in our *Act*.
- greater delegation to lower levels within the committees of governance and to divisional councils, assuming appropriate accountability mechanisms.
- an analysis of the delegation to the councils of UTM and UTSC in light of the three campuses' particular needs.
- greater delegation to the administration with appropriate reporting.

The Task Force acknowledges that the size of the Council is not conducive to strategic discussions; carefully considered delegation of transactional matters, however, will enable such discussions to occur both at the Governing Council level and, as appropriate, within its Boards and Committees.

E. Summary of Recommendations

The Task Force's recommendations comprise two stages of implementation:

- recommendations for immediate implementation – that is, those that will be effective immediately on the Governing Council's approval of this report, and
- recommendations to be pursued in the future – that is, those that require changes to terms of reference or that will also rely on changes to policy. Those recommendations would be expected to be undertaken by and have an effective date for implementation confirmed during the coming year. Some recommendations may be implemented by the Secretariat. Others may require focused task groups to be established while some may need to be delegated to administration to bring forward revisions to policies for consideration by the appropriate Board or Committee.

Tri-campus Governance – Among these recommendations for the future is a recommendation to address current tri-campus governance needs.

The review was a Governing Council initiative, but the Task Force was mindful that it could not proceed independently. It would need to contribute to and be assisted by the University's strategic planning activities. In particular, planning and directions regarding institutional organization need to be addressed and are critical to shaping the longer-term decisions about appropriate governance for our three-campus University.

1. For Immediate Implementation

The recommendations summarized below are intended for immediate implementation.

Setting the Tone through Adopting Foundations of Good Governance

- (1) Adopt and apply the “Principles of Good Governance”.
- (2) Adopt and apply the “Mandate of Governance”.
- (3) Enhance the conduct of meetings.

Ensuring Quality of Governors

Expectations and Attributes of Governors and Key Principles of Ethical Conduct

- (4) Adopt and apply the statement of “Expectations and Attributes of Governors and Key Principles of Ethical Conduct”.

Identification and Election / Selection

- (5) Adopt and apply principles regarding identification and selection of Governors.
- (6) Adopt and apply an attributes matrix across all Governing Council estates.
- (7) Coordinate sourcing and recruitment strategies to ensure larger pools of highly qualified and diverse candidates.
- (9) Improve election / appointment communication.

Orientation and Education

- (11) Introduce targeted orientation sessions.
- (12) Establish formal mentoring opportunities.
- (13) Introduce additional educational opportunities.

Evaluation

- (14) Introduce systematic evaluations: annual survey of governance practices, strengthen one-on-one feedback and guidance, introduce evaluation of Chairs.

Strengthening Oversight and Accountability

Enhancing Governing Council Agendas: Avoiding Duplication and Increasing Delegation to Boards, Committees and Administration

- (15) Adopt and apply a framework for redistribution and greater delegation of responsibilities.

Enhancing Use of Governors’ Time and Increasing Engagement of Critical Topics

- (22) Introduce “bundling” / grouping of related business items to enhance quality and efficiency.
- (23) Continue and enhance Senior Assessors’ Reports.
- (24) Further clarify purpose of “Reports for Information”.
- (25) Maintain formal and informal advisory roles.
- (26) Plan for systematic early engagement of and consultation with Governors.
- (27) Increase use of existing on-line tools.

(28) Introduce Governors' subject-specific review / discussion groups.

Increasing Efficiency of Deliberations

(29) Adopt and apply more concise and focused cover documentation.

(30) Reduce or eliminate routine or transactional items to enhance efficiency through consent agendas.

2. For Future Implementation

The recommendations summarized below are intended for future implementation.

Ensuring Quality of Governors

Identification and Election / Selection

(8) Establish nominating committees for Lieutenant Governor-in-Council and Alumni Governor Candidates to improve sourcing of highly qualified and diverse candidates.

(10) Enhance elections operations.

Strengthening Oversight and Accountability

Enhancing Governing Council Agendas: Avoiding Duplication and Increasing Delegation to Boards, Committees and Administration

Academic Board Responsibilities

(16) Introduce approval of academic plans.

(17) Streamline consideration of capital planning and capital projects.

(18) Eliminate Connaught Committee and re-assign its responsibilities.

Business Board Responsibilities

(19) Clarify and reduce intersection with other Boards' responsibilities.

University Affairs Board Responsibilities

(20) Re-assign selected responsibilities to Academic Board, Business Board, Executive Committee and Campus Affairs Committees.

Executive Committee Responsibilities

(21) Increase Executive Committee's final approval or confirmation of decisions.

Increasing Efficiency of Deliberations

(31) Enable participation in meetings by tele- or video-conference.

(32) Enable on-line decision / voting processes.

F. Conclusion

The Task Force began its work by identifying five key questions related to:

- the impact and effectiveness of the University's governance in strategic matters,
- the issues that comprise governance agendas,
- overlap and duplication among governance bodies,
- levels of delegation within governance and the administration, and
- appropriate governance structures and delegations of authority in a tri-campus system.

Following a careful and comprehensive examination of these areas, this Report presents the Task Force's recommendations for building on established strengths within the unicameral system and for addressing particular concerns, some of which are longstanding. Many of our recommendations can be undertaken immediately and require only modest adjustments to, or expanded application of, existing practices. Others may require further consideration and attention in the months ahead. Some, notably in the area of tri-campus matters, must await important strategic decisions taken elsewhere. With respect to the latter, the Task Force believes that it is timely for the University to move ahead on addressing tri-campus matters as articulated in the *Towards 2030* process. Finally, the Task Force emphasizes that the long-term success of any governance enhancements is dependent upon the implementation of three thematic recommendations that define the principles of good governance, the mandate of governance, and the expectations, attributes and principles of ethical conduct. Together, these provide both the rationale and theoretical basis for the operational recommendations of the Report.

II. Detailed Recommendations

A. Setting the Tone through Adopting Foundations of Good Governance

1. Principles of Good Governance

Recommendation 1 – Adopt and Apply Principles of Good Governance

THAT the Governing Council adopt and apply the statement of “Principles of Good Governance” as the basis for its governance practices.

While the existing system has by-laws and terms of reference to guide its mode of operation, there are fundamental principles that underlie good governance. These principles should form the basis for the Governing Council’s governance practices and for examining how continuous improvements can be made.

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.

2. Mandate of Governance

Recommendation 2 – Adopt and Apply the Mandate of Governance

THAT the Governing Council apply, as its normal operating framework, the statement of mandate and functions of governance as contained in Appendix 4.

The “Principles of Good Governance” form the basis for the mandate of governance. In seeking to address identified gaps and deficiencies – and to build on existing strengths – the Task Force examined the three essential functions of governance:

- **approval** – governance *approves* specific policies, plans, projects or reports according to established procedures.
- **oversight** –governance receives a wide variety of reports and information through which it *monitors the quality and substance of institutional leadership and decision-making*.
- **advice** – governance is consulted and *provides input*, sometimes in confidence, on proposed initiatives at various stages of development.

It was also important to clarify what governance is **not** – that is, to define the legitimate boundary or “hand-off” between governance and administration. In general, the President, as chief executive officer, and the administration have the responsibility for articulating the University’s mission and strategic directions on the advice of and for ultimate approval by governance. The President and the administration also have responsibility for outlining problems, explaining issues, identifying the need for changes in policy, and formulating new policy for governance consideration.

The Task Force asserts that the functions of governance encompass the following ten aspects of advancing and sustaining the University’s purpose, strength and well-being:

- strategy;
- image and reputation;
- recruiting, hiring, supporting and evaluating the chief executive officer;
- finance;
- human resources;
- capital expenditures and infrastructure;
- risk management;
- governance effectiveness;
- academic quality; and
- student experience.

Responsibility for particular functions is distributed among the Boards and Committees of the Governing Council.¹ In many instances, the Governing Council reserves final decision-making

¹ Appendix 5 outlines in general terms the distribution of responsibilities among the Governing Council’s Boards and Committees. Appendix 6 provides summary descriptions of the Boards’ terms of reference. Several of the Task Force’s recommendations focus on improving the management of the flow of business through governance. Our discussions were informed by a detailed (clause-by-clause) “map” of

authority; in others the Council has delegated initial review and final decision-making to various governance bodies.

3. Conduct of Meetings

Recommendation 3 – Enhance the Conduct of Meetings

THAT, within the authority defined in the Council’s By-law, the Chair of the Governing Council, in collaboration with the Board Chairs, Executive Committee and the administration, as appropriate, continue in his endeavours to enhance the conduct of meetings of the Governing Council and its Boards and Committees.

The *Phase 1* report did not find any compelling reason for a change to the current structure of Governing Council. However, the Task Force did discuss at length concerns raised and the fact that the current size and scope of the Council does have both strengths and limitations.

An important **strength** of the current model, particularly in terms of size and mix of members, is that it allows for the unicameral system, with a combined ‘senate’ and ‘board’ function, to continue to be maintained. The Task Force believes that this unique system continues to serve the University well and that governance practices within this system’s strengths and limitations can be enhanced by the recommendations made in this report.

Its **limitations** include:

- The large size of the council, several times greater than generally accepted for governance bodies, can restrict the time allocated to discussion of critical topics.
- The mix of appointed and elected members complicates the application of a competency based approach to selection of members.
- The short term for some members limits time for orientation and gaining of experience in governance.
- The constituency based model can result in a focus on representational politics, rather than fiduciary governance being practiced.

The Task Force expresses **serious concerns about the conduct of meetings**: forms of protestation with excessively noisy demonstrations are beyond the accepted standard of peaceful opposition, civility and respect. It is both inconsistent with and disruptive to well functioning governance debate and conduct.

The Task Force notes, too, freedom of speech and expression are fundamental rights that are essential to the function of the University. However, these rights are not without limits and are accompanied with responsibilities. While those who wish to express dissent have the rights to

the Governing Council’s Boards’ and Committees’ terms of reference in relation to the expected functions of governance. (A summary chart is included in Appendix 7.) Several ideas emerged in the Task Force’s deliberations and, with this framework, we prepared specific recommendations regarding both enhancements to practice and possible revisions to particular mandates or structures

share those views, they also must do so responsibly and not infringe on the rights of others to express their views.

The University's Governors must also be able to carry out their legitimate work on behalf of the University, and must protect their right to do so in a responsible manner. If the Governors cannot secure an environment within which they can express and exchange their views, they be cannot seen to be doing so for the entire University community.

The Task Force affirms the Chair's authority to protect reasonable standards for the conduct of meetings and that he / she has the means available through the By-law and relevant University policies.

B. Ensuring Quality of Governors

1. Expectations and Attributes of Governors and Key Principles of Ethical Conduct

Recommendation 4 – Adopt and Apply the Statement of “Expectations and Attributes of Governors and Key Principles of Ethical Conduct”

THAT key principles of ethical conduct be adopted and applied by the Governing Council for its members.

Reflecting good governance focus on ethical standards and behaviour, the Task Force considered the value of preparing a guiding code for governors similar to that of other publicly-funded universities. In our view, the expectations, attributes and principles described below constitute such a code and will complement existing policies and statutes that guide all members of the University community.

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.

2. Identification and Election / Selection

Recommendation 5 – Adopt and Apply Principles regarding Identification and Selection of Governors

THAT the Governing Council apply the following principles in its processes for electing and selecting governors:

- *identification or nomination of potential candidates based on pre-identified skill preferences and experience,*
- *clear information to potential candidates on University governance and expectations,*
- *assessment of qualifications relative to the Governing Council's skill needs,*
- *a well-constructed interview or similar opportunity for selectors / electors to understand the candidate and his/her qualifications more fully,*
- *election or appointment, and*
- *timely communication to successful candidates and feedback to those who are not successful.*

Good governance ensures that, whether elected or appointed, each estate's process should take into account these elements which:

- ensure participants' and observers' understanding of the processes overall, as well as of their individual components; and
- allow the processes to be seen to have a high level of professionalism and careful thought throughout the identification and selection processes.

Details regarding the current situation for each estate are provided in Appendix 8.

Recommendation 6 – Adopt and Apply an Attributes Matrix Across All Governing Council Estates

THAT calls for nominations should be tailored to specific estates and should be related to a matrix of preferred skills prepared under the Chair's direction from time to time, as provided in Appendix 9.

THAT, in developing the Election Guidelines, the Elections Committee include clear reference to the attributes matrix as a guide for administrative staff, students and teaching staff elections.

In relation to the *Principles of Good Governance* and the *Expectations, Attributes and Key Principles of Ethical Conduct*, the Task Force noted the lack of a broadly-communicated attributes matrix for all governors, including those in the elected internal estates. The model provided in Appendix 9 is based on the current framework used in the LGIC appointment process.

Recommendation 7 – Coordinate Sourcing and Recruitment Strategies to Ensure Larger Pools of Highly Qualified and Diverse Candidates

THAT there be active recruitment of potential candidates, initiated and coordinated by the governance leadership, whether individuals are to be elected or appointed.

Common to all estates was the need to identify larger pools of qualified candidates. Such recruitment efforts need to be a collaborative effort led by the Chair of the Governing Council with the Vice-Chair and Board Chairs and Vice-Chairs. They also need to be driven by the knowledge, skills and attributes mix required by the Governing Council over time. The expectations of the role for any individual and its duration need to be clearly articulated. Recruitment methods should be characterized by transparency, appropriate consultation and disciplined assessments.

Recommendation 8 – Establish Nominating Committees for Lieutenant Governor-in-Council and Alumni Governor Candidates to Improve Sourcing of Highly Qualified and Diverse Candidates

THAT nominating committees be established for both alumni governor elections and Lieutenant Governor-in-Council appointments.

THAT the membership of the nominating committees comprise:

Lieutenant Governor-in-Council

- *Chair of the Governing Council (Chair),*
- *Vice-Chair of the Governing Council,*
- *Chairs of the Governing Council’s Boards, and the President*

Alumni

- *Chair of the College of Electors (Chair),*
- *Vice-Chair of College of Electors,*
- *three members elected by and from among members of the College as provided by the College’s Constitution, as revised from time to time*

THAT the mandate of both nominating committees include:

- *identifying and maintaining a pool of potential highly qualified and diverse candidates on an ongoing basis.*
- *assessing potential candidates relative to existing or projected needs within governance.*
- *supporting candidates who are appointed.*

THAT in addition, specific responsibilities of the nominating committee for LGIC governors include working with the Chair to recruit and interview candidates, and providing recommendations for the Chair’s decision on candidates to be recommended to the Government of Ontario for appointments.

THAT in addition, specific responsibilities of the nominating committee for alumni governors include:

- *interviewing candidates;*
- *making recommendations of a slate of candidates to the College who would consider and elect alumni governors; and*
- *the Chair of the College, in his / her role as Chair of the nominating committee, consult with and be informed by the Chair and Vice-Chair of the Governing Council in the College's nominating committee's early work of identification, recruitment and assessment.*

THAT the Governing Council undertake a revision to the composition of the College of Electors aligning the College's membership more closely with both the University's traditional alumni associations and current alumni groupings. The Governing Council Secretariat would be responsible for examining options and developing a proposal for the changed composition, in consultation with the Chair, the Chair and Executive Committee of the College and members of the University's Department of Alumni Relations.

Background:

The fundamental concern regarding both LGIC and alumni estates is that of sourcing the most qualified candidates. The Task Force asserts that, for both LGIC and alumni estates, nominating committees would increase transparency, clarify existing confusion, enhance communication to improve assessment decisions, strengthen the pool of potential candidates, and improve the quality of the assessment experience for prospective governors.

Nominating committees are consistent with good governance within both public and private sectors, and were introduced into our own governance system for:

- honorary degree nominations,
- election of the University's Chancellor, and
- the Striking Committee process for recommending the appointment of non-governors to their parent Boards.

LGIC Governors – The process by which LGIC governors are sourced and appointed is not well understood – either by governors or the University community. It was emphasized that we clarify the process by which the Chair selects nominees for consideration by the Lieutenant Governor-in-Council: the responsibility of the Chair, the nominating process, the maintenance of pool of potential candidates, the Chair's needs and skills assessment of potential candidates and the consultation process that helps to inform the Chair's decisions. With the establishment of a nominating committee, refinements to the current process would include:

- formally defined roles for the Board Chairs and the President.
- a more formal and open consultation process with a communication from the Chair soliciting input from governors along with review of the skill matrix.

- prior to forwarding his/her recommendations to the Government of Ontario public appointments process, the Chair could inform the Executive Committee of his intended recommendations and the rationale on which they are based.
- a formal communication within the University community, and potentially more broadly, following appointment of LGIC members. (Currently, new members' appointments are read into the Governing Council minutes, but there is no other communication.)

Alumni Governors and Chancellor – Consistent with the *Report of the Special Committee to Review the Election Process for Alumni Governors and the Chancellor (2004)*, concerns related to the College of Electors and its role in ensuring good governance fall within two themes: (a) its elections process and (b) its composition and representativeness.

(a) Elections. The process for the election of the Chancellor represents a particular strength of the College. It relies on the intensive search functions being carried out by the Executive Committee of the College augmented by the Chair of the Governing Council and the President. After receiving a full report from its Executive Committee, the College is then asked to consider electing the proposed candidate.

Building on this existing strength, a similar process should be established for alumni governors via a nominating committee. This would address ongoing challenges the College has faced in identification and recruitment, in ensuring consistently valuable consultation with the Chair of the Governing Council on required skill sets, and in conducting professional interviews.

The College itself would retain responsibility for electing individuals, but would have the benefit of the advice and recommendations of the nominating committee.

The Task Force considered **two options for enhancing the alumni elections: indirect and direct elections.** The Task Force **accepted an indirect approach** that would preserve the current election process – and therefore the College of Electors. It would, however, rely on strengthened nomination and interview processes, eliminating the interview by the full 40-member College. It would focus the selection of governor candidates by a smaller group, enabling more professional and respectful management of the recruitment, interview, decision and follow-up processes – thereby enhancing assessment.

The Task Force **rejected the option of a direct election** process involving all alumni. With well over 400,000 alumni, the process would be unwieldy and would likely result in a very low voter participation rate.

Communication between the Chair of the Governing Council and the Chair of the College would be essential to the effectiveness of the proposed alumni nominating committee, as well as to that of the nominating committee for LGIC appointees. One element of this responsibility is ensuring that the mix and balance of skills and experience across all governors will meet current and ongoing needs.

(b) Composition of College of Electors. The College of Electors was established in 1971 when the mechanisms for communication and engagement of alumni with the University were less

extensive than they are now. At the time, constituent alumni associations were the primary focus of alumni engagement.

In recent years, there has been a **renewed focus on alumni engagement** with the University. While such associations continue to play an important role in the University, they are only one vehicle for alumni engagement of many. Alumni are equally likely to affiliate with their departments of study or a group based on cultural background or sexual orientation as with the College or Faculty alumni association. Many groups of alumni are outside of the traditional structure on which the College of Electors is based, creating significant gaps in representation.

The Task Force concluded that there is a need to move from focusing purely on alumni association-based representation to a more broadly representative structure to:

- address the stated need to reflect more clearly the current alumni population and its evolution but maintain the core of the familiar structure.
- increase the profile and transparency of the College's membership and its responsibilities.

This shift would affect the **size of the College**, which could conceivably be larger, depending on the scope of representative groups to be considered. Existing databases are comprehensive and current, and mechanisms are in place to communicate with a large majority of living alumni in a variety of forms, including e-mail. Alumni groups' representatives would be appointed / elected by a consistent, transparent nominating process – perhaps using electronic balloting open to all members of the relevant group.

Recommendation 9 – Improve Election / Appointment Communication:

THAT, consistent with efforts to identify, recruit and retain qualified candidates to serve on the Governing Council, the Chair of the Governing Council communicate with relevant academic and administrative division heads, managers and/or supervisors regarding the importance of service as a governor. This would serve generally in the context of sourcing potential candidates, and in the context of annual performance assessments for serving faculty and administrative staff governors.

THAT the Governing Council Secretariat, in consultation with relevant Governing Council committee leadership and communications or information technology experts, develop coordinated communications strategies to support election / appointment processes for each of the Governing Council estates.

THAT protocols specific to the needs of the various estates of the Governing Council be developed for ensuring timely feedback to successful and unsuccessful candidates. Such protocols should be consistent with any recruitment and engagement strategies that are in place.

THAT the Secretariat introduce an enhancement to the annual Chair and Vice-Chair election processes in which brief biographical information on all eligible members is provided to governors. Such information should include individuals' major

governance and other responsibilities in the University, as well as relevant experience and activities external to the University.

Background:

For all directly-elected estates, low voter participation was consistently flagged as an issue. It is clear that, in the interests of transparency and effectiveness, enhanced communication using existing tools (such as the University portal, the e-Bulletin and other on-line media) needs to be a priority. Among the issues to be taken into account are: the responsibility of governors, the value of governors' contribution to the University, eligibility criteria; desired qualifications, guidance on campaign statements, encouraging focus on qualifications for the position, and outcomes.

Good governance requires timely communication with both successful and unsuccessful candidates. This ensures appropriate early engagement with new governors along with maintaining relations with unsuccessful candidates with interest in and potential for serving in other roles. Participation in governance is only one way, among others, that allows individuals to make highly valuable contributions to the University through their knowledge, experience and important community relationships.

The responsibility for providing feedback would fall to the relevant chair, including, for example, for Governing Council elections, the Chair of the Elections Committee or, as appropriate, the Chair of the Governing Council, and for co-opted members, the Chairs of the Boards.

The annual election process for the Chair and Vice-Chair of the Governing Council required by the *University of Toronto Act* assumes a level of knowledge among new and returning governors that may not exist. Currently, the Secretary issues calls for nominations identifying the individuals who are eligible to serve in the offices of Chair and Vice-Chair. A more robust communication would enable governors to make more informed decisions.

Recommendation 10 – Enhance Election Operations

THAT the Elections Committee:

- *examine the balance of representativeness within each of the administrative staff, student and teaching staff estates, taking into account the need to enable appropriate representation from the University's three campuses.*
- *review the nomination processes for administrative staff, students and teaching staff prior to establishing the Election Guidelines for 2011 to determine the impact of a lower threshold and to make recommendations for the future.*
- *develop clear directions for inclusion in the Election Guidelines regarding the focus of campaign statements on providing voters with an argument as to why the candidate is qualified to discharge the duties which would be imposed upon him or her as a governor.*

Background:

Ensuring good representation across the University's three campuses. The Task Force noted the need to examine the balance of representation within the various estates, taking into account the significant campus and divisional changes that have occurred in recent years. For the internal elected estates, this means examining the constituencies within the administrative staff, student and teaching staff estates. The existing balance of campus and divisional representation may no longer reflect adequately the populations of all of these estates. At a minimum, the doubling of enrolment at the UTM and UTSC campuses merits an examination of the balance of representation within the full-time undergraduate seats; equally, the assignment of teaching staff within the present constituencies should be assessed in light of the growth and development of these campuses.

Review Threshold Support for Candidates. We also heard concerns about the Governing Council's recently approved recommendation to reduce the number of nominators for all internal estates to five. The required number for alumni remains at ten. In approving the recommendation, the Council indicated that the current year's experience would be evaluated and would inform future decisions on nominator thresholds. The Task Force agrees with the expectation of an assessment and is concerned with ensuring that consistent and clear standards are in place for all of the elected constituencies.

Improve Standard for Campaign Statements – Although this issue may surface occasionally in all of the elected estates, there is a concern that students' campaign statements can include promises or commitments that go beyond the role of governance. This can lead to several dangers. Among these dangers is the possibility that such statements could give an electoral advantage to candidates who either misunderstand the Governing Council's role or, more cynically, are prepared to take advantage of others' misunderstanding.

3. Orientation and Education

Recommendation 11 – Introduce Targeted Orientation Sessions

THAT the focus and structure of governors’ orientation be reconsidered. As a guiding principle, the orientation should comprise two components:

- *one component would be for new governors only, providing deep, focused content; and*
- *the other component would be for all governors and could focus, for example, on priorities, plans and issues, in the context of the University’s overall strategic plan.*

Background:

Effective governance relies on governors who are knowledgeable about:

- their roles and responsibilities as fiduciaries;
- the institution, its history and culture, its current situation and its future plans; and
- 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.

Currently, there is limited opportunity for meaningful conversation due to the amount of information covered in the time allocated in the orientations provided to governors. One is the general governors’ orientation prior to the first Governing Council and the other is a brief session at the first meeting for each of the Boards and Committees. There are also no coordinated follow-up opportunities for individual governors to meet with members of the senior administration to obtain a deeper understanding of portfolios and initiatives. There is also the concern that, with one-year terms, student members of the Governing Council do not have the time to learn and understand all of the important elements of their responsibilities as governors.

Targeted session for new Governors – A half-day should be dedicated solely to new governors and, building on the *Principles, Mandate* and *Expectations* documents, would address:

- the fundamentals of governance – what it is and is not, how university governance differs from and/or is the same as governance in other sectors,
- the roles and responsibilities of a fiduciary,
- a high-level view of the University and brief descriptions of the senior administration’s portfolios, and
- a high-level summary of the evolution, components and operation of our particular governance structure.

Elements of this portion of orientation could be developed and delivered by expert faculty.

Meetings with Vice-Presidents – An important aspect of new governors’ engagement is meaningful initial interaction with members of the Vice-Presidential team. As part of their orientation and ongoing education, it would be appropriate and beneficial for individual new

governors to meet with individual members of the senior administration. A brief meeting would serve to inform new governors about the individual Vice-Presidents and the scope of their responsibilities, as well as to inform the Vice-Presidents more fully about individual governors and their skills, knowledge and interests.

Targeted session for all Governors – The Task Force notes that a further half-day should be dedicated to information for all governors. It would cover:

- major items of business that are expected to be brought to governance, and
- significant internal and external contextual information – for example, with respect to government initiatives and policy directions, and fundraising.

Ideally, orientation should include time to socialize and to engage in informal conversations, both among governors and with members of the administration. With a day-long event, there would be sufficient opportunity in the schedule to permit such interaction.

Recommendation 12 – Establish Formal Mentoring Opportunities

THAT the Governing Council Secretariat, working closely with the Chair and Vice-Chair, and with the Board Chairs and Vice-Chairs, develop and implement a formal mentoring program for governors.

Good governance normally includes a focus on mentoring – either informal or formal. A well-structured orientation can facilitate mentoring for new governors and can reinforce existing mentoring relationships.

Experienced governors can provide mentoring for new governors; a formal program could match governors across constituencies and provide guidance for mentors on the key areas in which they could add value for new governors. As well, constituencies could meet as groups with new governors (building on the current model in which the alumni meet with the student governors at the start of each year). The area-specific review groups identified in later sections of this report will also support any mentoring initiatives that are introduced.

Recommendation 13 – Introduce Additional Educational Opportunities

THAT, as a first step in establishing ongoing educational opportunities for governors, meetings of the Governing Council, and its Boards as appropriate, regularly include information sessions.

Background:

Regular or periodic educational opportunities that build on governors' initial orientation are essential to ensure that members are current on a range of matters related to the execution of their responsibilities. Such sessions could be developed as part of normal agenda planning process and would involve consultation and collaboration among the relevant Chairs and Vice-Chairs, the Secretariat and members of the administration.

Information Sessions – At present, issue-specific information sessions are offered – for example, on the annual budget or the University’s financial situation. These so-called “off-line” sessions have served governors well over several years on a variety of matters and have been initiated both at the request of governors and at the suggestion of members of the administration. The orientation could also be used to signal planned information sessions to take place during the year and their relevance to business that will come to governance.

Administrative Portfolio Updates – In general, updates on administrative portfolios occur in the context of Vice-Presidents’ comprehensive formal annual reports to governance. Good governance practice would suggest, though, that more frequent updates on major or emerging issues or matters of general interest and relevance would be appropriate. The regular assessors’ reports – an identified strength of our governance – could be used for this purpose.

Expanded Presentations at Governing Council Meetings – For a number of years, governors have heard students’ presentations at most regular Governing Council meetings. Such educational sessions could be expanded to include presentations from faculty and staff on major initiatives.

The Task Force believes that the value of existing information sessions could be augmented by ongoing education that would comprise periodic, coordinated information sessions on such topics as:

- University operations and initiatives, including major advances in humanities, physical and life sciences and social sciences,
- national and international trends and issues in higher education,
- government and public policy context(s),
- the philanthropic context, and
- current thinking and practice in governance.

Planning for educational sessions could be informed by annual evaluations of governance which may identify specific information needs that governors have.

Certificate Program – In the context of ongoing education, one idea that has emerged is that of creating a certificate program on governance in collaboration with the School of Continuing Studies or the Rotman School of Management and /or the School of Public Policy and Governance.

Such a program would give all governors the opportunity to participate in structured educational sessions that would enhance their ability to contribute to governance. The sessions could comprise an integrated program for which participants could earn a certificate upon completion.

4. Evaluation

Recommendation 14 – Introduce Systematic Evaluations: Annual Survey of Governance Practices, Strengthen One-on-One Feedback and Guidance, Introduce Evaluation of Chairs

THAT the Governing Council Secretariat develop a survey tool for annual governance evaluations, working with the Chair and Vice-Chair of the Governing Council and with the Board Chairs and Vice-Chairs, and engaging professional expertise as needed.

THAT the Chair of the Governing Council and the Chairs of the Boards adopt a systematic approach to providing one-on-one feedback and guidance to individual governors using, as one point of reference, the key principles of ethical conduct.

THAT, as a component of the annual governance evaluation, the Governing Council Secretariat develop a survey tool for annual evaluations of Chairs and Vice-Chairs, working with the Chair and Vice-Chair of the Governing Council and with the Board Chairs and Vice-Chairs, and engaging professional expertise as needed.

Evaluation of governance is not currently undertaken but is a key element of good governance and feedback practices. After much discussion, it was clear that peer evaluation, although best practice in some models, is not appropriate for university governance. There are important roles, however, for the Chair, Vice-Chair and the Board Chairs and Vice-Chairs in providing individual, one-on-one feedback or periodic guidance to members. If adopted by the Governing Council, the key principles of ethical conduct for governors will serve, for example, to clarify key responsibilities and address matters of engagement and attendance.

Evaluation Survey – As we noted in articulating the *Principles of Good Governance*, regular evaluation of governance performance against the defined principles, and relative to general good governance standards, is common practice. It is helpful to enable governance to make continuous improvement.

Generally conducted by an independent facilitator, such evaluations focus on the performance of governance across its structure and operations, and with respect to a number of dimensions.

The Task Force concluded that the focus of an evaluation survey would be on the application of governance practices, not on individual governors.

One-on-One Feedback and Guidance – Currently, one-on-one feedback is minimal, informal and issue-specific: the Chair will have private conversations with individual governors on various matters as they arise. While the presence of this feedback is a strength, good governance would suggest that both individual and system aspects be considered. The Chair's one-on-one approach would be enhanced if it were to occur on a regular basis and in the context of a defined set of expectations.

The Task Force asserts that an appropriate approach would be an annual survey guided by a facilitator to provide feedback from governors on enhancements to be considered. Various software tools are also available to support evaluation processes.

Evaluation of Chairs – Evaluation of Chairs (of the Council and its Boards and Committees) would also be considered good governance practice but is not done currently. Dimensions to be considered in a regular evaluation include:

- understanding of the University and its circumstances;
- engagement with the role of Chair;
- quality of interactions with the Council, Boards and Committees;
- quality of governance – administration working relationships; and
- quality of meetings.

For the Chair of the Governing Council, a survey of governors and relevant administrators could be conducted by an independent facilitator, possibly as a component of the governance evaluation.

C. Strengthening Oversight and Accountability

1. Enhancing Governing Council Agendas: Avoiding Duplication and Increasing Delegations to Boards, Committees and Administration

Recommendation 15 – Adopt and Apply a Framework for Re-distribution and Greater Delegation of Responsibilities

THAT, as a guiding principle, transactional matters be delegated to either the lowest appropriate level within governance, or where appropriate, to the administration with reporting back of decisions to a suitable level of governance.

Our goal is to enable the Governing Council to spend more time on strategic and “big picture” or macro-level matters and, in turn, to enable its Boards and Committees to deal with substantive matters.

Re-thinking the distribution of responsibilities among the Board and Committees, coupled with greater delegation to those bodies, to divisional Councils and to the administration will require the relevant Chairs, the Secretariat and members of the administration to undertake further detailed and systematic analysis. This should include review of currently defined mandates, policies and practices, informed by legal advice.

It is also important to recognize that delegation to divisional Councils will vary among multi-departmental and single-department divisions. As well, in the context of considering delegations, the specific needs of all three campuses need to be appropriately taken into account; Councils at UTM and UTSC need to be considered differently.

Matters Requiring Governing Council Approval

With such delegations, however, it will be important to clarify those matters for which the Governing Council will reserve approval to itself – those matters that are of strategic importance and that have an institution-wide impact and/or set the institution’s long-term direction. In our view they are:

- the long-term institutional plan. Such plans, of which the recent *Towards 2030* Planning Framework is an example, are approved only periodically and the Governing Council’s ongoing responsibility is for monitoring the actions and directions arising from the plan.
- the annual operating budget and tuition fee schedule.
- the annual financial statements.
- capital plans / campus master plans. Like long-term institutional plans, Governing Council approves capital plans only periodically but has an ongoing monitorial responsibility with respect to implementation.
- University-wide / institutional policies.
- any matters that by virtue of government statute or regulation must be considered by the Governing Council itself.
- matters of such institutional significance that the Executive Committee determines they require consideration by the Governing Council.

Governing Council Meetings

Each Governing Council meeting would comprise four substantive components:

- items for approval,
- reports from Boards and Committees,
- a report from the President, and
- a briefing session for governors on a topical strategic matter.

While a similar general framework for meetings exists now, it could be re-balanced:

- approval items would be few and focused; final decision points for routine matters would be the Executive Committee or the Boards.
- reports from Boards and Committees, having been presented in written form prior to the meeting, would consist of highlights delivered orally by the relevant Chair, and would address major issues of concern to the Council.
- more time would be dedicated to reports from the President and to providing briefings and opportunities for discussion by governors on critical contextual matters. Examples include presentations on significant academic advances, innovative teaching endeavours, student initiatives and key performance indicators.

Section 11 of the Governing Council's By-law Number 2 states that "at least five regular meetings of the Governing Council shall be scheduled in the period between September 1 and the following June 30 in each academic year." For many years the Council has scheduled seven regular meetings annually and has also had as many as eight. In fulfilling its responsibilities for the high-level matters noted above, the Task Force suggests that fewer meetings may be appropriate and that the Governing Council should review the frequency of meetings in the future.

Academic Board Responsibilities

Recommendation 16 – Introduce Approval of Academic Plans

THAT the terms of reference of the Academic Board and its Planning and Budget Committee be revised to clarify their respective responsibilities for reviewing and approving divisional academic plans and to provide appropriate delegation and oversight to divisional Councils and to divisions.

Recommendation 17 – Streamline Consideration of Capital Planning and Capital Projects

THAT the administration undertake a review of the Policy on Capital Planning and Capital Projects (2001) with a view to refining the review and approval process related to capital planning and capital projects, introducing the review and approval of capital plans and related budgetary envelopes, and refining the review and approval of significant projects exceeding a particular threshold. In conjunction with this review, the relevant Chairs and the Secretariat will review and make recommendations on

revisions to the terms of reference of the Planning and Budget Committee and the Academic, Business and University Affairs Boards to clarify their respective roles.

Recommendation 18– Eliminate Connaught Committee and Re-assign Its Responsibilities

THAT the responsibilities of the Connaught Committee be assigned to an appropriate body established by the Vice-President, Research.

The Task Force does not believe that the general scope of responsibilities delegated to the Academic Board should change but that specific elements of the execution of its responsibilities require clarification or refinement and that the Board should have more opportunity for strategic-level discussions of the academic matters within its purview. (Details regarding the Academic Board’s responsibilities are provided in Appendix 6.)

Background:

We focused on four major areas: budget, academic plans and priorities, academic program review and approval, and capital planning and capital projects.

Budget – The Task Force agreed that the dual roles of the Academic and Business Boards regarding the budget (“allocation of the pie” and “size of the pie”, respectively) should be preserved.

Academic Plans and Priorities – Currently, the Academic Board and its Planning and Budget Committee have primary responsibility for reviewing and advising the Governing Council on the University’s mission statements and major plans. The most recent such deliberations related to the Governing Council’s approval of “*Towards 2030: A Long-term Planning Framework for the University of Toronto*”. The Board does not, however, review and recommend for approval divisional academic plans, although it considers academic initiatives arising from such plans. Rather the Academic Board considers for approval many items arising from academic plans, such as the establishment and disestablishment of academic programs. The Task Force proposes that the Board and its Planning and Budget Committee should have responsibility for considering for approval the overarching divisional strategic directions, and that operational decisions arising from the plans should be delegated to divisions and their divisional academic councils with appropriate reporting.

Academic Program Review and Approval – At present, the *Policy for Assessment and Review of Academic Programs and Units* (approved February 21, 2005) governs the overall framework for the internal assessment of proposed new programs and units and the review of existing programs and units at the University of Toronto and defines the overarching principles, scope, procedures and accountability within this framework. The terms of reference for the Committee on Academic Policy and Programs define the Committee’s responsibility for both review and approval of academic programs.

A process external to our Task Force (initiated by the Ontario Council of Academic Vice-Presidents prior to but moving in parallel with our work) has informed our deliberations on this matter. As a result of this process, a revised *Policy* is to be considered by the Governing Council

at its meeting of June 24, 2010. The related quality assurance process will inform appropriate revisions to the terms of reference of the Committee on Academic Policy and Programs. The Task Force notes that the proposed changes are consistent with the directions this Report has articulated and supports the intended revisions in principle. The required governance consideration will follow its normal course.

Capital Planning and Capital Projects – It is clear that much of the transactional load within the Governing Council relates to the approval of capital projects. (The current threshold is \$2 million.) The Task Force asserts that the appropriate role of governance would be fulfilled through the review and approval of capital plans and related budgetary envelopes, and review and approval of significant projects exceeding a particular threshold. Such a change would require revisions to the *Policy on Capital Planning and Capital Projects*, which has been in place since 2001, and related changes to the terms of reference of the Planning and Budget Committee and the Academic, Business and University Affairs Boards to clarify their respective roles.

Connaught Committee – The Task Force notes that the University has many other large endowments that do not have separate governance committees. The functions served by the Connaught Committee could appropriately be assigned to a body within the portfolio of the Vice-President, Research.

Academic Board Meetings – In light of the Board’s size, the Task Force agreed that its meetings should follow a similar re-balanced format as that suggested for the Governing Council. That is, that each Board meeting comprise four substantive components:

- items for approval,
- reports from Committees,
- a report from the Senior Assessor, and
- a briefing session for members on a topical strategic matter.

Business Board Responsibilities

Recommendation 19 – Clarify and Reduce Intersection with Other Boards’ Responsibilities

THAT, in the context of revising the terms of reference of the University Affairs Board, there be explicit clarification of responsibility for areas that intersect with the responsibility of the Business Board.

As with the Academic Board, the Task Force does not believe that the general scope of responsibilities delegated to the Business Board should change. (Details on the Business Board’s Terms of Reference are provided in Appendix 6.)

The Task Force notes, though, the need to clarify and/or change the Board’s mandates for areas that intersect with the responsibility of the University Affairs Board (for example, ancillary fees, health and safety).

University Affairs Board Responsibilities

Recommendation 20 – Re-assign Selected Responsibilities to Academic Board, Business Board, Executive Committee and Campus Affairs Committees

THAT the Governing Council Secretariat, in consultation with relevant Board Chairs and Vice-Chairs, Presidential Assessors and Vice-Presidential designates from the UTM and UTSC campuses, develop a proposal for the Executive Committee's consideration regarding

- *the establishment of campus affairs committees for each of the three campuses to focus on campus, staff and student life matters specific to those campuses;*
- *assignment of current human resources, investment and security responsibilities of the University Affairs Board to the Academic and Business Boards; and*
- *assignment of elections oversight responsibilities to the Executive Committee, with the Elections Committee reporting to the Governing Council through the Executive Committee.*

Background:

The University Affairs Board currently has responsibility for matters that concern the quality of student and campus life. (Details on the UAB's Terms of Reference are provided in Appendix 6.) These are areas of fundamental importance to the institution, given its priorities of student experience, employee engagement, and community outreach. These issues are best addressed on a campus by campus basis by proposed campus affairs committees, while UAB should continue to focus on policy matters that cover all three campuses and receive reports from the three campuses annually. There are a number of areas of overlap between UAB and other bodies that should be addressed and for which clarity should be provided.

There are significant functions that would still be matters for the full UAB. The three campus affairs committees could be structured so that they could convene, likely annually, as the UAB. To ensure the UAB's focus on relevant policy matter for the three campuses, the Task Force agreed that some of the responsibilities currently assigned to the UAB could be reasonably assigned to the Academic Board, the Business Board, the Executive Committee and to the proposed campus affairs committees. It noted, for example, that:

- information on **equity matters** under the purview of the Vice-President, Human Resources and Equity, can be and is incorporated into the Vice-President's annual report to the Business Board, and is also included in the annual Report on Performance Indicators for Governance. Information on equity matters related to students and to individual campuses could be provided to the relevant campus affairs committee.
- accountability for all aspects of **University investments** is appropriately within the scope of the Business Board.
- reports on **campus security** would reasonably be included in an annual report to the Business Board from the Vice-President, Business Affairs and to a campus affairs committee on each campus.

- in the context of its broad mandate for the **elections** of three of the four elected estates, the Elections Committee should be a committee of the Governing Council reporting through the Executive Committee.
- the University Affairs Board's responsibilities for **operating plans for ancillaries and non-academic incidental fees, student services, parking and daycare** could be fulfilled by campus affairs committees for each of the three campuses. They would meet once annually as the University Affairs Board – essentially, a “committee of the whole” – to consider operating plans and fees. The individual committees would have responsibility for local matters relating, for example, to student services, parking, daycare.

Campus Affairs Committees – The Task Force proposes that campus specific responsibilities be assigned to three campus affairs committees. The proposed changes outlined below would require revisions to the terms of reference for the University Affairs Board and, possibly, to those of the Academic and Business Boards. Many of the matters currently within the purview of the University Affairs Board could be delegated to these committees (we note that the predecessor committee to the UAB was in fact a campus affairs committee!). The campus affairs committees for UTM and UTSC could be integrated within the committee structure on each respective campus. That is, the committees would be a part of the Governing Council structure as well as the local structure. This would require careful review of the constitutions of the Councils for each campus.

Currently, the UTM and UTSC campus councils are established under the framework for Divisional academic faculty councils. The Task Force recommends that the UTM and UTSC campuses separate the functions of the faculty council from those of the campus council. That is, each campus would then have a campus council, with an academic council and a campus affairs committee reporting to it.

The structure on St. George would not mirror the other two campuses – there will be an asymmetry among the bodies. Within the current structure, a campus affairs committee for St. George would need to be established since no such campus structure exists. This reflects the fact that governance and administration at the tri-campus level remains intertwined with the governance and administration of the St. George campus. Addressing this relationship is a high priority project for the future. However, the Task Force recommends that the University should not wait for this to be sorted out prior to starting work on the structures for UTM and UTSC. The move to creating campus affairs committees with responsibility for campus matters in regards to student services, ancillaries, campus security and related matters should proceed.

Executive Committee Responsibilities

The following recommendations concern transactional matters currently approved by the Governing Council.

Recommendation 21 – Increase Executive Committee’s Final Approval or Confirmation of Decisions

THAT the Executive Committee be delegated final approval authority in the following matters:

- *proposals for the establishment or termination of academic units, consistent with the University’s strategic and academic plans.*
- *individual capital projects that exceed specified approval thresholds or are an exception to the approved capital plan.*
- *recommendations for expulsion arising from the University Tribunal. Like the roles played by the Agenda Committee, the Senior Appointments and Compensation Committee and the Executive Committee itself with respect to various appointments, the Executive Committee could focus more effectively on the number of cases and their implications than can the full Governing Council.*

Consistent with the *University of Toronto Act*, the Executive Committee may deal with any matter that is within the responsibility of the Governing Council if the Council has assigned it the authority to do so.

Normally, on academic matters, the Executive Committee would be expected to confirm or recommend approval of an item, or refer it back for further analysis. If a matter is sufficiently controversial or of major institutional impact, the Executive Committee may recommend the matter to the Governing Council for consideration. If, in the view of the Executive Committee, it can neither accept a recommendation on an academic matter nor refer it back, it would refer it to the Council for consideration).

As this report noted earlier, our goal is to enable the Governing Council to dedicate more time to strategic and “big picture” matters and, in turn, to enable its Boards and Committees to deal with substantive matters. To accomplish this, transactional matters need to move to either the lowest appropriate level within governance, or where appropriate, to the administration with reporting back of decisions to a suitable level of governance. An enhanced role for the Executive Committee will also be essential to the achievement of this goal.

A longstanding accepted principle is that the Governing Council executes its responsibilities with the support of its Boards and Committees. It relies on these bodies for in-depth assessment of proposals prior to consideration by the Governing Council. This report has noted that Governing Council should continue to reserve to itself the approval of specific matters. Apart from these items of business, the Task Force asserts that Executive Committee should be delegated the responsibility to confirm the decisions of the Boards rather than forward their recommendations to the Governing Council for additional deliberation. In making its decisions, the Executive

Committee would necessarily need to determine if appropriate processes had been followed and that questions raised at the Board or Committee level had been adequately addressed.

2. Enhancing Use of Governors' Time and Increasing Engagement on Critical Topics

Recommendation 22 – Introduce “Bundling” / Grouping of Related Business Items to Enhance Quality and Efficiency

THAT, to the extent feasible and practical, development of the Governing Council’s annual “calendar of business” incorporate the grouping of related items into coherent “cycle themes”.

The Governing Council has periodically approved changes in Board and Committee terms of reference to respond to changing circumstances, expectations and leadership; naturally, practices and procedures related to the mandates have evolved. The concerns the Task Force heard related to governance consideration of strategic matters, to responsiveness, to redundancy and to routine / transactional matters. Succinctly, there is a need for:

- **more time for the appropriate levels of governance to focus on strategic matters;**
- **increased responsiveness on time-sensitive and confidential matters;**
- **less redundancy between and among levels and bodies of governance; and**
- **more stream-lined consideration of routine matters.**

The Task Force’s clause-by-clause “map” analysis of Board and Committee terms of reference confirmed the input we had consistently received and served to highlight specific areas in which beneficial change could be made. Some refinements will be possible only by changing terms of reference; many, however, can be achieved through changes to practice.

A thematic approach already being used – Each of the points noted above relates both to the time spent on critical topics and to using governance time effectively and efficiently. We note that the Chair of the Business Board and the Presidential Assessors initiated – and are refining with experience – a thematic approach that has enabled the Board to focus more effectively on critical components of its work.

This approach should apply more broadly within governance. It could serve to coordinate related reports and/or link reports to key items of approval business and enable more complete and informed conversations at a strategic level. The approach does not preclude other business items, but does provide a primary focus for the Board’s attention and facilitates appropriate in-depth discussion because of the contextual information available to members. It is understood that planning the annual governance calendar requires collaboration and consultation among the relevant Board Chairs, the Presidential Assessors and the Secretariat.

Recommendation 23 – Maintain and Enhance Senior Assessors’ Reports

THAT, as a matter of practice and consistent with strengthening consultation and engagement, Senior Assessors’ Reports be used more systematically to provide Board and Committee members with timely information on matters relevant to their committees’ work.

The Task Force’s deliberations focused generally on the importance of the Senior Assessors’ Reports and the critical role such reports have in keeping Board and Committee members informed of key issues, plans and processes relevant to governance.

Our recommendation seeks to acknowledge the value of and to build on current practice with respect to Senior Assessors’ Reports.

Recommendation 24 – Further Clarify Purpose of “Reports for Information”

THAT, as a matter of practice, the purpose of “reports for information” should be clearly stated in the context of the meeting’s agenda.

The Task Force learned that, in our extensive governance structure, written annual and periodic reports do not consistently receive the attention they merit. This does not relate to the quality of reports that come before governance but rather because several have evolved over time with considerable input from governors and provide increasingly nuanced information on key activities.

Reports are also considered in isolation from related approval items or other complementary reports that would provide important context that would aid members in their monitorial role. Cover documentation does not always provide clearly focused guidance on members’ and committees’ specific responsibility with respect to such reports.

One important example is the annual Report on Performance Indicators for Governance which provides valuable and extensive measures of progress on the University’s priorities. Governors are not consistently focused on the importance of this report in the execution of their responsibilities.

Recommendation 25 – Maintain Formal and Informal Advisory Roles

THAT the existing practice of timely consultation with governance leadership on matters of potentially significant impact on the University be continued.

The current structure, the Executive Committee, the Senior Appointments and Compensation Committee, the Business Board, and the Agenda Committee of the Academic Board have particularly important – and formal – roles in providing advice to the administration. In addition to the formal role of the Agenda Committee, the Board and Committee agenda planning groups may also provide advice to the administration on matters within their respective parent bodies’ purview (although, unlike the Agenda Committee, they are not formal standing committees of the Governing Council).

Other Advisory Groups – In addition to the important role of the Executive Committee as a senior confidential advisory and consultative body, we note the valuable advisory and consultative roles for the University’s governance leadership – that is, the Chair, Vice-Chair, and Board Chairs and Vice-Chairs – as well as for the Agenda Committee of the Academic Board.

Characterized as “informal” governance, consultation with this leadership has served the University well in the past several years, providing guidance and coordination on both matters of substance and of process.

Information Sessions – “Off-line” briefing or information sessions are also a critical component of informal governance, providing opportunities for sharing information on complex topics that cut across boards and committees. They are occasionally held to provide background and opportunity for discussion in an informal setting of major issues facing the institution. Such sessions are particularly valuable for complex topics such as budgets or capital plans that cut across Boards and Committees.

Other Interactions – Informally, interaction between governance and members of the administration takes place between specific governors, individually or in groups, on matters within the governors’ areas of expertise.

Although not necessarily advisory fora, the periodic constituency meetings involving members of the administration constitute a valuable element of informal governance-administration interaction.

No Codification Recommended – The Task Force sees no need to codify the existing practices or to create new structures. Rather, we would emphasize the value of continuing with the current informal approach of engaging those elements of governance leadership whose general responsibilities and expertise are relevant to the matter at hand.

Recommendation 26 – Plan for Systematic Early Engagement of and Consultation with Governors

THAT, as a general practice, agenda planning on both an annual and cycle-to-cycle basis, should incorporate consideration of consultation steps with governance for matters such as major new or changing policies, or strategic projects or proposals with an institution-wide impact.

Well-timed consultations would facilitate eventual governance decision-making through improved early communication and understanding among members. The intent of this recommendation is to provide governance with a window to the existing early review and input processes that already take place for major policy reviews and initiatives. The cycle time for development of new policies and initiatives is already very long as a result of the many divisional, central administrative, and governance processes. Decisions on any additional consultation steps within governance would, of course, be informed by the specific nature of the matter under consideration and the advice being sought, and would rely on the judgement of the relevant Chair, Vice-Chairs and members of the senior administration.

In this context, there needs to be a more systematic definition of items that should be brought to governance for advice or discussion early on in their development. For example, governance could provide input on policies in the early consultation stage rather than being only presented with the ‘finished’ product for approval.

Our intent is that Governors have the same opportunity to be informed and to contribute where they wish as other members of the University community via enhanced mechanisms than currently exist.

Recommendation 27 – Increase Use of Existing On-Line Tools

THAT the administration consider greater use of interactive on-line tools to enhance communication with the University community about and its members’ engagement with key issues and processes.

Currently, there are opportunities for providing input to important University processes that could be expanded by using on-line tools that would allow interactive engagement of large segments of the University community in issues of interest to them. In some cases, tools are already in place – for example, the University of Toronto portal – or could be introduced through existing administrative portfolio web spaces. The planned establishment of a governance portal would also support any efforts in this regard.

Recommendation 28 – Introduce Governors’ Subject-Specific Review / Discussion Groups

THAT, as a pilot project, two or three subject-specific review groups be established with a view to determining appropriate operating principles, their effectiveness and the support they would require on an ongoing basis.

In addition to enabling governors to focus their efforts and to build in-depth knowledge, this approach would reinforce an understanding of and respect for the distinct and complementary roles of Boards and Committees. It could also be a useful mechanism for mentoring of new members as the groups could have a mix of seniority.

The Committee on Academic Policy and Programs has experimented with different approaches to considering the academic program reviews so that individual members are assigned to focus on specific reviews, and the Committee as a whole is then able to discuss broader systemic issues that are identified. This practice should be extended to other bodies and matters within governance.

Based on individuals’ interest and expertise, small informal groups would be struck at the beginning of the year, possibly as part of the annual consideration of Board and Committee assignments involving the Chair, Vice-Chair and Board Chairs and Vice-Chairs. For example, a group asked to become knowledgeable on items related to capital projects could include internal and external governors serving on the Planning and Budget Committee, the Academic Board, the Business Board and the University Affairs Board. Group members would be expected to play a lead role in the deliberations of the bodies on which they serve.

3. Increasing Efficiency of Deliberations

Recommendation 29 – Adopt More Concise and Focused Cover Documentation

THAT a cover sheet template, such as that contained in Appendix 10, be adopted for general use and that the Secretariat, in consultation with the relevant Chair(s) and the administration, initiate periodic reviews to ensure that it continues to meet the needs of governance.

Over time, the cover documentation for items of business has been shaped and has evolved to respond to changing needs and expectations within governance. In light of the Task Force's mandate to ensure that matters are being considered in the appropriate bodies and with the appropriate attention, the Task Force agreed that cover documentation could be refined to provide greater focus for governors in their review of proposals. For example, with respect to various reports, there could be levels of "for information" – that is, "to keep you informed and provide context" or "in light of this particular policy (or a Governing Council decision) these highlights merit a brief discussion".

Such an approach could be combined with placing detailed reports on a website for Governors and focusing the meeting presentation on the key items warranting discussion.

On matters for approval, greater attention could be paid in the covering documentation, for example, to ensuring that highlights of the proposal are consistent with the particular body's responsibilities. Cover sheets, in distinguishing among items for approval, for advice or for information, should include clear guiding points such as:

- "Jurisdiction" should summarize the committee's specific responsibility, along with a brief description of the previous administrative and governance path; this would reinforce the guidance to members to focus on a specific governance responsibility, not that of other bodies.
- "Highlights" should ensure that the correct level of governance questions are clearly answered – for example, how does this proposal advance the division's academic plan?
- "Previous Action" or a similar section should summarize the divisional, central and governance consultation / review / approval actions that have already occurred in respect of the item.

Ensuring consistently well-focused cover documentation is a shared responsibility among the Board and Committee Chairs, the agenda planning groups, assessors and the Secretariat. This refined template would be intended as a guide for the Board and Committee Chairs, the agenda planning groups, assessors and the Secretariat in the preparation of meeting documentation.

Recommendation 30 – Reduce or Eliminate Routine or Transactional Items to Enhance Efficiency: Consent Agendas

THAT, as a matter of practice, Chairs and agenda planning groups consolidate routine items under consent agendas. It is understood that a matter may be removed from a consent agenda should a committee member make a timely request accompanied by a rationale for such request.

The Task Force also received a clear message about reducing routine or transactional matters that come before governance. Such items include, for example, small capital projects, various program proposals, some administrative fees and particular routine reports.

Governance effectiveness would be enhanced through appropriate “delegation with continued oversight” – that is, a consolidation of specific classes of approval items through consent agendas, a common practice for governing boards. Clear guidelines would need to be developed for categories of items that could comprise consent agendas; point-of-entry committees would need to know that particular items could be consent items; and there would need to be well-understood and convenient mechanisms for removing items from consent agendas.

Recommendation 31 – Enable Participation in Meetings by Tele- or Video- conference

THAT appropriate changes to the By-law be made to permit participation in meetings by tele- or video-conference under particular circumstances as determined by the Chair.

In the context of members’ engagement, attendance, competing demands and increasingly frequent requests to participate from remote locations, the Task Force believes that there is a need to consider provisions for participation in meetings by electronic means (tele- and video-conferencing) in various deliberations for some bodies.

The Task Force expects that the Governing Council Secretariat would draft such changes for consideration by the Executive Committee’s consideration for approval by the Governing Council.

Recommendation 32 – Enable On-Line Decision / Voting Processes

THAT appropriate changes to the By-law be made to permit on-line or e-mail decision or voting processes under particular circumstances.

Currently, time-sensitive and routine matters that arise “off cycle” are (a) delayed until the next regularly-scheduled meeting of the relevant body(ies) or (b) handled by means of an e-mail or fax balloting process. In the latter case, the decision requires confirmation at the next meeting of the Board or Committee. The proposed change would improve efficiency and would reflect the established practice of many governing boards.

The Task Force expects that the Governing Council Secretariat would draft such changes for consideration by the Executive Committee’s consideration for approval by the Governing Council.

III. Conclusion

The Task Force began its work by identifying five key questions related to:

- the impact and effectiveness of the University's governance in strategic matters,
- the issues that comprise governance agendas,
- overlap and duplication among governance bodies,
- levels of delegation within governance and the administration, and
- appropriate governance structures and delegations of authority in a tri-campus system.

Following a careful and comprehensive examination of these areas, this Report presents the Task Force's recommendations for building on established strengths within the unicameral system and for addressing particular concerns, some of which are longstanding. Many of our recommendations can be undertaken immediately and require only modest adjustments to, or expanded application of, existing practices. Others may require further consideration and attention in the months ahead. Some, notably in the area of tri-campus matters, must await important strategic decisions taken elsewhere. With respect to the latter, the Task Force believes that it is timely for the University to move ahead on addressing tri-campus matters as articulated in the *Towards 2030* process. Finally, the Task Force emphasizes that the long-term success of any governance enhancements is dependent upon the implementation of three thematic recommendations that define the principles of good governance, the mandate of governance, and the expectations, attributes and principles of ethical conduct. Together, these provide both the rationale and theoretical basis for the operational recommendations of the Report.

APPENDICES

Appendix 1: *Towards 2030* Task Force on Governance – Terms of Reference

(Approved by the Governing Council, October 30, 2007)

1. Introduction and Background

(a) Context

Towards 2030 is an initiative launched to respond to the question: “Looking to and beyond our second centennial, how can we ensure that our institution reaches new levels of excellence?” University-wide discussion began in June, 2007, with the release of the discussion paper – *Towards 2030: Planning for a Third Century of Excellence at the University of Toronto* – that outlines many of the key issues the University is facing. Building on feedback from individuals and groups, the next brief phase of the process includes further consultation and focused deliberation, and will rely on the work of several Task Forces established from among the diverse constituencies that comprise the University community. They are:

- the Task Force on Long-Term Enrolment Strategy,
- the Task Force on Institutional Organization,
- the Task Force on University Resources,
- the Task Force on University Relations and Context, and
- the Task Force on Governance.

In general, the Task Forces are asked to:

- Consider applicable goals for the institution or relevant components thereof.
- Delineate and defend a set of preferred goals applicable to their respective Task Forces for 2030 and beyond.
- Examine long-term strategies to achieve those goals.
- Recommend a limited range of goals and practical strategies for achieving those goals.
- Consider the best set of long-term objectives to adopt in response to those forces shaping the institution and our own traditions/values.

They are also asked to prioritize certain cross-cutting themes:

- Enhancement of our students’ experiences.
- Nature of three campus system and its future.
- Strengthening our education and research missions.
- Improving the quality of our working environment.
- Responding to internationalization and global change as forces shaping all institutions.

Taking into account these guiding principles, this document defines the terms of reference for the Task Force on Governance. More details on the *Towards 2030* process and Task Forces can be found at <http://towards2030.utoronto.ca>.

(b) History of the Governing Council

(i) Establishment

The Governing Council of the University of Toronto was established on July 1st, 1972, by Provincial Statute. With this new *University of Toronto Act*, our form of governance changed from a bicameral system of Senate and Board of Governors to a unicameral system. Continued in the Governing Council were the powers and duties of the former Senate and Board of Governors – that is, oversight of the academic, business, and institutional affairs of the University. In contrast, most North American institutions of postsecondary education maintain the separation of academic from other oversight functions.

The 50-member Governing Council comprises representatives from all estates of the University community, half of whom are external and half internal. In addition to the Chancellor and the President, who are *ex officio* members, the Governing Council includes:

- 2 Presidential Appointees (senior officers)
- 16 Appointees of the Lieutenant Governor In Council
- 8 Alumni
- 12 Teaching Staff
- 2 Administrative Staff
- 8 – Students – 2 graduate , 4 full-time undergraduate, 2 part-time undergraduate

The *University of Toronto Act* also established a fourteen member Executive Committee that reflects the composition of the Governing Council with roughly the same proportional representation. As well, it gave to the Governing Council the authority to determine an appropriate committee structure with which to fulfill its duties.

(ii) Review and Reform

Over the last three decades, four significant events have contributed to the development of the University's present governance structure. They are:

- the review of the *University of Toronto Act* conducted in 1973-74, as required under the *University of Toronto Act, 1971*,
- the Dunphy Study in 1975-76 established after a submission from the University of Toronto Faculty Association,
- the Review of the Unicameral Experiment conducted by Dr. J. B. Macdonald in 1977, and

- the 1987-88 governance review.

Appendix A contains a synopsis of these initiatives.

(iii) [Recent Refinements](#)

Since the Balfour and Broadhurst Reports, Board and Committee terms of reference have been reviewed and revised periodically with minor amendments, including clarifications, codification of practice or alignment with policy changes approved by the Governing Council. Equally important, there have been refinements within our current structure – modest, deliberate changes in approach that improved communication and transparency. Recent important examples that highlight the impact of refinements made within the current structure include adjustments to practice that strengthened and focused the role of the Executive Committee, and revisions in policy and practice that led to a new *Policy on Appointments and Remuneration* and a revised role for the Senior Appointments and Compensation Committee.

2. [Current-State Thinking](#)

(a) [Governance Process](#)

In light of the evolution of the institution and its mission, as well as of thinking and practice with respect to governance and accountability, it is timely to consider whether the University's governance – its foundation, structure and operation – are meeting the institution's needs and obligations. With the evolution of the three campuses new complexities have emerged that were not contemplated when the Governing Council and its Board and Committee structures were established. Now, there is a need to re-think our practices and consider key questions with respect to our internal accountability framework.

(b) [Towards 2030 Context](#)

Towards 2030 identified a number of strategic questions to promote dialogue on governance and administration. They were:

In the light of current best practices, is the University's current governance model optimally structured to:

- a) facilitate inclusive debate and decisions on issues of importance to the long-term interests of the institution?*
- b) ensure accountability at the appropriate levels within the University while providing efficient assessments and approvals of key initiatives?*
- c) provide the appropriate linkages with relevant internal constituencies and external communities?*

d) *address the unique governance and oversight needs of a three-campus institution?*

Is the distribution of responsibility among the Governing Council and its Boards and Committees appropriately balanced? Is the division of responsibility between the central governing bodies and the divisional governing councils appropriately balanced?

If there are concerns about our current governance, what changes to the structures and processes would improve efficiency and responsiveness in decision making, while building on current strengths and sustaining our standards of transparency and accountability?

3. Mandate

(a) Assumptions

From this consultation phase there emerged a set of assumptions to guide the work of the Task Force, as well as more specific questions. The assumptions are:

- there is nothing to point us to change from our unicameral system;
- if necessary, the *University of Toronto Act* will be revisited;
- representation of the five key estates (administrative staff, alumni, students, teaching staff and government appointees) will be preserved; and
- our governance must address the complexity of decision-making and improve governance oversight of our three campuses.

(b) Role

Unlike its companion Task Forces, the Task Force on Governance will proceed in two phases: the first will result in a high-level report to the President and to the Governing Council in January that will identify the issues that should be considered and possible solutions; the second, proceeding with the approval of the Executive Committee and Governing Council, will consider how those possible solutions could be realized and will make recommendations regarding specific directions for the next phase of work. The President will synthesize the input and advice from this Task Force's first report – and from those of the four other *Towards 2030* Task Forces – to create a comprehensive document that will outline directions and recommendations for the long term, and that will inform academic planning cycles and guide advancement and university relations well into the future.

Relevant macro-level questions to be addressed by the Task Force include:

- Are the levels of authority balanced within the current governance structure to ensure appropriate central and de-centralized oversight and accountability for the St. George, UTM and UTSC campuses?
- Similarly, does the delegated authority of divisional councils on the St. George campus provide mechanism for sufficiently rigorous reviews and oversight?
- Can we create a more streamlined and agile set of governance processes with reduced repetition? Are the Boards and Committees optimally structured to enable this?
- How can we ensure an appropriate forum in governance for discussion of strategic questions

In conducting its work, the Task Force will be informed by input and advice received through the *Towards 2030* consultation processes, as well as by that received through formal and informal consultations that have occurred both in the recent past and over time. The deliberations of the Task Force will also be informed by and contribute to those of the Task Force on Institutional Organization.

The report to the President and the Governing Council in early 2008 – the Task Force’s Phase 1 report – should define gaps or deficiencies, as well as strengths, in our current system relative to best governance practices and taking into account the University’s future directions. Phase 2 should recommend possible steps that could close those gaps, build those strengths, and specify how that can be accomplished.

4. Membership

To be approved by the Governing Council on the recommendation of the Executive Committee, the proposed membership of the Task Force on Governance is attached as Appendix B.

5. Workplan

The schedule below provides highlights of the Task Force's activities.

September, 2007	Development of Task Force mandate, membership and timing. Call for nominations for membership. Consultation with Executive Committee members, Board Chairs and Vice-Chairs. (September 26, 2007).
October, 2007	Recommendation of the Chair regarding the draft mandate and membership of the Task Force on Governance for Executive Committee endorsement and forwarding to Governing Council for approval. (October 17, 2007) Governing Council consideration of mandate and membership of Task Force. (October 30, 2007)
November, 2007	Task Force begins its work.
January, 2008	Report to the Chair and the President. Report will include recommendations for next steps in a review.
February, 2008	Executive Committee and Governing Council consideration of membership and mandate of Working Group (continuing with or changing the Task Force membership).
March, April, May, 2008	Working Group consultations and deliberations.
June, 2008	Final report and recommendations, including action plan, considered by the Governing Council

APPENDIX A

Synopsis of Governance Reviews and Reforms

Following the University of Toronto Act, 1971, the first review of our governance focused primarily on “housekeeping” matters but did make major recommendations on the composition of the Governing Council that would have increased its membership by adding additional alumni, teaching and administrative staff members. None of the recommendations arising from this review was implemented by the Provincial Legislature.

The reviews of 1975 and 1977 led to the introduction and improvement of mechanisms to ensure greater input from the academic divisions and to foster communication about decisions taken by the Governing Council. They also led to the adoption of principles that continue to guide Council’s work today:

That the Governing Council exercise its powers through judging matters of broad policy and through monitorial functions.

That the Governing Council and its Committees while retaining the authority to take any action that is appropriate, normally limit themselves to approval, rejection or referral-back of items before them.

That the Governing Council normally initiate and act on policy matters only after receiving the advice of the President.

The most recent review – conducted 20 years ago – built on the work of previous reviews, articulated additional key principles, and established the current Board and Committee structure. (An organizational chart is included as Figure 1.) At the time, the Chairman, St. Clair Balfour, initiated a review process with the support and direction of the Executive Committee and the Governing Council. Following early deliberations, the Governing Council approved nine proposals for reform that were intended to introduce structural changes not requiring amendments to the *Act*. They included the following, among others:

- **Increasing the academic voice in the University’s governance** – The merging of the then Academic Affairs Committee and the Planning and Resources Committee to form an Academic Board, the majority of whose members would not be members of the Governing Council. Its membership would include the heads of all academic divisions, ex officio₂ representation from all of the estates on Governing Council, and a significant majority of teaching staff.
- **Delegation of authority to the Executive Committee to confirm decisions of the Academic Board.** Because the Board would not include in its membership a majority of Council members, it could not, under the Act, have delegated to it decision-making authority except in the case of purely academic matters.

- **Delegation of authority to the Business Affairs Committee to act on behalf of Governing Council in the areas of personnel policy, negotiations with staff groups, fiscal policy and audit.**
- **Amendments to Council's accept-reject-refer back rules to allow greater input into policy development.** It was recognized that the adoption of these rules in 1978 had resulted in an inordinate burden on the central administration to take a position on every issue coming before Council or one of its committees.
- **Amendments to the conflict of interest by-law.**

With these proposals as a starting point, the Chair's Advisory Committee also agreed that "a well-organized governing system for the University of Toronto" should possess the following characteristics:

- **Effectiveness** – *The system should facilitate the making of decisions required for the operation of the institution as well as for its adaptation to changing needs and circumstances.*
- **Participation** – *All estates given statutory representation on the Governing Council will continue to share in governance.*
- **Distribution of Responsibilities** – *Within a framework in which Governing Council will retain authority to take any action that is appropriate, a greater degree of delegation of authority will be encouraged with the Council structure. In particular, means should be provided for focusing the judgement of the teaching staff and academic leadership on matters of institutional policy and planning. Means should also be provided to focus lay members' judgement on financial affairs, property and other assets, on personnel policy, and on the oversight of contractual relations with staff groups. Students and representatives of other internal constituencies should have clear means of influencing policy on the services which are provided to the University community as a whole.*
- **Efficiency** – *The system should minimize the number of times the same issue must be formally considered by different bodies. The system should encourage the concentration of individual members' time.*
- **Accountability** – *The Council in its structure, membership and operations should reflect the interests of the University community and the broader public interest in the policies, programs and administration of the University. Governors should act with diligence, integrity and good faith in the best interests of the University. They should, through their participation in governance, acquire insight that will enable them to explain the University to the wider community.*

The final *Report of the Chairman's Advisory Committee on Governance* (also known as the Balfour Report), approved by the Governing Council in May, 1988, recommended a number of enhancements but also recommended a significant change – the creation of three boards:

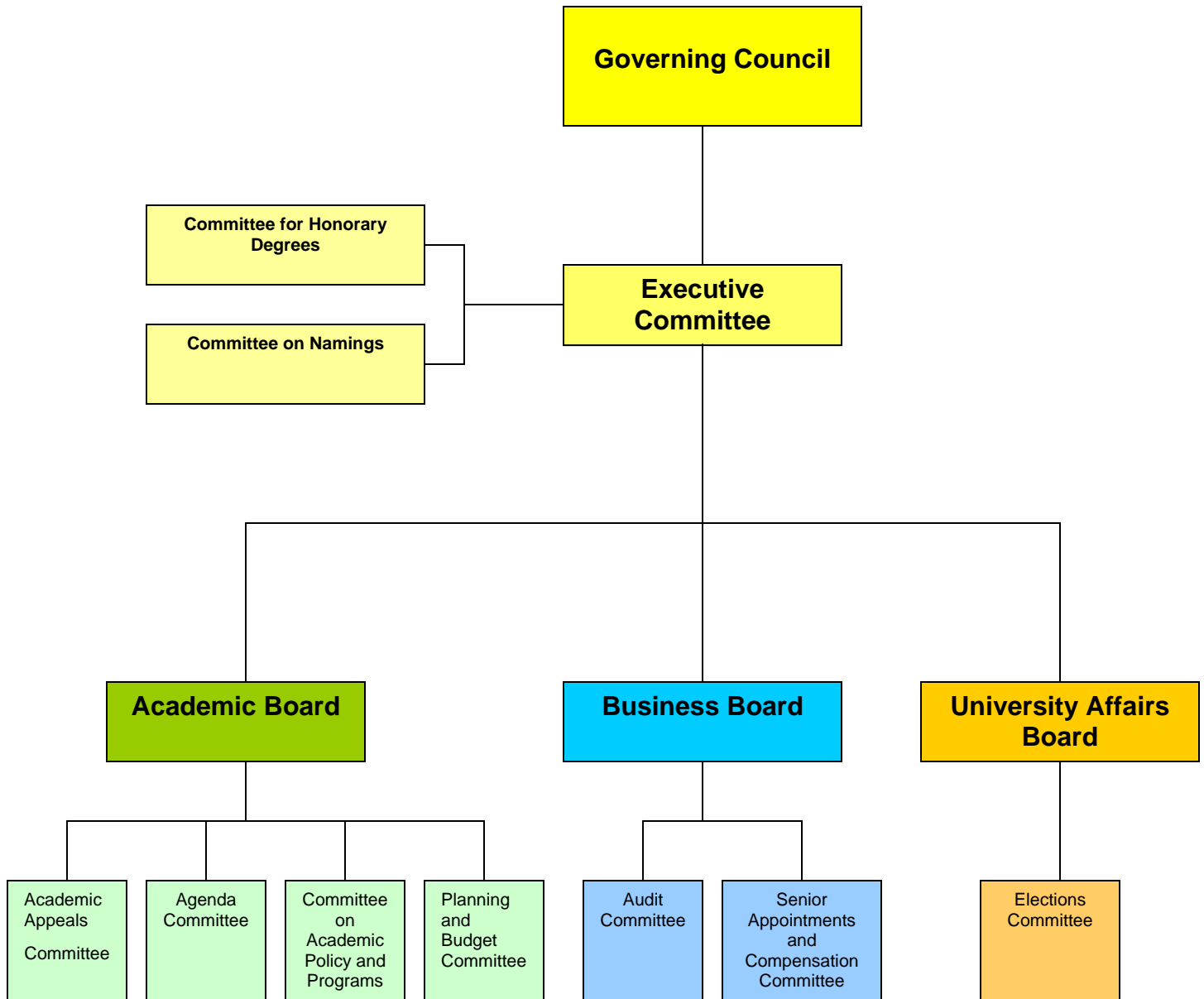
- an **Academic Board** combining the responsibilities of the Academic Affairs and Planning and Resources Committees;
- a **Business Board** to deal with the responsibilities of the Business Affairs Committee (but with greater delegated authority in some areas than the Business Affairs Committee) and the development and public and community relations functions previously handled by the Committee on Campus and Community Affairs;
- a **University Affairs Board** responsible for student and campus services and policy matters of interest to all constituencies of the University.

Smaller committees reporting to each of the Boards were also created to deal with particular aspects of their respective Board's terms of reference.

In May of 1993, the Task Force on University Accountability chaired by William H. Broadhurst, submitted its report – *University Accountability: A Strengthened Framework* – to the Minister of Education and Training. Its 47 recommendations, based on the principle that the governing body is “the primary and most effective locus of institutional accountability”, included those related to composition, selection procedures, orientation of members, requisite support systems, members’ legal liabilities, conflicts of interest and openness. Several recommendations addressed what the Task Force considered to be the two essential accountability functions of universities’ governing bodies: approval of policies and procedures governing institutional performance and the monitoring of those policies and procedures. The Task Force recommended, too, that in addition to having a mission statement and clearly defined academic and financial plans to assess progress in fulfilling that mission, governing bodies determine an appropriate set of performance indicators. The Task Force also addressed and made recommendations on academic affairs and financial issues, and their treatment in universities’ governance.

The University of Toronto submitted a formal response to the report and, as well as articulating the ways in which it met or exceeded the Task Force’s expectations on accountability, undertook a number of refinements to ensure continued strengthening of its governance. Among these enhancements was the introduction of an annual report to the Governing Council on performance indicators that has continued to evolve and to be adapted since its introduction.

Figure 1: The Governing Council and its Boards and Committees



Appendix 2: *Towards 2030* Task Force on Governance – Phase 1 Report to the Chair of the Governing Council and the President

*February 28, 2008
(Approved by the Governing Council, May 21, 2008)*

Introduction

This is the Phase 1 report from the Task Force on Governance, constituted as part of the *Towards 2030* long-term planning process at the University of Toronto. As a report on the first phase of our work, it:

- provides an overview of our mandate and summarizes our activities to date;
- highlights themes that have arisen in our consultations; and
- makes recommendations for the next steps to be taken in the review and assessment of governance.

We would like to emphasize that this Report crystallizes some of the major themes and critical questions to be addressed. In addition to providing background and an update, it focuses primarily on the input and advice we have received. Outcomes of our consultations are presented very much as raw data without analysis and assessment. To highlight specific collections of comments, they are inserted in shaded boxes throughout the text of the report. We have intentionally avoided stating any preliminary positions or recommendations for solutions. Our recommendations for future work are contingent upon two essential steps to be taken by the Governing Council:

- its consideration and acceptance of our findings, and
- based on this agreement, its approval of a mandate for a reconstituted Task Force or working group to deliberate and make recommendations on the themes and questions we have identified.

Overview of Task Force

Mandate

In October, 2007, the Governing Council approved the Terms of Reference for the *Towards 2030* Task Force on Governance (attached hereto as Appendix A), defining a mandate that was to proceed in two phases. Phase 1 will define gaps or deficiencies, as well as strengths, in our current system relative to enhancing our existing governance practices and taking into account the University's future directions. Phase 2 will recommend possible steps that could close those gaps, build on current strengths, and specify how that can be accomplished. Our first phase is to be completed by mid-March, at which time each of the *Towards 2030* Task Forces will be

submitting their final reports. Our second phase will proceed thereafter with the approval of the Governing Council.

Process

Since we began our work, we have been primarily in a consultative mode, seeking input from within and beyond our community. We agree that our consultation needed to provide us with three perspectives: from those with expertise and experience in postsecondary education, in the corporate sector and in the broad not-for-profit sector. In context, we agreed that it was essential to hear from current and past governors and co-opted members of our Boards.

Over the past months, we have met as a full committee nine times and have had several consultations lead by subsets of our Task Force. Up to now, we have met with:

- former Chairs of the Governing Council;
- current and former Board Chairs and Vice-Chairs;
- separate groups of current and former governors from each of the Governing Council's estates – administrative staff, alumni, LGIC appointees, teaching staff and students;
- a group of current and former co-opted members of the Academic and University Affairs Boards;
- a group of current and former co-opted Business Board members;
- the Executive Committee of the Governing Council;
- President David Naylor;
- Professor Robert Berdahl, President of the Association of American Universities, former Chancellor, University of California, Berkeley and former President, University of Texas at Austin; and
- The Honourable Frank Iacobucci, Former Interim President, University of Toronto.

In addition to these conversations, we also invited submissions from the University community with an institution-wide communication and through the *Towards 2030* website. (A copy of the call for submissions is attached as Appendix B.)

With the benefit of early input and advice, we prepared a brief questionnaire that provided a frame of reference for our consultations:

1. How can we ensure an appropriate forum in governance for discussion of strategic questions (for example, emerging strategic issues and major strategic priorities undertaken)?
2. Of the current topics or matters which come to the Governing Council or its Boards or Committees, which do you believe to be the most important in terms of governance decision-making? Which would be the least important?
3. In your experience, what are the areas of overlap or duplication between or among Governing Council's Boards and Committees and divisional councils?

- How could we create a more streamlined and agile set of governance processes with reduced repetition? Are the Boards, Committees and divisional councils optimally structured to enable this?
4. Does the current oversight and accountability for each of the three campuses have appropriate levels of authority to ensure good governance, respecting centralized and de-centralized decision-making?
 5. Similarly, does the delegated authority of divisional councils on the St. George campus provide mechanisms for sufficiently rigorous reviews and oversight?
 6. Additional comments?

These questions are posted on the *Towards 2030* website as part of the invitation to provide advice.

State of the University's Governance – Themes Arising from Consultations

We have heard a number of recurring themes, as well as several unique perspectives, from the groups and individuals we consulted. At the outset it is important to note two over-arching themes that provide a foundation for our work, both as we complete Phase 1 and as we proceed to Phase 2. The first relates to our assumptions and therefore the framework for our process. The second relates to the overall strength of our University's governance.

Confirmation of Assumptions

Generally, our consultations have confirmed the assumptions with which we began:

- there is nothing compelling to point us to change from our unicameral system;
- if necessary, the *University of Toronto Act* will be revisited;
- representation of the five key estates (administrative staff, alumni, students, teaching staff and government appointees) will be preserved; and
- our governance must address the complexity of decision-making and improve governance oversight of our three campuses.

There is also general agreement that much in our governance should be able to be strengthened *without* amendments to current legislation with changes to by-laws and Board and Committee

terms of reference; through changes to procedure; and through changes to the manner in which items are prepared and presented by the Administration. There were, however, three isolated departures from these consistent messages: one respondent suggested that we consider alternatives to the unicameral system; another recommended reducing the present Council by half, maintaining proportional representation; a third spoke generally to reducing the Council's size.

Essential and Unique Strength of Our Governance

We have received considerable input representing diverse perspectives. That advice has indicated that, for the most part, the University is governed well. While there are particular elements that require attention – and in some cases, meaningful change – the system itself is viewed to be appropriate for the University. While we were completely open to the possibility of radical change (revisions to membership or abandoning the unicameral system, for example) if the discussion had taken that direction, the scope and nature of the issues identified and the consistency with which concerns were raised throughout our broad consultations clearly signaled that such change will not need to be contemplated in arriving at solutions.

One respondent – reflecting the views expressed by a number of individuals throughout our consultations – articulated important factors that make university governance different from corporate governance.

These factors provide additional context for understanding university governance:

- the nature of a **public university** which connotes accessibility, quality, and accountability to the wider public.
- **independence** that gives the University and its members the freedom to teach, to learn, to express opinion, to admit students, to determine who teaches and what is taught – but, with this freedom comes **responsibility**.
- the **independence and interdependence of numerous academic units** that comprise the institution – in our case, Faculties, Colleges, Departments, Centres, Institutes and our tri-campus organization.
- the **special responsibility of academic staff for advancing the academic mission** of the University. Those bodies representing the faculty of the University should be vested with primary responsibility for reviewing all matters regarding "who teaches what to whom" (academic programs, admission, etc.).
- the **substance of the activity of the university**, namely its teaching, research and service activities, rest on **individual effort and autonomy within a collective framework of relationships**.
- the **management structure**, although apparently hierarchical, is a hybrid of **hierarchy, collegiality and individual autonomy** that makes governance complex theoretically and practically.
- the university is a **community of people** – students, staff, faculty and alumni – with relationships among all who live and work on the

campuses, and those alumni who have physically left the campus but who spiritually never leave.

The Task Force accepts that these factors influence the governance model that is appropriate for the University and a proper weighing of the factors is necessary to ensure that governance is as effective as it can be.

The essential role of governance is to provide guidance on the University's long-term strategic directions and to provide active oversight of the University's management – its role is not to duplicate that of the University's administration. Among the many principles of good governance, our model needs to be compatible with the University's mission and it needs to be multi-dimensional, given the various and complex characteristics of the University.

Areas for Examination

For this report, we have selected themes that have emerged in one form or another in most of our consultations. They are summarized below with some bullet points that illustrate the range of comments among the many specific observations, questions and suggestions we have received. Although we received a number of suggestions that were intended as solutions to identified problems, we have deliberately avoided describing possible recommendations or solutions at this time. Our focus up to now has been to identify, understand and articulate clearly the issues that need to be examined as we continue with our work.

Theme: Oversight and Accountability – Quality of the Governing Council's Meeting Agendas

Repeatedly, we heard that the Council's agendas may not comprise the right items to enable it to govern well. In the current system, the range of matters coming to the Council has led to questions regarding accountability and effectiveness of oversight and decision-making. There are concerns whether there may be matters not coming to governance that should be and whether or not there is sufficient strategic debate within governance on key issues facing the University in the long-term.

- The structure of Governing Council meetings inhibits or prevents essential strategic discussion and meaningful debate – the forum appears to be too large, public, and orchestrated. The most productive interactions with governors come in constituency “off-line” sessions, and at the Executive Committee or agenda planning sessions.
- In addition to strategy discussions, there is a need for additional opportunities to inform and educate governors about the University and its scope of activities.
- There is a need to reconsider which issues require governance oversight, rather than being strictly administrative.
- There is a need to consider classes of matters that require governance approval at its

highest level, including, for example, matters of risk management, institutional strategy, performance measures, financial and capital plans.

- It is important to define the “critical core” of good governance—what are the clusters of decisions which truly require oversight? An examination of diverse governance models may highlight the issues that should really be coming to governance.

Theme: Overlap/Duplication, Deficiencies, Ambiguities – Board and Committee Mandates

Consistently, we received comments and observations about the iterative and repetitive nature of our existing model and the manner in which it functions. The apparent duplication between levels or among bodies within the system is seen to absorb valuable time and to diffuse accountability. Additionally, the existing terms of reference are not consistently clear in defining the division of responsibilities among the various bodies and, over time, expectations and practices have evolved that can add further complexity.

- There is duplication not only in an item being considered several times, but in the same issues/questions being raised at each stage. The propensity for duplication in the current system is illustrated by requiring a matter to proceed through a number of Boards and Committees with little or no added value at progressive stages. Questions or issues repeatedly raised throughout the process and then again at the Governing Council contribute to the problem of having no time for strategic discussion.
- With duplication among various bodies, each body may presume that another has accountability – with the result that it is perceived that there is little or no accountability.
- There is a need to assess carefully those instances in which overlap provides valuable “sober second thought”.
- Streamlining requires looking for ways to work more effectively, not necessarily removing responsibilities from particular bodies.
- There is overlap and duplication in the Academic and Business Boards’ mandates with respect to budget and capital planning and construction, coupled with the University Affairs Board’s mandate in capital projects involving student space.
- The mandates of the Committee on Academic Policy and Programs and the Planning and Budget Committee overlap (e.g. establishment or termination of academic programs) and, over time, their separate responsibilities are less clear than probably originally intended.
- There is a need to be aware of the important value of the Academic Board’s “Senate” role in providing advice in matters of controversy or concern that affect the whole

University.

- The division of responsibility in dealing with revenue sources across the Business Board (e.g. tuition) and University Affairs Board (e.g. fees for services), makes it difficult to have a complete overview of revenues and fees.

Theme: Delegated Authority for Academic Divisions – Lack of Clarity, Inconsistency

There is lack of clarity regarding the degree of authority/autonomy at the divisional level and the relative authority of the Governing Council and its Boards and Committees. Faculty and College Councils are primarily advisory to the Dean or Principal and have specific authority for particular academic matters. The exercise of these responsibilities varies from division to division.

- There is a need to reconsider which issues require governance oversight, rather than being strictly administrative.
- There is significant variability among divisional councils in terms of their composition and the manner in which they exercise their authority. How could greater delegation be implemented effectively to ensure appropriate oversight and accountability?
- It would be useful to consider the reassignment of responsibilities within the current unicameral system. Is there an adequate division of labour among the three existing Boards?

Theme: Delegated Authority in the Tri-campus Context – Levels of Oversight and Accountability, Redundancy

It is clear that our governance structure was established at a time when the current vision of the University had not been developed. Our present structure and its attendant practices do not provide appropriately for the needs of a three-campus organization of the size and complexity that our University has become. They do not readily permit efficient oversight and accountability processes for UTM and UTSC, nor do they appear to provide sufficient representation within the Governing Council itself or within its existing bodies for these campuses. Ultimately, our deliberations and recommendations in this critical area will be guided by the directions that the University takes as the result of the input of the other Task Forces and, in particular, the work of the Task Force on Institutional Organization (TFIO) will inform the continued deliberations on the tri-campus issue. It will be important to consider the particular governance requirements for each of the St. George, UTM and UTSC campuses, as well as those that will fulfill University-wide governance needs.

- The councils of UTM and UTSC function like other divisional councils, deliberating on academic matters and, with their delegated authority, make some academic

decisions. On other matters, they serve in an advisory capacity to the Vice-President and Principal. These councils have developed a committee structure that parallels Governing Council's. As a result, proposals arising from UTM and UTSC can be considered at as many as seven levels by the time the Governing Council gives its approval.

- Discussion of options for the governance of east and west campuses should not be limited to sovereignty/dependence considerations – a range of options should be examined (*e.g.*, American multi-campus institutions, systems-like structures).
- The University will need to move deliberately through the evolution of the tri-campus system by considering the type of organizational structure which, over time, will lead to greater administrative autonomy, more Faculty involvement and more effective oversight. Demographic pressure will result in the continued growth of UTM and UTSC and any new governance approach will need to be able to identify and respond to changes as the organization continues to evolve. Opportunities for interdisciplinary programs at all campuses should be nurtured. Healthy competition between individual campuses can be productive.
- Our governance structure will need to balance system-wide oversight with appropriate distribution of authority at local levels.

Theme: Quality of Governors – Experience Mix and Representation

Consistently effective governance rests largely on the quality of governors. It is evident that the University of Toronto has benefitted – and continues to benefit – from the high quality and steadfast commitment of its volunteer governors. Any review or assessment of governance, however, must take this critical quality component into account and provide assurance that mechanisms are in place to support the strongest possible membership across its structure. Attracting and retaining the most capable governors and ensuring an appropriate mix of knowledge, skills, expertise, experience and backgrounds across the Council's membership is essential. This principle also applies to the non-governor membership of the Boards and Committees, and includes all estates – administrative staff, alumni, faculty, staff and students. In our structure, since members are both elected and appointed, a variety of factors affect the collective strength of the Council and its bodies.

- For all estates, there are variations on the multi-faceted challenges of identifying the strongest possible pool of potential governors from among their peers, fostering their interest in the University, building their knowledge and experience, encouraging them to participate in the relevant election / appointment process, and engaging them in the University's governance in appropriate ways.
- The current process for selecting LGIC candidates is not well understood and could be more clearly articulated.

- What means are there for identifying potential candidates and what would be appropriate for each of the Governing Council's estates?
- There is a need to examine representation within estates or constituencies, taking into account consistently appropriate proportional representation from the three campuses and from among other relevant groups.
- The principles and process for appointing co-opted members of Boards and Committees should be examined in light of dissatisfaction with the current process and its apparent lack of transparency.
- Is there a need for a self-evaluation process for the Governing Council?
- The engagement and presence of external governors (LGIC and alumni) across Council's Boards and Committees should be examined to ensure that their independent perspectives are appropriately brought to bear on governance decisions.

Theme: Roles of and Appropriate Interfaces between Governors and the Administration

Effective governance relies on the quality of the relationship between governance and the administration. That relationship is shaped, in turn, by the knowledge of and respect for the parties' legitimate responsibilities. There is not always clarity regarding the respective roles and responsibilities of governors and the administration and the appropriate relationships between the two groups.

- There should be a re-examination of the decision-making responsibilities of the Governing Council and those of the President and the administration to clarify the responsibilities under the *Act* and in light of enhancements we can make to practice.
- Many items come to governance at the University of Toronto which would not in other contexts. The result is often governance being confused with management.
- The substance of good governance comes down to the quality of the governance-administration relationship. In addition to supporting effective formal governance (in meetings), it also facilitates informal governance – the valuable discussions and consultations that occur outside of meetings.

Recommendations for Next Steps

Over the last weeks and months we have engaged in consultations both within and beyond the University, receiving thoughtful observations and expert input. We believe that the themes we have identified confirm where true strengths and deficiencies exist in our current structure. In our view, we have captured all of the relevant issues and we have gained a thorough understanding of how they influence optimal governance.

The Governing Council approved our mandate on the understanding that the process of assessing the current state of our governance and considering options for the future would proceed in two phases. Completion of Phase 1 with this Report was to provide guidance to the Governing Council in its decisions for the next phase. We have heard many suggestions for addressing the identified issues and it is now appropriate to move to explore these and to articulate directions and recommend potential solutions for the longer term. To this end, we would make the following recommendations:

(a) That the Governing Council establish a body immediately with a mandate and membership to consider and make recommendations on issues arising from the broad themes identified by the Task Force on Governance. These include:

- oversight and accountability – the quality of the Governing Council’s meeting agendas;
- overlap/duplication, deficiencies, ambiguities – Board and Committee mandates;
- delegated authority for academic divisions – lack of clarity, inconsistency;
- delegated authority in the tri-campus context – levels of oversight and accountability redundancy;
- quality of governors – experience mix and representation; and
- roles of and appropriate interfaces between governors and the administration.

This body could be a re-constituted Task Force on Governance, with a membership and mandate modified as needed for the specific needs arising from the identified themes.

(b) That the body recommended in (a) be charged with staging its work with a view to introducing enhancements to governance progressively over a defined period.

In our view, recommendations for change could span a three-point scale and could be managed at different times: Level 1 would imply refinements, clarification of terms, and codification of practice; Level 2 would envisage re-visiting or re-stating principles, and/or re-considering structure and terms of reference; and Level 3 would mean revisions to the *University of Toronto Act*. On the latter, we would emphasize that we have encountered no compelling evidence to open the *Act* at this time. It is reasonable to suggest, however, that it may be appropriate to consider such a step once the University has introduced and had experience with the changes that arise from “Level 1 and 2” processes.

(c) That the progressive stages of work noted in (b) include periodic reports and recommendations to the Governing Council to facilitate ongoing communication and timely implementation of necessary changes.

We recognize that a reasonable timetable for longer-term recommendations – for example, those requiring decisions on the University’s long-term three-campus administrative organization – is yet to be determined and could conceivably be well into the future. Recommendations for steps to be taken in the short- and medium terms, however, could and should be developed over the next several months. In that context, we would suggest that the Governing Council consider requesting a final report by the end of June, 2009.

Appendix 3: University of Toronto Task Force on Governance – Terms of Reference

(Approved by the Governing Council, October 23, 2008)

Background and Context

In October, 2007, the Governing Council approved the Terms of Reference for the *Towards 2030* Task Force on Governance, defining a mandate that was to proceed in two phases. Phase 1 was to define gaps or deficiencies, as well as strengths, in our current system relative to enhancing our existing governance practices and taking into account the University's future directions. Completion of Phase 1 was to provide guidance to the Governing Council in its decisions for the next phase. Phase 2 was intended to recommend possible steps that could close the identified gaps, build on current strengths, and specify how that could be accomplished.

The *Towards 2030 Task Force on Governance – Phase 1 Report* was submitted to the Chair of the Governing Council and the President in early March, and was received by the Governing Council at its meeting of April 10, 2008. The *Report* identified seven broad themes within which the next components of a review should concentrate. They are:

- oversight and accountability – the quality of the Governing Council's meeting agendas;
- overlap/duplication, deficiencies, ambiguities – Board and Committee mandates;
- delegated authority for academic divisions – lack of clarity, inconsistency;
- delegated authority in the tri-campus context – levels of oversight and accountability redundancy;
- quality of governors – experience mix and representation; and
- roles of and appropriate interfaces between governors and the administration.

The Task Force's guidance to the Governing Council comprised three recommendations to address the issues encompassed by these themes:

- (a) That the Governing Council establish a body immediately with a mandate and membership to consider and make recommendations on issues arising from the broad themes identified by the Task Force on Governance.***
- (b) That the body recommended in (a) be charged with staging its work with a view to introducing enhancements to governance progressively over a defined period.***
- (c) That the progressive stages of work noted in (b) include periodic reports and recommendations to the Governing Council to facilitate ongoing communication and timely implementation of necessary changes.***

In making its recommendations, the Task Force provided some context for the directions it proposed. It suggested that the body charged with further review work could be a re-constituted Task Force on Governance, with a membership and mandate modified as needed for the specific needs arising from the identified themes. Based on the input and advice it received, it also noted that, recommendations for change could span a three-point scale and could be managed at different times: Level 1 would imply refinements, clarification of terms, and codification of practice; Level 2 would envisage re-visiting or re-stating principles, and/or re-considering structure and terms of reference; and Level 3 would mean revisions to the *University of Toronto Act*. On the latter, the Task Force emphasized that it had encountered no compelling evidence to open the *Act* at this time. The *Report* signaled, however, that it may be appropriate to consider such a step once the University had introduced and had had experience with the changes that arise from “Level 1 and 2” processes.

The Task Force acknowledged that a reasonable timetable for longer-term recommendations – for example, those requiring decisions on the University’s three-campus administrative organization – was yet to be determined and could conceivably be well into the future. Recommendations for steps to be taken in the short- and medium terms, however, could and should be developed over the next several months. In that context, it suggested that the Governing Council consider requesting a final report by the end of June, 2009. (As outlined below, however, with more detailed consideration it is evident that a more reasonable schedule would be June, 2010.)

Having accepted the *Report*, the Governing Council asked the Chair to develop for its consideration a proposal for continuation of the review process as contemplated when the Task Force on Governance was initially established. The mandate and membership of a modified task force on governance is outlined below.

Mandate

A carefully staged or compartmentalized approach to the ongoing review work is appropriate for several reasons, including the following: it would facilitate breaking down complex matters into projects of manageable scope; it could allow early implementation of some modest but meaningful changes; and it would ensure that the review’s work would be informed by plans and actions arising from the other *Towards 2030*-related processes. While the review is a Governing Council initiative, it cannot proceed in isolation and will both contribute to and be assisted by University strategic planning activities. In particular, planning and directions regarding institutional organization will be critical to shaping any longer-term decisions about appropriate governance for our three-campus University. Therefore, until proposals for change in the administrative structures are developed, the Task Force will focus its deliberations on the current organizational context. However, it will also consider whether and how refinements could enable greater campus-level autonomy, while sustaining appropriate oversight by University-wide governance.

In this light, the Task Force will have a mandate to proceed with its review in three components:

- refinements to practice;
- assessment of and revisions to delegations of authority, including terms of reference; and

- consideration of tri-campus governance.

The components are not necessarily intended to proceed in sequence but may move in parallel as appropriate. As described below, they are intended to provide the framework within which the Task Force is expected to proceed. Guided by the detailed input it has received and will seek, the Task Force will define specific priorities for its attention within each broad component, taking into account those elements that could most reasonably be considered together. Throughout the course of its work, the Task Force will provide interim reports or updates and, if appropriate, recommendations to the Governing Council through the Executive Committee and, with the completion of its work, will issue a final report and recommendations. The need, timing and focus of interim reports will be determined in consultation with the Chair and the Executive Committee of the Governing Council.

Component 1 – Refinements to Practice

Within each thematic area, the Task Force is asked to identify and make recommendations on those matters that relate to existing practices. In some cases, these may have arisen from particular interpretations or applications of terms of reference; in others, they may have arisen in the absence of specific direction from the terms. The Task Force's assessment should result in clarifying the value and importance of some practices, modifying or eliminating others as appropriate, and/or introducing still others in the interest of good governance.

The Task Force's initial focus could include, for example, a focus on:

- governance agendas and documentation for meetings,
- ongoing orientation and education of governors,
- elements of selection and election of governors, and
- the relationship between governance and administration, both in terms of ensuring clarity in their distinct roles and responsibilities, and in terms of governor-administration interaction.

As appropriate, implementation of beneficial change can be ongoing.

Component 2 – Assessment of and Revisions to Delegations of Authority

During this stage, the Task Force's primary focus will be in the broad area of delegation of authority which includes delegation (1) by the Governing Council to Boards and Committees; (2) from the Governing Council to the administration; and (3) from the Governing Council (primarily the Academic Board) to Faculty/Divisional Councils. In this context, it will examine the terms of reference of the Boards and Committees and make recommendations to:

- define or confirm key principles underlying our governance structure, and
- change existing structures and mandates as needed to enable effective governance centrally and in the divisions.

Component 3 – Consideration of Tri-campus Governance

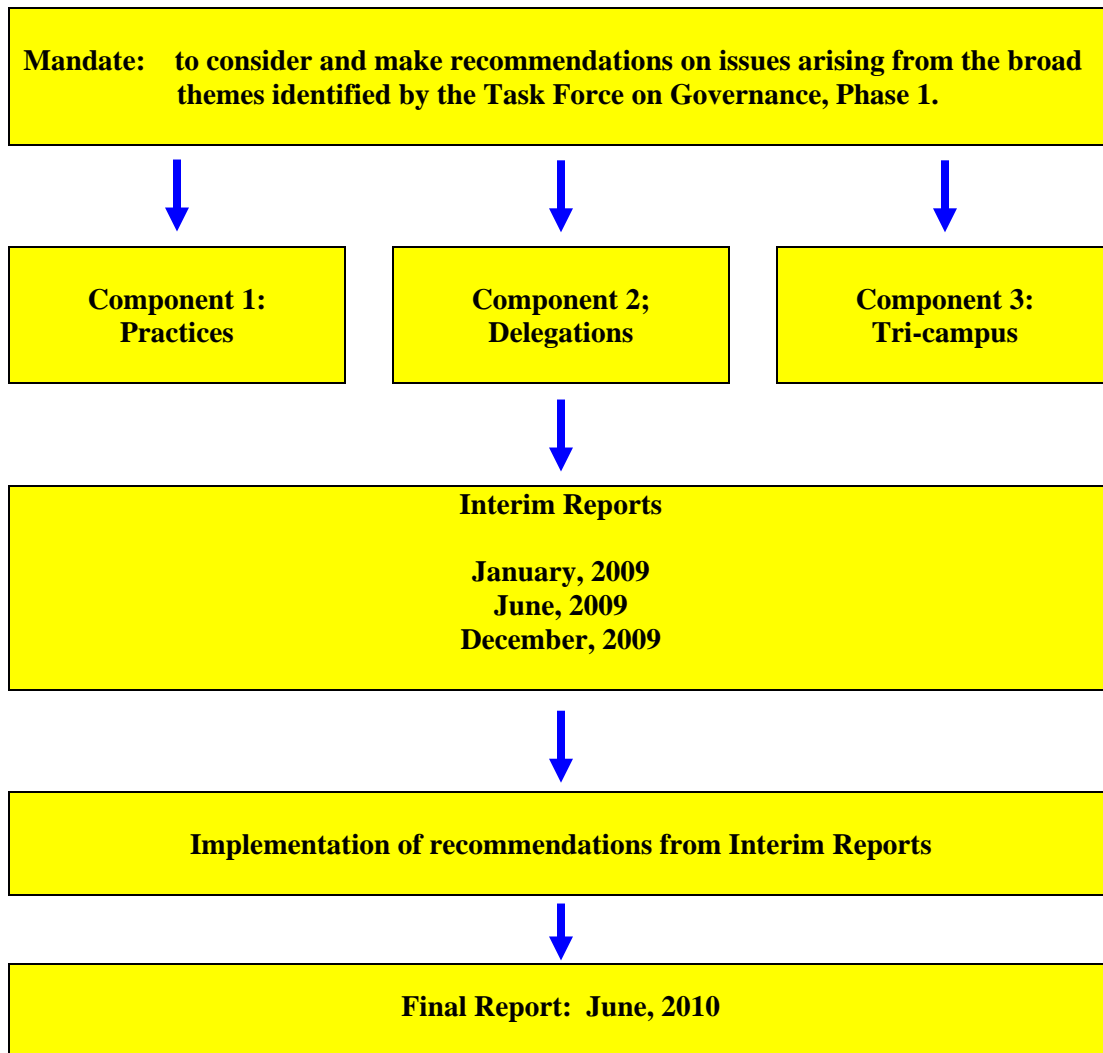
Initiation and completion of this stage will rely on actions arising from the directions identified in the *Towards 2030* documents: A Long-term Planning Framework for the University of Toronto, Synthesis Report and the report of the Task Force on Institutional Organization. In due course, the Task Force on Governance could be asked to make recommendations on a governance model that will provide appropriate oversight, mechanisms of accountability and delegations of authority for the three campuses and for the University as a whole.

Reporting

As noted above, the Task Force will report periodically to the Governing Council. Such reporting is intended to provide ongoing communication on progress, facilitate advice and input to support the Task Force's work, and, as appropriate, enable timely consideration of recommendations and introduction of approved changes. At a minimum, the Task Force will provide periodic updates to the Executive Committee as follows: January, 2009; June, 2009; and December, 2009

A final report is expected by June, 2010. Although the *Phase 1 Report* contemplated a more aggressive timetable, it has become clear that a thorough review will require more time. The commitment to interim reports and recommendations for implementation, however, will ensure that momentum is maintained.

The figure below summarizes the Task Force's mandate.



Membership

At its June 23, 2008 meeting, the Governing Council approved the membership of the University of Toronto Task Force on Governance. Members are:

Ms. Rose M. Patten – Chair (Former Chair, Governing Council)

Mr. P.C. Choo (Administrative Staff Governor; Member, Business Board and Elections Committee, former Member, Executive Committee)

Professor Ray Cummins (Former Teaching Staff Governor and Chair, Academic Board)

Dr. Claude Davis (LGIC Governor; Chair, University Affairs Board)

Professor Vivek Goel – Vice-Chair (Founding President and CEO, Ontario Agency for Health Protection and Promotion; Professor, Dalla Lana School of Public Health, Former Governor; Former Vice-President and Provost)

Professor William Gough (Teaching Staff Governor; Member, University Affairs Board and Committee on Academic Policy and Programs; Associate Professor, Department of Physical and Environmental Sciences, University of Toronto at Scarborough, Graduate Department of Geography)

Mr. Alex Kenjeev (Graduate Student Member, University Tribunal; Former Graduate Student Governor; Former Member, Academic Board and Business Board)

Professor Michael Marrus (Teaching Staff Governor; Chair, Academic Board; Chancellor Rose and Ray Wolfe Professor Emeritus of Holocaust Studies)

Mr. Stephen Smith (Alumnus Governor; Chair, Elections Committee; Member, Business Board and Senior Appointments and Compensation Committee;)

Mr. W. David Wilson (LGIC Governor; Member, Business Board, Senior Appointments and Compensation Committee)

Mr. Louis R. Charpentier – Secretary

In view of the expected duration of the Task Force's work, a member will not cease to be a member simply by virtue of ceasing to be a member of the estate from which he or she was appointed.

Note: In January, 2010, the Chair and Vice-Chair invited Ms Sheree Drummond, Assistant Provost, to serve as a liaison with the Office of the Vice-President and Provost to provide advice in the Task Force's deliberations, particularly on matters relating to governance agendas and the flow of business.

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Appendix 4: Mandate of Governance

A. Preamble

The “Principles of Good Governance” form the basis on which the mandate of governance is based. The three primary functions of governance are:

- approval – governance *approves* specific policies, plans or projects according to established procedures.
- oversight –governance receives a wide variety of reports and information through which it *monitors the quality and substance of institutional leadership and decision-making*.
- advice – governance is consulted and *provides input*, sometimes in confidence, on proposed initiatives at various stages of development.

B. Governance versus Administration

In discussing the functions of governance, it is also important to clarify what governance is **not** – that is, to define the legitimate boundary or “hand-off” between governance and administration. In general, the President, as chief executive officer, and the administration have the responsibility for articulating the University’s mission and strategic directions on the advice of and for ultimate approval by governance.

The President and the administration also have responsibility for outlining problems, explaining issues, identifying the need for changes in policy, and formulating new policy for governance consideration.

C. Functions

The functions of governance encompass the following ten aspects of advancing and sustaining the University’s purpose, strength and well-being:

- strategy
 - provides advice on the development and expression of the University’s specific mission;
 - approves the University’s specific mission;
 - provides advice on strategy as the administration is developing it (but does not develop institutional strategy itself);
 - satisfies itself that the proposed strategy is appropriate, and
 - approves the strategy.
- image and reputation
 - provides advice on the institution’s local, national and international standing, and
 - ensures that this standing is protected.
- recruiting, hiring, supporting and evaluating the chief executive officer.

- finance
 - advises on and approves financial policies developed by the administration,
 - reviews and approves the institution's annual budget, and
 - reviews and approves the institution's audited financial statements.

- human resources
 - advises on and approves human resources policies,
 - advises on and approves compensation policies and proposals,
 - monitors the implementation of policies to ensure overall employee well-being and satisfaction,
 - receives reports on specific matters,
 - confirms the appointment of senior officers on the recommendation of the chief executive officer,
 - approves and provides oversight on the implementation of compensation frameworks for senior officers; and
 - appoints senior officers with particular reporting relationships to governance – for example, the Secretary and the Ombudsperson.

- capital expenditures and infrastructure
 - reviews and approves institutional master plans,
 - reviews and approves major capital projects, and
 - monitors project implementation.

- risk management
 - ensures compliance with applicable legislation, and
 - reviews and approves risk management framework, ensuring that mechanisms are in place to identify, assess, manage and provide accountability for relevant areas of institutional risk.

- governance effectiveness
 - agenda management,
 - selection process for governors,
 - evaluation process,
 - committee mandates,
 - interpretation / delineation of responsibilities, and
 - clearly defines and respects its role relative to that delegated to the administration.

- academic quality
 - ensures that clear processes for assurance of academic quality are in place and implemented for
 - academic divisions,
 - academic programs
 - academic appointments,
 - academic policy,
 - academic regulations,
 - admissions standards, and

➤awards and honours.

- student experience
 - ensures that policies and practices are in place and implemented for assurance of quality across all dimensions of the student experience.

D. Responsibility for Functions: Boards and Committees

Responsibility for particular functions is distributed among the Boards and Committees of the Governing Council. In many instances, the Governing Council reserves final decision-making authority; in others the Council has delegated initial review and final decision-making to various governance bodies.

Appendix 5: Division of Responsibilities Among Governing Council's Boards and Committees

A. Approval

1. Delegation of Approval Authority

All authority of the Governing Council derives from the *University of Toronto Act* (1971). Within its authority the Council has made a number of delegations through its By-law Number 2, its Board's and Committee's terms of reference, policies and other resolutions.

The *Act* indicates that the Governing Council has power to:

- 2(14)(d) “delegate such of its powers under clauses *b* and *c* as it considers proper to the President or to such other officer or employee of the University as may be designated by the President.” [Note: These powers relate to employment and compensation of teaching and administrative staff.]
- 2(14)(e) “appoint committees and delegate thereto power and authority to act for the Governing Council with respect to any matter or class of matters, provided that where power and authority to act for the Governing Council are delegated, a majority of the members of the committee shall be members of the Governing Council.”
- 2(14)(na) “delegate such of its powers under clauses *g*, *h* and *n* as it considers proper to any academic unit or council.” [Note: These are purely academic matters – the conduct of examinations, awards for academic achievement and admissions.]
- 2(14a) “A committee appointed under clause *e* of subsection 14 with power and authority to act for the Governing Council with respect to any of the powers of the Governing Council under clauses *g*, *h* and *n* of subsection 14 may, with the approval of the Governing Council, appoint and delegate such powers to subcommittees, and the majority of the members of the subcommittees need not be members of the Governing Council. 1978, c.88, s2(6).”

2. Current Delegations Consistent with the Act

The Governing Council reserves to itself final approval on a range of items arising from the Boards. Consistent with the *Act*, though, the Council has also delegated authority for final approval to committees, divisional councils and to the administration for a variety of matters. In this context, it is important to note that delegation may – and often does – include reporting requirements, and that the delegated authority can be revoked.

In summary, the delegations within our current structure are as follows:

- the Business and University Affairs Boards, both with a majority membership of governors, have final approval authority on a limited number of specific items within their respective areas of responsibility
- most matters that come to the Academic Board proceed to (1) the Executive Committee for confirmation because of the majority-of-governors requirement or (2) the Governing Council.
- the Academic Board's authority for the specific classes of academic matters noted above has also been further delegated to the Committee for Academic Policy and Programs or to divisional councils which have final decision-making authority.
- the Academic Board's responsibility for academic administrative appointments has been delegated to the Agenda Committee; decisions are confirmed by the Chair of the Governing Council, the President and the Chair of the Academic Board.
- specific appointment and compensation matters that, in general terms, fall within the Business Board's purview are delegated to the Senior Appointments and Compensation Committee. The Committee comprises only external governors in addition to the President.

It is important to note in the context of delegations, that the Council has also specified its continuing authority to review actions taken by its committees and to make final decisions. Sections 31(d)(i-iii) of *By-law Number 2* states:

- 31(d)(i) “Where the Council, with respect to any matter or class of matters, has conferred on any committee reporting directly to it authority to act on its behalf, and where, prior to the adoption by the committee of a resolution to determine the matter, the Chairman of the Governing Council, the Chair of the committee, the President (or an administrative assessor acting for the President), or the committee itself is of the opinion that the matter is major in significance with respect to the University as a whole or with respect to the public or fiduciary responsibilities of the Governing Council, the Chairman, Chair, President or committee, as the case may be, may require that the action of the committee be submitted to the Council for confirmation.”
- 31(d)(ii) “Where a matter is referred to the Council pursuant to paragraph (i) of this clause, the action taken by the committee shall not have effect unless confirmed by the Council. If so confirmed, such action shall have the same effect as a resolution passed by the Council and shall have effect from the end of the Council meeting to which the matter was referred.”
- 31(d)(iii) “Paragraphs (i) and (ii) of this clause do not apply to actions taken by the Business Board under the delegated authority contained in clause (b) of this section or to any Special Committee to which the Council delegates its judicial functions.”

3. Key Role of Executive Committee

Section 3(4) of the Act specifies that 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 therefor to the Executive Committee. 1971, c.56, s.3.” In practice, the Executive Committee has generally exercised its authority in the confirmations described above and in the appointments defined under the *Policy on Appointments and Remuneration*.

B. Oversight

1. Execution of Oversight Functions

At present, “oversight” functions are carried out through a variety of oral and written reports provided to Boards, Committees and the Governing Council itself for information. They include:

- assessors’ reports – usually oral reports at the Boards’ and Committees’ regular meetings, covering current issues.
- periodic reports – for example, quarterly or semi-annual reports such as those regarding donations, health and safety matters, or academic appeals / discipline cases.
- annual reports – these include major accountability reports such as the annual report on performance indicators for governance, academic program reviews and annual reports from the Vice-Presidents. The latter can be reports on the individual portfolios or reports on specific areas of responsibility such as health and safety or employment equity.
- reports required by policy – these reports may be annual or periodic and relate to responsibilities delegated to the administration. One example is the annual report on student financial aid provided to the Committee on Academic Policy and Programs.

C. Advice

1. Constructive Interaction between Governance and Administration – A Strength

Depending on the matter and its stage of development, the administration may seek advice from any of the Boards or Committees of the Governing Council, as well as from the Council itself. Equally important, governance leadership may provide advice to members of the administration on significant strategic issues.

In this context, we would note that effective consultation relies on the constructive interaction between the governance leadership and the administration, starting with the relationship between the Chair and the President.

We believe that a strength of our institution is the positive and respectful working relationship that has existed historically and continues to exist between governance and the administration.

An important balance has to be struck in this relationship and with respect to the timing and kind of input that is requested on various matters.

For governance to be effective, its members must be able to be objective and must be seen to be objective. The Task Force believes that it is essential that the community is able to see clearly that the administration is held accountable by governance and that governance at the University of Toronto provides this clarity.

Appendix 6: Summary of Board Terms of Reference

A. Board Responsibilities

1. Academic Board

The Board's terms of reference summarize its function and note its areas of responsibility:

“The Academic Board is responsible for consideration of policy in the academic area and for monitoring matters within its area of responsibility. In general, the Board is concerned with matters affecting the teaching, learning and research functions of the University, the establishment of University objectives and priorities, the development of long-term and short-term plans and the effective use of resources in the course of these pursuits.

Except in purely academic matters (those specified in clauses 2(14)(g), (h), and (n) of the *Act*), the Board does not have final decision-making authority. In most instances, recommendations of the Board are confirmed by the Executive Committee on behalf of Council. Matters having significant impact on the University as a whole, those having serious steering effects on the development of a particular division or those having a major impact on the relationships amongst divisions and relationships between the University and the community at large, will normally require the approval of the Governing Council.”

Its areas of responsibility are:

- Academic appeals
- Academic appointments policies and individual appointments
- Academic discipline
- Academic priorities for fundraising
- Academic services
- Admissions
- Awards
- Budget guidelines and budget plans
- Capital plans, projects and space policy
- Constitutions of divisional councils
- Continuing studies
- Curriculum and academic regulations
- Earned and posthumously awarded degrees, diplomas and certificates
- Endowed chairs, professorships and visiting lectureships
- Enrolment policy
- Establishment, termination or restructuring of academic units
- Examinations and grading practices
- Name changes of academic units
- Planning policy
- Research
- Submissions to and agreements with external bodies

Teaching guidelines
University objectives / mission statement

The Academic Board executes its responsibility with the support of five standing committees – the Academic Appeals Committee, the Agenda Committee, the Committee on Academic Policy and Programs, the Planning and Budget Committee and the Connaught Committee.

2. Business Board

The Board's terms of reference summarize its function and note its areas of responsibility:

“The Business Board is responsible for consideration of policy and for monitoring matters affecting the business affairs of the University.

The following areas are within the Board's responsibility:

- Financial policy, including policy delegating financial authority and approval of financial transactions as required by policy
- Policy on financing and execution of capital projects and approval of any transactions as required by policy
- University-owned or leased property including physical plant, equipment and works of art
- University policy on ancillary operations and monitoring of business ancillaries
- Policy on fundraising
- Alumni affairs
- Relations with the external community
- Institutional communications
- Policy on organization of business functions
- Personnel policy for administrative staff (except librarians)
- Employee benefits
- Monitoring and recommending policy on the occupational health and safety of members of the staff of the University and other policy pertaining to the health and safety of all members of, and visitors to, the University except for those matters falling within the terms of reference of the University Affairs Board
- Contractual relations with employee groups
- Tuition fees/policy on ancillary fees

The Business Board holds delegated authority to act for Governing Council with respect to all matters in its terms of reference except for matters:

- (a) which are deemed, pursuant to By-law Number 2, section 31(d), to be of major significance for the University as a whole, or to have major significance with respect to the University's public or fiduciary responsibilities; or
- (b) which Governing Council is required by statute or specific contractual obligation to approve; or

- (c) which are reserved to Governing Council by these terms of reference, as amended from time to time by Governing Council.

The President or designate holds delegated authority to act for Governing Council with respect to approval of business transactions in the normal course of business.”

The Business Board executes its mandate with two standing committees – Audit and Senior Appointments and Compensation Committee. The Board Chair, working with the administration, will bring forward terms of reference for a pension committee which will assume some of the current responsibilities of the Board.

3. University Affairs Board

The Board’s terms of reference summarize its function and note its areas of responsibility:

“The Board is responsible for consideration of policy of a non-academic nature and matters that directly concern the quality of student and campus life. The Board has the mandate for monitoring matters within its area of responsibility.

The following areas are within the Board’s responsibility: :

- Campus and student services
- Compulsory non-academic incidental fees
- Student societies and campus organizations
- Ceremonials (excluding convocation)
- Extra-curricular programs and use of facilities
- Use of the University of Toronto name
- Campus security
- Day care
- Non-financial aspects of University investments
- Governing Council elections
- Relations within the University community, including non-academic discipline
- Equity issues and initiatives”

The Board has one standing committee – the Elections Committee – which guides the execution of its responsibilities for the Governing Council elections.

Appendix 7: Summary Chart – Flow of Business

(See over.)

Governing Council Board and Committee Mandates - Summary of "Stopping Points"

Function of Governance	APP	PB	Agenda	AB	Audit	SACC	BB	Elections	UAB	HD	EX	GC
Strategy												
(Strategy) Provides advice on the formulation of the University's specific mission.		√		√								
(Strategy) Approves the University's specific mission.		√		√								√
(Strategy) Provides advice on strategy as the administration is developing it (but does not develop institutional strategy itself).		X		X							X	X
(Strategy) Satisfies itself that the proposed strategy is appropriate.				X								√
(Strategy) Approves the strategy.		√		√								√
Image and Reputation												
(Image and Reputation) Provides advice on institution's local, national and international standing.							√				√	
(Image and Reputation) Ensures that this standing is protected.	√	√	√	√	√		√		√	√	√	√
Chief Executive Officer												
(Chief Executive Officer) Recruits, hires, supports and evaluates the chief executive officer.						√					√	√

Governing Council Board and Committee Mandates - Summary of "Stopping Points"

Function of Governance	APP	PB	Agenda	AB	Audit	SACC	BB	Elections	UAB	HD	EX	GC
Finance												
(Finance) Advises on and approves financial policies developed by the administration.		√		√	√		√					
(Finance) Reviews and approves the institution's annual budget and budget assumptions. <i>(NOTE: Should this category be broadened?)</i>		√		√			√		√			√
(Finance) Reviews and approves the institution's audited financial statements and other relevant reports.					√		√					√
(Finance) Fundraising. ADDED		√		√			√					√
(Finance) Pensions - Advises on and approves pension matters (Pensions Committee to be established) ADDED												
Human Resources												
(Human Resources) Advises on and approves human resources policies.				√			√				√	√
(Human Resources) Advises on and approves compensation policies and proposals.				√		√	√					
(Human Resources) Monitoring the implementation of policies to ensure overall employee wellbeing and satisfaction.				√			√		√			
(Human Resources) Receives reports on specific matters.							√					
(Human Resources) Confirming the appointment of senior officers on the recommendation of the chief executive officer.			√			√	√		√		√	√
(Human Resources) Provides oversight on compensation frameworks for senior officers.						√						
(Human Resources) Appoints senior officers with particular reporting relationships to governance – for example: the Secretary and the Ombudsperson.						√					√	√

Governing Council Board and Committee Mandates - Summary of "Stopping Points"

Function of Governance	APP	PB	Agenda	AB	Audit	SACC	BB	Elections	UAB	HD	EX	GC
Capital Expenditures and Infrastructure												
(Capital Expenditures and Infrastructure) Reviews and approves institutional master plans.		√		√								√
(Capital Expenditures and Infrastructure) Reviews and approves major capital projects.		√		√			√		√			√
(Capital Expenditures and Infrastructure) Monitors project implementation.							√					√
Risk Management												
(Risk Management) Ensures compliance with applicable legislation.							√					√
(Risk Management) Reviews and approves risk management framework, ensuring that mechanisms are in place to identify, assess, manage and provide accountability for relevant areas of institutional risk. <i>(GAP: No approval of risk management framework.)</i>					√							
Governance Effectiveness												
(Governance Effectiveness) Agenda management.			√								√	
(Governance Effectiveness) Selection process for governors. ADDED: - Committee Assignments - Selection of Non-Governing Council Members of Boards and Committees - Appointments to GC-related Bodies			√	√			√	√	√		√	√
(Governance Effectiveness) Evaluation process.					√	√					√	
(Governance Effectiveness) Committee mandates.			√	√			√		√		√	√
(Governance Effectiveness) Interpretation / delineation of responsibilities.					√		√				√	
(Governance Effectiveness) Clearly defines and respects its role relative to that delegated to the administration.					√	√	√					
Academic Quality												
Ensures that clear processes for assurance of academic quality are in place and implemented for:												
(Academic Quality) Academic divisions.	√	√	√	√							√	√

Governing Council Board and Committee Mandates - Summary of "Stopping Points"

Function of Governance	APP	PB	Agenda	AB	Audit	SACC	BB	Elections	UAB	HD	EX	GC
(Academic Quality) Academic programs.	√	√		√							√	√
(Academic Quality) Academic appointments.		√	√	√							√	
(Academic Quality) Academic policy.	√			√							√	√
(Academic Quality) Academic regulations.	√			√							√	
(Academic Quality) Admissions standards.	√			√							√	
(Academic Quality) Awards and honours.	√			√						√	√	√
(Academic Quality) Degrees, Diplomas, and Certificates. ADDED	√			√						√	√	√
(Academic Quality) Research. ADDED	√	√		√			√					
Student Experience												
(Student Experience) Ensures that policies and practices are in place and implemented for assurance of quality across all dimensions of the student experience.	√			√			√		√			√

Legend: √ = advice, information or approval X = gap, i.e. terms of reference do not reflect desired practice

Appendix 8: Election and Selection Processes for Governors

A. Composition of the Governing Council

Section 2(2) of the *University of Toronto Act* defines the composition of the Governing Council:

“(2) The Governing Council shall be composed of:

- (a) the Chancellor and the President, who shall be *ex officio* members;
- (b) two members appointed by the President from among the officers of the University, University College, the constituent colleges, the federated universities and the federated and affiliated colleges;
- (c) sixteen members, none of whom shall be students, members of the administrative staff or members of the teaching staff, appointed by the Lieutenant Governor in Council;
- (d) twelve members elected by the teaching staff from among the teaching staff;
- (e) eight members, four of whom shall be elected by and from among the full-time undergraduate students, two of whom shall be elected by and from among the graduate students, and two of whom shall be elected by and from among the part-time undergraduate students;
- (f) two members elected by the administrative staff from among the administrative staff; and
- (g) eight members who are not students or members of the teaching or the administrative staff elected by the alumni from among the alumni. 1971, c. 56, s. 2(2); 1978, c. 88, s. 2(1).”

Of the 50 members, 25 are external to the University (Chancellor, alumni and government appointees) and 25 are members of the University’s internal community (administrative staff, presidential appointees, students and teaching staff).

The *Act* also specifies terms of service: alumni, administrative staff, government appointees and teaching staff are appointed or elected for three-year terms; students and presidential appointees are appointed for one-year terms. Any elected or appointed member may serve continuously for a maximum of nine years.

B. Membership

1. Ex officio Members

The Chancellor, who is elected by the alumni of the University, serves *ex officio* on the Governing Council. As chair of Convocation, the Chancellor confers all degrees. The President, appointed by the Governing Council as chief executive officer of the University, also serves *ex officio* on the Council. Both have full voting rights.

2. Appointed Members

a. Presidential Appointees

Generally, Presidents have appointed the Vice-President and Provost and another Vice-President to these positions. Currently, the Vice-President and Principal, University of Toronto at Mississauga, serves along with the Provost.

2. Lieutenant Governor-in-Council (LGIC) Appointees

The Ontario Public Appointments Secretariat appoints individuals on the recommendation of the Chair of the Governing Council. Once the recommendations have been considered by Cabinet, candidates may be asked to appear before an all-party standing committee of the legislature before their appointments are confirmed by the Lieutenant Governor.

Nominees are identified through an ongoing consultation process involving the Chair and Vice-Chair.

Direct input is sought from the President in this. Input is sought informally and in confidence from current and past governors, members of the administration and friends of the University.

A pool of potential candidates' names is maintained by the Chair and Secretary from year to year and is updated annually. Generally this list comprises about 30 names.

The Chair considers immediate and longer-term skills and experience needs (using an attributes matrix) in making decisions on individuals to recommend to the government. The current matrix is attached hereto as Appendix 12.

The matrix illustrates well the ongoing challenge that the Chair faces with respect to the identification of a sufficiently large and diverse pool of qualified candidates. In addition to specific skills and community profile needs, we also seek individuals with connections to and understanding of our University's three campuses.

3. Co-opted (Appointed) Non-governor Members of Governing Council Boards

The extensive committee structure established by the Governing Council requires the inclusion of both elected and appointed non-governor members drawn from each estate. Non-governor

members of the Academic Board may be elected or appointed (co-opted); teaching staff and librarians are elected and administrative staff, alumni and students are appointed. Non-governor members of the Business and University Affairs Board are appointed. The appointment or co-opting process includes a broad call for nominations within the University community. A representative Striking Committee of the relevant Board reviews applications / nominations and recommends appointments to the parent Board.

The pool of qualified applicants for co-opted seats has increased in recent years – a positive change; on the negative side, however, well-qualified individuals who are not successful are not consistently kept engaged either with governance or with other areas of service to the University.

3. Elected Members

The current processes for each of the elected estates – administrative staff, alumni, students and teaching staff – are summarized below.

All are characterized by a broad call for nominations: for internal estates, a widely-disseminated communication within the University community and, for alumni, advertisements that are promulgated both within and outside of the University community. In each group, too, there is a threshold of nominators required to validate the nomination. For all groups except alumni, nominations need to be endorsed by five members of the potential candidate's constituency.

Until this year, 20 nominators were required; in December, 2009, however, on the advice of the Elections Committee, the Governing Council approved the reduction to five nominators as part of the *Election Guidelines 2010*. A key element of the Committee's rationale was to encourage participation and increase the pool of potential candidates in the administrative staff, student and teaching staff estates. For alumni governors, nominations need to be endorsed by ten members of the potential candidate's constituency.

Electronic balloting has been in place for student elections for several years; it was introduced for administrative and teaching staff in 2009.

a. Administrative Staff

A call for nominations is distributed widely throughout the University community on numerous occasions using a variety of media. Following the two-week nomination period, the nomination forms that have been submitted are verified by the Chief Returning Officer, and election candidates are subsequently announced. An information session for all candidates is then provided prior to the beginning of a three-week campaign period. That period overlaps with the twelve-day election period. Information about the election process is widely distributed prior to and during the voting period.

The majority of administrative staff are able to vote online. Paper ballots are mailed to staff eligible to participate in the elections who do not have an email address registered on the Human Resources Information System.

b. Students

Each year, elections are required for three student constituencies: full-time undergraduate students, part-time undergraduate students, and graduate students. A call for nominations is distributed widely throughout the University community on numerous occasions using multimedia. Following the two-week nomination period, the nomination forms that have been submitted are verified by the Chief Returning Officer, and election candidates are subsequently announced. An information session for all candidates is then provided prior to the beginning of a three-week campaign period. That period overlaps with the twelve-day election period. Information about the election process is widely distributed prior to and during the voting period, and the majority of students are able to easily vote online using the Repository of Student Information (ROSI) system. (Paper ballots are mailed to postgraduate medical trainees, who are eligible to vote in the full-time undergraduate student election but who do not have access to ROSI.) Once an appeals period has passed, the winners of the student elections are declared.

c. Teaching Staff

The election process for teaching staff is very similar to that of the students. The majority of teaching staff are also able to vote online; however they access the web-based voting tool through a separate system, not through ROSI. Paper ballots are mailed to teaching staff eligible to participate in the elections who do not have an email address registered on the Human Resources Information System; that number, however, is very slight.

d. Alumni

Unlike the direct elections for governors in the other estates, there is an indirect election by the alumni governors of the University through the College of Electors. Established by the Governing Council in 1971, the College comprises 46 representatives from the University's "constituent alumni associations" and is chaired by the Vice-President, Governance of the University of Toronto Alumni Association (UTAA).² Its two responsibilities are to elect the Chancellor and to elect the alumni governors.

Like the other elected estates, a broad call for nominations is issued and, over the last five years, the number of potential candidates has ranged from four to ten. Following screening discussion by the College, brief interviews are held by the full College (approximately 40 members are normally in attendance). They normally focus on three to four questions relating to the individuals' interest in the University and their understanding of its priorities and challenges.

² A constituent alumni association is defined as a group of alumni of a college, faculty, school or other academic division of the University which has authority to recommend the awarding of a degree or post-secondary diploma or certificate.

Appendix 9: Attributes Matrix

(See over.)

DRAFT

Governors’ Knowledge / Skills / Experience Matrix

(Adapted from matrix used to inform the nomination processes LGIC Governors and Co-opted Members of the Business Board and Audit Committee)

Name of Governor	Accounting / Auditing	Communications / Marketing / Public Relations	Consulting	Finance / Financial Management	General Management	Governance	Human Resources	Information Technology	Investment / Investment Management	Legal	Risk Management	Strategy and Senior Leadership	U of T: Teaching	U of T: Research	U of T: Administration	Other

*** = Extensive Experience / Skills / Knowledge (Primary Strength)
 ** = Average Experience / Exposure (Secondary Strength)
 * = Some Experience / Exposure (Tertiary Strength)

CONFIDENTIAL CONSULTATION DRAFT

Governors' Area / Sector Representation

Name of Governor	Community Service / Service to the University	Corporate	Education	Health Care	Journalism / Media	U of T Campus	Academic / Administrative Division	Public Sector			
								Federal	Provincial	Municipal	Regulatory

Appendix 10: Draft Cover Sheet Template

Governing Council Agenda Item Cover Sheet Template

This template is intended as a guide for Board and Committee Chairs, agenda planning groups, assessors, and the Secretariat in the preparation of meeting documentation.

CONFIDENTIAL Indicate here if the documentation is confidential

TO: Governance Body

SPONSOR: Name, Position, Division/Department/Unit

CONTACT INFO: phone number, email address

DATE:

AGENDA ITEM NUMBER:

TITLE OF ITEM OF BUSINESS:

ACTION:

- One of the following should be listed.
 - For information
 - For discussion and advice to the assessor
 - For approval

JURISDICTIONAL INFORMATION:

- The responsibility of the governance body with respect to the agenda item should be clearly articulated. Members should be informed of the reason the item is being considered by the body, and there should be a focus on the Board or Committee's specific role, which may vary from that of other governance bodies. Reference should be made to the relevant section(s) of the University or external document that states the requirement for governance consideration. Such documents might include the following:
 - The University of Toronto Act, 1971
 - By-law #2, University of Toronto, Governing Council
 - Board or Committee Terms of Reference
 - University of Toronto policy
 - Provincial or federal legislation
 - Board or Committee meeting minutes in which the request for a follow-up report on the body's decision or discussion is recorded.
 - By-laws of external organizations
- An outline of the central governance path for the agenda item should be provided in order to provide members with context and a greater understanding of their role within the broader University governance structure.

PREVIOUS ACTION TAKEN:

- Previous governance action that has been taken should be outlined (e.g. approval of a policy in a previous year).
- Action that has been taken at the divisional level or centrally should also be provided. For example, the approval path and dates of consideration or approval by divisional governance bodies should be outlined.
- A description of consultative activity that has occurred should also be included (e.g. discussions with relevant boards, offline sessions, town hall meetings, preliminary discussions for advice, etc.)

HIGHLIGHTS:

- An overview of the item should be provided. Care should be taken to ensure that the specific responsibility of the governance body that is being presented with the agenda item is addressed in this section.
- The information should facilitate focused discussion that is relevant to the body's authority; detailed information regarding matters beyond the authority of the body should not be included.
- Information about the way in which the item fits into the divisional plan and/or the University's overall mission should also be provided.

BUDGETARY/FINANCIAL IMPLICATIONS:

- If appropriate for the particular governance body, an overview of both the divisional and central budgetary and financial implications of the item should be outlined in order to provide greater context for members.

ACTION:

- A detailed description of the required action should be provided.