



## University of Toronto Governing Council

### Report of the Chairman's Advisory Committee on Governance

May 10, 1988

To request an official copy of this policy, contact:

The Office of the Governing Council  
Room 106, Simcoe Hall  
27 King's College Circle  
University of Toronto  
Toronto, Ontario  
M5S 1A1

Phone: 416-978-6576

Fax: 416-978-8182

E-mail: [governing.council@utoronto.ca](mailto:governing.council@utoronto.ca)

Website: <http://www.governingcouncil.utoronto.ca/>

## Table of Contents

I	Introduction .....	6
II	Criteria .....	7
III	Definition of Terms .....	7
IV	Committee Structure and Membership.....	8
V	Board and Committee Terms of Reference.....	10
VI	Procedures.....	14
VII	Monitorial Functions .....	16
VIII	By-law Changes .....	17
	Appendix A Proposals for Approval in Principle, with Full Details for Implementation to be Brought to Governing Council for Consideration and Final Approval.....	19
	Appendix B Board and Committee Structure .....	20
	Appendix C Membership of Boards and Committees .....	21
	Appendix D-1 Academic Board .....	24
	Elected Members .....	24
	Appendix D-2 Appointment of Non-Governing Council Members of Boards and Committees .....	25
	Appendix E Academic Board Terms of Reference.....	26
	1. Introduction .....	26
	2. Membership .....	26
	3. Committees.....	27
	4. Areas of Responsibility .....	28
	Appendix F University Affairs Board Terms of Reference.....	36
	1. Composition .....	36
	2. Function .....	36
	3. Areas of Responsibility .....	36

Appendix G Business Board Terms of Reference..... 39

    1. Composition ..... 39

    2. Function ..... 39

    3. Areas of Responsibility ..... 39

Appendix H By-law Number 10 ..... 44

    Footnotes to Proposed By-law Changes..... 53

Appendix I List of Respondents ..... 55

## Memorandum to: Members of Governing Council and the University Community Re: Governance

Attached is the Report of the Chairman's Advisory Committee on Governance. A Draft Report was released on March 8th and this final Report is submitted following the Advisory Committee's review and discussion of responses to the Draft. On behalf of the Committee, I thank those who took time to respond to the Draft. The final Report is better because of these responses, many of whose suggestions influenced the Advisory Committee. A list of the respondents is appended to the Report and their responses are available in the Secretariat.

The Report provides a means of implementing the reforms to the Governing Council's structure and procedures approved in principle last December.

The narrative portion of the Report sets out the most important aspects of the proposed changes. If it is approved, the present four Standing Committees of Governing Council will be replaced by three Boards: Academic, Business and University Affairs. Each Board will have one or more Standing Committees reporting to it. Provision is made for the establishment of *ad hoc* Special Committees.

The Academic Board will assume the responsibilities of the current Academic Affairs and Planning and Resources Committees, with jurisdiction for fundraising strategy and academic fees being transferred to the Business Board. The Academic Board will be relatively large (114 members), in order to ensure effective representation from academic divisions. Since the Academic Board will not have a majority of its members from Governing Council, many of its actions will need confirmation by the Executive Committee or Governing Council. In this regard, the Executive Committee's role will be to confirm Academic Board decisions, to forward them to Council for debate, or to refer them back for clarification, but not to reject them.

The Business Board will be responsible for policy on fiscal, personnel and property matters, and will exercise the authority of Governing Council with respect to contractual relations with staff groups. It will also assume responsibility for policy on fundraising and external relations.

The University Affairs Board will assume the responsibilities of the current Committee on Campus and Community Affairs, but with added responsibility for the annual plans and budgets for campus and student service ancillaries.

Major changes are proposed for the procedures by which Governing Council, its Boards and Committees will review and decide on policy issues. The general objective is to involve Boards and Committees at an early stage in the process of identifying issues, as well as in the development and review of options.

The structure of the Report is as follows:

- I Introduction
- II Criteria
- III Definitions of Terms
- IV Committee Structure And Membership (see also Appendices B and C)
  - explanation of new committee structure
  - role of Executive Committee re Academic Board
  - provision for Special Committees
  - membership of Boards and Committees
- V Board and Committee Terms of Reference
  - Academic Board and its Standing Committees (see also Appendix E)
  - University Affairs Board pp (see also Appendix F)

- Business Board (see also Appendix G)
- VI Procedures
  - description of manner in which issues would be identified, developed and considered
- VII Monitorial Functions
  - description of manner in which Council may consider matters normally assigned to Boards
  - outline of Council's responsibility for overseeing the implementation of policy
- VIII By-law Changes (see also Appendix H)

I express my personal thanks and those of the University to the members of the Advisory Committee: Professor Roger Beck, Mr. Brian Burchell, President George Connell, Mr. E. Kendall Cork, Professor Joan Foley, Mrs. Dorothy Hellebust, Mr. Terry Johnston, President James McConica, Ms Karen Pearson, Mrs. Joan Randall, Professor Peter Silcox, Mrs. Joanne Uyede and Professor S. M. Uzumeri. Mr. Michael Jackel was a member of the Committee but was unable to participate extensively and tendered his resignation from Governing Council late in the Committee's deliberations.

I also express thanks to Mr. David Meen of McKinsey & Co., who was an effective moderator for many of our discussions, and to Dr. Jack Dimond and Ms Irene Birrell of the Governing Council Secretariat.

*(signed)*

St. Clair Balfour  
Chairman

# Report of the Chairman's Advisory Committee on Governance

## I Introduction

A university which does not strive to provide the best possible teaching and research is not living up to its own ideals. The same standard can be extended to the institutional governance framework needed for decisions on mission, goals, programs and policies. In North America a basic characteristic of this framework is that universities are autonomous corporate entities. Autonomy is not possible without clear provisions for public accountability. Autonomy is not meaningful unless the corporate body in action reflects the basic nature of the university. Modern universities, particularly those with heavy research commitments, are not homogeneous institutions, but rather communities of skilled professionals and students who carry out the mission of the institution in highly individualized ways. As such, these individuals must have a significant involvement in decision making at the institutional level.

The challenge presented in the reform of university governance is not just to provide for means by which public accountability and academic self-governance are to operate simultaneously, but to provide means by which these goals are seen to be realized, both within and outside the university community. This achievement is a first, and fundamental, example of the statutory obligation of our governors to act "with diligence, honestly, and with good faith" in the best interest of the University.

The most important of the principles adopted by Governing Council in 1978 following the Macdonald review of the unicameral system was:

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

The intention of the revisions to the Governing Council system arising from the 1987 review of its operations is not to change this fundamental principle. Rather, it is to strengthen the unicameral governing structure by allowing the powers of the Governing Council to be exercised more effectively. The revisions delineate more clearly the process by which the development and judgment of policy is to take place, identify those who should be involved and provide a framework for a variety of monitorial functions. Taken together the proposals in this report imply significant changes in the operations of Governing Council. The overall intention is to encourage within a unicameral system decision making that is more broadly based and more sharply focused.

With respect to the approval of policy, the main thrust of the revisions is to provide more scope for Governing Council, chiefly through its committee system, to identify the areas in which policy development is required and to examine in detail various alternatives. Council and its committees will more frequently be asked to consider policy matters in the early stages of development. In order that this may take place, the recommended composition of the various bodies reporting to Council provides for members with background and expertise appropriate to these roles. Council will reserve to itself authority for approval of a number of key issues, but, within constraints imposed by the *University of Toronto Act, 1971*, as amended (the "Act"), bodies reporting to Council will be given increased authority to exercise judgment. The by-laws of Council and the committee terms of reference will provide a monitorial role for Governing Council with respect to the work of its committee system and with respect to the University's administrative officers. A basic attitude which has coloured the review process and will animate future operations is that the authority of Governing Council is sometimes exercised by Council in full session, sometimes by individual committees and sometimes by the President. Such a system will flourish only if there is respect for a sharing of authority and a high degree of reliance on consultation.

## II Criteria

The Advisory Committee took the eight-point proposal approved by Governing Council on December 3rd, 1987 (see Appendix A) as its starting point. In addition, the following criteria have been kept in mind as characteristics that a well-organized governing system for the University of Toronto should possess:

1. **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.
2. **Participation.** All estates given statutory representation on the Governing Council will continue to share in governance.
3. **Distribution of Responsibilities.** Within a framework in which Governing Council will retain the authority to take any action that is appropriate, a greater degree of delegation of authority will be encouraged within the Council structure. In particular, means should be provided for focusing the judgment of the teaching staff and academic leadership on matters of institutional policy and planning. Means should also be provided to focus lay members' judgment 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.
4. **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.
5. **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 which will enable them to explain the University to the wider community.

## III Definition of Terms

- 1) **Boards and Committees.** The by-law revisions and terms of reference documents that accompany this report provide for three senior bodies through which Governing Council will exercise its responsibilities. These are: an Academic Board, a University Affairs Board and a Business Board. The terms of reference documents also propose a number of committees under each Board. These will be classed as Standing Committees. Committees may also be established for *ad hoc* purposes. These will be known as Special Committees. Wherever this Report uses "committee", the reference is to all three classes of committee, i.e. Boards, Standing Committees and Special Committees. When reference is made to a particular type of committee, the type will be named.
- 2) **Teaching Staff.** The phrase "teaching staff" is used in this Report to refer to the faculty of the University, not with the intention of singling out one of their functions, but because they are so designated in the *University of Toronto Act*. By virtue of the *Act* and decisions of the Governing Council pursuant to it, teaching staff are those who hold professorial ranks, or who are lecturers or tutors.
- 3) **Presidential Assessors.** The duties of the President with respect to the work of Governing Council and its committees are discharged in part by other senior officers of the University acting for the President. In this capacity they are collectively called "Presidential assessors". Where committee terms of reference explicitly provide membership for a specific number of assessors, they are voting members. The President may in addition appoint non-voting assessors to committees.

## IV Committee Structure and Membership

The recommended structure of Boards and Committees referred to above is outlined in the organization chart attached as Appendix B. Particular points to be noted with respect to each of the three Boards are set out in Section V below. This section of the Report will deal with three important general aspects of the recommended system.

1) **Role of the Executive Committee with respect to recommendations of the Academic Board.**

The Executive Committee will retain the responsibility it presently has for reviewing new issues which have not been assigned to a specific Board or Committee and deciding whether to refer such matters to a standing body, an ad hoc body or to the President.

Except in purely academic matters, the *Act* permits Governing Council to delegate authority to act only to bodies composed of a majority of Governing Council members. Because Council members will not constitute a majority of the Academic Board many of its decisions will not be final until they have been confirmed by a body that does have a majority of Council members on it or by Council itself. The proposed terms of reference of the Academic Board indicate which matters are reserved to Governing Council and which may be decided by the Board or one of its committees. All other decisions of the Board will be forwarded to the Executive Committee for confirmation. When considering recommendations of the Academic Board the Executive Committee will normally meet in open session. It is expected that, normally, confirmation will be forthcoming. If the Executive Committee is of the opinion that a matter requires reconsideration it might refer the matter back to the Academic Board with an explanation. Alternatively, the Executive Committee might decide that a matter within its authority is sufficiently important to warrant consideration by Governing Council itself.

The Executive Committee would not reject Academic Board recommendations.

The means by which the Executive Committee will approve recommendations of the Academic Board is a resolution that "The recommendations contained in Report Number \_ of the Academic Board, be confirmed." Where matters are to be sent to Governing Council for final determination the above resolution would have added to it the phrase "except for item \_\_ which shall be forwarded to Governing Council for consideration."

2) **The role of Special Committees.** Not all matters falling within the jurisdiction of one of the three Boards will be assigned to specific Standing Committees under the Boards. Some matters will be brought directly to the Boards, and others reviewed by Special Committees established for specific purposes. In the first instance it will be the responsibility of the Chair of a Board to decide which of these routes to take. In the case of the Academic Board such a decision will fall within the responsibility of the Agenda Committee, whose Chair is the Chair of the Board. Where a Special Committee is deemed advisable, a recommendation to this effect should be brought to the appropriate Board for approval. In the interests of efficiency the use of Special Committees should be encouraged to a greater extent than at present. This will be particularly appropriate when an issue needs detailed examination in a relatively short period of time or when a lengthy examination of a complex question, involving extensive consultation, is required. Some Special Committees, a majority of whose members were Governing Council members, might also be given power to act on behalf of Governing Council, provided this delegation of power is approved in advance by Council. A Special Committee will cease to exist at the end of the academic year (i.e. June 30th) in which it is established unless: a) the terms of reference of the Special Committee provide for a longer existence; or b) the body responsible for establishing the Special Committee passes a resolution extending its life.

3) **Membership on Boards and Committees.** Almost all matters coming to Governing Council will originate in a Board or Committee, in which detailed scrutiny is to take place. The presence of governors on these bodies is therefore essential to the discharge of the responsibilities of Council. In cases where the final authority of Council is to be exercised by a subsidiary body the *Act* requires that a majority of that body's voting members be governors. It is also important that



governors have a chance to serve in areas for which they have some expertise and/or interest. Finally, it is important that the committee system not make excessive demands on the time of governors, all of whom have many other obligations.

With the above factors in mind this Report envisages a system in which a governor normally will serve on a maximum of two committees in addition to Governing Council itself. Appendix C summarizes the proposed committee memberships. Care has been taken that the total number of seats available for governors does not in most cases exceed two times the number of governors in each constituency. This is desirable because some governors will also serve on Special Committees that will be established from time to time. In addition governors who chair Boards and Committees will not normally have another assignment.

In considering the appropriate distribution of governors on committees the following priorities have been followed:

**First Priority:** Seats on committees which are composed exclusively of governors (Executive and Elections Committees) or which must have a majority of governors (Business Board, University Affairs Board, Academic Appeals Committee, and Audit Committee). Between 54 and 58 seats are required for these purposes.

**Second Priority:** Linking of the Academic Board and Governing Council. While one of the main reasons for the proposed Academic Board is the establishment of a broadly-based representative academic decision-making body, there must be a sufficient overlap between its membership and that of Council to provide within each body a group of members familiar with the actions and perspectives of both.

**Third Priority:** Some presence of governors on the policy committees of the Academic Board. Allowing for some variance in choice on an annual basis, 10-15 of the approximately 60 members of the three standing policy committees (Academic Policy and Programs, Budget, and Planning and Priorities) will be members of Council.

Governors will be assigned to Boards and Committees on an annual basis by Governing Council on recommendation of the Executive Committee, following a survey of governors' committee preferences.

Where governors do not occupy committee seats available to them, non-governors will be asked to serve, subject to the maintenance of a majority of governors where required by a committee's terms of reference.

Members of the teaching staff and the student body who are not *ex officio* or members of Governing Council will be chosen for the Academic Board by direct election. Members of the teaching staff will be chosen by ballot by and from among the teaching staff in each academic division. Student members will be elected, but will be chosen by a Striking Committee process for the first year, since valid election lists would not be available until well after the start of the fall term.

Details concerning the Academic Board elections and the process by which other non-governors are to be chosen for Boards and Committees are outlined in Appendix D. The term of office for elected teaching staff and librarians as well as for co-opted alumni and administrative staff will be three years. For the initial elections and appointments the terms will be staggered, as indicated in Appendix E so that roughly equal numbers of terms will expire each year.

- 4) **Chairs of Boards.** The Chairs and Vice-Chairs of the Boards will be named in the same manner as for the present four standing committees of Governing Council, i.e. by Governing Council from among its own members.

Subsequent to the release of the Draft Report the Advisory Committee discussed at length whether this should be modified with respect to the Academic Board, to make the President, *ex officio* the Chair of the Academic Board. The Advisory Committee preferred to make no recommendation for change at the present time.

## V Board and Committee Terms of Reference

The composition and terms of reference of the three Boards to be established under the Governing Council and their Standing Committees are set out in detail in appendices E, F, and G. Along with the changes recommended in By-law Number 2, these form the basic structure for the operation of the revised governing system. Reference is made here to the more significant aspects of each Board's composition and terms of reference.

### 1) Academic Board

- (a) **Membership.** The Advisory Committee decided that in order for the Academic Board to be effectively representative of the academic diversity of the University, each academic division should be represented at least by its head and one other member of its teaching staff. The larger academic divisions will have additional representatives. The collegiate structure of the arts and science group, including Scarborough and Erindale, is reflected by *ex officio* membership for all Principals, plus the assignment of certain seats to Scarborough and Erindale. There will be a balance among the total membership from the arts and science faculties, health science faculties, and other professional faculties. This balance is not strictly proportional to each group's percentage of the total University teaching staff, but the membership should be sufficient to provide effective representation from each academic division. The proposed total composition of the Board is given in Appendix E.

The composition, membership and methods of election/appointment to the Academic Board and its Committees engendered the greatest amount of discussion within the Advisory Committee and in the responses to the Draft Report. Revisions to the proposal in the Draft Report include:

- Provision of 2 additional teaching staff seats for the Faculty of Medicine and 2 seats for elected professional librarians.
- Provision that, after the first year, the non-Governing Council student members will be elected directly.
- A change in the method of election of teaching staff, to clarify that they are to be elected by and from among all the teaching staff in each division, with the exception of the School of Graduate Studies, whose Council shall elect two members of the School's faculty to the Board.
- Increases in the number of teaching staff on Committees of the Board and the addition of two teaching staff and one student to the Agenda Committee.

The Advisory Committee received no sustained argument that the proposed size of the Academic Board was too large, although some individuals did express concern. The size is principally a function of the Committee's belief that effective representation requires the presence of the head of each academic division plus at least one elected teaching staff colleague. The Advisory Committee was aware that this would result in an Academic Board not all of whose members will be needed to serve on the Standing Committees of the Board. This was a deliberate choice, made easier by knowing that not all members of the Board will want to serve on Committees of the Board and that members will also be needed to serve on Special Committees as they are established.

The Advisory Committee also considered whether it was appropriate to provide, as it did in the Draft Report, for *ex officio* membership of College principals but not for department heads. After considering the submissions on this, the Committee decided to retain this provision unchanged. The mandate of the Academic Board covers an enormous range of institutional matters and the College heads will contribute to the work of the Board from their own broad perspectives. The perspectives of department chairs are important as well, but the Committee thought on balance that it would be preferable that chairs come to the Board as elected members of the teaching staff, rather than being defined as a separate constituency.

- (b) **Planning.** The important link between planning and resources will continue, primarily through the work of the Planning and Priorities Committee of the Academic Board. While budget proposals will be examined in a separate committee of the Board, this will take place within a policy framework largely established by the Planning and Priorities Committee through the development of budget guidelines. This Committee will operate much like the present Planning Subcommittee which already exemplifies the operating style that should result from the revisions described above to the accept/reject/refer back rule.

The current terms of reference of the Planning and Resources Committee refer to several kinds of plans: capital plans, divisional plans, enrolment plans, fundraising plans, general University plans. This diversity underlines a need identified several times during the past year's governance review to examine the process of planning at the University, to define which initiatives should be regarded as plans, and to identify how these should be brought to the Academic Board, whether for information or approval. To signal this need, the terms of reference of the Academic Board include "policy on planning". An early task for the Planning and Priorities Committee should be the development of an appropriate statement on the requirements for planning. As an interim measure the terms of reference of the Planning and Priorities Committee have been drafted to indicate that the kinds of plans specifically mentioned do not provide an exhaustive list of plans or a definition of the processes that constitute planning.

Leaving aside the question of policies which will affect or guide planning it is possible to identify certain basic elements which all plans should have:

- They should describe the role to be played, the purpose to be served, or the benefit to be gained by making the change; that is, they should state the objective of the plan, and by doing so provide the reason for making the change.
- They should describe the intended change, from the present to a future which will in some minor or major way be different; thus they should describe both the present and the intended future.
- They should assess the feasibility or practicability of implementing the plan, that is, of making the change. This may include reference to any limiting policies, any incentives---such as improved income, the likely availability of resources, any obstacles to overcome.
- They should assess any short- or long-term implications for resources, both in terms of resource requirements and of revenue or savings.
- They should assess any planning implications. These may include the necessity to make decisions during the planning period, to be aware of changing circumstances of unplanned effects; they should also include a description of any known effects on activities or units other than the one concerned in the plan.
- They should expressly state the assumptions on which various judgments about feasibility or implications are based.

It is important that the composition of the Planning and Priorities Committee continue to reflect the present requirement of the Planning Subcommittee for a significant presence of "senior academics and experienced academic administrators". It is appropriate that lay members of Governing Council who sit on the Academic Board have this Committee as their most important focus of activity after Council itself. The membership provisions contained in the draft terms of reference reflect these emphases.

## 2) University Affairs Board

The proposed terms of reference for this Board (Appendix F) specify that its responsibilities include policy on student services and campus services, as well as the annual operating plans and budgets of those student and campus services which are classified as ancillary operations. These are: Hart House, Residences, Food Services, Beverage Service and the Parking Authority. At present the Committee on Campus and Community Affairs has jurisdiction over annual operating plans for these units, while the Business Affairs Committee approves budgets. Despite several attempts to make this division of responsibility work

smoothly, there remains considerable awkwardness which the present proposal should eliminate. The Business Board will retain jurisdiction over the other ancillary operations (the University of Toronto Press, the Royal Conservatory of Music, Frederick Harris Music Company Ltd., Innovations Foundation), as well as over general fiscal policy for all ancillaries. For example, the general principle of "no deficit" budgeting for ancillaries will remain a Business Board responsibility. In addition, while the University Affairs Board will have jurisdiction over annual operating plans and budgets for the above service ancillaries, jurisdiction over University plans and University resource commitments that affect these areas will be exercised by the Academic Board, through either the Planning and Priorities Committee or Budget Committee, as appropriate. Where a capital project has significant steering effects on a campus or student service, the concurrence of the University Affairs Board will be required.

The University Affairs Board could establish Special Committees to deal with policy development or the review of annual plans and budgets.

The Advisory Committee proposes to eliminate a second area of awkwardness which has characterized the operations of the Committee on Campus and Community Affairs. The Committee was formed in 1978 by merging the Internal Affairs and External Affairs Committees. The union has never been comfortable. In the words of one respondent to the Draft Report:

In practice the issues from the two areas have been dealt with quite separately in the committee, and there have been relatively few situations in which all or even most members of the committee have engaged a particular issue. The committee is relatively small and there is a need to ensure that the appropriate backgrounds to deal with both sets of responsibilities are included. As a result, there has been a dilution of the committee's strength in both areas.

My own perception is that the external relations area has suffered most as a result of this situation. However, I believe that the campus affairs area could also benefit from the stronger, more extensive, and better focused representation.

The Advisory Committee proposes, therefore, that responsibility for policy on alumni affairs, including the Varsity Fund, and for policy on communications and public relations be transferred to the Business Board. A submission from the University Governance Committee of the Alumni Association indicates that it would support this change.

### 3) Business Board

Included among the proposals approved in principle by Governing Council on December 3rd, 1987, were the following:

4. By-law change to delegate to the Business Affairs Committee authority to act on behalf of Governing Council in the areas of personnel policy, negotiations with staff groups, fiscal policy and audit.
5. A majority of members of the Business Affairs Committee would be from Governing Council. Taken together, the alumni and government appointee members of Governing Council would form a majority.

The implementation of these decisions will have several important consequences. First, the areas in which experienced lay judgment is most desirable will be assigned to a body whose majority will consist of lay members. As indicated in Appendix G the proposed composition is approximately 25 members, including 12 lay members of Governing Council and 4 co-opted lay members. Secondly, delegation of authority to act for Governing Council will allow for a closer link between the body that approves policy and the

oversight of its execution. This is particularly important in the area of contractual relations with staff groups. Any formal approvals required for contracts with employee groups will be given by the Business Board. From time to time the Business Board might choose to establish Special Committees to exercise particularly close oversight with respect to the development of or major changes in such contracts, or negotiations on salaries and benefits. However no special provisions for this are included in this Report.

Special mention is required of the Memorandum of Agreement with the University of Toronto Faculty Association. The contract itself will fall within the jurisdiction of the Business Board. However the present contract contains (a) a provision not to change certain policies and practices without the mutual consent of the contracting parties, and (b) the full text of several policies that appear nowhere else. Insofar as these policies referred to or contained in the Memorandum of Agreement deal with academic nature of staff appointments, they will fall under the jurisdiction of the Academic Board. Changes to such policies will be dealt with by the Academic Board. For greater clarity, the following are intended to be dealt with in this manner:

- The following policies referred to in Article 2 of the Memorandum:
  - Policy and Procedures on Academic Appointments, including the 'Haist Rules' on academic tenure
  - Policy and Procedures on Employment Conditions of Part-time Academic Staff
  - The Policy on Political Candidacy in the 'Haist Rules'
  - The Policy and Procedures on the Appointment of Academic Administrators in the 'Haist Rules'
  - The Policy Statement on Supplementary Income and Related Activities, and the Guidelines on Related Activities
  - The Policy and Procedures on Promotions
- Policy on Research and Study Leave, except for salary provisions (Article 4 of Memorandum of Agreement)
- Policy on Academic Freedom and Responsibilities (Article 5 of Memorandum of Agreement)

The contract itself and all changes to it will be the responsibility of the Business Board, except for changes in the policies referred to above or for other similar policies on the nature of academic employment. A question has been raised in response to the Draft Report concerning whether or not some provisions of the existing Memorandum of Agreement require action by the Governing Council itself, as opposed to any subsidiary body acting for Council. To ensure that any such future claim is not prejudiced by the current changes, both the Business Board's terms of reference and the By-law delegation of authority in this area are made "subject to any limitations imposed by law or contract."

There are two new areas of responsibility for the Business Board: (a) development and (b) tuition and ancillary fees.

- (a) **Development.** Responsibility for development includes policy and fundraising campaigns. The Advisory Committee recommends the establishment of a Standing Committee on Development with a broadly-based membership to assist the Business Board in this area. The Board should develop a proposal for the Committee's composition and terms of reference. This should be done at a time chosen so as not to interrupt the ongoing planning and management of the current campaign.
- (b) **Tuition and Ancillary Fees.** Approval of the annual tuition fee schedule will remain a prerogative of the Governing Council but will be recommended by the Business Board. Other fees will be approved either by the Business Board or the University Affairs Board in accordance with the Policy on Ancillary Fees.

## VI Procedures

In its 1978 decisions following the Macdonald review Governing Council adopted the following two procedural principles:

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

The first of these principles was intended to assign to the President the responsibility for outlining problems, explaining issues, identifying the need for changes in policy, and formulating new policy. The second principle was intended to underline that "major amendments (i.e. a difference in substance)" with respect to policy proposals would not be accepted by the committee system without proper notice or referral for further study. The stated concern at the time was that the "administration may find itself on the 'sidelines' of policy development."

The Statement of Issues presented to Governing Council on December 3rd, 1987 noted that the result of the application of the above two post-Macdonald rules was that

the administration is unfairly burdened with the task of developing final proposals on all matters .... Council and its committees are too constrained in consideration of policy by the accept/reject/refer back rules.

The purpose of the current procedural revisions described below is to provide greater scope for Governing Council and its committees to participate in policy development, particularly with respect to the identification of issues that need attention and the weighing of policy options and alternatives.

With respect to identification of issues, the President and the appropriate assessor would continue to have primary responsibility for bringing matters to the attention of Governing Council committees. However, committees would have the power to add policy matters to their agendas and to determine the manner in which policy would be developed, e.g. by asking for a fully-detailed proposal from the appropriate assessor or by deciding that the committee itself would participate in the production of a draft policy. The staff work required for analysis and development of options would continue to be the responsibility of the President and his/her colleagues.

The By-laws set out the basic principle that, in the final analysis, committees have authority over their own agendas, while providing for the normal establishment of agendas by committee chairs, or in the case of the Academic Board, the Agenda Committee. A By-law provision also establishes the right of 10 percent of the voting members of a committee to require the addition of a stated matter or motion to the agenda of a subsequent meeting.

Given the nature of its responsibilities and the absence in the unicameral system of a collegial body with the statutory right to advise it, the normal Business Board procedures should be somewhat less flexible than those of the other Boards, although the Business Board will still possess the residual power of Governing Council to "take any action deemed appropriate" and to determine what matters of business should come before it. While the Business Board might establish its own agenda, it will normally rely on the President and his/her colleagues to develop proposals and options for its consideration. It will determine matters without a formal administrative recommendation only if it is exercising the residual powers of Governing Council to take appropriate action in some unforeseeable circumstance. The President's responsibility as Chief Executive Officer would oblige him/her to advise the Business Board on all issues within its terms of reference.

In keeping with the above comments, the following is a statement of the processes by which policy issues will usually be identified, developed and considered. In the following, "issue" refers to a topic identified for discussion and "proposal" refers to a specific course of action recommended with respect to an issue:

- a. A calendar of business should be proposed for each committee by the appropriate assessor, for review at the committee's initial meeting of the academic year. The calendar should list issues to be considered by the committee. Issues might be added to the calendar by resolution of the committee, by the Chair of the committee or by the assessor. A committee could determine that a stated issue be placed on its agenda at a specific future meeting, as could 10 percent of its members by means of a written request submitted at a meeting.
- b. The agenda for a specific meeting will be determined by the Chair of the committee (the Agenda Committee in the case of the Academic Board) following advice from the appropriate assessors.
- c. At the level at which a major policy matter is introduced, material will be presented, normally by the assessor, for fairly wide-ranging review and discussion. Subsequent examination of issues, review of options for their resolution and the development of proposals for action will usually be the responsibility of the appropriate assessors. However, at the level at which an issue is first introduced, a committee might itself choose to examine it, review options for its resolution and/or develop a proposal for action. In such cases the appropriate assessors would have the right to tender advice at all stages in the process. A committee would not vote on a proposal without the appropriate assessor having an opportunity to make a recommendation.
- c. The power of a committee to develop a proposal for action will not normally be exercised by the Business Board. The President or the appropriate Presidential assessor will have an obligation to tender advice and develop proposals for action on all matters before the Business Board. In the event that a proposal is presented to the Board other than through this route, the President or appropriate assessor will have the right to defer action until the next meeting of the Board.
- d. At the level at which a proposal for action is introduced, amendments will be in order. In the Business Board, the President or an assessor acting on the President's behalf will have the right to withdraw from consideration any proposal the administration has made for action, prior to a final vote being taken on the proposal or on an amended version of the proposal, subject to the Board's residual power to schedule an item for discussion or debate at a future meeting of the Board.
- e. After consideration of a policy issue, a proposal will be decided at the Standing Committee or Board at which it was introduced, or recommended to the next level within Council, as might be required by committee terms of reference. If recommended to a higher level, the proposal will normally be considered at that level in the accept, reject, refer-back manner. However, proposals originating in special committee will be subject to debate and amendment in the body to which the Special Committee reports.
- f. When proposals concerning curriculum, academic regulations or calendar amendments are brought to a committee after debate and vote at the Council of an academic division, the choice of action will normally be restricted to accepting, rejecting or referring back.
- g. When there is insufficient time for a body to refer back a matter that it would normally consider in the accept, reject, refer-back manner, amendments to the proposal will be in order.

The question of which committees should normally meet in open or closed sessions was considered as follows:

- a. The By-laws of Council currently provide and should continue to provide that meetings of committees, other than the Executive Committee, on which authority to act has been conferred by Council, should normally be in open session.
- b. The Executive Committee should normally meet in open session when considering recommendations from the Academic Board.

- c. Committees that basically perform procedural functions (the Agenda Committee) or which regularly deal with personal matters (External Appointments Committee and all Striking Committees) should normally meet in closed session.
- d. Committees which regularly develop recommendations concerning plans and the weighing of priorities (Planning and Priorities Committee, Budget Committee) should normally meet in closed session, provided they have no final decision-making authority.
- e. The Audit Committee should normally meet in closed session.
- f. Governing Council members may attend closed session meetings of any Board or Committee. Members of Boards may attend closed session meetings of Committees reporting to their Boards.

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

## VII Monitorial Functions

The previous sections have dealt with the structure of Governing Council and its procedures for the development of policy. They envisage a more interactive relationship in the policy development process between Council committees on one hand, and the University's senior administrative officers on the other. It is to be expected that the nature and style of interaction will vary from one policy area to another. All three bodies could expect to have access to the process of policy development, not just to its results.

The implementation of the above structural and procedural changes will require careful monitoring by the senior members of Governing Council, including the Chairman, Vice-Chairman, President and the Chairs and Vice-Chairs of the various committees. Even after the initial years this should be an on-going responsibility. The Executive Committee of Governing Council should take the responsibility for soliciting suggestions at least annually on these matters, and for developing a more active orientation program for new members.

One major modification of Council's monitorial role with respect to committee actions is being proposed. By-law Number 2 of Governing Council spells out a number of "fail-safe" mechanisms to enable Governing Council to exercise its full statutory authority if it chooses to do so. Council can, for example, consider any matter it wishes, subject only to a two-thirds vote to do so if the matter has been decided within the previous twelve months. The By-law also contains a detailed provision with respect to the review of matters delegated to committees. The current committee terms of reference make extensive use of such evaluative distinctions as "major/minor", with "minor" matters being delegated. The By-law (Section 31) presently allows Governing Council, on the initiative of the Executive Committee or via a member's notice of motion, in effect to declare after the fact that a matter deemed "minor" and therefore acted on by a committee is really "major" and therefore subject to confirmation by Council, acting by a simple majority.

In the spirit of increased delegation of authority, the above review procedure should be modified. The use of distinctions such as "major/minor" is being greatly reduced in committee terms of reference. The terms of reference reserve some matters to Governing Council and delegate greater responsibility to committees. Where committees have delegated authority to act, resolutions adopted shall be deemed to be final at the end of the meeting at which they are made unless, prior to the vote, the Chair of the committee, or the Chairman of the Governing Council, or the President, or the committee itself has decided that the matter should be submitted to the Governing Council for confirmation.

The proposed revisions to Section 31 of By-law Number 2 spell out these new arrangements. (See Appendix H.) The By-law provides that this authority may not be exercised with respect to certain classes of issues where final decision-making authority has been delegated: judicial matters and agreements with both unionized and non-unionized staff with respect to terms and conditions of employment.



Following the Macdonald review Governing Council, in 1978, adopted the following interpretation of its acceptance of the proposal that Council should concentrate on establishing policy and on monitoring its implementation:

This acceptance suggests that management should be delegated, provided that (1) the delegation is accompanied by accountability and that (2) acceptable organizational structures exist at the level to which the authority is delegated.

With respect to the implementation of policy, no formal changes are being proposed. The President is assigned by statute the role of chief executive officer of the University, having "general supervision over and direction of the academic work of the University and the teaching and administrative staffs thereof." (*Act*, subsection 5(1).) As such, the President's responsibilities encompass the day-to-day administration of the University, including the implementation of Governing Council decisions.

Governing Council has a variety of ways of exercising its authority to monitor the work of the President and his/her senior colleagues in the administration of the University:

- the receipt of regular reports from the President and Presidential assessors;
- the use of Question Period in Governing Council and other bodies;
- the requirement in policy documents for routine reporting of specific administrative actions;
- the receipt of an annual report from the University Ombudsman;
- the right to approve the establishment and disestablishment of senior executive offices and the appointment of University officers;
- an active Audit Committee.

The basic purpose of Governing Council's monitorial role, with respect to its own activities and those of the administration, is not adversarial, because the deliberative bodies under Council are part of the Governing Council system and because the President is a member of Governing Council - in fact its executive arm. Rather, the purpose is two-fold: first, to ensure and make manifest the principles of trust, fairness and equity that should characterize the University's governance and administration; secondly, to allow the President and Governing Council to provide each other with knowledgeable support. Consequently, Governing Council's monitorial role is best exercised for the benefit of the University in a climate of consultation among individual officers and policy bodies, with high standards for work and decisions, and mutual respect for roles.

## VIII By-law Changes

The function of by-laws is to spell out the legalities of how the statutory powers of Governing Council are exercised and how meetings are to be called and conducted. (*Act*, subsection 2(15).) They specify who has the right to do what. In doing so, they provide the framework for the day-to-day operations of the Council and its committee system. In addition, because they specify how authority is to be exercised, they provide a guide to the resolution of the occasional extreme case of differing views about how the governing system should operate. The by-law changes proposed in Appendix H, fall into the following categories.

1. Committee structure:
  - definition of kinds of committees;
  - establishment of the three Boards and of certain Standing Committees;
  - identification of how other committees are established and how terms of reference for all committees are approved;
  - provisions for co-opted members and identification of those Boards and Standing Committees which must have a majority of Governing Council members;

- provisions for the appointment of members of committees.
- 2. Provisions determining when committee actions are final and when they may be sent to Governing Council or Boards for confirmation.
- 3. Committee procedures, including authority for the establishing of agendas, establishing of future agenda items, and the handling of notices of motion.
- 4. Changes in the conflict of interest provisions of the by-law.
- 5. Provisions for regular meetings of Governing Council and their cancellation.

The detailed by-law proposals and explanatory footnotes are found in Appendix H.

May 1988

## Appendix A

### Proposals for Approval in Principle, with Full Details for Implementation to be Brought to Governing Council for Consideration and Final Approval

1. By-law change to merge Academic Affairs and Planning and Resources Committees to form a single standing committee of Governing Council, to be called the Academic Board.
2. Membership of the Academic Board to be determined according to the following principles:
  - a. Heads of academic divisions to hold seats *ex officio*.
  - b. Total academic membership (faculty and academic administrators) to reflect the relative sizes of the academic divisions and to constitute a majority of the Board.
  - c. Representation from all of the estates on Governing Council.
  - d. No Governing Council majority.
3. By-law change to delegate authority to the Executive Committee of Governing Council (a) to confirm recommendations of the Academic Board, subject to any restrictions in the Board's terms of reference, (b) to decide which recommendations of the Board should be forwarded to Governing Council for a final decision and (c) to delegate to the Board authority to make the kind of final decisions permitted under Section 2(14a) of the *Act*.
4. By-law change to delegate to the Business Affairs Committee authority to act on behalf of Governing Council in the areas of personnel policy, negotiations with staff groups, fiscal policy and audit.
5. A majority of the members of the Business Affairs Committee would be from Governing Council. Taken together, the alumni and government appointee members of Governing Council would constitute a majority.
6. Revised terms of reference for the Committee on Campus and Community Affairs to increase its delegated authority for student services and for campus services such as parking, residences and food services, subject to any overall University policy on ancillary operations.
7. A majority of the members of the Committee on Campus and Community Affairs would be from Governing Council. Taken together, students, teaching staff and administrative staff would constitute a majority.
8. By-law change to revise Section 27(c) of By-law 2 re conflict of interest arising from membership in an affected group. The revision would allow members to vote on matters where their interest is the same as everyone else's (as it usually is with respect to matters such as policies, plans, budget and fees), but would not allow employees to vote on matters related to employee compensation or on contracts with employee groups.
9. Governing Council's 1978 decision to normally limit itself to accept, reject or refer back matters brought by the President to be modified to permit broad discussion, including examination of options and the possibility of amendment, at the level at which a matter is first introduced.

## Appendix B Board and Committee Structure

[INSERT MISSING PICTURE HERE]

## Appendix C

### Membership of Boards and Committees

Constituency	Executive Committee			Academic Board			Agenda Committee			Academic Appeals Committee		
	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>	0-1	-	0-1	1	7 <sup>d</sup>	8	-	-	-	}2	-	}2
Alumni (8)	2	-	2	2	1	3	-	-	-		-	
Government Appointees (16)	5	-	5	3	-	3	-	-	-		-	
Presidential Appointees (2)	1-0	-	1-0	-	-	-	-	-	-	-	-	-
Teaching Staff (12)	3	-	3	6	74 <sup>e</sup>	80	2	4	6 <sup>g</sup>	3	5	8
Students (8)	2	-	2	4	12	16	0-1	0-1	1	3	-	3
Presidential Assessors	-	-	-	-	3	3	-	2	2	-	-	-
Other	1 <sup>c</sup>	-	1	-	1 <sup>f</sup>	1	-	1 <sup>f</sup>	1	-	-	-
Totals <sup>b</sup>	14	-	14	16	98	114	2-3	7-8	10	8	5	13

Constituency	Committee on Academic Policy and Programs *			Budget Committee*			Planning and Priorities Committee *			Business Board <sup>h</sup> *		
	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>	0-1	0-1	1	0-1	0-1	1	0-1	0-1	1	1	1	2
Alumni (8)	0-1	0-1	1	1	-	1	2	-	2	5	-	5
Government Appointees (16)	0-1	-	0-1	1	-	1	2	-	2	7	-	7
Presidential Appointees (2)	-	-	-	-	-	-	0-1	-	0-1	1	-	1
Teaching Staff (12)	0-2	14-16	16	1-2	6-7	8	1	9	10	1	1	2
Students (8)	1	5	6	0-1	0-1	1	1	2	3	1	1	2
Presidential Assessors	-	2	2	-	2	2	-	2	2	-	2	2
Other <sup>b</sup>	-	-	-	-	-	-	-	-	-	-	4 <sup>i</sup>	4
Totals	1-6	21-25	26-27	3-6	8-11	14	6-8	13-14	20-21	16	9	25

Constituency	Audit Committee *			University Affairs Board *			Elections Committee			Committee for Honorary Degrees <sup>k</sup>		
	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>	-	-	-	1	4 <sup>j</sup>	5	1	-	1	-	-	-
Alumni (8)	0-2	0-2	2	2	1	3	1	-	1	-	1	1
Government Appointees (16)	2-3	-	2-3	1	-	1	1	-	1	2	-	2
Presidential Appointees (2)	-	-	-	0-1	-	0-1	-	-	-	-	-	-
Teaching Staff (12)	0-1	0-1	1	2	1	3	1	-	1	1	4	5
Students (8)	0-1	0-1	0-1	3	4	7	1	-	1	-	2	2
Presidential Assessors	-	1	1	-	2	2	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	2	3	5
Totals <sup>b</sup>	2-7	1-5	6-8	9-10	12	21-22	5	-	5	5	10	15

Constituency	Total Number of Seats in System		
	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>	4-10	12-15	19-22
Alumni (8)	15-20	3-6	21-23
Government Appointees (16)	24-28	-	24-28
Presidential Appointees (2)	1-4	-	1-4
Teaching Staff (12)	21-25	118-122	143
Students (8)	16-19	26-29	44-45
Presidential Assessors	-	16	16
Other	3	9	12
Totals <sup>b</sup>	84-109	184-197	280-293

Notes:

- |  |   |  |
|--|---|--|
| a) Number of representatives on the Governing Council.   | e) Includes <i>ex officio</i> Principals, Deans and Directors.  | i) Co-opted lay members.   |
| b) Except in the cases of the Executive Committee and the Committee for Honorary Degrees, these totals do not include the 4 members of Council who are <i>ex officio</i> members of all the committees of the Council (Chairman, Vice-Chairman, Chancellor and President). | f) Vice-President and Provost.  | j) Includes Warden of Hart House, <i>ex officio</i> .  |
| c) President   | g) Includes Chair and Vice-Chair of the Academic Board, Chairs of the Committee on Academic Policy and Programs and the Planning and Priorities Committee and 2 other teaching staff members of the Academic Board. | k) 7 of 15 members of this Committee are <i>ex officio</i> : the Chairman and the Vice-Chairman of the Council, Chancellor, President, Chair of the Academic Board, President of UTAA, Vice-President and Provost. |
| d) Includes Chief Librarian, 2 elected professional librarians and the Director of the School of Continuing Studies.   | h) Chart does not show Committee on Development. The Business Board is to develop recommendations for its membership.   | *) Membership on these Boards and Committees may vary from year to year.   |

## Appendix D-1 Academic Board

### Elected Members

#### Teaching Staff

Elected by and from among all members of the teaching staff in each academic division. Elections will be by secret ballot conducted by the Governing Council Secretariat in a manner analogous to the present Governing Council elections for teaching staff. In divisions with more than one person to be elected, the initial election will be on an at-large basis, with no more than one person elected from each department or equivalent unit. The School of Graduate Studies Council will elect two teaching staff from the School.

Divisions which wish to have subsequent elections conducted on a different basis (e.g. specific constituencies within a division or provision for a ballot other than one mailed out) may develop their own election rules, subject to approval by the Governing Council, through the Academic Board.

Initial nominating period and elections will be in May/June 1988.

#### Librarians

Elected by and from among all professional librarians. Elections will be by secret ballot conducted by the Governing Council Secretariat in a manner analogous to the present mailed ballot elections.

Initial nominating period and elections will be in May/June 1988.

#### Students

For 1988-89 only, the non-Governing Council students on the Academic Board will be appointed through the Striking Committee process described on the next page. Thereafter they will be elected by and from among the three student constituencies. Elections will be by secret ballot conducted by the Governing Council Secretariat in a manner analogous to the present ballot box elections. Detailed guidelines will be developed by the Elections Committee prior to the spring 1989 election.

All vacancies that occur during an academic year will be filled through the co-opting process.



## Appendix D-2

### Appointment of Non-Governing Council Members of Boards and Committees

Co-opted members will be chosen in the following manner:

1. The Academic Board will establish, on recommendation of the Agenda Committee, a representative Striking Committee of members of the Academic Board, to recommend to the Academic Board for its approval: a) the alumni and administrative staff members who are not governors and b) the assignment of non-Governing Council members of the Board to Committees of the Board. Nominations will be sought from the relevant alumni and administrative staff bodies and members of the Academic Board will be surveyed to determine their committee preferences.
2.
  - (a) The University Affairs and Business Boards will establish Striking Committees of Governing Council members representative of each estate on the Council (students, teaching staff, administrative staff, Lieutenant Governor appointees and alumni), plus the Chair or Vice-Chair of the Board, who shall chair the Committee.
  - (b) Nominations will be called for vacant co-opted seats by letters to appropriate groups, e.g. SAC, APUS, GSU, UTSA, UTFA, UTAA, PDD&C. Advertisements will also be placed in the campus press if the number of seats warrants the expense. Individuals may be nominated by campus groups, by individuals, or by themselves. Nominations must be accompanied by relevant biographical information and an indication of the nominee's suitability.
  - (c) A Striking Committee will solicit advice from the Governing Council members in an estate on all of the nominees for a seat to be filled by a member of the estate.
  - (d) Following the above solicitation of advice the Striking Committee shall report *in camera* to the Board the names of all those nominated and its recommendation of the person(s) most likely to contribute to the work of the Board or Committee of the Board. The Chair of the Striking Committee shall be prepared to give reasons for the recommendation of specific persons.
3. For the 1988-89 year Striking Committees shall be established by the Chairman of the Governing Council in consultation with the Chair of each Board.
4. Provision is made in the terms of reference of the Business Board for approximately four co-opted lay members. The Chairman of Governing Council and the Chair of the Business Board shall take particular responsibility for nominating candidates for these seats to the Striking Committee.

## Appendix E Academic Board Terms of Reference

### 1. Introduction

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 sections 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 of the Governing Council 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.

### 2. Membership

	Ex officio	Elected	Appointed	Totals	Number of Members for Initial Terms		
					3yrs.	2 yrs.	1yr.
<b>Group I</b>							
Arts & Science	1	14			5	4	5
St. George Colleges	7						
Erindale	1	3			1	1	1
Scarborough	1	3			1	1	1
Totals	10	20		30			
<b>Group II</b>							
Medicine	1	11			3	4	4
Dentistry	1	1			1		
Nursing	1	1				1	
Physical & Health Ed.	1	1					1
Pharmacy	1	1			1		
Totals	5	15		20			
<b>Group III</b>							
Applied Science & Eng.	1	3			1	1	1
FEUT	1	2			1	1	
Management	1	1					1
Music	1	1			1		
Law	1	1				1	
Social Work	1	1					1

Forestry	1	1			1		
FLIS	1	1				1	
A&LA	1	1					1
Totals	9	12		21			
<b>Group IV</b>							
SGS	1	2		3	1	1	
<b>Sub-total-Divisional T.S.</b>	25	49		74			
Governing Council. T.S.		6		6			
Provost	1			1			
Director, SCS	1			1			
Librarians	1	2		3	1	1	
<b>Sub-total</b>	28	57		85			
<b>Students</b>							
- Governing Council		4					
- non-Governing Council		12		16			
<b>Admin. Staff</b>							
- Governing Council		1					
- non-Governing Council			3	4	1	1	1
<b>Alumni</b>							
- Governing Council		2					
- non-Governing Council			1	3	1		
Government Appointments			3	3			
Presidential Assessors			3	3			
<b>TOTALS</b>	28	76	10	114			

### 3. Committees

#### 3.1 Standing Committees

The Standing Committees of the Board are:

- Agenda Committee
- Academic Appeals Committee
- Committee on Academic Policy and Programs
- Budget Committee
- Planning and Priorities Committee

### 3.2 Special Committees

From time to time the Board may find it useful to establish Special Committees to consider particular issues. Special Committees are normally formed on the recommendation of the Agenda Committee, when, in the view of the Board, one or more of the following conditions exist:

- a. an issue cannot be accommodated easily within Standing Committee schedules - either intense scrutiny is required in a relatively short time or thorough examination of complex issues is necessary over a relatively long period of time;
- b. an issue does not fall readily under an existing Standing Committee - either because it is not clearly within any Standing Committee's terms of reference or because aspects of the issue cut across several bodies;
- c. there is a need for the participation of experts not represented on the relevant committee.

A recommendation from the Agenda Committee to establish a Special Committee shall include terms of reference, an outline of membership and, where applicable, the anticipated reporting date.

## 4. Areas of Responsibility

The following areas are within the Board's responsibility:

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

Sections 4.1 to 4.6 below describe the Standing Committees of the Board and the allocation of the Board's business. The specific items below are intended to supplement, not limit, the general statements above in Sections 1, 3 and 4.

## 4.1 Agenda Committee

### 4.1.1 Composition

1. Chair and Vice-Chair of the Academic Board
2. Chair and Senior Assessor,  
    Planning and Priorities Committee  
    Committee on Academic Policy and Programs
3. Vice-President and Provost
4. 2 teaching staff members of the Academic Board appointed by the Board on the recommendation of the striking committee
5. 1 student member of the Academic Board appointed by the Board on the recommendation of the striking committee

The Committee is chaired by the Chair of the Academic Board.

### 4.1.2 Function

The Agenda Committee is responsible for directing the flow of business within the Academic Board structure. Issues not referred as a matter of course to a Standing Committee will be assigned to the appropriate committee by the Agenda Committee. The Agenda Committee has the authority to determine the application of the distinction between "major" and "minor" issues, where this is required to implement the terms of reference of the Academic Board and its committees.

The Agenda Committee is responsible for advising the Chair of the Board as to the readiness of items of business for submission to the Academic Board, and for determining the documentation required to accompany each proposal as well as any guests to be invited to each meeting of the Board.

The Agenda Committee is also responsible for establishing a representative Striking Committee to recommend the co-opted membership of the Board and the appointment of non-Governing Council members to its Standing Committees.

### 4.1.3 Procedures

The Agenda Committee normally meets in closed session.

## 4.2 Academic Appeals Committee

### 4.2.1 Composition

- 5 teaching staff members - with two alternates;
  - 2 students (1 graduate, 1 undergraduate) - with one alternate;
  - 1 government appointee to Governing Council, or one administrative staff member of Governing Council or an alumnus/alumna - with one alternate;
- An appointed chair, with vote only in case of tie. The Chair shall be legally qualified.

To ensure a quorum and to allow for withdrawal of a member because of personal knowledge or special interest in a case, there should be at least one designated alternate in each category. A larger number of alternates could adversely affect consistency of appeal decisions.

There must be a majority of persons from the Governing Council appointed to the Committee, and such members must be a majority at all meetings at which final decisions are taken.

When deemed necessary by the Chair of the Committee, in order to satisfy the requirements of composition and quorum for an appeal hearing, additional members may be co-opted by the Chair after consultation with the Chair of the Academic Board.

#### 4.2.2 Function

##### (a) Individual Appeals

- (i) To hear and consider appeals made by students against decisions of faculty, college or school councils (or committees thereof) in the application of academic regulations and requirements.
- (ii) To report its decisions, which shall be final, for information to the Academic Board.

##### (b) Policy and Procedures

To advise the Academic Board from time to time on policy and procedures with respect to appeals throughout the University and to determine detailed procedures in its own operations.

#### 4.2.3 Committee Meetings

##### (a) Appeal Hearings

- i. Five members shall constitute a quorum, provided that at least one student member and at least three faculty members, including the Chair if he/she is a faculty member, are present and that a majority of those present are members of the Governing Council.
- ii. Motions will be carried by a simple majority.
- iii. An appeal to the Academic Appeals Committee shall, except in exceptional circumstances, be commenced by filing a notice of appeal with the Secretary of the Committee no later than ninety days after the decision from which the appeal is being taken has been communicated in writing to the appellant.
- iv. The procedures for hearings required by the *Statutory Powers Procedure Act* (Ontario 1971) are followed (in view of the fact that this is the final appeal body). The Board may modify these rules, provided that they continue to conform with the minimum requirements of the *Act*. Any such changes must be reported to the Academic Board for information.
- v. The Academic Appeals Committee has the right to refuse to give formal hearing to an appeal (by unanimous consent of the members present), after considering the written submissions, on the grounds that there is no real case for an appeal. Such appeals might be described in legal terms, as frivolous or vexatious.

##### (b) Policy Meetings

The Committee meets, as required, to consider proposals concerning policies and procedures governing academic appeals at the divisional level and at the Governing Council level.

Amendments to divisional appeals procedures are normally presented to the Committee on Academic Policy and Programs as calendar amendments. When proposed changes are minor and within the Guidelines for Academic Appeals Within Divisions, they may be approved without reference to the Academic Appeals Committee. When very significant changes are proposed, or when changes are contrary to the Guidelines for Academic Appeals Within Divisions, the

proposals are referred to the Academic Appeals Committee for comment before they are considered by the Academic Board.

The quorum for such meetings is 6, excluding the Chair, 3 of whom must be teaching staff and 1 of whom must be a student.

### 4.3 Committee on Academic Policy and Programs

#### 4.3.1 Composition

Total membership is approximately 26, of whom 6 are students. Detailed composition is given in Appendix C. The membership is broadly representative of the academic divisions. Two assessors, selected by the President, will be members *ex officio*.

#### 4.3.2 Function

Policy matters within the Committee's purview include such matters as admissions, awards, grading practices, research and the products of research, endowed chairs, professorships and visiting lectureships, and academic services. Some policy issues concern only one academic division. Others are matters of University-wide concern.

In addition the Committee is responsible for reviewing and, at times, approving, changes to admission and program regulations, curriculum, degree requirements and academic regulations. Much of the Committee's work concerning curriculum and regulations arises from deliberations of divisional councils. The Committee will not normally amend such a proposal forwarded by a divisional council unless the amendment(s) is deemed by the Chair or the senior Presidential assessor to be minor. Rather, a proposal requiring amendment will be referred back to the divisional council.

#### 4.3.3 Areas of Responsibility

a. Admissions policies and practices

Amendments to divisional practices and policies are normally approved by the Committee on Academic Policy and Programs.

Major amendments to divisional policies or practices or amendments to University-wide policy require the approval of the Academic Board.

b. Awards policies and practices

The establishment, termination or major amendment of policies on student awards requires the approval of the Academic Board. Minor amendments may be approved by the Committee on Academic Policy and Programs.

c. Curriculum and academic regulations

The Committee on Academic Policy and Programs has authority for approval of annual changes to programs and regulations and other matters affecting divisional calendars. Major changes, such as the removal or addition of a program stream within a particular degree, are forwarded to the Academic Board for approval.

Authority for the approval of individual course additions or deletions is delegated to divisional councils in multi-departmental divisions (Faculty of Applied Science and Engineering, Faculty of Arts and Science (including Erindale College), School of Graduate Studies, Faculty of Medicine, Scarborough College).

d. Examinations and grading practices

The establishment, amendment or rescission of University-wide policy with respect to grading practices and examinations is normally brought to the Academic Board through the Committee on Academic Policy and Programs.

Amendments to divisional practices and Policies consistent with University-wide policy are approved by the Committee on Academic Policy and Programs.

Major amendments to divisional practices and policies or amendments requiring an exception to University-wide policy require the approval of the Academic Board.

e. Academic services

Academic services (such as the Library, UTCS) fall within the terms of reference of the Committee on Academic Policy and Programs. Recommendations are forwarded to the Academic Board.

f. Earned degrees, diplomas and certificates

Policy matters affecting earned degrees, diplomas and certificates are the responsibility of the Academic Board.

Approval of the award of degrees, diplomas and certificates is delegated to any two of the Vice-President and Provost, the Chair and the Vice-Chair of the Academic Board.

g. Research Policy

Policy on research is normally brought to the Academic Board through the Committee on Academic Policy and Programs. Research policies deal with such matters as the use of human and animal subjects, copyright, publication of research results, computer software and innovations.

## 4.4 Budget Committee

### 4.4.1 Composition

Total membership is about 14, 1 of whom is a student and at least 1 of whom is a lay member. Detailed membership is given in Appendix C. The *ex officio* membership includes the Chair or Vice-Chair of the Planning and Priorities Committee and two assessors selected by the President.

### 4.4.2 Function

The Committee is responsible for consideration of the University's budget plans, including the allocation of designated funds.

### 4.4.3 Areas of Responsibility

a. Annual Budget

The annual budget plan and other budget plans are submitted to the Academic Board by the Budget Committee. Once the budget is approved by the Academic Board, the concurrence of the Business Board is sought before it is forwarded to Council for approval.

b. Designated Funds

The Committee is responsible for considering plans for the use of designated funds (such as the accessibility fund, the faculty renewal fund, the adjustment fund, the repair and renovations fund, and the research infrastructure fund).

### 4.4.4 Procedures

The Budget Committee normally meets in closed session.

## 4.5 Planning and Priorities Committee

### 4.5.1 Composition

Membership is about 20, including 4 lay members, 3 students, at least 10 teaching staff members of the Academic Board, including at least 2 of: The Deans of Arts and Science, Medicine, Applied Science and



Engineering, School of Graduate Studies, and the Principals of Scarborough and Erindale, and 2 assessors selected by the President appointed *ex officio*. Detailed composition is given in Appendix C.

#### 4.5.2 Function

The Committee is responsible for reviewing and making recommendations concerning a broad range of planning issues and priorities for the use of University resources. Many of the matters within the Committee's scope are matters which have an impact on relationships amongst divisions and relationships between the University and the community at large.

#### 4.5.3 Areas of Responsibility

- a. The Committee is responsible for policy on planning and the review of planning activities and documents as may be required by general policy, as specified herein or by resolution of the Academic Board.

Specific examples of planning activities/documents currently reviewed by the Committee include: statements of the University's mission or general objectives, divisional plans, enrolment plans and policies, annual budget guidelines. Others are mentioned below.

- b. Capital plans and projects

- (i) Policy

Policy governing the approval of capital plans and projects is set by the Governing Council on the recommendation of the Academic Board.

- (ii) Capital Plans

Capital plans are recommended for approval by the Academic Board. Long term plans, such as a five-year capital plan, are forwarded to the Governing Council.

- (iii) Individual plans and projects

The Academic Board reviews projects for approval in principle. The Business Board is responsible for approving the establishment of appropriations for individual projects and authorizing their execution within the approved costs. The level of approval required is dependent on the cost of the project<sup>1</sup>. Major changes to the scope of, or sources of funding for approved projects require the same level of approval as the original proposal.

- c. Establishment, termination or restructuring of academic units and programs

Academic units and programs include faculties, schools, colleges, departments, centres and institutes with teaching, or teaching and research functions, undergraduate degree programs, and graduate degree programs. "Programs" within a particular degree (for example, specialist, major and minor programs offered by the Faculty of Arts and Science) are not included here. They are handled through the curriculum approval process (see 4.3.3, above).

The recommendations of the Academic Board will normally require the approval of the Governing Council.

- d. Submissions to external agencies

Submissions to external agencies that summarize existing policies and practices may be submitted directly to the Academic Board for information. Submissions that establish new policy positions will be reviewed first by either the Planning and Priorities Committee or a Special Committee.

---

<sup>1</sup> The current requirements are:

Projects costing over \$1 million - Governing Council

Projects costing between \$100,000 and \$1 million - Executive Committee

Projects costing less than \$100,000 and above MCU threshold - Committee on Accommodation and Facilities (CAF) - reported to the Planning and Priorities Committee for information

Projects costing less than MCU threshold - CAF Executive or Vice-President - Business Affairs

e. Incorporation of associated organizations and research ancillaries

Approval, in principle, is recommended by the Academic Board. The Business Board is responsible for matters concerning the arrangements for incorporation.

f. Research projects

It is the responsibility of the Academic Board to establish the level above which projects are subject to presidential review.

Projects above the established level and deemed to have significant steering effects must be submitted to the Academic Board, normally through the Planning and Priorities Committee.

Projects above the established level and deemed to have minor or no steering effects are approved by the President (or designate).

g. Academic priorities for fundraising

Policy concerning University development and fundraising campaigns is within the authority of the Business Board. Plans for fundraising campaigns are approved by the Governing Council on the recommendation of the Business Board. The Academic Board is asked to concur with respect to the ranking of academic priorities for major fundraising campaigns.

#### 4.5.4 Procedures

The Planning and Priorities Committee normally meets in closed session.

### 4.6 Connaught Committee

The Connaught Committee is a Standing Committee that reports annually through the Academic Board to the Governing Council on matters concerning the Connaught Fund.

Proposals for use of Connaught monies that would have a major steering effect are handled in the same manner as other major research proposals.

Proposals to amend the terms of reference of the Connaught Fund are brought to the Academic Board.

### 4.7 Other - Academic Board

A number of matters within the scope of the Academic Board's authority are not assigned to any Standing Committee. Some of these are sent directly to the Academic Board or are delegated to specific individuals. Other issues are of a type that fit one or more of the criteria outlined in section 3.2 for the establishment of Special Committees of the Board.

#### 4.7.1 Academic appointments and appointment of academic administrators

a. Policies on academic appointments

Policies on the nature of academic employment are assigned to the Academic Board. These encompass policies on the appointment, promotion, tenure, suspension and removal of teaching staff, as well as policies on the conduct of academic work, such as the policies on Research Leave and on Academic Freedom and Responsibilities. In the case of extensive revision to a policy or revisions of major import, or the establishment or rescission of a key policy, the matter may be referred to a Special Committee. Minor amendments to policies may be referred directly to the Board.

b. Individual appointments

Individual academic appointments are governed by the Policy on Appointments and Remuneration.

#### 4.7.2 Constitutions of divisional councils

Normally, amendments to divisional constitutions are forwarded by divisional councils to the Academic Board.

#### 4.7.3 Sessional dates

Authority is delegated to the divisions.

#### 4.7.4 Academic seals

Authority is delegated to the Vice-President and Provost and the Chair of the Academic Board.

#### 4.7.5 Academic regalia

Authority is delegated to the Chancellor, Chair and the Vice-Chair of the Academic Board.

#### 4.7.6 Academic Discipline

a. Policy and procedures

Policy and procedures with respect to academic discipline are as described in the Code of Behaviour on Academic Matters. Amendments to the Code will either be submitted directly to the Academic Board or will be considered first by a special committee.

b. Individual cases

Individual cases are disposed of in accordance with the Code of Behaviour on Academic Matters. Reports on the disposition of cases are forwarded to the Academic Board for information.

## Appendix F

### University Affairs Board Terms of Reference

#### 1. Composition

Total membership is about 20 members. A majority are members of the University community. As well, a majority are members of the Governing Council. The membership includes at least 1 government appointee, at least 2 alumni, and 2 *ex officio* assessors appointed by the President. Detailed membership is given in Appendix C.

#### 2. Function

The Board is responsible for consideration of policy of a non-academic nature concerning the University community and for monitoring matters within its area of responsibility.

#### 3. Areas of Responsibility

Policy on:

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

The specific items below are intended to supplement, not limit the general statements above in sections 2 and 3.

##### 3.1 Campus and student services

Campus and student services include the Counselling and Learning Skills Service, the Department of Athletics and Recreation, the Career Centre, the International Student Centre, the University Health Service, the Housing Service, Services to Disabled Persons and the following service ancillary operations: Hart House, residences, food services, beverage service, and parking.

###### 3.1.1 Ancillaries

###### i. Policy

The Board is responsible for policy affecting the operation of the above-named service ancillaries. General financial policies governing all University ancillaries are the responsibility of the Business Board.

ii. Operation

Each year the Board approves operating plans for the above ancillaries, which describe the services and programs proposed to be offered within the financial parameters set by the University's operating budget and financial policies set by the Business Board. The plans include each ancillary's annual operating budget, and describe changes to programs and levels of service, categories of users, accessibility, and compulsory or optional fees.

### 3.1.2 Department of Athletics and Recreation

i. Policy

Policy matters concerning the Department of Athletics and Recreation are the Board's responsibility. Major policy changes require the approval of the Governing Council.

ii. Operations

Each year, the Board approves operating plans which describe the services and programs proposed to be offered within the financial parameters set by the University's operating budget and financial policies set by the Business Board. The plans describe changes to programs and levels of service, categories of users, accessibility and compulsory or optional fees.

The Board approves the appointment of the Director of the Department of Athletics and Recreation.

### 3.1.3 Other campus and student services

The Board is responsible for policy concerning services and for overseeing their operation. Changes to the level of service offered, fees charged for services and categories of users require the Board's approval. The Board approves the appointment of directors of the various services.

## 3.2 Student societies and campus organizations

### 3.2.1 Policy

Policy concerning representative student committees<sup>2</sup>, student societies and campus organizations is within the Board's authority.

### 3.2.2 Constitutions, articles of incorporation, corporate by-laws

The Board is responsible for approving constitutions, articles of incorporation and corporate by-laws<sup>3</sup> for the representative student committees and for incorporated student societies and campus organizations for which the University collects fees.

## 3.3 Compulsory non-academic incidental fees

### 3.3.1 Student services, representative student committees and campus organizations

Fees are approved by the Board.

### 3.3.2 Divisional student societies

Fees are approved by the Board.

---

<sup>2</sup> There are three representativestudent committees: the Students' Administrative Council, the Graduate Students' Union and the Association for Part-time Undergraduate students.

<sup>3</sup> Only those sections of by-laws of incorporated bodies that are "reserved" at the time of the initial approval require approval upon change.

### 3.4 Relations within the University community

Policy concerning members of the community that is not governed by academic policies or employment policies is the responsibility of the Board. This includes such matters as non-academic discipline, sexual harassment, freedom of speech, alcohol use on campus and smoking policies. New policies will normally require the approval of the Governing Council.

### 3.5 Extra-curricular programs and use of University facilities

The Board is responsible for policy governing the use of University facilities for non-academic, non-commercial purposes.

### 3.6 Governing Council elections

Major amendments to policy or procedures relating to the conduct of elections or major amendments to the Constitution of the College of Electors require the approval of the Governing Council.

Editorial or updating amendments to the Election Guidelines or the Constitution of the College of Electors are approved by the Board.

Each year the Board appoints a Chief Returning Officer for the Governing Council elections.

### 3.7 Annual reports

The Board receives, annually from its assessors, reports on matters within its areas of responsibility, including statements of current issues, opportunities and problems, along with recommendations for changes in policies, plans or priorities that would address such issues.

### 3.8 Capital projects

The Board will advise the Governing Council on the implications of capital projects in its areas of responsibility.

## Appendix G

### Business Board Terms of Reference

#### 1. Composition

Total membership is about 25, including at least 12 alumni members or Lieutenant-Governor-in-Council appointees to Governing Council, up to 4 co-opted lay members and 2 administrative assessors selected by the President appointed *ex officio*. There will also be representatives on the Board from teaching staff, administrative staff and students. Detailed composition is given in Appendix C.

#### 2. Function

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

#### 3. Areas of Responsibility

Specific areas of responsibility include:

- Fiscal policy and financial transactions not in the normal course of business
- Policy on financing and execution of capital projects and approval of any transactions as required by policy
- University owned or leased property, physical plant, equipment and related matters
- University policy on ancillary operations and monitoring of business ancillaries
- Policy on fundraising
- Alumni Affairs
- Relations with the external community
- Communications
- Policy on organization of business functions
- Personnel policy for administrative staff (except librarians)
- Employee benefits
- 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;
- 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.

Authority for approval in specific matters is as follows. The specific items below are intended to supplement, not limit, the general statements above in sections 2 and 3.

### 3.1 Fiscal policy and financial transactions

- a. Governing Council
  - appointment of the University's auditors
  - approval of the annual audited financial statements
- b. Business Board
  - approval of policies governing the fiscal operations of the University
  - approval of policies with respect to financial programs and transactions, and approval of individual programs and transactions as required by those policies
  - concurrence with the recommendation of the Academic Board that the Budget Guidelines be approved, when the Guidelines propose deviation from approved fiscal policies; concurrence with the recommendation of the Academic Board that the annual budget report be approved<sup>4</sup>
  - establishment, if necessary, of interim operating budget appropriations, at the beginning of the fiscal year
  - approval of banking resolutions and amendments thereto
  - concurrence with respect to major projects, plans, or programs outside the normal course of business that require the balancing of expense and revenue (e.g. supercomputer acquisition, new residences or parking structures)
- c. President or designate
  - approval of guidelines, programs and transactions in the normal course of business to implement approved policies
  - preparation of regular reports on matters affecting the finances of the University<sup>5</sup> and on fiscal programs and transactions

### 3.2 Capital projects, involving new construction and major renovations

- a. Governing Council
  - (Priority is assigned to capital projects on the recommendation of the Academic Board.)
- b. Business Board
  - approval of policies governing the establishment and change of capital appropriations for and the execution of approved projects
- c. President or designate
  - within established policy, approval of transactions to carry out approved projects including: appointment of architects; call and approval of tenders within cost limits; and the establishment and change of capital appropriations within approved limits<sup>6</sup>.

### 3.3 University-owned or leased property, physical plant, equipment, and related matters

- b. Business Board
  - approval of acquisition or disposal of real estate<sup>7</sup>

---

<sup>4</sup> Such concurrence would indicate that the Business Board is satisfied that the proposed budget is a fiscally responsible one.

<sup>5</sup> For example, reports on enrolment, capital funding, investment activities.

<sup>6</sup> The Vice-President - Business Affairs is currently authorized to approve appropriation increases not exceeding the lesser of 10% or \$100,000.



- approval of policies on the acquisition and disposal of equipment
- approval of policies governing the maintenance of the physical plant and the health and safety of the University environment
- c. President or designate
  - approval of transactions in the normal course of business including: leases for which funding has been approved; acquisition and disposal of rights of way and easements; etc. with reports for information to the Board
  - preparation of regular reports on the maintenance and safety of the physical plant

### 3.4 Ancillary Operations

#### Business Board

- designation of incorporated or unincorporated units as ancillaries<sup>8</sup> or termination of such designation
- general fiscal policy on ancillaries
- for incorporated business ancillaries:
  - acceptance of annual reports and financial statements
  - approval of arrangements for incorporation
  - approval of capital spending and/or borrowing, as required by fiscal policy or the by-laws of the ancillary
- for incorporated research ancillaries:
  - receipt of financial statements
  - approval of arrangements for incorporation
  - approval of capital spending and/or borrowing as required by fiscal policy or the by-laws of the ancillary
- for unincorporated business ancillaries: approval of annual plans and budgets

### 3.5 Fundraising

- a. Governing council
  - approval of policies and plans for fundraising campaigns
  - priorities for fundraising - established by Council on the Business Board's recommendation, with the concurrence of the Academic Board

---

<sup>7</sup> For the non-University use or development of University property, by the University or others, concurrence of the Academic Board is required, on advice of the Planning and Priorities Committee, to indicate that the property is surplus to University requirements.

<sup>8</sup> There are at present three classes of ancillaries.

- a. Business ancillaries: U of T Press, Royal Conservatory of Music, Innovations Foundation, Frederick Harris Music Co.
- b. Campus and Student Services: Hart House, University Residences, Food Services, Beverage Services and the Parking Authority.
- c. Research Ancillaries: Hungarian Research Institute of Canada.

Annual plans and budgets for the campus and student service ancillaries are approved by the University Affairs Board, within parameters established by general fiscal policy for ancillary operations and the University budget process. For the research ancillaries, the Business Board monitors financial statements and any related aspects of annual reports. The Academic Board monitors substantive research activities.

- approval of receipt of major gifts and bequests with terms and conditions of an unusual nature
- b. Business Board
  - approval of strategies and policies concerning the general conduct of fundraising
  - approval of policies on the receipt, acknowledgement and use of gifts and bequests
  - approval of the designation of unrestricted gifts over \$100,000
- c. President or designate
  - the organization of fundraising campaigns is the responsibility of the President
  - the President has the authority to designate the use of unrestricted gifts of \$100,000 or less the designation of such gifts is reported to the Business Board for information
  - preparation of regular reports on gifts and bequests received

### 3.6 Relations with the external community

Policy concerning the public and community relations and concerning the interaction between the University and the various communities external to it is the responsibility of the Board.

### 3.7 Communications

The Business Board is responsible for policy concerning the operation of the Department of Communications and approves the appointment of its director. The Board approves the terms of reference of official publications.

### 3.8 Alumni Affairs

#### 3.8.1 Policy

The Business Board is responsible for policy concerning alumni affairs, including policy governing the Varsity Fund. It approves the Terms of Reference of the Varsity Fund and appoints two of its members to the Varsity Fund Board.

#### 3.8.2 Department of Alumni Affairs

The Business Board is responsible for policy concerning alumni affairs.

### 3.9 Personnel Policy for administrative staff (except professional librarians) and benefit programs for all employees

- b. Business Board
  - The Board holds delegated authority for the approval of policies and benefit programs and amendments thereto.
- c. President or designate
  - approval of guidelines, programs and transactions to implement approved policies
  - approval of individual early retirements and appointments beyond the usual retirement age within established policies

### 3.10 Agreements with teaching and administrative staff with respect to terms and conditions of employment

- b. Business Board
  - approval of initial agreement with an employee group
  - approval of changes concerning the process of determining salaries and benefits

- approval of changes which constitute new policy directions, except for changes to academic employment policies within the jurisdiction of the Academic Board
  - approval of all changes to agreements outside the *Labour Relations Act* with respect to terms and conditions of employment
- c. President or designate
- responsibility for the conduct of negotiations with all employee groups
  - approval of changes to contracts under the *Labour Relations Act* which fall within existing policies and salary determination procedures

### 3.11 Tuition and Ancillary Fees

- a. Governing Council
- approval of annual general academic fee schedule
- b. Business Board
- Policy on Ancillary Fees
  - Approval of miscellaneous academic fees as may be required by the Policy on Ancillary Fees - ancillary fees for student services, student organizations and student levies for specific limited purposes are the responsibility of the University Affairs Board.

## Appendix H By-law Number 10

A By-law to amend sections of By-law Number 2, concerning the exercise of the powers of the Governing Council and the calling and conduct of its meetings.

(Explanatory footnotes to proposed changes are at the end of the By-law. They do not form part of the text of the By-law.)

### Present

#### **11. Regular Meetings**

At least seven regular meetings of the Governing Council shall be held in the period between September 1 and the following June 30 in each academic year. The dates and times of such meetings shall be determined annually in advance by the Executive Committee not later than June 30 preceding the period of such meetings, and a schedule of the dates and times of the meetings so determined shall be given by the Secretary to each member of the Governing Council and to the public, in the manner provided in section 15 hereof, not later than July 15 immediately preceding the period of such meetings. The Executive Committee may cancel any regular meeting of the Governing Council for lack of sufficient business. In such case, at least four clear days' notice shall be given to members. Two consecutive regular meetings may not be cancelled. Each such meeting shall be adjourned after two and one-half hours from its commencement or on completion of the business before the Council at the meeting, whichever is earlier, unless the Council agrees to extend the time of adjournment.

#### **27(c) Exception Re Conflict of Interest**

Notwithstanding the foregoing, if it appears that the interest of a member of Governing Council or of any committee of the Council results, directly or indirectly, solely by reason of being a member of a constituency of the Council entitled to membership thereon by election or appointment as provided in section 2(2) of *The University of Toronto Act, 1971*, as amended, and affected by the contract or transaction such member shall not be required to declare his or her interest and the nature and extent thereof and shall not be required to abstain from participation in discussion with respect to the matter or from voting thereon.

### Proposed

#### **11. Regular Meetings (Footnote 1)**

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. The dates and times of such meetings shall be determined annually in advance by the Executive Committee not later than June 30 preceding the period of such meetings, and a schedule of the dates and times of the meetings so determined shall be given by the Secretary to each member of the Governing Council and to the public, in the manner provided in section 15 hereof, not later than July 15 immediately preceding the period of such meetings. The Executive Committee may cancel at most one of the regular meetings of the Governing Council in each academic year, for lack of sufficient business. In such case, at least four clear days' notice shall be given to members. Each such meeting shall be adjourned after two and one-half hours from its commencement or on completion of the business before the Council at the meeting, whichever is earlier, unless the Council agrees to extend the time of adjournment.

#### **Present 27(c) replaced, and the following substituted (Footnote 2)**

27(c) A member of the Council or of a committee of the Council who is an employee of the University, or a member of whose immediate family is an employee of the University, may take part in discussions and vote on all matters relating to the operation of the University, other than matters referred to in clause (d) or matters in which the interest of the member, or of any member of the immediate family of the member, is not the same or substantially the same as that of other employees of the University.

27(d) No member of the Council or of a committee

of the Council, other than the President or a Vice-President, who is an employee or a member of whose immediate family is an employee of the University, may vote on matters related to the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University.

27(e) Clause (d) of this section does not apply to members of the Council, the Academic Board or of other committees with respect to policies on the nature of academic employment that are specifically assigned by the Council to the Academic Board.

**28(d) Duties**

The Executive Committee may deal with any matter that is within the responsibility of the Governing Council and, without restricting the generality of the foregoing, it shall

- i. prepare the Agenda for all regular meetings of the Council;
- ii. receive and review reports of other committees for transmission to the Council;
- iii. refer matters to other committees of the Council;
- iv. act as a Striking Committee to nominate persons for appointment to the Standing Committees of the Council;
- v. exercise such of the powers of the Council as the Council may by resolution provide.

29. Standing Committees of Governing Council

29(a) The Governing Council shall establish and appoint committees, to be known as and herein called Standing Committees of the Council, having responsibilities in the following areas:

- 1. Academic Affairs
- 2. Business Affairs
- 3. Campus and Community Affairs
- 4. Planning and Resources;

and the names, size, composition, quorum, duties and responsibilities of such committees shall be as determined from time to time by resolution of the Council.

**28(d) Duties**

- i. Same
- ii. Same
- iii. Same
- iv. Change "Standing Committees" to "committees"

29. Committees of the Governing Council

29(a) There shall be four classes of committees of the Governing Council:

- 1. the Executive Committee
- 2. Boards, of which there shall be three:
  - the Business Board
  - the University Affairs Board
- 3. Standing Committees, reporting either to the Governing Council or to a Board
- 4. Special Committees.

29(b) The Council may also from time to time by resolution establish and appoint such other standing or other committees as it sees fit and determine the size, composition, quorum, duties and responsibilities of any committee so established.

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

29(b) (ii) The following Standing Committees are hereby established:

Agenda Committee, reporting to the Academic Board

Academic Appeals Committee, reporting to the Academic Board

Elections Committee, reporting to the University Affairs Board

Audit Committee, reporting to the Business Board.

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

29(c) The Council may appoint to any committee other than the Executive Committee, persons who are not members of the Council.

29(c)(i) Persons who are not members of the Governing Council may be members of any committee except the Executive Committee and the Elections Committee.

29(c)(ii) A majority of the members of the University Affairs Board, the Business Board and the Academic Appeals Committee shall be members of the Council.

29(c) (iii) If not established by the Council in the terms of reference of the Board, the number of non-Governing Council members on a Board shall be determined by the Board.

29(d) The Council shall appoint the chair and vice-chair of each standing committee from among the members of the Council on the committee.

29(d) **Appointment of Committee Members**

- (i) the Governing Council shall appoint members of the Council to the Boards and to the Standing Committees reporting to Boards. The Executive Committee shall appoint the members of any Standing or Special Committee reporting directly to the Executive Committee or to the Council.
- (ii) subject to paragraph (i) of this clause, Boards shall appoint those of their members who are neither ex officio nor

elected and shall appoint the non-ex officio members of Standing and Special Committees reporting to them.

#### 29(e) **Chairs and Vice-Chairs of Committees**

The Council shall appoint the Chair and Vice-Chair of a Board from among the members of the Council on the Board. Chairs and, if any, Vice-Chairs of Standing Committees shall be appointed by the body to which the Committee reports. Chairs and, if any, Vice-Chairs of Special Committees shall be appointed by the body which establishes the committee.

29(e)(i) The Chairman and the Vice-Chairman of the Council, the President and the Chancellor shall be ex officio voting members of all standing committees of the Council and standing subcommittees of the Council.

(i) The Chairman and the Vice-Chairman of the Council, the President, and the Chancellor shall be ex officio voting members of all Boards, Standing Committees and Special Committees. The Secretary of the Governing Council shall be ex officio a non-voting member of Boards and of any committees on which authority to act for Council has been conferred. (Footnote 3)

29(e) (ii) Except in the case of standing subcommittees dealing with academic appeals, appointments and elections, the President may appoint one or more administrative officers to act as assessors to a standing committee or standing subcommittee of the Council, for the purposes of assisting in the discharge of the President's responsibilities with respect to such committee or subcommittee. In any such case, the administrative assessor, or in the case of there being more than one assessor, the one designated by the President as the senior assessor, shall be an ex officio voting member of the committee or subcommittee.

(ii) The terms of reference of a committee may specify ex officio voting membership for vice-presidents, assistant vice-presidents, vice-provosts or other University officers, either expressly or through appointment by the President. The President may designate one such person as the senior Presidential assessor, for the purposes of assisting in the discharge of the President's responsibilities with respect to the committee. Alternatively, the President may designate a University officer not already a voting member of the committee as the senior Presidential assessor, in which case the person so designated shall be a voting member of the committee. In addition, the President may appoint other University officers as non-voting assessor members of a committee.

(iii) The provisions of paragraph (ii) of this clause do not apply to the Executive Committee or to committees dealing with academic appeals, external appointments, elections or honorary degrees.

### **30. Communications**

(a) All written communications to the Governing Council on any subject coming properly within the cognizance of any standing committee shall stand referred as of course to that committee, which shall consider the matter and, if it sees fit, report thereon to the Council.

### **30. Communications**

(a) Delete "standing".

(b) Questions and written comments from members on matters that are or will be before committees shall stand referred as of course to the appropriate committee or subcommittee for reply or debate at the time when such matters are under consideration.

### 31. Actions by Committees

#### (a) Authority to Act

The Council may, by resolution, confer upon any committee which it appoints authority to act on its behalf with respect to any matter or class of matters if a majority of the members of the committee, including in the computation thereof ex officio members, are members of Council.

#### (b) Report of Action Taken

Subject to clause (c) of this section, action taken by a committee on behalf of the Governing Council under the authority of a resolution of the Council shall,

- i. be reported to the Council for information;
- ii. have the same effect as a resolution passed by the Council; and
- iii. have effect from the end of the meeting of the committee.

31(c) (i) Where the Council, with respect to any matter or class of matters, has conferred on any committee authority to act on its behalf only in normal circumstances or only in respect of minor

matters and the Executive Committee considers that the circumstances are not normal or that the matter is not minor in nature, as the case may be, or that a notice of motion pursuant to section 54 given at the Council meeting to which the action is reported warrants consideration of the matter by the Council, the action taken by the committee under the delegated authority may be placed by the Executive Committee on the Agenda of the Council for final decision.

(b) Delete "or subcommittee".

### 31. Actions by Committees

(a) Same, but add at beginning "Subject to any limitations imposed by law or contract,"

#### (b) New.

Subject to any limitations imposed by law or contract, authority to act on behalf of the Governing Council with respect to agreements with the teaching or administrative staff of the University concerning the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University, is hereby delegated to the Business Board, except that the Council may by resolution assign to the Academic Board responsibility for specific matters with respect to the nature of academic employment.

(c) Current 31(b) re-numbered as 31(c); reference in line 1 to 31(c) changed to 31(d) Present 31(c)(i) replaced by:

#### 31(d)(i) **Review of Action Taken by Committees Reporting to Council**

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



31(c) (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. In the case of a negative decision by the Executive Committee on a notice of motion given at a Council meeting, such action shall have effect at the end of the meeting of the Executive Committee at which such negative decision is taken.

#### **31(d) Reconsideration Within 12 Months**

No matter decided by a committee under the authority of a resolution of the Council or referred to the Council and confirmed by it under the provisions of clause (c) of this section may be considered again by the committee or by the Council within 12 months of the committee meeting at which the matter was decided or of the Council meeting at which the action of the committee was confirmed, as the case may be, unless a motion for reconsideration is carried by a two-thirds majority of the members of the committee present and voting at a meeting thereof.

#### **31(e) Report of Action by Subcommittees**

Subject to clause (f) of this section, action taken by a subcommittee on behalf of the Governing Council or of a standing committee under the authority of a

resolution of the Council or standing committee shall,

- i. be reported to the standing committee for information;
- ii. have the same effect as a resolution passed by the Council; and
- iii. have effect from the end of the meeting of the subcommittee.

#### **31(f) Review of Action Taken by Subcommittees**

- i. Where the Council or a standing

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) Non-Applicability of Provisions for Review**

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.

#### **31(e) Reconsideration Within 12 Months**

Present 31(d) renumbered 31(e), with reference to clause (c) changed to clause (d).

31(f)(i) Present 31(e) and 31(f) and 31(g) replaced by 31(f)(i) **Review of Actions Taken by Committees Reporting to Boards**

Where a committee reporting to a Board holds

delegated authority to act for the Council, in any matter or class of matters, the provisions of paragraphs (i) and (ii) of clause (d) and clause (e) of this section apply, *mutatis mutandis*.

committee, with respect to any matter or class of matters, has conferred on any subcommittee authority to act on its behalf only in normal circumstances or only in respect of minor matters and the standing committee to which the subcommittee reports considers that the circumstances are not normal or that the matter is not minor in nature, as the case may be, or that a notice of motion given at a meeting of the standing committee to which the action is reported warrants consideration of the matter by the standing committee, the action taken by the subcommittee under the delegated authority may be placed on the Agenda of the next meeting of the standing committee for final decision.

- ii. Where a matter is referred to a standing committee pursuant to paragraph (i) of this clause, the action taken by the subcommittee shall not have effect unless confirmed by the standing committee. 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 standing committee meeting to which the matter was referred. In the case of a negative decision by the standing committee on a notice of motion given at a meeting thereof, such action shall have effect at the end of the meeting of the standing committee at which such negative decision is taken.

### **31(g) Reconsideration Within 12 Months**

No matter decided by a subcommittee under the authority of a resolution of the Council or of a standing committee or referred to a standing committee and confirmed by it under the provisions of clause (f) of this section may be considered again by the subcommittee, the standing committee or the Council within twelve months of the subcommittee meeting at which the matter was decided or of the standing committee meeting at which the action of the subcommittee was confirmed, as the case may be, unless a motion for reconsideration is carried by a two-thirds majority of the members of the subcommittee present and voting at a meeting thereof.

### **(h) Academic Appeals Board**

The provisions of clauses (f) and (g) of this section do not apply to the Academic Appeals Board or any

31(f)(ii) The provisions of paragraph (i) do not apply to the Academic Appeals Committee or any committee that may be substituted therefor.

subcommittee that may be substituted therefor.

### **32. Committee Procedures**

#### **a. Vote of Members**

Each committee member present at a meeting of a committee of the Governing Council, including the Presiding Officer, is entitled to one vote and only committee members present may vote on any question.

#### **b. Questions Decided by Majority Vote**

Unless otherwise expressly provided herein or by resolution of the Council, all questions that come before any committee of the Council shall be decided by a majority of the committee members present and voting and in the case of an equality of votes, the question shall be deemed to be decided in the negative.

#### **c. Rules of Order**

Unless otherwise expressly provided herein or by resolution of the Council, a committee of the Council shall conduct its meetings by such rules of order as are considered just and expedient for the transaction of the business before the committee, save that the Presiding Officer of a committee may, at his or her discretion, invoke the rules of order of the Council in order to expedite the transaction of business.

### **32. Committee Procedures**

Clauses (a), (b), (c) remain unchanged.

32(d) New.

#### **Committee Agendas**

The agenda for a committee meeting shall be as distributed by the Secretariat under the authority of the committee Chair or in the case of the Academic Board, of the Agenda Committee, and shall set forth the items of business to be discussed at the meeting. No matter not on the agenda may be introduced unless the introduction thereof be agreed to by two-thirds of the members present and voting. The mover shall briefly indicate reasons why the matter should be introduced, but otherwise the motion shall not be debatable.

32(e) New.

#### **Calendar of Business for Subsequent Meetings**

A committee may by resolution determine that a matter be included on the agenda of a subsequent meeting. In addition, on written request, signed by at least 10 percent of the voting members of a committee and submitted at a meeting of the committee, a stated matter or notice of motion shall be included on the agenda of the committee's next regular meeting.

32(f) New.

#### **Notices of Motion in Committee by a Member**

At any committee meeting a member may give notice of a motion to be presented at a subsequent

meeting of the committee. A motion of which notice is given as aforesaid, shall be considered by the committee Chair or, in the case of the Academic Board, by the Agenda Committee, for inclusion on the agenda of a subsequent meeting or other action as the Chair or the Agenda Committee, as the case may be, deems appropriate. In the case of committees reporting to or established by the Academic Board, the committee Chair may refer the matter to the Agenda Committee for determination. At the next regular meeting of the committee in which the notice of motion has been given, the Chair, or the Agenda Committee as the case may be, shall report the action taken with respect to the notice of motion. The decision of the Chair, or of the Agenda Committee, shall be subject to the provisions of clauses (d) and (e) of this section.

### **33. Meetings of standing committees normally open except as provided**

Meetings of standing committees established under section 29 hereof shall be open to the public except that where the Presiding Officer at the meeting is of the opinion that

- i. matters may be disclosed at the meeting of such a nature, having regard to the circumstances, that the desirability of avoiding open discussion thereof outweighs the desirability of adhering to the principle that meetings be open to the public; or
- ii. intimate financial or personal matters of any person may be disclosed at the meeting or part thereof, the meeting of the committee shall begin *in camera* and the members of the committee shall, as the first item of business, determine whether any part or parts of the meeting shall be held in closed session or *in camera*.

### **34. Committee may decide to continue debate in closed session or *in camera***

In the event that during debate on any question before a standing committee when the committee is meeting in public or in closed session, the Presiding Officer is of the opinion that further debate in public or in closed session may result in disclosure of matters of the nature referred to in section 33 hereof, he or she shall adjourn the debate, and the committee shall continue its meeting *in camera* for the purpose of deciding whether the whole or any

33. Change "standing committee" to "committee" throughout. Replace first three lines with: Meetings of committees established under section 29 hereof to which authority to act on behalf of the Council has been delegated and, unless otherwise specified in their terms of reference, other committees established under section 29 hereof shall be open to the public, except that

34. Change "standing committee" to "committee" throughout.

part of the debate upon the question before the committee shall be continued in public, in closed session or *in camera*, and the debate upon the question shall then resume in the manner so decided by the committee.

### 35. Attendance of Council members and others

- a. Where a standing committee determines to conduct the whole or any part of a meeting *in camera*, only members of the committee and such other person or persons whose presence is considered by the committee to be necessary to facilitate its work may be present at the meeting or portion thereof to be held *in camera*.
- b. Where a standing committee determines to conduct the whole or any part of a meeting in closed session, only members of the committee, members of the Governing Council who are not members of the committee and such other person or persons whose presence is considered by the committee to be necessary to facilitate its work may be present at the meeting or portion thereof to be held in closed session.

35(a) renumbered 35. Attendance of Council members and others at *in camera* sessions.

Same as 35(a), but change "Standing Committee" to "Committee".

Change 35(b) to 36. Attendance of Council members and others at closed sessions.

Same as 35(b). Change "standing committee" to "committee" in first line. After "committee" in line 7 add "members of a Board to which the committee reports ...."

### 36. Provisions apply to committees having authority to act.

The provisions of sections 33, 34 and 35 hereof apply to any committee appointed by the Governing Council, other than the Executive Committee, upon which authority to act on behalf of the Council has been conferred under clause (a) of section 31 hereof.

Delete present 36. Now covered in new 33.

### 71. Refer or commit

A motion to refer the question to a standing committee or a special committee, or to commit it to a standing committee or a special committee for consideration and report, shall be debatable.

71. Same, but change "standing committee" to "committee". Delete "Special Committee".

## Footnotes to Proposed By-law Changes

<sup>1</sup> Section 11 at present provides for seven regular meetings during the period September 1 - June 30, with the Executive Committee being authorized to cancel Council meetings for lack of sufficient business. The one restriction is that two consecutive meetings of Council may not be cancelled. This facilitates a six-week cycle of meetings with Council in the sixth week. More activity by Boards and Committees will likely lead to a greater number of meetings at these levels. It is likely that an eight-week cycle of meetings will allow for a better flow of business and reports to Council. Consequently it is proposed that there be

five regular meetings of Council in the September 1 - June 30 period. The power of the Executive Committee to cancel such meetings would be limited to only one meeting in this period.

<sup>2</sup> The present section 27(c) allows all members to vote on matters that they have an interest in, provided that the interest is only as a member of an affected group. The proposed change continues this provision, except in the case of salary and benefit matters or matters dealt with in collective agreements, where employees of the University and members of their immediate families will be obliged to abstain from voting. Members affected by this change would still be permitted to speak on such issues.

<sup>3</sup> The Secretary is included as a non-voting ex officio member because it is in Governing Council's interest for the Secretary to be able to profer advice on procedure to committees which have the authority to act for Governing Council.

## Appendix I List of Respondents

Written responses to the Draft Report of the Chairman's Advisory Committee on Governance were received from:

Mr. D. Miller Alloway, member, Governing Council  
Dean Robin L. Armstrong, Faculty of Arts and Science  
Association of Part-time Undergraduate Students  
Professor John N. H. Britton, Chair, Department of Geography  
Vice-Dean R. Craig Brown, Faculty of Arts and Science  
Principal John W. Browne, Innis College  
Professor Frederick I. Case, Chair, Department of French  
Mr. Gordon Cressy, Vice-President - Development and University Relations  
Principal William Dunphy, St. Michael's College  
Professor Michael Finlayson, Chair, Department of History  
Mr. Ivan Gottlieb, Senior Financial Analyst, Office of the Vice-President Business Affairs  
Graduate Students' Union  
Mr. C. Malim Harding, Chairman, Varsity Fund  
Ms. Dona Harvey, Assistant Vice-President, Public Affairs  
Principal Alexandra Johnston, Victoria College  
Dr. Daniel W. Lang, Assistant Vice-President (Planning) and University Registrar  
Librarians' Association of the University of Toronto  
Mr. Peter Lin, member, Governing Council  
Professor Glenn A. Loney, for the Subcommittee on Admissions, Curriculum and Standards  
Dr. John B. Macdonald  
Mr. Barry McCartan, Varsity Publications  
Mr. Eric McKee, Assistant Vice-President, Student Affairs  
Ms. Carole Moore, Chief Librarian  
Principals, Deans, Directors and Chairs - Subgroup on Governance  
Principal G. Peter Richardson, University College  
Professor B. I. Roots, Chair, Department of Zoology  
Students' Administrative Council  
University of Toronto Alumni Association  
University of Toronto Faculty Association  
University of Toronto Staff Association  
Professor M. B. Walker, Chair, Department of Physics  
Professor Stuart G. Whittington, Chair, Department of Chemistry

## ADDENDUM

### Changes since 1988

1. The Planning and Priorities Committee and the Budget Committee were combined in June, 1994 to form the Planning and Budget Committee. Terms of reference for this Committee and current terms of reference for all Boards and Committee can be found at

<http://www.utoronto.ca/govcncl/bac/index.htm>

2. Membership of the Academic Board has increased by two. In June, 1995, the Master of Massey College was added as an ex officio member. Following the integration of the Faculty of Education and the Ontario Institute for Studies in Education in 1996, a third elected teaching staff member was approved for the new OISE/UT.

3. A new membership distribution chart for all Boards and Committees, incorporating all changes since 1988, is shown below.

October 2001

Constituency	Executive Committee			Academic Board			Agenda Committee		
	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>	0-1	-	0-1	1	8 <sup>d</sup>	9	-	-	-
Alumni (8)	2	-	2	2	1	3	-	-	-
Government Appointees (16)	5	-	5	3	-	3	-	-	-
Presidential Appointees (2)	1-0	-	1-0	-	-	-	-	-	-
Teaching Staff (12)	3	-	3	6	75 <sup>e</sup>	81	2	4	6 <sup>g</sup>
Students (8)	2	-	2	4	12	16	0-1	1-0	1
Presidential Assessors	-	-	-	-	3	3	-	2	2
Other	1 <sup>c</sup>	-	1	-	1 <sup>f</sup>	1	-	1	1
Totals <sup>b</sup>	14	-	14	16	100	116	2-3	8-7	10

Constituency	Academic Appeals Committee			Committee on Academic Policy and Programs *			Planning and Budget Committee *		
	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>				0-1	1-0	1	0-1	1-0	1
Alumni (8)	2	-	2	0-1	1-0	1	2	-	2
Government Appointees (16)		-		0-1	-	0-1	-	-	-
Presidential Appointees (2)	-	-	-	-	-	-	-	-	-
Teaching Staff (12)	3	4	7	0-2	16-14	16	1-2	11-10	12
Students (8)	3	-	3	1	5	6	1-2	2-1	3
Presidential Assessors	-	-	-	-	2	2	-	3	3
Other	-	3	3 <sup>h</sup>	-	-	-	1-0	0-1	1 <sup>i</sup>



Totals <sup>b</sup>	8	7	15	1-6	25-21	26-27	5-7	17-15	22
---------------------	---	---	----	-----	-------	-------	-----	-------	----

Constituency	Business Board *			Audit Committee *			University Affairs Board *			Elections Committee		
	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>	1	1	2				1	41	5	1	-	1
Alumni (8)	5	-	5				2	1	3	1	-	1
Government Appointees (16)	7	-	7				1	-	1	1	-	1
Presidential Appointees (2)	1	-	1				0-1	-	0-1	-	-	-
Teaching Staff (12)	1	1	2				2	1	3	1	-	1
Students (8)	1	1	2				3	4	7	1	-	1
Presidential Assessors	-	2	2				-	2	2	-	-	-
Other	-	6 <sup>j</sup>	6				0-2	-	-	-	-	-
Totals <sup>b</sup>	16	11	27			7-9 <sup>k</sup>	9-10	12	21-22	5	-	5

Constituency	Committee for Honorary Degrees			Total Number of Seats in System		
	GC	Non GC	Total	GC	Non GC	Total
Professional and Administrative Staff (2) <sup>a</sup>	1	-	1	4-10	12-15	19-22
Alumni (8)	-	1	1	14-20	3-6	21-23
Government Appointees (16)	2	-	2	24-28	-	24-28
Presidential Appointees (2)	-	-	-	1-4	-	1-4
Teaching Staff (12)	1	4	5	21-25	118-122	143
Students (8)	-	2	2	16-19	26-29	44-45
Presidential Assessors	-	-	-	-	16	16
Other	2	3	5	3	9	12
Totals <sup>b</sup>	5	10	16	84-109	184-197	280-293

NOTES: Governing Council members are appointed by the Governing Council from among its own members; non-Governing Council members may include a Governing Council member if appointed through a Board's Striking Committee process.

## Notes:

- a - Number of representatives on Governing Council.
- b - Except for Executive and Honorary Degrees, these totals do not include the 4 members of Council who are ex officio members of all committees of Council (Chair, Vice-Chair, Chancellor and President).
- c - President.
- d - Includes Chief Librarian, 2 elected professional librarians, the Director of the School of Continuing Studies and the Master of Massey College.
- e - Includes ex officio Principals and Deans.
- f - Vice-President and Provost.
- g - Includes Chair and Vice-Chair of Academic Board, Chairs of Committee on Academic Policy and Programs and Planning and Budget Committee and 2 teaching staff members of the Academic Board.
- h - Chair and up to two Vice-Chairs, each of whom shall be legally qualified.
- i - Chair, Vice-Chair or Chair's designate from the Committee on Academic Policy and Programs.
- j - Co-opted lay members.
- k - Membership is 7-9, other than ex officio members, a minimum of 5 will be members of the Business Board or members of Governing Council and 2/3 of the voting members must be external to the University.
- l - Includes Warden of Hart House, ex officio.
- m - 7 of the 16 members are ex officio: Chair and Vice-Chair of Council, Chancellor, President, Chair of Academic Board, President of UTAA and Vice-President and Provost.
- \* - Membership on these Boards and Committees may vary slightly from year to year.