

COLLEGE OF ELECTORS

Minutes of the College of Electors meeting held on Monday, December 18, 2006 at 5:30 p.m. in the Council Chamber, Simcoe Hall, at which the following were present:

Mr. Paul Cadario (In the Chair)
Ms Ann Clarke (Scarborough)
Dr. Inez Elliston (OISE/UT)
Mr. Pierre François (OISE/UT)
Ms Bernice Frieday (Woodsworth)
Dr. Martin Kosoy (Medicine)
Ms Joan London (Woodsworth)
Ms Arbelle Manicat-Emo (Nursing)
Mr. Anthony McNamee (Social Work)

Mr. Lennox Phillips (Erindale)
Dr. Betty Power (OISE/UT)
Mr. Gordon Shantz (Erindale)
Mr. Raymond Shyr (UC)
Ms Maureen Simpson (Trinity)
Mr. Hubert Stitt (Law)
Ms Nancy Sutherland (Victoria)
Mr. Colin Swift (New)
Ms Maria Topalovich (Music)
Dr. Ben Venditti (Dentistry)

Regrets:

Mr. Robert Awrey (PE&H)
Mr. Michael Branch (Engineering)
Ms Rebecca Bush (UC)
Ms Noreen Calderbank (Engineering)
Mr. David Collins (St. Michael's)
Ms Helen Hart (Scarborough)

Professor Shashi Kant (Forestry)
Mr. Garry Kwan (Erindale)
Ms Pamela McPherson (Victoria)
Ms Jolie Phillips (Engineering)
Ms Liz Terry (OISE/UT)

Secretary: Ms Cristina Oke

Guests: Ms Rose M. Patten, Chair, Governing Council
Professor David Naylor, President, University of Toronto
Mr. Michael Deck, President, University of Toronto Alumni Association (UTAA)
Ms Susan Eng, member of the Governing Council
Ms Jacqueline Orange, member of the Governing Council
Mr. Tim Reid, member of the Governing Council
Ms Marvi Ricker, member of the Governing Council
Ms Maureen Somerville, member of the Governing Council
Ms Elizabeth Vosburgh, member of the Governing Council
Mr. Louis Charpentier, Secretary of the Governing Council
Members of the Council of Presidents
UTAA Liaison Officers

At 5:30 p.m., the College met with the alumni governors, the Council of Presidents and the UTAA liaison officers, and was addressed by Ms Patten, Professor Naylor and Mr. Deck.

Opening Remarks

The Chair welcomed members of the College, the guest speakers, the alumni governors, the Council of Presidents and the liaison officers. On their behalf, he thanked all those who had been responsible for organizing the joint meeting.

The Chair thanked members of the UTAA and of the Council of Presidents for the commitment they brought and for the contributions they made to the University. As well, he expressed his thanks to the alumni governors for their continued involvement with the University.

Joint Meeting

The Chair explained that the joint meeting was an annual feature of the College's business. The College was required by its Constitution to consult formally on the general requirements for the

alumni governor positions to be filled and also on the requirements – the knowledge and skill mix – most needed in a particular year. For a number of years, this had meant that the Chair of the Governing Council, the President of the University and the President of the UTAA addressed both the College and the UTAA at the same time so that all parties could be as informed as possible.

The Chair indicated that this was a tremendous opportunity to learn about the context in which the College would be working and the implications of the decisions members would be making. Members would hear about the challenges and the priorities of the University and their implications for governance. They would also hear about the key factors that should be kept in mind as the nomination and selection process proceeded.

Speakers

The Chair introduced Ms. Rose Patten, Chair of Governing Council; Professor David Naylor, President of the University of Toronto; and Mr. Michael Deck, the President of the UTAA, and former Chair of the College of Electors. He explained that he would invite Professor Naylor to outline the priorities of his administration for the coming year, and future years. Following the President's remarks, he would ask Ms Patten to summarize the general and specific skills and attributes that members of the College should keep in mind when reviewing the nominations. At the conclusion of Ms Patten's remarks, he would invite Mr. Deck to speak. Following Mr. Deck's remarks, the Chair would provide a brief summary of the key messages about governance that should inform the work of the College.

1. General Requirements for Alumni Members of the Governing Council

Remarks of the President of the University of Toronto

President Naylor expressed his thanks to those who had organized the meeting, and acknowledged the contributions made by alumni to the University.

(a) Context and Priorities

(i) Provincial Government

The President summarized the key issues at the provincial and federal government levels:

- The Ontario Government had entered an electoral cycle, as the next provincial election was scheduled for October 2007.
- Undergraduate enrolment in Ontario universities was higher than had been projected.
- The higher enrolment had resulted in the possibility of the government diverting funding that had been intended for quality enhancement to support unfunded Basic Income Units (BIU's) at post-secondary institutions.

1. General Requirements for Alumni Members of the Governing Council (cont'd)**Remarks of the President of the University of Toronto (cont'd)****(a) Context and Priorities (cont'd)****(ii) Federal Government**

The President indicated that funding for research was being emphasized at the federal level. Universities were encouraging the federal government to provide funding for indirect costs of research at the rate of 40 cents on each \$1. The federal government was also developing a suite of scholarships for graduate students.

(iii) Enhancing the Student Experience

The President stated that the enhancement of the undergraduate student experience was a priority for the University. He described some of the positive actions that the University had recently undertaken:

- the creation of the student experience fund;
- the establishment of the Council of First Entry Deans, led by the Dean of the Faculty of Arts and Science and Vice-Provost, First Entry Programs;
- the curriculum reform being undertaken in the Faculty of Arts and Science;
- the reform of admission processes;
- the development of the enhanced health and wellness facilities at each of the three campuses.

He acknowledged that it would take two or three years before the improvements were reflected in students' responses to surveys such as the National Survey of Student Engagement (NSSE).

(iv) Campaign

The President noted that an advancement campaign would be undertaken in the next few years, with new fundraising targets being set.

(v) Vision 2030

The President explained that, in the past, academic planning had been done in five-year cycles. It was now necessary to consider planning for a longer horizon and, with that in mind, was initiating a visioning exercise that would engage the University community in looking to 2030. Among the issues that would be considered were:

- the appropriate ratio of undergraduate/graduate enrolment at each campus;
- the optimum number of undergraduates on the St. George campus;
- a strategy to determine areas in which priorities should be focused.

The goal was to develop a very long-term vision of the University that would guide planning and decision-making in the shorter term.

1. General Requirements for Alumni Members of the Governing Council (cont'd)**Remarks of the President of the University of Toronto (cont'd)****(b) Qualities of Governors:**

The President acknowledged the high expectations that were placed on alumni members of the Governing Council, and recognized the major time commitment that was required from all those involved in the governance of the University. He noted that alumni were the living legacy of the University, and that the contributions made by alumni outside the University were seen as a reflection of the University.

The Chair thanked the President for his remarks. He invited Ms Rose Patten, the Chair of the Governing Council, to speak.

Remarks of the Chair of the Governing Council

Ms Patten indicated that her remarks would build on the remarks of the President. She recognized the important role of the College in electing alumni governors.

Ms Patten noted that the Governing Council required a mix of experience and skills in its membership. Members were responsible for providing oversight and insight to the work of the Council, and were expected to add value to that work. Earlier in the year, she had addressed the annual meeting of the National Association of University Board Chairs and Secretaries (NAUBCS), and had had the opportunity to comment on the strength of the University's system and the ways in which it represented good governance practice.¹

Ms Patten informed those present that the current membership of the Governing Council included fundamental legal and financial expertise. She highlighted four skill sets for members of the College to keep in mind when considering candidates for alumni governors:

- deep and broad expertise of post-secondary education system;
- knowledge and experience in the areas of government and community relations;
- knowledge and expertise in strategic communications;
- experience in adjusting and adapting to major change and the challenges that come with change.

The Chair thanked Ms Patten for her remarks. He invited Mr. Michael Deck, the President of the University of Toronto Alumni Association (UTAA), to speak.

Remarks of the President of University of Toronto Alumni Association

On behalf of the University of Toronto Alumni Association, Mr. Deck thanked members of the College of Electors and the Council of Presidents for their service to the University. He also thanked the College for their work in electing the Honourable David Peterson as Chancellor in March 2006. Mr. Deck recognized the contributions of Mr. Cadario, as Chair of the College, and of the alumni members of the Governing Council.

¹ Ms Patten's remarks are available at <http://www.utoronto.ca/govcncl/patten20060428.pdf>.

1. General Requirements for Alumni Members of the Governing Council (cont'd)**Remarks of the President of University of Toronto Alumni Association (cont'd)**

Mr. Deck emphasized the importance of establishing a pool of candidates for the position of alumni governor. Members of the Council of Presidents had the responsibility of seeking out, engaging, informing and encouraging alumni to become involved in the University and its governance. The Council of Presidents should also ensure that the College of Electors had a full complement of members. Alumni associations were encouraged to work with advancement staff to identify alumni who could be invited to serve.

Mr. Deck informed those present that the UTAA Board had created a Constituency Relations Committee chaired by Mr. Harvey Botting, President-elect of the UTAA. This Committee was conducting a needs assessment of the constituency structure of the UTAA.

Mr. Deck encouraged those present to identify individuals from their professional and personal lives who would contribute to the governance of the University. Participation in good governance was not a spectator sport; individuals had to learn and to understand the needs of the University and know how to help meet those needs. It was particularly important for individuals to understand the difference between governance and administration.

The Chair thanked Mr. Deck for his remarks.

Governance Context

The Chair of the College stated that the University was a sophisticated and complex institution that was operating in a changing situation. Decisions made by the Governing Council affected the future of the University, and alumni governors played a key role in that decision making.

When electing alumni members of the Governing Council, the role of the College was to exercise informed judgment in a confidential setting. The Chair encouraged members of the College to identify individuals within their personal and professional networks who could contribute to advancing the University's mission.

Discussion

In response to a question concerning the need for candidates with experience with major change, Ms Patten stated that individuals required knowledge of the University in order to provide appropriate insight, foresight and oversight to governance. Individuals who had managed major organizational change demonstrated a difference in approach to those who had no such experience. The successful execution of change created knowledge and understanding that went far beyond the intellectual appreciation of the need for change.

In response to a question concerning strategic communications in the University, President Naylor explained that the position of Assistant Vice-President Strategic Communications had been created in May 2006, and Mr. Robert Steiner had been appointed to that position. A Director of Faculty and Staff Communication and a Director of Marketing Communication had been hired as part of the strategic communications team. A public affairs group was also part of the Department of Strategic Communication.

1. General Requirements for Alumni Members of the Governing Council (cont'd)

Discussion (cont'd)

President Naylor commented on the need for the University to work closely with local municipal governments. Relationships with the broader community were important to the student experience for outreach, work/study and volunteer opportunities.

The Chair thanked President Naylor, Ms. Patten, and Mr. Deck for their comments, and thanked the members of the Council of Presidents for attending the joint meeting. President Naylor, Ms. Patten, Mr. Deck, members of the Council of Presidents and the Liaison Officers withdrew.

2. Meeting with the Alumni Governors: Governing Council Membership Experience

The Chair introduced the alumni governors who were in attendance:

- Ms Susan Eng, serving in her seventh year as alumni governor;
- Ms Jacqueline Orange, serving in her eighth year as alumni governor, and Chair of the Business Board;
- Mr. Tim Reid, serving in his fifth year as alumni governor;
- Ms Marvi Ricker, serving in her third year as alumni governor;
- Ms Maureen Somerville, serving in her third year as alumni governor;
- Ms Elizabeth Vosburgh, serving in her second year as alumni governor, and Vice-Chair of the University Affairs Board.

Comments from Alumni Governors

One of the alumni governors reflected on the history of the unicameral system of governance, and the power and duties of members of the Governing Council.

- *The University of Toronto Act , 1971* established the unicameral system of governance for the University.
- The legislation described categories of powers and duties, including the following four core areas: finances; human resources; corporate governance; and strategy.
 - The Governing Council has the power and duty to buy and sell real property, borrow against assets, and invest. In short, the fiduciary responsibility.
 - The Governing Council has the power and duty to appoint and remove the President; to appoint, promote and remove all members of the teaching and administrative staff of the University with the critical management caveat.... that this is done only on the recommendation of the President.
 - The Governing Council has the power and duty to establish committees as necessary for the conduct of its business.
 - The Governing Council has the power and the duty to establish such faculties, schools, institutes, departments as it considers necessary or desirable.

2. Meeting with the Alumni Governors: Governing Council Membership Experience (cont'd)

Comments from Alumni Governors (cont'd)

- In order to carry out these powers and duties, the following core competencies are required by and among the members of the Governing Council.
 - financial competency;
 - human resource policy and management experience;
 - competency in the principles and practices of corporate governance
 - outstanding strategic visioning competency with respect to the mission and future direction of large dynamic corporations or organizations.
- The legislation requires the University to have half of the members of the Governing Council drawn from outside the University: sixteen appointed by the provincial government, eight elected by the alumni, and the Chancellor, who is elected by the alumni.
- It would be prudent to have the four core competencies listed above found among the alumni governors.

The alumni governors made the following observations to the College:

- Members of the College were encouraged to attend meetings of the Governing Council and its Boards and Committees to observe the discussion and to determine what skills were needed in alumni governors.
- Being an alumni governor required a large time commitment. In addition to their Council, Board and Committee assignments, alumni governors met as a group with students and with members of the senior administration, and were often invited to sit on other committees, including search committees for senior administrators.
- The College should look for leadership qualities in candidates for alumni governors.
- The University has emerged from a period of change and uncertainty with a strong leadership team in place.
- Alumni governors can add value to governance by identifying areas in which action must be taken and by contributing knowledge and expertise to the enhancement of the student experience.
- Alumni governors should encourage other alumni to apply for co-opted membership on the Boards of the Governing Council.

Discussion

The following points arose in discussion with the alumni governors.

- Will the *University of Toronto Act* be amended?
 - It was noted that a number of reviews of governance had been undertaken in the past, and each review required an appropriate amount of time. It was unlikely that the University would request that the *Act* be amended, as changes other than those requested by the University could be made by the government during the process of amendment.

2. Meeting with the Alumni Governors: Governing Council Membership Experience (cont'd)

Discussion (cont'd)

- In considering candidates for alumni governor, what relative weight should be given to an incumbent with knowledge as opposed to an individual who is new to governance?
 - There was agreement among the alumni governors that individuals did not feel comfortable in the role of governor until their second or third term. In their view, incumbency should be an important consideration in the election process. The Chair noted that, over the past ten years, there were six years in which not all incumbents were re-elected.
- An alumni governor asked whether members of the College were provided with information other than the attendance record of incumbent governors seeking re-election. When informed that no other information was provided, the governor expressed the hope that a formal accountability requirement be introduced.
- Was there an appropriate orientation for members of the Governing Council?
 - Alumni governors agreed that the orientation for members of the Governing Council had been greatly enhanced in the past few years, and included a case study.
- Did a pool of candidates for governance currently exist?
 - The Chair explained that there had been discussions in the fall at the College and with the Council of Presidents and UTAA Board to encourage alumni to become involved with the University.

The Chair thanked the alumni governors for their comments, and the governors withdrew from the meeting.

3. Minutes of the Previous Meeting – October 11, 2006

The minutes of the meeting of October 11, 2006 were approved.

4. Business Arising

There was no business arising from the previous meeting.

5. Election of Alumni Governors

a. Process

The Chair reviewed the process for the election of alumni governors.

- Nominations would open on Monday, January 8, 2007 and close on Monday, February 26, 2007 at 4:00 p.m.
- The nomination form would reflect the remarks of the Chair of the Governing Council with respect to the skills and expertise required in alumni members.
- Interviews would take place on the evening of Monday, April 2, 2007, and all candidates will be informed of this date.²
- Members of the College, as electors, were NOT permitted to nominate candidates.

² The interview date was subsequently changed to March 26, 2007.

5. Election of Alumni Governors (cont'd)**b. Recruitment Strategy**

The Chair reminded members that three seats were available for three-year terms effective July 1, 2007. The incumbents were eligible for re-election. He emphasized the importance of developing a pool of candidates both for alumni members of the Governing Council and for alumni co-opted members of Boards of the Governing Council.

c. Key Dates

The Chair reviewed the key dates for the 2007 election process:

Call for Nominations	January 8 - February 26, 2007
Verification Period	February 27 - 28, 2007
College meeting to review nominations	March 5, 2007
Election of alumni governors	March 26, 2007

6. Dates of Next Meetings

March 5, 2007	Meeting to review nominations for alumni governor
March 26, 2007	Meeting to interview candidates for alumni governor

The meeting was adjourned at 7:25 p.m.