



SENIOR APPOINTMENTS AND COMPENSATION COMMITTEE

TERMS OF REFERENCE

The Terms of Reference of the Senior Appointments and Compensation Committee are outlined under section 13 of the *Policy on Appointments and Remuneration*.

13. Remuneration

- a. There shall be a Senior Appointments and Compensation Committee, consisting of: the Chairman and the Vice-Chairman of the Governing Council; the Chair of the Business Board; the President¹; plus an alumni member of the Governing Council and a member of the Business Board selected by the Chairman of the Governing Council after consultation with the alumni governors and the Chair of the Business Board. If the Vice-Chairman of the Governing Council or the Chair of the Business Board is not available to serve during a particular year, a replacement(s) shall be appointed by the Chairman of the Governing Council from among the members of Governing Council in the Lieutenant Governor-in-Council or alumni constituencies.

The Vice-President and Provost and the Vice-President, Human Resources and Equity serve as non-voting assessors and are excluded from the Committee's deliberations as appropriate.

- b. The Senior Appointments and Compensation Committee is responsible for approving, on the recommendation of the President, the appointment of

Assistant Vice-Presidents
Assistant Secretaries of the Governing Council

- c. The Senior Appointments and Compensation Committee is responsible for attesting to the Governing Council, through the Business Board, that compensation policies and programs for employees appointed under clauses 1 through 6 above are appropriate, and that decisions about the compensation of individuals have been made in accordance with established policy and practice.

¹ The President is a voting member of the Committee. As appropriate, the President is not present for deliberations related to his/her own compensation or appointment.

- d. The Committee fulfills its responsibility for compensation matters in two principal ways, through review and, where required, approval of the principles of compensation programs/procedures and through the approval of individual compensation packages and adjustments, as needed.

Programs

- i. The Committee will give the President its advice on the implications of compensation programs which are negotiated in a collective fashion with employee groups. The President will take such advice into consideration as he exercises his responsibilities for the conduct of negotiations.
- ii. The Committee will review and make recommendations to the Business Board on the structure of compensation programs and compensation increase procedures for - staff whose compensation is not determined through collective negotiations.

Individuals

- iii. The Committee may approve regulations under which it delegates responsibility for individual senior compensation decisions to the President and, through the President, to others. The approval of all such regulations shall be reported to the Business Board as part of the Committee's Annual Report. All regulations shall include a requirement for regular reporting of individual decisions to the Senior Appointments and Compensation Committee. The Committee may revise previously approved regulations following consultation with the President.
 - iv. The Committee may not delegate compensation decisions concerning the President, Vice-Presidents, Deputy and Vice-Provosts, nor any senior salary individuals directly accountable to the Governing Council.
 - v. The Committee may also issue regulations or require individual approval of compensation arrangements for individuals where such individuals occupy academic administrative positions at the level of division head or above or administrative positions that have a special reporting relationship to the President or to the Governing Council.
- e. Where the University of Toronto has established corporations and where a majority of the members of the boards of such corporations are appointed by the Governing Council and/or the President, such corporations shall seek, through the President, guidance from the Senior Appointments and

Compensation Committee on establishment of and changes to their senior executive compensation policies and practices prior to approval by the corporation's board.

- f. The Senior Appointments and Compensation Committee shall make an annual report on its activities to the Business Board.
- g. Except as provided in sections (a) through (d) above, the compensation of all other appointees shall be determined by the President or any other appropriate administrative official of the University designated by the President, within policies on remuneration established from time to time by the Governing Council.

The revised Policy was approved by Governing Council on May 30, 2007, replacing the Policy approved on February 9, 2006.