

A BRIEF HISTORY AND DESCRIPTION OF THE GOVERNING COUNCIL OF THE UNIVERSITY OF TORONTO

The governing structure at the University of Toronto is unique among Canadian universities.

On July 1st, 1972, by Provincial Statute, the form of governance at Toronto changed from a bicameral system of Senate and Board of Governors to a unicameral system of a Governing Council. Continued in the Governing Council were the powers and duties of the former Senate and Board of Governors.

The Governing Council is composed of 50 members representing all estates of the University community:

The Chancellor and President are *ex officio*

2 - Presidential Appointees (senior officers)

16 - Appointees of the Lieutenant Governor In Council

8 - Alumni

12 - Teaching Staff

2 - Administrative Staff

8 - Students - 2 graduate
 4 full-time undergraduate
 2 part-time undergraduate

The *University of Toronto Act* also established a fourteen member Executive Committee composed in roughly the same proportions as the Governing Council.

As the Governing Council has developed, significant events have contributed to its structure. In summary, these are:

- 1) the review of the *University of Toronto Act* conducted in 1973-74, as required under the *University of Toronto Act, 1971*,
- 2) the Dunphy Study in 1975-76 established after a submission from the University of Toronto Faculty Association,
- 3) the Review of the Unicameral Experiment conducted by Dr. J. B. Macdonald in 1977, and
- 4) the 1987-88 governance review.
- 5) the Task Force on Governance, initiated in 2007 in the context of the President's major planning process: *Towards 2030: Planning for a Third Century of Excellence at the University of Toronto*. The Report of the Task Force on Governance was approved in principle by the Governing Council in October 2010.

1. 1973-74 Review

The *University of Toronto Act, 1971*, required the Governing Council to review the *Act* within two years after it came into force. The review resulted primarily in "housekeeping" revisions, although one major recommendation was made by the Review Committee concerning size and composition of the Governing Council and the Executive Committee. After extensive debate, the Governing Council on October 24th, 1974, approved for inclusion in its Report to the Government of Ontario on the *University of Toronto Act, 1971*, a revised composition for the Governing Council that would add 2 alumni, 1 teaching staff member, 1 administrative staff member and 3 student members. It was also approved that the current composition of the Executive Committee should be continued.

For various reasons, the recommendations resulting from the 1973-74 Review of the *Act* were not acted upon by the Provincial Legislature. Some of the recommendations were included in the subsequent review in 1978, and others, such as the recommendation on composition, were superseded by the same review.

2. Dunphy Study

In November 1975, the Executive Committee received a submission from the University of Toronto Faculty Association that the change to a unicameral governing structure had resulted in a significant increase in the size, complexity and power of the central administration and a decline in the power of the divisional bureaucracies headed by deans and principals. It was also charged that the composition of the Governing Council and its committees had seriously diminished the faculty's role in determining academic policy and general matters of long-term planning and resource allocations. The brief requested that Governing Council draw from the academic staff of the University a simple majority of the Planning and Resources Committee and no less than two-thirds of the Academic Affairs Committee.

Although not intended as a response nor a solution for UTFA's concerns, the Governing Council did provide for broader input from the academic divisions by amending the Guidelines for Appointments to Committees and Subcommittees.

The Executive Committee established a working group, composed of a representative group of teaching staff chosen by the Chair of the Academic Affairs Committee, who also chaired the group, to determine the nature of participation by the teaching staff in the governance of the University under the former system as compared with the present system.

The Working Group observed that there emerged time and time again during its deliberations evidence of a dichotomy between the facts and what was perceived to be the facts. Upon consideration of the Working Group's Report, the Governing Council approved several resolutions designed to increase input to the various committees from the academic divisions and keep the University community better informed of decisions taken.

3. 1977 Review

In the latter part of 1976, the Governing Council decided upon and developed terms of reference for an external review of the unicameral experiment to be undertaken at the completion of the Governing Council's fifth year of operation, i.e. June 30th, 1977, and on April 21st, 1977, Dr. J. B. Macdonald was appointed the Review Officer.

3. 1977 Review (cont'd)

At the end of 1977, Dr. Macdonald submitted his report which was then reviewed and debated extensively within the University community and the Governing Council system.

The Executive Committee developed its recommendations on central issues for the Governing Council by evaluating the effectiveness of the solutions proposed in the Report rather than reiterating the review process.

As a result, on May 18th, 1978, the Governing Council approved several principles concerning the function and operation of the Governing Council and its committees. The most important principle was:

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

Governing Council also approved:

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

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

One of the major concerns dealt with in the Review Report had been problems resulting from Council and its committees trying to initiate and develop policy. The Report had also highlighted the problems resulting from confusion over the lack of delineation of matters of policy and management and the responsibilities of the administration and Council in these areas. It was hoped that by following these recommendations, Council would avoid some of these difficulties.

Acceptance of the principles implied that management would be delegated, provided, however, that delegation was accompanied by accountability and acceptable organizational structures at the level to which authority was delegated. The Governing Council would retain the authority to take any action it deemed appropriate should circumstances warrant it.

The Review Report recommended that the Academic Affairs Committee and the Planning and Resources Committee be combined. This recommendation was not accepted by Council. However, the following recommendations were approved:

That the membership of the Academic Affairs Committee be increased substantially to permit an expansion of expert viewpoint on academic issues.

That the External Affairs Committee and the Internal Affairs Committee be merged to become the Committee on Campus and Community Affairs.

In 1980 at a meeting of the Chairs of the committees the mode of functioning of Council and its committees in the "post-Macdonald era" was evaluated.

3. 1977 Review (cont'd)

Confusion about the referring back option in response to administrative recommendations was clarified. It was noted that referral back was an appropriate option to be exercised if a committee was uncertain about its options, if a proposal had insufficient documentation, if a proposal required rewording, if a committee required more information before making a decision, if a committee disagreed in principle with a recommendation, or if debate on a proposal suggested it would be appropriate for further consideration by the administration.

In order to give members an opportunity to become fully familiar with a proposal, it was noted that preliminary discussion without an immediate requirement for a decision was a useful way to effect this result.

No specific recommendations were made by the meeting but it was felt that closer observation of existing procedures, particularly adherence to committees' terms of reference and to roles of "advisory" and "primary" responsibility for particular matters, would alleviate some of the confusion and frustration encountered.

4. 1987-88 Governance Review

In January 1987 the Governing Council commissioned Professor Edward J. Stansbury of McGill University to survey opinion in the University community about the governing structure and its effectiveness. Professor Stansbury found that there was dissatisfaction with the structure, particularly with respect to the involvement of teaching staff, the role of principals and deans and the heavy burden the system placed on the central administration by requiring its "sponsorship" of all items coming before Council. His report presented four options:

- a) do nothing
- b) make procedural and administrative changes
- c) make structural changes not requiring amendment of the *Act*
- d) request a complete revision of the *Act*.

To assist him in reviewing Professor Stansbury's report, the Chairman of Council, St. Clair Balfour, established an Advisory Committee. In June 1987 the Advisory Committee issued a discussion paper calling for comments from the community. The Advisory Committee held a series of informal meetings with various campus groups. At Council's regular meeting in June and at two special meetings, in September and October 1987, members debated the Advisory Committee's draft proposals. At the September meeting representatives of the community were invited to make presentations to Council.

Following the special meetings the Executive Committee agreed on an outline of a proposal for reform that would consist of structural changes not requiring amendment to the *Act*. A draft set of "proposals for approval in principle" was produced and, again, the input of the community was sought. At its meeting of December 3rd, 1987 Council approved unanimously the "proposals for approval in principle".

4. 1987-88 Governance Review (cont'd)

The principles thus approved included:

- a) The merging of the Academic Affairs Committee and the Planning and Resources Committee to form an Academic Board, the majority of whose members would not be members of the Governing Council. Its membership would include the heads of all academic divisions, *ex officio*, representation from all of the estates on Governing Council, and a significant majority of teaching staff.
- b) The delegation of authority to the Executive Committee to confirm decisions of the Academic Board. Because the Board would not include in its membership a majority of Council members, it could not, under the *Act*, have delegated to it decision-making authority except in the case of purely academic matters.
- c) Delegation of authority to the Business Affairs Committee to act on behalf of Governing Council in the areas of personnel policy, negotiations with staff groups, fiscal policy and audit.
- d) Amendments to Council's accept-reject-refer back rules to allow greater input into policy development. It was recognized that the adoption of these rules in 1978 had resulted in an inordinate burden on the central administration to take a position on every issue coming before Council or one of its committees.
- e) Amendments to the conflict of interest by-law.

In order to flesh out the statement of principles to develop a fully-formed governing system, the Chairman again established an Advisory Committee, slightly larger than the first. The Committee issued a draft report to the community for comment in March of 1988. Its final report, approved by Council in May 1988 (the Balfour Report)¹, described a structure the key elements of which are the three boards:

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

Each of the Boards has smaller committees to deal with particular aspects of its terms of reference. As well, ad hoc special committees may be established as the need arises.

¹ <http://www.governingcouncil.utoronto.ca/Assets/Governing+Council+Digital+Assets/Policies/PDF/ppmay101988.pdf>

4. 1987-88 Governance Review (cont'd)

Each board and committee operates under its terms of reference and authority for approvals which authorize it to make certain policy decisions which are then reported to the Governing Council or the board to which it reports as the case may be. Most major policy decisions require the approval of the Governing Council. With the exception of purely academic matters, decisions of the Academic Board are forwarded either to the Executive Committee for confirmation or to Council for approval.

The following chart outlines in simplified form the normal procedure for development of a major policy recommendation for approval by the Governing Council.

Structure	Function
Governing Council	<ul style="list-style-type: none">• final approval of major policy recommendations.
Executive Committee	<ul style="list-style-type: none">• determination of GC agendas and review of committee recommendations to ensure completeness of investigation and consideration (substantive issues not re-debated).
Boards (Academic, Business, University Affairs)	<ul style="list-style-type: none">• discussion and formulation of recommendations for approval by GC.
Committees	<ul style="list-style-type: none">• detailed review of proposals and alternatives; formulation of recommendations for consideration by GC.
Administrative Officers	<ul style="list-style-type: none">• initial investigation and development of proposals and alternatives.

5. Task Force on Governance, 2007-2012

In June, 2007, President Naylor initiated a major planning process with the publication of a discussion paper – *Towards 2030: Planning for a Third Century of Excellence at the University of Toronto* – which was distributed broadly throughout the University community. Following a highly consultative process and period of dialogue, five task forces were struck to address key strategic areas. The Task Force on Governance was established by the Governing Council in October 2007, and was chaired by Dr. Rose Patten, the immediate past Chair of the Council. Consistent with the representative nature of the other *Towards 2030* task forces, it comprised both current and former governors from all of the University's estates: teaching staff, administrative staff, students, alumni and government appointees.

5. Task Force on Governance, 2007-2012 (cont'd)

The Phase 1 Report of the Task Force was accepted by the Governing Council at its meeting on October 23, 2008.²

The Report identified six broad themes that required in-depth analysis and consideration:

- Oversight and Accountability - Quality of the Governing Council's Meeting Agendas;
- Overlap/Duplication, Deficiencies, Ambiguities – Board and Committee Mandates;
- Delegated Authority for Academic Divisions – Lack of Clarity, Inconsistency;
- Delegated Authority in the Tri-campus Context – Levels of Oversight and Accountability, Redundancy;
- Quality of Governors – Experience Mix and Representation; and
- Roles of and Appropriate Interfaces between Governors and the Administration.

On October 23, 2008, the Governing Council approved Terms of Reference of Phase 2 of the Task Force on Governance. In this phase, the Task Force carefully examined the themes, considered options for improvement, and developed thirty-two recommendations that would build on existing strengths, and enhance governance.

Two years later, on October 28, 2010, the Governing Council approved in principle the *Report of the Task Force*, and approved the thirty-two recommendations outlined in the *Report*. The Governing Council also established an Implementation Committee. The mandate of the Implementation Committee was to oversee and coordinate implementation of the Task Force's recommendations, ensuring appropriate participation among relevant bodies of governance, administrative offices and the Secretariat.

Among the recommendations that were adopted and applied immediately were *Principles of Good Governance*, the *Mandate of Governance*, and the *Expectations and Attributes of Governors and Key Principles of Ethical Conduct*. These recommendations provide the rationale and theoretical basis for the operational recommendations of the *Report*. Also adopted and applied immediately were recommendations concerning enhanced conduct of meetings and the strengthening of oversight and accountability.

The Task Force recommended that, as a guiding principle, transactional matters be delegated to either the lowest appropriate level within governance, or where appropriate, to the administration with reporting back of decisions to a suitable level of governance. As expected, this principle was key to the Implementation Committee's work on proposed revisions to Board and Committee Terms of Reference. Recommendations 15 to 21 specifically provided for the re-distribution or re-assignment of selected responsibilities among Boards and Committees; and for clarifying and reducing overlap between/among various Boards' and Committees' responsibilities. Recommendation 30 called for a reduction or elimination of routine or transactional items to enhance efficiency through consent agendas.

²

<http://www.governingcouncil.utoronto.ca/Assets/Governing+Council+Digital+Assets/Task+Force+on+Governance/2008-2009+Documentation/Task+Force+on+Governance+Phase+1+Report.pdf>

In May 2011, the Governing Council approved the re-alignment of responsibilities among the Committee on Academic Policy and Programs, the Planning and Budget Committee, the Academic Board and the divisional councils with respect to academic program review and approval. These revisions were derived from two parallel processes: – (1) the University’s Quality Assurance Process arising from the Council of Ontario Universities, and (2) the recommendations of the Task Force Report intended to vest academic decision-making and oversight with the institution’s expert academic bodies.

On October 27, 2011, the Governing Council approved, in principle, the revised Terms of Reference for the Governing Council Boards and Committees.

Recommendation 20 of the Task Force on Governance specifically provided for the establishment of campus affairs committees for each of the three campuses. They were to focus on campus, staff and student life matters specific to those campuses. In the summer of 2011, the Implementation Committee established a Working Group to focus on the Implementation of Recommendation 20. Following a series of extensive consultations at all three campuses, the Working Group proposed a structure that included a Campus Council (CC) and three standing committees – an Academic Affairs Committee (AAC), a Campus Affairs Committee (CAC) and an Executive Committee. On behalf of the Governing Council, the Campus Councils at University of Toronto Mississauga (UTM) and University of Toronto Scarborough (UTSC) would exercise governance oversight of campus-specific matters assigned to them by Governing Council.

On June 25, 2012, the Governing Council approved in principle the Terms of Reference for the UTM and UTSC Campus Councils and their Standing Committees to be effective July 1, 2013.

6. Amendment to the University of Toronto Act, June 2015

On June 4, 2015, an amendment to the *University of Toronto Act, 1971*, in Schedule 45 came into force, upon Bill 91 receiving Royal Assent. The amendment repealed subsection 2(4) of the *Act*, which provided no person could serve as a member of the university’s Governing Council (administrative staff, alumni, teaching staff, students and Lieutenant-Governor-in-Council appointees) unless the person was a Canadian citizen. This action addressed the longstanding wish of the Governing Council to reflect the diversity of the University of Toronto’s communities.

The provisions of the *Act* related to the requirement that the Chancellor and the President be Canadian citizens remained unchanged.

Governing Council Secretariat
July 1980
REVISED July 1986
REVISED July 1988
REVISED September 1994
REVISED November 2000
REVISED September 2011
REVISED September 2015