



TO: Governing Council
SPONSOR: John F. (Jack) Petch, Chair
DATE: October 8 for October 28, 2010
AGENDA ITEM: TBA

ITEM IDENTIFICATION: *Report of the Task Force on Governance and Chair's Response to the Report*

HIGHLIGHTS: See attached.

RECOMMENDATION:

(Please see the attached "List of Recommendations" as a guide to the numbered Task Force recommendations identified in the resolution below.)

Be it Resolved:

- (a) THAT the *Report of the Task Force on Governance*, dated June 22, 2010, be approved in principle.
- (b) THAT the following recommendations identified for immediate implementation in the *Report* be approved, effective immediately:
 - Recommendations 1 to 7,
 - Recommendation 9,
 - Recommendations 11 to 15, and
 - Recommendations 22 to 30.
- (c) THAT the establishment of an Implementation Committee be approved to oversee and coordinate implementation of the following recommendations identified for future implementation in the *Report*:
 - Recommendation 8,
 - Recommendation 10,
 - Recommendations 16 to 21, and
 - Recommendations 31 and 32.

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(d) THAT the following mandate of the Implementation Committee be approved:

The Implementation Committee is to oversee and coordinate implementation of the Task Force's recommendations, ensuring appropriate participation among the relevant bodies of governance, administrative offices and the Secretariat. Its first task, in consultation with the Executive Committee and relevant offices, is to prepare an implementation plan. The plan will outline anticipated timing for those matters which can proceed in due course without further action by the Governing Council and will also identify those matters for which additional detailed proposals will be developed for the Governing Council's consideration. As part of the plan, it is expected that the Committee Chair will provide periodic updates to the Executive Committee.

(e) THAT the membership of the Implementation Committee, as outlined in Appendix A of the attached *Chair's Response*, be approved.

Note that Appendix A is confidential to members of the Governing Council and will be considered *in camera*, pursuant to Section 38 of By-law Number 2.

Report of the Task Force on Governance (June 22, 2010) List of Recommendations

Recommendations Identified for Immediate Implementation

Setting the Tone through Adopting Foundations of Good Governance

Recommendation 1 – Adopt and Apply Principles of Good Governance

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

Recommendation 2 – Adopt and Apply the Mandate of Governance

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

Recommendation 3 – Enhance the Conduct of Meetings

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

Ensuring Quality of Governors

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

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

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

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

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

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

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

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

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

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

Recommendation 9 – Improve Election / Appointment Communication:

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

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

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

THAT the Secretariat introduce an enhancement to the annual Chair and Vice-Chair election processes in which brief biographical information on all eligible members is provided to governors. Such information should include individuals’ major governance and other responsibilities in the University, as well as relevant experience and activities external to the University.

Recommendation 11 – Introduce Targeted Orientation Sessions

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

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

Recommendation 12 – Establish Formal Mentoring Opportunities

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

Recommendation 13 – Introduce Additional Educational Opportunities

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

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

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

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

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

Strengthening Oversight and Accountability

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

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

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

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

Recommendation 23 – Maintain and Enhance Senior Assessors’ Reports

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

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

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

Recommendation 25 – Maintain Formal and Informal Advisory Roles

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

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

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

Recommendation 27 – Increase Use of Existing On-Line Tools

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

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

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

Recommendation 29 – Adopt More Concise and Focused Cover Documentation

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

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

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

Recommendations Identified for Future Implementation

Ensuring Quality of Governors

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

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

THAT the membership of the nominating committees comprise:

Lieutenant Governor-in-Council

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

Alumni

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

THAT the mandate of both nominating committees include:

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

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

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

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

THAT the Governing Council undertake a revision to the composition of the College of Electors aligning the College’s membership more closely with both the University’s traditional alumni associations and current alumni groupings. The Governing

Council Secretariat would be responsible for examining options and developing a proposal for the changed composition, in consultation with the Chair, the Chair and Executive Committee of the College and members of the University's Department of Alumni Relations.

Recommendation 10 – Enhance Election Operations

THAT the Elections Committee:

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

Strengthening Oversight and Accountability

Recommendation 16 – Introduce Approval of Academic Plans

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

Recommendation 17 – Streamline Consideration of Capital Planning and Capital Projects

THAT the administration undertake a review of the Policy on Capital Planning and Capital Projects (2001) with a view to refining the review and approval process related to capital planning and capital projects, introducing the review and approval of capital plans and related budgetary envelopes, and refining the review and approval of significant projects exceeding a particular threshold. In conjunction with this review, the relevant Chairs and the Secretariat will review and make recommendations on revisions to the terms of reference of the Planning and Budget Committee and the Academic, Business and University Affairs Boards to clarify their respective roles.

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

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

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

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

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

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

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

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

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

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

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

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

Recommendation 32 – Enable On-Line Decision / Voting Processes

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