



## University of Toronto Governing Council

### Terms of Reference University of Toronto Art Centre Board

June 21, 2007

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## Terms of Reference University of Toronto Art Centre Board

### Purpose

The purpose of the University of Toronto Art Centre is to assist the University in fulfilling its academic mission of becoming an internationally significant research university with undergraduate, graduate and professional programs of excellent quality.

### Composition of Board

The University of Toronto Art Centre Board shall be composed of no fewer than 12 and no more than 18 appointed members, to be appointed by the President, on the recommendation of a nominating committee made up of the Chair of the Board, the Vice-President and Provost, and the Principal of University College.

In addition, the Provost, or a Deputy Provost or Vice-Provost designated by him or her from time to time, and the Principal or his or her nominee shall be *ex officio* voting members of the Board.

### Terms of Office and Vacancies

The term of office of the Chair and appointed members shall normally be three years, renewable for one additional term or, if appropriate, for one or two years. The appointed members shall be appointed and shall retire in rotation and one-third of the appointed members shall retire from office in each year, but shall be eligible for re-appointment. Consecutive terms of service shall not normally exceed six years.

The nominating committee, made up of the Vice-President and Provost or his or her designate, the Principal of University College or his or her nominee, and the Chair of the Board shall, not later than the 30th day of June in each year, (i) review the membership of the Board in light of any vacancies and the retirements in that year; and (ii) make recommendations to the President as to the appointments and/or re-appointments of members.

### Chair

There shall be a Chair of the Board, who shall be a voting member thereof, to be appointed by the President on the advice of the Provost and the Principal.

### Officers

The Board shall appoint a Secretary and may appoint a Vice-Chair and such other officers as it may deem necessary, any of whom may but need not be members of the Board, except that the Vice-Chair shall be a member thereof.

### Assessors

The Director of the Centre, the University Art Curator, the Curator of the Malcove Collection and such other curators or staff as may serve the Centre from time to time shall be assessors to the Board.

### Director

The Director of the Centre shall be appointed by the Vice-President and Provost based on the advice of a search committee which is established by the Provost, and which includes the Principal and the Chair of the Board, or their designates. The Principal, with input from the Board as appropriate, shall undertake normal supervisory administrative responsibilities with respect to the Director, including performance

reviews, salary determination, expense report authorizations and the implementation of applicable University policies and procedures. The Director shall be responsible for the strategic planning, programming, financial management and staffing of the Centre. The Director shall not be a member of the Board.

The Director shall supervise the work of (i) the University Art Curator; (ii) the Curator of the Malcove Collection with relation to that Collection and the Centre; and (iii) the other curators and staff of the Centre. Subject to the prior approval of the Principal, and in accordance with applicable University policies and procedures, the Director may engage, determine the duties of and dismiss members of the administrative staff of the Centre.

## Honorary Appointments

The Board may from time to time appoint deserving individuals to be Honorary Trustees or Honorary Patrons of the Centre.

## Remuneration and Expenses

The Board members shall serve without remuneration for the performance of their duties as such but may be reimbursed for expenses reasonably and actually incurred in the course of the execution of their duties.

## Responsibilities of the Board

The Board shall advise the President through the Provost and the Principal on matters concerning the oversight of (i) the University's works of art, and (ii) the operations of the Centre in all its aspects. In particular, the Board, or a committee of the Board having delegated authority to act on its behalf, shall:

- (a) on a regular basis review and provide advice on the mission statement of and strategic direction and priorities for the Centre;
- (b) monitor the performance of the management of the Centre in relation to the strategic direction and approved policies and plans;
- (c) advise on the administration of the Centre;
- (d) engage in public relations, marketing and external relations on behalf of the Centre;
- (e) assist in the raising of funds for the Centre in accordance with the University's applicable policies and procedures, as amended from time to time;
- (f) advise on capital and operating budgets for the Centre;
- (g) review the annual financial statements of the Centre and monitor its financial operations and condition;
- (h) make recommendations to the President, through the Vice-President and Provost, on matters which require action by the President or the approval of the Governing Council or a board or committee thereof, including recommendations for the adoption of policies or changes in existing University policies affecting its works of art or the Centre, having long-term or University-wide implications;
- (i) advise on policies to be set by the Governing Council and its boards and committees with respect to (i) the University's works of art, and (ii) the Centre and its operations.

Notwithstanding the foregoing, the Board shall not have responsibility for any aspect of the works of art of or in the collections and galleries of other University divisions, including Hart House.

## Procedures, Quorum and Committees

The Board shall meet at the call of the Chair, normally on a quarterly basis. A quorum of the Board shall be a majority of its members in office. The Board may establish committees to study, recommend upon or discharge specific functions and to review the implementation of policies on behalf of the Board. The Board may determine the rules and procedures to regulate the exercise of its powers and the discharge of its duties and the calling and conduct of its meetings and those of committees appointed by it, including the quorum of any such committee. The Board may appoint to any committee persons who are not members of the Board, provided that the Chair and a majority of the members of each committee shall be members of the Board and that the quorum for the transaction of business at a meeting of any committee shall include a member of the Board.

In preparation for meetings of the Board, the Chair of the Board, the Principal of University College, and the Director of the University of Toronto Art Centre shall normally meet on a quarterly basis to review, gather information about, and ensure coordination with the academic activities of the Centre.

## Reporting

The Board shall report to the President through the Provost and the Principal.

## Fiscal Year

The fiscal year of the Board shall end on the 30th day of April in each year.

## Repeal

The Terms of Reference of the University of Toronto Art Centre Board dated February 8, 2001, are hereby repealed and superceded.