

UNIVERSITY OF TORONTO

THE GOVERNING COUNCIL

JUNE 23, 2011

MINUTES OF THE MEETING OF THE GOVERNING COUNCIL held on June 23, 2011 at 4:00 p.m. in the Council Chamber, Simcoe Hall, University of Toronto.

Present:

Mr. John F. (Jack) Petch (In the Chair)

Mr. Richard Nunn (Vice-Chair)

The Honourable David R. Peterson, Chancellor

Professor C. David Naylor, President

Professor Varouj Aivazian

Ms Diana A.R. Alli

Professor Robert L. Baker

Mr. P. C. Choo

Mr. William Crothers

Professor William Gough

Ms Joeita Gupta

Dr. Gerald Halbert

Professor Ellen Hodnett

Ms Shirley Hoy

Mr. Kent Kuran

Mr. Nykolaj Kuryluk

Professor Louise Lemieux-Charles

Professor Christina E. Kramer

Mr. Joseph Mapa

Professor Emeritus Michael Marrus

Ms Natalie Melton

Professor Cheryl Misak

Mr. Gary P. Mooney

Mr. James Yong Kyun Park

Mr. Jeff Peters

Mr. Tim Reid

Professor Arthur S. Ripstein

Professor Andrea Sass-Kortsak

Mr. Howard Shearer

Professor Elizabeth M. Smyth

Miss Maureen J. Somerville

Mr. Olivier Sorin

Professor Janice Gross Stein

Mr. W. John Switzer

Professor Franco J. Vaccarino

Dr. Sarita Verma

Ms B. Elizabeth Vosburgh

Mr. Greg West

Mr. W. David Wilson

Secretariat:

Mr. Louis R. Charpentier

Mr. Anwar Kazimi

Mr. Henry Mulhall

Regrets:

Mr. Brent S. Belzberg

Professor Philip H. Byer

Ms Judy Goldring

Mr. Steve (Suresh) Gupta

Ms Florence Minz

Mr. George E. Myhal

Ms Melinda Rogers

Ms Priatharsini Sivananthajothy

Mr. W. Keith Thomas

Ms Rita Tsang

In Attendance:

Dr. Alice Dong, former Vice-Chair, Governing Council
Mr. Don Andrew, member-elect of the Governing Council
Mr. Kenneth Davy, member-elect of the Governing Council
Mr. Aly Madhavji, member-elect of the Governing Council
Mr. Chirag Variawa, member-elect of the Governing Council
Professor Angela Hildyard, Vice-President, Human Resources and Equity
Ms Cathy Riggall, Vice-President, Business Affairs
Professor Hargurdeep (Deep) Saini, Vice-President and Principal, University of Toronto
Mississauga (UTM)
Ms Gillian Morrison, Assistant Vice-President, Divisional Relations and Campaigns
Professor Edith Hillan, Vice-Provost, Faculty and Academic Life
Professor Scott Mabury, Vice-Provost, Academic Operations
Professor Jill Matus, Vice-Provost, Students
Professor Cheryl Regehr, Vice-Provost, Academic Programs
Ms Sheila Brown, Chief Financial Officer
Mr. Chad Camacho, President, Woodsworth College Students' Association (WCSA)
Mr. David Cheung, President, University of Toronto's Engineering Society (ENGSoc)
Mr. Jim Delaney, Director, Office of the Vice-Provost, Students
Ms Sheree Drummond, Assistant Provost
Mr. Kyle Farren, President, St. Michael's College Student Union (SMCSU)
Ms Sally Garner, Executive Director, Planning and Budget
Ms Nora Gillespie, Legal Counsel, Office of the Vice-President and Provost, Office of the Vice-
President Human Resources and Equity
Dr. Anthony Gray, Special Advisor to the President
Mr. Christopher Lang, Director, Appeals, Discipline and Faculty Grievances
Ms Bryn Macpherson, Executive Director, Office of the President
Professor Don McLean, Dean, Faculty of Music
Mr. Steve Moate, Senior Legal Counsel, Office of the President
Mr. Pierre Piche, Controller and Director of Financial Services
Mr. Kevin Sousa, President, Physical and Health Education Undergraduate Association (PHEUA)
Ms Laurie Stephens, Director of Media Relations and Stakeholder Communications

1. Chair's Remarks

Welcome

The Chair welcomed the members and guests to the final meeting of the Council for the 2010-11 governance year.

2. Minutes of the Previous Meetings

The Chair invited the Secretary to comment. The Secretary informed the Council that a member had sent a request to consider changes to the minutes of the April 7, 2011 and May 19, 2011. The Chair and Secretary had consulted and agreed that revisions be made to item 5(b) (Tuition Fee Schedule for Publicly Funded Programs, 2011-12) of the April 7, 2011 meeting. Revisions had also been made to item 3 (Business Arising from the Minutes of the Previous Meeting) of the minutes of the May 19, 2011. The Secretary suggested that no further revisions be made to the minutes. He added that the minutes were a summary of the discussion and were not intended to provide a verbatim transcript of the meetings. The minutes of the April 7, 2011 and May 19, 2011, meetings were seconded and approved.

3. Business Arising from the Minutes of the Previous Meeting

There was no business arising from the minutes of the previous meeting.

4. Report of the President

(a) Student Presentation

The President began his report by introducing members to four divisional student leaders – Mr. Kevin Sousa, President, Physical and Health Education Undergraduate Association (PHEUA); Mr. Kyle Farren, President, St. Michael's College Student Union (SMCSU); Mr. Chad Camacho, President, Woodsworth College Students' Association (WCSA); and Mr. David Cheung, President, University of Toronto's Engineering Society (ENGSoC).

The PowerPoint presentation made by the student leaders is appended to this report. The presenters highlighted the work of their student unions and emphasized that they were democratically elected by their respective student bodies to whom they reported. The purpose of the student unions was to strengthen the holistic university experience for their students in cooperation with other student groups and unions across the St. George campus. Presidents described initiatives their unions had hosted to enhance the student experience in their constituencies; they included musicals, charity and social events, to select a few from a huge range of activities. The leaders addressed the unique nature of their organizations and provided a few ideas to integrate the roles of the student unions and the administration in the future to continue to improve the overall student experience.

The President thanked the presenters on behalf of the Governing Council.

4. Report of the President (cont'd)

(b) Awards and Honours

The President drew the attention of the members to the Awards and Honours list and highlighted:

- Professor Richard Bond (Canadian Institute for Theoretical Astrophysics) and Professor Richard Lee (Anthropology) had been named as foreign fellows of the U.S. National Academy of Sciences.
- Alumni governor, Mr. Keith Thomas, was the President and CEO of Vive Nano. Vive Nano had been awarded an American Chemistry Council's Responsible Care Performance Award for safety and product stewardship.
- Ms Alexandra Lysova, a PhD candidate in Criminology, had won a prestigious Pierre Elliott Trudeau Foundation Scholarship.
- The 2011 President's Teaching Award winners were Mr. Paul Gries (Computer Science); Professor Mark Kingwell (Philosophy); Professor June Larkin (Women and Gender Studies Institute); Professor Michael Lettieri (Language Studies, UTM); and Professor Susan Lieff (Psychiatry). The President said that these recipients would be joining the Teaching Academy.

(c) Governance

The President provided a perspective from the administration on governance at the University in a year that had witnessed political turbulence or economic uncertainty in the Middle East, North Africa, Europe, and the United States. We had witnessed political uncertainty, albeit on a different scale, in our country and the University had faced unprecedented fiscal constraints. Notwithstanding these challenges, the University had emerged in a strong position due to the efforts of all members of its community.

Commenting on the recommendations the *Task Force on Governance* and the ongoing work of its Implementation Committee, the President offered perspectives from the administration that might be useful to governors as changes were being considered. The Academic Board was a touchstone for faculty and students since in our own unique unicameral system at the University the Academic Board fulfilled responsibilities normally delegated to a Senate-type governance body at other institutions. The role of the Academic Board must be carefully sustained.

The President added that very often debates at the meetings of each of the Boards had been robust and of a high calibre. In his view, the concern over recommendations that allowed for reducing the number of items scrutinized by the Governing Council as a whole was unwarranted. Matters brought forward for governance approval were often reviewed by two, and in some cases, all three Boards of the Council. The removal of governance repetition would allow for the optimal use of the governors' time and afford the University greater opportunity to benefit from its governors' ideas and good judgement. The President noted that the structure and function of the Governing Council was more akin to that of a legislative assembly or city council than that of a corporate board. Stakeholders needed to be heard and the Boards and Committees afforded excellent opportunities for that to occur. It was therefore especially frustrating that some stakeholders who had attended Council meetings to object to an item had neither attended the relevant Board or Committee discussions about the item nor sent submissions about it. That frustration had been compounded when Council meetings had become venues for displays of outrage – rather than rational, constructive, and informed debate. In addition, the time gained from the removal of governance repetition would allow the administration to hold more off-line consultations with governors and other stakeholders to refine items before they were brought through the formal governance process. As an

4. Report of the President (cont'd)

example of the inefficiency of the current arrangements, the President noted that an abundance of transactional work had prevented the Council from discussing the critical Performance Indicators report at a regular Council meeting. Instead, discussion of the report had to be moved to an off-line session. The President said that the University was well served by its governance process and that this process could only be enhanced by improving the transparency of delegation and reducing instances of repetition. The President added that the Governing Council retained ultimate responsibility for all items of governance and the rights to review items as required.

(d) Convocation

The President thanked the Chancellor, governors, faculty, students and staff members who had participated in the convocation ceremonies. A member expressed his gratitude on behalf of the Council to Ms Silvia Rosatone, Director, Mr. Terry Johnston, Assistant Director, and the entire team of the Office of Convocation for overseeing a smooth convocation season again this year as they had over the past several years. The member encouraged governors to review the May 25, 2011, edition of *The Bulletin* where the detailed work of several individuals involved in Convocation had been featured.

In response to the President's Report, a member asserted that, in the member's opinion, the University had adopted a narrow definition of good governance in the *Report of the Task Force on Governance*. The member argued that the avoidance of governance repetition would reduce the opportunity for stakeholders to engage in the governance process, and added that off-line consultations would exclude the public.

5. Items for Governing Council Approval

(a) Faculty of Arts and Science: Proposal to Change the Status of the Munk School of Global Affairs from an Extra-Departmental Unit B (EDU: B) to an Extra-Departmental Unit A (EDU: A)

(Arising from Report Number 174 of the Academic Board [June 1, 2011])

Professor Hodnett outlined the rationale for this proposed change of status of the Munk School of Global Affairs, and summarized the discussion that had occurred at the Academic Board meeting¹.

A member commented on the donor. This was ruled out of order by the Chair. A motion to challenge the Chair was seconded and defeated.

On motion duly moved, seconded, and carried,

It was Resolved

THAT the status of the Munk School of Global Affairs be changed from an Extra-Departmental Unit B (EDU: B) to an Extra-Departmental Unit A (EDU: A) effective July 1, 2011.

Documentation is attached to Report Number 174 of the Academic Board as [Appendix "A"](#).

¹ See: Report Number 174 of the Academic Board (June 1, 2011), page 9 at: <http://www.governingcouncil.utoronto.ca/AssetFactory.aspx?did=8065>.

5. Items for Governing Council Approval (cont'd)**(b) Capital Project: Project Planning Report for the Fuel Train on the St. George Campus**

(Arising from Report Number 174 of the Academic Board [June 1, 2011]; Arising from Report Number 190 of the Business Board [June 16, 2011])

Professor Hodnett outlined the nature, scope, and cost of the proposed capital project, as it had been presented to the Academic Board². Mr. Wilson said that the Business Board had also been informed that the project would bring the St. George campus central steam plant up to current Code requirements and do so without interruption of service. The Board had been assured that the physical plant, while old, was reliable and cost effective and fully met appropriate criteria for environmental sustainability.

A member commented that the governance process for the proposal was an illustration of repetition of a routine transactional matter. The member said that with the implementation of the recommendations of the *Task Force on Governance* fewer of such matters would be brought forward for the Council's consideration in the future

On motion duly moved, seconded, and carried,

It was Resolved

THAT the project to replace the fuel train and boiler controls at the Central Steam Plant on the St. George campus be approved, at a total cost not to exceed \$6.138 million, phased over three years with funding from the Utilities Infrastructure Renewal Fund.

Documentation is attached to Report Number 174 of the Academic Board as [Appendix "B"](#).

(c) Academic Board Terms of Reference Revisions: Connaught Committee

(Arising from Report Number 174 of the Academic Board [June 1, 2011] – Item 9)

Professor Hodnett explained that the proposed revisions had arisen from a recommendation of the Implementation Committee for the *Report of the Task Force on Governance* that responsibility for the Connaught Committee be delegated to the Vice-President, Research. The Academic Board had raised no questions regarding the matter,³ and similarly, there was no discussion by members of the Committee.

On motion duly moved, seconded, and carried,

It was Resolved

THAT responsibility for the Connaught Committee and its role with respect to the Connaught Fund be assigned to the Vice-President, Research;

THAT Section 3.3 of the Terms of Reference of the Academic Board dealing with the Connaught Committee be deleted, effective immediately; and

² See: *Ibid.*, pages 3-4.

³ See: *Ibid.*, pages 8-9.

5. Items for Governing Council Approval (cont'd)

(c) Academic Board Terms of Reference Revisions: Connaught Committee (cont'd)

THAT Section 4.9 of the Terms of Reference of the Committee on Academic Policy and Programs be revised, removing reference to “Connaught Committee activities”, effective immediately.

Documentation is attached to Report Number 174 of the Academic Board as [Appendix “E”](#).

(d) College of Electors: Constitution – Revisions

(Arising from Report Number 164 of the University Affairs Board [May 31, 2011])

Ms Vosburgh informed members that the University Affairs Board considered major amendments to the Constitution of the College of Electors and recommended them to the Governing Council for approval. Mr. Nunn, as Chair of the Task Force on Governance – Implementation Committee, had summarized for the Board the extensive background that had led to the proposal. A recommendation of the *Task Force on Governance* required the establishment of Nominating Committees for government appointees and alumni governors. The former was already established and operating, and the proposal was intended to establish the latter with immediate effect. Mr. Nunn had also outlined for the Board the extensive consultation regarding the proposal that occurred with the College of Electors. There had been no discussion at the Board meeting and that body had unanimously recommended the proposal to the Governing Council for approval.

A member said that even though the College of Electors had been extensively consulted, the College had not approved the proposal. In the member’s opinion, Nominating Committees were a way of screening candidates and controlling access. Another member, representing the alumni estate, said that her concerns about the proposals had been allayed as she had been assured that the Nominating Committee’s approach would be transparent. The member said that she recognized the need for this change.

Mr. Nunn, as Chair of the Task Force on Governance – Implementation Committee, said that the role of that Committee was to coordinate the implementation of the recommendations of the Task Force. He also said the College of Electors was consulted on how the recommendation was to be implemented and that it was up to the Governing Council to determine the mandates of the Committees it created. The College of Electors had been extensively consulted and the proposal had been revised on numerous occasions based on the input provided by the College. Though the proposal had not been approved by the College of Electors, the proposal had been unanimously recommended for the Council’s consideration by the University Affairs Board.

On motion duly moved, seconded, and carried,

It was Resolved

THAT the proposed revised Constitution of the College of Electors be approved, replacing the Constitution amended on March 25, 2008, effective immediately; and

THAT a review of the College of Elector’s selection and election process for alumni governors be conducted in the Spring, 2014 in a manner to be determined by the Chair of the Governing Council and the Chair of the College of Electors in consultation with the Executive Committee of the Governing Council.

Documentation is attached to Report Number 164 of the University Affairs Board as Appendix “B”.

5. Items for Governing Council Approval (cont'd)

(e) Audited Financial Statements for the Fiscal Year Ended April 30, 2011
(Arising from Report Number 190 of the Business Board [June 16, 2011])

Mr. Wilson reported that the Audit Committee had reviewed the financial statements at two meetings, with the external auditors in attendance at both. The Committee had concluded that the statements provided a full and fair disclosure of the University's finances. The Business Board had received a substantial presentation on the highlights of the University's financial results for the year and its financial position.

The five highlights of the presentation were:

- The University's revenue's of \$2.32 billion had exceeded its expenses, leaving a small net income of \$7.32.
- A cumulative surplus of \$5.4 million in the operating fund had been achieved by positive variances of \$41.1 million achieved by the individual divisions. Pursuant to the University's budget system, the amounts would be allocated back for spending in 2011-12. The result would be a deficit of \$35.7 million in the operating budget for 2011-12. The long-range budget plan required that the operating budget deficit be worked down to zero by April 30, 2015.
- The net assets at the end of the fiscal year had increased by \$96.4 million to nearly \$1.9 billion. The increase had resulted from a \$64.2 million investment gained on externally-restricted endowment funds. The University's obligation for employee future benefits had grown to \$1.1 billion, while there was a backlog of \$448 million for deferred and pending maintenance.
- The value of the endowment funds had grown to \$1.54 billion by the year end, thorough investment returns, \$25 million of donations and grants, and \$2 million of transfers. The gains had helped to restore the reserve held in the endowment to preserve its value against the effects of inflation. The inflation-protection reserve at the end of the 2011 fiscal year was still in a shortfall of \$148.6 million.
- The University's maximum external borrowing capacity was 40% of net assets spread over the previous five years. The amount was used primarily to finance capital projects – new buildings and renovations. The maximum external borrowing was \$773.1 million, while the actual external borrowing at the end of the fiscal year stood at \$524.1 million. The administration had been authorized to borrow a further \$200 million when it was needed. The Borrowing Strategy allowed up to \$200 million of internal pooling from the University's Expendable Funds Investment Pool. This pool had been fully used and was temporarily over the limit. A provision allowed internal borrowing of \$150 million towards the University's pension plan.

Mr. Wilson said that the Board had been reminded that the University had assets that were not fully valued in the financial statements that had been prepared according to the required accounting principles. Lands and buildings were valued at their cost minus depreciation. A change was expected in accounting rules for 2012-13, and the University was considering bringing in the value of its lands, but not its buildings, into its financial statements.

The Chair thanked Ms Sheila Brown and Mr. Pierre Piche for the swift preparation of the financial statements, a high standard that they uphold from year to year.

5. Items for Governing Council Approval (cont'd)

(e) Audited Financial Statements for the Fiscal Year Ended April 30, 2011 (cont'd)

On motion duly moved, seconded, and carried,

It was Resolved

THAT the University of Toronto audited financial statements for the fiscal year ended April 30, 2011 be approved.

(f) External Auditors: Appointments for 2011-12

(Arising from Report Number 190 of the Business Board [June 16, 2011])

Mr. Wilson reported that the Audit Committee and the Business Board had recommended the re-appointment of Ernst & Young as external auditors for both the University and its pension plans. The Audit Committee had been satisfied that Ernst & Young were performing well. The partner in charge of the University's audits was held in high regard as a leading national expert in accounting for not-for-profit organizations and especially universities. As part of its annual work, the Audit Committee reviewed the other assignments completed by Ernst & Young for the University to ensure that those assignments did not compromise the auditors' independence. The Audit Committee also reviewed the audit fees charged, along with the fees charged to all other universities in Ontario. The Committee had been satisfied on both scores.

Mr. Wilson noted that Ernst & Young had been the University's auditors for many years, and a member of the Business Board had asked whether, as a principle of good governance, there should be a periodic tendering for audit services? According to the member, the objective was intended to prevent too close a relationship between the auditors and the University. The Chief Financial Officer had advised that the University followed the practice established by the U.S. National Association of College and University Business Officers (NACUBO) which did not stipulate an annual tendering process. Because of the unique nature of the accounting for post-secondary institutions, few firms were able to provide appropriate audit services. Therefore, to prevent too close a relationship between the auditor and the institution, NACUBO stipulated that there be at least a rotation of the partner in charge of the audit, perhaps every seven years. On balance, the Business Board had found that the arrangement for rotation of the partner in charge to be a satisfactory one. In view of the complexity of this University and its financial statements, there were real advantages to experience and familiarity.

In a member's opinion, accounting firms other than Ernst & Young were equally competent to handle the University's audit duties. The member suggested that the University invite request for proposals from other audit firms, as this would be consistent with good governance practices.

On motion duly moved, seconded, and carried,

It was Resolved

THAT the recommendations of the Audit Committee for appointment of external auditors be approved.

5. Items for Governing Council Approval (cont'd)**(g) Asbestos Management Policy: Update**
(Arising from Report Number 190 of the Business Board [June 16, 2011])

Mr. Wilson reported that this was a proposal to make relatively minor amendments to the long-stranding *Asbestos Control Policy* and to rename it the *Asbestos Management Policy*. The amendments were required to bring the Policy into conformity with the updated regulations under Ontario's *Occupational Health and Safety Act*.

A member expressed her support for the update to the *Policy*. She asked whether the University had set a deadline to remove any remaining asbestos from the University buildings. Ms Riggall responded that asbestos had been used extensively in the buildings across all three campuses during particular periods. If left undisturbed, the asbestos was safe. The costs for removing the asbestos from all University buildings were high and in this light, the University would only remove the asbestos from buildings that required renovation.

On motion duly moved, seconded, and carried,

It was Resolved

THAT the proposed updated and renamed *Asbestos Management Policy*, a copy of which is attached to Professor Hildyard's memorandum of June 9, 2011, be approved, replacing the *Asbestos Control Policy* approved by the Governing Council on June 23, 2003.

Documentation is attached to Report Number 190 of the Business Board as [Appendix "A"](#).

6. Report on the Review of the New Budget Model

Professor Misak introduced the Report and said that the New Budget Model (NBM) had been adopted by the University in 2006-2007 and noted that, at the time, the administration had committed to reviewing the model and making adjustments where required. She added that the NBM was transparent and it allowed divisional leaders to generate revenues to enhance their core mission. The NBM had served the University well and other institutions looked to adopt it; it was one of the things enabled the University to function under chronically underfunded circumstances. In response to a question from a member, Professor Misak said that use of residence space during summer months was an example of divisions identifying efficiencies within their units.

Ms Sally Garner made a presentation on the Review of the University's New Budget Model, which is appended to this report. In her presentation, Ms Garner highlighted the following:

- The mandate of the Review Committee
- The principles outlined by the Budget Review Task Force
- The overall positive strategic findings of the Review Committee and the challenges identified.
- The positive aspects of the NBM with respect to the academic planning processes
- Issues related to shared-service planning processes
- Examples of strategies applied by divisions to save on operating costs and to generate additional revenues

7. Report of the Implementation Committee for the Task Force on Governance

Mr. Nunn reported that at its meeting of May 30, 2011, the Implementation Committee had focussed its discussions on two issues – Agenda Management and Tri-Campus matters.

Agenda Management

Specific to the Council's agenda, the Committee had discussed the possible re-balancing of the general framework for the meetings. The goal was to allow more time for briefings and opportunities for discussion on critical strategic and contextual matters.

Tri-Campus Matters

The Implementation Committee had started its discussions on the range of issues that related to the establishment of the campus affairs committees for UTM and UTSC, and the appropriate assignment of campus-specific responsibilities for various matters that were currently under the purview of the University Affairs Board. A working group, led by Professor Gough was scheduled to begin more detailed discussions.

Mr. Nunn informed members that the Implementation Committee was scheduled to meet on June 30th, July 18th, and August 11th, 2011, to continue its work. In order to ensure continuity, the Executive Committee had agreed that it would be appropriate to preserve the current membership of the Committee. Professor Lemieux-Charles and Mr. Switzer, while remaining on Governing Council, had stepped down from their Vice-Chair roles, effective July 1, 2011; and Dr. West had just graduated. Mr. Nunn said that with the Council's agreement, the Committee wanted to benefit from the contributions of Professor Lemieux-Charles, Mr. Switzer, and Dr. West in the concluding phases of its work. It was the intention of the Committee to bring forward proposals for any terms of reference revisions in Fall 2011, and to have a plan for the implementation of any remaining recommendations such as those related to governance at UTM and UTSC.

The Chair thanked Mr. Nunn for his report and added that the Committee, as currently struck, would continue its work.

8. Summer Executive Authority

The Chair reminded members that each June, the Governing Council was asked to delegate to the President the authority to take any actions necessary on its behalf during the summer months. Proposals for approval were normally discussed with, and had the support of, the relevant Board or Committee Chair, or, in the Chair's absence, the Vice-Chair. Supporting documentation was reviewed by the Chair of the Governing Council, who then countersigned the individual authorizations. In the fall, a report on approvals under Summer Executive Authority was made to each Board. Items which were not regarded as urgent were held for consideration in the usual manner in the fall.

A member suggested that there was no reference to the Summer Executive Authority in the *University of Toronto Act* or in By-Law 2. The member expressed her reservations on the delegation of authority and asked on what basis this was done. Invited to comment, the Secretary said that the Summer Executive Authority was consistent with By-law 2 and the terms of reference as they had been approved. The Secretary added that he could not recollect any major decision that had been taken under the Summer Executive Authority without consultation with the relevant Committee or Board of the Governing Council. As the Governing Council would not be meeting during the summer, the ultimate authority would rest with the signatories as they had been defined.

8. Summer Executive Authority (cont'd)

On motion duly moved, seconded, and carried,

It was Resolved

1. THAT until the next regular meeting of the Governing Council or its appropriate committee or board, authority be granted to the President for:
 - (i) appointments to categories 2⁴ 3⁵ and 5⁶ of the *Policy on Appointments and Remuneration* approved by the Governing Council of the University of Toronto, dated May 30, 2007;⁷
 - (ii) approval of such additional curriculum changes as may arise for the summer and September 2011; and
 - (iii) decisions on other matters the urgency of which does not permit their deferral until the next regular meeting of the Governing Council or its appropriate standing committee or board.
2. THAT all actions taken under this authority be approved by the Chair of the Governing Council prior to implementation and reported to the appropriate committee or board for information.

9. Reports for Information

Members received the following reports for information:

- (a) Report Number 174 of the Academic Board (June 1, 2011)
- (b) Report Number 189 of the Business Board (May 4, 2011)
- (c) Report Number 164 of the University Affairs Board (May 31, 2011)
- (d) Report Number 2 of the Pension Committee (April 6, 2011)
- (e) Report Number 439 of the Executive Committee (June 13, 2011)

10. Date of Next Meeting

The Chair informed members that the next meeting of the Governing Council and the Orientation Session for members was scheduled for Wednesday, September 7, 2011. Details would follow closer to the date.

⁴ Category 2 includes the positions of Vice-President, Secretary of the Governing Council, and University Ombudsperson, which are subject to the approval of the Governing Council.

⁵ Category 3 includes the positions of Deputy Provost, Associate and Vice-Provosts, Chief Financial Officer, Senior Legal Counsel and Deputy Secretary of the Governing Council, which are subject to the approval of the Executive Committee, and are reported for information to the Governing Council.

⁶ Category 5 includes the head of Internal Audit (approved by the Business Board) and the Warden of Hart House (approved by the University Affairs Board).

⁷ Approval of Academic Administrative Appointments until the next regular meeting of the Agenda Committee of the Academic Board shall be approved by electronic ballot and shall require the response of at least five members of the Agenda Committee.

11. Question Period

A member had four questions for the senior administration:

- Why had the budget of the Transitional Year Program (TYP) been cut and what was being done about its precarious state?

Professor Misak said that there had been no budget cuts to the TYP and was not in a precarious state. TYP had one of the best faculty-student ratio among the University programs.

- The member sought an update on the repatriation of indigenous remains that were held in a basement at the St. George campus building?

Professor Regehr said that the University had held intensive discussions with representatives from indigenous communities on the matter of the repatriation of the indigenous remains held at the University. The University remained committed to the goal of the repatriation of these remains to indigenous communities in a manner that was culturally sensitive and respectful with the traditions of those communities. The University would also continue in its efforts to ensure that the repatriation was completed as soon as possible.

- What the status of the review of the *Student Code of Conduct* and what was the schedule to bring the review to governance?

Professor Matus said her office had engaged in widespread consultation on the matter of the *Student Code of Conduct*. Based on the feedback received, her office intended to draft a document which would then be presented again to the stakeholders for further consultation. As had been announced at the University Affair Board, there was no end date yet set for the completion of this process.

- The member sought a response from the Secretary on how the feedback from candidates with accessibility needs would be incorporated into the elections process which was under review?

The Secretary said that the Elections Committee, along with the Task Force on Governance – Implementation Committee, would carefully review the *Election Guidelines* on all matters related to the elections process, including accessibility needs for candidates.

A member added his perspective that a person with a disability remained the expert on his or her needs. The member encouraged the Elections Committee to consider this model in decisions regarding accommodations.

12. Other Business

A member repeated her concern about the presence of police officers inside and outside the Council Chambers during the previous two meetings of the Council; about the need for guests to reserve seats and about the formal mechanism for non-members to request permission to address the Governing Council.

The Chair reminded members that they had received a memorandum with the agenda package to complete the Online Evaluation Survey. He encouraged members to complete the survey and said that their feedback would be valuable as the Council continued its work to be more effective in future. The aggregate survey results would be reported back to the Council in September 2011.

13. Closing Remarks

The Chair thanked all members of the Governing Council, as well as its Boards and Committees, for their generous contribution of time and effort to the important work of governing the University over the past year.

The Chair acknowledged the work of members of the University's administration who had contributed immeasurably to the quality of governance. The President and Vice-Presidents had shown commendable leadership during the past year at a time of unprecedented challenges to the University and to the world beyond the University.

The Chair extended particular thanks to those members who were completing their term on June 30th.

Professor Varouj Aivazian

Professor Aivazian had been a deeply committed faculty member of Governing Council over the previous five years. Despite his significant academic responsibilities as Chair of the Department of Economics at UTM, he had served willingly on a range of bodies and in various capacities. During his term as Vice-Chair of the Academic Board and the Agenda Committee, Professor Aivazian's advice to the Chair and the Secretary had been invaluable.

Mr. William Crothers

Mr. Crothers had been a dedicated alumni governor for the previous two years. His careful reading of documentation and consistent preparation for Business Board and Committee on Academic Policy and Programs meetings had been noted and appreciated. The Chair thanked Mr. Crothers for his service and hoped that he would continue to be involved in the affairs of the University.

13. Closing Remarks (cont'd)

Ms. Joeita Gupta

During her two terms as a part-time undergraduate student Governor, Ms Gupta had been extensively involved in numerous Boards and Committees. She had been a member of the Academic Appeals Committee, the Academic Board, and the University Affairs Board. Ms Gupta had been an engaged member, and her comments and questions had articulated the ever important student perspectives. Ms Gupta had also provided helpful input on furthering efforts related to accessibility for members of the University community. The Chair thanked Ms Gupta for her service.

A member said that she did not always agree with the manner in which Ms Gupta had made her points at meetings, but added that her dissent, engagement and care had prompted the member to be a better governor and thanked Ms Gupta.

Dr. Gerald Halbert

Dr. Halbert had served on the Governing Council for nine years. During that time, he had been a dedicated and active member of many boards and committees including the Business Board and the Executive Committee. The Chair highlighted Dr. Halbert's extensive service on the Executive Committee, on which he had served for the previous three years. In his many contributions to governance at his alma mater, Dr. Halbert had brought a broad perspective and good judgement. The Chair thanked Dr. Halbert for his contribution and dedication to the University.

Professor Christina E. Kramer

Professor Kramer had been a teaching staff member of the Governing Council since 2009. From 2009 to 2011 Professor Kramer had served on the Academic Board, three of its standing committees – the Academic Appeals Committee, the Committee on Academic Policy, and the Planning and Budget Committee. Professor Kramer's insight and advice had been most beneficial to the Council. The Chair thanked Professor Kramer.

Mr. Kent Kuran

Mr. Kent Kuran had given freely many hours of his time to dedicate himself to his role as a full-time undergraduate student governor. His deep interest in governance matters had been apparent and his probing questions had been a characteristic of discussions at the Academic and Business Boards over the previous year. Mr. Kuran would continue to provide his perspectives when serving as a member of the Discipline Appeals Board 2011-12.

Ms Natalie Melton

Ms Melton had completed a one-year term as a full-time professional faculty student representative on the Council. She had also served on the on the Academic Appeals Committee, the Planning and Budget Committee, and the University Affairs Board. Ms Melton would continue her involvement with governance as a co-opted member of the Academic Board in 2011-12. The Chair thanked Ms Melton for her dedication to the University.

13. Closing Remarks (cont'd)

Ms Florence Minz

Florence Minz had completed six years of service as a Government appointee on the Council. During that time she served on the Business Board, the Board of the University of Toronto Asset Management Corporation, as well the Advisory Committee for the Appointment of an Assistant Vice-President, Government Relations. To all these bodies Ms Minz had contributed her expertise. On behalf of the Council, the Chair thanked Ms Minz for her service.

Mr. George Myhal

George Myhal had served on this Governing Council for nine years, and he had been one of the leading figures on Council throughout that time. Mr. Myhal had begun his service to governance even before he was appointed to the Governing Council. He had been a co-opted member of the Business Board and the Audit Committee in 2001-02. He became a member of the Governing Council the next year, he continued on the Business Board and the Audit Committee, and he became Vice-Chair of the Audit Committee. The year after that, he was appointed Chair of the Audit Committee, and he had served with exceptional distinction in that role ever since. Thanking Mr. Myhal, the Chair said that the governance oversight of the financial well-being of the University could not have been in better hands.

Mr. Tim Reid

Tim Reid had served for the maximum nine years as an elected Alumni Member of the Council. During that time he had been a dedicated and engaged member of numerous boards and committees including the Planning and Budget Committee, the Business Board, and the University Affairs Board. Of particular note was Mr. Reid's extensive seven years of service on the Executive Committee. At that table he had always been an active participant, and his contributions had been informed by his broad experience, his seasoned judgment, and his passionate belief in the importance of higher education and sound governance. The Chair thanked Mr. Reid for his contributions to governance of his *alma mater*, and he wished him well for the future.

Professor Arthur Ripstein

Arthur Ripstein had been an elected teaching staff member of the Governing Council since 2003, serving each year on the Business Board, and all but the first on the Executive Committee. With a scholarly background in law and philosophy, he had brought an insightful perspective to the Council's deliberations, contributing in particular his expert knowledge of good governance and governors' duties as fiduciaries. In this regard, his contributions as a member of the *Task Force on Governance* during the initial phase of its work had been invaluable. Professor Ripstein had recently been appointed the Chair of the Department of Philosophy. On behalf of the Council, the Chair wished Professor Ripstein continued success in his administrative and scholarly activities. He thanked Professor Ripstein.

13. Closing Remarks (cont'd)

Ms. Priatharsini Sivananthajothy

Ms Tharsini Sivananthajothy had completed a one-year term as a full-time undergraduate student representative. During her term, she had served on the Academic Appeals Committee, the Academic Board, and the University Affairs Board. The Chair thanked Ms Sivananthajothy for her service.

Mr. Olivier Sorin

Mr. Sorin had served on the Governing Council for three years as a graduate student representative. He had been a very active member who had contributed to the work of a number of governance bodies, including all three Boards, the Elections Committee, the Committee to Review the Office of the Ombudsperson, and the President's Advisory Committee for the Appointment of the Vice-President and Provost. A consistent participant in discussions over the years, Mr. Sorin had also always been willing to consider the views expressed by his fellow members. Mr. Sorin would continue to contribute to governance next in 2011-12 by serving on the Nominating Committee for the University Tribunal and the Academic Appeals Committee. The Chair thanked Mr. Sorin on behalf of the Council as he worked towards completing his doctoral studies.

Mr. James Park

James Park had been a highly-engaged, full-time undergraduate student at Trinity College who was completing a one-year term on the Governing Council. He had also served on the Committee on Academic Policy and Programs, the Academic Appeals Committee, and the Executive Committee. The Chair thanked him for his thoughtful contributions to the governance of the University.

Mr. John F. (Jack) Petch

The President thanked the Chair for his service to the University. Mr John F. (Jack) Petch had been a member of the Governing Council for nine years. He was a three-time Gold Medalist graduate of the Faculty of Law. Mr. Petch was Consulting Counsel for Osler Hoskin & Harcourt, one of Canada's leading law firms, and was recognized nationally and internationally as one of the country's leading lawyers. He had joined the Council in 2002, while he was serving as Chair of the Board of Directors of St. Michael's Hospital. He had served as Vice-Chair of the Business Board for two years; Vice-Chair for three years; and Chair for four years. In addition to this, Mr. Petch had served on numerous advisory, search and review committees. The President noted that Mr. Petch's leadership had been characterized by a deep respect for governance of the University, and that Mr. Petch had recognized the importance of balancing principle and pragmatism.

The President and Secretary presented a chair to Mr. Petch on behalf of the Council. This was greeted by applause from the members.

13. Closing Remarks (cont'd)

Mr. Jeffrey Peters

Mr. Jeff Peters was completing a second term as a part-time undergraduate representative on the Council. He had been an unfailing advocate for students in general and part-time students in particular, and he had contributed to many discussions of the Academic Board and the Council, frequently putting forth probing questions. Throughout his tenure as a governor, Mr. Peters had championed accessibility and inclusion for all students. The Chair expressed the Council's gratitude for his dedication.

Mr. Greg West

Greg West had completed two terms as a graduate student member of the Council. During that time his extensive service had included the Planning and Budget Committee, the Academic Board, the Academic Appeals Committee, the Discipline Appeals Board, as well as the Executive Committee. He had also served as a highly effective Chair of the Council on Student Services, and was a continuing member of the Implementation Committee for the *Report of the Task Force on Governance*. The Chair noted that Dr. West received his Ph.D. in Psychology at Convocation on June 10, 2011 and concluded by congratulating Dr. West.

IN ACCORDANCE WITH A DETERMINATION BY THE EXECUTIVE COMMITTEE, PURSUANT TO SECTIONS 38 AND 40 OF BY LAW NUMBER 2, ITEMS 14 TO 16 WERE CONSIDERED BY THE GOVERNING COUNCIL *IN-CAMERA*.

14. Code of Behaviour on Academic Matters: Recommendation for Expulsion

On motion duly moved, seconded and carried

It was Resolved

THAT the President's recommendation for expulsion, as outlined in the memoranda and supporting documentation from the Secretary of the Governing Council, dated June 15, 2011 for June 23, 2011, be confirmed.

15. Committee for Honorary Degree Membership

On motion duly moved, seconded and carried,

It was Resolved,

THAT the proposal for membership on the Committee for Honorary Degrees, 2011-2012, as recommended by the Academic Board and outlined in the memorandum from the Secretary of the Governing Council, dated June 16, 2011, be approved.

Administrative Staff

Ms Catherine Gagne, FASE

15. Committee for Honorary Degree Membership (cont'd)

Lay Members

Mr. Paul Huyer (Chair, Board of Regents, Victoria University)

Mr. Geoff Matus (past Lieutenant Governor in Council member of the Governing Council)

Mr. Carl Mitchell (President, University of Toronto Alumni Association)

Students

Mr. Ken Davy, part-time undergraduate, A&S, (student-governor elect and past student governor)

Mr. Olivier Sorin, graduate, A&S (current student governor)

Teaching Staff

Professor Anne-Emanuelle Birn, UTSC (Public Health)

Professor Miriam Diamond, Faculty of Arts and Science (Geography)

Professor Thomas Keymer, Faculty of Arts and Science (English)

Professor Elizabeth Smyth, OISE (Curriculum, Teaching, and Learning)

16. Board and Committee Assignments 2011-2012

On motion duly moved, seconded and carried,

It was Resolved,

THAT Ms Jane Pepino be appointed a member of the Pension Committee, effective July 1, 2011, for a term to continue until June 30, 2014; and

THAT Mr. Don Andrew be appointed a member of the Pension Committee, effective July 1, 2011, for a one-year term to continue until June 30, 2012;

THAT Mr. P.C. Choo and Ms Jane Pepino be appointed members of the Business Board for one-year terms from July 1, 2011 to June 30, 2012.

THAT Mr. Gary Mooney be appointed a member of the University Affairs Board, effective July 1, 2011, for a term to continue till June 30, 2012.

The meeting adjourned at 6:00 p.m.

Secretary

Chair

June 30, 2011