

Academic Council Orientation



 UNIVERSITY
OF ONTARIO
INSTITUTE OF TECHNOLOGY

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Approach to Orientation

Two parts:

- Part 1 – University Governance Overview
- Part 2 – Rules of Order and Governance

Welcome

Our Goals for Orientation are that:

- You will better understand key university governance principles
- You will better understand key external legislation
- You will understand UOIT's governance structure (UOIT Act and By-Law)
- You will better understand Academic Council's processes

PART ONE

UNIVERSITY GOVERNANCE OVERVIEW

Provincial Government

- Ministry of Advanced Education and Skills Development (MAESD) (formerly Ministry of Training, Colleges and Universities)
- Ministry of Research, Innovation and Science (MRIS) (formerly Ministry of Research and Innovation)
- Ministry of Economic Development and Growth (MEDG) (formerly part of Ministry of Economic Development, Employment, and Infrastructure)
- Ministry of Infrastructure (formerly part of Ministry of Economic Development, Employment, and Infrastructure)
- Ministry of Finance (MoF)

Government of Canada

- Post-secondary education is primarily the responsibility of provincial governments (s.93 Constitution Act, 1867)
- University sector relies on the federal government for financial support for:
 - Infrastructure
 - Knowledge Infrastructure Program – ACE/Energy Research Centre
 - FedDev Ontario - UBISC
 - Building Canada Fund
 - Research and Development/Innovation
 - Also implications concerning immigration (international students) and aboriginal education

Higher Education Quality Council of Ontario (HEQCO)

- Independent agency of Ontario Government (2005) dedicated to supporting the improvement of Ontario's post-secondary education system.
- President Harvey Weingarten seen as an adviser to MAESD.
- Mandate: Conduct independent research, evaluate the PSE system and provide policy recommendations to MAESD.
- Conducts and commissions studies and evaluations – often in partnership with Ontario's universities and colleges.
- Produces reports that synthesize the most current data and research – providing post-secondary decision-makers and the general public with critical insight and information on emerging trends in post-secondary education.

Broader Public Sector Legislation

- Universities are included in the broader public sector
- Increasing government regulation and oversight
- Broader Public Sector Accountability Act, 2010 (“BPSAA”), amended by Public Sector and MPP Accountability and Transparency Act (“BPSECA”) December, 2014 and further by Executive Compensation legislation effective September 6, 2016.

Broader Public Sector Accountability Act, 2010

- Focuses on:
 - Lobbyists and Consultants
 - Compensation Arrangements
 - Expense Claims and Reporting
 - Perquisites
- Universities are “designated broader public sector organizations”

Public Sector and MPP Accountability and Transparency Act

- Creates Broader Public Sector Executive Compensation Act with plans to create executive compensation restraint regulations
- Requires implementation of records management policies
- Amends BPSAA – Universities to provide business plans
- Amends Ombudsman Act to extend to university sector

The Compensation Framework

- Ontario Regulation 304/16 took effect on September 6, 2016
- Applies to all **designated employers** and **designated employees**
- Compensation framework takes effect on the date the designated employer posts a compensation program on its website (not later than September 5, 2017)

What is Governance?

- The system by which organizations govern themselves
- Hallmarks of good governance?

Universities - Unique Governance Model



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Bicameralism - Governance Model for Universities

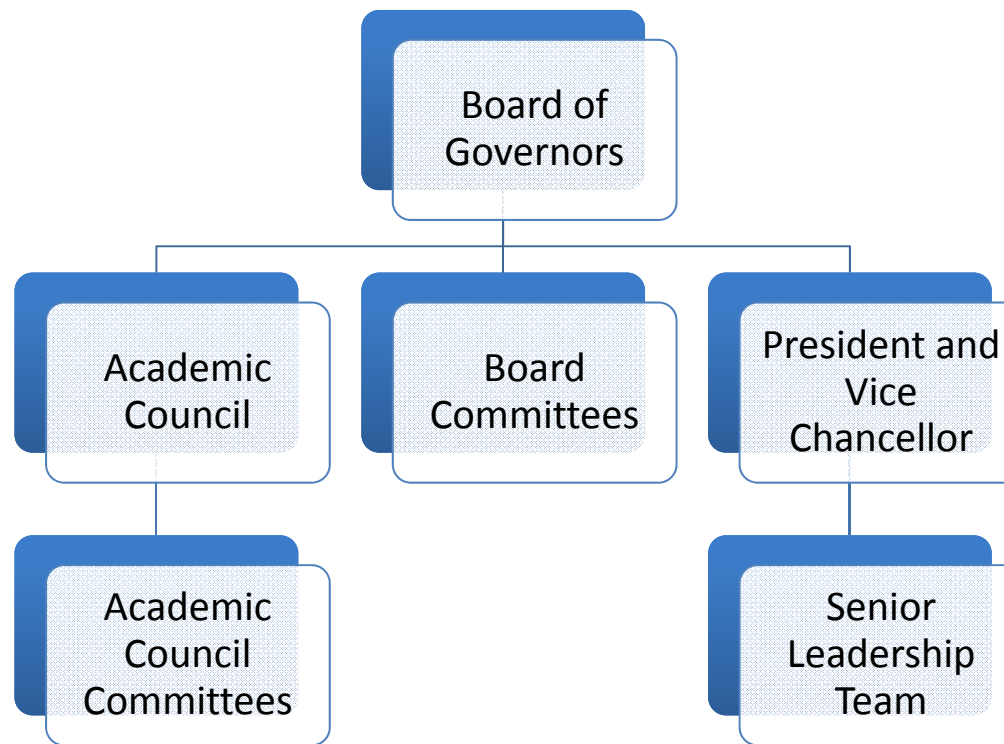
- Shared governance between the Board of Governors of an institution and its academic governing body (Academic Council or Senate)
- Differences in authority of the board vis a vis the academic body arise from how the academic body is described in its creating legislation
- Bicameralism – 2 houses
- “Business House” and “Academic House”
- Generally, **boards** are not involved in approving academic programs or policies and universities have academic bodies (senates/academic council) that are the authority for matters of academic policy.

UOIT

- UOIT has its own model of bicameral governance dictated by its legislation
- Board has authority over all aspects of university governance
- Must involve UOIT's Academic Council in matters and decisions involving academic matters and has, as a matter of practice, delegated certain functions to Academic Council

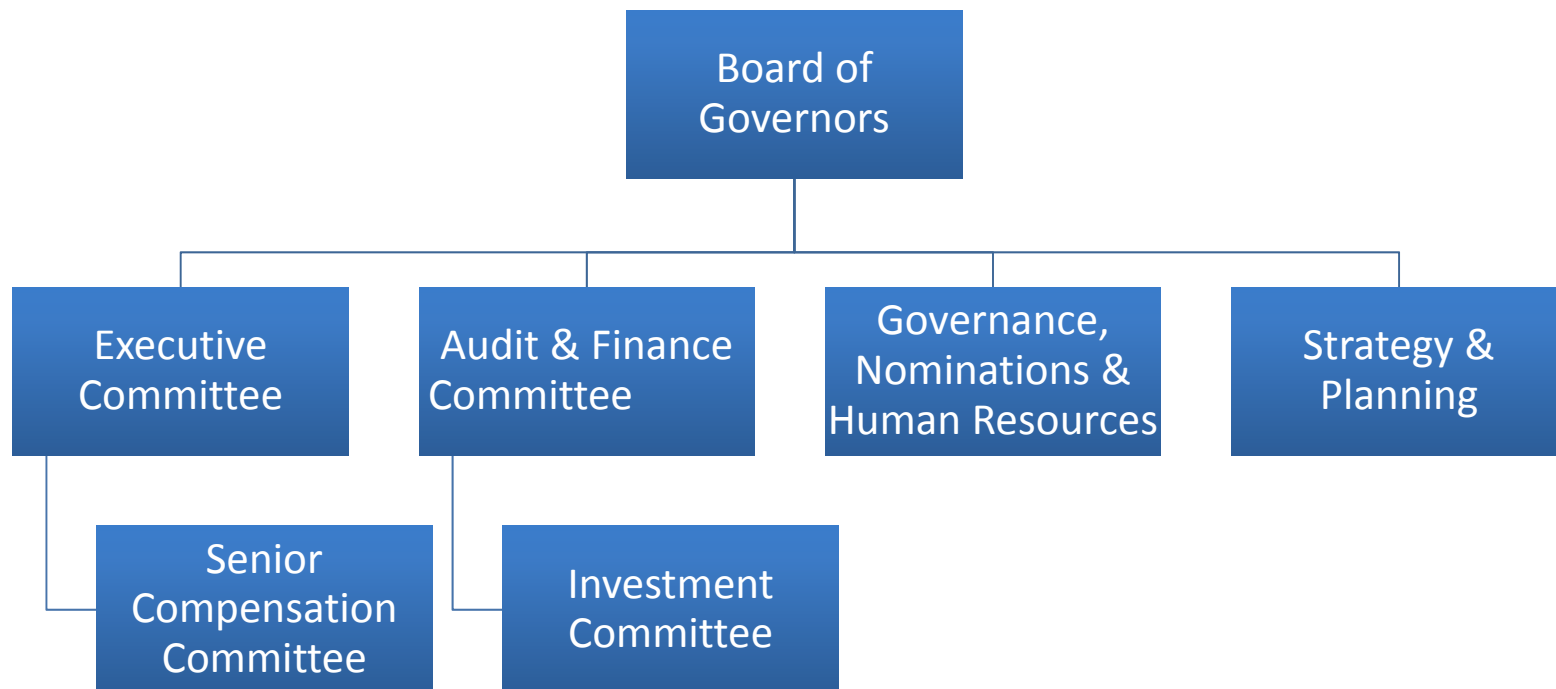
Organization Chart

UOIT Governance Structure



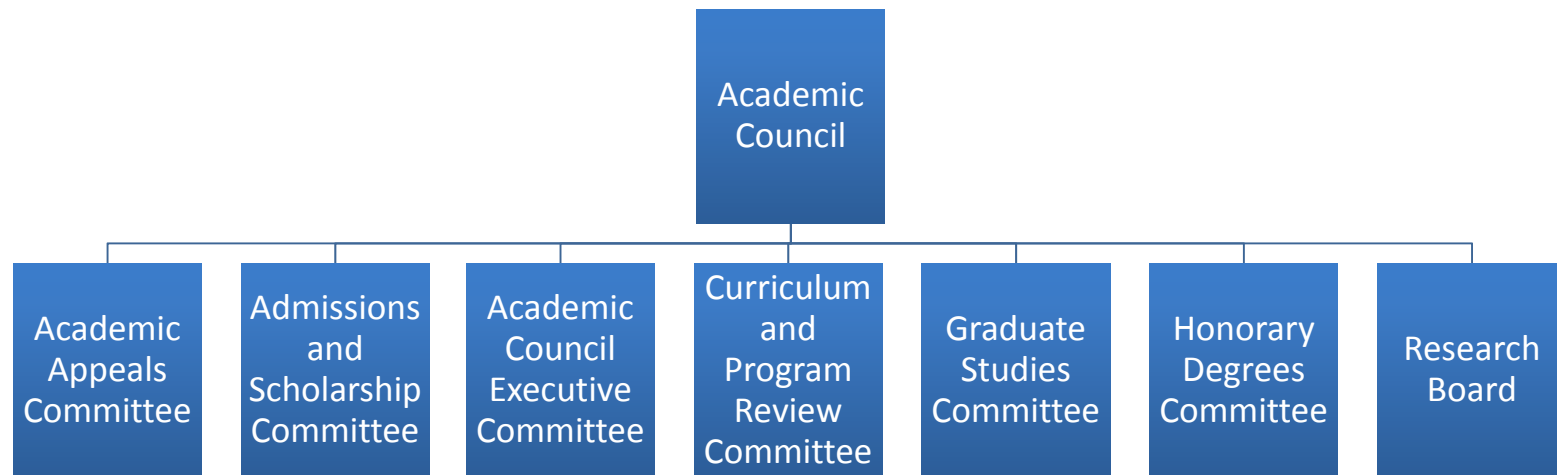
Organization Chart

UOIT Board of Governors

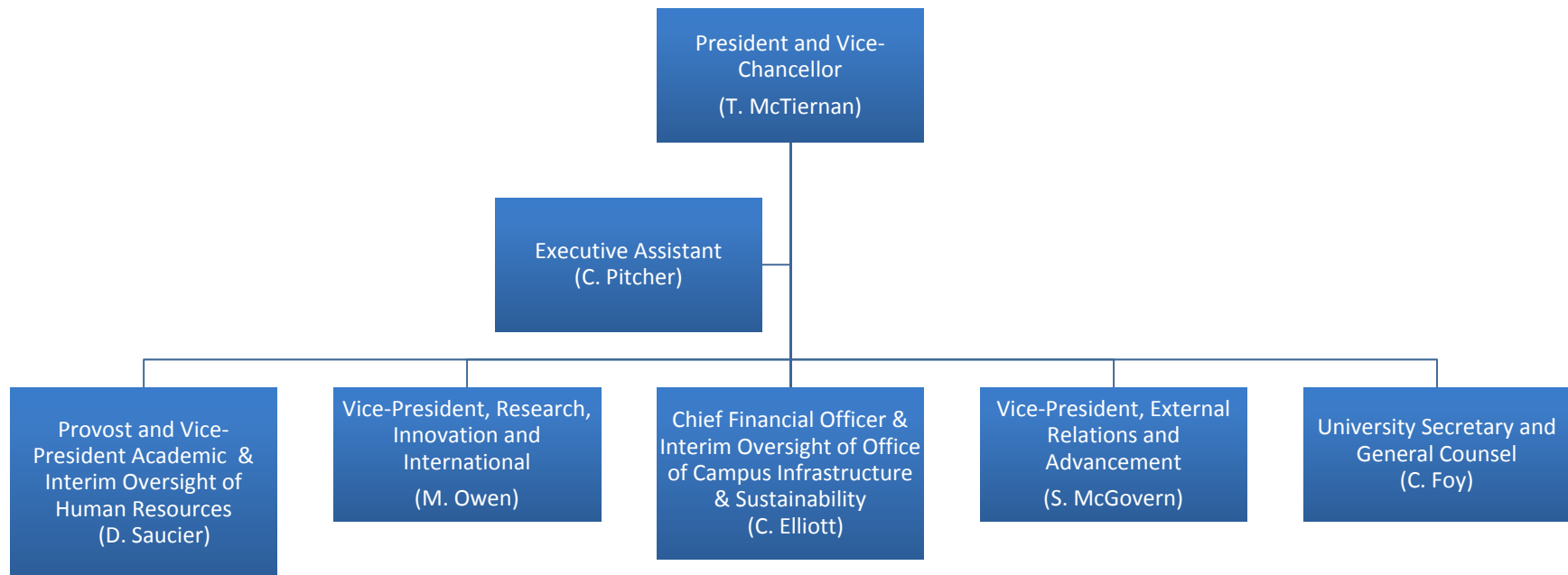


Organization Chart

Academic Council and its Committees



Senior Leadership Team



UOIT Act and By-Law



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UOIT Act - Background

- UOIT is (like most Canadian universities) created by its own piece of legislation – University of Ontario Institute of Technology Act, 2002
- Creates UOIT and is the source of all authority
- The By-Law implements the Act by adding more specifics

UOIT Act – Key Sections:

- Mission and objects
- Powers of University
- Board of Governors membership, powers etc.
- Academic Council – purpose etc.
- Chancellor, President
- Meetings, By-laws
- Property, exemption from taxation, protection from expropriation
- Investments, Borrowing, Audits and Financial
- Sharing facilities and services with Durham College
- First board appointed by board of DC

UOIT Act – Mission and Objects

Created with a “Special Mission” (s. 2(3)):

- to provide career-oriented university programs and to design and offer programs with a view to creating opportunities for college graduates to complete a university degree

Objects (s.2(4)):

- to provide undergraduate and postgraduate programs with a primary focus on those programs that are innovative and responsive to the individual needs of the students and to the market-driven needs of employers
- to advance highest quality of learning, teaching, research and professional practice
- to contribute to the advancement of Ontario in the Canadian and global contexts with particular focus on the Durham region and Northumberland County
- to facilitate student transition between college-level programs and university-level programs

UOIT Act – Powers and Board

- **Powers of the University:**
 - All necessary and incidental to its objects (s. 5)
 - Conferral of degrees (s. 6)
 - To affiliate (s. 7)
- **Board of governors (s. 8) – not more than 25 members including:**
 - President (ex officio)
 - Chancellor (ex officio)
 - 3 LGIC appointments
 - 12 to 16 from outside University appointed by the board at least six of whom are DC governors (note subsequent amendment to 3)
 - 4 who are students or employees elected by their constituencies (note that University has 5)
- Board members have a maximum term of 3 years
- Student board members are elected for a 1 year term
- Both are subject to re-election or reappointment subject to a six-consecutive-year limitation
- Quorum is a majority including at least half of the independent board members
- Chair and at least one vice chair to be elected annually from independent board members

UOIT Act -Powers and duties of the Board (s.9):

General power to govern and manage the affairs of the university and has that power as well as power to:

- Determine mission, vision and values**
- Establish academic, research, service and institutional policies and plans and to control the manner in which they are implemented**
- Appoint and remove chancellor**
- Appoint and remove president
- Appoint, promote, suspend and remove members of the teaching and administrative staff (must be done on recommendation of the President)
- Establish faculties schools, institutes and departments, chairs and councils in any faculty, school, institute or department**
- Govern standards for admission and graduation**
- Govern matters arising in connection with the award of fellowships, scholarships, medals, prizes and other awards of academic achievement**

** duty to consult Academic Council

UOIT Act - Powers and duties of the board (s.9):

Continued:

- Appoint committees and assign/delegate to them such duties and responsibilities as may be provided in the by-laws of the university, including to act on behalf of the board in matters specified in by-laws
- Approve the annual budget and monitor its implementation
- Establish and collect fees and charges for tuition and other services that may be offered by university or approved by the board on behalf of any organization or group of the university
- Regulate the conduct of students, staff and all persons who use the property of the university, including denying access
- Define, for the purposes of the by-laws the following terms: student, staff, employee, manager, professor, associate professor, lecturer, associate, instructor and tutor
- Conclusively determine which body with the university has jurisdiction over any matter
- Determine the manner and procedure for electing members to the board, including constituencies and voting practices
- Make by-laws, resolutions and rules for the conduct of its affairs

UOIT Act

- Board members held to a standard of conduct – diligence, honesty, good faith and obligation to act in the best interests of the university
- Obligation to declare any conflict of interest and procedure for such

UOIT Act

Academic Council (ss. 10(1) to 10(5)) :

- Composition – to include President as Chair and membership set out in by-law providing that majority of voting members are of the teaching staff
- Purpose – to make recommendations to the board with respect to the establishment of academic standards and curricular policies and procedures and the regulation of such
- Quorum – majority including at least half of the teaching staff (see definition in notes below)
- Duty to consult – as noted earlier

UOIT Act

Chancellor (s. 11)

- term of 3 years, may be reappointed
- Chancellor's duties: titular head of the university, confer all degrees, certificates and diplomas

President

- appointed by the board in such a manner and for such a term as board decides
- to act as CEO and vice-chancellor with supervision and direction over academic and general administration of the University

UOIT Act

Meetings of the Board (s. 13):

- Shall be open to the public and prior notice to be given per by-laws
- Board permitted to meet in the absence of the public to discuss a matter of a personal nature or to discuss a confidential matter (per by-law)

UOIT Act

Property (s. 15)

- Exemption from taxation (s. 15(2)) – exemption from provincial, municipal taxes, and development charges
- Property to be deemed vested in crown for the purposes of the Real Property Limitations Act, 2002 (explain)
- Property and objects must be used solely to achieve the objects of the university

Investments (s. 15(7)) – authority to invest funds in board's sole discretion

Borrowing (s. 15(8)) – authority to borrow money and give security, issue bonds, debentures and obligations as security

- Auditors must be appointed to conduct audits at least once per year (s. 16)
- Annual financial report to MAESD
- General obligation to provide MAESD with all reports it may require
- Must enter into an agreement with DC for the sharing of real property and the sharing of administrative staff and services (s. 17) and if they fail to do so, MAESD may impose an obligation to do so

By-Law No. 1

- Often referred to as “the By-Laws”
- Dated 2003 and contains 19 Articles
- Currently undergoing a review by the Board’s By-Law Review Working Group

By-Law No. 1 – Key Provisions

- Board Composition (mirrors Act)
- More detail on qualifications and terms of Chancellor and governors
- Expands standard of conduct for governors (art. 4.12)
- Provides for:
 - appointment of University Officers (art. 5)
 - Election of Chair and Vice Chair and appointment of Secretary
 - Duties of Chair and Vice Chair
 - Meetings
 - Voting
 - Other procedural matters including reconsideration, rules of order, adjournments, quorum (same as Act)
 - Conflict of Interest (more later)
 - Academic Council (art. 8)
 - Committees (art. 9)
 - Executive Committee (art. 10)
 - Senior Compensation Committee (art. 11)
 - General Committee Regulations (art. 12)
 - Execution of Documents (art. 13)
 - Borrowing (art. 14)
 - Auditors (art. 15)
 - Financial matters (art. 16) – year end March 31
 - Indemnities (art. 17)
 - No remuneration for board members (art. 18)

Role of University Board



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The Role of the University Board

Basic Responsibilities of University Governing Boards (Association of Governing Boards)

- Establish, disseminate, and keep current the institution's mission.
- At public institutions, ensure that the mission is aligned with public purposes.
- Recruit, appoint, support, and evaluate the chief executive officer to lead the institution.
- Charge the chief executive with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress.
- Ensure the institution's fiscal integrity, preserve and protect its assets for posterity, and engage directly in fundraising and philanthropy.
- Ensure the educational quality of institution and its academic programs.
- Preserve and protect the institutional autonomy and academic freedom.
- Ensure that institutional policies and processes are current and properly implemented.
- In concert with senior administration, engage regularly with the institution's major constituencies.
- Conduct the board's business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards.
- Ensure the currency of board governance policies and practices, and periodically assess the performance of the board, its committees, and its members.

Role of Academic Council at UOIT



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By-Law – Key Sections

- Section 8 of the By law deals with AC (this is the section AC has proposed to revise)
- Establishes voting membership of AC at between 30 and 36
- Describes the voting members
- ACX to recommend to Board the processes for electing AC members
- Establishes terms at 3 years for non-students and 2 years for students
- Establishes President as Chair and provides for an elected Vice-Chair, with AC to appoint if neither are available

By-Law – Key Sections

Duties of AC:

AC to be consulted for advice on:

- mission, vision and values
- Establishment of academic, research, service and institutional policies and plans and Board decisions on implementation
- Appointment and removal of Chancellor
- Establishment and termination of degree programs
- Establishment or disestablishment of faculties, schools, institutes and departments and of chairs and councils
- Policies on conduct of academic work
- All advice to be given by way of resolution and conveyed by President to Board

By-Law – Key Sections

- Section 8.10 establishes AC's authority to act and delegates authority (subject to board general strategic and budgetary authority):
 - To govern admission standards for entry and graduation
 - To determine and regulate contents and curricula for all courses of study
 - To govern matters arising in connection with award of fellowships, scholarships etc.
 - To provide for the conduct of examinations and appoint examiners
 - To provide for the hearing and determination of appeals by students with respect to their academic standing
 - To authorize the conferring of degrees
- AC may appoint committees with Board approval

By-Law – Key Sections

Section 8.11 – quorum is a majority of voting members – majority must include half of members who are teaching staff (recall definition of teaching staff)

Section 8.12 - with Board approval, AC may establish rules for conduct of its affairs

Section 8.16 – AC to report action taken to Board (Synopses)

Academic Council Handbook



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Handbook – Key Sections

- Approved in 2010
- Five parts:
 - Statement of Authority
 - Membership
 - Meetings
 - Standing Committees
 - Faculty Councils

Have a question? Advice on working with the Act, By-Law and Handbook

- Act takes first priority and By-Law second
- Any policy instruments, including Handbook, must be consistent with higher instruments
- If Act or By-laws silent, Handbook will govern

Role of Secretariat

- Support Board and Academic Council governance processes
- Improved University governance

Questions?

Part 2: Rules of Order & Governance

Procedures for Fair and Effective Meeting Management



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Overview

Principles Underlying Governance

Agenda

- What does the Agenda look like?
- How to propose Agenda items?
- Under what circumstances can Agenda be altered?

Motions

- How to bring a Motion?
- How to decide a Motion?
- What is a “Point of Order”?
- How to amend a Motion?
- How to postpone a Motion?

Principles Underlying Rules of Order

- Rules of Order
 - **UOIT Academic Handbook, Section III(7):**
meetings shall be conducted in accordance with the “Democratic Rules of Order” by Francis and Francis
- Fairness and orderliness
- Equal participation
- Majority Rule
- Maximize efficiency
- Effective deliberations and sound decision making

What does the Agenda look like?

- Note that a meeting cannot proceed without quorum (majority of voting members & at least half of the teaching staff members)
- Section III(6)(c) of the UOIT Academic Handbook provides:
“Unless Executive Committee exercises its authority to alter the agenda, the items of business considered at a meeting of Academic Council will follow this order, without variation, except with the consent of two-thirds of Academic council present and voting.”
 - 1) Call to Order
 - 2) Agenda
 - 3) Chair’s Remarks
 - 4) Approval of the Minutes
 - 5) Business Arising from the Minutes
 - 6) Inquiries and Communications
 - 7) Provost’s Remarks
 - 8) Committee Reports
 - 9) Other Business
 - 10) Colleagues’ Exchange*

*In 2013-14, the Academic Council Executive Committee (ACX) added “Colleagues’ Exchange” to the Agenda.

How is the Agenda set?

- 1) All AC members are welcome to propose agenda items
- 2) In accordance with Section III(7)(b) and its Terms of Reference, the Executive Committee has authority to set and approve the agenda
- 3) All agenda items (e.g. issues, reports, recommendations and resolutions) should be submitted to the Executive Committee for approval before inclusion on the formal agenda
- 4) The Secretary to Academic Council prepares and distributes the agenda
- 5) All approved agenda items and corresponding materials must reach the Secretariat's Office a minimum of **four (4) weeks in advance** of the next scheduled Academic Council meeting
- 6) Agenda, meeting material and minutes are available online at:
http://uoit.ca/about/governance/academic_council/meeting-agendas-and-minutes-2016-17/index.php

Can the Agenda be Amended?

- The Agenda is approved at the beginning of a meeting by way of a motion
- As a matter of course, the Agenda should not be materially changed at the beginning of the meeting because:
 - Requires ACX approval
 - Council entitled to fair notice regarding substantive business
- What constitutes “*Other Business*”?
 - Limited to exceptional and pressing matters
- “*Colleagues’ Exchange*” – standing agenda item
 - Follows “Other Business” at end of meeting
 - Topic for “Colleagues’ Exchange” may be added by any member at any time during a meeting
 - Informal dialogue
 - No minutes, motions or decisions
 - Action/agenda items may be proposed for the next meeting

How to Bring a Motion?

- All decisions, actions or resolutions require a motion (Section III(9) of Academic Council Handbook)
- Any member (except formal Chair) may bring a motion
- Only one motion on the floor at a time – unless the subsequent motion specifically affects the one on the floor (e.g. amend, postpone)
- All motions must be “seconded” by another member
- Requires affirmative language (i.e. “I move that Academic Council approve this appointment to the Executive Committee.”)

How is a Motion Decided?

- Motion moved and seconded opens up floor for Council to discuss the agenda item and ask questions
- After discussion, Chair re-reads motion and calls it to a vote
- Members need to be present to vote (no proxy voting)
- Method of voting is discretionary
- Motion carried when more than 50% of votes are affirmative
- Chair announces the result
- Member can request a re-count

What is a “Point of Order”?

- Only procedural mechanism by which a member is permitted to interrupt another member who has the floor
- Used to flag 1) breach of law or 2) breach of good order (“Mister/Madam Chair, point of order”)
- Chair shall immediately acknowledge the point of order
- Member articulates the basis for the alleged breach
- Chair rules on point of order – either by correcting the situation or explaining why situation it is in order
- Vote if necessary
- Decision is binding

How is a Motion Amended?

- An amendment can delete, substitute, or add words to a motion on the floor but cannot negate it or change its topic
- **Mover's Privilege** – mover may reword/withdraw motion at any time before the vote; requires a 'seconder' and not more than one objection
- Any other member may move to amend the original motion on the floor
- Must be accepted by Chair and seconded to be considered
- Amended motion temporarily replaces the original motion; members discuss wording of the amendment *only* and vote
 - Pass – new motion (as amended) discussed; members vote on new motion
 - Fail – previous motion becomes the one on the floor
- No *amending* amendments (subject to the mover's privilege); must be defeated and replaced with another amendment
- Further amendments considered one at a time

Flow Chart Using Democratic Rules of Order

