



ACADEMIC COUNCIL REPORT

SESSION:

Public
Non-Public

ACTION REQUESTED:

Decision
Discussion/Direction
Information

TO: Academic Council

DATE: May 15, 2018

PRESENTED BY: Cheryl Foy, University Secretary & General Counsel

PREPARED BY: Becky Dinwoodie, Assistant University Secretary

SUBJECT: Academic Council Governance Committee – Terms of Reference

ACADEMIC COUNCIL MANDATE:

- as set out in the By-law No. 2 Implementation Plan that was presented to Academic Council (AC) in February, discussing the establishment of a governance committee/working group of AC was identified as the immediate priority
- in accordance with Article 1.4 of the new By-law No. 2 (the By-law that governs the affairs of the Academic Council), AC will make recommendations to the Board on matters including the establishment and terms of reference of committees to exercise AC’s delegated authority under Article 1
- we are seeking Academic Council’s recommendation of the proposed Terms of Reference for a Governance & Nominations Committee for approval by the Board of Governors

BACKGROUND:

- updated By-law Nos. 1 and 2 were approved by the Board on October 26, 2017 & come into effect on September 1, 2018
- in preparation for the updated By-laws, AC reviewed & endorsed the proposed By-law No. 2 Implementation Plan at the meeting in February 2018
- the By-law No. 2 Implementation Plan also includes a Parking Lot of items & will require a considerable amount of work

- as a result of discussions of the By-law Review Project Working Group & as part of the evolution of AC, it has been recommended that AC establish a Governance & Nominations Committee (GNC)
- the GNC would take over several of the responsibilities that are currently delegated to the Academic Council Executive Committee
- in drafting the proposed Terms of Reference for the GNC, we benchmarked the senate committee structure of 14 other Ontario universities

Name & Role of Committee:

- there is inconsistency across institutions as to which body is responsible for governance – varies from a By-laws Committee to the Executive Committee
- establishing a Governance & Nominations Committee for Academic Council would be consistent with the structure of the university's Board of Governors

Membership:

- we recommend the GNC be composed of current members of Academic Council to ensure the committee members are familiar with the role & responsibilities of Academic Council & have knowledge of how meetings are functioning
- having the President & Provost as members of the committee is consistent across institutions
- we recommend having an elected tenured/tenure track or teaching faculty member from every Faculty, as well as a student and staff member on the GNC
- as proposed, the committee would have a total of 12 voting members, 7 of whom would be elected faculty representatives
- we also recommend that the Academic Council Executive Committee nominate committee members for the GNC based on expressions of interest from Academic Council members
- nominations through an expression of interest will assist with ensuring diverse representation on the committee, including a balance of tenured/tenure track & teaching faculty members – it will also provide an opportunity to assess the governance background of nominees

Format:

- the format of the Terms of Reference has been changed to be consistent with Board committees – this will allow for easier transition between governing bodies

Responsibilities:

- elements of the Terms of Reference for the Board's Governance, Nominations & Human Resources Committee have been incorporated, as well as responsibilities identified during the benchmarking process
- the policy/procedure authority elements have been reviewed to ensure they are consistent with the Policy Framework

CONSULTATION:

GNHR:

- April 19, 2018 – for comment
- May 31, 2018 – for recommendation

Academic Council Executive Committee:

- April 3, 2018 – for comment
- the highlighted portions of the draft GNC Terms of Reference indicate changes made as a result of the consultation with the Governance, Nominations & Human Resources Committee

Academic Council:

- April 17, 2018 – for comment
- May 15, 2018 – for recommendation

Board of Governors:

- May 9, 2018 – for comment
- June 27, 2018 – for approval

NEXT STEPS:

1. Present draft of the GNC Terms of Reference for recommendation at the next Governance, Nominations & Human Resources Committee and to the Board of Governors for approval.
2. Upon approval, coordinate with the Academic Council Executive Committee to begin the nomination process for GNC members.

MOTION:

That Academic Council recommend the attached Governance & Nominations Committee Terms of Reference, as presented, for approval by the Board of Governors.

SUPPORTING REFERENCE MATERIALS:

- Draft Governance & Nominating Committee Terms of Reference

ACADEMIC COUNCIL

Governance & Nominations Committee

1. TERMS OF REFERENCE

The Governance & Nominations Committee (“Committee”) is a standing committee of the UOIT Academic Council and is responsible for providing advice to Academic Council on its governance structure and processes, the nomination and election of new members, and Academic Council performance.

Specifically, the Committee will have the following responsibilities:

(a) Governance

- Advise Academic Council on operations, efficient and effective structures supporting good governance, and Academic Council’s relationship with other bodies at the university as established in the *UOIT Act* and By-Laws;
- Advise Academic Council on the establishment, terms of reference, composition, membership and retirement of its committees, including its own;
- Propose, oversee, and periodically review the governance policies of Academic Council and its committees and make recommendations to Academic Council for development and revision when appropriate;
- Establish, oversee, and periodically review the governance procedures, guidelines, and directives of Academic Council and revise when appropriate;
- Develop, implement and monitor procedures for assessing and/or improving the effectiveness of Academic Council and its committees; and
- Oversee the delivery of programs for the orientation and ongoing education of members of Academic Council and its committees on good governance practices.

(b) Nominations

- Review and monitor the membership needs of Academic Council and its committees;
- Oversee the process of recruitment, selection, and election of new members of Academic Council and its committees and recommend appointments for approval by Academic Council in accordance with the *UOIT Act* and By-laws. In doing so, the Committee shall strive to achieve a balance of skills, expertise, and knowledge among its membership, while reflecting the demographic and cultural diversity of the communities served by the university; and

- Oversee the nomination and selection of Academic Council's Vice-Chair from among the members of Academic Council.

2. MEETINGS

The Committee shall meet between six (6) and eight (8) times per year, **or otherwise at the Committee's discretion.** In accordance with the *UOIT Act* and By-laws, the Committee shall conduct two types of meetings as part of its regular administration: Public and Non-Public.

3. MEMBERSHIP

The Committee shall be composed of:

- One (1) elected Academic Council member, being a Teaching Faculty member or Tenured/Tenure Track member, from each Faculty
- One (1) Dean
- One (1) student member from Academic Council

Ex-officio

- President & Vice-Chancellor (Chair)
- Provost & Vice-President, Academic
- Staff member of Academic Council (since there is only 1)
- Secretary of Academic Council (non-voting)

4. NOMINATION

The Academic Council Executive Committee will nominate members through expressions of interest from Academic Council members. When nominating candidates, the Academic Council Executive Committee should ensure the Committee members represent the diverse perspectives of the different constituencies within the UOIT community, including a balanced representation of tenured/tenure-track faculty and teaching faculty.

5. QUORUM

Quorum requires that **a majority** of the Committee members entitled to vote be present.