

ACADEMIC COUNCIL REPORT

SESSION:

Public
Non-Public

ACTION REQUESTED:

Decision
Discussion/Direction
Information

TO: Academic Council

DATE: January 25, 2022

FROM: Governance & Nominations Committee (GNC)

SUBJECT: Update of Steering Committee Terms of Reference – Delegation of Authority

COMMITTEE MANDATE:

- The Governance and Nominations Committee (GNC) is responsible for advising Academic Council on the establishment, terms of reference, composition, membership and retirement of its committees.
- As directed by Academic Council (AC), we are seeking Academic Council's feedback on the proposed amendments to the Steering Committee (SC) terms of reference so as to incorporate a more permanent delegation of authority to the SC.
- If AC supports the proposed amendments, AC may recommend the updated Terms of Reference for approval by the Board of Governors.

BACKGROUND/CONTEXT:

- States of emergency declarations were made at various levels of government and internationally in March 2020 due to the COVID-19 pandemic. In compliance with the directives coming from government, the university enacted measures and implemented contingency plans to manage the implications of the pandemic affecting the university community.
- AC engaged in governance contingency planning and at a special meeting of AC held on March 31, 2020, AC approved a motion requesting the Board's approval of an amendment to the Terms of Reference of the SC. The amendment recognized that in times of emergency, AC may need to delegate its authority to the SC in order to make timely decisions, and provide timely input into university decisions.
- The Executive Committee of the Board approved the updated SC Terms of Reference on April 7, 2020.

- Coming out of Academic Council's discussions in September and October 2021 about the delegation of authority to the SC, Council gave a clear indication that the SC should have a more permanent delegated authority.
- A review of the SC terms of reference was then added to the GNC work plan for this year.
- The proposed amendments to the SC terms of reference were presented to the SC for feedback on January 11 and their comments were shared with the GNC at their meeting on January 12.
- The updated SC terms of reference incorporates feedback from both SC and GNC.

Key Amendments:

- Maintain provision with respect to temporary delegation of authority in the event of an emergency or extraordinary circumstance.
- Remove requirement for AC to review the temporary delegation of authority monthly, as this seemed to be a pain point for AC.
- Add a provision that the delegation of authority to the Steering Committee may be enacted when AC is unable to achieve quorum due to an emergency or extraordinary circumstance. This would help ensure governance continuity in the event that AC could not achieve quorum to enact the authority under s. 1(b).
- Steering Committee would have authority to act on behalf of AC over the summer months on non-contentious items that require immediate action. This authority is common for the executive committees/agenda committees of other institutions and was previously included for the former Academic Council Executive Committee (ACX).
- For items that are or may be contentious, the SC may act on behalf of AC in the summer months only where an effort to achieve quorum at a special meeting of AC has failed, and the item requires immediate action.
- SC may act on behalf of AC in time-sensitive situations that arise between meetings of AC on the same principles set out for the summer months. Several other institutions have enacted a similar authority and this would be consistent with the authority of the university's Board of Governors' Executive Committee.

Feedback from the Steering Committee:

The Steering Committee reviewed and provided feedback on the proposed amendments at their meeting of January 11, 2022. The members had the following comments:

- Supported separating the different types of delegation of authority;
- Supported using the word "may" as opposed to "will";
- Anticipated push back on the final delegation of authority in time sensitive situations;
- Asked for clarification as to whether the intention is for the Steering Committee to meet regularly over the summer – B. Dinwoodie clarified that the Steering Committee would be convened only if necessary over the summer months;
- With respect to the delegation of authority in section (e), suggested that should try to hold a meeting of AC to deal with a pressing matter and if unable to achieve quorum, would delegate authority to the Steering Committee;
- Suggestion to add a statement that AC normally meets between the months of September and June;
- Suggestion that in every instance, an effort should be made to call an AC meeting when needed and include that as an overarching statement. In between regularly

scheduled meetings, if quorum cannot be reached for an emergency meeting, then Steering Committee has authority to act;

- Consider whether we distinguish between standard/routine matters and more broad/institutional matters;
- Suggestion that should leave room for the Steering Committee and AC Chair to determine what is categorized as a standard/routine matter;
- Suggestion to include a statement about the commitment to collegial governance and importance of AC as the foundation – make clear that it's not about shifting power to the Steering Committee and this may alleviate some concerns.

Feedback from GNC:

The GNC reviewed the proposed amendments and the comments of the SC during their meeting on January 12. The GNC had the following feedback:

- What kinds of actions can the SC make in interim situations? If it can wait for the next AC meeting, then it should.
- Suggestion to include language that SC may act in time-sensitive situations and on matters that cannot wait to be decided at the next AC meeting (e.g. conferral of degrees – routine and standard and could be decided by Steering Committee).
- Proposed language for the delegation of authority in sections 1(d) and (e) was incorporated and is included in the draft being presented to AC today.
- Clarified that AC would have the authority to reconsider any decisions made by SC under the delegated authority in accordance with Article 6.3 of By-law No. 2.

NEXT STEPS:

1. If AC supports the proposed amendments without significant changes, AC may recommend the updated SC terms of reference for approval by the Board of Governors at their meeting on March 10, 2022.
2. If significant changes are required, the SC terms of reference will return to the GNC for review at their meeting in February and will return to AC for recommendation on February 22 and to the Board for approval on March 10.

MOTION for CONSIDERATION (if required):

That Academic Council hereby recommends the updated Steering Committee Terms of Reference, as presented/amended, for approval by the Board of Governors.

SUPPORTING REFERENCE MATERIALS:

- blacklined Steering Committee Terms of Reference

ACADEMIC COUNCIL Steering Committee

1. TERMS OF REFERENCE

- a. The Steering Committee (“Committee”) is the body responsible for facilitating the work of Academic Council (“AC”). The Committee’s responsibilities include:
 - i. coordinating the business of AC by reviewing and approving the agendas of AC meetings;
 - ii. assigning all matters deemed routine and uncontroversial to the consent agenda;
 - iii. reviewing the reports and proposals being presented to AC to ensure that relevant background material is available to AC members prior to meetings;
 - iv. receiving and reviewing suggested agenda topics from the community and determining whether they are appropriate topics for discussion by AC;
 - v. considering, preparing and scheduling discussions of broad academic interest between 2 – 4 times per academic year; and
 - vi. coordinating annual reports from the subsidiary bodies of AC.

Authority to act on behalf of Academic Council

- b. AC may approve a temporary delegation of its authority to the Committee because of an emergency or extraordinary circumstance, as declared by AC:
 - ~~(a)i.~~ The AC must grant the temporary delegation of authority by resolution.
 - ~~(b)ii.~~ The AC may also limit the scope of this delegation.
 - ~~(c)iii.~~ The delegation of authority will take effect as of a date to be determined by AC or will be triggered by the inability of AC to reach quorum.
 - ~~(d)iv.~~ The delegation of authority will remain in effect until the emergency or other extraordinary circumstance has ended, or until amended or revoked by AC by resolution, whichever is earlier.
 - ~~(e)~~ ~~The Committee will make all efforts to arrange Academic Council meetings such that this delegation of authority is reviewed monthly, or as quickly thereafter as possible.~~
 - ~~(f)v.~~ The Committee will report all actions taken on behalf of AC to AC for information as soon as is reasonably possible.

Commented [BD1]: Removing this provision will keep the delegation of authority in place until revoked by a resolution of Academic Council or emergency/extraordinary circumstance has ended, whichever is earlier.

- c. The Committee may also act on behalf of AC when a quorum cannot be reached due to an emergency or extraordinary circumstance, as determined by the

Committee.

d. AC normally meets monthly from September to June, except December. During the summer months, the Committee may act on behalf of AC on non-contentious items that require action prior to the first regular meeting in September. For items that are or may be contentious, the Committee may act on behalf of AC in the summer months only where an effort to achieve quorum at a special meeting of AC has failed, and the item requires immediate action. The Committee will report to AC, at its first regular meeting in September, what action has been taken under this authority.

e. The Committee may act on behalf of AC in time-sensitive situations that arise between meetings of AC on the same principles set out in d. for the summer months, and will report to AC at its next regular meeting the action that has been taken under this authority.

Commented [BD2]: This would provide assurance for continued governance in the event that AC could not achieve quorum during an emergency to exercise the delegation of authority under 1(b).

Commented [BD3]: Suggested change from Steering Committee

Commented [BD4]: Suggested change from GNC

Commented [BD5]: Suggested change from GNC

Commented [BD6]: Authority similar to that of the Board's Executive Committee. There are a few other institutions that have a similar authority for their senate executive committee.

2. MEETINGS

The Committee will meet at least 2 weeks before each meeting of AC, or otherwise at the Committee Chair's discretion. In accordance with the UOIT university's Act and By-laws, the Committee ~~shall~~will conduct two types of meetings as part of its regular administration: Public and Non-Public.

Commented [BD7]: Editorial amendment – remove reference to UOIT

3. MEMBERSHIP

The Committee shall be composed of:

Ex-officio

- President & Vice-Chancellor (Chair)
- Provost & Vice-President, Academic
- Chair of the Academic Council committee responsible for undergraduate curriculum
- Chair of the Academic Council committee responsible for graduate curriculum
- Chair of the Academic Council committee responsible for research
- Secretary of Academic Council (non-voting)

Elected Representatives from Academic Council

- Between three (3) and six (6) elected representatives of Academic Council (Teaching Staff, Administrative Staff and Students) to ensure the Committee benefits from a balance of skills, expertise, and knowledge among its

membership, while reflecting the demographic and cultural diversity of the communities served by the university.

- One of the elected representatives will also serve as Vice-Chair of Academic Council and the ~~Agenda~~ Committee. The Vice-Chair will be selected in accordance with the relevant procedure established by the Governance and Nominations Committee.

Commented [BD8]: Editorial change – Steering Committee incorrectly referred to as Agenda Committee.

4. QUORUM

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

DRAFT