

# **ACADEMIC COUNCIL Orientation Session Part 1: University Governance**

September 2019

Prepared by:

Office of the University Secretary &  
General Counsel

# AGENDA

1. Goals
2. Introductions
3. President's Welcome
4. University Secretary & General Counsel's Remarks
5. Governance Structure
6. Bicameralism at Ontario Tech:  
*Act & By-laws*
7. Procedures for Fair and Effective Meeting Management
8. Questions

# GOALS

Our goals for today's orientation session are to:

- improve your understanding of the university's Act & By-laws, Board of Governors & Academic Council
- improve your understanding of bicameral governance
- familiarize yourself with the university's governing documents

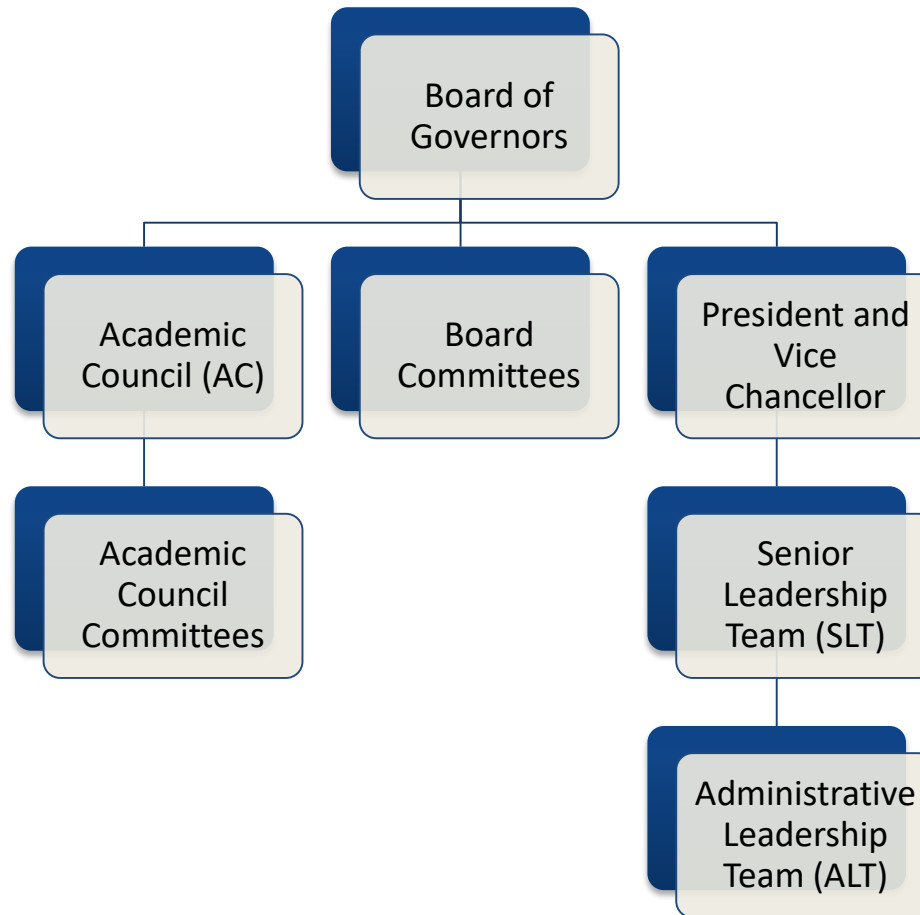
# INTRODUCTIONS

# PRESIDENT'S WELCOME

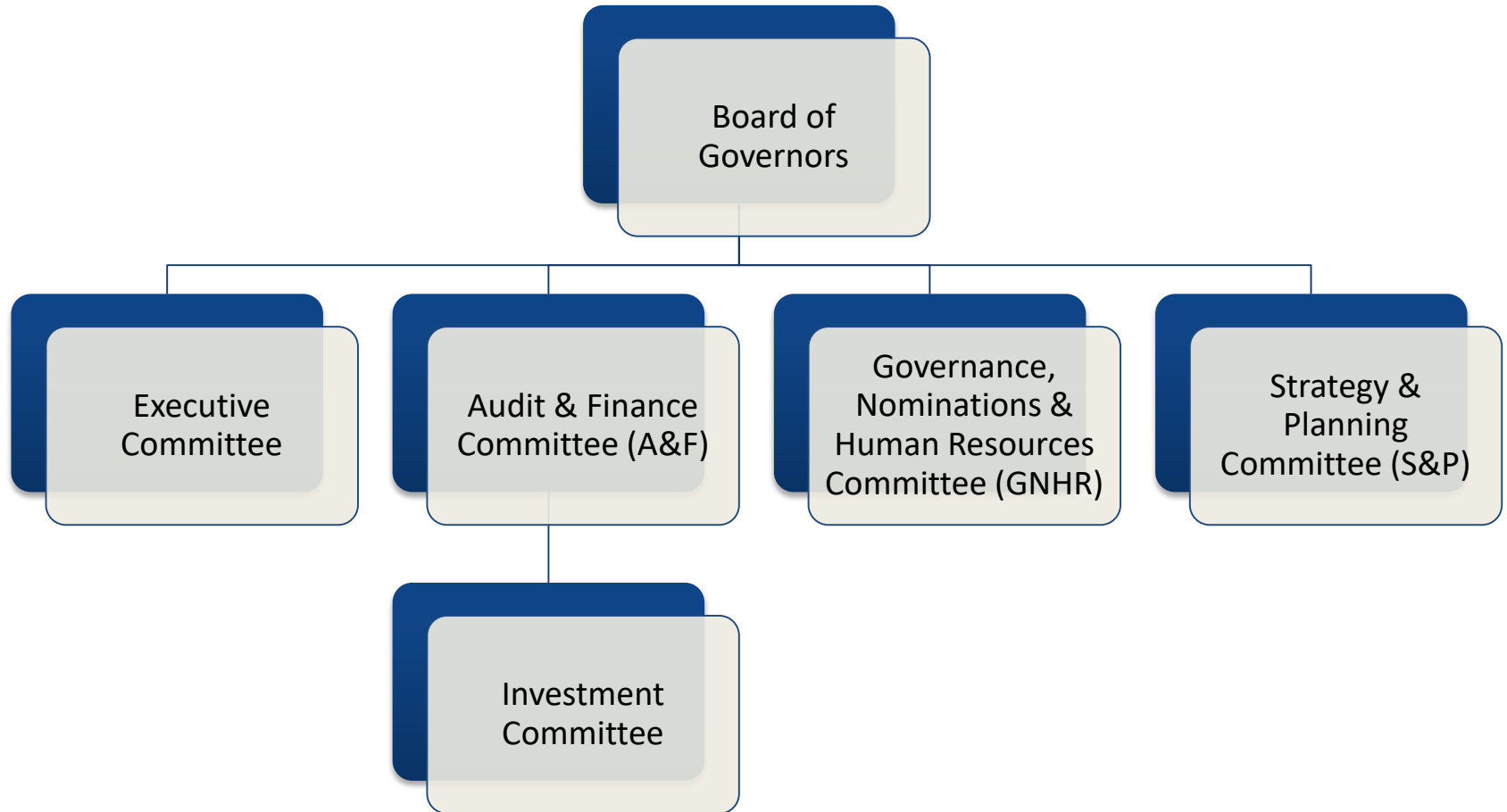
# Role of Office of the University Secretary & General Counsel

- The Office of the University Secretary & General Counsel (USGC) supports the university by providing guidance and legal support to the governing bodies (Academic Council & Board of Governors), faculty and staff on governance, compliance, privacy, risk management and records management.
- The USGC is responsible for promoting the effective operation of the university's bicameral form of governance.
- We provide advisory and administrative support to the Board of Governors, Academic Council, and their standing and ad hoc committees.
- We are committed to good governance principles and practices and working together with the Board, Academic Council, senior leadership and the broader community to continuously improve the university's governance processes.
- You can reach us at [ACmeetings@uoit.ca](mailto:ACmeetings@uoit.ca)

# Governance Structure

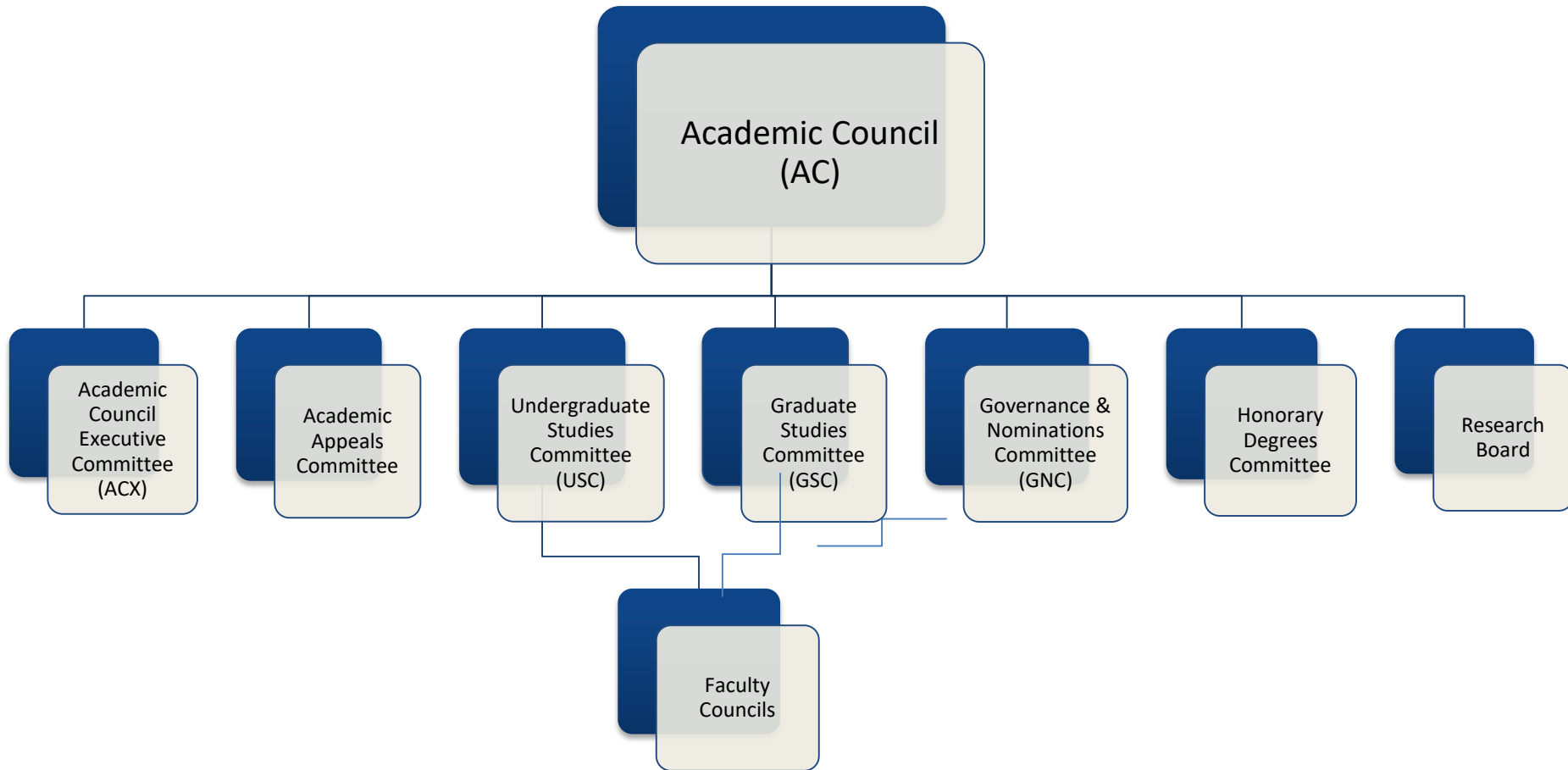


# Structure of Board of Governors





# Structure of Academic Council



# Bicameralism at Ontario Tech:

University of Ontario Institute  
of Technology Act (the “Act”) &  
By-laws

# Bicameralism – Unique Governance Model for Universities

- Shared governance between the Board of Governors of an institution & its academic governing body (Academic Council or Senate)
- Differences in authority of the board in relation to the academic body derive from the institution's founding legislation
- Bicameralism = 2 houses
- “Business House” and “Academic House”
- Generally, boards are not involved in vetting academic programs or policies or in academic quality and universities have academic bodies (senates/academic council) that are the authority for matters of academic policy

# Bicameralism

- Ontario Tech is (like most Canadian universities) created by its own piece of legislation – *University of Ontario Institute of Technology Act, 2002 (the “Act”)*
- Creates the university & is the source of all authority
- The By-laws implement the *Act* by adding more specifics
- The *Act* is the source of the university’s model of bicameral governance (unique but many similarities to other universities)
- The Board of Governors has authority over all aspects of university governance
- The *Act* provides that the Board must consult with Academic Council with respect to certain matters
- The Board has, as a matter of practice, delegated certain functions to Academic Council

# The *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

# Becoming Familiar with the *Act*

- we have provided you with a copy of the *Act*
- answers to the questions on the following slides can be found in the *Act*
- we will organize you into groups to find the answers
- collaboration is encouraged!

# What does the *Act* say?

Tony Stark, a former Chair of the Ontario Tech Board of Governors, is excited by the recent announcement of the completion of the ACE Enhancement project. He would like to rejoin the Board for another 3 year term. He completed his second 3-year term a year and a half ago.

Is Tony eligible for reappointment to the Board?

# What does the *Act* say?

The Board is considering and voting on an overall 50% tuition increase.

Must Rory Gilmore, the student governor, declare a conflict of interest with respect to that agenda item?



# What does the *Act* say?

Due to an exceptionally successful Board recruitment campaign, the Board Chair, Elaine Benes, would like to appoint 45 new members to the Board.

Can Elaine do this?

## What does the *Act* say?

An external governor, Michael Bluth, has missed the past 4 Board meetings without providing any reasons. His term is scheduled to end in August 2021.

Can the Board end Michael's term sooner than that?

# What does the *Act* say?

The Board consists of 12 members - 8 external governors & 4 elected governors (1 student, 2 faculty and 1 staff). At the fall Board meeting, 7 members are in attendance (3 external & 4 elected).

Does the Board have quorum to proceed with the meeting?

# What does the *Act* say?

Zack Morris, the student governor, has expressed interest in being appointed as Board Chair.

Can the Board appoint Zack as Chair?

# What does the *Act* say?

Annalise Keating, the new Board Chair, would like to close all Board meetings to the public.

Can Annalise do this?

# What does the *Act* say?

The President confers all degrees, honorary degrees, certificates and diplomas on behalf of the university.

True or False?

# What does the *Act* say?

The university is considering purchasing land to build a football stadium for the university's new varsity football team.

How much land transfer tax would be payable on the transaction?

# By-laws

- By-law No. 1 originally came into effect in 2003
- The Board's Governance, Nominations & Human Resources Committee (GNHR) established a By-law Review Working Group in September 2015 in order to review & update the University's By-law
- The By-law Review Working Group consisted of the Chair of GNHR at the time, another governor, 2 members of Academic Council (AC) appointed by AC, the Provost and University Secretary
- As a result of the review, the Board approved updated By-law Nos. 1 & 2 in October 2017
- The updated By-laws came into effect on September 1, 2018



# By-laws

- Objectives of the By-law Review:
  - strengthen bicameral governance of the university
  - support & strengthen university's collegial processes & atmosphere
  - support & strengthen communications between the Board of Governors & AC
  - increase faculty member engagement by improving the efficacy of AC & its committees
  - improve the By-law's consistency with the *Act*
  - update the By-law to take advantage of new technology & clean up unclear and/or outdated language
  - ensure the By-law is compliant

# How does By-law 2 strengthen bicameral governance?

- having a separate by-law dedicated to Academic Council
- more clearly defining the delegated authority of Academic Council & matters on which the Board must consult with Academic Council (Arts. 1.1 – 1.4)
- promoting effective communication between the Board and Academic Council by Board representative on Academic Council (Art. 2.1) and providing for the appointment of an Academic Council member to deliver a report at every public meeting of the Board and Academic Council (Art. 5.1)

# By-law No. 1

- By-law to regulate generally the affairs of the University
- Several key areas governed by By-law No. 1:
  - Board Composition (Article 3)
  - Governor Standard of Conduct (Article 4)
  - Appointment of Officers of the University (Article 5)
  - Board Meetings (Article 6)
  - Board Committees (Article 7 & 8)

# By-law No. 1

## Board & Committee Meetings

- Consist of a public, non-public, and *in camera* sessions (Article 6.5)
- Dates of meetings are published on the Office of the University Secretary & General Counsel website in September of each year (or earlier)
- Public meeting material is posted online at least several days prior to a meeting
- Attendance at public meetings is subject to space limitations
- Additional information is available at <https://usgc.uoit.ca/governance/board-of-governors/index.php>

# By-law No. 2 – Academic Council

- New By-law & is the By-law to govern the affairs of the Academic Council
- The key areas governed by By-law No. 2 are:
  - Authority and Duties of AC (Article 1)
  - Composition of AC (Article 2)
  - Leadership of AC (Article 3)
  - AC Meetings (Article 4)
  - Communications (Article 5)
  - Actions Taken on Behalf of Board (Article 6)

# By-law No. 2 – Academic Council

- the updated composition of AC consists of 50 members, with 1 non-voting member
- terms for AC members are set at 3 years for non-students & 2 years for students

## Meetings

- meetings of AC & its committees are also public, unless the topic of discussion meets the criteria set out in Article 4.3, in which case AC may hold a non-public meeting.
- Attendance is also subject to space limitations
- 2018-2019 AC meetings will be held on the fourth Tuesday of every month, except December, July & August
- The agendas & additional information are available at:  
<https://usgc.uoit.ca/governance/academic-council/index.php>

# Becoming Familiar with the By-laws

The School of Graduate & Postdoctoral Studies is recommending the establishment of a new program, Masters in Netflix Programming.

Does Academic Council have the authority to approve the new program?

# Becoming Familiar with the By-laws

A community member has nominated Bianca Andreescu for an honorary degree from the university.

Which governing body is responsible for granting honorary degrees?



# Becoming Familiar with the By-laws

In an effort to promote active engagement at Council meetings, Academic Council would like to select a theme song to be played at the start of every meeting. In order to choose the most appropriate song, Academic Council would like to appoint an advisory group to recommend a song.

Is Board approval required for Council to establish a Theme Song Advisory Group?

# Becoming Familiar with the By-laws

The Chair of Academic Council is proposing that Council meetings be conducted in accordance with Steven's Rules of Order.

Is this authorized under the By-laws?

# Becoming Familiar with the By-laws

Academic Council is recommending the establishment of a new Bachelor of Arts in the Philosophy of the Big Bang Theory. The deadline to obtain Board approval falls between Academic Council meetings. A written resolution was circulated and signed by all Council members, except Amy Farrah Fowler, a representative of the Faculty of Science.

Is this a valid resolution?

# Becoming Familiar with the By-laws

Based on the recommendation of the Theme Song Advisory Group, Academic Council approved a motion selecting “Old Town Road” as its theme song at its meeting in August 2019. At the September 2019 meeting, a member had second thoughts and suggested that Council should have selected a song by a Canadian artist/band, like Blue Rodeo.

Can Council reconsider the matter?

# **ACADEMIC COUNCIL**

## **Orientation Session Part 2: Procedures for Fair and Effective Meeting Management**

September 2019

Prepared by:

Office of the University Secretary & General  
Counsel

# Overview

## 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

- Article 4.5 of By-law No. 2 provides:
  - “Meetings of the Academic Council and its committees will be conducted respectfully, efficiently and with a view to reaching consensus in accordance with the values of the University. In case of controversy, meeting of the Academic Council and its Committees will be conducted in accordance with *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?

- Section III(6)(c) of the 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. In 2018-2019, ACX decided to coordinate Colleagues Exchange discussions 2-3 times per year and to schedule them immediately before Council meetings in order to encourage further engagement.



# How is the Agenda set?

- The Academic Council (AC) annual work plan is used to guide the development of each agenda.
- Agenda items are also submitted by Council's standing committees, the Registrar, and other units of the university.
- All AC members are welcome to propose agenda items.
- In consultation with the Chair of AC, the secretary to AC prepares the agenda for each meeting.
- In accordance with its Terms of Reference, ACX is responsible for approving the agenda.
- ACX meets on the 2<sup>nd</sup> Tuesday of the month (2 weeks prior to Council meetings)

# How is the Agenda set?

- The supporting material for agenda items (e.g. proposals, reports, presentations, etc.) should be submitted to ACX for review prior to agenda approval.
- All proposed agenda items and corresponding material must be submitted to the Office of the University Secretary ([acmeetings@uoit.ca](mailto:acmeetings@uoit.ca)) at least **three (3) weeks before** the next scheduled AC meeting.
- Agenda, meeting material and minutes are available online at: <https://usgc.ontariotechu.ca/governance/academic-council/ac-meeting-material/2019-2020/index.php>

# Can the Agenda be Amended?

- Academic Council approves the Agenda at the beginning of every meeting by way of a motion.
- As a matter of course, the Agenda should not be materially changed at the beginning of a meeting because:
  - Requires ACX approval
  - Council entitled to fair notice regarding substantive business
- What constitutes “*Other Business*”?
  - Limited to exceptional and pressing matters

# 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 the appointment of Phil Dunphy to ACX.”)

# How is a Motion Decided?

- Motion moved and seconded.
- Once seconded, opens up floor for Council to discuss the agenda item and ask questions.
- After discussion, chair re-reads motion and calls for a vote.
- Members need to be present to vote (no proxy voting per Article 4.6 of By-law No. 2).
- 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.
- A Point of Order is used to flag:
  - breach of law; or
  - breach of good order
- “Mister/Madam Chair, point of order.”
- Chair will immediately acknowledge the point of order.
- Member explains the why they feel there was a breach of order.
- Chair rules on point of order (corrects the situation or explains why situation is in order).
- AC votes, 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 the Chair and seconded to be considered.
- Amended motion temporarily replaces the original motion; members discuss wording of the amendment *only* and vote on the proposed amendment:
  - 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.

# The Rules in Action

- We will put your knowledge of the Rules to the test, with a special meeting of the Most Awesome Committee.
- Becky will distribute the agenda, as well as chair the meeting.
- Use the Rules wisely!