Report of the Governance Review Task Force

to the Board of Governors

November 19, 2015

I.   PREAMBLE

This has been a very difficult year for Western. The issue of the President's compensation and the move for votes of non-confidence at the university's Senate in the spring deeply affected the community, including the members of the Board of Governors. As is so often the case when organizations face significant challenges, there is an opportunity to review governance policies and procedures and make them better. Over the course of this review, in addition to hearing criticisms and concerns, the Task Force heard a common refrain that we all need to work to make the university stronger. The Board is made up of dedicated individuals who believe in Western and share that interest. The members are committed to working with the Western community to address the concerns that have been raised about how governance is carried out at this institution and to develop practices and processes that will allow the Board and the many stakeholder groups that make up the university, to communicate with and understand each other better.

This report is only a first step. It outlines the concerns that were presented to the Task Force by members of the community and by members of the Board, and provides recommendations for moving forward. Some of those recommendations can be implemented relatively quickly; others will take time and effort. However, it is critical to persevere and to keep the conversation going.

The Task Force also recognizes that Senate is conducting its own review of governance. The Board looks forward to receiving their report and finding opportunities to work with Senate to improve governance at Western.

II.   CONTEXT

In carrying out this review, the Governance Review Task Force kept three principles as priorities:

- Commitment to open communication and transparency to the benefit of the university community;
- Commitment to bicameralism, shared governance, and the complementary partnerships those terms embody;
- Commitment to our fiduciary responsibilities as Board members.

The University of Western Ontario Act (the Act) establishes the Board and Senate, describes their membership and outlines the responsibilities of each. The Board's responsibilities are summed up in the Act as follows:

> Except in such matters as are assigned by this Act to the Senate or other body, the government, conduct, management and control of the University and of its property and affairs are vested in the Board, and the Board may do such things as it considers to be for the good of the University and consistent with the public interest.

Senate's mandate under the Act includes such matters as academic programs, examinations, admission requirements, and requirements for degrees. In short, the Act describes a classic bicameral governing structure that can be found in many Canadian universities, combining an academic senate, largely composed of faculty and students, and a governing board, with a majority of its members from outside the academy. It is an eminently sensible structure that ensures that academic decisions are made by those with the most expertise in those matters, and that financial and capital decisions are made by individuals

with expertise in those areas. However, the Board is given special responsibility to ensure that decisions are made in both the university's and the public interest – again, appropriately so, because the university is a public institution.

There are areas where the Act, or the university's governance processes, brings Senate and Board together to make decisions. Those include matters such as major academic structural changes and strategic planning. Perhaps the most significant of these shared responsibilities is the selection of the president and other senior administrators. The Act requires that the Presidential Selection Committee be composed of members from both Board and Senate; the *Appointment Procedures for Senior Academic & Administrative Officers of the University*, which is a policy requiring support by both bodies, stipulates that members of selection committees for the vice-presidents include representation from both.

In addition to the Act, the Board is governed by the legal responsibilities it carries as a fiduciary. Fiduciary responsibility requires that each governor act independently, with due diligence and with good faith in the best interests of the institution he or she serves. This will be discussed in greater detail, below.

III.   TERMS OF REFERENCE AND PROCESS

The Governance Review Task Force was created by the Board in June 2015 in response to issues and concerns about governance that were triggered by decisions with respect to the President's compensation. The Task Force was one of two formal steps taken by the Board with respect to the matter – the other was the engagement of the Hon. Stephen Goudge to review the president's compensation and the Board's contract approval process. Mr. Goudge's work was independent of the work of the Task Force. He delivered his report at the end of September and the Board has publicly declared its intention to implement the recommendations in that report.

The remit given to the Task Force was to look at the full range of governance polices, practices and processes, as well as the relationship of the Board to Senate, the university community, and the wider community external to the university, and to report by the November meeting of the Board. The terms of reference of the Task Force and the list of Board members elected to it are attached in Appendix A.

The Task Force issued invitations for input to a large number of stakeholder groups both within the university and without, and to members of the Senate, and all faculty and staff of the university. Over the course of the last few months, the Chair and Vice-Chair of the Task Force along with, at some meetings, the Vice-Chair of the Board, met with the representatives of the University Students' Council (USC), the Society of Graduate Students (SOGS), the Postdoctoral Association of Western (PAW), the University of Western Ontario Staff Association (UWOSA), the University of Western Ontario Faculty Association (UWOFA/UWOFA-LA), the Alumni Association, the Professional Managerial Association (PMA), the President and Vice-Presidents of the university and others from the senior administrative group, the chairs of departments in the Faculty of Science, and other members of the Western community. Written and oral input was also received from individual members of the Board of Governors. A full list of those invited to provide input can be found in Appendix B. The Task Force very much appreciates the time and effort involved for all of those who provided their thoughts and advice.

The Task Force's mandate covered three broad areas:

- Relationships and Communications with the Community
- Structure of the Board/Delegation of Authority
- Role of the Board and Board Members

In each case, a series of questions was formulated to begin the conversation.

IV.   RELATIONSHIPS AND COMMUNICATIONS WITH THE COMMUNITY

A.   The Board's relationship with Senate

The Act sets out the membership and responsibilities of Senate and the Board. It gives each body complementary responsibilities, and those different mandates are reflected in the way each is structured. However, the Act also makes clear that Senate and the Board share responsibility for the governance of the university. It provides for each body to appoint representatives to the other, makes the President both the Chair of Senate and a full voting member of the Board, stipulates that certain matters must be approved by both bodies, provides the ability for the Senate to give advice to the Board on any matter it sees fit, and gives reciprocal ability to the Board.

In addition to the measures provided by the Act, through policy and practice, the Board and Senate have established mechanisms to foster interaction. For example: two members of the Board serve on the Senate Committee on University Planning (SCUP) and the Chair of SCUP sits on the Board's Property & Finance Committee; significant documents such as strategic plans and campus master plans must be approved by both bodies as must certain classes of policy; and the Board defers consideration of the budget until it receives the advice of Senate.

So, there are tools in place that recognize the shared responsibilities of bicameral governance. The question is whether those tools are being used effectively. The conclusion of the Task Force, from all the information and views that have been provided and from what the community experienced this past year, is that they clearly are not:

- Each body does its part in carrying out responsibilities in areas where mandates overlap, but that is largely done separately;
- There is a report from Senate at each Board meeting but most items are on the consent agenda (out of a desire of the Board not to intrude on what are, fundamentally, academic decisions);
- There is no opportunity for Senate to receive a report from the Board on what the Board is doing;
- There are no opportunities for members of Senate and Board to meet, either formally or informally.

All of this leads to a significant gap in knowledge between the two bodies about what they do, how they function, and what they see as priorities going forward.

B.   The Board's relationship with the wider university community

One of the most common observations the Task Force heard was that the Board appears disconnected and insulated from the university community and makes its decisions without fully understanding what is happening across the campus.

One solution presented in meetings with leaders of several stakeholder groups was to have an official voice at the Board table through voting seats for those organizations. This proposal comes up against a fundamental governance principle, iterated above, of the requirement for governors to be independent. It would be contrary to this fiduciary responsibility to have "representatives" of particular constituencies voting at the direction of their organizations. Regardless of how someone gets to the Board table, or who put them there, once a person becomes a Board member, his or her loyalty must lie with the best, long-term interests of the university. The situation would be especially problematic if the appointee were an executive member of the constituent organization. As noted in Daniel Bourgeois' *The Law of Charitable and Not-for-Profit Organizations,* an executive member of a group could "potentially [be] in breach of a fiduciary duty to one or the other organization, in particular if those two or more organizations have relationship between or among each other."[1] The Act determines the membership of the Board and provides for members to be elected from faculty, staff and student constituencies and those internal members of the Board bring the views and concerns of their constituents to the table. There are nine such members, comprising one-third of the Board's voting members. The Task Force fully recognizes the importance of the Board hearing and understanding the range of concerns among all stakeholder groups and the Board needs to find additional ways of doing that; it is part of the Board's fiduciary responsibility to act with due diligence.

The Board also needs to establish better ways of letting the campus community know what it is doing and how it operates, and there need to be means by which Board decisions can be regularly communicated back to stakeholders.

Finally, members of the Board have a responsibility to learn more about what is happening in different divisions of the university, to better understand the work that is being done on a daily basis and how the Board's decisions both arise out of that work and have impact on it. There is a challenge here in that the Board as a collective meets only five times per year, and not all members are local to London. However, there are steps that can be taken.

C.   The Board's relationship with the external community

The Board has had different mechanisms in place over the years to allow members of the community external to the campus to bring forward issues and concerns. They have not been well used. As with knowing about the concerns of those within the university, it is part of the due diligence of Board members to be informed about the relationship between the university and the community within which it resides. The Mayor of the City of London and the Warden of Middlesex County are ex officio members of the Board and can bring some of that perspective to the table. Similarly, the four members of the Board appointed by the Alumni Association bring the views of a critical subset of the external community. Alumni straddle both the internal and external groups. They provide the Board access to what is happening and what is being talked about outside the university gates, and are also among the university's strongest supporters. This is true whether one looks to the members of the Alumni Board of Directors, the International Advisory Board, or international alumni chapters which support the university's initiatives around the world.

However, the ability of other voices to be heard is also important. There are key institutions within London with which the university is a partner on many levels. As noted in the university's strategic plan, *Achieving Excellence on the World Stage*, "Western cherishes its longstanding ties to its home in London, and we are highly cognizant of the importance of relationships with key local stakeholders and institutional

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[1] Donald J. Bourgeois, The Law of Charitable and Not-for-Profit Organizations Fourth Edition (Markham: LexisNexis Canada, 2012) 120.

partners." The views of our partners, including community members in the neighbourhoods surrounding the university, donors, and business people should be welcomed and sought as appropriate.

D.   Recommendations

1.   Request a place on the Senate agenda for regular Board reports – similar to the reports from the Academic Colleague regarding matters discussed at the Council of Ontario Universities. This would provide an opportunity for dialogue and input on some of the issues before the Board and an opportunity to advance communications between the two bodies. The report could be given by one of the two Board representatives on Senate.

2.   Request a series of regular meetings, perhaps semi-annually, between the Senior Operations Committee of the Board (which consists of the chairs of the Board's standing committees and the chair and vice-chair of the Board) and the chairs of Senate's standing committees.

3.   Propose to Senate the development of a joint orientation and education program focused on the roles and processes of the Board and the Senate, so that members of both bodies can have a better understanding of the work and role of both the Board and Senate.

4.   Establish a schedule of meetings between Board members and leaders of stakeholder groups; meetings might be formal or informal in nature but the goal should be to provide opportunities for unfiltered discussion between members of the Board and stakeholder groups.

5.   Improve electronic communication measures to allow the Board and individual Board members to inform the campus community and others about Board discussions and decisions.

6.   Develop an annual plan for Board education that might include such options as space on Board agendas for information presentations, and opportunities for visits to different divisions/areas of campus.

7.   Create an annual "Report of the Board" to the community outlining key strategic issues assessed by the Board and its activities in support of those issues.

8.   Consider ways to build stronger relationships, continue to increase engagement in the broader London community, and work with our external partners to develop appropriate communication and consultation mechanisms.

9.   Allocate time in meetings to reviewing the university's relationship with and place in the community.

V.   STRUCTURE OF THE BOARD

A.   Fiduciary Duties

Fiduciary responsibility is a legal responsibility, commonly described as comprising three "duties": duty of care, duty of loyalty and duty of obedience. Duty of care means that members carry out their responsibilities in good faith and with diligence, care and skill, all in the best interests of Western. Duty of loyalty means that each individual Board member must be independent of any outside influence, including the body or group that appointed or elected the member to the Board, and make decisions solely on the

basis of his or her good judgment. Finally, duty of obedience speaks to the need to ensure that the institution is operating in accordance with its purposes and that it is compliant with the law.

The Board needs to structure itself to ensure that these three duties are consistently met. This has implications for the role and conduct of individual Board members, which are discussed later in this report. It also has implications for the types of committees that are struck, the mandates they are given, and the authority that is delegated to them, and for the ways in which the Board reaches decisions. Open, transparent decision-making processes are necessary to build trust in the efficacy and integrity of the Board.

B.   Strategic Decision Making/Effective Decision Making

There are key areas of strategic focus for any board, regardless of the type of institution it governs:

- Strategic plans
- Selection of the president and appointment of senior management, and matters of compensation
- Fiscal integrity
- Risk management

All are necessary for the long-term sustainability of the institution and are tied to the Board's fiduciary role. They are inter-related and not dealt with in isolation. However, of the four, strategic planning is the driving force. Strategic plans state where an institution wants to go and what kind of institution it wants to be. However, such plans will only be successful if there is effective leadership, sufficient resources, and prudent management of the risks that change and growth bring. It is important, therefore, that the Board focus its attention and its priorities on the implementation of Western's plan, approved by both Senate and Board. The strategic plan should be at the heart of every discussion, not just discussed when it is being developed or reviewed.

Every governor, regardless of constituency, and all committees of the Board have responsibility for each of these areas of focus. Take, for example, responsibility for risk management. This is clearly a matter of concern for the Audit Committee. It needs to ensure that there is an effective risk management framework in place for both operational and enterprise risks. But the Property & Finance Committee must ensure that appropriate policies and practices are in place to manage the risks inherent in investing and in capital projects; the Senior Operations Committee needs policies and processes to assess university leaders; the Fund Raising & Donor Relations Committee must ensure that funds are raised in an ethical way and that donors do not have influence on the essential academic enterprise.

The Board must design its processes to ensure that its oversight is strategically focused and not diffused through the work of the committees. Effective decision making means that the Board remains seized of critical, high level decisions, while delegating authority to committees with respect to implementation of those decisions when it is appropriate to do so.

Agenda development and design have an impact on how the Board conducts its discussions. Currently, items of business come to the Board through the committees in a piecemeal way. The information provided and the focus of discussion is usually on financial or technical details which have already been thoroughly vetted by the committees, rather than on the questions of the strategic fit or the long-term impact. Not only does this focus on financial and technical details take time that could be used for more strategic discussion, it keeps members without professional expertise in those areas out of the conversation.

The timing of when issues are brought to the Board also has impact on effective decision-making. Most often, matters come before the Board and its committees late in the university decision-making process when there may not be opportunity to provide meaningful input or make any significant change to a proposal from the senior administration. Earlier input from Board members in decision making could encourage the development of a range of perspectives, enhance the deliberative process, and spur consideration of a broader array of possible proposals and solutions.

The current format of transaction-based agendas combined with the use of a consent agenda can lead to a perception that the "real" work of the Board is being carried out in closed session. The consent agenda process was adopted by the Board many years ago to allow the Board to use its meeting time more effectively. Items on the consent agenda are those that, traditionally, have not elicited or required significant discussion but, nonetheless, must be approved or received by the Board. Any member of the Board may ask to have an item removed from the consent agenda for questions or discussion. Many of the agenda items dealt with in the open session fall within this framework. However, their placement on the consent agenda without sufficient context means that their import is not always understood or expressed. So, for example, while the Board receives a report from Senate at each meeting, for the most part, the items in that report are dealt with on the consent agenda. This is because these are academic decisions that come to the Board only because they must as a matter of policy and it would be very rare for the Board to question those decisions or substitute its judgment for Senate's. However, because they are on the consent agenda, discussion with respect to the strategic importance of Senate's decisions is also rare.

The Act provides in section 31 that meetings of the Board are open except where "confidential matters of the University are being considered" or where "matters of a personal nature concerning an individual may be disclosed." In its Bylaws in paragraph E.9, the Board has defined confidential business to mean "matters concerning personnel, finance, acquisition or disposal of property, and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University." In keeping with a commitment to openness and transparency, care must be taken to ensure that matters are dealt with in closed session only when necessary and that confidentiality restrictions are lifted when possible.

During the Task Force consultation process, it was suggested that members of the Board should have opportunities to meet without any administration present, including the President, notwithstanding that the President is a member of the Board. This is a common practice in corporate governance; there is a range of practices across the Canadian university landscape. The Task Force believes this is a proposal that warrants further review.

The role of the Senior Operations Committee has come under particular scrutiny over the past year. Its work is not well understood, nor well communicated. The name itself is viewed as problematic in that it does not provide a clear picture of the role of the committee (as compared to "Bylaws Committee" or "Audit Committee," for example). The committee consists of the chair and vice-chair of the Board, and the chairs of the standing committees of the Board, and serves a range of functions:

- It is the Board's compensation committee. This includes delegated authority for contracts and compensation for the university's senior administration, and members of the Board holding faculty seats. The report provided by the Hon. Stephen Goudge speaks directly to the Board's and the committee's roles with respect to presidential compensation in particular. As well, the committee deals with matters related to labour negotiations with campus bargaining units.
- As part of its mandate with respect to compensation for senior administrators it has responsibility for the performance review processes for the presidents and the vice-presidents.

- It is responsible for human resource policy matters. All new and amended human resource policies are reviewed by the committee before being recommended to the Board for approval.
- It is the Board's nominating committee. The committee keeps a running list of individuals who might be potential members of the Board and tracks skills needed at any given time.
- It has responsibility for reputational issues, especially as they relate to the external community. When the Campus and Community Affairs Committee was disbanded in 2007, a process was established whereby concerns could be raised through the Senior Operations Committee and the Chair of the Board. As with Campus and Community Affairs Committee processes, this process has gone largely unused.
- It provides guidance and support to the President on a wide range of matters as they are developing.

Given that the committee's membership is drawn solely from the external constituencies of the Board and that the nature of its mandate requires a high level of confidentiality, it can be, and has been seen as, an "inner circle". It must do a better job of informing the full Board about the issues it is dealing with and the bases for the decisions it is making. The proposed changes to the process for Board agendas and committee reports at the Board will help with this. However, in reviewing its mandate, the committee should also consider what other processes might be put in place to allow greater transparency about its decisions. This would include bringing forward to the Board for consideration and approval, processes around executive compensation in response to the Goudge Report.

D.   Board Membership

Western's Board, like most other university boards in the province, is a constituency Board, with representatives appointed or elected from the student population, faculty, administration, local, regional and provincial government, alumni, and the Board itself. Thus, considerable diversity is built into the university's governance structure when viewed from a constituency perspective. This is important in terms of ensuring the right issues are coming forward to the Board.

In addition to this diversity by constituency, the Board strives to have a diversity of skill sets to help it carry out its complex functions and responsibilities. This complexity requires competency and experience in a number of key areas in order to give the Board depth and balance. The Senior Operations Committee has developed, and regularly reviews, a skills matrix which has helped inform discussions around external Board appointments. Gender and culture are also important aspects of diversity for Western's Board, and success in achieving such diversity has been variable. Finally, succession planning must be a central focus of any leader and Board. Traditionally, the Board has used its committee structure to help members gain experience in preparation for assuming progressively expanding responsibilities. For example, an individual who takes on the role of a committee chair also becomes a member of the Senior Operations Committee. This type of experience with and exposure to the business of Western has proved to be an important step in ultimately taking on the vice-chair and chair positions. However, the Board may also need to take into consideration leadership experiences acquired elsewhere so that members' talents and expertise are used to the utmost from the start.

E.   Recommendations

1.   Each standing committee of the Board should review its terms of reference both with respect to mandate and membership. This should include consideration of whether there is the appropriate level of delegation from the Board to the committee and from the committee, through policy, to the administration. The review process, while conducted by each standing committee, should be overseen by the Bylaws Committee to ensure consistency and coordination among committees' terms of reference are maintained.

2.   The Board and each of the committees should have an annual work plan focused on strategic priorities.

3.   In order to provide time in meetings for strategic dialogue and in-depth discussion of issues, the Board agenda should be redesigned to move away from final transactional decisions as the driver. Committee chairs should report in a more coherent, holistic way, focusing on strategic issues and discussions, whether or not those issues have reached a point of decision. There are many agenda models that could be considered, including placing all motions on a consent agenda to be dealt with at the end of the meeting instead of the beginning, after the contextual committee presentations have taken place.

4.   There should be a review of which items are dealt with in open session and which in closed session, with an emphasis on the Board and its meetings being as open and transparent as possible.

5.   Consideration should be given to the possibility of the Board setting aside time to meet with no members of the administration present.

6.   The list of standard reports that come forward throughout the year should be reviewed. Are they giving the Board and the committees the information they need for strategic, effective decision making? How are they related to the Board's fiduciary responsibilities? How are they related to the strategic directions of the university?

7.   The timing of when issues are brought before the Board should be reviewed with the administration.

8.   The Senior Operations Committee, as matter of practice, and in consultation with members of the Board, should maintain and update a comprehensive pool of potential members, with focus on closing any skills gaps and ensuring a breadth of diverse individuals and experiences are reflected in the pool.

9.   The members' skills matrix should be updated annually and shared with members of the Board and appointing bodies.

VI.   ROLE OF THE BOARD AND BOARD MEMBERS

In 1997, the Board of Governors published two documents outlining the "Role of the Board of Governors" and "Responsibilities of a Board Member". As high-level guidance documents, the direction of each remains the same today as it was in 1997, even as the internal and external environment has changed.

Despite the continued relevance of the principles and responsibilities outlined in these documents, there is an opportunity for the Board to engage in a more regular assessment of these roles and responsibilities.

A number of the statements in the 1997 documents deal with matters discussed in the foregoing sections. For example, one of the roles of the Board is to "explain [the University, its mission, its strategic plan, and its culture] to the external community." This speaks to the need for better communication with the various communities discussed in Section IV, and is reflective of the responsibility of a Board member to "help enhance the public image of the University and the Board of Governors." Similarly, the idea of Board members being regularly informed of the affairs of the university beyond the routine responsibilities, is part of the call for better orientation and education around the activities and priorities of campus constituencies and university divisions.

Another role of the Board is "to assess board performance." In this instance, there is a considerable opportunity for the Board to establish a system of performance assessment in order to identify both successes and challenges facing the organization and how those successes can be leveraged and the challenges mitigated. Performance reporting should have a role in Board communications to the Western community so constituents can better understand how the Board measures its performance against strategic objectives.

A notable absence in the documentation outlining the responsibilities of a Board member is the lack of an outline of the responsibility of the Board chair or the chairs of various committees of the Board. Best practices at other institutions suggest that there is an opportunity for Western to better define these roles as a function of improved governance and transparency, consistent with the recommendations contained in Section V regarding the structure of the Board.

While an annual program of education will benefit all current members of the Board, it is important that the Board's orientation and on-boarding program sets the tone at the outset of a member's term. The current on-boarding process is highly individualized. It includes an information package from the Secretariat and personalized meetings with the Board Secretary. Members can "self-select" on areas of interest to receive a more comprehensive briefing on subjects such as budgeting. There is no requirement or formality to this process and there is room for improvement here.

The recommendations of the Association of Governing Boards of Universities and Colleges (of which Western is a member) on best practices for on-boarding suggest that a formal session is the preferred option. Mentorship or buddy systems for new members are encouraged. Structured meetings with all senior administrators are also useful. Even for incumbents, establishing a routine update on policies, roles, priorities and functions has the benefit of improving overall Board awareness, accountability, and performance.

To assist in meeting these objectives, assigning oversight to a committee with specific responsibility for governance matters is critical.

Recommendations

1.   Develop a structured Board performance assessment plan, including an understanding of current skills and gaps within the membership.

2.   Establish role statements for the chair of the Board and for the chairs of Board committees, and consider whether the 1997 statements on roles and responsibilities need to be refreshed.

3.   Develop a formal on-boarding orientation and annual education program for Board members designed to maintain and improve awareness and understanding of campus activities and constituent priorities and to provide regular policy refreshers on key compliance topics with respect to board policies.

4.   Amend the mandate of the Bylaws Committee to encompass both its current responsibilities and the responsibilities of a governance committee (including, but not limited to, board orientation, ongoing education, ethical standards, and performance assessment).

VII   IMPLEMENTATION AND NEXT STEPS

As noted in the preamble, not all of the recommendations contained in this report can be implemented immediately. The Task Force recommends that the Bylaws Committee be charged with development and oversight of an implementation plan, including time lines, for the recommendations contained herein. The terms of reference of the Bylaws Committee give it responsibility for matters "affecting the proper functioning of the Board" and for the review of "By-laws, Special Resolutions, rules of order and operating procedures of the Board." This provides sufficient scope for the task. Further, its membership includes representation from all constituencies of the Board.

The meetings held, and the submissions received by the Task Force highlight a common goal that Western emerge from the events of the past year stronger, and well positioned for the future. To achieve excellence on the world stage, Western also needs to focus on excellent governance for our institution. It is the hope of the Task Force that the recommendations outlined in this report are steps in that direction. Achieving excellence is an ongoing process that does not and cannot, end with the publication of this report.

Again, the Task Force wishes to thank the dedicated members of the Western community for their time and effort in helping to move this governance review process forward.

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Matthew Wilson, Chair   Brian Timney, Vice-Chair

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Jeremy Adams   Paul Jenkins

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Jonathan English   Rick Konrad

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Susan Grindrod   Michael Lerner

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Hanny Hassan   Brendan Power

**Board of Governors
Task Force on Governance 2015**

1. Members

The Task Force was struck by the Board of Governors in June 2015 in response to the issue of the president's compensation and to the non-confidence votes held by the Senate in April 2015. The following were elected to the Task Force by the Board:

> Jeremy Adams, Alumni
> Jonathan English, Student
> Susan Grindrod, Staff
> Hanny Hassan, Alumni
> Paul Jenkins, Alumni
> Richard Konrad, Board-Elected
> Michael Lerner, City Appointee
> Brendan Power, Student
> Brian Timney, Faculty
> Matthew Wilson, City Appointee

Matthew Wilson and Brian Timney were elected chair and vice-chair, respectively, by the Task Force.

2. Terms of Reference

Using universal board governance principles as its template, the task force will review and assess the Board's governance processes and procedures, and make recommendations as required to ensure that Western is at the forefront of university governance.

To carry out this mandate, the Task Force has determined that it will focus its attention on three key areas:

1) Relationships and communications with the larger community
   a) What is our relationship with the Senate?
      - What structural connections are in place? Are they effective? Are they being properly used?

   b) What is our relationship with the wider university community?
      - How can the Board engage more directly with the university community?
      - What opportunities are available for the Board, and for Governors, to learn more about day-to-day campus operations?

   c) What is our relationship with the wider external community?
      - How can the Board engage more directly with the wider external community?
      - To what extent is Board engagement appropriate?
      - How can the wider external community bring issues and concerns to the attention of the Board?

   d) What communications measures are in place to support the above?

2) Structure of the Board / Delegation of Authority
   a) Do we have any structural gaps in our Board structure? Are our processes being properly implemented?

    b) Are the terms of reference of our committees appropriate?
- What is the role of the Senior Operations Committee?
- Are we properly delegating responsibilities to committees, to the appropriate committee, or to administration?
- Does our committee structure follow U15/Ontario-wide best practices for governance structures?

    c) How are external, Board-elected members selected?
- How do we ensure we have diversity of membership appropriate for our Board?

    d) Do Board meetings meet the needs of the University, and Governors?
- Are Board and committee agendas appropriately structured?
- How do we ensure that members are confident in the delegations that have been made, ensuring enough information is being presented without being overwhelmed with information?
- Is information presented to members at an appropriate time in the decision process?

    e) What are the roles and responsibilities of the Board Chair and of Committee Chairs?

3) <u>Role of the Board and of Board Members</u>
    a) Are the statements approved by the Board in 1997 with respect to the role of the Board and Board member responsibilities still relevant? Should they be reviewed?

    b) Is our current orientation / on-boarding process sufficient? If not, how should the process be revised to make it more effective?

    c) Are there issues of Board culture? If so, what are they and how can they be addressed?

Consultation List

The following were invited to make written submissions and/or to meet with the chair and vice-chair of the Task Force:

Alumni Association Executive
Chair of the Senate Ad Hoc Committee on Renewal
Members of Faculty and Staff at Western
Members of the Board – current and immediate past members
Members of the London City Council
Members of the Senate
Post-doctoral Association of Western
President, Vice-Presidents and other senior administrators
Professional Managerial Association
Society of Graduate Students
University Students' Council
University of Western Ontario Faculty Association
University of Western Ontario Faculty Association – Librarians & Archivists
University of Western Ontario Staff Association

In addition, the Task Force website included a dedicated email address through which anyone with an interest in the university's governance processes could make a submission.