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Background Information

The Board of Governors of the University of Guelph (the Board) has a strong track record of ensuring its governance processes support the needs of the University and align with best practices. The Board first undertook a governance review in 1984, around the time of the University of Guelph’s (the University) twentieth anniversary. This review focused on ensuring that the Board was best positioned to provide oversight of an institution that was now well established. Recognizing the value of the review process, the Board undertook further comprehensive reviews in 1989 and 1999.

In 2017, almost two decades after the last comprehensive review, the Governance & HR Committee proposed convening a working group to conduct another fulsome review of the Board’s governance practices. In January 2018, the Board approved this proposal. It mandated the Working Group on Board Governance Review (the Working Group or the Group) to determine whether the bylaws, committees and practices of the Board of Governors, as it is presently legislatively constituted, best position the Board to fulfill its advisory and oversight roles.

Because the Board proactively launched this governance review and did not initiate it to address an immediate challenge, the Board recommended conducting the review internally. Accordingly, the Governance & HR Committee appointed a group that broadly represented the Board’s areas of expertise and experience.

Seven members of the Board (three external members, one faculty member, one staff member and one student member) and one member of the Board of Trustees who previously served on the Board of Governors and chaired the Governance & HR Committee during her tenure, comprised the Group. Five of the seven members of the Working Group are also alumni of the University.

The members of the Working Group were chosen for their experience with governance both inside and outside of the university sector and requisite knowledge including student government, public policy, business, student affairs, securities oversight, risk management, education policy and law. The University Secretariat also provided expertise and support throughout the governance review process.

Members of the Working Group on Board Governance Review*

Eleanor Fritz (Chair | External Board of Governors Member/Alumni)
Rich Appiah (External Board of Governors Member/Alumni)
Bill Hogarth (External Board of Governors Member/Lieutenant Governor-in-Council Appointee)
Andrew Kuttain (Former Student Board of Governors Member/Alumni)
Wendy Millar (External Board of Trustees Member/Alumni)
Byron Sheldrick (Faculty Board of Governors Member)
Irene Thompson (Staff Board of Governors Member/Alumni)
Gen Gauthier-Chalifour (University Secretary | non-voting)

* Complete biographical information can be found in Appendix III.
Governance Review Process

The Working Group first developed a draft issues matrix that catalogued all items under review. This matrix drew from findings from past Board evaluations, observations by the University Secretariat and discussions among members of the Group. Before finalizing the matrix, the Working Group circulated it to the Board, the Board of Trustees and Investment Subcommittee for feedback, to ensure that it captured all material issues.

The Working Group then sought feedback on the work of the Board and the issues in the finalized matrix through a survey distributed to over two hundred key university stakeholders including members of the Senate, University Leadership Team, Alumni Association, employee group executives, primary student organization executives, and past members of the Board of Governors. The Group considered the feedback received throughout the review as it deliberated on the relevant issue.

The Group also considered the priorities identified in the Strategic Framework, approved in the spring of 2016, throughout the review process and engaged in a mapping exercise to ensure that the mandates of the Board and its standing committees adequately reflected these priorities.

Comparator and best practice research also informed the governance review process. The Working Group identified twenty-two Canadian, eleven American, nine British and eight Australasian comparator institutions against which it benchmarked the University’s governance practices as appropriate. The Group also used research from publicly available academic journals, post-secondary institutions, professional organizations and business consultancies to assess the current practices of the University against recognized best practices in the private and broader public sectors.

To complete its work, the Group held eight meetings over nine months. The members meaningfully discussed each issue in the matrix, considered relevant research and feedback to arrive at its recommendations.

Summary of Key Recommendations

The Working Group made recommendations in four broad policy areas:

- administration, bylaws and terms of reference;
- membership and engagement;
- transparency and communication; and
- responsibility and accountability.

Many of these recommendations can be categorized as minor, procedural or straightforward. The more significant ones are summarized below. A matrix containing all recommendations made by the Group follows this summary.

Board Renewal

An effective board requires the right complement of skills, experience and knowledge among its members. Ensuring the right balance, therefore, becomes a key task for the Board. A consistent level of change among members provides the Board with an appropriate level of experience, new ideas, and avoids skills and knowledge gaps.

Presently the bylaws of the Board limit external members to, normally, serving two consecutive three-year terms for a total of six years on the Board. Turnover among external members on the Board, however, has fluctuated widely in the past few years.

When resignations and other anomalies lead to higher than average member turnover, significant knowledge and experience gaps can develop. To address the gaps caused by high turnover the Board has, on an exceptional basis, extended the terms of Governors who already served the normal six-year maximum, typically for one year. The Working Group considered this solution effective in the short-term, but in the long-term it will not bring about the desired consistent turnover.

To address issues surrounding succession planning and inconsistent turnover, the Group recommends that:

- The Board target an annual turnover rate of two to three external governors.
- To manage unexpected external member resignations and facilitate effective succession planning, the bylaws of the Board be changed to permit the Board to extend the terms of external members to up to three consecutive three-year terms for a total of nine years service, on a case-by-case and exceptional basis. The normal term of service will continue to be two consecutive three-year terms.²
- No change be made for internal members because the current bylaws and election regulations accommodate unexpected resignations.

In arriving at its recommendations, the Working Group noted that the current term limit for external members places the University well apart from its domestic comparators which permit

² See p. 21. The Working Group also recommended that the Board Chair be exempt from this limit.
external board members to serve an average of eight years. The Group also noted that external research indicates that extended service on a board can threaten the independence of external members. None of the reviewed research indicated, however, that independence is threatened by serving nine years or less. Based on this research, the proposed term extension would not appear to compromise the independent thinking of external Governors.

Accordingly, the Working Group considered this flexible approach the best one to address the identified concern.

Joining the Board: Eligibility & Disclosure

Internal Members

The Working Group expressed concern that no eligibility requirements currently exist for internal members even though persons serving in certain internal positions may have an inherent conflict of interest with serving as a Governor. The Group considered that members of the University Leadership Team have a structural conflict because they report directly to the President or to the Vice-Presidents that the Board hires and frequently seek Board approval for key initiatives. The University Secretariat, Office of Legal Counsel and Office of the Chief Internal Auditor are often called upon to provide independent advice to the Board and, as such, their staffs must remain independent from the Board to fulfill their core functions. Similarly, executive members of employee groups and executive members of Primary Student Organisations (PSOs) have a duty to their organizations and members that may conflict with their legal and fiduciary duties as Governors.

Accordingly, the Group recommends that individuals holding any of the positions identified above be ineligible to serve on the Board.

Because the Board expects student members to advise on the diverse viewpoints of a large student community, the Working Group recommends that student members continue to have the option to sit on PSO Boards, as non-executive members, if given the opportunity. Recognising that an inherent conflict of interest still exists, the Group also recommends that dialogue and education surrounding the issue continue with both student members and PSOs. The Group felt this approach was in keeping with how other conflicts of interest unique to students have historically been resolved, including the decision to permit student members to vote on changes in tuition.

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3 Internal research. Among Canadian comparator institutions, Board term limits range in length from two three-year terms to three four-year terms.


5 See p. 10-11.

6 At present, the Bylaws of the Central Student Association provide a seat for one undergraduate student member of the Board of Governors.
Proactively Addressing Existing Eligibility Requirements

Sections 5.1 a), b) and c) of Board Bylaw No. 1 contain explicit provisions that prohibit individuals subject to bankruptcy proceedings, criminal code convictions and with competency issues from serving as members of the Board but no proactive disclosure requirement exists to ensure that proposed or current members comply with these provisions.

The Group recommends enhancing the mandatory annual disclosure by each Governor to capture information around bankruptcy, criminal code convictions and competency as well as additional information about provincial offences, proceedings, settlements and judgements relevant to Board members fulfilling their fiduciary duties. The Group also supported improved disclosure surrounding membership on other boards and board interlocks. Additionally, the Group recommends undertaking a review of the competency requirements laid out in section 5.1 c) of Board Bylaw No. 1 to ensure that they comply with human rights legislation and norms.

In reaching its recommendations, the Working Group attempted to chart a middle path between the Board’s current state and the more stringent requirements of some universities and publicly-listed corporations. Expansive disclosure beyond what the Group proposed may frustrate both the efforts of the Board to recruit volunteer members and the participatory values of the University and put too great a demand on available resources.

The Working Group considered it necessary to enhance disclosure requirements to ensure that prospective and current members of the Board comply with current bylaw requirements. The Working Group discussed whether to recommend expanding the factors that would prohibit membership on the Board but determined that enhanced disclosure would bring to light issues that may require further consideration on a case-by-case basis.

The Working Group also noted that the University Secretariat must continue to safeguard information collected as part of the proposed enhanced disclosure process.

Expectations of Members: Quorums and Attendance

Good governance depends upon prepared and engaged members who maintain a strong commitment to the Board. Quorums are intended to promote participation and support better decision making; however, the Board and its committees currently have a quorum threshold of two-fifths, among the lowest in Canada when compared to peer universities.

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7 See Appendix II on p. 30. Additional disclosure is necessary since, for example, the current disclosure requirements would not capture information about tax or securities fraud. Judgements or settlements in these areas would legitimately call into question the ability of an individual exercise a fiduciary duty on behalf of the University.

8 A board interlock would exist between Organization A and Organization B if a member of Organization A’s board also serves on Organization B’s board or within the management of Organization B. Board interlocks only raise concerns when too many exist. A high number of interlocks could impact independence, if they raise the perception of or result in adverse impact on competition or result in a conflict of interest.

9 Board Bylaw No. 1 Section 5.1 “A Board Members [sic] office may be deemed to be vacated if... c) an order or a decision of a court or tribunal of competent jurisdiction order [sic] is made declaring such Board Member to be a mentally incompetent person or incapable of managing his or her own affairs’’
The Group considers the current quorum too low. It believes that the Board’s decisions need to represent the majority of members. As such, it recommends increasing quorum for meetings of the Board and its committees to sixty percent (60%) of the voting membership.

In addition, the Group recommends developing a process to engage with members who do not attend at least eighty percent (80%) of their Board and committee meetings. This procedure would need to consider extenuating circumstances. The Group felt that a policy of this nature would signal the importance of consistent attendance and active participation.

The Group also discussed implementing a two-part quorum that would require a majority of voting members to be present and a majority of those members present to be external members. Additionally, the Group discussed requiring a majority of external members to be present and voting in favour of a motion to approve it. While noting that this second proposal may promote more independent Board decision making, the Group determined it was not practical or advisable. A two-part quorum would require external members to attend almost all meetings and especially committee meetings, which may stymie decision making.

Importantly, the Working Group raised concerns that both proposals risked creating the perception of a two-tier board. Where committees include both internal and external members, the Group supported valuing the input and expertise of each Governor equally. The Group also noted that moving to a sixty percent (60%) quorum would ensure that no board or committee meeting could be convened without an external member present. This is a change which would help protect independent Board decision making.

Providing Clarity & Transparency: A Comprehensive Good Governance Policy

Presently, information about the conduct expected of Governors is outlined in multiple documents (the Principles of Good Governance at the University of Guelph, the Governor Roles and Responsibilities document, and the Board Conflict of Interest and Confidentiality policies) and they do not always identify clear enforcement mechanisms. This approach makes it challenging for Governors to clearly understand expected conduct. It also makes it more difficult for the Board to address situations where the conduct of a Governor has failed to meet expectations, especially if those expectations were implied or unclear.

The Group recommends combining these various documents into a single good governance policy with a clear enforcement mechanism. The Group also recommends conducting a thorough review of peer policies. Best practices identified in this review that are not included in current Board policies should be considered for inclusion in the new good governance policy. A preliminary review of peer policies undertaken by the Group identified a number of gaps which are outlined in Appendix I of this report.

In the Group’s view, a comprehensive good governance policy that clearly sets out, in one place, the expected conduct of Governors, a mechanism for reviewing potential breaches and the

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10 See p. 25.
12 See p. 29.
process for resolving breaches, will help Governors more easily understand what is expected of them and improve efficiency and transparency.

The Committee System: Structure and Terms of Reference

The Working Group also conducted a thorough review of the Board’s committee system and, while generally satisfied with the present structure, the Group recommended several changes that it felt would help the Board provide better oversight.

Governance & HR Committee

The Group recommends dividing the Governance & HR Committee into a separate Governance Committee and Human Resources & Membership Committee. The Group spent a significant amount of time discussing committee structure and fully considered that two separate committees were merged to form the current Governance & HR Committee in 2009 because of the difficulty in finding enough external members, with appropriate skill sets, to fill the membership of both committees. The Working Group felt, however, that the policy work of the Governance & HR committee would benefit significantly from internal member expertise. The addition of this expertise would require the Board to establish a separate Human Resources & Membership committee to preserve external oversight of these areas and avoid inherent conflicts of interest. To avoid the shortage of external members that occurred under the previous two-committee model, the Working Group recommends that the new Governance Committee and Human Resources & Membership Committee share external members and meet consecutively.

Executive Committee

The Working Group recommends maintaining an Executive Committee with a narrow mandate that would restrict its use. The Group also recommends expanding the membership of the committee to include the longest-serving internal member of the Board of Governors.

The Group recognizes that having a very small group of individuals with the power to exercise executive authority on behalf of the Board is not considered a best practice for publicly-listed corporations, but also noted that the University’s Executive Committee has been used very infrequently in the past decade. After considerable discussion, the Working Group concluded that the Executive Committee should be maintained until the Board can assess its practical value in light of other changes recommended as part of the governance review process. To help manage potential fiduciary and reputational risks, the Group also recommends that the Executive Committee only be used in rare and exceptional circumstances and that its terms of reference clearly define the areas in which it cannot act on behalf of the Board. The Working Group also considered expanding the membership of the committee to include all committee chairs. It agreed, however, that a significant increase in membership would challenge the ability of the committee to fulfill its core mandate of convening quickly to deal with time-sensitive emergent issues.

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13 See p. 20.
14 See p. 13-14.
Finance and Physical Resources & Property Committees
The Working Group explored merging the Finance and Physical Resources & Property committees, given the overlap in their mandates. It concluded, however, that value exists in maintaining the current model. A merged committee would have a prohibitively burdensome workload that would not permit the depth of engagement that both committees currently undertake.15

Fundraising Committee
The Group considered the need for establishing another standing committee focused on fundraising. It noted that the Board used to have a Development Committee and that a number of Ontario peer universities continue to have standalone fundraising committees.16

At the University of Guelph, fundraising currently forms part of the Finance Committee’s mandate. While the Group recognized that fundraising is playing an increasingly important role in supporting the University’s operations, the Group is not recommending striking a new committee.17 It concluded that given current member workloads and how well fundraising aligns with the Finance Committee’s responsibilities, adding a new committee was not warranted.

The Group recommends clarifying that the Finance Committee’s oversight roles extend beyond fixing and monitoring fundraising targets and encompass fundraising strategy, policy and processes.

Committee Transparency
To help make Committee decisions more transparent and support improved Board meeting efficiency, the Group recommends that decisions coming from a committee to the Board for information or approval include a clear and fulsome written rationale for the recommended action.18 Where appropriate, the rationale should describe the considerations and alternatives the committee discussed.

Terms of Reference
Finally, the Working Group made a number of recommendations for clarifying committee terms of reference. Most notably, the Group recommends that the terms of reference for all standing committees be amended to include a mandate for risk management in their respective areas of expertise. The group also noted that the Audit & Risk Committee should maintain its broader mandate for oversight of University Risk Management.19

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15 See p. 19-20.
16 The Development Committee sat from 2000 to 2008, and from 1989 to 2000 as the External Relations Committee. The Board disbanded the Development Committee as a result of changes to the manner in which the University conducted its fundraising activities.
18 See p. 24-25.
19 See p. 19.
Recommendation Matrix

The Working Group used the following issues matrix during its governance review process. The matrix includes the questions and concerns raised for the Working Group to consider, the Group’s recommendations, and the rationale for these recommendations.

The Group made recommendations in four broad policy areas:

- administration, bylaws and terms of reference;
- membership and engagement;
- transparency and communication; and
- responsibility and accountability.

The matrix is organized by these policy areas and subdivided into individual issues areas which are listed alphabetically.

Administration, Bylaws & Terms of Reference

<table>
<thead>
<tr>
<th>Abstentions</th>
<th>Questions &amp; Considerations</th>
<th>Recommendation</th>
<th>Rationale</th>
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</table>
|             | Sections 6.8 (d) and 7.10 (c) of Bylaw #1 require that questions be decided by a majority of those “present and eligible to vote.” This language has the effect of transforming abstentions into negative votes. Is there a need to revise the language in the Bylaw so that abstentions do not effectively count as negative votes? | 1. Amend the Bylaws of the Board of Governors to reflect the following principles relating to abstentions:  
- A majority of the votes cast determine the outcome of a motion  
- Abstentions do not count as a vote for or against a motion  
- Members with a conflict are ineligible to vote  
- A motion fails if the majority of members present either abstain or are ineligible to vote. | Clarifying the process improves transparency. The recommended changes would also more accurately reflect the decision of the Board and its committees because they would eliminate the undesirable practice of abstentions counting as negative votes. |

Appointment of External Members of the Board

<p>| Questions &amp; Considerations | Section 1 (d) of Bylaw #2 requires that the Board consist, in part, of 10 members appointed by the Board. It has been the practice of the Board to appoint external members to these seats. However, nothing in the Bylaw requires that this be the case. Consider clarifying the Bylaw to enshrine the established practice of appointing external members to the seats listed Section 1 (d). |
|-----------------------------|--------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------|</p>
<table>
<thead>
<tr>
<th>Recommendations</th>
<th>2. Amend Section 1 (d) of Bylaw #2 to indicate that the Board shall appoint ten persons external to the University to the Board.</th>
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<tbody>
<tr>
<td>Rationale</td>
<td>This change makes the Board’s bylaws more transparent and clearer by codifying a long-standing practice.</td>
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<td>Board Eligibility</td>
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<tr>
<td>Questions &amp; Considerations</td>
<td>Bylaw #2 does not currently address the issue of the election of students, staff and faculty to the Board who have inherent conflicts of interest. Explore whether there is value in restricting those individuals occupying certain positions that would place them in frequent conflict from sitting on the Board. In particular, the committee may wish to consider the eligibility of staff who are frequently required to provide independent advice to the Board, such as the Chief Internal Auditor, and others who have obligations which may not be compatible with the obligations of Board members.</td>
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| Recommendations | 3. Update an appropriate policy document to indicate that the following individuals cannot serve on the Board of Governors:  
  - Members of the University Leadership Team  
  - Staff Members of the University Secretariat, Office of Legal Counsel, and Office of the Chief Internal Auditor  
  - Executive Members of Employee Groups  
  - Executive Members of Primary Student Organisations (PSOs)  
  4. Allow student members of the Board to continue to sit on PSO Boards of which they are not executive members.  
  5. Continue dialogue and education around membership on PSO Boards with both student members and PSOs.  
  6. Conduct a review of the Conflict of Interest Policy as soon as practicable.  
  7. Undertake a legal review of any changes made pursuant to the preceding recommendations as appropriate. |
| Rationale | After extensive discussion, the Working Group concluded that:  
  - members of the University Leadership Team have a structural conflict because they report directly to the President or the Vice-Presidents that the Board hires and frequently seek Board approval for key initiatives.  
  - The University Secretariat, Office of Legal Counsel and Office of the Chief Internal Auditor are frequently called upon to provide independent advice to the Board and, as such, their staffs must remain independent from the Board to fulfill their core functions. |
Executive members of employee groups and executive members of Primary Student Organisations have a duty to their organizations and members that may conflict with their legal and fiduciary duties to the Board.

Student Governors are expected to advise on the diverse viewpoints of a broad range of students, to the Board. Unlike many staff and faculty members of the Board, they typically have not benefitted from being on campus for a significant period of time. Membership on a PSO board provides a valuable window into the student community. Related conflicts can be managed through the Conflict of Interest Policy.

The Group recognises that an inherent conflict of interest still exists when student members sit on PSO boards. However, it felt that its recommendations were in keeping with how other conflicts of interest unique to students have been resolved in the past, including the decision to permit student members to vote on changes in tuition.

This policy has not been reviewed in almost a decade, and significant recommendations pertaining to conflicts of interest have been made throughout the governance review process. A review would help to ensure that the policy is aligned with the outcomes of the governance review.

Before introducing new limits on internal board membership, the Group considers it wise to ensure that the recommendations do not conflict with existing contracts and collective agreements.

<table>
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<th>Board Member Terms of Office</th>
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<tr>
<td>Questions &amp; Considerations</td>
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<tr>
<td>Recommendation</td>
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<tr>
<td>Rationale</td>
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## Bylaw Review

### Questions & Considerations

Review Board of Governors Bylaw #1 and Board of Governors Bylaw #2 for currency and compliance with best practice.

### Recommendations

9. **Make changes arising out of the governance review process, and editorial changes identified by the University Secretariat.**

10. **Undertake a comprehensive internal, legal and human rights review of section 5.1 of Bylaw #1 and define a procedure for resolving concerns related to this section.**

11. **Mandate that a majority of members of each standing committee be external members of the Board.**

### Rationale

The governance review process has identified a number of recommendations, detailed in this document, that would require changes to the bylaws. Furthermore, the University Secretariat identified changes to make the bylaws more accurate and clearer, in keeping with good governance best practices.

The membership requirements outlined in Section 5.1 would benefit from a review to ensure that they are consistent with current legal and human rights standards. To promote transparency, it is also necessary to clearly define how failure to meet the requirements of section 5.1 will be dealt with procedurally.

Having a majority of external members on each standing committee reflects the importance of independent oversight.

## Currency of Board of Trustees Terms of Reference

### Questions & Considerations

The work of the Board of Trustees has changed significantly since it was established. In light of the recent real estate review, it is timely to review the terms of reference to ensure they are in keeping with current practices.

### Recommendation

12. **Update the terms of reference of the Board of Trustees to reflect the outcomes from the recently completed real estate review.**

### Rationale

This change ensures that this key mandate document of the Board of Trustees accurately reflects its current work.

## Currency of Executive Committee Terms of Reference

### Questions & Considerations

Review terms of reference to ensure they are in accordance with current practices. In particular, consider expanding the membership of the committee to include all committee chairs.

### Recommendations

13. **Continue to have an Executive Committee as a standing committee of the Board but limit its use to extraordinary circumstances.**
14. Update the Terms of Reference of the Executive Committee to:
   • limit the areas in which it can exercise executive authority
   • add the longest-serving internal member of the Board of Governors to the committee.

15. Review the role and necessity of the Executive Committee within 5 years.

16. Do not include all committee chairs on the Executive Committee.

**Rationale**

At present, a very small group of individuals have the power to exercise executive authority with little or no practical limits. This represents a meaningful reputational and fiduciary risk to the Board and may create a sense of a two-tier board among non-members of the Executive Committee. In practice, however, an unexpected situation may arise that requires immediate action making achieving Board quorum impossible. Without a standing committee that can quickly convene, the University may miss important opportunities, or the Board may risk not exercising its fiduciary duty.

Proscribing the use of executive authority can limit reputational and fiduciary risks.

Adding an experienced internal member ensures the committee has internal expertise available in emergent situations.

After extensive discussions, the Working Group acknowledged that executive committees are not considered a good governance practice in the corporate sector but concluded that the Board should maintain its executive committee until its practical value can be assessed in light of the Group’s other recommended changes. The Group also noted that many peer universities continue to have Executive Committees.

The Working Group considered that significantly expanding the membership of the committee challenged its nimbleness to quickly convene a meeting, the prime motivator for retaining it.

**Currency of Investment Subcommittee Terms of Reference**

**Questions & Considerations**

Review terms of reference to ensure they are in keeping with current practices.

**Recommendations**

17. Update the terms of reference of the Investment Subcommittee to reflect the Subcommittee’s environmental, social, and governance (ESG) mandate.
|   | 18. Explore ways to build more structural connections to the Board and its committees through common membership, for example.  
|   | 19. Further define the meaning of the term “expert member” within its terms of reference. |

**Rationale**

The Strategic Framework highlights the importance of stewarding environmental and human resources. The Subcommittee plays an important role in fulfilling this goal and, as such, its terms of reference need to reflect its ESG mandate. The Group noted that any revisions to the terms of reference must be consistent with the current Endowment Investment Policy or the pension plan Statement of Investment Policies and Procedures.

The Subcommittee has benefited meaningfully from its informal connections with the Board and its committees, through common membership, in recent years. Accordingly, the Group recommends exploring the possibility of revising the membership of the Subcommittee to include a member of the Board with appropriate expertise.

Further defining the term “expert member” will clarify and improve the transparency of qualifications needed for membership on the Subcommittee.

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<th>Election to the Office of Chair of the Board of Governors</th>
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**Questions & Considerations**

Section 2 (b) of Bylaw #2 requires that the Chair of the Board be elected from among its members. The Board has an established practice of electing an external or Lieutenant Governor-in-Council (LGIC) appointed member as Chair. However, nothing requires that the Board do so. Furthermore, there is no established process governing the identification of candidates for the office of Chair. Consider amending the Bylaw to enshrine the current practice of limiting the eligibility for the office of Chair of the Board of Governors to external members and LGIC appointees, and consider establishing a process for identifying candidates for the office of Chair.

<table>
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<th>Recommendation</th>
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20. Amend the Bylaws of the Board of Governors to:  
- Clearly define procedures for electing the Chair of the Board of Governors.  
- Provide that the Board will elect its incoming Chair approximately one year before the current Chair’s term expires.  
- Indicate that the committee responsible for human resources and membership will identify candidates for the office of Chair.
• Further indicate that after due consideration the committee responsible for human resources and membership will provide the Board with the name of a single candidate for its consideration.

**Rationale**
Designating a committee to evaluate and identify candidates for Board Chair promotes an efficient, clear and thorough process. If the Board does not support the proposed candidate, the committee responsible would propose another candidate.

**Quorums**

**Questions & Considerations**
Consider whether the quorums outlined in Sections 6.7 and 7.9 of Bylaw #1 are consistent with best practices, and whether or not the current quorums are sufficient and accountable.

**Recommendations**

21. Amend the Bylaws of the Board of Governors to indicate that 60% of the voting membership shall constitute a quorum for full meetings of the Board of Governors.

22. Amend the Bylaws of the Board of Governors and terms of reference of its committees to indicate that:
   - 60% of the “regular membership” shall constitute a quorum for committee meetings.
   - For the purposes of reaching quorum ex-officio voting members shall be counted but shall not count as “regular members” for the purposes of calculating the quorum threshold.

**Rationale**
Raising the quorum enhances the accountability of Board and committee members and ensures that decisions and recommendations represent the views of a majority of members.

The unique treatment of ex-officio members (primarily the Board Chair) arose because the Group recognized that they sit on a large number of committees. Practically, a volunteer board can only ask for so much of their time.

**Reference Document for Rules of Order**

**Questions & Considerations**
The Board has not currently identified a reference document for cases when its bylaws do not speak to a question regarding rules of order. Informally, the University Secretariat uses *Procedures for Meetings and Organizations* by Kerr & King (1996), which is now out of print. Is it necessary to adopt such a reference document?

**Recommendation**

23. Amend the Bylaws of the Board of Governors to provide that *Procedures for Meetings and Organizations* by Kerr & King be used as a reference document when the Board’s Bylaws are silent on a procedural question.

**Rationale**
The Group considered it important to identify the reference document on which the Board would rely to improve
transparency. Kerr & King was chosen for its clear language compared to the other reference documents frequently used by peer Canadian universities. The Group also noted that the University Secretariat currently uses this document informally. The Group considered these factors important because the use of a reference document often occurs in more contentious situations. Having a reference document with more detail outweighed the fact that it was out of print.

**Role Statement for the Board of Governors**

**Questions & Considerations** Currently, there are role statements for individual governors, the Board Chair and the Board Vice-Chair(s). However, there is no statement outlining the role of the Board beyond the division of responsibilities outlined in the *University of Guelph Act (1964)*. Consider the advisability of adopting a high-level statement outlining the mandate of the Board.

**Recommendation** 24. **Develop a position description for the Board that outlines the role of the Board, especially in terms of defining its “working” nature and its responsibilities relative to administration.**

**Rationale** Providing increased clarity concerning the role of the Board will help prospective members, current members, the administration and the broader University community better understand the Board’s role.

**Sign-back Approvals**

**Questions & Considerations** The provisions for sign-back voting in Sections 6.8 (d) and 7.10 (c) of Bylaw #1 require the unanimous consent of all members of the Board or a given committee in order for the sign-back motion to carry. Would it be advisable to establish a lower threshold for the approval of sign-back motions?

**Recommendation** 25. **Amend the Bylaws of the Board of Governors to indicate that the Board or any of its committees may approve a resolution by signback provided that:**

- At least 80% of the voting membership sign the resolution and
- all those who sign the resolution support it

**Rationale** Typically, signbacks are used to approve routine and non-controversial items. Facilitating the timely resolution of these items allows for more efficient decision-making. The 80% threshold ensures that a strong majority of members support the resolution without the unnecessary work of seeking the approval of all members.

**Signing Authority**

**Questions & Considerations** At present, there is a discrepancy between the Officers of the University listed in Section 2 of Bylaw #1 and the signing officers listed in the Signing Authority Policy. Is there value in rationalizing this discrepancy?
### Recommendations

| 26. | Amend the Board of Governors Bylaw #1 to define the officers of the University as:  
+ from the Board of Governors: the Chair; Vice-Chairs; and Standing Committee Chairs,  
+ from the administration: the President; Vice-Presidents; and University Secretary. |
| 27. | Amend the signing authority policy to clarify that no person with a conflict of interest in a matter may be a signatory. |
| 28. | Amend the signing authority policy to clarify signing authorities above $1,000,000 and below $2,000,000. |

### Rationale

The current bylaws appoint certain individuals below the level of Vice-President as officers. This requires the Board to make time-consuming bylaw amendments every time a job title changes at a level below Vice-President, which the Group considered unnecessary. This proposed change improves efficiency, better aligns the work of the Board with its oversight role and makes the definition of officer more consistent with peer universities.

The recommendations surrounding conflicts of interest and clarifying signing authorities above $1,000,000 and below $2,000,000 promote good governance and transparency.

### Membership & Engagement

#### Board Evaluations

| Questions & Considerations | Meaningful changes to the evaluation process have been introduced in the last 5 years. As such, it is timely to reflect on the efficacy of the evaluation model currently in use. Review general approach and strategies to ensure compliance with best practices. Explore the re-introduction of more explicit and thorough self-evaluation. |
| Recommendation | No substantive recommendations were made in relation to this item.  
The Group supported continuing to review the evaluation questionnaires annually to ensure the questions accurately capture information about the current state of the Board. |
<p>| Rationale | The current process with online evaluations and one-on-one telephone interviews provides an appropriately balanced approach to gather necessary feedback. The Group discussed more in-depth individual Governor evaluations but concluded that the cost, including time to implement and potential impact on board dynamics, outweighed the benefits. |</p>
<table>
<thead>
<tr>
<th><strong>Board Orientation</strong></th>
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<tbody>
<tr>
<td><strong>Questions &amp; Considerations</strong></td>
<td>Review general approach and strategies to ensure compliance with best practices. Evaluate orientation related feedback to ensure that orientation activities are providing value to Board members. Do we need to partner with other institutions to provide more robust orientation for new governors through an organization like COU?</td>
</tr>
<tr>
<td><strong>Recommendation</strong></td>
<td><strong>No substantive recommendations were made in relation to this item.</strong></td>
</tr>
<tr>
<td><strong>Rationale</strong></td>
<td>The University Secretariat seeks regular feedback about the orientation process and adjusts it as necessary, in consultation with the Board Chair. The Group concluded that the current orientation process provides key information about the University for new board members in a time effective manner.</td>
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<tr>
<th><strong>Board Recruitment</strong></th>
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<tr>
<td><strong>Questions &amp; Considerations</strong></td>
<td>Review general approach and strategies to ensure compliance with best practices. Explore strategies for ensuring diversity is structurally integrated into the recruitment process. Discuss whether or not another comprehensive review is warranted. The last comprehensive review was conducted in 2011.</td>
</tr>
<tr>
<td><strong>Recommendation</strong></td>
<td><strong>No substantive recommendations were made in relation to this item.</strong></td>
</tr>
<tr>
<td><strong>Rationale</strong></td>
<td>The Board has successfully recruited strong candidates to join it through its current recruitment process. The Group noted that continued success would be contingent, in part, on the Board’s ability to continue to attract and seriously consider nominees who would contribute to its further diversification. The Group considered conducting professional searches an unnecessary cost given the success of the current process.</td>
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<tr>
<th><strong>Currency of Audit &amp; Risk Committee Terms of Reference</strong></th>
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<tr>
<td><strong>Questions &amp; Considerations</strong></td>
<td>Review terms of reference to ensure they are in accordance with current practices. Review the advisability of making this committee fully independent.</td>
</tr>
<tr>
<td><strong>Recommendations</strong></td>
<td>29. Amend the terms of reference of every standing committee to include a mandate for risk management within their respective areas of expertise.</td>
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<tr>
<td></td>
<td>30. Revise the Audit &amp; Risk Committee’s terms of reference to clarify its independence by adjusting the composition of the Committee to remove reference to regularly scheduled guests, and to reflect its continued responsibility for oversight of the University risk management framework.</td>
</tr>
<tr>
<td><strong>Rationale</strong></td>
<td>This structure and division of responsibilities matches the best practices used in the broader public sector.</td>
</tr>
</tbody>
</table>
### Finance Committee and Physical Resources & Property Committee Structure

**Questions & Considerations**
Explore whether there is overlap in the mandates of these committees and whether the merger of these committees is warranted.

**Recommendations**

31. Retain the Finance Committee and Physical Resources & Property Committee as separate standing committees of the Board of Governors.

32. Clarify the Finance Committee’s mandate to provide for broader oversight of fundraising.

**Rationale**

The Group concluded that the workload of a merged committee would be prohibitively burdensome as the Group did not anticipate a substantially reduced workload for either committee in the foreseeable future.

The Group considered the need for establishing another standing committee focused on fundraising. It concluded given current member workloads and how well fundraising aligns with the Finance Committee’s responsibilities, adding a new committee was not warranted. The proposed change will, however, clarify that the Finance Committee’s oversight roles extend beyond fixing and monitoring fundraising targets and encompass fundraising strategy, policy and processes.

### Governance & Human Resources Committee Membership

**Questions & Considerations**
Consider the value of adding an internal member to the committee and whether doing so would require re-establishing a separate Human Resources committee as a result of the potential for frequent conflicts of interest. Conversely, consider the need for this committee to be fully independent.

**Recommendations**

33. Separate the Governance & Human Resources Committee into a Governance Committee and Human Resources and Membership Committee.

34. Consider adopting the membership structure laid out below for the new Governance Committee and the new Human Resources & Membership Committee.

- Governance Committee
  - 5 External Members
  - 2-3 Internal Members
  - Board Chair
  - President
- Human Resources & Membership Committee
  - 5 External Members from the Governance Committee
  - Board Chair

**Rationale**

Many matters, especially in the realm of policy, that come before the Governance & HR committee would benefit from
internal member input and expertise. However, an inherent conflict of interest exists with respect to internal members’ involvement with human resource issues. The Working Group held extensive discussions about the Board’s committee structure and, after considering a variety of models, concluded that the model outlined above provides the best balance in terms of member workload, representation, expertise and the need for external oversight.

The Group noted that while the Governance Committee and Human Resources & Membership Committee would have different focuses, the presence of five common external members on both committees would ensure that the synergies present in the current committee model remain in place.

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<tr>
<th>Member Terms &amp; Turnover Management</th>
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<td><strong>Questions &amp; Considerations</strong></td>
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<td><strong>Recommendations</strong></td>
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<tr>
<td><strong>Rationale</strong></td>
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<th>Pensions Committee Membership</th>
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<td><strong>Questions &amp; Considerations</strong></td>
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<td><strong>Recommendations</strong></td>
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<tr>
<td><strong>Rationale</strong></td>
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<tr>
<td><strong>Recruitment Directly to Standing Committees</strong></td>
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<td><strong>Questions &amp; Considerations</strong></td>
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<td><strong>Recommendation</strong></td>
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<tr>
<td><strong>Rationale</strong></td>
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<tr>
<td><strong>Student Member Engagement &amp; Term Lengths</strong></td>
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<tr>
<td><strong>Questions &amp; Considerations</strong></td>
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<tr>
<td><strong>Recommendations</strong></td>
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<td><strong>Rationale</strong></td>
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## Transparency & Communication

### AGM or Other Community Event

<table>
<thead>
<tr>
<th>Questions &amp; Considerations</th>
<th>Is there value in exploring different models of engagement with the broader university community? Do we need to look at holding a board meeting that is primarily communicative rather than agenda driven?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Recommendation</td>
<td><strong>42. Do not adopt the practice of holding an Annual General Meeting or similar gathering.</strong></td>
</tr>
<tr>
<td>Rationale</td>
<td>Board meetings are open to the public but are not typically well attended. The Group noted that organizing an additional annual general meeting would take significant time and resources. It believed, given past experience, that the cost would outweigh any potential benefit.</td>
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### Senate Engagement

<table>
<thead>
<tr>
<th>Questions &amp; Considerations</th>
<th>Consider strategies for enhancing interconnectivity between the Senate and Board of Governors.</th>
</tr>
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<tbody>
<tr>
<td>Recommendations</td>
<td><strong>43. Provide a summary of key Board decisions and discussions for inclusion in the Senate meeting package.</strong></td>
</tr>
<tr>
<td></td>
<td><strong>44. Invite the Senate to provide a similar summary to include in Board meeting materials.</strong></td>
</tr>
<tr>
<td>Rationale</td>
<td>Shared reporting will help improve transparency, engagement and understanding between the Board and the Senate.</td>
</tr>
</tbody>
</table>

### Student Community Engagement

<table>
<thead>
<tr>
<th>Questions &amp; Considerations</th>
<th>How can the Board of Governors better ensure that students are engaged with its work?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Recommendations</td>
<td><strong>45. Consult the broader student community about effective engagement models.</strong></td>
</tr>
<tr>
<td></td>
<td><strong>46. Continue to develop experiential learning opportunities for students involved in University governance.</strong></td>
</tr>
<tr>
<td></td>
<td><strong>47. Explore using experiential learning opportunities to engage broadly with students, once fully developed.</strong></td>
</tr>
<tr>
<td>Rationale</td>
<td>The Group discussed how difficult pushing out a message to students can be. While using emails or student publications were among options considered, the Group concluded that these measures would not fully accomplish the desired goal of engaging students. Experiential learning will not only assist students involved in University governance, but the Board may leverage their experience to evaluate the tool’s usefulness for the broader university community and to help identify other useful methods to engage with students.</td>
</tr>
</tbody>
</table>


With a large and diverse student community, the Group felt that building a network of ‘ambassadors’ to reach out and engage with the students directly or through their networks may offer the best solution to create interest in the Board’s work.

### Transparency & Communication with the University Community

#### Questions & Considerations
Consider more actively engaging all governors with the work of committees they are not on in order to foster awareness of the key issues that will be coming forward to the Board. Consider the need to foster more discussion at full meetings of the Board.

#### Recommendations
1. **Rationale**
The transparency portal and engagement sessions will enable the University community to better engage with the Board both within and outside of Board meetings.

   The summaries will enable a broader range of community members to receive updates on key Board decisions in a timely manner.

   The Working Group had a meaningful discussion about community engagement and recognized that many opportunities exist for the Board to become more involved with the University community. The Working Group also recognized that the Board is comprised mostly of volunteers and that the University Secretariat has limited time and resources to devote to supporting engagement work.

**Transparency within the Board of Governors**

#### Questions & Considerations
Consider more actively engaging all governors with the work of committees they are not on in order to foster awareness of the key issues that will be coming forward to the Board. Consider the need to foster more discussion at full meetings of the Board.

#### Recommendations
1. **Rationale**

   **51. Remind Governors that they may submit questions about Board materials in advance of a meeting, as well as asking questions at the meeting itself.**

   **52. Send Board members agenda plans for all committees.**
53. **Require a written rationale for all committee decisions and recommendations coming before the Board as part of the Board materials.**

**Rationale**

A limited amount of time exists to cover a significant amount of material at Board meetings. Encouraging Governors to submit questions in advance helps ensure thorough and well-researched answers, promotes accountability and improves meeting efficiency.

Providing agenda plans and rationales promotes transparency, preparedness, and ensures that all Board members have a reasonable sense of the scope of the Board’s work and its decision-making processes. It may also improve meeting efficiency by proactively addressing questions.

### Responsibility & Accountability

#### Attendance Expectations

<table>
<thead>
<tr>
<th>Questions &amp; Considerations</th>
<th>Does the Board need to look at setting clearer attendance expectations, especially in light of exploring the issue of longer terms of office?</th>
</tr>
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</table>

<table>
<thead>
<tr>
<th>Recommendations</th>
<th>54. Include clear attendance expectations in an appropriate policy document.</th>
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<tbody>
<tr>
<td></td>
<td>55. Establish a process to engage with members who fail to attend at least 80% of their Board and committee meeting obligations.</td>
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<td></td>
<td>56. Make reasonable accommodation for extenuating or exceptional circumstances.</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Rationale</th>
<th>Setting clear meeting attendance expectations transparently establishes the standard of behaviour for Governors, encourages meaningful attendance and cultivates more active engagement.</th>
</tr>
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<tbody>
<tr>
<td></td>
<td>Setting clear procedures for addressing problematic attendance ensures attendance expectations remain meaningful.</td>
</tr>
<tr>
<td></td>
<td>Attendance expectations, however, need to provide flexibility where extenuating circumstances arise, especially those outside the control of the Governor.</td>
</tr>
</tbody>
</table>

#### Code of Conduct

<table>
<thead>
<tr>
<th>Questions &amp; Considerations</th>
<th>Currently, there is no code of conduct for Board members. This can make it challenging to address situations where implied expectations are not met. Consider the value of adopting a code of conduct and, if appropriate, provide general recommendations on its structure and content.</th>
</tr>
</thead>
</table>
### Recommendations

57. Adopt a comprehensive good governance policy and consider the code of conduct in use by the University of British Columbia as a model.

58. Include in the comprehensive good governance policy the elements outlined in Appendix I and other elements deemed appropriate.

59. Designate the University Secretary as the primary conflict of interest advisor to the Board of Governors.

### Rationale

At present, a disparate set of bylaws, policies and documents, many of which lack clear enforcement mechanisms, outlines the expectations of Governors. A unified good governance policy would promote transparency and governor accountability by clearly outlining expectations and a related redress mechanism.

After extensive discussion, the Group highlighted the significant value of the elements in Appendix I and of incorporating other standard and pre-existing policies and expectations in the proposed good governance policy.

The Working Group agreed that the University Secretary was best positioned in terms of independence and knowledge of university governance to provide conflict of interest advice to the Board. The Working Group also noted that the University Secretary could facilitate the use of an external conflict of interest advisor should the Board require one.

### Disclosure Requirements

<table>
<thead>
<tr>
<th>Questions &amp; Considerations</th>
<th>Does the Board need to seek more proactive disclosure from members to ensure they are meeting eligibility requirements set out in the Act and Board Bylaws?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Recommendations</td>
<td>60. Enhance the current disclosure requirements for members of the Board of Governors using a risk-based approach that contemplates the considerations outlined in Appendix II.</td>
</tr>
<tr>
<td></td>
<td>61. Develop procedures for dealing with current members of the Board who make a disclosure that renders them or may render them ineligible to continue to serve on the Board.</td>
</tr>
</tbody>
</table>

### Rationale

At present, prospective and current Board members are not asked to proactively disclose information that would make them ineligible to serve on the Board (e.g. bankruptcy proceeding or criminal conviction) or may impact their eligibility (e.g. securities sanctions, provincial offences and over-boarding). This information gap represents a risk to the Board and the reputation of the University.
In developing this recommendation, the Group sought to find an appropriate disclosure balance that addressed the risk without placing an undue burden on prospective and current Board members.

Establishing what factors the Board will consider when assessing eligibility to sit on the Board, who will decide the eligibility of an individual and the process for removing a member who refuses to resign can be complex. Establishing a clear process upfront will help the Board navigate issues if they arise.

### Evolution & Changes in External Environment

#### Questions & Considerations
Consider key emerging themes in governance and whether they are adequately addressed in Board policy/protocols/practices.

#### Recommendation
62. **Include in the recommended good governance policy expectations around the use of social media by members of the Board of Governors, as it relates to the Board of Governors, using a risk-based approach.**

#### Rationale
The advent of social media presents both risks and opportunities for the Board of Governors which need to be appropriately considered and managed.

### Implementation & Metrics

#### Questions & Considerations
The Board does not have a consistent process for tracking its priorities and evaluating outcomes. Consider the value of establishing a means of measuring and tracking the implementation of Board defined priorities.

#### Recommendation
63. **Continue to encourage the development of tracking indicators and consider how the Board can make the best use of these indicators in fulfilling its mandate.**

#### Rationale
The use of key performance indicators by governing boards is a widely recognized best practice. The Board’s effectiveness in the coming years will depend in part upon its use of the University’s current indicators.

### Strategic Framework & Strategic Engagement

#### Questions & Considerations
Consider how the Board can more actively engage with the Framework, and in strategic planning more broadly.

#### Recommendations
64. **More clearly articulate in meeting materials and presentations the relationship between items coming before the Board and the Strategic Framework and KPIs.**

65. **Provide education sessions to the Board on key strategic priorities not considered in-depth at Board committees, such as advancement, government relations, communications, and marketing. Furthermore, leverage these educations sessions to launch discussions about the need for enhanced or alternatively structured Board oversight of these priorities.**
<table>
<thead>
<tr>
<th><strong>Rationale</strong></th>
<th>Senate has benefitted from actively using the Strategic Framework to drive decisions. The Group believes the Board would similarly benefit. It could help the Board establish priorities and better fulfill its oversight roles by linking the Strategic Framework and relevant KPIs to material brought before the Board for its consideration. Some priorities in the Strategic Framework do not come before the Board as cohesively or frequently as others and may represent gaps in the Board’s oversight. Accordingly, the Group felt that the Board would benefit from education and discussion about these areas to assess whether they need to be more actively overseen.</th>
</tr>
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</table>

**Future Reviews**

<table>
<thead>
<tr>
<th><strong>Questions &amp; Considerations</strong></th>
<th>After completing the current governance review, reflect on the value of undertaking future comprehensive reviews.</th>
</tr>
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</table>

**Recommendations**

<table>
<thead>
<tr>
<th><strong>Recommendations</strong></th>
<th>66. Conduct a comprehensive governance review approximately every 10 years. The exact timing of any future review should be determined after considering the resources available to the Board and its current workload. 67. Emergent and time-sensitive governance issues should continue to be reviewed individually as the need arises.</th>
</tr>
</thead>
</table>

| **Rationale** | The Group found the governance review process to be incredibly valuable and noted that 10 years is a reasonable interval between reviews given the resources required. The Group also recognised that some issues must be dealt with in advance of a comprehensive review and that it has recommended that certain issues be reviewed in less than 10 years time. |
Appendix I

<table>
<thead>
<tr>
<th>Recommended Elements of a Comprehensive Good Governance Policy</th>
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<tbody>
<tr>
<td>• Clear definitions in plain language including a precise definition of “related persons,”</td>
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<td>• Updated policies pertaining to conflicts of interest and confidentiality including</td>
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<tr>
<td>• requiring the proactive and ongoing disclosure of conflicts of interest,</td>
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<td>• requiring the disclosure by Governors of perceived, potential and apparent conflicts,</td>
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<tr>
<td>• providing illustrative examples of conflicts of interest,</td>
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<td>• requiring that members excuse themselves (or be excused) from any portion of a meeting that relates to a matter for which they have a conflict,</td>
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<tr>
<td>• forbidding members who have a conflict to attempt to influence the outcome of any matter related to the conflict, and</td>
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<tr>
<td>• referring to the proposed provision in the bylaws that no vote on any item may occur if the majority of members present have either a conflict of interest or they abstain from voting</td>
</tr>
<tr>
<td>• Clear and explicit protections against harassment (which the Working Group suggests defining broadly to encompass harassment of a bullying or sexual nature),</td>
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<tr>
<td>• Procedures related to:</td>
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<tr>
<td>• resolving a conflict of interest or <strong>good governance policy</strong> violation</td>
</tr>
<tr>
<td>• dealing with conflicts of interest or <strong>good governance policy</strong> violations ex-post facto, and related procedures for re-considering affected decisions made by the Board or one of its committees</td>
</tr>
<tr>
<td>• considering vote outcomes where members fail to disclose a conflict of interest or <strong>good governance policy</strong> violation,</td>
</tr>
<tr>
<td>• addressing members who abuse the <strong>good governance policy</strong> by making spurious complaints, and</td>
</tr>
<tr>
<td>• designating a decision-making authority or authorities</td>
</tr>
</tbody>
</table>
## Appendix II

### Considerations for Enhanced Disclosure Requirements

- Best practices in the private and broader public sectors,
  - Particular consideration should be given to disclosure surrounding bankruptcy and insolvency; regulatory proceedings, settlements and judgements; criminal and other convictions for which no pardon has been granted; membership on other boards; and board interlocks.
- An obligation to update disclosures on an ongoing basis,
- Disclosure related to membership requirements set out in the Board’s bylaws and related legislation,
- The need to seek disclosure prior to members being appointed to the Board,
- The need to inform internal members of what disclosure will be required as part of the election process, and
- The need for controls on information received as part of the disclosure process
Appendix III

Members of the Working Group on Board Governance Review

Ms. Fritz was Director of Compliance & Disclosure at the Toronto Stock Exchange (TSX) before retiring in December 2016. In this role, she managed the department responsible for ensuring issuer compliance with TSX requirements related to continued listing, timely disclosure, corporate governance and director and officer suitability. During her 27-year career at TSX, she held various positions involving listed issuers from a regulatory, business development and relationship management perspective.

She currently serves as Co-chair of the Issues Committee of the Canadian Investor Relations Institute and previously sat on the Continuous Disclosure Advisory Committee of the Ontario Securities Commission, was a member of the Sustainability Working Group of the World Federation of Exchanges and the Ontario Chapter Executive of the Institute of Corporate Directors.

Rich Appiah is a lawyer and the principal of Appiah Law | Employment + Labour Counsel. He provides expert strategic counsel and legal representation in the area of human resources law to small and enterprise-scale businesses, as well as to managers and senior executives. He has published extensively in the area of employment law and has presented at numerous conferences for human resources and legal professionals. In 2016, he was recognized as a "Lawyer to Watch" by Lexpert Magazine, and currently serves as an elected member of the Ontario Bar Association's Employment and Labour Section.

Rich studied at the University of Guelph as a President’s Scholar and completed his Honours Bachelor of Arts degree in 2002 with the prize in Political Science and the Brian D. Sullivan Award for student leadership. He then attended Osgoode Hall Law School, where he was a division leader for the school’s legal clinic and president of the school’s student union. He graduated from Osgoode with a Bachelor of Laws degree in 2005.

Rich is the former president of Delisle Youth Services (now Skylark Children, Youth and Families), an outstanding agency that supports young people through numerous mental health and developmental services programs. He is currently Chair of the Board of Directors of The STEPS Initiative, an award-winning public arts organization that builds the capacity of citizens to create more vibrant and connected communities.
Bill Hogarth served as the Director of Education at York Regional District School Board for 16 years. He is a collaborative senior leader who, in periods of both expansion and consolidation over the past forty years in two school boards, has had a broad range of experiences, including expertise in developing and implementing strategic plans, policy development, working with Ministry regulations, as well as in the development of curriculum and professional development programs.

He was a founding director of the Community Alliance for York Region Education in 1997, a community-based organization that leveraged considerable business and government support for programs and initiatives regarding anti-bullying, student leadership and early literacy. In 1999, he became founding chair of the York Region Advisory Forum on Children, Youth & Families, a coalition of more than 65 community organizations that support and promote optimal child development.

He is past Chair of the Board of Governors for Seneca College, and currently serves on the Board of Trustees for the Centre for Addiction and Mental Health (CAMH). He is the recipient of an honorary Doctor of Laws degree from York University in 2010.

Andrew Kuttain recently graduated from the University of Guelph with a degree in Political Science and currently works in the Office of Registrarial Services. Andrew has been actively involved in the University through Orientation Week, Tractor Tugs for Tots, introducing prospective students to the campus, coordinating volunteers and educating students on campus life. He has learned invaluable lessons in life which has helped develop skills such as effectively raising awareness, connecting with the community, and seeing the whole picture when approaching major decisions. His experiences and connections across campus have given him the opportunity to see and understand the perspectives, opinions, and hopes of many students and faculty and he aims to impact the campus positively to improve lives with the Board of Governors.
Wendy Millar is a retired Executive of BMO Financial Group after more than 30 years in financial services. She held a number of executive leadership roles across the Personal and Commercial (P&C) business and Enterprise Risk Management group with more than 10 years as Chief Risk Officer of the P&C Bank Group. Her experience includes leading teams in product management, credit risk and managing BMO’s high-risk consumer and commercial accounts.

Wendy currently serves as a member of the Canada Deposit Insurance Corporation Board and chairs their Human Resources and Compensation Committee. She also serves as a member of the Halton Healthcare Finance and Audit Committee. Previous board experience includes a number of non-profit organizations, most recently as Vice Chair of the University of Guelph Board of Governors in addition to serving on a number of boards of subsidiaries and joint ventures for BMO. Wendy is a graduate of the University of Guelph’s BA and MA Economics programs and a certified director (ICD.D).

Byron Sheldrick is a faculty-elected member of the Board of Governors. Byron joined the University of Guelph in 2006 and currently is the Associate Dean (Academic) of the College of Social and Applied Human Sciences. He was the Chair of the Department of Political Science for nine years and is an ex-officio member of the University Senate. Over the years, he has served on a number of Senate committees, and has chaired the Senate Board of Undergraduate Studies and the Committee on Student Petitions. He previously taught in the law department of Keeled University in the United Kingdom and in the politics department of the University of Winnipeg. His research interests include law and politics, human rights, and social movements. His teaching interests include law and public administration, Canadian politics, and he has taught in the graduate program in Political Science as well as in the Masters in Leadership program.
Irene Thompson holds the position of Director, Student Housing Services and has the honour of being a staff-elected member to the Board of Governors. She is a 35-year member of the Guelph campus community who prides herself in being actively engaged in campus life. She has served in leadership roles on the Professional Staff Association including in the position of Chair. Irene is a member of the Ontario Association of College and University Housing Officers where she has served as President and in other Executive Committee roles.

She is an active committee member and a regular presenter at the annual conference and professional development workshops. Irene is a strong believer in life-long learning and has completed an MBA in Hospitality and Tourism Management and is delighted to be a Guelph Alumna. Irene is a community volunteer and has been a member of the United Way of Guelph Wellington Dufferin Campaign Cabinet and Board of Directors for over twelve years. Irene is a certified Mental Health First Aid Trainer and regularly delivers workshops on campus and in the Guelph community.

Board = Board Appointed External Member of the Board of Governors
Board of Trustees = Member of the Board of Trustees of the University of Guelph Heritage Fund
LGIC = Lieutenant Governor in Council Appointed Member of the Board of Governors (Provincial Government Appointment)
Alumni = U of G Graduate