Governance Review of Wilfrid Laurier University

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REPORT ON THE GOVERNANCE REVIEW OF WILFRID LAURIER UNIVERSITY

1.　Introduction

1.1　The Context of Our Review

This is a time of many transitions at Wilfrid Laurier University and with that comes opportunity to reset and refresh relationships so vital to successful shared governance of the institution. A relatively new University Secretary supporting both governing bodies is in place and anxious to add value to the work of the Secretariat; several contentious issues have affected the academic community and the goodwill between the governing bodies. A new integrated planning and budgeting model has been approved for full implementation in the year ahead. The acrimony associated with the issue of placing statues on campus, coupled with the debate around the introduction of a Fall reading week, appear to have left palpable angst among some members of the community who communicated with our review panel. And finally, a government competition in the year ahead for a potential new university campus in Milton, and a search process for the university's next president (the former about to be launched and the latter nearing conclusion as our consultations took place) have added to the atmosphere of uncertainty on the Laurier campuses.

Each one of these issues on their own might not have been sufficient to place significant tension in the relationships between the elements of Laurier's governance system, but when seen cumulatively in a relatively short period of time, we believe the total effect is a sense of disillusionment and unease. The future will be one where change is ever present at Laurier, as it is within the broader post-secondary sector, but we believe that like any organization where there are the challenges of change that impact many, there are also important opportunities to be seized.

In conducting the review and submitting this report, the panel reaffirms that the intent of the process was in the spirit of improving relations within the institution and striving for improvement in bicameral governance at Laurier. We did not experience any reason to attribute motives for commissioning a review other than a genuine interest in improving relationships between and functioning of each of the Board of Governors and Senate. We were heartened to experience a determined commitment by those who participated in the review – whether staff, faculty members, students or volunteer governors – to build a strong and engaged Laurier community even if some suggestions seemed parochial and differed from the concluding views of this panel.

We are making a number of observations and suggestions which, if taken up, will improve transparency and communications within the governance system at the University and we hope will contribute to the rebuilding of trust and confidence in both the governance and the leadership of Laurier.

Our review team was engaged by the University Secretary to assess the operation of the Senate, the Board of Governors (the Board), and their respective committees and councils and to advise as to whether there are opportunities for improvement. In particular, we were asked to review committee structure, committee terms of reference and membership, the by-laws of each body, a number of core policies as well as opportunities to clarify and improve the interactions, responsibilities and communications among the bodies, the participants in governance and the Laurier community.

Our report is to be delivered to the University Secretary with an assessment and recommendations on the above topics. The University Secretary has committed to presenting these findings to the governing bodies for consideration.

1.2 Methodology

In conducting the review, a number of documents were examined, including but not limited to those listed in Appendix A, attached.

Consultations were undertaken with a number of stakeholders and written submissions were received from anyone interested and with a view on our work. Included in our consultations were two open forum sessions, one on each of the Waterloo and Brantford campuses. Appendices B and C list those who met with us or submitted written comments.

We looked at practices at a number of Canadian, and particularly Ontario universities, some of which you will see referred to in this report. Finally, the panel reviewed governance best practices drawn from the university sector and beyond, in order to reflect on Laurier's practices. These benchmarks covered accountability and transparency practices, mission and strategic direction, communication, membership, orientation and development of governors and senators, Board and Senate committees, audits, leadership roles, the University Secretariat, the President's role in governance, conduct and ethics and culture. This assisted us in identifying some areas for improvement in the bicameral governance practices at Laurier and in reaffirming the strengths of many others.

1.3 Principles That Guided the Reviewers

The governance review panel kept three principles and beliefs front-of-mind in listening to community input and in our document review as follows:

- a commitment to bicameral governance and the shared and complementary nature of responsibilities that are implicit in effective governance practices in a university,

- a belief that partnership in governance involves an active engagement of those participating in the governing bodies and an administration committed to transparency and continual communications, and

- a view that governance is more a dance than a march, which means that one must "listen to find the beat" to appreciate the nuance within the system of statutes, policies, regulations and rules that constitute and guide effective governance.

1.4 Observations and Limitations

Our overall conclusion is that Laurier has a generally sound state of governance. While the time permitted did not allow for a totally comprehensive review, the panel's assessment of best practice benchmarks against Laurier's practices confirmed that the way the University governs itself holds up very positively. This process did not uncover gaping holes or major gaps in practices although it did identify a number of areas that, with some adaptation or revision, will strengthen the Board and Senate as well as the interface between and among administration and the two governing bodies.

1.5 The Wilfrid Laurier University Act ("the Act") (Note that further discussion occurs in Section 3.2)

After considerable reflection and dialogue amongst the panel members, we see no compelling reason at this time to reopen the legislation which governs the University. The primary reasons suggested to us for doing so were two: to increase faculty numbers on Senate and the Board and to designate student member positions on the Board to those holding official leadership positions in the central student governments.

Acting on the first would result in a higher proportion of faculty members on Senate, increasing the current majority, which in our opinion is neither necessary nor desirable. We heard from several senators and members of the community with varied experiences and longevity with Senate that it is already too large. (Not surprisingly, there was no interest in reducing the number of faculty members on Senate to achieve the perspective expressed by some members of the community that Senate would be more effective if smaller.) It is appropriate and consistent with other institutions that faculty members represent a majority on Senate and in our judgement, faculty need to exercise the leadership provided by their majority status over the issues within Senate's purview. We settled ourselves on the empowerment phrase: "faculty have a majority voice and should use it" in the best interests of the University's long-term academic progress and for the good of the whole University.

We were pleased to see the inclusion of contract academic staff in the membership of Divisional Councils, which at their foundation are places of debate and proposal development for academic programs and policy creation. While the engagement and experience of faculty senators is essential to an effective and functional Senate, it is important to recognize that they are not solely responsible for the academic policy and the general good of the University but share that with other senators: students, those faculty members who step out of their faculty roles for a period of time to serve in administration, other named senior administrators, staff, alumni and governors.

We believe that to act in respect to the latter suggestion of reserving seats for elected student leaders would create an undesirable and unresolvable conflict in their carrying out the fiduciary duty and "duty of care" required of student governors, and would not represent best practice.

In general, we see an unnecessary level of risk in opening the Act, particularly at a time when government is becoming ever more interested in involving itself in university affairs in ways which challenge the historical autonomy of universities, particularly because we see several other ways of improving engagement pursuant to the current legislation. Some of our suggested changes could be implemented quickly; others will take a little more consideration and time.

1.6 Improving the Culture of Communications and Transparency

Over the course of the review, in addition to hearing criticisms, concerns and suggestions that represent diametrically opposite views, the panel heard a consistent wish for continued shared governance where responsibilities and the division of authority is better understood. It is our observation that there are discrete areas of responsibility for each governing body in the Act, as well as areas where there is not only shared responsibility between the Senate and the Board, but where decisions are better made in direct consultation or together.

The overriding goal of the recommendations we are making is to improve the culture of communication and transparency of governance, with the primary objective being to restore the mutual respect, trust and confidence between members of the community, between Senate and its chair, and in the governance system itself. We acknowledge that not infrequently there will be dissenting opinions and disagreements among peers and between and among governing bodies, but if there is constructive and respectful debate, moderated by an attentive chair of each body, even after such differences, goodwill can be restored and maintained in the presence of complex issues and difficult decisions.

2. The Board of Governors – Opportunities for Improvement and Clarity

Our impression is that the Board generally operates in an appropriate fashion. We note that most of the comments we received on the Board related to the efficiency and at times effectiveness of various Board processes and practices and did not challenge the overall execution of the role.

2.1 Board Committee Structure

We heard considerable feedback from governors and university staff concerning Board committees. The comments focused on the number of committees and sub-committees (currently nine), mandates and the resultant draw on staff and governor time. This Board committee structure has been in place for a considerable period and in any case, a review focusing upon effectiveness and efficiency is in order.

The Board governance role and task is similar at most Ontario universities. However, Laurier has chosen to approach the work utilizing a more complex Board structure than comparator institutions. As examples, the University of Waterloo and York have seven Board committees; Brock, seven and one sub-committee; and Guelph has six committees, a sub-committee and an ad hoc working committee.

A governance model with numerous committees allows narrow mandates, task specialization and development of expertise. However these are accompanied by various operational and other side effects and problems. The work of the Board simply does not fit neatly into the committee structure. Numerous respondents commented upon overlapping mandates of standing committees which resulted in governors addressing the same issues and hearing the same presentation by staff at different committees. We were told by both governors and staff that this is an irritant and is a less than optimal use of staff and governors' time. Other impacts are heightened complexity of the committee staffing task and an increase in the number of committees an individual governor may be assigned. Even the routine task of scheduling of committee meetings is complicated by the number of committees. Many committees have membership structures that mirror the representation of the membership of the full Board. This results in committees being arguably too large and in governors being placed on committees beyond their interests and potentially in some cases, their expertise.

We suggest the Board consider whether the current structure is appropriate in light of the feedback that we received. We do not expect a redesign that results in fewer committees

would result in the loss of decision effectiveness and it may be that consideration of issues in a broader context would actually improve the situation. We also suggest that committee membership structures be reviewed with particular emphasis upon the appropriate number of members on each committee and whether particular committees need to mirror the full Board in terms of representation.

2.2 Board Executive and Governance Committee

Some comments were received concerning the size and mandate of the Board Executive and Governance Committee. The committee was viewed as being too large (14 members) and unwieldy. Concerns were expressed that matters were being considered by the Executive Committee that should have been dealt with by the full Board. An example that was cited was the final approval of the construction contract for the Laurier Brantford YMCA Athletics and Recreation Centre project.

The size and mandate of the Laurier committee are, for the most part, similar to that at comparable Ontario institutions. As examples, there are 14 members on the Board Executive Committee at Waterloo, 13 at Brock and 11 at McMaster University. The mandates at the various universities are similar to the extent that they are empowered to act in the absence of a full Board meeting. At Laurier and the other institutions, the Executive Committee membership is representative of the groups that have representation on the Board and also includes Chairs of various Board Committees. It seems appropriate that the Executive Committee should be representative and knowledgeable if it is to exercise the powers of the Board.

The University of Guelph has a very different committee composed of only the President, Chair and Vice-Chair with two non-voting members. The mandate of the Guelph Board Executive Committee is to act in emergency situations where convening a Board meeting is not practical. Given the different mandate, Guelph is not an appropriate comparator in this matter for Laurier.

The mandate of the Executive and Governance Committee directs the leadership to "make every effort to have all matters of substance dealt with by the Board." It is evident that at least some board members do not feel that this direction is always honoured. A potential remedy might be for the Board to formally empower the Executive and Governance Committee to deal with specific items such as approval of the final contract for the Brantford project when a time sensitive item is known not to fit a regularly scheduled meeting of the Board. The project had been the subject of exhaustive review at the committee and board levels so the award of the final contract is arguably not a matter of substance but any disagreements would be pre-empted by a Board motion in advance. In any case, Board leadership should make a conscious effort to honour the mandate by referring matters of substance to the full Board.

2.3 Board Nominations Committee

The Nominations Committee is responsible for Board recruitment, recommending the Board Chair and succession planning, populating Board committees, evaluating Board performance and reporting on activities. Several people commented on this committee and the essence of the comments was that a lack of transparency caused processes to be not well understood.

There were also comments that more attention should be paid to diversity in the recruitment of external governors. It was evident that these comments were not directed at gender representation but involved other dimensions of diversity. We reviewed the processes that are used by this committee and with two exceptions, are satisfied that they are appropriate and robust. The first exception relates to diversity of membership: the objective of a diverse Board membership should always be considered while recruiting Board members. We believe that a diverse Board promotes consideration of different perspectives, reduces the likelihood of "group think" and leads to more effective governance. The second relates to populating Board committees and Board succession planning: a few governors commented they did not feel that their committee assignments were a good fit with their expertise.

The underlying issue here is that the large number of committees that must be staffed and the constituency structure of the membership of some committees makes it very difficult to make optimal use of members' expertise. A restructuring and reduction of the number of committees recommended elsewhere would help alleviate this issue. The Board leadership should also ensure that governors understand the committee processes and any limitations driven by structure and feel comfortable that their expertise and interests are an important factor used in populating committees and in succession planning.

2.4 Board Policies and Practices

Length of Meetings

Several comments were heard concerning the length of meetings and the agenda content for the meetings. The four-hour meetings were considered so long that that they had a negative impact upon Board effectiveness. Some governors reported that the excessive length was at least partially a function of numerous reports by staff members and at times the length of the presentations. Of particular concern were reports that were basically repetitive of reports given at the committee level. While the objective of informing governors about university activities and processes is appropriate, the length and detail of the presentations were considered excessive given the audience. In addition, a review of the annual work plan of the Board would likely identify operational activities that did not require attention of the Board or other matters that could be dealt with at the committee level.

Staff Attendance at Meetings

It is practice that a senior staff member or Associate Vice-President be present at the Board if material from their jurisdiction is under consideration. In practice this means that a number of senior administrators spent time at each meeting to the exclusion of other activities even though they are rarely consulted. Several respondents suggested that the current practice of widespread attendance is unnecessary and staff presumably could be contacted in the unlikely event that they are required. We agree with this suggestion and note that Deans were at one time urged to attend board meetings. This practice was ended with no apparent impact upon the Board although it is possible that the Deans lost some understanding of the Board and its perspective on key issues. This could be remedied by having a decanal representative at Board meetings who reports back to the broader decanal group.

Board Agendas

Comments were received about the format and length of the agenda and supporting documentation. The documentation is now made available to governors either on the BoardEffect portal where individual items may be viewed separately or through the WLU website in a single unwieldy file that is not well indexed and is often several hundred pages long. In either case, the documentation for individual items is often very lengthy and complex and is viewed by at least some governors as an impediment to decision effectiveness. A consistent format and an attempt to reduce the amount of documentation at the Board level would be positively received.

Board Communications

The Board is remote from day to day life on the campus. The Board does not have any process by which its role and activities are routinely communicated to the campus and so it tends to come to attention of the community only during times of stress. We note that a short email that includes a listing of items discussed and decisions made is broadcast to campus after each Senate meeting and suggest that a similar practice be adopted by the Board. This could be taken a step further and the University could be informed of upcoming meetings and told of matters to be considered.

Orientation and Responsibilities of Board Members

Several governors offered suggestions that would have helped them be better prepared for their duties on the Board. Two governors expressed that they would have benefited from some form of mentoring from an experienced governor. A voluntary system which is available to all new governors would be relatively simple to initiate and might be very helpful to some participants.

There is considerable interest in an expanded Board orientation with special interest in coverage concerning academic freedom and division of duties with Senate in a bicameral system. The phrase "academic freedom" is widely used and some governors expressed an interest in a deeper understanding of its meaning and limits. Several governors indicated that they did not feel knowledgeable or were even confused about the division of authority between the Board and Senate. The statues issue was cited as a situation where the division of authority was far more complex than it first appeared. The governors suggested that the Board orientation spend some time on this topic. We agree with this suggestion but note that the term "division of authority" implies that a clear-cut division exists where in practice, the situation is more complex as jurisdiction on some issues can overlap. It is incumbent on leadership to recognize situations where jurisdiction is shared and proceed accordingly. This Fall's joint Board-Senate dinner was positively received by governors. Some suggested further joint events which could help nourish a culture of engagement, respect, trust and cooperation between members of the two bodies. While budget is an obvious constraint, this is a matter that warrants further consideration.

Board By-Laws and Conflict of Interest

The topic of conflict of interest was raised by several respondents. We understand that the Board By-Laws have not been updated for a considerable time and that a review is necessary. A review would allow the opportunity to consider the effectiveness of the existing conflict of interest by-law rather than allowing the issue to continue to be of concern. We suggest in particular that a revised policy should specifically address the issue of an unresolvable conflict arising from the situation where a governor's other commitments conflict with his or her fiduciary duties to the University.

In Camera Meetings

We heard concerns that the Board or its committees at times meet *in camera* on matters which fall outside what is permitted in Board By-Law 7 *(Meetings of the Board Open to the Public).* This by-law states that the Board and its committees meet in public but where confidential matters of the University are being considered that part of the meeting may be held *in camera*. We reviewed the agendas for several *in camera* meetings and are satisfied that at least in those cases, it was appropriate to meet *in camera* and expect that this is generally the case. However, we appreciate that there may be some confusion concerning *in camera* meetings and suggest that efforts be made to increase understanding of current practice of application of By-Law 7. It is possible that the review of by-laws suggested elsewhere may result in more explicit wording of this by-law.

President's Annual Objectives

These are presented to the Board Chair and to the Human Resources and Compensation Committee. We question why the objectives are not presented to the full Board as this would increase accountability and transparency. This suggestion does not imply that the evaluation process should change from current practice.

Job Description for Internal Governors

Internal governors join the Board often with no concrete knowledge concerning the Board, their new responsibilities and the time commitment. It would be helpful if a document was available that informed potential governors of what is involved with Board membership. This document would be brief and could cover "hot topics "such as confidentiality and conflict of interest.

Workload Balance between Board Meetings

Meetings of the Board are scheduled with three month intervals. The September meeting is not preceded by a full slate of committee meetings and is devoted instead to approval of the financial statements and activities to orient and inform governors. As a result, there is a gap of approximately five months between the May/June and the October/November committee days and Board meetings. This five month period is a challenge and the current long standing scheduling arrangements should be reviewed to determine whether they are appropriate

3.   The Senate – Opportunities for Improvement and Clarity

As noted, we understand and support the commitment of the Laurier community to bicameral governance and the essential role that the university's Senate plays in fulfilling its obligations under the *Wilfrid Laurier University Act*. A number of the individuals who met with us, be they students, faculty, staff or board members, had comments on the role of the Laurier Senate and how it functions. Below are the areas which were drawn to our attention by those with whom we consulted, as well as our observations and suggestions about how the Senate might become a more effective and respected constituent part of Laurier's governance system.

3.1 Senate's Role and Responsibilities

Community members had strong and often divergent views about how Senate discharges its unique powers with respect to the educational policies of the University and its authority to recommend and comment to the Board of Governors on matters outside of its unique role, all of which are found in Section 19 of the Act. Some see the legislative function as a "rubber stamp" with no opportunity for input. It was observed that Senate rarely deals with any

matters other than curriculum approvals. Some expressed a wish to engage in detail with aspects of the curriculum proposals on the Senate floor, while others see the role of the committees as essential vetting bodies which do the detailed work so that curriculum proposals come forward for decision after having been properly tuned through the committee structure and in consultation with stakeholders.

We heard concern that the President's items dominated the time available on the agenda, leaving little time to engage in open discussion on broader academic issues or properly consider items for decision.

We heard also about the dysfunction of the University Faculty Council (UFC). The UFC is a "council" created by Senate by-laws pursuant to the authority given by Section 19(k) of the Act. It is comprised of all faculty members, librarians and contract academic staff who are members of the academic bargaining unit, and serves as a nominating committee for the Senate Promotion and Tenure committee and other specified committees, "as a forum for the discussion of University-wide issues" and to "send recommendations to Senate". It rarely meets, does not achieve quorum despite recent reduction of the quorum to 10% of membership, and is said to be dominated by a few individuals. It is unclear as to whether it properly fulfills its function as a nominating committee in these circumstances.

We were also told about the ineffectiveness of some of the Senate committees, which it was alleged did not meet or did not have meaningful agendas; and of a general feeling that Senate had lost its place as a true policy body. Several individuals questioned the membership and role of the Senate Finance Committee in the context of the new university budget model.   We also heard concern that Senate's essential governance role had been compromised by the intrusion of faculty labour relations issues and conflicts into governance.

The legislation establishing most, if not all, Ontario universities provides for both a division of power between Board and Senate and an identification of areas of shared responsibility through consultation, recommendation and cross-appointment of members. This system is likely designed to ensure that governance remains collegial in the broadest sense of the word. In that respect, Laurier's legislation is consistent with that of its peers in the province.

We understand that since the passage of the Act in 1973, Laurier has grown and matured as an institution. In that time, much has been done by way of academic policy to establish and refine its academic programs, and to do long term planning through the vehicle of a University Academic Plan (the UAP). However, over that time, the Ontario Government has become involved in setting curriculum direction through financial incentives and program approvals, as well as Strategic Mandate Agreements. As a result, much of the work which in the institution's

formative years was within the exclusive purview of Senate and its committees (and in some instances such as the setting of tuition, in the Board's authority) has been constrained by complex government policies and processes.

Notwithstanding, in our view Senate's legislative role in the consideration and coordination of curriculum and long term academic planning remains a very important one.

In addition, because Senate is the body on which sit faculty members, board members, students, alumni, and administrators, it should be an important venue for communication and general discussion on matters including but not limited to Senate's jurisdiction.

We note that unlike most Ontario universities, (e.g. York, Western, Guelph), the Act gives the Laurier Senate a legislated right to consider and recommend policies concerning the allocation of resources, and specifically, authority to comment on financial matters over which the Board has exclusive powers of decision.

We have a number of suggestions which might make Laurier's Senate and its committees more engaging and perhaps more effective. These will be made as we address some of the more specific issues below.

3.2 Senate Size and Composition

Some individuals and groups urged us to consider a recommendation to increase the size of Senate to allow for the addition of each of faculty members, students and contract teaching staff. Others were comfortable with the size, but believe the body would be more effective if the composition were altered in various ways, for example, to reduce the number of *ex officio* members of the administration and to give *ex officio* seats to delegates of other groups such as student government, the Senior Advisor: Aboriginal Initiatives and the Director of the Diversity and Equity office.

Behind some of these suggestions was an expressed belief on the part of some that the administration dominates both the agenda and the outcomes of Senate and that Senate was not properly monitoring aspects of the University Academic Plan which call for an increase in diversity of both personnel and programming, particularly with respect to Aboriginal education.

There appears to be a general recognition that small Faculties and student nominees are at a disadvantage in their ability to participate effectively in Senate and its committees because of the burden the participation places on the few eligible nominees to fill seats designated for them on Senate committees. We also heard from the Board members on Senate that while

they made efforts to attend the Senate meetings, participating in their roles on committees with designated Board seats can be difficult.

We have observed that the size and composition of Laurier's Senate is similar to that of other institutions, albeit somewhat smaller than some. The composition is also fairly consistent at universities throughout the Province of Ontario, all of which provide for a number of *ex officio* positions, but stipulate that the majority should always be members of the full-time teaching faculty. At Laurier this majority includes an elected "academic librarian."

We do not think a change in size or composition of the Senate is the key to improving the engagement of senators in the work of that body.

As noted, contract academic staff have the opportunity to participate in the academic policy issues of the University through their departments and divisional councils and thus in the grass roots developments that ultimately emerge for consideration and decision within the governance process.

Showing a commitment at the Senate level to issues of diversity is important, and to that end, notwithstanding that there may be no designated seats for persons who can champion Laurier's commitment, efforts should be made to recruit individuals with these insights, experience and knowledge to Faculty, staff and *ex officio* seats. In addition, either at the Academic Planning Committee and/or in Senate as a whole, there could be annual progress reporting by those the University has assigned to head initiatives in these important areas.

3.3   Senate Committees and their Mandates

Laurier has twelve Senate standing committees, a large number in comparison to other Ontario universities. We have already noted that there are some standing committees that are populated by nominees, but that do not have items on their agenda and do not meet regularly or at all. Mandates may now be too limited or less relevant than they once were.

We heard of substantial interest in merging some of the committees with the intention of giving them new life. For example, it was suggested that Student Life could be merged with the Committee on Teaching, as a Committee on Teaching and Learning, with a focus on the student classroom experience. We did not take on our task with the view of redesigning Laurier's Senate committee structure, which we agree is up to Senate itself, but we do have some additional suggestions about committees and roles which may be of some assistance in any internal review.

The Secretary and Vice-Chair of Senate are faculty members given titles, with little to do. As we understand it, the Secretary monitors attendance at Senate and reviews the draft minutes prepared by the University Secretary. The Vice-Chair conducts the Senate meeting when the Chair is absent. In our view, the roles should be structured in a way to provide for meaningful participation or merged, perhaps under the title of a Vice-Chair.

The Executive Committee is comprised of 19 people and has a lean mandate. It approves the draft agendas for Senate meetings, acts on behalf of Senate between meetings and oversees convocation and functions. The Secretary of Senate is a member, but the Vice-Chair is not. There is a separate Nominating Committee and Bylaws and Regulations Committee, with combined memberships of a further sixteen individuals, and neither meet frequently. Were the Executive Committee to absorb the other two, establishing working groups for by-law review and nominations, the committee would come to have a more meaningful role in respect to the oversight of the structure and conduct of Senate.

The Senate Finance Committee was the subject of comment from several individuals including those who provide it with administrative support. As noted, Senate has a legislated power to "consider and recommend to the Board, policies concerning allocation or use of University resources" (S.19(j) of the Act) and the mandate of the committee follows with responsibility for considering the university's budget on behalf of Senate and prior to a recommendation by Senate to the Board. The comments we heard can be put in categories as follows: comments that some members of the committee did not have the appropriate level of understanding of university budgeting or financial fluency to participate fully; the staff supporting the committee, perhaps trying to be as transparent as possible, brought to the committee materials designed for the Board rather than tailoring them for Senate and its role; the committee had taken on the role of evaluating the financial impact of new programs which may be better addressed elsewhere; and given the new Responsibility Centred Management budget model (which shifts budget emphasis to revenue generation from expenditures), the committee as presently constituted no longer makes sense.

 We suggest that the Finance Committee's mandate and composition may no longer be appropriate or viable and that as part of transition planning as the University moves to the new budget model, careful thought be given to how the Senate considers budgetary matters. Given the emphasis on integrated planning, it seems prudent to consider integration of the Finance Committee's role examining financial impacts of new programs, for example, with the Senate Academic Planning Committee (SAPC). Whatever the structure used to fulfill the function of linking the Board, the Administration and Senate on financial matters, the materials should be designed with the committee members and Senate's role in mind.

3.4 Interactions and Relationships

Few people we spoke with found Senate to be a meaningful governance experience, possibly with the exception of serving on the SAPC. We have already commented on how Senate's role may have changed as the institution has matured, but the level of disengagement by Senate members at this time is concerning. Gists of the comments we received concerning culture and tone include:

- The ambiance of the body while in session is that of a "gotcha culture", with members of the faculty pitted against the administration.

- Senators don't feel that they have a voice in Senate because Senate debate is dominated by a few outspoken individuals.

- Senators do not speak at Senate out of concern that they either will appear "non-collegial", or that they will be attacked or subject to reprisal for their contrary views. Some decline to vote on contentious matters for the same reason.

- On occasion, senators who indicate a wish to speak are not recognized by the Chair.

- There is a belief that administrators vote in a block and therefore decisions are effectively predetermined.

- Deans and other academic administrators, despite their academic appointments, do not see themselves and are not seen by others as also being faculty members. They believe they are not seen as academic colleagues. Although they may speak in Senate to matters coming forward from their Divisional Academic Councils, they do not see themselves as an inherent part of the academic governance system at the Senate level.

- Senators don't know the rules of procedure of Senate and how to use them.

We observe that some of the apparent lack of collegiality between the members of faculty and the administration may be the result of initiatives taken by this administration, and the strictures under which Ontario universities are operating at the present time. We also observe that over time, there has been a migration of language into Senate's by-laws and into the Faculty Collective Agreement which confuses the governance role of Senate with the engagement of faculty members with the institution and its administration as members of a bargaining unit. We also observe that both senators and governors are consistently identified in documentation by their "constituency" and the source of their nomination. This latter practice contributes to an unhelpful culture that divides the members of each body rather than bringing

them together as trusted nominees of various groups, who are serving the University as a whole and in a fiduciary capacity.

3.5 Agenda and Conduct of the Meeting; Policies and Practices; By-Laws

There were a number of issues brought to our attention concerning the organization and conduct of Senate and its meetings. Among these were:

- how and by whom is the agenda created,

- the volume and detail of agenda material,

- the time and duration of Senate meetings and whether the meetings can or cannot be extended,

- the shortage of items for consideration on some agendas compared to too many items on others,

- a general sense of malaise and discomfort in the Senate meetings: some as a result of the meeting venue, some as a result of the conduct of the meeting, some as a result of a feeling of intimidation around participation, some as a result of adversarial positioning between faculty and administration;

- the difficulty Brantford campus members have in making committee or Senate meetings,

- the lack of knowledge of the rules of order and how to use them, (e.g. how to make procedural motions such as challenging the Chair, extending the meeting or calling for a secret ballot);

- the somewhat obscure role of the Vice-Chair and Secretary of Senate.

We believe that there are steps which could be taken to address some of these issues. Some are largely administrative and can be addressed by the University Secretary and her team. Others would be matters of policy and procedure which could be addressed by the University Secretary and a newly reconstituted Senate Executive Committee (see recommendation under Section 3.3 above) working together.

We suggest that an important step would be for the University Secretary and the reconstituted Senate Executive to establish a set of principles, rules and procedures designed to govern the actions and conduct of senators during Senate meetings. We note

that York's Senate has such a document which is intended as a "stand alone" guide to govern its senators, its Senate and their committees. Western University also has a set of rules and procedures. In both cases these rules are approved by their Senates at the level of policy. York's senators are provided with an orientation session describing the rules and how to use them. Such rules replace references to complicated external authorities but include rules for many of the issues which we heard were of concern: voting (including requests for secret ballots), challenging the chair, drafting and amending motions, adding items to the agenda, extending the meeting, etc.

We heard a number of comments about the agenda and the conduct of meetings. Again, some of the issues can be corrected by the Secretariat in preparing draft agendas, but others would be matters to be dealt with within rules and procedures. For example, we suggest that:

- Important governance items such as establishing new Faculties ("statutory motions") could have first and second readings, with the first taking place one meeting before the matter comes forward for decision, giving the plenary body notice and a chance to refine the proposal.

- At some meetings, time could be set aside for discussion on issues which may not be directly the subject of a motion, under a heading such as "For the Good of the University" or "Committee of the Whole".

- "Regrets" should be considered an absence rather than being noted on minutes.

- Time limits can be placed on the agenda items and adhered to by the Chair.

- Where there are matters of urgency and there is a chance that quorum may be lost, the normal order of the agenda (which has the Chair's informational remarks as the first item) be altered "on the fly" at the meeting opening, by moving items for decision above items for information which can be dealt with without quorum.

- A speaker's list can be maintained by the Secretary or Vice-Chair for the attention/assistance of the Chair.

3.6 Materials and Communications

A number of individuals expressed their dismay and impatience with the amount and detail appended to curricular and other motions, particularly because there was sometimes insufficient time to discern or absorb the issues between the receipt of materials and the meeting date. There was general frustration about the "bunch up" of matters at some

meetings, while other meetings were convened with nothing of substance or any decisions to be addressed.

We understand from the University Secretary that the rhythm of business to be brought to Senate is not a steady one, as Senate is dependent on committees and Faculties to bring their matters forward. The large number of curriculum approvals which were placed on one agenda last year became a flash point of frustration because senators had the impression the matters were jammed in to a few minutes at the end of the session, when with notice, the meeting session could have been set for more time. There was some concern that the meetings are held late in the day, and that senators left before the conclusion, putting quorum in issue.

The Act requires the Senate to meet "not less than four times a year (s.18 (1)), but the Senate By-Law specifies "no fewer than seven regular meetings, including at least three in each of the fall and winter terms." (s.4.2). In each governing document, provision is made for special meetings called by the President or by a number of senators. The Act certainly provides the flexibility to have fewer meetings should there be no business ready for consideration, and it doesn't specify when in the governance year they should be held. In light of the chance that the bunch-up may be systemic and unavoidable given the short cycle of the academic term, Senate might wish to reconsider whether the number and schedule of meetings should be altered to accommodate the more likely flow of items for attention.

4.   The Administration – Opportunities for Improvement and Clarity

As noted, the Terms of Reference for our review charged us with identifying "opportunities to clarify and improve the interactions, responsibilities and communications among the governing bodies, participants in governance and the University community". This question was top of mind in our discussions with the members of the administration engaged in the governance process both at the Board and Senate. We are reminded that the administration is an inherent part of the governance structure at Laurier, the President and his team having specified authority and duties pursuant to the Laurier Act. We have already referred to the unfortunate sense among senior administration, particularly deans, that they have little or no constructive role to play within the academic governance process in Senate, and this is largely as a result of issues of tone which we hope will abate as circumstances change.

We also have noted concerns raised by governors, senators and administrators about the relationship among the governing bodies, and more administrative issues such as the nature and volume of meeting materials, length and scheduling of meetings, and communications of decisions taken by one part of the governance structure to the other.

It is our view that the position of the University Secretary can be central to addressing many of these issues.

4.1   The University Secretary and the Secretariat

The University Secretary is unique among the senior executive members of the administration in that the position has the responsibility for ensuring the governance process is carried out legally and effectively, and without bias or conflict of interest. Her duty is equally to the Board, Senate and administration. In other words, while a member of the university's executive team, the Secretary owes a duty to the institution as a whole and has the difficult task of monitoring a fine line between sometimes competing authorities.

Having had several discussions with Laurier's University Secretary throughout the review process, having reviewed the position description, and having met with the senior members of the Secretariat team, we have no doubt that this Office has the expertise to provide leadership and highly professional governance advice and support to the institution. From comments we received, we also have no doubt that the work of the Secretary and team is valued by all participants in Laurier governance. However, we are not certain that the Secretary feels empowered or supported in carrying out her duties at an executive level, or that the staffing complement is currently large enough to encourage this. Our observations and suggestions for possible improvements are made in that context.

4.2   Staff Complement

Only very recently has the Secretariat had sufficient administrative assistance to enable the Secretary and her two senior staff to focus more on governance and assign some clerical matters to others. It is our view that the Secretariat can and should play a key role in facilitating the changes and improvements which would make for more effective and clear governance. While we know resources are always limited, there should be careful consideration of what might be needed to enable the Secretary and her team to engage with the Senate, Board and administration at a higher level of leadership on some important governance issues and to take up the risk management responsibility also assigned to that office. One example of an issue on which the Secretariat can be of great use is on a review of committee structures in both governing bodies; another would be a review of the Senate by-laws/creation of rules of procedure. At this point, the team seems completely engaged if not overwhelmed, such that some things are not being done and others not done to their own satisfaction because of time constraints. We suggest that the Secretary consider the possibility of secondments, short-term contracts and other alternatives to full-time additional employees

as ways to enhance capability in the short term and that thought be given to what an appropriate budget should be for the next budget cycle.

4.3 Agendas

As noted above, there are concerns about the organization and content of agendas of both governing bodies. The Secretariat can ensure agendas are meaningful and focussed. In the best case, they should be organized to ensure that matters for action take priority when the agenda is full. Presentations should be kept at an executive level, with time available for comments or questions.

We suggest that resolutions before each of the governing bodies could take an appropriate standard form, supported by a rationale and risk assessment. As noted earlier, materials would be more accessible were they to take the form of executive summaries, with background materials available through links for those who wish to delve deeper. This would reduce the amount of material which must be digested in order to make an informed decision.

Except in extraordinary circumstances, agendas and supporting documents for both governing bodies should be delivered to participants one week before the meeting to allow time for review. Because proper notice of a motion is key to good governance, only in the rarest cases should items be added to the agenda at the last minute or at a meeting. Because the agendas are posted electronically, they can have links to individual items and attachments for easier access.

4.4 Senate and Board Presentations

Both governors and senators commented that presentations are often too long, too detailed, too repetitive and not always prepared with the decision makers in mind. There is an opportunity for the Secretariat to provide guidance to presenters on how best to communicate when making presentations. Individuals charged with presenting to the Board also indicated their wish for more clarity around what information should be presented where, and in what form. We heard from at least one board committee chair of efforts to work with administration to focus a presentation. This is something that could be routinely done by the Secretary working as an intermediary between a committee chair and those presenting. Reasonable limits could be set on number of pages, number of slides, and length of time for each agenda item.

4.5 Orientation and Ongoing Governance Education

We repeatedly heard a request for clarity on the distribution of powers between the constituent parts of the governance structure. Some participants in the governance process

were unclear about their role and how to engage, particularly in the plenary Board and Senate sessions.

We understand that with different levels of experience and knowledge in the incoming members of the governing bodies, it is necessary to have an initial orientation for new members of each body which describes Laurier's governance structure and provides practical advice on how to engage. This session could be supplemented in a number of ways. Some suggestions have already been made. Others are as follows:

- It is possible to chart the distribution of the authority and responsibility of the constituent parts of Laurier's governance system as set out in the Laurier Act, illustrating what powers are exclusive to Chancellor, Board, Senate and President; when consultation must take place; and when approval must be shared. One example is the "Governance at a Glance" document on the website of York's Secretariat. We recommend a similar document be prepared for Laurier.

- From time to time, on appropriate occasions, additional sessions on governance could be held for members of each body, articles pertaining to university governance best practices could be circulated, or "notes" on current issues or problematic issues of governance could be drafted and circulated.

- As noted above, we heard some interest in there being an informal mentorship between new and long serving members of the governing bodies. While formal mentorship programs are not the norm, the Secretary could facilitate some pairings of experienced with new members to encourage the opportunity to learn from others' experiences.

- New committee chairs (particularly of Senate committees) could be given a start of term orientation on mandates and potential procedural matters.

4.6 Interactions and Relationships

The Secretariat is in a unique position to play a key role in improving the experience of those in governance and in bringing consistency to processes through creating interaction and relationships where none currently exist. Examples include:

- Special sessions for students serving on the governing bodies to help them understand difficult or complex issues, (such as university financing and budgeting), to hear their concerns and to otherwise help them maximize their experience on the Board and Senate.

- Bringing together on a regular basis, administrators within the Faculties who are responsible for shepherding items to and through Senate. This would be an opportunity to discuss issues of governance with the goal of developing a consistency of approach to policies, processes and materials and would emphasize that governance is a distributed responsibility.

- As noted earlier, listing and referring to senators and board members on the web site and in publications in a way which does not distinguish them by nominators or origin of appointment. This would aid in having them see themselves, and having the community see them, not as representatives of a constituency but as individuals serving *in personam* and in a fiduciary rather than a representative capacity.

- Encouraging and facilitating an information flow between the two governing bodies. Again, synopses or other records of decisions made by one governing body can be transmitted in a timely way to members of the other body, through electronic means, or attached to the agenda of the next meeting as an item for information. The nominees of one body to the other could be available to answer questions on these items at the meeting. Synopses could be posted on the Secretariat web site, and/or appear in any regular informational publication as a way of keeping those not directly involved, informed about the actions of the governing bodies.

4.7 Other Issues

We were made aware of a number of other issues that affect the ability of individuals to participate in the work of the governing bodies. These matters are within the purview of the Secretariat to address, although we respect that doing so may involve an element of cost:

- The Senate/Board room lacks a welcoming atmosphere. It has poor acoustics, and the technology needs to be upgraded.

- The issue of participation by teleconference or videoconference should be addressed by a protocol so it is clear when this can and can't be arranged. Because Laurier is a two-campus university with plans to expand to three and perhaps four campuses, planning should be taking place on how to facilitate equivalent participation in governance from each campus. At present, it is very difficult for members of Senate from Brantford, (particularly student members) to attend Senate and Senate committees in person, and difficult or impossible to attend through technology in its current form.

- As evidenced by the many suggestions received during the review, members who serve on Senate have ideas that will support continuous improvement of Senate practices, structure and dialogue. Establishing an annual performance survey for senators that seeks feedback on practices, processes, as well as areas that went well and areas that could be improved the next year would be an innovative practice at Laurier. Not many Senates do that today. This would also support the expressed interest we heard from members of the community to improve the effectiveness of self-governance.

5. Conclusion

As noted in our introduction, we are of the opinion that Laurier's governance structure is generally sound, both in respect to external benchmarks and comparator institutions. We see issues arising from external imperatives, uncertainty in the sector, and the inevitability of internal change. Whatever issues have arisen to engender disunity and distrust, leading to a suspicion of poor governance, we also see a community of hard working and engaged employees and volunteers who share a desire to see Laurier thrive. That speaks well for the challenges ahead.

We feel privileged to have been given the opportunity to conduct this review, and are grateful to the community for its cooperation, patience, and candour. We hope our comments will be of assistance as the institution moves forward.

A particular thanks to Rebecca Wickens and her team, who made us feel welcome and well supported throughout, despite her keeping "an appropriate distance" from our deliberations.

Thank you to all.

    Harriet Lewis
    John McCutcheon
    Bonnie Patterson

Appendix A: Documents Consulted

- Wilfrid Laurier University Act, !973, as amended, 2001 and 2016

- Board of Governors, agendas and agenda packages for recent meetings

- Board of Governors, By-Laws

- Board of Governors, agendas and minutes for recent meetings of various committees

- Board of Governors, Annual Survey

- Board of Governors, attendance

- Board Of Governors, Board Manual

- Board of Governors, In Camera agendas for recent meetings

- Board of Governors, other materials including Proposed Plan of 2016-2017 meetings

- Board of Governors, PowerPoint for new member orientation

- Collective Agreement for Full-time Faculty and Professional Librarians

- Collective Agreement for Part-time Contract Academic Staff and Part-time Librarians

- Presidential Task Force on Multi-Campus Governance, May 2012 Report

- Senate, agendas and agenda packages for recent meetings

- Senate, agendas and minutes for recent meetings of various committees

- Senate, recent Annual Reports of Councils and Committees to Senate

- Senate By-Laws and Regulations

- Strategic Academic Plan 2015-2020

- University Faculty Council, recent Agendas and Minutes

- Documentation from selected universities

Appendix B: Members of the university community who met in person or electronically with the Panel

October 19, 2016 (listed in order of attendance)

Members of the President's Group
Members of the Vice President: Academic Advisory Committee (in absence of Vice President: Academic)
Dr. Andrew Herman, faculty member, Senator and member of Board of Governors
Tyler Van Herzele & Colin Aitchison, President and Vice President: University Affairs, WLUSU
Dr. Jonathan Finn, former Chair, Senate By-Laws and Regulations Committee (also submitted written comments)
Attendees at public drop in session at Waterloo campus
Dr. Max Blouw, President and Vice Chancellor
Finance and Administration Team

October 20, 2016

Jillian Swartz, Vice-chair of Board
Joel Peters, AVP: External Relations and senior team
Jamie Martin, Past Chair of Board and Chair of Board Nominations Committee (also submitted written comments)
Stephanie Ratza, Chair Board Audit and Compliance Committee
Shereen Rowe, General Counsel and former University Secretary & General Counsel
Melanie Will, staff resource to Board Human Resources and Compensation Committee, Governor
Dr. Deborah MacLatchy, Provost and Vice-President: Academic
Niru Philip, staff member and Governor
Lynda Kitamura, Board Treasurer and Chair of Board Pensions Committee
Scott Lyons, Secretary of the Board
Michael Dell, Chair Board Building and Properties Committee

October 21, 2016

John Bowey, Chair of the Board
Attendees at public drop in session at Brantford campus
Brian Rosborough, Senior Executive Officer Brantford Campus and senior academic and administrative leadership of Brantford campus

Other Dates

Rebecca Wickens, University Secretary
Sarah Willey-Thomas, Associate University Secretary (also submitted written comments)
Anne Lukin, Associate University Secretary
John Fraser, Director: Strategic Academic Initiatives, former Associate University Secretary
Heather Bouillon, Project Manager, Office of the Vice-President: Academic (also submitted written comments)

Appendix C: Members of the University community who submitted written comments to the Panel

- Scott Bebenek, alumnus, Board member

- Thomas Berczi, alumnus, Board member

- Heather Bouillon, Project Manager, Office of the Vice-President: Academic (also met with Committee)

- Dr. Kathryn Carter, Associate Vice President: Teaching and Learning (acting)

- Rob Donelson, Vice-President, Development & Alumni Relations

- Dr. Rudy Eikelboom, faculty member and former Secretary of Senate (also attended public drop in session at Waterloo campus)

- Dr. Jonathan Finn, former Chair, Senate By-Laws and Regulations Committee (also submitted written comments)

- Charlotte Innerd, Library Department Head, Collections and Acquisitions

- Dr. David Johnson, faculty senator

- Dr. Laura Mae Lindo, Director, Diversity and Equity Office

- Michael Lisetto-Smith, on behalf of Managerial Group Executive

- Jamie Martin, Past Chair of Board and Chair of Board Nominations Committee (also met with Committee)

- Dr. Jason Neellis, faculty Senator (also attended public drop in session at Waterloo campus)

- Dr. Christopher Ross, faculty member

- Aidan Shaw, undergraduate student

- Jess Siegel, graduate student and Governor

- Sociology Students Association – Chelsea Simo, Bobbi Martellacci & Shaelyn Burnet

- Mike Whitehouse, staff member

- Sarah Willey-Thomas, Associate University Secretary (also met with Committee)

- Rebecca Wickens, University Secretary