Governance Review of Laurentian University

January 2022

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Contents

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The Governance Review makes 37 specific recommendations to improve Laurentian University's governance.

Scope of the review

On 11 October 2021 the Review of Laurentian University's governing bodies began. The review included:
- an assessment of Senate and Board processes, policies, structures and overall effectiveness
- analysis of governing body materials, minutes, bylaws, agenda, the Laurentian Act, Board members' CVs and good governance practices
- recommendations to address key issues and gaps.

The review incorporated themes captured in interviews with governing body members and stakeholders and survey responses from Senate and Board members. About 75 individuals were engaged, and 11 Board members and 28 members of the Senate completed surveys.

RECOMMENDATIONS: THE GOVERNANCE MODEL

R1: Adopt an improved bicameralism that enables information flows between bodies, reasserts the Board as the prime governance body accountable for financial and business outcomes and clarifies the Senate's responsibility for academic policies and regulations. This will require changes to the Laurentian Act regarding a central secretariat for both bodies and amendments to the governing body responsibilities.

R2: Both governing bodies should balance their focus of attention on performance and risk, and internal and external environments. A comprehensive focus on these dimensions should be covered in the standing agenda.

Note: Board and Senate recommendations are provided on the flowing pages

Project Approach | Governance Review

Stage 1. Review materials and interview stakeholders **1**

Stage 2. Identify governance challenges and opportunities **2**

Stage 3. Develop recommendations and roadmap **3**

Eighteen recommendations have been developed to support the Board in improving its performance and decision-making.

Roles and responsibilities

- **BR1:** Create standing agenda items based on key areas of the Board's responsibility, such as strategic oversight, effective overall management, financial management and risk management. Allocate most meeting time to enable strategic discussions of these items.
- **BR2:** Introduce performance targets and a formal review process for the Board to more effectively review the President's and the university's performance.
- **BR3:** Introduce a formal review process for Board performance.
- **BR4:** Ensure the Chair, Board members and management have a strong understanding of their responsibilities and accountabilities, including the need to engage with the Laurentian community.

Composition and capabilities

- **BR5:** Ensure selection of Board members is balanced between local and non-local representation and considers the tricultural mandate.
- **BR6:** Develop a new skills matrix for Board member recruitment that reflects the Board's accountabilities and requires a minimum number of years experience in specific capabilities. Assess current members against the Matrix and remove members that do not have the required skills.
- **BR7:** Reduce the size of the Board to no more than 18, mainly deeply experienced and external members, to enable more effective decision-making.
- **BR8:** Introduce a formal process for reviewing the performance of Board members.

- **BR9:** The university secretariat should develop improved and frequent training/onboarding for Board members.
- **BR10:** Consider a less direct role for the President in Board member recruitment and committee composition.
- **BR11:** Create a formal, application-based recruitment process that is supported by the secretariat.
- **BR12:** The Nominating Committee should review the Board's composition annually to ensure all foundational skillsets are represented.
- **B13:** Establish a maximum Board appointment of three terms or 9 years.

Structures and processes

- **BR14:** Create an independent professional governance secretariat to support and provide advice to the Board. The secretariat should report to the Chair of the Board.
- **BR15:** The Board's committees should be refocused to better align with key accountabilities and strategic priorities.
- **BR16**: Increase the number of meetings per year.
- **BR17:** The university secretariat should become more involved in succession planning and managing Board members when members are unclear about or not fulfilling their duties.
- **BR18:** To enable improved transparency, establish a baseline level of information to be provided publicly to the unions, Board members and committees.

Seventeen recommendations have been developed to enable the Senate to operate more efficiently and effectively.

RECOMMENDATIONS: THE SENATE'S OPERATIONS

Roles and responsibilities
- **SR1**: Introduce formal and frequent assessments of the performance of programs, policies, enrolment trends, ratios of students to professors, teaching quality and student engagement.
- **SR2:** Ensure the agenda items focus on areas of academic importance to steer the Senate to issues that support the strategic academic direction of the university and directly align with its accountabilities.
- **SR3:** Clarify the Senate's role as the owner of academic policy and regulation to reduce any ambiguity about the roles of the Board and Senate.
- **SR4:** Strengthen the role of Speaker of the Senate with powers to ensure that senators stay on the topics directly associated with its accountabilities.
- **SR5:** Conduct recurring performance reviews for the Senate through a Governance and Nominations Committee.
- **SR6:** Create rules where requests for decision must demonstrate alignment to the Academic Plan and include financial assessments.

Composition and capabilities
- **SR7:** Establish a set of Senate values that align with Senate's role and hold members to those values when conducting Senate business.
- **SR8:** Introduce periodic senator reviews through a Governance and Nominations Committee using the set of values established by the Senate.

- **SR9:** Redesign the orientation documentation for senators and introduce formal training and onboarding for senators.
- **SR10:** Decrease the size of the Senate to approximately 40 to 50 members maximum.
- **SR11:** Create a new Senate composition to reflect the restructuring changes and a ratio of representation that helps to achieve the best outcomes for the Senate's mandate.

Structures and processes
- **SR12:** Establish set timeframes for debate on key topics and ensure Senate decision-making occurs on the agenda items being debated.
- **SR13:** Create a professional secretariat function to enable improved support for the Senate and the Speaker.
- **SR14:** Bylaws should be updated to become less rigid for an institution in a state of change, such as providing flexibility around quorum.
- **SR15:** The Speaker's role should be clarified further to focus on ensuring the Senate operates more effectively and efficiently.
- **SR16:** Committee terms should be amended to align with the Senate's accountabilities, such as monitoring performance of the Academic Plan and recommending actions to reduce risk.
- **SR17:** The role of Senate committees should be further clarified for senators, and reviews of committees' efficacy, focus areas and composition should be conducted regularly.

Governance frameworks

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The analysis has been framed around key questions regarding the accountabilities of the governing bodies, the substance of what they focus on and how they execute on their respective accountabilities.

Framework overview:

Accountabilities and authorities
Governing bodies should have clear accountabilities and authorities. It is expected that governing bodies will be held to account for the outcomes of the decisions made under their authorities.

Focus areas
Governing bodies should balance their focus on risk and performance, and internal and external environments. It is expected that the balance will shift from time to time, depending on the operating environment.

Performance
The performance of governing bodies should be regularly under review. If the governing body capabilities change, creating gaps in capability for example, performance could suffer.

Governance framework – lines of enquiry

What the governing body is accountable for

Are the **accountabilities and authorities** written clearly with no ambiguity as to which body is responsible and accountable?

What the governing body focuses on

Are **risk and performance** regularly monitored and directed to be acted upon?

Are the **external and internal** operating environments both considered for strategy and risk?

How the governing body executes on its accountabilities

Does the governing body consistently perform its **role and responsibilities**?

Does the governing body have the right **composition and capabilities** to effectively perform its function?

Is the governing body enabled by its **structures and processes**?

In a bicameral governing model, formal accountability for oversight of the university should sit with the governing Board. However, each governing body should have a clear mandate and set of accountabilities.

Laurentian has had a bicameral model of governance since its inception in 1960. For any bicameral institution to perform well, clear governing body mandates and accountabilities must be set out in formal documents and legislation and must be followed in practice. When ambiguity or overlap occurs in written mandates or in practice, it should be corrected immediately. To further delineate mandates, defining a hierarchy of authority is also appropriate (for example, the Board is the final and authoritative decision-maker on items that have financial and business implications). An example of a clear delineation of governing body roles is provided below.

To further enable the performance of the bicameral model, the expectation is that the governing bodies are comprised of individuals who have the capabilities required to perform the duties of a Board or Senate member. That is, they understand their authorities and accountabilities and can effectively contribute to governing the institution for the good of the university and with regard for the public interest, in a collegial manner.

THE BOARD OF GOVERNORS

Purpose:
- To hold ultimate legal authority of and accountability for the university.

Role:
- Final decision maker on all matters except courses and degrees
- Performance monitor for the whole institution
- Approver / remover of new departments, facilities
- Approver of mission and goals and ensures achievement of goals
- Appoints and evaluates the President, provides advice to the President on appointment of senior academic and administrative leadership
- Ensures appropriate procedures and policies for the institution
- Approver of budgets, tuition and fees

Composition:
- Comprised of individuals that are largely external to the institution. Members embody the values of the institution.

THE ACADEMIC SENATE

Purpose:
- To develop academic policies and regulations.

Role:
- Establishes academic policies and regulations such as conditions for obtaining a degree, policies on transfer credits, evaluation of student learning, grading system, academic standing, academic fraud, examinations, theses, programs and program requirements
- Presents recommendations to the Board when there are financial or business implications such as creating or removing faculties, departments, schools, buildings

Composition:
- Comprised largely of senior scholars, faculty and academic administrators. Members embody the values of the institution.

Governing bodies must reflect on *what* they focus on and *how* they govern. To be effective, governing bodies must take a multidimensional approach to *what* they focus their attention on. A balance must be struck between performance and conformance, and between internal and external focus.

Our lines of enquiry and recommendations have used Tricker's corporate governance framework. This framework provides insights on the balance between future-oriented performance and present-oriented conformance:

1. **PERFORMANCE (future-orientated):** The governing body's leadership role in policy-setting, rule approval and developing and monitoring the delivery of strategy.

2. **CONFORMANCE (present-orientated):** The governing body's role in ensuring accountability through activities like monitoring finances and compliance with policies and codes.

Governing bodies will assume both roles, but to be effective they must achieve the right balance between performance and conformance and between internal and external focus.

Tricker's corporate governance framework

	INTERNAL FOCUS	EXTERNAL FOCUS
PERFORMANCE Future-oriented	Policy making	Strategy formulation
CONFORMANCE Present-oriented	Monitoring performance and compliance / Anticipating risk	Accountability to stakeholders

INTERNAL FOCUS: Ensure that the university is managing risk effectively.

EXTERNAL FOCUS: Prepare for the future and maintain accountability to stakeholders.

Adapted from Robert Tricker's corporate governance matrix

Governing bodies should regularly reflect on *how* they exercise their authority through three pillars: fulfilling their role and responsibilities; ensuring they have the right composition and capabilities; and appropriate structures and processes.

Our lines of enquiry and recommendations have focused on these three pillars that support governing bodies to perform their role effectively:

- **ROLE AND RESPONSIBILITIES** – Governing bodies of a university set the direction of the university to achieve its mission and strategy. They also align effort across the university with the agreed direction. They monitor and guide the performance of the university by ensuring it meets targets and responds appropriately to changes in the external environment. The board, specifically, is accountable internally for operational risk and externally in a range of areas, including business and financial performance, reporting and compliance.

- **COMPOSITION AND CAPABILITY** – A university governing body needs to have the right mix of skills, size and perspectives, all operating in a way that supports its desired outcomes. It must balance specialization with diversity and the ability to second when necessary. And it must comprise a size that makes accountability clear for members.

- **STRUCTURE AND PROCESSES** – The structure and processes of a university governing body, supported through its committees and secretariat function, must help achieve the governing bodies' objectives.

Governing body accountabilities

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Laurentian has two options to better delineate governing accountabilities. It can: (1) adjust the bicameral model or (2) adopt a unicameralist model.

Background

The bicameral model is the most widely-used governing model in Canadian universities. It was expanded in Ontario after 1906, when the University of Toronto adopted it. Despite several studies indicating that the model is not performing as effectively as it should, it remains the standard model in Canada.*

Similar jurisdictions such as the USA, UK and Australia have implemented more integrated university governance in the form of a unicameral model. Even in Canada, the University of Toronto moved to a unicameral in 1971, where a governing council retains authority for approval of policy recommendations, as recommended by the governing council's various boards (academic, business, etc.). In reviewing its model as part of its long-term strategic planning process, the University of Toronto declared "there is nothing compelling to point us to change from our unicameral system."**

Many universities globally have opted to update and shift the nature of their governing bodies over time, including the UK, Austria, Japan and the Netherlands. Most of these moved to a further delineation of responsibilities between bodies, with academic boards acting as advisory bodies to the board of governors, or to a fully unicameral model.***

Key issues

In Laurentian's bicameral model, the Senate is responsible for academic policy and regulations and the Board has ultimate accountability for the performance of the university. Issues between the Board and Senate have arisen on several occasions, however. The issues have included poor information flows between the bodies when the Senate approves something with strategic, risk or financial implications; areas where the mandates overlap, such as the creation and abolition of programs, schools, departments and faculties; and in instances where the Senate discusses the finances of the institution more than its key accountabilities.

The issues indicate a need to either 1) make roles and accountabilities clearer, while improving information flows; or 2) adopt a pure unicameral model with a Governing Council that includes an Academic Board within it.

OPTION 1: ADJUSTED BICAMERALISM

Benefits:
- Improved information flow between bodies
- Clearer accountabilities than the current model
- Opportunities to conduct joint committee meetings when items of mutual interest arise
- Easier to implement than larger scale governance change

Risks:
- The governing bodies could more easily revert to old ways
- Joint committee meetings might not be effective

OPTION 2: UNICAMERAL OPTION

Benefits
- Clearest division of responsibility, with one body, the Governing Council, having the final say on all matters
- Academic expertise still leveraged through the Academic Board

Risks
- The overall governing body could become quite large, with many different boards, committees, and councils, making management of the body challenging
- It is a more complex model that will take longer to change

Given Laurentian's still-maturing governance capabilities, an adjusted bicameralism is the better option to deliver effective governance for the university.

RECOMMENDATION

R1: Adopt an improved bicameralism that enables information flows between bodies, reasserts the Board as the prime governance body accountable for financial and business outcomes and clarifies the Senate's responsibility for academic policies and regulations.

While the bicameral model has been recommended, Laurentian should revisit the bicameral versus unicameral model discussion at a later stage. There are benefits to the unicameral model, such as clarity of authority and responsibility, and it is used widely in similar jurisdictions. It is not recommended at this time given the time and complexity to implement it, and within the current context. The recommendations that follow in this report assume that Laurentian will choose a greatly improved bicameral model rather than unicameral governance.

IMPLEMENTATION CONSIDERATIONS

- The Laurentian Act will need to be updated to clarify the relationship between the bodies. This will require a formal request to the Ontario Government, among other things, to change Section 21 of the Act to clarify that items that have financial or business implications such as those that relate to the establishment of new programs, facilities, faculties, schools, institutes, departments and chairs must be approved by the Board, upon recommendation by the Senate. The Board would not be authorized to change the recommendation but could send it back to Senate for further review.*
- The Act should also reconfirm the Senate's expert role in establishing academic policies and regulations.
- The relevant bylaws will need to be updated to reflect the change.
- New orientation documents will need to be created.
- One secretariat will need to be created to enable better management of information flows across the governing bodies. The corresponding section in the Laurentian Act will need to be updated regarding the Registrar's role as Secretary for the Senate.
- A process for information sharing will need to be developed (for example, expenditure recommendations from the Senate to the Board).
- A process for the Board to request program reviews from the Senate on program enrolment performance will need to be created.
- Joint committees should be determined for areas of mutual interest.

*The Laurentian Act currently includes the following excerpt which is recommended to be adjusted to clarify accountabilities for Board and Senate: "The Senate is responsible for the educational policy of the University, and, with the approval of the Board in so far as the expenditure of funds and establishment of facilities are concerned, may create faculties, schools, institutes, departments, chairs or courses of instruction within the University…" The Board's accountabilities should be clarified in the Laurentian Act to emphasize its role in overseeing institutional financial management, risk and strategic direction.

Governing body focus areas

An assessment of Laurentian's current governance against the Tricker framework indicates that the Board and Senate have focused too often on performance and stakeholders and too little on managing risk.

Performance

Policy formulation
Over the last two decades, Laurentian's governing bodies appear to have adopted an opportunistic, growth-oriented focus. Campus expansions and modernization initiatives have been pursued, and new schools and partnerships have been established. Many institutions will have these periods, but they typically do not sustain in today's dynamic, more competitive landscape of higher education, unless there is ongoing success in attracting and retaining students.

Strategy formulation
On strategy formulation the two governing bodies have been disconnected, as the Board and the Senate have been engaging in it independently of each other. This is particularly problematic within the new higher education environment, where there should be one dominant and evidence-based strategy that governance helps advance.

Conformance

Anticipating risk and monitoring compliance
Given the over-focus on performance, conformance has been too frequently neglected, with decisions too swiftly being made without enough attention to the risks. The problem persists: over half of Board survey respondents said they lack the information to sufficiently monitor performance. The lack of focus on monitoring internal risk and compliance, for both governing bodies, has likely contributed to the current situation.

Accountability to stakeholders
Accountability to external stakeholders, in the case of the Board, has been high with respect to the community of Sudbury, Northern Ontario and scholars. However, this is unsustainable if it is not balanced with a focus on risk. Similarly, the Senate has been focused on meeting the expectations of faculties and faculty members with insufficient concern for the commensurate risks that have manifested through the strategy. Some Senate survey respondents have indicated that Senate members are not focusing enough on students, who are critical stakeholders for the university.

RECOMMENDATION

R2: Both governing bodies should balance their focus of attention on performance and risk, and internal operational and external environments. A comprehensive focus on these dimensions should be covered in the standing agenda.

Note: the Tricker framework can be found on page 10.

Executing the Board's accountabilities

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Roles and responsibilities of the Board should be reasserted for members, and the Board's agenda must align better to the key accountabilities of the Board.

Background

The Laurentian Act states that the Board of Governors is responsible for financial management and control of the university and its officers, servants and agents, its property, revenues, expenditures, business and affairs. The Board is responsible for both performance and risk within the areas under its authority. The Board is also accountable for the overall performance of the university. Where the Board can perform its function best is through committee and Board meetings.

To exercise appropriate care and due diligence in its role, the Board should focus on its key accountabilities, have a firm understanding of its role, and understand the roles of the Chair, members and executive. For example:

- The role of the Chair is to provide leadership and promote the cohesiveness and effectiveness of the Board; rigorously assess the performance of Board members on a regular basis; and ensure the performance of the Board is assessed and reported.
- The role of members is to lead, direct and monitor the activities of the university and oversee overall performance; recommend appointment of the President; and assess and ensure performance and conformance.
- The role of management is to deliver on Board direction; manage the organization; be accountable for and deliver results; and keep the Board fully informed so that it can provide direction.

Key Issues

It has been noted through stakeholder engagement that the Board infrequently challenges recommendations from management and the Senate, although the Senate does not always know the financial impacts of its decisions. Several members have noted that the Board often votes as a bloc with minimal questioning and debate, resulting in the President and Chair exercising disproportionate control in Board meetings. Further, the understanding of roles and accountabilities of the Chair, the members and management appears to be unclear to some, as shown by poor financial management and oversight.

RECOMMENDATIONS

BR1: Create standing agenda items based on the key areas of the Board's responsibility such as strategic oversight, effective overall management, and financial and risk management. Allocate most meeting time to enable strategic discussions on these items.

BR2: Introduce performance targets and a formal review process for the Board to more effectively review the President's and the university's performance.

BR3: Introduce a formal review process for Board performance.

BR4: Ensure the Chair, Board members and management have a strong understanding of their responsibilities and accountabilities, including the need to engage with the Laurentian community.

IMPLEMENTATION CONSIDERATIONS

- A new standing agenda and calendar of meetings will need to be created. The Chair will need to take a more active role in creating the time for strategic discussions that focus on key areas of the Board's authorities.

- The secretariat will need to support a Board member and a Board review process (on a schedule of every two years to start).

The composition and capabilities of the Board should be changed to drive member accountability and bring forward more relevant skills to help the Board perform better.

Background

The Board of Governors is large for an institution the size of Laurentian (25 voting members). Good governance principles indicate that smaller boards of 12 to 15 operate more effectively and create greater individual accountability. By comparison, University of British Columbia with 66,000 students has a 21-member Board of Governors, but Laurentian with 9,000 students has 25 voting members.

Member capabilities are critical to overseeing institutional performance. The foundational skills and experiences of a university board typically include depth in financial planning, audit and accounting, IT, strategy, HR and labour relations, and legal. Any skills beyond these, such as those that are sector-specific or related to the university's strategy, would be secondary and tertiary considerations – only once all the foundational skills are represented.

Key Issues

Many Board members have noted that the training and onboarding process is insufficient. However, it has been noted that there is often not meaningful discussion on important issues, nor is additional information requested on key agenda items, indicating a capability issue among Board members.

The skills and experience of current members are not sufficient for navigating Laurentian through its current situation and beyond. There are critical gaps in higher education experience, IT and HR experience and deep financial expertise. Further, the recruitment process for Board members is informal, with recruitment currently based on relationships of, at times, the President or the Chair. See *Appendix B* for Board skills assessment and the proposed skills framework.

Given composition is skewed to local members (85%), it is possible for perspectives to be skewed toward local interests and opportunities rather than those that that relate to external risks and the post-secondary sector.

RECOMMENDATIONS

BR5: Ensure selection of Board members is balanced between local and non-local representation and considers the tricultural mandate.

BR6: Develop a new skills matrix for Board member recruitment that reflects the Board's accountabilities and requires a minimum number of years experience in specific capabilities. Assess current members against the Matrix and remove members that do not have the required skills.

BR7: Reduce the size of the Board to no more than 18, mainly deeply experienced and external members, to enable more effective decision-making.*

BR8: Introduce a formal process for reviewing the performance of Board members.

BR9: The university secretariat should develop improved and frequent training/onboarding for Board members.

BR10: Implement a less direct role for the President in Board member recruitment and committee composition.

BR11: Create a formal, application-based recruitment process that is supported by the secretariat.

BR12: The Nominating Committee should review the Board's composition annually to ensure all foundational skillsets are represented.

B13: Establish a maximum Board appointment of three terms or 9 years.

IMPLEMENTATION CONSIDERATIONS

- The Act and bylaws will need to be changed to reflect the new size and structure of the Board.
- A professional governance secretariat will need to be created to support board members and to develop or bring in the training that is needed for Board members and create the new skills matrix.

*Further details can be found in Appendix A – Board Composition.

A professional secretariat will need to work closely with the Board and Chair to ensure the right information is provided to the Board with agenda and committee focus areas realigned to key accountabilities.

Background

The Board Secretary supports only the Board, and the Registrar's office supports the Senate, per the Laurentian Act. However, in other universities a secretariat is usually responsible for supporting both the Board and the Senate. This enables better information flows and better awareness of decisions and operations of both governing bodies. This role is typically performed with some degree of professional capability and is independent of the management of the institution. The secretariat would work closest with the Chair and the Board members, to whom the secretariat is ultimately accountable. The secretariat would also advise on committee structure to ensure alignment with the Board's accountabilities.

Key Issues

The current structures and processes do not enable timely information flows between the Senate and the Board. Further, 40% of Board survey respondents have noted that information provided to members from management is not always transparent and comprehensive, which impacts the quality of decision-making. For example, financial information has been presented too optimistically, which does not enable sound decision-making. When information is received by the Board it is sometimes late or incomplete in terms of providing an assessment of the options and risks (for example, showing budgeted versus actual details). Further, the number of scheduled Board meetings per year is five, which is not enough for an institution of this size and complexity. By contrast, the University of Ottawa board meets monthly.

Almost 40% of members believe Board processes and decision-making are not transparent enough. This could be partly due to the Board Secretary working closely with the President rather than the Board Chair. This results in the agenda being driven by management, not the Board. Further, the secretariat role is not professionalized and is currently clerical: ensuring materials are sent out to the Board after the package is approved by the President. It has also been raised that information on Board decisions is not publicly accessible and too many meetings are in camera.

RECOMMENDATIONS

BR14: Create an independent professional governance secretariat to support and provide advice to the Board. The secretariat should report to the Chair of the Board.

BR15: The Board's committees should be refocused to better align with key accountabilities and strategic priorities.*

BR16: Increase the number of meetings per year.

BR17: The university secretariat should become more involved in succession planning and managing Board members when members are unclear about or not fulfilling their duties.

BR18: To enable improved transparency, establish a baseline level of information to be provided publicly to the unions, Board members and committees.

IMPLEMENTATION CONSIDERATIONS

- A more experienced and professional governance secretariat will be needed to support Board members. This will require hiring new staff.
- A detailed description of duties and reporting relationships will need to be created for the secretariat, including process flows for the governing bodies.
- The bylaws will need to be changed to reflect the revised committee structures.
- A process for sharing Board information publicly will need to be established, including a process for engaging university stakeholders.
- Templates for information coming from management to the Board will need to be developed.

*The Board has the following committees: Executive, Finance, Audit, Research Ethics, Staff Relations, Property Development, Senior Management Review, Bilingualism, and Nominating Committee. The Nominating Committee should include 'Governance' in its mandate to support board assessments and member training. The Finance Committee should be changed to the 'Planning and Budget Committee' to assess plans that impact the budget, frequently review budget variances, and provide recommendations to the Board on how to act on plans and variances. The Joint Bilingualism Committee should have 'Student Experience' included within its mandate to support the university in improving the experience for students. The Audit Committee must have risk as a major focus of its mandate and should discuss with management regularly, not annually.

Executing the Senate's accountabilities

The Senate has a specific and expert role to play as it relates to accountability for academic performance and teaching quality. It should focus more on performing this role.

Background

Under the Laurentian Act the Senate is responsible for the education policies of the university. That means the focus of its attention should be on agenda items such as courses of study, conferring degrees and setting policy on grading and transfers.

Per senator orientation materials, the Senate's fiduciary responsibility is to conduct business for the 'good of the University', which directs that senators should make decisions for the benefit of the whole university, rather than for personal or professional interest. Further to this, public sector governing bodies like the Senate have additional responsibility as publicly funded institutions to demonstrate ethical care and integrity in the stewardship of public resources.

Key Issues

Almost half of Senate survey respondents have said the Senate does not provide effective leadership and oversight of the university's Academic Plan. This is a key strategic document for the university that the Senate should be assessing its performance on and making decisions to course correct where necessary. Not providing proper oversight on progress potentially creates risk if academic quality is not advancing and programming is not attracting students.

The Senate has made decisions without a firm understanding of the impacts from a financial, risk or strategic perspective. For example, in 2019 the Senate approved the creation of a separate department of geography, noting only that the financial impact would be 'negligible'. Of further concern, there is no evidence of the Board reviewing this decision after the Senate approved it.

Some Senate members have a perception that at times members are not acting in the interests of students or the university but rather to preserve programs without an objective assessment of the value or risk to the university. This creates further risk if the Senate is not regularly reviewing its program performance with the viability of programs in mind.

RECOMMENDATIONS

SR1: Introduce formal and frequent assessments of the performance of programs, policies, enrolment trends, ratios of students to professors, teaching quality, and student engagement.

SR2: Ensure the agenda items focus on areas of strategic importance to steer the Senate to issues that support the strategic direction of the university and directly align with its accountabilities.

SR3: Clarify the Senate's role as the owner of academic policy and regulation to reduce any ambiguity about the roles of the Board and Senate.

SR4: Strengthen the role of Speaker of the Senate with powers to ensure that senators stay on the topics directly associated with its accountabilities.

SR5: Conduct recurring performance reviews for the Senate through a Governance and Nominations Committee.*

SR6: Create rules where requests for decision must demonstrate alignment to the Academic Plan and includes financial assessments.

IMPLEMENTATION CONSIDERATIONS

- Existing quorum rules make any changes to Senate bylaws cumbersome and difficult.
- The Laurentian Act will need to be changed to clearly articulate the Senate's specific accountabilities and role.
- A professional secretariat will need to support the creation of standing agenda items aligned to a more focussed set of accountabilities.
- Performance reviews will need to be funded, as they should be delivered by an external party.

The Senate's composition should change to reflect a smaller and more expert membership that is invested in the success of Laurentian as a whole.

Background

The Senate has 77 voting seats, several of which are vacant due to Laurentian's recent restructuring. However, the Laurentian Act, which sets out the original composition of the Senate, indicates a membership of approximately less than 40 seats. The Senate is comprised of members across the university such as students, unions, general administrative staff, general staff, deans and senior administrative leaders. As for total faculty, there are 39 voting seats. The president of the faculty union is also a voting member on behalf of the union.

Smaller governing bodies can help drive accountability to individual members and create more efficient meetings, and many higher education institutions are reducing the size of their governing bodies because of this.* A scan of universities across Canada will note senates of various sizes and compositions, some with more faculty or leadership than others, and some that are smaller or larger. The Government of Ontario does not appear to provide guidelines for the size and composition of university senates.

Key Issues

While universities of Laurentian's size typically have senates of over 40 members, 77 seats is at the high end of the range. About 50% of Senate survey respondents say the Senate has the right mix of skills to provide academic leadership on academic policies and strategies, and many stakeholders have noted the size of the Senate is too large. Further, some senators have indicated that meetings are side-tracked on topics that should not be on the formal agenda because senators do not understand the role and accountabilities of the Senate. This has created long meetings where debates occur on topics unrelated to Senate's mandate, including recent meetings that have been adjourned after several hours but resumed the following week for another several hours.

When there is a need for new Senate members, a call is issued for members to join the Senate based on the composition bylaws, but there are no formal criteria, and there is often a struggle to recruit members.

RECOMMENDATIONS

SR7: Establish a set of Senate values that align with Senate's role and hold members to those values when conducting Senate business.**
SR8: Introduce periodic senator reviews through a Governance and Nominations Committee using the set of values established by the Senate.
SR9: Redesign the orientation documentation for senators and introduce formal training and onboarding for senators.
SR10: Decrease the size of the Senate to approximately 40 to 50 members maximum.
SR11: Create a new Senate composition to reflect the restructuring changes and a ratio of representation that helps to achieve the best outcomes for the Senate's mandate.***

IMPLEMENTATION CONSIDERATIONS

- There could be resistance to changes that review the performance of members.
- The bylaws will have to be changed to reflect the new composition.
- The Laurentian Act provisions on the composition of the Senate will need to be updated.
- There will be costs associated with bringing in external parties to support training.

Senate meetings should be productive sessions where academic experts convene to advance the university's success in a professional manner.

Background

Senate meetings are organized and supported by the university's Registrar, who is an administrative leader and acts as the Senate's secretary, per the Laurentian Act. University senates are typically supported by a professional secretariat function that, in a bicameral model, would support both bodies. The professional secretariat would be accountable for developing an agenda aligned to the Senate's accountabilities and would work with the Senate executive to plan the agenda for the year.

Senate meetings are directed by an elected Speaker, who is responsible for ensuring decorum and attention to agenda items. The quorum requires one third of the 77 members to be present and to change bylaws.

There are 12 committees and several councils focusing on a range of topics including online learning, French-language programs, English-language programs, teaching and learning, bilingualism, academic planning, awards and regulations, the medical school, etc. Many universities appear to maintain less than ten committees.

Key Issues

Senate agenda items often appear too late for members to prepare (including matters raised on the floor of Senate). This appears to be a particularly pronounced issue during the insolvency process. Further, in interviews over the last eight weeks many senators have noted the degradation of decorum in the Senate and noted that discussions can take more than one hour, reducing time spent on key agenda items. Recently the quorum has not been achieved to change the Senate composition as a result of the restructuring.

Committee work is being overridden by the Senate, including recently when a new program was proposed after many months of analysis by the committee. Further, committee work is not always aligned with the Academic Plan and the university's strategic priorities. For example, there is no focus on student success and retention, although this is a cornerstone of the Academic Plan.

There is no Governance and Nominations Committee. This type of committee can review the Senate's effectiveness and enhance accountability on an ongoing basis.

RECOMMENDATIONS

SR12: Establish set timeframes for debate on key topics and ensure Senate decision-making occurs on the agenda items being debated.

SR13: Create a professional secretariat function to enable improved support for the Senate and the Speaker.

SR14: Bylaws should be updated to become less rigid for an institution in a state of change, such as providing flexibility around the quorum.

SR15: The Speaker's role should be clarified further to focus on ensuring that the Senate operates more effectively and efficiently.

SR16: Committee terms should be amended to align more with the Senate's accountabilities, such as monitoring performance of the Academic Plan and recommending actions to reduce risk.*

SR17: The role of committees should be further clarified for senators, and reviews of committee efficacy, focus areas and composition should be conducted regularly.

IMPLEMENTATION CONSIDERATIONS

- Changing the current committees will require changes to terms and potentially bylaws.
- A change to the Laurentian Act will be needed to establish an independent professional Secretariat.
- Existing quorum rules will make any changes to Senate bylaws difficult.
- There will be a cost associated with creating a more professional secretariat, either in recruitment and/or training for existing employees.
- There could be resistance to any change to Senate processes.

*The ACAPLAN Committee is responsible for reporting to the Senate on updates to the Academic Plan and reviewing and recommending programs to the Senate. However, it has been noted that this committee has not been effective in reviewing and recommending programs for termination. Overall, the Senate's committees could be aligned better with the priorities of the Academic Plan, such as the priority of student retention and growth.

Implementation roadmap

nous

Four items should be in place to deliver the proposed changes to governance for Laurentian: stakeholder alignment, legislative changes, joint committees, and an independent secretariat.

1 **STAKEHOLDER ALIGNMENT** – key stakeholders, including the Board and Senate members, and the Ontario Government will need to be aligned on what should change and how. This includes the terms of the proposed changes and the legislative changes that should be made.

2 **LEGISLATIVE CHANGES** – the Ontario Government will need to agree to update the Laurentian Act to enable the changes to composition, authorities, joint committees, and the joint secretariat.

3 **JOINT COMMITTEES** – areas of shared mutual interest will need to be defined for the Board and Senate to come together in joint committee meetings. These could include themes such as tenure and promotion, and the Academic Plan performance.

4 **A JOINT INDEPENDENT SECRETARIAT** - the new shared Secretariat function will need to be established. This will require considerations of the staffing model and competencies, the process for supporting both Board and Senate meetings, and for sharing decisions across governing bodies.

The Board changes should take place over six months, prioritizing the new skills matrix and Board member capability.

LAURENTIAN BOARD CHANGES TIMELINE

	MONTHS 1-2 Set the stage for the changes and begin amendment of the Laurentian Act		MONTH 3 Draft new bylaws and documents		MONTHS 4-5 Implement change Initiatives		MONTH 6 Focus on enabling continuous improvement
ROLES & RESPONSIBILITIES	Clearly define Board and management roles, determine KPIs	Define standing agenda and baseline information	Develop templates for Board materials such as financial reporting, risk and performance dashboards, management performance KPIs		Pilot the use of new agenda and reporting materials	Assess effectiveness and revise accordingly	Develop and implement Board performance review process
COMPOSITION & CAPABILITIES	Define the new skills matrix	Define the new composition of the Board	Develop new onboarding and training materials and schedules	Update bylaws on composition, finalize skills matrix	Implement a formal Board and committee nomination process	Recruit and onboard new Board and committee members	Develop and implement Board member performance review process
STRUCTURES & PROCESSES	Define key responsibilities and reporting lines for the Chair and secretariat staff	Based on the Board's accountabilities, assess the types of committees required	Draft new terms of reference for the committees, set new calendar of meetings	Update the associated committee meeting and other bylaws	Pilot a meeting with new secretariat, bylaws and committees	Assess effectiveness and revise accordingly	Train secretariat staff on role, including the requirements for in camera meetings and public information sharing, and connect with other professionalized secretariats to share good practices

Note: This is an illustrative and approximate timeline which could be adjusted..

The Senate changes should take place over six months, prioritizing new agendas, materials and committees.

LAURENTIAN SENATE CHANGES TIMELINE

	MONTHS 1-2 — Set the stage for the changes and begin amendment of the Laurentian Act		MONTH 3 — Draft new bylaws and documents		MONTHS 4-5 — Implement change Initiatives		MONTH 6 — Focus on enabling continuous improvement	
ROLES & RESPONSIBILITIES	Clearly define Senate, Board and management roles	Define standing agenda and baseline information	Develop templates for Senate decision-making, which could include a summary of analysis, alignment with the Academic Plan, cost, benefits and risk		Pilot the use of new agenda and templates during a meeting	Assess effectiveness and revise accordingly	Develop and implement Senate performance review process	
COMPOSITION & CAPABILITIES	Define the Senate's values	Define the new composition of the Senate	Develop new onboarding and training materials	Update bylaws on composition	Develop senator recruitment materials that emphasize the Senate's values	Recruit and onboard new Senate and committee members	Implement a Senator review process	
STRUCTURES & PROCESSES	Define key responsibilities and reporting lines for the Speaker and secretariat staff	Based on the Senate's accountabilities, assess the types of committees required	Draft new terms of reference for the committees and set new calendar of meetings	Update the associated committee meeting and other bylaws	Pilot new Speaker role, secretariat, bylaws and committees	Assess secretariat and Speaker effectiveness and revise accordingly	Train secretariat staff on role and connect with other professionalized secretariats to share good practices	Introduce a committee review process

Note: This is an illustrative and approximate timeline which could be adjusted..

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Appendix A – Board and Senate composition

Laurentian's Board composition should reflect post-secondary common practice. The Board should be comprised of mostly non-employee voting members with the required skills and experience. Tricultural representation and employee members should also be reflected in the composition of the Board.

Current Board Composition* (17 voting members)

Employee voting members (1):
- President & Vice-Chancellor

Union-Proposed Additions to the Board

Employee voting member additions (5):
- One union voting member (LUSU)
- Two senate voting members (LUFA)
- Two faculty voting members (LUFA)

Recommended Composition*** (up to 18 voting members)

Non-employee voting members (80%)
-Includes two student members

Employee voting members (20%)

The Board of Governors should primarily be comprised of non-employee voting members with executive-level experience and foundational skills in financial planning, audit and accounting, IT, strategy, HR and labour relations, and legal. Importantly, student members (currently two) are not employees of the institution. Student representation should not reduce the overall quantity of skills required for the board.

All voting members should adhere to their fiduciary obligations and act in the best interest of the institution as a whole rather than any particular union, faculty or group. It is important that members serve in their personal capacity.

The current Laurentian Board of Governors has only one employee voting member: the President & Vice-Chancellor. The current ratio of employee to non-employee voting members is not aligned with common practice because it lacks voting representation from internal stakeholders; notably, the faculty and administrative staff. Importantly, Laurentian is considered a Public Benefit Corporation, where no more than one-third of its directors can be employees of the corporation.** The proportion of employee voting members must fit within this requirement. However, Laurentian should ensure there is adequate coverage of the foundational skills across non-employee members first. Particularly through the upcoming transformation years, Laurentian will need a high-performing board with the skillsets required to effectively provide oversight of the transformation and direction to the President and leadership team.

The absence of employee representation has been noted by the Laurentian Staff Union (LUSU) and the Laurentian Faculty Association (LUFA), who have proposed to add five new voting members comprised of faculty, senate and union members. While the inclusion of faculty, senate and staff voting members on Canadian university boards is not uncommon, the inclusion of representatives who are serving on behalf of their union is not (and particularly not union executives). Union representation poses a conflict of interest for a constituency that negotiates directly with the board, and is not recommended for Laurentian. The Student Associations may also be in conflict given their relationship with the university.

In addition to the President who is already an employee of the University, we recommend the addition of no more than three new employee voting members to include staff (non-management), faculty and/or senators, all of whom should not be union representatives.

*The current Board composition is reflective of recent resignations and new appointments from the Lieutenant Governor in Council as of Dec 16th, 2021.
**Not-For-Profit Corporations Act, 2010, S.O. 2010, c.15 https://www.ontario.ca/laws/statute/10n15
***Our recommendation is for 15 voting members on the Board. If the required foundational skills across non-employees and representation from internal employees cannot be achieved within this amount, a board size of no more than 18 members is reasonable if non-employees comprise 80% of the voting membership.

Similar to its current composition, the Senate should comprise a range of voting members of faculty, senior administrative staff and students, and reflect the tricultural mandate. Disproportionality in voting membership that significantly skews membership toward senior leadership or faculty should be avoided.

Current Senate Composition*
(77 voting members)

Faculty members current (excluding deans, LUFA and LUNEC faculty): 51%

Union-Proposed Changes to the Senate

Faculty members proposed (excluding deans, LUFA and LUNEC faculty): 67%

Recommended Composition (if 50 voting members)

Deans (1 per faculty: 5)

Senior administrators (9 or 10)

Students and others (9 or 10)

Faculty voting members (26)

The current Laurentian Academic Senate has 77 voting member seats and is comprised of faculty, deans, students and senior administrators. Faculty comprise 39 of the voting seats while non-faculty comprise the 38 seats. This results in 51% voting seats for the faculty. When ex-officio academic members are included, such as deans and the LUFA and LUNEC faculty representatives, approximately 60% of the voting seats are held by senators who work in faculties.

LUFA proposes to increase faculty voting membership (non-ex-officio) from approximately half to two-thirds. Faculty are experts in academic policy and should participate robustly in collegial Senate governance. However, it is not clear how significantly increasing the number of faculty while decreasing the votes of students, deans and senior administrative staff would benefit Laurentian, nor why this change is needed. While some Canadian universities such as Algoma have faculty members with two-thirds of voting seats, many Canadian universities do not. Furthermore, through engagement with a range of many senators, it was noted that some faculty members are at times too focused on the interest of their respective constituencies (faculty, union) rather than balancing the interests of faculties and the university community as a whole.** Therefore, changing faculty representation from 51% to two-thirds is not recommended since the case for change is not strong and it does not appear to be widely supported by Laurentian staff and evidence.

The Senate should keep its current ratio of faculty (non-ex-officio) to deans, senior management and students. However the total number of senators should be reduced to no more than 50 members. A reduction in size will support more effective and efficient meetings and potentially better quality participation. A smaller Senate is also more in line with Laurentian's institutional size (which is quite small compared to many Canadian universities).

Appendix B – Board skills assessment

A three-layered skills pyramid can help Laurentian reflect on the nature of the skills needed to effectively govern it.

For its current context, Laurentian should focus on obtaining foundational and higher education board skills (levels 2 and 3) to achieve improved conformance and performance.

	Specific skills	Uniqueness to the university	Alignment to Tricker
1. SKILLS DISTINCTIVE TO THE UNIVERSITY'S AMBITION AND IDENTITY	• Transformation • Mining • Innovation • Indigenous culture	• Skills particular to the kind of university in question • Might change over time as the university's vision and strategy evolve	Largely **performance**
2. TERTIARY EDUCATION SKILLS	• Cutting edge teaching and learning, including in higher education • Research and academic leadership • Understanding of tertiary education's public value • Executive or governance experience in large, complex organizations	• Skills relevant to almost all university boards • Are about understanding Laurentian's context • Often legislated to an extent	Both **conformance** and **performance**
3. FOUNDATIONAL SKILLS	Assurance skills: • Audit and risk • Financial acumen • Legal expertise	• Relevant to all governing bodies • Are a legislative requirement	Largely **conformance**

Key findings

- Members have significant experience (over eight years) in the categories of finance, business, education, law and mining; however, **finance expertise on its own is low and higher education experience is low.**

- Matrix categories are too broad to be able to assess more specific capabilities and experiences.

- **Most board members are alumni** and are likely bring a more local perspective to governing.

- There is **no prioritization of skills** within the matrix.

- **Health and IT are under-represented.**

- **Mining, fundraising, government relations and public relations are over-represented** performance-focused skills

A current assessment of Board voting members using LU's skills matrix indicates an emphasis on performance orientation and member qualities.

The matrix below shows members characteristics and experience: Y (yes) has the characteristic, L (low) 1-3 years experience, M (medium) 3-8 years experience, H (high) more than 8 years experience and U (unknown) some experience of unknown length.

Laurentian Board of Governors Voting Members 2021–22	Gender (female)	Alumni	Francophone	Bilingual	Indigenous	Law	Finance and business	Fundraising	Public relations and marketing	Knowledge of education sector	Labour relations	Health	Industry partnerships and research	Mining	Information technology (IT)	Government relations
Member 1		Y			Y	H	U							U		U
Member 2																
Member 3	Y	Y		Y			U			H	M		U			U
Member 4	Y	Y		Y			U			H	U					
Member 5	Y		Y	Y												
Member 6		Y					H							U		
Member 7	Y	Y							H							
Member 8		Y					H				U		H	U	U	U
Member 9				Y						H			H			
Member 10		Y					U			H	U		U	H		
Member 11			Y	Y						U	H					U
Member 12	Y	Y			Y							H	U			
Member 13		Y	Y	Y			H	H	H	U	U	U	U	U		U
Member 14		Y	Y	Y		H	U	U	U	U	U	U	U	U		U
Member 15	Y	Y	Y	Y			H			H	U	U				
Member 16		Y				H	U								U	
Member 17	Y			Y	Y	H				U	U			M		U
Member 18					Y					U						H
Member 19	Y	Y		Y			H	H	H							U
Member 20							H							H		U
Percentage of members who have the characteristic or experience	**40%**	**65%**	**25%**	**45%**	**25%**	**20%**	**50%**	**30%**	**35%**	**40%**	**35%**	**20%**	**40%**	**35%**	**10%**	**50%**

Note: the assessment is based on CVs and bios provided by LU; 'member qualities refer to characteristics such as alumni, bilingual, etc.

Revised skill categories reveal areas of expertise and gaps within Board voting member skillsets.

The matrix below shows members experience: L (low) 1-3 years experience, M (medium) 3-8 years experience, H (high) more than 8 years experience and U (unknown) some experience of unknown length.

Revised Categories for Laurentian Board of Governors Voting Members 2021-22	Human Resources/Labour Relations	Financial planning	Audit and accounting	Strategic planning	Executive level experience	Post-secondary institutional knowledge	Information technology (IT)	Continuous improvement/innovation	Legal	Board experience
Member 1									H	H
Member 2										L
Member 3	M			U	H	H				H
Member 4	U			U	H					M
Member 5										L
Member 6				H	H			M		U
Member 7					H					U
Member 8	U	H	H		H		U			H
Member 9				U	H	H				L
Member 10	U			M	H			M		M
Member 11				H	H	H		H		H
Member 12								M		U
Member 13	U			H	H					U
Member 14	U				U			H	H	H
Member 15	U	H	H	H						H
Member 16							U		H	H
Member 17				H	H			M	H	M
Member 18				U	U	U				U
Member 19				H	H			H		L
Member 20		U			M					U
Percentage of members who have experience in a given category	**35%**	**15%**	**10%**	**60%**	**65%**	**20%**	**10%**	**35%**	**20%**	**100%**

Note: the assessment is based on CVs and bios provided by LU

Appendix C – Survey findings

According to many Board and Senate members, strong oversight of the university has not been enabled through the Board and Senate.

"It would be important for the Board members to not feel controlled. I sometimes felt like certain items were off limits, certain items were secretive"

"The deficit was many times bigger than we were told"

"The Board was given the impression that the budgets were balanced when they were not"

"The Board was presented with information as single factors not as part of a cohesive overall picture of the university"

"Courses were offered that were not sustainable with the number of students enrolled"

"Operational best practices were not implemented; however, the Board was not made aware of it until it was uncovered by the monitor"

Senators believe there are a number of issues with the way the Senate operates. Problems with decorum, lack of focus on the collective good, and divisiveness have been raised as key issues.

"Some Senators are disrespectful, ill-informed and use Senate meetings as a soapbox. Rather than making decisions for the collective good, decisions are self-serving"

"Senators have never agreed to close programs even when they did not have students for years"

"Senators are for the most part academics, and academics like to talk. Some senators like to talk a lot. This can slow things down considerably"

"Administrative senators tend to vote as a block, while faculty members do not. This situation has allowed administration to control the Senate and has fostered antagonism"

"The role of the Senate Executive is also problematic. It has become a privileged body that acts as a gatekeeper for motions and questions"

"The Senate is overprotective of faculty positions and programs without proper regard to financial costs"

- Board members are relatively confident in their ability to provide strong leadership.

- Board members are mixed on whether they have the right mix of skills to provide effective strategic direction, though they note a gap in deep financial acumen.

- Board members flag poor onboarding as an issue.

- Board members frequently express concern that they do not have the right information to make decisions.

- Board members express concern that senior management provides incomplete and inaccurate information. Some members feel that management runs Board meetings.

- There is consensus among Board members that overall the Board is moderately effective.

Board of Governors survey – summary and snapshots

Board members were surveyed about the role and performance of the Board. A sample of responses is provided.

Reflecting on all aspects of the Board and how it conducts itself, what does it need to be doing differently to ensure it provides leadership and oversight to the University in the future?

Board member: "More strategic discussions rather than being fed information."

Board member: "Key financial experience/expertise on the Board."

Board member: "Onboarding needs to be more than a lunch and a binder."

Board member: "The board needs to be provided with more information and background on issues in a timely manner. The board needs to be allowed to be strategic instead of procedure based. This would allow more time for questions, discussions and, when necessary, be able to push back."

What do you think are the primary reasons for the financial difficulties that Laurentian University is experiencing?

Board Member: "Not being provided with the correct financial information by senior financial management at board meetings and the failure of the auditors to bring forward significant risks."

Board Member: "Didn't have enough professional trained board members in finance. Board allowed capital projects without full knowledge of the financial situation."

Board Member: "Board was given the impression balanced budgets would be achieved when they were not... Financial risks were not presented to the board with enough transparency."

Is there anything further that you would like to share?

Board Member: "It would be important for Board members not to feel controlled when asking questions. I sometimes felt like certain topics were off limits – certain items were secretive."

Board Member: "Board large and meetings simply put include – info from admin, debate and questions between admin then Board makes decision... Board needs to develop and make formal motions to provide direction, not just review and receive motions from admin."

Board Member: "More transparency in financial reporting."

Summary findings

- Senators generally show an understanding of the Senate's purpose and mandate. There is a disconnect, however, with regards to how Senate operates.

- Senators describe activities restricted to approving new programs with a near absence of monitoring academic performance or cutting underperforming programs.

- Approval of new programs is done on academic merit alone, without regard for finances.

- The Senate has grown increasingly conflict-ridden, compromising its ability to perform efficiently or effectively.

- The Senate is disconnected from the Board of Governors.

Senate survey – summary and snapshots

Senate members were surveyed about the role and performance of the Senate. A sample of responses is provided.

Reflecting on all aspects of the Senate and how it conducts itself, what needs to change, if anything, to ensure it provides strong leadership and oversight to the University in the future?

Senator: "There is a significant split between the BoG and Senate. The BoG is essentially a black box (as the CCAA process has shown). On the other hand, Senate is overprotective of faculty positions and programs without proper regard of financial costs. The imbalance is that Senate is eager to approve new programs but unable to eliminate any."

Senator: "Too much conflict and special interests."

Senator: "The Board needs to provide information to Senate so that Senate can make appropriate decisions… The Board should be allocating funds to Senate, which can then determine how to distribute the funds amongst its programs."

What do you think are the primary reasons for the financial difficulties that Laurentian University is experiencing?

Senator: "Poor management from the Board of Governors and the upper administration."

Senator: "Multiple fatally undersubscribed programs, and Senate's inability and opposition to the removal of them in the past. Senate has had the opportunity to cut programs in the past, but chose not to."

Is there anything further that you would like to share?

Senator: "I think part of the problem of Senate is that it considers developments purely from an academic merit point of view. It is not sensitive to markets and change."
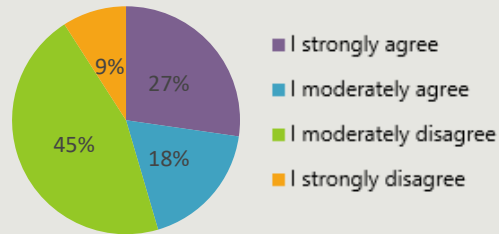
Senator: "If the bodies of Senate and the BOG do not become more aligned then nothing we do will matter."

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Overall Board survey responses indicate issues with information detail on University performance, capabilities, and engagement with the community.
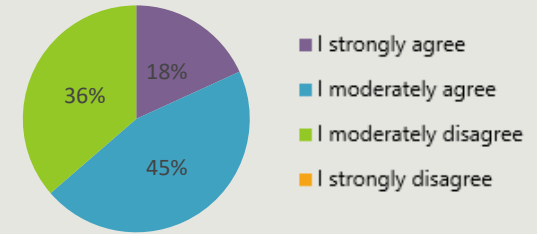
"Board members are sufficiently informed as to what is going on in the University in order to monitor performance."
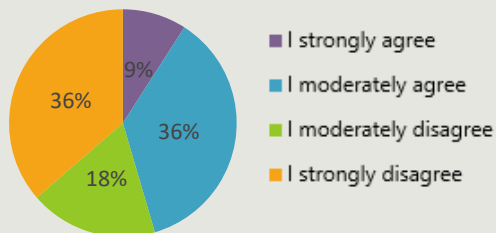
- I strongly agree
- I moderately agree
- I moderately disagree
- I strongly disagree

54% | 46%
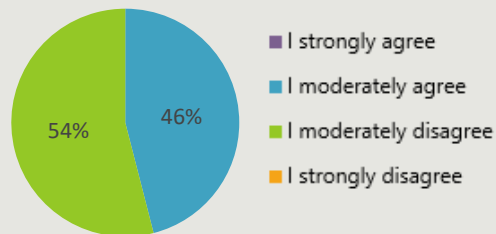
"The Board has the right mix of skills to provide leadership to, and oversight of, the University."

- I strongly agree
- I moderately agree
- I moderately disagree
- I strongly disagree

9% | 27% | 18% | 45%

"The Board has an effective process in place to manage the recruitment of qualified members."

- I strongly agree
- I moderately agree
- I moderately disagree
- I strongly disagree

18% | 36% | 45%

"The Board members receive sufficient onboarding and training to help perform the role effectively."

- I strongly agree
- I moderately agree
- I moderately disagree
- I strongly disagree

9% | 36% | 36% | 18%

"The Board has an effective and clear process for making collective decisions."

- I strongly agree
- I moderately agree
- I moderately disagree
- I strongly disagree

27% | 36% | 36%
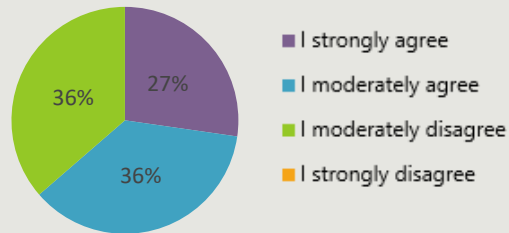
"The Board engages actively with faculty, students and staff."

- I strongly agree
- I moderately agree
- I moderately disagree
- I strongly disagree
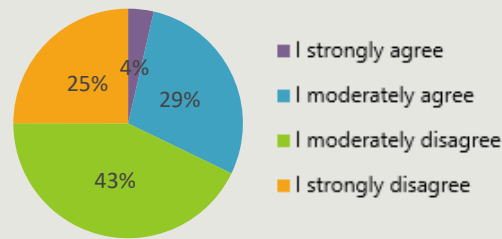
18% | 45% | 36%
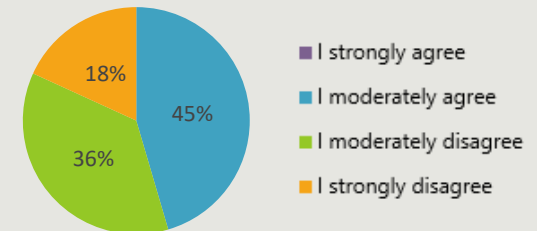
Overall Senate survey responses indicate issues with Senate capabilities, effectiveness, and information detail and transparency.

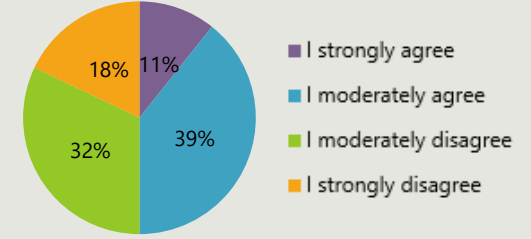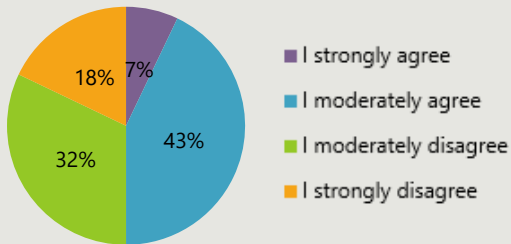"Senate members provide effective leadership with respect to Laurentian University's Academic Plan."

- I strongly agree — 7%
- I moderately agree — 46%
- I moderately disagree — 25%
- I strongly disagree — 21%
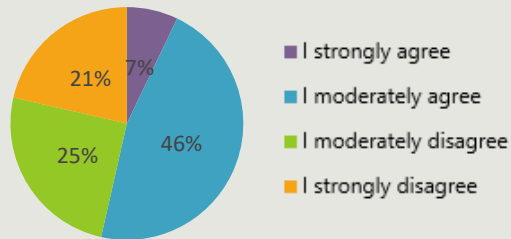
"Senate members are sufficiently informed as to what is going on in the university to monitor academic performance."

- I strongly agree — 4%
- I moderately agree — 29%
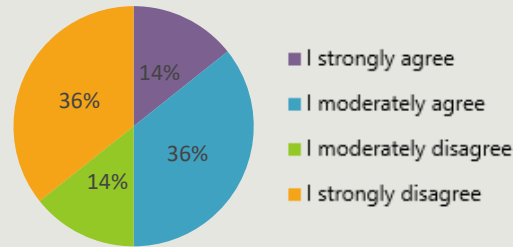- I moderately disagree — 43%
- I strongly disagree — 25%

"The Senate has the right mix of skills to provide leadership and oversight of the academic policies and strategies of the university."
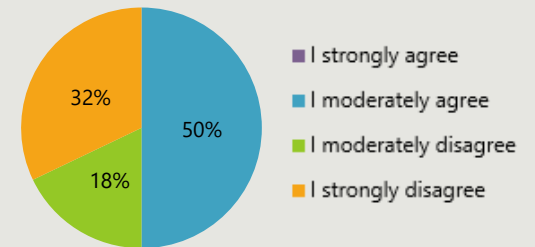

- I strongly agree — 11%
- I moderately agree — 39%
- I moderately disagree — 32%
- I strongly disagree — 18%

"The Senate has the appropriate level of involvement in the university's academic operations."

- I strongly agree — 7%
- I moderately agree — 43%
- I moderately disagree — 32%
- I strongly disagree — 18%

"The Senate has an effective and clear process for making collective decisions."

- I strongly agree — 14%
- I moderately agree — 36%
- I moderately disagree — 14%
- I strongly disagree — 36%

"The Senate's systems and processes are flexible enough to adapt to future circumstances."

- I strongly agree —
- I moderately agree — 50%
- I moderately disagree — 18%
- I strongly disagree — 32%

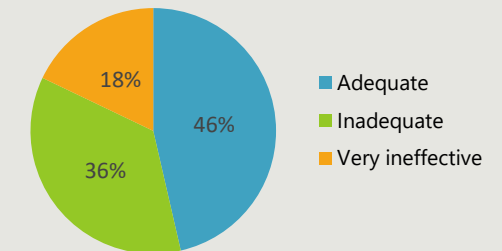"The Senate engages with the Board of Governors and provides the appropriate information to the Board for it to make financial decisions."

- I strongly agree —
- I moderately agree — 11%
- I moderately disagree — 36%
- I strongly disagree — 54%
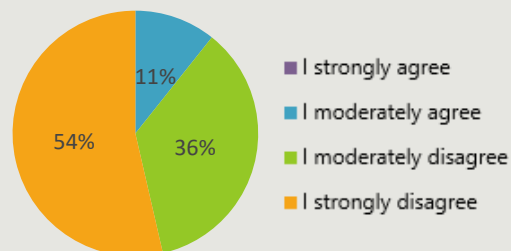
"I feel like I have the right information to make decisions."

- I strongly agree — 11%
- I moderately agree — 43%
- I moderately disagree — 25%
- I strongly disagree — 21%
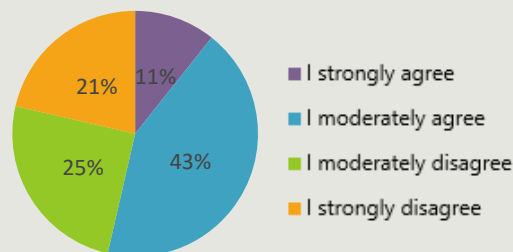
"How would you rate the overall performance of the Senate?"

- Adequate — 46%
- Inadequate — 36%
- Very ineffective — 18%

Appendix D - Good practice in higher education governance

Why does university governance matter now more than ever?

The landscape has shifted in higher education, requiring a different type of governing capability.

> ...higher education is moving towards a new system of governance, where the power of markets and the power of the State combine in new ways. Government is generally withdrawing from direct management of institutions, yet at the same time introducing new forms of control and influence, based largely on holding institutions accountable for performance via powerful enforcement mechanisms including funding and quality recognition. Institutions that can no longer take their continued existence for granted are having to work hard both to meet the criteria embedded in funding and regulatory regimes and at the same time to strengthen their position in the marketplace. In the latter task as in the former, institutions cannot afford to stand still.

Quote from: Changing Patterns of Governance in Higher Education, OECD

Rapid change and uncertainty impacts how university boards must operate in the future.

FIVE FORCES IN HIGHER EDUCATION

NEW GOVERNMENT EXPECTATIONS: The sector is in a moment of a generational change. The sector can expect several years of uncertainty and a fundamentally different relationship with the Government of Ontario through the use of Strategic Mandate Agreements.

MARKETIZATION OF UNIVERSITIES: The system encourages competition between universities in Canada and internationally. The onus is increasingly on university leaders to be commercially savvy and focused on educational and research standards.

RANKINGS AND METRICS: Success of universities is increasingly driven by publicly available rankings, measurements and other data. This forces universities to make strategic choices about identity, focus and resource investment.

COMPETITION FOR STUDENTS: As tuition fees increase and local enrolment growth slows, student expectations of quality and style of education increase. Students are now also customers in the system, and failure to deliver an excellent experience can have a lasting impact.

OPPORTUNITIES THROUGH TECH: Technology offers ways to transform teaching and how services are delivered internally and to the student. Innovative universities shape new learning and support experiences and operate more leanly.

In planning for the future, governance bodies must respond to the sector's challenges.

THE CHALLENGES HAVE IMPORTANT IMPLICATIONS FOR GOVERNING BODIES

NEW GOVERNMENT EXPECTATIONS

- Accountability takes on a new look under Strategic Mandate Agreements, and these raise the stakes for boards.
- Boards will need to continue to foresee and interpret policy changes and provide greater strategic guidance, especially regarding issues of academic governance.

MARKETIZATION OF UNIVERSITIES

- Boards must operate with a stronger focus on performance and with more strategic / commercial knowledge.
- Boards must balance education outcomes, quality research and sustainable operations.
- Boards need to have the right mix of capability (professional experience) and diversity of perspectives (age, gender, background, sector of the community). This may require new approaches to attraction and risk.

RANKINGS AND METRICS

- Universities will require strategic guidance on where to optimize, including understanding the trade-offs and implications of decisions.
- Boards should evaluate lead indicators to avoid being surprised by results that could affect student numbers and funding.
- Boards need to set and engage the executive to implement coherent strategies, take calculated risks and undertake targeted investment to provide excellent education outcomes and grow the university's reputation.

COMPETITION FOR STUDENTS

- Slowing undergraduate enrolment growth will intensify competition for students.
- Governing bodies must find ways to hear and evaluate the voice of the student independent of executive reporting.
- Boards may be required to lead a mindset shift in university leadership to ensure students' needs are understood and met.
- Governing bodies will need to engage better with students and show greater visibility in their institutions.

OPPORTUNITIES THROUGH TECH

- Technology offers efficient ways of operating, but it can also disrupt established ways of working – boards will need to provide strong leadership and set expectations about the use of technology in institutions.
- Boards may need to encourage an entrepreneurial or agile approach to testing and rolling out new tech systems to avoid costly and low-benefit systems roll out.

Laurentian can take advantage of leading practices from other boards.

Characteristics of governing bodies		
University boards in the UK	**University boards in Australia**	**NFP and commercial boards**
• Create space for strategic discussions, regularly	• Increase awareness of strategic options (joint ventures, mergers, overseas expansion, shifts in discipline range…)	• Explore ways of identifying early trends to predict how the future will play out
• Maintain consistent financial and institutional strategies	• Build capability and culture to challenge the Executive on academic direction and performance	• Explore new funding models
• Reducing in size of board and increasing frequency of meetings	• Play a greater role in talent management and succession planning	• Assess the Board's impact annually, as well as the impact of the organization
• Focus on institutional performance *relative* to other universities	• Consider external as well as internal risks (that is, student demand and expectations)	• Examine risk appetite on an ongoing basis
• Create perspective-gathering mechanisms independent of the Executive	• Move to more skills-based, commercially oriented models of governance with fewer members (10–15) and representative positions	• Recognize the need to move quickly and the lost opportunities of failing to decide quickly or definitively
• Actively manage opportunity cost as well as risk, especially for new ventures	• Develop strong relationships with policy makers and government	• Draw heavily on perspectives of non-board members on specific issues
• Pay constant attention to skill mix	• Hold community engagement events	
• Use technology to simplify processes and increase flexibility		

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About Nous

Nous Group is an international management consultancy operating across Australia and New Zealand, the UK, Ireland and Canada.

For over 20 years we have been partnering with leaders to shape world-class businesses, effective governments and empowered communities.

450
PEOPLE

50
PRINCIPALS

5
COUNTRIES