

Queen's University Council Reform Planning Group Model and Rationale

Overall Mandate and Role

Mandate and Role	Rationale
Approve the Chancellor's appointment as advised by a search committee appointed by the Principal	Approval of Chancellor's appointment specified in the Charter.
Elect six alumni from among elected Councillors (two each year) to serve on the Board of Trustees. University Council Trustees will remain on Council as elected Councillors to the end of their Board term, and subsequently as ex-officio Councillors (with full voting rights) until the end of their Council term. They will act as a link between the Trustees and Council. Only elected alumni Councillors will be eligible for election to the Board (i.e. Senate or QUAA reps will not be eligible)	<p>In the removal of the graduate category of Trustee, the Board was of the opinion that all University Council Trustees should be alumni and that they should be elected from among the elected University Councillors.</p> <p>Easier for election purposes and retaining important links to the Board if Trustee Councillors stay on as ex-officio and as an exception to the upper limit on Council so that Council still has the potential of one quarter of Council being refreshed each election.</p>
Provide an advisory resource to the Principal, Board, Senate and other University bodies.	A refinement and consideration of the "questions relating to the prosperity of the University" mandate, which remains in the Charter. Councillors have indicated this is an area of importance both to the University and to their own meaningful volunteer engagement.
Discuss any matter relating to Queen's, and declare the opinion of the Council on any such matter.	As laid out in the Consolidated Royal Charter
From time to time, raise awareness of and engage in dialogue on issues relating to the prosperity and well-being of the University, with the Board of Trustees and/or the University Senate and receive responses from these bodies.	As laid out in the Consolidated Royal Charter

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Composition and Structure

Composition and Structure	Rationale
<p>University Council will comprise approximately 40 elected members plus ex-officio positions as outlined in this document. Queen's alumni are eligible for election, under Council's nomination requirements process. Council will include a Senate ex-officio representative (or his/her designate) elected or appointed by Senate, and a QUAA ex-officio representative (or his/her designate), elected or appointed by the QUAA.</p>	<p>A reduced size for University Council allows for more nimble operations and a more meaningful engagement of Councillors.</p> <p>Provides the critical mass necessary for inclusivity, equity and breadth of experience.</p> <p>An understanding of and communication with the University Senate and the Queen's University Alumni Association (QUAA) is important.</p>
<p>The Chancellor of Queen's University is an ex-officio member of University Council with full voting rights and will chair University Council.</p>	<p>The Chancellor is specified as the Chair of Council in the Charter.</p>
<p>The Principal of Queen's University is an ex-officio member of University Council with full voting rights.</p>	<p>Current practice and endorsed as a critical governance link.</p>
<p>Council terms will be four years in length, renewable twice for a total limit of 12 years of service. However, former Councillors will be eligible to run for Council again after a one-year break.</p>	<p>This maintains the same maximum number of years of service while allowing for early renewal, if appropriate, and sufficient time for first-time Councillors to add value during a first term.</p>
<p>Senators and Trustees – other than those elected or appointed to Council – will not be de facto members of Council. However, Senators, Trustees and Honorary members (DSA recipients) will be invited to participate in plenary and social aspects of Council meetings, where they will be welcome to speak and participate fully in the discussion.</p>	<p>Elected and appointed reps will maintain links to Board and Senate with focused responsibilities to do so.</p> <p>Council attendance and participation from these two groups has traditionally been low.</p> <p>Keeping connections open to the Board, Senate and to those with a strong history of engagement with the University underscores Council's role as a connector.</p>

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<p>Councillors elected to the Board of Trustees will provide the communications link and representation between the two bodies. University Council Trustees will be expected to provide formal and informal updates on the activities and needs of the Board on a regular basis.</p>	<p>Enhanced communication and sharing of information</p>
<p>University and Board committees, task forces and advisory groups may from time to time request the participation of Councillors as members. As well, University committees may draw on the expertise of Councillors to serve, as appropriate.</p>	<p>Council provides an added pool of experts who can be called upon if needed, particularly if their skills and expertise are identified.</p>
<p>One Senate representative and an alternate will be elected or appointed to sit on Council (Senate will determine how to elect its representatives). The representative will have full voting and participatory rights on Council, however will not be eligible to be elected to the Board of Trustees through Council.</p>	<p>It was felt that it was important to have representation from the academic governance body.</p> <p>The Charter prohibits any person from serving on both the Board and the Senate save for the Principal.</p>
<p>Council will be convened at least once a year with an in-person meeting in Kingston, in the Fall. The UCEC may call a full meeting of Council, to be held virtually, if deemed necessary. Technology will be leveraged and no Councillor will be unreasonably disadvantaged from participating fully in Council due to their geographic location.</p>	<p>Provide the opportunity to meet once annually with the option for further meetings if needed. Increased communications and committee engagement will increase connectivity. Note that resource implications to the University must be considered – even remote meetings for large numbers of participants can be costly in terms of human and financial resources.</p>
<p>Annual meeting attendance – whether in person or through technology – is mandatory with 25% of a member's attendance excused per Council term.</p>	<p>It is crucial, particularly in a smaller council that members are fully committed to attending meetings unless there are extenuating circumstances that prevent them from attending.</p>

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Executive Committee

Executive Committee Responsibilities and Structure	Rationale
<p>The Executive Committee serves the interest of and is subordinate to Council. It is chaired by the Principal of Queen's, and a Vice-Chair who is elected by the Executive Committee from among the elected Councillors.</p>	<p>Having the Principal as chair ensures s/he is embedded in the workings of Council; provides a critical link to Senate and the Board; offers continuity as well as regular and timely follow-up.</p> <p>Having a Vice-Chair who is an elected Councillor balances responsibility and authority over the workings of Council.</p>
<p>Membership will comprise the Principal, the Chancellor, one University Council Trustee appointed by the Board of Trustees, the appointed Senator and five members elected by Council, one of whom will be elected Vice-Chair by the Executive Committee. Membership of the UCEC will comprise a majority of elected Councillors (including the Vice-Chair). All elected members of Council are eligible for election to the Executive Committee.</p>	<p>The number of elected members should exceed those with EC ex-officio status.</p> <p>The Executive Committee should continue to include one member of the Board of Trustees, as communications and integration with the Board is essential.</p> <p>Similarly, representation of Senate through the appointed Senator ensures that the perspective of the academic governance body is heard.</p>
<p>Responsible for overall management of Council;</p>	<p>With the administrative support of the Secretariat.</p>
<p>Transact business on behalf of Council or delegate it;</p>	<p>Same as current situation</p>
<p>Plan the Annual General Meeting and its program;</p>	<p>Same as current situation</p>
<p>Ensure that there is regular communication with and among Council members, committees, affiliated bodies and the alumni at large.</p>	<p>Councillors are clearly hungry for enhanced communications.</p>

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Executive Committee Responsibilities and Structure	Rationale
Appoint the Nominating Committee, which will include no more than two members of the Executive Committee. The Nominating Committee will report to the Executive Committee.	The Nominating Committee has a critical function that is core to the mandate of Council. It needs authority and autonomy to do its work, but must retain some connection to the Executive Committee to ensure effectiveness, transparency and accountability.
Oversee Council's task forces and committee work, including how they work, their reporting to Council and communicating their outcomes to appropriate University bodies.	Task forces will have specific mandates, defined outcomes and timelines, and the EC must ensure they are effective, have impact and meet the needs of the University.

Nominating Committee

Nominating Committee Responsibilities and Structure	Rationale
Be responsible for overseeing the administration in a transparent and accountable manner of the process that governs both the election of alumni to Council and the election of Councillors to the Board of Trustees. As such, members of the Nominating Committee are not eligible for election to the Board of Trustees.	A fair and transparent process represents good governance practice. Once decided upon this can be enshrined in by-laws that are brought to Council as a whole and administered by the Secretariat.
The Nominating Committee will appoint a Chair from among its members.	
Actively encourage alumni whose skills align with the needs of Council and the Board to stand for election to Council	Cognizant of Board needs for particular skills that will change over time.
Liaise with the Board of Trustees Governance and Nominating Committee	The Board's GNC will have a good idea of their requirements for Trustee skills
Oversee the election of alumni to Council	Through application of appropriate by-laws
Oversee the election of alumni Councillors to the Board of Trustees	Through application of appropriate by-laws

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Nominating Committee Responsibilities and Structure	Rationale
Operate with full transparency and accountability and will report regularly to both the UCEC and Council at large.	

Council Election Process

Council Election Process	Rationale
Eligible candidates are those who are considered alumni by Queen's University at Kingston (having completed one year or session or the equivalent, and whose class has graduated). Honorary graduates are also eligible.	This remains the same as the current situation. Honorary graduates of Queen's will be explicitly included and recognized as alumni.
To be placed on the ballot for election, candidates must provide a statement of intent, two letters of recommendation from fellow alumni, and a CV	This slightly more rigorous process than is currently in place will provide a clearer idea of candidates' skills, their motivation and commitment. Guidelines should be developed regarding the statement of intent and points to be addressed in letters of recommendation.
The Nominating Committee may approach candidates to encourage them to submit their names for election.	This allows the Nominating Committee to look at ways of broadening the field, attracting strong candidates and calibrating for representative demographics, geographic location and discipline of alumni.
The Nominating Committee will review all submissions to ensure they meet the established criteria. All candidates who do so will be placed on the ballot for election.	This means ensuring all required documents are complete.
All Queen's alumni are eligible to vote in the election of Councillors.	The Council is to be a body of elected alumni.

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Board Election Process

Board Election Process	Rationale
The Nominating Committee, in consultation with the Board of Trustees and the Principal, will develop annually a skills and attributes matrix that may be revised from time to time.	As the Board reaches its smaller steady state, the University Council Trustees' skills are even more important in filling Board requirements. Only 10 (40% of the) Trustees will be appointed by the Board and hence able to be recruited for particular skills.
To be placed on the ballot for election, candidates must provide a statement of intent, two letters of recommendation from fellow Councillors, and a CV.	Statement of intent and letters of recommendation should address Board needs if at all possible.
The Nominating Committee may approach candidates to encourage them to submit their names for election.	Being proactive will help identify and encourage strong candidates.
The Nominating Committee will review all submissions to ensure they meet the established criteria. All candidates who do will be put forward on the ballot to Council membership for election.	This means ensuring all required documents are complete.

Advisory Function

Advisory Function and Mandate	Rationale
The Principal has the authority to request advisory assistance from Council, and may strike special purpose (ad hoc) committees to do so or ask individual Councillors for advice or to become involved in matters important to the University.	Council is a pool of elected alumni, and so offers not only perspective as engaged and connected individuals, but as links to the alumni community.

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Advisory Function and Mandate	Rationale
<p>The UCEC will identify at the beginning of each year areas of strategic or emerging importance to the University that would benefit from advisory task forces including Councillors. These task forces will have defined time-frames, work plans and topics, with the purpose of gathering input and advice, not in determining University policy or procedures. Membership will be open to all Councillors, who will be encouraged to participate in at least one task force or committee during their term.</p>	<p>Such task forces have the advantage of providing the Principal and senior administration with advice on matters that they view important and timely from individuals who have an external perspective but the best interests of the University at heart. While advice may be provided, this will be taken in the form of recommendations not direction. It also allows for flexibility on emerging topics.</p>
<p>Council may from time to time, and with 50% of Councillors voting to do so, request a formal update on specific topics from the Principal, the Board or Senate on matters of significant strategic importance to the University. Similarly, Council may bring to the Principal issues or concerns arising from its membership.</p>	<p>This goes back to the original Charter wording although in that case, it is the Board and Senate with which Council is mandated to be in contact. We have added the Principal.</p>
<p>Council may, from time to time and with a formal motion, strike their own special purpose committees to discuss matters of importance to the prosperity and well-being of the University to assist Council in formulating an opinion that it may declare in regard to such matters.</p>	<p>There may be occasions where topics of importance emerge that Council members deem important to examine or study.</p>

Councillor Responsibilities

Responsibilities of Councillors	Rationale
<p>Perform an ambassadorial and advocacy role for Queen's mindful of the charge "to take into consideration all questions affecting the prosperity and well-being" of the University. Councillors will seek to enhance the image and reputation of University Council and Queen's University at every opportunity.</p>	<p>As laid out in Consolidated Royal Charter with additional focus on proactively enhancing Queen's.</p>

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Responsibilities of Councillors	Rationale
Councillors are highly encouraged to be personally philanthropic to Queen's University, making an annual financial donation.	<p>Council's origin was as a body that contributed financially to the University at a time of severe fiscal restraint. A financial commitment was a requirement of membership.</p> <p>To be advocates and ambassadors of the University is to recognize the critical role private philanthropy plays in the health, well-being and sustainability of Queen's.</p> <p>An ideal situation would be to have 100% annual giving from Councillors – a challenge that was met by the Trustees.</p>

Other Issues

Recommended Transition Process	Rationale
The RPG recommends a gradual transition to 40 members. Once Council has approved the new model, all Councillors will be asked to consider whether they wish to remain to the end of the current terms under the new responsibilities.	Allows Councillors to work out current terms.
Distinguished Service Awards	Rationale
Council will retain responsibility for the selection of the Distinguished Service Awards and work with appropriate University departments to ensure they are properly recognized and celebrated.	The DSAs are very important for the University overall, and recipients continue to be important members of the community to engage