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*A Review of Governance at
The Sheridan College Institute
of Technology and Advanced
Learning*



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Introduction

In November 2020, the Board of Governors of Sheridan College (“Sheridan”) retained me to conduct a review of the effectiveness of the Board, the Senate and their committees and to make recommendations for improvement as deemed appropriate. The full scope of the review mandate is contained in Terms of Reference that are appended to this report (Appendix A).

In many instances, reviews of this nature are undertaken in response to a unique concern or crisis of governance and they become an important resource in helping the institution move forward and heal from the event(s). Within the Canadian post-secondary education sector, several reviews have been done in recent years following either discrete controversies or events¹ or in response to a series of contentious issues² that were having an adverse impact on the institution. Refreshingly, that is not the case here. This review has not been precipitated by widespread discontent or a challenging occurrence that has fractured the community. Instead, this review is rooted in an interest to ensure Sheridan’s governance is as effective as possible within the context in which it operates. That said, the global COVID-19 pandemic has certainly created some governance challenges for Sheridan, as it has for all of society. So, reflecting on best practices in a virtual environment is a driver of this review.

As can be seen throughout this report, there is much pride at Sheridan with respect to governance and much interest in continuing to be a leader in this area. As a result, it is hoped that this review exercise will be one of helping move Sheridan from good to great or from great to greater.

Review Methodology, Scope and Limitations

This exercise included a thorough review of relevant documentation relating to the Ontario college system as well Sheridan’s own governance documents, policies and procedures. I also conducted online research regarding governance at other colleges and at Canadian universities as well as information associated with good governance

¹ In 2015, the University of Western Ontario (UWO) instituted a review after significant controversy associated with the president’s compensation that led to votes of non-confidence by the UWO Senate. In 2017, Memorial University undertook a review of its governance culture and practices in response to the resignation of a student member of their Board of Regents based on a series of concerns regarding the conduct of the Board.

² In 2016, Sir Wilfred Laurier University underwent a review amidst growing concerns from multiple events including a new integrated planning and budgeting model, disputes regarding putting statues on the campus, and growing tensions between the Board of Governors and the Senate.

practices across Canada and abroad. A list of the main material sourced may be found at Appendix B.

I received valuable input from several community members (governors, senators and members of administration) either through written responses to questionnaires or through virtual interviews. In total, twenty-two people were interviewed. The questionnaires and interviews were open ended and were intended to allow everyone wanting to provide input to do so as fully as possible. The questionnaires distributed to governors and to members of the emergency academic senate may be found at Appendix C.

Were we not in a pandemic and had there been more time, it would have been interesting to obtain more input from the wider community. Oftentimes, governance reviews involve open sessions where community members can drop in and share ideas and extensive interviews are conducted with even greater numbers of people. In this case, neither time nor circumstances supported such endeavours. Further, the review I have been asked to undertake is fairly technical in nature relating to some of the finer nuances of good governance practices in the post-secondary sector.

I would like to note that the number of senators with whom I spoke was fairly limited. Sheridan has been operating with an Emergency Academic Senate since September 2020. The full senate session of 2019-20 ended in June 2020 and elections for various vacancies have not been undertaken yet. As a result, it seemed prudent to focus on gathering insights from the members of the EAS which is comprised of the speaker, senate committee chairs from 2019-20, LAC chairs, one dean, the president, the provost and the senate secretary. This group is highly knowledgeable about senate and provided rich, detailed insights. Although it would have been interesting to obtain input from other senators including student senators, I received informed input from knowledgeable individuals such that surveying a larger group (and figuring out who to include) was unlikely to have a significant impact on my assessment.

In the end, I am comfortable that I had the benefit of input from enough thoughtful and knowledgeable community members to be able to make the observations included in this report.

In assessing Sheridan's governance and considering opportunities for improvement, I sought to answer three basic questions:

1. Are the mandates, policies and practices of the board and senate consistent with Sheridan's public accountability and with good governance practices?
2. Are there changes that could be made to improve the overall effectiveness of board and senate including operating in a virtual environment?
3. What opportunities exist to advance Sheridan's commitment to equity, diversity and inclusion and to strong collegial participation in governance?

Sheridan's Governance in Context

Legislation

Governance at Ontario public colleges is highly prescribed. All of the province's public colleges including Sheridan exist by virtue of the *Ontario Colleges of Applied Arts and Technology Act, 2002* ("the Act")³ and its regulations. The purpose given to the colleges is "to offer a comprehensive program of career-oriented, post-secondary education and training to assist individuals in finding and keeping employment, to meet the needs of employers and the changing work environment and to support the economic and social development of their local and diverse communities."⁴

The Act establishes colleges as corporations⁵ and affirms they are agents of the Crown⁶. In other words, they are not fully independent entities accountable only to their members. Rather, they are operating on behalf of the provincial government with accountability to the people of Ontario. The Act requires each college to have a board of governors.⁷ However, it also gives the Minister of Colleges and Universities broad powers to issue policy directives "in relation to the manner in which colleges carry out their objects or conduct their affairs".⁸ Further, it permits the Minister to intervene in the affairs of a college in certain circumstances such as for failure to comply with ministerial directive or, more generally, when the Minister deems it "in the public interest" to do so.⁹

The composition, responsibilities and certain procedures required of the board are set out in considerable detail a regulation passed pursuant to the Act.¹⁰ The Board is composed of the following individuals:

- 1) Four members "internal" to Sheridan; one student, one academic staff member, one administrative staff member and one support staff member. Each of these four individuals are elected by their relevant group (i.e., students or relevant staff group);
- 2) the president of the college, and
- 3) an even number of other members with not less than 12 and not more than 20. Approximately 1/3 of these members are appointed by the Lieutenant Governor in Council and the rest are appointed by the board. No one appointed by the board can be a student or staff of an Ontario college.¹¹

Except for the president and the student member, all other members serve three-year terms with eligibility for re-appointment but they cannot serve more than six years

³ S.O. 2002, c. 8, Sched. F.

⁴ Act, s. 2(2)

⁵ *ibid*, s. 2(1.1)

⁶ *ibid*, s. 2(4)

⁷ *ibid*, s. 3(1)

⁸ *ibid*, s. 4(1)

⁹ *ibid*, s. 5

¹⁰ *Ontario College of Applied Arts and Technology, 2002 O.Reg. 34/03*

¹¹ *ibid*, s. 4

consecutively. The student member's term is two years with an opportunity for re-appointment but they may not serve more than four consecutive years. The president is a member by virtue of their office and therefore serves for the duration of time the position is held. Requirements for removing governors and dealing with vacancies are also set out¹².

The regulation obligates the board to perform certain tasks. These include submitting a strategic plan, a business plan and an annual report to the ministry and to ensure that they are made available to the public. It must also compile and report on key performance indicators.¹³ It must ensure the college balances its budget each year and, in the event of risk of accumulating a deficit, must have the budget approved by the Minister along with a plan to recover the loss.¹⁴

Several other decisions that usually rest with the board of a corporation are prescribed for colleges. For example, the college must consider for admission all holders of an Ontario secondary school diploma or its equivalent. Further, the board may not award any category of diploma or certificate without the approval of the Minister. All colleges must participate in the College of Applied Arts and Technology Pension Plan and all must participate in an insured benefit plan for its staff.¹⁵ Finally, Ontario colleges must participate in the College Employer Council¹⁶ which is responsible for collective bargaining for all college staff members pursuant to the *Colleges Collective Bargaining Act, 2008*¹⁷.

The regulation provides significant powers for the Minister to intervene in the affairs of a college when the Minister deems it necessary. The intervention can involve appointment of an investigator, issuance of policy directives, removal of board members, and appointment of someone to temporarily administer the business and affairs of the college.¹⁸

Directives

Beyond the legislation and regulation, the Ministry of Colleges and Universities has instituted several binding policy directives to which all public colleges in the province must comply. These directives range from issues associated with governance and accountability to matters of finance and administration as well as admissions criteria and program funding. In the category of governance and accountability, the most significant directive for the purposes of this review is the Governance and Accountability Framework Minister's Binding Directive, 2010 ("the GA Framework").

¹² Ibid, s. 6 and 7.

¹³ Ibid, s. 8.

¹⁴ Ibid, s. 9.

¹⁵ Ibid, s. 14.

¹⁶ Act, s. 7.1

¹⁷ S.O. 2008, c. 15

¹⁸ Reg, s. 15

First created in 2003 and amended in 2010, the GA Framework identifies “minimum expectations for governance and accountability of colleges” and “critical elements of the role of a college board of governors”¹⁹. Accountability figures prominently in the document and it is clear the province seeks to ensure that the responsibilities it has placed on colleges are being met. The Principles section of the GA Framework is particularly noteworthy:

Through the democratic process, governments are responsible for carrying out specific functions and are accountable to the public for the way in which those functions are carried out and the outcomes for the system as a whole.

Each board of governors of a college of applied arts and technology is responsible for the governance of the college and, as such, is accountable to the students, employers, and communities the college serves for ensuring that it is effectively and appropriately managed to achieve its established mandate and to provide needed services.

Colleges, as agencies of the Crown and as recipients of transfer payments, are also accountable to the broader public and the government for their actions, achievement of goals consistent with government priorities, and prudent financial management.

*The Minister of Training, Colleges and Universities is responsible for postsecondary education outcomes related to colleges as a whole and the use of public funds provided to colleges towards the achievement of government priorities.*²⁰

The Framework establishes a list of minimum responsibilities carried out by a college board of governors. They include specific accountability around setting the vision, strategic directions and overall goals, hiring and managing the performance of the president, approving business plans and budgets and ensuring goals and outcomes are being met. Most specifically related to governance are the following items:

- *“Establishing governance structures to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability”²¹;*
- *“Assessing regularly the attainment by the CEO of corporate goals and outcomes, and the effectiveness of the board with respect to governance”²²;*

¹⁹ Governance and Accountability Framework, Minister’s Binding Policy Directive, pg. 2.

²⁰ Ibid, pg. 2-3.

²¹ Ibid, pg. 3, A.I.

²² Ibid, pg. 3, A.V.

- Providing the public and the ministry certain information including a strategic plan of at least three years, a fiscal year business plan, an annual report, and performance measures²³; and
- *“The board of governors is to ensure that an advisory college council is established, the purpose of which is to provide a means of students and staff of the college to provide advice to the president on matters of importance to students and staff. The board of governors is to ensure that the structure, composition, terms of reference and procedures for the council are established in by-law. A report from this advisory council shall be included in each college’s annual report.”²⁴*

The foregoing legislation, regulation and directives provide a comprehensive foundation for assessing Sheridan’s current governance system and its efficacy. We can add to that general principles of good governance both within the post-secondary education sector and outside of it. With that, we can begin to consider existing governance practices and what improvements might be made.

Sheridan Board of Governors

Overall, my assessment is that board governance at Sheridan is very strong. This is a highly professional body with sophisticated policies and practices in place to ensure it meets its duties and responsibilities in an effective and timely manner. Some individuals noted that in years gone by, the board did not always operate with the level of professionalism it exhibits now. Some believe that diminished its overall effectiveness and they expressed the view that at times in the past, the board seemed to operate in a pro forma or “rubber stamp” manner.

Over the past few years, the board has conducted a thorough review of its operations and has instituted several changes. The bylaw and committee mandates have been reviewed and revised (save for Academic and Student Affairs Committee which is scheduled for review this year). A board planning cycle has been developed to ensure key commitments and deliverables are met in a timely fashion. Survey results for the past two years indicate strong agreement among governors regarding the overall effectiveness of the board.

Composition and Structure

As of this writing, there are 16 governors on the board; eight appointed by the board, three appointed by the Lieutenant Governor, one student, one faculty member, one administrative staff, one support staff, and the president.

²³ Ibid, pg. 3-4, B.

²⁴ Ibid, pg. 5, E.

Most of the details regarding board operations are contained in its operating bylaw²⁵. The board generally meets six times per year between September and June. Additional meetings are scheduled as required. They are typically two hours long but may be shortened or lengthened as needs dictate. Historically, regular meetings are held in person. In light of the pandemic, this practice has been suspended and the board has been meeting via videoconference. There are occasions when a special meeting is called to address high priority business that cannot await the next regular meeting. These are usually conducted by teleconference. Regular board meetings are open to the public.

Beyond board meetings, the board has had a practice since 2001 of holding a retreat annually. These are special events that enable governors to engage in more meaningful discussion on issues of importance to the college without the press of regular business. They also provide a good opportunity for governors to get to know one another better and share knowledge and experience. Board retreats are well recognized as valuable contributions to good governance. They can be particularly helpful in situations like Sheridan's where, by virtue of staggered term limits, new governors are joining the board each year. Practices like retreats help develop healthy relationships between board members which in turn fosters an environment conducive to candid dialogue and respectful debate.

There are currently three standing committees of the board; Finance, Audit and Property (FAP); Governance and People (GP); and Academic and Student Affairs (ASA). These committees meet at least three times per year usually for two hours. All governors serve on at least one of these three. The board chair and the president are *ex officio* members of all committees. Members of the senior leadership team may be resource members to the committees but they are non-voting. The current terms of reference for FAP and ASA contemplate that they may have non-voting members who are not governors²⁶.

The board and its committees are supported by a secretary. In addition to maintaining corporate records and ensuring proceedings are properly minuted, the secretary facilitates preparation of material to support board business, attends all meetings and provides governance advice as needed to the board chair, committee chairs and governors generally. The secretary also plays a key role in administering searches for qualified governors. At the present time, the secretary role is vacant and the board is being supported by the assistant secretary.

Governor role, appointment and education

²⁵ <https://www.sheridancollege.ca/about/administration-governance/leadership/board>.

²⁶ <https://www.sheridancollege.ca/about/administration-governance/leadership/board/committees>.

Governor selection and appointment is a crucial element of good governance of boards. Sheridan has a defined process of identifying the knowledge and skills needed of new governors and of ensuring vacancies are widely advertised. The GP Committee is tasked with interviewing candidates for external governor positions. The secretary maintains a skills matrix of current governors which assists the search for suitable candidates. On its website, the board has an open application inviting anyone wishing to serve to apply for appointment. As needed, the board also advertises vacancies through sources such as the Institute of Corporate Directors to encourage applications from a diverse range of qualified candidates who may not otherwise be aware of the opportunity. Over the past few years, and consistent with its interest in advancing equity, diversity and inclusion, the board has placed particular emphasis on increasing the racial and gender diversity of the board.

All governors are volunteers. They do not receive a fee or other remuneration for performing this role although they are eligible to be reimbursed for reasonable out of pocket expenses (e.g., travel expenses) associated with fulfilling their duties.

New governors are invited to attend orientation sessions designed to inform them about the board and its operations as well as to provide important information regarding the college, its mission and plans and its organizational structure. They are also provided with an orientation manual with reference documents covering a wide range of important subjects including ministry funding models, budgetary matters, student and staff data and Sheridan's programs and operations. Additional training on specific subjects of importance is offered from time to time. For example, in Autumn 2020 governors undertook a special training session on unconscious bias which mirrored the training offered to all staff of the college. This is directly related to Sheridan's commitment to advance equity, diversity and inclusion and to work through barriers to full, inclusive community participation for all.

Governors are also provided with two governance manuals. One is specific to Sheridan and is approved by the board. The second is a Manual for Effective College Governance and was produced by the College Centre of Board Excellence for use by all colleges in the province²⁷. Both of these manuals are useful reference documents to understand the role of the board, its individual members and to better understand the public accountability owed by the board.

To support continuous improvement, the board conducts a survey annually asking each governor to provide input on their experience as well as any recommendations they have to improve board operations. The results are tabulated, reviewed by the GP Committee and reported to the board so that, as needed, changes may be made.

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http://collegecentreofboardexcellence.ca/PDFs/Manual%20for%20Effective%20College%20Governance_FINAL_eng.pdf.

Sheridan has a Conflict of Interest Policy that is applicable to all community members including governors²⁸. The policy requires community members to declare any real, perceived or potential conflict of interest throughout their engagement with Sheridan. It sets out a range of behaviours that may give rise to a conflict of interest and includes a form through which individuals can declare a possible conflict. The form is submitted to the Office of General Counsel who ensures that it is directed to the appropriate individual for action.

Governors are also subject to a Code of Ethical Conduct. This affirms their fiduciary duty (loyalty, integrity, care, etc.) as well as their duty to comply with the letter and spirit of all applicable laws. It also includes expectations regarding their comportment toward each other, the president and the community at large. The process for addressing allegations of breaches of the code are contained in the board bylaw.

Although the governor orientation program is very good, some governors expressed an interest in having more ongoing training opportunities throughout their term. They noted that, in the early days of onboarding, the large volume of information received can make it difficult to fully absorb. Opportunities for staggered training throughout the year on key issues was of interest. Some also noted the importance of giving board and committee chairs access to training for those roles. Many governors are highly experienced as chairs while others may not be. It would be useful to build into the appointment process an opportunity for chairs-elect to discuss any development needs they may have before assuming the role.

Some believed that all governors should annually review the conflict of interest policy and code of ethical conduct policy and confirm when they have completed that review. This would supplement the existing practice, enshrined in the bylaw and ministerial binding directive, that at each board and committee meeting the chair asks governors to declare any potential conflict with any items of business on the agenda.

Agendas and Meeting Material

The overall quality of material coming before the board is high. The briefing note template ensures those bringing forward items of business clearly articulate the issues, their relevance to Sheridan's vision and strategic plan and the potential risks and opportunities posed. Board minutes are clearly drafted and effectively record resolutions reached and the nature of the discussion. The board makes good use of consent agendas whereby items of a routine nature can be addressed swiftly leaving more time for the most important issues. Agenda packages are routinely distributed far enough in advance to ensure governors have sufficient time to thoroughly prepare for meetings.

²⁸ Conflict of Interest Policy 2017. <https://policy.sheridanc.on.ca/dotNet/documents/?docid=977>

Board and committee agendas appear to be generally full and productive. This suggests the frequency and length of meetings are likely appropriate. That having been said, some governors would like to see more time for discussion at meetings. They believe greater opportunity for free flow discussion would benefit the college as a whole. Suggestions made to address this issue include 1) shortening formal presentations based on the knowledge that the material provided in advance has been reviewed, and 2) having the chair and committee chairs actively invite more dialogue and discussion on issues. To these I would add consideration of whether board meetings might be extended somewhat. Currently, they are scheduled for two hours five times per year. Adding even 30 minutes to some of these meetings might provide additional space for more robust conversation.

The board holds *in camera* meetings or sessions which are closed to the public. The board has approved an In Camera Policy that identifies the types of confidential matters that are dealt with in an *in camera* session²⁹. Members of management and/or legal counsel may be invited to remain for some or all of the session.

The *in camera* policy is useful for clarifying to the community the nature of business deemed confidential such that it is conducted without the presence of the public. However, at present it does not mention two other valuable uses of *in camera* meetings. The first is to give internal or external auditors access to the board without the presence of management. The second is to give governors an opportunity to surface concerns they may be reluctant to raise in the presence of management and to discuss options for addressing them.

It is good governance practice to have an *in camera* session on the agenda of each meeting as a matter of course even if it is ultimately not needed. Many boards divide their *in camera* sessions into two parts. The first includes the president in the absence of other members of management. For the second portion, the president also withdraws. The board or committee chair commits to ensuring any items arising in camera are properly addressed. Sheridan's board has already adopted this practice.

One item that emerged from the input I received relates to ensuring the board is functioning strategically and not getting involved in management of the organization. "Nose in, fingers out" is the oft-sited phrase to describe the role of boards and the importance of focussing on directing rather than trying to manage operations; the latter being in the hands of the president and team. While this division is well understood in theory, it is not always so obvious in practice. I received input on both sides of the issue. Some governors expressed concern that they felt they couldn't pursue certain lines of enquiry for fear of it being seen as too operational. Similarly, some members of the administration felt that board business or discussion sometimes veers into management territory. Having worked with and on several boards, this is a perennial challenge faced by many with no hard and fast solutions. What is most important is that all remain alive to the issue and that board leadership remains committed to navigating through it. Governors need to adequately understand policies and practices instituted

²⁹ <https://policy.sheridanc.on.ca/dotNet/documents/?docid=1100>.

by management in order to be effective in their oversight and foresight roles. Equally, the president must be able to lead operations and oversee the senior management team without undue interference.

Board-Community Engagement

College board meetings are open to the public. At Sheridan, notice of meeting dates, times and locations are posted on the governance website. Despite that, I understand it is exceptionally rare for community members to attend meetings as observers. While this may signal a lack of interest in the work of the board, it is more likely that the community doesn't have sufficient awareness of the meetings and items on the agenda to attend.

A few simple process changes could increase awareness of and interest in board business. First, I recommend that the agenda of board meetings be added to the website in advance of meetings so that the community can see the items of business to be addressed. Sheridan may wish to consider even going a step further by posting the entire open meeting agenda package publicly. It seems that most Ontario colleges are not in the habit of providing this level of transparency. However, within the university sector, it is a common practice. Sheridan may wish to follow that path.

Secondly, I recommend that meeting highlights be posted within the days following a meeting. Currently, the minutes are posted once they are approved at the next meeting. This is helpful but creates a gap of weeks or months. Many institutions post a highlight or report document shortly after meetings that reflects the decisions made and the items that were discussed.

Finally, the board may wish to explore options for touching base with the community through internal communications channels. Perhaps a note from the chair could be produced a few times a year and shared with students, faculty and staff.

Operating in a Virtual Environment

The pandemic has required the board and its committees to meet virtually and they are doing so by videoconference through Microsoft Teams. By all accounts, the transition to online meetings has been quite seamless and the board has experienced very few challenges in conducting business virtually. Motions can still be properly moved and seconded and votes are taken and recorded as easily as if the meeting were in-person.

Among the governors who commented on this, opinions were mixed regarding the benefits and losses associated with meeting virtually. Several noted that they missed the opportunity for informal discussion with their colleagues that naturally occurs when attending in person. Some also felt there was less dialogue on items of business in the virtual format. At the same time, others felt the level of engagement had improved

because online attendance is easier than travelling to a physical meeting venue. The saved commute time amounts to “found hours” for some that they can devote to deepening their knowledge of the agenda material and issues to be considered.

Governance in a virtual environment is a preoccupation for all boards these days whether in the public or private sector. Diverse views about the effects of virtual meetings are expressed regularly in governance circles and much is being done to ensure that boards remain robust and dynamic in the current context. Some boards are encouraging their members to sign in to meetings early and use the time to chat with their colleagues, much as one would do when arriving early to a physical board room. Others are creating chat rooms and discussion boards that enable members to connect with one another regularly. These simple tools can be useful in ensuring governors remain engaged with each other and stay connected to the college as a whole.

Advancing Equity, Diversity and Inclusion

Building and sustaining truly inclusive organizations and communities is the challenge of our time. In the words of Margaret Mead, “[i]f we are to achieve a richer culture, rich in contrasting values, we must recognize the whole gamut of human potentialities, and so weave a less arbitrary social fabric, one in which each diverse human gift will find a fitting place.”

Sheridan has expressed a public commitment to equity, diversity and inclusion that calls for all community members including governors to strive to “foster working, learning and teaching environments in which dignity, individualization, integration and full participation are valued and respected.”³⁰ Emerging from that commitment are several significant initiatives including Sheridan’s EDI Action Plan establishing concrete goals across six priorities. A number of the goals are particularly relevant for the board. The first relates to addressing barriers to access and participation for community members in advisory and decision-making processes. Two others involve participation in EDI training and embedding EDI competencies into “job-related activities and student leadership initiatives”.³¹

In 2020, the Canadian federal government introduced the 50-30 Challenge to encourage organizations to meet the following two goals:

1. “Gender parity (“50%”) on Canadian board(s) and senior management; and
2. Significant representation (“30%”) on Canadian board(s) and senior management of other under-represented groups, including racialized persons, people living with disabilities (including invisible and episodic disabilities) and members of the LGBTQ2 community. The program and participants recognize that First Nations,

³⁰ Sheridan’s Statement of Commitment to Equity, Diversity and Inclusion.
<https://www.sheridancollege.ca/about/administration-governance/leadership/inclusive-communities>.

³¹ Ibid.

Inuit and Métis peoples as founding peoples of Canada are under-represented in positions of economic influence and leadership.”³²

One of the three streams in the 50-30 Challenge focusses on post-secondary institutions, not for profits and charities. As of the time of this writing, Sheridan is one of only two colleges in Canada to have signed on to the challenge having done so in November 2020. The Board is actively pursuing the challenge and has successfully tapped into diverse community networks to attract several well-qualified governors. I understand that presently both the board and senior management have representation that meets these goals.

Governors are receiving unconscious bias training and other educational sessions to deepen their understanding of the challenges faced by members of marginalized groups. The structural, operational and educational changes needed to achieve real and lasting inclusion in the Sheridan community will need to remain a part of the board’s strategic thinking, business planning and risk monitoring efforts for years to come. It will be helpful to ensure that the board maintains an ongoing focus on EDI goals and outcomes.

In addition to the comments noted above, I have several observations and suggestions for the board relating to academic governance. To address them, we will need to first review issues relating to senate, its history and current operations.

Sheridan Senate

Sheridan is the only community college in Ontario that has a senate. Having reviewed the legislative and regulatory context of colleges, the existence of Sheridan’s senate immediately prompted questions regarding its history and purpose. Hence, before delving into its operations and practices, it is useful to review some of the background to its creation and how that has informed its work. With the assistance of the senate secretary and the board assistant secretary, I was able to review several historical documents relating to senate. It is possible other material exists on the subject but, in light of the pandemic and the provincial lockdown in place at this time, it was not feasible to have anyone attend the campus to find additional hardcopy material. That said, I believe I have had sufficient access to material and individuals with knowledge of the history to evaluate the body and offer recommendations.

Creation of Senate

³² Innovation, Science and Economic Development Canada, The 50-30 Challenge: Your Diversity Advantage. https://www.ic.gc.ca/eic/site/icgc.nsf/eng/07706.html#About_the_50/30

In the early 2010s and under the leadership of the college president at that time, Sheridan embarked upon an ambitious new journey to change its status from that of a community college to a university. In June, 2011 the Board of Governors passed a motion to endorse this new vision and granted authority to the President to move the vision forward. In Autumn 2011, Sheridan Vision – Journey to University Status commenced. A Vision Transition Steering Committee was formed and operated as a subcommittee of the President’s Council. Some 11 or so “engagement teams” were created by the Steering Committee to work on various aspects of preparing for university status. These included issues such as scholarship of teaching and learning, academic pathways, applied research, and governance.

The Governance Engagement Team (GET) was co-chaired by the president and a member of the board. Its purpose was to “envision, and make recommendations for, a governance structure that would fully support Sheridan University”. It included representation from both the board and the Academic Council in existence at that time. The GET researched and considered governance issues that would support Sheridan obtaining university status. Among other considerations, the team reviewed the criteria set by the Association of Universities and Colleges Canada (AUCC) now known as Universities Canada (UC) for membership in that body. One of the AUCC criteria is that an institution has “governance and an administrative structure appropriate to a university, including: Authority vested in academic staff for decisions affecting academic programs including admissions, content, graduation requirements/standards, and related policies and procedures through membership on an elected academic senate or other appropriate elected body representative of academic staff.”³³ The GET thoughtfully reviewed the unicameral, bicameral and tricameral governance systems that predominate in Canada. Ultimately, in its June 2012 White Paper, the team recommended that a bicameral governance system be adopted. That recommendation envisioned Sheridan’s academic council being “renamed” a senate while Sheridan continued to foster a strong board. Further, it recommended that Sheridan work with the provincial government to prepare institution-specific legislation to create Sheridan University. Finally, the group recommended that, after assessing readiness, it should apply for membership to AUCC.

In Spring 2012, the board passed a new seven-year Strategic Plan (2013-2020) that declared the college’s vision to become Sheridan University. None of the strategic goals in the plan involved governance changes such as creating a senate. Also, there is no record in the board agendas or minutes at the time indicating the board passed a resolution to create the senate. However, records do indicate that in September 2012, the academic council reconstituted itself as a senate. This involved, among other things, changes to its membership and renaming itself. It appears contemporaneous with this “conversion” the newly named senate adopted Senate Terms of Reference that, in large measure, are consistent with the current version. There is no record of the board approving senate terms of reference until June 2016. Revisions were presented to the Board in May 2018 and this version remained in use until the pandemic

³³ Universities Canada Membership Criteria for Institutional Members. <https://www.univcan.ca/about-us/membership-and-governance/membership-criteria/>.

interrupted normal senate operations in early 2020. On June 24, 2020 the Board approved creation of the Emergency Academic Senate as an interim governance measure to address senate-related business.

In its quest for university status, Sheridan received some public support from municipal authorities in Mississauga, Brampton and Oakville. However, I have been unable to locate any records indicating that the vision was supported by the province. Without provincial agreement to bring forward legislation creating the university, the vision could not be realized. What is known is that the Ontario government of the day had pledged to create three new university campuses to serve undergraduate students. In 2013, the province issued a Request for Expressions of Interest inviting Ontario universities to propose creation of new locations in certain communities around the GTA. This led to approval of a new campus of York University in Markham which was announced in 2014 and a renewed call in 2017 for proposals from universities to serve Brampton and Milton.

From 2012 until late 2018, Sheridan continued to move toward university status. I understand that considerable work was undertaken over those years on a variety of fronts such as developing more degree programs and hiring more faculty members with terminal degrees. In addition, in 2015, the board developed and ultimately approved amendments to its bylaw to “ensure that the Sheridan Senate is established...” and that its terms of reference are approved by the board. At some point, Sheridan also created a new Chancellor position to act as the titular head of the college. This was also embedded in the board bylaw.

By late 2018, the Sheridan University vision had waned, presumably in the face of no foreseeable commitment on the part of the province to realize the dream. Instead, work commenced on creating a new long-term plan with other goals and priorities. Sheridan 2024, the current strategic plan does not mention the pursuit of university status.

Meanwhile, the senate has remained in operation since it was first created in Autumn 2012. Considerable effort has been made over the years to review senate’s mandate, procedures and committees. It would appear there have been at least three reviews undertaken in the past five years. The latest was launched by the executive committee and involved obtaining input from the committees and the full senate. At a meeting held in January 2020, senate broke into smaller focus groups to discuss ideas for improving its standing committees. A series of suggested changes were prepared and discussed at the senate executive committee level. However, before the committee was able to reach consensus on the changes to propose to the plenary body, its operation was suspended due to the pandemic.

Role, Composition and Structure

According to its terms of reference, senate is responsible for “academic direction, academic policies and related academic decision making”.³⁴ It has exclusive powers over certain matters and advisory duties relating to others. Unless the board has reserved for itself certain decisions on academic matters, they are deemed to rest exclusively with senate. Some of the key exclusive powers named are:

- Approve all academic policies pursuant to Policy One;
- Approve the annual academic calendar;
- Approve requirements for admissions, content, graduation requirements and standards for all programs of students;
- Approve undergraduate scholarship, research and creative activities strategy; and
- Approve appointment of professors emeriti.³⁵

Advisory duties include matters such as the academic mission, goals, objectives, strategies and priorities as well as recommending endorsement of programs of study, granting honorary degrees and the criteria for the appointment of the president and the provost.³⁶

Senate is comprised of 72 voting members of which 48 are elected faculty members, 19 are ex-officio (including president, several vice presidents, deans and the president of the OPSEU Local), and five are elected student senators.³⁷ There are another six non-voting members. Two-thirds of senate must be faculty members. These seats are distributed across the faculties as well as Library and Learning Services, Counselling Services and the Centre for Teaching and Learning. They include both full-time and non-full time faculty members. Elected faculty members serve three-year terms with the opportunity to be re-elected for a second term. Elected student senators hold one-year terms with an opportunity for re-election for a second year.³⁸

Senators are remunerated for their participation. Each of the 48 elected faculty members are paid the equivalent of 3.5 hours per week to address senate business. The estimated cost for full-time faculty senator’s participation is around \$345,000. This figure is the same whether or not the faculty member takes on additional senate duties such as standing committee membership. The estimated cost for full-time administrative staff participation is \$188,000. The ten student members and five part-time faculty members attend senate at the cost of approximately \$40,000 per annum. This group is compensated for additional senate duties such as attending senate subcommittees and LACs. Ex officio members (president, provost, deans, etc.) are compensated in the sense that senate participation is part of their duties for which they receive an annual salary. The estimated cost for participants (full-time faculty, full-time administrators, students and part-time faculty) at senate, including subcommittees and LACs, is just over \$573,000.

³⁴ Sheridan Senate Terms of Reference, May 2018, preamble.

³⁵ Ibid., s. 1.1.

³⁶ Ibid, s. 1.2.

³⁷ Ibid, s. 3.

³⁸ Ibid, s. 3.6.

There are six officers of senate; a chair (who is Sheridan's president), a vice-chair (the provost), a speaker, a deputy speaker, the secretary of senate and a recording secretary the latter two being non-voting. The speaker and deputy speaker are elected annually by voting senators. The secretary and recording secretary are appointed by the chair.

Currently, senators are provided with some orientation regarding the body and their role although input received suggested there is an appetite for more robust orientation. At the first meeting of the year, an overview of senate may be provided by the speaker or the chair, but senators are not provided with comprehensive training with respect to their role and senate's procedures. Also, senate does not engage in regular self-evaluation such as through an annual survey.

According to its procedures, there are nine regular meetings of senate per year which take place on the fourth Thursday of the month.³⁹ Special meetings may be called at the discretion of the chair or the executive committee or by formal written request of at least 15 voting senators. Quorum constitutes 50% plus 1 of the voting membership.

Senate is supported by an executive committee and several standing committees. The executive committee is comprised of 10 senators and is supported by the secretary and recording secretary of senate as resources.⁴⁰ Among other duties, the executive committee is responsible for calling senate meetings, preparing agendas and ensuring decisions are properly recorded. As currently written, the executive committee does not have the ability to exercise authority of senate when full senate meetings cannot be undertaken; a function that many executive committees possess.

Current standing committees are:

Academic Appeals;
Academic Policy;
Program Quality Assurance;
Teaching and Learning; and
Scholarship, Research and Creative Activities.

Each committee has its own terms of reference that include its mandate and membership. Generally, there are nine voting members and a number of non-voting resource members (up to 12). Committees are scheduled to meet monthly. They are expected to provide a written report to senate annually. The senate terms of reference identify a sixth committee, Learning Partnerships and Academic Pathways but it was put on hold as of April 11, 2019 and has not been reconvened.

While the scope of this review does not include the operation of the Local Academic Councils (LACs) or the Professional Advisory Councils (PACs), it is worth mentioning them for information. There is one LAC for each of Sheridan's five faculties –

³⁹ Sheridan Senate Procedures, February 22, 2018, s. 4.1.

⁴⁰ Ibid., s. 6.1.

Animation, Arts and Design (FAAD), Applied Health and Community Studies (FACHS), Applied Science and Technology (FAST), Humanities and Social Sciences (FHASS), and the Pilon School of Business (PSB). The LACs are deemed to operate under delegated authority from Senate. It is mandated that two-thirds of their voting membership must be senators. LACs are expected to present a report to Senate annually.⁴¹ Each of the LACs have their own terms of reference that dictate their composition, meeting frequency and scope of work. Some meet monthly while others are bi-monthly. Some have sub-committees while others do not. The election process for members varies with some LACs seeking to ensure they have membership from each of the schools within the faculty and others having no such requirement. Some require the chair to be a full-time faculty member while others do not.

By ministerial binding directive, all colleges are required to have a PAC for each program or cluster of similar programs. These bodies include representatives of business and industry as well as faculty members and administrators. They make recommendations on new and existing programs of instruction and provide advice on a number of academic matters including student placements and scholarships. Pursuant to the Standards and Practices for the PACs, any recommendations they make are to be reported to the board annually through the provost.

Agendas and Meetings

Senate agenda packages are prepared by the secretary and distributed to senators through a SharePoint site. Senators receive an email in advance advising that the meeting material has been uploaded. The procedures indicate that proposed senate agenda material is to be received by the secretary at least five business days in advance of the executive committee meeting.⁴² The agenda package, as approved by the executive committee is to be distributed to senators at least four business days in advance of the senate meeting. The secretary has indicated she sometimes encounters difficulty meeting these deadlines due to delays in material being submitted to her. As a result, from time to time senators and executive committee members may be pressed to properly prepare themselves for meetings.

Senate meetings are open to the public and, in certain instances, non-senators may address the body. Senate has the discretion to consider items of business *in camera* when necessary.

Pre-pandemic, all senate meetings were held in person. Sheridan employed clicker technology to register votes on motions rather than through a show of hands. It required all senators to be present in the room when votes were being cast. Senate meetings were open to the public, but the technology was able to ensure that only senators were voting on issues. The anonymity of the voting process is consistent with

⁴¹ Ibid., s. 8.4.

⁴² Ibid, s. 4.3.

senate's procedures which call for votes to be cast by "secret ballot"⁴³. However, it diverges from normal practice of elected bodies where voting in secret is the exception rather than the rule.

With the suspension of regular senate during the pandemic, the Emergency Academic Senate meets virtually using Microsoft Teams. With less than 15 members, the EAS votes on items of business by using a hand-raising function in Teams. As with the board, in the pandemic environment, members of the public have not been attending EAS meetings. Hence, there hasn't been a need to create a process that ensures only voting members are participating in motions. If virtual meetings continue – either with the EAS or the full senate – consideration will need to be given to whether the public can sign on and observe meetings without having the capacity to vote on motions.

Senate role in advancing equity, diversity and inclusion (EDI)

All senators receive EDI training by virtue of their status as employees or students. The body is briefed on the college's institutional EDI plans. However, at this time, senate does not have specific objectives or priorities associated with EDI.

As previously noted, Sheridan's EDI action plan seeks to, among other things, foster inclusive participation in "advisory and decision-making processes". For a body like senate in which the majority of members are elected, achieving equitable representation can be challenging. Conscious and unconscious biases adversely affect candidates from marginalized groups in democratic processes. At the same time, the more representative constituent groups are, the more likely it is that senate itself will reflect that diversity.

There are measures that can be taken to help encourage members of marginalized groups to participate in senate. One is to make special efforts to advertise senate elections widely across the community and expressly encourage candidates from marginalized groups. A second is to create an environment at senate and committee meetings that encourages diverse perspectives to be shared. Sheridan has several community members with expertise in this area that can advise senate on the subject. For instance, among other resources, support can be found in the Inclusive Communities Division, the Centre for Equity and Inclusion, the Centre for Indigenous Learning and Support, the Equity, Diversity and Inclusion in Research unit and the Centre for Globalization and Internationalization.

Observations on Senate

The documentary review and the input provided in writing or through interviews by members of senate and those who attend regularly was very enlightening. From all the interviews conducted including with faculty senators, senior leadership, union

⁴³ Ibid, s. 5.1(ab)

leadership and governors, there is strong agreement on the importance of ensuring decisions relating to the academic mission of Sheridan are informed by those who have first-hand knowledge of the issues; most particularly, faculty members. These colleagues have a unique vantage point on education delivery and the challenges and opportunities needing attention. They are often the first to see developing trends with respect to student needs and interests and they can play an essential role in crafting effective strategies for advancing the college's mission. They are also an essential part of the feedback loop necessary to evaluate whether plans, priorities and policies are achieving their intended outcomes.

It is also worth noting that while many faculty members devoted considerable time to the "Sheridan University" vision including working on governance, the idea of creating a senate did not originate with the collegium. Rather, the vision appears to have been generated by the college leadership of the day endorsed by the board. No doubt there were many community members who believed in and aspired to achieving university status, but this was not a 'grass roots' initiative. In contrast, the current Sheridan 2024 Strategic Plan was developed with extensive participation from faculty, students and administrative staff across the college. The goals and priorities emerged from collective insight.

The unique history that led to Sheridan having a senate has had consequences for its effective functioning. Ontario's public colleges are not intended to have a bicameral governance structure. The legislative and regulatory framework does not support such a structure and instead holds the board of governors accountable for the college. This includes its role in hiring, overseeing and evaluating the performance of the president. In this way, the president is responsible for delivery of the mission, vision and mandate for which the board is publicly accountable. In performing that function, the province requires that there be a mechanism for faculty, staff and students to provide advice to the president on matters of concern to them and an expectation that the input will be transparent and shared with the board and the broader public. This is reflected in the GA Framework directive that requires each college to have an advisory council which reports to the board each year.

Based on my review of legislation, documentation and from input of those interviewed, I believe there are several challenges associated with senate that need to be addressed.

Legal and Structural Matters

As noted in the Governance in Context section, the *Ontario Colleges and Applied Arts and Technology Act, 2002* regulation expressly refers to admission requirements and awarding of diplomas as being powers of the Board⁴⁴. Yet, the Senate Terms of Reference give that body exclusive power to "approve the requirements for admissions,

⁴⁴ O.Reg 34/03, s 11(1)(c) and 12.

content, graduation requirements and standards for all programs” as well as exclusive authority over “all academic policies”.

The GA Framework Binding Policy Directive states the Board is “responsible for governance of the college and, as such, is accountable to the students, employers and communities the college serves...” for ensuring the college is effectively managed. It also mandates the board to establish governance structures “to enable the achievement of expected institutional outcomes with clear lines of communication and internal accountability.” The directive reflects the importance the province places on strong accountability systems that can ensure the college’s desired outcomes are achieved. However, Sheridan has attempted to grant exclusive powers to Senate which are exercised independently of the Board and without reporting to it. As a result, the Board cannot meet its accountability to stakeholders as contemplated by the directive.

Further, the Minister’s Framework for Programs of Instruction makes the Board responsible for several aspects of programs including approving them, ensuring credentials are consistent with the Credentials Framework, ensuring protocols for grading, advancement and dispute resolution are established and ensuring they are reviewed regularly. The exclusive authority senate currently exercises in approving all academic policies as well as content, graduation requirements and standards is inconsistent with the intention of the framework.

Neither of the two directives mentioned above provide express authority for the board to delegate these responsibilities to another governance body. In contrast, there is recognized power to delegate to the president accountability for the college’s performance and operation.

There is historical evidence that the province intended college governance to be different from that of universities given the different objectives of the two types of post-secondary educational institutions. Public colleges have a more targeted purpose than that of universities. They are required to be “career-oriented” and designed to assist in finding employment as well as meeting “the needs of employers and the changing work environment”. In contrast, universities have objects that are more general in nature, emphasizing the creation and dissemination of knowledge⁴⁵. Further, governance at Canadian universities has been informed by centuries of history of European universities and significant study on optimal structures to address the relationship between the university and government⁴⁶. It is interesting to note that in the 1960’s when the province was creating the community college system, it also opened a number of new universities. At the same time, significant reform of university governance was taking place. A national survey undertaken by Sir James Duff and Robert Berdahl in

⁴⁵ For illustration, both York University and Brock University have the following legislated objects and purposes: “(a) the advancement of learning and the dissemination of knowledge; and (b) the intellectual, spiritual, social, moral and physical development of its members and the betterment of society.”

⁴⁶ For example, see the 1906 Royal Commission on the University of Toronto which called for delegation of provincial government authority to a corporate board and some division of decision-making authority between the board and an academic body of senior scholars and academic administrators.

1966 resulted in governance changes at many Canadian universities within a bicameral system.⁴⁷ However, the province's colleges were not created with bicameral governance.

The legislative scheme and ministerial directives through which the college exists and operates require the Board to have internal accountability for decisions. Yet, based on senate's current terms of reference, it exercises exclusive decision-making powers over which the Board has no oversight role. This raises questions as to whether governors can fully meet their fiduciary duty if they attempt to relinquish their responsibility over a matter.

I would also point out that, in the university bicameral system, there are measures in place that help ensure the two governance chambers do not operate in isolation. For example, university senates usually reserve a certain number of seats for members of the board. In turn, the boards usually have senate members as governors. Since the membership of college boards is prescribed by legislation, this valuable bicameral linkage is not available to Sheridan.

Operational Matters

Beyond the fundamental challenge just described, there are several opportunities for improvement in the operations of senate.

Based on the input received, senate struggles for effectiveness and to meet the potential hoped for. While many spoke of how much they value the opportunity to discuss important academic matters and to share knowledge and experiences with colleagues across the college, the overarching message I heard was that senate meetings frequently come and go without much meaningful engagement. Several individuals indicated it is not uncommon that only one or two senators speak at a meeting. Many noted meetings are often dominated by presentations that, once delivered, do not elicit conversation or debate. Several reported having watched a number of senators spend most of the meeting answering emails or surfing the net rather than engaging in the subject on the floor.

The following illustrates some of the challenges senate and its committees face:

No clear alignment with the strategic plan – Senate does not have a cyclical workplan that aligns its focus and efforts on the college's plans and priorities. The current strategic plan includes several goals across four priority areas, many tied directly to the

⁴⁷ The report is described in several sources. See for example [The Academic Senate and University Governance in Canada](#), Jones, G; Shanahan, G; and Goyan, P. The Canadian Journal of Higher Education, Volume XXXIV, No. 2, 2004 pages 35-68.

academic mission. These include creation of innovative work-study opportunities, accelerated expansion of creative use of technology in pedagogy, universal design implementation and maximized curriculum and scheduling options for students. The college has a comprehensive planning process to help ensure it is meeting its goals and achieving intended outcomes in a timely manner. It is difficult to see how this can be achieved if senate and its work is not fully incorporated into the planning process.

Inadequate coordination with executive committee, standing committees and LACs –

The standing committees and the LACs are expected to report to senate annually. Under normal governance practices, standing committees report to the plenary body after each meeting. However, this has not been a practice and, as I understand it, the work of the LACs and standing committees is unclear to many senators. There appear to be several reasons for this. First, the LACs pre-date senate and had their own practices and rhythm before being tucked under the senate umbrella. It may be that changes needed to ensure appropriate synergy between the LACs and senate did not occur. With respect to the standing committees, several commentators noted that the scope of work being undertaken by the committees is unclear. They do not regularly report to senate on their activities. I note that in 2019, effort was made to have each LAC and standing committee report to senate. It appears this initiative was welcomed by senators and proved valuable.

Another challenge in this area is that all of the standing committees meet at the same time as the executive committee. As a result, the executive committee is impaired in its role of coordinating and monitoring the work of the committees and in its role in finalizing senate agendas. Further, while all members are also senators, membership rules do not ensure that all faculties within the college are represented. This can further hamper its ability to effectively perform its role.

Limited Business to Conduct – In reviewing senate agendas spanning two years, one can see they are not particularly robust. Unless there are policies or programs coming forward for approval, the agendas are generally fairly thin. Senate's role with respect to programs is to determine whether it will recommend to the board that a new program be approved. It appears the last new program senate considered was in November 2018. Hence, program discussions do not constitute a significant amount of senate's time. There is certainly more activity at senate relating to policy development, review and approval. But that still accounts for a relatively small percentage of senate's time.

It is sometimes the case that Senate meetings last an hour or less rather than the two hours set aside for it. When one considers there are 72 voting senators across three different campuses, it is important to ensure there is a compelling purpose for calling a meeting and bringing the body together. It may be that the current frequency of meetings (nine times per year) is excessive or that the opportunity to cancel meetings is not being used regularly.

Potential Overlap between Committee Mandates and Administrative Units –The current committees of senate are engaged in a wide range of activities, some of which are also

the focus of dedicated resources within the college. For example, the Teaching and Learning Committee's mandate is "to foster teaching and learning excellence through the mobilization of evidence-informed practices, recommendations, and strategies to influence the broader Sheridan community." At the same time, the college has a Centre for Teaching and Learning, headed by a dean and with full-time staff who provide a wide range of capacity building services and supports around teaching and learning.

Similarly, there is a Strategic Research and Creative Activities Committee which provides "guidance and direction to the Faculties and impacted Departments on matters related to scholarship, research and creative activities at Sheridan." At the same time, there is a Vice Provost, Research division that includes various sub-units with dedicated staff working to support research, innovation and entrepreneurship. This division created the current Strategic Research and Creative Activities Plan with input from the SRCA committee and the Sheridan community and is responsible for ensuring the desired outcomes in these fields of endeavour are achieved. To the extent that the committees are providing advice on these subjects to the provost or other responsible leader, the work is likely quite valuable. It is not clear, however, how this links to senate as a whole.

It is interesting to note that many of the challenges identified here regarding Sheridan's senate are also encountered by university senates. A fairly recent study on the subject of Canadian university senates revealed some of the difficulties those bodies encounter in maintaining levels of faculty engagement, avoiding role confusion, and effectively performing core functions⁴⁸. And these senates have the benefit of a clear, legislated role.

Options for Senate

It appears that Sheridan has been operating on the assumption that its senate meets the ministerial directive to have an advisory council. However, senate is a different creature in structure, purpose and composition. It is not designed to provide advice to the president; rather it seeks to exercise decision-making powers independent of the president or the board. Further, administrative staff are not represented on senate whereas the binding directive requires the advisory council to also be a forum for this group of community members to bring forward issues to the president.

Having regard to all of the above, I believe the board must act to align its governance with the provincial college governance context. Specifically, there needs to be a council in place that meets the expectations set out in the GA Framework. Also, the board needs to ensure it retains decision-making authority over key items of business affecting the academic mission for which it is accountable.

⁴⁸ Pennock, L; Leclerc, J; and Jones, G. "Challenges and Opportunities for Collegial Governance at Canadian Universities: Reflections on a Survey of Academic Senates" (2016) Canadian Journal of Higher Education.

Action taken to address these issues will involve either disbanding Sheridan's senate or making substantial revisions to it. No doubt that will be disappointing to some members of the community who value Sheridan's unique standing among Ontario colleges in having a senate and the engagement opportunities it presents. With that in mind, I would like to offer some suggestions on ways to move forward that might preserve some of the benefits of senate while also complying with the governance obligations placed on the board. My suggestions are based on the following value propositions that speak to Sheridan's character and which I have heard throughout this review:

- The board and president are committed to collegial governance in academic decision making. Robust community engagement and input is needed and encouraged to achieve excellence in these areas. In particular, decisions relating to academic policy and advancement of the academic mission must be informed by the knowledge and experience of faculty members.
- The mechanisms employed to facilitate engagement and advice should be integrated into the institutional planning processes that drive operations at Sheridan to ensure maximum impact is achieved from the resources devoted to the endeavour.
- The structures and processes employed should be designed in a way that maximizes inclusion and encourages participation from across the rich diversity of community members at Sheridan.
- Innovative thinking and clever use of technology are hallmarks of Sheridan and should be brought to bear to support governance.

With these in mind, I suggest Sheridan consider taking the following three steps.

1. Advisory Council

Sheridan should create an advisory council that conforms to the GA Framework with appropriate representation from faculty, staff and students to provide advice to the president. The size of council, frequency of meetings and scope of duties should be carefully crafted to allow the community to share information and advice in a meaningful way without creating an unduly formal or cumbersome structure. Having reviewed some of the councils at other Ontario colleges, there is certainly a wide range of models in operation. Some are relatively large (e.g., 20 voting members) where others are half that size. Some try to meet monthly whereas others meet three to five times per year. It appears most councils rely on plenary meetings rather than committees to conduct business. Terms of reference or a bylaw for the council should be developed and should address the scope of duties, composition and frequency of council meetings.

One might consider innovative ways of using technology to enable the community at large to actively contribute to council meetings. Colleagues in the Centre for Teaching and Learning are likely familiar with platforms that could support dynamic engagement from large numbers of people. Indeed, it may be possible to create a council that has limited formal membership but that hosts larger Town Hall-type events that are widely available to all.

An alternative to creating a new advisory council may be to substantially revise senate's terms of reference to allow it to perform that function, although this is likely less effective than creating a new council. In a higher education setting, the term "senate" has special meaning as an independent decision making body often embedded in a university's founding legislation. The changes needed here would make Sheridan's senate a different kind of body and would risk causing confusion with respect to the role that it plays. However, should the board wish to consider this option, a few of the key changes that should be implemented are:

- a) Identify the duties to be performed as advisory;
- b) Amend the composition to include administrative staff and ensure there is appropriate level of representation among faculty, students and staff members. Presently, senate membership is heavily weighted to faculty members (48) in comparison to students (5);
- c) Commensurate with the composition changes noted above, adjust the number of ex officio members (currently 19) appropriately;
- d) Review the committees to determine whether they should be retained or not and, if so, whether they should remain as part of the senate or have some other reporting relationship;
- e) Review the current LAC membership and processes and adjust as needed to ensure these bodies can continue to operate effectively.

2. Develop a Consultation Policy

Given the commitment to strong collegial participation in decision-making, Sheridan could create a policy that affirms meaningful consultation will be undertaken before certain decisions are made. Such a policy could identify who would be consulted, the circumstances under which that would occur and the mechanisms to be employed. One area of particular importance to include would be the development of policies directly affecting delivery of the academic mission and how the collegium will be engaged in that work.

Needless to say, the academic council may be one body consulted under such a framework. In addition, there could be others including the LACs, the PACs, student groups and/or the broader community. The consultation framework could also contemplate the creation of ad hoc discussion circles or working groups as needed. It would also be beneficial to reference how the input received will affect decision-making.

Many Canadian governments have developed consultation policies and frameworks specifically relating to their constitutional obligation to consult Indigenous peoples before making decisions that might affect the exercise of their aboriginal or treaty rights. Others have developed consultation frameworks of general application or to address specific issues such as policy creation and review. While these frameworks appear to

be less common in the post-secondary education sector, Sheridan is well situated to lead in the creation of one.

3. A Real or Virtual Faculty “Lounge”

It appears there is a genuine appetite for cross-disciplinary dialogue and information sharing at Sheridan. Through the review, a number of colleagues commented on how much they valued the opportunity to learn about issues and innovations happening in other faculties and to share experiences with other faculty members they may not otherwise encounter. In addition, Sheridan’s institutional plans speak of mobilizing innovation and creative learning/work environments and there is undoubtedly considerable effort already being made on those fronts across the three campuses. Creation of some sort of faculty lounge could provide a place for knowledge sharing and transfer and could help foster unconventional collaborations and mutual support.

In making this suggestion, I am borrowing to a certain extent from the historical concept of a faculty lounge; a gathering place for faculty members to socialize over a meal and to take a break from their usual environs. As has been made plain and obvious over the course of the pandemic, physical connection remains important and cannot be completely replaced by technology no matter how extraordinary the advancements in that area have been. However, this suggestion is not about recreating the lounges of yore. Rather, it is made to encourage the development of a range of pathways for meaningful connection between faculty members across the college. With three campuses and space constraints, relying on a physical location may not be feasible even after the pandemic has subsided. But there are likely opportunities for a combination of virtual and physical gatherings that would provide some of the benefits that traditional faculty lounges provided for collegial engagement.

Needless to say, consideration of this option should be undertaken in collaboration with faculty members and their representatives. It is possible developing such a “place” may not have the value or utility for Sheridan’s faculty that I am envisioning. However, it seems like an option worth pursuing.

Additional Recommendations

Review of Policy One

This policy sets out the framework for policy development and review. It seeks to divide responsibility for policies between the board, the administration and the senate. It is designed to ensure there is some consistency and standardization across all policies. It grants to the President/Vice President group authority for all “administrative policies”

except those reserved for the board and all “academic policies” are granted to senate except those the board otherwise notes as resting with it.

In light of earlier observations and recommendations, Policy One will need to be revised. In doing so, further consideration should be given to which policies should or must be approved by the board itself rather than delegated elsewhere.

For example, the Sexual Assault and Sexual Violence Policy is currently within the authority of administration to approve. Regulations under the *Ministry of Training, Colleges and Universities Act* requires the sexual violence policy and any amendments thereto to be approved by the board.⁴⁹ One could also clarify how the board’s oversight of compliance with policies will be undertaken.

Another issue for consideration is the policy review cycle in Policy One. It calls for each policy to be reviewed at least once every three years with discretion to modify the timeline as necessary. Sheridan currently has over 100 policies and procedures. Given the considerable time and effort required to conduct thoughtful, transparent review of them, the current three-year cycle constitutes significant time and energy from across the institution. The board may wish to consider extending the review cycle to every four or five years or consider whether the three-year cycle could be limited to those policies that are most active and in need of ongoing attention.

Conclusion

Overall, Sheridan has many good practices in place to support effective governance. While there are challenges associated with the creation and maintenance of senate, opportunities exist for Sheridan to be a genuine leader in governance among Ontario colleges and to do so in a way that reflects the value it places on effective collegial participation in decision-making. This is a moment for applying the innovation and creativity that Sheridan is known for to its governance.

It has been a pleasure to support Sheridan in the form of this review. I hope my observations and suggestions are useful.

I am grateful to the many members of the community who shared their knowledge and insights with me. Special thanks go to Ms. Jessica Hinchliffe, Assistant Secretary to the Board and Ms. Tracy Smith, Secretary of Senate both of whom were instrumental in compiling important documentation for me. Finally, I would also like to thank Ms. Beth Carter who acted as my notetaker during interviews with community members.

⁴⁹ O.Reg. 131/16 Sexual Violence and Colleges and Universities, s. 3(2).

Warm regards.

Maureen Armstrong

Appendix A Terms of Reference

THE SHERIDAN COLLEGE INSTITUTE OF TECHNOLOGY AND ADVANCED LEARNING TERMS OF REFERENCE - GOVERNANCE REVIEW (2020-2021)

Background

The emergence of the novel coronavirus in early 2020 has had a profound impact on daily life for most communities across the globe. For the Sheridan College Institute of Technology and Advanced Learning (“Sheridan”), like other post-secondary educational institutions, the pandemic has significantly affected many of our usual operating norms and processes. The need to limit access to our campuses while continuing to deliver high quality academic teaching to our students has required all members of the Sheridan community to swiftly pivot to new systems and approaches and for those accountable for the effective functioning of Sheridan to respond quickly to emerging needs. With sustained effort, perseverance and creativity, we continue to ably adapt to our changing world. That having been said, it appears the months and years that lie ahead will continue to present challenges for which we must prepare.

Led by its Board of Governors, Sheridan College is committed to exemplary governance practices. The Board regularly reviews corporate governance structures and processes to ensure that we comply with all legislative and regulatory requirements, while effectively meeting the needs of our students and the public, and that Governors fulfill their fiduciary obligations to the institution. We strive to continuously improve our governance systems so they can best serve our present and future needs. Over the past two years the Board of Governors has undertaken governance transformation in order to improve and streamline its processes.

The current circumstances of the pandemic have highlighted a need for further reflection on Sheridan governance structure and processes with a view to determining how they might be improved and, if needed, modified to response to these circumstances. Among other questions, we must determine how to optimize governance to operate in a virtual environment. We must also satisfy ourselves that the human, temporal and financial resources expended on governance are appropriate having regard to our legislated mandate and competing demands for those resources across the College. We must also ensure our governance system remains poised to advance our strategic plan and is a robust part of our ongoing planning cycle.

Based on the foregoing, the Board of Governors is commencing a review of Sheridan’s current governance structure and systems to identify and evaluate opportunities for improvement.

This review is being undertaken in the spirit of exploring how to further advance governance at Sheridan, while at the same time recognizing the circumstances created by the pandemic and best preparing us for the opportunities and challenges that lie ahead.

Review Mandate

To conduct a review of the effectiveness of Sheridan's Board of Governors and committees as well as its Senate and committees having regard to legislative responsibilities and best practices among Ontario colleges, and to make recommendations for improvement. In particular, the review will include the following with advice/recommendations for each:

1. A review of the Board's bylaws as well as policies, practices and procedures relating to Board operations and whether they support effective functioning of the Board;
2. Consideration of Board committee structure, composition and terms of reference and any opportunities for improvement;
3. Whether Sheridan's current governance structure and processes adequately ensure the Board can meet and is meeting its public accountability and fiduciary duty to Sheridan as found in the relevant legislation, regulations and directives including the Governance and Accountability Framework;
4. A review of Senate's mandate, structure, composition and procedures and whether they support effective functioning of Senate;
5. Consideration of Senate committee structure, composition and terms of reference and any opportunities for improvement;
6. The practices in place to ensure equitable and inclusive participation in governance and to avoid biases (implicit or explicit) that may create barriers to participation; and
7. A review of best practices for enabling effective student and collegial participation in governance and input into important decisions affecting the academic mission.

While Local Academic Councils (LACs) and Professional Advisory Councils (PACs) are also important elements of Sheridan's overall academic governance framework, the individual(s) conducting the review ("the Reviewer"⁵⁰) are not expected to include these bodies in the review. To the extent that LACs are deemed to be exercising Senate authority (according to the Senate Terms of Reference), the Reviewer may peripherally address them.

The Reviewer will have access to the information and materials they believe are relevant to complete the review.

The Reviewer will liaise throughout the review process with the Governance and People Committee which will act as the sponsor of the review. The General Counsel will act as the principal administrative liaison for the Reviewer.

The Reviewer may seek input and feedback, either in a formal or informal manner, from any or all of:

⁵⁰ "They" and "their" are used throughout this document as gender-neutral terms to describe the reviewer. The review may be conducted by one or more individuals.

- Members of the Board;
- Members of Senate;
- Individuals in administrative positions who regularly attend meetings of the Board, Senate and/or their committees as part of their regular duties including the Assistant Secretary to the Board, the Secretary of Senate and the General Counsel; and
- Other interested parties with knowledge of college governance including former members of the Board or Senate and representatives of the Ministry of Colleges and Universities.

The Reviewer will submit a written report to the Chair of the Board and the Chair of the People and Governance Committee in February 2021 setting out their observations and recommendations. Within a reasonable time after receiving the report, and following consultation with the full Board, the Chair will ensure it is made available to the Sheridan community. To the extent that the report contains confidential information, those portions will be separated out such that the non-confidential portions can be made available to the community.

Appendix B Documents Reviewed

Provincial:

Ontario College of Applied Arts and Technology Act, 2002 and regulations

Minister of Colleges and Universities Binding Directives:

Governance and Accountability Framework with strategy planning procedures

Protocol for Board Nominations and Appointments

Conflict of Interest

Admissions Criteria

Colleges Ontario Manual for Effective College Board Governance

Board Related Material:

Operating Bylaw

Conflict of Interest Policy

Code of Ethical Conduct

Governor Orientation material

In-camera Board meeting policy

Independent Governor Policy

Policy One

Board Evaluation Survey and results for 2018-19 and 2019-20

Full Board Agendas: Jan 2019 – December 2020

Committee Agendas: Jan 2019 – December 2020

Senate related Material:

Governance Engagement Team White Paper, June 2012

Senate Terms of Reference 2018

Senate Rules of Procedure 2018

Academic Advisory Council Terms of Reference

Senate Agendas: Jan 2019 – December 2020

Senate Committee Agendas: Jan 2019 – June 2020

Miscellaneous Material:

Brock University Act

York University Act

University of Western Ontario Report of the Governance Taskforce

Governance Review of Wilfred Laurier University

Memorial University Review Final Report

Terms of Reference of Academic Councils of Ontario colleges.

Innovation, Science and Technology Canada, 50-30 Challenge.

Appendix C – Questionnaires

Board of Governors Questions

1. How many years of experience do you have serving on governing boards (whether at Sheridan or elsewhere)?

Under three years.

Three to ten years.

Over ten years.

2. In your opinion, what is/are the greatest strength(s) of Sheridan's Board of Governors? (Please identify up to three).
3. What insights do you have with respect to the Board's committees? In your opinion, are the three existing committees (Finance, Audit and Property; Governance and People; Academic and Student Affairs) effective? Should there be more or fewer committees? Is the frequency of meetings appropriate? Are their terms of reference appropriate? Is the membership of each appropriate? Do you have suggestions for improving committees and their work? *(If your input only relates to certain committees, please indicate)*
4. Thinking about the amount of time the Board spends on oversight (e.g., overseeing Sheridan's performance, monitoring financial matters, etc.) versus the amount of time spent on foresight (e.g., identifying future needs and opportunities, developing strategic plans, etc.), are you satisfied with the balance? If not, what suggestions do you have for improvement?
5. Do you have any suggestions for improving the Board Bylaw or any of the policies and procedures relating to Board operations? Please describe.
6. What could the Board do to further advance Sheridan's commitment to equity, diversity and inclusion? Are there any actions you would recommend the Board take to be more inclusive?
7. Boards play a key role in overseeing risk management and in ensuring effective institutional response to crises. Based on your knowledge and experience, do you have any recommendations for the Sheridan Board with respect to managing risk and/or responding to a crisis?
8. Based on your knowledge of Sheridan's overall governance system (the function of Board, Senate and their committees, the system of policies and procedures and how decisions are made), what recommendations do you have to help ensure the Board is meeting its public accountability and fiduciary duty?

9. In light of the COVID pandemic, the Board and its committees are meeting virtually. Do you have any suggestions to improve the governance experience in a virtual environment?
10. Do you have any other recommendations to improve the Board?
11. If you would like to provide additional insights/recommendations in person, please provide your name and contact information.

Senate Questions

1. How many years of experience do you have serving on Senate?

Three years or less

More than three years.

2. In your opinion, what is/are the greatest strength(s) of Sheridan's Senate? (Please identify up to three).
3. Do you have any suggestions with respect to Senate's size (72 voting members), composition (see Terms of Reference for full list) and/or frequency of meetings (usually nine per year)? Should it be larger or smaller? Meet more frequently or less? Include other community members?
4. What insights do you have with respect to Senate committees? In your opinion, are the standing committees described in the terms of reference effective (Academic Policy; Program Quality Assurance; Teaching and Learning; Scholarship, Research and Creative Activities; Academic Appeals, Learning Partnerships and Academic Pathways)? Should there be more or fewer committees? Is the frequency of meetings appropriate? Are their terms of reference appropriate? Is the membership of each appropriate? Do you have suggestions for improving committees and their work? *(If your input only relates to certain committees, please indicate).*
5. In your experience, how much time does Senate spend on the following categories of business (as a total percentage of Senate meeting time):
 - 1) Substantive decision-making per section 1.1 of the Terms of Reference (e.g., approving academic policies, admissions, content, graduation and program standards; setting academic calendars, approving undergraduate scholarship, research and creative activities, etc.);
 - 2) Providing advice to the Board of Governors per section 1.2 (e.g., academic mission, goals, mission, objectives and strategy, recommending programs of study, input to long range strategy, granting honorary degrees, etc.);
 - 3) Receiving/discussing information from senior leadership regarding institutional activities, planning and operations;
 - 4) Receiving updates from Senate committees or LACs.

6. To what extent, if at all, is there duplication of effort between the Local Academic Councils and Senate or its committees? What suggestions do you have to prevent this from happening?
7. Do you have any suggestions for improving Senate's Terms of Reference or its Procedures? Please describe.
8. What could Senate do to further advance Sheridan's commitment to equity, diversity and inclusion? Are there any actions you would recommend Senate take to be more inclusive?
9. In light of the COVID pandemic, the Emergency Senate is meeting virtually. Do you have any suggestions to improve the governance experience in a virtual environment?
10. Do you have any other recommendations to improve the functioning of Senate?
11. If you would like to provide additional insights/recommendations in person, please provide your name and contact information.