

MEMORANDUM

To: Western Community Members

From: Chirag Shah, Board of Governors

Date: September 9, 2015

Re: Board of Governors – Chair’s Update

News regarding the President’s compensation last April gave rise to a number of issues around how Western is governed and, in particular, the way in which Western’s Board of Governors operates. I want to update you on actions taken by the Board of Governors and other activities underway in response to those concerns.

1. Governance Review Task Force

In June, the Board struck a task force to review the issues and develop recommendations. The 10-member task force is composed of faculty, students, staff and alumni Board members, elected by their fellow governors. Matthew Wilson, a City of London Board appointee, is chair of the task force and Professor Brian Timney, the former Dean of Social Science, is Vice-Chair.

The task force wants to ensure Western is at the forefront of university governance. Using universal board governance principles as its template, the task force will review and assess the Board’s governance processes and procedures, and make recommendations. The task force has established three areas of focus:

Relationships and communications with the larger community

- What is our relationship with the Senate?
- What structural connections are in place? Are they effective? Are they being properly used?
- What is our relationship with the wider university community?
- How can the Board engage more directly with the university community?
- What opportunities are available for the Board, and for Governors, to learn more about day-to-day campus activities?
- What is our relationship with the wider external community?
- How can the Board engage more directly with the wider external community?
- To what extent is Board engagement appropriate?
- How can the wider external community bring issues and concerns to the attention of the Board?
- What communications measures are in place to support the above?

Structure of the Board/Delegation of Authority

- Do we have any gaps in our Board structure? Are our processes being properly implemented?
- Are the terms of reference of our committees appropriate?
- What is the role of the Senior Operations Committee?
- Are we properly delegating responsibilities to committees, to the appropriate committee, or to administration?
- Does our committee structure follow U15/Ontario-wide best practices for governance structures?
- How are external, Board-elected members selected?
- How do we ensure we have diversity of membership appropriate for our Board?
- Do Board meetings meet the needs of the University and Governors?
- Are Board and committee agendas appropriately structured?
- How do we ensure that members are confident in the delegations that have been made, and that enough information is being presented without members being overwhelmed with information?
- Is information presented to members at an appropriate time in the decision process?
- What are the roles and responsibilities of the Board Chair and of Committee Chairs?

Role of the Board and of Board Members

- Are the statements on [Board responsibilities](#) and the [role of Board members](#), approved by the Board in 1997, still relevant? Should they be reviewed?
- Is our current orientation/on-boarding process sufficient? If not, how should the process be revised to make it more effective?
- Are there issues of Board culture? If so, what are they and how can they be addressed?

The task force members have divided into three working groups, with each group assuming responsibility for one of the focus areas. They will review relevant documents, and develop a list of individuals and groups outside of the task force who should be consulted, particularly with respect to relationships and communications. The Chair and Vice-Chair of the task force will meet with leaders within the Western community, as well as key stakeholders in the external London community.

A dedicated [website](#) has been created with information on the task force including an email address - board-governance-review@uwo.ca - where ideas and suggestions can be sent to the task force.

The task force will review its mandate and progress with the Board of Governors at the Board's annual retreat in late September.

We anticipate the task force report will be presented at the Board of Governors' November meeting in the open session.

Board Vice-Chair Hanny Hassan and I are also in the process of meeting with the Deans for the purpose of better understanding opportunities and challenges their Faculties have and, in particular, those that apply at a governance level. One of my goals is to implement a process that will see meetings between the Deans and the Board leadership occur at least annually. As a first step, the Deans have been invited to attend the September Board retreat. From the work of the task force, I hope to find ways in which the Board can hear from other constituencies within the university.

2. Review of Presidential Contract and Approval Processes

Former justice Stephen Goudge was appointed in the late spring to conduct an independent review of questions regarding the president's contract. The full terms of reference for his review can be found [here](#). He has spent much of the spring and summer interviewing stakeholders from across campus and we anticipate receiving his report in the early fall. That report will be made public.

3. President's Consultation

I am pleased with the progress the President has made in his consultations. He has met with several hundred people on campus and I encourage those who have not read [Dr. Chakma's report](#) to do so.

4. University Budget

Questions have been asked and concerns expressed around Western's budget model and processes. The Board of Governors has the responsibility for approving and monitoring Western's capital and operating budgets, and we will be carefully reviewing the findings from the [Provost's task force](#) on Western's budget model. That report is expected to be completed by the end of December.

5. Rankings

The Board remains fully committed to Western's strategic plan [Achieving Excellence on the World Stage](#) and with continuing to measure Western's success against that plan. One of the most challenging and longer-term goals is to double the number of academic Departments, Schools and Faculties that rank among the world's top 100 universities in major international surveys. We know other global universities are not standing still. That makes it all the more important that, in these financially challenging times, we invest strategically in excellence and recognize the wide range of exceptional teaching and research that is occurring across the university.

6. Senate

For Western to be recognized as one of the best universities in the world, the Board and the Senate need to work together. In particular, the Board must give full consideration to the collective wisdom coming from our colleagues on Senate. While we may not always agree on issues, it's important that there is mutual respect and understanding for the part each body plays in ensuring Western's success.

One of the significant achievements of the governing structure this past year, and an example of Senate and Board working effectively together, was the approval of a new Campus Master Plan. That plan was developed from a campus-wide process and both Senate and the Board approved the document. At both levels of governance there was very thoughtful discussion of what was being proposed for the future of our campus.

The Senate has created an [ad hoc committee](#) that will also be reviewing decision-making practices and processes at Western. It is anticipated that the committee will have a preliminary report for Senate by January 2016. The Board looks forward to receiving that document.

Western has been through a challenging time that has resulted in widespread consultation and a great deal of reflection. But as public and as painful as it has been at times, I believe the work that is underway will, in the end, strengthen our governance and our university.