

**York University Board of Governors (BOG):  
Grave deficiencies in representativity, transparency, accessibility, and accountability**

Report prepared by the YUFA Governance Subcommittee,  
December 2023

**CONTEXT:** This report identifies grave deficiencies in representativity, transparency, accessibility, and accountability at the York University Board of Governors (BOG). The Office of the Auditor General of Ontario found similar deficiencies at [Laurentian University](#), and its just released [Value-for-Money Audit](#) of York University points to similar financial oversight concerns. Operating as a closed shop, the BOG has unilaterally created new faculties and campuses, usurped Senate powers for academic planning under the York University Act, developed major capital projects that have substantially increased York University's debt load, while deferring close to \$1.04 billion of maintenance on existing structures. Through the President's office, it has taken control of the Senate and led changes in Senate rules that increase the power of the Senate Executive and restrict faculty participation in Senate decisions. Through confidential searches, it controls the appointment process for all senior university administrators. It has no open process for listening to the University community and responding to its concerns, no mechanism for evaluating its own performance, and little sense of accountability to the University community.

As a result of the BOG's prioritization of capital projects over education quality, student-instructor ratios have increased, reducing student access to their professors. Course offerings and programs have been cut, leaving students with fewer academic options. The university has a dismal labour relations record. Grievances are increasingly being litigated in arbitration. Costly external mediators are used to resolve workplace disputes rather than collegial mechanisms. In the last three years alone, York University was involved in 48 rulings from the Ontario Human Rights and Labour Relations Tribunals. More than a decade of efforts in collective agreement negotiations to increase democratic decision-making at the BOG have been firmly rebuffed by the BOG.

**LEGAL PROVISIONS FOR BOG MEMBERSHIP:** BOG membership is determined as follows:

- Under the York University Act, the BOG includes the Chancellor, the President and up to thirty members, elected for a term of four years.
- BOG By-laws provide for 6 internal members: 2 members to be appointed or elected by the Senate; 2 students to be appointed or elected by the Student Senator Caucus; and 2 members of the full-time non-academic staff of York University to be appointed or elected under nomination and election/appointment procedures to be determined and administered by the Board Executive Committee.
- BOG By-law VII.1 provides for up to 24 external members: 2 York University alumni to be appointed or elected by the York University Alumni Board to serve for a term of four years; 22 persons proposed by the BOG's Governance and Human Resources Committee and elected by a majority of BOG members. The Governance and Human Resources Committee will have the responsibility of proposing candidates 'who will best serve the needs and interests of the University' and 'who broadly represent the public community. Without limiting the generality of the foregoing such candidates shall be reflective of the Arts, Business, Industry, Labour, Professions, Sciences, and the community at large.'

**APPOINTMENT PROCESSES:** The BOG appointment processes for Senate, non-academic staff, student, and the York University Alumni Board (YUAB) representatives are all controlled by the university administration or the BOG.

**a) Faculty (Senate)**

There are several deterrents to faculty members being Senate Candidates to the BOG.

- They must be a Senator at the time of election, and throughout their 2-year tenure.
- There is no specific call for nominations. The Senate elections for BOG members are part of elections for numerous other Senate Committees.
- The time frame for nominations and elections is very short, one week, and occurs at the beginning of May when most faculty are submitting final grades for their courses or preparing presentations for May conferences.
- The Senate Executive controls whose candidacies are put forward for election.
- Senate representatives cannot maintain their membership in their union (YUFA) while sitting on the BOG, thus limiting their ability to represent their Senate or faculty union constituency.
- They are also subject to strict confidentiality rules, which discourage them from communicating with YUFA colleagues even about those issues brought to the BOG through public meetings, and not under confidentiality requirements.

**b) Non-academic Staff**

The process for appointing the two members of the full-time non-academic staff of York University is stringently controlled by the BOG.

- Nominations are received directly by the BOG's Executive Committee
- Elections are held each spring at a date set by the University Secretary and are administered by the University Secretariat under the direction of the BOG's Executive Committee.
- The time frame for nominations and elections is short. Nominations are called for one month before the date set for the election and are open for two weeks. They must be supported by the signatures of 10 members of the full-time non-academic staff.
- The BOG's Executive Committee can filter nominations before they even reach the election process. It could be intimidating for numerous staff members to submit their nomination directly to the BOG's Executive Committee.
- YUSA candidates can also find themselves running against management staff, members of the Confidential Professional and Managerial Employees Association (CPM).
- As a result, it is not surprising that non-academic staff BOG members tend to have worked with senior university administration and thus are unlikely to question BOG decisions.
- Non-academic staff BOG members cannot serve as an officer of their union or association, which limits their ability to serve as representatives of their community.

### **c) Students:**

The election process is run by the University Secretariat with major deterrents to participation.:

- The timing of the election process discourages meaningful student participation. The call for nominations, campaigning and vote take place in March when students are struggling to complete papers and tests. Given 50 student signatures are required, the short nomination period (less than 10 calendar days) makes putting a nomination package together difficult.
- The call for nominations is sent out with little advance notice over Y-File, which students may or may not read, and is not highlighted in any way. The voting period is short.
- Student nominees must sign a statement of acknowledgement that threatens them with penalties including expulsion if they do not respect BOG confidentiality.
- The University Secretary and the BOG can pre-screen student members.
- The BOG is not required to accept the students elected.
- Restrictions on campaigning leave students at the mercy of the university's unilateral application of the Code of conduct, which includes expulsion and has been used in the past by the administration to unduly muzzle student criticism.
- Students on the BOG cannot remain members in their Federation and must respect BOG confidentiality rules, making it impossible for them to represent students meaningfully.

### **d) York University Alumni Board**

The appointment process for the two required alumni BOG members is opaque.

- No information is given on any York University website about how these two members are appointed or elected by the York University Alumni Board (YUAB) or what the relationship is between the YUAB and the York University Alumni Association (YUAA).
- The YUAA does not have its own website or a webpage at York University. It is not an association but a corporation whose main officers are the university President and Vice-President, Advancement. YUAB members are appointed by the University President.
- The York University webpage for the [YUAB](#) provides no information about how the YUAB operates or its relationship with the YUAA.
- The YUAB's Nominations and Governance Committee with support from the Office of Advancement recommends and vets YUAB nominees to the BOG.

### **e) Other external BOG members**

The appointment process for external members of the BOG is completely controlled by the BOG:

- Appointees are proposed by the BOG's Governance and Human Resources Committee and elected by a majority of BOG members. There is no public call for nominations.
- Under BOG By-laws, nominees should be able to demonstrate skill, interest, and knowledge in at least one (and preferably more) of the following areas: Risk Management; Finance/Investment; Marketing, Communications and New Media; Fund Raising; Real Property; Employee Relations and Human Resources; Government and Community Relations; Law; Science, Health, Research, and Innovation; Performing and Fine Arts; Business; and Technology.
- The wording under each category implies a prior commitment to BOG priorities, making it unlikely that external members will have an independent perspective on BOG decisions.

## REPRESENTATIVITY:

### a) Representativity by professional activity

Since 2016, when BOG composition has been tracked, the external members of the BOG do not respect BOG By-laws for a broad representation of the public community. No external appointees come from blue- and white-collar unions, small business, health and social services, education, government, or non-profit organisations. External BOG members are almost all CEOs or senior executives in big business, finance, and law firms:

- BOG external membership in 2016: Of the 21 non-university members, 18 (86%) were company Presidents or CEOs, and of the remaining three, one was a senior partner in a corporate law firm, one a senior Vice-President of a financial institution, and one the spouse of a pharmaceutical company CEO. Twelve members (57%) were from the banking and financial sector. Two (9.5%) were presidents of private medical companies. Two others (9.5%) came from the cultural sector but occupied senior managerial or CEO positions. Except for one volunteer connected to a family pharmaceutical company foundation, there were no representatives from the non-profit sector.
- BOG external membership in 2018: All 20 external BOG members came from big finance (40%) and big business (60%). In terms of rank, 17 (85%) held President, CEO or senior executive positions, and the remaining are senior partners in the corporate law sector.
- BOG external membership in spring 2023: Of the 17 external BOG members, 8 (47%) are from the finance sector, 7 (41%) from big business, including corporate lawyers, and 2 (12%) from senior administration in film (1) and medicine (1).

### b) Representativity by Gender

While the number of women BOG members has increased since 2016, the key BOG committees continue to be chaired by men. No information is available with respect to BIPOC and LGBTQIA2+ self-identification.

- BOG external membership in 2016: Of the 21 external Board positions, only 6 (28%) were held by women. Overall, including all 29 BOG members, only 10 (or 34%) were women.
- BOG external membership in 2018: Despite the adoption of Ontario legislation to improve gender equality on corporate boards, of the 20 external BOG members, 14 (65%) were men and only 7 (35%) women. The distribution of committee chairs reinforced the under-representation of women. Of the seven BOG committees, only one, the External Relations Committee, responsible for fund-raising and out-reach, was chaired by a woman. The key committees of Governance and Human Resources, Academic Resources, Finance and Audit, Land and Property, and Investment, were all chaired by men. Since the Executive Committee is composed of the Chairs of the other committees and the BOG Chair, its gender ratio was 6 + 1 men (88%) to one (12%) woman.
- BOG external membership in spring 2023: The BOG has included more female external members. Of the 17 external appointees, 9 (53%) are women and 8 (47%) are men. There is also a more balanced distribution of committee chairs. Of the seven committees, 4 (57%) are chaired by women, and 3 by men (43%). As a result, the Executive Committee has achieved a gender balance with 3 + 1 men (50%) and 4 (50%) women. However, the key committees of Governance and Human Resources, responsible for appointing BOG members, Academic Resources, and Investment remained chaired by men.

### c) Representativity by educational program

External BOG members come predominantly from law and business programs, meaning that the programs of study of more than 90% of York students are not represented at the BOG:

- BOG external membership in 2016: The educational background of external BOG members was not analysed in comparison to the faculties and programs of study at York University. Given that 18 (86%) of the 21 external members were company Presidents or CEOs, and the three others were a senior corporate law partner, a senior financial institution Vice-President, and the spouse of a pharmaceutical company CEO, it is likely that at least 95% held business or law degrees, representing about 5% of York student enrollments.
- BOG external membership in 2018: Of the 20 external members of the Board, 10 (8 men and 2 women) or 50% held MBAs (one held an equivalent business management degree) and 7 (6 men and 1 woman) or 35% a law degree. In total, 85% of Board members came from an MBA or LLB background, representing about 5% of York student enrollments. 60% (12) were graduates of Osgoode Hall Law Faculty and the Schulich School of Business. Five (25%) Board members sat *concurrently* on advisory Boards of Schulich, including the Chair of the Board and the chairs of three important committees: the Executive Committee, the Investment Committee and the Land and Property Committee.
- BOG external members in 2023: Of the 17 external BOG members, 10 (59%) hold MBAs or degrees in business administration, commerce, or public administration, and 3 (18%) a degree in law. In total, 77% of external BOG members come from a business or law background. If one BOG member who holds an MD but also an EMBA is considered, the total number of BOG members with a business or law background increases to 14 (82%). One BOG member holds a BFA but works as an arts administrator, another member holds a BA in Political Science but is the CEO of a company. No information on the educational background of one external BOG member is given. External BOG members (41%) continue to have strong links to Schulich (5 members or 29%) and Osgoode (2 members or 12%).

### d) Francophone Representativity

York University, following its partial designation under the French Language Services Act, is required to have [effective Francophone representation on its BOG](#). There is no indication that the BOG seeks to appoint Francophone members. Linguistic competence is not listed in the Board Composition Protocol and JCOAA requests for the names of designated Francophone members have been declined.

### ACCESSIBILITY AND TRANSPARENCY:

To all intents and purposes, the BOG has a bunker approach. Community communication with the BOG is actively discouraged. The BOG has no explicit processes to receive and consider input from the York university community. Public participation at meetings is severely restricted. Internal BOG members representing Senate, non-academic employees and students cannot maintain positions on their union or association. This, and rules of confidentiality, impede any communication by them with their constituencies. Senior university administrators do not represent reliable vectors for communication of community concerns to the BOG since they are appointed by the BOG and are dependent on the BOG for their performance evaluation and compensation. As a result, the BOG operates in isolation from the community it serves.

#### **a) BOG meetings**

Possibilities for members of the York University community to have their concerns heard at BOG meetings or to impact BOG decisions are limited.

- Under its By-laws, BOG meetings are open to the public, but numerous restrictions apply.
- Non-BOG members wishing to speak must give advance notice and can only be heard at the discretion of the BOG.
- The issue of space is routinely used to limit public presence BOG meetings.
- Agendas and synopses are available on the BOG webpage, but they consist only of brief announcements of decisions.
- The BOG's excessive use of in camera requirements and confidentiality contains debate.

#### **b) Board / Senate Communications:**

Provisions for communication between the Senate and the BOG are set out in the [Senate Executive Committee Terms of Reference](#):

- The provisions call for a top-down approach with the BOG announcing its decisions. The possibility to receive feedback before decisions are made is restricted to two meetings per year between the Senate and BOG Executive Committees.
- The Senate Executive's control over the agenda of Senate meetings and restrictions in participants' speaking time further impede communication through Senate of university community concerns to the BOG. While the functioning of Senate is not considered in this document, the [YUFA Governance Committee](#) has expressed concerns about increasing administrative control of Senate and restriction of debate.

#### **c) Written Submissions and Informal Communication:**

This possibility for communication of community concerns to the BOG is clearly discouraged:

- York University community members can write to the BOG, but only via the University Secretary. It is unclear whether the Secretary forwards their correspondence to BOG members and, if so, whether it is sent to the BOG Chair or Executive Committee, or to all BOG members. No email addresses are given for individual BOG members.
- Confidentiality requirements and the obligation for internal BOG members to distance themselves from their union/association impede communication with their constituencies.
- At the same time, the strong links between BOG external members and the faculties of Schulich and Osgoode provide opportunities for these BOG members to receive informal input from these constituencies.

#### **d) Information requests**

The BOG through the administration has strongly opposed requests for financial information through FIPPA ((*YUDC v. Information and Privacy Commissioner*, 2022 ONSC 1755) and through YUFA. The role of the York University Development Corporation (YUDC) in developing and promoting capital projects and its relationship with the BOG and reporting requirements are not acknowledged clearly by the BOG or by the University.

## ACCOUNTABILITY MECHANISMS WITHIN THE BOG:

Confidentiality requirements make it impossible to understand how the BOG makes its decisions and whether possibilities for internal dissent can reinforce accountability, but the BOG website suggests that the BOG structure does not reinforce internal mechanisms for accountability:

- BOG meetings: At present, the [BOG meets](#) five times a year for three hours. Agendas and synopses on the BOG webpage provide only brief announcements of decisions. A quorum of only two-fifths of BOG members is required for votes. Given the time constraints, debate and decision-making would appear to be conducted primarily at the committee level.
- Committee structures and decision-making processes: Key decisions including for large expenditures and capital projects lie in the hands of small committees. Committee Terms of Reference do not stipulate any required number of committee meetings, community consultation, or decision-making process. Distribution of committee membership does not support financial accountability. Committee membership varies from 4 to 10, but does not necessarily reflect the importance of the committee with respect to financial expenditures.
- Distribution of BOG members across committees: In 2023, not one BOG committees is chaired by an internal BOG member. As a result, no internal BOG member sits on the BOG Executive Committee. In general, BOG members sit on one or two committees, but the Chair of the Land and Property Committee sits on 5 committees, including the Executive Committee, lending inappropriate power to this one committee and its agenda.
- The Land and Property Committee: Major decisions about capital projects are in the hands of its five members: the BOG Chair, the Committee Chair, a non-BOG member from the York University Development Corporation (YUDC), and two internal BOG members, a managerial employee of the university and a YUFA member. Even if these internal members were in a position to question decisions, they are in a minority position, leaving these key decisions in the hands of three BOG members.
- The Finance and Audit Committee is responsible for overseeing the financial framework and management of the University and for reviewing capital project financing. It has eight members, including the BOG Chair. However, one of its members is the Chair of the Land and Property Committee. This means that there is no independent relationship between the Committee responsible for decisions requiring major expenditures, and the Committee responsible for ensuring proper auditing of these decisions.
- Conflicts of interest: There does not appear to be any policy to preclude large donors from being BOG members and using their gift to influence academic decisions. Since 2016, donors or members of their families have been BOG members.
- BOG member training: There is no requirement for BOG members to undertake training with respect to the role of the university as an educational institution, the specific functions of Senate and the BOG with respect to academic planning, democratic processes for decision-making, financial accountability in general and specifically in educational institutions given their public mandate and public funding. There is no requirement for training or information sessions on the range of university faculties and programs at York University, best practices for maintaining productive union-employer relations, issues in university independence with respect to private research funding, or unconscious bias and respect for diversity.