

## Joint Governance at UPP

UPP's As a JSPP, employee and employer sponsors have a shared responsibility in decisions on the terms and conditions of the plan, including setting contributions and the benefits formula, defining the funding policy, appointing a plan administrator, and setting terms for and approving new entrants. Joint governance ensures a high degree of accountability and transparency while putting the interests of Plan members at the centre of every decision.

Guided by clearly defined mandates, UPP's Joint Sponsors, Board of Trustees, and Management work in concert to ensure the Plan is run efficiently, strategically, prudently, and in the best interest of all Plan members.



## Joint Sponsors

UPP is jointly sponsored by participating universities in equal partnership with member union and faculty association representatives.

### Composition

UPP's Joint Sponsors include a **six-member Employee Sponsor Committee** (seats are evenly split between faculty associations and unions) and a **six-member Employer Sponsor Committee**.

Each Sponsor Committee has an established advisory structure as one of many mechanisms to exchange information and views among members of the plan and participating employers (see more on the next page).

### Decision-making

The Joint Sponsors exercise their decision-making authority by consensus; each Sponsor Committee exercises a single vote.

### Mandate

The Joint Sponsors are together responsible for all decisions about the terms and conditions of UPP, including:

- **Setting contributions and benefit formulas**
- **Plan text and design changes**
- **Setting terms for and approving new entrants**
- **Defining UPP's Funding Policy**, which guides the Joint Sponsors in determining when to file funding valuations and how to address any funding shortfalls or surpluses. The Sponsors determine the timing of the filing of actuarial valuations.
- **Appointing the Plan Administrator:** The Joint Sponsors appoint a Board of Trustees as UPP's legal Administrator. The Board includes six Trustees selected by the Employer Sponsor, six by the Employee Sponsor, one nominated by non-unionized members and appointed by the Employee Sponsor, and an independent, jointly appointed Chair.

[Meet UPP's Joint Sponsors](#) 

# Employee Sponsor Committee

## Composition and Mandate

Composed of **six members** representing participating faculty associations (FA) and unions composed as follows (after an initial Transitional Term):

- Three FA seats (one designated for University of Toronto Faculty Association (UTFA), one selected by the next two largest FAs in UPP, one to be selected by the remaining FAs in UPP).
- Three union seats (one designated for United Steelworkers, one for the union with the next largest UPP membership, one representing remaining unions, provided they represent  $\geq 10\%$  of UPP members).
- Each seat has a term of up to four years. The third union seat was recently renewed for a two-year term at which time it is expected the 10% threshold will have been met. When the threshold is met, these unions will collectively appoint a representative to fill the third seat on the Employee Sponsor Committee.

## Advisory Mechanisms

An Advisory Committee of Employee Sponsors (ACES) facilitates regular consultation with and input from all participating employee groups in UPP.

- Intended to promote awareness and understanding of UPP and foster dialogue and learning between Employee Sponsors and participating FA and union representatives.
- Each trade union and faculty association may appoint one representative per bargaining unit to ACES.
- A national or provincial trade union with locals that represent members in UPP may also appoint a representative to ACES.
- Meets quarterly, with ad hoc meetings as needed.

The Employee Sponsor Committee meets with non-unionized employees in advance and following the Joint Sponsors Annual Meeting, and with unions and FAs not represented on the Committee no less frequently than twice per year.

## Employer Sponsor Committee

### Composition and Mandate

Composed of six members selected by the participating Universities

- UPP's inaugural Employer Sponsor Committee consists of two representatives from each founding university. The inaugural appointments are anticipated to remain in place until at least 2025.

### Advisory Mechanisms

The University Advisory Council (The 'Council') facilitates regular consultation with and input from all universities participating in UPP.

- Intended to promote awareness and understanding of UPP and facilitate meaningful input from and consultation with all universities participating in UPP in relation to the duties and responsibilities of the Employer Sponsor.
- Each participating university in UPP may appoint a representative to the Council.
- Meets quarterly, with ad hoc meetings as needed.

## Board of Trustees

UPP's 14 Trustees bring varied experience and deep expertise in areas important to UPP

### Composition and Procedures

- 14 members, including:
  - One Independent Chair appointed by the Joint Sponsors
  - Six Trustees appointed by the Employer Sponsor Committee
  - Six Trustees appointed by Employee Sponsor Committee
  - One non-union Trustee appointed by the Employee Sponsor Committee as selected by a committee of non-union employee representatives
- UPP's inaugural Trustees were appointed for a blend of three, four, and five-year terms for a staggered renewal cycle; subsequent terms are three years in length.
- Trustees can be reappointed twice, for a maximum of three terms served.
- UPP's inaugural Chair will serve a seven-year term, after which the Board of Trustees will have 13 seats and a Chair and Vice-Chair will be appointed by the Joint Sponsors from among the seated Trustees, unless the Joint Sponsors agree otherwise.

### Mandate

The Board of Trustees is responsible for directing and overseeing the administration of UPP and the investment of its assets, with the best interests of Plan members at the heart of every decision.

- **Plan Administration**
- **Plan Investments**
- **Actuarial Valuations** and all regulatory filings under PBA and ITA

Five standing committees of the Board oversee management activities and make recommendations to the Board in areas specific to their respective mandates. See next page for committee mandates.

[Meet UPP's Board of Trustees](#) 

## Board of Trustee Committees

### **Audit & Finance Committee**

Monitors audit and financial matters, ensuring the integrity of UPP's accounting and financial reporting and system of internal controls, internal and external audit functions, operational risk management, and compliance monitoring functions.

### **Governance Committee**

Ensures UPP fulfils our responsibilities to strong governance and effective Board stewardship by establishing governance frameworks, committee structures, Board evaluation and effectiveness, and overseeing public disclosures, legal matters, and ethical and whistleblower reports.

### **Investment Committee**

Oversees investment of the Plan assets per UPP's published Statement of Investment Policies and Procedures, as well as plan funding and risk management, and actuarial matters.

### **Human Capital Committee**

Provides oversight and recommendations related to human capital matters and ensures human capital strategies support the fulfilment of UPP's purpose. Areas of oversight include CEO goals and objectives and performance evaluation, executive leadership team structure, compensation and succession planning, UPP's compensation philosophy and approach, and organizational culture and related areas, such as equity, diversity, inclusion, and reconciliation.

### **Pension Services Committee**

Provides oversight and support related to pension administration, member and participant services, and communications and engagement strategies and programs.