

The University of British Columbia
Presidential Reappointment Committee Terms of Reference

1 Establishment

The current term of President and Vice-Chancellor, Professor Santa Ono, of The University of British Columbia expires August 14, 2021. The contract provides for renewal of that appointment if both Professor Ono and the Board of Governors jointly agree on this course of action, such renewal to be considered at least one year prior to the termination of the contract. The President has advised the Board Chair, Michael Korenberg, of his willingness to be considered for reappointment. The Board Chair is required to establish a committee for this purpose, and advised the Board of Governors of the University on April 16, 2020 of his intention to utilize the Executive Committee (or such members thereof who are not conflicted and who have the time to participate in the required work thereof) as the ‘special committee’ (Presidential Reappointment Committee, or Committee) called for in the President’s contract. Where necessary to ensure broad representation of constituent groups, additional members drawn from the Board of Governors may be appointed to serve on the Committee. The contract further provides for the manner in which the Board will arrive at a decision. It requires the Presidential Reappointment Committee provide a recommendation to the Board regarding the terms upon which the President should be reappointed (Reappointment).

To assist in preparing its report for the Board, the Committee may wish to conduct a confidential and non-public consultation that includes both on- and off-campus individuals and organizations. It may also invite individuals to communicate their assessment of Prof. Ono with reference to the issue of reappointment; therefore, the first charge to the Committee will be to solicit, with the prior knowledge of the incumbent and by whatever means it may decide, the opinion of the University community as a whole with respect to the reappointment of the incumbent.

The Select Committee will deliver its recommendation to the full Board on or before its special meeting in July 2020.

All defined terms which are used, but not defined, herein and which are defined in the Executive Committee’s general Terms of Reference shall have the meaning given to such term in such Terms of Reference.

2 Composition

Given that the President is an ex officio member of the Executive Committee, it would not be appropriate for him to participate in the deliberations of the Committee as it considers the potential reappointment of the President (Presidential Reappointment Committee, or Committee). Equally, if any member(s) of the Executive Committee believe that they:

- a) will be unable to participate in substantially all of the meetings of the Committee,
- b) could have a potential conflict of interest, or
- c) otherwise wish to recuse themselves from serving on the Committee for purposes of considering the Reappointment,

such member(s) shall be excused from and shall not serve on the Committee. The balance of the members of the Executive Committee shall be established, pursuant to these Presidential Reappointment Committee Terms of Reference (PRC ToRs), as members (Members) of what shall be known as the Committee. To ensure broad representation of constituent groups, additional members of the Board of Governors may be appointed to serve on the Committee on the recommendation of the Committee Chair.

The Board Chair shall serve as Chair of the Committee and the Board Vice-Chair shall serve as Vice-Chair of the Committee.

Members will advise the Secretary as soon as possible of any known or anticipated circumstances that would result in the member being absent from two or more Committee meetings or otherwise being unable to fulfill their duties on the Committee and under these Terms of Reference.

In the event that a member is or will be absent from two or more Committee meetings or the Chair determines in his or her sole discretion that a member is unable to fulfill their duties, the Chair may declare the member's position vacant and, if appropriate at the time, ask that a replacement be appointed.

2020 Membership

- Michael Korenberg, Chair
- Sandra Cawley, Vice-Chair
- Ms. Alison Brewin
- Chancellor Lindsay Gordon
- Dr. John Klironomos
- Mr. Azim Lalani
- Professor Mark Mac Lean
- Ms. Jeanie Malone
- Ms. Nancy McKenzie
- Ms. Andrea Reimer
- Mr. Bill Sundhu
- Ms. Nicole Udzenija

3 Role

The Presidential Reappointment Committee's role is to conduct a review of the President of the University and make a recommendation to the Board with respect to the reappointment of the President for a successive five-year term.

4 Responsibilities

The Committee will fulfill its role primarily by carrying out the responsibilities listed below; however, the Committee may determine and carry out such other responsibilities as are necessary or appropriate for the performance of its role.

The Committee's primary responsibilities are as follows:

- 4.1 Conduct a reappointment review of the President based on an assessment of the performance of the President and the President's vision and plan for the University if the President is reappointed. The review shall be concluded no later than twelve months prior to the end of the President's current term. The criteria for the assessment of the performance of the President (the Performance Assessment Criteria) are as follows:
 - a) The key selection criteria outlined in the position profile from the search for the President;
 - b) The annual assessments of the President and achievement of the President's goals established by the Board and the President, to date in the President's current term; and
 - c) The feedback collected through a stakeholder consultation process to be conducted by the Committee.

The reappointment review of the President shall comprise the following steps:

- a) The Chair will meet with the President at the outset of Committee's work to discuss the process for the review of the President, including the Performance Assessment Criteria, the individuals and stakeholder groups the Presidential Review Committee proposes to consult, the expectations regarding the President's self-assessment report and meeting with the Committee, and the schedule for each stage of the process;
 - b) The Committee will conduct a measured stakeholder consultation process to collect informed feedback in confidence about the performance of the President from leaders or informed representatives of major internal and external University stakeholder groups, using such methods as a questionnaire and/or personal interviews. In addition, a secure website will be made available to the campus community for thirty (30) days to provide feedback in confidence to the Committee. The Committee may consider unsolicited feedback received by the Committee, provided it is in writing and signed. Feedback will be held in confidence by the Committee and anonymous feedback will not be accepted or considered by the Committee.
 - c) The Chair will meet in confidence with the President to provide the President with a written summary of the consultation feedback without attribution, and to discuss the feedback and the timing and plan for the President's meeting with the Committee;
 - d) Two weeks prior to the President's meeting with the Committee, the President will submit to the Committee a self-assessment report based on the Performance Assessment Criteria, and his vision and plan for the University if reappointed; and
 - e) No sooner than three weeks after the meeting between the Chair and the President, the Committee will meet with the President, at which meeting the President will present his written self-assessment report and the President's vision and plan for the University if the President is reappointed, and the Committee and the President will discuss the Performance Assessment Criteria, the President's self-assessment report and the President's vision and plan.
- 4.2 Formulate a recommendation on the reappointment of the President for a successive term and prepare a written report to the Board that summarizes the Committee's activities and findings, and makes a recommendation respecting the reappointment of the President for a successive term.
- 4.3 Ensure a fair, objective and efficient Reappointment Process that does not undermine the President's ability to function effectively as the President during the Reappointment Process.
- 4.4 Such other activities and responsibilities delegated or assigned to it by the Board from time to time.

5 Authorities

The Committee has the authority to carry out its role and responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Executive Committee.

The Committee does not have decision-making authority except where, and to the extent that such authority has been expressly delegated or assigned by the Executive Committee in these Terms of Reference or by a resolution of the Board.

The Committee does not have the power to delegate or assign its authority to another Committee, a sub-committee, working group, administrative unit or individual unless the PRC ToRs or the Board expressly authorizes such delegation or assignment.

6 Expectations and Obligations of Members

Members will read and adhere to these Terms of Reference.

Members are expected to:

- a) Ensure that they are able to devote sufficient time and energy to carrying out their duties effectively;
- b) Make every effort to attend all Committee meetings and activities, whenever possible, and carry out all duties requested of them by the Chair;
- c) Come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Committee to exercise its best judgment in decision-making;
- d) Act honestly, in good faith and in the best interests of the University without regard to their own private interests or the interests of the constituency that nominated or appointed them to the Committee;
- e) Act with integrity, and in a manner befitting the trust and confidence placed in them and that will bear up under the closest public scrutiny; and
- f) Once a decision is made, respect the authority of the Committee and its decisions.

Members further acknowledge that the Committee Chair, or in his or her absence or inability to act, the Vice Chair, is the only official spokesperson of the Committee and agree that they will act in a way that is consistent with the Board's protocols on Board communications and public comment.

Members will consider these Terms of Reference before acting and, where there is any doubt, will refrain from the action in question and seek guidance from the Chair or the Board Secretary.

Members acknowledge that non-adherence to, or a breach of, these Terms of Reference may result in a termination of their appointment on the Committee.

7 Strict Confidentiality

Members will hold in strict confidence all Committee information, documents, proceedings, deliberations, interviews and opinions expressed therein and will abide by the Board's Code of Conduct in all respects.

8 Operations — General

- 8.1 The Chair presides at meetings of the Committee and leads the Committee in all aspects of its work and is responsible to effectively manage the affairs of the Committee and to ensure that the Committee is properly organized, functions effectively and meets its obligations and responsibilities. The Chair will foster and promote the integrity of the Committee and a culture where the Committee works ethically and cohesively in the best interests of the University.
- 8.2 The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities, and will have those additional powers and duties assigned by the Chair from time to time.
- 8.3 The Committee will keep the Board and the public informed of the progress of its work.
- 8.4 The Board Secretary or designate will act as the Secretary at meetings of the Committee.

- 8.5 The Board Secretariat and the Vice-President Human Resources (or their designates) will act as resource personnel to the Committee and will have those duties and responsibilities assigned by the Committee.
- 8.6 The Chair may retain an outside advisor or consultant with particular expertise to advise or assist the Committee in carrying out its responsibilities at the expense of the University, taking into consideration reasonable monetary limits and other controls as appropriate.
- 8.7 Other than as set out in these Terms of Reference, the Committee shall establish its own operating procedures.

9 Meetings

- 9.1 All meetings of the Committee will be held in-camera and the Secretary shall attend all meetings.
- 9.2 The Committee will meet in accordance with a meeting schedule provided to members in advance of or at the first Committee meeting. Additional meetings may be called at any time by the Chair. Except in the case of an emergency meeting, notice of meetings that do not appear in the schedule will be provided at least two days in advance of the meeting date. Meeting details will be communicated to members by the Secretary as soon as they are available before each meeting. The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting.
- 9.3 Meeting agendas will be formulated by the Chair.
- 9.4 Whenever possible, meeting materials will be distributed to members in advance of a scheduled meeting.
- 9.5 In the event that both the Chair and the Vice Chair are unable to attend a specific meeting, then the Chair shall designate another Member to chair the meeting. If none of the Chair, the Vice Chair or the designated chair is present within ten (10) minutes of the time fixed for the commencement of the meeting, the meeting will be cancelled.
- 9.6 In the sole discretion of the Chair, Committee meetings may be held by means of a telephonic, electronic or other communication facility (such as Zoom) that permits all participants to communicate adequately with each other during the meeting, or a combination thereof. A person participating in a meeting by such means is deemed to be present at the meeting and may vote through the telephonic, electronic or other method of communication being used.
- 9.7 The Chair, or in his or her absence, the acting chair of a meeting, shall be responsible for the orderly conduct of the meeting. Meetings will be conducted in accordance with all applicable laws and these Terms of Reference or, where applicable laws or these Terms of Reference are silent on the matter, as determined by a ruling of the Chair, acting reasonably.

10 Quorum

A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Committee.

If a quorum for a Committee meeting is not present within ten (10) minutes of the time fixed for the commencement of the meeting, the Chair of the meeting may adjourn or cancel the meeting.

A meeting adjourned for lack of quorum may be adjourned to a date and time that is not less than one (1) day after the date of the original meeting and the number of Members in attendance at the adjourned meeting shall constitute a quorum thereat and may transact the business for which the meeting was originally called.

Members may move, second and vote on motions and each Member is entitled to one vote.

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a Member's vote and is accepted by the chair of the meeting. Voting by proxy is not allowed.

An affirmative vote of a majority of the Members present and eligible to vote, or consent without objection, is required to pass a motion. The Chair does not have a second or casting vote.

A declaration by the chair of the meeting that a motion has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the action taken. Any Member may ask at the time of the vote that the Member's individual vote or abstention be recorded in the minutes.

11 Resolutions in Writing

A resolution of the Committee consented to in writing by a majority of the Members, whether by signed document, facsimile, electronic mail or any other method of transmitting legibly recorded messages, shall have the same force and effect as if it had been passed at a Committee meeting duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in this manner is effective on the date stated in the resolution or, if a date is not stated, on the latest date stated on any counterpart or the latest date on which the required number of affirmative votes is communicated to the Secretary.

The procedures for approval of resolutions conducted electronically are as follows: a) Resolutions will be sent to Members, or Members will be notified of an electronic poll, via the facsimile, e-mail address or telephone number on file with the Secretary; b) The resolution will expire in the time set in the message; however, the Chair or the Secretary may extend the deadline once by up to a maximum of seven days; c) An affirmative vote of a majority of Members who are eligible to vote is required to pass a written resolution; d) The Secretary is responsible for tallying the votes and informing the Committee of the outcome; e) Written resolutions may not be amended; however, the Member who proposed the resolution may withdraw it at any time prior to receipt of the necessary approval or the expiry time, if one, or with the approval of all of the Members who voted on the resolution; and f) If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass.

12 Records

The Secretary of the Committee will record the decisions and actions of the Committee. No deliberations or discussions of the Committee will be recorded. The official records of the Committee will be maintained under the custodianship of the Board Secretariat.

13 Effective Date

These Terms of Reference are deemed to be effective on the date set forth below, such date to be ratified by the Executive Committee.

Effective Date: May 5, 2020