



SUBJECT	Board Chair Reappointment Process
SUBMITTED TO	Governance Committee
MEETING DATE	June 9, 2021
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
REQUEST	Action requested - Final approval IT IS HEREBY RESOLVED that the Governance Committee, in accordance with authority delegated by the Board of Governors, approves updates to the Board of Governors Manual section 8.2 to revise the responsibilities of the Nominating Committee for the office of Chair of the Board of Governors to include the responsibility for the process to consider the reappoint an incumbent Board Chair and to make a recommendation to the Board, as presented in attachment 1, effective June 09, 2021.
LEAD	Alison Brewin, Chair of the Governance Committee
SUPPORTED BY	Karen Hakkarainen, Board Secretary

PRIOR SUBMISSIONS

The subject matter of this submission was considered by the Governance Committee in April 2021, at which time it was agreed that Committee feedback would be consolidated and a recommendation put forward for consideration.

EXECUTIVE SUMMARY

It is recommended that the Board of Governors revise the Board of Governors Manual to assign responsibility to the Nominating Committee for the office of Chair of the Board of Governors for oversight of the process to consider the reappoint of an incumbent Board Chair and to make a recommendation to the Board respecting a reappointment. Updated language for section 8.2 Role and Responsibilities: Board Chair is presented in attachment 1 to this briefing. If approved by the Governance Committee, the updates will direct the future reappointments of Chairs of the Board of Governors.

DISCUSSION

The Board of Governors Manual section 8.2 Role and Responsibilities: Board Chair establishes a Nominating Committee for the office of Chair of the Board of Governors. Currently, the Nominating Committee is responsible only for developing a recommendation for the Board for the appointment of a Governor to the office of Chair of the Board. The Board has not established a process for the reappointment of an incumbent Board Chair and at its April 2021 meeting the Governance Committee was invited to provide comment on a reappointment process.

Based on the input of the Committee and a scan of policies in place at other universities, it is recommended that the role of the Nominating Committee is expanded to include oversight of processes to reappoint the incumbent Chair when the incumbent Chair wishes to be considered for reappointment.

Recommended revisions to the Board of Governors Manual are presented in attachment 1. Key updates include:

- Expanded scope for the Nominating Committee to include developing a recommendation for the Board for the reappoint of an incumbent Chair;
- The requirement for the Nominating Committee to seek the input of the Board in the initial instance of developing a recommendation for the Board for an appointment to the office of Chair and when considering the subsequent reappointment of an incumbent Chair, including the call for expressions of interest from other members of the Board to serve as Chair; and
- Suggested two year terms for both an initial appointment as Chair and for the reappointment of an incumbent Chair, which may be varied by resolution of the Board.

Under its terms of reference section 2.1.9, the Governance Committee is delegated authority by the Board of Governors to approve amendments to the Board of Governors Manual, which is the document that outlines, amongst other matters, the key personnel of the Board, their responsibilities, selection processes and terms of appointment.

APPENDICES

1. Recommended revisions to the Board of Governors Manual Section 8.2 Role and Responsibilities: Board Chair

SUPPLEMENTAL MATERIALS (optional reading for Governors)

1. [Board of Governors Manual](#)

Recommended revisions to the Board of Governors Manual, section 8.2

8.2 Role & Responsibilities: Board Chair

The principal role of the Board Chair is to provide leadership to the Board of Governors. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and the Administration, and represents the Board internally and externally, including acting as a spokesperson for Board decisions where appropriate.

~~Election & Term~~ **Nominating Committee**

The **Board has established** a Nominating Committee for the office of Chair of the Board. **The Nominating Committee is responsible for developing recommendations for the Board for the appointment of the Chair and for the reappointment of an incumbent Chair.**

The Nominating Committee consists of four members:

- the Chancellor (as Chair of the Nominating Committee);
- one appointed member (Chair of the Governance Committee);
- one elected member **to be selected by the Chair of the Nominating Committee**; and,
- the President (non-voting).

Recommendation for the appointment of the Board Chair

When there is a pending vacancy in the office of Chair, the Nominating Committee consults with the Board to identify one or more candidates for the office of Chair of the Board of Governors. The Committee determines a final candidate and presents the name of the candidate and the proposed term to the Board of Governors for its consideration and approval. Appointments are normally for two years, but may be 1, 2 or 3 years, to be determined based on the needs and circumstances of the Board and the Chair- elect , and as specified by resolution of the Board. The elected Chair takes office upon expiration of the term of the incumbent.

Recommendation for the reappointment of the Board Chair

The Board Chair is eligible for re-appointment to the office of Board Chair. Prior to the expiry of the incumbent Chair's term of appointment, the Nominating Committee:

1. **Determines whether the incumbent Chair wishes to be considered for reappointment;**
2. **Asks the Board for nominations for candidates for Chair. Before making nominations, Board members must ensure that candidates are willing to be considered;**
3. **Invites Governors for their expressions of interest in serving as Chair.**

The Nominating Committee considers all candidates and consults with the Board. Based on its consultation with the Board and its own deliberations the Nominating Committee recommends one candidate to the Board. In the event that the incumbent Chair is recommended, the term of appointment is normally for two additional years, but it may be 1, 2, or 3 years to be determined based on the needs and circumstances of the Board and the incumbent Chair, and as specified by resolution of the Board.

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 Red: new text