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<b>SUBJECT</b>	Board Vice-Chair: Appointment and Re-appointment Processes
<b>SUBMITTED TO</b>	Governance Committee
<b>MEETING DATE</b>	June 9, 2021
<b>SESSION CLASSIFICATION</b>	Recommended session criteria from Board Meetings Policy: OPEN
<b>REQUEST</b>	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 7.2 and section 8 to formalize the role of Vice-Chair of the Board of Governors as presented in attachment 1, effective June 09, 2021.
<b>LEAD</b>	Alison Brewin, Chair of the Governance Committee
<b>SUPPORTED BY</b>	Nancy McKenzie, Chair of the Board of Governors Karen Hakkarainen, Board Secretary

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#### 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.

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#### EXECUTIVE SUMMARY

It is recommended that the Board of Governors formalize the role of Vice-Chair of the Board by incorporating the role of Vice-Chair into the Board of Governors Manual. Attachment 1 to this briefing includes:

- a) a short narrative to incorporate into section 7.2 of the Manual: Key Personnel; and
- b) a role profile, including a process for selection and terms for appointment and reappointment, to incorporate into section 8 of the Manual: Roles and Responsibilities.

If approved by the Governance Committee, the updates will direct the future appointments of Vice-Chairs.

#### DISCUSSION

In 2018 the Board of Governors approved a process to select a Vice-Chair of the Board; however, the position was not formalized by way of inclusion in the Board of Governors Manual as a member of the key personnel of the Board. As the current Vice-Chair has demonstrated the value of this position to the Board Chair and to the Board of Governors it is recommended that the Board of Governors formalize the position and update the Board of Governors Manual to recognize this role.

At its meeting in April 2021, the Governance Committee reviewed the process used in 2018 to select a Vice-Chair. The Committee agreed that the position should be recognized as part of the key personnel of the Board and offered feedback to inform an updated process to be approved by the Governance Committee and that will, when approved, direct future appointments of Board Vice-Chairs. The attached appendix provides recommended

updates to the Board of Governors Manual that builds off the 2018 process and the April discussion of the Governance Committee.

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.

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## APPENDICES

1. Updates to the Board of Governors Manual re: Board Vice-Chair

## SUPPLEMENTAL MATERIALS (optional reading for Governors)

1. [Board of Governors Manual](#)

## **UPDATES TO THE BOARD OF GOVERNORS MANUAL**

### **Section 7: Composition of the Board – add the following paragraph to section 7.2:**

#### **7.2 Key Personnel**

The Board Vice-Chair is one of the eleven members appointed by the Lieutenant Governor in Council and is appointed to the role of Vice-Chair by the Board of Governors as a whole following a process approved by the Board. The Vice-Chair will assist the Board Chair in fulfilling the Chair's leadership responsibilities for the Board of Governors. From time to time, the Board Chair and Vice-Chair will agree to specific responsibilities and the Vice-Chair is accountable primarily to the Board Chair.

### **Section 8: Roles and Responsibilities – add the following section:**

#### **8.5 Role & Responsibilities: Board Vice-Chair**

The principal role of the Board Vice-Chair is to assist and support the Board Chair in carrying out the Board Chair's responsibilities in providing leadership to the Board of Governors. Recognizing that an effective working relationship between the Chair and the Vice-Chair is integral to the fulfilment of the responsibilities of each role, the Board Chair will recommend a candidate for the position of Board Vice-Chair and the Vice-Chair is primarily accountable to the Board Chair. As the Vice-Chair has the potential to act for the Board Chair, the selection of candidates for Vice-Chair are subject to the *University Act* s.27(2)(b) that stipulates selection from "*amongst its members appointed by the Lieutenant Governor in Council*".

#### **Appointment and Term**

- The Vice-Chair of the UBC Board of Governors is selected from among the appointed members of the Board.
- The Board Chair recommends a nominee to the Governance Committee for consideration and will seek the input of Board members in determining that nominee.
- The Governance Committee recommends one nominated Vice-Chair candidate to the full Board of Governors for approval.
- The Vice-Chair's term of appointment will normally be two years, unless specified otherwise by resolution of the Board of Governors.
- The Vice-Chair is eligible for re-appointment. Reappointments will normally be for terms of two years unless specified otherwise by resolution of the Board of Governors.
- The Board Chair will recommend reappointment to the Governance Committee, which will provide a recommendation to the Board of Governors.

#### **Duties and Responsibilities**

- The Board of Governors Vice-Chair will assist the Board of Governors Chair in the fulfilment of the Board Chair's duties, as requested by the Board Chair and as agreed by the Vice-Chair.

- In the event of the absence or disability of the Board Chair, the Vice-Chair shall have all the powers and perform all the duties of the Chair.
- If the situation is such that the Chair is unwilling or unable to fulfil the role permanently, the Vice-Chair will act as Chair until the Board approves a permanent Chair, as per the approved process for election of a Board Chair.

**Qualifications**

- Candidates will have served at least one year on the Board of Governors or have comparable UBC experience gained through service on another UBC-related board.
- Candidates will have demonstrated leadership at the Board and a strong, visible commitment to the values and strategic priorities of UBC.