



SUBJECT	Terms of Reference for Working Group on Candidates for Board of Governors Appointments
SUBMITTED TO	Board of Governors
MEETING DATE	March 31, 2023
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
REQUEST	Action requested - Final approval IT IS HEREBY RESOLVED THAT the Board of Governors approves Terms of Reference for a Working Group on Candidates for Board of Governors Appointments as set out in the appendix to the briefing.
LEAD	Byron Thom, Governance Committee Chair
SUPPORTED BY	Karen Hakkarainen, Board Secretary

EXECUTIVE SUMMARY

At its meeting of September 20, 2022 the Governance Committee discussed the establishment of a committee or group for the purpose of identifying candidates to recommend to the Province for filling vacancies anticipated in 2023 among the Board's appointed members. A small informal working group comprising the Board Chair and Governors Brewin, Kindler and Yee was struck for the purpose of identifying candidates for vacancies anticipated in 2023.

In any given year, vacancies may arise from among the Board's appointed members, necessitating the creation of such a group for this purpose once more. The Committee is asked to consider and recommend to the Board for approval draft Terms of Reference for a Working Group on Candidates for Board of Governors Appointments as set out in the appendix. These Terms of Reference were provided to the Committee for input at its November 18, 2022 meeting.

The intention is that these Terms of Reference would be for a group that could be activated from late spring to December in any year preceding the year in which vacancies will occur. The Working Group would then stand down once its work has concluded and candidates have been recommended to Government.

Background

The Lieutenant Governor in Council appoints 11 of the Board's 21 Governors. The final decision on these appointments resides with the Province; however, the Board contributes to the process by providing the Government with a list of the competencies and qualities that the Board seeks in new appointees to the Board. The Board is also asked by the Province to recommend candidates whose skills and experiences align to the needs identified by the Board and who could be considered by the Government for appointment to the Board. In recent years, the process to develop a list of recommended candidates has been to ask Governors to consider their networks and provide the Board Chair and Secretary with the names of potential candidates whose competencies and qualities align to those prioritized by the Board for new appointees to the Board. The Board Chair and Secretary would then research these potential candidates and contact those whose profile aligns with the

requirements of the Board to discuss the role of the Board of Governors, the opportunity to serve and to solicit their interest in the potential of serving on the Board. The names of individuals who are interested in serving on the Board are forwarded to the Government for consideration for appointment to the Board.

APPENDIX

1. Draft Terms of Reference for a Working Group on Candidates for Board of Governors Appointments

Working Group on Candidates for Board of Governors Appointments

Mandate:

The Working Group on Candidates for Board of is responsible for identifying a roster of candidates for the Board Chair to consider for recommendation to the Government as candidates for appointment to pending vacancies in positions on the Board.

Background:

Eleven of the Board's members are BC Government Order in Council (OIC) appointees. Two of the 11 are appointed on the recommendation of the Alumni Association. For the remaining nine OIC members, the Board of Governors is invited to recommend candidates to the government as those positions become vacant from time to time.

Normally, the government asks the Board of Governors to provide the names of up to three individuals for consideration for each pending vacancy.

OIC governors are appointed at the discretion of the government and there is no guarantee that candidates who are recommended by the Board will be appointed to serve on the Board.

Guiding Principles:

The Board is committed to diversifying its membership; the university is a stronger institution when a broad a range of voices are heard at the board table.

Service on the Board is a prestigious volunteer opportunity and candidates for board appointment must reflect and uphold the values of the University.

Taken as a whole, the Board requires a broad range of skills and experiences; candidates for Board membership should complement existing members, add to the bench strength of the Board and fill existing or anticipated skills/experience gaps.

Timeline:

The Government requires referrals from the Board in early December for Board vacancies pending in the following year. The Working Group should begin its work several months in advance of the government's submission date to allow time for the identification and vetting of candidates and outreach to the candidates to determine their willingness to be considered for Board service.

Procedures:

The Nominations Committee shall be stood up on an as-needed basis, the need to be determined by the Governance Committee.

Membership shall be 3-5 members drawn from the Board of Governors as selected by the Board Chair.

The Committee Chair shall normally be the Board Chair or Governance Committee Chair or another person selected from the members of the Working Group at the discretion of the Governance Committee.

The members shall be appointed by the Board Chair following a call for expressions of interest to serve on the committee. Appointments to the Working Group shall be made with an effort to ensure a diversity of viewpoints and experiences in the committee membership.

Secretariat Office staff shall provide support to the Working Group.

Meetings of the Working Group shall be held *in camera* and open only to members of the Working Group and Secretariat Office staff.

Quorum for the purpose of the meetings is a simple majority of the members.

The Working Group will provide the Board Chair with the names of individuals who could be considered for recommendation to the government for appointment to the Board. The Board Chair will meet with candidates to determine their interest in and suitability for Board service. The Board Chair shall determine which candidates to recommend to the government and may ask the Working Group to identify additional individuals to be considered for recommendation to the government.

Once recommendations are made to the government, the Working Group will have fulfilled its responsibilities and the members will cease to be members.