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## BOARD OF GOVERNORS RECRUITMENT, APPOINTMENT AND LEADERSHIP POLICY

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### PURPOSE

1. The purpose of this policy is to define the method by which the Board of Governors will carry out the recruitment, appointment and re-appointment of members to the Board of Governors. Additionally, this policy outlines the process by which the Board of Governors will address the election, appointment and succession planning for leadership positions of the Board (Chair and Vice-Chair(s)) and its Committees.

### DEFINITIONS

2. For the purposes of this policy the following definitions apply:
  - “**Administrative Staff**” means full-time continuing and part-time continuing employees of the University who are not members of the Teaching Staff.
  - “**Administrative Staff Governor**” means a member of the Board who is elected by and from within the Administrative Staff of the University.
  - “**Board**” means the Board of Governors of the University.
  - “**Committee**” means any standing committee or sub-committee of the Board, established in accordance with the ~~UOIT~~ Act and By-laws.
  - “**Corporations Act (Ontario)**” means the Corporations Act, RSO 1990, c C.38, and any amendments thereto.
  - “**Disqualifying Final Disciplinary Decision**” is a decision under the Student Conduct Policy, as amended, which has not been appealed or has been upheld on appeal and which, in the discretion of the Governance, Nominations and Human Resources Committee of the Board, indicates that the student candidate or Student Governor does not demonstrate the core competencies expected of all Governors.
  - “**External Governor**” means an appointed member of the Board who is external and independent from the University.
  - “**Elected Governors**” means the members of the Board who are elected from within their relevant constituencies at the University. This includes Administrative Staff, Student and Teaching Staff Governors.

“**Clear Academic Standing**” has the meaning ascribed to it in the General Academic Regulations of [UOITthe university](#), as amended.

“**Good Standing**” means both that there is no record of a Disqualifying Final Disciplinary Decision and the student is in Clear Academic Standing.

“**Research Leave**” has the meaning ascribed to it in the relevant Collective Agreement.

“**Student Governor**” means a member of the Board who is elected by and from within the student population of the University.

“**Teaching Staff**” means those positions engaged in the work of teaching or giving instruction or in research at the university as defined in Section 1 of the [UOIT-Act](#).

“**Teaching Staff Governor**” means a member of the Board who is elected by and from within the Teaching Staff of the University.

“**The By-laws**” means By-Law Nos. 1 and 2 of the University of Ontario Institute of Technology, and any amendments thereto.

“**UOIT-Act**” means the University of Ontario Institute of Technology Act, 2002, SO 2002, c 8, Sch O, and any amendments thereto.

#### SCOPE AND AUTHORITY

3. This policy applies to the recruitment, election, appointment and re-appointment of members to the Board.
4. This policy and the related procedures are established in accordance with the [UOIT-Act](#) and The By-laws as amended from time to time

#### POLICY

5. Achieving excellence in governance and ensuring performance and accountability in the management of the affairs of the University is the primary mission of the Board. To meet this obligation, the Board has developed a policy that will:
  - Establish membership and leadership for the Board that demonstrates a balance of skills, expertise and knowledge, while reflecting broad demographic and cultural diversity.
  - Support transparent and effective processes for the recruitment, review, appointment and election of members to the Board and its leadership positions.
6. **Board Composition: Skills and Competencies**
  - 6.1. The [UOIT-university's](#) Board of Governors is a competency-based Board and its composition will reflect the knowledge, skills and abilities necessary for it to govern effectively and meet the strategic goals of the University.

- 6.2. Overall Board composition, and selection of individual members, will be based on the requisite skills and competencies set out in the Board Skills and Competencies Matrix (Matrix) as amended from time to time.
- 6.3. The Governance, Nomination and Human Resources Committee (GNHR), or its successor Committee, will be responsible for annually reviewing the Board composition and identifying any skill or competency gaps. This assessment will form the basis of recruitment of new members and recommendation for appointment to any vacancies on the Board.

#### **7. Recruitment and Appointment: General**

- 7.1. In addition to the requirements set out in the ~~UOIT~~ Act and The By-laws, all appointments to the Board must be made in accordance with the regulations set out in the Corporations Act (Ontario) for Corporations without Share Capital.
- 7.2. The process of recruitment, screening, selection, election, and recommendation for appointment to the Board will be overseen by GNHR, in accordance with the associated procedures.

#### **8. Recruitment and Appointment: External Governors**

- 8.1. Term lengths for External Governors are defined in sections 8(3) and 8(5) of the ~~UOIT~~ Act.
- 8.2. GNHR, or its successor Committee, will recruit, screen, and maintain a pool of eligible candidates for appointment to the Board, based on an assessment of the skills and competencies needed to fill any identified gaps.
- 8.3. GNHR, or its successor Committee, will actively seek to broaden the demographic and cultural diversity of the Board when recruiting eligible candidates to fill any identified gaps.
- 8.4. Candidates may be referred by any member of the current Board, University Senior Leadership or other member of the University community.
- 8.5. Eligible candidates will remain in the pool for three (3) years.
- 8.6. GNHR, or its successor Committee, will make recommendations to the Board from the pool of eligible candidates for the appointment of new members.

#### **9. Recruitment and Appointment: Elected Governors**

- 9.1. Term lengths for Elected Governors are defined in sections 8(3), 8(4) and 8(5) of the ~~UOIT~~ Act.
- 9.2. GNHR, or its successor Committee, will be responsible for overseeing the recruitment, nomination, and election procedures for Elected Governors.
- 9.3. Elected Governors will be recruited, nominated, and elected from within their respective constituency groups at the University.
- 9.4. The respective constituencies will be provided with information regarding the requisite skills and competencies for Board members in order to facilitate the nomination and

election of Elected Governors who can meet the needs and obligations of Board membership.

- 9.5. In accordance with Article 3.4 of By-Law No. 1, in order to be eligible to be nominated or to remain as an Administrative Staff Governor or Teaching Staff Governor, individuals must be employed by the University. Such Governors will automatically cease to hold office if they cease to be employees of the University.

**Teaching Staff Governor Eligibility**

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9.6. Teaching Staff who:

- a) have been granted a six (6) month Research Leave; or
- b) submitted a request for a six (6) month Research Leave; or
- c) are planning to submit a request for a six (6) month Research Leave

that will commence at any time during the first year of their prospective first term on the Board are ineligible to be nominated as a candidate for the position of Teaching Staff Governor.

9.7. Teaching Staff who:

- a) have been granted a twelve (12) month Research Leave; or
- b) submitted a request for a twelve (12) month Research Leave; or
- c) are planning to submit a request for a twelve (12) month Research Leave

that will commence at any time during the first two (2) years of their prospective first term on the Board are ineligible to be nominated as a candidate for the position of Teaching Staff Governor.

9.8. In the event that a Teaching Staff Governor is granted a twelve (12) month Research Leave that will commence prior to the end of her/his term on the Board, the Teaching Staff Governor will cease to hold office as a Teaching Staff Governor effective as of the start date of the Research Leave.

9.9. In the event that a Teaching Staff Governor is granted a six (6) month Research Leave that will commence during the second or third year of her/his term on the Board, assuming the Teaching Staff Governor obtains the written agreement of the relevant Dean in accordance with the terms of the applicable Collective Agreement, the Teaching Staff Governor may continue to serve on the Board for the remainder of the term.

9.10.9.6. In order to be eligible to be nominated or to remain as a Student Governor, a student must be a full-time, registered undergraduate or graduate student, in Good Standing.

**10. Election and Selection of Chair, Vice-Chairs and Committee Chairs**

- 10.1. In accordance with Section 8(13) of the UOIT Act, the Chair and Vice-Chair(s) shall be elected on an annual basis.

- 10.1.1.** There will be one (1) Chair who will normally be nominated and elected from the incumbent Chair or Vice-Chairs.
- 10.1.2.** An incumbent Chair will have the opportunity to express interest in re-election to the Chair position, provided such person is within the normal term length for an External Governor.
- 10.1.3.** There will be two (2) Vice-Chairs who will normally be nominated and elected from the incumbent Vice-Chair(s) or Committee Chairs.
- 10.1.4.** The incumbent Vice-Chair(s) will have the opportunity to express interest in re-election to the Vice-Chair positions, provided such person is within the normal term length for External Governors.
- 10.2.** Committee Chairs will normally be recruited from within the incumbent External Governors.
  - 10.2.1.** External Governors will have an opportunity, on an annual basis, to express interest in Committee Chair positions.
  - 10.2.2.** Committee Chairs be selected from members who have demonstrated a high degree of commitment to the University, the Board and its Committees and who meet the desired skill and competency profile for leadership of the respective Committee for which they are being considered.

#### **11. Review of Chair, Vice-Chairs and Committee Chairs**

- 11.1.** The Board Chair, Vice-Chairs and Committee Chairs will be evaluated on an annual basis.
- 11.2.** Annual evaluations will be used to support the ongoing improvement of Board processes as well as in the consideration of incumbent nominees for re-election to Board leadership positions.

#### **12. Vacancies**

- 12.1.** Vacancies in Board membership that occur prior to the end of the appointment term of a Governor will be filled in accordance with Article 3.6 of By-law No. 1.
- 12.2.** Vacancies in any of the Board Chair, Vice-Chair or Committee Chair positions that occur before the end of the appointment term will normally be filled on an acting basis until GNHR can recommend a new nominee for election or selection.
  - 12.2.1.** A vacancy in the Chair position will normally be filled by one of the Vice-Chairs.
  - 12.2.2.** A vacancy in one of the Vice-Chair positions will normally be filled by an incumbent Committee Chair. The selected individuals will maintain their Committee Chair role on a temporary basis until the end of the year.
  - 12.2.3.** A vacancy in a Committee Chair position will normally be filled by a Committee member.

#### **RELEVANT LEGISLATION**

13. University of Ontario Institute of Technology Act, 2002, S.O. 2002, c. 8, Sch. O  
By-Laws of the University of Ontario Institute of Technology  
Corporations Act, RSO 1990, c C.38

**RELATED POLICIES, PROCEDURES & DOCUMENTS**

14. Board of Governors and Committees Skills and Competency Matrix  
General Academic Regulations, University of Ontario Institute of Technology  
~~UOIT~~ Student Conduct Policy  
Governance, Nominations and Human Resources Committee Terms of Reference  
Board Leadership Nominating Committee(s) Terms of Reference\*\*  
Procedures for the Referral of Candidates to the Board of Governors\*\*  
Procedures for the Appointment of External Governors\*\*  
Procedures for the Election of Administrative Staff, Students and Teaching Staff Governors  
Procedures for the Election of Board Chair, Vice-Chairs and Appointment of Committee Chairs\*\*  
Board Evaluation Policy\*\*  
Board Chair Position Statement \*\*  
Board Vice-Chair Position Statement\*\*

*\*\*To be developed*