

Presidential Search and Appointment Policy

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Approval Authority Board of Governors	
Implementation Authority Board of Governors	
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1 Purpose

The Board of Governors (Board) of the University of Calgary (University) has the responsibility for the search, recruitment, selection and appointment of the President of the University (the Presidential Recruitment Process) under terms and conditions of employment agreed to by the Board.

This policy sets out the steps and guidelines for the Presidential Recruitment Process.

2 Policy Statement

Process

2.1 In the event of a pending or actual vacancy in the position of President of the University, the Board will initiate and conduct the Presidential Recruitment Process that will include the following steps:

- a) In conjunction with University Human Resources, the Executive Committee of the Board will:
 - i. determine and approve a budget for the Presidential Recruitment Process;
 - ii. develop a Request for Proposal, select and engage a search consultant for the Presidential search, recruitment and selection process; and
 - iii. consistent with all legal requirements, develop and recommend compensation and benefits guidelines for the position of President to the Board for approval.
- b) The Board shall establish an advisory committee to the Board called the Presidential Search Committee under Terms of Reference approved by the Board, which Committee will conduct the search and recruitment for a President, evaluate candidates and recommend a candidate to the Board. The Presidential Search Committee will be automatically dissolved upon the appointment of a President by the Board.

- c) The Presidential Search Committee shall perform the role and carry out the responsibilities articulated in its Terms of Reference.
- d) The Board Chair and Human Resources and Governance Committee Chair shall negotiate the terms and conditions of the President’s contract within the compensation and benefits guidelines for the position approved by the Board, following which the proposed contract will be taken for review and recommendation by the Executive Committee to the Board for approval.
- e) The Board shall appoint the President and approve the President’s contract.
- f) The Board Chair will announce the appointment of the President.
- g) If required, the Executive Committee will select and appoint an interim President under terms and conditions of employment approved by the Executive Committee.
- h) If required, the Board Chair will initiate the process for the addition of an academic appointment to the position of President as outlined in the University’s Procedure for Adding an Academic Appointment to a Senior Leadership Team Position.
- i) Such other steps as the Board or the Presidential Search Committee determines are necessary or desirable for the effective and efficient conduct of a Presidential search and appointment.

Guidelines

- 2.2** The Board Chair, or in his or her absence the Board Vice Chair, is the only official spokesperson of the Board in regards to the Presidential Recruitment Process, and Board members agree that they will act in a way that is consistent with the Board’s protocols on Board communications and public comment in respect thereof.
- 2.3** The Board and the Presidential Search Committee may draw on such University or external resources and personnel as they determine are necessary to assist them to conduct the Presidential Recruitment Process.
- 2.4** If, for whatever reason, the Presidential Search Committee is unable to carry out its responsibilities, the Board of Governors may discharge the committee and complete the search, recruitment and selection of a candidate for President using such mechanism or process as it shall determine at the time.

Effective Date

- 2.5** This Policy will be effective on the date it is approved by the Board or its delegate and will supersede all prior or existing documents in respect of the subject matter hereof.

3 Appendices [Appendix A: Presidential Search Committee Terms of Reference](#)

4 History October 20, 2017 Approved and Effective.
 January 1, 2020 Editorial Revision. Updated format.

Appendix A: Presidential Search Committee Terms of Reference

1. Establishment

The Board of Governors (Board) of the University of Calgary (University) hereby establishes an ad hoc committee called the Presidential Search Committee (the Committee) under the provisions of these Committee Terms of Reference, and delegates to the Committee the authorities set out herein.

All defined terms which are used, but not defined herein, and which are defined in the Board's General Terms of Reference shall have the meaning given to such term in the General Terms of Reference.

2. Composition

Chair

- The Board Chair (ex officio, voting)

Vice Chair

- The Board Vice Chair (ex officio, voting)

Voting Members

- Three Public Governors
- Two academic staff members appointed by the General Faculties Council
- One member appointed by Deans' Council
- One member appointed by The University of Calgary Faculty Association
- One member appointed by the Students' Union
- One member appointed by the Graduate Students' Association
- One member appointed by the Alberta Union of Provincial Employees, Local 52
- One member appointed by the Management and Professional Staff Executive Committee
- The Chancellor of the University (ex officio)
- One member appointed by the University Alumni Association

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. Appointments under this provision will be conducted in accordance with the regular appointment process for that member.

3. Role

The Committee's role is to conduct a search for a President of the University, evaluate candidates and recommend a candidate to the Board.

4. Responsibilities

The Committee will fulfill its role primarily by carrying out the activities enumerated below.

The listed responsibilities shall be the common, recurring activities of the Committee; however, the Committee may determine and carry out such other or additional responsibilities as are necessary or appropriate for the performance of its role.

The Committee will utilize the services of an experienced search consultant in carrying out its responsibilities and fulfilling its duties.

The Committee's primary responsibilities are as follows:

- 4.1. Develop and conduct a process for the search, recruitment and selection of an individual to recommend to the Board for the position of President of the University (the "Search Process"), which process may include the following Committee activities:
 - a. Set a timeline for the Search Process that provides the best possible transition for both the out-going and in-coming President, and work within the timeline set;
 - b. Develop a draft position profile which includes the priorities, and personal and professional attributes required for the next President, consult on the draft position profile, and, following consultation, approve a final position profile;
 - c. Identify information about the University and the presidency to be provided to candidates at each stage of the screening process;
 - d. Develop and approve an advertising program, including advertisements and other marketing materials;
 - e. Develop and approve a communications plan for the Search Process;
 - f. Identify suitable individuals for consideration;
 - g. Evaluate and short-list candidates for the position of President; and
 - h. Approve the interview questions and interview the short-listed candidates.
- 4.2. Oversee the work and performance of the search consultant engaged for the Search Process;
- 4.3. Prepare a report to the Board and recommend a candidate to the Board;
- 4.4. Ensure a broad, diverse, fair and objective Search Process;
- 4.5. Ensure that all candidates are treated equitably, and that all candidates are kept informed appropriately about the progress of the search; and
- 4.6. 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 Board. 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 Board in these Terms of Reference or by a resolution of the Board.

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, in person 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 and advising;
- 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 acknowledge that the Committee 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 University 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. Confidentiality

Members will hold in strict confidence all Committee information, documents, proceedings, deliberations, interviews, and opinions expressed therein and will sign a confidentiality agreement articulating their obligations in this regard.

8. Conflicts of Interest

All defined terms used in this section are defined in the University's Code of Conduct.

Members are required to:

- a. Complete and sign a declaration disclosing any potential or existing, real or apparent Conflicts of Interest, including any Private Benefit, Related Person or Related Entity that could give rise thereto, at the time of their appointment to the Committee;
- b. Disclose in writing any relevant new or additional information about those interests as soon as possible by completing and signing an updated declaration;
- c. Disclose to the Chair or the University Secretary a potential or existing, real or apparent Conflict of Interest, including any Private Benefit, Related Person or Related Entity that could give rise thereto, at the first opportunity after they become aware of it;
- d. Review agenda items and declare any conflicts in respect of an item at the beginning of each meeting;
- e. Immediately seek guidance from the Chair or the University Secretary where there is any doubt about the existence of a potential or existing, real or apparent Conflict of Interest; and
- f. Actively manage a conflict by applying one or more of the options below, as appropriate for the circumstance and as agreed to by the chair of the meeting, if in a meeting, and the Chair if otherwise. Options for action are:
 - i. removing themselves from the room for any discussion and the decision on matters for which the conflict exists or is perceived to exist;
 - ii. removing themselves from the circumstances that give rise to the conflict; and
 - iii. resigning their position with the Committee.

9. Operations

General

- 9.1. 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.

- 9.2. 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.
- 9.3. The Chair, or in his or her absence or inability to act, the Vice Chair, is the only person authorized to speak for the Committee.
- 9.4. The Committee will keep the Board and the public informed of the progress of its work at regular intervals.
- 9.5. The University Secretary or designate will act as the Secretary at meetings of the Committee.
- 9.6. The Vice President (University Relations) and the Associate 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.
- 9.7. The Chair may retain an outside advisor with particular expertise to advise the Committee at the expense of the University, taking into consideration reasonable monetary limits and other controls as appropriate.
- 9.8. Other than as set out in these Terms of Reference, the Committee shall establish its own operating procedures.

Meetings

- 9.9. All meetings of the Committee will be held in-camera and the Secretary shall attend all meetings.
- 9.10. 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.
- 9.11. Meeting agendas will be formulated by the Chair.
- 9.12. Whenever possible, meeting materials will be distributed to members in advance of a scheduled meeting.
- 9.13. In the event that both the Chair and the Vice Chair are unable to attend a specific meeting, then the Chair shall designate a Public Governor 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.
- 9.14. In the sole discretion of the Chair, Committee meetings may be held in person, by means of a telephonic, electronic or other communication facility 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.
- 9.15. 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.

Quorum

A majority of voting 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.

Voting

Only 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.

Resolutions in Writing

Resolutions in writing may be circulated for approval via facsimile, electronic mail or electronic poll.

A resolution of the Committee consented to in writing by a majority of the Members entitled to vote on it, 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 via electronic mail or electronic poll are as follows:

- a. Resolutions will be circulated to Members by electronic mail at the e-mail address on file with the Secretary or by electronic poll
- 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 resolution made via electronic mail or electronic poll
- 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

If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass.

Working Groups

The Committee may create working groups that report to the Committee to facilitate the accomplishment of its responsibilities. The Committee is ultimately responsible for the work and responsibilities of each of its working groups, if any. The membership of any working group shall be determined by the Chair and working group members may be drawn from outside the Committee.

Notwithstanding the previous paragraph, the Committee does not have the power to delegate or assign its authority to another Committee, to a sub-committee, working group, administrative unit or individual unless the Committee Terms of Reference or the Board expressly authorizes such delegation or assignment.

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 University Secretariat.

10. Enforceability and Effective Date

The invalidity or unenforceability of any provision of these Terms of Reference shall not affect the validity or enforceability of the remaining provisions of these Terms of Reference.

These Terms of Reference will be effective on the date that they are approved by the Board or its delegate. All prior or existing Terms of Reference of the Committee are repealed as of the effective date of these Terms of Reference.