

**Senate  
Chancellor Search Committee  
Terms of Reference**

**1. ESTABLISHMENT**

The **Senate** of the University of Calgary (**University**) hereby establishes an ad hoc committee called the Chancellor 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 Senate Standing Committees' General Terms of Reference shall have the meaning given to such term in the General Terms of Reference.

**2. COMPOSITION**

Co-Chairs

The Members are named as set out under "Voting Members" below.

Voting Members:

- Three members of the Senate appointed by the Senate Chair (Chancellor) and the Senate Vice Chair (President and Vice Chancellor) together, and they will appoint two of these Members as Co-Chairs of the Committee.
- Three members of the General Faculties Council, appointed by the General Faculties Council
- Three members of the Alumni Association, appointed by the Alumni Association
- One member of the Students' Union, appointed by the Students' Union
- One member of the Graduate Students' Association, appointed by the Graduate Students' Association

Members will advise the Associate Vice-President Community Engagement 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 Co-Chairs determine at their sole discretion that a member is unable to fulfill their duties, the Co-Chairs 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 Chancellor of the University, evaluate candidates and recommend one candidate to the Senate.

#### **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's primary responsibilities are as follows:

1. Develop and conduct a process for the search, recruitment, and selection of an individual to recommend to the Senate for the position of Chancellor 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 Chancellor, and work within the timeline set;
  - b. Develop a recruitment brief which includes the role and responsibilities, priorities, and personal and professional attributes required for the next Chancellor;
  - c. Identify information about the University and the role of Chancellor 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 Chancellor;
  - h. Approve the interview questions and interview the short-listed candidates;
  - i. Work with an external Talent Company to search for potential candidates
2. Prepare a report for the Senate and recommend one candidate to the Senate;
3. Ensure a broad, diverse, fair, and objective Search Process in line with the University's strategy;
4. Ensure that all candidates are treated equitably and that all candidates are kept informed appropriately about the progress of the search.

#### **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 Senate. 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 Senate in these Terms of Reference or by a resolution of the Senate.

#### **6. EXPECTATIONS AND OBLIGATIONS OF MEMBERS**

Members will read and adhere to these Terms of Reference.

Members are expected to:

1. Ensure that they are able to devote sufficient time and energy to carrying out their duties effectively;
2. Make every effort to attend all Committee meetings and activities, in person whenever possible, and carry out all duties requested of them by the Co-Chairs.
3. 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;

4. Act honestly, in good faith and 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;
5. 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
6. Once a decision is made, respect the authority of the Committee and its decisions.

Members acknowledge that the Committee Co-Chairs are the only official spokespeople on the Committee.

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 Co-Chairs or the Associate Vice-President Community Engagement

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:

1. 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;
2. Disclose in writing any relevant new or additional information about those interests as soon as possible by completing and signing an updated declaration;
3. Disclose to the Co-Chairs or the Associate Vice President Community Engagement 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;
4. Review agenda items and declare any conflicts in respect of an item at the beginning of each meeting;
5. Immediately seek guidance from the Co-Chairs or Associate Vice President Community Engagement here there is any doubt about the existence of a potential or existing, real or apparent Conflict of Interest; and
6. 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 Co-Chairs if otherwise. Options for action are:
  - a. removing themselves from the room for any discussion and the decision on matters for which the conflict exists or is perceived to exist;
  - b. removing themselves from the circumstances that give rise to the conflict; and
  - c. resigning from their position with the Committee.

## **9. OPERATIONS**

### **General**

1. The Co-Chairs preside at meetings of the Committee and lead the Committee in all aspects of its work and are responsible for effectively managing the affairs of the Committee and ensuring that the Committee is properly organized, functions effectively, and meets its obligations and responsibilities. The Co-Chairs will foster and promote the integrity of the Committee and the culture where the Committee works ethically and cohesively in the best interests of the University.
2. One Co-Chair will carry out any or all of the Co-Chairs' responsibilities in the event that one Co-Chair is absent or unable to carry out their responsibilities.
3. The Co-Chairs are the only people authorized to speak for the Committee.
4. The Committee will keep the Senate and Senate Executive Committee informed of the progress of its work at regular intervals.
5. The Associate Vice-President, Community Engagement, will be the responsible administrator to the Committee and will draw on the Office of Communications and Community Engagement and any University personnel as needed. The Associate Vice-President Community Engagement or designate will act as the recording secretary at meetings of the Committee.
6. The Co-Chairs shall rotate Chairing the committee but will have the right at their discretion to choose who Chairs any particular meeting without reference to the Committee
7. Other than as set out in these Terms of Reference, the Committee shall establish its own operating procedures.

### **Meetings**

1. All meetings of the Committee will be held in-camera, and the, Associate Vice-President Community Engagement, and their designate, who will fill the role of recording secretary, will attend all meetings.
2. The Co-Chairs will invite the Presidents designate, who will be a non-voting observer, to attend meetings, and who will be called upon to counsel and give advice when required.
3. 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 Co-Chairs. 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 Associate Vice-President, Community Engagement 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.
4. Meeting agendas will be formulated by the Co-Chairs in collaboration with the Associate Vice-President Community Engagement.
5. Whenever possible, meeting materials will be distributed to members in advance of a scheduled meeting.
6. In the event that both the Co-Chairs are unable to attend a specific meeting, the meeting will be cancelled. In the event that neither of the Co-Chairs is present within fifteen (15) minutes of the time fixed for the commencement of the meeting, the meeting will be cancelled.
7. At the sole discretion of the Co-Chairs, 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.

8. The Co-Chairs 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 Co-Chairs, acting reasonably.

### Quorum

A majority of voting members shall constitute a quorum for the transaction of business at any meeting of the Committee. Six (6) people.

If a quorum for a Committee meeting is not present within fifteen (15) 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, electronic polling, or otherwise in such manner that clearly evidences a member's vote and is accepted by the Co-Chairs of the meeting. Voting by proxy is not allowed.

An affirmative vote of a majority of the members presents and eligible to vote, or consent without objection is required to pass a motion. The Co-Chairs do not have a second or casting vote.

A declaration by the Co-Chairs 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 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, 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 Associate Vice-President, Community Engagement.

The procedures for approval of resolutions via electronic mail or electronic poll are as follows:

- Resolutions will be circulated to Members by electronic mail at the e-mail address on file with the Associate Vice-President, Community Engagement or by electronic poll
- All documents sent to an electronic e-mail address will be presumed to have been received by the Committee Member
- The resolution will expire in the time set in the message; however, the Co-Chairs or the Associate Vice-President Community Engagement may extend the deadline once by up to a maximum of seven days
- 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
- The Associate Vice-President Community Engagement is responsible for tallying the votes and informing the Committee of the outcome
- 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.

#### Records

The recording secretary 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 Office of Chancellor and Senate

#### **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 Senate. All prior or existing Terms of Reference of the Committee are repealed as of the effective date of these Terms of Reference.

Reviewed Date: April 2025

Approved by Governance Committee - May 1, 2025

Approved by the Senate Executive Committee - May 15, 2025

Approval by the Senate - June 19, 2025