

Presidential Reappointment 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 evaluation and reappointment of the President of the University (the Presidential Reappointment Process) under terms and conditions of employment agreed to by the Board.

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

2 Policy Statement

Process

2.1 On or before eighteen months prior to the end of the current term, the President shall advise the Board Chair whether the President wishes to be considered for a successive, five-year term as President. If the President does wish to be considered for a successive term, the Board shall immediately initiate and conduct the Presidential Reappointment Process. The Presidential Reappointment Process shall be concluded no later than twelve months prior to the end of the President's current term and shall include the following steps:

- a) The Board shall establish an advisory committee to the Board called the Presidential Review Committee under Terms of Reference approved by the Board, which Committee will conduct a review of the President as outlined in the Committee Terms of Reference and make a recommendation to the Board with respect to the reappointment of the President for a successive term. The Presidential Review Committee will automatically dissolve following its recommendation to the Board.
- b) The Presidential Review Committee shall perform the role and carry out the responsibilities articulated in its Terms of Reference.
- c) In conjunction with University Relations, the Board Chair will develop and execute a communications plan for the Presidential Reappointment Process.

- d) In conjunction with University Human Resources, the Board Chair shall review the existing compensation and benefits guidelines for the position of President and, if required, consistent with all legal requirements, the Executive Committee of the Board will develop and recommend to the Board for approval, updated compensation and benefits guidelines for the successive term of the President.
- e) Once the Presidential Review Committee has formulated its recommendation, before it is presented to the Board, the Board Chair shall meet in confidence with the President to present a written report of, and review with the President the general findings of the Presidential Review Committee and its proposed recommendation to the Board.
- f) The Chair of the Presidential Review Committee shall present a written report to the Board that summarizes the committee's activities and findings, and makes a recommendation respecting the reappointment of the President for a successive term. The Presidential Review Committee's recommendation is purely advisory and is non-binding on the Board.
- g) The Board shall make a decision regarding the reappointment of the President for a successive term.
- h) Provided that the Board has decided to reappoint the President, the Board Chair and the Human Resources and Governance Committee Chair shall negotiate the terms and conditions of the President's contract for a successive term within the compensation and benefits guidelines for the position that have been approved by the Board.
- i) The Executive Committee of the Board shall review and recommend the proposed contract to the Board for the Board's approval of the contract.
- j) The Board Chair shall announce the reappointment of the President.
- k) Such other steps as the Board or the Presidential Review Committee determines are necessary or desirable for the effective and efficient conduct of a Presidential reappointment.

Guidelines

- 2.2** The Board Chair, or in their absence the Board Vice Chair, is the only official spokesperson of the Board in regards to the Presidential Reappointment 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 Review Committee may draw on such University or external resources and personnel as they determine are necessary to assist them to conduct the Presidential Reappointment Process.
- 2.4** If, for whatever reason, the Presidential Review Committee is unable to carry out its responsibilities, the Board may discharge the committee and complete the Presidential Reappointment Process 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 Review Committee Terms of Reference](#)

4 History

October 19, 2018

Approved and Effective.

January 1, 2020

Editorial Revision. Updated format.

Appendix A: Presidential Review 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 Review 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 Governors appointed by the Executive Committee of the Board
- 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 review of the President of the University and make a recommendation to the Board with respect to the reappointment of the President for a successive five-year term.

4. Responsibilities

The Committee will fulfill its role primarily by carrying out the responsibilities listed below; however, the Committee may determine and carry out such other responsibilities as are necessary or appropriate for the performance of its role.

The Committee's primary responsibilities are as follows:

- 4.1. Conduct a review of the President based on an assessment of the performance of the President and the President's vision and plan for the University if the President is reappointed.

The review shall be concluded no later than twelve months prior to the end of the President's current term.

The criteria for the assessment of the performance of the President (the Performance Assessment Criteria) are as follows:

- a. The key selection criteria outlined in the position profile from the search for the President;
- b. The annual assessments of the President and achievement of the President's goals established by the Board and the President, to date in the President's current term; and
- c. The feedback collected through the stakeholder consultation process conducted by the Committee.

The review of the President shall be comprised of the following steps:

- a. The Chair will meet with the President at the outset of Committee's work to discuss the process for the review of the President, including the Performance Assessment Criteria, the individuals and stakeholder groups the Presidential Review Committee proposes to consult, the expectations regarding the President's self-assessment report and meeting with the Committee, and the schedule for each stage of the process;
- b. The Committee will conduct a measured stakeholder consultation process to collect informed feedback in confidence about the performance of the President from leaders or informed representatives of major internal and external University stakeholder groups, using such methods as a questionnaire and personal interviews. In addition, a secure website will be made available to the campus community for thirty (30) days to provide feedback in confidence to the Committee. The Committee may consider unsolicited feedback received by the Committee, provided it is in writing and signed. Feedback will be held in confidence by the Committee and anonymous feedback will not be accepted or considered by the Committee.
- c. The Chair will meet in confidence with the President to provide the President with a written summary of the consultation feedback without attribution, and to discuss the feedback and the timing and plan for the President's meeting with the Committee;
- d. Two weeks prior to the President's meeting with the Committee, the President will submit to the Committee their self-assessment report based on the Performance Assessment Criteria, and their vision and plan for the University if reappointed; and
- e. No sooner than three weeks after the meeting between the Chair and the President, the Committee will meet with the President, at which meeting the President will present their written self-assessment report and the President's vision and plan for the University if the President is reappointed, and the Committee and the President will discuss the Performance Assessment Criteria, the President's self-assessment report and the President's vision and plan.

- 4.2. Formulate a recommendation on the reappointment of the President for a successive term and prepare a written report to the Board that summarizes the Committee's activities and findings, and makes a recommendation respecting the reappointment of the President for a successive term.
- 4.3. Ensure a fair, objective and efficient Reappointment Process that does not undermine the President's ability to function effectively as the President during the Reappointment Process.
- 4.4. 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.

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

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;
- 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. Operations

General

- 8.1. 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.
- 8.2. 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.

- 8.3. 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.
- 8.4. The Committee will keep the Board and the public informed of the progress of its work at regular intervals.
- 8.5. The University Secretary or designate will act as the Secretary at meetings of the Committee.
- 8.6. 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.
- 8.7. The Chair may retain an outside advisor or consultant with particular expertise to advise or assist the Committee in carrying out its responsibilities at the expense of the University, taking into consideration reasonable monetary limits and other controls as appropriate.
- 8.8. Other than as set out in these Terms of Reference, the Committee shall establish its own operating procedures.

Meetings

- 8.9. All meetings of the Committee will be held in-camera and the Secretary shall attend all meetings.
- 8.10. 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.
- 8.11. Meeting agendas will be formulated by the Chair.
- 8.12. Whenever possible, meeting materials will be distributed to members in advance of a scheduled meeting.
- 8.13. In the event that both the Chair and the Vice Chair are unable to attend a specific meeting, then the Chair shall designate a 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.
- 8.14. 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.
- 8.15. 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

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 conducted electronically are as follows:

- a. Resolutions will be sent to members, or members will be notified of an electronic poll, via the facsimile, e-mail address or telephone number on file with the Secretary;
- 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 written resolution;
- 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; and
- f. If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass.

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.

9. Effective Date

These Terms of Reference are 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.