



Board Chair, Vice-Chair and Past-Chair Succession Policy

Category: Governance and Legal;

Jurisdiction: Board Governance and Nominating Committee, General Counsel and University Secretary;

Approval Authority: Board of Governors;

Established on: April 24, 2020;

Amendments: May 4, 2022;

Most Recent Review: May 4, 2022.

Purpose

To take all reasonable steps to ensure the independent, effective and continuous leadership of the Board of Governors (Board).

Policy

The Board Chair, Vice-Chair of the Board (Vice-Chair) and Past-Chair of the Board (Past-Chair) shall be External Governors who possess demonstrated and documented competencies and attributes set out within the Board approved “Roles and Responsibilities of Members of the Lakehead University Board of Governors” (“Board Roles Document”) and shall be recommended and selected using the process set out herein.

The incoming Board Chair, the Vice-Chair, and the Past-Chair shall be reviewed and approved by the Board prior to the expiry of each of the incumbent Board Chair’s, Vice-Chair’s, or Past-Chair’s terms, as the case may be, respectively.

While it is normally desirable for Board leadership continuity for an individual to progress from Vice-Chair to Board Chair, and from Board Chair to Past-Chair, such progression is not required. The Board Governance and Nominating Committee (“Committee”) shall review the desirability of the Vice Chair continuing on as Board Chair, and Board Chair continuing on as Past-Chair as part of the Committee’s consultations with Governors pursuant to this Policy.

Board Leadership Recruitment, Selection, Evaluation and Succession Process

The Committee shall conduct the Board Chair, Vice-Chair and Past-Chair recruitment, selection, evaluation and succession processes, as set out below, and recommend to the Board, for review and approval, one or more nominees to fill upcoming vacancies in such positions.

The following shall occur:

1. The tenure of each of the Board Chair, the Vice-Chair, and the Past-Chair positions shall be up to two years, pending performance reviews (see item 2).
2. The independence and performance of the Board Chair, the Vice-Chair, and the Past-Chair shall be evaluated annually in writing by each Governor, and reported to the Committee. The Committee shall have meetings with each of the Board Chair, the Vice-Chair and the Past-Chair to discuss their evaluation and any action to be taken,
3. The Committee may recommend any External Governor for the positions of Board Chair, Vice-Chair, or Past-Chair. For greater certainty, the Committee is not required to recommend the most senior Governor(s), the incumbent Vice-Chair or Board Chair, or any Governor who desires, self-nominates, or is nominated from the floor, as the case may be. Rather, in reviewing and formulating its recommendation to the Board the Committee shall use its judgment to recommend the Governor(s) who possesses the competencies and attributes to fulfill the roles and responsibilities inherent in the relevant position, and the Board shall use the same standard in making such appointments. (See the Position Descriptions for each of the Board Chair, the Vice-Chair and the Past Chair, set out in the Board approved “Roles and Responsibilities of Members of the Lakehead University Board of Governors”.)

4. Each Governor shall be canvassed, confidentially, by the Committee on which Governor(s) possesses the competencies, attributes, availability, and proper motivation, to the best of each Governor's knowledge, information and belief, to fulfill the Position Description(s) set out in the "Roles and Responsibilities of Members of the Lakehead University Board of Governors", as applicable, and ideally six months prior to the term limit of the incumbent. The views of any such Governor should not be unduly influential or determinative. Normally, when this is done, there is a shared consensus around one Governor for the relevant position.
5. The Committee shall also consider, in its deliberations and report to the Board, diversity in all forms; leadership development and mentoring; and the talent pool of prospective board leaders, and the development of such talent pool.
6. The Committee shall produce a written report on its deliberations, application of the roles and responsibilities, and application of competencies and attributes required to fulfill the roles and responsibilities, and recommendation(s) of candidate(s), to the full Board, for review and approval.
7. If more than one Governor is arrived at by the Committee via the foregoing consultation process as candidates for Board Chair, or Vice-Chair, or Past-Chair, as the case may be, the Elections Process set out in Schedule 1 (attached) shall be followed.
8. The outgoing Board Chair, or Vice-Chair, or Past Board Chair, as the case may be, should work with and mentor the incoming Board Chair, Vice-Chair or Past Board Chair, respectively, for a limited period of time to ensure a smooth transition to a new Board Chair, Vice-Chair or Past Board Chair.
9. Despite paragraph 9.5(c) of the Board Bylaws (which states that the conflict of interest rule on abstaining from voting on a question of direct personal interest does not mean that a Governor should not vote for themselves for an office or other position to which Governors generally are eligible) no member of the Committee who wishes to be considered for the Board Chair, Vice-Chair or Past-Chair position, as the case may be, shall participate in portions of the meeting where such position is being considered. If there is a Committee member who wishes to be considered for the Board Chair, Vice-Chair or Past-Chair position, as the case may be, that Committee member should

recuse themselves from the Committee in deliberations and exert no influence on the process, for that particular role.

To assist in the foregoing process, please see the roles and responsibilities of the Board Chair, Vice-Chair and Past-Chair, set out in the Board approved “Roles and Responsibilities of Members of the Lakehead University Board of Governors”.

Review and Amendment

This Policy shall be reviewed by the Committee at least every two years, and shall be reviewed and approved by the Board on the recommendation of the Committee.

Review Period: At least every two years;

Date for Next Review: 2023-2024;

Related Policies and Procedures: Roles and Responsibilities of Members of the Lakehead University Board of Governors

Policy Superseded by this Policy: None.

The University Secretariat manages the development of policies through an impartial, fair governance process. Please contact the University Secretariat for additional information on University policies and procedures and/or if you require this information in another format:

Open: Monday through Friday from 8:30am to 4:30pm;

Location: University Centre, Thunder Bay Campus, Room UC2002;

Phone: 807-343-8010 Ext. 7929 or Email: univsec@lakeheadu.ca

Schedule 1 – Board Chair and Vice Chair Election Procedures

(adopted by the Board on 31 August 2020, amended on May 4, 2022)

Overview of the Approved Election Procedures

1. The Board Governance and Nominating Committee (BGNC) follows the processes set out in the Board Chair, Vice-Chair and Past-Chair Succession Policy.
2. Pre-election documentation – Nominees are invited to submit to the Board Secretary up to a two page statement, and a CV, which shall be circulated with the materials for the meeting at which the election shall be conducted.
3. During Annual Board Meeting:
 - a. Motion to move in camera.
 - b. The BGNC Chair reports on the BGNC’s nominations for the office of Chair
 - c. Nominations for the Office of Chair are accepted from the floor.
 - d. Elections are conducted by secret ballot.
 - e. Chair announces election results.
 - f. Same process is followed for the Vice Chair position.

Election Procedures for the Board of Governors Chair and Vice-Chair

Individuals are eligible to be considered for multiple positions, however they cannot be elected to both Chair and Vice Chair.

The Chair election shall be conducted first. Upon the successful election of a Board of Governors Chair, the Vice-Chair elections shall be conducted. If a candidate wants to let their name stand for Chair, and for Vice-Chair in the event they are not selected as Chair, they may make that known in their candidacy documents.

Section 3(a): Eligibility

Eligible for Nomination: External Members of the Board. See appendix A and B for further details requiring the Board Chair and Vice-Chair selection criteria.

Eligible to Nominate: The Board Governance and Nominating Committee shall be eligible to submit nominations. In addition, all voting members of the Board of Governors shall be eligible to submit a nomination from the floor.

Eligible to Vote: All voting members of the Board of Governors present in person or by other suitable means (e.g. via distance) at the time of the vote shall be eligible to cast a ballot, including the current Board Chair and candidates on the ballot.

Section 3(b): Nomination Procedures

The Board Chair calls on the Chair of the Governance and Nominating Committee (BGNC) to indicate any BGNC nominations for the election (first for Chair and then once that election is completed, then for Vice-Chair).

The Board Chair then calls for nominations from the floor by saying, for example, “Nominations are now in order for the office of the Chair.” Any member may then call out, for example, “I nominate Member A”, without first being recognized by the Chair. When it appears that everyone who wished to has made a nomination, the chair says, “Are there any further nominations? [pause]. If not, [pause] nominations are closed.”

The Board Chair shall confirm each nominees’ willingness to accept the nomination. Nominees not present are eligible to be nominated if they have previously consented their willingness to accept the nomination.

Each nominee shall be invited to speak to the Board separately for up to 5 minutes in support of their nomination. The order of the nominees speaking to the Board shall be determined by a random draw conducted by the Board Secretary. Following each nominee’s speech a reasonable amount of time (such as 15 minutes) shall be provided for a question and answer

session during which each Board member shall have the opportunity to ask the nominee one question, and if time permits, a second question.

Despite the foregoing, candidates on the same ballot shall not be permitted to ask questions to each other. For further clarification, all nominees shall be present during each other's speeches and question periods.

Section 3(c): Election Procedures

Term: The Chair and Vice Chair shall each be elected for up to a two-year term commencing at the close of the Annual meeting at which the current corresponding Officer's term expires to the close of the Annual meeting in the year their term ends.

Acclamations: If only 1 candidate is nominated for a position the Board shall conduct a confidential ballot vote to consider electing that individual if they are determined eligible and are willing to accept the nomination. Write in ballots shall not be permitted. In the event that the candidate does not receive a majority of votes, they shall not be elected to the position during such vote, and the matter shall be referred back to the Board Governance and Nominating Committee. For greater certainty, that candidate may be considered for any future vote.

Ballots/Voting: Following the Board of Governors deliberations, confidential ballots shall be distributed to the eligible voting members by the tellers (the University Secretary and Associate University Secretary). Paper ballots shall be circulated to those present in person and an electronic ballot shall be circulated to those participating remotely. In collecting the ballots, the tellers have the responsibility of ensuring that no member votes more than once. Write in ballots shall not be permitted.

When it appears that everyone has voted, the chair says, "Have all voted who wish to do so?" If there is no response, the chair continues, "Since no one else wishes to vote, [pause], the polls are closed."

At this point in time, if necessary, a 5-10 minute recess will be taken.

During the recess, the tellers count the ballots, usually in another room. Ballots shall be counted in accordance with the procedures set out in the most recent edition of Robert's Rules of Order.

After counting, the tellers prepare a confidential written report and provide it to the presiding officer. The presiding officer shall only announce the individual that is elected. The Tellers' Report shall remain confidential and shall not be entered into the minutes. For further clarity, only the individual elected shall be entered into the minutes.

With the exception of acclamations, individuals shall be elected by plurality voting. Therefore the individual with the greatest number of votes shall be declared the successful candidate.

An election becomes final when the chair announces the result.

APPENDIX A to the Board Chair and Vice Chair Election Procedures

Board Chair Selection

The Board Chair is one of five “Board Officers”, and as such, the decision regarding who should be the Board Chair is in the purview of the Board. The Board has assigned responsibilities to the BGNC to collect information and provide recommendations. The relevant provisions and documents are:

- Lakehead University Act
- Board Bylaws
- BGNC Terms of Reference
- Board of Governors Chair, Vice-Chair and Past Chair Succession Policy
- Roles and Responsibilities of Members of the Lakehead University Board of Governors (the “Board Roles Document”)

Section 10 of the Lakehead University Act:

The Board shall elect a chairman from among its members for such period as may be determined by the Board.

Board Bylaws:

Article 4.1(b): Persons to be elected or appointed as Board Officers shall be those nominated by the Governance and Nominating Committee or those nominated from the floor.

Articles 4.1(a), 4.2(a) and 7.9(b)(7): The Board may appoint Board Officers from time to time for up to two consecutive years, and shall fill any existing vacancies in Board Officers at its Annual Meeting.

BGNC Terms of Reference:

Propose nominees for the positions of Board Chair and Board Vice- Chair.

Chair/VC/PC Selection Process:

“The [Board Governance and Nominating Committee] shall conduct the Board Chair, Vice-Chair and Past-Chair recruitment, selection, evaluation and succession processes, as set out below, and recommend to the Board, for review and approval, one or more nominees to fill upcoming vacancies in such positions.”

These documents together set out the following eligibility and selection criteria (some mandatory and some recommended) for Board Chair:

- must be a Member of the Board of Governors (s. 10, *Lakehead University Act*)
- must be an External Member of the Board
- should normally have served as Vice-Chair for at least one year prior to becoming Board Chair
- must be willing to fulfill the duties of Board Chair; and
- shall possess:
 - The skills and knowledge required of an individual Governor as outlined in the Board approved document entitled “Roles and Responsibilities of Members of the Lakehead University Board of Governors” (the “Board Roles Document”)
 - The skills, knowledge and attributes required of the position as outlined in the Board Roles Document
 - Ability and willingness to fulfill the role, duties and responsibilities of the position as outlined in the Board Roles Document and also Article 4.3(b)(1) of the Board Bylaws
 - Such other selection criteria reviewed and approved by the Board on the recommendation of the Board Governance and Nominating Committee