

**TERMS OF REFERENCE FOR
THE PROCESS FOR THE APPOINTMENT/REAPPOINTMENT OF THE CHANCELLOR**

June 20, 2019

Summary

Until 2008, the UBC Chancellor was nominated and elected by Convocation, a body primarily composed of UBC alumni and Faculty Members.

Since 2008, the *University Act* mandates that the UBC Chancellor appointment process requires a candidate to be nominated by *alumni UBC (the Alumni Association of UBC)* after consultation with the Council of Senates and then appointed by the Board of Governors.

In fulfilling *alumni UBC's* mandate under the *University Act*, consultation with the Council of Senates will take the form of:

- (i) consultation at an executive level regarding review and update of these terms of reference;
- (ii) participation by the Chair of the Executive Committee of the Council of Senates (or their designate) as a member of the Chancellor Appointment or Reappointment Committee (as the case may be, the “**Committee**”); *alumni UBC* expects that the member so appointed will provide appropriate ongoing reporting to the Council of Senates and each of the Vancouver and Okanagan Senates, regarding the Committee’s work;
- (iii) regular reporting by the Committee to the Council of Senates, outlining the composition of the Committee, the process that the Committee will use to conduct the search and the timeline for concluding the search; and
- (iv) a report by the Committee to the Council of Senates, identifying and summarizing the attributes of shortlisted candidates (in strict confidence).

As per Section 11 of the *University Act*, a Chancellor is appointed for a three-year term, but may hold the position for a second three-year term upon agreement of all the parties. He or she is eligible for reappointment, but may not hold office for more than six (6) consecutive years.

The Chancellor is the titular head of the University. He or she is Chair of the Convocation, and a member of the Board of Governors, Senates, and Council of Senates. The Chancellor confers degrees granted by UBC and represents the University in many formal occasions. The Chancellor is also traditionally the chair of any President & Vice Chancellor search processes/committees. The Chancellor is also a member, ex officio, of the Board of Directors of *alumni UBC*. The position of Chancellor is voluntary.

Procedures

The *alumni UBC* Board of Directors is responsible for approving any revisions to these terms of reference.

The Chair of *alumni UBC* Board of Directors, in consultation with Chair of the Governance Committee of the UBC Board of Governors and the Chair of the Executive Committee of the Council of Senates, will review and recommend to the *alumni UBC* Board of Directors, any updates suggested to these terms of reference.

In order to provide an efficient process by which a candidate can be nominated by *alumni UBC* in consultation with the Council of Senates and other stakeholders, the Committee shall be formed to seek and consider nominations for the office of Chancellor and to make recommendations to the *alumni UBC* Board of Directors for his or her appointment or reappointment.

Committee Membership

The *alumni UBC* Board of Directors will establish the Committee. The *alumni UBC* Board of Directors' appointment of Committee members will reflect the many aspects of the University community, including its faculty, staff, students, alumni, Board of Governors, Senates, and campuses. In establishing the membership of the Committee and to the extent possible, the *alumni UBC* Board of Directors will seek to have diverse and inclusive representation within the membership of the Committee, and encourages the University community groups noted below to consider that perspective in their decisions on Committee membership. The Committee will be composed of:

- Chair, *alumni UBC* Board of Directors – Chair of the Committee
- Executive Director, *alumni UBC* – Secretary to the Committee (non-voting)
- 2 additional members of the *alumni UBC* Board of Directors
- Chair, Board of Governors (or designate)
- 1 additional member of the Board of Governors designated by the Chair of the Board of Governors
- President & Vice-Chancellor of UBC, as Chair of the Council of Senates (or designate)
- Chair, Executive Committee of the Council of Senates (or designate)
- 8 additional members appointed by the *alumni UBC* Board of Directors to ensure participation from the following University community groups:
 - 2 persons representing the UBC Vancouver faculty, elected by and from members of the UBC Vancouver faculty
 - 1 person representing the UBC Okanagan faculty, elected by and from members of the UBC Okanagan faculty
 - 1 person representing the UBC Vancouver undergraduate student body, elected by and from members of the UBC Vancouver undergraduate student body
 - 1 person representing the UBC Okanagan student body, elected by and from members of the UBC Okanagan student body
 - 1 person representing the UBC graduate student body, elected by and from members of the UBC graduate student body
 - 1 person representing UBC Vancouver's non-faculty staff, elected by and from members of UBC Vancouver's non-faculty staff
 - 1 person representing UBC Okanagan's non-faculty staff, elected by and from members of UBC Okanagan's non-faculty staff

Elections for the above University community group positions will be conducted by the Office of Senate and Curriculum Services upon request from the *alumni UBC* Board of Directors. If no person from a particular University community group stands for election after at least two calls for nominations, the *Alumni UBC* Board of Directors may decide that the Committee proceeds as constituted without that position or positions being filled.

Appointment Process

In the event of an upcoming vacancy in the office of Chancellor, a Committee will be constituted in accordance with the process above and will be responsible for undertaking the following process:

- the Committee meets to review and orient themselves to these terms of reference and its process;
- the Committee shall issue a call for nominations to UBC alumni, Senates, Board of Governors and the University community at large;
- the Committee considers candidates in confidence, and recognizing the need for due diligence, may meet with candidates as appropriate;
- the Committee develops a candidate short list and consults with the *alumni UBC* Board of Directors, the Board of Governors and the Council of Senates, by identifying and summarizing the attributes of shortlisted candidates (in strict confidence);
- the Committee identifies a preferred candidate (from among those agreeable to the *alumni UBC* Board of Directors), and approaches the candidate to ascertain willingness to serve;
- if the candidate declines, the Committee shall approach the next highest ranked candidate; and,
- upon agreement from the individual, the Committee shall recommend to the *alumni UBC* Board of Directors the nomination of that individual as Chancellor.

Consideration of Appointment Recommendation

- The Committee's recommendation is presented to the *alumni UBC* Board of Directors. The *alumni UBC* Board of Directors will consider the recommendation and either approve it or request that the Committee develop a new recommendation.
- Once approved, the *alumni UBC* Board of Directors presents its recommendation to the Board of Governors.
- The Board of Governors will consider the recommendation and either approve it or request that the *alumni UBC* Board of Directors develop a new recommendation.

Reappointment Process

If the current Chancellor is eligible for reappointment, the *alumni UBC* Board of Directors shall consider whether or not the individual should be considered for reappointment, after consultation with the UBC Board of Governors.

If the recommendation to consider the reappointment is approved, the Chancellor will be invited to stand for a second term, and with the individual's agreement, a Committee will be constituted in accordance with the same process as for an appointment above and will be responsible for undertaking the following process:

- Committee meets to review and orient themselves to these terms of reference and its process
- Communication to UBC community inviting input related to re-appointment
- Committee or designate to meet key stakeholders as identified by the *alumni UBC* Board of Directors and/or the Committee
- Council of Senates provides feedback to the Committee through the Chair, Executive Committee of the Council of Senates or designate
- Stakeholder feedback assembled
- Committee meets to review stakeholder and Council of Senates consultation and finalize its recommendation to the *alumni UBC* Board of Directors

Consideration of Reappointment Recommendation

- The Committee's recommendation along with the results of consultation with the Council of Senates is presented to the *alumni UBC* Board of Directors. The *alumni UBC* Board of Directors will consider the recommendation and either approve the recommendation or request that the Committee meet again to reconsider its recommendation.
- Once approved, the *alumni UBC* Board of Directors presents its recommendation to the Board of Governors, along with the results of consultation with the Council of Senate.
- The Board of Governors will consider the recommendation and either approve it or request that the Committee meet again to reconsider its recommendation.
- Should either the *alumni UBC* Board of Directors or the Board of Governors not accept a recommendation for the reappointment of an incumbent Chancellor, the Chancellor will be informed and the search process for the appointment of a new Chancellor as described above will begin.

General Provisions Applicable to Each Committee

Replacement of Committee Members

- a) Vacancy or Inability to Participate. If a member of the Committee becomes unwilling or unable to serve as a member of the Committee before it has completed its work, the Chair of the Committee, in consultation with *alumni UBC* Board of Directors, may appoint a replacement member. While the replacement member may be any person whose participation is expected to contribute significantly to the Committee's activities, the usual practice is for the replacement member to be from the same stakeholder group as the person being replaced.
- b) Student Status. If a student member of the Committee ceases to be a student at the University but remains willing and able to continue to serve as a member of the Committee, the Chair of the Committee, in consultation with the *alumni UBC* Board of Directors and the relevant student group, may permit the student to continue to serve or may appoint a replacement student member. Any such replacement must meet the same eligibility requirements as the student who is being replaced. For example, if the student being replaced is a student selected from the students registered at UBC Okanagan, the replacement student will be appointed from the students registered at UBC Okanagan.
- c) If a replacement member is not appointed, the Committee may complete its work notwithstanding the vacancy.

Procedure for Committee

- a) The Chair of the Committee will be responsible for calling meetings.
- b) Meetings may be held face-to-face, via telephone conference, video conference or any means determined by the Chair of the Committee.
- c) The quorum required to transact business at meetings will be a majority of the members of the Committee, unless otherwise determined by the Chair of the Committee.
- d) The Committee will strive for unanimity in its decisions. In the event that unanimity is lacking, the question will be decided by simple majority vote. In the event of a tie vote, the Chair of the Committee shall have a second and casting vote.
- e) Committee members are expected to attend all Committee meetings, but if they cannot attend, they required to provide either the Chair of the Committee or the Executive Director, *alumni UBC* with advance communication that they cannot attend a meeting.