

Board Renewal and Succession Policy

1. Introduction

This Policy outlines the general role and responsibilities of the Board of Governors with respect to Board renewal and succession. It confirms the Board's responsibility for Board renewal and sets out the roles and responsibilities of various parties.

Key steps in the succession planning and recruitment process are outlined in the Board Renewal and Succession Forward Calendar.

2. Overview

Effective boards are created by bringing together a diverse group of committed individuals with knowledge, interest, skills, and experience relevant to the needs of the board. The value derived from the combination of succession planning with equity, diversity, and inclusion cannot be overstated.

The University's Bylaws require that one of the standing committees of the Board of Governors has responsibility for nominations and that responsibility is assigned and reflected in the mandate of the Governance Committee. While the Board does not select every individual, it is responsible for ensuring that collectively, the Board has the right mix of skills, experience, and diversity to meet the current and future needs of the Board.

The Board of Governors consists of thirty-six members¹, each of whom has voting rights, made up as follows:

- The President of the University, the Chancellor of the University, the Mayor of the City of Waterloo, the Mayor of the City of Kitchener, and the Warden of Waterloo County, who shall be ex-officio members.
- Seven members to be appointed by the Lieutenant Governor in Council.
- Seven members to be appointed by the Senate from among the members of the faculty of the Senate.
- Five members, two of whom shall be graduate students, to be appointed by the Senate from among the student members of the Senate.
- Two members of the full-time staff to be elected by the full-time Staff members of the University in such manner and in accordance with such procedures as shall be determined and established by the Board of Governors.

¹ University of Waterloo Act, 1972, s. 11

- Ten members from the community-at-large (CAL), at least three of whom shall be alumni, to be elected by the Board of Governors in such manner and in accordance with such procedures as shall be determined and established by the said Board of Governors, provided that such members shall represent a broad spectrum of the community, and provided further that such members shall not be members of faculty, or members of the staff or student body of the University or of any federated or affiliated college, or members of the faculty, staff, student body or governing body of any other Ontario University.

The Board is responsible for ensuring effective processes are in place to plan for Governor succession, and for recruiting skilled and qualified Governors through a thoughtful and forward-looking process. While much of the execution of these processes is led by the Governance Committee, the Board elects Community-at-large members (CAL) upon recommendation by the Governance Committee.

3. Responsibilities

The Board is responsible for proactively planning for Board succession and renewal. Certain activities and responsibilities may be delegated to the Governance Committee and Board Chair.

3.1. Board

- Ensures processes are in place to plan for Governor succession
- Welcomes and includes members duly elected by the Senate, as well as by full-time staff members
- Welcomes and includes *ex officio* members
- Recruits skilled and qualified Governors through a thoughtful and forward-looking process
- Elects CAL members upon recommendation by the Governance Committee
- Appoints Board leadership roles and Committee Chairs and membership

3.2. Governance Committee:

- Leads the Governor succession planning and recruitment process
- Leads the Committee Chair and Committee member appointment process
- Ensures that a listing of the membership of the Board and its Committees is made publicly available
- Reviews and updates the Board's Skills, Experience, and Diversity Matrix to ensure it reflects the University's current context and future needs
- Creates a roadmap to guide the recruitment process
- Reflects and incorporates feedback gathered during the recruitment planning process

3.3. Board Chair

- As Chair of the Governance Committee, leads the Committee through the Governor succession planning and recruitment process
- Ensures that the University's recruitment priorities are communicated to Government on behalf of the Board with respect to Lieutenant Governor in Council appointments

3.4. Governors

- Provides input on the recruitment process and candidate profile
- Supports outreach by sharing information with personal and business networks, including targeted outreach to individuals who fit the profile for CAL appointments

3.5. President

- Supports the Governance Committee in the Governor recruitment process
- Provides feedback on development of the Skills, Experience, and Diversity Matrix, including key criteria sought in new Governors

3.6. University Secretary

- Supports fair election processes to be conducted by the Senate and the full-time staff that result in appointments to the Board
- Liaises with and supports the appointment of *ex officio* board members
- Assists the Governance Committee with recruitment and appointment processes
- Maintains and publishes (as appropriate) master records related to attendance, Governor terms, and upcoming vacancies