
Nomination and Appointment of Chairs for Board Committees

Board of Governors

Approving Authority: Board of Governors

Established: June 11, 2020

Date of Last Review/Revisions: June 2020

1. Scope

- 1.1. This policy applies to the nomination and appointment of chairs to the following St. Jerome's University Board of Governors (the "Board") committees: Finance and Audit Committee, the Governance and Nominations Committee, and the Mission Committee
- 1.2. The Chair of the Executive Committee of the Board of Governors is the Chair of the Board.
- 1.3. The provisions in this policy are in addition to, and not in lieu of, any obligations or procedural requirements specified in law or by University Bylaw.

2. Policy Statement

The Board appoints committee chairs from among members at large.

3. Nominations and Appointment Process

3.1. Nominations

- 3.1.1. The Chair of the Governance and Nominations Committee shall issue a call to the Board for nominations to fill vacant chair positions. Normally, this call for nominations will be February 1st of each year. Nominations will be open for two weeks.
- 3.1.2. Board members may nominate themselves or any Board member who has agreed to be nominated.
- 3.1.3. All nominations must be in writing and submitted to the Secretary of the Board (i.e., the President and Vice-Chancellor). Normally, submissions must be received by the Secretary by March 1st.
- 3.1.4. The Governance and Nominations Committee shall consider the nominations and make a recommendation to the Board of Governors containing the name or names of recommended chairs. Where there are two or more nominations for a single chair position, the Governance and Nominations Committee shall recommend a single name to the Board.

3.2. Appointments

- 3.2.1. Normally by June of each year, the Board shall consider the Governance and Nominations Committee's recommendation and, with a majority vote in favour, appoint the chair or chairs. The

vote may be held electronically or at a scheduled Board meeting, including the Annual General Meeting of the Board.

- 3.2.2. Should a recommended chair-candidate not achieve a majority of votes in favour, the nomination process shall re-commence. In such a case, the Chair of the Board, in consultation with the Executive Committee, shall establish a reasonable timeline to receive nominations and for the Governance and Nominations Committee to make a recommendation. The Board shall consider the Governance and Nominations Committee's new recommendation and, with a majority vote in favour, appoint the chair. The vote may be held electronically or at a scheduled Board meeting.
- 3.2.3. In cases where a Board committee has a chair vacancy, the Executive Committee, on behalf of the Board, shall appoint an interim chair, who will serve until the Board has made an appointment.
- 3.2.4. The Vice Chair of the Board of Governors may serve as a Committee Chair. Where the Vice Chair serves as a Committee Chair, they shall only hold the position of Committee Chair on the Executive Committee. In such cases, the Governance and Nominations Committee shall issue a call to the Board for nominations to fill the vacant Executive Committee position. The Governance and Nominations Committee will establish a reasonable timeline to receive nominations and will subsequently provide a recommendation to the Board.