

Board Special Resolution III.5:

Responsibilities, Terms and Selection of Board Chair and Vice-Chair(s)

Category: Board of Governors

Approval: Board of Governors

Responsibility: University Secretary

Date: March 22, 2002, revised March 23, 2018; October 10, 2025

Purpose/Reason for Policy:

This policy outlines the responsibilities, qualifications, terms of office and selection procedures for the Chair and Vice-Chair of the Board.

Scope of this Policy:

This policy applies strictly to the Board of Governors with regard to leadership succession planning on the Board of Governors.

Responsibilities of the Board Chair:

- To preside and provide leadership at meetings of the Board of Governors in a way which:
 - encourages openness, participation and motivation of members
 - maintains order and respects appropriate rules of procedure;
 - ensures that the Board's deliberations/activities are effective and properly focused on policy, planning and accountability issues;
 - advances the Board's annual and longer-term objectives;
- To represent and act as spokesperson for the Board within and outside the University; to serve as advocate/ambassador/fundraiser for Trent University locally, provincially, nationally and internationally
- To take a leadership role on behalf of the Board in the appointment and review of the President; the orientation of new Board members; Board team-building; the evaluation of Board effectiveness
- To advise, support and encourage the President in his or her efforts to advance the University's mission, goals and objectives.

Personal Qualities required in a Board Chair:

- Proven leadership skills (significant corporate, public sector and/or non-profit experience) and demonstrated willingness to provide leadership in the Trent context

- Knowledgeability about postsecondary issues and ability to "speak for" the University where appropriate
- Ability to chair meetings effectively
- Ability to accept and deliver constructive criticism
- Fundraising experience and willingness to provide leadership in this area
- Understanding of, and commitment to the institution and its mission
- Understanding of governance issues
- Appreciation of university culture and consultative processes

Term of Office of Board Chair:

A two-year appointment is the usual length of term for the Chair. However, the Nominating and Governance Committee believes it is in the Board's best interests to maintain flexibility regarding the Chair's length of service. Depending on circumstances, terms of less than two years or reappointments may be recommended by the Nominating and Governance Committee.

Chair Selection Procedure:

Ideally, the next Board Chair should be identified by the Board 6-12 months prior to the end of the current Chair's term. The selection process should include:

- a) development of a Chair profile for the upcoming term, by the Nominating and Governance Committee with Board consultation and approval, with consideration by the whole Board of the external climate and the Board's medium-term objectives
- b) invitation to all members of the Board to submit nominations; consultation with other individuals, as appropriate (e.g. governors emeriti, officers of the Board, key administrators)
- c) development of an appointment recommendation by the Nominating and Governance Committee for consideration by the Board
- d) Board approval of the Chair appointment (based on the foregoing process)

Responsibilities and Qualifications of Vice-Chair(s):

A Vice-Chair is expected to preside at Board meetings and assume other duties in the Chair's absence, and in this sense, the two positions have parallel responsibilities and skill requirements. When there are two Vice-Chairs, the earlier appointed Vice-Chair will assume this responsibility, or where both Vice-Chairs are appointed at the same time, then the Chair will identify the Vice-Chair to assume this responsibility. Vice-Chairs may serve as Chair of a Board committee or take on other responsibilities at the request of the Board or the Chair, and are ex-officio members of Executive Committee. Skills, knowledge and experience are the primary requirements; availability, geographical balance and compatibility with the Chair are other factors which may receive consideration.

Vice-Chair Term of Office, Succession:

Vice-Chair appointments are normally made for one-year and reappointments are possible. While it may be desirable for the Chair designate to have Vice-Chair experience, this is not an

absolute prerequisite for succession to the Chair. Nor is Vice-Chair service a guarantee of appointment to the Chair. Although the absence of a clear "step" system has certain drawbacks, it gives the Nominating and Governance Committee the flexibility needed from time to time to accommodate the Board's needs and special member situations. Frequent rotation of the Vice-Chair position has the added advantage of enlarging the Board's pool of experienced members by giving more members an opportunity to serve in this capacity.

Selection of Vice-Chair(s):

Vice-Chair appointments are recommended to the Board annually by the Nominating and Governance Committee.

Contact Officer:

University Secretary

Date for Next Review:

October 2030