

**Board Special Resolution III.1:**

# Appointment of Members of the Board of Governors

**Category:** Board of Governors

**Approval:** Board of Governors

**Responsibility:** University Secretary

**Date:** February 16, 2001, Revised February 18, 2005, February 1, 2008, March 27, 2009, January 29, 2016, March 23, 2018, March 27, 2020

## 1.0 Member Appointments:

Two members of the 26-member Board of Governors are ex officio (the Chancellor and the President & Vice-Chancellor). Election of all other members of the Board of Governors is by Board resolution on the recommendation of the Nominating & Governance Committee.

## 2.0 Membership Requirements:

The Ontario Corporations Act requires that members of the Board be a minimum of 18 years of age and have no undischarged bankruptcy.

Where a Board member becomes a bankrupt, he or she ceases to be a member and their seat becomes vacant.

## 3.0 Designated Seats:

Six seats on the Board of Governors are designated by the Board for members of the University community:

- a) Two seats are reserved for members of the faculty of the University who are in active service and whose employment is in good standing. Nominations result from elections by and from among Faculty Council conducted by the University Secretariat.
- b) Two seats are reserved for students taking one or more courses at the University and who are in good academic standing. Election to student seats on the Board will rotate annually between the Peterborough and Durham campuses. Nominations will result from elections by and from among the students of the respective campus of the University and conducted by the University Secretariat.
- c) Two seats on the Board of Governors are reserved for members of the staff of the University who are in active service and whose employment is in good standing. Nominations result from elections by and from among employees represented by

OPSEU and non-academic employees of the exempt group<sup>1</sup>, conducted by the University Secretariat.

Unionized employees appointed to the Board will remain members of the bargaining unit during their term of office, but are required to absent themselves from discussions of labour issues pertaining directly to their bargaining unit, and from votes on matters pertaining to their contract or compensation.

### 3.1 Term of Office – Designated Seats:

Subject to the terms of this section, designated seats carry terms of 2 years, beginning July 1. The terms are staggered for the sake of continuity. Although members of the Board in designated seats may be re-nominated by their constituencies and re-appointed by the Board for an additional 2-year term, the purpose of two year appointments is to involve in governance as many individuals as possible from the designated constituencies.

Where members of the Board in designated seats reserved for students are no longer enrolled in at least one course at Trent, the seat of the member becomes vacant.

Where members of the Board in designated seats reserved for faculty or staff are no longer in active service or their employment is not in good standing with the University, the seat of the member becomes vacant.

### 3.2 Vacancy – Designated Seats:

When a vacancy occurs prior to the end of the term of a member of the Board in a designated seat, action is taken by the Nominating & Governance Committee as follows:

- a) If the vacancy occurs during the first 8 months of a 2-year term<sup>2</sup>, the Nominating & Governance Committee attempts to fill the vacancy from among candidates who were unsuccessful in the previous election, or in the case of a student seat, from among student candidates from the respective campus who were unsuccessful in the previous election. Candidates, provided they polled at least 20% of the votes cast in that election, may be invited in the order of their plurality to fill the vacant seat for the remainder of the term.
- b) If there are no eligible candidates from the previous election in the case of (a), or if the vacancy occurs at a later date when at least 6 months remain in the term, a by-election is held. In the case of a vacated student seat, a by-election will be held amongst the students of the respective campus.
- c) If the vacancy occurs when less than 6 months remain in the term, the seat may remain vacant until the next regular July 1 appointment period. In the case of a vacated student seat, as part of the next regular election cycle, an election for a one-year term will be held amongst the students of the respective campus.

---

<sup>1</sup> Officers of the University (President, Vice-Presidents, Provost, Deans, Secretary of the Board) and assistant/associate officers are not eligible to run or vote in this election

<sup>2</sup> i.e., prior to the next annual spring election

- d) If there are no nominees for a designated seat, that seat remains vacant until the next regular round of elections, at which time the seat is filled for the remainder of the term.
- e) If a member in a designated seat ceases to be a member of the constituency for which the seat is reserved, that individual's seat is automatically declared vacant (i.e. the individual ceases to be a member of the Board) and the appropriate procedure for filling the vacancy (as outlined above) is followed.

#### 4.0 At-Large Seats:

Up to 18 seats on the Board of Governors are filled by at-large, external members recommended for appointment by the Nominating & Governance Committee of the Board. Not less than four of the at-large seats shall be alumni. Trent University Alumni Association shall be invited to submit nominations to the Nominating and Governance Committee for consideration.

#### 4.1 Term of Office – At-Large Seats:

At-large seats generally carry a term of up to three years. Regular turnover of members enhances Board vitality and is encouraged. While reappointment of an at-large member for a second term of up to three years is possible and sometimes desirable, it occurs following a positive performance evaluation showing a sustained and significant contribution by the member. The Nominating & Governance Committee will also consider the array of skills and experience needed from time to time in the Board's membership as well as the potential of the member to fill a leadership role during a second term. With the possible exception of individuals in Board leadership roles, or those involved in special projects, at-large members shall serve on the Board for a maximum of six consecutive years.

#### 4.2 Vacancy – At-Large Seats:

When a vacancy occurs prior to the end of the term of a member of the Board in an at-large seat, action is taken by the Nominating & Governance Committee as follows:

- a) If the vacancy occurs when more than 6 months remain in the term, the Nominating Committee undertakes to fill the vacancy for the balance of the term, or for a period incorporating the balance of the term; or

If the vacancy occurs at a time when less than six months remain in the term, the seat may remain vacant until the next regular July 1 appointment period.

Contact Officer:

University Secretary

Date for Next Review:

March 1, 2021