

## Board Governance Policy

BG I-07		Board Succession Planning	
Policy Category :	Board Process		
Date First Approved:	2020-06-08 (yyyy-mm-dd)	Date Last Reviewed	2021-10-05 (yyyy-mm-dd)
Board Meeting Number:	518	Mandatory Review Date	2024-10-08 (yyyy-mm-dd)

### PURPOSE

The purpose of this policy is to set out the Board Succession Planning process by which the Board, with the advice and assistance of the Governance Committee, approves appointments of External Governors to Board Leadership positions and Governors to Standing Committees at the Annual General Meeting.

### POLICY

1. The Governance Committee is responsible for the ongoing succession planning of the Board leadership positions.
2. The Governance Committee will establish and codify by way of Policy, the process by which the positions of Board Chair, Vice-Chair, Secretary, Treasurer, Standing Committee Chairs, Vice Chairs (if required) and members of the Board’s Standing Committees will be selected and appointed annually at the Annual General Meeting.
3. An external member of the Board of Governors may at any time during their term of office express their interest in the position of Board Chair or Vice Chair to the incumbent Board Chair and/or President & CEO.
4. Normally, an external member of the Board who is interested in the position of Board Chair would have held the position of Board Vice Chair and/or served as a Board Committee Chair/Committee Vice Chair for two years in total prior to assuming the role of Board Chair. This governance experience provides the member of the Board with an enhanced understanding of the Board Chair role.
5. The Board Chair is approved annually at the Annual General Meeting and typically serves for two years during the last two years of their Board membership.
6. The Board Vice Chair is approved annually at the Annual General Meeting and typically serves a one-year term.
7. Normally, an external member of the Board who is interested in the position of Board Vice Chair will have served as a Standing Committee Chair/Vice Chair for at least one year.

### MONITORING

The Governance Committee shall review this policy on an annual basis and provide recommendations to amend this policy or related materials.

### PROCEDURE

Each year, the Chair of the Governance Committee will issue, via the Board Secretary, a “Call for Interest” to all external Governors for expressions of interest in the leadership positions of the Board and Committee membership. The Call for Interest occurs annually in January or February. The Call for Interest

will ask specifically whether the interest is for the coming academic year or more aspirationally, for subsequent years.

Based on the expressions of interest, skill sets, experience and the needs and requirements of the positions to be filled, the Governance Committee will prepare a list of potential qualified candidates for each noted position. Subsequently, the Governance Committee will set out a proposed draft for Board Chair, Board Vice Chair, Committee Chairs, Committee Vice Chairs, and Committee memberships.

The proposed recommendation will be endorsed by the Governance Committee for approval at the June Annual General Meeting of the Board.

### **Board Chair<sup>1</sup>**

1. The Governance Committee will canvass the external Governors for an expression of interest to be considered for the Board Chair position.
2. Where one or more other Governors has expressed interest in the pending vacancy in the Chair position, the Governance Committee will determine if the Governor qualifies for the Chair position. Candidates will be informed if there is more than one candidate for the position of Board Chair.
3. The Governance Committee will canvass the remaining Governors to obtain views (on a voluntary basis) on the perceived strengths and competencies of each of the qualified candidates.
4. Candidates for the Board Chair position who are members of the Governance Committee will excuse themselves from all committee duties and deliberations regarding the nomination process.
5. The Governance Committee will identify and select the best possible candidate for the position of Board Chair.

### **Board Vice Chair**

1. The Governance Committee will canvass the External Governors for expressions of interest in being considered for the Vice Chair position.
2. Based on the information received, the Governance Committee will prepare a list of qualified candidates. Candidates will be informed if there is more than one candidate for the position of Board Vice Chair.
3. The Governance Committee will canvass the remaining Governors to obtain views (on a voluntary basis) on the perceived strengths and competencies of each of the qualified candidates.
4. Candidates for the Board Vice Chair position who are members of the Governance Committee will excuse themselves from all committee duties and deliberations regarding the nomination process.
5. The Governance Committee will identify and select the best possible candidate for the position of Board Vice Chair.

### **Standing Committee Chairs and Vice Chairs**

1. Annually, the Governance Committee will canvass all External Governors to obtain expressions of interest in being considered for Standing Committee Chair and/or Vice Chair positions.
2. In selecting specific External Governors for Standing Committee Chair and Vice Chair positions as required, the Governance Committee, in consultation with the Board Chair, Board Vice Chair, and current Committee Chair, will take into consideration: preferences of Governors; skills and expertise; knowledge of Committee purpose; opportunity for each Governor to serve on a least two to three

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<sup>1</sup> Where the incumbent Chair will not seek re-election or the normal two-year term is completed such that a new Governor must be appointed to the position.

Board Standing Committees over the six-year term on the Board; needs and requirements of the Board; and, any other relevant criteria determined by the Board.

3. The Governance Committee will identify and select the best possible candidate for the position of Committee Chairs and Vice Chairs.

### **Standing Committee Members**

1. Annually, the Governance Committee will canvass all Governors to obtain expressions of interest in serving on specific Board Standing Committees.
2. The Governance Committee will try to ensure that each External Governor has an opportunity to serve on two to three of the Standing Committees during his/her six-year term on the Board, and that each Internal Governor has an opportunity to serve on one or two of the Standing Committees during his/her three-year term on the Board (one-year term for the Student Representative).
3. In selecting specific Governors for assignment to a Standing Committee, the Governance Committee, in consultation with the Board Chair, Board Vice-Chair, and current Committee Chairs will take into consideration: preferences of Governors; skills and expertise; knowledge of Committee purpose; opportunity for each Governor to serve on a number of Board Standing Committees over their entire term on the Board; needs and requirements of the Board; and, any other relevant criteria determined by the Board.
4. The Governance Committee will identify and select the best possible Committee memberships for each Standing Committee.

### **RELATED MATERIALS**

*Algonquin College By-law #1, Section 4- Board of Governors*

*Board Governance Policy BG I-05, Election of Internal Members to the Board of Governors*