

University of Prince Edward Island	Policy No. govbrdgnl0022	Revision No. 0
Policy Title: Policy Governing the selection and Appointment of the Chair and Vice Chairs of the Board of Governors		Page 1 of 4
Creation Date: May 27, 2025	Version Date: New	Review Date: May, 2030
Policy Approval Authority: Board of Governors	Designated Executive Officer(s): University Secretary	WWW Access: Yes

1. Purpose

- 1.1. The establishment of rules for the selection and appointment of the Chair of the Board of Governors and Vice Chairs of the Board of Governors.
- 1.2. To give effect to provisions of the General By-Laws of the University that require that such a policy be enacted.
- 1.3. To ensure timely, transparent and democratic selection of the Chair and Vice Chairs of the Board.
- 1.4. To provide uninterrupted leadership of the Board of Governors and ensure due succession.

2. Scope

This policy applies to Governors, including the incumbent officers of the Board, the University Secretary and all staff and managers acting in support of the selection and appointment of the Chair and Vice Chairs of the Board.

3. Definitions

In this Policy and for the purposes of it, the expression

Act means the *University Act*, R.S.P.E.I 1988, c U-4

Board means the Board of Governors of the University, as established by section 7 of the Act.

By-Laws means the General By-Laws of the University as approved by the Board.

External member means an LGIC Board Member, a Board Member elected by the Alumni Association, or a Board Member elected by the Board from among persons other than officers, members, employees or students of the University¹.

Governance Committee, means the Governance, Nominating and Appeals Committee established by the Board

Secretary means the University Secretary as appointed by the Board under section 7.10 of the General By-Laws of the University.

¹ Definition under the General By-Laws of the University

4. Authority

Board of Governors enacts this Policy pursuant to section 7.2 of the General By-Laws of the University, which stipulates that “*The Board will develop and publish a process to elect annually a Chair and at least one, and normally two Vice-Chairs from among the External Board Members*” and gives effect to section 12 of the Act which prescribes that the Board will elect from among its members a Chair and Vice Chair and further prescribes that certain officers of the University are ineligible for those roles.

5. Policy

5.1 Eligibility to the office of Chair and Vice Chair of the Board

5.1.1 As per subsection 12 (2) of the Act, the following are not eligible:

- a) the Chancellor of the University.
- b) the President of the University.
- c) the President of Holland College.
- d) any administrative officer of the University appointed to the Board.
- e) any member of the civil service or employee of the Government of Prince Edward Island.
- f) any person representative of either the faculty or students at the University.

5.1.2 The Chair and Vice Chairs of the Board will be elected from among External Members of the Board who will have served as a member of the Board for at least one year at the start of the term of office of the new Chair of the Board.

5.2.1 Term of office

5.1.1 The term of office of the Chair of the Board is one year starting on June 30 and ending the following May 31.

5.2.1 The Board will elect the Chair and Vice Chairs of the Board to an inaugural term, with the option to renew that term up to four times with a tenure of no more than five (5) years. No person can serve as Chair or Vice Chair of the Board for more than five (5) years during their lifetime.

5.3 Renewal of the term of office

5.3.1 In early September, the Secretary will seek, and the incumbent Chair and Vice Chairs will provide no later than mid-September, their willingness to be renewed in the role.

5.3.2 If the incumbent confirms their willingness to be renewed in their term, the Secretary will notify members of the Board and seek, in confidence, their comments and reflections on the performance of the incumbent Chair and Vice Chairs. The Secretary will remit to the Governance Committee a report of comments and reflections received. The Governance

Committee will consider, in closed session and in absence of the incumbents, at its first meeting in the Fall, the Secretary's report, assess the incumbents' performance and recommend to the Board whether their term should be renewed.

5.3.3 At its first meeting in the Fall, the Board will decide whether the incumbent's term is renewed.

5.3.4 If:

- a) the incumbent Chair or Vice Chair will have served in the role for five (5) years at the end of their term, or
- b) the incumbent Chair or Vice Chair at the end a term does not seek renewal of their term, or
- c) the Governance Committee does not recommend the renewal of the incumbent Chair's or Vice Chair's term, or
- d) the Board of Governors does not renew the incumbent Chair's or Vice Chair's term,

the Secretary will cause the process to elect a new Chair or Vice Chair of the Board under section 5.4 to start.

5.4 Election

5.4.1 The Board will appoint, in closed session in absence of candidates, a new Chair or Vice Chairs of the Board in the Fall, so that the new Chair and Vice Chairs will be Chair Elect and Vice Chair Elect from January 1 to May 31 of the following year.

5.4.2 Call for nomination

As soon as one of the events under section 5.3.4 occurs, the Secretary will initiate the process to elect a new Chair of the Board and notify members.

5.4.3 Nominations

All members of the Board can nominate an eligible member. Eligible members may self-nominate. Nominations are submitted to the Secretary no later than the last day of October.

5.4.4 Candidates will submit to the Secretary a letter of candidacy and an updated professional biography. The Secretary will remit those documents, in confidence, to the Governance Committee.

5.4.5 In the Fall following a call for nominations, the Governance Committee will consider, in closed session, the candidacies received and recommend one to the Board of Governors for election.

5.5 Vice Chairs of the Board

- 5.5.1 The Board will elect a Vice Chair and may elect a Second Vice Chair; in which case the Vice Chair will be known as the First Vice Chair. The First Vice Chair will be the Vice Chair as per section 7.4 of the General By-Laws of the University. In the Chair's absence, the First Vice Chair will assume the responsibilities of the Chair, as per section 7.4 c. of the By-Laws, and the Second Vice Chair will fulfill the role of the Vice Chair.

6. Review

This policy is to be reviewed by the Governance Committee every 5years.

7. Related Policies

General By-Laws of the University

RELEVANT LEGISLATION:

University Act, R.S.P.E.I 1988, c U-4