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## The President and Vice Chancellor of the University

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*Board of Governors Manual*

*Approving Authority: Board of Governors*

*Established: April 4, 2013*

*Date of Last Review/Revision: December 8, 2022 (Replaces April 4, 2013)*

### 1. **The Purpose of this Policy**

This policy and the supplemental information contained below is intended to provide a framework for the evaluation, appointment and/or re-appointment of the President (Vice Chancellor) and shall be used to complement the *Act* and St. Jerome's University Bylaw.

### 2. **Board of Governors Appoints**

The St. Jerome's University Board of Governors (the "**Board**"), by virtue of the *Act* and the Bylaw, shall be responsible for the recruitment and appointment or reappointment of the President (Vice Chancellor) of the University.

### 3. **Duties and Responsibilities of the President (Vice Chancellor)**

The President (Vice Chancellor) shall:

- (a) be the chief executive officer of the University;
- (b) represent the University within the broader community and be a spokesperson for the University;
- (c) serve as a Member of the Board;
- (d) work to achieve the goals of the Mandate given by the Board;
- (e) advance the University's mission;
- (f) lead the creation and implementation of the University's Strategic Plan;
- (g) be the Board's direct contact with the management and operation of the institution as detailed within the *Act*;
- (h) work with the Board to ensure sound ongoing financial and organizational governance;

- (i) ensure the financial and academic well-being of the University;
- (j) work with the Department of Advancement to establish and maintain ongoing donor relations and facilitate philanthropy;
- (k) build and maintain positive relationships with internal and external partnerships;
- (l) nurture relationships that align with the University's Catholic mission and identity, including with the Bishop of the Diocese of Hamilton and Provincial Superior of the Congregation of the Resurrection;
- (m) perform the functions of the Chancellor in their absence;
- (n) serve as an ex officio Member of the St. Jerome's University Senate Council;
- (o) supervise and direct the academic work and general administration of the University; and
- (p) preside over meetings of the St. Jerome's University Senate Council.

#### **4. Term of Office of the President (Vice Chancellor)**

The President (Vice Chancellor) shall be appointed for a term of five (5) years, and reappointment may be offered for a second five (5) year term.

Appointments are normally a five (5) year term beginning on July 1<sup>st</sup> and, in accordance with the St. Jerome's University Bylaw Article 7, are renewable once.

The Board may, in either the absence or vacancy of the President (Vice Chancellor), appoint an acting or interim President (Vice Chancellor) upon such terms and conditions as the Board may prescribe.

#### **5. The Mandate of the President (Vice Chancellor)**

The Mandate of the President (Vice Chancellor) shall reflect the Duties and Responsibilities provided for in Section three (3) herein, and shall provide guidance and actionable items the President (Vice Chancellor) should work to accomplish during the term in keeping with the University's mission, and the objectives outlined in the University's Strategic Plan and as directed by the Board (the "**Mandate**").

The Board shall develop and approve the Mandate for each presidential term, in consultation with the President (Vice Chancellor), senior administration, faculty, staff, students and graduates, as deemed appropriate by the Board. The Mandate shall be developed in the twelve (12) months before the current term of the President (Vice Chancellor) expires.

#### **6. Annual Report**

The President (Vice Chancellor) shall provide an annual report to the Board, during each year of their term of office, at a time determined by the Board, which shall address the following:

- (a) the President (Vice Chancellor)'s progress toward achieving the Mandate;
- (b) outlining any additional initiatives, matters or issues encountered during the previous year, especially if any of those initiatives, matters or issues impacted achieving the Mandate;
- (c) any areas of concern, as well as the way in which those concerns will be addressed on a go-forward basis, especially if those concerns impacted the achievement of the Mandate,
- (d) feedback the President (Vice Chancellor) may have for the Board in relation to the Board's role in achieving the Mandate; and
- (e) any other matter or issue requested by the Board (collectively, the "Annual Report").

The purpose of the Annual Report is to enable the President (Vice Chancellor) to strengthen their own performance, and to allow the Board to, if required and/or recommended by the President (Vice Chancellor), revise the Mandate for the subsequent year or years.

The Annual Report is not intended to be a substitute for regular, ongoing communication and progress toward achieving the Mandate between the President (Vice Chancellor) and the Board.

Following the Annual Report, the Board may ask the President questions about their progress toward achieving the Mandate, or for clarification on specific elements of the Annual Report.

The Board may then meet in confidential session, without the President, to discuss the President (Vice Chancellor)'s progress toward achieving the Mandate and/or any other element of the Annual Report.

The Board may decide, in its sole discretion, to provide feedback to the President (Vice Chancellor) in relation to the Annual Report. If the Board decides to provide feedback, the Chair will communicate the Board's feedback to the President (Vice Chancellor).

## **7. Presidential Evaluation Committee ("PEC")**

The PEC is a committee of the Board.

### **7.1 When Constituted**

At least eighteen (18) months prior to the expiration of the then current President (Vice Chancellor)'s term of office, the Board shall constitute a PEC, which shall be charged with undertaking the end-of-term evaluation process, as outlined in section 8, below.

### **7.2 Composition of the PEC**

The PEC shall be composed of the following:

- (a) the Chair of the Board;
- (b) The Vice-Chair of the Board;

- (c) two (2) Member at Large of the Board; and
- (d) any others selected by the Chair.

### **7.3 Role of the Chair of the PEC**

The Chair of the Board shall be the Chair of the PEC.

The Chair of the PEC shall be the official and only spokesperson of the PEC and shall, when appropriate, provide the Board, the University community, and the public with updates on the progress of the PEC's work.

The Chair, in their sole discretion, can elect to fill any vacancy that may arise on the PNC.

## **8. End-of-Term Evaluation of the President (Vice Chancellor)**

Where the President (Vice Chancellor) has indicated an intention not to be reappointed at the end of the current term, the PEC may elect not to proceed with an End-of-Term Evaluation.

Where the President (Vice Chancellor) has indicated an intention to be reappointed, or where the President (Vice Chancellor) has not yet made such intention known, the following process shall apply to the End-of-Term Evaluation of the President Vice Chancellor's current term.

### **8.1 Purpose of End-of-Term Evaluation**

The purpose of the end-of-term evaluation is to:

- (a) review the President (Vice Chancellor)'s performance;
- (b) assess whether the Board seeks to reappoint the President (Vice Chancellor) for another term, where applicable,
- (c) obtain feedback from the President (Vice Chancellor) on the Board's performance during the term; and
- (d) allow the Board to deepen its understanding of the Presidency, the leadership needs of the University, and the organization context for the work of both the President (Vice Chancellor) and the Board.

### **8.2 Elements of End-of-Term Evaluation**

The President (Vice Chancellor)'s end-of-term evaluation shall be based on three (3) key elements:

- (a) The President (Vice Chancellor)'s progress towards achieving their Mandate;
- (b) The President (Vice Chancellor)'s self-assessment, as outlined below, and
- (c) The feedback received from key stakeholders, as outlined below.

### **8.3 President (Vice Chancellor)'s Self-Assessment**

The President (Vice Chancellor) shall prepare a written self-assessment, which shall include the following elements:

- (a) All of the elements of the Annual Report;
- (b) An outline of other personal or institutional achievements;
- (c) Identification of significant opportunities and challenges for the University, with particular focus on those that are likely to persist into the following term;
- (d) Relationships with the Board, key governance and constituency group leaders, and other significant stakeholders;
- (e) Key areas in which the Board has been especially supportive or opportunities where the Board can further enable successful performance and support the achievement of institutional priorities;
- (f) The President (Vice Chancellor)'s professional development plan for the upcoming term, if any;
- (g) The President (Vice Chancellor)'s recommendations in relation to the Mandate for the next five (5) year term, and
- (h) Any other element requested by the Board.

The President (Vice Chancellor)'s self-assessment shall be strictly confidential and only shared with members of the PEC and the Board.

### **8.4 Solicitation of Feedback from Key Stakeholders**

The end-of-term evaluation of the President (Vice Chancellor) should involve consultation with a wide variety of stakeholders in order to solicit fulsome feedback.

Where applicable, the PEC shall, with the prior knowledge of the incumbent President (Vice Chancellor), solicit feedback from the University community as a whole with respect to: the President (Vice Chancellor)'s progress towards achieving their Mandate and the University's strategic plan, the performance of the President (Vice Chancellor), and where applicable, the implications of reappointment of the incumbent President (Vice Chancellor) for an additional term of office for such stakeholder as part of the end-of-term evaluation of the President (Vice Chancellor).

In particular, and without limiting the generality of the foregoing, feedback from the following stakeholders shall be sought in a manner to be determined by the PEC:

- (a) Members of the Board;
- (b) the SJU Senate Council;

- (c) SJU Staff;
- (d) SJU Contract Academic Staff;
- (e) SJU Students;
- (f) SJU Graduate;
- (g) the SJU Students' Union;
- (h) the President (Vice Chancellor)'s direct reports; and,
- (i) A selection of other knowledgeable stakeholders representing the broader community, chosen in consultation with the President, including the University of Waterloo, the affiliated university colleges and the Diocese of Hamilton.

The feedback received should be provided to the PEC in writing and shall be strictly confidential, and shall be shared only with the PEC, the Board, and where the PEC deems appropriate, the President (Vice Chancellor).

#### **8.5 The Report of the PEC**

Following consideration by the PEC of:

- (a) the President (Vice Chancellor)'s progress towards achieving the Mandate;
- (b) the President (Vice Chancellor)'s self-assessment, and
- (c) the feedback received from key stakeholders

the PEC shall prepare a confidential, written report summarizing their findings as to the President (Vice Chancellor)'s performance during the term and, where appropriate, their recommendation as to whether the incumbent President (Vice Chancellor) should be reappointed for an additional term of office (the "**End-of-Term Report**").

The PEC shall provide the End-of-Term Report to the President (Vice Chancellor) and, sometime thereafter, meet with the President (Vice Chancellor) to discuss the End-of-Term Report and to obtain feedback from the President (Vice Chancellor) in response.

The End-of-Term Report may be amended, following the feedback received from the President (Vice Chancellor), if deemed necessary by the PEC.

#### **8.6 Determination of Intention of the President**

Subject to the terms of the President (Vice Chancellor)'s contract, once the End-of-Term Report has been finalized, the Board Chair shall meet with the President (Vice Chancellor) to confirm their continued willingness to be considered for reappointment.

If the President declines to stand for another term, the Board shall commence the process outlined in Section 9, below.

If the President wishes to seek reappointment, then the PEC Chair shall present the End-of-Term Report to the Board, in confidential session (at which the President (Vice Chancellor) shall be absent), for their review and comment.

### **8.7 Board Decision on Reappointment**

The Board, following their review of the End-of-Term Report which includes the feedback of the University community, shall decide on whether or not to reappoint the President (Vice Chancellor).

If the Board decides to reappoint the President (Vice-Chancellor) for an additional term of office then the contract negotiation process outlined in Section 11 shall be followed.

If the President is not reappointed by the Board, the Board Chair shall inform the President (Vice Chancellor) of the Board's decision in accordance with and subject to the terms of the President (Vice Chancellor)'s contract, and commence the process outlined in Section 9, below.

### **8.8 Announcement of Result**

If the President (Vice Chancellor) elects not to stand, is not reappointed, or once a new contract has been executed between the President (Vice Chancellor) and the University, the Board Chair shall issue a final communication to the University community announcing completion of the end-of-term evaluation process and the outcome thereof.

### **8.9 Confidentiality**

Strict confidentiality is mandatory for stakeholders, the Board and the PEC throughout the entire evaluation process and indefinitely thereafter.

All documents or materials pertaining to the evaluation process, including the End-of-Term Report are to be kept confidential and are solely for the consideration and discussion of the PNC, and the Board where applicable.

Following the conclusion of the evaluation process, Human Resources shall retain all documents and materials pertaining to the evaluation process.

## **9. Presidential Nominating Committee ("PNC")**

The PNC is a committee of the Board.

### **9.1 When Constituted**

The Board shall constitute a PNC, which shall be charged with recruiting a new President (Vice Chancellor), immediately following the incumbent President (Vice Chancellor) not being recommended for reappointment at the end of a first term, or within twelve (12) months of the end of the President (Vice

Chancellor's second term, or immediately following the death, resignation or removal of the President (Vice Chancellor).

## **9.2 Composition of the PNC**

The PNC shall be composed of the following:

- (a) the Chair of the Board;
- (b) two (2) Members at Large of the Board;
- (c) two (2) members of the faculty, at least one (1) of whom has tenure;
- (d) one (1) member of the University's staff;
- (e) one (1) student of the University, and
- (f) one (1) graduate of the University.

## **9.3 Role of the Chair of the PNC**

The Chair of the Board shall be the Chair of the PNC.

The Chair of the PNC shall be the official and only spokesperson of the PNC and shall, when appropriate, provide the Board, the University community, and the public with updates on the progress of the PNC's work.

The Chair, in their sole discretion, can elect to fill any vacancy that may arise on the PNC.

## **10. Recruiting a New President (Vice Chancellor)**

If the incumbent President (Vice Chancellor) is not recommended for reappointment at the end of a first term, or if they are nearing the end of a second term, or if the incumbent has died, resigned or been removed, the Board shall:

- (a) establish and approve a budget for the recruitment process, and
- (b) request that the Human Resources department secure proposals for the services of an Executive Search Consultant for approval by the Board.

### **10.1 Confidentiality and Closed Search Process**

The recruitment process for the President (Vice Chancellor) shall be a closed search.

Strict confidentiality is mandatory for the PNC throughout the entire recruitment process.

All members of the PNC are required to maintain this strict confidentiality even after the formal recruitment process has concluded and a public announcement has been made.



All documents or materials pertaining to the recruitment process are to be kept confidential and are solely for the consideration and discussion of the PNC.

Following the conclusion of the recruitment process, Human Resources shall retain all documents and materials pertaining to the recruitment process and any appointment resulting therefrom including all notes of all PNC members for a period of five (5) years.

### **10.2 Executive Search Consultant**

The Board shall procure the services of an Executive Search Consultant. The procurement of such services, in consultation with the Human Resources department, shall be undertaken within the guidelines and policies of the University and in alignment with Executive Search and Human Resources best practice.

### **10.3 Role of the PNC in the Recruitment of a New President (Vice Chancellor)**

The PNC shall be responsible for:

- (a) drafting a list of attributes and skills that are being sought in any new President (Vice Chancellor), for the Board's review and consideration (the "Executive Profile");
- (b) advertising the position of President (Vice Chancellor), in whatever manner deemed most appropriate;
- (c) soliciting nominations from the University community;
- (d) establishing the criteria against which applications will be measured, for the Board's review and consideration;
- (e) reviewing all applications and eliminating less-suitable candidates in order to create a list of candidates to be considered;
- (f) interviewing the relevant candidates;
- (g) conducting reference checks;
- (h) validating credentials;
- (i) complying with all applicable laws;
- (j) consultation with the Bishop of the Diocese of Hamilton on of the proposed candidate; and,
- (k) such further and other things as the Board may direct.

The Board may delegate any or all of the PNC's above-noted responsibilities to an Executive Search Consultant.

#### **10.4 The Executive Profile**

The PNC shall consider the strategic plan, the Mandate, and feedback solicited from those selected by the PNC and sought in a manner to be determined by the PEC to prepare the Executive Profile, being the list of attributes, skills and experience that are being sought in any new President (Vice Chancellor), for the Board's approval. The Executive Profile shall be utilized by the PNC in its evaluation of candidates.

#### **10.5 Review of the Candidate by the Bishop**

The Bishop of the Diocese of Hamilton shall be invited to review the proposed candidate and to raise any concerns he may have about the suitability of any candidate on the short list.

In the event that the Bishop should raise serious concerns about the candidate, before the PNCs makes its final determination, the candidate shall be entitled to respond directly to the Bishop to address each and every concern identified by him.

#### **10.6 Conflict of Interest**

Should any member of the PNC encounter a conflict of interest, either in relation to a particular candidate or otherwise, the member shall immediately declare such a conflict to the Chair of the PNC. If deemed necessary by the Chair of the PNC, the individual in conflict may be asked to resign from the PNC or may be removed from the PNC.

Any member of the PNC who intends to apply, or who applies, for the President (Vice Chancellor) shall immediately resign from the PNC or, if they don't resign, shall be immediately removed from the PNC by the Chair of the PNC.

In such cases, the vacated position on the PNC shall be replaced by the Board in a manner analogous to the original appointment.

#### **10.7 Recommendation of the PNC**

Following the evaluation of all applications for the position of President (Vice Chancellor), the PNC shall present the Board with a recommendation for the preferred candidate for the Board's approval.

The Board shall, by resolution, further instruct the PNC or appoint a President (Vice Chancellor), subject to:

- (a) the successful candidate accepting such appointment, and
- (b) the successful candidate negotiating and executing a contract, per section 11 below.

The Chair of the PNC shall arrange to inform the unsuccessful candidate(s) of the Board's decision.

### **11. Contract Negotiation**

Once the Board has approved a preferred candidate for the position of President (Vice Chancellor), either as a reappointment or a new appointment, the Chair of the Board, in consultation with the Executive

Committee and the Executive Director of Finance and Administration/Chief Financial Officer, shall, on behalf of the Board, negotiate the salary and terms of the contract for the President (Vice Chancellor) of the University.

The Human Resources department, the University's legal counsel, and the Executive Committee will support the Chair in the negotiation and execution of the employment contract to ensure compliance with University policy, applicable labour law, and government directives.