

APPOINTMENT GUIDELINES FOR SECRETARY TO THE BOARD OF GOVERNORS

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Article I: General

- 1.1 Pursuant to the *Carleton University Act* and the Bylaws of the University, the Secretary to the Board of Governors (the “Board Secretary”) is appointed by the Board of Governors (the “Board”).
- 1.2 The Board Secretary shall hold office without term, at the pleasure of the Board.
- 1.3 If exigencies require, the Board may appoint an Acting Board Secretary for a period of up to one year and, in extenuating circumstances, such appointment may be renewed by the Board for such term as the Board deems expedient, acting reasonably.

Article II: Committee Process

- 2.1 For the purposes of these guidelines, “Special Circumstances” shall mean a situation in which, for whatever reason, the Board Secretary’s position becomes vacant unexpectedly. Should Special Circumstances occur, then these guidelines shall apply *mutatis mutandis* to the establishment and operation of a committee to select the Board Secretary, except with respect to limitations of time as they appear in these guidelines. In the event of the occurrence of Special Circumstances, the selection process will proceed with all reasonable dispatch, bearing in mind the significance of the appointment to the University.
- 2.2 The Advisory Committee
 - (a) The Board shall make the appointment of the Board Secretary on the recommendation of an Advisory Committee on the Board Secretary (the “Committee”). The Executive Committee of the Board shall instruct the University Secretary to establish the

Committee. The Committee shall remain active until the successful candidate has taken office or until such time as it is discharged by an action of the Board, whichever shall occur first.

- (b) In carrying out its duties pursuant to these guidelines, the Committee shall at all times observe and respect the highest equitable standards, including standards with respect to bias, the appearance of bias, and the fairness of its deliberations and investigations to all parties concerned. The Executive Committee of the Board shall have the responsibility of ensuring that the Committee's work is undertaken and completed in accordance with such standards, and shall have the power, acting reasonably, to take whatever corrective action it feels necessary should circumstances warrant, including (without limitation) the removal of members of the Committee. Without limiting the generality of the foregoing, the activities of the Committee will reflect the values represented in the University's Human Rights Policies and Procedures.
- (c) Except in Special Circumstances, the Executive Committee of the Board shall use its best efforts to establish the Committee not than 12 months prior to the anticipated date of appointment.
- (d) The Committee shall ordinarily be composed of the following as members:
 - The University Secretary, as chair of the Committee *ex officio*
 - Three members of the Board, elected by the Board
 - A student member of the Board
 - One member of the staff of the University, selected by the University Secretary
 - The Assistant Vice-President, Human Resources

The University Secretary or designate shall serve as the non-voting secretary of the Committee.

In her or his discretion, the University Secretary may make adjustments in the composition of the Committee.

The Committee shall elect its Vice-Chair from among its members.

Article III: Procedures

- 3.1 The Committee shall determine its own procedures, subject to the following conditions:
 - Proceedings of the Committee shall be *in camera*. Members of the Committee shall hold in confidence all information discussed by the Committee. The requirement for confidentiality shall survive the discharge of the Committee.
 - When the Committee is discharged all records associated with the work of the Committee shall be the responsibility of the University Secretary. Each Committee member shall provide all such records to the University Secretary's office at the earliest opportunity, and no copies shall be made or retained. The University

Secretary's office shall ensure that all confidential records associated with the work of the Committee are destroyed immediately after the successful candidate takes office.

- In the event that a Committee member ceases to serve for any reason, a replacement shall be selected by the same process and from the same constituency as the member withdrawing, except in the case where the work of the Committee has progressed to the point where the Committee decides, in its discretion acting reasonably, that the appointment of a replacement is inappropriate.

Article IV: Search Process

4.1 The Committee shall undertake a search for the Board Secretary in accordance with the following process:

- The position shall be widely advertised through such media and at such times as the Committee may decide in its discretion, inviting applications and nominations. The Committee shall be free to approach individuals to request that they allow their names to stand for the position.
- The Committee shall establish its own procedures for assessing candidates and shall interview selected candidates.
- Not later than three months before the anticipated date of appointment, the Committee shall provide a recommendation to the Board.