CARLETON UNIVERSITY

Board Nominating Policy and Terms of Reference

1. PURPOSE

1.1 The purpose of this Policy is to ensure that the Board of Governors (the “Board”) of Carleton University (the “University”) is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective board governance. This Policy is also intended to assist the Board in identifying qualified individuals to become Governors.

2. COMPOSITION AND TERM OF OFFICE

2.1 Composition and Term of Nominating Committee. The size and composition of the Nominating Committee shall be determined by the Board from time to time and shall include: the Chair, the Vice-Chair, the Past Chair, the President, a student member, an academic staff member, an administrative staff member and two community at large members. Members of the Nominating Committee will serve terms of up to one (1) year, which may be renewed by the Board. The Chair of the Board shall chair the Nominating Committee.

3. NOMINATING COMMITTEE

3.1 Mandate. The Nominating Committee is a Standing Committee of the Board. It is responsible for identifying individuals to become Governors. The Nominating Committee shall exercise its authority in accordance with the By-laws and such additional provisions as are set out in this Policy and Terms of Reference.

3.2 Meetings. The Nominating Committee will usually meet in person and/or by teleconference. The Nominating Committee may also meet by other electronic means, provided that the Nominating Committee complies with section 6.05 of the By-laws, which shall apply with necessary modifications to the members of the Nominating Committee.

3.3 Key Duties. The Nominating Committee shall perform the following duties:

(a) Seek, identify and recruit qualified individuals to stand for election as Governors.

(b) Develop, maintain and update as required a skills matrix for the Board.

(c) Ensure that candidates for election meet the qualifications to serve as a Governor, and have fulfilled any additional requirements, including without limitation those set out in Schedule “A”.

(d) Ensure communication occurs with candidates to discuss the roles, responsibilities and expectations of a Governor.

(e) Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences.
(f) Have regard to the specific and desired competencies required on the Board as a whole in soliciting nominations.

(g) Oversee all aspects of the election procedures.

(h) Where appropriate, identify individuals for future nomination as Governors and maintain this information for use by future Nominating Committees.

(i) Carry out these duties in a manner that encourages a long-term view of the University’s leadership needs, as well as Board succession planning.

(j) Such additional duties as may be delegated to the Nominating Committee by the Board from time to time.

3.4 Resources. The Nominating Committee will receive the necessary resources from the University to fulfill its mandate.

4. NOMINATIONS PROCESS

4.1 Governors elected from the Community-at-large.

(a) In addition to seeking candidates through the usual networking channels within the community, the Nominating Committee will prior to the annual meeting of Members, also issue an open call for nominations from the community-at-large through promotional efforts including, but not limited to, press releases, advertisements, media services, the University’s website, other online services where suitable. The Nominating Committee shall review the candidates' resumes and candidate nomination forms received from individuals seeking to be nominated.

4.2 Governors nominated by the Senate and the Alumni Association.

(a) Prior to the annual meeting of Members, the Senate and the Alumni Association shall provide to the Nominating Committee the names of the individuals each of them is putting forward for nomination in accordance with section 4.01 of the By-laws.

4.3 Governors nominated following an election conducted by the University Secretary.

(a) The Board includes eight (8) Governors nominated following an election for Board nominees conducted by the University Secretary, as follows:

(i) two (2) graduate students, nominated by the graduate students-at-large;
(ii) two (2) undergraduate students, nominated by the undergraduate students-at-large;
(iii) two (2) members of the Administrative Staff, nominated by the Administrative Staff;
(iv) two (2) members of the Academic Staff, nominated by the Academic staff;
The conduct and supervision of the election process for Board nominees under 4.3 is delegated to the University Secretary. The University Secretary is responsible for determining that the criteria for candidacy as required by the By-laws and that all the requirements of the nomination process have been met by candidates. The University Secretary can refuse a nomination form or disqualify a candidate that does not conform to acceptable guidelines or process approved by the Nominating Committee. The election process and timetable shall be approved by the Nominating Committee from time to time.

4.4 Review of irregularity in Process

(a) A candidate may request in writing a review by the Nominating Committee of any perceived irregularity in the election/nomination process affecting that candidate. The decision of the Nominating Committee is final.

4.5 Slate of candidates for election to the Board by Members of Corporation

(a) The Nominating Committee will ensure that all individuals nominated through the processes described in subsections 4.1, 4.2 and 4.3 of this Policy meet the qualifications/eligibility criteria to be a Governor in the By-Laws.

(b) The Nominating Committee will prepare a slate of candidates for election as Governors using the names of the individuals identified through the processes described in subsections 4.1, 4.2 and 4.3 of this Policy. Only those candidates that meet the qualifications/eligibility to be a Governor and who have consented in writing to acting as a Governor and to sign and abide by the Board of Governors Code of Conduct and the Director’s Consent will be eligible to be on the slate of candidates.

(c) The slate of candidates may contain a number of candidates equal to the number of vacancies of Governors on the Board, or a greater number of candidates than vacancies.

(d) In preparing the slate, the Nominating Committee shall apply objective criteria in determining the appropriate candidates for election to the Board. In making its decision, the Nominating Committee shall consider the criteria set out in this Policy as well as the University’s mandate and goals.

(e) The Nominating Committee will make the slate of candidates and the qualifications of the individuals on the slate available to the Members at least ten (10) days before the annual meeting of Members. The Nominating Committee shall present the slate of candidates along with a recommendation that the Members elect Governors from among the individuals whose names are on the slate.

5. **QUORUM**

5.1 Quorum for meetings shall consist of one-half the number of members of the committee plus one, present in person, by teleconference or by videoconference, at last one of whom must be the chair or vice-chair of the committee.
6. AMENDMENT

6.1 This Policy may be amended by the Board pursuant to s.1.03 of the Bylaws.

Last Review Date: February 2, 2017
Schedule “A”

Qualifications and Core Competencies of Elected Governors

1. Governors shall fulfill all qualifications and eligibility criteria prescribed by the By-laws and all applicable legislation.

2. Governors of the University commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as a Governor. Accordingly, Governors are fiduciaries and must be able to represent un-conflicted loyalty to the interests of the University. This accountability supersedes any conflicting loyalty such as to interest groups and membership on other boards, unions or associations. It also supersedes the personal interest of any Governor acting as an employee or student of the University, or having a family member who is an employee or student of the University.

3. Governors shall be recruited based upon their demonstrated ability to contribute to the well being of the University and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole include without limitation:
   a. Knowledge of and experience in strategic planning and governance;
   b. Expertise in financial management and oversight, including financial reporting and auditing requirements of a complex private or public sector organization.
   c. Expertise in or experience with fundraising, public relations and promotion of the University.
   d. Leadership skills in the post-secondary education sector, the non-profit sector or other similar endeavours;
   e. Experience with multi-year capital planning and management of existing, and projected construction of facilities, within a dynamic urban environment.
   f. Human resources management expertise and experience;
   g. Legal and risk management expertise and experience; and
   h. Knowledge of the Carleton community and or post secondary sector.