

## BOARD COMPOSITION, APPOINTMENT, ELECTION, AND SUCCESSION

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<b>Primary Contact</b>	Board of Governors
<b>Related Policy / Legislation</b>	<i>University Act, s. 19(1), 20, 21, 24, 25, 43, 44, 45, 46</i>

### PURPOSE/PHILOSOPHY

The highest standard of performance and effectiveness of the Board of Governors is dependent on the skills, ethical standards, and commitment of the individuals appointed and elected as members of this Board. To discharge its mandate and govern effectively, the Board relies on all members' contributions to its work, recognizing that while each member brings unique perspectives, decisions are made in the best interests of the university and not solely for a stakeholder group. As part of this mandate, the Board considers equity, diversity, and inclusion in processes related to composition, appointment, election, and succession planning.

Recognizing the Board's power and responsibility to make rules for its meetings and transactions; and, recognizing the *University Act's* direction that the Registrar conduct all elections that are required, the Board ensures procedurally fair processes are developed and communicated, and retains responsibility for all matters related to this bylaw.

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### BYLAW

To create a Board with the appropriate combination of skills, experience, diversity, and personal attributes, the Board defines and develops selection criteria to guide the process of appointment and election of Board members. When a vacancy is declared, the Board initiates the appointment or election process as soon as possible.

### DEFINITIONS

(Based on information in the *University Act*)

**"Faculty member"** means a permanent or continuing contract employee of UFV who works as an instructor, lecturer, assistant professor, associate professor, professor, or in an equivalent position designated by the Senate.

**"Staff member"** means a permanent or continuing contract employee of UFV who is not (a) an officer of the university, or (b) a faculty member.

**"Student"** means a person presently enrolled at UFV in a credit course or designated by resolution of the Senate as a student.

**“Officer of the University”** is the president, a vice-president, an associate vice-president, a dean, an associate dean, an executive director, an associate director, a director (excluding directors of schools within a faculty who are voting faculty members; and, excluding directors of Research Centres or Institutes), the Registrar, University Secretary, Chief Information Officer, University Librarian, General Counsel, and Legal Counsel. Officers also includes other senior administrative positions created from time to time by the University, not specifically noted above, and as agreed upon by the UFV Board Governance Committee.

## **1. Composition of Board**

1.1 The Board of the university is composed of 15 members as follows:

- (a) The Chancellor;
- (b) The President;
- (c) Eight persons appointed by the Lieutenant Governor in council, two of whom are appointed from among persons nominated by the alumni association;
- (d) Two faculty members elected by the faculty members;
- (e) Two students elected from students who are members of an undergraduate student society or a graduate student society;
- (f) One staff member elected by and from the staff members of the university.

1.2 Persons not eligible to be members of the Board include:

- (a) Members holding public office as identified in the *University Act* S23(1)(a)(b)(d)(e).
- (b) A person who holds full-time positions at more than one university and is a member of the Board at one university cannot serve on the Board at another.
- (c) A member of the Board who ceases to be eligible during his or her term of office immediately ceases to be a member of the Board.

## **2. Term of Office**

- 2.1 Faculty and Staff elected to the Board serve a term of three years, and students a term of one year, and after that until the completion of an election.
- 2.2 The Chancellor and President are members of the Board as long as they hold their respective offices.

## **3. Reappointment or Re-election**

- 3.1 The appointed members of the Board are eligible for reappointment, and the elected members are eligible for re-election if those members’ terms do not exceed six consecutive years.

#### **4. Vacancies on the Board**

- 4.1 If a vacancy arises on the Board for any reason, the Secretary of the Board enters a declaration of the vacancy in the Board's minutes.
- 4.2 A declaration under subsection (4.1) is conclusive evidence of the vacancy.

#### **5. Method of Filling Vacancies and Effect of Vacancy**

- 5.1 If a vacancy exists in respect of an appointed member, the Lieutenant Governor in Council appoints a person to fill the vacancy.

The Board Executive Committee develops recommendations for the appointment or re-appointment of Order-in-Council members of the Board. The Committee makes recommendations based on identified competencies needed in a potential Governor at that point in time. Working with the Ministry of Post-Secondary Education and Future Skills (PSFS), the Executive Committee submits a list of potential Governors according to the directions provided.

Further, for vacancies involving a nomination from the Alumni Association, the Executive Committee works collaboratively with the Association to communicate information about competencies needed and ensures the process for these nominations is consistent with the MOU between UFV and the UFV Alumni Association.

- 5.2 If a vacancy exists in respect of an elected member, the Registrar conducts by-elections in a timely manner, pursuant to the "Procedures for the Conduct of Elections to the Board" attached as Appendix 'A'. If three or fewer months are remaining in the term of office, the position remains vacant.
- 5.3 When a position becomes vacant before a term ends, a person elected under subsection 5.2 holds office for the remainder of their predecessor's term.
- 5.4 A vacancy on the Board does not impair the authority of the remaining members of the Board to act.

NOTE: on December 1, 2016, the Board approved the following motion (062/16) applicable to this bylaw:

"THAT the UFV Board of Governors approve the delegation of the Registrar's election responsibilities as listed in BGB110.07 to the University Secretary."

## APPENDIX "A"

### PROCEDURES FOR THE CONDUCT OF ELECTIONS TO THE BOARD

These procedures are set to meet the requirements for elections as established in the *University Act* of the Legislative Assembly of British Columbia.

The Registrar conducts elections.

NOTE: on December 1, 2016, the Board approved the following motion (062) applicable to this bylaw:

"THAT the UFV Board of Governors approve the delegation of the Registrar's election responsibilities as listed in BGB110.07 to the University Secretary."

### PROCEDURES

#### 1. Nominations

1. A notice of the regular annual election and call for nominations is made at a Board meeting in the Fall term. When a vacancy occurs outside of the annual cycle, the Registrar gives notice of the by-election and call for nominations at the next Board meeting or via email to expedite the process.

Nominations are open for three weeks.

If the Board receives no nominations during the nomination period, the call remains indefinitely extended until someone submits a valid nomination.

2. Five persons entitled to vote in the election nominate candidates. Nominators are members of the group associated with the position.

Candidates may not accept a nomination for more than one position. Their signed nomination, or an email they send from their UFV email address, indicates a willingness to stand for the position and agreement to serve the term.

3. The Registrar requests each candidate to provide the following information:
  - (a) the candidate's education credentials and the dates of them;
  - (b) offices held by the candidate at this university or in any other organization;
  - (c) an optional statement about how the candidate's involvement would support the equity, diversity, and inclusion priorities of UFV; and
  - (d) each candidate may also provide a statement of up to 150 words on their views on matters rightfully falling under the jurisdiction of the Board.

Candidates are encouraged not to run on platforms but rather note how their experiences and skills serve to advance the best interests of UFV.

The Registrar normally posts candidate statements and voting instructions online within two weeks of the close of nominations.

The Registrar declares candidates to have been elected if only as many candidates are nominated for the Board as are required to be elected.

## **2. Election Registers or Voters' Lists**

1. The Registrar, upon a call for nominations, prepares an electronic election register of voters' list, which is a list of the names and UFV email addresses of the faculty, staff, and students entitled to vote at an election.

The election register is open for inspection during Secretariat business hours by all members entitled to vote.

2. The Registrar updates the voting lists just before voting begins.
3. Voters for a representative of an area are members of that area.
4. Only those persons whose names appear in the election registers are entitled to vote at an election.

## **3. Voting**

1. Voting occurs at least four weeks after the close of nominations.
2. Candidates may conduct an election campaign until the voting begins. The candidates are responsible for removing all campaign material prior to the start of voting.
3. Balloting normally takes place over a four-day period. The Registrar determines an appropriate method for voting that maintains the confidentiality of the process but allows a maximum amount of voter participation. The Registrar, in the case of unusual circumstances, may extend the voting period.
4. When filling two positions in an election, eligible voters are not required to vote for more than one candidate.

## **4. Results**

1. The Registrar reports the results of the election to the Board at the first meeting following the election.
2. The winner is the candidate with the highest number of votes.

3. If there is a tie vote between two or more candidates for an office, the Board casts the deciding vote.
4. If, after the election but before a term begins, the elected candidate ceases to be eligible to serve, the Registrar offers the position, in order, to the candidate with the next highest number of votes. If there are no other eligible candidates, they declare a vacancy.

## **5. Appeals**

1. Anyone appealing the contents or classifications in the voters' lists does so to the Registrar at least two weeks before voting begins.
2. A candidate may appeal the conduct of the election to the Registrar. If the matter is not resolved, the Registrar may refer it to the Board Governance Committee.

## **6. Changes to the Procedures**

1. The Registrar reviews the procedures after each election and makes recommendations for changes to the Board.