

The following Motions and Documents were considered by the Board Human Resources and Compensation Committee and the Board of Governors during the Open Session of their Tuesday, January 30, 2024 joint meeting:

Agenda Title: **Review Committee for the University President**

APPROVED MOTION 1: THAT the Board of Governors and the Board Human Resources and Compensation Committee, on the recommendation of the Board Chair, approve the appointment of Guy Bridgeman and Margot Ross-Graham to the Presidential Review Committee, in accordance with sub-paragraph 1.c. of the Presidential Search and Review Procedures (Appendix A): Committees for President Position Definitions and Eligibility, effective upon approval.

APPROVED MOTION 2: THAT the Board of Governors and the Board Human Resources and Compensation Committee, on the recommendation of the Board Chair:

- i. approve the Presidential Review Committee Guidelines and Procedures (the “**Guidelines and Procedures**”), as set forth in Attachment 1, and
- ii. authorize the Board Chair, in her capacity as chair of the Presidential Review Committee, to provide the Guidelines and Procedures to the Presidential Review Committee as required by sub-paragraph 4.a. of the *Presidential Review Procedure*.

Final Item: 2.



ITEM NO. 2

Decision **Discussion** **Information**

ITEM OBJECTIVE: To (a) consider and appoint two members of the Board of Governors (the “**Board**”) to the review committee for the university President (the “**Review Committee**”), and (b) consider and approve guidelines and procedures informing the Review Committee’s work and processes.

DATE	January 30, 2024
TO	Board of Governors and Board Human Resources and Compensation Committee (<i>sitting in joint session</i>)
RESPONSIBLE PORTFOLIO	University Secretary

a) Appointment of Governors to the Presidential Review Committee

MOTION: THAT the Board Human Resources and Compensation Committee, acting with delegated authority of the Board of Governors and on the recommendation of the Board Chair, approve the appointment of Guy Bridgeman and Margot Ross-Graham to the Presidential Review Committee, in accordance with sub-paragraph 1.c. of the *Presidential Search and Review Procedures (Appendix A): Committees for President Position Definitions and Eligibility*, effective upon approval.

b) 2024 Presidential Review Committee Guidelines and Procedures

MOTION: THAT the Board of Governors, on the recommendation of the Board Chair:

- i. approve the Presidential Review Committee Guidelines and Procedures (the “**Guidelines and Procedures**”), as set forth in Attachment 1, and
- ii. authorize the Board Chair, in her capacity as chair of the Presidential Review Committee, to provide the Guidelines and Procedures to the Presidential Review Committee as required by sub-paragraph 4.a. of the *Presidential Review Procedure*.

EXECUTIVE SUMMARY:

Background

President Bill Flanagan has advised the Chair of the Board (the “**Board Chair**”) that he would like to put his name forward to serve a second term as President of the University of Alberta. President Flanagan’s current term is scheduled to expire on July 1st, 2025.

With this notice, the Board Chair has initiated the review procedure set forth in the Board-approved [Presidential Review Procedure](#) (the “**Review Procedure**”). The Review Procedure requires the Board Chair to establish the Review Committee to evaluate the performance of President Flanagan (sub-paragraph 1.b. of the Review Procedure) and further requires the Board to provide the Review Committee with guidelines and procedures for a fair and equitable review process that strives to ensure all members can contribute (sub-paragraph 4.a. of the Review Procedure).



ITEM NO. 2

Analysis / Discussion

- a) The [Presidential Search and Review Procedures Appendix A: Committees for President Position Definitions and Eligibility](#) provides that the Review Committee will include two members of the Board appointed by the Board. Both Guy Bridgeman, the Vice-Chair of the Board, and Margot Ross-Graham, the Chair of the Board Human Resources and Compensation Committee (BHRCC), have confirmed to the Board Chair their willingness to serve on the Review Committee. In accordance with Section 2.i. of the BHRCC Terms of Reference, BHRCC has delegated authority for this appointment.
- b) The proposed Guidelines and Procedures, enclosed as Attachment 1, have been prepared by University Governance and are substantially similar to the guidelines and procedures document used by the most recent presidential review committee, which was formed in 2008 to review then-President Indira Samarasekera. The Guidelines and Procedures will guide the Review Committee throughout the review process and will be posted on the review website to ensure transparency about the process with the community.

Risk Discussion / Mitigation of the Risk:

The President of the university is a critical part of the institution's executive leadership team, also serving as a member of the Board, Vice-Chancellor of the university, and Chair of the General Faculties Council. The President also plays an integral public facing role for the university.

The Board is responsible for the appointment of the President and prescribes the term of office of the President. Furthermore, and in accordance with its bylaws, the Board, among other things, evaluates and makes decisions regarding the President.

It is imperative that the Board, guided by the work and recommendations of the Review Committee, thoroughly and critically assess President Flanagan's performance and his suitability for another term in office and, should a second term not be recommended, initiate a search process well in advance of July 1st, 2025 to best ensure institutional continuity in that role.

Where applicable, list the legislation that is being relied upon

1. *Post-secondary Learning Act* (Alberta), ss. 81(1) and (2).
2. Board of Governors Bylaws (last revised: May 13, 2022), s. 3.1 f).
3. Presidential Review Procedure (last revised: December 8, 2023), ¶ 2.a. and 4.a.
4. Presidential Search and Review Procedures Appendix A: Committees for President Position Definitions and Eligibility (last revised: December 8, 2023), ¶ 1.c.
5. Board Human Resources and Compensation Committee Terms of Reference, ¶ 2.i).

Next steps

Once the Review Committee's membership has been established, it will begin its work toward bringing forward a recommendation for Board of Governors approval in June 2024.

Supporting Materials:

1. Guidelines and Procedures (5 pages) – **for approval**

1. INTRODUCTION

- 1.1 Pursuant to the *Post-secondary Learning Act*¹ the board of governors (the “**Board**”) of the University of Alberta (the “**University**”) is obligated to appoint the president of the University (the “**President**”).² Furthermore, the Board is required to prescribe the term of office of the President and the remuneration to be paid to the President by the Board.³ As set out in its bylaws, it is a major responsibility of the Board to evaluate and make decisions regarding the President.⁴
- 1.2 The following policies and procedures guide the Board, and the University more generally, in evaluating a President who seeks a renewal term in office:
- a) the [Recruitment and Selection of Employees Policy](#);
 - b) the [Presidential Review Procedure](#) (the “**Review Procedure**”);
 - c) the [Presidential Search Procedure](#); and
 - d) the [Presidential Search and Review Procedures \(Appendix A\): Committees for President Position Definitions and Eligibility](#) (the “**Appendix**”).
- 1.3 The Chair of the Board (the “**Board Chair**”) shall establish a presidential review committee (the “**Committee**”) upon receiving a request from an incumbent President for consideration of renewal for an additional term in office.⁵ The Committee is an advisory committee of the Board.
- 1.4 The composition of the Committee is settled pursuant to the Review Procedure and the Appendix. The Board Chair serves as the chair of the Committee (the “**Committee Chair**”).

2. ROLE OF THE COMMITTEE

- 2.1 The role of the Committee is to review the performance of the President and recommend on the reappointment of the President to the Board Human Resources and Compensation Committee (the “**BHRCC**”). The BHRCC then considers the recommendation, and if prepared to do so, recommends the President’s reappointment to the Board for approval.
- 2.2 The Committee is tasked to evaluate the performance of the President using the criteria employed in the search and appointment of that individual, as well as goals established by the Board and the President during the President’s current term. The Board Chair will advise the Committee of those goals.
- 2.3 Each member of the Committee must prepare adequately and commit the time required to fully engage in the work of the Committee, and in so doing, is charged with acting in the best interests of the University as a whole.
- 2.4 The Committee may, in its sole discretion, seek informed opinions of the President’s performance through discrete contacts with members of the University community and through private interviews conducted as a committee. Although the nature and extent of the information-gathering activity will be discussed at Committee meetings, the Committee is encouraged to interview or obtain the views of select representative of the following constituencies:

¹ S.A. 2003, c. P-19.5 (the “**PSLA**”).

² The PSLA, at s. 81(1).

³ The PSLA, at s. 81(2).

⁴ Board of Governors Bylaws, last revised: May 13th, 2022, at s. 3.1.f).

⁵ The Review Procedure, at s. 1.b).



- a) the Board, the Senate and the General Faculties Council;
- b) academic and non-academic staff;
- c) graduate and undergraduate students;
- d) Deans' Council;
- e) Alumni Council; and
- f) community leaders external to the University, as well as senior public servants and senior members of other post-secondary educational institutions.

2.5 The Committee shall:

- a) ensure a broad and fair review process is conducted for the University;
- b) ensure that its activities do not undermine the ability of the President to function effectively as the institutional leader during the course of the review;
- c) keep the President informed and appropriately engaged throughout the review process. To this end:
 - i. the Board Chair is to meet with the President to discuss the review process, providing an opportunity to the President to submit a statement of self-evaluation;
 - ii. at the conclusion of the consultative process, the Committee shall meet with the President for discussion; and
 - iii. once the Committee formulates its recommendation to the BHRCC, the Board Chair shall promptly meet with the President in confidence to review the general findings of the Committee and the nature of the recommendation to the BHRCC.

2.6 Each member of the Committee is required to:

- a) be knowledgeable about the University's ethical guidelines and commitments to equity, diversity, and inclusivity, as outlined in the University's *Strategic Plan for Equity, Diversity, and Inclusivity*, as well as applicable provisions of the *Freedom of Information and Protection of Privacy Act*⁶; and
- b) provide assistance during the process in other appropriate ways at the request of the Committee Chair.

3. OPERATIONAL PROCEDURES

3.1 *Chair of the Meeting:*

- a) The Committee Chair shall ordinarily chair every meeting of the Committee.
- b) The Committee Chair is the sole spokesperson for the Committee.
- c) The Committee Chair may name and delegate any or all of the Committee Chair's responsibilities to a vice-chair.
- d) If, during the course of the review, any member of the Committee (i) is unwilling or unable to continue to serve as a member of the Committee, or (ii) ceases to represent the group which elected or appointed them, the Committee Chair will, where appropriate to do so, decide if that member will continue serving on the Committee or will be replaced. If the member is to be replaced, the Committee Chair will consult as appropriate and then decide on a replacement.

⁶ R.S.A. 2000, c. F-25.



3.2 *Meetings and Meeting Schedules:*

- a) Meetings of the Committee may be called at any time by the Committee Chair by notice in writing to each member of the Committee delivered by email at least two (2) days prior to the date of such meeting and setting out the time and place of such meeting.
- b) Notwithstanding the foregoing, a meeting of the Committee may be called by the Committee Chair on an urgent basis by notice in writing to each member of the Committee delivered by email at least one (1) day prior to the date of such urgent meeting and setting out the time and place of such meeting along with the reasons for calling such meeting on an urgent basis.
- c) The Committee Chair may decide on regular meeting dates, and if so, will circulate a meeting schedule by email to each member of the Committee at least ten (10) days in advance of the first scheduled meeting setting out the dates, times and places for such scheduled meetings.
- d) Members of the Committee are urged to keep their schedules as flexible as possible during the review process since members are expected to attend each meeting of the Committee.
- e) If a member of the Committee knows in advance that they will miss a meeting, the member must promptly contact the Committee Chair or the University Secretary to advise of such absence.

3.3 *Meeting Materials:*

Meeting materials normally will be distributed to members in advance of any called or scheduled meeting. Materials will be available electronically via a secure web portal specifically established for the Committee. Members will access the site through a CCID. Members will need to safeguard any materials distributed in hard-copy, and at the conclusion of the review process, members will be required to return all Committee materials to the University Secretary for appropriate disposal.

3.4 *Virtual Meetings/Technical Tools:*

- a) Any meeting of the Committee may be held entirely by electronic means and a member of the Committee or any other person entitled to attend a meeting of the Committee may attend the meeting by electronic means.
- b) A person attending a meeting of the Committee by electronic means is deemed to be present in person at that meeting.
- c) A person attending a meeting of the Committee by electronic means who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the Committee has made available for that purpose.
- d) Meeting proceedings will not be recorded.
- e) For the purposes of the foregoing, “**electronic means**” means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet based communication platforms.

3.5 *Quorum:*

The quorum for the transaction of business at any meeting of the Committee shall be a simple majority of the number of members of the Committee. For the meeting at which the Committee’s final recommendation will be decided, no more than one (1) member can be absent.

3.6 *Deliberations in Camera:*

All meetings of the Committee shall be held in-camera.



3.7 Voting Procedures:

- a) Subject to sub-paragraph 3.4 c), voting by members of the Committee shall be carried out by a show of hands or by any other means chosen by the Committee Chair which clearly indicates the affirmative vote, negative vote or abstention from voting of each member of the Committee present at the particular meeting and eligible to vote thereat.
- b) Each member of the Committee, including the chair of the meeting, shall have one (1) vote.
- c) If requested by the chair of any meeting of the Committee or any other member thereof prior to a vote in accordance with sub-paragraph 3.7 a), voting on a particular question shall be conducted by secret ballot.
- d) No Casting Vote:
 - i. The chair of any meeting of the Committee shall not be entitled to a second or casting vote.
 - ii. If the result of any vote is a tie, the resolution shall be deemed to have failed.

3.8 Resolutions in Writing:

- a) A resolution in writing signed by all members of the Committee entitled to vote on such resolution is as valid as if it had been passed at a meeting of the Committee.
- b) A resolution in writing may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one instrument. A signature may be delivered by electronic means (including by way of pdf, facsimile or electronically imaged signatures provided by DocuSign or any other digital signature provider) and shall be considered valid and binding.

3.9 Recordkeeping and Committee Business:

- a) The University Secretary will take notes at each meeting of the Committee reflecting the substance of discussion and will communicate appropriately, through action summaries, correspondence, and/or email, with respect to decisions taken by the Committee.
- b) In the absence of the University Secretary, the Committee Chair will assign another person to act as the recording secretary for that meeting.
- c) All communications to and from the Committee, including correspondence with persons or organizations solicited for comment, shall ordinarily be processed by the University Secretary, Board, and University Governance.
- d) All records will be prepared and maintained in accordance with the *Freedom of Information and Protection of Privacy Act* and managed in accordance with the records retention schedule of University Governance. University Governance is the official record holder of the files. The University Secretary will safeguard all documents and information, and at the conclusion of the Committee's work, will receive from each member of the Committee all documents and notes associated with the work of the Committee.

4. CONFIDENTIALITY AND COMMUNICATIONS

- 4.1 All proceedings, interviews, documents, and opinions are to be held in confidence by all members of the Committee and discussion about any part of the process shall occur only at meetings of the Committee.
- 4.2 The Committee Chair may seek the replacement of any member of the Committee who fails to comply with any of the confidentiality requirements set out herein.



- 4.3 The Board Chair shall ensure that the Committee is strategically aligned with directions set by the Board throughout the review and shall liaise with the BHRCC on key matters relating to the review.
- 4.4 The Committee Chair will identify for the Committee members their responsibilities in keeping their constituencies informed of the status of the review and in seeking information from the constituencies.

5. AMENDMENTS

Only the BHRCC may amend these Procedures.

6. CONCLUSION

Once the Board has made a decision regarding the reappointment of the President, this Committee shall dissolve with immediate effect and without further action required on the part of the Board.

Approved by the Board of Governors – •, 2024