

Policy Number:	1.1.7 Board of Director Succession, Nominating Orientation, and Development Programs
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will undertake structured programs to support succession planning and the nominating of new Directors to the Board, and the orientation and development of Board Directors to fulfill their role on King’s Board

1. Board Succession Planning and Nominating Process

The Board of Directors will undertake the following steps to support its Board succession planning and nominating processes:

1.1. Every year, the Board will, based on an agenda item at a regular Board Meeting, identify the skill sets required to support the Board’s work over both the shorter and longer terms related to following points:

1.1.1. Anticipated retirements from the Board.

1.1.2. Projects, changes or other initiatives that may require new / different or continuing skill sets on the Board.

1.2. Current Directors of the Board will, where feasible, provide a minimum of six (6) months’ notice to the Chair or designate of their intent to retire from the Board.

1.3. An inventory of skill set requirements will be prepared by the Board’s Governance Committee, to support both Board succession and nominating initiatives, along with candidates that reflect the cultural diversity of the communities served and other selection criteria. Based on the circumstances of the university, skills will be the primary determinant in determining a candidate’s fit for the Board.

1.4. The Governance Committee may source potential Board nominees by soliciting candidate names from current and past Directors of the Board, other agencies and partners, community leaders, websites and other sources, including public advertising based on the skills inventory, geographical and other criteria.

1.5. The Governance Committee will meet with / interview prospective candidates to assess the skills, expertise, and governance competencies they can contribute to King’s University College in a Board role, based on the current needs and evolving requirements.

The discussion will also explore candidates' interests, commitment to the College's Mission and Values, and their availability, while providing pertinent information and addressing any questions the candidates may have.

1.6. In support of recruiting Board candidates, the Board of Directors will have a document prepared and updated annually that will identify the following:

1.6.1. The meeting dates and number of Board meetings per year.

1.6.2. Committee and related responsibilities, including term limit on a Standing Committee.

1.6.3. Special annual sessions / workshops, such as strategic planning, etc., and evaluation requirements.

1.6.4. Other commitment requirements of a Board of Director member, along with clearly stated expectations.

2. Board Chair, Vice-Chair, and Committee Chair Selection Process

The Board of Directors is committed to a confidential and transparent process to ensure candidates with the appropriate skillset and attributes are matched to Board leadership roles. To identify candidates to recommend to the Board, the Governance Committee will follow this process:

2.1 The Governance Committee will consider Governance Policy 1.2.4 Board Leadership Roles.

2.2 The Governance Committee will make a call to directors for expressions of interest in Board leadership positions. The Governance Committee will accept self-nominations or nominations by peers.

2.3 Candidates will complete a nomination form that describe qualifications; leadership and governance experience; interpersonal skills, commitment to Catholic Mission; personal attributes; and interest in the position.

2.4 The Governance Committee will consider candidates' active Board membership in good standing; attendance record; and participation at Board/committee meetings.

2.5 Each candidate will be interviewed by a working group of the Governance Committee.

2.6 The Voting members of the Governance Committee will vote by secret ballot and the results will be tabulated by the University Secretary. A simple majority for each position where there is more than one candidate will decide the recommendation to the Board.

2.7 The Governance Committee will consider the candidates' qualification, experience and attributes for the relevant role. These may include governance expertise, collegiality, and other qualities identified by the committee.

2.8 In the case of Committee Chairs, the Governance Committee will ensure the recommended candidate has demonstrated competency in the Committee's area of focus.

3. Board Orientation Process and Eligibility Form Signing

The Board of Directors, supported by the President, will undertake a comprehensive orientation of new Directors of the Board to support them in fulfilling their roles and commitment as a Director of the Board of King's University College based on the following activities:

3.1. Establish a mentoring program, whereby a new Director of the Board, for a three-to-six-month period, is associated with an existing Director of the Board so that they can ask questions and be briefed on Board practices, etc.

3.2. Develop a Director resource that includes the key materials, such as:

- a) King's University College Corporate By-Laws;
- b) Strategic Plan, including the Vision, Mission and Guiding Principles;
- c) Audited Financial Statements;
- d) Current year budget and financials on a year-to-date basis;
- e) Board Governance Policies;
- f) Board Policies;
- g) Key measures and statistics on organizational programs, services, performance and other elements;
- h) Organizational chart and Governance Configuration Chart;
- i) The annual meeting schedule for the Board and Committees' and any known task forces;
- j) Other appropriate materials.

3.3. The Chair or designate, along with the President, will host a new member Board orientation session, at which existing Directors of the Board can attend, that will undertake the following:

3.3.1 Review the core commitments and responsibilities of the Board of Directors and individual members of the Board.

3.3.2 Review of the binder documentation provided, including a review of organization structure, services and financials.

3.3.3 Outline the practices of the Board in terms of agenda preparation, Board meeting practices, receipt of information / Board packages, etc.

3.3.4 Profile strategic planning directions and priorities.

3.3.5 Outline the Governance Model and Board Policies.

3.3.6 Answer questions of clarification, etc.

3.3.7 Identify committee memberships and operations.

3.3.8 Undertake other tasks as appropriate.

3.4. A new Board of Directors member will at this time, sign the Director Eligibility Form required in the *Not-for-Profit Corporations Act, starting July 2019*.

4. Board Development

The Board of Directors is dedicated to continuous improvement individually and collectively by regularly participating in Board development opportunities. Normally, the Board will collectively participate in Board development opportunities which are planned by the Governance Committee

in consultation with the Board’s Executive Committee. However, from time to time, individual directors may request the Board’s support for engaging in individual opportunities. When individual requests are made the following principles and processes will apply:

- a) Individual Board development opportunities will be prioritized for Directors who are near the beginning of their term of service on the Board or who may have interest in taking on a committee Chair or Board Executive role;
- b) Directors requesting funding for an individual Board development opportunity must request funding in advance of applying for and participating in the opportunity;
- c) When a request for funding is received, the request will be approved by the governance committee who will consider the remaining budgeted funds for Board development in making their decision;
- d) The Board will fund up to 50% of an individual Board development opportunity, or 75% when the opportunity is unique to King’s mission.
- e) If the director requesting funding is a member of the Governance Committee, they will recuse themselves from discussion;
- f) Once the Governance Committee has made a decision, the Chair of the Governance Committee or their delegate shall report back to the director requesting funds the committee’s decision within three business days.

Monitoring

Completed annually by the Chair with improvement comments from Directors of the Board, reviewed and implemented as appropriate.

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Effective Date:	February 2019
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