



Board Special Resolution III.1:

Appointment of Members of the Board of Governors

Category: Board of Governors

Approval: Board of Governors

Responsibility: University Secretary

Date: February 16, 2001; Revised February 18, 2005; February 1, 2008, March 27, 2009; January 29, 2016; March 23, 2018; May 11, 2018; March 27, 2020; March 26, 2021; May 12, 2023; February 7, 2025

1.0 Member Appointments:

Two members of the maximum 26-member Board of Governors are ex officio (the Chancellor and the President & Vice-Chancellor). Election of all other members of the Board of Governors is by Board resolution on the recommendation of the Nominating & Governance Committee.

2.0 Membership Requirements:

The Ontario Not-for-Profit Corporations Act provides that the following persons are disqualified from being a director of a corporation:

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada or elsewhere.
5. A person who has the status of bankrupt.

3.0 Designated Seats:

Six seats on the Board of Governors are designated by the Board for members of the University community:

- a) Two seats are reserved for members of the faculty of the University who are in active service, who have an employment contract that would fulfil the length of the term of the appointment at a minimum, and whose employment is in good standing. Nominations result from elections by and from among Faculty Council conducted by the University Secretariat. The two faculty members must be from different academic divisions.
- b) Two seats are reserved for students taking one or more courses, who intend to be enrolled at the University for the length of the term of the appointment at a minimum, and who are in good standing. Election to student seats on the Board will rotate annually between the Peterborough and Durham campuses. Nominations will result from elections by and from among the students of the respective campus of the University and conducted by the University Secretariat.
- c) Two seats on the Board of Governors are reserved for members of the staff of the University who are in active service, who have an employment contract that would fulfil the length of the term of the appointment at a minimum, and whose employment is in good standing. Nominations result from elections by and from among employees represented by OPSEU and non-academic employees of the exempt group¹, conducted by the University Secretariat. The two staff members must be from different administrative units or academic divisions.

Unionized employees appointed to the Board will remain members of the bargaining unit during their term of office, but are required to absent themselves from discussions of labour issues pertaining directly to their bargaining unit, and from votes on matters pertaining to their contract or compensation.

3.1 Term of Office – Designated Seats:

Subject to the terms of this section, designated seats carry terms of two years, beginning July 1. The terms are staggered for the sake of continuity. Although members of the Board in designated seats may be re-nominated by their constituencies and re-appointed by the Board for additional two-year terms, the purpose of two-year appointments is to involve in governance as many individuals as possible from the designated constituencies. Members in designated seats shall serve on the Board for a maximum of six consecutive years.

¹ Officers of the University (President, Vice-Presidents, Provost, Deans, Secretary of the Board) and assistant/associate officers are not eligible to run or vote in this election

Where members of the Board in designated seats reserved for students are no longer enrolled in at least one course at Trent, the seat of the member becomes vacant.

Where members of the Board in designated seats reserved for faculty or staff are no longer in active service or their employment is not in good standing with the University, the seat of the member becomes vacant.

3.2 Vacancy – Designated Seats:

When a vacancy occurs prior to the end of the term of a member of the Board in a designated seat, action is taken by the Nominating & Governance Committee as follows:

- a) If the vacancy occurs during the first eight months of a two-year term², the Nominating & Governance Committee attempts to fill the vacancy from among candidates who were unsuccessful in the previous election, or in the case of a student seat, from among student candidates from the respective campus who were unsuccessful in the previous election. Candidates, provided they polled at least 20% of the votes cast in that election, may be invited in the order of their plurality to fill the vacant seat for the remainder of the term.
- b) If there are no eligible candidates from the previous election in the case of (a), or if the vacancy occurs at a later date when at least nine months remain in the term, a by-election is held. In the case of a vacated student seat, a by-election will be held amongst the students of the respective campus.
- c) If the vacancy occurs when less than nine months remain in the term, the seat may remain vacant until the next regular July 1 appointment period. In the case of a vacated student seat, as part of the next regular election cycle, an election for a one-year term will be held amongst the students of the respective campus.
- d) If there are no nominees for a designated seat, that seat remains vacant until the next regular round of elections, at which time the seat is filled for the remainder of the term.
- e) If a member in a designated seat ceases to be a member of the constituency for which the seat is reserved, that individual's seat is automatically declared vacant (i.e. the individual ceases to be a member of the Board) and the appropriate procedure for filling the vacancy (as outlined above) is followed.

4.0 At-Large Seats:

Up to 18 seats on the Board of Governors are filled by at-large, external members recommended for appointment by the Nominating & Governance Committee of the Board. Not less than four of the at-large seats shall be alumni. Members of the Trent University Alumni

² i.e., prior to the next annual spring election

Association shall be invited to submit applications or nominations to the Nominating and Governance Committee for consideration.

4.1 Term of Office – At-Large Seats:

At-large seats generally carry a term of up to three years. Regular turnover of members enhances Board vitality and is encouraged. While reappointment of an at-large member for a second term of up to three years is possible and sometimes desirable, it occurs following a positive performance evaluation showing a sustained and significant contribution by the member. The Nominating & Governance Committee will also consider the array of skills and experience needed from time to time in the Board's membership as well as the potential of the member to fill a leadership role during a second term. With the possible exception of individuals in Board leadership roles, or those involved in special projects, at-large members shall serve on the Board for a maximum of six consecutive years.

4.2 Vacancy – At-Large Seats:

When a vacancy occurs prior to the end of the term of a member of the Board in an at-large seat, action is taken by the Nominating & Governance Committee as follows:

- a) If the vacancy occurs when more than nine months remain in the term, the Nominating Committee undertakes to fill the vacancy for the balance of the term, or for a period incorporating the balance of the term; or
- b) If the vacancy occurs at a time when less than nine months remain in the term, the seat may remain vacant until the next regular July 1 appointment period.

5.0 Recognition of Retiring Governors:

Upon completion of service to the Trent University Board of Governors, all retiring governors will be formally recognized at an event of the Board of Governors. At that time, the Board Chair shall be appointed to the Trent University Fraser Society, in honour of Trent University's first Board Chair Charles K. Fraser.

Internal members of the Board of Governors must complete one full term appointment, and at-large members must complete two full term appointments, to be eligible to be appointed as a member of the "Trustee Society of Trent".

For the purpose of this section a "Term" is defined as the length of an appointment or a reappointment (where applicable) of an individual to the Board of Governors. The length of the term shall be determined by the Board at the time of an appointment/re-appointment.

Contact Officer:

University Secretary

Date for Next Review:

January 2030