

**Presidential Reappointment Committee (PRC):
Terms of Reference**

1. Mandate and Role of the Committee

The purpose of the Presidential Reappointment Committee (PRC) is to undertake an assessment of the President's overall performance and make a recommendation to the Board of Governors (Board), through the Governance and HR Committee (Gov&HR), in accordance with the Presidential Reappointment Procedures.

2. Areas of Responsibility

- a. The PRC will assess the President's performance in accordance with the Presidential Reappointment Procedures.
- b. The process for conducting feedback from individuals and groups identified shall be undertaken by the Chair, Vice Chair and the Chair, Gov&HR and reported to the PRC. The responses will be anonymized for the PRC to ensure confidentiality and to ensure integrity of the process.
- c. The PRC shall meet with the President to discuss the President's self-assessment and reasons for seeking reappointment.
- d. The PRC will submit a report to the Gov&HR including a recommendation regarding the President's reappointment.
- e. The PRC may retain and oversee the work of an external consultant to assist with the assessment process.

3. Composition

Voting Members

- i) Chair, Board of Governors
 - ii) Vice-Chair, Board of Governors
 - iii) Chair, Gov&HR
 - iv) One (1) public member of the Board
 - v) One (1) student member of the Board
 - vi) One (1) faculty member of the Board
 - vii) One (1) staff member of the Board
- 3.2 If a Board member's term on the Board expires during the reappointment process, the member may, at the discretion of the Chair, remain on the PRC until the completion of the reappointment process.
- 3.3 If for any reason any member of the PRC is unable to carry out their responsibilities, they must inform the Board Chair, who may opt to seek a replacement if they deem it appropriate given the status of the committee's work.
- 3.4 The University Secretary will serve as a resource to the PRC.

4. Quorum

- 4.1 Quorum for PRC meetings shall consist of a simple majority of the PRC being present and must include either the Chair or Vice-Chair.
- 4.2 If repeated absences hinder the work of the PRC in the opinion of the Chair, the Chair shall recommend replacement of PRC members to the Gov&HR.

5. Meetings

- 5.1 All meetings of the PRC will be held in camera and the University Secretary, or designate, shall attend all meetings as a resource.
- 5.2 All members of the PRC, including the Chair, shall vote (simple majority) on the recommendation to the Board.

6. Confidentiality

- 6.1 All discussions regarding the reappointment of a President, whether in Committees or at the Board, shall be carried out in confidence in accordance with the Confidentiality Agreement and/or the Board Code of Conduct as applicable.
- 6.2 Information regarding interviews shall remain confidential to the Committees, the Board and others as determined appropriate by the PRC.

7. Records

- 7.1 The records of the PRC's work will be maintained by the University Secretariat.
- 7.2 At the conclusion of the reappointment process, individual committee members will destroy all notes and documents they accumulated during the process.

8. DEFINITIONS

Board:	Board of Governors
Gov&HR:	Governance and Human Resources Committee
President:	President and Chief Executive Officer
Policy:	Presidential Search and Review Policy
University:	Alberta University of the Arts (AUArts)
PRC:	Presidential Review Committee

9. RELATED POLICIES

- Presidential Search and Review Policy
- Search, Selection, and Appointment of a President Procedure
- Annual Review of the President Procedure
- Presidential Reappointment Procedure
- Board Code of Conduct Policy
- Student Code of Conduct

10. RELATED LEGISLATION

- Alberta Post-Secondary Learning Act
- Reform of Agencies, Boards and Commissions Compensation Regulation

11. RELATED DOCUMENTS

- President and CEO Employment Agreement
- Presidential Reappointment Committee Terms of Reference
- Presidential Search Committee Terms of Reference
- Confidentiality Agreement

**Approved by the Board of Governors
04/25/2023
Implementation Date: 04/25/2023**