

Presidential Search Committee (PSC): Terms of Reference

1. Mandate and Role of the Committee

The purpose of the Presidential Search Committee (PSC) is to conduct a search for a President of the University, evaluate candidates and recommend a candidate to the Board of Governors of Alberta University of the Arts (Board) in accordance with any conditions imposed by the Board.

2. Areas of Responsibility

- a. The PSC shall develop and conduct its own process for the search and selection of a suitable candidate for the position of the President of the University.
- b. The PSC shall solicit the views of the representatives of AUArts community (including, but not limited to the Board, General Faculties Council, President's Cabinet, managers, senior officers, faculty, students, and support staff) regarding criteria for the selection of candidates.
- c. The PSC shall recommend a position profile and criteria for the selection of candidates to the Gov&HR for approval, and the approved position profile and criteria shall be made public in the AUArts community.
- d. The PSC may retain and oversee the work of an executive recruitment consultant to assist in the search for a President of the University.
- e. The PSC, with the assistance of the consultant if one is retained, shall invite nominations and applications for the vacancy internationally.
- f. The PSC, with the assistance of the consultant if one is retained, shall establish an acceptable long list of candidates.
- g. The PSC shall shorten the list of candidates to the prime finalists and, in accordance with the process that is agreed upon at the outset of the search, rank the desirable candidates on the short list, prepare a report and present the name of one candidate for appointment as President to the Board.
- h. The Chair of the PSC shall act as spokesperson for the PSC and ensure there are regular updates provided to the Board in-camera.

3. Composition

a. Voting Members

- i) Chair of the Board as the Chair of the PSC
- ii) Vice-Chair of the Board as Vice-Chair of the PSC
- iii) Chair, Gov&HR Committee
- iv) One (1) Public Board member
- v) The faculty member of the Board
- vi) One (1) student member of the Board
- vii) The staff member of the Board
- viii) The GFC faculty member of the Board
- ix) One (1) member of the Deans' Council, selected by Deans' Council
- x) One (1) member of the President's Cabinet, selected by the Cabinet

- b. The Board reserves the right to appoint one additional member-at-large if it is deemed appropriate.
- c. If a Board member's term on the Board is expected to expire during the search process, the Board Chair in consultation with the Governance & Human Resources Committee will determine at the time the PSC is being formed if the member shall remain on the PSC until the completion of the search process or if a replacement member will be sought. In the case of internal governors, the Board Chair will request that the relevant internal membership association appoint a replacement member.
- d. Appointment of each person to the PSC, as defined above, shall be conditional on their agreement to maintain in confidence all the information discussed by the PSC and to exercise their authority and responsibility as an individual in order that decisions may be taken at the time and place of the PSC meetings.
- e. If any member of the PSC becomes, or seeks to become, a candidate for the Office of President, they shall resign from the PSC.
- f. If the association of any members of the PSC with the University, as defined above, is terminated or in any way significantly altered (except for c. above), or if for any reason any member is unable to carry out their responsibilities on the PSC, as defined herein, the PSC may request that the Board Chair arrange to replace them with another member of the constituent group.

4. Resources (non-voting)

- a. The University Secretary, or delegate, shall serve as Secretary to the PSC.
- b. The Executive Director, People and Culture, or designate, shall serve as a resource to the PSC.

5. Meetings

- a. Meetings of the PSC shall be held at the call of the Chair.
- b. The Vice-Chair will carry out any or all the Chair's responsibilities at the request of the Chair or if the Chair is absent or unable to carry out their responsibilities and will have those additional powers and duties assigned by the Chair from time to time.
- c. All meetings of the PSC will be held in camera and the University Secretary, or delegate, shall attend all meetings.
- d. Formal motions put forth by a member of the PSC shall be carried or defeated by simple majority vote (except as noted in 5. e). There shall be no provision for abstentions from voting, and the Chair shall vote on all motions.
- e. All members of the PSC, including the Chair, shall vote with a 70% majority, on the recommendation to the Board of candidates for appointment as President.

6. Quorum

- a. Quorum for PSC meetings shall consist of a simple majority of members of the PSC being present in person or video conference and must include either the Chair or the Vice-Chair of the Board.

- b. There shall be no provision for proxies, substitutes, or alternates. If repeated absences hinder the work of the PSC in the opinion of the Chair, the Chair shall recommend a replacement of the PSC member(s) to the Board.

7. Confidentiality

- a. All discussions regarding the search and appointment 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.
- b. Information regarding applicants, potential applicants and interviews shall remain confidential to the Committees, the Board and others as determined appropriate by the PSC.

8. Records

- a. The records of the PSC's decisions shall be maintained by the University Secretariat in the form of correspondence related to those decisions, legal documents, and/or minutes of meetings as appropriate. At the conclusion of the process, individual committee members will be required to destroy all notes and documents they have accumulated during the search process.

9. 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)
PSC:	Presidential Search Committee

10. 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

11. RELATED LEGISLATION

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

12. RELATED DOCUMENTS

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

Approved by: Board of Governors

04/25/2023

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