

Board of Governance Policy Manual

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| POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP | POLICY NUMBER: C04 |
| POLICY TITLE: EMERGENCY SUCCESSION FOR THE PRESIDENT | EFFECTIVE: FEB 13/13 |
| REFERENCE (MOTION): 401.C.6.2.1 (EST. FEB. 2007) | |

1.0 PURPOSE

Recognizing that unforeseen events may affect presidential leadership, and in effort to maintain college operations, it is important that the Board develop a procedure to appoint a successor to the President and Chief Executive Officer (CEO) on an immediate short-term basis, as well as on an interim basis for long-term absence.

This policy aligns with requirements of the Minister's Binding Policy Directive Governance and Accountability Framework and the "Board-President Relations" resource document, which allocates to the Board the responsibility to hire, retain, and, if appropriate, dismiss the President and CEO.

2.0 APPLICATION AND SCOPE

This policy sets out an emergency succession plan to transition to both immediate and interim presidential leadership in the event of the disability, death or unplanned departure of the President and CEO. It is not intended to address planned absences, such as vacation or sabbatical.

3.0 DEFINITIONS

"Long-term Absence" means an unplanned absence of the President and CEO that is expected to last more than 3 months after which it is expected that the President and CEO will return to their position once the event precipitating the absence is resolved.

"Short-term Absence" means an unplanned absence of the President and CEO that is expected to be no more than 3 months after which it is expected that the President and CEO will return to their position once the event precipitating the absence is resolved.

4.0 PRINCIPLES

1. The Board of Governors maintains a clear understanding of the direction of the College and the President and CEO's role in organizational leadership, the President and CEO's fiscal responsibilities, strategic role, operational role and relationships with the Board and the community as defined in Board policies, by-laws and the Mohawk College Strategic and Business Plans.
2. In the event of the unplanned absence of the President and CEO, whether for a Short-term or a Long-term absence, the Board of Governors is authorized to implement the terms of the emergency succession plan through the Governance and Human Resources Committee.

A final decision on a replacement for the President and CEO, for a short-term or long term absence, or permanently, as dictated by circumstances, will be made by a motion of the full Board, on the recommendation of the Governance and Human Resources Committee.

3. To support this succession plan, in June each year, the President and CEO will bring forward an Annual Emergency Succession Plan. The Plan will identify potential senior college executives that are familiar with Board and presidential issues and processes and capable as functioning effectively as Acting President and CEO who could be called upon to provide temporary leadership in the absence or as a result of an unplanned departure, death or disability of the President and CEO.

5.0 RULES

Short-term Absence

1. In the event of a Short-term Absence, the President and CEO or the General Counsel and Corporate Secretary shall inform the Board Chair immediately of such absence. As soon as possible, the Board Chair or Chair of the Governance and Human Resources Committee shall convene a meeting of the Governance and Human Resources Committee to consider the appointment of any of the individuals named in the Annual Emergency Succession Plan as Acting President and CEO of Mohawk College for a period to be specified by the Governance and Human Resources Committee.
2. The appointment of the individual chosen from the Annual Emergency Succession Plan as Acting President and CEO is effective immediately upon the passage of same motion by the Governance and Human Resources Committee at meeting set out in section 1 of these Rules until it has been brought to the full Board for its final consideration and approval.
3. In the event the Governance and Human Resources Committee is not of the view, at its sole discretion, that it is in the best interest of the College to appoint anyone named in the Annual Emergency Succession Plan as Acting President, the Board Chair shall convene a meeting of the full Board within 7 calendar days to consider the appointment of another individual to this role.

Long-term Absence

4. The provisions in sections 1, 2 and 3 of these Rules above shall equally apply in the event of a Long-term Absence or permanent departure, death or disability of the President and CEO.
5. The absent President and the Board Chair shall decide on a mutually acceptable schedule and start date for the return of the absent President to their leadership role at the College. If it is determined to be in the best interest of the College, they may develop a transition schedule.

Unplanned Permanent Departure, Death or Disability of the President and CEO

6. In the event of an unplanned permanent departure, death or disability of the President, an Acting President and CEO shall be appointed pursuant to section 1, 2 and 3 of these Rules. The Board Chair shall convene a meeting of the full Board within 3 months thereafter to consider the appointment of an Interim President and CEO, if necessary.
7. The Board shall appoint any of the individuals named in the Annual Emergency Succession Plan as Interim President.
8. The Acting President and CEO may be considered by the Board to be appointed to the Interim President position.
9. The Board Chair and Vice Chair, as delegates of the Board of Governors will be responsible for providing guidance and support as necessary to the Acting or Interim President during the leadership transition.

10. Once the Interim President has been appointed, the Board shall follow the ordinary course of recruiting and hiring a permanent President.

Authority of the Acting or Interim President and CEO

11. The individual appointed as Acting or Interim President and CEO shall have the same authority for decision making and independent action as the permanent President with the following limitations:
 - a. Signing authority of up to \$500,000 per transaction with respect to any matter (either capital or operating) not approved by the Board through the annual budgetary process
 - b. No authority to terminate any existing member of or permanently hire any individual to the Mohawk Executive Group without prior approval of the Governance and Human Resources Committee
 - c. No authority to terminate any current member of the Senior Leadership Team without prior approval of the Governance and Human Resources Committee
 - d. Any other limitation that the Board imposes on the Acting or Interim President that it deems, at its sole discretion, to be within the best interest of the College.

Remuneration

12. Remuneration for assuming the role of Acting or Interim President and CEO shall, subject to applicable legislation on executive compensation, be determined by the Board on recommendation of the Governance and Human Resources Committee.

6.0 COMMUNICATION

1. The Board Chair will notify the full Board of the absence of the President and CEO as soon as possible
2. Immediately upon transferring responsibilities to an Acting or Interim President and CEO, the Board Chair (or highest ranking Board member available) will notify college employees, the Minister of Colleges and Universities and the Deputy Minister, Colleges and Universities.
3. As soon as possible after the Acting or Interim President and CEO has begun covering the unplanned absence or departure of the permanent President, Board members and the Acting or Interim President and CEO shall communicate the temporary leadership structure to key external supporters of Mohawk College.
4. The Board Chair will notify the full Board of the absence of the President and CEO as soon as possible.
5. The Board of Governors will appoint a Transition and Search Committee within ten days of determination of the President's permanent absence to plan and carry out the transition to a new President and CEO.

7.0 MONITORING

This policy will be reviewed as part of the regular review schedule established by the Board, and immediately following any implementation of the succession plan to determine its effectiveness.

8.0 POLICY REVIEW DATE

February 10, 2021