

Board of Governance Policy Manual**POLICY CATEGORY: BOARD-PRESIDENT RELATIONSHIP****POLICY NUMBER: C04****POLICY TITLE: SUCCESSION PLANNING FOR THE PRESIDENT & CEO****EFFECTIVE: FEB 13/13****REFERENCE (MOTION): 401.C.6.2.1 (EST. FEB. 2007)****1.0 PURPOSE**

The Board of Governors is accountable to ensure continuity of leadership at the College through thoughtful succession planning for the role of President & CEO. The Board of Governors is committed to the development of a diverse and strong group of potential successors at Mohawk College to enable Future Ready leadership internal to the College for leadership roles. The Board shall therefore ensure that the incumbent President & CEO implements a succession plan for the Mohawk Executive Group and Senior Leadership Team that promotes leadership growth and development within the College.

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 & CEO.

2.0 APPLICATION AND SCOPE

This policy sets out a plan to transition to permanent or temporary presidential leadership in the event of the resignation, disability, death or unplanned departure or absence of the President & CEO. It is not intended to address routine, temporary, planned absences, such as vacation or sabbatical.

3.0 DEFINITIONS

"Long-term Absence" means an unplanned absence of the President & CEO that is expected to last more than 3 months, or an unexpected, permanent vacancy in the office of the President & CEO.

"Short-term Absence" means an unplanned absence of the President & CEO that is expected to be no more than 3 months, after which it is expected that the President & 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; the President & CEO's role in organizational leadership; and the President & CEO's fiscal responsibilities, strategic role, operational role and relationships with the Board and the community, all as defined in Board policies, By-Laws and the Mohawk College Strategic and Business Plans and the College's Strategic Mandate Agreement.
2. The College's Presidential Succession Plan shall:
 - Be proactive and inclusive, ensuring diversity of talent;
 - pinpoint succession candidates internally;

- let individuals know, and explain, available development opportunities;
- set up professional development efforts for identified individuals;
- provide identified individuals with exposure to the Board of Governors; and
- integrate succession planning, and hiring for gaps, into the College hiring strategy.

5.0 RULES

5.1 Board Accountabilities

The Board will plan to successfully navigate succession of the President & CEO with strategies and action plans to:

- Identify the criteria for potential successors to the President & CEO;
- Identify potential successor candidates for the President & CEO;
- Interview and/or select the successor to the President & CEO; and
- Onboard the new President & CEO.

Specifically, the Board shall ensure that:

- The Board Chair, along with the Governance and Human Resources Committee, or another committee comprised of representatives of the Board (the Committee), and in consultation with the President & CEO, periodically reviews the position description and the competency requirements for the position of President & CEO position, assesses potential internal candidates for that position, and develops required competency through planned development and learning initiatives.
- Documented plans are in place for the appointment of an acting, interim or permanent successor President for when the position is:
 - Temporarily vacated due to unplanned short-term or long-term circumstances (e.g., health); or
 - Permanently vacated due to resignation, termination or retirement.
- These succession plans are reviewed annually, including a review of potential successors for the role of President, and other roles on the Mohawk Executive Group and Senior Leadership Team.

5.2 President & CEO Accountabilities

The President & CEO shall:

- Establish a succession plan for the College to promote leadership growth and development within the College to ensure the seamless transition of critical roles and ensure a diverse group of talented individuals within the College to draw on to fill increasingly senior positions in the future; and
- In June each year, present to the Board an Annual Emergency Succession Plan.

5.3 Recruitment and Selection of the President & CEO

When the Board becomes aware that the President & CEO position will become vacant because of retirement, non-renewal of contract, or other reasons, the Board shall take timely and planned steps for selection of a suitable candidate so that the appointment is made in sufficient time to ensure, to the extent possible, a smooth transition. The Board may consider an internal appointment, an internal search, or a simultaneous internal and external search to fill the vacant President & CEO position.

- The Board shall review the College's succession plan to identify any suitable internal candidates who have the ability to provide leadership in alignment with the College's Mission, Vision, Values & Strategic Priorities.

- The Board may consider the position of Chief Operating Officer as a development opportunity for succession to the President & CEO role.
- The Board shall determine whether an appointment, and internal search or external search is appropriate.
- The Board may engage with a professional services firm to assist in the recruitment and selection of the President & CEO.
- The Board shall undertake a fair process that complies with all relevant legislation including but not limited to the Ontario Human Rights Code and the Freedom of Information and Protection of Privacy Act.

5.4 Emergency Succession of the President & CEO

- The Annual Emergency Succession Plan will identify at least two potential senior college executives that are familiar with Board and presidential issues and processes and capable as functioning effectively as Acting or Interim President & CEO who could provide temporary leadership in the absence or because of an unplanned departure, death or disability of the President & CEO.
- In the event of the unplanned absence of the President & CEO, whether for a Short-term Absence or a Long-term Absence, the Board of Governors authorizes the implementation of the Annual Emergency Succession Plan through the Governance and Human Resources Committee.
- A final decision on a replacement for the President & CEO, for a Short-term Absence or Long-term Absence, or permanently, as dictated by circumstances, will be made by a motion of the Board, on the recommendation of the Governance and Human Resources Committee.

5.4.1 Short-term Absence

1. In the event of a Short-term Absence, the President & 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 & 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 & CEO is effective immediately upon motion by the Governance and Human Resources Committee at meeting set out in section 5.4 of these Rules until the matter is brought to the Board for ratification.
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 & CEO, the Board Chair shall convene a meeting of the full Board within seven calendar days to consider the appointment of another individual to this role.

5.4.2 Long-term Absence

1. The provisions in Section 5.4 of these Rules above shall equally apply in the event of a Long-term Absence.
2. The absent President & CEO and the Board Chair shall decide on a mutually acceptable schedule and start date for the return of the absent President & CEO. If it is determined to be in the best interest of the College, they may develop a transition schedule.

5.4.3 Authority of the Acting or Interim President & CEO

The individual appointed as Acting or Interim President & CEO shall have the same authority for decision making and independent action as the permanent President with the following limitations:

- 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
- 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
- No authority to terminate any current member of the Senior Leadership Team without prior approval of the Governance and Human Resources Committee
- Any other limitation that the Board imposes on the Acting or Interim President & CEO that it deems, at its sole discretion, to be within the best interest of the College.

5.4.4 Remuneration of Acting or Interim President & CEO

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

5.4.5 Communication

- The Board Chair will notify the full Board of the absence of the President & CEO as soon as possible
- Immediately upon transferring responsibilities to an Acting or Interim President & 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.
- As soon as possible after the Acting or Interim President & CEO has begun covering the unplanned absence or departure of the permanent President, Board members and the Acting or Interim President & CEO shall communicate the temporary leadership structure to key external stakeholders of Mohawk College.
- The Board Chair will notify the full Board of the Short-term Absence or Long-term Absence of the President & CEO as soon as possible.

5.5 Succession Plan for other College Executive Positions

The President & CEO will be responsible for reviewing other college executive positions on the Mohawk Executive Group and Senior Leadership Team each year. The President & CEO will identify internal candidates who may be capable of taking on increased responsibilities (either temporarily or permanently, as appropriate), will initiate development opportunities for these individuals, including increased exposure to the Board of Governors, as appropriate, and will provide an attestation to the Board annually indicating that this review has been completed.

7.0 MONITORING

This policy will be reviewed by the Governance and Human Resources Committee and approved by the Board of Governors 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 16, 2022