

# **NOMINATION AND ELECTION POLICY AND PROCEDURE**

## **PREAMBLE**

The *Canada Not-for-Profit Corporations Act* (the “CNCA”) is the legislation which governs the College and it contains certain requirements and limitations related to the election of Directors which must be observed.

The Bylaws of the College establish general criteria for the Board as well as basic procedures for the election of Directors. The Board is responsible for establishing additional detailed policies and procedures for the nomination and election of Directors.

### **1. Purpose**

The purpose of this policy is to provide clear protocols and procedures for the nomination and election of Directors that are consistent with the Bylaws. These procedures and protocols will be applied by the College consistently, provided that they may be adapted, as required from time to time, to circumstances that may arise.

### **2. Responsibility and Review**

The Board of Directors of the College is responsible for approving the policies and procedures for nomination and election of Directors, as well as any changes thereto.

The governance committee established by the Board of Directors will be responsible to review this policy from time to time as necessary and recommend changes, if any, to the Board of Directors for consideration and adoption.

The nominations committee (hereafter referred to as “the committee”) will be responsible to manage and oversee the process of nominations for election as a Director, in accordance with this policy, as amended from time to time.

### **3. Format**

In this policy, relevant provisions of the Bylaws will be shown in **red** and followed by additional protocols or procedures that relate to the same subject.

Capitalized terms are as defined in the Bylaws.

## **BOARD COMPOSITION**

### **4. Number of Directors**

*The Board will be composed of no fewer than ten (10) and no more than twenty (20) Directors, each of whom will be elected by the Members in accordance with the Act. (Section 5.3 of the Bylaws)*

4.1 The CNCA provides that the Members may, by Ordinary Resolution:

- set the number of Directors at a fixed number between the minimum and maximum established in the Bylaws; or
- delegate the power to set such number to the Directors.

4.2 Accordingly, the Board may either recommend at the annual general meeting that the members approve a fixed number between the minimum and maximum, or request an Ordinary Resolution that the members allow the Board to set such number.

4.3 If either occurs, then the number of Directors is fixed at that number, which may reduce or increase the number of vacancies available for election at the annual general meeting (if fixed by the Members) or at the next annual general meeting (if delegated to the Directors and subsequently fixed by Board Resolution).

4.4 For clarity, reducing the number of Director positions below the current number of Directors in office does not affect those Directors in office (i.e. it does not have the effect of removing one or more Directors from office before their terms expire), but will take effect only as vacancies arise.

## **5. Qualifications of Directors**

*A Person is not eligible to be a Director if he or she:*

*(a) is less than 18 years of age; or*

*(b) has been declared incapable by a court in Canada or elsewhere; or*

*(c) is an undischarged bankrupt.*

*A Person need not be a Member to be eligible to be a Director.*

*(Sections 5.5 and 5.6 of the Bylaws)*

5.1 Apart from these legal disqualifying factors, the College will strive to recruit persons for nomination and election as Directors that come from across Canada (as well as elsewhere in the world) who, among them, possess such specific skills and expertise as determined by the Board from time to time to be necessary for the effective governance of the College.

## **FILLING VACANCIES**

*Subject to the Act, the remaining Directors may fill a vacancy or vacancies among the Directors. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.*

*(Section 5.15 of the Bylaws)*

## **6. Process**

6.1 Where one or more Directors cease (by reason of resignation, removal, lack of eligibility or death) to hold office during the term to which they were elected, there is a vacancy and the Board has the authority (subject to the exception in section 6.4) to appoint an individual to fill each such vacancy.

6.2 The Board is not obligated to fill such a vacancy, but can exercise its discretion to wait until next election. The Board can fill a vacancy at any point after it occurs until the date on which notice of the next annual general meeting is given.

6.3 If the Board wishes to appoint an individual to fill a vacancy, it will do so by Board Resolution. In considering candidates to fill the vacancy, the Board may have reference to the list of potential candidates for election maintained by the governance committee.

6.4 The CNCA provides that a “vacancy” caused by a failure to elect the minimum number of Directors required by the Bylaws (10), can only be filled by the Members and the Board is required to call a special meeting without delay to hold such election.

6.5 An individual elected or appointed to fill a vacancy holds office for the unexpired term of his or her predecessor, after which he or she may be nominated and elected in accordance with the Bylaws and this policy.

6.6 The period served by a replacement Director to fill a vacancy will not be considered a term and will not count towards the term limits set out in the Bylaws.

## **NOMINATIONS**

### **7. Preparation for Nominations**

7.1 Not less than three (3) months prior to each annual general meeting, the committee will prepare the following information for the Board to review, revise as necessary and approve:

- The total number of Director positions on the Board, being:
  - 20; or
  - the number between 10 and 20 determined in accordance with this policy, if any;
- A list of the Director whose terms are expiring at the annual general meeting ;
- The number of positions that are currently or will become available for election at the annual general meeting;
- The term for each such position to be filled; and
- a summary of the skill sets needed to match the approved board profile.

7.2 The committee will, in consultation with the Board, set dates that mark the opening and close of the nominations period. The nomination closing date must be not less than 45 days before the date set for the next annual general meeting and the nomination period must not be less than 14 days in total.

7.3 In preparation for nominations, the committee, with the approval of the Board, may contact potential candidates to solicit their interest in running for election as Director and to request further information as necessary.

### **8. Solicitation of Nominations**

8.1 On the date set to open nominations, the committee will circulate to all Directors and Patron Members a request for nominations.

8.2 The request for nomination package will include the following information and documents:

- the number of Director positions expected to be filled at the annual general meeting;
- the term of each position to be filled;

- the preferred skill profile for candidates for nomination;
- instructions on how to nominate a candidate and where to send such nomination; and
- the date of close of nominations.

8.3 The request for nominations package will be sent to Directors and Patron Members by e-mail wherever possible and other means where necessary.

## **9. Nominations Committee Disqualified from being Nominated**

9.1 No member of the nominations committee, nor the spouse or any individual who is the immediate family of a member of the nominations committee, may be nominated for election and any such nominations received are void and will be removed from

## **10. Nominations By Members**

10.1 A Director or Patron Member may nominate an individual to stand for election as a Director if the Member reasonably believes:

- that the individual is not disqualified under the Bylaws; and
- that the individual possesses skills and expertise that is a significant match for the preferred skill profile set out in the request for nominations package.

10.2 A Patron Member is able to nominate a maximum of two (2) suitable individuals as potential candidates for election as a Director. If a Patron Member provides more than two nominations, only the first two will be reviewed.

10.3 To nominate an individual as a potential candidate for election, a Director or Patron Member must provide the committee with the name and current contact information for the individual.

10.4 All nominations must be received by the committee (at the address specified in the request for nominations) before 4:00 p.m. on the date selected for close of nominations. Any nomination received after this time will not be entitled to be reviewed.

## **11. Nominations by Committee**

11.1 In addition to the candidates nominated by Directors and Patron Members, the committee may nominate one or more suitable individuals to stand for election at the next annual general meeting.

11.2 The committee must ensure that there are at least as many candidates for election as there are expected vacancies to be filled, unless it is expected that the College will seek approval to change the number of Director positions at the annual general meeting.

11.3 The committee may nominate a suitable and qualified individual, notwithstanding the date for close of nominations has passed.

## **12. Interview and Evaluation of Candidates**

12.1 An authorized member of the committee will contact each individual that has been nominated to:

- notify of nomination,
- explain the requirements of the position;
- confirm whether the individual is willing to stand for election; and
- request the candidate to provide the required information for evaluation.

12.2 An individual who is disqualified under the Bylaws, who is not willing to stand for election or who will not provide requested information to the committee will be removed from further consideration.

12.3 An individual interested in standing for election as a Director must provide:

- a current CV or profile of skills and experience;
- a written statement setting out that he or she:
  - will comply with eligibility requirements set out in the bylaws;
  - is “at arms-length” from all other Directors (not related by blood, marriage or connected by business relationships);
  - has not been a director of another registered charity that had its charitable status revoked;
  - is not aware of any conflicts of interest with the College;
  - is willing and able to comply with the requirements for Directors set out in the Articles, Bylaws and policies of the College;
  - is willing to make a meaningful financial contribution to the College on an annual basis; and
  - does consent to be nominated and stand for election.

12.4 The committee may request references, further information or documents or further communication from any nominee and may conduct such background and reference checks as may be prudent in the circumstances.

12.5 The committee will review all information available for all candidates, including the information provided by the candidate. Following review the committee may remove any nominated candidate who is clearly and demonstrably unsuitable to stand for election as a Director.

12.6 The committee may endorse certain candidates for election based on the candidate’s skills and experience generally, their alignment with the skill profile and their ability to generally contribute to the effective governance of the College.

### **13. Communication with Nominees and Members**

13.1 The committee will notify each nominated candidate:

- whether his or her nomination will be proceeding, and if not, the reason why not; and
- where any candidates are being endorsed by the committee, whether he or she is endorsed as preferred candidates.

13.2 Following the close of nominations the committee will circulate to all Members the following information with the notice of annual general meeting:

- the number of Director positions to be filled at the annual general meeting;
- the number of nominations reviewed by the committee;
- a brief profile for each of the continuing candidates outlining his or her relevant skills and experience; and
- which candidates, if any, are endorsed by the committee as preferred candidates for election.

13.3 Communication of final nomination results will be communicated to Directors and Patron Members by e-mail.

#### **14. No Nominations at AGM**

14.1 There will be no nominations accepted from the floor at the annual general meeting.

### **ELECTION**

*Directors will normally be elected by Ordinary Resolution at each annual general meeting at which an election of Directors is required and will take office commencing at the close of such meeting.*

*In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.*

*In elections where the number of candidates exceeds the number of vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.*

*No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.*

*(Sections 5.8, 5.12 – 5.14 of the Bylaws)*

#### **15. Timing of Election**

The CNCA requires that the election occur at the annual general meeting of the College.

#### **16. Eligibility to Vote**

16.1 All Members in good standing are entitled to cast a vote on matters for determination at the annual general meeting, which includes the election (or acclamation) of Directors. A person who is not a Member, or a Member who is not in good standing, is not eligible to cast a vote in the election of Directors.

#### **17. Staggering of Vacancies**

17.1 The Board will strive to stagger the terms of its Directors such that a certain number of Director positions are coming up for election at each annual general meeting. However, due to circumstances beyond control, it is possible that a situation may arise where there are no Director positions up for election in a given year. In such a case, there is no need to hold an election at the annual general meeting.

## **18. Acclamation**

18.1 Where the number of candidates does not exceed the number of vacant positions, the continuing candidates will be elected by acclamation at the annual general meeting.

18.2 An acclamation vote will be conducted at the annual general meeting, with the candidates voted on as a slate and with a single vote of the Members present at the meeting.

18.3 If the acclamation is approved by a simple majority of votes cast, then all Directors on the slate are elected for the terms determined in accordance with the Bylaws.

18.4 In the event an acclamation vote is not approved by a majority of votes cast, the Board Chair or the chair of the nominations committee will consult with Members present to determine the obstacles to acclamation and, in consultation with all nominees, may adjust the slate proposed for approval.

## **19. Election Process**

19.1 Where there are more candidates than available positions, the Bylaws require an election by secret ballot, conducted at the annual general meeting. All Members in good standing present at the meeting may cast a vote in this election.

19.2 In such a case, the committee will prepare ballots for use at the annual general meeting.

19.3 Each ballot must separately list the name of each continuing nominee and indicate how many positions are available to be filled. Ballots may indicate which nominees, if any, are endorsed by the committee.

19.4 At the annual general meeting, when the agenda dictates, the chair of the committee will:

- provide a verbal report to the meeting, setting out:
  - the number of Director positions to be filled at the annual general meeting;
  - the number and names of the continuing nominees for election; and
  - which candidates, if any, are endorsed by the committee as preferred candidates for election; and
- outline the relevant process for completing the ballots and conducting the election.

19.5 Each continuing nominee will be permitted to address the Members present at the annual general meeting for up to three (3) minutes, after which Members will be directed to complete and their ballots.

## **Voting at Election**

19.1 Each Member may mark their ballots by indicating the candidates which he or she desires to elect, up to the number of vacant positions to be filled. A ballot that marks more candidates than the positions available, or a ballot that is otherwise illegible, is void and will not be counted in the election.

19.2 Even where there are more nominated candidates than available positions, the CNCA requires that each Director must be elected by Ordinary Resolution (i.e. majority vote of those

present at the meeting). Election by a plurality of votes (most votes of all cast, but less than a majority) is insufficient under the CNCA. Only those candidates who receive a majority of all votes cast are elected by that vote.

19.3 Accordingly, where the number of individuals elected by majority of votes cast does not fill all available vacancies, it will be necessary to hold one or more run-off elections. In each such run-off election, the candidates who have received a majority of all votes cast will be elected in the order of most votes received and removed from the subsequent run-off ballot, leaving a lesser number of candidates to receive a proportionately higher number of votes each.

19.4 This process will be followed until all vacant positions are filled or the Board Chair declares a stalemate, in which case none of the candidates in the last run-off election are elected and those positions will remain unfilled for the time being.

19.5 Where there are positions with less than a full term available for election (as may be determined by the Board), the candidates will be elected to the available positions of a full, three year term first, followed by the available positions of a two year term, if any, followed by available positions of a one year term, if any. Notwithstanding the foregoing, a nominee who is elected to a longer term may, to the extent a shorter term is available and unclaimed by a nominee receiving a higher number of votes, elect to fill the shorter term position.

19.6 Where the Board has allowed voting at the annual general meeting by Electronic Means, it must determine how Members participating remotely will be able to cast votes in a manner comparable to those Members physically present at the meeting.

## **20. Counting of Ballots and Announcement of Results**

20.1 The nomination committee will act as scrutineers as necessary for the conduct of the election and counting of the ballots.

20.2 Scrutineers will review and count all ballots cast for an election, including an acclamation vote and any run-off elections.

20.3 Candidates for election are not entitled to participate or observe the counting of ballots.

20.4 The chair of the nominations committee has authority to take such actions as are reasonably necessary in the circumstances to conduct the election.

20.5 Following the determination of the results, the chair of the nominations committee will announce the results of the election to the meeting. The results of the election will be posted to the College's website as soon as possible after the meeting.

20.6 There is no appeal or recount available following the announcement of the election results.

## **21. Destruction of Ballots**

21.1 Following the election, the Chair may call for a motion to destroy the ballots and if approved, all ballots may be destroyed immediately following the meeting.

21.2 In any event, all ballots will be destroyed on the date which is 14 days after the date of the annual general meeting.



Approved by Board of Directors at the (DATE HERE) Board Meeting.