

# Board of Directors Nomination and Election Policy

## Purpose

To ensure that the board is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective board governance. To assist the board in identifying qualified individuals to become board members.

## Composition of Board

The composition of the board will consist of nine (9) Directors, as set out in paragraph 5.02 of the General Operating By-Law No. 1

## Term of Office

A director is elected to the board for a term of two (2) years or as determined by Ordinary Resolution of the Members, as set out in paragraph 5.04(b) of the General Operating By-Law No. 1 and may serve for a maximum of eight (8) consecutive years, as set out in paragraph 5.04(d) of the General Operating By-Law No. 1.

## Process for Nominations

### A. Nominations Committee

The board shall establish a Nominations Committee which shall be charged with the responsibility of identifying and recommending individuals to become board members.

The size and composition of the Nominations Committee shall be a minimum of 3 Board Members determined by the board from time to time and may include non-board members, where there is a demonstrated need. The board shall appoint the chair of the Nominations Committee who shall be a member of the board.

### B. Nomination Process

The Board shall identify qualified candidates through the following process:

- The number of vacancies will be determined each year and the necessary criteria to fill those vacancies will be identified (by conducting a skill-set analysis and charting the current board members' term lengths, start dates and end dates). Potential new Directors will be evaluated based on their references, experiences and skill-set. Directors seeking re-election will be evaluated based on their past performance and skill-set.
- Board of Directors: Roles and Responsibilities Policy should be reviewed to ensure that the call for nominations and evaluations reflect the needs of the Board. Term durations should be determined by the Nominations Committee prior to the Nomination period.
- Identify strategy for recruiting candidates with skills, time and commitment to the Orleans Chamber of Commerce's purpose.
- Update board recruitment package and pitch. Documents may include
  - Current strategic plan
  - board by-laws and policies

- most recent financial statements, audited, if available
  - Board of Directors: Roles and Responsibilities Policy
  - mission statement of organization
  - Chamber success stories and/or President's State of the Chamber Address
- A call for nominations will be made via the Orleans Chamber website and at the Chamber Breakfast, no less than 45 days, and preferably 90 days, prior to the AGM and interested parties will be encouraged to submit applications.
  - Vacancies may be advertised, as deemed appropriate by the Nominations Committee (for example: Orleans Star, Orleans Online, community bulletins, Charity Village, Volunteer Ottawa, etc.) The vacancies shall be advertised on the Chamber website and the relevant edition of the monthly newsletter.
  - Applications, the form of which shall be determined by the Nominations Committee, will be submitted to the chair of the Nominations Committee and reviewed by the Nominations Committee. Nominee submissions will be kept confidential and will not be shared with any of the other nominees. Nominations will be no more than 250 words in length and will contain a picture of the nominee.
  - Nominations will be received until thirty (30) days prior to the AGM. Nominations will not be accepted after this date.
  - A short-list of candidates will be developed by the Nominations Committee of those individuals who meet all of the criteria as identified by the Board. Short listed candidates must be interviewed by the Nominations Committee even if they are standing for re-election.
  - Reference checks will be completed by the chair of the Nominations Committee or as delegated. The accuracy of information in the nominees' submission will also be vetted by the Nominations Committee and corrections will be made as required.
  - At least fourteen (14) days before AGM, the Nominations Committee will declare a slate of candidates for election as directors to be approved by the board before presentation to the members at the AGM.

### **C. Election Process**

The voting members of the Corporation (members in good standing of the Orléans Chamber of Commerce) have the ultimate responsibility of approving the recommendation of the board, as recommended by the Nominations Committee. Only the nominees approved by the Nominations Committee through the nomination process set out in this policy shall be eligible for election, and as further set out in paragraph 5.04 of the General Operating By-Law No. 1. Election of board members is completed each year as part of the Annual General Meeting.

Candidates recommended by the Nominations Committee, and approved by the board, will be presented to the voting members for election and approval. The slate of candidates will consist of no more than the number of vacancies on the board.

The voting members shall be asked to vote for or against the slate of candidates and, if such vote does not carry, the vote shall take place for or against each nominee individually. Election is by simple majority of the members in good standing attending the AGM.

If needed, secret ballots will be distributed, collected and counted by member of the nomination committee and/or their alternates and election results will be announced at the end of the AGM. An independent scrutineer is mandatory if there is a secret ballot vote.

In the event that one or more recommended candidates are not elected, the board shall determine an appropriate process to bring new candidates forward for election. As set out in paragraph 5.04(c) of the General Operating By-Law No. 1, if Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

In the event of a tie, the deciding vote will be cast by the chair of the board.

**Amendment:**

This policy may be amended by the Board as required.

**Approval Date: February 18, 2017**

**Last Review Date:**