

## **Nomination Policy (Board of Directors)**

**Approved:** Sept 24, 2015

**Reviewed:** March 22, 2016

- The purpose of this policy is to set out nomination procedures for selecting candidates for election as directors of the NRBDO board.

### **Policy**

The nominating committee will identify candidates to fill each vacancy among Directors and select the most appropriate candidates for election to the Board.

### **Procedure**

1. These procedures are subject to the provisions of NRBDO by-laws. If there is any conflict between these procedures and the by-laws, the by-laws prevail.
2. The nominating committee may publish a call for candidates on its website and among member organizations at least 60 days before the election. Nominations will close 21 days before the election.
3. The nominating committee may require candidates or certain candidates to provide the following:
  - (a) A signed declaration stating consent to act as a Director;
  - (b) A letter of recommendation from the member organization which they represent.
4. The nominating committee or its representatives, together with any Directors the nominating committee considers appropriate, may interview candidates considered most qualified to fill the vacancies.
5. The nominating committee will prepare a slate of candidates for election as Directors using the names of the individuals responding to the call for candidates, in addition to the names of individuals brought to the attention of the nominating committee by other means.
6. Subject to the direction of the Board and the bylaws, the slate of candidates may contain a number of candidates equal to the number of all vacancies of Directors on the Board, or a greater number of candidates than vacancies.
7. In preparing the slate, the nominating committee will apply objective criteria in determining the appropriate candidates for election to the Board. In making its decision, the nominating committee will consider the following:

- (a) The criteria set out in section 9 of this policy;
- (b) the NRBDO's mandate and goals for the upcoming two (2) years.

8. The nominating committee will make the slate of candidates and the qualifications of the individuals on the slate available to the Board at least ten (10) days before the meeting at which the election of directors will take place. The nominating committee will present the slate of candidates along with a recommendation that the Board elect directors from among the individuals whose names are on the slate.

***Principles to Guide the Nomination of Current Directors***

9. The nominating committee will consider current directors whose term is expiring and who wish to stand for election or re-election in the same manner as other candidates, taking under consideration the Director's performance during his or her term, including consideration of the following factors:
- (a) Understanding and support of the NRBDO's objects and goals;
  - (b) Attendance at Board and Board committee meetings;
  - (c) Effective communication, including contribution at Board and committee meetings and on behalf of the NRBDO as requested;
  - (d) Preparation for and participation at Board and committee meetings;
  - (e) Support of Board decisions and actions, regardless of how the director voted;
  - (f) An open mind to the views of others and the ability to change or adjust positions after hearing them;
  - (g) Ability to express a dissenting or independent opinion, or challenge the majority view in a respectful and constructive manner;
  - (h) Commitment to continuing education both on an individual and Board basis, and ability to use this education to inform Board deliberations; and
  - (i) Compliance with governing legislation and by-laws, particularly conflict of interest, confidentiality and duty of care provisions.

**Nomination Process for First Election of Directors**

10. The Interim Board will appoint a three (3) -person special committee to fulfil the role of a nominating committee for the first election of Directors.
11. Using the procedures in this policy, the nominating committee will compile a list of three (3) to seven (7) candidates for election to the Board. These candidates will be the slate of candidates for the first election of Directors. For this instance only, the call for candidates will go out 40 days before the election, and nominations will still be accepted until 21 days before the election.