

Appointment of Board Chair and Vice-Chair Policy
(Last reviewed May 2020)

Policy #: 014
Created: June 2020
Amended: N/A

1.0 Purpose and Scope:

The purpose of this policy is to establish a mechanism for appointment of the Chair and Vice-Chair of the Board of Directors (Board).

2.0 Roles and Responsibilities:

- 2.1 It is the responsibility of the Board to appoint its Chair and Vice-Chair.
- 2.2 The BAO's CEO/Registrar acts as the Election Administrator (EA).
- 2.3 The BAO's Manager, Office of the CEO and Board acts as the scrutineer.

3.0 Appointment Procedures:

- 3.1 The appointment of the Chair and Vice-Chair of the Board takes place at the first Board meeting after the AGM.
- 3.2 The EA explains to the Board the mechanism for appointing the Chair and Vice-Chair as set out in this Policy.
- 3.3 The Chair and the Vice-Chair are appointed by the Board to serve one-year terms, beginning immediately upon their appointment and continuing until the end of the next AGM.
- 3.4 Two separate elections are held, the first for Chair and the second for Vice-Chair.

4.0 Election Procedure:

- 4.1 The procedure for electing the Chair and the Vice-Chair is the same.
- 4.2 Directors orally declare their intention to self-nominate or to nominate another Director. There is no requirement for another Director to second or otherwise

support any nomination.

- 4.3 Nominated Directors declare their willingness to stand and serve if elected. If nominated by another Director, a Director may decline the nomination.
- 4.4 Nominated Directors are offered an opportunity to make a statement prior to ballots being distributed.
- 4.5 When only one Director is identified as a candidate for a position, then that Director is deemed elected by acclamation, and the Board shall immediately pass a resolution appointing that candidate to the position.
- 4.6 When multiple Directors are nominated, an election is conducted by secret ballot.
- 4.7 Each Director receives one ballot and writes on that ballot the candidate for whom they wish to vote.
- 4.8 Ballots are collected by the EA and counted by hand in a manner to protect the privacy of all candidates.
- 4.9 The EA declares the candidate receiving the highest number of votes, and the Board shall immediately pass a resolution appointing that candidate to the position.
- 4.10 All ballots used in elections shall be destroyed by the scrutineer immediately after the motions appointing the Chair and Vice-chair are carried.
- 4.11 Motions of appointment are recorded in the meeting minutes.

5.0 In the Event of a Tie

- 5.1 If there are only two candidates for a position and the result is a tie vote, a second vote is conducted. If the second vote results in a tie, then the successful candidate is identified through a coin flip conducted by the EA. The Board shall immediately pass a resolution appointing the successful candidate to the position.
- 5.2 If there are three or more candidates for a position and the result is a tie vote for the top two candidates, then a second vote is conducted. Only the top two candidates are eligible for election in this second vote. If the second vote results in a tie, then the successful candidate is identified through a coin flip conducted by the EA.
- 5.3 If tie votes occur in any situation not contemplated in 5.0 (a) or (b), then the EA shall determine the process for resolving the matter.

6.0 Amendment, Modification or Variation

This Policy may be amended, varied or modified after consultation and approval by the Board.