

Appointment of Board Officer Policy

(Last reviewed September 2021)

Policy #: 014
Created: June 2020
Amended: September 2021

1.0 Purpose and Scope:

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

2.0 Roles and Responsibilities:

- 2.1** It is the responsibility of the Board to appoint its Chair, Vice-Chair and Secretary.
- 2.2** A staff representative acts as the Election Administrator (EA).

3.0 Appointment Procedures:

- 3.1** The appointment of the Chair, Vice-Chair and Secretary of the Board takes place at the first Board meeting after the AGM.
- 3.2** The EA explains to the Board the procedure for appointing the Chair, Vice-Chair and Secretary as set out in this Policy.
- 3.3** The Chair, Vice-Chair and Secretary are appointed by the Board to serve one-year terms, beginning immediately upon their appointment and continuing until the end of the next AGM. The CEO chairs the first meeting of Directors after the AGM for the purpose of appointing the officers.

4.0 Election Procedure:

- 4.1** The Governance & Nominations Committee Chair will, in advance of the Board meeting, survey Directors to ascertain their interest and willingness to serve as the Chair, Vice-Chair or Secretary of the Board for a 1-year term.
- 4.2** The Governance & Nominations Committee may review and approve the slate of recommended candidates for Chair, Vice-Chair and Secretary and present to the Board.

- 4.3 The EA shall call for additional nominations from the floor to allow additional candidates to step forward. There is no requirement for another Director to second or otherwise support any nomination.
- 4.4 If no additional nominations come forward from the floor, the slate of recommended candidates is deemed elected by acclamation, and the Board shall immediately pass a resolution appointing those candidates to the relevant positions.
- 4.5 When multiple Directors are nominated, an election is conducted by secret ballot (in person or electronically if meeting is virtual).
- 4.6 Each Director receives one ballot and writes on that ballot the candidate for whom they wish to vote (or votes anonymously via online polling function).
- 4.7 Ballots are collected by the EA and counted by hand in a manner to protect the privacy of all candidates (not applicable if meeting is virtual).
- 4.8 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.
- 4.9 All ballots used in elections shall be destroyed by the EA immediately after the motions appointing the Chair, Vice-Chair and Secretary are carried (not applicable if meeting is virtual)
- 4.10 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 5.1 or 5.2, 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.