

Election Process Policy

Policy #: 009
Created: November 2018
Amended: March 27, 2024

1.0 Purpose and Scope:

The purpose of this policy is to outline nomination procedures for selecting candidates to the Bereavement Authority of Ontario (BAO) Board of Directors.

The BAO is governed by a 10-member board of directors, comprised of:

- Three (3) Elected Directors who are individuals selected based on their skills and governance experience. These individuals can have no direct interest in the bereavement sector.
- Three (3) Appointed Directors who are individuals selected and appointed by the Minister of Public and Business Service Delivery.
- Three (3) Appointed Advisory Committee directors (industry representatives) who are also the chairs of the three (3) Advisory Committees.
- One (1) Consumer Representative Director, who is an individual selected based on their skills and competencies aimed at protecting the interests and perspectives of the consumer. The Consumer Representative can have no direct interest in the bereavement sector.

The Governance and Nomination Committee (the Committee) supports Board sustainability through succession and the implementation of a nominating process for the selection of new Board Directors, except for the three Directors appointed by the Minister.

It is the role of the Board to identify the skills and experience required to fill its vacant positions and select the successful candidates in accordance with Schedule “D” of the Administrative Agreement.

The Committee makes a strategic contribution to the work of the Board and the BAO by ensuring that it selects candidates who can contribute significantly to achieving the mandate, vision, and mission of the BAO.

The Committee’s role is to:

- a) Review and update the nominating process;
- b) Recommend to the Board the electoral schedule and process, including setting application deadlines as part of the opening and closing of nominations; and,

- c) Create a list of competent potential candidates for the Board's consideration in filling vacant Board positions

2.0 Definitions:

"Board" - the Board of Directors of the BAO.

"The Committee" means Governance and Nominations Committee

"Competency and Selection Criteria for Members of the Board of Directors"-general competencies and interpersonal skills for effective participation as a contributing Board member as outlined in Schedule D of the BAO's Administrative Agreement and by-law.

"Director" - Director of the Board.

3.0 Guiding Principles

- 3.1 The Board acknowledges the importance of its role in ensuring effective succession planning and in having policies to enable the recruitment, nomination, evaluation, selection, and election process to occur in a consistent and fair manner.
- 3.2 The BAO aims to have a Board composition of qualified candidates reflective of the communities served across the province and aligned with diversity, equity, and inclusion principles.

4.0 Candidate Recruitment

- 4.1 Candidate recruitment includes:
 - a) Ongoing identification of potential qualified candidates by Directors and Management; and,
 - b) Publication and promotion of the applications process for Board vacancies on the BAO's website, social media, and may include advertising
- 4.2 The Committee may engage external advisors, as needed, or deemed appropriate, to assist the committee with the recruitment, review of applications, interview, and/or background checks of candidates.

5.0 Director Selection Criteria

The Committee will interview candidates who:

- a) Have the Director eligibility requirements outlined in the latest by-law;
- b) Meet the Director Selection Criteria outlined in Schedule D of the Administrative Agreement including the Consumer Representative; and,
- c) Would best complement the current Board based on the skills and expertise gap analysis approved by the Board.

6.0 Nomination Process

The Committee shall oversee the Director nomination process, including:

6.1 Notice of Nomination Period – The Chair of the Committee shall give notice of the nomination period to all members of the Board of Directors.

6.2 The nomination period should be established to allow a minimum of twenty (20) business days, the total application period will be determined by the committee but will not be less than a minimum of 20 days for the receipt of applications. The notice will be posted on the BAO's website, as well as additional communication channels including a Notice to the Profession, LifeLine newsletter, LinkedIn, Facebook, OACFP, and OFSA. The notice will include the following:

- a) An announcement that an election of directors is to take place, specifying the number of positions that are to be filled, and instructions relating to the submission of an application; and,
- b) The beginning and end dates of the nomination period.

6.3 Applicants must use the BAO nomination form and applications must be received by the deadline to be considered valid. The application must contain the information and accompanying documents outlined in the nomination form as part of the application package, which will be posted on the BAO's website.

6.4 The Committee has full discretion to reject an application based on the following:

- a) Incomplete, false, or misleading information from the applicant;
- b) An application received after the deadline;
- c) A real or perceived conflict of interest preventing the applicant, if elected, from fulfilling a Director's responsibilities;
- d) An applicant is non-compliant with legal or regulatory requirements; or,
- e) An applicant's failure to disclose a criminal record.

6.5 Only applicants who become candidates interviewed by the Board will be directly notified of the Board's selection.

6.6 **Identification of Qualified Candidates** - The Committee will identify qualified candidates as defined in Schedule D Competency and Selection Criteria for Members of the Board of Directors in the Administrative Agreement. Staff will create an evergreen list of qualified candidates to assist with planning.

6.7 **Interview of Qualified Candidates** – The Committee may choose to be assisted in interviewing qualified candidates by an external advisor.

6.8 The Committee acknowledges that qualified candidates may incur some travel and other expenses related to their application. All reasonable travel and accommodation costs, once preapproved by the Committee Chair, will be reimbursed for any qualified candidate who is required to travel to be interviewed.

6.9 **Recommended Candidates** - After completing the interviews, the Committee collectively discusses their assessment of all qualified candidates. The Committee then identifies the best qualified candidate(s) to be recommended to the Board of Directors for election. The Committee may recommend a backup candidate in the event that one of the

selected recommended candidates withdraws or is otherwise disqualified from the nomination and election process.

6.10 The Committee will inform each of the qualified candidates individually whether they have been selected.

6.11 The Chair of the Committee will provide the Board of Directors with a slate of candidates highlighting their qualifications. The slate will be presented with recommendations to the Board of Directors.

6.12 Following the Board's selection decision and notifications as required, the new Board Directors will be announced on the BAO's website and its social media accounts.

7.0 Conflict of Interest

If a Director finds themselves in a real or perceived conflict of interest with respect to one of the candidates, the Director shall disclose, in writing, to the Committee Chair the nature and extent of the conflict. The Committee Chair will determine if there is a conflict and have the conflict recorded in the minutes of the Committee meeting. Such Directors will not attend the interview of the candidate and recuse themselves from the selection of the successful candidates for the Board vacancy. The Committee Chair will ensure that this is recorded in the minutes of the Committee meeting.

8.0 Severability

Should any paragraph or provision of this policy be determined to be void, invalid, illegal, or unenforceable, such paragraphs or provisions will sever from this policy. The remainder of this policy shall remain in full force and effect.

9.0 Amendment, Modification or Variation

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

10.0 Appendices

Appendix A – Director Qualification Guide