

Appointment of Board Officer Policy

Policy #: 014
Created: June 2020
Amended: June 26, 2024

1.0 Purpose and Scope:

This policy establishes a process through which a Chair, Vice-Chair, and Secretary is selected for 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 Annual General Meeting (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 and Vice-Chair are appointed by the Board to serve a one-year term; additional terms can be served to a maximum of two (2) years' total. The term is effective immediately upon appointment and continues 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.
- 3.4 The Secretary is appointed by the Board. There are no term limits on the position of Secretary. The term is effective immediately upon appointment.

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.

- 4.2** The Governance & Nominations Committee may review and approve the slate of recommended candidates for Chair, Vice-Chair, and Secretary and present it to the Board. 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.
- 4.3** 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.
- 4.4** When multiple Directors are nominated, an election is conducted.
- 4.5** Voting is conducted anonymously using electronic means. If electronic voting is unavailable paper ballots will be used.
- 4.6** If the election is conducted by paper ballot, each Director receives one ballot and writes on that ballot the candidate for whom they wish to vote.
- 4.7** Ballots are collected by the EA and counted by hand in a manner to protect the privacy of all candidates.
- 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
- 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 with the BAO and

approval by the Board. Should any paragraph or provision of this policy be held to be void, invalid, illegal, or unenforceable in any respect and for any reason, any such provision or provisions shall be severable from this policy and the remainder of this policy shall remain in full force and effect and shall be construed as if such void, invalid, illegal or unenforceable provision or provisions had not been contained herein.