

Nomination, Election, and Succession Policy

Policy: 009
Created: November 2018
Amended: September 2024

1.0 Purpose and Scope:

The purpose of this policy is to outline nomination procedures for electing 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 and Procurement.
- 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 planning and the implementation of a nominating process for the election 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 shall provide the Minister of Public and Business Service Delivery and Procurement with the results of its latest skills assessment of the Competency and Selection Criteria for Members of the Board of Directors and any gaps identified in the skills matrix.

The Committee’s role is to identify eligible candidates that meet the criteria identified in the Administrative Agreement:

- a) Suitable candidates will be vetted through the skills matrix;
- 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 current and future 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" means 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 Candidate Recruitment

3.1 Candidate recruitment includes:

- a) Ongoing identification of potential qualified candidates by Directors and Management; and,
- b) Publication and promotion of the application process for Board vacancies.

The Committee may recommend that the Board of Directors 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.

4.0 Director Selection Criteria

The Committee will interview candidates that:

- a) Have the Director eligibility requirements outlined in by-law #3.;
- b) Meet the Competency and Selection Criteria for Members of the Board of Directors including a Consumer Representative including a Consumer Representative

5.0 Nomination Process

The Committee shall oversee the nomination of Directors, including:

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

5.2 The nomination period should be established to allow a minimum of thirty (30) calendar days for the receipt of applications. The notice will be posted on the BAO's website and will include:

- 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.

5.3 Applicants must use the BAO nomination form and applications should 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.

5.4 The Committee has full discretion to reject an application based on:

- 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 in the best interests of the BAO;
- d) An applicant is non-compliant with legal or regulatory requirements; or,
- e) An applicant's failure to disclose a criminal record.

5.5 Applicants will be selected by the Committee to be interviewed by members of the Committee. In selecting applicants to interview, the Committee will consider the applicant's qualifications pursuant to the Competency and Selection Criteria for Members of the Board of Directors and consider any gaps identified in the Board's skills matrix.

Unsuccessful applicants will be notified once a successful applicant is selected by the Board.

5.6 **Recommended Candidates** - Following the interviews, the Committee will assess and provide recommendations to the Board of Directors.

5.7 The Chair of the Committee will provide the Board of Directors with a summary of each recommended candidate's qualifications. The candidates' applications will be presented with recommendations to the Board of Directors.

6.0 Conflict of Interest (Jay to provide wording for section)

A conflict of interest refers to situations in which personal, occupational, or financial considerations may affect, or appear to affect, a Director's objectivity, judgment, or ability to act in the best interests of the BAO. Conflicts of interest, whether actual or perceived, shall be dealt with according to the Conflict of Interest Guidelines contained in the Code of Conduct for Directors appended to the Administrative Agreement.

At minimum:

- a) Both prior to serving on the Board and during their term of office, Directors must openly disclose a potential, real, or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.
- b) If the Director is not certain whether they are in a conflict of interest position, the matter may be brought before the Chair or the Board for advice and guidance.

c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by majority vote if a conflict exists. The Director potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue.

d) It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the Chair.

e) The Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.

f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

7.0 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.

8.0 Amendment, Modification or Variation

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