



SECTION: Board of Directors

POLICY: Board of Directors Nomination and Election Policy

DATE ISSUED: July 8, 2011

NUMBER: BD-160

REVIEWED: June/19, Oct/19, Jan/21

REVISED: July/19, Dec/19

Purpose

To ensure that the board is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective board governance, and to assist the board in identifying qualified individuals to become board members.

Composition of Board

The composition of the board will consist of a minimum of nine (9) Directors and a maximum of eleven (11) Directors.

Term of Office

The Directors are elected at the annual meeting of members to hold office for a term expiring not later than the close of the third annual meeting of members following the election. After three sequential three-year terms (a maximum of 9 consecutive years), a Director must allow a year to elapse before they seek election again.

Term are staggered for directors and any mid-term vacancy will be filled by the board for the balance of the term vacated.

Profile of a Director

The generic qualities and personal attributes expected of all Directors include:

- Commitment to the vision, mission, values and strategic plan of CCN
- An appreciation of the diverse needs of the communities we serve
- Experience and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management
- The willingness to attend training and orientation



- Enthusiasm for the role and its demands
- Personal and professional integrity, wisdom and judgment
- Ability to work positively, cooperatively and respectfully and communicate effectively as a member of the team with other members of the Board and management
- Ability to provide wise counsel and ask relevant questions at a strategic level
- Ability to participate assertively in deliberation and group processes
- Ability and willingness to commit the necessary time to prepare for and participate in Board orientation and continuing education, Board meetings, committee meetings, and other events as required.
- Commitment to comply with the CCN conflict of interest policies
- Ability and willingness to represent CCN as required within the region and be an ambassador for CCN

Board Profile

Beyond the generic qualities and personal attributes expected of all Directors as outlined in the profile, the members of the Board will collectively possess a range of specific skills, expertise and experiences from among the following, but not limited to:

- Board and Governance
- Building/Plant Operations
- Client Advocacy
- Communications/community engagement
- Community/Social Services (program or client related expertise)
- Client, family member, caregiver using CCN services
- Financial and business skills
- Fundraising/Donor relations
- Government relations
- Human Resources
- Health Care Frontline
- Health Care Administration and policy
- Information Technology
- Legal
- Non-profit/charitable sector
- Public Relations
- Quality and Risk Management
- Strategic Planning
- Volunteer Management
- Geographical representation
- Other skills not identified



Process for Nomination

A. Nominations Committee

The board shall establish a Nominations Committee which shall be charged with the responsibility of identifying and recommending individuals to become board members.

The size and composition of the Nominations Committee shall be determined by the board from time to time and may include non-board members. The board shall appoint the chair of the Nominations, who shall be a member of the board.

B. Nomination Process

The board shall identify qualified candidates through the following process:

- The number of vacancies will be determined each year and the necessary criteria to fill those vacancies will be identified by conducting a skill-set analysis.
- Directors who are up for renewal will be considered based on an annual director evaluation* based on their performance and renewal will not be automatic
- A call for nominations will be made and interested parties will be encouraged to submit applications.
- Vacancies will be advertised publically through local media and CCN website.
- Applications will be submitted to the chair of the Nomination Committee and reviewed by the Nominations Committee'
- A short-list of candidates will be developed by the Nominations Committee of those individuals who meet all of the criteria as identified by the board. Short-listed candidates will be interviewed by the Nominations Committee even if they are standing for re-election; and
- Reference checks will be completed by the chair of the Nominations Committee, or as delegated.

C. Election Process

The voting members of the corporation have the ultimate responsibility of approving the recommendation of the Nominations Committee, however only nominees approved by the Nominations Committee through the nomination process set out in this policy shall be eligible for election.

Election of board members is completed each year as part of the annual general meeting.

The Nominations Committee shall identify candidates that applied and provide recommendations that will be brought forward to the voting membership for consideration. This will be completed in camera.



Candidates recommended by the Nominations Committee will be presented to the board for approval before presentation to the members at the AGM.

In the event that the number of candidates equals the number of vacancies, the voting members may be asked to vote for or against the slate and, if such a vote does not carry the vote shall take place for or against each nominee individually.

In the event that one or more recommended candidates are not elected, the board shall determine an appropriate process to bring new candidates forward for election.

In the event of a tie, the deciding vote will be cast by the Chair of the board.

* Director Evaluation – See policy BD-50 - Assessment