

Date of last revision: June 26, 2015

Date of last review: May 19, 2021

Board Approved: June 10, 2021

POLICY

The *NBCC Act* provides that the Board “shall elect a chair and vice-chair from among its members” and that the “vice-chair shall act when the chair is unable or unwilling to act for any reason”. It provides further that the Chair and Vice-Chair “shall be elected for a term of one year, or until the expiry of his or her term as a member of [the] board”, (Sections 9(8), 9(9) and 11(3)), whichever comes first.

Accordingly, under normal circumstances, the Chair and Vice-Chair of the NBCC Board of Governors are elected annually at the AGM for one-year terms commencing July 1st of each year. The Chair and the Vice-Chair shall be elected from the Board’s external members, and both the Chair and the Vice-Chair shall be eligible for re-election.

Although only external members of the Board of Governors may stand for election as Chair or Vice-Chair, all Governors are eligible to nominate candidates and participate in the electoral process.

If the position of the Chair shall be or become vacant for any reason, the Board may appoint a Governor from the external members to fill such vacancy for the remainder of the original term.

If the position of the Vice-Chair shall be or become vacant for any reason, the Board may appoint a Governor from the external members to fill such vacancy for the remainder of the original term.

1. NOMINATIONS AND ELECTIONS PROCESS

The Governance Committee annually oversees the election process and procedures for the Chair and Vice-Chair positions.

1.1. Expressions of Interest (please see Appendix)

The Chair of the Governance Committee, or another member of the Governance Committee if the Chair of that Committee is interested in standing as a candidate for election, will send an email to all Governors inviting expressions of interest in the Chair or Vice-Chair roles no later than the Board meeting scheduled prior to the AGM. Governors will also be invited to identify colleagues on the Board whom they think would be worthy candidates for the position. Interested candidates will be invited to provide a brief outline of previous board leadership experience and the reasons for their interest in the position, along with a curriculum vitae (CV).

The submissions and CVs of all interested candidates will be gathered and distributed to all Board members in the Board package distributed to Board members in advance of the Board meeting at which the election will be held.

1.2. Criteria

Given the important leadership role of the Chair, and in their absence the Vice-Chair, the following personal characteristics should be considered in the nomination or election of a Governor to those roles:

- 1.2.1. Integrity;
- 1.2.2. Empathy;
- 1.2.3. Intellectual capacity to understand complex problems and potential solutions;
- 1.2.4. Motivation and capacity to establish work plans with clear objectives;
- 1.2.5. Political skills and the capacity to use their authority;
- 1.2.6. Ability to chair productive meetings;
- 1.2.7. Courage and strength of character;
- 1.2.8. Solid facilitation and conflict resolution skills;
- 1.2.9. Clear strategic vision;
- 1.2.10. Solid communication skills;
- 1.2.11. Understanding of the necessity to establish performance standards or norms and to monitor them effectively;
- 1.2.12. Ability to recognize and manage the creative tension between the Board and the President;
- 1.2.13. Ability to question points of view and opinions and the knowledge necessary to do so;
- 1.2.14. Ability to establish priorities and to focus on what is important;
- 1.2.15. Ability to deal with people who have strong personalities; and
- 1.2.16. Ability and willingness to actively engage in succession planning by mentoring other Governors who may pursue the Chair or Vice-Chair roles.

1.3. Opportunity to Address Colleagues

- 1.3.1. At the Board meeting where the election of the Chair and Vice-Chair is on the agenda, the Chair of the Governance Committee, unless they are a candidate for election, in which case a member of the Governance Committee who is not a candidate, will preside over the election. Only Governors and the Executive Assistant to the Board of Governors (EA) will be present for the election.
- 1.3.2. The election of the Chair will be carried out first to allow unsuccessful candidates for that position to consider presenting themselves for election to the Vice-Chair position. The basic procedure is the same for both positions.
- 1.3.3. The Chair of the Governance Committee will introduce the list of candidates and will also call three (3) times for nominations from the floor. Nominations will then close. Each candidate will then be provided with an opportunity to speak briefly to the Board regarding their candidacy, but will not be required to do so. The person facilitating the election will ask *“Does any candidate wish to address the Board?”* Following any presentations by candidates, all candidates will then be excused from the Board meeting and the remaining Governors will have an opportunity to generally discuss the expectations of the office and the skills/experience of the candidates.

1.4. Election

- 1.4.1. The candidates will then be invited to join the meeting and take part in the vote. A secret ballot vote will be conducted. The person facilitating the election and the EA will act as scrutineers. The scrutineers will announce the successful candidate without an

indication of the number of votes received by any of the candidates. The scrutineers will destroy all ballots immediately following the Board meeting.

- 1.4.2. Absent Governors, or Governors attending the Board meeting via teleconference, will be given the opportunity to register their votes via telephone. The EA will email the absent Governors with a secure telephone number specifying a timeframe when the scrutineers will be available to register their votes.
- 1.4.3. Where none of the candidates achieves a majority of the votes cast, the candidate with the fewest votes will be dropped from the ballot and another secret ballot vote will be held.
- 1.4.4. If a second vote is taken, the candidates will be offered the opportunity to speak to the Board.
- 1.4.5. Once again, the person who receives the majority of votes cast will be elected as Chair, or the Vice-Chair as the case may be.
- 1.4.6. The Board Chair is entitled to vote but not entitled to break a tie. In the event of a tie vote between two remaining candidates for the Chair or Vice-Chair position, the election will be determined by a coin toss.
- 1.4.7. Proxy ballots will not be allowed.
- 1.4.8. If situations arise that are not adequately covered by this process, King and Kerr's Rules of Meeting Procedures for Organizations will prevail.

APPENDIX

EXPRESSION OF INTEREST - ELECTION OF CHAIR AND VICE-CHAIR POSITIONS

The Governance Committee annually oversees the election process and procedures for the Chair and Vice-Chair positions.

On behalf of the Governance Committee, the Committee Chair would like to invite all Governors who have an interest in having their name put forward for the Chair or Vice-Chair role to please confirm their interest by **[DATE]**.

Governors are also invited to identify colleagues on the Board who would be worthy candidates.

Interested candidates are asked to provide a brief outline of their previous board leadership experience and the reasons for their interest in the position, along with their curriculum vitae or résumé by **[DATE]**.

The submission and CVs/résumés of all interested candidates will be circulated to the Board members in the Board package distributed in advance of the **[DATE]** Board meeting, at which the election will be held.