



GOVERNANCE	SECTION: Board of Directors
	SUBJECT: Director Nomination and Election

Director Nomination and Election Policy

The Board of Directors (the “Board”) of the Edmonton Humane Society for the Prevention of Cruelty to Animals (“EHS”) has adopted this policy to:

1. detail the procedures for conducting elections of Directors for the EHS;
2. ensure the fair and consistent conduct of elections by recording the procedures to be followed, rules, and methods of voting;
3. provide clear and concise instructions for the members of EHS (the “Members”), as well as all other affected parties, with respect to procedures and requirements for nominations and elections of Directors; and
4. ensure that the Board is comprised of committed individuals who, collectively, possess the competencies and qualities required to carry out the roles and responsibilities of the Board.

Composition of the Board

In accordance with the By-laws of the EHS (the “By-laws”), the composition of the Board shall be not less than 10 directors and not more than 15. The Governance Committee of the Board (the “Committee”), established in accordance with sections 4.02(g) and 5.01 of the By-laws, is responsible for annually reviewing the composition of the Board and identifying the optimal number of directors and mix of skills and experience required to effectively discharge the Board’s responsibilities and to facilitate effective discussion and efficient decision making.

Nomination Process

1. The Committee shall annually assess the skills and experience of Directors serving on the Board and shall maintain a Board Competencies Matrix that catalogues these skills (the “Board Competencies Matrix”). The Committee shall also track the election term schedule of Directors and identify vacancies that need to be filled.

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2. The Board Competencies Matrix will be used by the Committee to reference the skill sets currently in place on the Board and identify any gaps. The Committee will determine the required competencies and attributes to be added to the Board that will best increase its effectiveness. The Committee will commence a search process for candidates to fill any board vacancies and interested parties will be encouraged to submit applications.
3. The Committee will review and screen potential candidates and will consider the following:
 - the qualifications, skills, experience and personal attributes required by the Board;
 - the potential of each candidate to meet the needs of the Board;
 - the extent to which potential candidates are likely to work constructively with the existing directors and contribute to the overall effectiveness of the Board;
 - appropriate background and reference checks regarding the candidates' character, experience, education and criminal record/police information check history;
 - any potential interests or relationships that might influence or reasonably be expected to influence the capacity of the candidates to act in the best interests of the EHS; and
 - the candidate's capacity to meet the time commitment required of directors.
4. Further, the Committee will confirm that the potential candidates meet the qualifications of directors set out in Section 4.03 of the By-laws, namely that the potential candidate is:
 - a. a Member in good standing for a period of at least 30 days prior to the Annual General Meeting;
 - b. 18 years of age or older;
 - c. is knowledgeable of and supports the objects and By-laws of the EHS;
 - d. is not an employee of the EHS; and
 - e. such additional criteria and qualifications as may be established by the Board from time to time and stated in a duly adopted Board policy.
5. The Committee will nominate and recommend to the Board the most appropriate individual(s) from the short list of potential candidates to be invited to join the Board.

Election and Re-Election of Directors

6. The Board will review the Committee's recommendations and determine whether it will recommend to EHS membership that they vote in favour of the election or re-election, as the case may be, of each candidate standing for election or re-election, having regard to any matters the Board considers relevant, including the director's past performance on the Board.

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7. The Board will approve a slate of eligible nominees and will present them at the Annual General Meeting for election and/or re-election by the EHS membership.
8. - Only nominees approved by the Board based on the criteria and process set out in this policy shall be eligible for election.
9. The term of office for each Director position to come up for nomination and election shall be two years each and no Director is entitled to remain as a Director for more than four consecutive terms.
10. The election of Directors shall occur by secret ballot of the members of the EHS at an Annual General Meeting.

Vacancies

11. Where one or more directors cease (by reason of resignation, removal, lack of eligibility or death) to hold office during the term for which they were elected, there is a vacancy and the Board has the authority in accordance with the By-laws to fill each such vacancy.
12. The Board is not obligated to fill any vacancy and can exercise its discretion to wait until the next election. The Board may fill a vacancy at any point after it occurs until the date of the next Annual General Meeting.
13. If the Board wishes to appoint an individual to fill a vacancy, it will do so by Board resolution. In considering candidates to fill the vacancy, the Board will consider the list of potential candidates for election maintained by the Committee.

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