



# Board Nomination Policy

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Assigned RACI <sup>1</sup> Roles			
Accountable	Board		
Responsible	Board		
Consulted entities	Board, Policy Committee		
Informed entities	Membership, All Committees		

## Policy Summary

Anyone running for election as a Board Member of GVIAS must: be a member for at least 14 days before the AGM, be a Member in Good Standing, meet the qualifications required under the Societies Act and the Bylaws, complete a nomination form no less than 21 days prior to the AGM, and be present at the AGM to stand for election.

## Context

The Board of Directors is elected by the Members of the Society. The *Societies Act* and GVIAS' Bylaws set out rules and requirements for people wishing to run to be elected as a Board Member. The Bylaws can only be adopted or amended by a special resolution of the membership at an AGM or Special General Meeting.

## Objective

This policy clarifies the nomination process for elections to the Board of Directors ("the Board") and interprets the applicable provisions of GVIAS' Bylaws.

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<sup>1</sup> RACI is an acronym for responsible, accountable, consulted, and informed.

## Definitions

- **AGM:** the annual general meeting of the GVAIS membership
- **Board Member:** a duly elected director of GVIAS
- **Bylaws:** the adopted bylaws of GVIAS filed with the Societies Registrar
- **Member:** a member of GVIAS listed on the membership registry
- **Nominee:** a person who is nominated to run for election to become a Board Member, but does not include current Board Members
- **Member not in Good Standing:** has the same meaning as set out in the Bylaws, being:
  - *A member who has failed to pay membership fees or any other subscription or debt due and owing by him or her or to the Society, or whose membership privileges have been suspended for non-compliance with the Constitution and Bylaws, or the policies, procedures, other rules and codes of conduct of the Society that may be set out from time to time, including but not limited to the GVIAS Code of Conduct, is not in good standing so long as the payment remains unpaid or the suspension is in place.*
- **Member in Good Standing:** any Member who is not a Member not in Good Standing

## Policy

1. Any Member may apply or self-nominate to be a candidate for election to the Board, provided said Nominee has the following qualifications:
  - a. they are a Member in Good Standing;
  - b. they have not been a Board Member during the last four (4) consecutive years;
  - c. they are a Member at least 14 days before the AGM;
  - d. they have applied using the form prescribed by the Board at least 21 clear days before the AGM at which they wish to stand for election;
  - e. be legally eligible under the *Societies Act*, meaning:
    - i. they are at least 18 years of age;
    - ii. they must not have been found by a court to be incapable of managing their affairs;
    - iii. they cannot be an undischarged bankrupt;
    - iv. they cannot have been convicted, in Canada or elsewhere, of an offence connected to the promotion, formation, or management of a corporation (such as a society) or another entity; and
    - v. they cannot have been convicted, in Canada or elsewhere, of an offence involving fraud.

2. The application form will, at a minimum, require the Nominee's full legal name, contact information, and a declaration from the Nominee that they meet the qualifications above.
3. Annually and reasonably in advance of the AGM, the Board will:
  - a. review and set the form of the nomination application; and
  - b. publish, or cause to be published, a call-out to the membership of GVIAS for application to fill any empty Board seats with a link to the application.
4. After receipt of an application the Board will:
  - a. review the application and confirm the Nominee is a Member in Good Standing; this will include a Conduct Committee check. If the Conduct Committee check comes back red, the Nominee is not a Member in Good Standing, and thus not a qualified Nominee; and
  - b. include in the AGM agenda the names of all qualified Nominees and Board Members standing for election or re-election.
5. Board Members standing for re-election for their second, or third, two-year term are not required to complete the application form, however they must be qualified under the legal requirements in the *Societies Act*, and a Member in Good Standing. Qualified Board Members running for re-election must inform the Board Secretary before the AGM. If they are no longer qualified, they may not run for re-election, and must inform the Board that they are not standing for re-election.
6. To stand for election, or re-election, the qualified Nominees and Board Members must remain a Member in Good Standing from the time of nomination or decision to run for re-election, as applicable, until the time of election and must attend the AGM.
7. Nominations to run for election as a Board Member are not allowed from the floor at the AGM.

## Procedures

1. The form of the application will include an acknowledgement that a Conduct Committee check will be carried out. Also, in addition to the items in section 2 of the policy, the application may include other questions for the Nominees including the requirement to make a statement regarding their application for inclusion in the AGM package to introduce the applicant to the membership.
2. The nominations application form will be posted in the Leadership Section of the GVIAS website. It will open no later than two (2) months before the AGM and close no later than 14 days before the AGM. This should occur regardless of whether or not there are open positions. If there are no open positions and the application form is not posted it must be made available to anyone who requests it from the Board.
3. The callout for applications to fill open positions on the Board will be put in the Newsletter and emailed out to the membership at least two months before the AGM.
4. The web application form will be configured to send the Nominee's application to the Board; however if this is not possible and the applications are sent to the Leadership Committee, the Leadership Committee will forward all applications to the Board.
5. Notwithstanding the 21 day rule for applications set out in this policy, all Nominees are encouraged to apply further in advance to ensure that there is enough time for their application review to occur so that they can be listed in the formal notice of AGM. The formal notice of AGM legally must be sent to the membership no less than 14 days before the AGM. Inclusion of the Nominee's names is not absolutely required in the formal notice and may be added later, however inclusion is strongly preferable.
6. A Conduct Committee check will be run on all Nominees using the same procedures in place for all other leadership applications, but will occur on an expedited basis so that the qualification status can be determined prior to the AGM.
7. If the number of nominations received 21 days before the AGM is less than the number of vacant Board seats, the Board may choose to extend the period in which Nominee applications are to be received by seven (7) days. In such an event, the completed applications must be received no fewer than 14 days before the AGM is to be held. Moreover, the web form must remain enabled during this extended period and email notification must be sent to the membership. The Board will update online AGM information to include any additional Nominees received during this period.
8. The formal AGM notice is emailed to the membership and posted in the membership area of the GVIAS website no later than 14 days before the scheduled AGM.
9. In the formal AGM notice, at a minimum, the names of all qualified Nominees and qualified Board Members standing for re-election will be listed in that document or in the linked AGM agenda.
10. If a Nominee is determined to be qualified after the formal notice is emailed to the membership, their name will be added to the AGM agenda posted in the membership area of the GVIAS website as soon as possible.
11. At the AGM, qualified Nominees must attend (either virtually or in person) to stand for election and will make a statement on their own behalf. If a Nominee is able to attend the AGM but is unable to make a verbal statement on their own behalf, they may write a statement and request

it to be read aloud for them no less than four (4) days before the AGM. The Board will consider said request, and if accepted, a current Board Member will read the written statement at the AGM.

12. The Board reviews all GVIAS member applications received prior to the last formal board meeting before the AGM at that meeting. Additionally, if time allows, the Board may review all member applications received 14 days or more ahead of the AGM, but after that last formal meeting, via an email meeting of the Board where the majority of the Board members participate and where such meeting is held no less than 14 days before the AGM.

### **Procedures - Responsibilities**

*Board* - review and update applications form; confirm Nominees are qualified; draft and update AGM notice with names of qualified Nominees and those running for reelection;

*Tech and Leadership* - create and upload application form to website;

*Communications* - e-mail the membership and post the applications call-out; email the membership and post the AGM notice;

### **Revision History**

1. Initial Draft - 2021.11.15
2. Revision 2 - 2021.11.25
3. Revision 3 - 2021.11.28
4. Revision 4 - 2021.12.07: Version adopted by the Board