

**Sunshine Coast Regional Economic Development Organization  
Board Nominations and Appointment Policy**

**Purpose**

The purpose of the Board Nominations and Appointment Policy is to govern the process for nominating and appointing new Board Directors, unless otherwise amended by the Board of Directors.

This Policy does not replace or supersede SCREDO Constitution and Bylaws; they are complementary governance documents and should always be considered and followed in tandem.

**General Qualifications of Board Directors**

- i. In order to be eligible to be elected as a Board Director, a nominee must:
  - a. Have skills and experience commensurate with the needs of the Board
  - b. Contribute to the diversity of Board
  - c. Be independent
    - i. a Director is independent if the Director has no direct or indirect material relationship with SCREDO, or funders of SCREDO, that could, in the view of SCREDO Board of Directors, could be reasonably expected to interfere with the exercise of a Directors independent judgement.
  - d. Not have any declared potential conflict of interest which would present a serious impediment to the functioning of the member as a Director. This manifests in a complete and signed SCREDO Conflict of Interest agreement during the nomination process.
  - e. Meet other criteria as established by the Board, including but not limited to reference checks prescribed by the Board
    - i. The Board may prescribe the form, content and standards to be met in conducting reference checks.
- ii. The Nominations Committee shall confirm the eligibility of the appointees in accordance with the nomination process.

**Purpose and Duties of the Nominating Committee**

- i. The role of the Nominating Committee is to identify and evaluate potential candidates for nomination and appointment.
- ii. The Nominating Committee shall make recommendation/s to the Board of Directors regarding the appointment of candidate/s.
- iii. The Nominating Committee will be identified and activated by Board resolution, or upon notice from the Board Executive.
- iv. Call for Nominations:
  - a. The Nominating Committee will send a notice to all Board Directors (voting members) calling for the nomination of candidates, specifying the following requirements for a nomination to be valid for consideration (application):
    - i. Full name and contact details of the candidate

- ii. General description of skills, industry background, and commitment to the Sunshine Coast's regional vision
  - iii. Candidate's indication of consent to the nomination in writing which includes date of consent given.
  - iv. Statement of nomination confirmation by nominator (i.e. "I INSERT NAME OF NOMINATOR], as a current Board Director, confirm with this submission that I am nominating INSERT NAME OF CANDIDATE], as a candidate for Board Director.
- b. All complete nominations shall be provided to the Nominations Committee within 30 days after the date calling for nomination by close of business.
- v. Withdrawal of a Nomination
  - a. Any nominee can request the withdrawal of his or her nomination at any time
- vi. The Nominations Committee has 30 days to:
  - a. consider all nominations,
  - b. share all SCREDO governing documents with nominees for their consideration;
  - c. obtain signed Code of Conduct binding nominees to all necessary SCREDO governing documents, conduct and protocols in the event that they are elected as interim or regular Director. All obligations will only enter into force if and when nominees are elected;
  - d. provide a Nominations Committee Recommendation Report to the Board for consideration to fill no more than 9 Director positions in any given slate.
- vii. Rejection of a Nomination
  - a. The Executive Committee, Board, or Nomination Committee may reject a nomination based on the candidate's application in the event of:
    - i. Non-compliance with the above mentioned General Qualifications of Board Directors, or,
    - ii. Absence of a signed SCREDO Code of Conduct.
  - b. If a nomination is rejected, the Nomination Committee shall communicate to the candidate the:
    - i. Results of his / her examination of the nomination information; and,
    - ii. Process for appealing the rejection of a nomination.
- viii. Appeal to the Rejection of a Nomination
  - a. If a nominee appeals to the Nominations Committee for the rejection of his or her nomination, the Nominations Committee is to bring the matter to the Board for consideration. The Board must make a decision to grant or deny the appeal within 30 days of the original filing of the appeal.
    - i. An appeal shall be granted if, and only if, the proper application of this Policy is in question.
  - b. If an appeal is granted, the rejected nominee shall be added to the list of candidates;
  - c. If an appeal is not granted, the rejected nominee shall not be added to the list of candidates.
- ix. Once the Board has approved the Nominations Committee Recommendation Report, the Board shall send the approved report to the respective CAO's, Communication Department, or Mayors and equivalent of SCREDO funders for comment. SCREDO funders have 21 days to review and provide comment back to the Board for consideration.
- x. The Nominations Committee is discharged from its duties as soon as a verbal report is provided during the election process.

## **Election Process of a Board Director**

- i.** Once the Board receives the Nomination Committee Recommendation Report, and has considered all expected comments from SCREDO funders, the election process must commence at the next Annual General Meeting (AGM) of the Board, unless otherwise specified by the Executive Committee.
  - a.** In the event that the AGM is more than 6 weeks away, the Board may vote to approve interim appointments. Any interim appointment must be confirmed by vote at the soonest AGM in order to become a regular appointment. Any unconfirmed interim appointments will expire on the date after the soonest AGM.
- ii.** A quorum of at least 6 Board Directors must be present for a voice vote. The Board Chair must extend the opportunity to vote by proxy if any voting member is unable to be present at the time of the vote subject to SCREDO Bylaws.
- iii.** The election procedure shall be:
  - a.** Supervised by the Board Chair
  - b.** The Nominations Committee is to verbally present a short report in complement to the written Nomination Committee Recommendation Report, identifying the candidate and associated Board position they are nominated to.
  - c.** No extra nominations can be presented at this time, unless otherwise specified by the Board Chair.
  - d.** Election can happen by show of hands or voice vote recorded by the secretary of the Annual General Meeting (or Board Secretary in the event of interim Director appointments), except that, at the request of two (2) Governing Members present at the meeting, a secret vote by written ballot will be required.
    - i.** Show of Hands or Vote by Voice:
      - 1.** any Board Director in good standing can make a motion to adopt the Nominations Committee report and recommendations in whole, part, or to reject it in entirety. This motion opens up the room for discussion, revisions to the motion, a seconder and results of a majority group vote; or,
      - 2.** the Board Chair calls each candidate's name, after which the Board Directors vote verbally 'yay' or 'nay'. The Board Secretary tallies the number of 'yay' votes received for each candidate.
      - 3.** The Board chair declares the candidate/s with the majority votes, elected to appointment.
      - 4.** The Board Secretary will contact the elected candidate within 7 days of the election to provide notice and ask for confirmation that they will accept or decline the position. The Board Secretary must then let the rest of the Board Directors know within 3 days the results of the candidates' confirmation.
    - ii.** Secret Ballot
      - 1.** In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot. Candidates receiving the most votes will be deemed elected.
      - 2.** Any ballot on which more names are voted than there are vacant positions will be deemed void.

## **Revision of this Policy**

SCREDO reserves the right to amend this policy by resolution, at any time other than when an active nomination, and/or election process is underway.

ADOPTED JUNE 12, 2017