

## **DIRECTOR NOMINATION POLICY**

**BOARD APPROVAL:**      **March 23, 2017**

**NEXT REVIEW DATE:**    **2018-2019 school year**

### **Purpose**

This Policy sets out the procedure for the Governance Committee to call for applications and nominations to fill vacancies on the Board in order to help ensure the required skill set is present among the Directors at any given time.

### **Application**

This Policy applies to all individuals interested in becoming a Director whether they be new applicants/nominees or existing Directors eligible to run for re-election.

### **Accountability**

The Board is responsible for monitoring compliance with this Policy.

### **Procedures**

1. In March of each year, the Governance Committee shall determine the number of Board seats to become vacant as of the next October and the impact of the vacancies on the Board profile.

#### **Skill-Gap Analysis**

2. The Governance Committee shall undertake a Skill-Gap Analysis. This analysis involves the following process:
  - (a) Each Director who continues to serve on the Board after the upcoming Annual General Meeting shall complete or update his/her individual's *Skill Matrix* – the most recent Board's skill matrix approved by the Board.
  - (b) The Governance Committee shall consolidate the individual skills of these remaining Directors into one matrix, review the matrix and the composition of the Board in reference to the Corporation's strategic plan, and identify the gap(s) in the Skill Matrix.
3. The Governance Committee shall report to the Board the results of the Skill-Gap Analysis. The Board shall confirm the particular skills required to fill any gaps identified by the Committee.

#### **Recruitment**

4. The Governance Committee shall prepare the *Recruiting for Directors* as per the identified skills required to fill the gaps and submit it for Board's approval.
5. In April, the Committee shall send the approved *Recruiting for Directors* to both within and outside the Corporation's community through the Corporation's communication methods to ask for applications or suggestions of individuals with the identified skills and/or background.



6. All applicants and nominees shall complete the *Directors' Declaration, Consent, and Undertaking* and send it along with a current police clearance (issued within the last two years), a resume, and such other supporting documents required by the Board to the Chair of the Governance Committee at [lmsboard@lakeviewmontessori.ca](mailto:lmsboard@lakeviewmontessori.ca) or at the school office.

#### Recommendation of Potential Candidates

7. In June, the Governance Committee shall start interviews with applicants and nominees to:
  - (a) verify their interest and willingness of time commitment in joining the Board and belief in the Vision and Mission of the Corporation; and
  - (b) inform the applicants and nominees on their responsibilities as being a Director.
8. By August, the Governance Committee shall draw up a short list of potential candidates, taking into account the needed skills, experience, backgrounds, the composition of the Board in reference to the Corporation's strategic plan, and any other criteria that are deemed appropriate. The Committee shall present this list to the Board for consideration. Other applicants' or nominees' information shall also be available for Board discussion if needed.
9. The Board shall determine and approve the final slate of candidates to be put for election.
10. The Governance Committee shall notify the candidates whom are being selected to run for the election of Directors and confirm their attendance at the upcoming AGM.
11. The Governance Committee shall send a letter to the remaining applicants and nominees to thank them for their interest and ask if they are interested to remain on the list of interested applicants in case of future vacancy on the Board.
12. The Board shall present to Members the recommended slate of candidates in the AGM Notice as per the Corporation's By-law<sup>1</sup>.
13. Voting Members may make nominations of alternative candidates for the election of Directors at the upcoming AGM by submitting to the Board at least ten (10) days prior to the AGM the complete [Nomination of Alternative Candidate for Directors' Election](#), along with such supporting documentation as from time to time be required by the Board<sup>2</sup>. Each alternative candidate shall be nominated by at least five (5) Voting Members.
14. Alternative candidates nominated by Voting Members shall be presented along with the Board's recommended slate of candidates at the AGM for election.
15. The orientation of the newly elected Director(s) shall be guided according to the Board's Orientation Policy.

#### Vacancy on the Board

Should there be a vacancy on the Board within a term, the Governance Committee shall undertake a skill-gap analysis and make a recommendation to the Board in order to fill the vacancy for the remainder of the term of office or recommend with reasons that the vacancy be left vacant until the next Annual General Meeting. The Board will make the final decision, as per the Corporation's By-law<sup>3</sup>.

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<sup>1</sup> Sections 3.5, "Notice of Meetings of Members" and 10.1, "Notice" (version approved September 2016).

<sup>2</sup> Corporation's By-law sections 2.1(a), "Voting Members" and 4.5, "Nomination" (version approved September 2016).

<sup>3</sup> Section 4.12, "Filling Vacancies" (version approved September 2016).