



Board of Directors Nomination and Election Policy

Purpose

To ensure that the Board is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective Board governance. To assist the Board in identifying qualified individuals to become Board members.

Composition of Board

The composition of the Board will consist of from 7 to 15 Directors, per the ECA bylaws. This Board policy provides that prior to an Annual General Meeting (“AGM”) the Board will determine how many Directors will be required for the next term. The Board will take such factors as the probable workload, the strategic plan, the annual plan, the skills matrix and skills inventory, time commitment, and alignment of values, amongst others, into consideration in determining the optimal Board Composition for the next term.

Term of Office

The bylaws provide that Directors are elected for two-year terms, and may serve for a maximum of six years. The bylaws intend to establish staggering of elections such that at any AGM there should be about 50% of the desired number of Board numbers being elected at the AGM with the other half not having to stand for election until the following AGM. This Board policy establishes a requirement that at least three Directors’ terms must expire each year, subject to re-election. Also, the Board shall take steps necessary to ensure the rotating nature of the Board, including but not limited to asking some Directors to stand for election for a new two-year term where they would otherwise not be compelled to do so.

Process for Nominations

A. Nominating Committee

The bylaws establish a standing Nominating Committee which is charged with the responsibility to develop and maintain a succession plan for Board members; prepare a slate of nominees for each vacant Director position; presenting its nominee recommendations for consideration at the Annual General Meeting; and orienting new Directors.

The size and composition of the Nominating Committee is determined under the bylaws, and



includes the President and the Secretary and a third person, who may be a Board member or a non-Board member, who shall be appointed by the Board.

B. Nomination Process

The Nominating Committee shall, based on criteria established by the Board from time-to-time, prepare a list of qualified candidates through the following process and shall present that list of nominees at the AGM for consideration by the Members for election to the Board:

- Prior to the AGM, the Board will determine the optimal number of Directors required for the next year by taking the probable workload, the strategic plan, the annual plan, the skills matrix and skills inventory, time commitment, and alignment of values, amongst others, into consideration in determining the optimal Board Composition for the next term. The bylaws provide that there shall be a minimum of 7 and a maximum of 15 Directors.
- The Nominating Committee will identify the number of Director positions that require to be filled by election at the next AGM by confirming which current Directors are not required to stand for re-election because their term will not expire until the second next AGM.
- Directors who were appointed to the Board since the last AGM are required to stand for election. Likewise, current Directors whose term will end at the next AGM must stand for re-election. Such Directors will be evaluated by the Nominating Committee based on their performance and renewal will not be automatic.
- A call for nominations will be made to the public and to Members about 60 days prior to the AGM.
- All interested parties will be required to submit a “Nomination Package”, as determined by the Nominating Committee, but which will include a candidate’s consent to nomination as well as biographical and membership information which will be made available to the public and to the Members prior to and at the AGM. The consent to nomination shall be signed by the candidate, witnessed as to signature, and co-signed by any Member as a nominator. All candidates and nominators must be Members in good standing at least 30 days prior to the AGM.
- The deadline for submission of Nomination Packages shall be 15 days prior to the AGM, to allow reasonable time for consideration, confirming references if any, preparation of information for the AGM, and announcing prior to the AGM.
- Nominations received after the deadline for submission shall be forwarded to the Nominating Committee for future consideration.
- There will be no nominations from the floor at the AGM.



- A short-list of candidates will be developed by the Nominating Committee of those individuals who meet all of the criteria as identified by the Board. Short-listed candidates must be interviewed by the Nominating Committee even if they are current Directors standing for re-election or current Directors who are seeking election after having been appointed for a partial term.
- Reference checks will be completed by the chair of the Nominating Committee or as delegated.

C. Election Process

- Election of Board members is completed each year as part of the AGM.
- The Nominating Committee shall identify candidates to be brought forward to the Voting Members for consideration at the AGM.
- Candidates recommended by the Nominating Committee will be presented as a slate to the Voting Members for election and approval of the entire slate.
- Each nominee will be introduced at the AGM and shall be given the opportunity to make a brief statement. A nominee does not need to be present at the AGM to be considered for election.
- Each ECA Membership is limited by the bylaws to up to two Voting Members. Upon registration at the AGM, each Voting Member will receive a voting card to facilitate show-of-hand counting, and a ballot to be used in the event there are more nominees than vacancies.
- The Voting Members of the ECA have the ultimate responsibility of approving the recommendation of the Nominating Committee, however, subject to applicable legislation, only nominees approved by the Nominating Committee through the nomination process set out in this policy shall be eligible for election at the AGM.
- The Nominating Committee may recommend more candidates than vacancies. In such case, Voting Members shall be asked to vote for or against each nominee by ballot.
- In the event that the number of nominees is equal to or less than the number of vacancies to be filled the slate of nominees will be elected by acclamation.
- In the event that one or more recommended nominees are not elected, the Board shall determine an appropriate process to bring new candidates forward for appointment pursuant to the bylaws, or by election.
- The results of the election shall be announced by recognizing the successful candidates on the ECA website, the ECA Office Bulletin Board, through social media channels and in the newsletter.

This policy may be amended by the Board.