

## POLICY & PROCEDURES

### GOV-02: ELECTION OF THE BOARD OF DIRECTORS

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#### PREAMBLE

Members of the Board of Directors are elected by Members to oversee the strategic direction of PEAC in accordance with the Bylaw.

The Board of Directors holds ultimate responsibility and liability for the actions of the Corporation. Non-profit organizational liability insurance and commercial general liability insurance is held by the Corporation for the protection of Board Members. It is expected that members of the Board of Directors understand the responsibility and authority they hold, and that they fully understand the decisions made by the Board and by any committees to which responsibility and authority is delegated.

The members of the Board meet at least four times each year and have the primary responsibility to:

- supervise, control and direct the affairs and business of the Corporation, and
- appoint and delegate responsibility to the Executive Director.

#### 1.0 POLICY

- 1.1 The Board of Directors shall be elected by and from amongst the Members of the Corporation.
- 1.2 The term of office for the President is two years; the term of office of the Past-President/President-Elect is one year, and the term of office of the Director of Finance is three years from the date of the Annual General Meeting at which they are elected, as per the Bylaw.
- 1.3 The term of office may be renewed twice to a maximum period of nine years.

#### 2.0 PROCEDURES

- 2.1 The Governance Committee will prepare a slate of nominees for the vacant Board of Director positions, including new members or an extension of a member's term of office.

- 2.2 The slate of nominees will be presented to the Board of Directors at least sixty days prior to the Annual General Meeting at which the election is to take place.
- 2.3 Information regarding the nominees for the positions will be circulated to the Corporation membership no less than 21 days prior to the Annual General Meeting at which the election is to take place, as per the Bylaw.
- 2.4 The Governance Committee will oversee the election process at the Annual General Meeting and will present the results of the election to the President of PEAC.
- 2.5 The election process will be as follows:
  - 2.5.1 The Chair of the Annual General Meeting will be turned over to the Chair of the Governance Committee to run the election process.
  - 2.5.2 The Chair of the Governance Committee will review the election procedures and announce the slate of nominees for the election.
  - 2.5.3 Each nominee will be given the opportunity to speak about his/her candidacy for a maximum of two minutes. The order of speaking will be chosen randomly in advance.
  - 2.5.4 Uncontested positions shall be declared elected by acclamation. If there is more than one nominee for a position the following procedure shall take place:
    - i) Appoint non-voting scrutineers;
    - ii) Distribute ballots;
    - iii) Restate positions and nominees;
    - iv) Remind members that nominees must be elected by a majority (50% plus one) of the votes cast and that unsuccessful candidates for the positions of President-Elect and Director of Finance may allow their name to stand for any position as yet unfilled;
    - v) Elect positions in the following order: President- Elect followed by Director of Finance followed by Members at Large
    - vi) Conduct voting;
    - vii) Scrutineers collect ballots;

- viii) Ballots shall be considered spoiled if:
  - writing is not legible
  - too many names appear on the ballot
  - two candidates cannot be distinguished from each other.
- ix) Votes are tallied by the scrutineers and reported to the Chair, who shall report to the Members.
- x) If no candidate receives a majority vote on the first count, the candidate receiving the least number of votes shall be eliminated;
- xi) If the tally of the vote does not result in the elimination of a nominee, and two or more nominees have tied for the least number of votes, then the next vote shall proceed with no nominee eliminated. However, if this occurs with only two nominees remaining, the nominees shall be requested to address the Annual General Meeting prior to the next ballot;
- xii) In the event of a second tie, a decision shall be determined by the toss of a coin.

2.5.5 The Chair of the Governance Committee shall report results of the voting as follows:

- i) Ballots cast
- ii) Votes needed to be elected
- iii) Votes received by each candidate
- iv) Individuals elected
- v) Individuals who will not be included in the next ballot
- vi) Request individuals not included in the next ballot if they wish to allow their name to stand for another position
- vii) Ask if anyone wishes to be eliminated from the next ballot

2.5.6 The Chair of the Governance Committee shall turn the meeting back over to the President of PEAC.

2.5.7 The President shall announce the new Board of Directors.

2.5.8 A vacancy on the Board of Directors before the end of the term of office shall be filled in accordance with the PEAC Bylaw.

Policy Number: GOV-02	
Date of last revision	Associated documents
<i>Dec 2000</i>	Member Handbook
<i>April 2008</i>	GUIDE-02 Board of Directors – Roles Responsibilities and Meeting Procedures
<i>July 2009</i>	
<i>June 2010</i>	
<i>May 2012</i>	
<i>June 2013</i>	