

## **POLICY & PROCEDURES**

### **GOV-01: ELECTION OF DIRECTORS**

---

#### **PREAMBLE**

The Governance Committee is a standing committee of PEAC's Board of Directors. The principal objectives of the committee are to review governance matters of the Board (including solicitation of applications of individuals qualified to be Directors) and the Corporation and to assist the Board in governing the organization effectively. One of the responsibilities of the committee is to recommend to the Board a slate of nominees for election as Directors. The Directors are also the members of the corporation.

#### **1.0 POLICY**

- 1.1. A slate of nominees to the Board is presented to the Board of Directors by the Governance Committee for consideration by the Board.
- 1.2. The Board of Directors elects the Directors and appoints them as members of the Corporation at the Annual General Meeting.

#### **2.0 PROCEDURES**

- 2.1. In accordance with the Governance Committee Timelines, the Governance Committee will review and revise as necessary the Board competency matrix.
- 2.2. When any Director's term of office ends, the committee will review the needs of the organization and determine whether the Director should be approached to renew for another term.
- 2.3. When the Governance Committee determines:
  - i. that the Director should not be approached to renew for another term, OR
  - ii. a Director has served the maximum number of terms,the Governance Committee Chair will approach the Director and inform them of the decision.
- 2.4. The committee will send out a notice of recruitment or approach individuals with the appropriate competencies in order to seek applications for election to the Board.
- 2.5. The committee will review applications to ensure nominees meet the required competencies and each potential nominee may be asked to attend a Governance Committee meeting to briefly introduce themselves and respond to a series of questions.

- 2.6. The committee will prepare a slate (one name for each vacancy) for presentation to the Board of Directors at least 35 days prior to the Annual General Meeting at which the new Directors will be elected.
- 2.7. The slate of nominees will be considered by the Board of Directors. If the Board chooses not to approve one or more nominees, the Chair of Governance Committee will reconvene the committee to recruit alternate members.
- 2.8. The Board of Directors will elect the new Directors at the next Annual General Meeting and the President of PEAC will announce the Directors.

<b>Policy Number: GOV-01</b>	
Date of last revision	Associated documents
<i>Dec 2000</i>	Board Handbook
<i>April 2008</i>	FORM-12 PEAC Board
<i>July 2009</i>	Member Application Form
<i>June 2010</i>	TOR-01 Governance
<i>May 2012</i>	Committee
<i>June 2013</i>	
<i>Sept 2018</i>	
<i>April 2020</i>	
<i>July 2021</i>	