



## **REVISED - Policy on Board of Directors Nominations and Elections**

### **Purpose**

1. The purpose of this policy is to set out a fair, open and transparent process for elections of the Gay Ottawa Volleyball (GOV) Board of Directors in accordance with the GOV By-laws.

### **Application**

2. This policy applies to elections to fill positions on the GOV Board of Directors, including elections held at either an Annual Meeting or a Special Meeting of members.

### **Background**

3. The GOV Board of Directors is comprised of between four and eight directors, each serving for a term of two years commencing on the date on which they are elected until the Annual Meeting two years following their election. Four directors are normally elected at each Annual Meeting in order to have staggered, overlapping terms of two years. A Special Meeting may be called by the Board or members, in accordance with the requirements set out in the by-laws, to fill one or more vacant director positions.

### **Roles & Responsibilities**

4. The Board of Directors is responsible for:
  - a. Appointing a Nominations Committee, including an individual to chair the committee, a minimum of 6 months before the date of each Annual Meeting, or 60 days before the date of a Special Meeting, at which Directors are to be elected. Members of the Nominations Committee shall be ineligible to be elected as a director at for the election being supervised.
  - b. Providing guidance to the Nominations Committee regarding director expectations; needed qualifications, knowledge, skills and expertise of directors; as well as current diversity gaps on the board.
5. The Nominations Committee is responsible for:
  - a. Administering the nominations and elections process according to the requirements set out in the GOV bylaws and this policy.
  - b. Holding elections that maintain staggered terms so that four director positions continue to expire at each Annual Meeting.
  - c. Engaging the GOV membership and community with the objective of fostering active and full participation in the nominations and elections process.
  - d. Encouraging well-qualified nominees to stand for election who reflect the diversity of the GOV community, including based upon sex, gender identity/expression, ethnicity, language (English and French).
  - e. Recruiting well-qualified nominees who bring needed knowledge, skills and expertise required to fulfill the fiduciary responsibilities of directors.

- f. Ensuring nominees are aware of the expectations of directors, including attendance of board meetings, as outlined in the GOV Policy Manual.
- g. Maintaining the integrity of the nominations and elections process by fairly and impartially evaluating nominees independently of the Board of Directors.
- h. Officiating the voting process, including the distribution and counting of ballots, and announcing the election results.

## **Requirements**

- 6. The nominations and elections process must meet the following requirements:
  - a. A call for nominations must be posted publicly and sent to all members a minimum of 30 days prior to an Annual or Special Members Meeting at which directors are to be elected.
  - b. Members must have a minimum of fourteen days to submit their nominations, which must include a statement of interest, a candidate profile, and bear the signatures of ten GOV members.
  - c. Nominations must be submitted on time and, once verified, signed by the Chair of the Nominations Committee to be valid.
  - d. The list of candidates must be posted publicly and sent to all members a minimum of 14 days prior to the date of the election date.
  - e. The Chair of the Nominations Committee must scrutinize the conduct of the voting and confirm the results prior to their certification.
  - f. The Chair of the Nominations Committee must table a resolution for approval by the members electing directors or, if the number of candidates is greater than the number of vacant positions, allowing for the election of the successful candidates for director by vote.
  - g. Voting must be conducted by Secret Ballot, and each ballot must include the names of all nominated candidates along with instructions on how to complete the ballot.
  - h. Each member may cast one vote for every director position being filled and may only vote once for each candidate.
  - i. Candidates receiving the largest number of votes shall be elected to fill the available director positions.
  - j. If available director positions have different term lengths due to filling vacancies of unexpired terms, candidates receiving the most votes shall be elected to longer term lengths.
  - k. A tie between candidates receiving equal numbers of votes shall be decided by a coin toss.
  - l. The Chair of the Nominations Committee must send a copy of the certified official election returns to the Board of Directors within five days of the election.

- m. The Chair of the Nominations Committee must provide a report on the conduct of the elections, including recommended improvements and lessons learned, to the Policy Finance and Governance Committee within 30 days of the election.

**Accountability**

- 7. The Policy Finance and Governance Committee is responsible for the oversight and implementation of this policy, and compliance of the nominations and elections process with the by-laws.
- 8. The Nominations Committee must certify eligible nominees and conduct elections independently of the Board of Directors.



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Tim Klodt, Chair of the Board

30 October 2019

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Date



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James Clemens, Secretary to the Board

30 October 2019

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Date