

**GOV.07.01 Nominations for the Board Policy****Policy**

1. In furtherance of its mission, the Board of the Bruce Trail Conservancy (BTC) strives to be among the most skilled, balanced and successful not-for-profit Boards in Canada and to achieve the highest standards of corporate governance. The Board works as a team to drive forward the mission, values and strategies of the BTC. The nominations process to be followed by the BTC Board is detailed in this Nominations for the Board Policy and should be read in conjunction with the Elections to the Board Policy.
2. The BTC strives to have a robust and transparent Board nominations process. This process is geared towards the identification and nomination of diverse, skills-based candidates and to ensure that all candidates have been selected through a consistent process.
3. The BTC By-laws require that there shall be elected nineteen Directors on the Board, including one Director nominated by each Club.

*New Directors and Director Vacancies*

4. The By-laws provide that each Director shall be elected to an initial term of three years and may stand for re-election for two additional three-year terms if the Director was first elected to the Board prior to the 2024 annual meeting (AGM) or for one additional three-year term if the Director was first elected at or after the 2024 AGM. Directors are eligible for re-election after an absence of three years from the Board but may not serve for more than a cumulative total of twelve years on the Board.
5. The By-laws also provide that the number of Director vacancies to be filled at the AGM will be determined by:
  - i. the number of Directors seeking re-election to a second term or a third term, as the case may be; and
  - ii. the number of Directors whose final term will end at the AGM; and/or
  - iii. the requirement that any interim appointees filling a mid-year vacancy go through the subsequent nominations and elections processes to remain on the Board.If there are no vacancies in a given year, there is no election.

*Core Competencies and Desired Skills*

6. Provincial law and the BTC By-laws set out minimum qualifications for all Directors. In addition, each year the Board establishes core competencies that are needed for effective governance of the BTC. Core competencies are complemented by additional desired skills and all of these can vary based on the changing needs of the Board. The nominations process strives to match the best mix of nominees' attributes to the needs of the Board.
7. The Governance Committee is responsible for administering Board self-evaluations to identify performance and skill gaps used to populate the Board.

*Nominating Team and Nominations Process*

8. The Governance Committee appoints a Nominating Team comprised of members of the Governance Committee, which in addition may include a minority of other Directors and BTC

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Members. Unless otherwise approved by the Board, the Nominating Team shall not include Directors seeking re-election and members of the Governance Committee seeking re-election shall recuse themselves from the nominations process.

9. The duty of the Nominating Team is to perform the preliminary work necessary to assist in the nominations process, including:
  - i. issuing through a communication to all Members of the BTC from the Board Chair a public call for qualified candidates interested in joining the BTC Board which is also posted on various social media channels;
  - ii. communicating to the Club presidents and BTC Members at large the current competency and skill requirements of the Board;
  - iii. outreach to Club presidents whose Club-nominated Director will be stepping down from the Board during the current nominations cycle encouraging them to propose a candidate for the nominations process,
  - iv. interviewing candidates; and
  - v. submitting a report (including a list of recommended Director nominees) to the Governance Committee for its consideration.
10. The Governance Committee then recommends nominees to the Board for its consideration and approval. The Board, in turn, presents a report of its recommended nominees to the BTC Members at the AGM. The report forms part of the AGM Package distributed to Members and posted on the BTC website prior to the AGM. The number of recommended nominees shall correspond to the number of vacancies to be filled at the AGM. The report shall also name any “other nominees” referred to in section 12.
11. When the Nominating Team has advertised for vacancies, all nominees who are not Director incumbents must have delivered to the registered office of the BTC a completed application form signed by three BTC Members before the end of business on a date determined by the Nominating Team. The Clubs that are proposing a new Club-nominated Director candidate, or the re-election for a second term of their incumbent Club-nominated Director, must provide to the Nominating Team a resolution passed by the Club’s board endorsing the nominee’s candidature. Each nominee for election to the BTC Board must be a Member of the BTC and must not be an employee of the BTC.
12. Individuals who have gone through the nominations process who are not selected to be on the recommended list of Director nominees may appear on the ballot at the AGM as ‘other nominees’ in addition to the recommended candidates as long as they meet the minimum qualifications set out in Provincial law and the BTC By-laws.

*Directors Seeking Re-election*

13. As noted above, Directors are elected to three-year terms. There is no automatic right to renewal for incumbent Directors to another term. Every Director wishing to run for a second three-year term will go through the nominations process outlined in this BTC Nominations Policy. The Governance Committee may, in its discretion, recommend, or not recommend, a

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Director standing for a second term based on the skill requirements of the Board, diversity and Director performance.

14. Incumbent Directors recommended by the Board to stand for a second term shall run for re-election at the AGM. Directors not recommended for re-election may run as ‘other nominees’ at the AGM as long as they meet the minimum requirements set out in Provincial law and the BTC By-laws.

*Clubs and Board Composition*

15. As noted above, the BTC By-laws require that there shall be nineteen Directors on the BTC Board, including one nominated by each Club. All Directors owe the same fiduciary duties to the BTC. In the spirit of ensuring Board composition includes sufficient affinity to the nine BTC Clubs, each Club has the right to propose a candidate to the nominations process who has sufficient ties with the Club to be a Director of the BTC and, as noted above, the Nominating Team will reach out to the Clubs at the beginning of the nominations cycle.
16. In the event that a Club is unable to nominate a candidate who satisfies the core competencies and desired skills, the Board shall ask the Club to submit another nominee for the Governance Committee’s consideration. If the Governance Committee is not satisfied with this second nominee, the president of the Club will be asked to stand for election to the Board as the Club’s nominee for at least one year. If the Club president does not consent to standing for election, the Governance Committee shall be tasked with finding a nominee with the necessary core competencies and desired skills who shall be asked to represent the Club at the Board. Any Director selected in this fashion shall be expected to actively engage with the Club.

*Paramountcy*

17. In the event that a conflict arises between this Nominations for the Board Policy and the BTC By-laws, the BTC By-laws shall govern in the circumstances.