

## **GOV.08.01 Elections to the Board Policy**

### **Policy**

1. This Bruce Trail Conservancy (BTC) Elections Policy shall be posted on the BTC website for public knowledge. The elections process to be followed by the BTC is detailed in this Elections Policy. The BTC Elections Policy should be read in conjunction with the BTC Nominations Policy.

### **Board Vacancy**

2. The number of vacancies to be filled at the Annual Meeting will be determined by (i) the number of Directors seeking re-election to a second or third term and (ii) the number of Directors who have left the Board, 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.

### **Elections Process**

3. The process for the election of Directors at the Annual Meeting shall be as follows:
  - a) The election shall be supervised by an election officer appointed by the Governance Committee, subject to the general authority of the Board Chair or delegate.
  - b) In the case of an election where a ballot is cast, the election officer shall be responsible for the balloting process and shall act as scrutiner.

### **First Election Motion**

4. At the start of the election, the first motion put to the Members shall be a vote on the recommended slate as a whole, comprised of the recommended nominees whose number matches the number of vacancies on the Board.
5. If the Members approve the recommended slate, that is the end of the process and the recommended slate is elected.
6. If the Members reject the recommended slate, the election moves to a vote on each nominee.
7. In this case, a ballot will contain the names in alphabetical order of nominees on the recommended slate and any other nominees.
8. As the decision to elect Directors must be made by resolution of the Members, where there is a tie, both good governance and applicable laws require the Members to use run off votes until the Board has been elected.
9. The results of the election shall be posted and announced immediately upon the conclusion of the election.
10. In accordance with the by-laws, only Members who have held membership for at least fifty (50) days prior to the date of the Annual Meeting may vote in the election.

The vigorous nominations process underpinning the elections policy has been put in place to ensure all Clubs have a presence on the BTC Board. Where contested elections arise and a

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specific Club finds they do not have ties to a Director, the Club must notify the Chair of the Board and efforts must be made to (1) have an existing Director to develop links to the Club at issue, or (2) where (1) is not appropriate, to ensure the Club President is an invitee to all Board meetings until such time where a Director with sufficient ties is put in place.