

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. Achieving the highest standards of 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 is detailed in this Nominations Policy and should be read in conjunction with the BTC Elections Policy.
2. The BTC has a robust and transparent nominations process; this process is geared towards the identification and nomination of a diverse, skills-based slate of candidates and to ensure that all candidates have been selected through the same process.

Director Vacancy

3. The number of vacancies to be filled at any Annual Meeting will be determined by the number of Directors who have left the Board or have completed a first or second term. Interim appointees who are filling a position created by a mid-year vacancy must also go through the subsequent nominations and elections processes to remain on the Board.

Core Competencies and Desired Skills

4. Provincial law and the by-laws of the BTC set forth minimum standards for all nominees. There are core competencies a Director is reasonably expected to have. Core competencies are complemented by additional desired skills that can vary from year-to-year 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.
5. The Governance Committee is responsible for administering Board, peer and self-assessment to identify performance and skill gaps used to populate the Board.

Nominating Team

6. The Governance Committee appoints a Nominating Team comprised of members of the Governance Committee, which may include a minority of other Board members or BTC members. The Nominating Team shall not include Directors seeking election. Members of the Governance Committee seeking election shall recuse themselves from the nominations process.
7. The duty of the Nominating Team is to perform the preliminary work necessary to assist in the nominations process, including advertising, interviewing and other functions as required by the Governance Committee and to submit a report (including a slate of recommended nominees) to the Governance Committee for its consideration; the Governance Committee then recommends a slate of nominees to the Board for its consideration. The Board, in turn, presents a "recommended slate" of nominees to the BTC members at the Annual Meeting.
8. The Nominating Team shall publish a report in an issue of the Bruce Trail Magazine (or any successor thereto) and on the BTC website prior to the Annual Meeting listing the names and a brief profile of individuals on the recommended slate and of any other nominees.

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Recommended Slate

9. The nominations process shall determine a recommended slate consisting of nominees recommended through the nominations process and approved by the Board whose core competencies and desired skills best match the requirements of the Board. The number of these nominees will match the number of vacancies on the Board. This slate is recommended to the Membership at the Annual Meeting for election.
10. Individuals who have gone through the nominations process who are not selected to be on the recommended slate may appear on the ballot as ‘other nominees’.

Existing Directors Seeking Re-election

11. Directors are elected to three-year terms. There is no automatic right to renewal for existing Directors to another term. Every Director wishing to run for a second or third three-year term will go through the nominations process contemplated in this BTC Nominations Policy. The Governance Committee may, at its discretion, recommend, or not recommend, an existing Director standing for a second or third term based on the skill requirements of the Board, diversity and Director performance.
12. Existing Directors encouraged by the Governance Committee and recommended to stand for a second or third term shall run for re-election on the recommended slate at the Annual Meeting. Directors not recommended for re-election are, nevertheless, able to run as ‘other nominees’ at the Annual Meeting as long as they meet the minimum requirements as set out in Provincial law and in the BTC by-laws.

Clubs and Board Composition

13. There shall be nineteen Directors on the BTC Board, who serve at the pleasure of the BTC Membership and owe fiduciary duties to the BTC. There is only one type of Director. 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.
14. Each Club is encouraged to participate in the nominations process. While the nominations process needs to balance the human resource capabilities of a Club with the needs of the Board, the nomination process follows the same process for all nominees taking into account core competencies and desired skills, the Provincial law and BTC by-laws.
15. In the event that a Club is unable to nominate a candidate that 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 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. This Director shall be expected to actively engage with the Club. The Board’s skill requirements shall be communicated to the Club Presidents as soon as possible in the nominations process.

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Nominee Requirements

16. When the Nominating Team has advertised for vacancies, all nominees 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 nominee must be a Member of the BTC. The nominee must not be an employee of the BTC. All nominees, recommended or not, shall go through the nominations process and, in the very least, be compliant with the nomination requirements of Provincial law and the by-laws of the BTC.