

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Governance Committee

**DATE:** July 27, 2020

**SUBJECT:** 12.4 Expressions of Interest and Eligibility Criteria

☒ For Decision

☐ For Information

☐ Monitoring Report

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### Purpose:

To review proposed amendments to By-Law Article 9 that will require Directors to submit their written intent to run for the Executive Committee at least 14 days prior to the election.

### Background:

At its February 26, 2020, meeting, the Board directed the Governance Committee to consider the question of introducing a mandatory requirement for directors to submit an expression of interest as a precondition to running for election to the Executive Committee.

The Governance Committee discussed this issue at its June 9, 2020 meeting, and considered the feedback provided by Board members at the February 26, 2020 meeting. The Governance Committee agreed as follows:

- It would recommend a by-law amendment to the Board making it mandatory for directors interested in running for the Executive Committee to submit their expression of interest at least 14 days before the election.
- There should be a fallback provision whereby nominations would be permitted at the table of no expressions of interest are received by the deadline.
- The process should not preclude incoming directors from expressing their interest in running for the Executive Committee, even though they will not be eligible to vote in the election.

### For Consideration:

Proposed by-law amendments are attached for the Board's consideration. Under the proposed amendments:

- Anyone wishing to run for Executive Committee elections will be required to submit their expression of interest to the Registrar at least 14 days before the election

- Only those individuals who submitted their expression of interest may be nominated and seconded at the meeting. If, however, there are no candidates who submitted their written intent by the deadline, another director can be nominated at the meeting
- A definition of “Incoming Director” has been added to Article 1 to make it clear that elected directors who have not yet started their term can submit their expression of interest in running for the Executive Committee

**Public Interest Considerations:**

This change in mandatory requirements for directors to submit an expression of interest as a precondition to running for elections to the Executive Committee will promote the following:

- Help other Directors make decisions about who to nominate and vote for
- Make the process fairer and more transparent by discouraging discussions about candidates outside of board meetings
- Provide a means to demonstrate how the board member meets the competencies required for the executive role
- Reflects that the Board, entrusted with the responsibility to maintain accountability, transparency, integrity, and the enforcement of key principles, can continue to be an effective governing body

**Recommendations:**

To approve the attached By-law Article 9 as recommended by the Governance Committee.

## ARTICLE 1: INTERPRETATION

### 1.1 Definitions

"Incoming Director" means a Registrant who has been elected to the Board in accordance with Article 6 but whose term does not commence until January 1 of the upcoming calendar year.

## ARTICLE 9: OFFICERS

### 9.1 Election of Executive Committee

(a) All Executive Committee members are officers of the College.

(b) The members of the Executive Committee shall be elected annually by secret ballot by a majority vote of the Directors present at the Last Annual Meeting. In the event that the election of any officer is not held or a default in such election occurs within the meaning of Article 9.1(~~de~~), the then-incumbent shall hold office until such officer's successor is elected or until such officer's earlier resignation.

~~(b)~~(c) A Director or Incoming Director's expression of interest in seeking nomination as a member of the Executive Committee must be submitted to the Registrar in writing no later than 14 days before the Board meeting where the election of the Executive Committee is to take place.

~~(c)~~(d) The election shall be conducted in the following order:

- (i) Chair;
- (ii) Vice-Chair;
- (iii) Remaining three positions, in no particular order.

~~(d)~~(e) For the purposes of determining whether a default in the election of an officer has occurred, the details of the alleged default must be submitted in writing to the chair of the meeting and circulated to all Directors prior to the ballot to accept the default. A default in the election of an officer is deemed to have occurred if the Board by secret ballot by a majority vote of the Directors present accepts the alleged default.

~~(e)~~(f) At any meeting at which the election of an officer shall take place, a neutral party shall be invited to take the chair of such meeting.

(g) Directors or Incoming Directors who ~~wish~~ submitted their expression of interest in accordance with Article 9.1(c) are eligible for nomination to be members of the

Executive Committee. Each Director or Incoming Director must be separately nominated and seconded for such positions.

~~(f)~~(h) In the event that no Director or Incoming Director is eligible for nomination in accordance with Article 9.1(g), the meeting chair may open the floor to nominations of any other Director. Such nominations must be seconded.

~~(g)~~(i) In the event that only one Director or Incoming Director is a candidate for a position on the Executive Committee, that candidate shall be declared elected by acclamation.

~~(h)~~(j) In the event that there is more than one candidate for a position on the Executive Committee the candidate who receives a majority of the votes cast on a ballot shall be declared elected.

~~(i)~~(k) Where no candidate receives a majority of the votes cast, a second vote will take place. Where no candidate receives a majority of the votes cast following the second vote, the person with the least amount of votes shall automatically be removed from the ballot and a third vote shall take place. This process will be repeated until such time as one candidate receives a majority of votes, the vote is tied, or only two candidates remain on the ballot.

~~(j)~~(l) In the event of a tie vote, additional rounds of voting shall be conducted until one candidate receives a majority, for a maximum of two additional rounds of voting. In the event that the vote is still tied after two additional rounds of voting, the neutral meeting chair or his or her delegate shall break the tie by lot.