

NOMINATING POLICIES AND PROCEDURES

PREAMBULE

This policy is developed for PIJAC Canada and respects and is subject to all of the terms and conditions set forth in the By-Laws of PIJAC Canada.

Legal Issues

Serving on a board of directors is not the perilous activity that some might have you believe. Ordinary caution, honesty and knowledge of how the organization conducts its business allow volunteer board members to direct the organization faithfully and avoid the pitfalls of breach of confidentiality, conflict of interest and personal liability.

Any activity involves a certain amount of risk. This is true for not-for-profit and charitable organizations as well as for the individuals who serve on their boards as directors.

When an individual agrees to serve on the board of directors of a community-based organization, he or she assumes a degree of personal risk. Board members have certain duties and obligations to the organization and its membership, to government and to those with whom the organization interacts (such as employees, volunteers, clients, suppliers). These responsibilities carry with them the potential for liability. Unfortunately, there is no simple rule that defines these potential liabilities.

Board members should know and understand the responsibilities and risks involved. A deliberate or negligent lack of knowledge of the affairs of the organization will not be a satisfactory excuse.

In order to minimize risks, board members should understand their legal responsibilities and consider adhering to guidelines for minimizing risk of personal liability.

They should also comprehend their organization's bylaws or the rules and procedures that the organization follows in conducting its business.

Another important factor for new board members to understand is to determine how their organization deals with managing risk. It is vital for an organization to focus on risk management in order to limit liability for the organization. Organizations develop options for dealing with negative situations, which may harm the organization.

Guidelines for Minimizing the Risks of Personal Liability

Individual responsibility

1. Attend board meetings whenever you are reasonably able to do so.
2. Read the minutes of board meetings.
3. Ask that all reports be written and circulated or given orally at board meetings.
4. Be familiar with your organization's purpose, objectives, goals and programs.
5. Assure yourself that the organization is fulfilling the requirements of its bylaws and those of Canada Customs and Revenue Agency.
6. Ensure the organization's affairs are being managed in a manner consistent with its mission and mandate as stated in the constitution.
7. Be certain that you are a member of the organization as outlined in the bylaws.
8. Avoid any conflict of interest or any appearance of personal gain.

Financial responsibility

9. Become familiar with your organization's finances, including the budget and budget process.
10. Know who is authorized to sign checks and for what amount.
11. Be sure your organization's books are audited on an annual basis by a reputable firm of chartered public accountants.
12. Ensure that staff income and payroll taxes are withheld and submitted to Canada Revenue Agency

Responsibility for organizational policies

13. Be certain that policies are written in a clear and unambiguous manner and are acted on.
14. Insist that there are clear personnel policies, including job descriptions and annual staff evaluations.
15. Insist that nomination and membership procedures set out in the bylaws are followed.
16. Be sure your organization has a policy on volunteer responsibility, authority, and eligibility.
17. Question all matters concerning policy and practice.

Responsibility for public profile

18. Inform yourself on how the organization is viewed in the community. Scrutinize and monitor any publications put out by the organization.

A formal nominating committee is recommended to assist PIJAC Canada with the process of recruiting Board members.

PURPOSE

The purpose of the Nominating Committee of the Board of Directors of PIJAC Canada will be to:

- (i) identify, review and evaluate candidates to serve as directors of PIJAC Canada, and make recommendations to the Board of candidates for all directorships to be filled;
- (ii) consider and make recommendations to the Board concerning the size and composition of the Board.

GOVERNANCE/TERMS OF REFERENCE

The Chair of the Nominating Committee and at least two (2) members are elected for a term of one (1) year by the Board of Directors. The Committee's chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee.

The PIJAC Canada Nominating Committee is elected by and accountable to both the membership and the Board of Directors to recruit Board Directors who shall oversee the Reason for Being, Values and strategic plans of PIJAC Canada.

In accordance with the Values of PIJAC Canada, the Nominating Committee seeks to ensure that the Board of Directors is inclusive and at least parallels the diversity of our community. If there is a high degree of diversity at the Board leadership level, we hope that our policies, priorities and plans will include those diverse perspectives.

Normally, the Nominating Committee deliberates twice during the year. At the first meeting, the Committee makes a preliminary selection of candidates to investigate as prospective Trustees

(Board members). The Committee formulates final recommendations to present to the Board in the following three (3) areas:

- 1) New Board Members;
- 2) Board Members eligible for reelection; and
- 3) Officers for the following fiscal year.

The Committee will have the full power and authority to carry out the following responsibilities:

1. Develop Criteria and Qualifications

Develop criteria and qualifications for selecting new members in good standing. For all potential candidates, the Committee shall consider all factors it deems relevant, such as a candidate's personal integrity and sound judgment, business and professional skills and experience, independence, possible conflicts of interest, diversity, the extent to which the candidate would fill a present need on the Board.

2. At the first Committee meeting each year, the Committee shall review the nominating policy and procedures and recommend changes or continuation of the existing policy and procedures to the Board of Directors.
3. Nomination Committee will survey current Board Directors to determine the range of skills, knowledge, interests, experience, diversity, geographic location, available volunteer time and length of time on the Board.
4. Committee will prepare a call for nomination notice, to be distributed throughout, using a broad range of contacts and media. The notice will describe the skills and experience the Committee is seeking and ask suitable interested candidates to contact the Committee Chair. Internally, Board, staff, and volunteers will be briefed on the nomination process and priorities. We will ask them to discuss our need for Board Directors with friends and acquaintances and encourage suitable interested individuals to contact the Committee Chair. Nomination to the Board of former employees will not be considered for one full year after their employment with PIJAC Canada has ended, in order to ensure that a clear change in roles has occurred, and to avoid the perception of conflict of interest.

5. Information Gathering

Prepare brief biographical sketches for the appropriate number of candidates. Proposals to and from individuals to the Nominating Committee regarding individual candidates shall be considered confidential.

6. Selection Procedures

The Nominating Committee meets to review the names and biographical sketches to formulate a preliminary list of prospective nominees. The President reviews the list of prospective nominees with the Chair of the Nominating Committee.

7. The Chair, the Nominating Committee Chair, or their designees contacts each prospective nominee, either in person or by telephone to ensure that the Board responsibilities are clearly understood and to ascertain the nominee's commitment to the responsibilities for the prescribed term.
8. If the prospective Member is interested in joining the Board of PIJAC Canada, then they are invited to participate in an information meeting. They will be asked to confirm their intention

to attend by filling out an application form, to include personal profile information and references.

9. Information meetings or interviews will be held, providing prospective candidates with as much information as possible about responsibilities of a Board Director, and current information about PIJAC Canada. The meeting will be designed to promote group interaction, gather information about the skills and interests of the candidates, and, when possible, solicit feedback on the information distributed, and the recruiting process. The election process, as determined by PIJAC Canada By-laws will be explained. The Committee will attempt to make information and forms accessible to potential candidates. At the end of the meeting anyone wishing to withdraw their application may do so.

References may be consulted when the candidate is unknown to the Committee, or when the candidate has been unable to attend the information meeting, or when the Committee feels that reference checking will assist them in making appropriate recommendations.

10. After the initial contact has ensured the interest of the prospective nominee, staff provides each potential nominee with the following material:
 - a) Articles and bylaws of PIJAC Canada.
 - b) Minutes of the past two (2) Board meetings.
 - c) Audited financial statement (most recent).
 - d) Other documents as deemed necessary.
11. The party making the initial contact immediately advises the Board of PIJAC Canada on the response of each prospective nominee to ensure that no more than the prescribed number of new members will be invited to join the Board.
12. To prepare a slate of Board nominees, the Nominations Committee will first consider those Board Directors who wish to renew their membership for another term, providing those members have demonstrated by meeting attendance and active participation, an interest and commitment to PIJAC Canada.
13. The Committee will then choose from the signed applications (Board Candidate Form) those persons who might best meet the needs of the Board.
14. In filling the Executive slate, the Committee will review the survey of current Board Directors. Current Executive Committee members will be asked whether they wish to be considered for another year in the same position or in some other position. The Committee will consider past performance and contributions, the match of skills and experience with challenges ahead, and the advice of the Chairman, President and CEO, and Board members on the Committee. The Committee will also consider other Board Directors, who have indicated interest, been suggested by peers, or who have the necessary skills.
15. The Board will be asked to approve the Executive Slate, at to the January meeting.
16. In filling the Nominating Committee slate, the Committee will consider continuity, access to new or a variety of networks in the community, skills and diversity.
17. At the second meeting, the Nominating Committee agrees on a final list of nominees to recommend to the Board for approval.

18. **Board Effectiveness Evaluation.**

The Nominating Committee can evaluate the overall effectiveness of the Board and make recommendations to the Board resulting from the findings of its evaluation. The Nominating Committee will conduct its evaluation in such manner as it deems appropriate.

19. **Meetings**

The Committee will hold meetings, and may meet in executive sessions as when the Committee deems appropriate. The Committee may meet by telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and may take action by written consent. A majority of the members of the Committee, or a duly appointed subcommittee thereof, shall constitute a quorum.

20. **Reporting**

The Chairperson shall report on the Committee's activities at Board meetings and periodically update the Board on material developments in the area of corporate governance and annually provide the required information regarding the Committee's "nominating" responsibilities to be included in PIJAC Canada's Annual Report. The Nominating Committee will keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Nominating Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Nominating Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

21. **Orientation**

PIJAC Canada staff will schedule an orientation session to acquaint the new Board members more fully with the history, goals and operation of PIJAC Canada.

22. Board members are required to be on at least one committee of PIJAC Canada.

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