

BOARD NOMINATION, SELECTION AND RENEWAL POLICY

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Drafted by	Board of Directors	Approved by board on	February 19, 2014
Responsible person	Board of Governance	Scheduled review date	February 2015

Introduction

It is important to the CBDC Victoria Madawaska-South to identify and attract individuals who are interested in serving as potential Directors and who possess the skills and attributes that will assist the organization in achieving its strategic plan and business objectives. It is also important to ensure that members of the Board are renewed from time to time, in order that fresh ideas and energy can contribute to the overall success of the organization.

Purpose

This Board Nomination, Selection and Renewal Policy is a tool to ensure that the Governance Committee of the Board of Directors can fulfill its responsibilities set out in the Governance Committee Mandate. This Policy includes director selection criteria against which potential candidates for the Board of Directors can be evaluated, and also sets out the requirements for board renewal that will guide the Governance Committee in determining annual requirements for nominations and elections.

Governance Committee Mandate

The Governance Committee of the Board of Directors of CBDC Victoria Madawaska-South is charged with the responsibility to nominate qualified individuals as candidates for election to the Board of Directors of CBDC Victoria Madawaska-South.

In discharging this responsibility, the Governance Committee shall adhere to the requirements of:

- Board Recruitment Policy
- Board Selection and Renewal Policy
- Bylaws of CBDC Victoria Madawaska-South

In addition to the requirements of the Policies and Bylaws, the Governance Committee shall ensure that proposed nominees to the Board of Directors:

1. Are readily available to engage fully in the work of the Board;
2. Understand and accept that they will be required normally to attend monthly meetings of the Board and, from time to time, special meetings in addition to participation in the Annual General Meeting (“AGM”); and

3. Are prepared, if elected, to undertake the necessary work to familiarize themselves with the governance, regulatory and operational issues relevant to the functions of a Director of CBDC Victoria Madawaska-South (relevant training is available).

The specific activities of the Governance Committee include:

1. Identify the board positions that will be up for election at the AGM either through the term of office expiring or due to a board member vacating a position prior to its term conclusion.
2. Prepare or review and revise position descriptions for all to be vacant board positions.
3. Brainstorm, with the help of the board, potential replacements for each position that have the pre-requisite skill set.
4. Prioritize the list of recruits for each position, identify who is to contact the number one recruit for each position and establish a timeframe for reporting back to the chair.
5. Develop a standard recruitment 'pitch'.
6. Put together an information kit on the CBDC and the position. (Position description, brief overview of the CBDC, board list, financial statements, insurance coverage, etc).
7. Make personal contact with priority recruit for each position, and if interested, provide information kit.
8. Follow-up with personal contact to get answer. Advise chair either way.
9. If no, repeat process with number 2 prospect on the list.
10. If yes, advise them of date for AGM and next steps in process.
11. Advise the board of the list of candidates that have agreed to let their name stand at the AGM and also where any remaining vacancies are and what is being done to find candidates for them.
12. Let names stand at the AGM along with any nominations from the floor.

Director Selection Criteria

In considering the nominations of individuals to serve on the Board of Directors of CBDC Victoria Madawaska-South, the Governance Committee will be using the following criteria to determine which candidates will be recommended to members:

- **Personal Attributes:** Every director must adhere to the highest ethical standards, display solid business judgment, and have strong interpersonal skills. Preferred candidates will be financially literate.
- **Diversity:** The Board of CBDC Victoria Madawaska-South, as a whole, should reflect diversity of skills, experience, and perspective.
- **Specific Skills and Experience:** In considering the attributes of candidates, the Governance Committee will have first considered the existing composition of the Board of Directors and will have identified the number of vacancies to be filled in order to determine the gaps in skills and attributes that should be filled in any given year. In making this assessment, the overall Board composition should reflect representation of the following competencies:

- Risk management leadership experience in an organization of similar size and/or complexity to CBDC Victoria Madawaska-South;
- Previous board experience in the profit or not-for-profit sectors;
- Financial literacy, with the proven ability to read and interpret financial statements; at least one member with a professional financial designation is desirable;
- Strategic planning experience, strong business acumen with a focus on entrepreneurial success;
- Community-mindedness demonstrated through volunteer experience with community boards;
- Experience in legal matters;
- Experience/expertise in the field of economics, finance, treasury or investment services;
- Supports the purpose and strategic initiatives of CBDC Victoria Madawaska-South and its role as a leader in community economic development;
- Understands the principles behind and share the vision of CBDC Victoria Madawaska-South and have the ability to reflect the values and commitments of the CBDC Victoria Madawaska-South as well as acting in the best interests of CBDC Victoria Madawaska-South at all times;
- Understands the duties and responsibilities of a director and wants to bring a unique perspective to the Board of Directors;
- Able to participate assertively in the deliberations of the Board;
- Able to devote the time and effort necessary for the good governance and betterment of CBDC Victoria Madawaska-South.

In assessing potential candidates, in addition to the selection criteria set out above, the Governance Committee shall consider the overall composition of the Board of Directors and shall strive to ensure diversity in terms of geographic coverage of the area served by CBDC Victoria Madawaska-South, gender representation, cultural and linguistic representation, and other indicia of diversity.

Procedures

1. The Corporation shall be governed by a Board of Directors not to exceed ten (10) Directors elected as provided for hereafter;

TOTAL	AREA
2	Perth-Andover/Aroostook/Tobique
1	Plaster Rock
1	New Denmark
1	Drummond
1	Ste-Anne/Notre-Dame de Lourdes/Siegas
2	Grand Falls
1	St. Léonard/St. Léonard Parent
1	Saint-André

2. Without exception, no individual will serve more than three consecutive three year terms.

3. After having vacated the board and any committees of the board for a minimum of one year, a member may reapply to be considered for a vacant board position; or other extenuating circumstances which are acceptable to ACOA.

4. In an effort to initiate board renewal, an example for rotation could include the following; at the 2014 Annual General Meeting, the directors shall be elected for a three year term.

5. If a vacancy on the Board of Directors occurs between AGMs, then the Governance Committee will convene to consider whether a replacement Director should be nominated. If the AGM is more than six months away, the vacancy should be filled as soon as possible. If the AGM is less than six months away then the vacancy can be filled at the AGM. In the event that a replacement Director is nominated, the new Director will be appointed by the Board of Directors and would fulfill the remaining term of the vacancy.

Exceptions to Term Limits

Provincial or Atlantic Board Service

Subject to Board approval, a member in good standing who sits on the Provincial or Atlantic Association may have his or her term of office extended by the same period of time served on those Associations.

Responsibilities

The Governance Committee of the Board of Directors is responsible for the recruitment and nomination of Directors to the Board in accordance with the Governance Committee Mandate. The recruitment of incoming Directors is an ongoing process but shall commence at the Fall meeting of the Board of Directors and must include a direct communication to the public and CBDC stakeholders to determine expressions of interest in becoming Directors. A public announcement soliciting candidates from the community at large may be placed in local newspapers and shall be placed on the CBDC Victoria Madawaska-South website. Solicitation of candidates through personal contacts of existing Board members is encouraged.

The Governance Committee will review, interview, fill out a “Directors Competency Matrix” and assess all applicants, and will nominate the proposed slate of Directors for election or re-election to the Board at the Board meeting immediately prior to the Annual General Meeting. New directors are elected at the Annual General Meeting.

Calendar

- **Fall meeting:** Identify required number of nominees for next AGM and review potential candidates. Publish invitation for expressions of interest.
- **Winter meeting:** Identify preferred nominees and assign responsibility for individual recruitment.
- **Spring meeting:** Confirm nominees and recommend to the Board of Directors
- **Annual General Meeting:** Elect new directors.

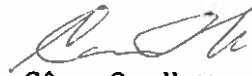
Related Documents

- Board Recruitment Policy

Authorization



Gaitan Michaud
President



Côme Ouellette
Secretary