

Board Elections Process Policy

Approved: December 2020

Purpose

The purpose of these Procedures is to outline the general rules and guidelines that will govern the conduct of elections for Board of Director positions on the National Board of **fmi | igf**.

General

1. The **fmi | igf** Governance Committee will have overall responsibility and authority for elections to the Board of Directors of **fmi | igf**.
2. A Nominating and Elections Committee will be enacted by the Governance Officer and will consist of a minimum of three (3) members representing each of the three regions.
3. Elections will be held at the Annual General Meeting of the members each year.
4. A Special Meeting of the Members may be called in accordance with the bylaws to conduct an election under special circumstances.

Roles and Responsibilities

The Governance and Nominating Committees shall have the following responsibilities in the conduct of the Board of Election elections:

- a) Interpret the election procedures;
- b) Prepare an Election Schedule with timeline for Board elections to the Board of Directors;
- c) Prepare a gap analysis
- d) Prepare and distribute a Call for Interest for the Election to the Board of Directors;
- e) Receive and verify the eligibility of all nominees for the Board elections;
- f) Evaluate candidates for eligibility
- g) Prepare ballots and oversee voting procedures
- h) Investigate and report to Governance Officer any irregularities and/or infractions of the election procedures who will then report to the Board;
- i) Recommend updates and/or revisions to Board election policy and procedures

Board Composition

1. As per bylaw 6.1, the National Board of Directors of **fmi | igf** shall consist of a minimum of six (6) Directors to a maximum of ten (10) Directors. Each of the regions shall be represented on the Board by at least one member.
2. Three of the directors will be nominated as Regional representatives from chapters and members in the following regions: a) Eastern, b) Central, c) Western.
3. Board members will hold a two (2) year term.

Filling Vacancies

1. Where one or more Directors cease (by reason of resignation, removal, lack of eligibility or death) to hold office during the term to which they were elected, there is a vacancy and the Board has the authority (subject to the exception in section 6.4) to appoint an individual to fill each such vacancy.
2. The Board is not obligated to fill such a vacancy, but can exercise its discretion to wait until next election. The Board can fill a vacancy at any point after it occurs until the date on which notice of the next annual general meeting is given.
3. If the Board wishes to appoint an individual to fill a vacancy, it will do so by Board Resolution. In considering candidates to fill the vacancy, the Board may have reference to the list of potential candidates for election maintained by the governance committee.
4. An individual elected or appointed to fill a vacancy holds office for the unexpired term of his or her predecessor, after which he or she may be nominated and elected in accordance with the Bylaws and this policy.
5. The period served by a replacement Director to fill a vacancy will not be considered a term and will not count towards the term limits set out in the Bylaws

Nomination Process

1. Not less than three (3) months prior to the Annual General Meeting, the Governance Committee will prepare the following information for the Board of Directors to review:
 - a. List of Directors whose terms are up for election
 - b. Number of positions that are currently or will become available for election at the Annual General Meeting
 - c. The term of each position to be filled
 - d. A summary of the skill set needed to match the approved board profile.
 - e. Present members of the Nominating Committee
2. The Nominating Committee will prepare an Election Plan for the Board that includes:
 - a. Confirm election date
 - b. Set opening and closing date of nominations. Close date must be a minimum of thirty (30) days before the AGM or the date of election, and the nomination period must not be less than thirty (30) days in total
 - c. Ensure all communications are distributed in both official languages
 - d. Prepare Slate of Nominees
 - e. Organize voting
3. The Nominating Committee may contact candidates to solicit their interest in running for election as a Director and to request further information as necessary.
4. On the date set to open nominations, the committee will circulate to all Directors and members a request for nominations

5. The nomination package will include the following information and documents:
 - a. The number of directors positions to be filled
 - b. The term of each position
 - c. The preferred skill profile
 - d. Instructions on how to nominate a candidate and where to send the nomination
 - e. The date of close of nominations

6. Individuals who wish to stand for election must fill out the required nomination forms and provide all other relevant information requested by the Nominating Committee. This may include the following:
 - a. Nomination Form
 - b. Candidate's CV & Cover Letter
 - c. Skill Matrix
 - d. Names of three (3) **fmi | igf** members in good standing who support the nomination
 - e. Photo
 - f. Short Biography

7. Nomination materials must be submitted according to the specified process and deadlines. Incomplete nomination materials or nomination materials submitted after the deadline will not be accepted.

8. Nominees will receive notification of their eligibility status by the Nominating Committee. Only nominees who have received confirmation of eligibility will be allowed to stand for election.

9. A nominee may withdraw their nomination by submitting a signed statement to the Nominating Committee any time before the close of nominations and at any time thereafter up to two business days following the close of nominations.

10. The Nominating Committee will review all information available for all candidates, including the information provided by the candidate. Following review the committee may remove any nominated candidate who is clearly and demonstrably unsuitable to stand for election as a Director.

11. The committee may endorse certain candidates for election based on the candidate's skills and experience generally, their alignment with the skill profile and their ability to generally contribute to the effective governance of the organization.

12. Fifteen days (15) before election (in-person or online) and following the close of nominations, the Nominating Committee will distribute the following information:
 - a. The number of Director positions to be filled
 - b. The number of nominations received and reviewed by the committee

- c. A list of candidates along with a brief profile outlining their relevant skills and experience
- d. Candidates, if any, that are endorsed by the committee as preferred candidates for election based on needs and skill sets

Election

1. Directors will normally be elected by Ordinary Resolution (majority of members who voted) at each election of the members and will take office within ten (10) days of said meeting.
2. All Members in good standing are entitled to cast a vote on matters for determination at the annual general meeting, which includes the election (or acclamation) of Directors. A person who is not a Member, or a Member who is not in good standing, is not eligible to cast a vote in the election of Directors
3. In elections where the number of candidates exceeds the number of vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Each member in good standing will be permitted one vote for each vacancy.
4. At the annual general meeting, when the agenda dictates, the chair of the committee will provide a verbal report to the meeting, setting out:
 - the number of Director positions to be filled
 - the number and names of the nominees for election;
 - which candidates, if any, are endorsed by the committee as preferred candidates for election; and
 - outline the relevant process for completing the ballots and conducting the election.

In the case of an electronic vote, these points will be included as part of the communication to the members.

5. Each Member may mark their ballots by indicating the candidates which he or she desires to elect, up to the number of vacant positions to be filled. A ballot that marks more candidates than the positions available, or a ballot that is otherwise illegible, is void and will not be counted in the election.
6. The Nominating Committee will select a scrutineer. Scrutineers will review and count all ballots cast for an election, including an acclamation vote and any run-off elections.
7. Candidates for election are not entitled to participate or observe the counting of ballots
8. Following the determination of the results, the chair of the nominations committee will announce the results of the election. The results of the election will be posted to the **fmi | igf** website as soon as possible after the meeting.

9. Candidates will be deemed elected in order of those candidates receiving the most votes.
10. Election may occur in person or may be held online.
11. In the case of online voting, the Governance and Nominating Committee will communicate details on voting procedures and eligibility by email to the members a minimum of fourteen (14) days prior to the opening of the election, and will post the information to the **fmi | igf** website

Violations of the Election Procedures & Appeals

1. Allegations of violation of the election procedures must be submitted to the Governance Committee in writing. Complaints submitted anonymously will not be investigated
2. Appeals related to the election may be made in writing to the Chair of the Governance Committee. Appeals must be made within ten (10) business days of the receipt of the election decision and must contain:
 - i. The specific decision being appealed;
 - ii. Written documentation of the reason(s) for the appeal; and (iii) A summary of the evidence in support of grounds for appeal.

If an appeal is submitted while the election is in process, the Governance Committee will render a decision on the appeal within 24 hours, or as soon as practicable.

If a candidate is appealing disqualification from the election, the candidate will be allowed to continue their campaign until the outcome of the appeal is determined.

Decisions of GNC are binding.

Election Recall

Where the Governance Committee has determined that significant irregularities or violations of election procedures have occurred, a recommendation may be made for the election results to be overturned and a new election to be held.