

Nomination and Election of Board Members – Policy

Purpose

The Sooke Fine Arts Society Board of Directors is charged with steering the organization in accordance with its mission and values, and overseeing all aspects of its operations. The Board fulfills this mandate by

- developing appropriate structures, policies and strategic plans;
- communicating effectively with members, stakeholders and the public;
- avoiding conflicts of interest;
- ensuring financial stability;
- evaluating overall performance vis-à-vis stated objectives;
- hiring and supervising staff, as appropriate; and
- planning for board succession.

The Board is more than the sum of its parts and should ideally be made up of individuals who bring a wide array of competencies to the task of governing. Board members should also be committed to the Society's mission and understand its activities, the environment in which it functions, and the challenges and risks it faces. As the Society evolves and circumstances change, the 'right' mix of competencies will also change.

The intent of this policy is to ensure that the Board comprises individuals whose values, skill sets and experiences collectively contribute to the effective governance of the Sooke Fine Arts Society. It is also intended as a guide to assist the Nominating Committee in identifying gaps in board composition and finding individuals with the qualifications to fill those gaps.

Board Composition and Terms of Office

The Board shall comprise nine (9) members. Board members are elected by members at the Annual General Meeting (AGM) for a term of three years. A board member may be re-elected for a term of two years and may, following a one-year hiatus, be elected for another three-year term. The maximum number of years any individual may serve on the Board is eight. Elections are staggered, with three directors elected each year to ensure continuity. Vacancies may be filled by appointment until the following AGM. The Board selects its own officers.

Role of Nominating Committee

The Nominating Committee is a standing committee of the Board and has overall responsibility for

- developing, implementing and evaluating processes to facilitate the attraction, orientation, and effective participation of board members;
- developing recommendations pertaining to terms of office for and the election of directors;
- defining a strategy for board succession;
- identifying and recommending candidates for election at the AGM and for mid-term appointments to the Board as required; and
- overseeing the election of directors at the AGM.

The Board will determine the size and composition of the Nominating Committee. The Nominating Committee may, at the Board's discretion, include non-board members, but the chair of the Nominating Committee must be a member of the Board.

Nomination Process

The Nominating Committee

1. considers the skills, experience, and qualities of the current directors to determine the Board's needs;
2. determines the number of vacancies to be filled and the criteria to be met in filling those vacancies;
3. identifies potential candidates through such means as
 - input from other members of the Board, team leaders and/or the Executive Director,
 - a direct invitation to SFAS members at the annual kick-off meeting,
 - ads on the SFAS website and/or in local news media, and
 - discussion with community leaders, other art organizations and/or volunteer groups;
4. solicits from potential candidates (excluding those directors standing for re-election) a covering letter along with
 - a concise, up-to-date résumé, and
 - a summary statement of 250-300 words outline how they see their values, skills and experiences contributing to the role of governing the Society;
5. reviews the applications, talks with/interviews the applicants to assess their qualifications and 'fit' vis-à-vis the Board's needs and the established criteria, and develops a recommended list of candidates for the Board's consideration;
6. following the Board's deliberations, notifies each applicant, advising either that
 - he/she will be endorsed by the Board (i.e. is a nominee) for election at the AGM provided that he/she is a member in good standing at that time, OR
 - that he/she will not be endorsed by the Board for election at the AGM but remains eligible for nomination from the floor provided he/she communicates the intention to do so to the Nominating Committee at least six weeks prior to the AGM and that he/she is a member in good standing at the time of the AGM; and
 - ensures that the names and summary statements of all candidates, both nominees for election and those individuals indicating their desire to seek nomination from the floor, are in the hands of the Secretary and ready for circulation to the membership at least six weeks prior to the AGM, with the nominees so indicated; and
7. manages the election of directors at the AGM.

Election Process

At the Annual General Meeting:

1. The chair of the Nominating Committee introduces the nominees for election to the Board and, using a visual presentation, provides a brief overview of each one's qualifications.
2. If no other individuals are seeking nomination from the floor, the chair of the Nominating Committee moves that the nominees be elected as a group and calls for a seconder. Voting is by a show of hands, and a majority of those present and eligible to vote is sufficient to

confirm the nominees' election. If the vote does not carry, an individual vote is held for each nominee.

3. If other applicants have advised the Nominating Committee of their intention to seek nomination from the floor, the chair of the Nominating Committee invites additional nominations from the floor and provides anyone so nominated and duly seconded with a brief opportunity to speak. If additional candidates are nominated, voting is by secret ballot and the candidates receiving the greatest number of votes are deemed elected.

Approved by the SFAS Board of Directors on March 11, 2014.