



Recruitment and Nominations Policy

Approved – September 24, 2013

1. Objective

- 1.1 This policy is designed to help the Institute on Governance and its Board of Directors ensure an effective process for re-appointing current Directors (as per the IOG's bylaws) and identifying, recruiting and approving new Directors.

2. Definitions

- 2.1 **Institute** refers to the Institute on Governance.
- 2.2 **Board** refers to the Board of Directors of the Institute on Governance.
- 2.3 **Director** refers to an individual member of the Board of Directors.
- 2.4 **Chair** refers to the Chair of the Institute on Governance.
- 2.5 **Chair of Governance Committee** refers to the Chair of the Governance Committee.
- 2.6 **President** refers to the most senior management staff member.
- 2.7 **Staff** refers to the staff of the Institute, including the President.

3. Policy Statement

- 3.1. The Board of Directors is responsible for approving all new members to the Board of Directors of the Institute.
- 3.2. The Governance Committee is responsible for identifying and recommending new Directors to the Board of Directors for approval.
- 3.3. The recruitment and appointment of Directors is undertaken annually or as needed.
- 3.4. The Chair of the Board or the Vice Chair, and the President, are responsible for orientation of new Directors.

4. Roles and Responsibilities

4.1. Recruitment Process

- 4.1.1. To initiate the recruitment process, the Chair of the Board, in collaboration with the Chair of the Governance Committee, contacts current Directors, whose terms are expiring, to determine interest in continuing as a Director.
- 4.1.2. In consultation with the President and the Chair of the Board, the Chair of the Governance Committee recommends the number of Directors to be recruited in the cycle.
- 4.1.3. The Chair of the Governance Committee seeks input from the Chair of the Board, the Board, the President and potentially other knowledgeable individuals regarding (1) priority skills and/or other attributes required of potential new Directors; and, (2) potential candidates for the Board that fulfill these priorities and meet the requirements of the Board skills matrix. Based on all feedback, the Governance Committee creates a list of potential new Directors.

- 4.1.4. Staff prepares summaries of the experience and skills of potential nominees for the Governance Committee to review.
- 4.1.5. The Governance Committee reviews the list of nominees and identifies a short list of recommended candidates.
- 4.1.6. Prior to formally approaching potential new Directors, the Chair of the Governance Committee reviews the recommended short list with the Board of Directors.
- 4.1.7. The Chair of the Governance Committee, and/or his/her designate, contacts individuals identified on the short list to determine interest and identify any potential issues or conflicts that may result from serving as a Director on the Board. If appropriate, the President also contacts the nominees to provide additional information on the Institute.
- 4.1.8. If/when the willingness of the identified individuals to stand for nomination is confirmed, the Chair of the Governance Committee or his/her designate, in consultation with the Chair of the Board and the President, will also identify appropriate Board committees for the nominees to serve on and will consult with the nominees to confirm their interest in serving on the identified committee(s).

4.2. Approval Process

- 4.2.1. The Chair of the Governance Committee presents the recommended nominees who have agreed to stand for nomination to the Board, along with their proposed committee memberships, and recommends approval by the Board of Directors and the membership.
- 4.2.2. The Chair of the Board contacts the approved nominees to inform them of their appointment and explain the role/expectations for Directors of the Board.

4.3. Orientation

- 4.3.1. The President and IOG staff provide written and verbal orientation for each new Director prior to their attendance at their first Board meeting.
- 4.3.2. The Chair of the Governance Committee contacts new Directors to ensure that the necessary steps appropriate to their organization or work have been taken with regard to conflict of interest and integrity/ethics issues.

4.4. Ex-Board Members

- 4.4.1. Within two months of a Board Member leaving the Board of Directors, the Chair of the Governance Committee will contact the past Director to discuss the Institute and their experience as a member of the Board.
- 4.4.2. The Chair of the Governance Committee will present a summary of the feedback from the ex-Board Members to the Board of Directors and the President.

4.5. Timelines

- 4.5.1. Confirm renewals of existing Directors – March/April.
- 4.5.2. Recruitment of new potential Directors -- May/June.
- 4.5.3. Approval of new Directors by Board – September.

- 4.5.4.** Approval of new Directors by membership – AGM (typically October).
- 4.5.5.** Orientation – prior to attendance at first Board meeting.