

## **SMUSAA Society: Nomination and Election of Directors Q & A**

### *Summary of Questions:*

1. How are candidates for Directors nominated?
2. When are nominations of candidates by Society Members due and what is the procedure?
3. Is there an annual election of Directors?
4. What is the length of term of a Director and how many terms may a Director serve?
5. What are the expectations of Director?
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7. How are the nominations and elections procedures communicated to Society Members?
8. If a Mailed Ballot and E-mail Ballot election is held, what is the procedure?
9. Who is entitled to vote in elections of Directors if a mail and e-mail ballot election is required?
10. What is the difference between Nominations Committee candidates and individual member nominated candidates and how is this handled in the elections process?
11. How is the integrity of the handling of mailed and e-mailed votes assured?
12. Do Members get to meet and hear from candidates prior to the election?
13. Are Society Members notified of the results of the election?

### **1. How are candidates for Directors nominated?**

Candidates are nominated by any Society Member or Members following the publication of the Nominations Papers.

### **2. When are nominations of candidates by Society Members due?**

Annually before the end of March, the Board emails Nominations Papers to all Society Members outlining the number of candidates needed to fill vacancies on the Board of Directors. The Nomination Papers give full details and deadlines, together with nomination forms, so that if Society Members wish to nominate candidates, they may do so at that time.

### **3. Is there an annual election of Directors?**

In a typical year the positions of four Directors come up for election as Directors are elected to a three-year term and there are 9 elected Directors. If the number of nominations does not exceed the vacant Director positions, the election is by acclamation, otherwise an election is held by Mailed and E-mailed Ballot.

### **4. What is the length of term of a Director and how many terms may a Director serve?**

Directors are elected for up to a three-year term and there is no restriction on the number of terms a director may be elected.

## **5. What are the expectations of Director?**

Directors are guided by certain principles of good practice with regard to Society governance which, prior to nomination, candidates are asked to subscribe to. These principles encompass current best practice relating to governance of independent schools' alumni associations, and are adapted from those developed by the Canadian Association of Independent Schools and the Canadian Educational Standards Institute. They include:

- an undertaking to keep all board deliberations and correspondence confidential
- a separation of the interests of the Society from the specific needs of an individual Society member and observation of the proper lines of communication;
- participation in Board deliberations and decisions and agreement to accept the majority decision, once taken; and
- contribution of significant time, effort and financial support to the Society.

Directors are expected to commit to significant time and effort in serving on the Board. The commitment encompasses full preparation for, attendance at and effective participation in:

- quarterly Board meetings
- monthly committee meetings (with service on at least one committee)

Additional expectations include:

- positive contribution to the development of the Society by the use of specific knowledge and skills;
- contribution as a fiduciary of the Society, setting the course for sound fiscal and governance policy.

## **6. Are Society Directors evaluated on their effectiveness?**

Each year a comprehensive appraisal of progress relating to the governance of the Society takes place. It takes the form of an evaluation by directors of achievements made in the execution of the strategic plan and the fulfillment of the mission and includes an appraisal of the performance of individual directors, as well as the Board Chair. Additionally, each year the Nominations Committee as a separate, confidential exercise, carefully evaluates retiring directors as a pre-requisite to re-nomination.

## **7. How are the nominations and elections procedures communicated to Society Members?**

Nominations are required each year and the Board ensures that both nominations and elections are well communicated to Members. Specific mail communication, e-mail communication, and postings on the Society's website is predicated by the Bylaws to make sure entitlements and responsibilities are fully explained and informed to Members. Members may wish to refer to the Bylaws of the Society, which contain the basic information and framework under which the processes of nominations and elections are implemented.

## **8. If a Mailed and E-mailed Ballot election is held, what is the procedure?**

If, at the end of the nominations period (at least twenty-one days following the mailing of the Nominations Papers) the number of nominations exceeds the vacant Director positions, the Board mails brief biographies and statements of interest of candidates to all Society Members no later than fifty days following the date of original mailing of Nomination Papers. Also included in the mailing are a list of the continuing members of the Board, and instruments for the Mailed and E-mailed Ballot (voting forms, return envelopes, etc.) Society Members then have until the date specified in the Instruments for the Mailed Ballot to return their votes for counting.

## **9. Who is entitled to vote in elections of Directors if a mail and e-mailed ballot election is required?**

All Members of the SMUSAA Society in good standing are entitled to vote and will receive instruments for the Mailed and E-mailed Ballot in the event of an election. Eligibility for membership in the Society is specifically defined in the Bylaws (Article 2)

A. Voting- All Life Members of the University School and St. Michaels School Old Boy's Associations shall be considered members of the St. Michaels University School Alumni Association; and

B. Voting- Persons graduated from University School, St. Michaels School or St. Michaels University School (all referred to hereinafter as the "School") and/or at any past time enrolled at the School for a minimal period of one School year, provided they have paid the admission fees and they have left the School in good standing in the opinion of the Directors.

## **10. How is the integrity of the handling of mailed votes assured?**

The integrity of the voting process is very important and the Board takes steps to ensure that proper process is followed throughout. A summary of the process follows:

*Ballots sent or delivered to the School:*

- E-mailed ballots are stored on the Society's website server in a secured location.
- The return envelopes containing the mailed ballots arriving at the Society are stored in the SMUS safe at the end of each day. (Members wishing to check to see if their envelope has been received are given an email contact for this purpose).

*Handling of the Return Envelopes:*

- Any ballots received by the date set out in the election mailer or with a postal return date also designated, or earlier will be counted.
- All return envelopes received by the due date are sealed in a box and the seal signed by two scrutineers (one from the Board and one from the Society) and held in the SMUS safe awaiting the arrival of other mail postmarked March 26. This is to allow time for mail to arrive from distant parts (e.g. mail from some Asian countries takes 10-14 business days to reach Victoria).

*Ballot counting day:*

- Under the Bylaws the scrutineers at an election of Directors shall include three (3)

Board members including the Vice-Chair and the Secretary unless they are running for re- election and three (3) other Society Members.

- The six scrutineers count the e-mailed and mailed ballots contained in the sealed box from the safe.
- At the time of counting, the scrutineers check off the sender's printed name on the e-mailed and mailed ballot envelope against the Society membership list. The Board's Secretary will have verified the Society membership list used by the scrutineers as correct.

### **11. Do Members get to meet and hear from candidates prior to the election?**

In the past the question has arisen whether or not a meeting of candidates should be held. It is considered to be in the best interests of all Society members to judge the candidates, and vote based on the skills and experience information profile provided in the biographies included in the instruments for the Mailed and E-mailed Ballot. Election by mailed and e-mailed vote is prescribed by the Bylaws since it reflects the make-up of Society membership and recognizes that it would be unfair to members living outside of Victoria, for whom attendance at such a meeting would be difficult or impossible. The same basic information is provided in writing to all Society members in order for a fair decision to be made as to votes cast.

The best practices followed by other independent schools (and universities) shows that candidates meetings are not the norm, probably because such meetings tend to be politically charged and inappropriate for the purpose of electing volunteer directors for a Society.

### **12. Are Society Members notified of the results of the election?**

Yes, after the election results are validated by the scrutineers, the candidates are telephoned with the results, the results are posted on the Society's website, the members are notified by e-mail, an announcement is made at the next AGM, and the members are notified in the next mailed correspondence to the membership.