

SMUSAA Society: Nomination and Election of Directors Q & A

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1. How is the Nominations Committee established?

The Bylaws establish the Nominations Committee as an autonomous body set up by the Board. Its principal responsibility to the SMUSAA Society is to ensure that suitably qualified candidates are nominated to fill vacancies on the board.

2. How are candidates for trustees nominated?

Candidates are nominated by:

- (a) the Board appointed Nominations Committee.

The SMUS Society Bylaws were drawn up to ensure that sufficient nominees would be available to fill vacancies on the Board of Governors. The Bylaws (Article 5) prescribe institution by the

Board of an autonomous Nominations Committee. The Board appoints the Committee each year for a one-year term, currently from May 2023 to May 2024 and

b) a Society Member or Members following the publication of the Nominations Papers.

3. Who are the current members of the Nominations Committee?

The Committee is appointed by the Board between AGMs, currently from May 2023 to May 2024 Members presently serving are:

Matt Ashton '13: Chair Nominations Committee
Neil Mulholland '88: President, SMUS Alumni
Association

4. How does the Nominations Committee select the candidates?

The Nominations Committee is charged each year with the critical task of assessing the composition of the Board in light of vacancies caused by departing directors and then selecting suitable candidates for nomination. This is an ongoing task that continuously occupies the Nominations Committee and is undertaken with great diligence and deliberation. As an autonomous body set up by the Board; its workings are necessarily confidential and its principal responsibility to the SMUSAA Society is to ensure that qualified candidates are nominated to fill vacancies on the board.

The Committee identifies suitably qualified candidates for nomination and approaches them individually to consider serving the Society. Not only are the short, medium and long term operational requirements of the Society considered, careful assessment is also given to the specific skills and experience necessary in each potential candidate in order to serve the Society most effectively as it moves forward with the execution of the Strategic Plan to fulfill the Mission of the Society.

Candidates are considered who are willing and able to volunteer their expertise, time, energy and resources to the Society, who are strategic thinkers, who are fully engaged with the Society (or who will become so engaged) and whose maturity, expertise and wisdom will contribute significantly to the effective governance of the Society; as well as multi-disciplinary backgrounds.

The Nominating Committee also considers the diversity of representation on the Board with regard to many factors such as gender, regional representation, and graduating class year representation.

5. Why does the Nominations Committee select and recommend a slate of candidates?

As mentioned above, the Nominations Committee looks to composition of all its nominated

candidates to achieve the desired balance in terms of experience, skill and diversity required on the Board. These candidates together form a slate that the Nominations Committee recommends to the Society and suggests that the entire group be evaluated on their combined ability to fill the governance requirements of the Society. The Nominations Committee does not recommend one candidate over another on the slate; all are recommended equally.

6. When are nominations of candidates by Society Members due?

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

7. 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 10 elected Governors. If the number of nominations does not exceed the vacant Director positions, the election is by acclamation (in which case the length of terms of the Director shall be determined by a draw at the AGM), otherwise an election is held by Mailed and E-mailed Ballot.

8. 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.

9. 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.

10. 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 prerequisite to re-nomination.

11. How are the nominations and elections procedures communicated to Society Members?

Nominations are required each year and the Nominations Committee, which is charged by the Bylaws for responsibility for both processes, 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.

12. 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 Governor positions, the Nominations Committee mails resumes and brief 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.

13. 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.

14. What is the difference between Nominations Committee candidates and individual Member nominated candidates and how is this handled in the elections process?

The Nominations Committee is mandated by the Bylaws to ensure that candidates are nominated to fill vacancies on the board. This is considered a critical task involving the assessment of the composition of the Board in light of vacancies caused by departing governors and then, in the best interests of the Society, in selecting suitable candidates for nomination. It is an ongoing task that continuously occupies the Nominations Committee and is undertaken with great diligence and deliberation. As an autonomous body set up by the Board, the Committee identifies suitably qualified candidates for nomination and approaches them individually to consider volunteering to serve the school. Not only are the short, medium and long-term operational requirements of the Society considered, careful assessment is also given to the specific skills and experience necessary in each potential candidate in order to assist the school most effectively as it moves forward with the execution of the Strategic Plan to fulfill the Mission of the Society.

Candidates nominated by individual Members are not subject to the same selection process and voters must rely on the skills and experience profiles, as well as the expressions of interest that are provided by such candidates. In the instruments for the Mailed and E-mailed Ballot, all candidates' biographical skills and experience profiles, and expressions of interest in serving the school are given equal weight. In discharge of its mandate the Nomination Committee identifies those candidates, which it has nominated.

As a footnote it should be understood that the right of any Member to be nominated for election as provided by the Bylaws, is not only recognized, but also rigorously observed in the nominations and elections procedures. While being fair to all candidates the Nominations Committee is still bound by its duties as prescribed by the same Bylaws to put forward a slate of suitably qualified candidates to the Society.

15. How is the integrity of the handling of mailed votes assured?

The integrity of the voting process is very important and the Nominations Committee 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.

16. 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. Candidates nominated by the Nominations Committee are very carefully considered as to suitability prior to nomination; with candidates nominated by Society members as much care as possible is taken by the Committee to ensure their skills experience profiles adequately enable Members to judge the relative merits of all candidates when voting. 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.

17. 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.