



BOARD OF DIRECTORS MANUAL

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ISSUED BY:	GOVERNANCE COMMITTEE	PAGE: 1 OF 2
APPROVED BY:	BOARD OF DIRECTORS	
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SELECTION AND DEVELOPMENT PROCESS FOR BOARD OFFICERS

Purpose:

To provide depth and consistency in succession planning and skills development of the Vice-Chair for the position of Board Chair.

Policy:

A Board Chair and Vice-Chair will be elected to conduct the matters of the Board on an annual basis. The Chair shall share certain duties with the Vice-Chair during their term to aid in the Vice-Chair's development and share the workload of the Chair.

Procedure:

The following outlines the process for selecting Board Officers:

1. It is understood that there is a progression from Vice-Chair to Chair. During their term the Vice-Chair will be afforded an opportunity to chair a Board meeting and attend committee meetings with the Chair, as the Chair deems appropriate. It is also deemed advantageous for the Vice-Chair to serve a term as Chair of the Governance Committee.
2. Qualification prerequisites: All Board Members of at least one year's standing or deemed by the Nominating Committee to have equivalent experience, are potential candidates for Vice-Chair.
3. The Governance Committee shall review, amend and as required, recommend changes to the Board Chair Role Description. See I-015.
4. By end of February of each year, all Board members will be polled for their current and future interest in serving as a Board officer.
5. In the event that there are positions to be filled, the Nominating Committee shall discuss information received in the poll of members and discuss the potential of candidates. In keeping with best practice, attention will be given to the guiding principles of equity, diversity, and inclusion.

6. Members felt to be preferred candidates shall be approached by the Chair of Nominating (and/or delegate) to determine their interest in letting their name stand for Chair or Ve-Chair positions.
7. No later than April 30th of each year, the Nominating Committee shall complete its deliberations of the potential candidates to arrive at a final list of candidates taking into consideration the Board Chair Role Description. The Nominating Committee shall recommend to the Board a list of candidates for the Chair and Vice-Chair positions at the June meeting of the Board.
8. Generally, no Director may serve as Chair or ViceChair for more than two (2) years for each position.
9. Modifications to the above process may be necessary and considered by the Board in extenuating circumstances.

References:

NHH By-laws

Approved:

February 22, 2001

April 2002

October 2003

February 2004

January 2005

January 2006

March 2009

January 2011

June 2011

March 2014 reviewed

March 2016 revised

February 2017 revised

February 2018 revised

February 2019 reviewed

February 2020 reviewed

March 2021 reviewed

May 2022 revised

March 2023 reviewed

March 2024 revised