



Cambrian College Foundation Board of Directors – Nomination Policy (Board Governance)

Original Date Approved: June 12, 2018

Date Reviewed by Governance
Committee: November 2, 2018

Date Revised:
November 2, 2018

1. Purpose

- a) To ensure that the Cambrian College Foundation Board (*hereinafter referred to as the Board*) is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective board governance and further the philanthropic goals of Cambrian College.
- b) To assist the Board in identifying qualified individuals to become directors.
- c) To establish the process to be followed by the Board to appoint directors.
- d) To establish a board renewal and succession plan.

2. Guiding Principles

- a) The nomination process shall be guided by the principles of merit, skills, priority and diversity.
- b) The Board will seek a balance with respect to the skills and experience of directors, while considering the strategic directions of the Cambrian College Foundation and Cambrian College.

3. Term of Office

A director is appointed to the Board for a term of up to three years, and may serve for a maximum of six consecutive years, except for the ex-officio positions – Chair-President, First Vice Chair and Past Chair.

Process for Nominations

4. Governance Committee

- a) The Board shall establish a Governance Committee, which shall be charged with the responsibility of identifying and recommending individuals to become directors.
- b) The size and composition of the Governance Committee shall be determined by the Board.
- c) The nomination process shall begin in January or February of each year.
- d) The Board shall appoint the chair of the Governance Committee who shall be a member of the Board.

5. Nominations Process

The Board shall identify qualified candidates through the following process:



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- a) A profile for directors shall be established.
- b) The number of vacancies will be determined each year, and the necessary criteria to fill those vacancies will be identified by conducting a skills matrix analysis.
- c) The skills, experience, knowledge and behavioural qualities that the Board will consider in approving a profile for directors may be drawn from the skills, experience, and knowledge and qualities in Schedule A.
- d) Incumbent directors must be re-appointed for a second term. The following factors may be considered when deciding on re-appointment: attendance, participation, compliance with applicable bylaws and policies, and conduct consistent with the qualities listed in this policy.
- e) A call for nominations will be made and existing and potential members will be encouraged to indicate their interest. This may include a public call via website or newspaper or social media.
- f) Applications or expressions of interest will be submitted to the Governance Committee and reviewed by same.
- g) A short-list of candidates will be developed by the Governance Committee of those individuals who meet all of the criteria as identified by the Board. Short listed candidates must be reviewed by the Governance Committee including those who are standing for re-appointment and recommended to the Board.
- h) Reference and background checks may be completed by the chair of the Governance Committee as requested by the Committee.
- i) Nominees will be required to sign a Declaration of Understanding concerning the Board's policy governance model.

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Schedule A

Skills, Characteristics, Experience and Knowledge

The skills, experience, knowledge and demographic characteristics including, but not limited to, diversity, gender, age and ethnicity, should be considered in selecting Directors, along with the following:

- 1) Accounting and financial
- 2) Alumni representation
- 3) Board and governance expertise (knowledge of performance measurement as it relates to College and Board processes/governance would be an asset)
- 4) Demographic characteristics
- 5) Economic and social development
- 6) Gender and cultural balance
- 7) Health sector
- 8) Philanthropy/fundraising
- 9) Post-secondary education
- 10) Legal expertise
- 11) Marketing, public relations and communications
- 12) Mining, mining supply and services
- 13) Political acumen
- 14) Representation from small/medium size enterprise
- 15) Risk management
- 16) Strategic planning

Behavioural Qualities

The Board requires all governors to:

- 1) Commit to adhere to the vision, mission, and core values of the organization;
- 2) Act with honesty and integrity;
- 3) Understand a director's role and fiduciary duties, and the role of the Board;
- 4) Think strategically;
- 5) Work as part of a team;
- 6) Communicate effectively;
- 7) Have, or commit to acquire philanthropic literacy appropriate for the Foundation's scope of activities;



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- 8) Be willing to devote the time and effort required to be an effective governor including attendance at Board orientation, Board retreats, Board meetings, committee meetings, and organization events;
 - 9) Be free of conflicts that would impede a governor’s ability to fulfill his or her fiduciary duties;
 - 10) Demonstrate ability to recognize and manage specific conflicts of interest that arise from time to time.