

**Subject:** Selection of the Chair and Vice Chair and appointment to the Executive Committee and other standing Board Committees.

**Policy:** Policy governing: (i) the appointment of the Chair and Vice-Chair; (ii) the make up of, and appointment process for, the Executive Committee, the Audit Committee, and the Finance Committee; and (iii) the maximum term length, if any, of the Chair, Vice-Chair and members the Executive Committee, the Audit and Finance Committee.

### **Chair and Vice-Chair**

The Chair and Vice-Chair will be elected by the Board to serve one year terms. The Chair and Vice-Chair will each be subject to a consecutive term limit of three years. That means that a member may serve as Chair for up to three consecutive one-year terms. However, after a break in service, a member may again serve as Chair. The same rules apply to the position of Vice-Chair. A member may consecutively serve three years as Vice-Chair and then three years as Chair. There is a general expectation that Vice-Chairs will serve as Chair following their term as Vice-Chair. However, ultimately, the decision whom to elect is in the discretion of the Board.

With respect to the process and timing for nomination and election of the Chair and Vice-Chair, every January the Chair will appoint an *ad hoc* nominating committee made up of between three and five Board members, each of whom has indicated to the Chair an intention not to seek the positions of Chair or Vice-Chair. At the January meeting of the Board, the Chair will inform the Board of the composition of the nominating committee and invite interested members to notify the nominating committee of their desire to serve as either Chair or Vice-Chair. Prior to the February meeting of the Board, the nominating committee shall confer and prepare a recommendation regarding who should serve as Chair and Vice-Chair for that year. At the February Board meeting, that recommendation shall be submitted to the Board and the Board shall take action thereon.

### **Executive Committee**

The Executive Committee will continue to consist of up to eight members, two of whom will be the Chair and Vice-Chair and six of whom will be separately elected by the Board to serve one-year terms. The Chair of the Board shall also serve as the Chair of the Executive Committee. The Vice-Chair of the Board shall also serve as the Vice-Chair of the Executive Committee. Members of the Executive Committee will not be subject to term limits.

With respect to the process and timing for nomination and election of the Executive Committee, the Chair elected in February will, in consultation with the Vice-Chair, recommend to the Board at its March meeting a slate of up to six Executive Committee members. The Board will be asked to cast a vote either for or against the entire slate. In the event that Board does not approve the slate, either Board members may nominate individual members to the Executive Committee or the Board may direct the Chair to return at the April Board meeting with a new slate.

### **Audit and Finance Committee**

The Audit and Finance Committee will continue to consist of up to four members elected by the Board to serve one-year terms. Members of the Audit and Finance Committee will not be subject to term limits.

With respect to the process and timing for nomination and election of the Audit and Finance Committee, the Chair elected in February will, in consultation with the Vice-Chair, recommend to the Board at its March meeting a slate of up to four Audit and Finance Committee members. The Board will be asked to cast a vote either for or against the entire slate. In the event that Board casts a vote does not approve the slate, either Board members may nominate individual members to the Audit and Finance Committee or the Board may direct the Chair to return at the April Board meeting with a new slate.

