



## Board of Directors

# Nomination and Selection Guidelines, and Code of Conduct

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## Nomination and Selection Guidelines

If anything in these guidelines, forms or attachments contradicts any section of the CircusWest Performing Arts Society's [Constitution and Bylaws](#), the Constitution and Bylaws shall take precedence.

### Qualifications

1. It is expected that those nominating for seats on the Board will take into account the need to include members with skills that are identified as important for the Board's activities, to ensure that the Board includes members with a broad range of voices, and to address any imbalances in the composition of the Board that merit attention.
2. There must be a minimum of 3 and can be a maximum of 11 serving Board Members.
3. All members of CircusWest are eligible to sit on the Board. One does not have to be a member of CircusWest to sit on the Board. Section 5.6 of the Bylaws of CircusWest Performing Arts Society details who may NOT be a Director.

A Person is not qualified to become or act as a Director if he or she:

- (a) is under 19 years of age;
  - (b) is declared by a court to be incapable of managing his or her own affairs;
  - (c) is an undischarged bankrupt; or
  - (d) has been convicted in the past five years of an offence involving the promotion, formation or management of an Organization; or fraud.
4. Board members serve a two year term. A member may stand for three consecutive terms and then must step down for at least one year.
  5. The composition of the Board must include at least one Voting Member and at least one Director whose term is not expiring at the next annual general meeting.

## Nominations

1. A Nominations Committee will be struck and will send a Call for Nominations to all members of CircusWest.
2. The call will include an outline of the nominations process; a nomination form, a disclosure and compliance form, the Board Code of Conduct form and an outline of the selection process at the Annual General Meeting.
3. The Nominations Committee may solicit input from members, staff and others to solicit names of potential nominees and may actively recruit nominees up to and beyond the number of Board vacancies expected.
4. To stand for selection, a nominee must be nominated by a member, must agree to be nominated and must complete a disclosure and compliance form. The Nomination and Disclosure and Compliance Forms are attached to these guidelines, as is the Board Code of Conduct, to which successful Board Nominees must agree.
5. At the Annual General Meeting, the Members of CircusWest in attendance must be informed of all nominations put forward by members,
6. At the Annual General Meeting, the Membership of CircusWest in attendance select new Board Members from the full list of nominees.

## Selection

At the Annual General Meeting, the selection process will be as follows.

1. The Chair of the Meeting will report the names of the current Board Members who will be continuing to sit on the Board.
2. If the Chair is a candidate for re-selection to the Board, and an election will be held (see below), he or she must hand the chair to a member not a candidate for reselection until the election is completed and the results announced.
3. A member of the Nominations Committee, (other than the Chair, if he or she is a member of the Committee), will present all nominees to the meeting.
4. If there are fewer than or as many nominees as there are vacancies on the Board, the Chair will declare the Directors elected by acclamation.
5. If there are more nominees than there are vacancies, ballots will be prepared and distributed to members attending the Annual General Meeting. Members may vote for up to the number of vacancies on the same ballot. Ballots marked with more selections than the number of vacancies will be considered spoiled and will not be counted. Ballots marked with less than the number of vacancies will be considered valid and will be counted.
6. Ballots will be counted by the Nominations Committee members, assisted by staff.
7. The results of the election will be presented by a member of the Nominations Committee by reading the successful candidate(s') name(s) in alphabetical order.



### Nomination for the Board

I, \_\_\_\_\_, a member of CircusWest, hereby nominate

\_\_\_\_\_ for a seat on the Board of CircusWest Performing Arts Society.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

### Acceptance of Nomination

I, \_\_\_\_\_, accept this nomination and agree to sit on the Board of CircusWest Performing Arts Society if selected by the Membership.

I acknowledge that I have read the description of Board duties and responsibilities and understand the role of the Board within CircusWest. I have also truthfully completed and signed the attached Disclosure and Compliance form.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

*Nomination form may be faxed or scanned and emailed, once signed. Original must be submitted before or at the Annual General Meeting.*



## Disclosure and Compliance

I, \_\_\_\_\_, a nominee for a seat on the Board of CircusWest Performing Arts Society, hereby declare that

I have detailed all personal, employment and business relationships with the Society and its employees, suppliers, contractors and Directors below

- No relationship
- The following relationship(s) (use attached sheet if necessary)

I have disclosed all conflicts between myself and my personal interests and those of the Society below

- No conflict of interest
- The following conflict(s) of interest (use attached sheet if necessary)

I also declare that I will disclose and declare any future conflicts of interest as soon as they arise; and that I will comply with the Constitution and Bylaws of CircusWest Performing Arts Society and any policies set by the Directors of the Society.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

*Disclosure and Compliance form may be faxed or scanned and emailed, once signed. Original must be submitted before or at the Annual General Meeting*

## Board of Directors Code of Conduct

As a member of this Board:

- I will represent the interests of all stakeholders served by this organization as my priority, including during all participation in discussions and voting matters.
- I will maintain the confidentiality of the organization and all participants.
- I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.
- It is my responsibility to contribute to the board of directors any suggestions of ways to improve the organization's policies, standards, practices or ethics.
- I will not abuse my position as a board member by suggesting to any organization employee that I am entitled to or expect any special treatment beyond regular members of the organization.
- I will offer un-conflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members, advocacy or interest groups, and other board or staff members.
- I will represent the Board's voice and policies regardless of personal opinion.
- I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.
- If the board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the board's request. I understand that the board's decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded.
- I understand that the following activities are considered by the organization to be conflicts of interest, and that conflicts of interest are not limited to the following situations:
  - where a director makes a decision or does an act motivated by other or additional considerations than the best interests of the organization;
  - where a director personally contracts with the organization or where he/she is a director of other organizations which are contracting with this organization;
  - where a director learns of an opportunity for profit which may be valuable to him/her personally or to another organization of which he/she is a member, or to other persons known to the director;
  - where a director, in any circumstance as related to the organization, puts his/her personal interests ahead of the best interests of the organization.

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Board Member's Name

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Date

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Board Member's Signature