



## Information for Nominees

# 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 transferable 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 assist in the execution of the organizations strategic plan.
2. There must be a minimum of 3 and can be a maximum of 11 serving Board Members.
3. All members of Circus West are eligible to sit on the Board. One does not have to be a member of Circus West to sit on the Board. Section 5.6 of the Bylaws of Circus West Performing Arts Society details who may NOT be a Director.

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

- (a) is under 19 years of age.
  - (b) a current employee or former employee who left less than five years ago:
  - (c) involved or has legal proceedings against the Society.
  - (d) in direct competition with the Society.
  - (e) declared by a court to be incapable of managing their own affairs.
  - (f) is an undischarged bankrupt; or has been convicted in the past five years of an offence involving the promotion, formation or management of an Organization; or fraud.
4. Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be two (2) years. However, the Directors may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.
  5. The composition of the Board must include at least one 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 Circus West.
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 current 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 Circus West in attendance must be informed of all nominations put forward by Members,
6. At the Annual General Meeting, the Membership of Circus West in attendance select and vote in 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 Circus West, hereby nominate

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

\_\_\_\_\_

Printed Name

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

## Acceptance of Nomination

I, \_\_\_\_\_, accept this nomination and agree to sit on the Board of Circus West 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 Circus West. 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 Circus West 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 Circus West 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*



## Directors' Obligations

As individual directors, we are obliged to:

- Exercise the care, diligence and skill that a reasonably prudent person with similar knowledge and expertise would exercise in comparable circumstances (“duty of care”).
- Act honestly and in good faith in the best interests of the organization (“duty of loyalty”).

In short, directors have an overall responsibility for the organization and the strategy for achieving its legal purpose. They need to understand why the NPO/NFP exists, how it is legally structured, the interests of its stakeholders and how it manages the risks it faces.

### **Collectively the Board will:**

1. Determine a governance model and ensure that appropriate organizational policies and structures are in place
2. Participate in the development of a mission and strategic plan for the organization
3. Hire and ensure that an effective senior management team is in place (i.e., Executive Director)
4. Maintain effective partnerships and communication with the community, the organization’s members and its stakeholders
5. Maintain fiscal responsibility, including raising income, managing income, and approving and monitoring annual budgets
6. Ensure transparency in all communication to members, stakeholders and the public
7. Evaluate the organization’s work in relation to a strategic plan
8. Evaluate the work of the board of directors, ensuring continuous renewal of the board, and plan for the succession and diversity of the board

### **Individually the Board will:**

1. Act in the best interests of the organization
2. Understand the roles and responsibilities of being a board member
3. Be familiar with the organization's bylaws, policies and procedures, strategic plan, mission, etc.
4. Ensure he/she avoids conflicts of interest including operating in the best interest of the organization not in self-interest or the interest of a stakeholder group
5. Respect confidentiality policies that pertain to membership and board discussions
6. Keep informed about the organization’s financial activity and legal obligations
7. Bring his/her own transferable skill sets to the organization
8. Attend board meetings regularly and arrive prepared for meetings
9. Support board decisions once they have been voted on

## Director Roles & Responsibilities

### Board Director

- Approve, where appropriate, policy and other recommendations received from the Board, its internal standing committees and senior staff
- Monitor, review and update as needed all Board policies
- Review the bylaws and policy manual, and recommend bylaw changes to the membership
- Review the Board's structure, approve changes, and prepare necessary bylaw amendments
- Participate in the development of the organizational and strategic plan and annual review
- Approve the organization's budget

**President** - The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

- Provides leadership to the Board of Directors
- Makes sure the Board adheres to its bylaws and constitution
- Prepares the Board's agenda with input from Board Members and the senior staff
- Chairs meetings of the Board
- Encourages Board members to participate in meetings and activities
- Keeps the Board's discussion on topic by summarizing issues
- Keeps the Board's activities focused on the organization's mission
- Evaluates the effectiveness of the Board's decision-making process
- Acts as a signing officer
- Ensure committee chairs are appointed
- Orients Board Members and committee chairs to the Board
- Serves on the HR Committee
- Serves as ex officio member of committees and attends their meetings as/when needed
- Makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria
- Orients the new President

**Vice-President** - The vice-president will assist the President in the execution of his or her duties and will carry-out those duties in the absence of the President. The vice-President will carry out such other duties and responsibilities as may be assigned by Board Resolution.

- Acts in the absence of the President
- Serves on the HR Committee
- Learns the duties of the President and keeps informed on key issues
- Works closely as consultant and advisor to the President
- Prepares to serve a future term as President
- Chairs at least one major committee
- Acts as a signing officer
- Orients the new Vice-President

**Treasurer** The treasurer will be responsible for making the necessary arrangements for:

(a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Society Act and the Income Tax Act; and

(b) the rendering of financial statements to the Directors, Members and others, when required.

**Secretary**- The secretary will be responsible for making the necessary arrangements for:

1. (a) the issuance of notices of meetings of the Society and the Board;
2. (b) the keeping of minutes of all meetings of the Society and the Board;
3. (c) the custody of all records and documents of the Society, except those required to be kept by the treasurer;
4. (d) the maintenance of the register of Members; and
5. (e) the conduct of the correspondence of the Society.



## 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