

Cowork Niagara Co-operative Inc.

Policy and Procedures for Election of Board Members

Effective April 25, 2016, for Board Review in 2018

1.0 PURPOSE OF THE POLICY

The Ontario *Co-operative Corporations Act* requires that co-operatives follow particular procedures when running an election at an annual general meeting. The purpose of this policy is to ensure that the procedures for election to the Board of Directors of Cowork Niagara Co-operative Inc. are fair, transparent and fully compliant with the Act and the Cowork Niagara Bylaws. Director elections take place at Cowork Niagara's Annual General Meeting. Procedures outlined below specify how nominations for election to the Board are elicited; how nominees and their qualifications are made known to the membership; and how the election should be conducted.

2.0 DEFINITIONS

2.1 AGM

Annual General Meeting, the meeting held annually to allow members to understand and vote on GCFC business. Cowork Niagara is bound by its bylaws to include in its AGM agenda the election of new Board members and also, if applicable, of Board members who have been appointed, not elected. An appointed Board member is a member appointed by the Board to fill a vacancy deemed urgent.

2.2 Quorum

A quorum is the minimum number of members competent to pass motions at the AGM in the absence of the other members. The bylaws of Cowork Niagara stipulate a quorum of 20% (or 15 members) of membership.

2.3 Eligible

An eligible voter is a member in good standing of Cowork Niagara. Each member at a meeting is entitled to one and only one vote on any matter requiring a vote of the members.

2.4 Corporate Proxy

A corporate member may appoint one of its directors or officers to attend and vote on its behalf at meetings of members. No other member of a Co-operative may vote by proxy.

3.0 ROLE OF THE GOVERNANCE COMMITTEE IN BOARD ELECTIONS

As part of succession planning and preparation for business meetings with members, the Board of Directors will normally delegate to the Governance Committee the task of overseeing the nomination and election process for the AGM. Alternatively, the Board may strike a separate Election Committee to be responsible for the nomination and election process. In the second instance the Election Committee must coordinate with the Governance Committee to ensure that the process meets legal obligations. The Election Committee will follow *mutatis mutandis* the same procedures outlined here. It is the responsibility of the committee charged with overseeing the election process to ensure that its members are free of conflict-of-interest concerns (i.e. they are not seeking election nor is a member of their immediate family or household is seeking election). If such a conflict is apparent, the member involved may withdraw from involvement in the election process.

4.0 PRE-AGM PROCEDURES AND TIMELINE

4.1 Annual Meetings - The annual meeting of the members shall be held within 6 months of the financial year-end, and within 15 months of any previous annual meetings. The board of directors shall fix the date, time, and location of the annual meeting. The annual meeting shall be held for the purpose of electing the directors, receiving the financial statements and any auditor's report thereon, and the transaction of any other business that may properly be brought before an annual meeting of the members.

4.2 Business Transacted – At meetings of the members, only the business stated in the notice calling such a meeting may be transacted.

4.3 Record Date – The board of directors may fix in advance a record date preceding the date of any meeting of members for the determination of the members and bondholders who shall receive notice of the meeting. That date shall not be more than three (3) business days prior to the date on which the notice of the meeting is given, and not more than fifty (50) days before the date of the meeting.

4.4 Notice of Meetings – A written notice of each annual or special membership meeting stating the time, place and purpose shall be posted in the place of business and shall be given by the Secretary (by print or electronically) at least ten (10) days but no more than fifty (50) days before the meeting, to each member and to the auditor (if applicable) of the Co-operative.

4.5 Where Notice Not Required – No notice of any annual or other meetings of the members shall be necessary:

1. where all the members entitled to vote at such a meeting, are present in person, and in the case of an annual meeting, consent to the transaction of the business, or in the case of any other meeting, consent to the transaction of the business for which such meeting is being held; or

2. where all members entitled to vote at such meeting who are not present in writing, waive notice of the meeting, or in the case of a meeting other than the annual meeting, notice of the meeting and the purpose for which it is being held.

4.2 At least 90 days in advance of the AGM, the Board Secretary will notify the Chairs of the Governance Committee and the Membership Committee of the date and time selected for the Cowork Niagara AGM, supplies a list of current Cowork Niagara members and designates the Governance Committee or an alternative Committee as the Election Committee.

Before a nominee list is finalized the Membership Committee must establish how many members are eligible to vote and need to be sent save-the-date cards. No earlier than 50 days (as prescribed in the Act) and no less than 28 days (as prescribed in Co-op Bylaws) before the AGM the Membership Committee mails to the Membership a save-the-date card, which gives notice of the AGM and its agenda and includes a call for nominations. Nominators are requested to submit nominations within two weeks to allow time for L+G (if applicable, in conjunction with the Election Committee) to vet them for completeness, eligibility and conflict of interest. Members who wish to stand for election may self-nominate.

4.3 At least 21 days before the date of the AGM the Governance Committee compiles a master list of nominees and verifies that all nominees have returned their nomination forms. The Governance Committee also ascertains:

- Whether the nominees have been informed of the nomination and have agreed to stand.
- Which nominees will be absent from the AGM and whether absentees have returned their nomination form.

4.4 The Governance Committee contacts all nominees whose nomination form is incomplete, via either e-mail or phone, to ascertain whether they intend to stand. If they confirm their status as candidates for election, their names are also retained on the ballot pending receipt of their completed nomination forms.

5. **4.5** The Governance Committee finalizes the list of candidates to be included in the printed ballot.
6. **4.6** The Membership Committee arranges for the appropriate number of ballots bearing the nominees' names to be printed ensuring that blank spaces are included for later insertion (if necessary) of names of nominees from the floor at the AGM.

4.7 The Governance Committee also determines who will act as volunteer scrutineers (minimum of two). Scrutineers can be drawn from either inside or outside of the voting membership but cannot be nominees, nominators or acting Board members.

4.8 As required by the Act, names and nomination forms of candidates for election to the Board must be promulgated at least 10 days before the AGM. At this time the list of candidates, with nomination forms, is posted on the Co-op Web site and at the Co-op office. Members are alerted to the nominee list by e-mail.

5.0 PROCEDURES ON THE DAY OF THE AGM

5.1 On the day of the AGM the Membership Committee brings a list of Cowork Niagara members in good standing to the meeting and ensures that sufficient voter identification cards are available to be handed to eligible voters as they enter the meeting area.

5.2 The Governance Committee is responsible, after consulting with the Membership Committee, for determining, before voting on the Board member elections begins, whether the meeting has a quorum. If it does, the Chair of the Board proposes recognizing the Chair of the Governance Committee or designate as Election Chair and seeks the membership's approval by a motion and second, to be followed by a vote.

5.3 The Election Chair announces the number of vacancies on the Board and announces the number of declared nominees for election to the Board. The Election Chair asks candidates named on the ballot to confirm their willingness to stand for election and indicates that the name of any nominee who withdraws be stricken from the ballot. Once the full number of candidates is known, the Election Chair informs the meeting whether the number of nominees is equal to, fewer or more than the number of Board vacancies.

5.4 If the number of nominees is equal to the number of vacancies the Chair asks the candidates to make their presentation to the membership on why they are interested in serving on the Board. Once this has been done, the Chair requests a motion for a vote of acclamation. A mover and seconder being found, a vote is called. If the motion carries, the Chair:

- Declares the nominees elected.
 - Congratulates successful candidates.
 - Returns chair to Board President.
- If the motion does not carry, proceed to 5.5. OR

5.5 If the number of nominees exceeds the number of vacancies, the Election Chair calls for a vote by the members. The Election Chair then asks the nominees to make their presentations to the membership. Once this has been done, the Election Chair calls for ballots to be distributed to all members with voting cards; instructs voters on how to mark their ballots; and asks them to deposit their ballots in the nearest ballot-box. Governance Committee members retire to tally the vote and scrutineers oversee the tally. In their absence the Board Chair may move to the AGM's next agenda item. On returning, scrutineers inform the Election Chair of the results of the voting and the Chair:

- Announces the names of the successful candidates and congratulates them.
- Returns chair to Board President.

OR

5.6 If the number of nominees is fewer than the number of vacancies, the Election Chair asks if there are nominees from the floor and explains that nominations from the floor can be accepted only if the nominee is present at the AGM and is a member in good standing of Cowork Niagara.

If there are no further nominations the Election Chair follows the procedure for requesting an acclamation vote in 5.4 (above). If there are further nominations, he or she asks for a motion to accept this/these nomination(s). After the motion is proposed and seconded, and the meeting has voted to accept from-the-floor nominees, calls for a 10-minute recess to allow new nominees to fill in the candidate nomination form and to read the 'Responsibilities of Board Members' and 'Code of Conduct'; and instructs voting members to add the name(s) of this/these new nominee(s) to their ballot.

- **5.6.1. Scenario A**

If the number of nominees, including any floor nominees, equals or is fewer than the number of vacancies, Election Chair follows procedure outlined in 5.4 (above)

- **5.3.2. Scenario B**

If the number of nominees now exceeds the number of vacant positions, the Election Chair announces that a vote will be needed and follows the procedure outlined in 5.5 (above).

Submitted by the Governance Committee to the Board of Directors for approval April, 2016